

**Draft resolutions to be on the agenda of the Annual General Meeting  
of Alior Bank S.A. convened for May 31<sup>st</sup>, 2022 containing the draft resolution submitted by the  
Shareholder**

*Re. point 2 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on election of the Chairperson of the Bank's General Meeting**

§ 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 Annual General Meeting of the Bank appoints \_\_\_\_\_ to act as the Chairperson of the Annual General Meeting

§ 2

The resolution shall enter into force upon its adoption.

*Re. point 4 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

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

§ 1

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

1. Opening of the Annual General Meeting.
2. Appointment of the Chairman of the Annual General Meeting.
3. Verification whether the Annual General Meeting has been convened correctly and is capable of adopting binding resolutions.

4. Adoption of the agenda of the Annual General Meeting.
5. Presentation and review of the following:
  - a) Financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2021,
  - b) Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on 31 December 2021,
  - c) Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2021, 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 for the year 2021.
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 2021.
7. Presentation to the Annual General Meeting of the list of amendments made to the Regulations of the Supervisory Board of Alior Bank Spółka Akcyjna made in 2021.
8. Presentation to the Annual General Meeting the information on the status of application by Alior Bank Spółka Akcyjna the principles contained in “Best Practice for GPW Listed Companies 2021”
9. 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 2021,
  - b) review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2021,
  - c) review and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2021,
  - d) review and approval of the Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2021, 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 2021.
10. Adoption of a resolution on the method of dividing profits for the financial year 2021.
11. Adoption of resolutions on acknowledgement of the fulfilment of duties of Members of the Management Board of the Bank in the financial year 2021.
12. Adoption of resolutions on acknowledgement of the fulfilment of duties of Members of the Supervisory Board of the Bank in the financial year 2021.
13. Adoption of a resolution on the position of the Annual General Meeting of the Bank regarding the assessment of the functioning of the remuneration policy in effect at the Bank.
14. Adoption of a resolution on the approval of the “Policy for the selection and assessment of members of the Supervisory Board of Alior Bank Spółka Akcyjna”.
15. Adoption of a resolution on assessment of the collective suitability of Alior Bank S.A. Supervisory Board.

16. 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 year 2021” submitted by the Supervisory Board of the Bank.
17. Adoption of a resolution amending the Articles of Association of Alior Bank S.A.
18. Adoption of a resolution on the adoption for use of the Best Practice for GPW Listed Companies 2021.
19. Closure of the Annual General Meeting.

§ 2

The resolution shall enter into force upon its adoption.

*Re. point 9 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**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 2021.**

§ 1

Pursuant to Article 382 § 3 of the Commercial Companies Code and § 23 section 2 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting 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 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2021,**

§ 1

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and § 17 section 1 point 1 of the Articles of Association of the Bank, the Annual General Meeting of the Bank approves, upon reviewing it, the financial statements of the Alior Bank Spółka Akcyjna for the year ended on 31 December 2021, comprising the following elements:

- statement on financial standing, drawn up as at 31 December 2021, which shows, on the assets and liabilities side, the sum of PLN 82,930,687 thousand,
- profit and loss account for the period from 1 January 2021 to 31 December 2021, which shows a net profit in the amount of PLN 439,293 thousand,
- statement of comprehensive income for the period from 1 January 2021 to 31 December 2021, which shows a loss in the amount of PLN 683,119 thousand,
- statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, showing a decrease in equity by PLN 683,119 thousand,
- cash flow statement for the period from 1 January 2021 to 31 December 2021, showing an increase in cash by PLN 1,314,500 thousand,
- additional information and explanations.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on review and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2021.**

§1

Pursuant to Article 395 § 5 of the Commercial Companies Code and § 17 section 1 point 1 of the Articles of Association of the Bank, the Annual General Meeting of the Bank approves the

Consolidated financial statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2021, comprising the following elements:

- statement on financial standing, drawn up as at 31 December 2021, which shows, on the assets and liabilities side, the sum of PLN 83,048,372 thousand,
- profit and loss account for the period from 1 January 2021 to 31 December 2021, which shows a net profit in the amount of PLN 481,925 thousand,
- statement of comprehensive income for the period from 1 January 2021 to 31 December 2021, which shows a loss in the amount of PLN 640,487 thousand,
- statement of changes in equity for the financial year from 1 January 2021 to 31 December 2021, which shows a decrease in equity by PLN 640,400 thousand,
- cash flow statement for the period from 1 January 2021 to 31 December 2021, which shows an increase in cash by PLN 1,303,490 thousand;
- additional information and explanations.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on review and approval of the Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2021, 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 2021.**

§ 1

Pursuant to Article 395 § 2 point 1 of the Commercial Companies Code and § 17 section 1 point 1 of the Articles of Association of Alior Bank S.A., in conjunction with Article 55 section 2a et seq. of the Accounting Act of 29 September 1994, the Annual General Meeting 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 2021, 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 2021.

§ 2

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

*Re. point 10 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on method of dividing profits for the financial year 2021**

§ 1

Pursuant to Article 395 § 2 point 2 of the Commercial Companies Code and § 17 section 1 point 2 of the Articles of Association of the Bank, the Annual General Meeting of the Bank decides that the Bank's net profit for 2021 in the total amount of PLN 439,292,863.06 (four hundred thirty nine million two hundred ninety two thousand eight hundred sixty three zlotys 06/100) shall be allocated as follows:

- 1) to cover the undivided result from previous years (loss), part of the profit in the amount of PLN 437,052,248.79 (four hundred and thirty seven million fifty-two thousand two hundred and forty eight zlotys 79/100),
- 2) for supplementary capital of non-distributable profit of the Building Society of the Bank in the amount of PLN 2,240,614.27 (two million two hundred and forty thousand six hundred and fourteen zlotys 27/100).

§ 2

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

*Re. point 11 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank

acknowledges the fulfilment of duties of Mr. Grzegorz Olszewski as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 11 November 2021 to 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Radomir Gibala as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 14 June 2021 to 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Rafał Gedymin Litwińczuk as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 15 November 2021 to 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Marek Tomasz Majsak as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 16 November 2021 to 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Jacek Polańczyk as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 17 May 2021 to 31 December 2021.

