



**Powszechny Zakład Ubezpieczeń
Spółka Akcyjna**

Warsaw, July 3, 2023

**Management Board of
Alior Bank S.A.**
Łopuszańska 38D
02-232 Warsaw

MOTION OF THE SHAREHOLDER FOR CONVENING THE EXTRAORDINARY GENERAL MEETING

Acting on behalf of Powszechny Zakład Ubezpieczeń Spółka Akcyjna - a shareholder of Alior Bank Spółka Akcyjna with its registered office in Warsaw ("the Bank"), pursuant to Art. 400 § 1 of the Code of Commercial Companies and § 12 sec. 9 of the Bank's Articles of Association, we submit a request to immediately convene an Extraordinary General Meeting of the Bank with the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Verification whether the Extraordinary General Meeting has been convened correctly and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of resolutions on changes in the composition of the Supervisory Board of the Bank.
6. Adoption of a resolution on incurring the costs of convening and holding the Extraordinary General Meeting.
7. Closure of the Extraordinary General Meeting.

Justification

A demand to convene an extraordinary general meeting and to place certain matters on the agenda of this meeting is a statutory right of a shareholder or shareholders representing at least one twentieth of the share capital.

Included in the agenda of the Extraordinary General Meeting of the Bank is an item concerning changes in the composition of the Bank's Supervisory Board results from the powers of the General Meeting to appoint and dismiss members of the Supervisory Board and is aimed at strengthening the ownership supervision over the Bank.

Please find attached the draft resolutions of the Extraordinary General Meeting of the Bank.

**Resolution No/2023
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated 2023**

on: election 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 Extraordinary General Meeting of Shareholders of the Bank appoints to act as the Chairperson of the Extraordinary General Meeting of Shareholders.

§ 2

The resolution shall enter into effect upon its adoption.

Justification of the resolution of the Extraordinary General Meeting on the election of the Chairperson of the General Meeting of Shareholders of the Bank.

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 election of the Chairperson will take place during the General Meeting.

**Resolution No/2023
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated 2023**

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

§ 1

The Extraordinary General Meeting of the Bank adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Verification whether the Extraordinary General Meeting has been convened correctly and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of resolutions on changes in the composition of the Supervisory Board of the Bank.
6. Adoption of a resolution on incurring the costs of convening and holding the Extraordinary General Meeting.
7. Closure of the Extraordinary General Meeting.

§ 2

The resolution shall enter into effect upon its adoption.

Justification of the resolution of the Extraordinary General Meeting on adoption of the agenda of the General Meeting of the Bank.

The General Meeting shall be held in accordance with the adopted agenda. Pursuant to Article 404 § 1 of the Code of Commercial Companies, a resolution cannot be adopted in any matter not

included in the agenda, unless the entire share capital is represented at the General Meeting and no one present has objected to adopting the resolution.

**Resolution No/2023
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated 2023**

on: changes in the composition of the Supervisory Board of Alior Bank Spółka Akcyjna

§ 1

Pursuant to Article 385 § 1 of the Code of Commercial Companies and § 18(3) of the Articles of Association of the Bank, the Extraordinary General Meeting of the Bank dismisses from the composition of the Supervisory Board of the Bank.

§ 2

The resolution shall enter into effect into upon its adoption.

Justification of the resolution of the Extraordinary General Meeting on changes in the composition of the Supervisory Board of Alior Bank Spółka Akcyjna

Pursuant to § 18(3) of the Articles of Association of the Bank, Members of the Supervisory Board can be at any time dismissed by way of a resolution of the General Meeting

**Resolution No/2023
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated 2023**

on: changes in the composition of the Supervisory Board of Alior Bank Spółka Akcyjna

§ 1

Pursuant to § 8(7) of the *“Policy of the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.”*, Article 385 § 1 of the Code of Commercial Companies and § 18(1) of the Articles of Association of the Bank, the Extraordinary General Meeting:

- 1) approves the primary assessment of the suitability of the candidate: Ms/Mr, for a member of the Supervisory Board of the Bank;
- 2) appoints Ms/Mr to the Supervisory Board of the Bank.

§ 2

The resolution shall enter into effect into upon its adoption.

Justification of the resolution of the Extraordinary General Meeting on changes in the composition of the Supervisory Board of Alior Bank Spółka Akcyjna

Pursuant to § 8(7) of the *“Policy of the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.”*, the primary assessment of individual suitability is approved by the General Meeting in the form of a resolution.

§ 18(1) of the Articles of Association of the Bank provides that the Supervisory Board comprises of 5 to 8 members appointed by the General Meeting for a joint term of 4 years.

**Resolution No/2023
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated 2023**

on: incurring the costs of convening and holding the Extraordinary General Meeting.

§ 1

Pursuant to Article 409 § 4 of the Code of Commercial Companies, the Extraordinary General Meeting of the Bank resolves that the costs of convening and holding the Extraordinary General Meeting shall be borne by the Bank.

§ 2

The resolution shall enter into effect upon its adoption.

Justification of the resolution of the Extraordinary General Meeting incurring the costs of convening and holding the Extraordinary General Meeting

Pursuant to Article 400 § 4 of the Code of Commercial Companies, a meeting convened upon request of a shareholder or shareholders representing at least one-twentieth of the share capital adopts a resolution as to whether the costs of convening and holding the meeting are to be borne by the company.