

# Alior Bank's statement on the Application of Corporate Governance in 2025



## Scope of corporate governance

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

By virtue of a resolution of the Bank's Supervisory Board dated 29 December 2014, the Bank also adopted for application the Corporate Governance Principles for Supervised Institutions, published on the website of the Polish Financial Supervision Authority: [https://www.knf.gov.pl/dla\\_rynku/regulacje\\_i\\_praktyka/zasady\\_ladu\\_korporacyjnego](https://www.knf.gov.pl/dla_rynku/regulacje_i_praktyka/zasady_ladu_korporacyjnego) ("Corporate Governance Principles for Supervised Institutions", "Corporate Governance Principles"), as confirmed by Resolution No. 25/2015 of the Ordinary General Meeting of the Bank of 25 May 2015 (with the proviso that, in the event of a conflict between the Corporate Governance Principles and the Good Practices, the latter shall prevail).

## Management Board statement on compliance with corporate governance principles

Within the scope of competences assigned to it by the Articles of Association and universally binding legislation, the Bank's Management Board intends to implement at the Bank all principles set out in the Good Practices and in the Corporate Governance Principles.

According to the statement published on 30 January 2026, which remains valid as at the publication date of this Management Board Report, Alior Bank applied in 2025 the principles set out in the Good Practices with the following reservations:

- Principle 2.1 is not applied. The Policy of Selection and Suitability Assessment of Members of the Management Board was adopted by the Bank's Supervisory Board. The Policy of Selection and Suitability Assessment of Members of the Supervisory Board was adopted by the Bank's General Meeting. Both internal regulations take into account the diversity objectives and criteria for members of the Bank's governing bodies, consistent with Principles 2.1 and 2.2, and establish a gender diversity indicator at a level not lower than 33% of the minority representation, which the Bank strives to achieve. According to the current composition of the Bank's governing bodies, the specified level of gender diversity has not been achieved.

- Principle 2.2 is not applied. The selection and suitability assessment of Management Board Members is carried out by the Supervisory Board's Nomination and Remuneration Committee in cooperation with the HR Division. The suitability assessment of Supervisory Board Members is carried out by the shareholder recommending their appointment. The Policy of Selection and Suitability Assessment of Members of the Management Board was adopted by the Bank's Supervisory Board. The Policy of Selection and Suitability Assessment of Members of the Supervisory Board was adopted by the Bank's General Meeting. Both internal regulations take into account the diversity objectives and criteria for members of the Bank's governing bodies, consistent with Principles 2.1 and 2.2, and establish a gender diversity indicator at a level not lower than 33% of the minority representation, which the Bank strives to achieve. According to the current composition of the Bank's governing bodies, the specified level of gender diversity has not been achieved.
- Principle 4.1 is not applied. Taking into account the need to perform numerous technical and organisational activities and the related costs and risks, as well as the market's limited experience in this area, the Bank has not, for the time being, decided to provide shareholders with the possibility of real-time communication enabling them to speak during the General Meeting proceedings while being in a location other than the meeting venue.

The Good Practices principles listed below are applied by the Bank to the following extent:

- Principle 4.8 is applied. The Bank immediately publishes draft resolutions upon their receipt, together with a set of materials concerning them, on the Bank's website.
- Principle 4.9.1 is applied. The Bank immediately publishes candidacies upon their receipt, together with a set of materials concerning them, on the Bank's website.
- Principle 6.3 is applied. The Bank does not operate incentive programmes on the terms described above.
- Principle 6.4 is applied. The principle is applied to the extent consistent with the Act of 9 June 2016 on the principles governing the remuneration of persons managing certain companies.

The Bank's Management Board approved the assessment of the Bank's compliance in 2025 with the Corporate Governance Principles for Supervised Institutions, carried out by the Compliance Department. Following the analysis, it was found that in 2025 the Bank applied the Corporate Governance Principles, with the exception of:

- § 8.4 – Principle is not applied. The convening and holding of General Meetings of Alior Bank S.A. complies with the regulations applicable to public companies as well as with the Good Practices and the Corporate Governance Principles, to the extent consistent with the expectations of the Bank's shareholders. Taking into account the need to perform numerous technical and organisational activities and the related costs and risks, as well as the market's limited experience in this area, the Bank has not, for the time being, decided to provide shareholders with the possibility of real-time communication enabling them to speak during the General Meeting proceedings while being in a location other than the meeting venue.
- § 49.4 – not applicable. The Audit Department and the Compliance Department are separated within the Bank.
- § 52.2 – not applicable. The Audit Department and the Compliance Department are separated within the Bank.
- § 53 – § 57 – not applicable. The Bank does not conduct activities consisting in managing assets at customer risk.

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

The Management Board positively assesses the internal governance implemented at the Bank, as well as its compliance. The Management Board's assessment takes into account both the internal situation and the environment of the Bank. The assessment is based on information obtained in the course of activities falling within the Management Board's competences under the Commercial Companies Code, the Banking Law, the Bank's Articles of Association, resolutions of the Bank's General Meeting and Supervisory Board, the Management Board Regulations, as well as other generally applicable laws and internal regulations on the basis of which the Management Board manages the Bank and represents it externally in all matters, except for matters reserved for other statutory bodies of the Bank. The Management Board's work is also supported by standing or ad-hoc committees appointed by the Management Board in order to perform specific functions or coordinate the work of organisational units or cells of the Bank, as well as by reports received under the management information principles applied at the Bank. In addition, the Management Board reviewed the results of the review of compliance with internal governance principles at the Bank, carried out by the Compliance Department. Below is the assessment of internal governance in individual areas of the PFSA Recommendation Z on internal governance principles in banks (the "Recommendation Z").

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

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

Internal governance includes, in particular, the Bank's management system, organisation, principles of operation, powers, duties and responsibilities, as well as the mutual relations between the Supervisory Board, the Management Board and the Bank's key function holders. As the parent entity of the Alior Bank S.A. Capital Group, the Bank ensures adequate internal governance across the entire Group, appropriate to the Group's structure, activities and risk profile, as well as those of the entities comprising the Group, and exercises appropriate ownership supervision over subsidiaries. The framework for cooperation within the Group has been defined primarily in: the Bank's ownership supervision policy, the Risk Management Strategy of the Alior Bank S.A. Capital Group, as well as in cooperation and information exchange agreements concluded with subsidiaries.

The organisation of the Bank contributes to ensuring effective and prudent management of the Bank, both on a stand-alone basis and at the Group level. The Bank's organisation is reflected in the organisational structure defined in internal regulations, which covers the entire scope of the Bank's operations and explicitly distinguishes each key function. This applies both to the division of tasks, powers, duties and responsibilities among Members of the Management Board (pursuant to the resolution specifying the internal division of competences within the Management Board) and to the division of tasks, powers, duties and responsibilities among organisational units, organisational cells and positions. The most important internal regulations ensuring effective and prudent management of the Bank include: the Regulations of the Management Board of Alior Bank S.A., the Regulations of the Supervisory Board of Alior Bank S.A., the Organisational Regulations of Alior Bank S.A., and the Organisational Regulations of the Head Office of Alior Bank S.A.

Obtaining from the parent entity within the PZU SA. Capital Group information necessary to understand the Group's overall objectives and the types of risk to which it is exposed is possible under the cooperation and information exchange agreement concluded between the Bank and Powszechny Zakład Ubezpieczeń SA., including through the establishment of a Strategic Committee under that agreement.

In March 2025, the Bank announced a new business strategy for 2025–2027: “Alior Bank. Albo nic.” (“Alior Bank. Or Nothing”). The foundations of the strategy comprise three pillars: scale growth, high resilience and operational excellence.

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

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

In 2025, meetings of the Management Board were held with a frequency enabling appropriate management of the Bank, representation of the Bank vis-à-vis third parties and the performance of other statutory competences of that body.

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

The management information principles are set out in the document entitled Management Information System Principles, which defines a set of reports used to manage the Bank at all key management levels.

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

In 2025, the composition of the Management Board stabilised – the only change during that period was the appointment by the Supervisory Board, on 22 April 2025 with effect from 5 May 2025, of Ms Beata Stawiarska to the Management Board. Compared to 2024, there was also a reduction in rotation within the Supervisory Board and among persons holding key functions at the Bank. At the same time, the Bank has implemented solutions – consistent with Recommendation Z – intended to manage rotation risk and succession planning, including, among other things, lists of reserve staff.

**The Bank's standards of conduct and conflict of interest and anti-corruption arrangements at the Bank level**

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

The Code of Ethics constitutes a collection of the most important principles and ethical standards defining the standards of conduct of Alior, as well as the persons through whom the Bank carries out its banking activities.

The Management Board is responsible for shaping awareness of ethical business conduct and, through its actions and conduct, promotes the adopted high ethical and professional standards, in particular awareness of the significance of risk in the Bank's operations and of risk culture.

The Code of Ethics obliges managers to promote, implement and comply with ethical principles. Its provisions addressing ESG take into account employee involvement in governance, social and environmental areas.

Every employee of the Bank is obliged to be familiar with the Code of Ethics, apply it on a daily basis and actively respond to suspected breaches.

The provisions of the Code of Ethics also emphasise that equal treatment means treating all employees without prejudice, discrimination or preferential treatment on the basis of any characteristic.

In 2025, the Management Board carried out a periodic review and assessment of compliance with ethical principles and subsequently informed the Supervisory Board of the results.

Conflict of interest management principles are described in the conflict-of-interest management policy, the purpose of which is to prevent conflicts of interest and, where a conflict arises, to manage it appropriately. The anti-corruption policy sets out rules of conduct aimed at preventing corruption in internal relations and in relations with customers, contractors, business partners of the Bank or entities within the Alior Bank S.A. Group. The Bank has appropriate internal procedures and operational solutions aimed at ensuring proper conflict of interest management and anti-corruption arrangements, in particular specifying how conflicts are identified, prevented, monitored, eliminated and mitigated, and how all manifestations of corruption are combated across all areas of the Bank's operations.

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

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

The Bank has developed rules for outsourcing activities and has comprehensively implemented the European Banking Authority guidelines on outsourcing arrangements referred to in document EBA/GL/2019/02 of 25 February 2019 (hereinafter: the Outsourcing Guidelines) and in the position statement of the Office of the Polish Financial Supervision Authority of 16 September 2019. The following are in force at the Bank: the Purchasing Policy, the Rules for Concluding Agreements, the IT Service Provider Relationship Management Policy, and the Outsourcing, Insourcing and Sensitive Operational Services Management Policy in Alior Bank S.A. (hereinafter: the Outsourcing Policy), which governs the entrustment of activities under regulated outsourcing, i.e. the entrustment of activities pursuant to Articles 6a–6d of the Banking Law and the Outsourcing Guidelines. The Outsourcing Policy provisions primarily cover such aspects as risk assessment as well as the monitoring and control of regulated outsourcing agreements. On the basis of the Outsourcing Policy in force, the Bank performs periodic assessments of regulated outsourcing agreements. Assessment reports are approved by the Bank's Operational Risk Committee and the Bank's Management Board and are subsequently submitted to the Supervisory Board.

The Bank has in place the Remuneration Policy of Alior Bank S.A., which is the principal document governing the policy and rules for determining the remuneration of the Bank's employees. It includes the rules for the remuneration of individuals who, due to their special role in the Bank's risk management system, are subject to a separate regulatory regime in this respect.

Furthermore, the Nomination and Remuneration Committee of the Supervisory Board of Alior Bank S.A. (hereinafter: the Remuneration Committee) operates at the Bank; it is an advisory committee reporting to the Supervisory Board.

The primary tasks of the Remuneration Committee include advising the Supervisory Board and the Management Board on the implementation of the provisions of the Remuneration Policy of Alior Bank S.A. and the Remuneration Policy for the Members of the Management Board and the Supervisory Board of Alior Bank S.A. – with respect to Persons Having a Material Impact on the Bank's Risk Profile – as well as preparing opinions, assessments or recommendations in matters specified in the Policy of Selection and Suitability Assessment of Members of the Management Board of Alior Bank S.A. and the Policy of Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.

The Dividend Policy of Alior Bank S.A. adopted by the Bank is intended to set out the principles for stable dividend payments over the long term, while maintaining prudent capital management and compliance with all regulatory requirements binding on the Bank. In particular, the Dividend Policy of Alior Bank S.A. takes into account elements arising from Recommendation Z, it is therefore subject to regular review and, if necessary, updates as part of the annual review of internal procedures. In 2025, a dividend was paid from the Bank's profit for the 2024 financial year – in accordance with the principles set out in the aforementioned dividend policy.

