

**Draft resolutions to be on the agenda of the Annual General Meeting
of Alior Bank S.A. convened for May 21st, 2020**

to item 2 of the agenda

**Resolution No. 1/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

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

The Annual General Meeting of Alior Bank S.A. with its registered office in Warsaw ("the Bank"), acting pursuant to Art. 409 § 1 of the Act of September 15th, 2000 – Code of Commercial Companies ("CCC") and Art. 16 par. 1 of the Bank's Articles of Association, revolves as follows:

§ 1

The Annual General Meeting elects the Chairperson of the Annual General Meeting as follows:

_____.

§ 2

The Resolution shall come into force on the date hereof.

to item 4 of the agenda

**Resolution No. 2/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: adoption of the agenda of the Bank's General Meeting

§ 1

The Annual General Meeting of the Bank approves the following agenda of the meeting:

1. Opening of the Annual General Meeting.
2. Election of the Chairperson of the Annual General Meeting.
3. Confirmation that the Annual General Meeting was convened correctly and that it is able to adopt valid resolutions.

4. Approval of the agenda of the Annual General Meeting.
5. Adoption of a resolution on amendment to the “Rules of the General Meeting of Alior Bank Spółka Akcyjna”.
6. Presentation and review of:
 - a) Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2019,
 - b) Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2019;
 - c) The Management Board’s Report on operations of the Group of Alior Bank S.A. in 2019 including the Management Board’s Report on operations of Alior Bank S.A. and Report of the Alior Bank S.A. Group on non-financial information for 2019.
7. Presentation and review of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2019.
8. Presentation to the Annual General Meeting of a specification of activities performed by the Bank in the financial year of 2019 related to the consents referred to in Resolution No. 4/2018 of the Extraordinary General Meeting of the bank of November 26th 2018 related to the consent to dispose and acquire by the Bank of financial assets classified as fixed assets and to acquire, purchase or dispose of shares and interests related to the Bank’s operational activity.
9. Review of the Report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2019.
10. Approval of the following resolutions:
 - a) Approval of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2019;
 - b) Review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2019;
 - c) Review and approval of the Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2019;
 - d) Review and approval of the Management Board’s Report on operations of the Capital Group of Alior Bank S.A. in 2019 including the Management Board’s Report on operations of Alior Bank S.A. and Report of the Alior Bank S.A. Group on non-financial information for 2019.
11. Adoption of a resolution on distribution of profit for the financial year of 2019.
12. Adoption of resolutions granting a vote of approval to Members of the Bank's Management Board for the performance of their duties in 2019.
13. Adoption of resolutions on granting a vote of approval to Members of the Supervisory Board for the performance of their duties in the financial year of 2019.
14. Adoption of a resolutions on dismissal of Members of the Bank's Supervisory Board.
15. Adoption of resolutions regarding the appointment of the Bank's Supervisory Board for the fourth term.

16. Adoption of a resolution on the introduction of the "Remuneration Policy for Members of the Management Board and Supervisory Board of Alior Bank SA".
17. Adoption of a resolutions regarding amendments to the Articles of Association of Alior Bank S.A.
18. Closing of the Annual General Meeting.

§ 2

The Resolution shall come into force on the date hereof.

to item 5 of the agenda

**Resolution No. 3/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: amendment to the “Rules of the General Meeting of Alior Bank Spółka Akcyjna”

Pursuant to Art. 16 par. 4 of the Alior Bank S.A.'s Articles of Association, it is resolved as follows:

§ 1

The “Rules of the General Meeting of Alior Bank Spółka Akcyjna” (the “Regulations”) shall be amended by giving the new wording to § 2 of the Regulations:

“The deliberations of the General Meeting of the Bank shall take place in the manner and on the principles stipulated in the Commercial Companies Code and the Banking Law, in accordance with, either, the provisions of the Bank's Articles of Association, these Regulations, the regulations for participation in the General Meeting on a remote basis by means of electronic communication measures by the Bank's Supervisory Board, as well as by taking into account other generally applicable laws”.

§ 2

The Regulations shall be amended in such a manner that in § 22, after par. 2, par. 3 is added with the following wording:

“Should a General Meeting be organised in a manner which allows shareholders to participate in the General Meeting by means of electronic communication measures – in addition to the attendance list referred to in § 22 par. 1 – a separate list of shareholders participating in the General Meeting by means of electronic communication measures shall be prepared.”

