

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of November 27, 2017

on the preliminary assessment of the qualifications of a candidate for a member of the
Supervisory Board of the Bank and the adoption of the recommendation on his appointment

§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Andrzej Olechowski**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Andrzej Olechowski graduated from Central School of Planning and Statistics (Ph.D. in economy, 1979), he teaches at Vistula University, he is the author of a number of publications on international trade and foreign policy, therefore, it should be considered that Mr. Andrzej Olechowski has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Mr. Andrzej Olechowski has many years of practical experience gained on key governmental positions such as Minister of Foreign Affairs, Minister of Finance, Secretary of State for Foreign Economic Relations, he served also as Deputy Governor of National Bank of Poland. Mr. Andrzej Olechowski was also Member of the Advisory Boards of Goldman Sachs, Creditanstalt, Banca Nazionale del Lavoro, Textron, IFC and Citigroup Europe - which indicates that Mr. Andrzej Olechowski has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Andrzej Olechowski, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Andrzej Olechowski guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Andrzej Olechowski's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Andrzej Olechowski enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Andrzej Olechowski on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Andrzej Olechowski contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Andrzej Olechowski meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Andrzej Olechowski as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Andrzej Olechowski performed by the Committee and its recommendation on the appointment of Mr. Andrzej Olechowski as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Frank Mannion**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Frank Mannion has a Commerce Degree and Higher Diploma in Education from the National University of Ireland - Galway and is a Chartered Accountant, it should be considered that Mr. Frank Mannion has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Mr. Frank Mannion has many years of practical experience gained in managerial positions in the Capital Group of Citi in EMEA Region, his professional experience also covers cooperation with PricewaterhouseCoopers, which indicates that Mr. Frank Mannion has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Frank Mannion, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Frank Mannion guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Frank Mannion's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Frank Mannion enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Frank Mannion on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Frank Mannion contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Frank Mannion meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the

Bank (the **General Meeting**) appoint Mr. Frank Mannion as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Frank Mannion performed by the Committee and its recommendation on the appointment of Mr. Frank Mannion as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Shirish Apte**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Shirish Apte is a Chartered Accountant from the Institute of Chartered Accountants in England and Wales, and holds a Bachelor of Commerce degree. He also has an MBA from the London Business School, it should be considered that Mr. Shirish Apte has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Mr. Shirish Apte has many years of practical experience gained in managerial positions in the Capital Group of Citi in Asia and Pacific and CEEMEA Regions, his professional experience also covers memberships in board of directors of banks and other companies from private sector, which indicates that Mr. Shirish Apte has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Shirish Apte, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Shirish Apte guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Shirish Apte's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Shirish Apte enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Shirish Apte on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Shirish Apte contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Shirish Apte meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Shirish Apte as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Shirish Apte performed by the Committee and its recommendation on the appointment of Mr. Shirish Apte as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Marek Belka**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Marek Belka is a professor of economics, he was associated with Lodz University for many years, research fellow at Columbia University, Chicago University and London School of Economics, he was also managing the Institute of Economics of the Polish Academy of Sciences, author of over 100 scientific papers devoted primarily to the theory of money and anti-inflation policy in developing countries, it should be considered that Mr. Marek Belka has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Mr. Marek Belka has many years of practical experience gained in the most important governmental agencies, he served twice as Deputy Prime Minister than he was a Prime Minister of Poland, He served as Governor of the National Bank of Poland and Chairman of the Monetary Policy Council, he chaired the World Bank/IMF Development Committee. Mr. Marek Belka has also held numerous high-ranking positions within the international community. He served as Chairman of the Council for International Coordination for Iraq and as Director of Economic Policy in the Coalition Provisional Authority. He also held office in the United Nations as Executive Secretary of Economic Commission for Europe (UNECE) in Geneva. In November 2008, he also served as Director of the European Department at the International Monetary Fund. The above indicates that Mr. Marek Belka has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Marek Belka, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Marek Belka guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Marek Belka's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Marek Belka enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Marek Belka on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Marek Belka contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Marek Belka meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Marek Belka as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Marek Belka performed by the Committee and its recommendation on the appointment of Mr. Marek Belka as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Igor Chalupiec**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Igor Chalupiec graduated from Foreign Trade at the Warsaw School of Economics (SGH) and Law and Administration at the Warsaw University, he is also a licensed securities broker, it should be considered that Mr. Igor Chalupiec has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
The documents collected in the course of the assessment of the candidature of Mr. Igor Chalupiec, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Igor Chalupiec guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, no evidence was found that could raise doubts about his reputation and, therefore, it should be considered that Mr. Igor Chalupiec enjoys an unblemished reputation.
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Igor Chalupiec, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Igor Chalupiec guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Igor Chalupiec's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Igor Chalupiec enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Igor Chalupiec on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Igor Chalupiec contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Igor Chalupec meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Igor Chalupec as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Igor Chalupec performed by the Committee and its recommendation on the appointment of Mr. Igor Chalupec as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Ms. Jenny Grey**, considers that she has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Ms. Jenny Grey graduated from London School of Economics in Social Psychology, which is useful in supervisory tasks in the areas such as Human Resources and social communication and therefore it should be considered that she has an education appropriate to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Ms. Jenny Grey has many years of practical experience gathered in leadership positions in Citi Group, British Government Administration and in British Healthcare which indicate that Ms. Jenny Grey has the skills and experience sufficient to act as a member of the Supervisory Board of the Bank and perform duties related to this role;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.
The documents collected in the course of the assessment of the candidature of Ms. Jenny Grey, including the documents regarding his education, professional career and reputation, indicate that, with her attitude, Ms. Jenny Grey guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Ms. Jenny Grey's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Ms. Jenny Grey enjoys an unblemished reputation.

