



Regulation Specification:

Previous amendment: Resolution of the Supervisory Board of Alior Bank Spółka Akcyjna No 081/2019, dated 26/06/2019

Effective date: 15/12/2022

Organisational Cell of the regulation owner: HR Division

**Regulations of the Nomination and Remuneration Committee
of the Supervisory Board of Alior Bank S.A.
(“Regulations”)**

§1.

General provisions

The Nomination and Remuneration Committee of the Supervisory Board of Alior Bank Spółka Akcyjna (“Committee”) is an advisory committee reporting to the Supervisory Board of Alior Bank Spółka Akcyjna (“Bank”).

§2.

Committee’s responsibilities:

1. The main goal of the Committee’s activity is:
 - a) advising the Supervisory Board and the Management Board of the Bank on the implementation of the provisions of the “Remuneration Policy of Alior Bank S.A.” and the “Remuneration Policy for Members of the Management Board and Supervisory Board of Alior Bank S.A.” (“Remuneration Policy”) – in relation to Persons Influencing the Bank’s Risk Profile (“MRT”), and
 - b) preparing opinions, assessments or recommendations on matters specified in the “Policy of Selection and Assessment of Management Board Members of Alior Bank S.A.” and “Policy of Selection and Assessment of Supervisory Board Members of Alior Bank S.A.” (“Suitability Policies”).
2. The specific responsibilities of the Committee include in particular:
 - a) issuing opinions on Remuneration Policies, while adhering to the principle of prudent and stable management of risks, the capital and liquidity, as well as exercising special care for the long-term interest of the Bank and of its shareholders.
 - b) issuing opinions on the MRT List, including updates thereto;
 - c) issuing opinions on MRT goals;
 - d) assessing the results of work and presenting recommendations regarding the award of the MRT Variable Remuneration;

- e) assessing the achievement by the MRTs of the targets set to them as regards the results obtained and the need to apply an *ex post* risk adjustment;
- f) assessing the suitability and presenting recommendations of candidates to the Management Board of the Bank, taking into account the necessary knowledge, competence and experience of the Management Board of the Bank as a whole;
- g) preparing opinions on assessments or recommendations on concluding, amending and terminating contracts with members of the Management Board of the Bank;
- h) determining, taking into account the provisions of the “Suitability Policies”, the minimum requirements as to the knowledge and competence of individual members of the Supervisory Board and the Management Board of the Bank, in view of the positions they hold, as well as their expected involvement in the functions performed in terms of time spent;
- i) defining the rules regarding the diversity criterion when selecting the composition of the Supervisory Board or Management Board of the Bank, by proposing appropriate provisions in the Suitability Policies;
- j) monitoring the implementation by the Management Board of the Bank’s personnel management policies;
- k) making periodic (at least once a year) assessment of the structure, size, composition and effectiveness of the Management Board both as a whole and its individual members; as a result of the assessment, the Committee may recommend changes in this respect to the Supervisory Board;
- l) ensuring proper succession planning for members of the Management Board, in accordance with all legal requirements, in accordance with all legal requirements concerning the composition and appointment of the members of the Management Board of the Bank;
- m) periodically reviewing the Suitability Policies in relation to persons holding key management positions at the Bank;
- n) preparing opinions, assessments, recommendations and making decisions in other personnel matters, in situations where it is required under the Bank’s internal regulations or provisions of generally applicable law.

§3.

Composition of the Committee

1. The Committee is appointed by a resolution of the Supervisory Board. Only members of the Supervisory Board of the Bank may be members of the Committee.
2. When appointing the Committee, the Supervisory Board establishes written Regulations for its operation.



