Draft of resolutions of the Extraordinary General Meeting of 18 December 2026

Draft Resolution to Item 2 of the Agenda of the Extraordinary General Meeting held on 18 December 2026

RESOLUTION No. 1/2026
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 18 December 2026
on election of the Chairperson of the Meeting

The Extraordinary General Meeting appoints […] to be a Chairman of the Extraordinary General Meeting.

Draft Resolution to Item 4 of the Agenda of the Extraordinary General Meeting held on 18 December 2026

RESOLUTION No. 2/2026
of the Extraordinary General Meeting
of the Bank Handlowy w Warszawie Spółka Akcyjna
of 18 December 2026
on adoption of the agenda

The Extraordinary General Meeting approves the Agenda of the Extraordinary General Meeting.

Draft Resolutions to Item 5 Sub-point 1 of the Agenda of the Extraordinary General Meeting held on 18 December 2026

RESOLUTION No. 3/2026

of the Extraordinary General Meeting

of the Bank Handlowy w Warszawie Spółka Akcyjna

of 18 December 2026

. on appointment of a member of the Bank's Supervisory Board for the joint, current term of office of the Bank's Supervisory Board

§ 1

The Extraordinary General Meeting of the Bank acting pursuant to Art. 22 section 2 of the Act of August 29, 1997, Banking Law (hereinafter: Banking Law), in connection with Art. 22aa of the Banking Law and the „Policy for the assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.", as well as taking into account the preliminary assessment of qualifications and recommendations on appointment, issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank concludes that […] satisfies the requirements referred to in Art. 22aa of the Banking Law Act, as well as concludes that after appointing […] to the Supervisory Board, the Supervisory Board treated as a whole will be collectively qualified to perform its functions properly, therefore, acting on the basis of § 9 section 2.7 in conjunction with § 14 section 1 of the Bank's Articles of Association, the Extraordinary General Meeting appoints […], with effect from […], as a member of the Supervisory Board of the Bank for the current joint term of office of the Supervisory Board.

§ 2

[*to be taken into account if the candidate meets at least one of the requirements for members of the Audit Committee specified in art. 129 of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision*]

The Extraordinary General Meeting of the Bank taking into account the preliminary assessment of qualifications and recommendations issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank assesses that […] 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 (hereinafter: the Act), i.e.:

1. has knowledge and skills in accounting or audits of financial statements, as referred to in Art. 129 sec. 1 of the Act, *[to be taken into account only if the candidate meets the indicated condition]*
2. meets the requirement of independence referred to in Art. 129 sec. 3 of the Act, *[to be taken into account only if the candidate meets the indicated condition]*

3. 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. *[to be taken into account only if the candidate meets the indicated condition]*

RESOLUTION No. 4/2026

of the Extraordinary General Meeting

of the Bank Handlowy w Warszawie Spółka Akcyjna

of 18 December 2026

on appointment of a member of the Bank's Supervisory Board for the joint, current term of office of the Bank's Supervisory Board

§ 1

The Extraordinary General Meeting of the Bank acting pursuant to Art. 22 section 2 of the Act of August 29, 1997, Banking Law (hereinafter: Banking Law), in connection with Art. 22aa of the Banking Law and the „Policy for the assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.", as well as taking into account the preliminary assessment of qualifications and recommendations on appointment, issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank concludes that […] satisfies the requirements referred to in Art. 22aa of the Banking Law Act, as well as concludes that after appointing […] to the Supervisory Board, the Supervisory Board treated as a whole will be collectively qualified to perform its functions properly, therefore, acting on the basis of § 9 section 2.7 in conjunction with § 14 section 1 of the Bank's Articles of Association, the Extraordinary General Meeting appoints […], with effect from […], as a member of the Supervisory Board of the Bank for the current joint term of office of the Supervisory Board.

§ 2

[*to be taken into account if the candidate meets at least one of the requirements for members of the Audit Committee specified in art. 129 of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision*]

The Extraordinary General Meeting of the Bank taking into account the preliminary assessment of qualifications and recommendations issued by the Nomination and Remuneration Committee of the Supervisory Board of the Bank assesses that […] 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 (hereinafter: the Act), i.e.:

1. has knowledge and skills in accounting or audits of financial statements, as referred to in Art. 129 sec. 1 of the Act, *[to be taken into account only if the candidate meets the indicated condition]*
2. meets the requirement of independence referred to in Art. 129 sec. 3 of the Act, *[to be taken into account only if the candidate meets the indicated condition]*

3. 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. *[to be taken into account only if the candidate meets the indicated condition]*

Draft Resolution to Item 5 Sub-point 2 of the Agenda of the Extraordinary General Meeting held on 18 December 2026

RESOLUTION No. 5/2026

of the Extraordinary General Meeting

of the Bank Handlowy w Warszawie Spółka Akcyjna

of 18 December 2026

on adoption of the „Gender Balance Policy in the governing bodies of Bank Handlowy w Warszawie S.A."

