



**SUPERVISORY BOARD REPORT**  
**ASSESSING THE FUNCTIONING OF THE REMUNERATION POLICY**  
**AT ALIOR BANK S.A. IN 2023**

This “Supervisory Board Report Assessing the Functioning of the Remuneration Policy at Alior Bank S.A. in 2023” has been drawn up pursuant to the requirements of the following:

- 1) § 23.2.28 of the Articles of Association of the Bank, stipulating that, apart from other matters provided for in the Code of Commercial Companies or in the Articles of Association, the Supervisory Board shall in particular:

*“(28) approve the remuneration policy developed by the Management Board and supervise its implementation and functioning.”*

- 2) § 28.3 and 28.4 of the “Principles of Corporate Governance for Supervised Institutions” constituting an appendix to Resolution No. 218/2014 of the Polish Financial Supervision Authority of 22 July 2014, stipulating that:

*“3. The supervisory body shall draw up and submit, once a year, to the decision-making authority, a report assessing the functioning of the remuneration policy in place at the supervised institution.*

*4. “The decision-making authority shall assess whether the remuneration policy in place fosters growth and promotes the security of operation of the supervised institution.”*

- 3) Section III.1(e) and III.1(f) of the “Remuneration Policy of Alior Bank S.A.”, pursuant to which:

*“It shall be the responsibility of the Supervisory Board to oversee compliance with the Remuneration Policy; carrying out regular (i.e. at least once a year) assessment of the impact of the implementation and application of the remuneration principles at the Bank on the management of the Bank”.*



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## Remuneration Policy at Alior Bank S.A.

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The **Remuneration Policy** at Alior Bank S.A. (hereinafter: the **Bank**) is made up of the following regulations:

- “Remuneration Policy at Alior Bank S.A.” (hereinafter: the **Remuneration Policy**),
- “Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board of Alior Bank S.A.” (hereinafter: **Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board**),
- acts of internal sources of labour law regulating the remuneration system (Regulations of Remuneration Applicable to Employees of Alior Bank Spółka Akcyjna and other regulations in the area of remuneration).

### Remuneration Policy

The Remuneration Policy aims to:

- promote correct and effective management of risks and discourage from taking risks exceeding the risk levels acceptable for the Bank, in order to maintain a solid equity base and having regard to the long-term interests of the Bank, its shareholders and customers,
- support the Bank’s strategy for sustainable development and prudent risk management policy,
- mitigate conflict of interest,
- maintain transparent relationships between results and remuneration of individuals, by focusing on goals linked to responsibilities and actual influence,
- prevent the use of constructs or methods aimed at avoiding the application of the Remuneration Policy,
- ensure that the Bank’s employees act in the best interests of their customers, including provide them with clear and transparent information on services and products offered by the Bank and not favour their own interest or the Bank’s interest to the detriment of the legitimate interest of the customers.



The Remuneration Policy is gender neutral.

The Remuneration Policy in place at the Bank constitutes a core document setting forth the Bank's policy and regulations pertaining to remuneration of the Bank's employees, taking into account remuneration principles applicable to those employees who, due to their specific role within the Bank's risk management system, have been subjected to a separate regulatory regime in this regard, i.e.:

- (a) persons having a significant impact on the risk profile, which persons are identified in accordance with Commission Delegated Regulation (EU) No 2021/923 of 25 March 2021 supplementing Directive 2013/36/EU of the European Parliament and of the Council with regard to regulatory technical standards specifying criteria for determining managerial responsibilities, control functions, significant business units and having a significant impact on the risk profile of a significant business unit and determining the criteria for determining employees or categories of employees whose professional activities affect the risk profile of these institutions in a manner comparable to that of employees or categories of employees referred to in Article 92.3 of this directive (hereinafter: **MRT**),
- (b) heads of the internal audit unit, non-compliance risk management unit, organisational units responsible for risk management and human resources,
- (c) employees of the internal audit unit and the unit for compliance risk management,
- (d) employees participating in offering or distributing banking, investment and insurance products and services, or employees of the Brokerage House indirectly involved in the provision of investment or ancillary services, including those involved in handling complaints.

