

**Rules of the General Meeting of Shareholders of  
Alior Bank Spółka Akcyjna**

**I. GENERAL PROVISIONS**

§ 1

These Rules define the rules of convening, organisation and proceedings of General Meetings of Shareholders of Alior Bank Spółka Akcyjna ("Rules").

§ 2

General Meetings of the Bank's Shareholders shall be held in the manner and on terms defined in the Code of Commercial Companies and the Banking Law, in line with the Bank's Articles of Association, these Rules and in consideration of other generally applicable legal regulations.

**II. GENERAL RULES OF CONVENING GENERAL MEETINGS.**

§ 3

The Shareholders may hold annual or extraordinary general meetings. General Meetings shall be convened by the Bank's Management Board unless the applicable legal regulations, the Bank's Articles or these Rules stipulate otherwise.

§ 4

General Meeting shall be held at the Bank's registered office or another venue indicated in the announcement convening the General Meeting.

§ 5

General Meetings of the Bank's Shareholders shall be convened by announcement on the Bank's website and in the manner stipulated for communication of current information in line with the generally applicable regulations. The announcement should be published at least twenty six days prior to the date of the General Meeting.

§ 6

Annual General Meeting of the Bank's Shareholders should be held six months after the end of each financial year.

§ 7

Annual General Meeting shall be convened by the Management Board. Should the Management Board fail to convene the Annual General Meeting in time allowing organisation of the Annual General Meeting on the date referred to in § 6 above, the Annual General Meeting may be convened by the Supervisory Board.

#### § 8

Extraordinary General Meeting shall be convened by the Management Board:

1. upon its own initiative,
2. at the request of the Supervisory Board filed in writing or in electronic form with the Management Board; Extraordinary General Meeting of Shareholders should be convened at the request of the Supervisory Board within two weeks of the request submission date.

#### § 9

The Supervisory Board is authorised to convene an Extraordinary General Meeting of Shareholders if they deem it advisable.

#### § 10

If circumstances justify convening of the General Meeting of Shareholders by the Bank's Supervisory Board, as referred to in § 9 hereof, the Bank's Supervisory Board shall immediately notify the Bank's Management Board thereof in writing. A written notification referred to in the previous sentence should define the proposed agenda of the General Meeting, draft resolutions to be voted on, and the proposed date on which the General Meeting should be convened, however the statutory time limits concerning convening of the Bank's General Meeting of Shareholders must be observed.

#### § 11

An Extraordinary General Meeting of Shareholders may be convened by shareholders representing at least a half of the share capital or at least half of the votes in the Bank. The Bank's Shareholders shall notify the Bank's Management Board thereof in writing and present to the Bank's Management Board the grounds for convening a General Meeting of Shareholders in this manner. A written notification referred to in the previous sentence should in particular define the proposed agenda of the General Meeting, draft resolutions to be voted on, and the proposed date on which the General Meeting should be convened, however the statutory time limits concerning convening of the Bank's General Meeting of Shareholders must be observed.

#### § 12

Shareholder(s) representing at least one twentieth of the share capital may demand an Extraordinary General Meeting of Shareholders to be convened and certain matters to be put on its agenda.

### § 13

The demand referred to in § 12 must be submitted to the Management Board in writing or in the electronic form. The General Meeting of Shareholders should be convened within two weeks of the date when the demand referred to in the previous sentence is filed. Should the Management Board refuse the demand of shareholders referred to in this section, shareholders may have the right to convene an Extraordinary General Meeting under a court authorisation.

### § 14

Shareholder(s) representing at least one twentieth of the share capital may demand certain matters to be put on the agenda of the next General Meeting.

### § 15

The demand referred to in § 14 must be submitted to the Management Board in writing or in the electronic form twenty one days prior to the designated date of the General Meeting at the latest. The demand referred to in this section should contain grounds for or draft of a resolution concerning the proposed item of the agenda. The Management Board shall as soon as possible, not later than 18 days prior to the designated date of the General Meeting, announce in the manner appropriate for convening a General Meeting of Shareholders, changes to the agenda made on demand of shareholders, referred to in § 14.

### § 16

As of the date of convening a General Meeting of Shareholders, the Bank shall publish information required by the provisions of the Code of Commercial Companies on its website [www.aliorbank.pl](http://www.aliorbank.pl).

