

# Alior Bank's statement of application of corporate governance in 2023



## Scope of corporate governance

Pursuant to the Rules of the Warsaw Stock Exchange, the Bank, as a public company, is obliged to comply with Good Practices for Companies Listed on the Warsaw Stock Exchange 2021 ("Good Practices"), which constitute a set of rules of conduct which apply in particular to the bodies of companies listed on the Warsaw Stock Exchange (GPW) and their shareholders. Best Practices were adopted for application by virtue of Resolution No. 35/2022 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 31 May 2022. The Document is available on GPW's website at <https://www.gpw.pl/dobre-praktyki>.

Pursuant to the resolution of the Supervisory Board of the Bank of 29 December 2014, Corporate Governance Principles for Supervised Institutions published on the website of the KNF Board were also adopted for application: [https://www.knf.gov.pl/dla\\_rynku/regulacje\\_i\\_praktyka/zasady\\_ladu\\_korporacyjnego](https://www.knf.gov.pl/dla_rynku/regulacje_i_praktyka/zasady_ladu_korporacyjnego) („Zasady Ładu Korporacyjnego dla instytucji nadzorowanych ("Corporate Governance Principles"), as confirmed in the Resolution no. 25/2015 of the Ordinary General Meeting of the Bank of 25 May 2015, with the proviso that in the event of a conflict between Corporate Governance Principles and Good Practices, the latter shall prevail.

## Management Board statement on compliance with the principles of corporate governance

The Management Board of the Bank, in scope of the competences assigned to it by the Articles and universally binding legislation, intends to implement at the Bank all the principles provided for in Best Practices and in the Principles of Governance.

According to the statement published on 27 April 2022, which remains valid as at the date of publication of this Report, Alior Bank applied the principles laid down in the Best Practices in 2023 with the following reservations, updated with information on the Annual General Meetings of the Bank held in 2022 and 2023 and their adoption of relevant resolutions:

- Principle 2.1 is not applied. The Policy of Selection and Suitability Assessment of Members of the Management Board was adopted by the Supervisory Board of the Bank. The Policy of Selection and Suitability Assessment of Members of the Supervisory Board was adopted on 31 May 2022 by the Annual General Meeting of the Bank and updated by Resolution No. 28/2023 of the Annual General Meeting of Alior Bank Spółka Akcyjna of 10 May 2023. Both documents incorporate the objectives and criteria for diversity of members of the Bank's governing bodies in line with Principles 2.1 and 2.2 and set the gender diversity ratio at no less than 30% minority participation, to which the Bank strives for. According to the current state of the Bank's bodies, the specified level of gender diversity has not been achieved.
- Principle 2.2 is not applied. Management Board members are selected and evaluated by the Nomination and Remuneration Committee of the Supervisory Board in cooperation with the HR

Division. Supervisory Board members are evaluated by the shareholder who has recommended the appointment. The Policy of Selection and Suitability Assessment of the Members of the Management Board was adopted by the Supervisory Board of the Bank. The Policy of Selection and Suitability Assessment of Members of the Supervisory Board was adopted on 31 May 2022 by the Annual General Meeting of the Bank and updated by Resolution No. 28/2023 of the Annual General Meeting of Alior Bank Spółka Akcyjna of 10 May 2023. Both documents incorporate the objectives and criteria for diversity of members of the Bank's governing bodies in line with Rules 2.1 and 2.2 and set the gender diversity ratio at no less than 30% minority participation, to which the Bank strives for. According to the current state of the Bank's bodies, the specified level of gender diversity has not been achieved.

- Principle 4.1 is not applied. Given the need to perform multiple technical and organizational measures and the involved costs and risks, as well as little experience of the market in this regard, the Bank has not currently opted for providing the shareholders with real-time communication capability whereby shareholders would be able to speak at a General Meeting from a location other than the place of deliberations.

The following principles of Best Practice are applied by the Bank in the indicated scope:

- Principle 4.8 is applied. The Bank shall immediately publish draft resolutions upon their receipt, together with a set of materials concerning them on the Bank's website.
- Principle 4.9 is applied. The Bank shall immediately publish candidacies upon their receipt, together with a set of materials concerning them on the Bank's website.
- Principle 6.3 is applied. As at the day of publication of the report at the Bank, there are no incentive programmes in accordance with the principles described above.
- Principle 6.4 is applied. The rule is applied to the extent compliant with the Act on Remuneration of the Management of Certain Entities of 9 June 2016.

The Bank's Management Board accepted the assessment of the Bank's application of the Corporate Governance Principles for Supervised Institutions in 2023, carried out by the Compliance Department, as expressed in Resolution No. 36/2024 of February 20, 2024

As a result of the analysis, it was found that in 2023 the Bank applied the Corporate Governance Principles, with the exception of:

- § 8.4 – Principle is not applied. The convening and holding of the General Meetings of Alior Bank S.A. complies with the regulations applicable to public companies and Good Corporate Governance Practices and Principles to the extent consistent with the expectations of the Bank's shareholders. Given the need to perform multiple technical and organisational measures and the involved costs and risks, as well as small experience of the market in this regard, the Bank has not currently opted to provide the shareholders with real-time communication capability whereby shareholders would be able to speak at a General Meeting of Shareholders from a location other than the place of deliberations.
- § 49.4 – not applicable. The Audit Department and the Compliance Department are separated from the Bank.
- § 52.2 – not applicable. The Audit Department and the Compliance Department are separated from the Bank.
- § 53 - § 57 – not applicable. The Bank does not conduct activities consisting in managing assets at customer risk.

## Assessment and verification of internal governance at the Bank by the Management Board, its implementation and compliance

The Management Board positively assesses the internal governance implemented at the Bank, as well as its compliance. The assessment of the Management Board gives account to both the internal situation and the environ of the Bank. The assessment relies upon information obtained in the course of actions falling within the competence of the Management Board, arising from the provisions of the Code of Commercial Companies, the Banking Law Act, the Bank's Articles of Association, resolutions of the General Meeting of the Bank, resolutions of the Supervisory Board, the Regulations of the Management Board, and other applicable legal acts and internal regulations under which the Management Board manages the Bank and represents the Bank externally in all matters, except for matters reserved for other statutory bodies of the Bank. The operations of the Management Board are also supported by standing or ad-hoc committees appointed by the Management Board in order to perform specific functions or coordinate the work of organizational units of the Bank, as well as by reports received under the management information principles in place at the Bank. In addition, the Management Board of the Bank took note of the results from the review of the Bank's compliance with the principles of internal governance, carried out by the Compliance Department. The assessment of internal governance in individual areas of Recommendation Z on the principles of internal governance in banks (hereinafter referred to as "Recommendation Z"), adopted by the Polish Financial Supervision Authority, has been presented below.

### **General principles of internal governance at the Bank**

In the opinion of the Management Board, the Bank has in place a transparent and effective internal governance that complies with the law. It is defined in the Bank's Articles of Association and the hierarchical system of internal regulations adopted by the Bank.

The internal governance includes, in particular, the Bank's management system, the Bank's organization, principles of operation, powers, duties, and responsibilities as well as mutual relations between the Supervisory Board, the Management Board and Bank's key function holders. As the parent entity in the Alior Bank S.A. Capital Group, the Bank ensures proper internal governance throughout the group, appropriate to the structure, operations, and risk of the group and its constituent entities, as well as exercises appropriate ownership supervision over subsidiaries. The appropriate framework for cooperation within the group was defined primarily in the Ownership Supervision Policy of Alior Bank S.A., in the Risk Management Strategy of the Alior Bank S.A. Group. and in Agreements on Cooperation and Exchange of Information concluded with subsidiaries.

The organizational structure of the Bank contributes to ensuring effective and prudent management of the Bank, both individually and at the Group level. The organizational structure of the Bank is reflected in the organizational structure of the Bank specified in internal regulations, which covers the entire area of the Bank's operations and explicitly distinguishes each key function. This applies both to the division of tasks, powers, duties, and responsibilities between members of the Management Board (following the resolution specifying the internal division of competences in the Management Board of the Bank), and to the division of tasks, powers, duties, and responsibilities between organizational units, organizational cells, and organizational positions. The most important internal regulations ensuring effective and prudent management of the Bank include: Regulations of the Management Board of Alior Bank S.A., Regulations of the Supervisory Board of Alior Bank S.A., Organizational Regulations of Alior Bank S.A., Organizational Regulations of the Head Office of Alior Bank S.A.

The acquisition of information that is necessary to understand the general objectives of the group and the types of risk to which it is exposed from the parent entity within the PZU S.A. Group is possible under the agreement concluded between the Bank and Powszechny Zakład Ubezpieczeń S.A. on cooperation

and exchange of information, including through the establishment of a Strategic Committee under that agreement.

In its business strategy, the Bank has identified key directions of responsibility under the 3 pillars of E, S and G, understood as responding to key environmental and climate challenges, being responsible for surrounding social processes and applying the highest management standards.

**Principles of operation, powers, duties, responsibilities as well as mutual relations of the Supervisory Board and the Management Board and suitability of members of these bodies and persons holding key functions in the Bank**

The system of internal regulations applicable at the Bank ensures a clear assignment of responsibilities to the Management Board and the Supervisory Board. The tasks of both bodies are coordinated to ensure their effective operation for the purpose of implementing the Bank's management strategy and risk management strategy.

Meetings of the Management Board of the Bank were held in 2023 with a frequency that allows the Bank to be properly managed, represented before third parties and to fulfill other statutory powers of this body.

The Bank has standing and *ad-hoc* committees of consultative, advisory and decision-making nature, established under the resolutions of the Management Board of the Bank. The standing committees include, in particular the Capital, Assets and Liabilities Management Committee (CALCO) and the Bank's Credit Committee.

The principles of management information are set out in the document titled "Principles of the Management Information System", which defines a set of reports used to manage the Bank at all basic management levels: Supervisory Board, Supervisory Board Committees, Management Board, Management Board Committees, Regional Directors, Divisions, Compliance Department, Data Protection Officer, Risk Area.

The Bank, through the applied solutions, ensures that positions with a significant impact on the direction of the Bank's operations are held by persons with appropriate characteristics and qualifications. They are defined primarily in: the Policy of Selection and Assessment of Members of the Supervisory Board of Alior Bank S.A., the Policy of Selection and Assessment of Members of the Management Board of Alior Bank S.A., the Policy of Assessment of the Suitability of Members of the Authorities of the Brokerage House of Alior Bank S.A. and the Policy of Selection and Assessment of Key Function Holders at Alior Bank S.A.

**Standards of conduct of the Bank, conflicts of interest and anti-corruption measures at the Bank level**

The Bank has established appropriate standards of conduct, conflict of interest management and corruption prevention. The Code of Ethics of Alior Bank S.A., the Conflict of Interest Management Policy and Corruption Prevention Policy were adopted by the Management Board and approved by the Supervisory Board.

The Code of Ethics constitutes a collection of the most important principles and ethical standards specifying the standards of conduct of the Bank to be followed by members of its statutory bodies, all Bank employees and persons engaged by the Bank to performing banking activities.

The principles for managing conflicts of interests have been described in the Conflict of Interest Management Policy. The Corruption Prevention Policy, on the other hand, sets forth the rules of conduct aimed at preventing corruption in internal relations or relations with Customers, Trading Partners, business partners of the Bank or Alior Bank S.A. Group entities. The Bank has adequate internal procedures and operational solutions in place to ensure proper conflict of interest management and prevent corruption, in particular specifying the method of identifying, preventing, monitoring,

eliminating, and minimizing the effects of a conflict and combating any signs of corruptions in all areas of activity of the Bank.

Of the above regulations are available on the Bank's website.

### **Outsourcing policy, principles of remuneration at the Bank and dividend policy**

The Bank developed the outsourcing principles and implemented the comprehensive guidelines on outsourcing of the European Banking Authority, referred to in document EBA/GL/2019/02 of 25 February 2019 (hereinafter referred to as: the "Outsourcing Guidelines") as well as in the position of the Office of the Polish Financial Supervision Authority of 16 September 2019. The Bank has in place: the Purchasing Policy of Alior Bank, the Rules for Concluding Agreements, the Policy for Managing Relations with IT Service Providers as well as the Policy of Managing Outsourcing, Insourcing and Sensitive Services of Alior Bank S.A. (hereinafter referred to as the "Outsourcing Policy"), which governs the entrustment of activities pursuant to Articles 6a to 6d of the Banking Law Act and the Outsourcing Guidelines. The provisions of the Outsourcing Policy cover such aspects as risk assessment as well as monitoring and control of Outsourcing Agreements. The Bank conducts periodic assessment of Critical Outsourcing Agreements and Sensitive IT Services (semi-annual) and assessment of Outsourcing, Insourcing and Sensitive Agreements (annual). Assessment reports are subject to approval by the Bank's Operational Risk Committee and then submitted to the Management Board and the Supervisory Board.

The Bank has in place the "Remuneration Policy of Alior Bank S.A.", which is the basic document in the field of policy and rules for determining the remuneration of the Bank's employees. It includes the rules for the remuneration of individuals who, due to their special role in the Bank's risk management system, have been covered by a separate regulatory regime in this regard.

