

Warsaw, May 26, 2021

**Current Report no. 20/2021**

**Subject: Nomination of a candidate for the function of a Member of the Bank's Supervisory Board**

**Legal basis:** § 19 section 1 point 2) of the Regulation of the Minister of Finance of March 29, 2018 on Current and Periodic Information Published by Issuers of Securities and Conditions for Regarding Information Required by the Law of a Non-member State as Equivalent (Journal of Laws of 2018, Item 757).

Bank Handlowy w Warszawie S.A. ("the Bank") would like to inform you that it received a nomination letter from the Bank's shareholder, Citibank Overseas Investment Corporation nominating:

Ms. Kristine Braden

Mr. Frank Mannion

Ms. Jenny Grey

Mr. Gonzalo Luchetti

Mr. Sławomir S. Sikora

Ms. Anna Rulkiewicz

Mr. Marek Kapuściński

as candidates for members of the Bank's Supervisory Board, in connection with an item on the agenda of the Bank's Ordinary General Shareholders Meeting called for June 17, 2021, concerning appointment of the Bank's Supervisory Board for a new term of office.

At the same time the Bank would like to inform you that above-mentioned candidates have given their consent to stand as candidates for the Bank's Supervisory Board.

The information about the candidates received from the shareholder constitutes an attachment hereto.

## **MS. KRISTINE BRADEN**

### **INFORMATION ABOUT THE CANDIDATE**

#### **1. Education**

Ms. Kristine Braden holds a Bachelor of Arts degree with a Major in Political Science from University of California, Berkley. She also completed Accounting and Corporate Finance school in masters-level program in Johns Hopkins University, School of Advanced International Studies, Washington.

#### **2. Professional background**

Ms. Kristine Braden has a rich professional experience gained at corporate positions held by her.

Ms. Kristine Braden serves as Citi's Europe Cluster Head leading the firm's businesses across 22 markets and non-presence countries. She has also been named the CEO of Citigroup Global Markets Europe AG. She is based in Frankfurt, Germany.

Ms. Kristine Braden has enjoyed a 22-year career with Citi working across the US, EMEA, Asia and Latin America. From 2018 to 2020, Ms. Braden was Chief of Staff to CEO CITI Mike Corbat and chaired the North America Business Council and the State Leadership Councils, located in New York. From 2015 to 2018, she was the Citi Country Officer and Corporate & Investment Banking Head for Switzerland, Monaco and Liechtenstein based in Zurich. Before moving to Switzerland, Ms. Braden was Head of the Global Subsidiaries Group for Europe, posted in London. She also has 14 years of experience in Asia in banking, capital markets and transaction services based in Hong Kong and Manila. Ms. Braden started her career as a Global Emerging Market Management Associate with postings in the Dominican Republic, Hong Kong, the Philippines and Egypt.

Ms. Kristine Braden is a keen advocate of advancing women's diversity. She was named as one of the top 100 women in EMEA finance by Financial News, among the top 100 bankers in Switzerland by Bilanz Magazine and among the top 100 Women in Swiss business by Women in Business Magazine. Ms. Braden also served as the President of Advance Women, a non-profit organization promoting gender equality in Switzerland. She currently serves as the Families Matter Affinity Co-Lead at Citi.

Ms. Kristine Braden has also served as President of the Association of Foreign Banks in Switzerland and member of the Board of the Swiss Bankers Association. She was also a member of the Swiss-American Chamber of Commerce and served on the Chapter Board Doing Business in Switzerland.

In her personal capacity, Ms. Braden served as a Trustee of Opportunity International UK, a global microfinance charity from 2013 to 2017.

#### **3. Mandates to management boards and supervisory boards at other entities**

Presently, Ms. Kristine Braden serves as CEO of Citigroup Global Markets Europe AG, Frankfurt Germany.

**4. Warranty of due performance of duties**

Ms. Kristine Braden's professional career as pursued hitherto, functions performed by her and her education demonstrate the candidate's sterling reputation, honesty and fairness, as well as her ability to handle the Bank's matters in a prudent and stable manner and as such make her suitable for senior and the highest rank positions at financial institutions.