Additionally, the number of functions held by Ms. Jenny Grey on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Ms. Jenny Grey contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Ms. Jenny Grey meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Ms. Jenny Grey as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Ms. Jenny Grey performed by the Committee and its recommendation on the appointment of Ms. Jenny Grey as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Grzegorz Bielicki**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Grzegorz Bielicki holds a Master's Degree in Economics from the Faculty of Foreign Trade of the Warsaw School of Economics. He also studied abroad at the Limburg Business School (University of Limburg), under the TEMPUS programme. He has specialist knowledge in finance and accounting. Considering the above it should be considered that Mr. Grzegorz Bielicki has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Mr. Grzegorz Bielicki has many years of practical experience the field of internal audit, finance and accounting gained in National Bank of Poland and in banking industry, which indicates that Mr. Grzegorz Bielicki has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Grzegorz Bielicki, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Grzegorz Bielicki guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Grzegorz Bielicki's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Grzegorz Bielicki enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Grzegorz Bielicki on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Grzegorz Bielicki contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Grzegorz Bielicki meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Grzegorz Bielicki as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Grzegorz Bielicki performed by the Committee and its recommendation on the appointment of Mr. Grzegorz Bielicki as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Marek Kapuściński**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Marek Kapuściński graduated with a Master's Degree in International Trade from the Warsaw Main School of Planning and Statistics (today SGH - Main School of Commerce) and a post-graduate degree from SEHNAP in conj. with Stern School of Business at New York University. Taking into account the above it should be considered that Mr. Shirish Apte has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Mr. Marek Kapuściński has many years of practical experience gained in high profile managerial positions during 25 years career in the Capital Group of Procter & Gamble, which indicates that Mr. Marek Kapuściński has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Marek Kapuściński, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Marek Kapuściński guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Marek Kapuściński's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Marek Kapuściński enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Marek Kapuściński on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Marek Kapuściński contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Marek Kapuściński meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Marek Kapuściński as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Marek Kapuściński performed by the Committee and its recommendation on the appointment of Mr. Marek Kapuściński as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Marc Luet**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

1) has the knowledge:

Mr. Marc Luet has a BSc in Economics from the Panthéon Sorbonne University, is a graduate of Institut d'Etudes Politiques de Paris, and holds an MBA from the Tuck School of Business Administration at Dartmouth College therefore, it should be considered that Mr. Marc Luet has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;

2) has the skills and experience

Mr. Marc Luet has many years of practical experience gained in managerial positions in the Capital Group of Citi in the area of the consumer and commercial banking as well as in Visa organization, where he served as CEO of CEMEA, which indicates that Mr. Marc Luet has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;

3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Marc Luet, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Marc Luet guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Marc Luet good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Marc Luet enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Marc Luet on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Marc Luet contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Marc Luet meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Marc Luet as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Marc Luet performed by the Committee and its recommendation on the appointment of Mr. Marc Luet as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

