

Chapter name	Rules of the Management Board of Alior Bank Spółka Akcyjna
<b>1. General provisions</b>	<p style="text-align: center;"><b>§ 1</b></p> <ol style="list-style-type: none"> <li>1. The Rules of the Bank’s Management Board (“the Rules”) specify the organization of the Management Board’s work: the principles for making decisions and adopting resolutions and the detailed competencies of the Chairman of the Management Board.</li> <li>2. By acting in accordance with the provisions of the Commercial Companies Code, the Banking Law, the Bank’s Articles of Association, resolutions of the General Shareholders’ Meeting, the Supervisory Board, these rules and other applicable legal acts, the Bank’s Management Board manages the Bank and represents it before third parties in all matters except for those reserved for other statutory bodies of the Bank.</li> </ol>
<b>2. Chairman and Members of the Bank’s Management Board</b>	<p style="text-align: center;"><b>§ 2</b></p> <ol style="list-style-type: none"> <li>1. The Members of the Management Board are appointed and dismissed by the Supervisory Board.</li> <li>2. The Management Board consists of the Chairman of the Management Board and other Members of the Management Board.</li> </ol> <p style="text-align: center;"><b>§ 3</b></p> <ol style="list-style-type: none"> <li>1. The Chairman of the Management Board manages the work of the entire Management Board and evaluates the work of each of its Members.</li> <li>2. The Members of the Management Board manage the Bank’s areas (so-called Divisions) set apart in accordance with the Organizational Rules of the Bank. The division of competencies on the Bank’s Management Board is determined by the Management Board in the form of a resolution which requires the approval of the Bank’s Supervisory Board which provides such information to the Polish Financial Supervision Authority (KNF).</li> <li>3. Within the scope of his/her competencies arising from the Organizational Rules of the Bank, each Member of the Management Board makes his/her own decisions concerning the division assigned to him/her, in recognition of § 8, clause 1. In case of doubt, a Member of the Management Board is obliged to present a given matter to the Management Board for resolution.</li> <li>4. In the event of competence-related disputes between Members of the Management Board in charge of different divisions, the decision is made by the Chairman of the Management Board.</li> <li>5. The Chairman of the Management Board may set each Member of the Management Board tasks of a short-term or specific nature.</li> <li>6. The Chairman of the Management Board specifies, by way of an order, the procedure for replacement in the event of the absence or holidays of the Members of the Management Board.</li> </ol> <p style="text-align: center;"><b>§4</b></p> <ol style="list-style-type: none"> <li>1. The Chairman of the Management Board presents the position of the Bank and the Management Board before third parties, in accordance with § 27, clause 2, point 3) of the Bank’s Articles of Association.</li> <li>2. The other Members of the Management Board present the Bank’s position before third parties within the scope of their competencies specified in accordance with § 3, clause 2 of these Rules or within the scope agreed with the</li> </ol>

	<p>Chairman of the Management Board.</p> <p style="text-align: center;"><b>§ 5</b></p> <ol style="list-style-type: none"> <li>1. The Members of the Management Board are jointly responsible for all of the Bank’s activities.</li> <li>2. The Members of the Management Board work collegially and inform each other of the Bank’s most important matters within the competence of each Member of the Management Board.</li> <li>3. To the extent permitted by the generally applicable legal regulations and the Bank’s internal acts, the Management Board may hand over the performance of specific tasks or decision-making to individual lower level employees, while supervising the correctness of the actions of such persons. Handing over competencies does not absolve the Management Board from its statutory responsibility.</li> <li>4. The Management Board may, by way of resolutions, establish standing or temporary committees, to perform specific functions or coordinate the work of the Bank’s organizational units or sections.</li> <li>5. The Chairman of the Management Board may, by way of orders, also create temporary teams to carry out specific tasks.</li> </ol>
<p>3 <b>Meetings of the Management Board and adopting resolutions</b></p>	<p style="text-align: center;"><b>§ 6</b></p> <ol style="list-style-type: none"> <li>1. The meetings of the Management Board are held once a week at the time and place specified by the Chairman of the Management Board.</li> <li>2. The Chairman of the Management Board or the Member of the Management Board who is substituting for him may convene a meeting at any additional time, as long as he/she finds it necessary for considering urgent matters.</li> <li>3. Each month, the meetings are chaired by a Member of the Management Board on a rotating basis, in consultation with the Chairman of the Management Board.</li> <li>4. Control over maintaining the correct order of electing the chair at a Management Board meeting is exercised by the Department of the Management Board.</li> <li>5. Each time, the agenda, date and organization of a Management Board meeting and list of invited persons are determined by the chair of a given meeting in cooperation with the Department of the Management Board.</li> <li>6. During a meeting, the chair may order that the agenda be changed. Matters which are not on the agenda are considered by the Management Board under a fixed point “Miscellaneous business”.</li> <li>7. The presence of Members of the Management Board at meetings is obligatory. Members of the Management Board should inform the Chairman of the Management Board well in advance if they are unable to attend a meeting.</li> <li>8. Materials, together with a request for consideration of a matter by the Bank’s Management Board, are sent to the Department of the Management Board no later than 3 working days before the date of a meeting, after being accepted by the competent Director and Member of the Management Board in charge of the division of the unit making the request.</li> <li>9. Materials should be compiled in a concise manner, contain a proposed resolution to the matter and specify the financial consequences for the Bank.</li> <li>10. The Chairman of the Management Board may specify, by way of an order, more detailed principles for organizing the Management Board’s work.</li> </ol> <p style="text-align: center;"><b>§ 7</b></p>