§ 3

The Regulations shall be amended by giving the new wording of § 34 par. 2 of the Regulations:

“An attendance list accompanied with signatures of the participants of the General Meeting, as well as a printout of the current report announcing the convening of the General Meeting shall be attached the protocol, and in the event of organising General Meeting in a manner which allows shareholders to participate in the General Meeting by means of electronic communication measures, also a list of shareholders participating in the General Meeting by means of electronic communication measures that does not require signing by the participants of the General Meeting”

§ 4

The wording of the other paragraphs of the Regulations shall remain unamended.

§ 5

The consolidated text of the Regulations, reflecting the amendments referred to in § 1, § 2, and § 3 of this resolution, shall be published at: <https://www.aliorbank.pl/dodatkowe-informacje/relacje-inwestorskie/lad-korporacyjny.html>.

§ 6

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

to item 9 of the agenda

**Resolution No. 4/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: review of the report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2019

§ 1

Pursuant to § 17 par. 1 item 1a of the Bank's Articles of Association, the Bank's Annual General Meeting approves the report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2019.

§ 2

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

to item 10 of the agenda

**Resolution No. 5/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: approval of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2019

§ 1

Pursuant to Art. 382 § 3 of the Code of Commercial Companies and § 23 par. 2 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting approves the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2019.

§ 2

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

**Resolution No. 6/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2019

§ 1

Pursuant to Art. 395 § 2 item 1 of the Code of Commercial Companies and Art. 17 par. 1 item 1 of the Bank's Articles of Association, the Bank's Annual General Meeting after a review approves the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2019, covering:

- Statement of financial position made as at of December 31st, 2019, with total assets and liabilities of PLN **76,334,513** thousand;
- Profit and loss account for the period from January 1st, 2019 to December 31st, 2019, disclosing net profit of PLN **288,607** thousand;
- Statement of comprehensive income for the period from January 1st, 2019 to December 31st, 2019 with income of PLN **313,654** thousand;

- Statement of changes in equity for the financial year from January 1st, 2019 to December 31st, 2019 with a decrease of equity by PLN **308,875** thousand;
- Cash flow statement for the financial year from January 1st, 2019 to December 31st, 2019, showing a change in cash by PLN **725,026** thousand;
- Additional information and notes.

§ 2

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

**Resolution No. 7/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: review and approval of the Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2019

§ 1

Pursuant to Art. 395 § 5 of the Code of Commercial Companies and § 17 par. 1 item 1 of the Bank's Articles of Association, the Bank's Annual General Meeting after a review approves the Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2019, covering:

- Statement of financial position made as at of December 31st, 2019, with total assets and liabilities of PLN **76,735,834** thousand;
- Profit and loss account for the period from January 1st, 2019 to December 31st, 2019, disclosing net profit of the Bank's Capital Group of PLN **252,832** thousand;
- Statement of comprehensive income for the period from January 1st, 2019 to December 31st, 2019 with income of PLN **277,879** thousand;
- Statement of changes in equity for the financial year from January 1st, 2019 to December 31st, 2019 with a decrease of equity by PLN **273,142** thousand;
- Cash flow statement for the financial year from January 1st to December 31st, 2019, showing a change in cash by PLN **699,511** thousand;
- Additional information and notes.

§ 2

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

**Resolution No. 8/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: review and approval of the Management Board's Report on operations of the Capital Group of Alior Bank S.A. in 2019 including the Management Board's Report on operations of Alior Bank S.A. and Report of the Alior Bank S.A. Group on non-financial information for 2019

§ 1

Pursuant to Art. 395 § 2 item 1 of the Code of Commercial Companies and § 17 par. 1 item 1 of the Bank's Articles of Association, in connection with art. 55 para 2a and next, Accounting Act of September 29th, 1994, the Bank's Annual General Meeting after a review approves the Management Board's Report on operations of the Capital Group of Alior Bank S.A. in 2019 including the Management Board's Report on operations of Alior Bank S.A. and Report of the Alior Bank S.A. Group on non-financial information for 2019.