### **Risk management**

The risk management system in force at the Bank fully reflects the nature of the Bank's exposure to risk and covers all significant types of risk. The principal document intended to ensure that the Bank's risk is maintained at an acceptable level in accordance with the risk appetite adopted, while pursuing the Bank's long-term financial objectives, is the Risk Management Strategy of the Alior Bank Capital Group (hereinafter: the Risk Strategy). The Risk Strategy is superior to the policies and principles governing the management of individual material risk types. This document ensures the implementation of a consistent risk management standard across the Alior Bank Capital Group and the implementation of mechanisms for early identification and appropriate management of all material risk types related to the business conducted by the Bank and its subsidiaries. In 2025, the Risk Strategy was updated – the document, introduced by the Bank's Management Board and approved by the Supervisory Board, was then communicated to all employees of the Bank.

The Bank has implemented an ESG risk strategy within its internal risk management framework. ESG, i.e. environmental, social and governance risks, have been defined as cross-cutting risks that affect the individual types of risks identified by the Bank. Within the risk management system in operation at the Bank, the impact of ESG risk factors is taken into account within the following material risk types: credit, operational, market, liquidity, concentration, reputational and non-compliance risks. In addition, the impact of ESG factors is taken into account in the Internal Capital Adequacy Assessment Process (ICAAP).

The Bank performs regular reviews of the strategies and procedures for estimating and maintaining internal capital. In accordance with regulations, the Internal Capital Adequacy Assessment Process (ICAAP) at Alior Bank S.A. is subject to regular reviews in order to ensure that the ICAAP process is appropriate to the scale of the Bank's operations. These reviews take place once a year or in the event of significant changes in the Bank's internal or external environment. On 28 July 2025, the review of the internal capital estimation process at the Bank was concluded. The review covered the period from 31 March 2024 to 31 March 2025. As part of the review, three recommendations were issued. By way of a resolution, the Management Board approved the "Report on the review of the ICAAP process in Alior Bank S.A. and in the Alior Bank Capital Group" and submitted the report for information to the Supervisory Board via the Supervisory Board's Risk Committee.

The level of risk appetite defined by the Bank's Management Board in the form of limits for individual risks was subject to approval by the Supervisory Board following prior review by the Supervisory

Board's Risk Committee. The Bank monitored the level of limit utilisation on a monthly and quarterly basis. The results of monitoring activities were presented monthly to the CALCO Committee and quarterly to the Bank's Management Board, the Supervisory Board's Risk Committee and the Supervisory Board.

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

### **Disclosures**

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

The Information Policy defines the scope of information subject to disclosure, the frequency and dates of disclosures, as well as the form and place of publication. The Information Policy is reviewed at least once a year.

When making information publicly available, including information covered by the Information Policy, the Bank follows the principle that all disclosed information presents the Bank's financial and business position correctly, reliably and clearly, to the extent applicable and in accordance with legal requirements. For this reason, the Information Policy sets out rules for verifying and approving disclosed information. The content of disclosures is subject to approval by the Bank's Management Board and the Supervisory Board.

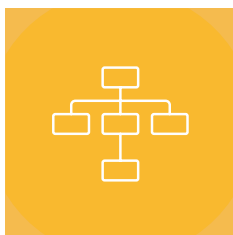
In the Management Board's opinion, the scope of disclosed information reflects the Bank's size, risk profile and the level of complexity of its operations.

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

Following Recommendation Z, in particular Recommendation 8.9 concerning the adequacy of internal regulations relating to the functioning of the Supervisory Board and the Management Board and the effectiveness of those bodies, and taking into account the above assessment of internal governance, its implementation and application, the Bank's Management Board positively assesses both the adequacy of internal regulations governing the functioning of the Bank's Management Board and the effectiveness of its own operation. In its self-assessment, the Bank's Management Board indicates that internal regulations relating to the functioning and effectiveness of the Bank's Management Board are adequate, i.e.: the Articles of Association of Alior Bank S.A., the Regulations of the Management Board of Alior Bank S.A., the Organisational Regulations of Alior Bank Spółka Akcyjna, and the Organisational Regulations of the Head Office of Alior Bank S.A.

These regulations are adequate, compliant with law and with supervisory authority requirements. Their comprehensive nature enables the Management Board to operate effectively and efficiently. The Bank is organised in a transparent and structured manner, taking into account its size and risk profile, as well as the nature and scale of its operations. The organisational arrangements ensure the achievement of assumed business objectives and an appropriate response to changing external conditions or sudden and unexpected events, as well as an effective flow and protection of information enabling the Management Board to perform its tasks effectively. The duties of the Bank's Management Board ensure that the body can operate effectively to implement the adopted management strategy. The solutions adopted in internal regulations guarantee the Members of the Management Board access to all information as well as the possibility of using external advisers and expert opinions.

## Structure of share capital



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

All shares of Alior Bank S.A. are bearer ordinary shares carrying equal rights and obligations. The Bank's Articles of Association do not restrict shareholders' rights to exercise voting rights or dispose of shares. Each share entitles its holder to one vote at the General Meeting of Shareholders. Decisions regarding share issues or share buybacks fall within the competence of the General Meeting of Shareholders. Pursuant to § 17(2)(5) and (7) of the Bank's Articles of Association, any increase or reduction of share capital, share buybacks and the related terms and conditions require a resolution of the General Meeting of Shareholders.

There were no changes in the structure of the Bank's share capital during the reporting period.

### Structure of the Bank's share capital by series of shares issued (as at 31 December 2025)

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

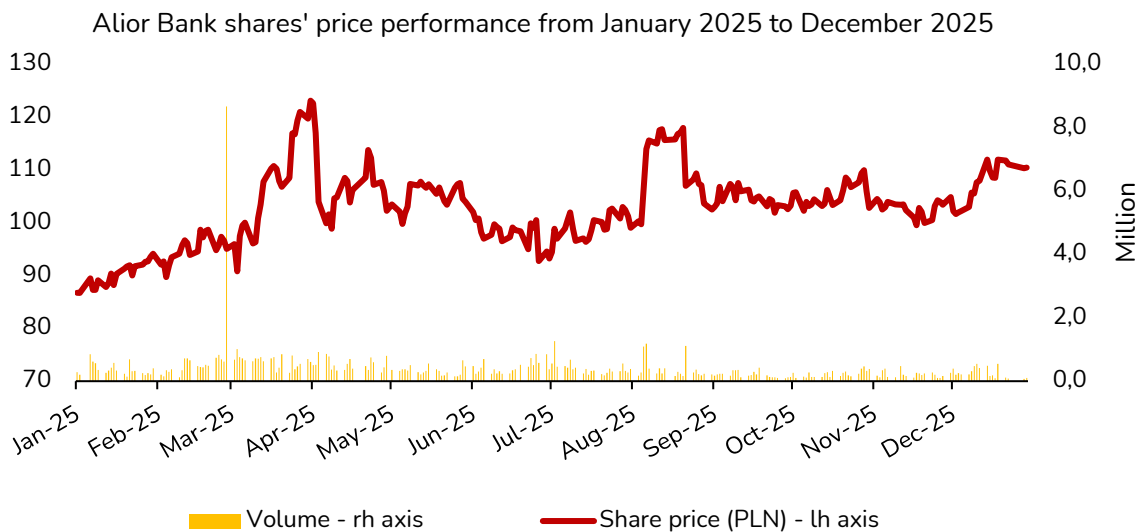


## Trading in Alior Bank shares on the WSE in 2025

The Bank made its debut on the Warsaw Stock Exchange on 14 December 2012. Currently, the Bank's shares are included in the following WSE indices: WIG, WIG-BANKI, WIG20, WIG20TR, WIG.MS-FIN, WIG30, WIG30TR, WIG-Poland, WIG140, CEEplus, GPWB-CENTR.

In 2025, nearly 1.05 million transactions were executed in the Bank's shares, representing an 8% increase compared to nearly 0.97 million transactions in 2024. The number of shares that changed hands in 2025 totalled nearly 103 million, i.e. an increase of 21% compared to 85 million shares in 2024. In turn, the total trading value in the Bank's shares in 2025 amounted to PLN 10.4 billion versus PLN 7.98 billion in 2024 (a 31% year-on-year increase). The increase in turnover resulted primarily from the rise in the share price and the increase in the average daily number of shares traded between shareholders. The average closing price per Bank share in 2025 was PLN 102.71 and was 11% higher than in 2024 (PLN 92.16). In 2025, trading in Alior Bank shares accounted for 2.22% of turnover in shares of companies listed on the WSE (14th position by turnover).

At the end of 2025, the Bank's share price stood at PLN 110.45, representing an increase of 28.5% compared to the end of 2024, and the Bank's P/BV ratio (C/WK) amounted to 1.1x. The share price development and the trading volume in the Bank's shares from January 2025 to December 2025 are presented in the chart below.



## Investor Relations

The Bank continues to undertake actions aimed at meeting the information needs of capital market participants. As a public company, it ensures broad and equal access to information. Communication with shareholders, investors and other capital market participants is based on corporate governance principles and is carried out in accordance with the Information Policy in force at the Bank, while maintaining the highest market standards and applicable legal requirements.



Members of the Management Board and representatives of the Bank's senior management participate in meetings regularly organised by the investor relations team as well as by Polish and foreign brokerage houses with capital market participants, including investors and analysts. These meetings discuss the Bank's current financial and operating situation, present the Bank's strategy and discuss plans and directions for further development. In addition, they address topics related to the current macroeconomic environment, the general condition of the financial sector and the Bank's competitive landscape.

In 2025, meetings were held with approximately 150 foreign and domestic investors, both via teleconferences and in person. Around 50 discussions were conducted with brokerage house analysts concerning trends in the banking sector in individual quarters and the Bank's current financial position.

In addition, on the publication dates of periodic reports, results conferences are organised for journalists, investors and stock market analysts, during which Members of the Bank’s Management Board present the financial results and discuss the most significant events in the given period. A transcript of the conference is made available on the Bank’s website.

In 2025, meetings were also held between Bank representatives and analysts from the rating agencies S&P Global Ratings and Fitch Ratings Ltd.

## Current Bank Ratings

Agency	Award date	Long-term rating	Short-term rating	Outlook
 Fitch Ratings	14 October 2025	BB+	B	Positive
 S&P Global Ratings	17 May 2024	BB+	B	Positive

### Fitch Ratings Ltd. Assessment

On 14 October 2025, Fitch Ratings updated its report, maintaining the Bank’s long-term rating at BB+ and short-term rating at B, and revising the outlook for the Bank’s long-term rating and national long-term rating from Stable to Positive. Fitch indicated that the improvement in the rating outlook reflects continued progress in balancing the Bank’s business structure and actively reducing historical issues related to loan portfolio quality, resulting in positive changes in the Bank’s risk profile.

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

- long-term issuer rating (Long-Term IDR): BB+, Positive outlook,
- short-term issuer rating (Short-Term IDR): B,
- national long-term rating (National Long-Term Rating): A-(pol), Positive outlook,
- national short-term rating (National Short-Term Rating): F1(pol),
- Viability Rating (VR): bb+,
- Government Support Rating: ns.

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

### Standard & Poor’s Global Ratings Assessment

On 26 May 2025, the credit rating agency S&P Global Ratings published an updated report on Alior Bank’s creditworthiness, confirming the Bank’s long-term and short-term issuer credit ratings at ‘BB+’ and ‘B’ respectively, both with a positive outlook.

The report noted that continued tightening of lending standards and active reduction of non-performing loans support the improvement of the Bank’s risk profile and reinforce its financial stability. The agency also highlighted further improvement in the structure of the Bank’s loan portfolio, marked by a growing share of lower-risk products such as mortgage loans and loans to small and medium-sized enterprises, alongside a decreasing share of higher-risk products, such as loans in the microenterprise segment.

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

- Long-Term Issuer Credit Rating: 'BB+', positive outlook,
- Short-Term Issuer Credit Rating: 'B',
- Resolution Counterparty Rating: 'BBB/A-2'.

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

## Shareholders of Alior Bank

Due to Alior Bank's status as a public company (within the meaning of the provisions of the Act on Public Offering) and the fact that its shares are listed on a regulated market (the main market) operated by the Warsaw Stock Exchange, the Bank presents below information on shareholders holding at least a 5% interest in the Bank's share capital and in the total number of votes at the General Meeting of Shareholders as at 31 December 2025 and as at the date of submission of this periodic report.

From the date of submission of the previous periodic report up to publication of this Report, the Management Board has not received any notifications pursuant to Article 69 of the Act of 29 July 2005 on public offerings and terms of introducing financial instruments to organised trading and on public companies.