**5. Qualifications and competencies from the point of view of the Supervisory Board's tasks**

Both the level of education and rich professional experience including the highest corporate rank positions held by Ms. Kristine Braden in Citi, will add to the proper delivery of tasks by the Supervisory Board. So far she has been member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and member of the Board's Audit Committee and Strategy and Management Committee.

**6. Independence**

In accordance with her statement, Ms. Kristine Braden is not independent within the meaning of § 14 paragraph 4 of the Bank's Articles of Association.

**7. Candidate's other representations**

According to her statement, Ms. Kristine Braden is not entered in the Register of Insolvent Debtors kept in accordance with the National Court Register Act. According to her statement, Ms. Kristine Braden does not conduct any activity competitive to the Bank.

\* \* \*

Taking into consideration the above and given the absence of evidence that could prove otherwise, it should be considered that the candidate's conduct has not raised any doubts so far as to her ability to fairly assess and govern executive decisions at the Bank.

Ms. Kristine Braden has the knowledge, skills and experience adequate to hold the function and to perform duties of a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and she warrants due performance of those duties. The candidate's characteristics and competencies are significant from the point of view of the requirement to assure that the Supervisory Board properly delivers its tasks. In the shareholder's opinion, Ms. Kristine Braden fulfils the requirements specified in Article 22aa of the Act - the Banking Law.

Ms. Kristine Braden has given her consent to stand as a candidate for the Supervisory Board of Bank Handlowy w Warszawie S.A..

## **MR. FRANK MANNION**

### **INFORMATION ABOUT THE CANDIDATE**

#### **1. Education**

Mr. Frank Mannion has a Commerce Degree and Higher Diploma in Education from the National University of Ireland - Galway and is a Chartered Accountant.

#### **2. Professional Career**

Mr. Frank Mannion is the Citi Chief Financial Officer for Europe, the Middle East and Africa, with responsibility for over 1,000 staff across the Region. He assumed this position in January 2011.

Mr. Frank Mannion began his career in Ireland before moving in 1987 to join PricewaterhouseCoopers in London.

Mr. Frank Mannion joined Citi in the UK in 1989 in the Planning and Analysis team. He has held various Finance roles, including Technology Finance Manager and Head of CMB EMEA Product Control. In September 2006, he was appointed CMB EMEA Regional Controller, responsible for Product Control, Controllers and Regulatory Reporting and subsequently in March 2008 he was appointed the Citi Regional Franchise Controller for EMEA with responsibility for over 800 people covering all the businesses.

#### **3. Mandates held in management boards and supervisory boards of other entities**

Currently Mr. Frank Mannion, except for the function in the Supervisory Board of Bank Handlowy w Warszawie S.A., holds a non-executive directorship in Global Markets Limited with a registered office in London.

#### **4. Guarantee of proper performance of duties**

Mr. Frank Mannion has been associated with the Capital Group of Citi for many years. Therefore the candidate is well known to COIC, and his professional attitude showed in positions occupied so far reflects his high moral standards, making him a suitable candidate for appointment to the highest positions in financial institutions.

#### **5. Qualifications and competence from the point of view of the tasks of the Supervisory Board**

Mr. Frank Mannion will add to the Supervisory Board his strong skills in the area of banking business, confirmed with many years of experience, which will allow the Supervisory Board to properly perform its tasks. So far, he has been member of the Supervisory Board's Strategy and Management Committee, Chairman of the Risk and Capital Committee and Vice Chairman of the Audit Committee.

**6. Independence**

According to his statement, Frank Mannion is not independent within the meaning of § 14 paragraph 4 of the Bank's Articles of Association.

**7. Other statements of the candidate**

According to his statement Mr. Frank Mannion is not listed in the Register of Insolvent Debtors maintained on the basis of the National Court Register Act. According to his statement Mr. Frank Mannion is not engaged in any activity competitive to Bank Handlowy w Warszawie S.A.

\* \* \*

On the basis of the above, and in the absence of evidence that would indicate the contrary, it must be concluded that the conduct of Mr. Frank Mannion does not give rise to the concerns regarding his ability to fairly evaluate and control the management decisions in the Bank.

