

**Draft resolutions to be adopted by the Ordinary General Meeting of Shareholders of
Alior Bank S.A. to be held on 28 May 2021**

Regarding item 2 of the agenda

**Resolution No. 1/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: appointment of the Chairperson of the General Meeting of Shareholders of the Bank.

§ 1

Pursuant to Article 409(1) of the Code of Commercial Companies and § 16(1) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank appoints _____ to act as the Chairperson of the Ordinary General Meeting of Shareholders.

§ 2

The resolution shall enter into effect into upon its adoption.

Regarding item 4 of the agenda

**Resolution No. 2/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: adoption of the agenda of the General Meeting of Shareholders of the Bank.

§ 1

The Ordinary General Meeting of Shareholders of the Bank adopts the following agenda:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Appointment of the Chairperson of the Ordinary General Meeting of Shareholders.
3. Verification whether the Ordinary General Meeting of Shareholders has been convened correctly and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting of Shareholders.
5. Presentation and review of the following:
 - a) Financial statements of Alior Bank Spółka Akcyjna for the year ended 31 December 2020,

- b) Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on 31 December 2020,
 - c) Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2020, comprising the Report of the Management Board on the activities of Alior Bank Spółka Akcyjna and the Report of the Alior Bank S.A. Capital Group on non-financial information.
6. Presentation and review of the Report on the activities of the Supervisory Board of Alior Bank Spółka Akcyjna in the financial year ended on 31 December 2020.
 7. Presentation to the Ordinary General Meeting of Shareholders of the summary of activities performed by the Bank in the financial year 2020, pursuant to the consents referred to in Resolution No. 4/2018 of the Extraordinary General Meeting of Shareholders of the Bank of 26 November 2018 on giving consent to the disposal and acquisition by the Bank of financial assets classified as fixed assets and to the acquisition, purchase and disposal of stocks and shares in connection with the Bank's operating activities.
 8. Adoption of resolutions on:
 - a) approval of the Report on the activities of the Supervisory Board of Alior Bank Spółka Akcyjna in the financial year ended on 31 December 2020,
 - b) review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2020,
 - c) review and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2020,
 - d) review and approval of the Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2020, comprising the Report of the Management Board on the activities of Alior Bank and the Report of the Alior Bank S.A. Capital Group on non-financial information for 2020.
 9. Adoption of a resolution on how to cover the loss for the financial year 2020.
 10. Adoption of resolutions on granting Members of the Management Board of the Bank discharge in respect of the performance of their duties in the financial year 2020.
 11. Adoption of resolutions on granting Members of the Supervisory Board of the Bank discharge in respect of the performance of their duties in the financial year 2020.
 12. Adoption of a resolution on expressing an opinion on the "Report on the remuneration of the members of the Management Board and the Supervisory Board of Alior Bank S.A. for the years 2019-2020" submitted by the Supervisory Board of the Bank.
 13. Adoption of a resolution on assessing whether the remuneration policy in effect contributes to the growth and operational security of the supervised institution.
 14. Adoption of resolutions amending the Articles of Association of Alior Bank S.A.
 15. Closure of the Ordinary General Meeting of Shareholders.

§ 2

The resolution shall enter into effect upon its adoption.

Regarding item 8 of the agenda

**Resolution No. 3/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: approval of the Report on the activities of the Supervisory Board of Alior Bank Spółka Akcyjna in the financial year ended on 31 December 2020.

§ 1

Pursuant to Article 382(3) of the Code of Commercial Companies and § 23(2)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank approves the Report on the activities of the Supervisory Board of Alior Bank Spółka Akcyjna in the financial year ended on 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 4/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2020,

§ 1

Pursuant to Article 395(2)(1) of the Code of Commercial Companies and § 17(1)(1) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank approves, upon reviewing it, the Consolidated financial statements of the Alior Bank Spółka Akcyjna for the year ended on 31 December 2020, with the said statements comprising the following elements:

- statement on financial standing, drawn up as at 31 December 2020, showing, on the assets and liabilities side, the sum of **PLN 78,263,547,000**,
- profit and loss account for the period from 1 January 2020 to 31 December 2020, showing a net loss of **PLN -316,388,000**,
- statement of comprehensive income for the period from 1 January 2020 to 31 December 2020, showing a loss in the amount of **PLN -177,687,000**,
- statement of changes in equity for the financial year from 1 January 2020 to 31 December 2020, showing a decrease in equity by **PLN -204,442,000**,

- cash flow statement for the period from 1 January 2020 to 31 December 2020, showing an increase in cash by **PLN 1,056,473,000**,
- additional information and explanations.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 5/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: review and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2020.