According to the published reports on the composition of OFE portfolios and the composition of DFE portfolios as at 31 December 2025:

- Nationale – Nederlanden Otwarty Fundusz Emerytalny (together with Generali Dobrowolny Fundusz Emerytalny) increased the number of shares held and votes at the Bank's General Meeting of Shareholders from 12,595,981 (representing 9.65% of shares and votes at the General Meeting of Shareholders) to 12,915,429 at the end of December 2025, currently representing 9.89% of shares and votes at the Bank's General Meeting of Shareholders;
- Generali Otwarty Fundusz Emerytalny (together with Generali Dobrowolny Fundusz Emerytalny) increased the number of shares held and votes at the Bank's General Meeting of Shareholders from 6,613,753 (representing 5.07% of shares and votes at the General Meeting of Shareholders) to 6,692,039 at the end of December 2025, currently representing 5.13% of shares and votes at the Bank's General Meeting of Shareholders.

## Ownership structure of the Bank's share capital as at 31 December 2025 and as at the date of submission of this periodic report

Shareholder	Number of shares	Nominal value of shares (PLN)	Percentage of share capital	Number of votes	Votes as proportion of overall votes
<b>PZU SA Group*</b>	41 658 850	416 588 500	31.91%	41 658 850	31.91%
<b>Nationale-Nederlanden OFE (including DFE)**</b>	12 915 429	129 154 290	9.89%	12 915 429	9.89%
<b>Allianz OFE**</b>	11 526 440	115 264 400	8.83%	11 526 440	8.83%
<b>Generali OFE (including DFE)**</b>	6 692 039	66 920 390	5.13%	6 692 039	5.13%
<b>Other shareholders</b>	57 761 233	577 612 330	44.24%	57 761 233	44.24%
<b>Total</b>	130 553 991	1 305 539 910	100%	130 553 991	100%

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

\*\* Information on the number of shares held and votes at the Bank's General Meeting by entities managed by Nationale-Nederlanden PTE, Generali PTE and Allianz PTE is presented based on the asset structure reports published by these entities as at 31 December 2025 (both for OFE and DFE).

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

As at the end of the reporting period and as at the publication date of this report, Members of the Supervisory Board and Members of the Management Board did not hold any shares in the Bank. From the date of submission of the last periodic report, there were no transactions in the Bank's shares involving Members of the Management Board or the Supervisory Board.

## Significant agreements and liabilities

As at 31 December 2025, Alior Bank did not have:



- obligations towards the central bank,
- any significant loan, suretyship or guarantee agreements not related to operating activities, except for the amended mandate agreement for the periodic provision of insurance guarantees constituting non-funded credit protection (unfunded credit protection) concluded with Powszechny Zakład Ubezpieczeń SA,
- financial support agreements referred to in Article 141t(1) of the Banking Law.

During the reporting period, the Bank had liabilities arising from issued debt securities, in particular MREL bonds and Bankowe Prawa Pochodne (Bank Derivative Rights), as well as other financial instruments.

The Bank did not enter into and did not terminate any loan and advance agreements outside the ordinary course of the Bank's business.

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

In the reporting period, there were no major transactions within the Alior Bank Group with related parties other than on arm's-length terms. Detailed information on related-party transactions is presented in the consolidated financial statements of Alior Bank S.A. Capital Group for the year ended 31 December 2025 (Note 36).

The Bank has no information about any agreements which could result in future changes in the proportions of shares or bonds held by existing shareholders and bondholders.

The Bank has also been informed that PZU SA and Bank Pekao SA have signed:

- a memorandum of cooperation providing that, subject to appropriate legislative changes, PZU SA (as the acquired company) will be merged with Bank Pekao S.A. (as the acquiring company), as announced by PZU SA in Current Report No. 22/2025 of 2 June 2025 with reference to Current Report No. 38/2024 of 2 December 2024 regarding the parties' signing of a letter of intent concerning cooperation in the area of reorganisation of banking assets within the PZU Capital Group,
- a preliminary document setting out the principles of cooperation between PZU SA and Bank Pekao S.A. (the "Term Sheet") establishing a joint project aimed at preparing and conducting, subject to appropriate legislative changes, the transaction, as announced by PZU in Current Report No. 32/2025 of 26 June 2025,
- an annex to the Term Sheet indicating that the parties intend to complete the potential transaction by 31 December 2027, as announced by PZU in Current Report No. 45/2025 of 19 December 2025.

According to the content of current report No.22/2025, during negotiations on the potential transaction, the parties will define an optimal strategy regarding the future of Alior Bank.

Alior Bank did not issue any securities conferring special control rights in relation to the Bank. There are also no restrictions on the exercise of voting rights attached to the Bank's shares, nor any restrictions on the transfer of ownership of the Bank's securities.

None of the individual proceedings pending in 2025 before a court, an arbitration body or a public administration authority, nor all proceedings in aggregate, pose a threat to the Group's financial liquidity. Proceedings deemed material by the Management Board are presented in the consolidated financial statements of Alior Bank S.A. Capital Group for the year ended 31 December 2025 (Note 39).



## Governing Bodies of Alior Bank

### General Meeting of the Bank

#### Rules governing the General Meeting

The rules of procedure of the General Meeting, its key powers, as well as shareholders' rights and the manner of exercising them, are set out in: the Rules of Procedure of the General Meeting (adopted by Resolution No. 3/2013 of the Ordinary General Meeting of the Bank dated 19 June 2013, as amended by Resolution No. 29/2017 of the Ordinary General Meeting of the Bank dated 29 June 2017 and Resolution No. 3/2020 of the Ordinary General Meeting of the Bank dated 21 May 2020 – the consolidated text of the Rules of Procedure reflecting the amendments is published on the Bank's website), the Bank's Articles of Association and the relevant provisions of law, including the Act of 15 September 2000 – the Commercial Companies Code (Journal of Laws of 2024, items 18 and 96) and the Act of 29 August 1997 – the Banking Law (consolidated text: Journal of Laws of 2026, item 38).

The General Meeting is convened by a notice published on the Bank's website and in the manner specified for the publication of inside/current information under applicable law. The notice should be published at least 26 days prior to the date of the General Meeting. Since the date of convening the General Meeting, the Bank posts on its website <https://www.aliorbank.pl/dodatkowe-informacje/relacje-inwestorskie/walne-zgromadzenie.html> information required by provisions of the Code of Commercial Partnerships and Companies.

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

A shareholder or shareholders representing at least one-twentieth of the share capital may request that certain matters be placed on the agenda of the next General Meeting and may submit draft resolutions on matters included on the agenda.

A resolution of the General Meeting is required, inter alia, to:

- consider and approve:
  - the financial statements for the completed financial year,
  - the financial statements of the Bank's Capital Group for the completed financial year,
  - the Management Board's report on the activities of the Bank's Capital Group for the completed financial year, including the Management Board's report on the Bank's operations and the Statement on Sustainable Development,
- express an opinion on the annual Supervisory Board report on remuneration,
- adopt a resolution on profit distribution or loss coverage,
- grant discharge to members of the Bank's governing bodies for the performance of their duties,
- amend the Bank's Articles of Association,
- decide on claims for compensation for damage caused upon the establishment of the Bank or in the course of management or supervision,
- dispose of or lease the enterprise or an organised part thereof and establish a limited property right over them,
- acquire or dispose of real estate or an interest in real estate, or the right of perpetual usufruct or an interest in perpetual usufruct, with a value equal to or exceeding PLN 20,000,000, where

the transaction is not related to satisfying the Bank's claims against a debtor or securing the Bank's receivables,

- increase or decrease the Bank's share capital,
- issue convertible bonds, bonds with pre-emptive rights to acquire the Bank's shares, as well as subscription warrants and capital bonds,
- redeem shares and determine the detailed terms and conditions of such redemption,
- merge, divide or liquidate the Bank, select liquidators and determine the manner of conducting the liquidation,
- appoint and dismiss members of the Supervisory Board,
- determine the remuneration policy for members of the Supervisory Board,
- determine the remuneration policy for members of the Supervisory Board, determine the rules for shaping the remuneration of members of the Management Board.

#### **General Meetings of the Bank in 2025**

An Extraordinary General Meeting of the Bank, convened at the request of a shareholder of the Bank, was held on 26 February 2025. In addition to resolutions of a procedural nature, the General Meeting adopted resolutions on changes in the composition of the Bank's Supervisory Board, concerning the appointment, as of March 5, 2025, of 3 members of the Bank's Supervisory Board (Mr. Tomasz Kulik, Mr. Waldemar Maj and Mr. Wojciech Kostrzewa), in connection with the resignations from the membership of the Supervisory Board submitted by: Mr. Artur Chołoda – as of February 12, 2025, Mr. Paweł Wajda – at the end of February 25, 2025, and Mr. Rafał Janczura – at the end of March 4, 2025).

The Ordinary General Meeting of the Bank was convened for 16 June 2025.

As part of the first session, apart from organisational resolutions, on 16 June 2025 the Ordinary General Meeting adopted resolutions relating to the closing of the 2024 financial year, concerning:

- review and approval of the Supervisory Board's activity report,
- consideration and approval of the financial statements of the Bank and the Bank Group,
- review and approval of the Management Board's report on the activities of the Bank's Capital Group, including the Management Board's report on the Bank's operations and the statement on sustainable development,
- determination of the method for allocating profit.

In addition, during the first session the Ordinary General Meeting adopted resolutions regarding:

- granting discharge (absolutorium) to members of the Management Board for the performance of their duties in the 2024 financial year,
- granting discharge to members of the Supervisory Board for the performance of their duties in the 2024 financial year,
- taking a stance on the evaluation of the Bank's remuneration policy,
- assessing the collective suitability of the Supervisory Board,
- expressing an opinion on the Supervisory Board's submitted "Report on the remuneration of the Management Board and Supervisory Board members of Alior Bank S.A. for 2024",
- evaluating the adequacy of the internal regulations regarding Supervisory Board functioning and its operational effectiveness,
- amendments to the Bank's Articles of Association (Statute).

During the second session (7 July 2025), the following resolutions were adopted:

- changes in the composition of the Bank's Supervisory Board (appointment of Ms Agata Mazurowska-Rozdeiczner in connection with Tomasz Kulik's resignation from membership of the Supervisory Board effective as of the end of 6 July 2025),
- adoption of the updated "Policy on the selection and assessment of suitability of members of the Supervisory Board of Alior Bank S.A."

**Rules for amending the Bank's Articles of Association and amendments made in 2025**

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

On 16 June 2025, the Ordinary General Meeting of the Bank adopted Resolution No. 42/2025 on amendments to the Bank's Articles of Association consisting in:

- adding new items 4) and 5) in § 7(3) reading as follows:  
"4) to issue capital bonds as defined in Article 27a of the Act of 15 January 2015 on Bonds,  
5) to issue convertible bonds as defined in Article 19(1) of the Act of 15 January 2015 on Bonds."
- changing the previous wording of § 17(2)(6), which read:  
"6) issuance of convertible bonds and bonds with pre-emptive rights to acquire the Bank's shares, as well as subscription warrants,"

to now read:

"6) issuance of convertible bonds, bonds with pre-emptive rights to acquire the Bank's shares, subscription warrants, and capital bonds."

These amendments are related to the introduction of Article 27a into the Act of 15 January 2015 on Bonds, allowing banks to issue capital bonds eligible for inclusion in own funds as:

- Additional Tier 1, or
- Tier 2,

in accordance with Articles 52 and 63 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No 648/2012.

The Polish Financial Supervision Authority granted approval for these amendments in its decision dated 3 April 2025.

The amendments to the Bank's Articles of Association resulting from Resolution No. 42/2025 of the Ordinary General Meeting of the Bank were registered in the National Court Register by a court decision dated 23 September 2025.

## Bank Supervisory Board

Composition of the Supervisory Board of the Board as at 31 December 2025		Composition of the Supervisory Board of the Board as at 31 December 2024	
Wojciech Kostrzewa	Chair of the Supervisory Board	Paweł Wajda	Chair of the Supervisory Board
Jan Zimowicz	Deputy Chair of the Supervisory Board	Jan Zimowicz	Deputy Chair of the Supervisory Board
Radosław Grabowski	Member of the Supervisory Board	Artur Cholody	Member of the Supervisory Board delegated to temporarily perform the duties of Vice President of the Bank's Management Board
Maciej Gutowski	Member of the Supervisory Board	Radosław Grabowski	Member of the Supervisory Board
Artur Kucharski	Member of the Supervisory Board	Maciej Gutowski	Member of the Supervisory Board
Waldemar Maj	Member of the Supervisory Board	Rafał Janczura	Member of the Supervisory Board
Agata Mazurowska-Rozdeiczner	Member of the Supervisory Board	Artur Kucharski	Member of the Supervisory Board
Robert Pusz	Member of the Supervisory Board	Robert Pusz	Member of the Supervisory Board

2025 was the fifth year of the fifth joint four-year term of office, which commenced on 26 April 2024.