The Remuneration Policy defines fixed and variable remuneration and emphasises the absence of a third category of remuneration. In accordance with the Remuneration Policy, fixed remuneration depends on the scope of in the specific employee's competence, on their professional experience and qualifications, is determined taking into account market practices, and constitutes a sufficiently significant portion of the total remuneration awarded to the employee to allow to implement a flexible policy pertaining to variable remuneration components, including by reducing or not awarding the variable remuneration component at all. Variable remuneration reflects balanced and risk-adjusted performance, as well as performance reaching beyond the scope of the employees' duties.

### **Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board**

The Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board has been introduced, pursuant to Article 90d (1) of the Act of 29 July 2005 on Public Offering and the Conditions

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District Court for the Capital City of Warsaw in Warsaw,  
14th Commercial Division,  
KRS: 0000305178, REGON: 141387142, NIP: 1070010731,  
share capital: PLN 1,305,539,910 (paid up in full)



for Introducing Financial Instruments to Organised Trading and on Public Companies, in order to properly and effectively manage the Bank's risk, capital and liquidity, prevent excessive risk taking beyond the risk appetite approved by the Supervisory Board, understood as the acceptable general level of risk of the Bank, to implement the Bank's management strategy and risk management strategy, to mitigate conflicts of interest, to ensure that the long-term welfare of the Bank, the interests of the shareholders and the welfare of the Bank's customers are given special attention, and to comply with the provisions of the law and good practices regarding the formulation of the remuneration policy.

The Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board takes into account the principles of remuneration of members of management and supervisory bodies stemming from the provisions of the Act of 9 June 2016 on the principles of determining remuneration of persons managing certain companies.

The Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board governs the principles of remunerating the members of the Management Board and the Supervisory Board, with the Remuneration Policy also applying to members of the Management Board. The Bank pays remuneration to members of the Management Board or the Supervisory Board only pursuant to the terms and conditions set forth in the aforementioned policies.

### **Regulations comprising the remuneration system**

The key principles of the remuneration system aim to ensure a market-competitive level of remuneration for the Bank's employees, as well as transparency, internal fairness and correctness of behaviours and results achieved, in compliance with the principles resulting from the Labour Code concerning equal treatment in employment, as well as the right to select and evaluate employees. Through the application of appropriate remuneration mechanisms, the Bank creates a working environment that embraces all forms of diversity and that supports individual potential. The mechanisms used allow to attract, retain and motivate highly qualified staff. The remuneration system serves as a factor enabling to build and protect the Bank's reputation and create lasting values for all stakeholders.

Detailed regulations concerning the remuneration system exist at the Bank, including the following: "Regulations of Remuneration Applicable to Employees of Alior Bank Spółka Akcyjna" and other regulations in this area, which, if required by applicable legislation, are implemented and updated after consultation or in agreement with the social side.



### **Roles in the process of creating and supervising the Remuneration Policy:**

Supervision over observance of the Remuneration Policy at of the Bank is exercised by:

- the **General Meeting of Shareholders** which annually assesses whether the Remuneration Policy adopted fosters the Bank's growth and the security of its operations, as well as approves the Remuneration Policy Applicable to the Members of the Management Board and the Supervisory Board,
- the **Supervisory Board of the Bank** which approves the Remuneration Policy and its amendments, the Remuneration Policy Applicable to the Members of the Management Board and the Supervisory Board, and oversees compliance with the Remuneration Policy,
- the **Nomination and Remuneration Committee of the Bank's Supervisory Board** (hereinafter: the **Committee**), which monitors the implementation of the Remuneration Policy and gives an opinion on its substantive areas concerning, inter alia, changes resulting from external regulations, and gives an opinion on the Remuneration Policy for the members of the Management Board and the Supervisory Board and amendments thereto,
- the **Management Board of the Bank** which draws up, implements and updates regulations comprising the Remuneration Policy,
- **control functions** which participate and cooperate in reviewing the Remuneration Policy, in order to, inter alia, ensure its consistency with the risk strategy and the risk management framework, including, in particular, the Audit Department, the Regulatory Compliance Department and the Legal Department.



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## Assessment of the functioning of the Remuneration Policy at Alior Bank S.A.