§ 2

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

to item 11 of the agenda

**Resolution No. 9/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: distribution of profit for the financial year of 2019

§ 1

Pursuant to Art. 395 § 2 item 2 of the Code of Commercial Companies and § 17 par. 1 item 2 of the Bank's Articles of Association, the Bank's Annual General Meeting decides that the Bank's net profit for 2019, totalling **PLN 288,606,845.42** (in words: PLN two hundred eighty eight million six hundred and six thousand eight hundred forty five and 42/100) shall be allocated as follows:

- Coverage of accumulated loss resulting from the implementation of IFRS 9 in the amount of **PLN 282,337,247.76** (in words: two hundred eighty two million three hundred thirty seven thousand two hundred forty seven and 76/100);
- Allocation to reserve capital of non-distributable profit on the activity of the Housing Fund of **PLN 6,269,597.66** (in words: PLN six million two hundred sixty nine thousand five hundred

ninety seven and 66/100), pursuant to Art. 5 par. 4 of the Act of October 26th 1995 on certain forms of support to housing construction (Journal of Laws No. 133, item 654 as amended), for supplementary capital.

§ 2

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

to item 12 of the agenda

**Resolution No. 10/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Krzysztof Kamil Bachta from his performance of the duties of:

- the Deputy President of the Bank's Management Board managing the operations of the Bank in the period from January 1st, 2019 until February 26th, 2019;
- the President of the Bank's Management Board managing the operations of the Bank in the period from February 27th, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 11/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Tomasz Paweł Biłous from his performance of the duties of the Deputy President of the Bank's Management Board in the period from February 1st, 2019 until December 31st 2019.

§ 2

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

**Resolution No. 12/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marcin Mirosław Jaszczuk from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 13/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr

Seweryn Kowalczyk from his performance of the duties of the Deputy President of the Bank's Management Board in the period in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 14/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Mateusz Poznański from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 15/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Agata Urszula Strzelecka from her performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 16/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marek Rafał Szcześniak from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 17/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Dariusz Michał Szwed from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

Resolution No. 18/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Filip Jan Gorczyca from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2019 until January 31st, 2019.

§ 2

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

Resolution No. 19/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Maciej Wojciech Surdyk from his performance of the duties of the Deputy President of the Bank's Management Board managing the operations of the Bank in the period from January 1st, 2019 until July 1st, 2019.

§ 2

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

to item 13 of the agenda

**Resolution No. 20/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Tomasz Kulik from his performance of the duties of the Chairman of the Bank's Supervisory Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 21/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marcin Eckert from his performance of the duties of the Chairman of the Bank's Supervisory Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 22/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Dariusz Gątarek from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 23/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Mikołaj Handschke from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 24/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Artur Kucharski from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 25/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Wojciech Myślecki from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 26/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Maciej Rapkiewicz from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

**Resolution No. 27/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of her duties in 2019

§ 1

Pursuant to Art. 395 § 2 item 3 of the Code of Commercial Companies and § 17 par. 1 item 3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Małgorzata Iwanicz-Drozdowska – the former Member of the Bank's Supervisory Board, from her performance of the duties in the period from January 1st, 2019 until December 31st, 2019.

§ 2

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

to item 14 of the agenda

**Resolution No. 28/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: dismissal of Members of the Bank's Supervisory Board

§ 1

Pursuant to Article. 385 § 1 of the Code of Commercial Companies and § 18 par. 1 of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby dismiss from the composition of the Supervisory Board of the Bank the following persons: _____

§ 2

The Resolution shall come into force upon adoption.

to item 15 of the agenda

**Resolution No. 29/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: appointment of the Bank's Supervisory Board for the fourth term

§ 1

Pursuant to Art. 385 § 1 and 386 § 1 of the Code of Commercial Companies and § 18 par. 1 of the Bank's Articles of Association, the Annual General Meeting of the Bank appoints the following persons to the Bank's Supervisory Board for the fourth, four-year term: _____

§ 2

The Resolution shall come into force upon adoption.

to item 16 of the agenda

**Resolution No. 30/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: introducing the "Remuneration policy for members of the Management Board and Supervisory Board of Alior Bank S.A."

