



**Notice by the Management Board of Alior Bank S.A.
on convening the Ordinary General Meeting of Shareholders of Alior Bank S.A.
dated 29 April 2021**

Acting pursuant to Article 399(1) in conjunction with Article 402¹(1) and (2) of the Code of Commercial Companies, the Management Board of Alior Bank Spółka Akcyjna with its registered office in Warsaw (hereinafter also referred to as the "**Bank**") hereby convenes the Ordinary General Meeting of Shareholders of the Bank to be held on **28 May 2021** at **10.00 a.m.** The Ordinary General Meeting of Shareholders of the Bank will be held at the registered office of Alior Bank S.A., ul. Łopuszańska 38C, 02-232 Warsaw, at the second floor of the Training and Development Center.

Proposed agenda:

1. Opening of the Ordinary General Meeting of Shareholders.
2. Appointment of the Chairperson of the Ordinary General Meeting of Shareholders.
3. Verification whether the Ordinary General Meeting of Shareholders has been convened correctly and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Ordinary General Meeting of Shareholders.
5. Presentation and review of the following:
 - a) Financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2020,
 - b) Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on 31 December 2020,
 - c) Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2020, comprising the Report of the Management Board on the activities of Alior Bank Spółka Akcyjna and the Report of the Alior Bank S.A. Capital Group on non-financial information.
6. Presentation and review of the Report on the activities of the Supervisory Board of Alior Bank Spółka Akcyjna in the financial year ended on 31 December 2020.
7. Presentation to the Ordinary General Meeting of Shareholders of the list of activities performed by the Bank in the financial year 2020, pursuant to the consents referred to in Resolution No. 4/2018 of the Extraordinary General Meeting of Shareholders of the Bank of 26 November 2018 on giving consent to the disposal and acquisition by the Bank of financial assets classified as fixed assets and to the acquisition, purchase and disposal of stocks and shares in connection with the Bank's operational activities.
8. Adoption of resolutions on:



- a) approval of the Report on the activities of the Supervisory Board of Alior Bank Spółka Akcyjna in the financial year ended on 31 December 2020,
 - b) review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2020,
 - c) review and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2020,
 - d) review and approval of the Report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2020, comprising the Report of the Management Board on the activities of Alior Bank and the Report of the Alior Bank S.A. Capital Group on non-financial information for 2020.
9. Adoption of a resolution on how to cover the loss for the financial year 2020.
 10. Adoption of resolutions on granting Members of the Management Board of the Bank discharge in respect of the performance of their duties in the financial year 2020.
 11. Adoption of resolutions on granting Members of the Supervisory Board of the Bank discharge in respect of the performance of their duties in the financial year 2020.
 12. Adoption of a resolution on expressing an opinion on the "Report on the remuneration of the members of the Management Board and the Supervisory Board of Alior Bank S.A. for the years 2019-2020" submitted by the Supervisory Board of the Bank.
 13. Adoption of a resolution on assessing whether the remuneration policy in effect contributes to the growth and operational security of the supervised institution.
 14. Adoption of resolutions amending the Articles of Association of Alior Bank S.A.
 15. Closure of the Ordinary General Meeting of Shareholders.

Pursuant to the requirements of Article 402² of the Code of Commercial Companies, the Management Board of the Bank hereby provides the shareholders with the following information concerning the Ordinary General Meeting of Shareholders (hereinafter referred to as the "**General Meeting of Shareholders**"):

1. Right to request the inclusion of specific items in the agenda

A shareholder representing at least 1/20 of the share capital shall have the right to request that specific issues be placed on the agenda of the General Meeting of Shareholders of the Bank. The request should be submitted to the Management Board of the Bank no later than 21 days before the date of the General Meeting of Shareholders of the Bank and should contain a justification or a draft resolution concerning the proposed agenda item. The request may be submitted in writing at the registered office of the Bank, at ul. Łopuszańska 38D, 02-232 Warsaw, or electronically, by means of an e-mail message only, sent to the following address: Walne.Zgromadzenie@alior.pl.