1. In the first quarter of each financial year, the Management Board passes an annual work plan.
2. The Management Board's work plan should contain:
  - a) a list of matters together with a timetable to be considered by the Management Board;
  - b) a list of units responsible for preparing requests to the Management Board;
  - c) information as to which matters require the approval of the Supervisory Board.
3. Once a year, in participation with the individual organizational units of the Bank, the Department of the Management Board verifies the annual work plan and specifies it in detail, presenting the results to the Management Board for acceptance.

#### § 8

1. In recognition of the provisions of the Bank's Articles of Association, the Management Board, by acting in collegial form:
  - a) formulates the long-term action plans and strategic objectives of the Bank;
  - b) draws up the short-term and long-term financial plans of the Bank and monitors their implementation;
  - c) monitors the bank management system, the internal control system, including the management reporting system used for controlling the Bank's activities on a current basis;
  - d) accepts the principles, policies and rules relating to the Bank's activities, in particular those relating to prudent and stable management of the Bank, risk, lending and investing activities, asset and liability management, accounting, the Bank's funds, human resources, and the principles for exercising internal control;
  - e) determines the amount of the pool of bonuses intended for the Bank's employees and their overall distribution;
  - f) grants the power of attorney;
  - g) makes decisions about the Bank's issues of bonds except for convertible bonds or bonds with pre-emptive rights;
  - h) accepts the take-up, purchase and sale of shares in companies by the Bank;
  - i) makes decisions about incurring liabilities, managing assets, encumbering or leasing (also renting) assets whose total value in relation to one entity exceeds 1/100 of the Bank's share capital, in recognition of clause 2;
  - j) approves a capital expenditure plan and accepts all of the Bank's own investments (purchase or sale of fixed assets or property rights) with a value in excess of 1/100 of the Bank's share capital, in recognition of clause 2;
  - k) accepts the organizational structure of the Bank's Head Office, including creating and liquidating the Bank's organizational units/sections;
  - l) makes decisions about creating and liquidating the Bank's branches;
  - m) makes decisions about the payment of an interim dividend to the shareholders, after gaining the acceptance of the Supervisory Board;
  - n) accepts all documents presented to the Supervisory Board or the General Meeting;
  - o) considers other matters submitted for consideration by the Supervisory Board, the General Meeting, the Members of the Management Board, the Bank's organizational units or committees or teams established in accordance with the Bank's internal regulations;
  - p) makes decisions about any other matters relating to the Bank's activities, as long as this is required under other regulations or as long as such decisions may have a significant effect on the Bank's financial position or image.

q) exerts corporate governance over the Group companies.

2. In recognition of the provisions of the Bank's Articles of Association, on the basis of an adopted resolution the Management Board may authorize the standing committees or competent employees of the Bank to make decisions about incurring liabilities or managing assets, with regards to the Bank's current activities, whose total value in relation to one entity does not exceed 5% of the Bank's own funds. A suitable resolution of the Management Board should specify the scope of the authorization and the decision-making procedure.