§ 1

On the basis of art. 90gd section 1of the Act of July 29, 2005 on public offering, conditions governing the introduction of financial instruments to organized trading, and on public companies the Extraordinary General Meeting of Bank Handlowy w Warszawie S.A. adopts the "Gender Balance Policy in the governing bodies of Bank Handlowy w Warszawie S.A." as attached to the present Resolution.

§ 2

The "Gender Balance Policy in the governing bodies of Bank Handlowy w Warszawie S.A." comes into force on the day of the adoption of this Resolution.

Annex to Resolution No. 5/2026 of the Extraordinary General Meeting of the Bank Handlowy w Warszawie S.A. of 18 December 2026

GENDER BALANCE POLICY IN THE GOVERNING BODIES OF BANK HANDLOWY W WARSZAWIE S.A.

I. Scope of the Policy

1. This Gender Balance Policy in the governing bodies of Bank Handlowy w Warszawie S.A. constitutes the policy referred to in Chapter 4aa of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies.
2. The Policy specifies, in particular, the principles of the selection process for a specific position on the Management Board or the Supervisory Board of the Bank aimed at ensuring gender balance in the Bank's Bodies, the principles for nominating candidates to the Bank's Bodies, career development programmes for women and men, and the human resources management strategy.
3. If the Bank ensures appropriate gender representation in the Bank's Governing Bodies in accordance with paragraph 8, the Bank shall apply the Policy to the extent arising from the Act referred to in paragraph 1.

II. Definitions

4. In this Gender Balance Policy in the governing bodies of Bank Handlowy w Warszawie S.A., the following definitions shall apply:
   1) **Bank** – Bank Handlowy w Warszawie Spółka Akcyjna;
   2) **Bank's Bodies** – the Management Board and the Supervisory Board of Bank Handlowy w Warszawie S.A.;
   3) **Policy** – this Gender Balance Policy in the governing bodies of Bank Handlowy w Warszawie S.A.;
   4) **Act** – the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies.

II. Procedure for Adoption and Publication of the Policy

5. This Policy is subject to adoption by the General Meeting of Shareholders of the Bank by way of a resolution. Any amendments to the Policy shall be made following the same procedure.

6. The Bank shall make the Policy available on its website, together with information on the applicable legal regulations in this regard and the sanctions referred to in Article 96e of the Act.

III. Principles of the Selection Process for a Specific Position in the Bank's Bodies Aimed at Ensuring Gender Balance

7. The Bank is obliged to ensure gender balance in the Bank's Bodies. The underrepresented sex in the Bank's Bodies shall be understood as the sex whose representatives hold no more than 49% of the total number of positions in the Bank's Bodies.

8. The obligation referred to in the paragraph 7 above shall be deemed fulfilled if:

1) the total number of positions in the Bank's Bodies held by members of the underrepresented sex is not less than the number closest to 33% of the total number of positions in the Bank's Bodies; and

2) members of the underrepresented sex hold positions in each of the Bank's Bodies.

9. In the recruitment process:

1) at every stage of the selection process for a specific position in a Bank's Body, neutrally formulated and unambiguous selection criteria shall be applied in a non-discriminatory manner, taking into account the qualifications of candidates and the need to ensure gender balance in the Bank's Bodies;
2) candidates for positions in the Bank's Bodies shall be selected on the basis of a comparative assessment of the qualifications of each candidate;
3) in cases where, in the process of selecting a person for a specific position in the Bank's Bodies, a choice is made between candidates possessing equivalent qualifications, priority shall be given to the candidate belonging to the underrepresented sex, unless other diversity principles provided for by law, based on non-discriminatory criteria, tilt the balance in favour of the candidate of the opposite sex;
4) upon request of a candidate for a position in a Bank's Body, the Bank shall inform such candidate in writing or in electronic document format of the candidate assessment criteria applied in the selection process for the specific position, the comparative assessment and its justification, and, in the event of departing from selecting a candidate belonging to the underrepresented sex, of the reasons for such departure and of the qualifications of the candidate selected for that position.

