

Justification to draft resolutions of the Ordinary General Shareholders Meeting of Bank Handlowy w Warszawie S.A. to be held on June 17, 2026

Justification to draft resolution of the Ordinary General Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 17 June 2026 on the profit distribution (point 5 sub point 8 of the agenda of the Ordinary General Shareholders Meeting):

In accordance with the provisions of the Commercial Companies Code, the distribution of profits is made by the Annual General Meeting.

The Management Board of the Bank recommended the Annual General Meeting in 2026 to distribute the profit for 2025 in the amount of PLN 1,667,392,455.21 as follows:

- 1) to allocate the amount of PLN 1,250,359,633.06 (**“Net Profit from 2025”**) for dividend payment to shareholders
- 2) to leave the amount of PLN 417,032,822.15 undivided.

The Management Board of the Bank also recommended to allocate for distribution among shareholders the amount of PLN 28,713,895.54 (**“Remaining Net Profit from 2019”**) from the Dividend Capital established by the General Meeting Resolution No. 26/2025 of June 27, 2025, regarding the creation of a reserve capital for dividend payment, including advance payments for dividends.

Additionally, the Management Board of the Bank recommended to allocate for distribution among shareholders the amount of PLN 448,551,276.72 (**“Advance Dividend Payment”**, which has already been paid to shareholders on October 28, 2025) originating from the Dividend Capital established by the General Meeting Resolution No. 26/2025 of June 27, 2025, regarding the creation of a reserve capital for dividend payment, including advance payments for dividends. The funds for the Advance Dividend Payment came from part of the Bank's profit generated in 2019.

The dividend amount per one share will be PLN 9.80 gross. The dividend amount per one share was calculated by dividing the sum of the Net Profit for 2025 and the Remaining Net Profit from 2019 by the total number of the Bank's shares, reduced by the number of own shares held by the Bank on the dividend record date. Consequently, 130,517,707 shares participate in the dividend distribution.

The Management Board of the Bank proposed to set the dividend date for June 25, 2026 (the dividend day) and the date of dividend payment for June 30, 2026 (the dividend payment date).

The proposed dividend amount is consistent with the dividend policy adopted by the Management Board and Supervisory Board, which assumes a dividend payout of at least 75% of the net profit for the previous financial year. The proposed dividend level also takes into account:

- a) the individual recommendation of the Polish Financial Supervision Authority (hereinafter referred to as the PFSA) for the Bank dated 27 February 2026. The PFSA confirmed that the Bank meets the requirements for the payment of dividends of up to 75% of the profit for 2025, however the maximum payout amount cannot exceed the amount of annual net profit reduced by the profit earned in 2025 and already included in own funds, and
- b) the decision of the PFSA of 18 May 2026 issued under Article 129 section 3 of the Banking Law Act regarding the consent to allocate for distribution among shareholders an amount not higher than PLN 1,728,696,509.25 (the amount includes the advance dividend paid by the Bank on 28 October 2025).

As of December 31, 2025, the capital ratios were as follows:

- Tier 1 capital ratios for the Bank: 22.0% and for the Capital Group: 22.2%;
- Total capital ratios for the Bank: 22.0% and for the Capital Group: 22.2%.

The above recommendation of the Bank's Management Board was positively assessed by the Supervisory Board of the Bank. The final decision on the distribution of the net profit will be made by the General Meeting of the Bank.

Justification to draft resolutions of the Ordinary General Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 17 June 2026 on consideration and approval of the Bank's Supervisory Board's report on its activity for 2025, assessment of the remuneration policy applied at the Bank, assessment of the effectiveness of the Supervisory Board's operation for 2025 and assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board in this period and on opinion to the Supervisory Board's report on remuneration of the Management Board members and members of the Supervisory Board of Bank Handlowy w Warszawie S.A. in the year 2025 (point 5 sub point 5-6 of the agenda of the Ordinary General Shareholders Meeting)

The subject of the Ordinary General Meeting will be the consideration and approval of the report on the activity of the Supervisory Board of Bank Handlowy w Warszawie S.A. for 2025 (hereinafter: "Report of the Bank's Supervisory Board") and making an assessment of (point 5 sub point 5 of the agenda of the Ordinary General Shareholders Meeting):

1. the effectiveness of the activities of the Supervisory Board for 2025 and the assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board in this period. The basis for this assessment will be the self-assessment made by the Supervisory Board, which is included in the Report of the Bank's Supervisory Board,
2. whether the established remuneration policy is conducive to the development and security of operation of the supervised institution, pursuant to § 28.4 of the Principles. The basis of this evaluation will be the report on the assessment of the functioning of the remuneration policy in the Bank made by the Supervisory Board. The Report of the Bank's Supervisory Board includes above-mentioned assessment.