Annual General Meeting of Alior Bank S.A. with its registered office in Warsaw ("the Bank"), acting pursuant to Art. 414 in connection Art. 378 § 2 and 392 § 1 of the Code of Commercial Companies and § 17 par. 1 item 10) of the Bank's Articles of Association, resolves as follows:

§ 1

The Annual General Meeting introduces the "Remuneration policy for members of the Management Board and Supervisory Board of Alior Bank S.A." to be applied in the Bank in the wording set out in Annex 1 to this resolution.

§ 2

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

to item 17 of the agenda

**Resolution No. 31/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: amendment to the Articles of Association of Alior Bank S.A.

Pursuant to Article. 430 § 1 of the Code of Commercial Companies and § 17 par. 2 item 1 of the Articles of Association of Alior Bank S.A. the following is resolved:

§ 1

The Articles of Association of Alior Bank S.A. are changing in such a way that in § 7 in par. 2 the following point 19 shall be added:

"19) intermediating on behalf or for the benefit of financial institutions referred to in the Act of October 4th, 2018, on employee capital plans, when concluding contracts for managing the employee capital plans."

§ 2

The General Meeting authorizes the Bank's Supervisory Board to determine the consolidated text of the Bank's Articles of Association, taking into account the changes resulting from the provisions of this Resolution.

§ 3

The Resolution shall come into force on the date of its adoption, subject to obtaining permission from the Polish Financial Supervision Authority and entering changes to the Articles of Association of Alior Bank S.A. in the Register of Entrepreneurs of the National Court Register.

**Resolution No. 32/2020
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of May 21st, 2020**

on: amendment to the Articles of Association of Alior Bank S.A.

Pursuant to Article. 430 § 1 of the Code of Commercial Companies and § 17 par. 2 item 1 of the Articles of Association of Alior Bank S.A. the following is resolved:

§ 1

The Articles of Association of Alior Bank S.A. are amended in such a way that in § 23 par. 2, the following point 29 shall be added:

"29) preparation of an annual remuneration report".

§ 2

The Articles of Association of Alior Bank S.A. are amended in such a way that in § 17 par. 1, item 1b) shall be added:

"1b) expressing an opinion on the annual remuneration report of the Supervisory Board".

§ 3

The General Meeting authorizes the Bank's Supervisory Board to determine the consolidated text of the Bank's Articles of Association, taking into account the changes resulting from the provisions of this Resolution.

§ 4

The Resolution shall come into force on the date of its adoption, subject to obtaining permission from the Polish Financial Supervision Authority and entering changes to the Articles of Association of Alior Bank S.A. in the Register of Entrepreneurs of the National Court Register.

RESOLUTION NO./2020
OF THE ANNUAL GENERAL MEETING OF
ALIOR BANK SPÓŁKA AKCYJNA
OF 2020

concerning: the amendment to the Articles of Association of Alior Bank Spółka Akcyjna

Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 17.2.1 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

The following amendments are made to the Articles of Association of Alior Bank S.A.:

1) In Article 17, in par. 1, subpar. 1a with current wording:

“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”

is repealed;

2) Article 17, with its current wording:

§ 17a

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

1) disposal of fixed assets under 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 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 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.”;

is repealed;

3) In Article 23, par. 2:

a) subpar. 3a with its current wording:

“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,”

shall read as follows:

“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,”;

b) Article 18, with the current wording of:

“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 shall read as follows:

shall read as follows:

“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, save for Article 23a”

- 4) In Article 23a after point 4 the dot is replaced by a semicolon and the following points 5-8 are added:
 - 5) save for Article 17, par. 2, subpar. 4, management of intangible assets in the understanding of the Accounting Act of 29 September 1994 and 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;
 - 6) save for Article 17 par. 2, subpar. 4, the acquisition of fixed in the understanding 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.”;
 - 7) 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,
- 8) disposal of interests or shares in another company for amounts exceeding:
- a) PLN 100,000,000, or
 - b) 10% of total assets in the understanding of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements,”

5) in Article 26, par. 1a in the current wording of:

“1a. The Management Board shall prepare and submit to the General Meeting of Shareholders – 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,”;

shall read as follows:

“1a. The Management Board shall prepare and submit to 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,”

6) Article 30.2 reading as follows:

“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 Article 17a.”

shall read as follows:

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.