## III. TERMS OF ATTENDANCE AT A GENERAL MEETING OF SHAREHOLDERS.

### § 17

1. Only persons being the Bank's shareholders sixteen days prior to the date of the General Meeting (*registration date*) shall have the right to attend the General Meeting of the Bank's Shareholders.
2. Apart from attendants of the General Meeting defined in item 1 above, the following persons may attend the meeting:
  - 1) members of the Supervisory and Management Boards,
  - 2) experts, advisors, auditors and the Bank's employees whose presence is deemed expedient by the Supervisory Board or the Management Board,
  - 3) representatives of mass media whose presence at the meeting is approved by the Chairperson of the General Meeting,

- 4) persons referred to in Article 370 § 3 and Article 395 § 3 sentence 2 of the Code of Commercial Companies,
- 5) other persons invited by the Management Board.

#### § 18

General Meeting of the Bank's Shareholders can be attended by shareholders who, not earlier than upon announcement to convene a General Meeting and not later than on the first workdays after the attendance registration date, have filed a demand to have a registered certificate issued on the right to attend the Annual General Meeting to the entity running their securities account. The Bank shall make up a list of shareholders authorised to attend the General Meeting based on the list drawn up by the entity running securities deposit account in line with the regulations on financial instrument trading, received by the Bank not later than a week before the date of the General Meeting. Persons not mentioned in the list referred to above can attend the General Meeting of the Bank's Shareholders if they can present an unquestionably authentic document of a certificate on the right to attend the General Meeting of the Bank's Shareholders issued by the entity running their securities accounts.

#### § 19

Shareholders may attend the General Meeting of Shareholders and exercise their voting right in person or by a proxy.

#### § 20

1. The power-of-attorney to attend the General Meeting and exercise the right to vote should be granted in writing or in an electronic form.
2. Granting a power-of-attorney in an electronic form shall not require a safe electronic signature verified using a qualified certificate.
3. Powers-of-attorney drawn up in other languages than Polish should be translated into the Polish language by a certified translator.
4. Representatives of legal entities shall present up-to-date extracts from the relevant registers, listing the individuals authorised to represent these entities. Persons not mentioned in the extract should hold a power-of-attorney drawn up according to the provisions of this section.
5. If a proxy at the General Meeting is a member of the Management Board, member of the Supervisory Board, the Bank's liquidator, employee or a member of authorities or employee of the Bank's subsidiary, the power-of-attorney may authorise this person to represent the shareholder at only one General Meeting. Granting of further powers-of-attorney in this case is excluded.
6. It is assumed that a written power-of-attorney confirming the right to represent a shareholder at the General Meeting is legal and does not require confirmation unless its authenticity or validity raises doubts of the Chairperson of the General Meeting.

## § 21

1. The authorised Shareholders of the Bank who intend to use the right to use electronic means of communication with the Bank may do so solely using the following e-mail address: [Walne.Zgromadzenie@alior.pl](mailto:Walne.Zgromadzenie@alior.pl). This address can be used by shareholders in particular to send:
  - 1) the demand for a General Meeting of Shareholders to be convened;
  - 2) a request to put a specific matter on the agenda of the General Meeting;
  - 3) draft resolutions of the General Meeting;
  - 4) questions;
  - 5) notifications on granting a power-of-attorney in an electronic form and revocation thereof.
2. Persons using the right to use electronic means of communication with the Bank should prove their shareholder status or their right to attend the General Meeting of the Bank's Shareholders. Along with the demand, request, draft resolution, question or notification sent to the Bank using the e-mail address referred to in item 1 above, these persons must also send their share certificate or notification on the right to attend the General Meeting of the Bank's Shareholders, as appropriate, and:
  - 1) for natural persons – scan of their identity card or passport;
  - 2) for corporate entities or entities defined in Article 33<sup>1</sup> § 1 of the Civil Code – scan of an entry into the relevant register.
3. If granting of a power-of-attorney is notified in an electronic form, apart from the documents referred to in item 2 above, the shareholder or a person authorised to attend the General Meeting of the Bank's Shareholders must additionally send to the e-mail address referred to in item 1 above:
  - 1) scan of the granted power-of-attorney;
  - 2) scan of the identity card or passport of a proxy being a natural person;
  - 3) scan of an entry in the relevant register for a proxy being a corporate entity or an entity defined in Article 33<sup>1</sup> § 1 of the Civil Code.
4. The Bank may indicate further means of communication with the Bank in the announcement convening a General Meeting.
5. Requests, demands, draft resolutions, questions and notifications submitted by shareholders otherwise, failing to meet the requirements referred to in items 1-4 above shall have no legal effect to the Bank and, therefore, shall not be taken into consideration.