- 12 February 2025 – Mr Artur Cholody resigned as a Member of the Supervisory Board, including his temporary delegation to perform the duties of Vice President of the Management Board.
- 13 February 2025 – Mr Paweł Wajda resigned as a Member of the Supervisory Board, effective as of the end of 25 February 2025.
- 25 February 2025 – Mr Rafał Janczura resigned as a Member of the Supervisory Board, effective as of the end of 4 March 2025.
- 26 February 2025 – the Extraordinary General Meeting of the Bank, having taken into account the assessment of suitability, appointed the following persons to the Supervisory Board as of 5 March 2025:
  - Mr Tomasz Kulik
  - Mr Waldemar Maj
  - Mr Wojciech Kostrzewa
- 7 March 2025 – the Supervisory Board adopted a resolution appointing Mr Wojciech Kostrzewa as Chair of the Supervisory Board.
- 3 July 2025 – Mr Tomasz Kulik resigned as a Member of the Supervisory Board, effective as of the end of 6 July 2025.

- 7 July 2025 – the Ordinary General Meeting of the Bank convened for 16 June 2025, continuing after a recess on 7 July 2025, appointed Ms Agata Mazurowska-Rozdeiczka to the Supervisory Board.

**The table below presents detailed information on the Members of the Bank's Supervisory Board, including the functions performed by them, as at 31 December 2025.**

**Wojciech Kostrzewa (Chair of the Supervisory Board, independent)** – Entrepreneur and executive with extensive experience across the financial, media, and technology sectors.

President of the Polish Business Roundtable; shareholder in Billon Group Ltd; owner of Pascal Publishing House sp. z o.o.; Member of the Board of Directors of Stadler Rail AG; Vice Chairman of the Supervisory Board of ERGO Hestia S.A.; Member of the Advisory Board of Squirro AG.

From 1999 to 2018, associated with ITI Group as a member of the Board of Directors, President, and Chief Executive Officer. Between 2005 and 2017, served as Chairman and Vice Chairman of the Supervisory Board of TVN S.A. From 2020 to 2022, was a member of the Supervisory Board of CANAL+ Polska S.A.; until 2025, a member of the Main Council of the Lewiatan Confederation; and a member of the Supervisory Board of Gremi Media S.A.

Between 1990 and 2004, served as President and Vice President of BRE Bank S.A. (mBank), member of the Regional Management Board of Commerzbank AG, and President of the Polish Development Bank S.A. Advisor to the Minister of Finance, Leszek Balcerowicz, from 1989 to 1991. From 1984 to 1991, served successively as a research assistant and academic staff member at Kiel University (Germany).

Graduate of the Faculty of Economics at Kiel University; also studied law at the University of Warsaw.

**Jan Zimowicz (Deputy Chair of the Supervisory Board)** – A manager with many years of experience in executive and board roles at leading insurance companies and banks within international capital groups, including Aegon, Nationale-Nederlanden, and Credit Agricole. In 2023–2024, he was a supervisory board member of a financial advisory company. Since April 2024, he has been a Management Board Member of PZU SA.

Jan Zimowicz specialises in sales and marketing management, insurance product development, and M&A processes. He has experience in developing business strategies for large companies, digitalisation, and implementing complex IT systems, gained at Oracle and Accenture.

He is an author of industry publications, a frequent panellist at discussion forums, and a member of the Programme Council of the Insurance Forum. He has in-depth expert knowledge and experience in the functioning of the insurance market, legal regulations, and supervisory guidelines. He has been a long-standing member of the Life Insurance Committee at Polska Izba Ubezpieczeń (Polish Chamber of Insurance).

Jan Zimowicz is a graduate of Szkoła Główna Handlowa (SGH Warsaw School of Economics) (International Economic and Political Relations) and Politechnika Warszawska (Warsaw University of Technology) (Faculty of Electronics and Information Technology). He holds an Executive MBA degree issued by the Warsaw University of Technology Business School in collaboration with HEC Paris, London Business School, and NHH Norwegian School of Economics. He also completed an executive programme at Singularity University in Mountain View, California.

**Radosław Grabowski (Member of the Supervisory Board, independent)** – Professor (habilitation) of legal sciences, academic teacher, legal adviser and scholar specialising in constitutional and comparative law. Initially (since 1997) associated with the Branch of Maria Curie-Skłodowska University in Rzeszów, he is now affiliated with University of Rzeszów. He is employed at the Institute of Legal Sciences at University of Rzeszów and currently heads the Department of Constitutional Law. He acts as a reviewer in habilitation and doctoral proceedings and supervises doctoral and master's theses.

He is the author, co-author, and editor of nearly 200 academic publications, including monographs, collective studies, articles, reviews, and case commentaries. He has provided expert opinions and authored several dozen legal analyses for numerous central institutions, including the Sejm, Senate, President of the Republic of Poland, and the Supreme Audit Office. He actively participates in numerous national and international research projects and is currently leading an initiative aimed at creating a publicly accessible Online Civic Education Service. He is a co-founder and scientific secretary of the Przegląd Prawa Konstytucyjnego (Constitutional Law Review) journal.

**Maciej Gutowski (Member of the Supervisory Board, independent)** – Professor of Legal Sciences, attorney-at-law, and managing partner at GWALEGAL Law Firm. He is affiliated with the Department of Civil, Commercial, and Insurance Law at the Faculty of Law and Administration at Adam Mickiewicz University in Poznań. For years, he has combined academic expertise with extensive practical experience in providing legal advice to domestic and international businesses, including those in the financial, banking, investment fund, FMCG, chemical, construction, infrastructure, and logistics sectors, as well as in crisis management. He supports business entities in making strategic, including investment, decisions and represents them in commercial disputes before courts and other institutions. He also acts as an arbitrator in domestic and international arbitration proceedings (ICC, FAI, VIAC) and is a permanent arbitrator at the SAKiG (Court of Arbitration at the Polish Chamber of Commerce in Warsaw). He has received multiple awards, including recognition in the Forbes Professionals ranking and the Golden Paragraph award for Best Lawyer in 2015. His law firm, GWALEGAL, has twice won the Forbes Diamonds award. He has authored approximately 400 academic publications in civil, commercial, business, and constitutional law, as well as the organisation of the judiciary. He holds a Master of Laws in international commercial law. Since 2024, he has been a member of the KKPC (Codification Commission of Civil Law) and Chair of the Standing Commercial Law Committee within the Commission, where he contributes to shaping the foundations and directions of private law reform.

**Artur Kucharski (Member of the Supervisory Board, independent)** – For over a dozen years, he has served as an independent supervisory board member, including in publicly traded companies on the Warsaw Stock Exchange. In this capacity, he has chaired audit committees in four listed companies (including Alior Bank) and has participated in supervisory board advisory committees on risk, nominations and remuneration, and strategy and development.

He graduated from Politechnika Warszawska (Warsaw University of Technology) and the University of Westminster and has experience in auditing, advisory, and supervisory service. In 2000, he obtained the ACCA qualification and an Executive MBA in 2011. He currently serves on the supervisory boards of: Asseco South Eastern Europe S.A. (since 2016), Budimex S.A. (since 2020), Asseco Data Systems S.A. (since 2022) and Grupa Azoty S.A. (since 2024). Previously, from 2002 to 2010, he worked in the advisory division of PwC Polska sp. z o.o., and between 1995 and 2002, he was an auditor at PricewaterhouseCoopers sp. z o.o., specialising in financial statement audits.

**Waldemar Maj (Member of the Supervisory Board)** – Graduate of the Faculty of Technical Physics and Applied Mathematics at the Warsaw University of Technology. He holds a PhD in physics from the Institute of Physics of the Polish Academy of Sciences and an MBA from Harvard University. He worked in banks in the US, Switzerland and Poland, and at the strategic consulting firm McKinsey in Warsaw. He served as an adviser to the Minister of Finance. In 2003–2005, he was CEO of DZ Bank Polska S.A.; in 2005–2007, Vice President of Bank BGŻ S.A.; and in 2007–2008, Vice President of the Management Board of PKN Orlen S.A. Since 2009, he has run his own business and served on supervisory boards. Since 31 January 2025, he has been Deputy Chair of the Supervisory Board of PZU Życie S.A.

**Agata Mazurowska-Rozdeiczner (Member of the Supervisory Board, independent)** – Legal adviser in Poland, attorney-at-law in the State of New York (USA) and a solicitor in England and Wales. She has many years' international experience in investment financing, complex commercial transactions, insurance and public procurement. She has worked for companies in Poland, Europe and the United States.

She practised at Hogan & Hartson in Washington, London and Warsaw. Founder and CEO of BATNA Brokers. Member of the supervisory board of Krynica Vitamin S.A.

For many years, she has been a management board member and currently serves as President of the Harvard Club of Poland (an organisation bringing together Polish Harvard University alumni). Since 2024, she has also served as European Director of the Harvard Alumni Association.

Member of the Association of Independent Supervisory Board Members and the LiderShe association.

She graduated in law from the University of Warsaw and Harvard Law School (USA). She also participated in academic projects for Harvard Business School and Harvard Kennedy School of Government.

**Robert Pusz (Member of the Supervisory Board)** – Director of the Risk Office at PZU SA and PZU Życie SA, responsible for developing and implementing risk management strategies, policies, and risk management principles within the PZU Financial Conglomerate, covering insurance companies and banks. He has been involved in the actuarial and risk management field since the beginning of his career.

He has been professionally engaged in the insurance market, mainly at the PZU Group. For the past six years, he has served as Director of the PZU Group's Risk Office. Previously, he managed risk at Aegon TU na Życie SA and Aegon Powszechnie Towarzystwo Emerytalne SA (including as a management board member) and, before that, at TUIr Allianz

SA and TU Allianz Życie Polska SA. Within the PZU Group, he is a Supervisory Board Member at TUW Polski Zakład Ubezpieczeń Wzajemnych and Chair of the Supervisory Boards of Polski Gaz Towarzystwo Ubezpieczeń Wzajemnych and Polski Gaz Towarzystwo Ubezpieczeń Wzajemnych na Życie. He previously served as a Supervisory Board Member at Alior Bank SA, chairing the Risk Committee.

He is a licensed actuary and a graduate of the Faculty of Mathematics, Computer Science, and Mechanics at the University of Warsaw, with postgraduate studies in Business Insurance at the Cracow University of Economics and Geographic Information Systems at Politechnika Warszawska (Warsaw University of Technology). He obtained an Artificial Intelligence Professional Certificate from Stanford University. In his capacity as representative of the Polish Actuarial Association in the Actuarial Association of Europe for several years and as Chair of the Solvency II Sub-Committee of Polska Izba Ubezpieczeń (Polish Chamber of Insurance), he helped to implement Solvency II. Awarded for meritorious service to the insurance sector (Polish Chamber of Insurance).

The appointed Members of the Supervisory Board do not engage in any business activity that competes with the Bank, nor do they participate in competing companies as partners in civil or personal partnerships, or as members of governing bodies of capital companies or other competing legal entities. Furthermore, they meet all the requirements set out in Article 22aa of the Banking Law Act of 29 August 1997 (consolidated text: Journal of Laws of 2024, item 1646 as amended).



#### **Rules governing the Supervisory Board**

The Bank's Supervisory Board operates, in particular, on the basis of the Act of 29 August 1997 – Banking Law (consolidated text: Journal of Laws of 2024, item 1646, as amended), the Act of 15 September 2000 – Code of Commercial Companies (consolidated text: Journal of Laws of 2024, items 18 and 96), and the Bank's Articles of Association and the Rules of Procedure of the Supervisory Board, the text of which is available on the Bank's website. The Supervisory Board exercises continuous oversight of the Bank's activities in all its aspects.

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

- reviewing the Management Board's report on representation expenses, as well as expenses for legal services, marketing services, human relations services (public relations) and social communication services, or management consulting services,
- examining the report on best practices referred to in Article 7(3) of the Act on the principles of managing state-owned assets,
- assessing periodic information on internal control,
- submitting an application to the Polish Financial Supervision Authority (KNF) for consent to appoint two Members of the Bank's Management Board, including the President of the Management Board,
- adopting the Rules of Procedure of the Supervisory Board and approving the Rules of Procedure of the Management Board as determined by the Bank's Management Board,
- determining the rules for remunerating the Members of the Bank's Management Board and their remuneration, concluding, terminating and amending agreements with the Members of the Bank's Management Board, taking into account the principles determined by the General Meeting, in accordance with § 17(2)(10a) of the Articles of Association, and representing the Bank in matters between Members of the Management Board and the Bank,
- suspending, for important reasons, individual or all Members of the Bank's Management Board from performing their duties,

- issuing opinions on the Management Board's motions concerning the establishment of and participation by the Bank as a shareholder in companies, and the disposal of shares, where such investments are long-term and strategic in nature,
- issuing opinions on multi-annual programmes for the Bank's development and the Bank's annual financial plans,
- adopting, at the request of the Bank's Management Board, regulations concerning the establishment and use of funds provided for in the Bank's Articles of Association,
- approving requests of the Bank's Management Board for the acquisition, encumbrance or disposal of real property or an interest in real property, or perpetual usufruct (or an interest therein), if its value exceeds PLN 5,000,000; in other cases, the decision is made by the Bank's Management Board without the need to obtain authorisation from the Supervisory Board, subject to matters decided by the General Meeting under § 23a of the Bank's Articles of Association,
- approving requests of the Bank's Management Board to incur a liability or dispose of assets where the total value in relation to a single entity exceeds 5% of the Bank's own funds,
- exercising oversight over the introduction and monitoring of the Bank's management system, including, in particular, supervising compliance risk management and assessing, at least once a year, the adequacy and effectiveness of that system,
- approving the rules for conducting internal control and procedures related to estimating internal capital, capital management and capital planning,
- approving the Bank's business strategy and the principles of prudent and stable management of the Bank,
- approving the Bank's Organisational Rules and the overall organisational structure established by the Bank's Management Board, adjusted to the scale of operations and the risk profile,
- accepting the overall level of risk assumed by the Bank,
- approving the assumptions of the Bank's policy for compliance risk,
- approving the Bank's information policy,
- selecting an auditor,
- approving the remuneration policy formulated by the Management Board and supervising its introduction and operation,
- preparing an annual remuneration report,
- issuing opinions on all matters submitted by the Management Board to the General Meeting of Shareholders of the Bank.

