

**Resolution No. 31/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: amendment to the Articles of Association of Alior Bank Spółka Akcyjna.

Pursuant to Article 430 § 1 of the Code of Commercial Partnerships and Companies and § 17(2)(1) of the Articles of Association of Alior Bank Spółka Akcyjna ("Bank"), the following is hereby resolved:

§ 1

The Articles of Association of the Bank shall be amended as follows:

- 1) item 8) in § 7(1), reading as follows, shall be deleted:
"8) issuing payment cards and performing operations using such cards,"
- 2) item 9) in § 7(1), reading as follows, shall be deleted:
"9) term financial transactions,"
- 3) item 11) in § 7(1), reading as follows, shall be deleted:
"11) safekeeping of items and securities and making safe deposit boxes available,"
- 4) item 15) in § 7(1), reading as follows, shall be deleted:
"15) issuing electronic money instruments,"
- 5) item 1) in § 7(2), reading as follows, shall be deleted:
"1) incurring liabilities related to the issue of securities,"
- 6) item 2) in § 7(2), reading as follows, shall be deleted:
"2) trading in securities,"
- 7) item 7) in § 7(2), reading as follows, shall be deleted:
"7) performing activities related to the issue and servicing of financial instruments which are not securities,"
- 8) item 8) in § 7(2), reading as follows, shall be deleted:
"8) providing specialised services to companies affiliated with the Bank by capital links, consisting in particular in making IT systems and technologies available, including data processing services, services involving the creation, operation and maintenance of software and IT infrastructure, as well as other services aimed at improving cooperation with such entities in the area of their offering financial services,"

- 9) item 9) in § 7(2), reading as follows, shall be deleted:
“9) sale of coins, banknotes and numismatic items issued by NBP for collection and other purposes,”
- 10) item 12) in § 7(2), reading as follows, shall be deleted:
“12) performing the function of depositary for pension and investment funds, maintaining, on request, registers of participants in investment funds and registers of members of pension funds,”
- 11) item 14) in § 7(2), reading as follows, shall be deleted:
“14) performing the activities of a representative bank within the meaning of the Bonds Act,”
- 12) item 15) in § 7(2), reading as follows, shall be deleted:
“15) receiving orders for the acquisition and redemption of units in investment funds or participation titles in foreign funds, and maintaining subscriptions for units or investment certificates in investment funds,”
- 13) item 17) in § 7(2), reading as follows, shall be deleted:
“17) providing the payment initiation service from the user’s payment account held by another provider,”
- 14) item 18) in § 7(2), reading as follows, shall be deleted:
“18) providing the service of access to information on the user’s payment accounts held with another provider or with more than one provider,”
- 15) item 22) shall be added in § 7(2), reading as follows:
“22) provision of other payment services outside the scope of banking activities:
a) issuing payment instruments,
b) provision of the money remittance service,
c) provision of the payment initiation service,
d) provision of the account information service.”
- 16) item 1) in § 7(3), reading as follows, shall be deleted:
“1) subscribe for or acquire shares and rights attached to shares, as well as interests in another legal person, and also acquire units in investment funds,”
- 17) § 9 in its current wording:

“§ 9

- 1) The Bank’s share capital amounts to PLN 1,305,539,910 (in words: one billion three hundred and five million five hundred and thirty-nine thousand nine hundred and ten zlotys) and is divided into 130,553,991 (in words: one hundred and thirty million five hundred and fifty-three thousand nine hundred and ninety-one) ordinary shares with a

nominal value of PLN 10 (in words: ten zlotys) each, including:

- 1) 50,000,000 (in words: fifty million) class A ordinary shares;
 - 2) 1,250,000 (in words: one million two hundred fifty thousand) class B ordinary shares;
 - 3) 12,332,965 (in words: twelve million three hundred and thirty-two thousand nine hundred and sixty-five) class C ordinary shares;
 - 4) 6,358,296 (in words: six million three hundred and fifty-eight thousand two hundred and ninety-six) class G ordinary shares;
 - 5) 863,827 (in words: eight hundred and sixty-three thousand eight hundred and twenty-seven) class D ordinary shares;
 - 6) 2,355,498 (in words: two million three hundred and fifty-five thousand four hundred and ninety-eight) class H ordinary shares;
 - 7) 56,550,249 (in words: fifty-six million five hundred fifty thousand two hundred and forty-nine) class I ordinary shares;
 - 8) 51 (in words: fifty-one) class J ordinary shares;
 - 9) 524,404 (in words: five hundred and twenty-four thousand four hundred and four) class E ordinary shares; and
 - 10) 318,701 (in words: three hundred eighteen thousand seven hundred and one) class F ordinary shares.
- 2) All shares in the Bank are registered shares and shall be converted into bearer shares upon their dematerialisation within the meaning of the Act of 29 July 2005 on Trading in Financial Instruments.
 - 3) Subject to Article 28(2) of the Act of 29 August 1997 – Banking Law, the conversion of bearer shares into registered shares shall not be permitted.”