The Bank also has in place a Nomination and Remuneration Committee of the Supervisory Board of Alior Bank Spółka Akcyjna (hereinafter referred to as: "Remuneration Committee"), which is an advisory committee reporting to the Supervisory Board. advising the Supervisory Board and the Management Board of the Bank on the implementation of provisions laid down in the "Remuneration Policy of Alior Bank S.A." and the "Remuneration Policy for Members of the Management Board and Supervisory Board of Alior Bank S.A." – in relation to Material Risk Takers and preparing opinions, assessments or recommendations in matters specified in the Policy of Selection and Assessment of Management Board Members of Alior Bank S.A. and Policy of Selection and Assessment of Supervisory Board Members of Alior Bank S.A.

The Dividend Policy of Alior Bank S.A. adopted by the Bank aims to establish rules for stable dividend payment in the long-term perspective while observing the principle of prudential capital management as well as any and all regulatory requirements whereto the Bank has been obligated. In particular, the Dividend Policy of Alior Bank S.A. takes into account elements resulting from Recommendation Z, and is subject to regular update under the annual review of internal procedures.

### **Risk management**

The risk management system in force at the Bank utterly takes into account the essence of the Bank's exposure to risk and covers all significant types of risk. The main document to ensure that the Bank's risk is maintained at an acceptable level in accordance with the adopted risk appetite while achieving the Bank's long-term financial goals is the Risk Management Strategy of the Alior Bank S.A. Group. The strategy prevails over the policies and rules for managing individual significant types of risk.

The Bank has implemented an ESG risk strategy for its internal risk management framework. ESG, i.e. environmental, social and governance risks, have been defined as cross-cutting risks that affect the individual types of risks identified in the Bank. The risk management system in place at the Bank takes into consideration the impact of ESG risk factors on the following material types of risks: credit,

operational, market, liquidity, reputation and compliance. In addition, the impact of ESG factors is taken into account in the internal capital adequacy assessment process (ICAAP).

The Bank regularly reviews the strategy and procedures for estimating and maintaining internal capital on a regular basis. In accordance with the Internal Capital Adequacy Assessment Process (ICAAP) regulation in effect in Alior Bank S.A., in order to ensure that the ICAAP process is adequate to the scale of the Bank's operations, the said process is subject to regular reviews. These reviews take place once a year or at the time of significant changes in the internal or external environment of the Bank. The review of the internal capital adequacy assessment process in the Bank was completed on 31 August 2023. The review was carried out for the period from 31 March 2022 to 31 March 2023. This review resulted in 1 recommendation issued for verification and approval by the Management Board. By way of a resolution, the Management Board approved the "Report on the review of the ICAAP process in Alior Bank S.A. and in the Alior Bank S.A. Group" and submitted the report for information purposes to the Supervisory Board via the Risk Committee of the Supervisory Board.

The level of risk appetite determined by the Management Board of the Bank in the form of limits for individual risks was subject to approval by the Supervisory Board after prior review by the Risk Committee of the Supervisory Board. The Bank monitored the level of limit utilization on a monthly and quarterly basis. The results of monitoring activities were presented monthly to the CALCO Committee and quarterly to the Management Board of the Bank, the Risk Committee of the Supervisory Board, and the Supervisory Board.

In the opinion of the Management Board, the Bank applies appropriate standards with regard to the introduction of new products, services, starting new activities, starting activities on a new market, or to the introduction of products or services to new markets and significant changes to the above in accordance with the provisions of Recommendation Z. A document specifying the rules applicable in this respect is the Policy of Approving New Products in Alior Bank S.A.

## **Disclosures**

The Bank has in place the Information Policy on Capital Adequacy and Other Information Subject to Disclosure in Alior Bank S.A. (hereinafter referred to as "Information Policy"). The document entered into force in the Bank by way of a resolution of the Management Board and then was approved by a resolution of the Supervisory Board.

The Information Policy defines the scope of information subject to disclosure, the frequency and date of information disclosure, and the form and place of information disclosure. The Information Policy shall be reviewed at least once a year.

When releasing any information to the public, including information subject to the Information Policy, the Bank adheres to the principle that all information being disclosed must accurately, reliably and clearly present the material and financial situation of the Bank and the financial result of the Bank to the applicable extent and in accordance with the law. For this reason, the Information Policy sets forth rules for verifying and approving disclosed information. The contents of the disclosures are subject to approval by the Management Board of the Bank and the Supervisory Board.

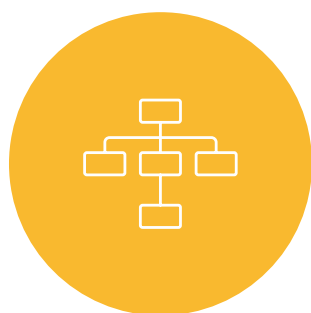
In the opinion of the Management Board, the extent of disclosed information takes into account the Bank's size, risk profile, and complexity of its operations.

The Information Policy is available on the Bank's website.

In line with Recommendation Z, in particular Recommendation 8.9 regarding the adequacy of internal regulations relating to the operation of the Supervisory Board and the Management Board as well as the effectiveness of these bodies, taking into account the above assessment of internal governance, its implementation and compliance, the Management Board of the Bank positively assesses the adequacy of internal regulations relating to the operation of the Management Board of the Bank and the

effectiveness of its operation. The Management Board of the Bank, in its self-assessment, indicates that internal regulations relating to the operation and effectiveness of the Management Board of the Bank are adequate, i.e.: Articles of Association of Alior Bank S.A., Regulations of the Management Board of Alior Bank S.A., Organizational Regulations of Alior Bank Spółka Akcyjna, Organizational Regulations of the Head Office of Alior Bank S.A.

These regulations are adequate, compliant with the law and the requirements of supervisory authorities. Their comprehensiveness allows the Management Board to act effectively and efficiently. The Bank is organized in a transparent and structured manner that takes into account its size and risk profile as well as the nature and scale of its operations. Such organization ensures the achievement of the adopted business goals and proper response to changing external conditions or sudden and unexpected events, as well as effective flow and protection of information enabling the effective performance of tasks by the Management Board of the Bank. The duties of the Management Board of the Bank ensure that the body can operate effectively to implement the adopted management strategy. The solutions adopted in the internal regulations guarantee the Members of the Management Board access to all information as well as the possibility of using external advisors and expert opinions.



## Structure of share capital

The Bank's share capital is PLN 1,305,539,910 and is divided into 130,553,991 ordinary shares with nominal value of PLN 10.00 each.

All shares of the Bank are bearer ordinary shares to which equal rights and obligations attach. The Articles of Alior Bank do not restrict the shareholders' rights for exercising voting rights and disposal of shares. One share gives the right to one vote at the Bank's General Meeting. The increase or reduction of the share capital, as well as the redemption of shares and the determination of the detailed terms and conditions of such redemption require, pursuant to § 17.2 (5) and (7) of the Articles of Association of Alior Bank, a resolution of the Bank's General Meeting.

There was no change in the structure of the Bank's share capital in the reporting period.

**Structure of the Bank's share capital according to a series of issued shares (as at 31 December 2023):**

Share series	Number of shares	Value of the series as per nominal price (PLN)
A	50,000,000	500,000,000
B	1,250,000	12,500,000
C	12,332,965	123,329,650
D	863,827	8,638,270
E	524,404	5,244,040
F	318,701	3,187,010
G	6,358,296	63,582,960
H	2,355,498	23,554,980
I	56,550,249	565,502,490
J	51	510
<b>Total</b>	<b>130,553,991</b>	<b>1,305,539,910</b>

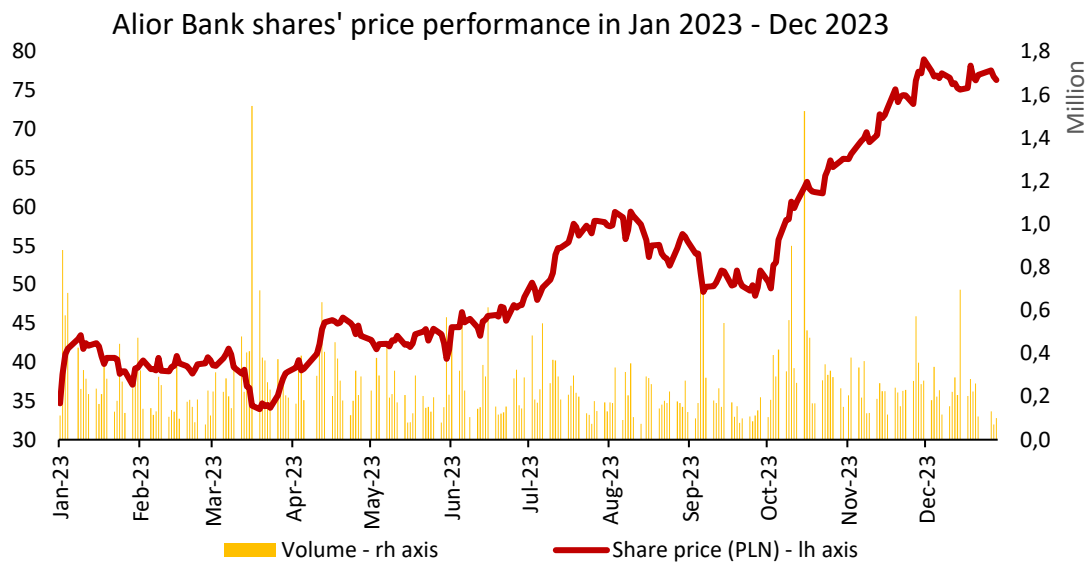


## Alior Bank Share Prices on the Warsaw Stock Exchange in 2023

Alior Bank made its debut on the Warsaw Stock Exchange on 14 December 2012. In March 2023, during a review of index compositions, the shares of Alior Bank were once again qualified to the WIG20 Index. At present, the Bank's shares are included in the following WSE indices: WIG, WIG-BANKI, WIG20, WIG20TR, WIG.MS-FIN, WIG30, WIG30TR, WIG-Poland, WIG-ESG, CEEplus.

In 2023, nearly 587 thousand transactions on Alior Bank shares were concluded, which represents growth by 9% compared to nearly 538 thousand transactions in 2022. The volume of trade (the number of shares that changed hands) in 2023 amounted to 66 million shares, which means a decrease by 25% compared to 89 million shares in 2022. In turn, the total value of trading in the Bank's shares in 2023 amounted to PLN 3.4 billion compared to PLN 3.2 billion in 2022 (decrease in turnover by 5% y/y). The growth in trade resulted primarily from a higher price of the Bank's shares and higher average number of transactions executed on the Stock Exchange each day. The average price of one share of the Bank at the close of the trading session in 2023 was PLN 51.51, which was 44% higher compared to 2022 (PLN 35.68). In 2023, trading in Alior Bank shares represented 1.23% of trading in all shares of companies listed on the WSE.

As at the end of 2023, the Bank's share price amounted to PLN 76.34, up by 123% compared to the end of 2022, whereas the P/BV ratio was 1.16x. The change in share price and the volume of trading in the Bank's shares in the period from January to December 2023 is presented on the chart below.







## Investor Relations

The Bank is actively working to meet the information needs of capital market participants. As a public and supervised company, it cares about universal and equal access to information. Communication with shareholders, investors, and other capital market participants is based on corporate governance principles and is carried out in accordance with the Bank's Information Policy and in compliance with the highest market standards and applicable laws.



Members of the Management Board and representatives of the Bank's executives participate in regular meetings with capital market participants, including investors and analysts, organized by the investor relations team and by Polish and foreign brokerage houses. During the meetings the current financial and operational situation of the Bank is discussed, the operating strategy is presented and plans for the direction of further development are made. In addition, these meetings address topics related to the current macroeconomic situation, general condition of the financial sector, and the Bank's competitive environment.

In 2023, meetings took place with more than 100 foreign and domestic investors. Furthermore, there were about 50 talks with analysts from brokerage houses. These talks addressed trends in the banking sector in individual quarters and the current financial standing of the Bank.

On the day of publication of interim reports, result conferences are held for journalists, investors, and stock market analysts, during which members of the Bank's Management Board present financial results and discuss the most significant events that took place during the period. A transcript of the conference is made available on the Bank's website.

In 2023, meetings were also held between Bank representatives and analysts from rating agencies Fitch Ratings Ltd and S&P Global Ratings.

## Current Bank Ratings

Agency	Award date	Long-term rating	Short-term rating	Outlook
	14 November 2023	BB	B	positive
	27 June 2023	BB+	B	stable

### Ocena Fitch Ratings Ltd

On 14 November 2023, Fitch Ratings published a report in which it changed the Bank's outlook from stable to positive and affirmed the Bank's 'BB' long-term IDR rating. The decision to improve the outlook was influenced by such factors as Alior Bank's improved financial profile, which is characterized by increased capital buffers, and improved asset quality.

Full rating of the Bank awarded by Fitch Ratings is as follows:

- Long-Term IDR: BB with positive outlook,
- Short-Term IDR: B,
- National Long-Term Rating: BBB+(pol) with positive outlook,

- National Short-Term Rating: F1(pol),
- Viability Rating (VR): bb,
- Government support rating: ns.

