

**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. Helen Hale** considers that she has the required qualifications to act as a member of the Supervisory Board, i.e.:

1) has the knowledge:

Ms. Helen Hale has a BSc (Hons) degree in Pharmacology from King's College, London (University of London) and a Postgraduate Diploma in International Human Resource Management from Cranfield University. Having regard to obtained education and practical knowledge acquired in the positions during her professional career, it should be considered that Ms. Helen Hale 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. Helen Hale's practical experience acquired in managerial positions in the Citi Group indicate that Ms. Helen Hale has the adequate skills and experience to act as a member of the Supervisory Board of the Bank. Ms. Helen Hale serves as EMEA Senior Human Resources Officer. Ms. Helen Hale has 20 years experience in human resources at Citi having completed assignments within graduate recruitment for the Investment Bank, HR for HR, Citi Private Bank, Global Functions and Operations and Technology. Between 2016 and 2018, Ms. Hale was also Cluster CHRO for Russia, Ukraine, Kazakhstan (RUK), Turkey, Israel including Poland based Bank Handlowy. Prior to her recent appointment Helen was the Senior HR Advisor for Markets and Securities Services in EMEA. Ms. Helen Hale joined Citi in August 2000 after completing two years on a graduate programme at GlaxoSmithKline following her undergraduate studies.

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. Helen Hale, including the documents regarding her education, professional career, including the positions held by her indicate that, with her attitude, Ms. Helen Hale 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. Helen Hale's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that

Ms. Helen Hale 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. Helen Hale 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. Helen Hale 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. Helen Hale 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. Helen Hale 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. Helen Hale performed by the Committee and its recommendation on the appointment of Ms. Helen Hale 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