Mr. Frank Mannion has the appropriate knowledge, skills and experience to hold the function and perform duties as a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and gives a guarantee of proper performance of those duties. The skills and competencies of the candidate are important from the point of view of the need to ensure the proper performance of the tasks by the Supervisory Board. In the opinion of Citibank Overseas Investment Corporation Mr. Frank Mannion satisfies the requirements referred to in Article 22aa of the Banking Law Act.

Mr. Frank Mannion has agreed to stand as a candidate for the Supervisory Board of Bank Handlowy w Warszawie S.A.

## **MS. JENNY GREY**

### **INFORMATION ABOUT THE CANDIDATE**

#### **1. Education**

Ms. Jenny Grey has an MSc in Social Psychology from the London School of Economics and a First Class degree in English Language and Literature from Durham University, thanks to which she gained useful theoretical knowledge in the field of social communication and human resources management.

#### **2. Professional Career**

Ms. Jenny Grey was appointed Chair of Accountability, Culture and Talent Transformation in January 2021. Earlier, since February 2016 she has served as Europe, Middle East and Africa (EMEA) Human Resources Head of Citi. Prior to this, from October 2012, Ms. Jenny Grey was the EMEA Public Affairs Head responsible for protecting and enhancing Citi's reputation in EMEA. Her role encompassed media relations, internal and external communications, brand and community development.

Ms. Jenny Grey Jenny has many years of experience in communications. She joined Citi in October 2012 after four years in the UK government, latterly in the UK Prime Minister's Office in 10 Downing Street and the Cabinet Office as Executive Director for Government Communication. She was Head of Profession for 5,000 communications staff across the public sector.

In previous years she worked in the public sector, where she held several Director of Communication and Social Marketing posts, including in the NHS and at the Audit Commission. She was also Director of Corporate and External Affairs for Cancer Research UK, where she set up the UK's largest charity's first public policy and advocacy unit.

Ms. Jenny Grey started her professional career in advertising before moving into public relations consultancy, where she specialized in reputation and issues management for a range of multinational clients including McDonald's, Toyota, BP and Allied Domecq

In the opinion of Citibank Overseas Investment Corporation the knowledge, skills and experience acquired in this way are sufficient for the candidate to be able to constructively assess decisions taken in the Bank and exercise effective supervision over the management function within the Bank.

#### **3. Mandates held in management boards and supervisory boards of other entities**

Currently, Ms. Jenny Grey does not sit on management boards or supervisory boards of other entities, except for the function in the Supervisory Board of Bank Handlowy w Warszawie S.A.

#### **4. Guarantee of proper performance of duties**

The professional attitude of Ms. Jenny Grey showed in previously occupied positions reflects her high moral standards, making her a suitable candidate for appointment to the highest positions in public institutions.

**5. Qualifications and competence from the point of view of the tasks of the Supervisory Board**

Ms. Jenny Grey, by taking the position of a member of the Supervisory Board, will complete the composition of the Supervisory Board with competence in the field of human resources management as well as social communication, which will allow the Supervisory Board to properly perform the tasks in these areas. So far she has been member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and member of its Strategy and Management Committee as well as Nomination and Remuneration Committee.

**6. Independence**

According to her statement, Ms. Jenny Grey is not independent within the meaning of § 14 paragraph 4 of the Bank's Articles of Association.

**7. Other statements of the candidate**

According to her statement Ms. Jenny Grey is not listed in the Register of Insolvent Debtors maintained on the basis of the National Court Register Act. According to her statement Ms. Jenny Grey is not engaged in any activity competitive to Bank Handlowy w Warszawie S.A.

\* \* \*

On the basis of the above, and in the absence of evidence that would indicate the contrary, it must be concluded that the conduct of Ms. Jenny Grey does not give rise to the concerns regarding her ability to fairly evaluate and control the management decisions in the Bank.