§ 1

Pursuant to Article 395(5) of the Code of Commercial Companies and § 17(1)(1) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank approves the Consolidated financial statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2020, with the said statements comprising the following elements:

- statement on financial standing, drawn up as at 31 December 2020, showing, on the assets and liabilities side, the sum of **PLN 78,642,032,000**,
- profit and loss account for the period from 1 January 2020 to 31 December 2020, showing a net loss of the Bank's Capital Group of **PLN -311,233,000**,
- statement of comprehensive income for the period from 1 January 2020 to 31 December 2020, which shows a loss in the amount of **PLN -172,532,000**,
- statement of changes in equity for the financial year from 1 January 2020 to 31 December 2020, showing a decrease in equity by **PLN -199,463,000**,
- cash flow statement for the period from 1 January 2020 to 31 December 2020, showing an increase in cash by **PLN 1,080,774,000**,
- additional information and explanations.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 6/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: review and approval of the Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2020, comprising the Report of the Management Board on the activities of Alior Bank S.A. and the Report of the Alior Bank S.A. Capital Group on non-financial information for 2020.

§ 1

Pursuant to Article 395 §(2)(1) of the Code of Commercial Companies and § 17(1)(1) of the Articles of Association of Alior Bank S.A., in conjunction with Article 55(2a) et seq. of the Accounting Act of 29 September 1994, the Ordinary General Meeting of Shareholders of the Bank, having reviewed it, approves the Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2020, comprising the Report of the Management Board on the activities of Alior Bank S.A. and the Report of the Alior Bank S.A. Capital Group on non-financial information for 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Regarding item 9 of the agenda

Resolution No. 7/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: how to cover the loss for the financial year 2020.

§ 1

Pursuant to Article 395(2)(2) of the Code of Commercial Companies and § 17(1)(2) of the Articles of Association of Alior Bank S.A., and due to the fact that:

- The Bank incurred, in the financial year 2020, a net loss of PLN 316,388,134.06 (say: three hundred sixteen million three hundred eighty-eight thousand one hundred thirty-four zlotys 06/100) ("**Net Loss of the Bank**");
- The Net Loss of the Bank includes the surplus revenue the Bank's Housing Fund which is non-distributable pursuant to Article 5(4) of the Act of 26 October 1995 on Certain Forms of

Support for Housing Construction, equaling PLN 4,033,688.41 (say: four million thirty-three thousand six hundred eighty-eight zlotys 41/100) net ("**Profit of the Bank's Housing Fund**"),

- the net loss of the Bank incurred in the financial year 2020, not including the Profit of the Bank's Housing Fund, amounts to PLN 320,421,822.47 (say: three hundred twenty million four hundred twenty-one thousand eight hundred twenty-two zlotys 47/100) ("**Loss of the Bank to be Covered**"),

The Ordinary General Meeting of Shareholders of the Bank decides to cover the Net Loss of Bank in the amount of PLN 316,388,134.06 (say: three hundred sixteen million three hundred eighty-eight thousand one hundred thirty-four zlotys 06/100) in the following manner:

- 1) The Loss of the Bank to be Covered for the financial year 2020 in the amount of PLN 320,421,822.47 (say: three hundred twenty million four hundred twenty-one thousand eight hundred twenty-two zlotys 47/100) shall be covered from profits from future periods,
- 2) the non-distributable Profit of the Bank's Housing Fund in the amount of PLN 4,033,688.41 (say: four million thirty-three thousand six hundred eighty-eight zlotys 41/100) shall be allocated to reserve capital.

§ 2

The Resolution shall enter into force on the date of its adoption.

Regarding item 10 of the agenda

**Resolution No. 8/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Ms. Iwona Beata Duda for the performance of her duties as Vice President of the Management Board of the Bank during the period between 12 May 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 9/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

**on: granting discharge to a Member of the Management Board of the Bank for the performance
of their duties in the financial year 2020.**

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Maciej Brzozowski for the performance of his duties as Vice President of the Management Board of the Bank during the period between 29 June 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 10/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

**on: granting discharge to a Member of the Management Board of the Bank for the performance
of their duties in the financial year 2020.**