Definitions of Fitch ratings are available on the agency's website at [www.fitchratings.com](http://www.fitchratings.com), which also publishes rating scales, criteria and credit rating methodologies.

### Standard & Poor's Global Ratings Assessment

On 27 June 2023, S&P Global Ratings announced that it had upgraded the Bank's long-term rating to BB+, from BB, and maintained its short-term rating at B. This is the highest rating in Alior Bank's history. In its rationale for the decision, the agency indicated that the rating upgrade was influenced primarily by improvements in capitalization levels and the Bank's ability to build capital internally by, among other things, reducing credit risk.

According to S&P Global Ratings, the Bank is able to maintain a high capital buffer to support its growth, even if it starts paying dividends. The Bank's insignificant exposure to mortgages denominated in Swiss francs (CHF) was viewed positively. A gradual increase in the share of mortgages and a reduction in the share of unsecured consumer loans, contributed to increasing the Bank's risk-weighted capital buffer. The justification also pointed to the declining share of higher-risk loans and appreciated the continuation of ongoing efforts to reduce the portfolio of non-performing loans.

Full rating assessment of the Bank awarded by Standard & Poor's Global Ratings is as follows:

- Long-Term Issuer Credit Rating at "BB+" with stable outlook,
- Short-Term Issuer Credit Rating at "B".

Definitions of S&P ratings are available on the agency's website at [www.standardandpoors.com](http://www.standardandpoors.com), which also publishes rating scales, criteria, and credit rating methodologies

## Alior Bank Shareholders

Due to the Bank's status as a public company within the meaning of the Public Offering Act (Ustawa o ofercie publicznej) and the fact that the Bank's shares are listed on a regulated market (primary market) operated by the Warsaw Stock Exchange, the Bank according to the best of knowledge, provides the following information on the shareholders who hold at least 5% of the share capital of the Bank and the overall number of votes at the General Meeting as at the date of 31 December 2023, the date of submission of the periodic report.

From the date of submission of the previous periodic report to the date of the publication of this report, the Bank's Management Board did not received notifications pursuant to Art. 69 of the Act of 29 July 2005 on Public Offering and Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies. According to the published reports as at the end of 2023 on the composition of OFE and DFE portfolios managed by PTE:

- Nationale-Nederlanden Otwarty Fundusz Emerytalny (including Generali Dobrowolny Fundusz Emerytalny) reduced the number of shares and votes held at the General Meeting of the Bank from 12,358,717, which represented 9.47% of shares and votes held at the General Meeting, to 12,270,004 at the end of 2023, which currently constitutes 9.40% of shares and votes at the General Meeting of the Bank,
- Generali Otwarty Fundusz Emerytalny (including Generali Dobrowolny Fundusz Emerytalny) reduced the number of shares and votes held at the General Meeting of the Bank from

7,253,721, which constituted 5.56% of shares and votes held at the General Meeting, to 7,154,708 at the end of 2023, which currently constitutes 5.48% of shares and votes at the General Meeting of the Bank.

**Ownership structure of the Bank's share capital as at 31 December 2023 and the date of submission of the periodic report:**

Shareholder	Number of shares	Nominal value of shares (PLN)	Percentage of share capital	Number of votes	Votes as proportion of overall votes
<b>Grupa PZU*</b>	41 658 850	416 588 500	31.91%	41 658 850	31.91%
<b>Nationale-Nederlanden OFE**</b>	12 270 004	122 700 040	9.40%	12 270 004	9.40%
<b>Allianz OFE**</b>	11 526 440	115 264 400	8.83%	11 526 440	8.83%
<b>Generali OFE**</b>	7 154 708	71 547 080	5.48%	7 154 708	5.48%
<b>Other shareholders</b>	57 943 989	579 439 890	44.38%	57 943 989	44.38%
<b>Total</b>	<b>130 553 991</b>	<b>1 305 539 910</b>	<b>100%</b>	<b>130 553 991</b>	<b>100%</b>

\*PZU Group is comprised of entities which have entered into a written agreement concerning the acquisition or disposal of Bank shares and the consistent exercise of voting rights at the General Meetings of the Bank, i.e.: Powszechny Zakład Ubezpieczeń SA, Powszechny Zakład Ubezpieczeń Na Życie SA, PZU Specjalistyczny Fundusz Inwestycyjny Otwarty UNIVERSUM, PZU Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych BIS 1, and PZU Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych BIS 2. Conclusion of the above-mentioned agreement was announced by the Bank in Current Report No. 21/2017.

\*\* Based on the published reports as at the end of 2023 on the composition of OFE and DFE portfolios managed by PTE.

## Alior Bank shares held by the Bank's governing body

Mr. Tomasz Miklas – Member of the Bank's Management Board holds 147 shares of the Bank. At the end of the reporting period and as at the date of publication of the report, the Members of the Supervisory Board and other members of the Management Board of Alior Bank did not hold shares of the Bank. Since the date of publication of the last periodic report, there have been no transactions in the Bank's shares to which Members of the Management Board or the Supervisory Board of the Bank would be a party.

## Significant agreements and obligations

As at December 31, 2023, Alior Bank did not hold:



- obligations towards the central bank,
- significant agreements on loans, sureties and guarantees not related to operational activities, apart from the annex to the agreement on periodical provision of insurance guarantees constituting unfunded credit protection concluded with the Powszechny Zakład Ubezpieczeń SA, which is described in Section VIII of the Report,
- financial support agreements referred to in Art. 141t section 1 of the Banking Law.

In the reporting period, the Bank had obligations resulting from the securities issued, including, in particular, subordinated bonds and Banking Securities, and other financial instruments.

The Bank did not enter into and did not terminate any loan and advance agreements outside of the normal scope of the Bank's business activity.

The entities comprising the Bank's Capital Group did not grant loans or guarantees together to a single entity or to a subsidiary of that entity, the value of which would exceed 10% of the Bank's equity outside of normal business activity.

As at 31 December 2023, Alior Bank granted 1024 active guarantees for a total amount of PLN 823,433,000. The Bank makes sure that the time structure of the guarantees is appropriate. Active guarantees with less than two years to maturity (806 items) amounted to PLN 470,462,000.

The total value of off-balance-sheet liabilities granted to customers as at 31 December 2023 amounted to PLN 12,447,700,000. This amount consisted of PLN 11,624,267,000 off-balance-sheet contingent liabilities related to financing and PLN 823,433 off-balance-sheet guarantee liabilities.

During the reporting period, no significant transactions were made as part of the Bank's Capital Group with affiliates otherwise than on arm's length principles.

The Bank holds no information about any contracts whereby changes to the proportion of shares or bond held by the existing shareholders and bond holders would be made.

Alior Bank did not issue any securities to provide special control rights towards the Bank. There are also no limitations regarding the exercise of voting rights from the Bank's shares and restrictions concerning the transfer of ownership rights to the Bank's securities.

No single court, arbitration court or public administration body proceedings in progress during the 2023, and none of the proceedings jointly, could pose a threat to the Group's financial liquidity. The proceedings which according to the opinion of the Management Board are significant are presented in Consolidated financial statements of the Alior Bank SA Capital Group the year ended 31 December 2023 (Note No. 39).



## Governing bodies of Alior Bank

### General Meeting of the Bank

#### Rules governing the General Meeting

The activities of the General Meeting, its principal rights, the rights of shareholders, and how these rights are to be exercised have been defined in: Rules of Procedure of the General Meeting (adopted by way of Resolution

No. 3/2013 of the Annual General Meeting of 19 June 2013, as amended by way of Resolution No. 29/2017 of the Annual General Meeting of the Bank of 29 June 2017 and Resolution No. 3/2020 of the Annual General Meeting of the Bank of 21 May 2020 – consolidated text of the Rules of Procedure including all amendments has been published on the Bank's website), Articles of Association of the Bank, and the applicable legislation including Act of 15 September 2000 Code of Commercial Companies (Dz. U. [Polish Journal of Laws] of 2024, item 18) and the Act of 29 August 1997 Banking Law (Dz. U. of 2023, item 2488).

The General Meeting of the Bank shall be convened by means of a notice made on the Bank's website and in a manner specified for the provision of current information in accordance with generally applicable law. The notice should be given at least 26 days in advance of the date of the General Meeting. Since the date of convening the General Meeting, the Bank posts information required by the provisions of the Code of Commercial Companies on its website at <https://www.aliorbank.pl/dodatkowe-informacje/relacje-inwestorskie/walne-zgromadzenie.html>.

Only the Bank's shareholders registered as such 16 days prior to the General Meeting (registration date) are eligible to participate in the General Meeting of the Bank.

Shareholder(-s) representing at least one-twentieth of the share capital may request that certain business be put on the agenda of the next General Meeting and submit draft resolutions on matters put on the agenda.

The resolutions of the General Meeting require incl.:

- the review and approval of:
  - Management Board's Report on the activities of the Bank, as well as the financial statements for the previous financial year,
  - report on the activities and the financial statements of the Bank's Capital Group for the previous financial year,
  - report of the Bank's Capital Group concerning non-financial information for the previous financial year – if a separate report concerning non-financial information is drawn up,
- expressing an opinion on the Supervisory Board's annual remuneration report,
- adoption of a resolution on profit distribution or loss coverage,
- acknowledgement of the fulfilment of duties by members of the bodies of the Bank,
- amendment to the Articles of Association of the Bank,
- provision regarding claims for damages caused in the course of establishment of the Bank or its management and supervision,
- disposal or lease of the enterprise or its organized part and establishment of a limited property right thereon,
- acquisition or disposal of real estate or share in real estate or the right of perpetual usufruct or share in perpetual usufruct, the value of which is equal to or higher than PLN 20,000,000 (twenty million zlotys) and the performed activity is not related to satisfying the claim of the Bank against the debtor or securing the Bank's claims,
- increase or decrease of the Bank's share capital,
- issuance of convertible bonds and senior bonds, as well as subscription warrants,
- redemption of shares and determination of specific conditions of said redemption,
- merger, division or liquidation of the Bank, selection of liquidators and the manner of executing the liquidation,
- appointment and dismissal of members of the Supervisory Board,
- determination of the Remuneration Policy for the members of the Supervisory Board,
- establishing the rules for determination of the Remuneration Policy for the members of Management Board.

### **General Meetings of the Bank in 2023**

1. The Annual General Meeting of the Bank held on 10 May 2023. In addition to resolutions concerning organisational affairs, it also adopted resolutions on matters related to the closing of the financial year 2022 concerning:
  - approval of the report on the operations of the Supervisory Board of the Bank,
  - approval of the financial statements of the Bank and of the Capital Group of the Bank,
  - approval of the Report on the operations of the Capital Group of the Bank, including the Report of the Management Board on the operations of the Bank and the Report of the Capital Group of the Bank on non-financial information,
  - method for distribution of profit for the financial year 2022,
  - granting a discharge to all Members of the Management Board and Supervisory Board of the Bank.

In addition, the General Meeting of the Bank adopted resolutions on:

- approval of the updated "Remuneration Policy for members of the Management Board and Supervisory Board of Alior Bank S.A.",
  - 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,
  - approval of the updated "The Policy of Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank Spółka Akcyjna",
  - the assessment of the collective suitability of the Supervisory Board of Alior Bank Spółka Akcyjna,
  - 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 2022" as submitted by the Supervisory Board of the Bank,
2. amendments to the Articles of Association of Alior Bank, assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board of Alior Bank S.A. and its effectiveness. The Extraordinary General Meeting of the Bank, convened at the request of a shareholder of the Bank, was held on 3 August 2023. In addition to resolutions concerning organisational affairs, resolutions were also adopted regarding changes to the composition of the Supervisory Board of the Bank.

#### **Description of the rules for amending the Bank's Articles of Association and amendments to the Articles of Association made in 2023**

According to Article 415 § 1 of the Code of Commercial Companies, an amendment to the Articles of Association of the Bank requires the adoption of an appropriate resolution by the General Meeting of the Bank, by a qualified majority of three quarters of votes. The amendment of the Articles of Association also requires the authorization of the Polish Financial Supervision Authority and the registration of the adopted amendment in the register of entrepreneurs of the National Court Register.

On 23 December 2023, amendments to the Articles of Association of Alior Bank, adopted by Resolution No. 31/2023 of the Annual General Meeting of the Bank of 10 May 2023, were registered in the register of entrepreneurs of the National Court Register and consisted in:

- adding a new paragraph 4 in § 10 of the Articles of Association, reading as follows: "4. *Redemption of shares requires the approval of the Polish Financial Supervision Authority*"
- giving § 21 (1) of the Articles of Association the following new wording: "1. *Meetings of the Supervisory Board shall be convened as necessary, but no less frequently than once in each quarter of the financial year.*"

On 16 August 2023, amendments to the Articles of Association of Alior Bank, adopted by Resolution No. 32/2023 of the Annual General Meeting of the Bank of 10 May 2023, were registered in the register of entrepreneurs of the National Court Register and consisted in:

- giving § 19 of the Articles of Association the following new wording:
  - "1. *The Supervisory Board shall select the Chair and the Deputy Chair from among its Members. The selection shall be made based on the absolute majority of votes present at the meeting of the Members of the Supervisory Board by way of a secret ballot.*
  - 2. *The work of the Supervisory Board is managed by the Chair, who is responsible for proper organization of its work, in particular convening meetings of the Supervisory Board.*
  - 3. *In the absence of the Chair of the Supervisory Board, their powers related to the organization of the work of the Supervisory Board, resulting from the Articles of Association and the Rules and Regulations*

of the Supervisory Board, related to convening and chairing the meetings of the Supervisory Board and voting on resolutions, shall be vested in the Deputy Chair of the Supervisory Board or in their absence in a member of the Supervisory Board designated for this purpose in advance by the Chair.”