Ms. Jenny Grey has the appropriate knowledge, skills and experience to hold the function and perform duties as a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and gives a guarantee of proper performance of those duties. The skills and competencies of the candidate are important from the point of view of the need to ensure the proper performance of the tasks by the Supervisory Board. In the opinion of Citibank Overseas Investment Corporation Ms. Jenny Grey satisfies the requirements referred to in Article 22aa of the Banking Law Act.

Ms. Jenny Grey has agreed to stand as a candidate for the Supervisory Board of Bank Handlowy w Warszawie S.A.

## **MR. GONZALO LUCHETTI**

### **INFORMATION ABOUT THE CANDIDATE**

#### **1. Education**

Mr. Gonzalo Luchetti holds a Master's degree in Business Administration from Stanford University's Graduate School of Business, and a Bachelor's degree in Computer Sciences from the Technological Institute of Buenos Aires. He holds Finra US Securities Registration Series 7, 63, 24, and 65 licenses.

#### **2. Professional background**

Mr. Gonzalo Luchetti has a rich professional experience gained at corporate positions held by him.

Mr. Gonzalo Luchetti is currently US Consumer Bank Head. Prior to this role he was the Head for Citi's Consumer Bank operations across Asia and EMEA. In this role, he was responsible for all consumer banking activities including Deposits, Wealth Management, Bancassurance, Small Business, Credit cards, Personal Loans, and Mortgages. Prior to that, in 2015, he became the Asia Retail Bank Head, and he helped lead a significant transformation of the business by calibrating its distribution network, driving the path to scale for select franchises, and digitizing the business model.

Before moving to Asia, Mr. Luchetti served in New York as the Global Head of Wealth Management and Insurance responsible for Citigold, Citigold Private Client, Investment and Insurance product distribution globally, and the Global International Personal Bank business. In this capacity, he led global provider relationships with Asset Managers and Insurance companies. In addition, in 2009, he was responsible for the US-based International Personal Banking business.

Mr. Gonzalo Luchetti joined Citi in 2006 as Head of Strategy for the Citi Private Bank in Latin America where he drove its growth strategy, profit hunt, client segmentation, and sales productivity efforts. He then expanded his responsibilities as Chief Financial Officer for the business in 2007.

Prior to joining Citi, he worked for JP Morgan Chase in Business Optimization for the International Financial Services division. Beforehand, he also worked at Bain & Company as a management consultant in the San Francisco and London offices.

#### **3. Mandates to management boards and supervisory boards at other entities**

Presently, Mr. Gonzalo Luchetti does not hold any functions at management boards or supervisory boards in any other entities.

#### **4. Warranty of due performance of duties**

Mr. Gonzalo Luchetti's professional career as pursued hitherto, functions performed by him and his education demonstrate the candidate's sterling reputation, honesty and fairness, as well as his ability to handle the Bank's matters in a prudent and stable manner and as such make him suitable for senior and the highest rank positions at financial institutions.

**5. Qualifications and competencies from the point of view of the Supervisory Board's tasks**

Both the level of education and rich professional experience including the highest corporate rank positions held by Mr. Gonzalo Luchetti in the financial sector, also in the banking sector, will add to the proper delivery of tasks by the Supervisory Board. So far he has been member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and a member of the Board's Risk and Capital Committee as well as Strategy and Management Committee.

**6. Independence**

In accordance with his statement, Mr. Gonzalo Luchetti is not independent within the meaning of § 14 paragraph 4 of the Bank's Articles of Association.

**7. Candidate's other representations**

According to his statement, Mr. Gonzalo Luchetti is not entered in the Register of Insolvent Debtors kept in accordance with the National Court Register Act. According to his statement, Mr. Gonzalo Luchetti does not conduct any activity competitive to the Bank.

\* \* \*

Taking into consideration the above and given the absence of evidence that could prove otherwise, it should be considered that the candidate's conduct has not raised any doubts so far as to his ability to fairly assess and govern executive decisions at the Bank.

Mr. Gonzalo Luchetti has the knowledge, skills and experience adequate to hold the function and to perform duties of a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and he warrants due performance of those duties. The candidate's characteristics and competencies are significant from the point of view of the requirement to assure that the Supervisory Board properly delivers its tasks. In the shareholder's opinion, Mr. Gonzalo Luchetti fulfils the requirements specified in Article 22aa of the Act - the Banking Law.

