

**ARTICLES OF ASSOCIATION OF  
ALIOR BANK SPÓŁKA AKCYJNA  
(JOINT STOCK COMPANY)<sup>1</sup>**

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<sup>1</sup> In case of any misreading between the Polish text and a translation into any other language, the Polish version shall always prevail.

## **I. GENERAL PROVISIONS**

### **§ 1.**

1. The Bank's business name is: "Alior Bank Spółka Akcyjna".
2. The Bank may use its abbreviated business name as follows: "Alior Bank S.A.".

### **§ 2.**

The founders of the Bank are:

- Alior Polska spółka z ograniczoną odpowiedzialnością (limited liability company) with its registered office in Warsaw;
- Alior S.A. with its registered office in Luxembourg; and
- Alis S.A. with its registered office in Luxembourg.

### **§ 3.**

The Bank's registered office is in Warsaw.

### **§ 4.**

The Bank operates within the territory of the Republic of Poland and the European Economic Area.

### **§ 5.**

The Bank may have, create and liquidate branches, representative offices and other organizational entities.

### **§ 6.**

Issues not regulated by this Articles of Association shall be governed by the provisions of the Commercial Companies Code, the Banking Law and other legal regulations.

## **II. THE BANK'S BUSINESS AND SCOPE OF OPERATIONS**

### **§ 7.**

1. The Bank's business comprises performing the following banking activities:
  - 1) accepting cash deposits payable on demand or on a specified date, and maintaining accounts for said deposits;
  - 2) maintaining other bank accounts;
  - 3) granting loans;
  - 4) granting and confirming bank guarantees and opening and approving letters of credit;
  - 5) issuing bank securities;
  - 6) clearing banking cash transactions;

- 7) granting cash loans;
- 7<sup>1</sup>) operations on checks and bills of exchange and operations relating to warrants;
- 8) issuing payment cards and conducting transactions with the use of cards;
- 9) forward financial transactions;
- 10) purchasing and selling cash receivables;
- 11) custody services in respect of objects and securities, and providing safe deposit facilities;
- 12) buying and selling monetary instruments;
- 13) granting and confirming warranties;
- 14) intermediation in transferring cash and making foreign currency settlements;
- 15) issuing e-money instruments;
- 16) performing commissioned tasks related to issuing securities.

2. The Bank's business also comprises performing the following actions:

- 1) incurring liabilities related to issuing securities;
- 2) trading in securities;
- 3) providing consulting and advisory services on financial issues;
- 4) providing the following other financial services:
  - a) factoring services;
  - b) forfeiting services;
  - c) intermediation services in respect of lease contracts;
  - d) intermediation services in granting loans and borrowings;
  - e) services consisting of performing factual actions in respect of intermediation in the purchase and sale of foreign currencies;
  - f) brokerage services for cash settlements for banks, financial institutions, settlement agents and brokerage houses, leasing service providers, investment funds;
  - g) financial services related to issued abroad securities and other financial instruments as well as their storage, including keeping records of financial instruments recorded by foreign financial institutions, foreign credit and deposit-billing institution.
- 5) engaging in brokerage operations;
- 6) performing insurance intermediation actions;
- 7) performing actions related to issuing and servicing financial instruments which are not securities;
- 8) providing specialist services to companies related to the Bank in terms of equity, consisting specifically of making available IT systems and technologies, including data processing services, creating, using and maintaining computer software and IT infrastructure, and other services to make cooperation with those entities in the area of the financial services they offer more efficient;
- 9) sales of coins, banknotes and numismatic coins for collections and for other purposes issued by the National Bank of Poland (NBP);

- 10) to operate as an acquiring bank;
- 11) engaging in fiduciary services;
- 12) performing depository function of pension and investment funds, keeping records on behalf of participants of the investment fund and the register of members of the pension fund;
- 13) performing collection activities;
- 14) performing bank-representative within the meaning of the Act on Bonds;
- 15) accepting orders to purchase and redeem units of investment funds or shares in foreign funds and maintaining records of participation units or investment certificates in investment funds;
- 16) keeping the registered savings-loan accounts and lending contract loans in connection with a building society.

2<sup>1</sup>. The Bank may perform the tasks assigned within the scope of the Bank's activities in favor of other domestic banks, foreign banks, credit or financial institutions.

3. The Bank may also:

- 1) take up or purchase shares, share-related rights and interests of other legal entities, and purchase participation units in investment funds;
- 2) exchange receivables for a debtor's assets on the terms agreed upon with the debtor;
- 3) purchase and sell real estate.

## § 8.

If on the basis of binding legal regulations appropriate permits are required to perform the actions referred to in § 7 above, the Bank may undertake those actions after obtaining the permit, within the limits specified therein.