- giving § 22 (1) of the Articles of Association the following new wording:

“1. Resolutions of the Supervisory Board may be adopted by circulation (in writing) or using means of direct remote communication. A resolution shall be deemed valid provided that all members of the Supervisory Board have been notified of the contents of the draft resolution and at least half of the members of the Supervisory Board participated in adopting the resolution.”

Alior Bank obtained the approval of the Polish Financial Supervision Authority to make the above amendment to the Articles of Association.

## Supervisory Board of the Bank

Composition of the Supervisory Board of the Board as at 31.12.2023		Composition of the Supervisory Board of the Board as at 31.12.2022	
<b>Filip Majdowski</b>	Chair of the Supervisory Board	Filip Majdowski	Chair of the Supervisory Board
<b>Ernest Bejda</b>	Deputy Chair of the Supervisory Board	Ernest Bejda	Deputy Chair of the Supervisory Board
<b>Małgorzata Erlich-Smurzyńska</b>	Supervisory Board Member	Małgorzata Erlich-Smurzyńska	Supervisory Board Member
<b>Jacek Kij</b>	Supervisory Board Member	Paweł Knop	Supervisory Board Member
<b>Paweł Knop</b>	Supervisory Board Member	Artur Kucharski	Supervisory Board Member
<b>Marek Pietrzak</b>	Supervisory Board Member	Marek Pietrzak	Supervisory Board Member
<b>Dominik Witek</b>	Supervisory Board Member	Dominik Witek	Supervisory Board Member
		Paweł Śliwa	Supervisory Board Member

2023 was the period of the fourth, joint, four-year term of office of the Supervisory Board of the Bank commenced in 2020.

In the period from 1 January 2023 to 31 December 2023, the following changes were made to the composition of the Supervisory Board of the Bank:

- On 3 August 2023, the Extraordinary General Meeting of the Bank dismissed Mr. Artur Kucharski from the Supervisory Board of the Bank;
- On 3 August 2023, the Extraordinary General Meeting of the Bank appointed Mr. Jacek Kij to the Supervisory Board of the Bank;

- On 30 November 2023, Mr. Paweł Śliwa resigned from her position in the Supervisory Board effective as of the end-of-day on 30 November 2023.



The table below presents detailed information on the Members of the Bank's Supervisory Board, including the functions they performed as at December 31.

**Filip Majdowski, PhD** (Chairperson of the Supervisory Board) – a graduate of master's and doctoral studies at the Faculty of Law and Administration (WPiA) of the University of Warsaw (UW), the School of British and European Law at the Faculty of Law and Administration of the University of Warsaw and the University of Cambridge; over the last three years, he served as the director of the Supervision Department I at the Ministry of State Assets responsible, among others, for the supervision over financial institutions with the participation of the State Treasury; judge of the arbitration court at the Warsaw Stock Exchange; previously Deputy Director at the Tax System Department at the Ministry of Finance, where, among others, represented Poland at various forums in the European Union and the Organisation for Economic Cooperation and Development. Author of several dozen publications in the field of tax law in Polish and foreign scientific periodicals. Before joining the public administration, he gained professional experience in tax advisory companies from the "Big Four" and in business in the financial sector.

**Ernest Bejda** (Deputy Chairperson of the Supervisory Board), Lawyer, graduate of the Faculty of Law and Administration of Maria Curie-Skłodowska University in Lublin. In 1997-1999, he did his prosecutor apprenticeship in Warsaw, and in 2000-2004 – an attorney apprenticeship. After passing the bar exam, he ran his own practice as an attorney at law. Member of the Management Board of PZU SA/Director of the PZU Życie Group responsible for the following areas: security, purchasing, insurance operations as well as digital services and platforms; In 2000-2002, he worked at the General Customs Inspectorate in Warsaw. In 2006-2009, he was the deputy head of the Central Anticorruption Bureau, and in 2016-2020 – the head of the same.

**Małgorzata Erlich – Smurzyńska** (independent Member of the Supervisory Board), graduate of the Law and Administration Department of the University of Łódź. She holds the professional title of legal counsel. She completed studies in the area of management and business (MBA) at the Warsaw Management University, obtaining the Executive Master of Business Administration title. Director of the Financial Control, Risk and Compliance Management Office at PKN Orlen S.A., responsible for manages the work of the financial control, regulatory risk management, compliance management, management systems, corporate risk management, and representative office of PKN Orlen S.A. in Brussels. She has several years of experience acting as an independent member of the Supervisory Board in the banking sector, including 2 companies in the Bank Pekao S.A. Capital Group, including a member of the Nomination and Remuneration Committee. Currently, she is a member of the Supervisory Board in a company from the Orlen Capital Group – Orlen Oil Sp. z o.o.. She has many years of experience in managerial positions – she was, inter alia, the Director of the Świętokrzyskie Branch of the Regional Agency for Restructuring and Modernisation of Agriculture (Agencja Restrukturyzacji i Modernizacji Rolnictwa), as well as functions of a member of the Management Board and Director in the sector of non-governmental organisations. Ms Małgorzata Erlich-Smurzyńska is on the list of auditors of the Polish Institute of Internal Control, and holds the Approved Compliance Officer title obtained at the Compliance Institute in Warsaw.

**Jacek Kij** (independent Member of the Supervisory Board) – Director of the Security Department of the ENEA S.A. Group, a graduate of computer science and econometrics at the Poznań University of Economics. He completed a Master of Business Administration in cyber security at the Military University of Technology in Warsaw. In the ENEA S.A. Group, he manages the work of the security division. He is responsible for creating and overseeing security policies and standards, with a particular focus on ICT security and IT architecture integrity. His previous work experience includes Bank Pekao S.A., the National Bank of Poland and the Ministry of Finance.

**Paweł Knop** (independent Member of the Supervisory Board), graduate of master's studies at the Department of Finance and Accounting of the Cracow University of Economics. He holds the powers of a statutory auditor, which he obtained in the course of auditing the largest entities in Upper Silesia from the automotive, mining, steel, and service industries. Mr Paweł Knop holds the powers of a securities broker and investment advisor He started his professional career in 2006-2007 in the financial industry – Commercial Union (Aviva), advisory – KPMG, and then banking – Bank Spółdzielczy in Raciborz and Alior Bank S.A. Subsequently, since 2010, he continued his career with Deloitte Polska, where he became a statutory auditor in 2017. In 2013, he joined ING Bank Śląski S.A., where as a finance expert he was responsible for consolidating the capital group of the bank and accounting of the bank and its subsidiaries. Since 2018, he has been associated with Dr Józef Rostek District Hospital in Raciborz, where he is responsible for the supervision and coordination of the budget, results, debt restructuring. Responsible for liquidity management and implementation of the financial assumptions of the recovery programme. In the years 2018-2019, he was a member of the supervisory board of Energo-tel S.A., and from 2019 he was the Chair of the Supervisory Board of Przedsiębiorstwo Robót Drogowych Sp. z o.o.

**Marek Pietrzak** (independent Member of the Supervisory Board) – legal counsel. Graduate of the Faculty of Law and Administration of the Łazarski University in Warsaw. In 2013, he completed his legal adviser apprenticeship at the District Chamber of Legal Advisers in Warsaw and obtained a licence to practice. He also completed management and business studies (MBA) at the Higher School of Management in Warsaw, obtaining the title of Executive Master of Business Administration. He got his post-graduate degree in the field of Accounting and Finance at the SGH Warsaw School of Economics. He has professional experience in public administration, as well as practice in ownership supervision and management of commercial companies,

including those with State Treasury shareholding. In his professional practice, he is focused on legal services for business entities. His major specialisation is civil and commercial law, in particular, corporate law and labour law. Vice-President of the Management Board for Corporate Affairs of KGHM Polska Miedź S.A. It also has a function of Chairperson of the Supervisory Board in Polskie Radio Regionalnej Rozgłośni w Warszawie "Radio dla Ciebie" S.A.

**Dominik Witek** – Member of the Management Board of PZU Życie S.A., graduate of the Faculty of Law and Administration of the University of Rzeszów. He holds the professional title of lawyer and legal counsel. He also completed studies in the area of management and business (MBA) at the Higher School of Business – National Louis University in Nowy Sącz, obtaining the title of Master of Business Administration. Since 2017, he ran his own Lawyer's Office and then Legal Counsel's Office. In the years 2019-2020, he was employed as a legal counsel at ORLEN Południe S.A., where, among other things, he participated in comprehensive legal services of the Company and Companies from ORLEN Południe Capital Group. In addition, he was the Chair of the Supervisory Board in the Sanockie Przedsiębiorstwo Gospodarki Mieszkaniowej Sp. z o.o., as well as the President of the Management Board, Managing Director of the Sanockie Przedsiębiorstwo Gospodarki Komunalnej Sp. z o.o. In the years 2021-2023, had a function of Member of the Management Board of PZU Zdrowie SA.

Appointed Members of the Supervisory Board shall not engage in activities that are competitive with the Bank and shall not participate in companies that are in competition as partners of civil companies nor be members of bodies of capital companies or other, competitive legal persons, and shall meet all the requirements laid down in Article 22aa of the Act of 29 August 1997. Banking Law (Dz. U. [*Polish Journal of Laws*] of 2023, item 2488).



#### Rules governing the Supervisory Board

The Supervisory Board of the Bank acts in particular on the basis of the Act of 29 August 1997 Banking Law (Dz. U. [*Polish Journal of Laws*] of 2023, item 2588), the Act of 15 September 2000 Code of Commercial Companies (Dz. U. of 2024, item 18) and the Articles of Association and Regulations of the Supervisory Board of the Bank, the content of which is available on the Bank's website. The Supervisory Board exercises continuous oversight of the Bank's activities in all its aspects.

- In accordance with the Articles of Association, responsibilities of the Supervisory Board, in addition to other rights and responsibilities provided for by mandatory legislation, include, among other things:

- consideration of the Management Board's report on representation expenses, as well as expenditure on legal services, marketing services, public relations services and social communication, or management advisory services,
- assessment of periodic information on internal control,
- examining the report on best practice mentioned in Article 7(3) of the Act on the Principles of Property Management,
- applying to the KNF Board for acceptance of the appointment of two members of the Management Board of the Bank, including the President of the Management Board,
- adopting the Rules of Procedure of the Supervisory Board and approving the Rules of Procedure of the Management Board established by the Management Board of the Bank,
- determination of the rules for remuneration of Members of the Management Board and their remuneration, conclusion, termination, and amendment of agreements with Members of the Management Board, taking into account the principles defined by the General Meeting, in accordance with § 17 (2) (10a) of the Articles, and representation of the Bank in matters between members of the Management Board and the Bank,
- suspending the activity, for major reasons, of particular or all members of the Management Board of the Bank,

- providing opinions on requests of the Management Board for the establishment and for the Bank's accession as member or shareholder to companies and to dispose of shares where such investments are long-term and strategic,
- providing opinions to multi-annual Bank development programmes and Bank's annual financial plans,
- adopting, at the request of the Management Board, the rules governing the creation and use of the funds provided for in the Bank's Articles,
- approving requests of the Management Board of the Bank for acquisition, charge or disposal of real property or interest in real property, or perpetual usufruct, if its value is more than PLN 5,000,000. In other cases, the decision is taken by the Management Board of the Bank without the need to obtain the authorisation from the Supervisory Board, subject to the matters decided by the General Meeting under § 23a of the Bank's Articles of Association,
- approval of the requests of the Bank's Management Board for making a commitment or dispose of assets, the total value of which with regard to a single entity exceeds 5% of the Bank's own funds,
- exercising supervision over the introduction and monitoring of the management system at the Bank, including in particular, supervising compliance risk management and assessing, at least once a year, the adequacy and effectiveness of that system,
- approval of the rules of conducting internal control and procedures related to the estimation of internal capital, capital management, and capital planning,
- approving the Bank's business strategy, and the rules of prudent and stable management of the Bank,
- approving the Organisational Rules of the Bank and the overall organisational structure of the Bank established by the Management Board of the Bank, adapted to the size and profile of risks taken,
- accepting the overall level of risk taken by the Bank,
- approving the assumptions of the Bank's policy for compliance risk,
- approving the Bank's Information Policy,
- selection of an auditor,
- approval of the Remuneration Policy formulated by the Management Board and overseeing its introduction and operation,
- drawing up an annual remuneration report.