Mr. Gonzalo Luchetti has given his consent to stand as a candidate for the Supervisory Board of Bank Handlowy w Warszawie S.A..

## **MR. SŁAWOMIR S. SIKORA**

### **INFORMATION ABOUT THE CANDIDATE**

#### **1. Education**

Mr. Sławomir S. Sikora is a graduate of the Warsaw School of Economics (SGH).

#### **2. Professional background**

Mr. Sławomir S. Sikora has 32 years of professional experience in banking industry. He has been Chief Executive Officer of Bank Handlowy in Warsaw S.A. since 2003. Mr. Sikora has informed that he will not stand for re-election for another term of office, therefore his mandate will expire on the date of the General Shareholders' Meeting held in 2021.

In 2005-2008 he was Member of Citigroup Management Committee in New York.

In the years 2001-2003 he was President of the Management Board of American Bank in Poland S.A.

From 1994 to 2001 he was Corporate and Investment Banking Head at PBK Bank in Warsaw in the rank of Vice President of the Management Board.

Between 1989-1994 he held senior positions at the Ministry of Finance in Poland (incl. Head of the Banking and Financial Institutions).

#### **3. Mandates to management boards and supervisory boards at other entities**

Mr. Sławomir S. Sikora is a Member of the Council of the Polish Confederation of Private Employers Lewiatan, Vice Chairman of the Board of Directors of AmCham and Member of the Emerging Markets Advisory Council at the Institute of International Finance (Washington).

#### **4. Warranty of due performance of duties**

Mr. Sławomir S. Sikora's professional career as pursued hitherto, functions performed by him and his education demonstrate the candidate's sterling reputation, honesty and fairness, as well as his ability to handle the Bank's matters in a prudent and stable manner and as such make his suitable for senior and the highest rank positions at financial institutions.

#### **5. Qualifications and competencies from the point of view of the Supervisory Board's tasks**

Both the level of education and rich professional experience including the highest corporate rank positions held by Mr. Sławomir S. Sikora in the banking sector, will add to the proper delivery of tasks by the Supervisory Board.

#### **6. Independence**

According to his statement, Mr. Sławomir S. Sikora is not independent within the meaning of § 14 paragraph 4 of the Bank's Articles of Association.

#### **7. Candidate's other representations**

According to his statement, Mr. Sławomir S. Sikora is not entered in the Register of Insolvent Debtors kept in accordance with the National Court Register Act. According to his statement, Mr. Sławomir S. Sikora does not conduct any activity competitive to the Bank.

\* \* \*

Taking into consideration the above and given the absence of evidence that could prove otherwise, it should be considered that the candidate's conduct has not raised any doubts so far as to his ability to fairly assess and govern executive decisions at the Bank.

Mr. Sławomir S. Sikora has the knowledge, skills and experience adequate to hold the function and to perform duties of a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and he warrants due performance of those duties. The candidate's characteristics and competencies are significant from the point of view of the requirement to assure that the Supervisory Board properly delivers its tasks. In the shareholder's opinion, Mr. Sławomir S. Sikora fulfils the requirements specified in Article 22aa of the Act - the Banking Law.

Mr. Sławomir S. Sikora has given his consent to stand as a candidate for the Supervisory Board of Bank Handlowy w Warszawie S.A.

## **MS. ANNA RULKIEWICZ**

### **INFORMATION ABOUT THE CANDIDATE**

#### **1. Education**

Ms. Anna Rulkiewicz is a graduate of Nicolaus Copernicus University in Toruń (Uniwersytet Mikołaja Kopernika w Toruniu), where in 1994 she was awarded a Master's degree. Ms. Anna Rulkiewicz is also a graduate of the University of Hamburg. In 1998, she completed postgraduate studies at the Polish and French Institute of Insurance (Polsko-Francuski Instytut Ubezpieczeń) and a range of training courses in, among other fields, management, sales, communication, and marketing organized under the certified insurance industry program LIMRA "Marketing Strategies for Executive Advancement" (LIMRA Executive Development Group). In 2018, she also completed the Stanford Executive Program at the Stanford University Graduate School of Business.