§ 2

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



**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Paweł Leszek Tymczyszyn as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 11 November 2021 to 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr Maciej Brzozowski:

- Vice-President of the Management Board of the Bank, from 1 January 2021 to 22 October 2021 and from 11 November 2021 to 31 December 2021.
- Vice-President of the Management Board of the Bank in charge of the work of the Management Board in the period from 23 October 2021 to 10 November 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Ms. Iwona Beata Duda:

- Vice-President of the Management Board of the Bank who manages the work of the Management Board in the period from 1 January 2021 to 3 March 2021.
- President of the Management Board of the Bank, in the period from 4 March 2021 to 22 October 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Seweryn Kowalczyk as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 1 January 2021 to 10 November 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Ms. Agata Urszula Strzelecka as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 1 January 2021 to 10 November 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Management Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 section 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Dariusz Michał Szwed as Vice-President of the Management Board in charge of the work of the Management Board of the Bank in the period from 1 January 2021 to 10 November 2021.

§ 2

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

*Re. point 12 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Ms. Aleksandra Agatowska as the Chairwoman of the Supervisory Board of the Bank during the period between 1 May 2021 and 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Ernest Gerard Bejda as a Member of the Supervisory Board of the Bank during the period between 1 January 2021 and 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Ms. Małgorzata Erlich - Smurzyńska as a Member of the Supervisory Board of the Bank during the period between 1 December 2021 and 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Paweł Wojciech Knop as a Member of the Supervisory Board of the Bank during the period between 1 December 2021 and 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Artur Jarosław Kucharski as a Member of the Supervisory Board of the Bank during the period between 1 January 2021 and 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Filip Aleksander Majdowski as a Member of the Supervisory Board of the Bank during the period between 7 June 2021 and 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Marek Pietrzak as a Member of the Supervisory Board of the Bank during the period between 1 January 2021 and 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Dominik Mikołaj Witek as a Member of the Supervisory Board of the Bank during the period between 7 June 2021 and 31 December 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Mikołaj Jerzy Handschke, as a Member of the Supervisory Board of the Bank during the period between 1 January 2021 and 30 November 2021, 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 1 January 2021 and 13 June 2021.

§ 2

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

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Wojciech Andrzej Myślecki as a Member of the Supervisory Board of the Bank during the period between 1 January 2021 and 9 August 2021.

§ 2

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



**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on acknowledgement of the fulfilment of duties of the Member of the Supervisory Board of the  
Bank in the financial year 2021.**

§ 1

Pursuant to Article 395 § 2 point 3 of the Commercial Companies Code and § 17 section 1 point 3 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank acknowledges the fulfilment of duties of Mr. Robert Pusz as a Member of the Supervisory Board of the Bank during the period between 1 January 2021 and 26 May 2021.

§ 2

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

*Re. point 13 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on the position of the Annual General Meeting 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 Commercial Companies Code and in accordance with § 28 section 4 of the “Corporate Governance Principles for Supervised Institutions” in the 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 2021*”, as submitted by the Supervisory Board of the Bank, the Annual General Meeting 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.

*Re. point 14 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on approval of the “Policy for the selection and assessment of members of the Supervisory Board of Alior Bank Spółka Akcyjna”.**

The Annual General Meeting of Alior Bank S.A. with its registered office in Warsaw (“Bank”), acting on the basis of Articles 414 and § 17 section 2 point 11) of the Articles of Association of the Bank in conjunction with Article 22aa of the Act of 29 August 1997 of the Banking Law Act, resolves as follows:

§ 1

The Annual General Meeting approves the “Policy for the selection and assessment of members of the Supervisory Board of Alior Bank S.A.” in the wording specified in Appendix no. 1 to this resolution.

§ 2

The resolution shall enter into force upon its adoption.

*Re. point 15 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on assessment of the collective suitability of Alior Bank S.A. Supervisory Board.**

The Annual General Meeting of Alior Bank S.A. with its registered office in Warsaw (“the Bank”), acting pursuant to Article 414 of the Commercial Companies Code and § 17 section 2 point 11) of the Bank’s Articles of Association in connection with § 10 section 7 of the “Policy of Selection and Assessment of the Members of the Supervisory Board of Alior Bank S.A.” (“the Policy of Selection and Assessment”), hereby resolves as follows:

§ 1

The Annual General Meeting of the Bank approves the positive assessment of the collective suitability of the Bank's Supervisory Board at the end of fiscal year 2021 and concludes that the Bank's Supervisory Board in fiscal year 2021 met the requirements set out in the Policy of Selection and Assessment, including in particular:

- a) an adequate number of its members met the independence criteria;
- b) an adequate number of its members held the required accounting knowledge and skills;
- c) an adequate number of its members held the required auditing knowledge and skills;
- d) an adequate number of its members held the required knowledge and skills in the financial sector;
- e) all members of the Bank's Supervisory Board had at least a high level of competence to chair meetings;
- f) The Bank's Supervisory Board had the required level of other competencies as a body;
- g) the members of the Bank's Supervisory Board declared their willingness to devote sufficient time in performing their duties as members of the Bank's Supervisory Board.

§ 2

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

*Re. point 16 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**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 year 2021” as submitted by the Supervisory Board of the Bank.**

§ 1

Pursuant to § 17 section 1 point 1b) of the Articles of Association of Alior Bank S.A., the Annual General Meeting 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 year 2021”, as submitted by the Supervisory Board of the Bank.

§ 2

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

*Re. point 17 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

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

Pursuant to Article 430 § 1 of the Commercial Companies Code and § 17 section 2 point 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 § 7 section 2 of the Articles of Association of Alior Bank S.A.:

- 1) in point 20), the period at the end of the sentence shall be replaced by a comma,
- 2) after § 7 section 2 point 20), point 21) shall be added, reading as follows:

*“21) issuance of electronic identification means within the meaning of the provisions on trust services.”*

§ 2

The Annual General Meeting 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 the provision 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.

