

RESOLUTION
of the Nomination and Remuneration Committee of the Supervisory Board of
Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)
of June 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. Anna Rulkiewicz**, considers that she has the required qualifications to act as a member of the Supervisory Board, i.e.:

1) has the knowledge:

Ms. Anna Rulkiewicz graduated from the Nicholas Copernicus University in Toruń (parallel studies at the University of Hamburg), she completed post-graduate programme at the Polish-French Insurance Institute and a series of training courses in the field of management, sales, communication, marketing (including 3-year managerial studies), organized under the certified insurance programme LIMRA "Marketing Strategies for Executive Advancement" (LIMRA Executive Development Group). She also completed a number of training courses in the field of management, sales, finance, marketing and banking. Therefore, it should be considered that Ms. Anna Rulkiewicz 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. Anna Rulkiewicz's practical experience acquired in managerial positions in the Lux Med Group, where she initially was Member of the Management Board and Head of Sales and Marketing, and in 2007 she was appointed President of the Management Board of Lux Med Group, as well as in the functions of Managing Director of LMG Försäkrings AB, which operates in Poland under the brand LUX MED Ubezpieczenia, and the President of the Employers of Private Medicine Association indicate that Ms. Anna Rulkiewicz 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. Anna Rulkiewicz, including the documents regarding her education, professional career, including the positions held by her indicate that, with her attitude, Ms. Anna Rulkiewicz 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. Anna Rulkiewicz's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Ms. Anna Rulkiewicz 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. Anna Rulkiewicz 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. Anna Rulkiewicz 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. Anna Rulkiewicz 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. Anna Rulkiewicz 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. Anna Rulkiewicz performed by the Committee and its recommendation on the appointment of Ms. Anna Rulkiewicz as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.