

**RESOLUTION**  
**of the Nomination and Remuneration Committee of the Supervisory Board of**  
**Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)**  
**of June 11, 2024**

**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 **Mr. Sławomir S. Sikora** considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:

Mr. Sławomir S. Sikora is a graduate of Warsaw School of Economics (SGH). Therefore, it should be considered that Mr. Sławomir S. Sikora 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 Mr. Sławomir S. Sikora in managerial positions in banking industry: he is serving as President of the Management Board of Bank Handlowy w Warszawie S.A since 2003, he was also President of the Management Board of American Bank in Poland S.A., Vice President of the Management Board of the PBK S.A. (bank) he also held senior positions at the Ministry of Finance in Poland - indicate that Mr. Sławomir S. Sikora 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 Mr. Sławomir S. Sikora, including documents regarding his education, professional career, including the positions held by him indicate that, with his attitude, Mr. Sławomir S. Sikora 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. Sławomir S. Sikora's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Sławomir S. Sikora gives a guarantee of the proper performance of duties assigned to a member of the Supervisory Board.

Mr. Sławomir S. Sikora is a Member of the Main Council of the Polish Confederation of Private Employers Lewiatan, but he does not hold any position in the management or supervisory boards of

other entities, therefore he does not exceed the limit specified in Art. 22aa section 3 of the Act of 29 August 1997 Banking Law (**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. Sławomir S. Sikora 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. Sławomir S. Sikora meets the requirements referred to in Article 22aa of the Banking Law and recommends that the General Meeting of the Bank (the **General Meeting**) to appoint Mr. Sławomir S. Sikora as a member of the Supervisory Board of the Bank.

## §2

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 the Committee, after having verified received documents and information about the candidate for a member of the Supervisory Board of the Bank - Mr. Sławomir S. Sikora, considers that Mr. Sławomir S. Sikora meets the following requirements for members of the Audit Committee, as defined in Art. 129 of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision (the **Act**), i.e. .:

- 4) has knowledge and skills in accounting or audits of financial statements, as referred to in Art. 129 sec. 1 of the Act,

The requirement for Mr. Sławomir S. Sikora to have knowledge in accounting or audits of financial statements was assessed in relation to the knowledge acquired by Mr. Sławomir S. Sikora in relation to his education. Mr Sławomir S. Sikora is a graduate of the Warsaw School of Economics.

Mr. Sławomir S. Sikora's skills in accounting or audits financial statements were assessed in the context of her previous professional experience in accounting or auditing of financial statements acquired in connection with the position of President of the Management Board of Bank Handlowy w Warszawie S.A., President of the Management Board of American Bank in Poland S.A. and Vice President of the Management Board of Powszechnego Banku Kredytowego S.A.

- 5) has knowledge and skills in the scope of industry, in which Bank Handlowy w Warszawie S.A. operates, referred to in art. 129 sec. 5 of the Act.

The many years of Mr. Sławomir S. Sikora's practical experience acquired in managerial positions in the Polish banking industry indicate that Mr. Sławomir S. Sikora has the knowledge and skills in the scope of the financial industry.

## §3

Acting pursuant to item 4.2 of the Policy, the Committee authorizes the Chairperson of the Nomination and Remuneration Committee to submit to the General Meeting a preliminary assessment of Mr. Sławomir S. Sikora's qualifications to perform the position of a member of the Bank's Supervisory Board and a recommendation on his appointment as a member of the Bank's Supervisory Board, in accordance with the provisions of §1 of this Resolution and a preliminary assessment of Mr. Sławomir S. Sikora in terms of meeting the requirements for members of the Audit Committee set out in Article 129 of the Act, in accordance with the provisions of §2 of this Resolution.

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