*Re. point 18 of the agenda*

**Resolution no. \_\_/2022  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
dated 31 May 2022**

**on adoption of the Best Practice for GPW Listed Companies 2021**

Pursuant to § 17 section 2 point 11 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Alior Bank S.A., resolves as follows:

§ 1

The Annual General Meeting of Alior Bank S.A., declares that the General Meeting, acting within its competences, apply the rules outlined in the set of “Best Practice for GPW Listed Companies 2021” which form an appendix to the resolution of the Supervisory Board of Warsaw Stock Exchange S.A. No. 13/1835/2021 29 of March 2021 (hereinafter: “Best Practices”), within the scope addressed to the General Meeting and the shareholders, taking into account generally applicable provisions of law and the Articles of Association of Alior Bank S.A.

§ 2

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

Appendix no. 1 to Resolution no. \_\_\_/2022 of the Annual General Meeting of Alior Bank Spółka Akcyjna of 31 May 2022 on: approval of the “Policy for the selection and assessment of members of the Supervisory Board of Alior Bank Spółka Akcyjna”.

## **POLICY FOR THE SELECTION AND ASSESSMENT OF MEMBERS OF THE SUPERVISORY BOARD OF ALIOR BANK S.A.**

To assess whether the Supervisory Board members address the requirements referred to in Article 22aa of the Banking Law Act, this Policy of Selection and Assessment of Supervisory Board Members of Alior Bank S.A. has been put into place

### **§ 1.**

#### **DEFINITIONS**

Whenever the following terms or abbreviations are used in this Policy, they should be construed as follows:

<b>Shareholder</b>	A shareholder proposing a candidate for a member of the Supervisory Board before or during the General Meeting of Shareholders of Alior Bank S.A.
<b>Bank</b>	Alior Bank Spółka Akcyjna
<b>CRR</b>	Regulation No. 575/2013 of the European Parliament and of the Council (EU) of 26 June 2013 on prudential requirements for credit institutions and investment firms, amending Regulation (EU) No. 648/2012
<b>Best Practice</b>	Code of Best Practice for WSE Listed Companies (adopted by a resolution of the Stock Exchange Council)
<b>PFSA</b>	Polish Financial Supervision Authority
<b>Audit Committee</b>	Audit Committee of the Supervisory Board of the Bank
<b>Nomination Committee</b>	Nomination and Remuneration Committee of the Supervisory Board of the Bank
<b>Expert Unit</b>	a person or organisational unit of the Bank responsible for HR matters appointed by the Nomination Committee
<b>Methodology</b>	Methodology of suitability assessment of the members of bodies of entities supervised by the Polish Financial Supervision Authority
<b>Policy</b>	this <i>“Policy of Selection and Assessment of Supervisory Board Members of Alior Bank S.A.”</i>
<b>Banking Law Act</b>	the Banking Law Act of 29 August 1997
<b>Supervisory Board</b>	Supervisory Board of the Bank
<b>Recommendation Z</b>	Recommendation Z on the principles of internal governance in banks, issued by the Polish Financial Supervision Authority

<b>Regulation concerning the scope of tasks to be performed by the nomination committee</b>	Regulation of the Minister of Finance of 7 May 2018 concerning the detailed scope of tasks to be performed by the nomination committee at major banks
<b>Act on Expert Auditors</b>	the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision
<b>Act on Trading</b>	the Act of 29 July 2005 on Trading in Financial Instruments
<b>Act on the rules for obtaining information about the criminal record</b>	the Act of 12 April 2018 on the rules for obtaining information about the criminal record of persons applying for employment and persons working in the financial sector
<b>Act on the principles of property management</b>	the Act of 16 December 2016 on the principles of state property management
<b>General Meeting</b>	General Meeting of the Bank
<b>Guidelines</b>	Guidelines of the European Securities and Markets Authority and of the European Banking Authority of 21 March 2018 regarding suitability assessment of management body members and key function holders
<b>Management Board</b>	Management Board of the Bank
<b>PCG</b>	Principles of Corporate Governance for supervised institutions adopted under the Resolution of the Polish Financial Supervision Authority of 22 July 2014

## § 2.

### LEGAL BASIS

1. This Policy has been adopted under:
  - 1) Article 22.2 and 3 and Article 22a.1 and 2 in conjunction with Article 22aa of the Banking Law Act,
  - 2) Article 9cd.5 of the Banking Law Act in conjunction with § 1 of the Regulation concerning the scope of tasks to be performed by the nomination committee,
  - 3) Article 9ce of the Banking Law Act,
  - 4) Article 111.6 to 111.6e of the Act on Trading,
  - 5) Article 129.3 of the Act on statutory auditors,
  - 6) Article 22 of the Act on the principles of property management,
  - 7) the Act on the rules for obtaining information about the criminal record.
2. This Policy has been adopted with concern to the Guidelines, Methodology and Best Practice.

3. If any provisions of this Policy prove to be inconsistent with generally binding provisions of law, relevant provisions of law should be applied when selecting and assessing members of the Management Board and Supervisory Board.

### **§ 3.**

#### **OBJECTIVES, GENERAL AND DETAILED SCOPE**

1. This Policy has been put into place in the Bank to exercise the obligations stemming from the binding law as well as to support the pursuit of the Bank's strategy by ensuring that the functions of the Supervisory Board members are performed by persons featured with knowledge, skills and experience that are suitable to their functions and entrusted duties, guaranteeing the proper performance of these duties.
2. The rules set out in this Policy shall apply to members of the Supervisory Board of the Bank.
3. Each and every person participating in the selection and assessment of Supervisory Board members must apply the provisions of this Policy.
4. This Policy sets forth the rules for the selection and suitability assessment of Supervisory Board members within the meaning of Article 22aa of the Banking Law Act, and of the Guidelines and Methodology.

### **§ 4.**

#### **SELECTION AND ASSESSMENT**

1. Selection and assessment of Supervisory Board members are held under binding law, the provisions of the Bank's Articles of Association, the Rules and Regulations of the Supervisory Board of the Bank, and the Rules and Regulations of the General Meeting.
2. Supervisory Board members are selected from a sufficiently wide group of potential candidates.
3. Nominations for Supervisory Board members should be put forward in a sufficient time as to enable the shareholders participating in the General Meeting to make decisions with due consideration, yet not later than 3 days before the General Meeting. The nominations put forwards, along with a complete set of materials relating to them, should be immediately published on the Bank's website.
4. Selection and assessment of Supervisory Board members take into account the nature, scale and complexity of the Bank's operations. When establishing the composition of the Supervisory Board, including the number of members of the body and the number of independent members of the Supervisory Board, the Bank takes into account, in particular:
  - the size and complexity of the Bank's organisational structure, including the range of management,
  - the specificity of the Bank's operations, including the scope of activities, specialisation, legal form, sources of financing,
  - business plans of the Bank,
  - the position and importance of the Bank in the banking system,
  - shareholding composition.
5. The composition of the Supervisory Board should ensure that this body is featured with the competencies related to the performance of functions, resulting from the specialist knowledge and experience of individual members.
6. Selection and assessment of Supervisory Board members are held under the suitability assessment.



