



DIVERSITY AND GENDER BALANCE POLICY IN THE MILLENNIUM GROUP

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Document owner: Human Resources Department

Version 4 approved by Resolutions of:

*Management Board No 32/2026 as of 18 February 2026
Supervisory Board No 20/2026 as of 27 February 2026*

INTRODUCTION

The purpose of this Diversity and Gender Balance Policy in the Bank Millennium Group (hereinafter: the “**Diversity Policy**” or the “**Policy**”) is to ensure gender balance within the Management Boards and Supervisory Boards of the companies comprising the Bank Millennium Group, in accordance with good corporate governance practices and in connection with Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving gender balance among directors of listed companies and related measures, as well as to support the professional development of women and men irrespective of gender.

This Policy sets out the principles governing the selection of individuals for corporate bodies aimed at achieving its objectives, the rules applicable to nominating candidates to such bodies, measures supporting the professional development of women and men, and the general assumptions of the human resources management strategy.

DEFINITIONS

For the purposes of this Policy, the following definitions shall apply:

- a. **Directive** – Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving gender balance among directors of listed companies and related measures;
- b. **Guidelines** – the EBA Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06);
- c. **Bank Millennium** – Bank Millennium S.A.;
- d. **Bank Millennium Group** – Bank Millennium S.A. together with its subsidiaries;
- e. **Suitability Assessment Policies** – the Policy for the selection and suitability assessment of Members of the Supervisory Board of Bank Millennium S.A., and the Policy for the selection and suitability assessment of Members of the Management Board of Bank Millennium S.A. and key function holders in the Bank Millennium Group;
- f. **Corporate Bodies** – the Management Boards and Supervisory Boards of the companies within the Bank Millennium Group;
- g. **Regulatory Objective** – the objective defined in the provisions implementing the Directive, consisting in striving for and undertaking measures to ensure gender balance within the Corporate Bodies of Bank Millennium in such a way that: 1) the total number of positions held by persons belonging to the Underrepresented Gender complies with applicable law and 2) persons belonging to the Underrepresented Gender hold positions in each of the Corporate Bodies of Bank Millennium;
- h. **Underrepresented Gender** – the gender whose representatives hold no more than 49% of all positions within the Corporate Bodies of companies in the Bank Millennium Group.

I. DIVERSITY AND GENDER BALANCE POLICY - PRINCIPLES GOVERNING THE NOMINATION AND SELECTION OF MEMBERS OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD OF BANK MILLENNIUM

1. The nomination of candidates to the Corporate Bodies of Bank Millennium shall be conducted in a manner aimed at achieving the Regulatory Objective, while adhering to applicable laws and the Bank's internal regulations. The list of potential candidates must include a balanced pool of candidates of both genders, including, where possible, other aspects of diversity, such as professional experience, theoretical knowledge, geographic provenance, cultural background, and age.
2. Those authorised to nominate candidates shall ensure the representatives both genders among the proposed candidates, where feasible in light of the nature of the qualification procedure or the availability of candidates meeting the formal and substantive requirements.
3. The objective of the process for selecting and assessing the suitability of candidates for Corporate Bodies is to ensure an appropriate level of knowledge, skills, experience, reputation for performing duties properly, and the ability to devote sufficient time to the responsibilities of members of the Corporate Bodies, while simultaneously taking into account the need to achieve gender balance.
4. The selection and assessment process is based on an objective comparative evaluation of criteria arising from separate regulatory requirements.
5. Detailed principles and criteria applicable in this respect are set out in the Suitability Assessment Policies. The competent bodies conduct a comparative assessment of candidates submitted to the Personnel Committee of the Supervisory Board based on these Policies.
6. Where candidates possess comparable qualifications and meet the requirements of the position to an equal extent, and where the Regulatory Objective has not been met, priority shall be given to the candidate belonging to the Underrepresented Gender.
7. Departure from the rule set out in point 6 is permitted where the selection of another candidate is justified by lawful and non-discriminatory criteria.
8. At the request of the candidate referred to in point 5, Bank Millennium shall provide, in writing or in the form of an electronic document, information concerning the assessment of the candidate as specified in the provisions implementing the Directive. The Supervisory Board shall determine the detailed scope and deadlines for the disclosure of information, taking into account the requirements arising from separate regulations, in particular the requirements of the Suitability Assessment Policies and the provisions on personal data protection.