The Supervisory Board is responsible for overseeing the Bank's internal governance and conducts at least an annual review of its adequacy and effectiveness.

**Matters requiring the Supervisory Board's approval:**

- the conclusion or amendment of an agreement for legal services, marketing services, human relations (public relations) and social communication services, and management consulting services, if the remuneration stipulated for the services provided under the agreement(s) with the same entity exceeds PLN 500,000 net per annum, or if the maximum amount of remuneration is not specified,
- conclusion of an agreement for:
  - donations or any other agreement with a similar effect, with a value exceeding PLN 20,000 or 0.1% of the total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statement,
  - release from debt or any other agreement with a similar effect, with a value exceeding PLN 50,000 or 0.1% of the total assets within the meaning of the Act of 29 September 1994 on Accounting, determined on the basis of the last approved financial statement,



## Supervisory Board Committees

### Audit Committee of the Supervisory Board

Composition of the Committee as at 31.12.2025		Composition of the Committee as at 31.12.2024	
Artur Kucharski	Committee Chair	Artur Kucharski	Committee Chair
Radosław Grabowski	Committee Member	Radosław Grabowski	Committee Member
Robert Pusz	Committee Member	Robert Pusz	Committee Member

No changes in the personal composition of the Supervisory Board's Audit Committee occurred during the reporting period.

Among the members of the Supervisory Board's Audit Committee, the following were indicated:

- as persons meeting the independence criteria, in accordance with the submitted declarations:
  - Mr Artur Kucharski,
  - Mr Radosław Grabowski.
- as persons possessing knowledge and skills in accounting and/or auditing of financial statements:
  - Mr Artur Kucharski,
  - Mr Radosław Grabowski,
  - Mr Robert Pusz.
- as persons possessing knowledge and skills in the industry in which the Bank operates:
  - Mr Artur Kucharski,
  - Mr Radosław Grabowski,
  - Mr Robert Pusz.

Members of the Supervisory Board serving on the Audit Committee confirmed their knowledge and expertise in accounting, financial auditing, and the Bank's sector through their professional experience, including holding managerial and supervisory positions, education, and professional qualifications. These factors were considered in the suitability assessment process for Supervisory Board members, conducted by the Bank in accordance with the guidelines of the "Methodology for Assessing the Suitability of Members of Bodies of Entities Under Supervision by the Polish Financial Supervision Authority". The "Policy on the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A." in force at the Bank is consistent with the above methodology. Under the adopted competence assessment process, assessments of candidates for Supervisory Board committees are performed by the "Nomination and Remuneration Committee" and the Supervisory Board; in this respect, both the Bank's supervisory body and the advisory committee adopt the relevant resolutions.

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

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

The Audit Committee supports the Bank's Supervisory Board in the performance of its statutory duties.

The main tasks of the Audit Committee follow from Article 130(1) of the Act of 11 May 2017 on statutory auditors, audit firms and public oversight.

The key responsibilities of the Audit Committee of the Supervisory Board include, in particular:

- monitoring the financial reporting process,
- monitoring the sustainability reporting process,
- monitoring the effectiveness of the internal control system, the risk management system and internal audit,
- monitoring the performance of statutory audit activities, in particular the audit firm's audit and assurance of sustainability reporting,
- controlling and monitoring the independence of the statutory auditor and the audit firm.

In the 2025 financial year, the Audit Committee held 14 meetings, including: 1 joint meeting with the Supervisory Board's Risk Committee, during these meetings, the Audit Committee performed its tasks consisting, inter alia, in: monitoring the financial reporting process; monitoring the sustainability reporting process; monitoring the effectiveness of the internal control system and the risk management system, as well as internal audit; monitoring statutory audit activities (including, in particular, the audit firm's audit and assurance of sustainability reporting); controlling, monitoring and assessing the independence of the statutory auditor and the audit firm; and granting consent for the audit firm to provide permitted non-audit services. The Audit Committee also informed the Supervisory Board of the results of the audit of the financial statements and the assurance of sustainability reporting, explained how the audit and the assurance contributed to the reliability of financial reporting and sustainability reporting at the Bank, and described the Audit Committee's role in the respective audit and assurance processes. In the reporting period, the Audit Committee approved the report on the tender procedure for selecting the entity to provide assurance of sustainability reporting for the Alior Bank Group and issued a recommendation to the Bank's Supervisory Board regarding the selection of the entity to provide assurance of sustainability reporting for the Alior Bank Group.

**The Policy for Selecting an Audit Firm to Perform Audits and Reviews of Financial Statements and Assurance of Sustainability Reporting at Alior Bank S.A. The Policy on the Provision, by the Audit Firm Performing the Statutory Audit or Assurance of Sustainability Reporting, by Entities Related to Such Audit Firm and by a Member of the Audit Firm's Network, of Permitted Non-Audit / Non-Assurance Services at Alior Bank S.A.**

For the purpose of controlling and monitoring the independence of the statutory auditor and the audit firm, the Audit Committee prepared the "Policy for Selecting an Audit Firm to Perform Audits and Reviews of Financial Statements and Assurance of Sustainability Reporting at Alior Bank S.A." (hereinafter: the "Auditor Selection Policy") as well as the "Policy on the Provision, by the Audit Firm Performing the Statutory Audit or Assurance of Sustainability Reporting, by Entities Related to Such Audit Firm and by a Member of the Audit Firm's Network, of Permitted Non-Audit / Non-Assurance Services at Alior Bank S.A. (hereinafter: the "Permitted Services Policy")

The main premise and objective of the "Auditor Selection Policy" is to ensure the correctness of the audit firm selection process, define responsibilities and obligations of the process participants, and ensure compliance with applicable laws, including avoiding conflicts of interest in selecting the audit firm. The Bank is guided by principles consistent with business ethics, aimed at transparent relations with the counterparty. The policy sets out the procedure for selecting the audit firm. Selection is made taking into account the principles of impartiality and independence of the audit firm and an analysis of work performed by that firm for the Bank. Differences of opinion regarding the application of accounting principles or audit standards, sustainability reporting standards, or sustainability assurance standards do not constitute justified grounds for terminating an agreement for the audit of financial statements or an agreement for assurance of sustainability reporting. The

rules for the rotation of audit firms and of the key audit partner, including any cooling-off periods, are also defined.

The main premise of the “Permitted Services Policy” is to control and monitor the independence of the audit firm and the statutory auditor, including avoiding conflicts of interest. The policy allows the provision of permitted services referred to in Article 136(2) of the Act of 11 May 2017 on statutory auditors, audit firms and public oversight by the audit firm performing the audit, and, where an audit firm provides assurance of sustainability reporting, also the services listed in Article 5(1), second subparagraph, points (a) and (d) of Regulation No. 537/2014. Such services may be provided following an independence analysis and upon the Audit Committee granting consent.

The selection of an audit firm to audit the separate and consolidated financial statements and to provide assurance of sustainability reporting is performed in accordance with the “Procedure for Selecting an Audit Firm in Alior Bank S.A.”. Under this procedure, the Audit Committee submits to the Supervisory Board a recommendation regarding the selection of the audit firm to perform audits and reviews of the financial statements of Alior Bank S.A. and the entities of the Alior Bank S.A. Group, and to provide assurance of sustainability reporting. The Audit Committee’s recommendation is issued after the Committee approves a report on the tender procedure, including, inter alia, a recommendation of the best offer.

Audit firms selected to audit the financial statements (the annual consolidated financial statements of the Alior Bank S.A. Capital Group and the annual financial statements of Alior Bank S.A.), as well as to provide assurance of sustainability reporting, were selected in accordance with the applicable laws. The audit firms and statutory auditors carrying out the audits and assurance engagements meet the conditions for issuing an impartial and independent opinion on the audited consolidated financial statements of the Bank’s Capital Group and the Bank’s financial statements, as well as for issuing a limited assurance conclusion on sustainability reporting, in accordance with applicable laws and professional standards.

In the 2025 financial year, the audit firm auditing the financial statements provided Alior Bank S.A. with permitted non-audit services. The independence of the audit firm was assessed and consent for the provision of such services was granted on each occasion.

### Nomination and Remuneration Committee of the Supervisory Board

Composition of the Committee as at 31.12.2025		Composition of the Committee as at 31.12.2024	
Wojciech Kostrzewa	Committee Chair	Jan Zimowicz	Committee Chair
Jan Zimowicz	Committee Member	Maciej Gutowski	Committee Member
Maciej Gutowski	Committee Member	Paweł Wajda	Committee Member
Agata Mazurowska-Rozdeiczer	Committee Member		

During the reporting period, the following changes occurred in the membership of the Nomination and Remuneration Committee of the Supervisory Board of Alior Bank S.A.:

- In connection with Mr Paweł Wajda’s resignation from membership of the Supervisory Board of Alior Bank S.A. and its committees, on 3 March 2025 the Bank’s Supervisory Board resolved that the Nomination and Remuneration Committee would be composed of: Mr Jan

Zimowicz — Committee Chair, Mr Maciej Gutowski — Committee Member, Mr Robert Pusz — Committee Member.

- In connection with changes in the composition of the Supervisory Board, on 7 March 2025 the Bank's Supervisory Board resolved that the Nomination and Remuneration Committee would be composed of: Mr Jan Zimowicz – Committee Member, Mr Maciej Gutowski – Committee Member, Mr Wojciech Kostrzewa – Committee Member.
- On 7 March 2025, the Committee elected its Chair. As of that date, Mr Wojciech Kostrzewa has served as Chair of the Committee.
- In connection with changes in the composition of the Supervisory Board made by the Ordinary General Meeting of the Bank on 7 July 2025, the Bank's Supervisory Board appointed Ms Agata Mazurowska-Rozdeiczer to the Committee as of 22 July 2025.

After the end of the reporting period, pursuant to a resolution of the Bank's Supervisory Board, as of 7 January 2026 the composition of the Committee is as follows:

- Mr Wojciech Kostrzewa — Committee Chair,
- Mr Jan Zimowicz — Committee Member,
- Ms Agata Mazurowska-Rozdeiczer — Committee Member.

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

The Remuneration Committee was established by Resolution No. 87/2011 of the Supervisory Board on 7 December 2011. On 21 December 2016, the Remuneration Committee was transformed into the Nomination and Remuneration Committee of the Supervisory Board of Alior Bank Spółka Akcyjna.

The main objective of the Committee's activities is:

- advising the Bank's Supervisory Board and the Bank's Management Board on the implementation of the "Remuneration Policy of Alior Bank S.A." and the "Remuneration Policy for Members of the Management Board and Supervisory Board of Alior Bank S.A." — with regard to Material Risk Takers ("MRT"); and
- preparing opinions, assessments, or recommendations concerning matters set out in the "Policy on the Selection and Suitability Assessment of Members of the Management Board of Alior Bank S.A.", the "Policy on the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.", the "Policy on the Selection and Suitability Assessment of Key Function Holders at Alior Bank S.A.", and the "Policy for the Selection and Suitability Assessment of Individuals Comprising the Governing Bodies of the Brokerage Office of Alior Bank S.A."