The shareholder should demonstrate that they are holding the required number of shares as at the date of the request, by attaching, to the request, a relevant share certificate or a personal certificate



confirming right to participate in the General Meeting of Shareholders, and: in the case of a natural person - a scan of the identity card or passport, and in the case of shareholders who are not natural persons - also confirmation of their right to act on behalf of the entity concerned, with a scan of the current extract from the relevant register attached. Persons not listed in the extract from the register entry should hold an applicable power of attorney. Where shareholders submit their requests by electronic means of communication, the documents should be sent in PDF format. All correspondence regarding the aforementioned issues, as well as all documents should be drawn up and submitted in Polish. In the documents submitted are drawn up in another language, they should be accompanied by their sworn translations into Polish.

Requests submitted by shareholders using electronic means of communication, relying on methods other than the e-mail address indicated above or failing to comply with the requirements set out above, shall not be legally binding upon the Bank and, as such, shall not be taken into consideration.

The Bank may take further measures, as appropriate, to identify a person representing a shareholder contacting the Bank in such a manner, and to verify their right to exercise the aforementioned right. Such verification may consist, in particular, by sending an inquiry, by phone or electronically, to the shareholder and the proxy, for instance to confirm that the power of attorney has been granted. The Bank the failure of the shareholder or the proxy to provide additional answers and to cooperate during the verification process shall be deemed a circumstance preventing proper verification and shall constitute a basis for refusing to accept the request.

2. Right to submit draft resolutions on matters placed on the agenda or to be placed on the agenda before the General Meeting of Shareholders

Prior to the date of the General Meeting of Shareholders, a shareholder representing at least 1/20 of the share capital may submit, in writing, to the registered office of the Bank, at ul. Łopuszańska 38D, 02-232 Warsaw, or using electronic means of communication (in the manner and to the e-mail address specified in item 1 above) draft resolutions concerning matters placed or to be placed on the agenda of the General Meeting of Shareholders.

Draft resolutions submitted by shareholders using electronic means of communication, in a manner other than via the e-mail address specified in item 1 above or without observing the requirements set out in that item shall not be legally binding upon the Bank and, as such, shall not be taken into consideration.

3. Right to submit draft resolutions concerning matters placed on the agenda during the General Meeting of Shareholders

Each shareholder authorized to participate in the General Meeting of Shareholders may submit, during the General Meeting of Shareholders, draft resolutions on matters placed on the agenda.



4. Exercising voting rights by proxy

A Shareholder may participate in the General Meeting of Shareholders of the Bank and may exercise their right to vote in person or by proxy. A template of the power of attorney and a form allowing the proxy to exercise the right to vote shall be published on the Bank's website at: www.aliorbank.pl under "Investor Relations/General Meeting of Shareholders".

The Bank does not impose an obligation to grant powers of attorney using the aforementioned form. The Management Board of the Bank wishes to inform, however, that if the shareholder grants a power of attorney and provides voting instructions, the Bank shall not verify whether the proxy holders exercise the right to vote in accordance with the instructions they received from the shareholders. Therefore, the Management Board of the Bank informs that the voting instructions should be provided to the proxy only.

The power of attorney to vote via a proxy should be given in writing or in an electronic form. The granting of a power of attorney in an electronic form does not require a secure electronic signature verified by means of a valid qualified certificate.

Where the power of attorney is granted in an electronic form, the shareholder shall be obliged to submit, to the Bank, a notice on granting an electronic power of attorney, to the following e-mail address: Walne.Zgromadzenie@alior.pl by 4:00 p.m. on 27 May 2021 Polish time at the latest.