## III. SHARE CAPITAL

## § 9.

1. The share capital of the Bank is PLN 1,305,539,910 (one billion, three hundred and five million, five hundred and thirty nine thousand, nine hundred and ten zlotys) and is divided into 130,553,991 (one hundred thirty million five hundred fifty three thousand nine hundred ninety one) ordinary shares with a nominal value of PLN 10 (ten zloty) each, including:
  - 1) 50,000,000 (fifty million) ordinary A series shares;
  - 2) 1,250,000 (one million, two hundred and fifty thousand) ordinary B series shares;
  - 3) 12,332,965 (twelve million, three hundred and thirty two thousand, nine hundred and sixty five) ordinary C series shares;
  - 4) 6,358,296 (six million, three hundred fifty eight thousand, two hundred and ninety six) ordinary G series shares;
  - 5) 863,827 (eight hundred sixty three thousand eight hundred twenty seven) ordinary D series shares;
  - 6) 2,355,498 (two million, three hundred fifty five thousand, four hundred and ninety eight) ordinary H series shares;

- 7) 56,550,249 (fifty six million, five hundred fifty thousand, two hundred and forty nine) ordinary I series shares;
  - 8) 51 (fifty one) ordinary J series shares;
  - 9) 524,404 (five hundred twenty four thousand four hundred four) ordinary E series shares; and
  - 10) 318,701 (three hundred eighteen thousand seven hundred one) ordinary F series shares.
2. All the Bank's shares are registered shares and will be exchanged for bearer shares upon their dematerialization within the meaning of the Act on trading in financial instruments of 29 July 2005.
  3. In recognition of Art. 28 clause 2 of the Act of 29 August 1997 the Banking Law, exchanging bearer shares for registered shares is not allowed.

#### **§ 9a.**

1. Pursuant to the Resolution 28/2012 of the Extraordinary General Meeting of 19 October 2012, the Bank's share capital has been conditionally increased up to PLN 33,312,500 (thirty three million three hundred twelve thousand and five hundred) through the issue of up to 3,331,250 (three million three hundred thirty one thousand and two hundred fifty) series D, series E and series F bearer shares of the nominal value of PLN 10 (ten) each (the "Shares").
2. The purpose of a conditional increase in the share capital, as referred to item 1, is entitlement to take up the Shares by the holders of subscription warrants issued by the Bank, pursuant to the Resolution 28/2012 of the Extraordinary General Meeting of October 19, 2012.
3. The right to take up the Shares shall be vested in the Holders of the subscription warrants referred to in clause 2.
4. Pursuant to the Resolution 3/2014 of the Extraordinary General Meeting of 2 December 2014, the Bank's Charter has been conditionally increased by the amount of up to PLN 23,554,980 (twenty three million five hundred fifty four thousand and nine hundred eighty) through the issue of up to 2,355,498 (two million three hundred fifty five thousand and four hundred ninety eight) series H ordinary bearer shares, the nominal value of PLN 10 (ten) each (the "Series H Shares").
5. The purpose of a conditional increase in the share capital, as referred to in Section 4, is entitlement to take up the Series H Shares of the holders of subscription warrants issued by the Bank, pursuant to the Resolution 3/2014 of the Extraordinary General Meeting of 2 December 2014.
6. The holders of the subscription warrants, as referred to in Section 5, shall be entitled to take Series H Shares.

#### **§ 10.**

1. The Shares may be redeemed.
2. Redemption of the Shares requires the consent of the shareholder whose shares are to be redeemed.
3. The detailed terms and conditions and procedures for redeeming shares shall each time be determined by the General Shareholders' Meeting, and specifically the legal basis for the redemption and the amount of consideration to which the holder of the redeemed shares is entitled, or justification for the redemption without consideration and the manner of reducing the share capital.

#### **IV. THE BANK'S BODIES**

##### **§ 11.**

The Bank's bodies are:

- 1) The General Shareholders' Meeting;
- 2) The Supervisory Board;
- 3) The Management Board.