## § 22

1. Each of the shareholders entered on the list of shareholders authorised to attend a General Meeting shall report their presence upon arrival to the General Meeting (at the shareholder registration desk) and be entered on the attendance register of the General Meeting of Shareholders.

2. When drawing up the attendance register of a General Meeting, the following actions take place:

- 1) identity check of the shareholder or his/her proxy;
- 2) specification of the number of shares held by the registering attendant of the General Meeting;
- 3) determination of the number of votes allowed to the registering attendant of the General Meeting;
- 4) obtaining the signature of the GM attendant on the attendance register;
- 5) issuance of the ballot paper, voting guide and other materials of the meeting to the GM attendants.

#### § 23

Each of the shareholders may submit draft resolutions concerning matters put on the agenda during the General Meeting of Shareholders.

#### § 24

Resolutions of the General Meeting of Shareholders shall be passed by an absolute majority of votes, unless provisions of the Code of Commercial Companies or the Bank's Articles of Association stipulate otherwise.

#### § 25

One share gives one vote at the General Meeting of Shareholders.

#### § 26

Shareholders may vote differently for each of shares held.

#### § 27

1. Except as stipulated in item 2 below, the ballot shall be open.
2. Secret ballot shall be ruled by the General Meeting's Chairperson during elections and voting on motions to remove members of the Bank's authorities, on brining them to account, as well as voting on personal matters. Secret ballot shall be ruled by the General Meeting's Chairperson also in other matters, upon request of at least one of the GM attendants, except for voting on motions on formal matters.
3. The voting and vote counting shall be conducted by a business providing electronic vote counting services or otherwise, as stipulated in the voting guide.

#### § 28

1. General Meeting of Shareholders shall be opened by the Chairperson of the Supervisory Board or one of his/her Deputies, and then s/he shall hold election of the Chairperson of the

General Meeting from among its attendants. If none of the above persons can open the General Meeting, it shall be opened by the President of the Management Board or a person appointed by the Management Board.

2. Election of the Chairperson of the General Meeting of the Bank's Shareholders shall be conducted in a secret ballot. The person opening the General Meeting shall supervise proper course of the vote and announce its outcome.
3. Each attendant of the General Meeting may run for the Chairperson of the General Meeting and put forward one candidate for this role.

#### § 29

If an Extraordinary General Meeting is convened in the manner stipulated in § 11, Chairperson of this Meeting shall be appointed by the shareholders.

#### § 30

If an Extraordinary General Meeting is convened in the manner stipulated in Article 400 § 3 of the Code of Commercial Companies, Chairperson of this Meeting shall be appointed by the court of registration.

#### § 31

1. Chairperson of the General Meeting shall ensure efficiency of the meeting's proceedings and that the rights and interests of all shareholders are respected. The Chairperson should in particular prevent the abuse of their rights by the General Meeting attendants and ensure that the rights of minority shareholders are respected.
2. The Chairperson should not resign from this role without valid reasons, nor can s/he unduly delay signing of the General Meeting's minutes.
3. Responsibilities and rights of the Chairperson of the General Meeting, in addition to other referred to herein, shall include in particular:
  - 1) acknowledgement that the General Meeting has been convened appropriately and is capable of adopting resolutions,
  - 2) presentation of the adopted agenda of the General Meeting,
  - 3) giving to and taking the floor from attendants of the General Meeting who speaks evidently not to the point or breaches the rules of decent conduct,
  - 4) ruling the vote and supervision over its proper course, and announcement of its outcome.
  - 5) ruling breaks in the meeting,
  - 6) settlement of doubts related to the rules,
  - 7) closing the General Meeting once the adopted agenda is exhausted.
4. The Chairperson of the General Meeting has the right to consult a notary, lawyers and other independent advisors hired by the Bank's Management Board to assist the General Meeting