#### **2. Professional background**

Ms. Anna Rulkiewicz has a rich professional experience gained at corporate positions held by her.

Since 2002 she has worked for LUX MED Group. At the beginning, Ms. Anna Rulkiewicz held the function of the Marketing and Sales Director and Member of the Management Board.

In 2007 she was appointed President of LUX MED Group's Management Board and continues to hold the position to date. Since the end of 2011 she has also performed the duties of the Managing Director of LMG Försäkrings AB operating in Poland under the business name LUX MED Ubezpieczenia (Insurance).

Since 2011, Ms. Anna Rulkiewicz has been President of Private Medicine Employers (Pracodawcy Medycyny Prywatnej) (the second term) and since 2016 she has been Vice President of the Employers of Poland (Pracodawcy RP).

In the years 2013-2017 she was a Member of Bank Handlowy S.A.'s Supervisory Board.

#### **3. Mandates to management boards and supervisory boards at other entities**

Presently, Ms. Anna Rulkiewicz holds the following functions at management boards or supervisory boards of other entities:

Mandates to supervisory boards:

- 1) Sport Medica S.A.<sup>1</sup>
- 2) Lux Med Tabita sp. z o.o.<sup>1</sup>
- 3) Lux Med Onkologia sp. z o.o.
- 4) Centrum Medyczne Mavit sp. z o.o.<sup>1</sup>

- 5) Szpital Św. Elżbiety – Mokotowskie Centrum Medyczne sp. z o.o.<sup>1</sup>
- 6) Fundacja LUX MED im. dr Joanny Perkowicz <sup>1</sup>
- 7) Pracodawcy Rzeczypospolitej Polskiej<sup>2</sup>

Mandates to management boards:

- 1) Lux Med sp. z o.o.<sup>1</sup>
- 2) Lux-Med Investment S.A.<sup>1</sup>
- 3) LMG Försäkrings AB<sup>1</sup>
- 4) Private Medicine Employers (Pracodawcy Medycyny Prywatnej)<sup>2</sup>

<sup>1</sup>entity is a member of LUX MED capital group in the meaning of Clause 3.1.44 of the Accounting Act of September 29, 1994, with Lux Med sp. z o.o. with its registered office in Warsaw as its parent company.

<sup>2</sup> entities do not conduct a business activity.

#### **4. Warranty of due performance of duties**

Ms. Anna Rulkiewicz's professional career as pursued hitherto, functions performed by her and her education demonstrate the candidate's sterling reputation, honesty and fairness, as well as her ability to handle the Bank's matters in a prudent and stable manner and as such make her suitable for senior and the highest rank positions at financial institutions.

#### **5. Qualifications and competencies from the point of view of the Supervisory Board's tasks**

Both the level of education and rich professional experience including the highest corporate rank positions held by Ms. Anna Rulkiewicz in the financial sector, also in the banking sector, will add to the proper delivery of tasks by the Supervisory Board. So far she has been member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and member of the Board's Audit Committee as well as Strategy and Management Committee.

#### **6. Independence**

In accordance with her statement, Ms. Anna Rulkiewicz is independent within the meaning of § 14 paragraph 4 of the Bank's Articles of Association.

#### **7. Candidate's other representations**

According to her statement, Ms. Anna Rulkiewicz is not entered in the Register of Insolvent Debtors kept in accordance with the National Court Register Act. According to her statement, Ms. Anna Rulkiewicz does not conduct any activity competitive to the Bank.

\* \* \*

Taking into consideration the above and given the absence of evidence that could prove otherwise, it should be considered that the candidate's conduct has not raised any doubts so far as to her ability to fairly assess and govern executive decisions at the Bank.

Ms. Anna Rulkiewicz has the knowledge, skills and experience adequate to hold the function and to perform duties of a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and she warrants due performance of those duties. The candidate's characteristics and competencies are significant from the point of view of the requirement to assure that the Supervisory Board properly delivers its tasks. In the shareholder's opinion, Ms. Anna Rulkiewicz fulfils the requirements specified in Article 22aa of the Act - the Banking Law.