7. Selection and assessment of Supervisory Board members are held taking into account the diversity policy adopted by the Bank, referred to in § 14 of this Policy.

## **§ 5.**

### **SUBJECT MATTER OF THE ASSESSMENT**

The subject matter of the assessment is:

1. the suitability of a Supervisory Board member to hold a function at these body, construed as a degree to which this person is considered to have an untarnished reputation and an adequate level of knowledge (higher education is the minimum), skills and experience (the necessary minimum is 60 months and a minimum of 36 months in managerial positions, enabling the performance of duties of a Supervisory Board member. Suitability also includes integrity, ethics and independence of judgements of each person and the ability to devote sufficient time to perform their duties,
2. collective suitability of the Audit Committee as a whole,
3. collective suitability of the Supervisory Board as the whole body.

## **§ 6.**

### **GROUND FOR THE ASSESSMENT**

1. To ensure the individual suitability of Supervisory Board members, the Bank assesses the primary and secondary suitability of a Supervisory Board member.
2. In order to ensure the individual suitability of Supervisory Board members, the Shareholder and General Meetings perform a primary assessment of the individual suitability of a candidate to the Supervisory Board before appointing a person to a new position in the Supervisory Board.
3. The Nomination Committee and the Supervisory Board assess the individual suitability of a candidate to the Audit Committee before appointing a Supervisory Board member to the Audit Committee of the Supervisory Board – within the scope of meeting the specific criteria for Audit Committee members.
4. The chairperson of the Supervisory Board should not combine their function with the management of the Audit Committee acting within the Board.
5. The Bank performs a secondary assessment of individual suitability in the following situations:
  - 1) annually,
  - 2) before communicating an intention to acquire a qualifying block of shares of a supervised entity or to become its parent entity (in the event of planned changes in the composition of the bodies),
  - 3) as part of inspection/review of the PCG,
  - 4) before the end of term of office (regardless of whether there are plans to re-appoint a given person to another term),
  - 5) in the event of receiving information on pressing charges against a Supervisory Board member in penal proceedings or in a procedure concerning fiscal offence or considerable property losses,

- 6) in the event of new circumstances which may affect assessment, in particular, with regard to identified cases of a potential conflict of interests or identification of shortcomings in the primary assessment process,
  - 7) if a given person is entrusted with additional competences/takes up additional roles (the assessment of time commitment and of conflicts of interests),
  - 8) if there are regular or gross cases of negative secondary individual or collective assessment of the members of the Management Board – in terms of guarantee of the Supervisory Board members in the context of appointing or keeping such persons in the Management Board,
  - 9) if there are significant breaches of the duties of the Supervisory Board members.
6. The Bank assesses the collective suitability of the Supervisory Board each time (if more than one of the assessment grounds occur simultaneously, the assessment may be carried out once):
- 1) before appointing the composition of a Bank's body to a new term of office (regardless of whether the composition of that body is the same or not),
  - 2) before communicating an intention to acquire a qualifying block of shares of a supervised entity or to become its parent undertaking (in the event of planned changes in the composition of the bodies),
  - 3) in the event of a change in the division of competences in the body (including in terms of participation in committees),
  - 4) before introducing any changes in the composition of the Bank's body, in particular, in terms of appointment, removal, resignation or suspension of members of the body (or directly after, where it was impossible, due to reasons beyond the control of the Bank, to carry out an assessment beforehand – e.g. in the case of submission by a member of the body of their resignation with immediate effect),
  - 5) when there is a material change to the institution's business model, risk appetite or strategy or structure at individual or group level,
  - 6) in the event of new circumstances which may affect the assessment of collective suitability of the members of the body,
  - 7) as part of inspection/review of the PCG,
  - 8) in the event of a major change of suitability assessment of particular members of supervised entity's body,
  - 9) each time the Audit Committee is appointed or its composition is changed – to verify whether the relevant number of members meet the independence criteria and have knowledge and skills in accounting and examination of financial statements (i.e. observance of regulations concerning the appointment and composition of the Audit Committee),
  - 10) each time a Supervisory Board is entrusted in gremio with the function of an Audit Committee – to verify whether the relevant number of members meet the independence criteria and have knowledge and skills in accounting and examination of financial statements.

## § 7.

### ASSESSMENT CRITERIA

1. The basic criteria for assessing suitability include:
  - 1) knowledge level, including educational attainment, training, titles and qualifications/degrees, including in particular:
    - to have obtained higher education,
    - expected directional education (field of study related to the financial services sector, in particular in the field of banking and finance, economics, law, accounting, auditing, administration, financial regulations, information technology, and quantitative methods),
  - 2) skills necessary to perform the function assigned,
  - 3) professional experience, including performing a managerial or supervisory function in the past, and specialisation in relevant areas for the Bank's operations, including in particular:
    - at least 60 months of professional experience,
    - at least 36 months of experience in managerial positions,
  - 4) reputation, integrity and ethics, independence of judgement and absence of a conflict of interest,
  - 5) devoting enough time to perform the duties of the Supervisory Board,
  - 6) knowledge of the Polish language,
  - 7) criminal record, reputation and financial standing,
  - 8) other relevant criteria for the Management Board's or the Supervisory Board's operations as the body, including activities in the Bank's interest.
2. The number of functions that a Supervisory Board member may perform simultaneously time is also assessed, pursuant to Article 22aa.2 to 22aa.6 of the Banking Law Act, according to which:
  - the number of functions of a management board or supervisory board member performed simultaneously by a Supervisory Board member should depend on individual circumstances and the nature, scale, and degree of complexity of the Bank's operations,
  - a Supervisory Board member may perform simultaneously no more than one function of a management board member and two functions of a supervisory board member, or four functions of a supervisory board member, provided that the above limitation does not apply to functions performed by a Supervisory Board member in non-business entities economic, as well as to persons representing the State Treasury in the Supervisory Board,
  - one function shall be regarded as:
    - a) functions of a management board or supervisory board member performed in entities belonging to the same capital group within the meaning of Article 3.1.44 of the Accounting Act of 29 September 1994;
    - b) functions of a member of the Supervisory Board performed in:
      - entities covered by the same institutional protection system that meet the conditions referred to in Article 113.7 of the CRR, or
      - entities in which the Bank holds a significant block of shares referred to in Article 4.1.36 of the CRR.

