

**Wording of the proposed amendments to the Articles of Association of
Alior Bank S.A.
along with a statement of reasons**

The following amendments are proposed to the Articles of Association of Alior Bank S.A.:

1) in § 7(2) of the Articles of Association of Alior Bank S.A:

- 1) in item 19), the period at the end of the sentence shall be replaced by a comma,
- 2) after § 7(2)(19), item 20) shall be added, reading as follows:
"20) activities performed pursuant to Article 70(2) of the Act on Trading in Financial Instruments, which are not brokerage activities, consisting in:
 - a) execution of orders to purchase or dispose of financial instruments on behalf of the party placing the order,
 - b) purchasing or disposing of financial instruments on one's own behalf."

2) § 17(1)(1) of the Articles of Association of Alior Bank S.A., previously reading:

"1) the review and approval of the Management Board's Report on the activities of the Bank, as well as the financial statements for the previous financial year,"

shall receive the new, following wording:

"1) the review and approval of:

- a) *Management Board's Report on the activities of the Bank, as well as the financial statements for the previous financial year,*
- b) *report on the activities and the financial statements of the Bank's capital group for the previous financial year,*
- c) *report of the Bank's capital group concerning non-financial information for the previous financial year – if a separate report concerning non-financial information is drawn up,"*

3) § 23(2)(1) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"1) assessment of the Management Board's reports on the activities of the Bank and the financial statements for the previous financial year in terms of their compliance with the books and documents, as well as with the facts;"

shall receive the new, following wording:

"1) assessment of the Management Board's report on the activities of the Bank and the financial statements for the previous financial year, in terms of its compliance with books and documents, as well as with the facts,"

4) § 23(2)(3) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"3) submission, to the General Meeting of Shareholders, of an annual written report on the results of the assessment referred to in items 1) and 2) above,"

shall receive the new, following wording:

"3) submission, to the General Meeting of Shareholders, of an annual written report on the results of the assessment referred to in items 1) and 2) above and in item 5) below,"

5) § 23(2)(5) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"5) review and approval of reports on the activities and of financial statements of the Bank's capital group,"

shall receive the new, following wording:

"5) assessment of the report on the activities and of the financial statements of the Bank's capital group for the previous financial year, in terms of their compliance with books and documents, as well as with the facts,"

6) § 32(6) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"6. The Internal Audit Unit shall report directly to the President of the Management Board. Supervision over the activities of the internal audit unit shall be exercised by the Supervisory Board through the Audit Committee."

shall receive the new, following wording:

"6. The internal audit unit and the compliance unit shall report directly to the President of the Management Board. Supervision over the activities of the internal audit unit shall be exercised by the Supervisory Board through the Audit Committee."

7) § 33(2) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"2. The Bank has standing or ad-hoc committees of opinion-giving, advice-offering and decision-making nature, established pursuant to resolutions of the Bank's

Management Board. The standing committees include, in particular, the Assets and Liabilities Committee (ALCO) and the Bank's Credit Committee."

shall receive the new, following wording:

"2. The Bank has standing or ad-hoc committees of opinion-giving, advice-offering and decision-making nature, established pursuant to resolutions of the Bank's Management Board. The standing committees include, in particular the Capital, Assets and Liabilities Management Committee (CALCO) and the Bank's Credit Committee."

Statement of reasons behind the amendments to § 7(2) of the Articles of Association of Alior Bank S.A.:

The addition of item 20) in § 7(2) of the Bank's Articles of Association is dictated by the need to adapt the activities of the Treasury Department to the requirements of Article 70(2) of the Act on Trading in Financial Instruments ("**the Act**"), pursuant to which the Bank may perform the activities listed in Article 69(2) of the Act (the so-called brokerage activities) outside its brokerage operation, i.e. outside the organizational structure of the Brokerage House.

The Polish Financial Supervision Authority ("PFSA") considers the definition of the subject of the Bank's activity, provided for in the Articles of Association and consisting in listing the services rendered pursuant to Article 70(2) of the Act on Trading in Financial Instruments, with the use of the terminology relied upon in the Act, to be in compliance with the requirements of the Act.

The current wording of the Articles of Association does not explicitly mention the activities specified in Article 69(2) of the Act which may be performed by the Bank relying on its organizational units other than the Brokerage House (in particular the Treasury Department) pursuant to Article 70(2) of the Act, i.e. those consisting in (a) execution of orders to purchase or dispose of financial instruments on behalf of the ordering party, and (b) acquisition or disposal of financial instruments on one's own account.

Therefore, the Bank requested the PFSA to authorize the amendment of the Articles of Association in the manner described above, i.e. by adding two categories of activities performed by the Treasury Department.

By means of its decision of 2 April 2021, the PFSA granted its consent to amend the Bank's Articles of Association in the manner described above.

Statement of reasons behind the amendments to § 17(1)(1), § 23(2)(1), § 23(2)(3) and § 23(2)(5) of the Articles of Association of Alior Bank S.A.:

The amendments to the aforementioned paragraphs of the Articles of Association of the Bank are aimed at clarifying the provisions of the Articles of Association and at adjusting these to the applicable legal regulation pertaining to accounting, relating to the competences of the

General Meeting of Shareholders and of the Supervisory Board in relation, inter alia, to the following: review, approval and assessment of annual reports on the activities and of the annual financial statements of the Bank and of the Bank's capital group.

The amendments pertain also to the review and approval, by the General Meeting of Shareholders, of the Bank's annual reports on non-financial information (in accordance with the Accounting Act and taking into account EU regulations in this regard) – if the reports on non-financial information are drawn up by the Bank as separate documents. Such information may be included either in the same document as the report on the activities, or in a separate document which is then considered to constitute a separate report.

The aforementioned amendments to the Articles of Association are conditional and require approval of the PFSA.

Statement of reasons behind the amendments to § 32(6) of the Articles of Association of Alior Bank S.A.:

The aforementioned amendment to the Bank's Articles of Association implements Recommendation H (12.2) issued by the PFSA and requiring the need to supplement the provisions of the Articles of Association with provisions concerning the position of the compliance unit within the Bank's organizational structure, guaranteeing the independence of the unit in order to improve the effectiveness of ensuring compliance, i.e. ensuring the Bank's compliance with the provisions, internal regulations and market standards, by performing control functions and by managing the risk of non-compliance, respectively.

The purpose of the amendment is to confirm, in the Articles of Association, the independence of the compliance unit and its direct reporting to the President of the Management Board of the Bank, as is the case with the internal audit unit.

The amendment of the Articles of Association is conditional and requires approval of the PFSA.

Statement of reasons behind the amendments to § 33(2) of the Articles of Association of Alior Bank S.A.:

The above-mentioned change is the result of the decisions made by the Management Board of the Bank updating the Operational By-Law of the Bank's Assets and Liabilities Committee (ALCO), pursuant to which the name of the entity was replaced by Capital, Assets and Liabilities Management Committee of the Bank (CALCO), and pursuant to which the scope of duties of the Committee was amended to include tasks related to supporting the Management Board in risk management (business, capital and excessive leverage risk) in order to meet the expectations of the PFSA resulting from the BION assessment.

The amendment to the Articles of Association of the Bank aims to update the name of the CALCO Committee in order to make the Articles of Association compatible in this regard with other internal regulations of the Bank in which the name of the Committee appears.

The amendment of the Articles of Association is conditional and requires approval of the PFSA.