

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of June 3, 2019

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 her 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. Barbara Smalska**, considers that she has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:

Ms. Barbara Smalska holds Ph.D. degree with distinction in experimental high-energy physics from the Faculty of Physics, Warsaw University. She also completed The Boston Consulting Group Mini-MBA Program (Boston, USA). Therefore, it should be considered that Ms. Barbara Smalska 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 Ms. Barbara Smalska's practical experience acquired in managerial positions in the PZU Group including: Vice-President of the Management Board of Alior Bank S.A., chairman and earlier independent member of the Supervisory Board of Link4 TU S.A., member of the Supervisory Board of PTE PZU SA, member of the Management Board of PZU S.A. and PZU Życie S.A., and during her work for The Boston Consulting Group (Warsaw office), where she held various functions, including principal (manager) position - indicate that Ms. Barbara Smalska 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. Barbara Smalska, including the documents regarding her education, professional career, including the positions held by her indicate that, with her attitude, Ms. Barbara Smalska guarantees the proper performance of 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. Barbara Smalska's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Ms. Barbara Smalska gives a guarantee of the proper performance of duties assigned to a member of the Supervisory Board.

Additionally, the number of functions held by Ms. Barbara Smalska on management boards and supervisory boards of other entities does not exceed the limit specified 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. Barbara Smalska 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 Ms. Barbara Smalska 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. Barbara Smalska 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. Barbara Smalska performed by the Committee and its recommendation on the appointment of Ms. Barbara Smalska as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.

Andrzej Olechowski
Przewodniczący/Chairman

Jenny Grey
Wiceprzewodnicząca/Vice Chairwoman

Marc Luet
Członek/Member

Stanisław Sołtysiński
Członek/Member