shall now read as follows:

“§ 9

1. The Bank’s share capital amounts to PLN 1,305,539,910 (in words: one billion three hundred and five million five hundred and thirty-nine thousand nine hundred and ten zlotys) and is divided into 130,553,991 (in words: one hundred and thirty million five hundred and fifty-three thousand nine hundred and ninety-one) shares with a nominal value of PLN 10 (in words: ten zlotys) each, including:
 - 1) 50,000,000 (in words: fifty million) class A bearer shares;
 - 2) 1,250,000 (in words: one million two hundred and fifty thousand) class B bearer shares;
 - 3) 12,332,965 (in words: twelve million three hundred and thirty-two thousand nine hundred and sixty-five) class C bearer shares;

- 4) 6,358,296 (in words: six million three hundred and fifty-eight thousand two hundred and ninety-six) class G bearer shares;
- 5) 863,827 (in words: eight hundred and sixty-three thousand eight hundred and twenty-seven) class D bearer shares;
- 6) 2,355,498 (in words: two million three hundred and fifty-five thousand four hundred and ninety-eight) class H bearer shares;
- 7) 56,550,249 (in words: fifty-six million five hundred and fifty thousand two hundred and forty-nine) class I bearer shares;
- 8) 51 (in words: fifty-one) class J bearer shares;
- 9) 524,404 (in words: five hundred and twenty-four thousand four hundred and four) class E bearer shares; and
- 10) 318,701 (in words: three hundred and eighteen thousand seven hundred and one) class F bearer shares.

2. *deleted*

3. Subject to Article 28(2) of the Act of 29 August 1997 – Banking Law, the conversion of bearer shares into registered shares shall not be permitted.”

- 18) a new paragraph 5 shall be added in § 10 after paragraph 4, reading as follows:

“5. The following shall require the prior consent of the Polish Financial Supervision Authority:

- 1) reduction, redemption or repurchase of Common Equity Tier 1 instruments referred to in Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and amending Regulation (EU) No 648/2012 (“CRR”),
- 2) reduction, payment out or reclassification to another item of own funds (share premium) related to own funds instruments,
- 3) launching a call for the sale, redemption, repayment or repurchase of Additional Tier 1 instruments or Tier II instruments referred to in the CRR before their contractual maturity date.”

- 19) § 16(3) in its current wording:

“3. In the event that an Extraordinary General Meeting is convened in the manner specified in Article 400(3) of the Code of Commercial Partnerships and Companies, the registry court shall appoint the Chair of that Meeting.”

shall now read as follows:

“3. In the event that an Extraordinary General Meeting is convened in the manner specified in Article 400 § 3 of the Code of Commercial Partnerships and Companies, the registry court shall appoint the Chair of that Meeting.”

20) § 17(1)(1) in its current wording:

“1) review and approval of:

- a) the Management Board’s report on the Bank’s activities and the financial statements for the previous financial year,
- b) the report on the activities and the financial statements of the Bank’s Capital Group for the previous financial year,
- c) the Bank’s Capital Group report on non-financial information for the previous financial year – if a separate report on non-financial information is prepared,”

shall now read as follows:

“1) review and approval of:

- a) the financial statements of the Bank for the completed financial year,
- b) the financial statements of the Bank’s Capital Group for the completed financial year,
- c) 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,
- d) the report on the activities of the Supervisory Board,”

21) § 19(1) in its current wording:

“1. The Supervisory Board shall select the Chair and the Deputy Chair from among its Members. The election shall be held by an absolute majority of votes of the members of the Supervisory Board present at the meeting, by secret ballot.”

shall now read as follows:

“1. The Supervisory Board shall select the Chair and the Deputy Chair from among its Members. The election shall be held by an absolute majority of votes of the members of the Supervisory Board present at the meeting.”