#### **V. GENERAL SHAREHOLDERS' MEETING**

##### **§ 12.**

1. The General Shareholders' Meeting is convened by announcing it on the Bank's Internet site and in the manner specified for submitting current information in accordance with the provisions on public offerings and the terms and conditions for introducing financial instruments to organized trading and on public companies.
2. General Shareholders' Meetings are convened as ordinary or extraordinary meetings.
3. The ordinary General Shareholders' Meeting should be held within six months of the end of each financial year.
4. The ordinary General Shareholders' Meeting is held at the Bank's registered office or another place indicated in the announcement on convening the General Shareholders' Meeting.
5. The General Shareholders' Meeting is convened by the Management Board. If the ordinary General Shareholders' Meeting is not convened by the Management Board in a period enabling the conduct of the ordinary General Shareholders' Meeting in the period referred to in clause 3 above, the ordinary General Shareholders' Meeting may be convened by the Supervisory Board.
6. The extraordinary General Shareholders' Meeting is convened by the Management Board:
  - 1) on its own initiative;
  - 2) at the request of the Supervisory Board submitted to the Management Board in writing or in an electronic form, and the extraordinary General Shareholders' Meeting should be convened at the request of the Supervisory Board within two weeks of the date of request.
7. An Extraordinary General Shareholders' Meeting may be convened by the Supervisory Board if it considers that convening it is advisable.
8. An Extraordinary General Shareholders' Meeting may be convened by the Company's Shareholders representing at least half the share capital or at least half the voting rights in the Bank.
9. The shareholder(s) representing at least one-twentieth of the Bank's share capital may request that an Extraordinary General Shareholders' Meeting be convened and place certain matters on the agenda of such Meeting.
10. The request referred to in clause 9 has to be submitted to the Management Board in writing or in an electronic form. The General Shareholders' Meeting should be convened within two weeks of the date of submitting the request referred to in the preceding sentence. If the Management Board does not comply with the request of the shareholders' referred to in this paragraph, the shareholders shall be entitled to convene an Extraordinary General Shareholders' Meeting on the basis of a court authorization.

11. The shareholder(s) representing at least one-twentieth of the Bank's share capital may request to have certain matters placed on the agenda of the next General Shareholders' Meeting.
12. The request referred to in clause 11 should be submitted to the Management Board in writing or in an electronic form twenty-one days before the set date for the General Shareholders' Meeting at the latest. The request referred to in this paragraph should contain a substantiation or a draft of the resolution on the proposed item of the agenda. The Management Board is obliged to announce forthwith, however no later than eighteen days before the date of the General Shareholders' Meeting, changes to the agenda introduced at the shareholders' request, in the manner appropriate for convening the General Shareholders' Meeting, as referred to in clause 11 above.
13. A shareholder(s) representing at least one-twentieth part of the share capital may notify the Bank in writing or in an electronic form before the date of the General Shareholders' Meeting of draft resolutions relating to the issues already on, or planned to be entered to the General Shareholders' Meeting's agenda. The Bank immediately publishes the draft resolutions on the Bank's website.
14. During the General Shareholders' Meeting each and any of the shareholders may report draft resolutions relating to issues entered onto the agenda.

### **§ 13.**

1. A shareholder may participate in the General Shareholders' Meeting and exercise his voting rights personally or by proxy.
2. The Power of Attorney to participate in the General Shareholders' Meeting and to exercise voting rights should be granted in writing or in an electronic form.

### **§ 14.**

The resolutions of the General Shareholders' Meeting shall be passed by an absolute majority of votes, unless the Commercial Companies Code or this Articles of Association provide otherwise.

### **§ 15.**

1. Each share gives the right to one vote at the General Shareholders' Meeting.
2. A shareholder may vote differently with regard to each share held.

### **§ 16.**

1. The General Shareholders' Meeting is opened by the Chairman of the Supervisory Board or one of his Deputies, and then the Chairman of the Meeting is selected from among the people entitled to participate in the General Shareholders' Meeting. If none of those present may open the General Shareholders' Meeting, it is opened by the Chairman of the Management Board or a person indicated by the Management Board.
2. In the event that an Extraordinary General Shareholders' Meeting is convened pursuant to § 12 clause 8, the Chairman of the Meeting is appointed by the shareholders.
3. In the event that an Extraordinary General Shareholders' Meeting is convened pursuant to art. 400 clause 3 of the Commercial Companies Code, the Registration Court appoints the Chairman of the Meeting.

4. The detailed procedures for conducting the General Shareholders' Meeting are determined in the Regulations passed by the General Shareholders' Meeting.

## **§ 17.**

1. The following also require the General Shareholders' Meeting's to pass respective Resolutions:

- 1) reviewing and approving the Directors' Report for the prior financial year and the financial statements for the prior financial year;
- 1a) review of the report of the Management Board – supported with an opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services;
- 2) passing a resolution on appropriating the profit or offsetting the loss;
- 3) acknowledging the fulfillment of duties by the members of the Bank's bodies.

