

**RESOLUTION**  
**of the Nomination and Remuneration Committee of the Supervisory Board of**  
**Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)**  
**of June 14, 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 his 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, **Mr. Andras Reiniger** considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

1) has the knowledge:

Mr. Andras Reiniger has a BA (Hons) (Cantab) in Economics from Trinity College, Cambridge. Having regard to obtained education and practical knowledge acquired in the positions during his professional career, it should be considered that Mr. Andras Reiniger 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 Mr. Andras Reiniger's practical experience acquired in managerial positions in the Citi Group indicate that Mr. Andras Reiniger has the adequate skills and experience to act as a member of the Supervisory Board of the Bank.

Mr. Andras Reiniger is the new Chief Operating Officer (COO) for Legacy Franchises. Mr. Reiniger will partner closely with the Legacy Franchises Management Team to lead day-to-day business operations for the organization. He will be responsible for Business Management including Business Planning, Strategic Planning, Financial Management and Risk Management, playing an integral role in the execution of Citi Legacy Franchises divestiture strategy and strategic priorities. Most recently, Andras served as Head of Corporate Mergers & Acquisitions (M&A) for Citi, overseeing the team responsible for executing strategic acquisitions and divestitures for the firm globally. Since joining the team in 2008, Andras has led M&A activities for Citigroup's exits from international consumer businesses, as well as selected acquisitions.

Over the past year, he led the divestiture efforts across Legacy Franchises working closely with our local, regional and global management teams.

In the years 2008-2012 as Senior Transactor in Corporate M&A he managed the Citi Holdings divestiture programme across the regions, including the Nordics, Portugal, Italy, Spain, Benelux, UK. In 2009 he was promoted to EMEA M&A Head, and then to Managing Director in 2010. On the buy-side, he involved in smaller acquisitions in Russia, CEE, as well as selected partner card portfolios in the US.

Prior to joining Citi he worked for Schroders in UK M&A and then moved to European Financial Institutions Group in 1999 where he was involved in a broad range of transactions in the UK & EMEA across banking, asset management and insurance.

He started his professional career as analyst at NatWest Markets, working within the M&A team, focused primarily on transactions in the UK.

- 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. Andras Reiniger, including documents regarding his education, professional career, including the positions held by his indicate that, with his attitude, Mr. Andras Reiniger guarantees the proper performance of duties assigned to a member of the Supervisory Board referring in particular to his 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 Mr. Andras Reiniger's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Andras Reiniger gives a guarantee of the proper performance of duties assigned to a member of the Supervisory Board.

Additionally, Mr. Andras Reiniger does not perform a function in management boards and supervisory boards of other entities, therefore he does not exceed the limit specified in Art. 22aa section 3 of the Banking Law.

The Committee also considers that the knowledge, skills and experience as well as the guarantee of the proper performance of duties by Mr. Andras Reiniger 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. Andras Reiniger 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. Andras Reiniger 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 Chairperson of the Nomination and Remuneration Committee to submit to the General Meeting the preliminary assessment of the qualifications of Mr. Andras Reiniger performed by the Committee and its recommendation on the appointment of Mr. Andras Reiniger as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

Certified by

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