- of Shareholders. The Chairperson of the General Meeting shall inform the attendants of their presence at the General Meeting.
5. Each attendant of the General Meeting may speak on matters included in the adopted agenda and currently discussed, including asking questions to the Bank's representatives.
  6. Each attendant of the General Meeting shall have the right to put forward a motion on formal matters, understood as motions concerning the debating and voting manner, in particular those concerning: postponement or closing of the debate, adjournment of the meeting, order of voting on motions submitted for a given item of the agenda, and closing the list of candidates in elections.
  7. Motions submitted on formal matters shall be decided by the Chairperson of the General Meeting, except for adjournments of the meeting which are ruled under a resolution of the General Meeting adopted with a majority of 2/3 of votes. The adjournments must not last more than 30 days in total. Provisions of this item shall not apply to short organisational breaks rules by the Chairperson of the General Meeting, such as short resting breaks or technical breaks.
  8. The Chairperson of the General Meeting may limit the speaking time of the GM attendants if efficiency of the proceedings may be compromised due to the number of people entered for the debate on a given item of the agenda.
  9. The Chairperson of the General Meeting may at any time give the floor to the members of the Bank's Management Board or Supervisory Board.
  10. Members of the Bank's Management Board and Supervisory Board shall be obliged to answer questions of the GM attendants concerning information about the Bank if this is justified for the purposes of assessing the item of the General Meeting's agenda, except for situation in which refusal to answer is stipulated by the law. A questions shall be considered answered if relevant information is available at the Bank's website in the section designated for shareholders' questions and for answering them.
  11. If there are valid reasons for it, the Bank's Management Board may answer a question asked at the General Meeting in writing, not later, however, than 14 days of the date of the final date of the General Meeting.
  12. Answering the shareholders' questions, the Bank's Management shall take into account that the Bank, as a public traded company, performs informational duties in a manner stipulated in the Act on Trading in Financial Instruments and the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, and administrative acts thereto; moreover, a variety of information cannot be provided otherwise than in the manner stipulated in these provisions.
  13. Once the debate on a given item of the agenda is closed, the Chairperson of the General Meeting shall rule a vote on a draft resolution. The draft resolution should be read aloud prior to the vote. It shall be allowed to refer to the text of the draft resolution handed out to the GM attendants if none of them filed an objection thereto.

#### IV. CHANGE OF THE MEMBERS OF THE SUPERVISORY BOARD



1. If agenda of the General Meeting includes making changes of the members of the Supervisory Board, the General Meeting may determine, by way of a resolution, the number of members of the Supervisory Board up to the number stipulated in the Articles of Association. If there is no motion to change the number of members of the Supervisory Board, the number determined in the previous resolution of the General Meeting shall apply.
2. Each of the GM attendants has the right to file a motion to dismiss individual or all members of the Supervisory Board. Vote on dismissal of the Supervisory Board members shall be held separately for each member, unless a motion is filed to dismiss all the members of the Supervisory Board – in this case, the vote shall apply to all the members jointly.
3. Each of the GM attendants has the right to put forward candidates for members of the Supervisory Board. Candidacies put forward must be accompanied by a rationale and a short CV of the candidate, specifying in particular education and previous job history.
4. A candidate put forward shall be entered on the list of candidates upon statement of consent to run for the role and statement on meeting the independence criterion as well as any other statements required by the generally applicable regulations.
5. A candidate absent at the General Meeting can be entered on the list of candidates if the person putting forward the candidacy presents:
  - 1) a written consent of the candidate to run for the role along with the statement on meeting the independence requirements, or
  - 2) a written statement for the candidate put forward on his/her consent to run for the role and on meeting the independence criteria, and
  - 3) other statements of the candidate required by the law and submitted in the appropriate form.
6. The list of candidates for members of the Supervisory Board shall be made in alphabetical order.
7. Election of the Supervisory Board members shall be held separately for each candidate, in a secret ballot, by an absolute majority of votes. A vote cast on a larger number of candidates than the number of seats shall be invalid. If the number of candidates for members of the Supervisory Board is equal to the number of seats, the Chairperson of the General Meeting may rule a joint vote for all candidates.
8. The Supervisory Board shall be joined by candidates who, with the absolute majority of votes, received the greatest number of votes, and if there is an equal number of votes for the last seat-winning place, another
9. Provisions of this section shall apply if the adopted agenda of the General Meeting includes changes in the Supervisory Board.
10. If a motion is put forward to hold election of the Supervisory Board members in separate groups, relevant provisions of the Code of Commercial Companies shall apply.

## V. CLOSING OF THE GENERAL MEETING OF SHAREHOLDERS

Once all items of the agenda and any organisational matters are exhausted, the Chairperson of the General Meeting shall announce that the meeting is closed.

## VI. MINUTE-TAKING

### § 34

1. Resolutions of the General Meeting of Shareholders shall be recorded by a notary or else be deemed null and void.
2. The minutes shall be accompanied by the attendance register signed by the GM attendants and a printout of the current report containing the announcement to convene the General Meeting.
3. An extract of the minutes along with evidence of convening the General Meeting and powers-of-attorney granted by the shareholders shall be added to the minute book by the Management Board.

### § 35

1. To be valid, any amendments hereto shall require a resolution of the General Meeting of Shareholders.
2. Amended provisions of these Rules shall enter into force as of the date of the General Meeting following the General Meeting that adopted these amendments.