Where the notification on granting the power of attorney in electronic form is submitted separately from the documents referred to in item 1 above, the shareholder or the person entitled to participate in the General Meeting of Shareholders of the Bank shall additionally submit, to the e-mail address specified above, the following:

- 1) a scan of the power of attorney granted, containing details of the principal or the persons acting on their behalf, in accordance with the representation rules in effect at the principal's,
- 2) where the shareholder is a natural person - a scan or a copy of the identity card, a passport or another official document confirming the identity of the shareholder (and, potentially, a series of powers of attorney), or
- 3) where the shareholder is not a natural person - a scan or a copy of excerpt from the applicable register or of another document confirming the authorization of the natural person(s) to represent the shareholder at the General Meeting of Shareholders,
- 4) a precise designation of the proxy and the principal (indicating the first name, surname, series and number of the ID card/passport, PESEL number, place of residence – in relation to natural persons, and the company name, registered office, address, KRS number or another register entry number, registry court or other registration body, NIP (Tax Identification Number) - in relation to legal persons or other organizational units), and
- 5) where the proxy is a natural person - a scan or a copy of the identity card, passport or another official document confirming the identity of the proxy, or



- 6) where the proxy is not a natural person - a scan or a copy of an excerpt from a relevant register or another document confirming the authorization of a natural person(s) to represent the proxy at the General Meeting of Shareholders,
- 7) e-mail address and telephone number intended for communication with the shareholder and their proxy.

The Bank reserves the right to take actions aimed at further identification of the shareholder and the proxy. The Bank wishes to warn that failure to provide additional answers and to cooperate during the verification process shall be deemed a circumstance preventing proper verification and shall constitute a basis for refusing to accept the proxy's participation in the General Meeting of Shareholders.

The above provisions shall apply mutatis mutandis to the notification of revocation of the power of attorney in electronic form.

Notices submitted by shareholders by methods other than via the e-mail address specified above or in violation of the requirements set out above and under item 1 shall not be legally binding upon the Bank and, as such, shall not be taken into consideration.

In order to identify a shareholder, the Management Board of the Bank reserves the right to request each proxy to produce, while registering and drawing up the attendance list:

- 1) in the case of a shareholder (or a shareholder granting a power of attorney) who is a natural person – a copy, authenticated as a true copy by a notary public or another entity authorized to authenticate documents - of an identity card, passport or another official document confirming the identity of the shareholder (and potentially a continuous series of powers of attorney), or
- 2) in the case of a shareholder (or a shareholder granting a power of attorney) who is not a natural person – the original or a copy, authenticated as a true copy by a notary public or another entity authorized to authenticate documents - of an excerpt from a relevant register or of another document indicating the natural persons(s) authorized to represent the shareholder at the General Meeting of Shareholders or while granting a power of attorney (i.e., as the case may be, a current excerpt from a register indicating the persons authorized to represent the shareholder on the date of the General Meeting of Shareholders, or an excerpt from a register indicating the persons authorized to represent the shareholder on the date of issuing the powers of attorney and, if applicable, a continuous series of powers of attorney).

In order to identify the proxy, the Management Board of the Bank reserves the right to request the following from the proxy when registering and drawing up the attendance list:

- 1) where the proxy is a natural person - to produce the original identity card, passport or another official document confirming their identity,
- 2) where the proxy is not a natural person – to produce the original or a copy, authenticated as a true copy by a notary public or another entity authorized to authenticate documents - of an excerpt from a relevant register or another document indicating the natural persons(s) authorized to represent the proxy at the General Meeting of Shareholders (i.e., as the case may



be, a current excerpt from a register indicating the persons authorized to represent the proxy on the date of the General Meeting of Shareholders and, if applicable, a continuous series of powers of attorney).

Documents not drawn up in Polish shall be translated into Polish by a sworn translator.

Shareholders shall be admitted to participate in the General Meeting of Shareholders of the Bank upon presentation of an identity card, and proxies upon presentation of an identity card and a valid power of attorney granted in writing or in electronic form (the proxy should present a printout of the power of attorney).

Proxies of persons other than natural persons shall be additionally obliged to present current excerpts from relevant registers, listing the persons authorized to represent those entities.

5. Ability to participate in the General Meeting of Shareholders by electronic means of communication

The Bank does not provide for the possibility of participating in the General Meeting of Shareholders using electronic means of communication.