§ 2

The General Meeting of Shareholders authorizes the Supervisory Board of the Bank to establish the uniform text of the Bank's Articles of Association, taking into account changes resulting from the provisions of the above resolutions concerning the amendments to the this Regulation.

§ 3

The Resolution comes into force upon its adoption provided that the permission of the Polish Financial Supervision Authority has been obtained and subject to an entry of the amendments to the

Articles of Association of Alior Bank SA to the register of entrepreneurs of the National Court Register.

**Remuneration Policy for Members of the Management Board and Supervisory Board
of Alior Bank S.A.
("Remuneration Policy")**

With a view to:

- (a) the need for proper and effective management of, either, risk, capital, and liquidity of Alior Bank S.A., as well as preventing excessive risk-taking exceeding the acceptable general level of the Bank's risk approved by the Supervisory Board;
- (b) the implementation of the Bank's management strategy and the risk management strategy;
- (c) the special carefulness for the long-term well-being of the Bank, the interest of shareholders and the well-being of the Bank's customers;
- (d) the obligation to comply with legal regulations and the best practices regarding the formulation of the remuneration policy;

the present Remuneration Policy shall come into force at the Bank.

§1

Definitions

1. Both in the Policy, as well as in all documents issued based hereon or during implementation hereof, unless the context stipulates otherwise, the terms listed hereinbelow shall have the following meanings:
 - a) **Bank** – Alior Bank S.A.;
 - b) **Policy** – the present Remuneration Policy for Members of the Management Board and Supervisory Board of Alior Bank S.A.;
 - c) **Banking Law** – the Act of August 29, 1997 - Banking Law;
 - d) **Supervisory Board** – the Supervisory Board of Alior Bank S.A.;
 - e) **Regulation** – Regulation of the Minister of Development and Finance of March 6, 2017, on risk management system and internal control system, remuneration policy, and detailed method of estimating internal capital in banks, developed in pursuit of art. 9f par. 1 of the Banking Law;
 - f) **Report** – the report on remuneration prepared by the Supervisory Board, referred to in art. 90g of the Act; the report also encompasses an assessment of the functioning of the Policy;
 - g) **Detailed Remuneration Policy** – the remuneration policy for the Bank's employees, with particular emphasis on persons whose professional activities have a significant impact on the Bank's risk profile adopted at the Bank as per art. 9ca of the Banking Law;
 - h) **Act** – the act of July 29, 2005, on public offering, conditions governing the introduction of financial instruments to organised trading, and public companies;
 - i) **General Meeting** – the general meeting of Alior Bank S.A.;

- j) **Management Board** – the Management Board of Alior Bank S.A.;
2. The Policy shall govern the principles of remuneration for members of the Management Board and Supervisory Board, while the Detailed Remuneration Policy shall also apply to members of the Management Board.
 3. The Bank shall pay remuneration to members of the Management Board or the Supervisory Board only&solely in pursuit of the principles described herein or in the Detailed Remuneration Policy.
 4. The Policy shall take into account both the working and pay conditions of the Bank's employees other than members of the Management Board and Supervisory Board; while ensuring that the remuneration conditions for members of the Management Board and Supervisory Board result from their level of responsibility and role. In particular, the Policy shall ensure that the amount of the variable remuneration for members of the Management Board would be determined by taking into account the risk associated with performing certain functions at the Bank.
 5. In order to avoid conflicts of interest related hereto, the competencies related to the adoption and application hereof shall be distributed between the competent authorities of the Bank. A member of either the Management Board or the Supervisory Board should refrain from voting on a resolution on a matter related hereto, in relation to which such conflict of interest has arisen or may arise.