The report of the Bank's Supervisory Board includes, among others: information and assessments required by the Commercial Companies Code, with particular emphasis on the requirements that entered into force on October 13, 2022, and the requirements resulting from adopted by the Best Practice for GPW Listed Companies 2021 ("Best Practices") and the Principles of Corporate Governance for Supervised Institutions of the Polish FSA ("Principles").

The Report of the Bank's Supervisory Board also includes a report on the remuneration of members of the Management Board and members of the Supervisory Board of the Bank Handlowy w Warszawie S.A. for 2025.

Pursuant to article 90g section 6 of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to an organized trading system and on public companies, the Ordinary General Meeting will express an advisory opinion on the abovementioned remuneration report constituting part of the Report of the Bank's Supervisory Board (point 5 sub point 6 of the agenda of the Ordinary General Shareholders Meeting).

Justification to draft resolution of the Ordinary General Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 17 June 2026 on amendment to the Articles of Association of Bank Handlowy w Warszawie S.A. (point 5 sub point 9 of the agenda of the Ordinary General Shareholders Meeting)

The changes consist in deleting from the Articles of Association (AoA) activities not performed by the Bank continuously for a period of 12 months, i.e.:

1. In § 5, section 3, point 5 of the Statute, the following is deleted: „*and warrant transactions*” as a result of which this point receives the following wording: „*perform cheque and bill of exchange transactions*”;
2. In § 5, section 3, point 7 of the Statute, the following is deleted: „*and confirm*” as a result of which this point receives the following wording: „*grant bank guarantees and open and confirm letters of credit*”;
3. In § 5, section 4, point 13 of the Statute, the following is deleted: „*render financial services with reference to canvassing activity in the understanding of the Law on organization and functioning of pension funds*” and is hereby introduced: „*deleted*”

In accordance with art. 34 section 4 of the Banking Law Act of August 29, 1997, if the bank ceases to perform the activity specified in the AoA for a continuous period of 12 months, the bank shall immediately apply for Polish Financial Supervision Authority permission to amend the AoA to delete the unperformed activity. The bank performed the review for the period March 2025 - February 2026.

The Bank received the consent of the Polish Financial Supervision Authority for the above-mentioned changes to the AoA.

Justification to draft resolutions of the Ordinary General Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 17 June 2026 on assessing the suitability of members of the Bank’s Supervisory Board (point 5 sub point 10 of the agenda of the Ordinary General Shareholders Meeting)

Due to the change in factual circumstances on the basis of which the previous assessment of the suitability of the members of the Supervisory Board was made, the Nomination and Remuneration Committee operating at the Supervisory Board of the Bank, after verifying the documents and information received concerning three Members of the Supervisory Board, in particular regarding the functions performed in other entities and the time devoted to their implementation, recommended to the General Meeting to make a positive secondary assessment of Ms Barbara Smalska, Mr Andras Reiniger and Mr Sławomir S. Sikora.

Justification to draft resolution of the Ordinary General Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 17 June 2026 concerning adoption of the revised “Policy for the Assessment of the Supervisory Board Members in Bank Handlowy w Warszawie S.A.” (point 5 sub point 11 of the agenda of the Ordinary General Shareholders Meeting)

Point 5 and sub point 11 of the agenda concern the adoption by the General Meeting of the amended Policy for assessing the qualifications of Supervisory Board members at Bank Handlowy in Warsaw S.A.", which results from the proposal to add provisions regarding the succession plan for the Supervisory Board. In accordance with Recommendation Z of the Polish Financial Supervision Authority regarding internal governance principles in banks, the bank's internal regulations regarding the appointment and dismissal of supervisory board members, approved by the general meeting, should include, among others, procedures in case of a vacancy on the supervisory board (succession plan), including in urgent and unexpected situations, aimed at promptly filling such vacancy.

Justification to other draft resolutions of the Ordinary General Meeting of the Bank Handlowy w Warszawie Spółka Akcyjna of 27 June 2025 (point 5 sub point 1-4 and 7 of the agenda of the Ordinary General Shareholders Meeting)

The proposed agenda of the Ordinary general meeting in 2025 includes matters that, pursuant to art. 395 §2, §2(1) and §5 of the Commercial Companies Code should be the subject of the Ordinary General Meeting after each financial year (point 5 sub point 1-4 and 7 of the agenda of the Ordinary General Shareholders Meeting).