

Assessment of Alior Bank's adherence to the 2023 Corporate Governance Principles for Supervised Institutions issued by the Polish Financial Supervision Authority on 22 July 2014.

According to the Polish Financial Supervision Authority, the Principles of Corporate Governance should be adopted by supervised institutions, thereby becoming an essential policy paper as part of their strategic corporate policy and influencing the formulation of appropriate principles of conduct for supervised institutions.

A supervised institution should endeavour to implement the principles laid down in the Corporate Governance Principles to the greatest practicable extent while having due regard to the principle of proportionality arising from the size and nature of its activities as well as from the specific characteristics of the institution.

The Polish Financial Supervision Authority also reviews the Bank's adherence to the Corporate Governance Principles on an annual basis as part of the BION process.

As far as Alior Bank S.A. is concerned, the Corporate Governance Principles are implemented by virtue of Resolution No. 89/2014 of the Supervisory Board of the Bank dated 29 December 2014 and Resolution No. 25/2015 of the Ordinary General Meeting of the Bank dated 25 May 2015.

As required by the Polish Financial Supervision Authority, the Bank publishes on its website either a notice on the implementation of the Corporate Governance Principles or a notice of non-implementation of certain principles.

With a view to fulfilling the requirements set out in § 27 of the Corporate Governance Principles for Supervised Institutions:

“The supervisory authority shall periodically assess the adherence to the principles imposed by this paper, and the results of that assessment shall be published on the website of the supervised institution and communicated to the other bodies of the supervised institution”.

an investigation was conducted into Alior Bank S.A.'s adherence in 2023 to the Corporate Governance Principles for Supervised Institutions issued by the Financial Supervision Authority on 22 July 2014 in reliance on information and documents provided by the entities in charge of implementing the individual Principles. The Supervisory Board assessed the Bank's adherence in 2023 to the Corporate Governance Principles for Supervised Institutions, as articulated in Resolution No. 20/2024 of 27 February 2023.

The analysis of the adherence to the Principles in 2023, performed by relying on the information provided by the entities in charge of the implementation of the individual Principles and the verification of the Principles selected by the Compliance Department, concluded that in 2023:

1. The Bank adhered to 157 principles
2. The Bank did not adhere to Principle 1 (paragraph 8.4)
3. The Bank is not covered by 9 principles (paragraphs 49.4, 52.2 and 53-37)

Principle not implemented by the Bank and principles not relevant to the Bank

Principle No.	Provision	Justification
§ 8.4	A supervised institution should, whenever reasonably justified by the number of shareholders, endeavour to make it convenient for all shareholders to attend the meeting of the constituent body of the supervised institution, including by ensuring that it is possible to actively engage in the meetings of the constituent body by electronic means.	The convening and holding of the General Meetings of Alior Bank S.A. complies with the regulations applicable to public companies and the Best Practice and Corporate Governance Principles to the extent consistent with the expectations of the bank's shareholders. Given the need to perform multiple technical and organisational measures and the involved costs and risks, as well as little experience of the market in this regard, the Bank has not currently opted for providing the shareholders with real-time communication capability whereby shareholders would be able to speak at a General Meeting from a location other than the place of deliberations.
§ 49.4	In a supervised institution in which the audit unit or the compliance unit do not operate, the persons responsible for the performance of these functions shall be entitled to the rights under sections 1-3.	NOT APPLICABLE. JUSTIFICATION: The Audit Department and the Compliance Department are separated within the Bank.
§ 52.2	In a supervised institution in which the audit unit or the compliance unit do not operate or the unit responsible for this area has not been designated, the persons responsible for the performance of these functions shall provide the information referred to in section 1.	NOT APPLICABLE. JUSTIFICATION: The Audit Department and the Compliance Department are separated within the Bank.
§ 53 – § 57	Chapter 9 Exercise of rights from assets acquired at customer's risk.	NOT APPLICABLE. JUSTIFICATION: The Bank does not conduct activities consisting in managing assets at customer risk.