10. The selection criteria applied by the Bank for selecting a person for a specific position in a Bank's Body shall include, in particular:

1) elements necessary to carry out an individual assessment with respect to each Member of the Management Board and the Supervisory Board. The Supervisory Board with respect to candidates for members of the Management Board of the Bank and, respectively, the General Meeting of Shareholders with respect to candidates for members of the Supervisory Board of the Bank, shall carry out an individual assessment with respect to each Member of the Management Board and the Supervisory Board. The individual suitability assessment of candidates for Members of a Bank's Body shall include, in particular, determining whether:

    a) the person assessed possesses the knowledge, skills, and experience appropriate for the function to be performed at the Bank and the duties associated with that function; and

    b) the person guarantees the proper performance of duties associated with the function to be performed at the Bank. The guarantee of proper performance of duties refers, in particular, to the reputation, honesty, and integrity of the given person, as well as their ability to conduct the affairs of the Bank in a prudent and stable manner;

2) elements necessary to carry out a collective assessment concerning the Management Board and the Supervisory Board as a body of the Bank. The Supervisory Board with respect to the Management Board of the Bank and, respectively, the General Meeting of Shareholders with respect to the Supervisory Board of the Bank, shall carry out a collective assessment concerning the Management Board and the Supervisory Board as a body of the Bank.

11. When assessing knowledge, skills, and experience referred to in paragraph 10, point 1, item a), account shall be taken of information regarding education, profession, skills, and professional experience, including career history to date, completed professional training, place and position of employment, and functions performed in the governing bodies of financial sector entities. Both theoretical experience and practical experience gained in previous places of employment shall be taken into account. The adequacy of the level and profile of education to the entrusted functions and performed tasks, as well as whether it is related to banking and financial services or other relevant areas, is of significance. Practical and professional experience gained in previous positions must be assessed, with particular regard to: length of service, nature of the managerial position held and its level in the hierarchy, nature and degree of complexity of the organisation in which the position was held, including its organisational structure, scope of competence and authority in the decision-making process as well as the duties of the given person, number of subordinates, and specialist knowledge acquired in a given position regarding banking activities and understanding of risks therein. Furthermore, when assessing experience, particular attention must be paid to theoretical and practical experience gained, in particular, in the following areas of the Bank's operations: legal requirements and regulatory frameworks, strategic planning, understanding of business strategy, risk management, accounting and audit, assessment of the effectiveness of adopted solutions concerning bank organisation and internal governance, including the establishment of an effective management system, oversight, and control mechanisms, as well as interpretation of financial

information, identification of key issues based on such information, and implementation of appropriate control mechanisms and measures. The role and duties assigned to the position to be filled, as well as the required capabilities, shall also be taken into account.

12. In the collective assessment concerning the Management Board and the Supervisory Board as a body of the Bank referred to in paragraph 10, point 2, account shall be taken of the necessary knowledge, skills, and experience of the Bank's Bodies as a whole, required respectively to manage or supervise the Bank, in order to ensure that the Bank's Bodies possess a suitably broad range of knowledge, skills, and experience to understand the Bank's activities, including the main types of risks in its operations. In addition, diversity in the composition of the Bank's Bodies is taken into account in the selection process. The Bank's diversity strategy assumes promoting the selection and succession planning for positions of members of the Bank's Bodies taking into account the principle of diversity, i.e., ensuring equal opportunities in these processes for women and men, regardless of their age, possessing diverse individual knowledge, skills, and experience that are simultaneously adequate to the functions performed by them and the duties entrusted to them, and which complement each other in such a manner as to enable ensuring an appropriate level of collective management of the Bank as well as performance of supervisory functions.

IV. Principles for Nominating Candidates to the Management Board of the Bank

13. A candidate for the Management Board of the Bank is selected through a recruitment process, taking into account the succession plan. The preparation of a succession plan for a given position does not preclude the possibility of selecting and employing for that position a person not specified in the succession plan.

14. Candidates for the Management Board of the Bank are nominated to the Nomination and Remuneration Committee of the Supervisory Board of the Bank by the President of the Management Board or a member of the Supervisory Board. In the event that a candidate for the Management Board of the Bank is nominated by a member of the Supervisory Board, the Nomination and Remuneration Committee of the Supervisory Board of the Bank should obtain the opinion of the President of the Management Board on the nominated candidate and on the amount of their remuneration, which constitutes an element of the assessment process.

15. Recommending candidates for the Management Board of the Bank selected from a sufficiently broad pool of potential candidates, taking into account the necessary knowledge, competencies, and experience of the Management Board as a whole required to manage the Bank, and taking into account diversity in the composition of the Management Board of the Bank, belongs to the tasks of the Nomination and Remuneration Committee of the Supervisory Board of the Bank.

16. The Supervisory Board, taking into account the recommendations of the Nomination and Remuneration Committee, appoints and dismisses members of the Management Board of the Bank

and determines the terms and conditions of agreements governing the employment relationship or other legal relationship connecting them with the Bank.