§2

Principles for adopting and applying the Policy

1. The Policy draft has been adopted by the Management Board and approved by the Supervisory Board based on the recommendations of the Remuneration and Nomination Committee.
2. The Policy shall be adopted by the General Meeting at least once every four years.
3. Should any changes hereto be made, the new wording of the Policy shall contain a description of the considerable changes made in relation to the previous Policy.
4. The Management Board's competencies in the scope of the Policy shall include:
 - a) responsibility&liability for developing, updating, and implementing hereof and documents related hereto,
 - b) provision of the Supervisory Board with information necessary for the verification and application hereof, in particular, within the scope of data covered by the Report within a time limit rendering the preparation of the Report on the principles described in § 6 of the Policy possible,
 - c) preparation of the Detailed Remuneration Policy subject to approval by the Supervisory Board.
5. The competencies of the Supervisory Board in the scope of establishing and implementing the Policy shall include:
 - a) presentation of recommendations to the Management Board regarding the provisions hereof and the Detailed Remuneration, as well as possible changes thereto,
 - b) preparation of the Report,
 - c) approval of the Detailed Remuneration Policy.

§3

Remuneration and conditions of rendering services or working of a member of the Management Board

1. The principles for remuneration and conditions of, either, rendering services or working of a member of the Management Board are set out in Resolution no. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna of December 5, 2017, laying down the principles for determining the remuneration of Members of the Management Board of Alior Bank Spółka Akcyjna (as amended), which is considered to be an integral part hereof.
2. The Bank shall not grant members of the Management Board individual benefits&allowances under retirement-and-pension or early retirement schemes.
3. The principles for granting the variable remuneration components to members of the Management Board – including determining goals that should contribute to, either, the implementation of the business strategy, long-term interests and stability of the company, as well as its components of exceptional character – are set out in the Detailed Remuneration Policy. The General Meeting shall authorise the Supervisory Board to specify the elements of the Policy therein, within the scope of the resolution referred to in par. 1 and in pursuit of the generally applicable law.

§4

Remuneration and conditions of rendering services or working of a member of the Supervisory Board

1. The principles and remuneration amount for members of the Supervisory Board are set out in Resolution no. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna of December 5, 2017, laying down the principles for determining the remuneration of Members of the Supervisory Board of Alior Bank Spółka Akcyjna (as amended), which is considered to be an integral part hereof.
2. Members of the Supervisory Board shall be appointed for a joint term of office of the length specified in the Articles of Association. Each and every member of the Supervisory Board may resign from its function or be dismissed by the General Meeting at any time.
3. On account of one's being a member in the Supervisory Board, the Bank shall not conclude employment contracts, contracts of mandate, contract of specific work, or other similar contracts with the Members of the Supervisory Board.
4. Members of the Supervisory Board shall perform their functions on the basis of an appointment and shall be entitled to remuneration only&exclusively on that account.
5. The remuneration of a member of the Supervisory Board shall not be interrelated to the Bank's business results.
6. The remuneration of a member of the Supervisory Board neither shall be granted in the form of financial instruments nor other non-monetary benefits.
7. The amount of remuneration of a member of the Supervisory Board shall be determined by the General Meeting by way of resolution.
8. The Bank shall not grant members of the Supervisory Board individual benefits&allowances under retirement-and-pension or early retirement schemes.
9. The Bank shall not grant any members of the Supervisory Board any components of variable remuneration.

§5

Withdrawal from the Remuneration Policy

1. Should it be necessary for the sake of implementing long-term interests and financial stability of the Bank or for guaranteeing its profitability, the Supervisory Board may decide by way of resolution to temporarily withdraw from the application hereof.
2. The premises for applying the withdrawal referred to hereinabove shall be, in particular, actions which failure to do so could adversely affect the ability to perform due obligations of the Bank or to comply with new legal regulations.
3. Each and every case of withdrawal shall be disclosed in the Report along with providing the following information: the period for which the withdrawal has been applied, elements of the Policy from which the withdrawal has been applied, and reasons for applying the withdrawal.

§6

Report

1. The first Report shall be prepared, collectively, for the years 2019 and 2020. The subsequent Report shall cover the Bank's financial year.
2. The Supervisory Board shall draw up the Report within a time-limit enabling the inclusion – on the agenda of the Ordinary General Meeting – of the time slot encompassing the expression of an opinion on the Report and submitting the Report to the expert auditor's assessment. A resolution of the General Meeting providing an opinion on the Report shall include an assessment of whether the agreed-upon Remuneration Policy is conducive to the development and security of the Bank's operations. The resolution is of advisory nature.

§7

Final Provisions

The Remuneration Policy shall enter into force on the day of its adoption.