In 2025, the Committee held 11 meetings. During these meetings, the Committee assessed the achievement of objectives by the Bank's Management Board Members and MRTs for 2024; recommended payment of deferred tranches of variable remuneration for previous years; and addressed the matter of awarding variable remuneration for 2024 to MRTs who are not Management Board Members, as well as the matter of awarding or refusing to award variable remuneration to Management Board Members and MRTs. The Committee also reviewed and approved management objectives for 2025 and performed the identification of MRTs. During the meetings, and in connection with changes in the composition of the Bank's governing bodies (management and supervisory), the Committee carried out initial and subsequent individual suitability assessments of members of the Bank's bodies, as well as collective suitability assessments of the Bank's Management Board and Supervisory Board, and prepared recommendations concerning the composition of the Supervisory Board's advisory committees. With respect to regulatory matters, due to changes and updates in external regulations, the Committee reviewed and recommended to the Supervisory Board updates to the Bank's remuneration and suitability policies. During the Committee's meetings in 2025, the following were

reviewed, and recommended to the Bank's Supervisory Board for adoption: the "Report on the remuneration of the Management Board and Supervisory Board Members of Alior Bank S.A. for 2024" and the "Report on the assessment of the operation of the Remuneration Policy at Alior Bank S.A. in 2024".

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

Composition of the Committee as at 31.12.2025		Composition of the Committee as at 31.12.2024	
Robert Pusz	Committee Chair	Robert Pusz	Committee Chair
Artur Kucharski	Committee Member	Artur Kucharski	Committee Member
Waldemar Maj	Committee Member	Jan Zimowicz	Committee Member

During the reporting period, changes were made to the composition of the Risk Committee of the Supervisory Board.

In connection with Mr Jan Zimowicz's resignation from membership of the Supervisory Board's Risk Committee, the Bank's Supervisory Board, by a resolution dated 9 May 2025, resol/ved that the Committee, as of that date, will consist of the following persons: Mr Robert Pusz — Committee Chair, and the following Committee Members: Mr Artur Kucharski Mr Waldemar Maj

After the end of the reporting period, pursuant to a resolution of the Bank's Supervisory Board, as of 7 January 2026 the composition of the Committee is as follows:

- Mr Maciej Gutowski — Committee Chair,
- Mr Robert Pusz — Deputy Chair,
- Mr Artur Kucharski — Committee Member,
- Mr Waldemar Maj — Committee Member.

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

The Risk Committee of the Supervisory Board of Alior Bank S.A. was established on 22 December 2015 under Supervisory Board Resolution No. 81/2015 to support the Bank's Supervisory Board in overseeing the risk management system at the Bank.

The Committee operates based on the Rules of Procedure of the Risk Committee of the Supervisory Board of Alior Bank, as approved by the Supervisory Board.

Pursuant to the Rules of Procedure of the Risk Committee, the Committee's tasks include, in particular:

- providing opinions on the Bank's readiness to accept risk, which has been quantified in the risk appetite,
- reviewing the Bank's risk management strategy and analysing reports submitted by the Management Board regarding its implementation, including periodic reports on capital adequacy, credit risk, operational risk, market risk, liquidity risk, model risk, compliance risk and reputational risk,
- monitoring issues related to the implementation of the audit plan and recommendations issued by the Audit Department,
- issuing opinions / motions regarding materials concerning the risk management system, including in relation to the annual reports of the Risk Strategy Department, Compliance Department and Audit Department, to enable the Bank's Supervisory Board to assess the adequacy and effectiveness of the internal control system and the risk management system,
- supporting the Bank's Supervisory Board in overseeing the implementation of the risk management strategy at the Bank by senior management,

- verifying whether the pricing of liabilities and assets offered to customers complies with the Bank's business model and risk strategy and, in the event of non-compliance, submitting proposals to the Management Board aimed at ensuring the adequacy of such prices to the risks,
- issuing opinions on regulations defining the Bank's strategy and policy governing the approach to risk-taking, the approval of which falls within the competence of the Supervisory Board,
- analysing periodic reports on the implementation of the aforementioned strategies and policies.

During meetings of the Supervisory Board's Risk Committee, key risk-related matters were discussed, in particular regarding the implementation of the risk appetite, the Bank's capital position, liquidity, the quality of the loan portfolio, the largest credit exposures/capital groups and matters concerning the identification and analysis of key risks that may affect the Bank's operations.

As part of ongoing monitoring of the Bank's risk management system, the Committee received periodic risk reports containing information on credit risk, capital adequacy, market risk, liquidity risk, operational risk, technological risk, model risk, as well as compliance risk and reputational risk, including information concerning the Bank and significant subsidiaries. The Committee also reviewed periodic assessments of credit risk for the mortgage-secured portfolio, the portfolio covered by Recommendation S, and the retail exposure portfolio covered by Recommendation T.

The Committee's work also covered issues related to credit concentration risk, the risk of the treasury transactions portfolio and counterparty limits, as well as the results of reviews of the adequacy of asset and liability pricing. The Committee discussed the results of stress tests carried out by the Bank, the results of the review of the internal capital adequacy assessment process (ICAAP), as well as the results of monitoring Alior Bank S.A.'s compliance with ESG regulations.

In the context of monitoring the implementation of the audit plan and recommendations issued by the Audit Department, the Committee reviewed periodic reports from the Audit Department.

The Committee issued opinions and recommended that the Supervisory Board approve key regulations defining the Bank's strategy and policies in the area of risk management. The Committee also provided recommendations regarding motions to adopt the strategy and risk appetite for 2026, as well as amendments to the Rules of Procedure of the Risk Committee of the Supervisory Board of Alior Bank.

In the reporting period, the Committee reviewed a number of informational materials, including, inter alia: analyses related to the Free Credit Sanction, the status of proceedings concerning unauthorised payment transactions, the results of verification of the resilience of digital channels, and information on potentially adverse effects for the Bank following publication of an updated Roadmap for the process of replacing the WIBOR and WIBID reference rates. The Committee also reviewed the Bank's annual assessment of its investment policy and the status of implementation of the IRB project at the Bank.

During the joint meeting of the Supervisory Board's Risk Committee and the Supervisory Board's Audit Committee, the members of both committees issued relevant recommendations on materials concerning the risk management system, including the annual reports of the Risk Strategy Department, Compliance Department and Audit Department, to enable the Bank's Supervisory Board to assess the adequacy and effectiveness of the internal control system and the risk management system.

Depending on the matters discussed, Bank representatives were invited to Committee meetings. The Director of the Audit Department and the Director of the Compliance Department were permanent participants in the Committee's meetings.

Based on periodic reports received, the Committee regularly monitored the effectiveness of the risk management system at the Bank.

The Committee monitored existing threats that could negatively affect the achievement of the Bank's financial objectives. Where threats were identified, Committee Members indicated the areas requiring additional review and appropriate action.

The Committee Members actively formulated recommendations and advice aimed at increasing the effectiveness of the Bank's risk management system.

### Strategy and Development Committee of the Supervisory Board

Composition of the Committee as at 31.12.2025		Composition of the Committee as at 31.12.2024	
Jan Zimowicz	Committee Chair	Jan Zimowicz	Committee Chair
Radosław Grabowski	Committee Member	Radosław Grabowski	Committee Member
Waldemar Maj	Committee Member	Rafał Janczura	Committee Member

During the reporting period, the composition of the Bank's Strategy and Development Committee underwent several changes.

Following Mr Rafał Janczura's resignation from the Supervisory Board as of 4 March 2025 and the personnel changes effected by the Extraordinary General Meeting held on 26 February 2025, the Supervisory Board resolved on 7 March 2025, based on the recommendation of the Nomination and Remuneration Committee, to appoint Mr Waldemar Maj to the Strategy and Development Committee.

As of 7 March 2025, the composition of the Committee has not changed.

### Activities of the Strategy and Development Committee

In 2025, the Strategy and Development Committee of the Supervisory Board held four meetings.

At the first meeting, held on 30 January 2025, the Committee adopted its report on activities in 2024. In addition, the status of work on the new strategy for 2025–2027 was discussed.

At the second meeting, held on 21 March 2025:

- the Committee confirmed its recommendation that the Supervisory Board approve the Bank's Strategy for 2025–2027, the financial projection for the Strategy and the detailed assumptions for the Strategy; and
- a periodic review of the status of implementation of the Bank's current strategy was performed — the Committee summarised, at management level, progress in the implementation of the strategic pillars after Q4 2024.

At the third meeting, held on 13 August 2025:

- the Committee reviewed the current macroeconomic situation and its strategic implications;
- a periodic review of the status of implementation of the Bank's current strategy was performed — the Committee summarised, at management level, progress in the implementation of the strategic pillars after Q2 2025; and
- the Committee discussed the current status of work on the agile transformation being carried out at the Bank.

At the fourth meeting, held on 27 November 2025:

- the Committee reviewed the macroeconomic situation and market dynamics in the key retail and business customer segments;
- changes to the financial forecast for 2026 were discussed;

- matters related to the analysis of Alior Bank's valuation and market capitalisation were discussed;
- a periodic review of the status of implementation of the Bank's current strategy was performed — the Committee summarised, at management level, progress in the implementation of the strategic pillars after Q3 2025; and
- the Committee discussed the status of work on, and implementation of, the new mobile application for the business customer.

The meetings were attended by members of the Committee, the Supervisory Board and representatives of the Bank's Management Board, as well as representatives of key units responsible for strategy, the financial projection for the strategy and business areas.

## Bank's Management Board

### Composition of the Management Board as at 31 December 2025\*



**Piotr Żabski**  
President of the  
Management  
Board

Piotr Żabski is a graduate of Management and Finance at the Faculty of Computer Science and Management of Politechnika Wroclawska (Wrocław University of Technology). He also completed Project Management at Ecole Nationale Supérieure des Mines de Saint-Etienne, Strategy and Innovation at MIT, and Health Promotion at the Wrocław University of Physical Education.

He is an experienced manager with many years of professional experience in the banking sector. He has served as Vice President of the Management Board of Santander Consumer Bank, responsible for strategy and innovation, IT development, cybersecurity, retail credit sales and marketing, debt collection, Agile transformation, PMO, legal and compliance, HR development, and administration. Previously, he worked for 11 years at Lukas Bank, where he held positions such as Director of the Key Accounts Department, Sales Director, and Managing Director of the Consumer Finance division. As President of the Management Board of Santander Consumer Bank, he obtained positive authorisation from the Polish Financial Supervision Authority to hold this position, and his work underwent various regulatory audits, all of which yielded positive results.

As President of the Management Board, Piotr Żabski is responsible for overseeing units at the Bank's Head Office in charge of internal audit, compliance risk management, HR, PR, communications and CSR, personal data protection, governance of the Bank's bodies, strategy, legal affairs, security, and supervision of the Bank's subsidiaries and the wind-down of its foreign branch. He is also responsible for the ongoing operation of procedures for reporting legal violations, adherence to the Bank's internal regulations and business ethics rules, as well as receiving notifications in this regard in accordance with the Bank's internal policies.



**Marcin Ciszewski**  
Vice President of  
the Management  
Board

A manager with many years of experience in finance and risk management. He served as vice president at Ultimo TFI S.A., overseeing the risk management system. He was with Euro Bank S.A. for years, where he held the position of vice president of the management board, including as Chief Risk Officer (CRO). Prior to this, he worked as Chief Financial Officer (CFO) and Director of the Controlling Department. He also gained experience at Volkswagen Bank Polska S.A. and Lukas Bank S.A. Marcin Ciszewski graduated in Finance and Banking from the Cracow University of Economics and completed postgraduate studies in Risk Management in Financial Institutions at Szkoła Główna Handlowa (SGH Warsaw School of Economics). Additionally, he completed the Strategic Leadership Academy course at the ICAN Institute, organised by Harvard Business Review.

As Vice President of the Management Board, Marcin Ciszewski manages the organisational units of the Bank's Head Office responsible for managing risks material to the Bank's operations, including ESG risks.



**Jacek Iljin**

Jacek Iljin graduated from the Faculty of Economics and Sociology at the University of Łódź, specialising in Finance and Banking. He continued his education with postgraduate studies, obtaining an EMBA title from the University of Łódź, Towson University, and the University of Baltimore. He also developed his managerial skills through the HPL and Advanced HPL programmes at the International Institute for Management Development (IMD) in Switzerland.

He has extensive experience in banking, primarily in retail banking. In 2002, he joined mBank, where he co-shaped the institution's development, starting as an innovative start-up under the umbrella of the then

**Vice President of the Management Board**

BRE Bank, and growing it into one of the largest retail banks in Poland, also operating in the Czech and Slovak markets.

Jacek Iljin is an experienced manager. Throughout his career at mBank, he held various supervisory roles in mBank Group companies and managerial positions in strategy, marketing, product management, sales and direct marketing, and distribution model development. Most recently, as Managing Director of mBank's Retail Banking Sales and Business Processes, he focused on business growth, digital transformation, and building a distribution model that combines the strengths of digital channels with the most valuable asset for any bank: people.

As Vice President of the Management Board, Jacek Iljin manages the organisational units responsible for products and sales in the retail customer segment (individual customers, including partner branches), brokerage activities, marketing and customer relations.