**The following requires the approval of the Supervisory Board:**

- conclusion and amendment of a contract for legal services, marketing services, public relations and social communication services, and management consultancy services, if the amount of remuneration for the services provided in the contract or contracts with the same entity exceeds PLN 500,000 net, on an annual basis or the maximum amount of remuneration is not provided for,
- conclusion of an agreement for:
  - donations or other agreement with similar effect with a value exceeding PLN 20,000 or 0.1% of the sum of assets within the meaning of the Accounting Act of 29 September 1994, determined based on the last approved financial statement,
  - exemption from debt or other agreement having a similar effect with a value exceeding PLN 50,000 or 0.1% of the sum of assets within the meaning of the Accounting Act of 29 September 1994, determined based on the last approved financial statement.
- subject to § 17 (2) (4) of the Articles of Association, regulation of fixed assets within the meaning of the Accounting Act of 29 September 1994, classified as non-material and

legal values, tangible fixed assets or long-term investments, including making contributions to a company or cooperative, if the market value of these assets exceeds 5% of the sum of assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements, as well as the transfer of these components for use to another entity, for a period longer than 180 days in a calendar year, on the basis of a legal transaction, if the market value of the object of the legal transaction exceeds 5% of the sum of assets, with the proviso that in the case of:

- rent, lease and other agreements under which asset components are made available to other entities for use against a fee – the market value of the subject of the legal transaction shall be deemed to be equal to the value of payments for:
  - a year - if handing over of the asset took place under agreements concluded for an indefinite period of time,
  - an entire term of the agreement - in the case of agreements concluded for a finite period;
- lend and other agreements under which asset components are made available to other entities for use, free of charge – the market value of the subject of the legal transaction shall be deemed to be equal to the value of payments that would be due if a rent or lease agreement had been concluded, for:
  - a year - if handing over of the asset took place under agreements concluded for an indefinite period of time,
  - an entire term of the agreement - in the case of agreements concluded for a finite period;
- subject to § 17 (2) (4) of the Articles of Association, purchase of fixed assets within the meaning of the Accounting Act of 29 September 1994, of a value exceeding:
  - PLN 100,000,000 or
  - 5% of the sum of assets within the meaning of the Accounting Act of 29 September 1994, determined based on the last approved financial statement,
- takeover, acquisition, or disposal of shares of another company with a value exceeding:
  - PLN 100,000,000 or
  - 10% of the sum of assets in the meaning of the Accounting Act of 29 September 1994, determined based on the last approved financial statement,

The Supervisory Board appoints from among its Members: the Audit Committee, Risk Committee, and other committees required by law, it may also appoint standing or *ad hoc* committees to perform specific activities.

## Committees of the Supervisory Board

### Audit Committee of the Supervisory Board

Composition of the Committee as at 31.12.2023		Composition of the Committee as at 31.12.2022	
<b>Paweł Knop</b>	Committee Chair	<b>Artur Kucharski</b>	Committee Chair
<b>Ernest Bejda</b>	Committee Member	<b>Ernest Bejda</b>	Committee Member
<b>Filip Majdowski</b>	Committee Member	<b>Paweł Knop</b>	Committee Member

<b>Marek Pietrzak</b>	Committee Member	<b>Filip Majdowski</b>	Committee Member
<b>Jacek Kij</b>	Committee Member	<b>Marek Pietrzak</b>	Committee Member

Due to personnel changes in the composition of the Supervisory Board of the Bank ( Resolution No. 3/2023 of the Extraordinary General Meeting of the Bank of 3 August 2023 on the change in the composition of the Supervisory Board related to the dismissal of Mr. Artur Kucharski from the Supervisory Board and Resolution No. 4/2023 on the change in the composition of the Supervisory Board of Alior Bank Spółka Akcyjna related to the appointment of Mr. Jacek Kij), on 9 August 2023 the Supervisory Board of the Bank:

- having regard to the recommendation expressed by the Appointments and Remuneration Committee, adopted resolution on the fulfillment of the requirements set forth in Article 22aa (1) to (6) of the Banking Law Act by Mr. Jacek Kij – a candidate for a position on the Audit Committee, and the result of the candidate’s evaluation conducted by the Supervisory Board of the Bank;
- having regard to the recommendation expressed by the Appointments and Remuneration Committee adopted resolution on the performance of the assessment of collective suitability of the Audit Committee;
- having regard to the performed suitability assessments and recommendation expressed by the Appointments and Remuneration Committee adopted resolution on the determination of the composition of the Audit Committee of the Supervisory Board of Alior Bank S.A.

The individuals meeting the independence criteria in accordance with the submitted statements are:

- Mr. Paweł Knop,
- Mr. Marek Pietrzak,
- Mr. Jacek Kij.

The individuals with knowledge and skills in the area of accounting or auditing the financial statements are:

- Mr. Paweł Knop,
- Mr. Jacek Kij.

The persons with the knowledge and skills in the sector in which the Bank operates are:

- Mr. Ernest Bejda,
- Mr. Paweł Knop,
- Mr. Filip Majdowski,
- Mr. Jacek Kij.

The members of the Supervisory Board who comprise the Audit Committee have confirmed that they have knowledge and skills in accounting, auditing the financial statements and skills pertinent to the sector through education, licenses held and professional experience gained by, among other things, holding management and supervisory functions. The above were part of the initial assessment of the suitability of members of the Supervisory Board performed by the Bank in accordance with guidelines laid down in the Methodology for Assessing the Suitability of Members of Bodies of Entities Under Supervision by the Polish Financial Supervision Authority. The “Policy of Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.” is consistent with the aforementioned Methodology, and in the adopted competency assessment process – the assessment of candidates to the committees of the Supervisory Board is carried out by the Appointment and Remuneration Committee and the Supervisory Board – in this regard, both the supervisory body of the Bank and the advisory committee adopt appropriate resolutions.

## **Activities of the Audit Committee of the Supervisory Board**

The Audit Committee of the Supervisory Board was appointed by way of the Resolution No. 61/2013 of the Supervisory Board of 30 July 2013.

The Audit Committee supports the Supervisory Board of the Bank in the performance of its statutory duties. The main duties of the Audit Committee arise from Article 130 of the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Supervision.

The most important duties of the Audit Committee of the Supervisory Board include, in particular:

- monitoring financial reporting processes,
- monitoring the effectiveness of the internal control system and the risk management and internal audit system,
- monitoring the performance of financial review activities,
- controlling and monitoring the independence of the statutory auditor and the audit firm.

19 meetings of the Audit Committee were held in the financial year 2023, during which the Audit Committee performed its tasks, including: monitoring the financial reporting process, monitoring the effectiveness of the internal control system and the risk management and internal audit system, monitoring the performance of financial audit activities, controlling, monitoring and assessing the independence of the statutory auditor and the audit firm, and expressing consent to the provision of permitted services other than the audit of the financial statements, informing the Supervisory Board of the results of the audit of the financial statements and providing an explanation of how the audit contributed to the reliability of financial reporting at the Bank, as well as what was the role of the Committee in the audit process.

## **Policy for the selection of an audit firm to conduct audits and reviews of financial statements and Policy for the provision of permitted non-audit services by the audit firm performing the audit, entities related to that audit firm and by a member of that audit firm's network**

In order to control and monitor the independence of the statutory auditor and the audit firm, the Committee developed the Policy for the selection of an audit firm to conduct audits and reviews of financial statements and the Policy for the provision of permitted non-audit services by the audit firm performing the audit, entities related to that audit firm and by a member of that audit firm's network.

The main objective of the Policy for the selection of the entity authorised to audit and review financial statements in Alior Bank S.A. is to ensure the adequacy and legal compliance, including to avoid any conflict of interest when selecting the audit firm. The Bank is guided by the principles consistent with business ethics, aiming at transparent relations with the counterparty. The Policy defines the rules of proceeding when selecting the audit firm. The selection is conducted taking into account the principles of impartiality and independence of the auditor company and the analysis of the work conducted by it at the Bank. Differences of opinions for the application of accounting policies or auditing standards are not sufficient to terminate the financial statements auditing agreement. Rules for the rotation of the audit firms and of the key auditor, including any waiting periods are defined.

The main objective of the Policy of the provision by audit firm, its affiliates and a member of the audit firm network of admissible services not being an audit in Alior Bank S.A. is to control and monitor the independence of the audit firm and of the independent auditor, including to avoid any conflict of interest. The Policy allows for the provision of admissible services mentioned in Article 136(2) of the Act of 11 May 2017 on statutory auditors, audit firms and public supervision. The provision of admissible services is possible after the analysis of independence and consent to the provision of such services by the Audit Committee.

The selection of the entity authorized to audit the financial statements is carried out in accordance with the procedure applicable at the Bank: "Selection of the entity authorized to audit the financial statements at Alior Bank S.A.". In accordance with the rules of the above procedure, the Audit Committee submits recommendations to the Supervisory Board on the selection of an audit firm to audit and review the financial statements of Alior Bank SA and Alior Bank SA Group entities. The Audit Committee's recommendation must contain at least two audit firm selection options, along with a statement of reasons and an indication of the Committee's justified preference towards one of them.

The entity authorised to audit financial statements, conducting the audit of annual financial statements of Alior Bank Group and annual financial statements of Alior Bank S.A. was selected in accordance with legal provisions. That entity as well as statutory auditors conducting the audit of those statements have met the requirements for being able to express their impartial and independent opinion on the audited interim financial statements of the Bank Group and financial statements of the Bank, in accordance with the applicable legislation and professional standards.

In financial year 2023, the audit firm auditing the financial statements provided to Alior Bank S.A. certain admissible services other than audit. The independence of the audit firm was assessed and the consent for the provision of such services was granted each time.

#### Nomination and Remuneration Committee of the Supervisory Board:

Composition of the Committee as at 31.12.2023		Composition of the Committee as at 31.12.2022	
<b>Małgorzata Erlich-Smurzyńska</b>	Committee Chair	Małgorzata Erlich-Smurzyńska	Committee Chair
<b>Marek Pietrzak</b>	Committee Member	Marek Pietrzak	Committee Member
<b>Dominik Witek</b>	Committee Member	Dominik Witek	Committee Member
<b>Filip Majdowski</b>	Committee Member		
<b>Jacek Kij</b>	Committee Member		

During the reporting period, the composition of the Committee was changed. On 8 September 2023, the Supervisory Board of the Bank adopted a Resolution determining the composition of the Committee, appointing Mr. Filip Majdowski and Mr. Jacek Kij.

#### Activities of the Nomination and Remuneration Committee of the Supervisory Board

The Remuneration Committee was established pursuant to Resolution of the Supervisory Board No. 87/2011 on 7 December 2011.

The tasks of the Committee include:

- providing opinions on the Remuneration Policy in order to ensure compliance of the terms and conditions of remuneration with regulations, mainly with the Regulation of the Minister of Development and Finance of 8 June 2021 on the risk management system and internal control system, remuneration policy and detailed method of estimating internal capital in banks (Dz. U. [Polish Journal of Laws] of 2021, item 1045), in accordance with the principles of stable and prudent risk, capital and liquidity management, and with particular regard to the long-term interests of the Bank and the interests of its shareholders,

- providing opinions on the classification of jobs, which is governed by the pay policy with regard to individuals having material impact on the risk profile of the Bank (Material Risk Takers – MRTs), providing opinions on annual objectives; providing opinions and monitoring variable pay of the MRTs,
- preparing opinions, assessments, or recommendations on candidates to the Management Board of the Bank, on the conclusion, amendment, and termination of contracts with members of the Management Board, regarding the structure, size, composition, and effectiveness of the Management Board’s operation as a body, as well as knowledge, skills and experience of individual members of the Management Board,
- preparing opinions, assessments, or recommendations on other personnel matters for which the Supervisory Board or the Committee are competent as per the applicable in-house regulations and mandatory legislation.

In 2023, there were 11 meetings of the Committee during which the Committee assessed the achievement of targets set for Management Board members and Material Risk Takers for 2022, and gave its opinion on the recommendations for the payment and reduction of deferred tranches of variable compensation for previous years as well as on the issue of awarding variable compensation for 2022 to Management Board members and MRTs. The Committee also identified the MRTs. During its meetings and in connection with changes in the composition of the (management and supervisory) bodies, the Committee conducted secondary individual suitability assessments of members of the Management Board and Supervisory Board, primary individual suitability assessments of candidates for members – of the Management Board and Supervisory Board, collective suitability assessments of the Management Board and Supervisory Board, and prepared a recommendation concerning the composition of Supervisory Board committees. As regards the regulatory environment, in connection with changes and update of external regulations, the Committee issued an opinion and recommendation for the Supervisory Board to develop updates for policies in force in the following areas of the Bank – remunerations, selection and assessment of suitability, and development of members of the Company’s bodies. During Committee meetings held in 2023, the following documents were assessed and recommended for approval by the Supervisory Board of the Bank: Report on Remunerations of the Members of the Management Board and the Supervisory Board of Alior Bank S.A. for the Year 2022 and Report on the Assessment of the Remuneration Policy in Alior Bank S.A.