3. When assessing a Supervisory Board member, the fulfilment of the requirements referred to in Article 111.6b of the Act on Trading are also taken into account, pursuant to which members of the management board or supervisory board of a bank conducting brokerage activities may not be persons found guilty of a fiscal offence, offences against the credibility of documents, property, business transactions, trading in money and securities, crimes or offences specified in Article 305, Article 307 or Article 308 of the Act of 30 June 2000 – Industrial Property Law, or the offence specified in the acts referred to in Article 1.2 of the Act of 21 July 2006 on financial market supervision, and an offence constituting an infringement of equivalent regulations in force in other Member States.
4. When assessing Supervisory Board members, the requirement of meeting the independence criteria is taken into account by at least two Supervisory Board members, pursuant to § 18.4 of the Bank's Articles of Association in conjunction with Article 129.3 of the Act on statutory auditors.

### **§ 8.**

#### **PRIMARY ASSESSMENT OF THE SUITABILITY OF A CANDIDATE FOR A SUPERVISORY BOARD MEMBER**

1. The primary suitability of candidates to the Supervisory Board of the Bank is assessed by the Shareholder.
2. The expected level of competencies is specified in Appendix 1 – level of competencies expected from a Supervisory Board member.
3. The assessment should be carried out in the first place by completing the forms by the candidate and subsequently by the shareholder – according to the current statement for the PFSA Methodology, which are made available to shareholders along with materials for the General Meeting.
4. Candidacy for the Supervisory Board is presented in accordance with the provisions of the Rules and Regulations of the General Meeting. When proposing a candidacy for a Supervisory Board member, a participant in the General Meeting should present the suitability assessment result together with the candidate's CV, including, in particular, education and previous professional experience.
5. The participant in the General Meeting proposing a candidacy for a Supervisory Board member should provide an exhausting justification. When preparing said justification, the participant in the General Meeting assesses the individual suitability of the candidate while taking into account the provisions of Article 22.2 in conjunction with Article 22aa of the Banking Law Act, based on the questionnaire provided by the Bank
6. The participant in the General Meeting proposing a candidacy submits the completed forms to the Bank.
7. The primary assessment of individual suitability is approved by the General Meeting in the form of a resolution.

### **§ 9.**

#### **SECONDARY ASSESSMENT OF SUITABILITY OF A SUPERVISORY BOARD MEMBER**

1. In the cases specified in § 6.5, the Nomination Committee decides to initiate the secondary assessment of the suitability of a Supervisory Board member and requests the Expert Unit to carry out the necessary actions in this regard.
2. The Expert Unit, taking into account:

- event resulting in the need to carry out the secondary assessment,
- documentation of the previous assessment of a Supervisory Board member,

determines the extent of the secondary assessment to be conducted.

3. As a rule, the secondary assessment covers all criteria. However, if the need to carry out an assessment arises from:
  - receiving information on pressing charges against a Supervisory Board member in penal proceedings or in a procedure concerning fiscal offence or considerable property losses,
  - new circumstances which may affect the assessment, in particular, with regard to identified cases of a potential conflict of interests,

the assessment may come down to the explanation of the above circumstances.

4. The Expert Unit, taking into account the scope of the assessment established as part of the previous activity, makes a list of information and statements to be presented by a Supervisory Board member. The Expert Unit selects the appropriate forms to be completed according to the current statement for the PFSA Methodology.
5. A Supervisory Board member prepares the information and statements indicated on the list provided by the Expert Unit. A Supervisory Board member attaches to the forms the documents indicated therein, confirming the accuracy of the information contained therein. A Supervisory Board member is obliged to present information on individual assessment criteria, as long as it has not changed, has not been updated or outdated since the previous assessment. If the information from the previous assessment is still valid, a Supervisory Board member may make a statement in this regard. With regard to the assessment of guarantee (including the absence of criminal record) and time commitment, a Supervisory Board member is obliged in each case to provide complete information, unless such information has been presented within the last 12 months.
6. The Expert Unit verifies whether the documents have been completed and whether they contain all the necessary information. Depending on the verification results, the Expert Unit identifies the shortcomings that require correction or supplementation and provides the documents to be either supplemented or corrected, or proceeds to the initial assessment based on the information received.
7. The Expert Unit performs an initial assessment of the documents and information provided by the candidate. The Expert Unit documents the assessment process by completing the sections reserved in the forms to be completed by the supervised entity. Afterwards, the Expert Unit provides the documentation to the Nomination Committee.
8. The Nomination Committee carries out the secondary suitability assessment based on the available information about a Supervisory Board member that is relevant with regard to carrying out the assessment. A member of the Nomination Committee is not involved in their own secondary individual suitability assessment process.
9. When carrying out the assessment, the Nomination Committee may use support of an external consultant.
10. The Nomination Committee prepares a recommendation regarding the assessment of a Supervisory Board member. If the result of assessment is positive, the Nomination Committee issues a positive assessment of a Supervisory Board member and recommends that said member be admitted to the position. If the result of assessment contains reservations concerning a Supervisory Board member that may be removed thanks to corrective measures, the Nomination Committee may recommend the application of corrective

measures. In the event of a negative assessment, the Nomination Committee recommends that an Extraordinary Meeting of Shareholders be convened in order to remove a Supervisory Board member from their position. The Nomination Committee communicates its recommendation to the Supervisory Board and General Meeting.

11. In the event of removal of a Supervisory Board member from their position after a negative assessment, the Bank also provides the Supervisory Authority with the information from the assessment.

