

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of May 11, 2022

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 her appointment

§1

Acting on the basis of § 3 section 1.14 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**) (also taking into account its modifications that will be presented at the next General Meeting of Shareholders), 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. Silvia Carpitella** considers that she has the required qualifications to act as a member of the Supervisory Board, i.e.:

1) has the knowledge:

Ms. Silvia Carpitella graduated from University of Florence in Italy, with a degree in Business Administration. Having regard to obtained education and practical knowledge acquired in the positions during her professional career, it should be considered that Ms. Silvia Carpitella 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 many years of Ms. Silvia Carpitella's practical experience acquired in managerial positions in the Citi Group indicate that Ms. Silvia Carpitella has the adequate skills and experience to act as a member of the Supervisory Board of the Bank. Ms. Silvia Carpitella serves as CFO and is a Board Member of Citibank Europe plc, Dublin Ireland at the same time she serves also as Europe CFO. From 2015 to 2019 Ms. Carpitella was CFO in Citi Germany and Cluster CFO for Continental Europe, she was also a Board Member of Citigroup Global Markets Europe (CGME). Earlier from 2010 to 2015 she served as CFO for South Europe Cluster in Milan at the same time double hatting CFO Italy and Spain, at this time she was also Board Member of Citibank Espana SA. From 1999 to 2003 Ms. Carpitella performed several managerial functions in Citi, she was among others Italy ICG CFO, Southern Europe Audit Cluster head. Ms. Silvia Carpitella started her professional career in 1987 in ING. Olivetti & C. S.P.A., Turin in the internal audit.

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. Silvia Carpitella, including the documents regarding her education, professional career, including the positions held by her indicate that, with her attitude, Ms. Silvia Carpitella guarantees the proper performance of duties assigned to a member of the Supervisory Board referring in particular to her reputation, honesty and integrity and the ability to carry out the Bank's affairs prudently and stably. Additionally, there is no evidence that could undermine Ms. Silvia Carpitella's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Ms. Silvia Carpitella gives a guarantee of the proper performance of duties assigned to a member of the Supervisory Board.

Additionally, the number of functions held by Ms. Silvia Carpitella 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 as well as the guarantee of the proper performance of duties by Ms. Silvia Carpitella 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. Silvia Carpitella 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. Silvia Carpitella 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. Silvia Carpitella performed by the Committee and its recommendation on the appointment of Ms. Silvia Carpitella as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

Certified by

Tomasz Ośko
Secretary to the Nomination and Remuneration Committee
Signed with electronic signature