#### Risk Committee of the Supervisory Board:

Composition of the Committee as at 31.12.2023		Composition of the Committee as at 31.12.2022	
<b>Ernest Bejda</b>	Committee Chair	<b>Ernest Bejda</b>	Committee Chair
<b>Małgorzata Erlich-Smurzyńska</b>	Committee Member	<b>Małgorzata Erlich-Smurzyńska</b>	Committee Member
<b>Paweł Knop</b>	Committee Member	<b>Paweł Knop</b>	Committee Member
<b>Dominik Witek</b>	Committee Member	<b>Dominik Witek</b>	Committee Member
<b>Jacek Kij</b>	Committee Member	<b>Artur Kucharski</b>	Committee Member

During the reporting period, there were changes in the composition of the Risk Committee of the Supervisory Board. On 3 August 2023, Mr. Artur Kucharski ceased to serve as a Member of the



Committee due to his dismissal from the Supervisory Board. On 9 August 2023, the Supervisory Board of the Bank appointed Mr. Jacek Kij as a member of the Risk Committee of the Supervisory Board.

### **Activities of the Risk Committee of the Supervisory Board**

The Supervisory Board's Risk Committee of Alior Bank S.A. was established on 22 December 2015 by Supervisory Board Resolution No. 81/2015 to support the Supervisory Board in the supervision of the risk management process at the Bank. The Committee operates on the basis of the Rules of Operation of the Risk Committee of the Supervisory Board of Alior Bank S.A.

The tasks of the Risk Committee stem from the Regulation of the Polish Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and internal control system and remuneration policy in banks, and from the Banking Law.

The tasks of the Risk Committee of the Supervisory Board include, in particular:

- providing opinions on the Bank's overall current and future readiness to accept risk, which has been quantified in the risk appetite,
- issuing opinions on the risk management strategy at the Bank and analysing information submitted by the Management Board concerning the implementation of this strategy, including periodic reports on capital adequacy, credit, operational, market and liquidity risk, as well as model risk, non-compliance and reputation,
- supporting the Supervisory Board in supervising the implementation of the risk management strategy at the Bank,
- verifying compliance of the price of liabilities and assets offered to customers with the Bank's business model and its risk strategy, and, in the event of non-compliance, submitting proposals to the Bank's Management Board aimed at ensuring that the prices of liabilities and assets are adequate to these risks,
- issuing opinions on regulations defining the Bank's strategy and policy governing the approach to risk-taking, the approval of which falls within the competence of the Supervisory Board,
- analysing cyclical reports on the implementation of the above strategies and policies,
- supporting the Supervisory Board in the scope of ongoing monitoring of the risk management system at the Bank.

During the reporting period, the Risk Committee of the Supervisory Board held 11 meetings and 3 combined meetings of the Risk Committee of the Supervisory Board and the Audit Committee of the Supervisory Board.

As part of the on-going supervision of the risk management area and capital adequacy, the Committee was receiving reports and analyses presenting the situation of the Bank and of its major subsidiaries. The Committee recommended key draft regulations in the risk area to the Supervisory Board of the Bank.

At its meetings, the Risk Committee of the Supervisory Board discussed key topics related to risk, especially issues concerning: implementation of the risk appetite, capital position of the Bank, quality of the credit portfolio, including in an environment of higher interest rates and macroeconomic scenarios, the largest credit exposures / capital groups, issues related to identification and analysis of key risks to the operations pursued by the Bank.

As part of on-going monitoring of the risk management system at the Bank, the Committee received periodic reports regarding the area of risk, containing information of credit risk, capital adequacy ratios, market risk, liquidity risk, operational risk, model risk, as well as compliance and reputation risk, which included information on concerning the Bank and significant subsidiaries.

The Committee also familiarized itself with the periodical assessment of the mortgage-backed portfolio covered by Recommendation S and the retail exposure portfolio covered by Recommendation T.

The Committee also dealt with issues related to credit concentration risk, including ESG risk, treasury transaction portfolio risk, and counterparty limit portfolio risk, as well as the results of the asset and liability price adequacy test. The results of the stress tests carried out by the Bank and the results of the review of the internal capital adequacy assessment process (ICAAP) were discussed. The Committee also reviewed the Bank's evaluation of its investment policy and its assessment of the operation of the Stress Testing Program. A timetable of planned and implemented actions related to the implementation of ESG risk factors in the risk management system of the Bank has been presented during a meeting of the Committee.

The Committee issued opinions and recommended that the Supervisory Board approve key regulations defining the Bank's risk management strategy and policy.

During the reporting period, the Committee reviewed briefing materials that included, among other things, the cost of issuing instruments under MREL, the status of the IRB project related to work on implementing the Internal Ratings Method, and the impact of the EBA's new IRRBB guidelines on *Supervisory Outlier Tests NII (SOT NII)*.

The Committee provided its recommendations to the Supervisory Board in the form of resolutions. Per the periodic reports received, the Committee regularly monitored the effectiveness of the Bank's risk management system.

### Strategy and Development Committee of the Bank's Supervisory Board:

Composition of the Committee as at 31.12.2023		Composition of the Committee as at 31.12.2022	
<b>Filip Majdowski</b>	Committee Chair	<b>Filip Majdowski</b>	Committee Chair
<b>Małgorzata Erlich-Smurzyńska</b>	Committee Member	<b>Artur Kucharski</b>	Committee Member
<b>Dominik Witek</b>	Committee Member	<b>Dominik Witek</b>	Committee Member
<b>Paweł Knop</b>	Committee Member	<b>Paweł Śliwa</b>	Committee Member

During the reporting period, changes were made to the composition of the Bank Strategy and Development Committee of the Supervisory Board. On 3 August 2023, Mr. Artur Kucharski ceased to serve as a Member of the Committee due to his dismissal from the Supervisory Board. In connection with personnel changes in the composition of the Supervisory Board of the Bank, on 9 August 2023 Mr. Jacek Kij was appointed to the Committee. On 8 September 2023, due to his resignation from the Committee, Mr. Jacek Kij ceased to serve as its Member. On 13 December 2023, the Supervisory Board of the Bank appointed Mrs. Małgorzata Erlich – Smurzyńska and Mr. Paweł Knop to the Committee in connection with the resignation from the Supervisory Board of the Bank by Mr. Paweł Śliwa (effective as of the end of November 2023).

### Activities of the Strategy and Development Committee of the Bank's Supervisory Board

The actions taken by the Committee are advisory in relation to decisions made by the Supervisory Board. The purpose of the actions taken by the Committee is to increase the effectiveness of supervisory activities performed by the Supervisory Board in the scope of issuing opinions on all strategic documents submitted to the Supervisory Board by the Management Board of the Bank (in particular the Bank's development strategy) and recommendations for planned investments that have a significant impact on the Bank's assets. The Committee's tasks include issuing opinions and submitting recommendations to the Supervisory Board on decisions taken in the following matters:

- approving the Bank's long-term development plans developed by the Management Board,
- pursuing the Bank's long-term development programmes, including reports on projects implemented at the Bank,
- providing opinions on requests of the Management Board of the Bank on the establishment and accession of the Bank as member or shareholder (stockholder) of companies and dispose of shares (stocks) where such investments are long-term and strategic.

The Bank Strategy and Development Committee of the Supervisory Board held four meetings in 2023. In H1 2023, two meetings were devoted to discussing the priorities and strategic directions of the new strategy and recommendations for the Supervisory Board to approve the "Bank for Everyday Life, Bank for the Future" strategy. During the meetings members discussed key targets (KPIs) to be achieved by the Bank in view of the new Strategy as well as approaches to the publication of the Strategy in Q1 2023 (aligning the dates of operationalization of the Strategy within the Group). The Committee gave its opinion on the planned development directions of the Bank for the coming years. In H2 2023, two meetings were devoted to the regular monitoring of the progress of the Strategy and summaries of the work carried out in the Strategic Pillars. Additional discussions were focused on issues related to the modernization of the Data Warehouse within the framework of the Strategy in force in the Bank.

## Management Board of the Bank

### Composition of the Management Board of the Bank as at 31 December 2023\*

Since November 2021, Vice President in charge of the Management Board, whereas since July 2022, after receiving approval from the Polish Financial Supervision Authority – President of the Management Board of Alior Bank S.A. Within the Alior Bank Group, he also serves as Chairman of the Supervisory Board of Alior Towarzystwo Funduszy Inwestycyjnych S.A. He is also an academic lecturer at Lazarski University in Warsaw where he teaches classes on investment products and the basics of finance.

He has many years of professional experience in financial institutions. From 2019 to 2020 he was associated with Bank Pekao S.A., where he first served as a Member of the Management Board and then as Vice President of the Management Board. He was responsible for the following sectors: IT, brokerage services, bancassurance and digital transformation, successfully developing the electronic banking system, including by implementing advanced mobile banking solutions (such as PeoPay & PeoPay Kids).

From 2017 to 2019, he worked in the PZU Group where he was the director of the Investment Product Sales Office of PZU Życie S.A. and advisor to the President of the Management Board of PZU S.A. He was also the leader on a project that led to the launch of inPZU, the first platform in Poland for selling passive investment funds.

In 2016, as the Sales and Marketing Director of AgioFunds TFI S.A., he actively developed the fund's investment products.

He was also associated with Alior Bank from 2010 to 2016, where he was responsible for implementing innovative solutions in the areas of mutual funds, treasury products and the FOREX market. In 2012, he took the position of Director of Investment Product Sales at the Brokerage Office of Alior Bank, where he contributed to the implementation of the bank's IPO, the promotion of the Alior Trader platform and the introduction of the investment advisory service.

His professional career in finance began at Bank Millenium S.A., where he worked from 2007 to 2010 in the retail banking area.

Grzegorz Olszewski is a graduate of the Faculty of Management at the University of Warsaw, where he completed the Executive MBA program, Lazarski University (with a major in Economics), Polish Open University (currently known as the Vistula University of Finance and Business in Warsaw) with a major in Finance Management, and Oxford Brookes University with a Bachelor of Arts (B.A.) degree in Finance.

Grzegorz Olszewski manages the organizational units of the Bank's Head Office, responsible for internal audit, compliance risk management, HR, communication and CSR, servicing the Bank's governing bodies and strategy. He is also responsible for the day-to-day functioning of procedures for reporting breaches of the provisions of law, procedures and business ethics applicable at the Bank, and accepts reports in this regard in accordance with the provisions of the Bank's internal regulations.

He joined the Management Board of Alior Bank in April 2023. He is an expert in the areas of security, cyber-security, AML, compliance, business processes, operations and IT. Previously, he was a member of the Management Board of Alior Leasing sp. z o.o. within the Alior Bank Group. He currently sits on the Supervisory Board of the same company.

Paweł Broniewski has extensive managerial experience, gained as an Executive Director and Member of Supervisory Boards at Tauron Polska Energia and the Azoty Group. He was responsible for corporate security, business security, physical security, cyber security, audit and the internal control system.

He is a graduate of the Cracow University of Economics and the Cracow Business School, where he earned an Executive Master of Business Administration (MBA) in Corporate Management. He also completed postgraduate studies on the Washington Convention on International Trade in Endangered Species of Wild Fauna and Flora (CITES) for State Administration at the Agricultural Academy in Poznań and the Power PRO leadership development program at the ICAN Institute.

He is certified as an internal auditor by the Ministry of Finance and holds the authorization to perform internal control and audit in public administration, issued by the Ministry of Internal Affairs and Administration.



**Grzegorz Olszewski**  
President of the  
Management Board



**Paweł Broniewski**  
Vice-President of the  
Management Board

Paweł Broniewski heads organizational units of the Bank's Head Office responsible for the operational area, including business continuity management, cyber security and security.



**Radomir Gibała**

**Vice-President of the Management Board**

A member of the Management Board of Alior Bank S.A. since June 2021. An economist and experienced manager with nearly 20 years of experience in on domestic and international markets. His practical experience includes the implementation of projects for the financial sector and professional services related to the development and implementation of business strategies as well as the preparation and control of financial plans.

Prior to joining Alior Bank, Radomir Gibała was associated with Baker McKenzie, where in the years 2012-2021 he was responsible for strategic consulting, improving financial efficiency and developing cooperation with financial institutions as a member of the management committee.

Between 2005 and 2012, he worked for Ernst & Young, where as a manager he was responsible for advising entities from the financial services sector. Previously, he was associated with Bank BPH, where he managed projects in the area of corporate banking.

A graduate of the Cracow University of Economics with a major in Finance and Accounting and doctoral studies in the field of economic sciences at the SGH Warsaw School of Economics. A graduate of management programs at the IESE Business School and INSEAD.

Radomir Gibała is the head of organizational units of the Bank's Head Office responsible for finance, accounting and financial reporting, controlling, investor relations and supervision of subsidiaries of the Bank, and its activities in other countries.



**Szymon Kamiński**

**Vice-President of the Management Board**

On the Management Board of Alior Bank S.A., as of November 2022 he is responsible for the business customer area. Prior to this role, he was a business manager in the areas of finance, consulting and industry, gaining experience both in Poland and abroad. In 2020-2022, he was the President of the Management Board of Pekao Leasing. Between 2011 and 2019, he was the President of the Management Board of Santander Leasing and other subsidiaries of the Santander Group.

