

Warsaw, July 25, 2025

## Current report 32/2025

**Subject: Agreeing the demerger plan of Bank Handlowy w Warszawie S.A. in connection with an agreement on the exit from the Consumer Business. First notification on the planned demerger.**

**Legal basis:** Article 539 § 1 and 2 and Article 540 in connection with Article 402(1) § 1 of the Act of 15 September 2000 – the Commercial Companies Code, as well as Article 17 Section 1 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 (MAR Regulation).

With reference to current report No. 12/2025 dated 27 May 2025 concerning the execution by Bank Handlowy w Warszawie S.A. (the “**Bank**”) with VeloBank S.A. (“**VeloBank**”), Promontoria Holding 418 B.V. (the sole shareholder of VeloBank), and Citibank Europe Plc of an agreement regarding the demerger by separation (the “**Demerger**”) of the Bank’s consumer business (the “**Consumer Business**”) in favour of VeloBank (the “**Agreement**”), the Management Board of the Bank hereby informs that on 25<sup>th</sup> July 2025, the Management Board of the Bank and the Management Board of VeloBank agreed on and signed a demerger plan of the Bank (the “**Demerger Plan**”) drawn up in accordance with Article 534 of the Polish Commercial Companies Code of 15 September 2000 (the “**CCC**”).

At the same time, the Bank informs that the signing of the Demerger Plan is one of the steps necessary to carry out the transaction of the sale of the Consumer Business to VeloBank.

The Demerger will be effected through a demerger by separation in accordance with the procedure specified in Article 529 § 1 point 5 of the CCC. Under the Demerger, an organised part of the business of the Bank, i.e. the Consumer Business, will be transferred to VeloBank, while the remaining organised part of the business of the Bank (the “**Key Business of the Bank**”) will remain with the Bank.

Pursuant to Article 530 § 2 of the CCC, the Consumer Business will be transferred to VeloBank on the date of registration of the share capital increase of VeloBank by way of the issuance of the demerger shares to the Bank (the “**Demerger Effective Date**”). Pursuant to the Agreement, the aforementioned VeloBank demerger shares issued to the Bank will be repurchased by Promontoria immediately after the Demerger Effective Date, but no later than the day following the Demerger Effective Date.

As a result of the Demerger, pursuant to Article 531 § 1 of the CCC, VeloBank will on the Demerger Effective Date assume the Consumer Business. Consequently, starting from the Demerger Effective Date, the Bank will conduct activity limited to the Key Business of the Bank, and the activity of VeloBank will be expanded to encompass the Consumer Business.

In connection with the Demerger, the Bank’s share capital will not be decreased.

This report shall be treated as a first notification to the shareholders of the intention to carry out the Demerger within the meaning of Article 539 § 1 and 2 of the CCC in connection with Article 402(1) of the CCC. The Demerger Plan has been published and made available to the public pursuant to Article 535 § 3 of the CCC by publishing it on the Bank’s website: <https://www.citibank.pl/poland/homepage/english/investor-relations.htm>

In accordance with Article 540 § 3(1) of the CCC, the Bank hereby notifies that until the conclusion of the general meetings of the shareholders of the Bank and VeloBank, the agendas of which include the adoption of resolutions concerning the Demerger, shareholders may review the following documents on the Bank’s website: <https://www.citibank.pl/poland/homepage/english/investor-relations.htm>,

i.e. the following documents are made available to the shareholders in electronic form with the possibility of printing:

1. the Demerger Plan together with the schedules thereto;
2. the financial statements of the Bank and the Management Board's reports on the Bank's operations for the last three financial years, together with the audit reports;
3. the financial statements and the Management Board's reports on the operations of VeloBank for the financial years covering the entire period of VeloBank's activity, together with the audit reports.

Additional documents related to the Demerger, including the report referred to in Article 311 of the CCC and its audit opinion, will also be made available in the above section.