#### **§ 9**

1. At a meeting, the Management Board adopts resolutions by open ballot. The chair of the meeting may order a secret ballot, on his/her own initiative or at the request of another Member of the Management Board.
2. For resolutions adopted at a Management Board meeting to be valid, all Members of the Management Board must be informed properly, and at least one half of the Management Board must be present at the meeting. The absent Members of the Management Board are informed of the decisions made by being sent the minutes of the meeting.
3. All resolutions are adopted by an absolute majority of the votes of the Members of the Management Board, and in case of an equal number of votes, the vote of the Chairman of the Management Board is decisive. The Members of the Management Board strive to adopt resolutions by way of consensus.
4. The Management Board may adopt resolutions by circulation or by using means of direct remote communication. A resolution adopted in this way is valid, when all Members of the Management Board have been informed of the contents of a draft resolution. The decision about the manner in which the resolution is to be adopted is made by the Chairman of the Management Board or the Member of the Management Board who is substituting for him. Resolutions become valid after being accepted by more than half the Members of the Management Board or by at least half the Members of the Management Board, including the Chairman.
5. A Member of the Management Board who disagrees with an adopted resolution may enter a dissenting opinion with the reasons for it in the minutes.
6. In matters which do not require adopting a resolution, the Management Board may express its acceptance, which requires recording in the contents of the minutes of the next Management Board meeting.

#### **§ 10**

1. The meetings of the Management Board are organized and minuted by the Department of the Management Board.
2. A notification that a meeting is being convened and materials to be considered by the Management Board are sent by the Department of the Management Board, using the means of direct remote communication.
3. The minutes of a Management Board meeting should contain:
  - a) the sequential number of the minutes, the date of the meeting, and the agenda;
  - b) the first and last names of the Members of the Management Board and other persons present at the meeting;
  - c) the agenda for the meeting;
  - d) the contents of the resolutions adopted at the meeting and by circulation or by using the means of direct remote communication;
  - e) the dissenting opinions (if any) of the Members of the Management Board, concerning the adopted resolutions;
  - f) entries (if any) about the Members of the Management Board refraining from resolving matters, in accordance with § 11, clause 3 of these rules;

- g) the contents of other decisions made, opinions and recommendations issued by the Management Board.
4. The minutes are signed by all Members of the Management Board participating in the meeting or taking part in voting on resolutions.
  5. The Department of the Management Board provides, in the form of an excerpt from the minutes, information about the resolutions adopted or the opinions and recommendations issued by the Management Board to the interested organizational units of the Bank.
  6. The minutes of the meetings and the contents of the resolutions adopted by the Bank's Management Board are collected and stored in dedicated databases, managed by the Department of the Management Board.

#### **§ 11**

1. Decisions about seconding the Bank's employees to perform functions in the authorities of other companies are made by the Chairman of the Management Board.
2. A Member of the Management Board informs the Chairman of the Management Board, and the Chairman of the Management Board informs the Chair of the Supervisory Board of any conflict of interests in connection with the function performed or of the possibility of such conflict arising.
3. A Member of the Management Board should refrain from participating in resolving such matters in which there is or there may be a conflict of the Bank's interests with the interests of that Member of the Management Board, his/her spouse, relatives and kin to the second degree as well as persons to whom he/she is related personally. The Member of the Management Board may demand the above fact is entered in the minutes.
4. The Members of the Management Board may not, without the consent of the Supervisory Board, engage in any competitive business, or participate in a competitive company as partners in a civil law partnership, a partnership or members of a company's body, or participate in any other competitive legal entity. This ban also covers a Management Board Member's participation in a competitive company in the event of holding at least 5% of votes in the decision-making body of such company, or the right to appoint at least one Management Board Member.
5. In order to be on the management boards or supervisory boards of companies outside the Bank's Group, the Members of the Bank's Management Board require the consent of the Supervisory Board.

#### **§ 12**

1. At least once a year, the Management Board reads the report of the Audit Department Director, analysing the main issues and problems identified by internal controllers during audits. The Management Board may formulate recommendations and opinions in these matters, as to the manner of resolving the problems identified.
2. The results of the analysis specified in clause 1 and the recommendations are presented to the Management Board.

#### **§ 13**

The rules of the Management Board come into effect upon being approved by the Supervisory Board.

**THE END**

