

**Resolution No. ....../2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of ..... 2019**

**concerning the amendment to the Articles of Association of Alior Bank Spółka Akcyjna**

Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 17.2.1 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

The following amendments are made to the Articles of Association of Alior Bank S.A.:

1) In Article 17:

a) in par. 1, subpar. 1a with current wording:

“1a) review of the report of the Management Board – supported with an opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services”

is repealed,

b) in par. 2, following subpar. 10, subpar. 10a is inserted with the following wording:

“10a) determination of the principles of shaping Management Board members' remuneration,”;

2) Article 17, with its current wording:

Article 17a

“Approval of the General Meeting of Shareholders shall be required for the following:

- 1) disposal of fixed assets under the Accounting Act of 29 September 1994 (Journal of Laws of 2016, items 1047 and 2255), classified as intangible assets, tangible fixed assets or long-term investments, including as a contribution to a company or cooperative, if the value of such assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements, as well as handover of such assets for use to another entity, for a period in excess of 180 days in a calendar year, pursuant to a legal operation if the value of the object of such legal operation exceeds 5% of total assets; however, such handover for use in case of:
  - a) rental, lease or similar contract covering the handover of assets for use to other entities for a fee – the market value of the object of the legal operation shall be understood as the value of the services for:
    - a year – if such handover of the asset took place on the basis of contracts concluded for unspecified periods of time,
    - the entire term of the contract – in case of contracts concluded for an specified period of time,
  - b) lending contracts and other contracts for handover of assets to other entities free of charge – the market value of the object of the legal operation shall be understood as the value of the services if a rental or lease contract were

- concluded, for:
- a year – if such handover of the asset takes place on the basis of contracts concluded for unspecified periods of time,
  - the entire term of the contract – in case of contracts concluded for a specified period of time;
- 2) acquisition of fixed assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements;
- 3) acquisition or purchase of shares in another company for amounts exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements;
- 4) disposal of shares in another company for amounts exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements.”;
- is repealed;

3) In Article 23, par. 2:

a) subpar. 3a with its current wording:

“3a) provision of opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”

shall read as follows:

“3a) provision of opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”;

b) subpar.11, with the current wording of:

“11) determining remuneration for Management Board members employed under an employment contract or other contract;

shall read as follows:

“11) determination of the remuneration principles and the remuneration of Management Board members, conclusion, termination and amendment of agreements with Management Board members, taking into account the principles set forth by the General Meeting of Shareholders, pursuant to Article 17, par. 2, subpar. 10a,”

c) Article 18, with the current wording of:

“18) approving the requests of the Management Board to purchase, encumber or sell real estate or shares in real estate, or perpetual usufruct of land, if their value exceeds PLN 5,000,000. In other instances, the decision shall be taken by the Bank’s Management Board without the need to obtain the consent of the Supervisory Board, subject to matters where the decision is taken by the General Meeting, in compliance with Article 17a,”;

shall read as follows:

“18) approving the requests of the Management Board to purchase, encumber or sell real estate or shares in real estate, or perpetual usufruct of land, if their value exceeds PLN 5,000,000. In other instances, the decision shall be taken by the Bank’s Management Board without the need to obtain the consent of the Supervisory Board, save for Article 23a”

4) In Article 23a:

a) Article 1, with the current wording of:

“1) conclusion of contracts for legal services, marketing services, public relations services and social communication as well as management consulting services as long as the amount of fees payable for such services exceeds PLN 500,000 in an annual period,

shall read as follows:

“1) conclusion of contract for legal services, marketing services, public relations services and social communication as well as management consulting services as long as the amount of fees payable for such services under this contract or under other contracts entered into with the same entity exceeds PLN 500,000 in an annual period,”

b) following subpar. 4 the full stop is replaced with a semi-colon and subparagraphs 5-8 are inserted with the following wording:

“5) save for Article 17, par. 2, subpar. 4, management of intangible assets in the understanding of the Accounting Act of 29 September 1994 and classified as intangible assets, tangible fixed assets or long-term investments, including as a contribution to a company or cooperative, if the value of such assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements, as well as handover of such assets for use to another entity, for a period in excess of 180 days in a calendar year, pursuant to a legal operation if the value of the object of such legal operation exceeds 5% of total assets; however, such handover for use in case of:

a) rental, lease or similar contract covering the handover of assets for use to other entities for a fee – the market value of the object of the legal operation shall be understood as the value of the services for:

- a year – if such handover of the asset took place on the basis of contracts concluded for unspecified periods of time,
- the entire term of the contract – in case of contracts concluded for an specified period of time,

b) lending contracts and other contracts for handover of assets to other entities free of charge – the market value of the object of the legal operation shall be understood as the value of the services if a rental or lease contract were concluded, for:

- a year – if such handover of the asset takes place on the basis of contracts concluded for unspecified periods of time,
- the entire term of the contract – in case of contracts concluded for a specified period of time;

6) save for Article 17 par. 2, subpar. 4, the acquisition of fixed in the understanding of the Accounting Act of 29 September 1994, with the value exceeding:

- a) PLN 100,000,000, or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements.”;
- 7) acquisition or purchase of interests or shares in another company for amounts exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements,
- 8) disposal of interests or shares in another company for amounts exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets in the understanding of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements,”

5) in Article 26, par. 1a in the current wording of:

“1a. The Management Board shall prepare and submit to the General Meeting of Shareholders – supported with an opinion of the Supervisory Board – a report on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”;

shall read as follows:

“1a. The Management Board shall prepare and submit to the Supervisory Board a report on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”

6) Article 30.2 reading as follows:

“2. Decisions on incurring a liability or managing assets whose total value in respect of one entity exceeds 5% of the Bank’s own funds shall be taken by the Management Board after the respective Management Board request has been approved by the Supervisory Board, subject to Article 17a.”

shall read as follows:

2. Decisions on incurring a liability or managing assets whose total value in respect of one entity exceeds 5% of the Bank’s own funds shall be taken by the Management Board after the respective Management Board request has been approved by the Supervisory Board.

7) In Article 40a:

a) par. 1, with the current wording as follows:

“1. Disposal by the Company of fixed assets within the meaning of the Accounting Act of 29 September 1994 shall be carried out in the form of a tender in case of assets with the value in excess of 0.1 % of total assets, determined on the basis of the last approved financial statements, unless the value of the disposed asset does not exceed PLN 20,000.

shall read as follows:

“1. Disposal by the Company of fixed assets within the meaning of the Accounting Act of 29 September 1994 shall be carried out in the form of a tender or an auction in case of

assets with the market value in excess of 0.1 % of total assets, determined on the basis of the last approved financial statements, unless the market value of the disposed asset does not exceed PLN 20,000.,”

b) in par. 2 the introduction for calculation with current wording:

“2. The Bank may dispose of fixed assets referred to in par. 1 without holding a tender:”

shall read as follows:

“2. The Bank may dispose of fixed assets referred to in par. 1 without holding a tender or auction:“

## § 2

The General Meeting of Shareholders authorizes the Supervisory Board of the Bank to establish the uniform text of the Bank's Articles of Association, taking into account changes resulting from the provisions of the above resolutions concerning the amendments to the this Regulation.

## § 3

The Resolution comes into force upon its adoption provided that the permission of the Polish Financial Supervision Authority has been obtained and subject to an entry of the amendments to the Articles of Association of Alior Bank SA to the register of entrepreneurs of the National Court Register.

