

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. Ignacio Gutierrez-Orrantia** considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:

Mr. Ignacio Gutierrez-Orrantia holds Business Management Degree from Universidad Comercial Deusto.

Having regard to obtained education and practical knowledge acquired in the positions during his professional career, it should be considered that Mr. Ignacio Gutierrez-Orrantia 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. Ignacio Gutierrez-Orrantia practical experience acquired in managerial positions indicate that Mr. Ignacio Gutierrez-Orrantia has the adequate skills and experience to act as a member of the Supervisory Board of the Bank.

Mr. Gutierrez-Orrantia is Citi's Banking and Cluster Head for Europe, responsible for leading Citi's businesses across 24 countries on the Continent. Mr Gutierrez-Orrantia has been in the banking industry for close to 30 years. He joined Citi in 2004 and was most recently co-head of Investment Banking for Europe, the UK and Middle East. In 2021, he was appointed as Head of Banking, Capital Markets and Advisory (BCMA) for Europe, Middle East and Africa. He has extensive investment banking experience, having served as Chairman for Continental Europe (2018 – 2021) and Chairman for Spain and Portugal (2009-2021). He started his career in Goldman Sachs' Mergers & Acquisitions division.

- 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. Ignacio Gutierrez-Orrantia, including documents regarding his education, professional career, including the positions held by his indicate that, with his attitude, Mr. Ignacio Gutierrez-Orrantia 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. Ignacio Gutierrez-Orrantia good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should

be considered that Mr. Ignacio Gutierrez-Orrantia gives a guarantee of the proper performance of duties assigned to a member of the Supervisory Board.

Additionally Mr. Ignacio Gutierrez-Orrantia serve as CEO and Executive Director on the Board of Citibank Europe Plc (CEP), Citi's bank chain legal vehicle headquartered in Dublin, Ireland. Mr. Ignacio Gutierrez-Orrantia serves on the Boards of the Cris Cancer Foundation, the Princess of Asturias Foundation and the La Caixa Palliative Care Foundation. Considering the above 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. Ignacio Gutierrez-Orrantia 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. Ignacio Gutierrez-Orrantia 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. Ignacio Gutierrez-Orrantia 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. Ignacio Gutierrez-Orrantia, considers that Mr. Ignacio Gutierrez-Orrantia 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 .:

- 1) 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. Ignacio Gutierrez-Orrantia practical experience acquired in managerial positions in the Citi Group indicate that Mr. Ignacio Gutierrez-Orrantia 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. Ignacio Gutierrez-Orrantia 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. Ignacio Gutierrez-Orrantia 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