II. HUMAN RESOURCES MANAGEMENT STRATEGY SUPPORTING DIVERSITY AND GENDER BALANCE IN THE BANK MILLENNIUM GROUP

1. The Bank Millennium Group ensures equal treatment and prohibits all forms of discrimination in employment relations.
2. The Group respects human dignity and upholds the right to equal treatment irrespective of age, gender, ethnic or national origin, religion, family status, sexual orientation, health status, financial situation, religious or ideological beliefs, trade union membership, or any other criteria unrelated to job performance.
3. Recruitment processes are conducted transparently and without discrimination, based on appropriate internal procedures. Hiring decisions rely on clearly defined selection criteria and alignment with the requirements of the position. Non-discriminatory criteria also apply to decisions concerning promotions, remuneration, training, and employee performance evaluations.

4. The Group ensures equal access for women and men to development programmes, including training, studies, coaching, and leadership projects, in accordance with applicable internal regulations.
5. The Group fosters leadership based on values, trust-building, breaking stereotypes, and responsible team management. Employees are encouraged to express their views through internal communication channels and to participate in satisfaction surveys.
6. Employees participate in training on ethics, diversity, and anti-discrimination. The organisation implements anti-mobbing and anti-discrimination procedures and maintains independent channels for reporting misconduct, including anonymous reports.
7. The Group actively promotes diversity and the implementation of gender equality in employment.
8. Issues of diversity and equality are continuously monitored by the Human Resources Department.

III. IMPLEMENTATION AND MONITORING OF THE POLICY

1. The Management Board shall develop and implement detailed organisational measures designed to fulfil the provisions of this Policy. Where required by applicable internal regulations or generally binding law, the Management Board shall cooperate with the Supervisory Board of Bank Millennium.
2. In cases where the Regulatory Objective is not achieved, Bank Millennium shall develop and disclose plans for supporting diversity and gender balance within the Corporate Bodies.
3. Companies within the Bank Millennium Group other than Bank Millennium, which are subject to the requirements of the Guidelines or equivalent regulatory requirements, shall develop plans supporting diversity and gender balance that include an assessment of the diversity of Corporate Bodies and objectives for implementing diversity and gender balance principles. For companies that are not significant institutions under applicable regulations, the objectives may be qualitative.
4. Plans supporting diversity and gender balance within the Corporate Bodies of Bank Millennium are subject to approval by the Supervisory Board.
5. The Management Board shall prepare an annual report presenting the gender composition of the Corporate Bodies and describing the measures undertaken to ensure gender balance. The report may constitute a separate section of the management report referred to in Article 49(1) of the Accounting Act of 29 September 1994.
6. The report shall include, in particular:
 - a. list of persons performing functions in the company's bodies during the given year, including their gender and positions held;
 - b. information on measures implemented to ensure the presence of representatives of the Underrepresented Gender, taking into account any diversity and gender balance plan required to be prepared;
 - c. where the Regulatory Objective has not been met, an explanation of the reasons for such non-compliance and a detailed description of the measures implemented and planned to reach the required level of balance.
7. The report prepared by the Management Board shall be published on the Bank's website and submitted to the competent authority designated under the provisions implementing the Directive.

8. Bank Millennium shall publish on its website the Policy, information on applicable legal regulations in this area, and the sanctions specified in the provisions implementing the Directive.
9. Deadlines for preparing the report referred to in point 6 shall be set out in the national legislation implementing the Directive.

IV. FINAL PROVISIONS

1. Based on this Policy, companies within the Bank Millennium Group that are subject to the Guidelines or equivalent regulatory requirements shall adopt the Policy to the appropriate extent.
2. The Policy shall enter into force on the date of its adoption.