## **§ 10.**

### **COLLECTIVE SUITABILITY ASSESSMENT OF THE SUPERVISORY BOARD**

1. In the cases specified in § 6.6, the Nomination Committee decides to initiate the assessment of the collective suitability of the Supervisory Board and requests the Expert Unit to carry out the necessary actions in this regard.
2. The Expert Unit verifies the validity of individual assessments Supervisory Board to the extent necessary to carry out a collective suitability assessment (i.e., within the scope of competences). Should it be found that at least some of the necessary information is not available or is no longer valid, the Expert Unit completes the missing information. If this is not the case, the Expert Unit proceeds with the primary assessment of the collective suitability of the Supervisory Board.
3. If the collective suitability assessment results from changes in the composition of the Audit Committee, the Expert Unit obtains the candidate assessment form from the Audit Committee members or from candidates to the Audit Committee – according to the current statement of the PFSA Methodology.
4. The Expert Unit carries out the primary collective assessment of the suitability of the Supervisory Board and the Audit Committee (if necessary) and documents the assessment process by completing the Form of the Collective Assessment of the Suitability of the Supervisory Board, and in the case of assessing the Audit Committee – the Audit Committee’s collective suitability form – both according to the current statement of the PFSA Methodology. Afterwards, the Expert Unit provides the documentation to the Nomination Committee.
5. The Nomination Committee prepares a recommendation for the Supervisory Board regarding the collective assessment of the Supervisory Board. If the assessment result is positive, the Nomination Committee issues a positive collective suitability assessment of the Supervisory Board in its current composition. If the result of assessment is negative, the Nomination Committee recommends the application of remedial measures, in particular: reassigning duties among the members of the body; convening an Extraordinary Meeting of Shareholders to supplement the composition of the Supervisory Board; taking measures to minimise a conflict of interests; or organising training session for individual members or for the body as a whole to ensure individual and collective suitability of the body. The Nomination Committee communicates its recommendation to the Supervisory Board.
6. The Supervisory Board carries out the collective assessment of the suitability Supervisory Board in the form of a resolution. If a vote takes place contrary to the recommendation of the Nomination Committee, the Supervisory Board should present in writing or in the form of minutes a justification of such action. The assessment result may also include recommendations concerning remedial measures that should be taken in order to remove the reservations or irregularities found. In the event of a negative assessment, it is obligatory to provide a recommendation of this kind. The Supervisory Board documents the course of the collective assessment and its result.

7. At least once a year, the General Meeting approves the collective suitability assessment of the Supervisory Board according to the information as at the end of the financial year.
8. The Supervisory Board provides the PFSA with information on the assessment result, and in the event of a negative assessment – also with information on recommended remedial actions.
9. If the collective suitability assessment of the Management Board has given rise to recommendations concerning remedial measures, the Supervisory Board immediately undertakes and documents actions aimed at their implementation.

#### **§ 11.**

#### **PRIMARY ASSESSMENT OF THE SUITABILITY OF A CANDIDATE FOR A MEMBER OF THE SUPERVISORY BOARD AUDIT COMMITTEE**

1. A candidate to the Audit Committee completes the individual suitability form – according to the current statement for the PFSA Methodology and submits it to the Expert Unit.
2. The Expert Unit verifies the documents received and, if necessary, asks the candidate to supplement them, as well as carries out a preliminary assessment.
3. Primary suitability of candidates to the Audit Committee is assessed by the Nomination Committee.

#### **§ 12.**

#### **SECONDARY ASSESSMENT OF SUITABILITY OF A MEMBER OF THE SUPERVISORY BOARD AUDIT COMMITTEE**

1. In the cases specified in §6.6.6, §6.6.8 and §6.6.9, the Nomination Committee decides to initiate the secondary assessment of the suitability of a member to the Supervisory Board Audit Committee and requests the Expert Unit to carry out the necessary actions in this regard.
2. The Expert Unit, taking into account:
  - 1) event resulting in the need to carry out the secondary assessment,
  - 2) documentation of the previous assessment of a member of the Audit Committee,determines the extent of the secondary assessment to be conducted.
3. The Expert Unit, taking into account the scope of assessment established as part of previous activity, makes a list of information and statements to be presented by the Member of the Audit Committee. The Expert Unit selects the appropriate forms to be completed according to the current statement for the PFSA Methodology.
4. The Member of the Audit Committee prepares the information and statements indicated on the list provided by the Expert Unit. A member of the Audit Committee attaches to the form the documents indicated therein confirming the accuracy of the information contained in the form.
5. The Expert Unit verifies whether the documents have been correctly completed and whether they contain all the necessary information. Depending on the verification results, the Expert Unit identifies the shortcomings that require correction or supplementation and provides the documents to be either supplemented or corrected, or proceeds to the initial assessment based on the information received.
6. The Expert Unit performs an initial assessment of the documents and information provided by the candidate. The Expert Unit documents the assessment process by completing the sections reserved in

the forms to be completed by the supervised entity. Afterwards, the Expert Unit provides the documentation to the Nomination Committee.

7. The Nomination Committee carries out the secondary suitability assessment based on the available information about an Audit Committee member that is relevant with regard to carrying out the assessment. A member of the Nomination Committee is not involved in their own secondary individual suitability assessment process.
8. When carrying out the assessment, the Nomination Committee may use support of an external consultant.
9. The Nomination Committee prepares a recommendation regarding the assessment of an Audit Committee member. If the result of assessment is positive, the Nomination Committee issues a positive assessment of an Audit Committee member and recommends that said member be admitted to the position of the Committee. If the result of assessment contains reservations concerning an Audit Committee member that may be removed thanks to corrective measures, the Nomination Committee may recommend the application of corrective measures. In the event of a negative assessment, the Nomination Committee recommends changes to the composition of the Audit Committee. The Nomination Committee communicates its recommendation to the Supervisory Board.
10. In the event of removal of a Supervisory Board member from their position after a negative assessment, the Bank also provides the PFSA with the information from the assessment.