6. Addressing the General Meeting of Shareholders by electronic means of communication

The Bank does not provide for the possibility to take the floor at the General Meeting of Shareholders using electronic means of communication.

7. Manner of exercising voting rights by mail or by electronic means of communication

The Bank does not provide for the possibility of exercising, during the General Meeting of Shareholders, the right to vote by mail or by electronic means of communication.

8. Shareholder's right to ask questions during the General Meeting of Shareholders concerning the matters on the agenda

The Shareholder shall have the right to ask questions concerning the matters on the agenda of the Ordinary General Meeting of Shareholders.

9. Registration date

Registration for the General Meeting of Shareholders of the Bank shall take place on 12 May 2021, i.e. 16 days prior to the date of the General Meeting of Shareholders of the Bank.

10. Right to participate in the General Meeting of Shareholders

Those persons shall be allowed to participate in the General Meeting of Shareholders of the Bank who:



- 1) are the shareholders of the Bank on the date falling sixteen days before the date of the General Meeting of Shareholders (i.e. on 12 May 2021),
- 2) submit, between 29 April 2021 and 13 May 2021, their request for issuing a personal certificate of entitlement to participate in the General Meeting of Shareholders, to the entity maintaining the securities account on which the Bank's shares are maintained. The Bank shall establish the list of shareholders authorized to participate in the General Meeting of Shareholders based on the list received from Krajowy Depozyt Papierów Wartościowych S.A.

Between 10:00 a.m. and 4:00 p.m., from 25 to 27 May 2021, a list of shareholders authorized to participate in the General Meeting of Shareholders shall be available for inspection at the Bank's registered office at ul. Łopuszańska 38D, 02-232 Warsaw. A Shareholder may request that the list of shareholders be sent to them by e-mail, providing the e-mail address to which the list should be sent. The request shall be submitted to the following e-mail address: Walne.Zgromadzenie@alior.pl.

11. Access to documentation

The persons authorized to participate in the General Meeting of Shareholders may obtain access to all documents to be presented at the General Meeting of Shareholders and to draft resolutions at the Bank's registered office at ul. Łopuszańska 38D, 02-232 Warsaw, from 10:00 a.m. to 4:00 p.m., or at the Bank's website: www.aliorbank.pl under "Investor Relations/General Meeting of Shareholders".

12. Website address

The Bank shall make all information and documents concerning the General Meeting of Shareholders available on the Company's website at: www.aliorbank.pl under "Investor Relations/General Meeting of Shareholders".

Should you have any questions or doubts related to participation in the General Meeting of Shareholders, please contact the Bank at the following e-mail address: Walne.Zgromadzenie@alior.pl.

13. Draft resolutions of the General Meeting of Shareholders

Draft resolutions of the General Meeting of Shareholders of the Bank are available in a separate appendix.

14. Other information

The language of the General Meeting of Shareholders shall be Polish. The English language interpreter shall participate in the meeting.

Persons authorized to participate in the General Meeting of Shareholders will be able to register and receive their voting cards on date of the General Meeting of Shareholders between 9:30-9:50 a.m.



In matters not provided for in this notice, the provisions of the Articles of Association of the Bank and of the Code of Commercial Companies, as well as other provisions of generally applicable laws shall apply.

The Management Board of the Bank wishes to inform that the session of the General Meeting of Shareholders will be broadcast online by UNICOMP-WZA Spółka z o.o.

The broadcast of the session will be available at: www.aliorbank.pl under "Investor Relations/General Meeting of Shareholders".

In order to access the broadcast of the session of the General Meeting of Shareholders, equipment meeting the following technical requirements shall be required:

- a) Internet connection with the capacity of not less than 4 Mbps (synchronous),
- b) A technologically up-to-date computer unit with the ability to play sound and receive an image, working under the control of the Windows operating system, Mac OS, with one of the latest web browsers installed: Firefox, Chrome, Safari or Edge.