2. The General Shareholders' Meeting must also accept, by passing respective Resolutions:

- 1) amendments to the Bank's Articles of Association;
- 2) resolutions on claims for adjusting damages caused when the Bank was established or when management or supervisory activities were performed;
- 3) selling or leasing the enterprise or its organized part and vesting in them restricted property rights;
- 4) purchasing or disposing of real estate or a share in real estate, or perpetual usufruct rights whose value is equal or higher than PLN 20,000,000 (PLN twenty million), and the action performer is not related to satisfying the Bank's claims vis-à-vis the debtor or securing the Bank's receivables;
- 5) increasing or decreasing the Company's share capital;
- 6) issuing convertible bonds and bonds with pre-emptive rights to the Bank's shares and subscription warrants;
- 7) redeeming shares and determining the detailed terms and conditions for their redemption;
- 8) merger, demerger or liquidation of the Bank, selection of liquidators and the manner of conducting the liquidation;
- 9) appointing and dismissing members of the Supervisory Board;
- 10) determining the principles for remunerating and the remuneration of members of the Supervisory Board;
- 11) other issues reserved for the decision of the general Shareholders' Meeting according to the law and this Articles of Association.

## **§ 17a.**

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

- 1) disposal of fixed assets within the meaning of the Accounting Act of 29 September 1994 (Journal of Laws of 2016, items 1047 and 2255), classified as intangible assets, tangible fixed assets or long-term investments, including as a contribution to a company or cooperative, if the value of such assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the

basis of the last approved financial statements, as well as handover of such assets for use to another entity, for a period in excess of 180 days in a calendar year, pursuant to a legal operation if the value of the object of such legal operation exceeds 5% of total assets; however, such handover for use in case of:

- a) rental, lease or similar contract covering the handover of assets for use to other entities for a fee – the market value of the object of the legal operation shall be understood as the value of the services for:
    - a year – if such handover of the asset took place on the basis of contracts concluded for unspecified periods of time;
    - the entire term of the contract – in case of contracts concluded for an specified period of time;
  - b) lending contracts and other contracts for handover of assets to other entities free of charge – the market value of the object of the legal operation shall be understood as the value of the services if a rental or lease contract were concluded, for:
    - a year – if such handover of the asset takes place on the basis of contracts concluded for unspecified periods of time;
    - the entire term of the contract – in case of contracts concluded for a specified period of time;
- 2) acquisition of fixed assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000; or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements;
- 3) acquisition or purchase of interests or shares in another company for amounts exceeding:
- a) PLN 100,000,000; or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements;
- 4) disposal of interests or shares in another company for amounts exceeding:
- a) PLN 100,000,000; or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements.

## **VI. SUPERVISORY BOARD**

### **§ 18.**

1. The Supervisory Board consists of 5 to 8 members appointed by the General Shareholders' Meeting for a joint term of office lasting 4 years.
2. The number of members of the Supervisory Board is determined by the General Shareholders' Meeting.
3. A member of the Supervisory Board may be dismissed at any time by a resolution of the General Shareholders' Meeting.

4. At least two members of the Supervisory Board meet the criteria of being independent of the Bank and entities materially related to the Bank. The independence criteria of the Supervisory Board are determined in the Regulations of the Bank's Supervisory Board, in accordance with the criteria determined in the 'Best practices of WSE listed companies.

#### **§ 19.**

The Supervisory Board may appoint the Chairman of the Supervisory Board and his Deputy from among its members. The appointment requires an absolute majority of votes present at the meeting of the Supervisory Board and is made by secret ballot.

#### **§ 20.**

1. The Supervisory Board acts on the basis of the Regulations passed by it, which determine its organization and the manner of acting.
2. The Supervisory Board appoints from among its members an Audit Committee, a Risk Committee and other committees required by law. The Supervisory Board may also establish permanent or ad hoc committees to perform specific activities.
3. The tasks and competences of particular committees are determined by the Supervisory Board.

#### **§ 21.**

1. Supervisory Board meetings are convened when necessary, at least three times in each financial year.
2. A member or members of the Supervisory Board may request that a Supervisory Board meeting be convened, presenting the proposed agenda. The Chairman of the Supervisory Board shall convene the meeting within two weeks of the date of receiving the respective request.
3. If the Chairman of the supervisory Board does not convene the meeting in accordance with clause 2, the requestor may convene it independently, giving the date, place and proposed agenda.
4. For resolutions of the Supervisory Board to be valid, all of its members must be invited to the meeting and at least one-half of its members have to be present.
5. Resolutions of the Supervisory Board are passed by an absolute majority of votes unless the legal regulations or the Articles of Association provide otherwise. In the event of an equal number of votes, the Chairman of the Supervisory Board's vote is decisive.

#### **§ 22.**

1. Resolutions of the Supervisory Board may be passed according to the circulation procedure (in writing) or using direct means of remote communication. Any resolution passed in this manner is valid if all the members of the Supervisory Board were notified of the contents of the draft resolution.
2. Members of the Supervisory Board may participate in passing resolutions by giving their votes in writing via another member of the Supervisory Board. Votes in writing cannot be given in respect of issues introduced to the agenda at the Supervisory Board meeting.