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Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Anand Selvakesari**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Anand Selvakesari graduated from Thiagarajar School of Management on Madurai Kamaraj University in Madurai, India Masters in Business Administration, as well as Coimbatore Institut of Technology on Bharathiyar University in Coimbatore, India, therefore it should be considered that he has an education related to banking and finance appropriate to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Many years of practical experience, gained by Mr. Anand Selvakesari as a CEO in financial institutions, including Citibank India, Citibank Taiwan Ltd., Citibank (China) Company Ltd. Proves, indicate that Mr Anand Selvakesari has the skills and experience sufficient to act as a member of the Supervisory Board of the Bank and perform duties related to this role;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Mr. Anand Selvakesari, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Anand Selvakesari guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Anand Selvakesari's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Anand Selvakesari enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Anand Selvakesari on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Anand Selvakesari contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Anand Selvakesari meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Anand Selvakesari as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Anand Selvakesari performed by the Committee and its recommendation on the appointment of Mr. Anand Selvakesari as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of November 27, 2017

on the preliminary assessment of the qualifications of a candidate for a member of the
Supervisory Board of the Bank and the adoption of the recommendation on his appointment

§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Stanisław Sołtysiński** considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

1) has the knowledge:

Mr. Stanisław Sołtysiński is engaged in scientific activities and projects as a law professor at the Adam Mickiewicz University in Poznań (where he also held the position of Dean of the Faculty of Law and Administration) and a recurring visiting professor at the Pennsylvania University, the College of Europe in Brugge, the Max Planck Institute in Munich and the International Law Academy in the Hague. He is a member of many associations and scientific organizations. He is a co-author of the Commercial Companies Code. Prof. Sołtysiński is also in private law practice cooperating with limited partnership company –“Sołtysiński, Kawecki and Szlęzak - Legal Advisors”.

2) has the skills and experience

Prof. Stanisław Sołtysiński has many years of practical experience gained during law and due to memberships in supervisory boards, which indicates that Prof. Stanisław Sołtysiński has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;

3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.

The documents collected in the course of the assessment of the candidature of Prof. Stanisław Sołtysiński, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Prof. Stanisław Sołtysiński guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Prof. Stanisław Sołtysiński good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Prof. Stanisław Sołtysiński enjoys an unblemished reputation.

Additionally, the number of functions held by Prof. Stanisław Sołtysiński on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Prof. Stanisław Sołtysiński contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Prof. Stanisław Sołtysiński meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Prof. Stanisław Sołtysiński as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Prof. Stanisław Sołtysiński performed by the Committee and its recommendation on the appointment of Mr. Prof. Stanisław Sołtysiński as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of November 27, 2017

on the preliminary assessment of the qualifications of a candidate for a member of the
Supervisory Board of the Bank and the adoption of the recommendation on his appointment

§1

Acting on the basis of § 3 section 1.7 of the Regulations of the Nomination and Remuneration Committee and in connection with section 4.2 of the Policy for the Assessment of Supervisory Board Members at Bank Handlowy w Warszawie S.A. (the **Policy**), the Nomination and Remuneration Committee (the **Committee**), after having verified the documents and information about the candidate for a member of the Supervisory Board of the Bank, **Mr. Stephen R. Volk**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:
Mr. Stephen R. Volk graduated with a law degree from Harvard Law School and, therefore, it should be considered that Mr. Stephen R. Volk has the proper education and knowledge to act as a member of the Supervisory Board of the Bank;
- 2) has the skills and experience
Mr. Stephen R. Volk has many years of practical experience gained in managerial positions in the Capital Group of Citi and other financial groups as well as at prestigious law firms, which indicates that Mr. Stephen R. Volk has the adequate skills and experience to act as a member of the Supervisory Board of the Bank;
- 3) gives a guarantee of the proper performance of the duties assigned to the function and enjoys a good reputation.
The documents collected in the course of the assessment of the candidature of Mr. Stephen R. Volk, including the documents regarding his education, professional career and reputation, indicate that, with his attitude, Mr. Stephen R. Volk guarantees the proper performance of duties assigned to a member of the Supervisory Board. Additionally, there is no evidence that could undermine Mr. Stephen R. Volk's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Stephen R. Volk enjoys an unblemished reputation.

Additionally, the number of functions held by Mr. Stephen R. Volk on management boards and supervisory boards of other entities does not exceed the limit specified in Art. 22aa section 3 of the Banking Law Act.

The Committee also considers that the knowledge, skills and experience of Mr. Stephen R. Volk contribute to ensuring that the overall composition of the Supervisory Board has an adequately wide range of competencies required to supervise all relevant business areas of the Bank.

In view of the above the Committee considers that Mr. Stephen R. Volk meets the requirements referred to in Article 22aa of the Banking Law Act and recommends that the General Meeting of the Bank (the **General Meeting**) appoint Mr. Stephen R. Volk as a member of the Supervisory Board of the Bank.

§2

Acting on the basis of Section 4.2 of the Policy, the Committee authorizes the Chairman of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Stephen R. Volk performed by the Committee and its recommendation on the appointment of Mr. Stephen R. Volk as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.