

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of November 26, 2020

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

- 1) has the knowledge:

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. Therefore, it should be considered that Ms. Kristina Braden 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 practical experience acquired by Ms. Kristine Braden in managerial positions at Citi, where she is currently the Cluster Head for Europe and CEO of Citigroup Global Markets Europe AG., and she earlier was Chief of Staff to CEO Citi Mike Corbat and chaired the North America Business Council and the State Leadership Councils, she was the Citi Country Officer and Corporate & Investment Banking Head for Switzerland, Monaco and Liechtenstein, and Head of the Global Subsidiaries Group for Europe, she also has 14 years of experience in Asia in banking, capital markets and transaction services - indicate that Ms. Kristine Braden 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 Ms. Kristine Braden, including the documents regarding her education, professional career, including the positions held by her indicate that, with his attitude, Ms. Kristine Braden guarantees the proper performance of the 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. Kristine Braden's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Ms. Kristine Braden gives a guarantee of the proper performance of the duties assigned to a member of the Supervisory Board.

Additionally, Ms. Kristine Braden serves as and CEO of Citigroup Global Markets Europe AG and does not sit on any other management boards or supervisory boards of other entities, which satisfies the requirements set 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. Kristine Braden 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, which means that the entire Supervisory Board, treated as a collective body is qualified to perform its duties adequately.

In view of the above the Committee considers that Ms. Kristine Braden 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. Kristine Braden 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. Kristine Braden performed by the Committee and its recommendation on the appointment of Ms. Kristine Braden as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.