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1. The remuneration policy at the Bank is consistent with the strategy, values and risk appetite of the Bank, and fosters the long-term interests of the Bank and its customers. The Policy promotes and supports the process of effective risk management in order to maintain and protect the Bank's secure capital base and is gender neutral.
2. The remuneration policy effectively minimises excessive risk taking beyond the Bank's risk inclination accepted by the Supervisory Board.
3. The remuneration policy is based on performance management, combining the individual objectives of employees with a long-term business strategy and ensuring sustainable growth of the Bank.
4. The remuneration principles for persons involved in the offering or distribution of products and services of banking, investment, including investment advice, and insurance are designed to create incentives for the above persons to act with honesty, integrity and professionalism and to act in the best interests of the Bank's clients. The remuneration policy excludes the application to persons involved in the offering or distribution of products and services of banking, investment, including investment advice, and insurance the exclusion of quantitative criteria (sales targets) for the award of variable remuneration components. The regulations adopted incorporate qualitative criteria to exclude unmanageable conflicts of interest. Any remuneration arrangements, sales targets, other quantitative targets take into account qualitative targets to manage potential conflicts of interest. The solutions adopted are intended to counteract the recommendation of specific products or services to the customer, when products or services better suited to his or her needs could be offered.
5. The objectives of the Remuneration Policy did not change significantly in 2023, compared to the preceding year. The Bank continued its current practice that aimed at effectively supporting the strategic objectives and at adjusting the remuneration standards to the level prevailing on the market.
6. There were 11 meetings of the Committee in 2023.
7. In 2023, changes were made to the Remuneration Policy Applicable to Members of the Management Board and Supervisory Board to take into account the revised external regulations: Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and



internal control system and remuneration policy in banks, Recommendation Z on the principles of internal governance in banks – PFSA and the following amendments to the Remuneration Policy. The update of the Remuneration Policy was based on the revised external regulations, i.e. Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on the disclosure of information related to sustainability in the financial services sector and the EBA Guidelines on the data collection process for high earners under Directive 2013/36/EU and Directive (EU) 2019/2034.

8. In implementing the provisions of the Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board, the Supervisory Board adopted the Report on Remuneration of the Members of the Management Board and the Supervisory Board of Alior Bank S.A. for 2023.
9. The Committee issued a favourable opinion on the classification of MRT positions.
10. The Committee gave its opinion on the objectives of the Management Board and on the MRT targets for 2023. The Supervisory Board approved the objectives of the Management Board for 2023. Variable remuneration components of the members of the Management Board and key managers depends on their achievement of individually defined objectives that are linked to the Bank's strategy. These objectives are defined based on quantitative and qualitative criteria and motivate to work and behave in a manner enabling the Bank to achieve its goals.
11. The Committee gave its opinion on the decisions relating to MRT variable remuneration.
12. The Supervisory Board verified the fulfilment of the criteria and conditions justifying the acquisition of variable remuneration components by the Management Board and by the heads of the internal audit unit and the compliance risk management unit.
13. In accordance with § 30 of the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system and the internal control system and the remuneration policy in banks, the Bank's Audit Department conducted an annual independent review of the implementation of the Remuneration Policy with particular focus on the MRT's variable remuneration components. The Bank followed up and implemented the recommendations received from the Audit and Regulatory Compliance Department and the Polish Financial Supervision Authority in the area of remuneration policy.
14. The Bank meets its Remuneration Policy-related reporting obligations in a manner that is consistent with the applicable laws, transparent and proportionate.
15. The Bank 2023 engaged in the legally prescribed information, consultation and agreement with the trade unions operating in the Bank regarding remuneration principles, including in particular: increases in the



basic salaries of the Bank's employees and the principles for determining the amount of and entitlement to bonuses of the Bank's employees covered by the annual bonus scheme. The provisions of the Remuneration Regulations were not modified during the reporting period.

The Supervisory Board is of the opinion that the 2023 remuneration policy in was followed at the Bank in accordance with the applicable internal regulations. The remuneration policy was consistent with the provisions of generally applicable law, as well as with the guidelines of competent supervisory authorities, as well as consistent with the principles of ethical conduct and with the values of the Bank. The Management Board of the Bank was striving to ensure that the remuneration policy reflects the business strategy adopted. The Supervisory Board is of the opinion that the activities implemented in this area in 2023 were directed at ensuring the long-term growth of shareholder value and the stability of the Bank's operations, were in line with the provisions and objectives of the Bank's internal regulations, and ensured the gender neutrality of the remuneration policy. The Bank's growth and security were ensured through the application of remuneration systems that pursue objectives which are consistent with the interests of the customers, shareholders and employees of the Bank.

The Supervisory Board has a positive assessment of the functioning of the remuneration policy in 2023.