3. The passing of resolutions in accordance with the procedure specified in clauses 1 and 2 does not refer to electing the Chairman and Deputy Chairman of the Supervisory Board, appointing members of the Management Board and dismissing or suspending them from fulfilling those functions.

### § 23.

1. The Supervisory Board constantly supervises the Bank in all aspects of its operations.
2. The competences of the Supervisory Board, apart from other issues stipulated in the Commercial Companies Code and the Articles of Association, comprise specifically:
  - 1) assessing the Bank Directors' Reports and financial statements for the preceding financial year for their compliance with the books and documents, and with the status quo;
  - 2) assessing the Management Board requests as to the appropriation of profit or offset of loss;
  - 3) submitting an annual written report on the assessment of results to the General Shareholders' Meeting, as referred to in items 1) and 2) above;
  - 3a) provision of opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services;
  - 4) assessing periodical information relating to internal controls;
  - 5) examining and approving the Directors' Reports and financial statements of the Bank's Group;
  - 6) appointing and dismissing Management Board members;
  - 7) applying to the Polish Financial Supervision Authority for granting consent to appoint two Members of the Management Board, including the Chairman of the Board;
  - 8) concluding and amending agreements with members of the Management Board;
  - 9) passing the Regulations of the Supervisory Board;
  - 10) approving the Management Board Regulations determined by the Management Board;
  - 11) determining the remuneration of members of the Management Board employed on the basis of an employment contract or other agreement;
  - 12) representing the Bank in issues between members of the Management Board and the Bank;
  - 13) suspending, for valid reasons, individual or all members of the Bank's Management Board;
  - 14) delegating members of the Supervisory Board – for a period of no more than three months – to perform the functions of members of the Management Board who have been dismissed from the Board, have resigned or for other reasons are unable to perform their functions;
  - 15) giving opinions at the request of the Management Board relating to the Bank's establishing or acquiring shares in companies, and selling shares if such investments are of a long-term and strategic nature;
  - 16) giving opinions on the Bank's multi-year development plans and its annual financial plans;
  - 17) passing – at the request of the Management Board – regulations for the creation and use of funds stipulated in the Articles of Association;

- 18) approving the requests of the Management Board to purchase, encumber or sell real estate or shares in real estate, or perpetual usufruct of land, if their value exceeds PLN 5,000,000. In other instances, the decision shall be taken by the Bank's Management Board without the need to obtain the consent of the Supervisory Board, subject to matters where the decision is taken by the General Meeting, in compliance with § 17a;
- 19) approving the requests of the Management Board on incurring liabilities or managing assets whose total value in respect of one entity exceeds 5% of the Bank's own funds;
- 20) supervising the implementation and monitoring of the Bank's management system, including specifically supervising the management of compliance risk and assessing the adequacy and effectiveness of the system at least once a year;
- 21) approving the principles for maintaining internal controls and procedures for estimating internal capital, equity management and equity planning;
- 22) approving the Bank's operating strategy and principles of prudent and stable management of the Bank;
- 23) approving the Bank's Organizational Regulations and the overall organizational structure of the Bank adapted to the size and profile of the risks incurred;
- 24) accepting the overall level of the Bank's risks;
- 25) approving the assumptions of the Bank's policy in respect of compliance risk;
- 26) approving the Bank's information policy;
- 27) appointing an independent registered auditor;
- 28) approving the remuneration policy developed by the Management Board and supervising its implementation and functioning.

### **§ 23a.**

The following shall require approval of the Supervisory Board:

- 1) conclusion of contracts for legal services, marketing services, public relations services and social communication as well as management consulting services as long as the amount of fees payable for such services exceeds PLN 500,000 in an annual period,;
- 2) amendments to contracts for legal services, marketing services, public relations services and social communication as well as management consulting services, increasing the amount of fees in excess of the amount specified in clause 1;
- 3) conclusion of contracts for legal services, marketing services, public relations services and social communication as well as management consulting services, where no maximum amount of fees is specified;
- 4) conclusion of contracts:
  - a) donations or similar contracts for amounts exceeding PLN 20,000 or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements;

- b) release from debt or similar contracts for amounts exceeding PLN 50,000 or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements.

## **VII. MANAGEMENT BOARD**

### **§ 24.**

1. The Bank's Management Board consists of at least 3 members appointed for a period of a joint term of office lasting 3 years.
2. The number of members of the Management Board is determined by the Supervisory Board.
3. The Management Board consists of the Chairman, Deputy Chairmen and members of the Management Board.