VI. Principles for Nominating Candidates to the Supervisory Board of the Bank

17. Members of the Supervisory Board of the Bank are elected from a list of candidates presented by shareholders represented at the General Meeting. Shareholders nominate their candidates in writing to the Chairperson of the General Meeting or orally into the minutes, whereby in both cases the nomination is submitted with a brief justification.

18. Nominated candidates are entered onto the list upon submitting, into the minutes, an oral or written statement consenting to stand as a candidate for a member of the Supervisory Board of the Bank.

19. When nominating candidates for members of the Supervisory Board, shareholders submit the documents necessary to assess the candidates' compliance with the requirements under Article 22aa of the Banking Law Act.

20. Subject to item 17, the Chairperson and Vice-Chairperson of the Supervisory Board participate in the selection process of candidates for members of the Supervisory Board by nominating candidates for members of the Supervisory Board also in the event of a vacancy in order to replenish the composition of the Supervisory Board as promptly as possible.

21. Preliminary individual assessment of a candidate for a member of the Supervisory Board and collective assessment concerning the Supervisory Board as a body of the Bank are conducted by the Nomination and Remuneration Committee of the Supervisory Board of the Bank, which is subsequently responsible for preparing recommendations regarding the selection of the candidate.

VII. Career Development Programmes for Women and Men

22. The Bank enables employees to develop their professional careers, organises and conducts training activities for employees in all areas of operations, and strives to ensure equal opportunities for employees in access to development initiatives and training.

23. Detailed rules regarding the participation of Bank employees in all forms of development, including training organised upon the initiative of the employee or the employer, rules for granting consent by the Bank for improving professional qualifications by employees, and covering costs associated with improving qualifications, are set out in the internal procedures of the Bank governing the rules of professional development, talent review, and succession planning.

24. In particular, the Bank strives for a balanced gender representation in the selection of candidates for managerial positions and ensures equal access to development initiatives and training, including in the field of management.

25. The Bank provides members of the Bank's Bodies with the opportunity to improve their qualifications and update their knowledge, in particular in the form of general training and training tailored to the individual needs of members of the Supervisory Board or the Management Board. The main objective of the training conducted is to supplement/update the knowledge and competencies necessary to perform their functions, including the functions of members in committees of the Supervisory Board, and to mitigate the risk of several vacancies occurring within the Supervisory Board or the Management Board in a short period of time.

VIII. Human Resources Management Strategy

26. The Bank strives to employ the most highly qualified personnel in all areas of its activity.

27. The Bank aims to provide personnel with appropriate working conditions and professional development. In return, the Bank expects commitment, initiative, and the highest quality in the performance of assigned tasks. In implementing the above strategy, the Bank enables employees to develop their professional careers, organises and conducts training activities for employees in all areas of the Bank's operations, carries out a systematic review of employees' professional achievements in order to evaluate achieved results and establish future tasks, as well as indicate directions for further professional development of employees, and provides employees with fair remuneration for work performed in close connection with results achieved.

28. Furthermore, the Bank recognises the positive impact of diversity, as an element of human resources management, on building its culture and values. The Bank continuously undertakes actions with respect to all employees by implementing appropriate HR procedures and practices ensuring and promoting a working environment consistent with the principle of equal treatment and free from any discrimination, where every employee is provided with equal opportunities and can make full use of their potential. The strategy is intended to lead to the continuous development of the Bank and increase its efficiency and competitiveness.

29. Appointing highly qualified specialists to the Supervisory Board is crucial for effective supervision and strategic development of the organisation. This process is based on the principle of selecting candidates possessing unique competencies and experience that enrich the competencies of the Supervisory Board as a whole in key areas such as finance, technology, risk management, or knowledge of industry specificities. Efforts should be made to create a diversified composition that will ensure a broad spectrum of perspectives, as well as support long-term shareholder value. Each appointment should be preceded by an in-depth analysis of the needs of the Supervisory Board and

the profile of the candidate, guaranteeing their independence of judgment and commitment to the mission of the Bank.

IX. Report on the Representation of Respective Genders in the Bank's Bodies

31. The Management Board of the Bank prepares an annual report on the representation of respective genders in the Bank's Bodies and the measures taken to ensure gender balance in the Bank's Bodies.

32. The report constitutes a separate part of the report on the Bank's operations referred to in Article 49(1) of the Accounting Act of 29 September 1994 and contains the elements required by the Act.

33. The Bank makes the report available on its website.

34. Within 6 months from the end of the financial year to which it relates, the Bank submits the report for the preceding year to the Government Plenipotentiary for Equality.