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Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 17.2.1 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§1

The following amendments are made to the Articles of Association of Alior Bank S.A.:

- 1) in Article 23, par. 2 following subpar.: 3a subpar. 3B is inserted with the following wording:

“3b) consideration of the report on the application of good practices referred to in Article 7. par. 3 of the Act on the management of state property,”;

- 2) in Article 26, after par. 1a, par. 1b is inserted with the following wording:

“1b. the Management Board draws up and submits to the Supervisory Board the report on the application of good practices referred to in Article 7. par. 3 of the Act on the management of state property,”;

§ 2

The General Meeting of Shareholders authorizes the Supervisory Board of the Bank to establish the uniform text of the Bank's Articles of Association, taking into account changes resulting from the provisions of the above resolutions concerning the amendments to the this Regulation.

§ 3

The Resolution comes into force upon its adoption provided that the permission of the Polish Financial Supervision Authority has been obtained and subject to an entry of the amendments to the Articles of Association of Alior Bank SA to the register of entrepreneurs of the National Court Register.

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Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 17.2.1 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

The Articles of Association of Alior Bank SA are amended in such a manner that in Article 18 after the par. 4 subpar. 5 and 6 are inserted with the following wording:

“5. A candidate Supervisory Board member, appointed by a company with a State Treasury shareholding which remains, in its relations with the Bank, a dominant entrepreneur in the meaning of Article 4(3) of the Act on competition and consumer protection dated 16 February 2007, should meet the requirements set forth in Article 19(1-3) and (5) of the Act on managing state property dated 16 December 2016.

6. The General Meeting takes immediate actions aimed at a dismissal of a Supervisory Board Member who does not meet the requirements set forth in the Articles of Association.

7. The obligation referred to in item 6 shall not apply to Supervisory Board members appointed by a company other than a company with a State Treasury shareholding which remains, in its relations with the Bank, a dominant entrepreneur in the meaning of Article 4(3) of the Act on competition and consumer protection dated 16 February 2007.“

§ 2

The General Meeting of Shareholders authorizes the Supervisory Board of the Bank to establish the uniform text of the Bank's Articles of Association, taking into account changes resulting from the provisions of the above resolutions concerning the amendments to the this Regulation.

§ 3

The Resolution comes into force upon its adoption provided that the permission of the Polish Financial Supervision Authority has been obtained and subject to an entry of the amendments to the Articles of Association of Alior Bank SA to the register of entrepreneurs of the National Court Register.

**Resolution No. ....../2019  
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**amending Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5th, 2017 on principles based on which the remuneration of the members of the Supervisory Board of Alior Bank Spółka Akcyjna is determined**

Pursuant to Article 392 § 1 of the Commercial Companies Code and Article 17.2.10 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5th, 2017 on the principles based on which the remuneration of the members of the Supervisory Board of Alior Bank Spółka Akcyjna is determined, is amended in the following manner:

§ 1(1), previously reading as follows:

“1. The monthly remuneration of the Bank’s Supervisory Board members shall be equal to the product of the average monthly salary in the production sector, excluding the profit-based bonuses paid in the fourth quarter of the preceding year, as announced by the President of the Central Statistical Office (GUS), and the factor of 2.75.”

shall receive the following wording:

“1. The monthly remuneration of the Bank’s Supervisory Board members shall be equal to the product of the base amount referred in Art. 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016, and the factor of 2.75.”

§ 2

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



**Resolution No. ....../2019  
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**amending Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5th, 2017 on principles based on which the remuneration of the members of the Management Board of Alior Bank Spółka Akcyjna is determined**

Pursuant to Article 378 § 2 of the Commercial Companies Code, the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5th, 2017 on principles based on which the remuneration of the members of the Management Board of Alior Bank Spółka Akcyjna is determined, is amended in the following manner:

§ 2(2), previously reading as follows:

“2. The fixed remuneration of the individual Management Board members shall be within the range of 7 to 15 average monthly salaries in the production sector, excluding the profit-based bonuses paid in the fourth quarter of the preceding year, as announced by the President of the Central Statistical Office (GUS).”

shall receive the following wording:

“2. The fixed remuneration of the individual Management Board members shall be within the range of 7 to 15 base amounts referred in Art. 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016”.

§ 2

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