3. The election of Committee members should take into account the need for an appropriate combination of knowledge, competence and experience in the substantive area assigned to the Committee, so as to ensure the fullest possible understanding of the analysed issues, their objective assessment and making the right decisions.
4. Membership in the Committee ceases upon:
 - a) resignation or dismissal from the function of a member of the Committee in the mode adopted for the appointment,
 - b) resignation or dismissal from the function of a member of the Supervisory Board of the Bank.
5. The Chairperson of the Committee is appointed by the members of the Committee from among its members.
6. The Chairperson of the Committee is charge of its operations.
7. The meetings of the Committee, without the right to vote, may be attended by persons invited by the Chairperson of the Committee, including other members of the Supervisory Board of the Bank, members of the Management Board of the Bank, external advisors and employees of the Bank whose explanations are needed by the Committee to make a decision or issue an opinion or recommendation on a given matter, as well as other persons featuring relevant expertise or whose opinions are relevant to that matter.

§4.

Rules of operation of the Committee

1. Committee meetings are held in accordance with the schedule included in the annual work plan of the Committee and as needed by its members.
2. Committee meetings are convened by the Chairperson of the Committee, on their own initiative or upon request of any of the other members of the Committee.
3. Information about the Committee meeting, including but not limited to the date and place of the meeting, or the recommended agenda, should be communicated to the members of the Committee at least 5 (say: five) days before the meeting, whereas in urgent cases, not later than 1 (say: one) day before the meeting.
4. The Committee may also meet without formal convocation if all members of the Committee are present at the meeting and none of them objects to the holding of the meeting or the proposed agenda.
5. Committee meetings shall be chaired by the Chairperson of the Committee or another member of the Committee appointed by the Chairperson. If a meeting is not attended by the Chairperson of the Committee and the Chairperson of the Committee has not designated a member of the Committee who will chair the meeting, the chairman of this meeting is elected from among themselves by the members of the Committee present at the meeting.
6. The Committee adopts resolutions by a simple majority of votes. In the case of an equal number of votes for and against, the vote of the Chairperson of the Committee shall prevail.

7. For effective and valid adoption of resolutions by the Committee, it is required that at least half of its members be present at the Committee meeting.
8. Members of the Committee may participate in Committee meetings and vote on resolutions in person or by means of direct distance communication.
9. Resolutions not included in the agenda (indicated in the notice of the meeting) may be adopted if all its members are present at the meeting, and none of them has objected to adopting a resolution in a given scope.
10. The Chairperson of the Committee or the person who chairs the meeting of the Committee in the absence of the Chairperson appoints Secretary of the Committee. The Secretary is responsible for preparing and distributing the minutes of the Committee meeting, after approval thereof by the Committee members present at the meeting.
11. The Committee draws up minutes from the course of its meetings (also conducted remotely, using means of distance communication) and informs the Supervisory Board and the Management Board of the Bank about the Committee's activities, findings, conclusions and recommendations, and any other matters required:
 - a) by virtue of the provisions of these Regulations,
 - b) by virtue of the 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,
 - c) by virtue of the Suitability and Remuneration Policies,
 - d) by virtue of other provisions of law or provisions of the Bank's internal regulations.
12. The minutes of the meeting of the Committee should include at least: the date of the meeting, the agenda, names and surnames of persons present at the meeting, decisions and recommendations made along with voting results and other information that needs to be included in the minutes.
13. The course of the Committee meeting may be recorded by magnetic or electronic means for the purpose of drawing up the minutes thereof.
14. Members of the Committee are provided with the possibility of viewing and submitting comments or dissenting opinions to the minutes, and those comments and dissenting opinions that are not taken into account are recorded together with an indication of the reasons for not taking them into account.
15. Immediately after the adoption of the minutes, the record of the Committee meeting is destroyed in a way that makes it impossible to reproduce it.
16. The minutes are signed by the members of the Committee present at a meeting.
17. The minutes of Committee meetings are stored at the Bank's registered office.

§5.

Final provisions

1. These Regulations are subject to periodic (at least once a year) review and assessment of adequacy.



2. The review of the Regulations is carried out by the Bank's HR Division and is documented by presenting the review result to the Committee and including relevant information about the review and results thereof in the minutes of the Committee meeting.
3. The update of the Regulations is documented by implementing its updated version and publishing thereof in the Regulation Database.
4. Any amendments to the Regulations require a resolution of the Supervisory Board of the Bank.