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Seweryn Kowalczyk for the performance of his duties as Vice President of the Management Board of the Bank during the period between 1 January 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 11/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Ms. Agata Urszula Strzelecka for the performance of his duties as Vice President of the Management Board of the Bank during the period between 1 January 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 12/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Dariusz Michał Szwed for the performance of his duties as Vice President of the Management Board of the Bank during the period between 1 January 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 13/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants

discharge to Mr. Krzysztof Kamil Bachta for the performance of his duties as President of the Management Board of the Bank during the period between 1 January 2020 and 12 Maj 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 14/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Tomasz Paweł Biłous Kowalczyk for the performance of his duties as Vice President of the Management Board of the Bank during the period between 1 January 2020 and 29 June 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 15/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Marcin Mirosław Jaszczuk for the performance of his duties as Vice President of the Management Board of the Bank during the period between 1 January 2020 and 29 June 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 16/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395 §(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Ms. Agnieszka Irena Nogajczyk-Simeonow for the performance of her duties as Vice President of the Management Board of the Bank during the period between 29 June 2020 and 18 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

**Resolution No. 17/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Mateusz Poznański for the performance of his duties as Vice President of the Management Board of the Bank during the period between 1 January 2020 and 29 February 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 18/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Management Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Marek Rafał Szcześniak for the performance of his duties as Vice President of the Management Board of the Bank during the period between 1 January 2020 and 29 June 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Regarding item 11 of the agenda

Resolution No. 19/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Ms. Aleksandra Agatowska for the performance of her duties as the Chairwoman of the Supervisory Board of the Bank during the period between 21 May 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 20/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Ernest Gerard Bejda for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 21 May 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 21/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Mikołaj Jerzy Handschke, for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 1 January 2020 and 31 December 2020, including for the performance of his duties of a Supervisory Board Member temporarily seconded to act in the capacity of a Vice President of the Management Board of the Bank between 21 December 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 22/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Artur Jarosław Kucharski for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 1 January 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 23/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Wojciech Andrzej Myślecki for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 1 January 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 24/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Marek Pietrzak for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 21 May 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 25/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Robert Pusz for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 21 May 2020 and 31 December 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 26/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Marcin Eckert for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 1 January 2020 and 18 May 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 27/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Dariusz Ireneusz Gątarek for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 1 January 2020 and 20 May 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 28/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Tomasz Paweł Kulik for the performance of his duties as the Chairman of the Supervisory Board of the Bank during the period between 1 January 2020 and 20 May 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Resolution No. 29/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of their duties in the financial year 2020.

§ 1

Pursuant to Article 395(2)(3) of the Code of Commercial Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank grants discharge to Mr. Maciej Bogdan Rapkiewicz for the performance of his duties as a Member of the Supervisory Board of the Bank during the period between 1 January 2020 and 20 May 2020.

§ 2

The Resolution shall enter into force on the date of its adoption.

Regarding item 12 of the agenda

**Resolution No. 30/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: expressing an opinion on the "Report on the remuneration of the members of the Management Board and the Supervisory Board of Alior Bank S.A. for the years 2019-2020" as submitted by the Supervisory Board of the Bank.

§ 1

Pursuant to § 17(1)(1b) of the Articles of Association of Alior Bank S.A., the Ordinary General Meeting of Shareholders of the Bank gives a positive opinion on the "Report on remuneration of the members of the Management Board and the Supervisory Board of Alior Bank S.A. for the years 2019-2020", as submitted by the Supervisory Board of the Bank.

§ 2

The resolution shall enter into effect into upon its adoption.

Regarding item 13 of the agenda

**Resolution No. 31/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: the position of the Ordinary General Meeting of Shareholders of the Bank regarding the assessment of the functioning of the remuneration policy in effect at the Bank.

§ 1

Pursuant to Article 414 of the Code of Commercial Companies and in accordance with § 28(4) of the "Corporate Governance Principles for Supervised Institutions" in their wording adopted by Resolution No. 218/2014 of the Polish Financial Supervision Authority of 22 July 2014, taking into account the "Report of the Supervisory Board on the assessment of the functioning of the Remuneration Policy in effect at Alior Bank S.A. in 2020", as submitted by the Supervisory Board of the Bank, the Ordinary General Meeting of Shareholders of the Bank states that the remuneration policy in force at the Bank fosters growth and ensures security of the Bank's operations.

§ 2

The Resolution shall enter into force on the date of its adoption.

Regarding item 14 of the agenda

**Resolution No. 32/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021**

on: amendments to the Articles of Association of Alior Bank Spółka Akcyjna.