### **§ 25.**

1. Members of the Management Board are appointed and dismissed by the Supervisory Board.
- 1a. Member of the Management Board shall be appointed subject to qualification proceedings aimed at verifying and identifying the best candidate.
2. Two Members of the Management Board, including the Chairman of the Management Board, are appointed at the consent of the Polish Financial Supervision Authority. The Supervisory Board requests consent for their appointment.

### **§ 25a.**

A Member of the Management Board:

- 1) may be a person who will jointly meet the following requirements:
  - a) holds tertiary education or tertiary education completed abroad and recognised in the Republic of Poland, subject to applicable regulations;
  - b) has an employment history of minimum 5 years pursuant to an employment contract, appointment, election, cooperative employment contract or provision of services pursuant to another contract or pursuing their own business operations on their own account;
  - c) has minimum 3 years of experience in managerial or individual positions or resulting from pursuance of their own business operations on their own account;
  - d) complies with other requirements than those specified in clauses a-c as set forth in other regulations, in particular they do not breach any restrictions or bans on occupying positions of a member of managing bodies in commercial companies.
- 2) may not be a person who complies with any of the conditions specified below:
  - a) acts as a social collaborator or is employed in the office of an MP, senator or a joint MP-senator office or the office of a member of the European Parliament, pursuant to an employment contract or provides work pursuant to a specific job contract or similar;
  - b) is a member of a body of a political party representing a political party and is obliged to contract liabilities;

- c) is employed by a political party pursuant to an employment contract or provides work pursuant to a specific job contract or similar;
- d) performs an elected function in a company trade union organisation or in a company trade union organisation of a capital group company;
- e) his/her social or gainful activities generate a conflict of interests with the business of the Company.

## § 26.

1. The Management Board acts on the basis of the Bank's Articles of Association and the Regulations passed by it and approved by the Supervisory Board. The Regulations determine the organization of the work of the Management Board, detailed competences of the Chairman of the Management Board and the detailed procedures for passing resolutions by the Management Board according to the circulation procedure.
- 1a. The Management Board shall prepare and subject to the General Meeting – supported with an opinion of the Supervisory Board – a report on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services.
2. The Management Board takes decisions in the form of resolutions. The Management Board may issue opinions and recommendations.
3. Resolutions of the Management Board shall be passed by an absolute majority of votes. In the event of an equal number of votes, the Chairman's vote is decisive.

## § 27.

1. The Management Board manages the Bank and represents it vis-à-vis third parties. All issues which are not reserved by legal regulations or this Articles of Association for the competences of the Bank's other bodies shall remain within the scope of the Management Board's competences. In particular, the Management Board develops the Bank's development strategy and the Bank's annual financial operating plans.
2. The competences of the Chairman of the Management Board include:
  - 1) managing the work of the Bank's Management Board;
  - 2) convening Management Board meetings and chairing them;
  - 3) presenting the position of the Management Board to the Bank's bodies, to the State authorities and to the general public;
  - 4) issuing internal regulations which regulate the Bank's operations, and authorizing other members of the Management Board or other employees of the Bank to issue such regulations;
  - 5) exercising other rights and performing other duties stipulated in the Management Board Regulations.
3. The competences of the second member of the Management Board to whose appointment the banking supervision authority agree include supervising the Bank's organizational units responsible for credit risk.

## **VIII. PROCEDURES FOR SUBMITTING REPRESENTATIONS IN RESPECT OF THE BANK'S RIGHTS AND OBLIGATIONS REGARDING ASSETS**

### **§ 28.**

1. The following people are entitled to submit declarations of intention in respect of the rights and obligations of the Bank's assets:

- 1) two members of the Management Board acting jointly, or one member of the Management Board acting jointly with the proxy, or two proxies acting jointly;
- 2) proxies acting within the limits of the Powers of Attorney received.

## **IX. PROCEDURES FOR ISSUING INTERNAL REGULATIONS**

### **§ 29.**

1. The following entities are authorized to issue the Bank's internal regulations:

- 1) on issues requiring a decision of the General Shareholders' Meeting – the General Shareholders' Meeting, in the form of a resolution;
- 2) on issues requiring a decision of the Supervisory Board – the Supervisory Board, in the form of a resolution;
- 3) on issues requiring a decision of the Management Board and consent or approval of the Supervisory Board – the Management Board in the form of a resolution, in recognition of obtaining the required consent or approval;
- 4) on issues requiring a decision of the Management Board and not requiring the consent or approval of another body – the Management Board in the form of a resolution;
- 5) on current issues relating to the Bank's internal organization – the Chairman of the Management Board in the form of an ordinance.