In 2008-2010, he worked in the Credit Agricole Group, and before that in the Det Norske Veritas Group. In the latter, between 2006 and 2008, he managed projects in Europe, the Far East and South America. Between 2003-2005, he was the Country Manager of DNV Iberia in Spain and Portugal, whereas from 1998 to 2003 – Country Manager of DNV Industry in Poland.

In the period from 1996 to 1998, he was one of the directors managing the post-acquisition restructuring process in the Polish part of the Swedish Trebruk Group (currently known as Arctic Paper S.A.).

Szymon Kamiński is a graduate of the Maritime University of Gdynia and the AMP (Advanced Management Program) IMD Lausanne in Oslo.

Szymon Kamiński manages organizational units of the Bank responsible for products and sales in the business customer and micro-enterprise segment.

He has 30 years of experience in the banking sector. During his career, he was responsible for asset and liability management, financial markets, sales and products in many financial institutions.

Since November 2021, he has served as Vice President of the Management Board of Alior Bank in charge of sales and products for retails customers, private banking area and the brokerage house, whereas as of April 2023 – also treasury activity.



**Rafał Litwińczuk**

**Vice-President of the Management Board**

From July 2018 to November 2021, he was a member of the Management Board of Pekao Bank Hipoteczny, where he was responsible for the area of finance. At that time, he carried out a project for the transfer of mortgage claims within the capital group. From 2016 to 2018, he was in charge of the bank's arbitration, interest rate of the bank, relations with financial customers and the project of implementing MIFID II regulation at Credit Agricole Polska S.A.

Between 2012 and 2016 he worked at Pekao Bank Hipoteczny, where as Assets, Liabilities and Covered Bond Issue Management Department Director he was responsible for acquiring long-term financing, treasury operations, hedge accounting, foreign exchange risk, asset and liability management, relations with rating agencies and investors. He was also responsible for the issue of covered bonds, changes in the prospectus, contacts with the National Depository of Securities, and compliance with information requirements.

In the years 1997-2012, he worked at WestLB, Westdeutsche Landesbank (currently known as HELABA Landesbank Hessen-Thüringen), where as Treasury Department Director he supervised the sale of financial instruments, arbitration, interest rate management, foreign exchange risk, liquidity of the EMEA region, and was responsible for customer relations and customer service.

From 1995 to 1997, he managed the liquidity and interest rate at ING Bank Śląski. From 1993 to 1995, he worked at the Bank BGŻ, where he concluded interbank transactions, was responsible for the bank's liquidity, interest rate management, and deposit transactions with the bank's customers.

A graduate of the European University of Law and Administration (EULA), postgraduate studies at the Faculty of Law of the University of Warsaw, Executive MBA studies, doctoral studies in economics at the Institute of Economic Sciences of the Polish Academy of Sciences and Executive DBA studies as well as numerous training courses in banking organized by EUROMONEY and INSEAD Business School, among others.

He has been associated with Alior Bank since 2008, earning the promotion to Vice President of the Management Board in October 2022. Previously, he performed a number of managerial functions in the area of credit risk, operational risk, liquidity risk and market risk management. He has many years of experience in managing strategic projects, including in the field of transforming work organization, mergers, implementation of new products and processes.



**Tomasz Miklas**  
**Vice-President of the Management Board**

Since 2021, prior to joining the Management Board, he served as Director of Credit Risk Department at Alior Bank. He was responsible for managing the credit risk for retail customers, micro-enterprises, business customers, and supervising the credit policy of Alior Leasing, a subsidiary.

Moreover, he chaired the Credit Risk and Business Initiatives Committee and was a member of the Credit Committee, the Operational Risk Committee, the Model Risk Committee, and the Bank Development Committee.

From 2017 to 2021, he was responsible for credit risk management in business segments, including micro-enterprises and business customers. In the years 2013-2017, he focused on managing the credit risk of products for retail customers.

Tomasz Miklas is a graduate of Computer Science and Econometrics at the Faculty of Economic Sciences of the University of Warsaw. He also completed postgraduate studies in Risk Management in Financial Institutions at the SGH Warsaw School of Economics.

Tomasz Miklas heads organizational units of the Bank's Head Office responsible for managing risks that are material to the Bank's operations and for managing ESG risks.<sup>1</sup>

He joined the Management Board of Alior Bank in May 2021. Previously, he held the function of Director of Marketing Department.



**Jacek Polańczyk**  
**Vice-President of the Management Board**

In the past, he used to work in the fuel and energy sector. He worked for Polska Grupa Energetyczna S.A. and Polskie Górnictwo Naftowe i Gazownictwo, where he held the position of Director of Marketing Department.

He has extensive managerial experience and knowledge in various areas of law, including commercial company law and tax law. He worked in reputable law firms and in the civil service, including at the Ministry of the Treasury.

Jacek Polańczyk is a graduate of the Faculty of Law and Administration at the University of Warsaw and the Management and Marketing Study of the SGH Warsaw School of Economics. He also graduated from the Foreign Policy Study of the Polish Institute of International Affairs. He holds the title of Master of Business Administration from the Higher School of Management.

Jacek Polańczyk manages organizational units of the Bank's Head Office responsible for marketing, logistics and procurement.



A member of the Management Board of Alior Bank since November 2021. He is responsible for technology, legal and personal data security areas. Previously, he was additionally responsible for the area of operations and payment systems and security. He also serves as Chairman of the Supervisory Board of Alior Leasing Sp. z o.o., part of the Alior Bank Group.

<sup>1</sup> On 28 April 2023, the Polish Financial Supervision Authority unanimously approved the appointment of Mr. Tomasz Miklas as a member of the Management Board of Alior Bank S.A. in charge of managing risks material to the Bank's operations.

**Paweł Tymczyszyn**  
**Vice-President of the**  
**Management Board**

Until 2021, Paweł Tymczyszyn was a proxy and director of the Corporate Services Division at Bank Pekao S.A. where he managed: the Legal Department, the Procurement Department, the Real Estate Department, and the Bank Management Department (logistics). Before that, he held the position of Managing Director of the Legal Department, handling the legal affairs of Corporate Bodies of the Bank and Pekao Group companies, and the Managing Director of Key Restructuring and Debt Collection Department at Bank Pekao S.A.

As a manager, Paweł Tymczyszyn has nearly 20 years of experience in supervision, management and consulting, working for a variety of entities, including large public companies from the following sectors: banking, retail, insurance, operations and industry. He also gained experience by providing legal advice to a number of economic entities and in law firms.

He is a solicitor with many years of practical experience, specializing in corporate regulatory law, banking and economic law, and mitigating the legal risks of key credit and financial transactions, mergers and acquisitions, restructuring and debt collection, and in civil disputes, real estate, labor law, asset protection and press law.

He co-authored a part of the commentary to the Banking Law (2022 edition, edited by P. Zapadko and A. Mikos-Sitek, published by Wolters Kluwer) and publications concerning corporate and banking in Monitor Prawniczy, Monitor Prawa Handlowego and Przegląd Prawa Handlowego. He was a panelist at numerous economic, business, legal and high-tech conferences.

He is a student of postgraduate studies in banking at the SGH Warsaw School of Economics. He completed management programs at Oxford University's Said Business School: Artificial Intelligence, Executive Finance, Executive Leadership. He holds the Executive Master of Business Administration degree from the Faculty of Law and Administration of the University of Warsaw and completed the master's degree program in law at the Faculty of Law and Administration of the Jagiellonian University in Cracow. Previously, he graduated from the Communications Technical School in Cracow as an electronics technician with a specialization in electronic machines and digital systems.

\* On 23 May 2023, the Management Board adopted Resolution No. 181/2023 of the Management Board of Alior Bank with its registered office in Warsaw on defining the internal division of competences in the Management Board of Alior Bank S.A., approved on 31 May 2023 by the Supervisory Board of the Bank, and therefore a new division of competences in the Management Board of the Bank came into effect and remains in force as at the date of preparation of this report.

## Composition of the Management Board of the Bank as at 31 December 2022

<p><b>Grzegorz Olszewski</b> President of the Management Board</p>	<p>Areas of responsibility: internal audit, compliance risk management, HR, communication and PR, handling of the Bank's bodies and strategy. He is also responsible for the day-to-day functioning of procedures for reporting breaches of law, procedures and principles of business ethics in effect at the Bank, and accepts reports in this regard in accordance with the provisions of internal regulations of the Bank.</p>
<p><b>Radomir Gibała</b> Vice-President of the Management Board</p>	<p>Areas of responsibility: finance, accounting and financial reporting, controlling, investor relations, supervision over subsidiaries and operations in other countries.</p>
<p><b>Szymon Kamiński</b> Vice-President of the Management Board</p>	<p>Areas of responsibility: business customer products and sales, and treasury activity.</p>
<p><b>Rafał Litwińczuk</b> Vice-President of the Management Board</p>	<p>Areas of responsibility: retail customer products and sales (retail customer and micro-enterprises), and brokerage activity.</p>
<p><b>Tomasz Miklas</b> Vice-President of the Management Board<sup>2</sup></p>	<p>Until the Polish Financial Supervision Authority expresses its approval to entrust Tomasz Miklas with the function of the Vice-President of the Management Board of the Bank supervising the management of risk material to the Bank's operations, supervision over material risk management is exercised by the Management Board of the Bank collectively.</p>
<p><b>Jacek Polańczyk</b> Vice-President of the Management Board</p>	<p>Areas of responsibility: marketing, logistics and procurement.</p>
<p><b>Paweł Tymczyszyn</b> Vice-President of the Management Board</p>	<p>Areas of responsibility: operations, legal, IT and cybersecurity, personal data security and protection.</p>

- The year 2023 was the year of the fifth joint three-year term of office of the Management Board of the Bank, which began in 2020.
- In the reporting period, i.e. from 1 January 2023 to 31 December 2023, the following changes were made to the composition of the Management Board of the Bank:
  - On 3 April 2023, the Supervisory Board of the Bank appointed Mr. Paweł Broniewski to the Management Board of the Bank for the position of Vice-President of the Bank, effective as of 4 April 2023.

On 5 March 2023, in connection with the aforementioned change, the Management Board of the Bank adopted Resolution No. 126/2023 on the internal division of powers in the Management Board of the Bank, approved on 12 April 2023 by the Supervisory Board of the Bank, thus introducing a new division of powers among Members of the Management Board.

<sup>2</sup> On 13 October 2022, the Supervisory Board of the Bank appointed Mr. Tomasz Miklas to the Management Board of the Bank and entrusted him with the function of Vice-President of the Management Board of the Bank supervising the management of risk material to the Bank's operations, subject to obtaining the relevant approval of the Polish Financial Supervision Authority and as of the issue date of that approval.



- On 13 December 2023, the Supervisory Board of the Bank appointed the following persons to the Management Board of the Bank for the sixth joint three-year term of office starting as of 1 January 2024:
  - Grzegorz Olszewski was appointed as President of the Management Board of the Bank,
  - Pawel Broniewski was appointed as Vice-President of the Management Board of the Bank,
  - Radomir Gibała was appointed as Vice-President of the Management Board of the Bank,
  - Szymon Kamiński was appointed as Vice-President of the Management Board of the Bank,
  - Rafał Litwińczuk was appointed as Vice-President of the Management Board of the Bank,
  - Tomasz Miklas was appointed as Vice-President of the Management Board of the Bank responsible for managing risk material to the Bank's operations,
  - Jacek Polańczyk was appointed as Vice-President of the Management Board of the Bank,
  - Pawel Tymczyszyn was appointed as Vice-President of the Management Board of the Bank.

Members of the Management Board of the Bank are not engaged in any competitive activity towards the Bank and do not participate in competitive partnerships as partners or members of governing bodies of limited companies or other competitive legal persons.

Information on how Members of the Management Board of the Bank comply with the requirements provided for in Article 22aa of the Banking Law is available on the Bank's website: <https://www.aliorbank.pl/dodatkowe-informacje/o-banku/zarzad.html>.

#### **Description of the principles regarding the appointment and dismissal of managing persons and their rights, in particular the right to decide on the issue or redemption of shares**

According to Article 22a (1) of the Banking Law Act of 29 August 1997 (uniform text, Dz. U. [Poland's Journal of Laws] of 2023, item 2488) and § 24 (1) and (2) and § 25 (1) of Alior Bank's Articles of Association, the Management Board of the Bank comprises at least 3 members appointed and dismissed by the Supervisory Board of Alior Bank, taking into account the assessment of compliance with the requirements referred to in Article 22aa of the Banking Law Act. The number of members of the Management Board is determined by the Supervisory Board.

Members of the Management Board are appointed for a joint term of office of 3 years, following a qualification procedure as part of the selection process conducted on the basis of the Policy of Selection and Assessment the suitability of Management Board Members of Alior Bank, prepared to meet the requirements set out in the Methodology for assessing the suitability of members of bodies of entities supervised by the Polish Financial Supervision Authority. Pursuant to Art. 369 § 1 of the Commercial Companies Code, the term of office of Members of the Bank's Management Board is calculated in full financial years.

Under Article 22b (1) of the Banking Law Act and § 25 (2) in connection to § 27 (3) of Alior Bank's Articles of Association, the President of the Management Board and the Member of the Management Board overseeing the management of major risks in the Bank's activity shall be appointed with the consent of the KNF Board. The Supervisory Board shall put forward the motion regarding the consent.