22) § 23(2)(1)-5) in its current wording:

“2. In addition to other matters provided for in the Code of Commercial Partnerships and Companies or in the Articles of Association, the competencies of the Supervisory Board shall include in particular:

- 1) assessment of the Management Board’s report on the Bank’s activities and the financial statements for the previous financial year in terms of their compliance with the books and documents, as well as with the actual state of affairs;

- 2) assessment of the Management Board's motions concerning profit distribution or loss coverage,
- 3) submission to the General Meeting of an annual written report on the results of the assessment referred to in items 1) and 2) above and in item 5) below;
- 3a) review of the Management Board's report on representation expenses, as well as expenses for legal services, marketing services, human relations (public relations) and social communication services, or management consulting services,
- 3b) review of the report on the application of the good practices referred to in Article 7(3) of the Act on the Rules for Managing State Property,
- 4) assessment of periodic information on internal control,
- 5) assessment of the report on the activities and the financial statements of the Bank's Capital Group for the previous financial year in terms of their compliance with the books and documents, as well as with the actual state of affairs,"

shall now read as follows:

"2. In addition to other matters provided for in the Code of Commercial Partnerships and Companies or in the Articles of Association, the competencies of the Supervisory Board shall include in particular:

- 1) assessment of the financial statements and the financial statements of the Bank's Capital Group for the completed financial year in terms of their compliance with the books and documents, and assessment that the information contained in the statements properly reflects the asset and financial position of the Bank and the Bank's Capital Group,
- 2) assessment of 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 activities and the Sustainability Statement,
- 3) assessment of the Management Board's motions concerning profit distribution or loss coverage,
- 4) submission to the General Meeting of an annual written report on the results of the assessment referred to in items 1), 2) and 3) above,
- 4a) review of the Management Board's report on representation expenses, as well as expenses for legal services, marketing services, human relations (public relations) and social communication services, or management consulting services,
- 4b) review of the report on the application of the good practices referred to in Article 7(3) of the Act on the Rules for Managing State Property,
- 5) assessment of periodic information on internal control,"

23) item 27) in § 23(2) in its current wording:

"27) selection of the statutory auditor,"

shall now read as follows:

“27) selection of the audit firm to conduct audits and reviews of the Bank’s financial statements, the consolidated financial statements of the Bank’s Capital Group, and the assurance of sustainability reporting,”

24) § 33(1) in its current wording:

“1. The Bank’s organisational units include:

- 1) the Bank’s Head Office, comprising Divisions, Areas, Departments and Offices,
- 2) Macro-regions,
- 3) Regions,
- 4) Branches,
- 5) other organisational units.”

shall now read as follows:

“1. The Bank’s organisational units include:

- 1) the Bank’s Head Office, within which there operate Areas, Divisions, Departments, Offices, including in particular the Brokerage House, Centres, as well as other organisational units of the Bank’s Head Office, in particular Sections and Teams,
- 2) Regions,
- 3) Branches,
- 4) other organisational units.”

25) items 6)-8) in § 34, reading as follows, shall be deleted:

- “6) the revaluation reserve for financial assets classified in the category measured at fair value through other comprehensive income,
- 7) the reserve for revaluation of the effective portion of cash flow hedges,
- 8) the reserve relating to provisions for deferred income tax reserve and deferred tax assets.”

26) Chapter number “XV. FINAL PROVISIONS” shall be renumbered as XVI.

27) paragraph 2 in § 43, reading as follows, shall be deleted:

“2. The provisions of § 12(1), (12) and (13), and § 13(2) shall apply from the date on which the Bank obtains the status of a public company, and the provisions of § 9a and § 18(4) from the date of the first listing of the Bank’s shares on the regulated market operated by the Warsaw Stock Exchange S.A., provided that the provisions of § 9a shall apply on condition that the Bank’s shares are admitted to and introduced into trading on the regulated market operated by the Warsaw Stock Exchange no later than 31 December 2012.”

§ 2

The Annual General Meeting of the Bank authorises the Bank's Supervisory Board to determine the consolidated text of the Articles of Association of the Bank, taking into account the amendments resulting from the provisions of this resolution.

§ 3

This resolution shall enter into force on the date of its adoption, with effect from the entry of the amendments to the Articles of Association of the Bank in the register of entrepreneurs of the National Court Register.