### **§ 13.**

#### **ASSESSMENT OF THE COLLECTIVE SUITABILITY OF THE AUDIT COMMITTEE**

1. Each and every time the composition of the Audit Committee changes, the Nomination Committee decides to initiate the assessment of the collective suitability of the Audit Committee and requests the Expert Unit to carry out the necessary actions in this regard.
2. The Expert Unit verifies the validity of individual assessments of the Audit Committee to the extent necessary to carry out a collective suitability assessment (i.e. within the scope of competences). Should it be found that at least some of the necessary information is not available or is no longer valid, the Expert Unit completes the missing information. If this is not the case, the Expert Unit proceeds with the primary assessment of the collective suitability of the Audit Committee.
3. If the collective suitability assessment results from changes in the composition of the Audit Committee, the Expert Unit obtains the candidate assessment form from candidates to the Audit Committee – according to the current statement of the PFSA Methodology.
4. The Expert Unit carries out the primary collective assessment of the suitability of the Audit Committee and documents the assessment process by completing the Audit Committee’s collective suitability form – according to the current statement of the PFSA Methodology. Afterwards, the Expert Unit provides the documentation to the Nomination Committee.
5. The Nomination Committee prepares a recommendation for the Supervisory Board regarding the collective assessment of the Audit Committee. If the assessment result is positive, the Nomination Committee issues a positive collective suitability assessment of the Audit Committee in its current composition. If the result of the assessment is negative, the Nomination Committee recommends changing the composition of the Audit Committee. The Nomination Committee communicates its recommendation to the Supervisory Board.



6. The Supervisory Board carries out the collective assessment of the suitability of the Audit Committee in the form of a resolution.

#### **§ 14.**

#### **DIVERSITY POLICY**

1. The Diversity Policy shall define the goals and criteria of diversity, including but not limited to, in such areas AS gender, field of education, specialist knowledge, age and professional experience, as well as shall indicate the date and method of how the achievement of these goals should be monitored. When assessing candidates for the Supervisory Board, the Bank takes into account a wide set of features and competences required to be a member of the Supervisory Board.
2. The Bank endeavours to ensure diversity of the Supervisory Board, in particular, in the scope of education and professional experience, gender and age of members of the Supervisory Board, and to the extent ensuring a broad spectrum of views of the management body.
3. To ensure diversity, as far as possible, when selecting members of the Supervisory Board, candidates with different education, professional experience, age and gender should be taken into account.
4. When selecting the composition of the Supervisory Board, the Bank strives to achieve a balance in the area of gender representation in the Company's body, taking into account the minimum share of a minority by gender at the level of 30%.
5. When assessing the diversity of members of the Supervisory Board in terms of their education and professional experience, criteria such as: place (country, region) in which education or professional experience is obtained, education profile, university degree, specialisation in a specific field, type of entities in which the candidate has held the function or has been employed and employment time may be taken into consideration.
6. The Bank recruits members of the Supervisory Board having regard in the first place to the criteria set out in Section 5 above, necessary for the proper functioning and suitability of the Supervisory Board as a whole.
7. The composition of the Company's body should not be formed solely in order to increase the diversity at the expense of the functioning and suitability of the Supervisory Board as a whole or suitability of individual members of the Company's body.

#### **§ 15.**

#### **INFORMATION AND DOCUMENTATION OBLIGATIONS**

1. In order to document the course of the suitability assessment process, the Bank stores documentation relating to the assessment process, including questionnaires and assessment results, after the suitability assessment process is completed. The HR Division is responsible for archiving documentation concerning the assessment process.
2. The Bank, immediately after appointing the Supervisory Board and changing its composition, informs the PFSA about the composition of the Supervisory Board and the change in its composition, as well as about the fact that the Supervisory Board members concerned by said information meet the requirements specified in Article 22aa of the Banking Law Act.
3. The Bank announces, in a publicly available manner, information that members of the Supervisory Board meet the suitability requirements specified in Article 22aa of the Banking Law Act.

**§16.**

**PRINCIPLES OF AMENDMENTS AND REVIEWS**

1. This Policy enters into force on the date indicated in the resolution.
2. Controls and independent monitoring of their compliance are regulated by the Instruction issued by the Managing Director of the HR Division.
3. The Nomination Committee monitors the effectiveness of the Bank's application of this Policy, including in the scope of the Diversity Policy described in § 14, and reviews its preparation and implementation.

## Appendix to the Policy

### COMPETENCIES OF A CANDIDATE FOR A SUPERVISORY BOARD MEMBER

If marked with (\*) – high level it expected from at least 3 members of the Supervisory Board as part of the collective suitability assessment

If marked with (\*\*) – high level it expected from at least 2 members of the Supervisory Board as part of the collective suitability assessment

Expected competencies related to the management of the managed entity	Level required by the entity (individual assessment)
<p><b>Market knowledge</b> Candidate has a general knowledge of the financial market, with particular focus on the sector in which the entity under supervision operates and with particular focus on the knowledge of the Polish market.</p>	<b>average*</b>
<p><b>Knowledge of legal requirements and regulatory frameworks</b> Candidate has knowledge of regulations, recommendations issued by supervisory authorities and codes of best practice regulating activities in the financial market sector in which the entity under supervision operates.</p>	<b>average*</b>
<p><b>Strategic planning (management skills)</b> Candidate understands the operating strategy/business plan of the institution and knows how to implement them.</p>	<b>average*</b>
<p><b>Knowledge of the management system, including risk management</b> Candidate understands the methodology of risk management – identifying, assessing, monitoring, controlling and mitigating the main types of risk connected with the institution.</p>	<b>average*</b>
<p><b>Accounting and financial audit</b> Candidate has up-to-date knowledge on accounting, accounting standards and financial audit.</p>	<b>average*</b>
<p><b>Supervision, control and internal audit</b> Candidate understands the rules and standards applicable to the functioning of the audit and internal control system.</p>	<b>average*</b>
<p><b>Interpretation of financial information (skills in the area of finance and accounting)</b> Candidate can interpret financial and accounting data, analyse presented data and draw conclusions necessary for management purposes within the entity while taking into account the market situation.</p>	<b>average*</b>
<p><b>Knowledge of the Polish language</b> Candidate has a proven knowledge of the Polish language, effectively communicates with employees in Polish (both with regard to day-to-day and industry-related issues), understands topics addressed during the body's meetings; candidate can use the Polish language in presentations and speeches given during conferences, workshops or key meetings.</p>	<b>high</b>