**Wojciech Przybył**  
**Vice President of the Management Board**

He is a graduate of the Faculty of Law and Administration at the University of Wrocław and holds an MBA from The Nottingham Trent University and the Wielkopolska School of Business. He has spent over 20 years in the financial sector and new technologies.

He has been professionally associated with the Credit Agricole Group for many years. He began his career at EFL SA in managerial positions related to customer service, first as Deputy Director of the Customer Service Department, and later as Director, actively participating in centralisation projects and the development of quality in post-sales service. In 2009, he founded a new entity within the group responsible for insurance business and leasing loans – EFL Finance S.A. In 2018, he was responsible for building the innovation sector for the EFL Group. Since 2020, he has been a member of the EFL management board, responsible for marketing, ESG, insurance, and innovation, which are crucial to the strategic development of the EFL Group.

As Vice President of the Management Board, Wojciech Przybył manages the organisational units responsible for products and sales for business customers and micro-enterprises.



**Beata Stawiarska**  
**Vice President of the Management Board**

Beata Stawiarska graduated from the Faculty of Management and Economics at Gdańsk University of Technology, specialising in management systems. She developed her competencies by completing prestigious educational programmes, including at The George Washington University (School of Business), and by obtaining certifications in IT service management (ITIL) and project management as a Project Management Professional (PMP).

She is a manager specialising in IT and operations, with international experience. She managed global IT operations with virtual teams across the USA, EMEA, Asia and LATAM, delivering successes in software development, service management, cloud transitions and hardware management. She gained experience at, among others, Mastercard, P&G, HP, Citigroup, Marsh & McLennan Group, Pepco CEE and the OLX Group. She is a certified trainer and mentor focusing on innovation, risk management and delivering measurable results.

She is passionate about using IT to support business growth, with a particular emphasis on customer satisfaction and achieving tangible outcomes.

As Vice President of the Management Board, Beata Stawiarska manages the organisational units of the Bank's Head Office responsible for IT and operations, including business continuity management.



**Zdzisław Wojtera**  
**Vice President of the Management Board**

Zdzisław Wojtera is a graduate of Cybernetics and Computer Science from the Faculty of Economics and Sociology at the University of Łódź and holds postgraduate studies in Banking and Regional Economy from Radboud University, the Netherlands. Zdzisław Wojtera completed the Advanced Management Program for senior managers at IESE Business School, the Corporate Financial Strategy programme at INSEAD, and Data Science at the Massachusetts Institute of Technology (MIT).

He has been associated with the financial sector for many years. He has worked on the boards of banks and banking companies as well as supervisory boards, specialising in financial management. He participated in the transformation of the financial sector from the beginning of systemic changes to the present, from the separation of commercial banks from the National Bank of Poland to the development of online banking and mobile platforms. In the 1990s, while working at Powszechny Bank Gospodarczy S.A., he was responsible for restructuring numerous companies and financial institutions facing challenges in adapting their business models to the demands of a free-market economy. As Vice President of the management board at PBG S.A., he developed the PBG Leasing company and, at the request of PKO BP, established PKO Leasing, which is now the largest leasing company in the country. From 2002 to 2005, he was Vice President of the management board at Bank Pocztowy, responsible for finance, restructuring, and implementing a new IT system for transactional banking.

Since 2005, he has been associated with mBank, where he held the role of Director overseeing finance and, most recently, was responsible for building and developing a modern management information system. He leverages the latest knowledge and technologies to create modern, future-oriented finance supporting business strategy implementation and benefiting from AI/ML advancements.

As Vice President of the Management Board, Zdzisław Wojtera manages the organisational units of the Bank's Head Office responsible for: finance, accounting and financial reporting, controlling, logistics, procurement, treasury operations, cyber security and anti-money laundering.

He has been designated as the person responsible for implementing the obligations set out in the Act of 1 March 2018 on Counteracting Money Laundering and Terrorist Financing.

\* On 16 May 2025, the Bank's Management Board adopted Resolution No. 188/2025 on the internal division of responsibilities within the Management Board of Alior Bank S.A., which was approved on 19 May 2025 by the Bank's Supervisory Board.

#### Composition of the Bank's Management Board as at 31 December 2024

<p>Piotr Żabski  Vice President of the Bank's Management Board, acting as the Chair of the Management Board</p>	<p>Piotr Żabski was responsible for managing the organisational units of the Bank's Head Office responsible for: HR, PR, communications and CSR, personal data protection, support for the Bank's governing bodies and strategy. He exercised oversight over the Bank's subsidiaries and operations carried out in other countries, and also coordinated the work of the Head Office organisational units responsible for internal audit and compliance risk management, with the reservation that, until the appointment of the President of the Bank's Management Board, decisions concerning the scope of responsibilities applicable to the internal audit and compliance risk management areas were taken collectively by the Management Board, and without the right to take individual decisions concerning the scope of responsibilities applicable to those areas. He was also responsible for the day-to-day functioning of procedures for reporting breaches of law, the procedures and business ethics rules in force at the Bank, and he received reports/notifications in this regard in accordance with the Bank's internal regulations.</p>
<p>Zdzisław Wojtera  Vice President of the Bank's Management Board</p>	<p>Zdzisław Wojtera was responsible for managing the organisational units of the Bank's Head Office responsible for finance, accounting and financial reporting, controlling and treasury activities, and he also managed organisational units responsible for the IT area as well as security and cyber security. He was designated as the person responsible for implementing the obligations set out in the Act of 1 March 2018 on Counteracting Money Laundering and Terrorist Financing.</p>
<p>Jacek Iljin  Vice President of the Bank's Management Board</p>	<p>Jacek Iljin was responsible for products and sales in the retail customer segment (individual customers, including partner branches), brokerage activities, marketing and customer relations.</p>
<p>Wojciech Przybył  Vice President of the Bank's Management Board</p>	<p>Wojciech Przybył was responsible for products and sales in the business customer and micro-enterprise segments.</p>
<p>Marcin Ciszewski  Vice President of the Bank's Management Board</p>	<p>Until the Polish Financial Supervision Authority (KNF) granted approval to entrust Mr Marcin Ciszewski with the function of Vice President of the Management Board supervising the management of risks material to the Bank's operations, oversight of the management of risks material to the Bank's operations and ESG risks was exercised collectively by the Bank's Management Board.</p>

	<p>Until the Polish Financial Supervision Authority granted approval to entrust him with the function of Vice President of the Management Board supervising the management of risks material to the Bank's operations, Marcin Ciszewski participated in the collective decision-making by the Management Board in the area of oversight of the management of risks material to the Bank's operations and ESG risks, and coordinated the work of the Bank's organisational units in the area of the management of risks material to the Bank's operations and ESG risks, without the right to take individual decisions concerning the scope of responsibilities applicable to that area.</p> <p>Until the Polish Financial Supervision Authority (KNF) granted approval to entrust him with the function of Vice President of the Management Board supervising the management of risks material to the Bank's operations, Marcin Ciszewski was responsible for managing the organisational units of the Bank's Head Office responsible for logistics and procurement, and for operations, including business continuity management.</p>
<p>Artur Cholody Supervisory Board Member temporarily delegated to perform the duties of Vice President of the Bank's Management Board</p>	<p>Artur Cholody was responsible for managing the organisational units of the Bank's Head Office responsible for the legal area.</p>

The year 2025 was the period of the 6th joint three-year term of office of the Bank's Management Board, which commenced on 1 January 2024.

During the reporting period, the following changes were made to the composition of the Management Board:

- On 7 February 2025, the Polish Financial Supervision Authority (KNF) approved the appointment of Mr Piotr Żabski as President of the Management Board.
- On 12 February 2025, Mr Artur Cholody resigned as a Member of the Supervisory Board, including his temporary delegation to perform the duties of Vice President of the Management Board.
- On 22 April 2025, the Supervisory Board appointed Ms Beata Stawiarska to the Management Board, with effect from 5 May 2025, for the joint 6th three-year term of office which commenced on 1 January 2024.
- On 9 May 2025, the Polish Financial Supervision Authority issued a decision granting approval to entrust Mr Marcin Ciszewski with the function of Management Board Member supervising the management of risks material to the Bank's operations.

The Members of the Bank's Management Board do not conduct any activities competitive with the Bank, nor do they participate in competitive companies as partners in civil law partnerships or partnerships, or as members of corporate bodies of capital companies or other competing legal persons.

Information on compliance by Members of the Bank's Management Board with the requirements set out in Article 22aa of the Banking Law is available on the Bank's website under the following link: <https://www.aliorbank.pl/dodatkowe-informacje/o-banku/zarząd.html>.

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

Pursuant to Article 22a(1) of the Act of 29 August 1997 – Banking Law (consolidated text: Journal of Laws of 2024, item 1646, as amended) and § 24(1) and (2) and § 25(1) of the Articles of Association of Alior Bank, the Bank's Management Board shall consist of at least three Members appointed and dismissed by the Supervisory Board of Alior Bank, subject to an assessment of compliance with the requirements referred to in Article 22aa of the Banking Law. The number of Members of the Management Board is determined by the Supervisory Board.

Members of the Management Board are appointed for a joint term of office of three years, following a qualification procedure as part of the selection process conducted on the basis of the “Policy on the selection and assessment of suitability of Management Board Members of Alior Bank S.A.”, prepared to meet the requirements set out in the “Methodology for assessing the suitability of members of bodies of entities under supervision by the Polish Financial Supervision Authority”. Pursuant to Article 369 § 1 of the Code of Commercial Companies, the term of office of Members of the Bank’s Management Board is calculated in full financial years.

Pursuant to Article 22b(1) of the Banking Law and § 25(2) in conjunction with § 27(3) of the Articles of Association of Alior Bank, the appointment of the President of the Management Board, as well as the Member of the Management Board supervising the management of risks material to the Bank’s operations, requires the consent of the Polish Financial Supervision Authority (KNF). The Supervisory Board applies for such consent.

In addition, under § 25a of the Bank’s Articles of Association, Members of the Management Board of Alior Bank are required to meet the requirements referred to in Article 22 of the Act of 16 December 2016 on the rules for the management of state-owned assets (consolidated text: Journal of Laws of 2024, item 125, as amended).

Under § 27(1) of the Articles of Association of Alior Bank, the Management Board manages the Bank and represents it vis-à-vis third parties and conducts the Bank’s affairs not reserved by law or by the Articles of Association to the competence of other bodies of the Bank. In particular, the Management Board develops the development strategy and the annual financial plans for the Bank’s operations.

The Management Board operates on the basis of the Rules of Procedure of the Management Board of Alior Bank, which define the organisation of the Management Board’s work, the rules for adopting decisions and resolutions, and the detailed competences of the President of the Management Board.

Pursuant to § 8(1) of the Rules of Procedure of the Management Board of Alior Bank, the Management Board, acting collectively:

- determines long-term activity plans and strategic goals of the Bank;
- determines short-term and long-term financial plans of the Bank and monitors their execution;
- monitors the Bank’s management system, including the risk management and internal control systems, taking into account the management information reporting system used for ongoing monitoring of the Bank’s operations;
- approves the principles, policies and rules governing the Bank’s operations, in particular in the areas of prudent and stable management of the Bank, risk management, lending and investment activities, asset and liability management, accounting, Bank funds, HR management and the rules for conducting internal control;
- determines the amount of the bonus pool for the Bank’s employees and its overall distribution;
- grants proxies;
- decides on the issue by the Bank of bonds, except for convertible bonds or bonds with pre-emptive rights;
- approves the takeover, acquisition and disposal by the Bank of shares in companies;
- decides on incurring liabilities, disposing of assets, encumbering or leasing (including rental and leasing) assets, the total value of which in relation to a single entity exceeds 1/100 of the Bank’s share capital, subject to the possibility of authorising, by way of a resolution, standing committees or relevant employees of the Bank to take decisions on incurring liabilities or disposing of assets in the course of the Bank’s day-to-day operations, where the total value in relation to a single entity does not exceed 5% of the Bank’s own funds;
- approves the investment plan and approves each of the Bank’s own investments (acquisition or disposal of fixed assets or property rights) with a value exceeding 1/100 of the Bank’s

share capital, subject to the possibility of authorising, by way of a resolution, standing committees or relevant employees of the Bank to take decisions on incurring liabilities or disposing of assets in the course of the Bank's day-to-day operations, where the total value in relation to a single entity does not exceed 5% of the Bank's own funds;

- approves the organisational structure of the Bank's Head Office, including the establishment and liquidation of the Bank's organisational units/cells;
- decides on the establishment and liquidation of Bank branches;
- takes decisions on the payment to shareholders of interim dividends, subject to approval by the Supervisory Board;
- approves all documents submitted to the Supervisory Board or the General Meeting, within its competence;
- considers other matters submitted for consideration by the Supervisory Board, the General Meeting, Members of the Management Board, the Bank's organisational units, or committees/teams established pursuant to the Bank's internal regulations;
- takes decisions on all other matters within the scope of the Bank's business, where required by separate provisions or where such decisions may have a material impact on the Bank's financial standing or reputation;
- exercises corporate governance over the group companies.