## **X. PRINCIPLES FOR TAKING DECISIONS AT THE BANK**

### **§ 30.**

1. The decisions at the Bank are taken according to the following procedures:

- 1) decisions on issues reserved for the General Shareholders' Meeting are taken in the form of resolutions of the General Shareholders' Meeting;
- 2) decisions on issues reserved for the Supervisory Board are taken in the form of resolutions of the Supervisory Board;
- 3) decisions on issues in respect of which in accordance with Regulations of the Management Board are voted and passed by the Management Board in the form of Management Board resolutions;
- 4) decisions on issues on which the Management Board is not required to vote and pass respective resolutions and which in accordance with the Management Board Regulations were submitted for the competence of a particular member of the Management Board, shall be taken in the form of a decision by the respective member of the Management Board;
- 5) decisions on issues not reserved for the competences of the Management Board or particular members of the Management Board shall be taken in the form of decisions taken by the Director of an appropriate

level of the Bank's organizational structure, in accordance with the Organization Regulations referred to in § 33 clause 3 of this Articles of Association.

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

## **XI. MANAGEMENT SYSTEM**

### **§ 31.**

1. A management system operates in the Bank which constitutes a set of principles and mechanisms referring to decision-making processes which take place in the Bank and to assessing the banking activities performed.
2. The Bank's management system includes, in particular:
  - 1) the risk management system;
  - 2) the internal control system.
3. The Bank's Management Board designs, implements and ensures the operation of the management system.
4. The Bank's Supervisory Board supervises the implementation of the management system and assesses the adequacy and effectiveness of the system.

## **XIa. THE RISK MANAGEMENT SYSTEM**

### **§ 31a.**

1. The tasks of the risk management system are identification, measurement or estimation, control, monitoring and reporting of risk occurring in the Bank's operations.
2. As part of the risk management system, the Bank:
  - 1) applies formal principles for determining the amount of risk taken and risk management principles;
  - 2) uses formal procedures to identify, measure or estimate and monitor the risk occurring in the Bank's operations, also taking into account the expected level of risk in the future;
  - 3) applies formal limits limiting the risk and rules of conduct in case of exceeding the limits;
  - 4) applies the adopted system of management reporting enabling monitoring of the level of risk;
  - 5) has an organizational structure adjusted to the level and profile of the risk borne by the Bank.
3. The Bank supervises the risk related to the activities of subsidiaries.

## **XII. INTERNAL CONTROL SYSTEM**

### **§ 32.**

1. The Bank has an internal control system whose aim is to ensure:
  - 1) effectiveness and efficiency of the Bank's operations;
  - 2) reliability of financial reporting;

- 3) compliance with the risk management principles;
  - 4) compliance of the Bank's operations with the provisions of law and internal regulations and market standards.
2. As part of the internal control system, the Bank distinguishes:
- 1) control function aimed at ensuring compliance with control mechanisms concerning, in particular, risk management at the Bank, which includes positions, groups of people or organizational units responsible for the implementation of tasks assigned to this function;
  - 2) a compliance unit with the task of identifying, assessing, controlling and monitoring the risk of non-compliance of the Bank's operations with the law, internal regulations and market standards and presenting reports in this respect;
  - 3) an independent internal audit unit whose task is to audit and assess in an independent and objective manner the adequacy and effectiveness of the risk management system and the internal control system, excluding the internal audit unit.
3. The internal control system includes the organizational units of the Bank, the Bank's branches and subsidiaries.
  4. The Supervisory Board supervises the implementation of the internal control system and annually evaluates its adequacy and effectiveness in order to ensure stable and prudent management of the Bank.
  5. The Management Board is responsible for the development of the internal control system procedures. Internal control procedures are subject to approval by the Supervisory Board.
  6. The internal audit unit reports directly to the President of the Management Board. Supervision over the activity of the internal audit unit is exercised by the Supervisory Board through the Audit Committee.
  7. The Bank's Management Board takes actions aimed at ensuring the continuity of the internal control system, including proper cooperation of all the Bank's employees as part of the control function and cooperation with the internal audit unit and compliance cell.
  8. The method of positioning the internal audit and compliance units in the Bank's organizational structure guarantees their independence.
  9. The head of the internal audit unit and compliance cell shall be ensured direct contact with the members of the Management Board and the Supervisory Board. Their appointment and dismissal (after prior hearing) takes place with the consent of the Supervisory Board. In the event of a change in these positions, the Bank shall immediately inform the Polish Financial Supervision Authority and indicate its reasons.

### **XIII. ORGANIZATIONAL STRUCTURE OF THE BANK**

#### **§ 33.**

1. The Bank has the following organizational entities:
  - 1) The Bank's Head Office which consists of Business Lines, Areas, Departments and Offices;
  - 2) Macro-regions;
  - 3) Regions;
  - 4) Branches;
  - 5) other organizational entities.

