



Amendments to the “Regulations of the Supervisory Board of Alior Bank Spółka Akcyjna”

The obligation to inform the General Meeting of Alior Bank S.A. (“Bank”) about amendments to the Regulations of the Supervisory Board of the Bank results from § 12 of the “Regulations of the Supervisory Board of Alior Bank Spółka Akcyjna” and constitutes the implementation of the “Recommendation Z *on the principles of internal governance in banks*” adopted by the Polish Financial Supervision Authority on 9 October 2020. (Recommendation no. 9).

This information covers the period from the Annual General Meeting of the Bank on 31 May 2022. The amendments to the Regulations of the Supervisory Board of the Bank presented below were adopted by Resolution 111/2022 of the Supervisory Board of the Bank on 27 September 2022.

Content of the introduced amendments:

1) § 2 section 6

before:

The Board may request information from the Management Board on any aspect of the Bank’s activities and may require the Management Board to develop expert opinions and positions in this regard.

now:

The Board may request information from the Management Board and persons employed at the Bank on the basis of an employment agreement or performing specific activities for the Bank on a regular basis on the basis of civil-law agreements on each aspect of the Bank’s activities and oblige the Management Board to develop expert opinions and opinions in this regard.

2) § 4

before:

1. *Meetings of the Supervisory Board shall be held as necessary, but no less frequently than four times per financial year.*
2. *Board meetings shall be convened by its Chair, on their own initiative, upon the motion of the Management Board or any Member of the Board. The Chair should convene a meeting of the Board within two weeks from receipt of a relevant motion.*
3. *If the Chair of the Supervisory Board does not convene a meeting in accordance with section 2, the mover may convene it on their own, stating the date, place, and proposed agenda.*
4. *In order for the resolutions of the Supervisory Board to be valid all of the Members of the Supervisory Board have to be invited and at least half of them needs to be present at the meeting.*
5. *The notice of convening the Board meeting shall be made in Polish and shall be sent to the Members by fax, e-mail, or courier service to the contact address indicated by each Member at least 5 days before the date of the meeting. In urgent and exceptional cases, the person authorized to convene the meeting may order another method and time limit for notifying the Members of the Board of the date, time, and place of the meeting.*
6. *The notice convening the Board meeting shall specify the exact date and place of the meeting and the proposed agenda. Information materials relating to matters on the agenda and draft resolutions should be sent together with the notice of convening the Board. In urgent cases, in agreement with the Chair of the Board, the documents referred to in the preceding sentence may be sent at a later date, after the notice on convening the meeting.*
7. *The agenda of the Board deliberations should not be amended or supplemented during the meeting except when:*
 - a) *the Board meeting shall be attended by all Members and none of them shall oppose the change or amendment of the agenda,*
 - b) *the adoption of specific resolutions or actions by the Board is necessary to protect the Bank against damage,*
 - c) *a resolution is to be adopted on whether there is a conflict of interest between a Member of the Board and the Bank.*

During the Board meeting amendments and changes to draft resolutions may be submitted.

now:

1. Meetings of the Supervisory Board shall be held as necessary, but no less frequently than four times per financial year.

2. **Meetings of the Board shall be convened by its Chair, on their own initiative, upon the motion of the Management Board or any Member of the Board. The Chair should convene a meeting of the Board no later than within two weeks from receipt of a relevant motion.**
3. If the Chair of the Supervisory Board does not convene a meeting in accordance with section 2, the mover may convene it on their own, stating the date, place, and proposed agenda.
4. In order for the resolutions of the Supervisory Board to be valid all of the Members of the Supervisory Board have to be invited and at least half of them needs to be present at the meeting.
5. The notice of convening the Board meeting shall be made in Polish and shall be sent to the Members by fax, e-mail, or courier service to the contact address indicated by each Member at least 5 days before the date of the meeting. In urgent and exceptional cases, the person authorized to convene the meeting may order another method and time limit for notifying the Members of the Board of the date, time, and place of the meeting.
6. The notice convening the Board meeting shall specify the exact date and place of the meeting and the proposed agenda. Information materials relating to matters on the agenda and draft resolutions should be sent together with the notice of convening the Board. In urgent cases, in agreement with the Chair of the Board, the documents referred to in the preceding sentence may be sent at a later date, after the notice on convening the meeting.
7. **During the meeting, the Supervisory Board may also adopt resolutions on matters not covered by the proposed agenda if none of the members of the Supervisory Board taking part in the meeting objects. During the Board meeting amendments and changes to draft resolutions may be submitted.**
8. **The Supervisory Board may also meet without formal convocation if all members agree to it and do not object to the inclusion of particular matters on the agenda.**

3) § 5

before:

1. *The Board meeting shall be headed by its Chair and in their absence, by the Deputy Chair. In the absence of both the Chair and Deputy Chair, the deliberations shall be headed by a Member of the Board designated in advance for that purpose by the Chair. The person heading the deliberations of the Board shall, in particular, direct the discussion during the meeting, manage votes on resolutions, and announce the results of the votes.*

2. *Resolutions of the Board shall be adopted by an absolute majority of the Members of the Supervisory Board, unless otherwise provided for in law or the Charter. In the event of an impasse, the Chair shall have the casting vote.*
3. *The resolutions of the Board shall be adopted in an open ballot. On staff matters or at the motion of at least one of the Members of the Board, the Chair shall order a secret ballot.*
4. *The Members of the Board may make comments or supply separate opinions, together with a statement of reasons, which shall be recorded in the minutes. Comments or separate opinions may relate to adopted decisions or to an act documenting the activities of the body before authentication. Comments not taken into account and separate opinions should be recorded in the minutes, indicating the reasons for not taking them into account.*

now:

1. The Board meeting shall be headed by its Chair and in their absence, by the Deputy Chair. In the absence of both the Chair and Deputy Chair, the deliberations shall be headed by a Member of the Board designated in advance for that purpose by the Chair. The person heading the deliberations of the Board shall, in particular, direct the discussion during the meeting, manage votes on resolutions, and announce the results of the votes.
2. **Resolutions of the Board shall be adopted by an absolute majority of the votes, unless otherwise provided for in law or the Charter. In the event of an impasse, the Chair shall have the casting vote.**
3. **The resolutions of the Board, subject to § 3 section 1, shall be adopted in an open voting. The Chair shall arrange for a secret ballot in the cases referred to in the Statute or at the motion of one or more of the members of the Council.**
4. The Members of the Board may make comments or supply separate opinions, together with a statement of reasons, which shall be recorded in the minutes. Comments or separate opinions may relate to adopted decisions or to an act documenting the activities of the body before authentication. Comments not taken into account and separate opinions should be recorded in the minutes, indicating the reasons for not taking them into account.

4) § 7 section 2

before:

Meetings of the Board shall be recorded by a person appointed by the Member of the Board presiding over the deliberations.

now:

Meetings of the Board shall be recorded by the Management Board Department or a person appointed by the Member of the Board presiding over the deliberations.