Ms. Anna Rulkiewicz has given her consent to stand as a candidate for the Supervisory Board of Bank Handlowy w Warszawie S.A..

## **MR. MAREK KAPUŚCIŃSKI**

### **INFORMATION ABOUT THE CANDIDATE**

#### **1. Education**

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.

#### **2. Professional Career**

Mr. Marek Kapuściński was with Procter & Gamble for 25 years until September 2016. Co-creator of the Company's success in Poland and Central Europe including of many operating standards of the Polish market after transformation e.g. norms for the cosmetic industry, business ethics, Corporate Social Responsibility or self-regulation of the advertising industry. Since July 2011 General Manager and Vice-President (read: CEO/President of Executive Board) for key to P&G 9 markets of Central Europe and since January 2007 for Poland and the Baltic States. First Pole and Central European national at the executive management level of this global corporation and active member of the regional management team as well as its Global Business Leadership Council that brings together all 250 top level managers of the Company. Experienced CEO and leader, expert in strategy, innovation and management, active creator of standards in the consistently market-adapting brand management and shopper marketing, as well as sales/communication in the age of digitalization and omni-channel. As the first Pole and Central European promoted in P&G to levels of Brand Manager, Marketing Manager and Marketing Director, responsible also for 5 years for the development of several product categories across Central and Eastern Europe, Middle East and Africa. Co-creator of the strategy and leading market position of such brands as Always, Vizir, Ariel, Lenor, Fairy, Pampers, Gillette, Head&Shoulders, Pantene, Blend-A-Med, Old Spice. In recognition of his contribution to building brands and standards and practices of the Polish advertising industry awarded by Media Marketing Poland the title of the "Marketer of the 20 years of the Polish Advertising Industry". Lecturer and presenter, juror, member of discussion panels. Currently non-executive member of Boards of Directors of companies and not-for-profit organizations and advisor to their Executive Boards. Privately, investor into start-ups and benefactor to the development of young Polish arts and culture.

#### **3. Mandates held in management boards and supervisory boards of other entities**

Currently Mr. Marek Kapuściński holds the following functions in management boards or supervisory boards of other entities:

Non-executive Director functions (supervisory boards):

Bank Handlowy w Warszawie S.A.

Cydrownia S.A.

Cyfrowy Polsat S.A.

**4. Guarantee of proper performance of duties**

The professional attitude of Mr. Marek Kapuściński showed in previously occupied positions reflects his high moral standards, making him a suitable candidate for appointment to the highest positions in financial institutions.

**5. Qualifications and competence from the point of view of the tasks of the Supervisory Board**

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. So far he has been member of the supervisory Board of Bank Handlowy w Warszawie S.A. and member of the Board's Strategy and Management Committee, Risk and Capital Committee as well as Audit Committee.

**6. Independence**

According to his statement, Mr. Marek Kapuściński is independent within the meaning of § 14 paragraph 4 of the Bank's Articles of Association.

**7. Other statements of the candidate**

According to his statement Mr. Marek Kapuściński is not listed in the Register of Insolvent Debtors maintained on the basis of the National Court Register Act. According to his statement Mr. Marek Kapuściński is not engaged in any activity competitive to Bank Handlowy w Warszawie S.A.

\* \* \*

On the basis of the above, and in the absence of evidence that would indicate the contrary, it must be concluded that the conduct of Mr. Marek Kapuściński does not give rise to the concerns regarding his ability to fairly evaluate and control the management decisions in the Bank.

Mr. Marek Kapuściński has the appropriate knowledge, skills and experience to hold the function and perform duties as a member of the Supervisory Board of Bank Handlowy w Warszawie S.A. and gives a guarantee of proper performance of those duties. The skills and competencies of the candidate are important from the point of view of the need to ensure the proper performance of the tasks by the Supervisory Board. In the opinion of shareholder Mr. Marek Kapuściński satisfies the requirements referred to in Article 22aa of the Banking Law Act.

Mr. Marek Kapuściński has agreed to stand as a candidate for the Supervisory Board of Bank Handlowy w Warszawie S.A.