2. Permanent or ad-hoc committees operate within the Bank, of an advisory-opinion-giving nature and of a decision-taking nature, which are established on the basis of resolutions of the Bank's Management Board. Permanent committees comprise specifically the Asset-Liability Committee (ALCO) and the Bank's Credit Committee.
3. The Organizational Regulations of the Bank specify in detail the internal organization of the Bank; it is passed in the form of a Management Board resolution and approved by the Supervisory Board. In determining the Bank's organization and separation of duties performed at the Bank, the Management Board aspires to ensure the independence of the risk measurement, monitoring and control function from operating activities, from which the Bank's inherent risk stems.

#### **XIV. THE BANK'S FUNDS**

##### **§ 34.**

1. The Bank's own funds cover:

- 1) paid-up and registered share capital;
- 2) supplementary capital;
- 3) other reserves with the exclusion of all liabilities in respect of preference shares;
- 4) unappropriated profit from prior years;
- 5) profit which is being approved and net profit for the current reporting period, calculated in accordance with the binding accounting regulations, net of all anticipated charges and dividends, in amounts no higher than the profit verified by registered auditors;
- 6) fund from revaluation of financial assets, qualified to the category of assets measured at fair value through other comprehensive income;
- 7) fund from revaluation of the effective part of cash flow hedging;
- 8) the fund related to write-offs and deferred income tax assets.

##### **§ 35.**

*removed*

##### **§ 36.**

1. Supplementary capital is set up from annual deductions from net profit to offset balance sheet losses which may arise in connection with the Bank's operations.
2. Annual deductions from profit to supplementary capital should be no lower than 8% of the net profit and are made until the supplementary capital achieves an amount of at least 1/3 (one-third) of the Bank's share capital.
3. Decisions on using the supplementary capital shall be taken by the General Shareholders' Meeting.

**§ 37.**

1. Other reserves are set up from annual deductions from net profit in amounts passed by the General Shareholders' Meeting.
2. Other reserves are earmarked for offsetting particular losses and expenses.
3. Decisions on using other reserves shall be taken by the General Shareholders' Meeting.

**§ 38.**

*removed*

**XV. FINANCIAL MANAGEMENT POLICIES OF THE BANK, APPROPRIATION OF PROFIT,  
ACCOUNTING**

**§ 39.**

The Bank's financial management is conducted based on annual financial plans determined by the Bank's Management Board.

**§ 40.**

1. The Bank's net profit, in recognition of clause 3. below shall be earmarked, in the amount passed by the General Shareholders' Meeting, for:
  - 1) supplementary capital;
  - 2) other reserves;
  - 3) *removed*
  - 4) dividend for shareholders;
  - 5) other purposes.
2. The ex-dividend date and the dividend payment date are determined by the General Shareholders' Meeting.
3. Losses which may result from or in relation to the Bank's operations shall be offset against supplementary capital in recognition of the principles following from the Act of 29 August 1997 – the Banking Law. Decisions on using the supplementary capital shall be taken by the General Shareholders' Meeting.

**§ 40a.**

1. Disposal by the Company of fixed assets within the meaning of the Accounting Act of 29 September 1994 shall be carried out in the form of a tender in case of assets with the value in excess of 0.1 % of total assets, determined on the basis of the last approved financial statements, unless the value of the disposed asset does not exceed PLN 20,000.
2. The Company may dispose of fixed assets referred to in clause 1 without holding a tender:
  - 1) if the sale of the above mentioned components take place in the framework of the Bank's execution of the activity referred to in art. 6 of the Banking Law Act;

- 2) if the sale of the above mentioned components are related to satisfying the Bank's claims against the debtor in connection with the secured collateral of the Bank's receivables;
- 3) in justified instances, subject to approval by the Management Board in the form of a resolution and further subject to a positive opinion of the Supervisory Board.

#### **§ 41.**

1. The Bank maintains books of account and prepares financial statements in accordance with the binding legal regulations.
2. Detailed accounting policies shall be determined by the Management Board.

#### **§ 42.**

The Bank's financial year is the calendar year.

### **XV. FINAL PROVISIONS**

#### **§ 43.**

1. The publications which are required from the Bank by provisions of the law shall be published in accordance with the legal regulations binding in that respect.
2. The provisions of § 12 clauses 1, 12 and 13, and § 13 clause 2 are binding as of the date of the Bank obtaining the status of a public company, and the provisions of § 9a and § 18 clause 4 as of the date of the Bank's first share quotation on the regulated market maintained by Giełda Papierów Wartościowych w Warszawie SA; the provisions of § 9a are binding on condition that the Bank's shares are admitted and launched for trading on the regulated market maintained by the WSE on 31 December 2012 at the latest.