

**RESOLUTION**  
**of the Nomination and Remuneration Committee of the Supervisory Board of**  
**Bank Handlowy w Warszawie Spółka Akcyjna (the Bank)**  
**of September 19, 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 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. Zdenek Turek**, considers that he has the required qualifications to act as a member of the Supervisory Board, i.e.:

- 1) has the knowledge:

Mr. Zdenek Turek graduated with an MA in Finance and Banking from University of Economics, Prague, in 1986. He further studied at Wharton University (Advanced Management Development Program, 1997) and graduated from the Executive MBA program at INSEAD in 2010. Therefore, it should be considered that Mr. Zdenek Turek 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. Zdenek Turek in managerial positions at Citigroup, where he is currently the Cluster Head for Europe and CEO of Citibank Europe plc., earlier he was serving as CEO of Central and Eastern Europe, Citi Country Officer for: Russia, RPA, Hungary and Romania, he was also a member of the Foreign Exchange Department of the Central Bank of Czechoslovakia - indicate that Mr. Zdenek Turek 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. Zdenek Turek, including the documents regarding his education, professional career, including the positions held by him indicate that, with his attitude, Mr. Zdenek Turek guarantees the proper performance of the 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. Zdenek Turek's good reputation and there are no reasons giving rise to justified doubts about it. Therefore, it should be considered that Mr. Zdenek Turek gives a guarantee of the proper performance of the duties assigned to a member of the Supervisory Board.

Additionally, Mr. Zdenek Turek serves as and CEO of Citibank Europe plc 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 Mr. Zdenek Turek 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. Zdenek Turek 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 Mr. Zdenek Turek 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 Mr. Zdenek Turek performed by the Committee and its recommendation on the appointment of Mr. Zdenek Turek as member of the Supervisory Board of the Bank, in accordance with the provisions of paragraph 1 hereof.