The Management Board is responsible for implementing and maintaining corporate governance within the Bank, ensuring its compliance and conducting periodic (at least annual) reviews and assessments to align governance with internal and external developments. At least once a year, the Management Board submits a report to the Supervisory Board, detailing the findings of its assessments and any significant events that may impact the Bank's internal governance framework.

In other matters, pursuant to § 3(5) of the Rules of Procedure of the Management Board of Alior Bank, each Member of the Management Board, within the scope of their competences arising from the Organisational Rules of the Bank and the Organisational Rules of the Bank's Head Office, takes decisions independently concerning the area assigned to them.

Pursuant to § 5(4) of the Rules of Procedure of the Management Board of Alior Bank, the Management Board may, by way of resolutions, establish standing or ad hoc committees to perform specific functions or to coordinate the work of organisational units or cells.

Decisions regarding share issues or share buybacks fall within the competence of the General Meeting of Shareholders. Pursuant to § 17(2)(5) and (7) of the Bank's Articles of Association, any increase or reduction of share capital, share buybacks and the related terms and conditions require a resolution of the General Meeting of Shareholders.

The Bank's Management Board assesses that the Rules of Procedure of the Management Board, as an internal regulation governing the functioning of the Management Board, are adequate and compliant with the law and the requirements of supervisory authorities. Members of the Bank's Management Board coordinate and supervise the activity of the Bank, pursuant to the delegation of competences adopted by the Bank's Management Board and approved by the Supervisory Board.

## Remuneration Policy



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

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

### Objectives of the Policy:

- to promote proper and effective risk management and discourage excessive risk-taking (exceeding the acceptable level of risk at the Bank), in order to maintain a sound capital base and with due regard to the long-term interests of the Bank – its shareholders and customers,
- to promote the Bank's strategy for sustainable development and prudent risk management policy,
- to mitigate conflicts of interest,
- to maintain a transparent relationship between individual performance and individual remuneration, by focusing on objectives linked to responsibility and real impact,
- to prevent the application of arrangements or methods intended to circumvent the Policy,
- to ensure that the Bank's staff act in the best interests of their customers, including by providing clear and transparent information on the services and products offered by the Bank, and by not favouring their own interests or those of the Bank to the detriment of the legitimate interests of customers.

The Remuneration Policy is gender neutral.

Particularly important for achieving the above objectives is how the Policy addresses MRTs. Key assumptions of the Policy in relation to MRTs:

- remuneration is composed of fixed and variable components,
- no discretionary pension benefits (not defined in advance) are awarded to MRTs,
- MRTs are required not to use personal hedging strategies or insurance relating to remuneration and liability in order to undermine the risk-adjustment mechanisms embedded in the remuneration system applicable to them,
- except for staff exercising Control Functions, the total amount of variable remuneration is based on an assessment of the results achieved by the MRT and their organisational unit, as well as the results of the Bank within the area of that person's responsibility, taking into account the results of the Bank as a whole,
- maximum ratio of variable to fixed remuneration for MRTs: 100%,
- at least 50% of MRT variable remuneration is an incentive to take special care for the Bank's long-term wellbeing and consists of financial instruments linked to the Bank's shares; the remaining portion of variable remuneration is paid in cash as cash variable remuneration,
- at least 40% of MRT variable remuneration, and where the MRT's variable remuneration is particularly high – at least 60% of such variable remuneration – is deferred remuneration,
- the variable remuneration of Members of the Bank's Management Board is aligned with the provisions of the Act of 9 June 2016 on the principles of shaping the remuneration of persons managing certain companies.

## Agreements concluded with Members of the Bank's Management Board

Pursuant to Resolution No. 6/2017 of the Extraordinary General Meeting of the Bank of 5 December 2017 on regulating the principles of remuneration of Members of the Management Board of Alior Bank (as amended by Resolution No. 37/2019 of the Extraordinary General Meeting of the Bank of 28 June 2019) and the principles adopted by the Bank's Supervisory Board, agreements with Members of the Bank's Management Board are:

- service provision agreements, referring to the Act of 9 June 2016 on the principles of shaping the remuneration of persons managing certain companies,
- concluded for the period of holding office on the Bank's Management Board,
- agreements with the following notice periods:
  - a one-month notice period where a Member of the Bank's Management Board has held office for less than 12 months, effective at the end of a calendar month,
  - a three-month notice period where a Member of the Bank's Management Board has held office for at least 12 months,
- with severance pay equal to three times the fixed remuneration, in the event of termination of the agreement or termination by the Bank for reasons other than a breach by the Member of the Bank's Management Board of their fundamental duties, provided that such Member has held office for at least 12 months prior to termination,
- with a non-competition obligation, under which the Member of the Bank's Management Board undertakes that, following termination of the agreement – provided that they have held office for at least three months – for a period of six months from the date of cessation of holding office or termination of the agreement, they will not engage in competitive activity; in return, they are entitled to compensation in the aggregate amount calculated as six times the monthly fixed remuneration.

## Remuneration of Members of the Management Board and Supervisory Board of Alior Bank in 2025

### Remuneration of Members of the Management Board of Alior Bank paid or due in 2025:

(in thousands of PLN)		Cash benefits			Share-based payments cleared in cash			Other benefits	Employer contributions (including PPK)	Total
Description	Period	Remuneration paid and payable	Other paid	Remuneration potentially payable	Remuneration paid and payable	Other paid	Remuneration potentially payable **			
Artur Chołody *	01.01.2025 - 12.02.2025	286	0	0	0	0	0	10	0	297
Jacek Iljin	01.01.2025 – 31.12.2025	1 755	0	107	175	0	117	59	149	2 361
Zdzisław Wojtera	01.01.2025 – 31.12.2025	1 738	0	95	155	0	103	19	116	2 225
Wojciech Przybył	01.01.2025 – 31.12.2025	1 702	0	70	114	0	76	91	148	2 201
Marcin Ciszewski	01.01.2025 – 31.12.2025	1 668	0	47	76	0	51	53	146	2 041
Piotr Żabski	01.01.2025 – 31.12.2025	1 725	0	48	79	0	53	124	124	2 153
Beata Stawiarska	05.05.2025-31.12.2025	979	0	0	0	0	0	22	53	1 054
Total – Management Board		9 853	0	366	599	0	400	380	736	12 332

Members of the Management Board who ceased to hold office before 01.01.2025	4 217	1 239	2 743	5 717	0	2 961	1	929	17 807
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\* Artur Chołody – a Member of the Supervisory Board temporarily delegated to perform the duties of Vice President of the Bank's Management Board (18.11.2024 – 12.02.2025).

\*\* For variable remuneration – this refers to remuneration potentially due solely in connection with the award of variable remuneration in 2025 for 2024 and 2023.

Employer contributions have been included in the amounts presented.

### Remuneration of Members of the Supervisory Board of Alior Bank in 2025 (in thousands of PLN)

Specification	Period	Remuneration*	Employer contributions **	Total
Wojciech Kostrzewa	05.03.2025 - 31.12.2025	256	33	289
Waldemar Maj	05.03.2025 - 31.12.2025	233	30	263
Tomasz Kulik	05.03.2025 – 06.07.2025	-	-	-
Agata Mazurowska-Rozdeiczner	07.07.2025 – 31.12.2025	137	26	163
Artur Kucharski	01.01.2025 – 31.12.2025	308	33	341
Jan Zimowicz	01.01.2025 – 31.12.2025	-	-	-
Maciej Gutowski	01.01.2025 – 31.12.2025	282	33	316
Radosław Grabowski	01.01.2025 – 31.12.2025	282	49	331
Robert Pusz	01.01.2025 – 31.12.2025	-	-	-
Rafał Janczura	01.01.2025 – 04.03.2025	-	-	-
Paweł Wajda	01.01.2025 – 25.02.2025	-	-	-
<b>Total – Supervisory Board</b>		<b>1 497</b>	<b>205</b>	<b>1 703</b>

\* Remuneration does not include reimbursement of travel costs.

\*\* Employer contributions, including PPK.

## Diversity Policy

Being aware that diversity and equal treatment are fundamental values of modern society, and having regard to respect for a multicultural and diverse society, as well as in connection with Alior Bank's commitment to an open and tolerant working environment, the following documents are in place at the Bank: the "Human Rights Policy at Alior Bank S.A." and the "Diversity Policy at Alior Bank S.A."

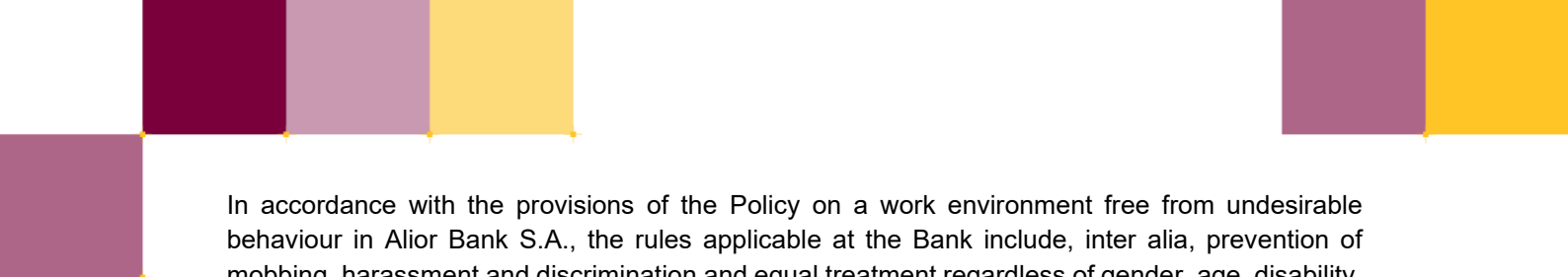
Alior Bank recognises the strategic importance of diversity as a factor supporting organisational innovation. Accordingly, the Bank consistently carries out measures aimed at building a diverse workforce. The diversity policy implemented at the Bank strengthens innovation and versatility, resulting from the equal and objective perspectives of all employees who co-create the organisational culture. The Bank undertakes systematic efforts to ensure diversity, in particular in the areas of education, professional experience, gender and age, which enables the development of a broad spectrum of competences and viewpoints necessary to achieve strategic objectives.

“Policy on the Selection and Suitability Assessment of Members of the Management Board of Alior Bank S.A.” and “Policy on the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.” define the objectives and criteria of diversity, including in areas such as education, know-how, age, gender and professional experience. When assessing candidates’ suitability for the Bank’s Management Board and Supervisory Board, a broad set of characteristics and competences required to perform functions in both bodies is taken into account. In assessing diversity in terms of education and professional experience of Members of the Management Board and Supervisory Board, the following criteria may be considered in particular: the place (country/region) where education or professional experience was obtained, the education profile, field of study, specialisation, the type of entities in which the candidate performed functions or was employed, and length of service. The Bank endeavours to ensure diversity of the Management Board and Supervisory Board, particularly in terms of education and professional experience, as well as gender and age. It is important to ensure a wide spectrum of views among members of the governing and supervisory bodies. When selecting the composition of the Management Board and Supervisory Board, the Bank aims to achieve gender balance within these bodies, including: ensuring that the number of positions held by persons of the underrepresented gender in the Management Board and Supervisory Board is not lower than the number closest to 33% of all positions across both bodies, and ensuring that at least one person of the underrepresented gender holds a position on the Bank’s Management Board and on the Bank’s Supervisory Board. In cases where candidates for a position on the Management Board and Supervisory Board possess equivalent qualifications, preference shall be given to the candidate representing the underrepresented gender within the Bank’s governing bodies, unless the selection of a candidate of the opposite gender is justified by other non-discriminatory diversity considerations established by law.

The Bank informs about the participation of women and men respectively in the Management Board and in the Bank’s Supervisory Board in the last five years. In the years 2021 – 2025, the participation of women and men in the aforementioned statutory bodies of the Bank was as follows:

Bank’s Management Board					
	31.12.2021	31.12.2022	31.12.2023	31.12.2024	31.12.2025
women	0	0	0	0	1
men	7	7	8	5	5

Bank Supervisory Board					
	31.12.2021	31.12.2022	31.12.2023	31.12.2024	31.12.2025
women	2	1	1	0	1
men	6	7	6	8	7



In accordance with the provisions of the Policy on a work environment free from undesirable behaviour in Alior Bank S.A., the rules applicable at the Bank include, inter alia, prevention of mobbing, harassment and discrimination and equal treatment regardless of gender, age, disability, race, religion, nationality, political beliefs, trade union membership, ethnic origin, faith, sexual orientation, employment for a fixed or indefinite term, or full-time or part-time employment. Any actions or behaviours of the above kind are unacceptable and are not tolerated by the Bank.