Pursuant to § 25a of the Articles of Association of Alior Bank, Members of the Management Board of Alior Bank were also obliged to meet the requirements referred to in Article 22 of the Act of 16 December 2016 on the Principles of State Property Management (Dz. U. [Polish Journal of Laws] of 2023, item 973, 1859).

Pursuant to § 27 (1) of the Articles of Association of Alior Bank, the Management Board represents the Bank in relation to third parties and conducts matters not regulated by law or by the provisions of the

Articles of Association to the competences of other bodies of the Bank. In particular, the Management Board draws up Alior Bank's development strategy and annual financial plans for Alior Bank S.A.

The Management Board of Alior Bank S.A. operates on the basis of the Regulations of the Management Board of Alior Bank, which determines the organisation of the work of the Management Board and detailed competences of the President of the Management Board.

Pursuant to § 8 (1) of the Rules of Procedure of the Management Board of Alior Bank, the Management Board in the form of a resolution:

- determines long-term activity plans and strategic goals of the Bank,
- determines short-term and long-term financial plans of the Bank and monitor their execution;
- monitors the Bank's management system, including the risk management and internal control system, taking into account the management reporting system used to control the Bank's operations on an ongoing basis,
- accepts the principles, policies, and regulations regarding the Bank's activities, in particular with regard to prudent and stable management of the Bank, risk, credit and investment activities, asset and liability management, accounting, Bank funds, personnel, and internal control principles,
- determines the amount of the bonus pool for the Bank's employees, and its overall distribution;
- appoints commercial representatives of the Company,
- makes decisions regarding the issue of bonds by the Bank, except for convertible bonds or bonds with pre-emptive rights,
- accepts the take-up, acquisition and disposal by the Bank of shares of companies,
- makes decisions regarding the commitments, disposal of assets, charges on and lease (including rental and leasing) of assets, the combined value of which towards a single entity exceeds one-hundredth of the share capital of the Bank, subject to § 8 (2) of the Rules of Procedure of the Management Board,
- approves the investment plan and accepts each own investment of the Bank (acquisition or disposal of fixed assets or proprietary rights) the value of which exceeds one-hundredth of the share capital of the Bank, subject to § 8 (2) of the Rules of Procedure of the Management Board,
- approve the organisational structure of the Bank's Head Office, including the establishment and liquidation of the Bank's organisational units,
- decides on the establishment and liquidation of Bank branches,
- takes decisions as to payment to shareholders of dividend advances, upon acceptance of the Supervisory Board,
- accepts all documents presented to the Supervisory Board or to the General Meeting, in the scope of its competence,
- examines other matters submitted thereto by the Supervisory Board, General Meeting, Members of the Management Board, organisational units of the Bank, or any committees or teams established under the Bank's internal regulations,
- makes decisions in all other matters related to the Bank's activities, provided that separate regulations so require or that such decisions may have a significant impact on the financial situation or the image of the Bank,
- exercises corporate governance over the group companies.

In other matters, pursuant to § 3 (5) of the Rules of Procedure of the Management Board of Alior Bank, each Member of the Management Board shall make their own decisions concerning the subordinated area assigned to it.

Pursuant to § 5 (4) of the Rules of Procedure of the Management Board of Alior Bank, the Management Board of the Bank may, by way of resolutions, appoint permanent or ad hoc committees in order to perform specific functions or coordinate the work of the Bank's organisational units.

The Management Board of the Bank believes that the Regulations of the Management Board of Alior Bank Spółka Akcyjna as a regulation defining the functioning of the Management Board are adequate and consistent with the law and the requirements of supervisory authorities. Members of the Management Board of the Bank coordinate and supervise the activity of the Bank, pursuant to the delegation of competences adopted by the Management Board of the Bank and approved by the Supervisory Board.



## Remuneration policy

The Remuneration Policy applicable at Alior Bank is the core document for the policy and rules of the remuneration of the Bank's staff. It includes the rules for the remuneration of individuals who, due to their special role in the Bank's risk management system, have been covered by a separate regulatory regime in this regard, i.e.:

- Material Risk Takers (MRT), including the Management Board,
- individuals exercising Control Functions,
- staff of the Compliance Department and Audit Department,
- staff involved in the offering or distribution of banking, investment and insurance products and services.

Objectives of the Policy:

- to promote correct and effective management of risks, and discourage from taking excessive risks (exceeding the risk levels acceptable to the Bank) in order to maintain a solid equity base and having regard to the long-term interests of the Bank – its shareholders and customers,
- to promote the Bank's strategy for sustainable development and prudent risk management policy,
- to mitigate conflict of interest,
- to maintain transparent relationship between individual results and individual remuneration by focusing on goals linked to responsibilities and actual influence,
- to prevention application of designs or methods intended to avoid application Policy,
- to ensure that the Bank's staff act in the best interests of their customers, including provide them with clear and transparent information on services and products offered by the Bank and favoring their own interests or those of the Bank to the detriment of the legitimate interests of clients.

The Remuneration Policy is gender neutral.

Particularly important for the achievement of the above-mentioned goals is how the Policy addresses MRTs. Main assumptions of the Policy as regards MRTs:

- remuneration composed of fixed and variable parts,
- avoidance of awarding pension benefits which are not defined in advance to MRTs,
- committing MRTs to avoid using individual hedging strategies or insurance regarding remuneration and liability in order to alleviate the consequences of incorporation of risks in the remuneration system applicable to them,
- except for staff exercising control functions, the total amount of the variable remuneration is based on the assessment of the results of MRT and of their respective organisational unit,

as well as results of the Bank within the area of responsibility of that person, taking into account the results of the Bank as a whole,

- maximum ratio of variable remuneration of MRTs to fixed remuneration: 100%,
- at least 50% of variable remuneration of MRTs is an incentive for special care about the long-term welfare of the Bank and consists of financial instruments related to the shares of the Bank. The remaining part of variable remuneration is paid out in cash as Cash Variable remuneration,
- at least 40% of MRT variable remuneration, and if MRT variable remuneration is for a particularly high amount, at least 60% of the variable remuneration – is deferred remuneration,
- the variable remuneration of the Management Board is adapted to the provisions of the Act of 9 June 2016 on the rules of remuneration of executives of certain companies.

### **Agreements with Members of the Management Board**

Agreements with Management Board Members, in accordance with the resolution No. 6/2017 of the Extraordinary General Meeting of Shareholders of the Bank of 5 December 2017 on the principles of remunerating Management Board Members (amended by Resolution No. 37/2019 of the Extraordinary General Meeting of the Bank of June 28, 2019), and with the regulations adopted by the Supervisory Board, are:

- agreements for the provision of services corresponding to the Act of 9 June 2016 on the rules of remuneration of executives of certain companies,
- agreements entered into for the term of service in the Management Board,
- agreements with termination notice of:
  - one month, if the Member of the Management Board holds the function for less than 12 months with effect at the end of the calendar month,
  - three months, if the Member of the Management Board holds the function for at least 12 months.
- with severance pay at three times the fixed pay if the agreement is cancelled or if terminated by the Bank otherwise than for breach of core responsibilities by the Member of the Management Board, provided that the Member of the Management Board has held the function for at least 12 months prior to cancellation of agreement,
- with a non-competition clause on the basis of which a Member of the Management Board undertakes that after the termination of the agreement, provided that the Member of the Management Board performs their functions for at least 3 months, within 6 months from the date of cessation of their duties or termination of the agreement, they shall not engage in any competitive activity, and therefore they shall be entitled to compensation in the total amount calculated as 6 times the monthly fixed salary.

## Remuneration of Members of the Management Board and the Supervisory Board of Alior Bank in 2023.

### Remuneration of Members of Alior Bank's Management Board paid or payable in 2023:

(in thousands of PLN)		Cash benefits			Share-based payments cleared in cash			Other benefits	Remuneration charges paid, including ECP	Total
Specification	Period	Remuneration paid and payable	Other paid	Remuneration potentially payable	Remuneration paid and payable	Other paid	Remuneration potentially payable			
Grzegorz Olszewski	01.01.2023 - 31.12.2023	1 464	0	314	381	0	559	17	106	2 843
Radomir Gibała	01.01.2023 - 31.12.2023	1 436	0	304	393	0	541	21	106	2 801
Szymon Kamiński	01.01.2023 - 31.12.2023	1 261	0	34	90	0	60	19	97	1 559
Rafał Litwińczuk	01.01.2023 - 31.12.2023	1 415	0	304	368	0	541	31	104	2 762
Paweł Broniewski	04.04.2023 - 31.12.2023	909	0	0	0	0	0	29	80	1 018
Tomasz Miklas	01.01.2023 - 31.12.2023	1 283	0	49	131	0	87	43	99	1 692
Jacek Polańczyk	01.01.2023 - 31.12.2023	1 440	0	304	398	0	541	36	111	2 830
Paweł Tymczyszyn	01.01.2023 - 31.12.2023	1 428	0	304	369	0	541	70	85	2 797
<b>Bank Management Board (total)</b>		10 637	0	1 612	2 130	0	2 869	266	788	18 303
<b>Members of the Management Board who ceased to perform their duties in previous years</b>		450	451	289	637	0	514	0	192	2 532
<b>Total</b>		11 087	451	1 901	2767	0	3 383	266	980	20 834

Employer surcharges have been included in the actual amount for paid components, while wages potentially due include employer surcharges in the estimated amount.

## Remuneration of Members of Alior Bank's Supervisory Board in 2023 (in thousands of PLN)

Specification	Period	Remuneration <sup>1</sup>	Remuneration overhead <sup>2</sup>	Total
Filip Majdowski	01.01.2023- 31.12.2023	253	35	288
Ernest Bejda	01.01.2023- 31.12.2023	-	-	-
Małgorzata Erlich - Smurzyńska	01.01.2023- 31.12.2023	251	22	274
Jacek Kij	03.08.2023-31.12.2023	94	3	97
Paweł Knop	01.01.2023- 31.12.2023	238	37	275
Marek Pietrzak	01.01.2023- 31.12.2023	230	22	252
Dominik Witek	01.01.2023- 31.12.2023	-	-	-
Artur Kucharski	01.01.2023- 03.08.2023	149	33	182
Paweł Śliwa	01.01.2023- 30.11.2023	211	25	236
<b>Rada Nadzorcza Total</b>		<b>1 426</b>	<b>178</b>	<b>1 604</b>

<sup>1</sup> Remuneration does not include reimbursement of travel costs

<sup>2</sup> Remuneration overhead paid, including ECP

## Diversity policy

Being aware that the policy of diversity and equal treatment is a fundamental value of modern society and with respect for a multicultural and diverse society, and in connection with Alior Bank's respect for the principle of an open and tolerant work environment, in 2023 the Management Board of the Bank implemented "Human Rights Policy of Alior Bank S.A." and "Diversity Policy of Alior Bank S.A."

Alior Bank recognizes the value resulting from diversity, which affects the innovativeness of the organization, which is why it promotes the process of building a diverse group of employees. In implementing the diversity policy, the Bank strengthens innovation and versatility resulting from balanced and objective views of all employees working for the organization. The Bank endeavors to ensure diversity of the Supervisory Board, in particular in terms of education and professional experience, gender and age of employees, to the extent that ensures a broad spectrum of competencies and views.

"Policy of Selection and Suitability Assessment of Members of the Management Board of Alior Bank S.A." and "Policy of Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A." define diversity targets and criteria, including in areas such as education, know-how, age, gender and professional experience. When assessing the suitability of candidates for the Management Board and the Supervisory Board, the Bank takes into account a wide range of characteristics and competences required to perform functions in both bodies of the Bank. When assessing the diversity of Members of the Management Board and 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, specialization 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. Alior makes efforts to ensure diversity of the Management Board and the Supervisory Board, in particular in terms of education and professional experience, gender and age of the members. It is important to ensure that there is a wide spectrum of views among members of the governing and supervisory bodies. When selecting the composition of the Management Board and the Supervisory Board, the Bank strives to achieve a balance in the area of gender representation in the Company's bodies, taking into account the minimum share of a minority by gender at the level of 30%.

Bank informs about the participation of women and men respectively in the Management Board and in the Supervisory Board of the Bank in the last five years. In 2019-2023, the participation of women and men in the aforementioned statutory bodies of the Bank is as follows:

Management Board of Alior Bank					
	31.12.2019	31.12.2020	31.12.2021	31.12.2022	31.12.2023
Female	1	2	0	0	0
Male	6	4	7	7	8

Supervisory Board of Alior Bank					
	31.12.2019	31.12.2020	31.12.2021	31.12.2022	31.12.2023
Female	0	1	2	1	1
Male	7	6	6	7	6

In line with the provisions of the Policy of Working Environment Free from Undesirable Behaviour, rules in force at the Bank pertain to: counteracting mobbing and harassment, equal treatment of employees irrespective of their sex, age, disability, race, religion, nationality, political opinions, trade union membership, ethnic origin, beliefs, sexual orientation, employment for a definite or indefinite period, full-time or part-time employment, etc. Any action or behavior indicated above is unacceptable and is not tolerated by the Bank.