Expected competencies related to risk management in the activities of the managed entity	Level required by the entity (individual assessment)
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<b>Business model risk</b> business and strategic risk	<b>average**</b>
<b>Risk in the area of credit risk</b> credit risk, concentration risk, collective borrower default risk, counterparty risk, settlement/delivery risk, risk of foreign currency lending	<b>basic**</b>
<b>Risk in the area of market risk</b> position risk, currency risk, commodity price risk, credit valuation adjustment risk, interest rate risk.	<b>basic**</b>
<b>Risk in the area of operational risk</b> business risk, IT risk, legal risk, model risk, AML risk;	<b>average**</b>
<b>Risk in the area of liquidity and financing</b> liquidity risk, market liquidity risk, intraday liquidity risk, liquidity concentration risk, financing risk	<b>basic**</b>
<b>Risk in the area of capital management</b> excessive financial leverage risk, insolvency risk	<b>basic**</b>
<b>Management risks</b> non-compliance and reputation risks	<b>average**</b>
<b>Risk in the area of systemic risk</b> systemic and exposure risk	<b>basic**</b>

<b>Expected competencies related to the management of main areas of operations of the managed entity</b>	<b>Level required by the entity (individual assessment)</b>
<b>Retail banking</b>	<b>average*</b>
<b>Corporate banking</b>	<b>average*</b>
<b>Risk management</b>	<b>basic*</b>
<b>Finance</b>	<b>average*</b>
<b>Operations</b>	<b>basic**</b>
<b>IT</b>	<b>basic**</b>
<b>Strategy</b>	<b>average*</b>
<b>HR</b>	<b>basic*</b>
<b>Legal / regulations / audit / safety</b>	<b>average*</b>

<b>Expected personal competencies</b>	<b>Level required by the entity (individual assessment)</b>
<b>Authenticity</b> Candidate's words and actions are consistent and their behaviour is consistent with the reported values and beliefs. Candidate openly states their intentions, ideas and opinions, encourages their environment to be open and honest, and properly informs their supervisor about the actual situation, thus recognising existing risks and problems.	<b>meets the criteria</b>
<b>Language</b>	<b>high</b>

Candidate can communicate verbally in an organised and conventional manner and write in the native language or language used at work in the place where the institution is located.	
<p><b>Decisiveness</b></p> <p>Candidate makes decisions in a timely manner based on available information, acting quickly and in accordance with the specified procedure, for example by expressing their views and not postponing the decision.</p>	<b>meets the criteria</b>
<p><b>Communication</b></p> <p>Candidate can communicate a message in a clear and socially acceptable way and in appropriate form. Candidate focuses on communicating and obtaining clear and transparent information as well as encourages to actively provide feedback.</p>	<b>high</b>
<p><b>Judgement</b></p> <p>Candidate can accurately evaluate information and various modes of procedures as well as reach logical conclusions. Candidate verifies, recognises and understands important issues. Candidate has the ability to holistically assess the situation beyond the perspective of the position held, especially when solving problems that may threaten the continued operation of an enterprise.</p>	<b>high</b>
<p><b>Customer care and high standards</b></p> <p>Candidate focuses on ensuring high standards and, where possible, finding ways to raise them. In particular: Candidate refuses to approve the development and marketing of products and services as well as to bear capital expenditures in circumstances when they are not able to appropriately measure risk due to the lack of understanding the structure, rules or basic assumptions of the proposed solution. Candidate identifies and examines the expectations and needs of customers as well as ensures the communication of accurate, complete and clear information to customers. Candidate takes into consideration, in particular, the value of a product for the customer as well as the adequacy and suitability of a product.</p>	<b>high</b>
<p><b>Leadership skills</b></p> <p>Candidate indicates lines of action and ensures leadership, supports teamwork, motivates employees and ensures they have the professional competencies necessary for the performed functions or necessary to achieve set goals. It is open to criticism and ensures a constructive debate.</p>	<b>average*</b>
<p><b>Loyalty</b></p> <p>Candidate identifies with the organisation and shows commitment. Candidate shows that they are willing to devote a sufficient amount of time to work and is able to appropriately perform their duties, defends the organisation's interests and operates in an objective and critical way. Candidate identifies and foresees potential conflicts of interests.</p>	<b>meets the criteria</b>
<p><b>External awareness</b></p> <p>Candidate continuously monitors the status of the organisation, its internal power structure and adopted methods of operation. Candidate has good awareness regarding the domestic and global economic situation (including financial, economic and social development) that may have an impact on the organisation and interests of individual entities. At the same time, Candidate can effectively use this information.</p>	<b>high</b>
<p><b>Negotiations</b></p> <p>Candidate identifies and discloses interests in a way intended to reach a consensus in the pursuit of negotiating objectives.</p>	<b>average*</b>
<p><b>Persuasion</b></p> <p>Candidate can influence the opinions of others, using their gift of persuasion and natural authority and tact. Candidate has a strong personality and ability to remain unyielding.</p>	<b>high</b>
<b>Teamwork</b>	<b>high</b>

Candidate is aware of the group interest and contributes to achieving the common objective; Candidate can function as part of the group.	
<b>Strategic skills</b> Candidate can create and develop realistic plans and strategies related to future development (including by using scenario analysis), which translates into the ability to set long-term goals. Candidate appropriately takes into consideration risk to which the organisation is exposed and takes appropriate steps to manage this risk.	<b>average*</b>
<b>Resistance to stress</b> Candidate is resistant to stress and can act logically, even under strong pressure and in moments of uncertainty.	<b>high</b>
<b>Sense of responsibility</b> Candidate understands internal and external conditions and motivations, carefully assesses them and takes them into consideration. Candidate can draw conclusions and is aware that their actions affect the interests of interested parties.	<b>meets the criteria</b>
<b>Chairing meetings</b> Candidate can effectively and efficiently chair meetings, creating an atmosphere of openness and encouraging everyone to participate on equal terms; Candidate is task-oriented and aware of the responsibilities of others.	<b>high</b>
<b>Ability to ask the right questions to members of managing bodies of the entity under supervision</b> Candidate has the ability to address problematic issues with members of managing bodies of the entity under supervision	<b>high</b>
<b>Groupthink</b> Candidate has the ability to oppose groupthink.	<b>high</b>