Pursuant to Article 430(1) of the Code of Commercial Companies and § 17(2)(1) of the Articles of Association of Alior Bank S.A., it is hereby resolved as follows:

§ 1

In § 7(2) of the Articles of Association of Alior Bank S.A.:

- 1) in item 19), the period at the end of the sentence shall be replaced by a comma,
- 2) after § 7(2)(19), item 20) shall be added, reading as follows:

- "20) *activities performed pursuant to Article 70(2) of the Act on Trading in Financial Instruments, which are not brokerage activities, consisting in:*
- a) *execution of orders to purchase or dispose of financial instruments on behalf of the party placing the order,*
 - b) *purchasing or disposing of financial instruments on one's own behalf."*

§ 2

The Ordinary General Meeting of Shareholders of the Bank authorizes the Bank's Supervisory Board to compile a consolidated version of the Articles of Association, incorporating the amendments introduced by means of the present Resolution.

§ 3

The resolution shall enter into force on the day of its adoption, and shall be binding from the entry of the amendments to the Articles of Association of Alior Bank S.A., as introduced by this resolution, into the Register of Entrepreneurs of the National Court Register.

Resolution No. 33/2021
of the Annual General Meeting of Shareholders of
Alior Bank Spółka Akcyjna
dated 28 May 2021

on: amendments to the Articles of Association of Alior Bank Spółka Akcyjna.

Pursuant to Article 430(1) of the Code of Commercial Companies and § 17(2)(1) of the Articles of Association of Alior Bank S.A., it is hereby resolved as follows:

§ 1

The Articles of Association of Alior Bank S.A. shall be amended in such a way that:

1) § 17(1)(1) of the Articles of Association of Alior Bank S.A., previously reading:

"1) the review and approval of the Management Board's Report on the activities of the Bank, as well as the financial statements for the previous financial year,"

shall receive the new, following wording:

"1) the review and approval of:

- a) Management Board's Report on the activities of the Bank, as well as the financial statements for the previous financial year,*
- b) report on the activities and the financial statements of the Bank's capital group for the previous financial year,*
- c) report of the Bank's capital group concerning non-financial information for the previous financial year – if a separate report concerning non-financial information is drawn up,"*

2) § 23(2)(1) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"1) assessment of the Management Board's reports on the activities of the Bank and the financial statements for the previous financial year in terms of their compliance with the books and documents, as well as with the facts;"

shall receive the new, following wording:

"1) assessment of the Management Board's report on the activities of the Bank and the financial statements for the previous financial year, in terms of its compliance with books and documents, as well as with the facts,"

3) § 23(2)(3) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"3) *submission, to the General Meeting of Shareholders, of an annual written report on the results of the assessment referred to in items 1) and 2) above,"*

shall receive the new, following wording:

"3) *submission, to the General Meeting of Shareholders, of an annual written report on the results of the assessment referred to in items 1) and 2) above and in item 5) below,"*

4) § 23(2)(5) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"5) *review and approval of reports on the activities and of financial statements of the Bank's capital group,"*

shall receive the new, following wording:

"5) *assessment of the report on the activities and of the financial statements of the Bank's capital group for the previous financial year, in terms of their compliance with books and documents, as well as with the facts,"*

5) § 32(6) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"6. *The Internal Audit Unit shall report directly to the President of the Management Board. Supervision over the activities of the internal audit unit shall be exercised by the Supervisory Board through the Audit Committee."*

shall receive the new, following wording:

"6. *The internal audit unit and the compliance unit shall report directly to the President of the Management Board. Supervision over the activities of the internal audit unit shall be exercised by the Supervisory Board through the Audit Committee."*

6) § 33(2) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"2. *The Bank has standing or ad-hoc committees of opinion-giving, advice-offering and decision-making nature, established pursuant to resolutions of the Bank's Management Board. The standing committees include, in particular, the Assets and Liabilities Committee (ALCO) and the Bank's Credit Committee."*

shall receive the new, following wording:

"2. *The Bank has standing or ad-hoc committees of opinion-giving, advice-offering and decision-making nature, established pursuant to resolutions of the Bank's Management Board. The standing committees include, in particular the Capital, Assets and Liabilities Management Committee (CALCO) and the Bank's Credit Committee."*

§ 2

The Ordinary General Meeting of Shareholders of the Bank authorizes the Bank's Supervisory Board to compile a consolidated version of the Articles of Association, incorporating the amendments introduced by means of the present Resolution.

§ 3

The resolution shall enter into force on the day of its adoption, under proviso that a relevant consent of the Polish Financial Supervision Authority is obtained, and shall be binding from the entry of the amendments to the Articles of Association of Alior Bank S.A., as introduced by this resolution, into the Register of Entrepreneurs of the National Court Register.