

Regulations of the Bank Strategy and Development Committee of the Supervisory Board of Alior Bank S.A.

Regulation Specification:

Previous amendment: new regulation

Effective date: 30/09/2020

Regulation owner: Strategy Department, Alior Bank S.A.

1. General provisions

1. The Bank Strategy and Development Committee of the Supervisory Board (“Committee”) of Alior Bank Spółka Akcyjna (“Bank”) is a committee reporting to the Supervisory Board and operating based on the Regulations adopted by the Supervisory Board (“Regulations”).
2. The Committee acts in the advisory and consultative capacity for the Supervisory Board and is appointed to increase the effectiveness of supervisory activities performed by the Supervisory Board in the scope of issuing opinions on all strategic documents submitted to the Supervisory Board by the Management Board of the Bank (in particular the Bank’s development strategy), as well as to present recommendations to the Supervisory Board in the scope of planned investments having a significant impact on the Bank’s assets.

2. Committee’s responsibilities:

1. The scope of the Committee’s activities includes, in particular, issuing opinions and presenting recommendations to the Supervisory Board regarding decisions of the Supervisory Board taken in the following matters:
 - 1) approving the Bank’s long-term development plans developed by the Management Board,
 - 2) pursuing the Bank’s long-term development programmes, including reports on projects implemented at the Bank,
 - 3) providing opinions on requests of the Management Board of the Bank on the establishment and accession of the Bank as member or shareholder (stockholder) of companies and dispose of shares where such investments are long-term and strategic.
2. The scope of the Committee’s activities may include other matters commissioned by the Supervisory Board.

3. Composition of the Committee

1. The Committee is appointed by virtue of a resolution of the Supervisory Board and comprises Members of the Supervisory Board.

2. Membership in the Committee ceases upon:
 - resignation or dismissal from the function of a Member of the Committee in the mode adopted for the appointment,
 - resignation or dismissal from the function of a Member of the Supervisory Board of the Bank.
3. The Chairperson of the Committee is appointed by the Supervisory Board.
4. The Chairperson of the Committee is charge of its operations.
5. Committee meetings may be attended by persons invited by the Chairperson, but without the right to vote, including other Members of the Supervisory Board who are not members of the Committee, Members of the Management Board, Bank employees whose explanations are needed by the Committee and external advisers.

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 and at the discretion of its Members.
2. Chairperson of the Committee:
 - 1) coordinates the work of the Committee and is authorised to submit and accept statements on behalf of the Committee,
 - 2) convenes a meeting of the Committee on their own initiative or at the request of a Committee Member,
 - 3) establishes the agenda of the meeting, decides on the list of persons invited to participate in the meeting of the Committee and conducts the meetings of the Committee,
 - 4) chairs meetings of the Committee, and in the event of their absence, appoints another Committee Member to act in this capacity,
 - 5) decides to use the circulation procedure in a given case, provided that all Committee Members have been informed about the proposed content of the Committee's resolution.
3. Information about the meeting should be provided to the Committee Members at least five (5) business days before the meeting, whereas in urgent cases, immediately.
4. The Committee adopts resolutions by a simple majority of votes. In the event of an equal number of votes for and against, the Chairperson of the Committee's vote shall prevail.
5. In addition to resolutions, the Committee may express its position (opinion, recommendation) in the form of an appropriate entry in the minutes.
6. The quorum at the meeting is formed by the presence of two members of the Committee.

7. Members of the Committee may participate in Committee meetings and vote in person or by means of direct distance communication.
8. The Committee draws up minutes of its meetings or deliberations conducted in a different form and informs the Supervisory Board and the Management Board of the Bank about the activities of the Committee, adopted resolutions and arrangements as well as issued opinions and recommendations, conclusions and guidelines, as well as about any other matters required by the provisions of these Regulations.
9. The minutes of the meeting of the Committee should include: the date of the meeting, the agenda, names and surnames of persons present at the meeting, adopted resolutions as well as issued opinions and recommendations together with voting results and other matters that need to be included in the minutes.
10. The function of Secretary of the Committee is provided by the Bank.
11. The Secretary of the Committee is responsible for:
 - 1) preparing minutes of the committee meeting no later than 5 business days after the end of the meeting,
 - 2) collecting the signatures of the Committee Members participating in the meeting under the minutes,
 - 3) keeping records of resolutions/opinions issued by the committee,
 - 4) monitoring the implementation of the guidelines included in the Committee's decisions,
 - 5) archiving the original minutes/resolutions of the Committee in the Bank's systems.
12. The course of the Committee meeting may be recorded by magnetic or electronic means for the purpose of drawing up the minutes thereof. As soon as the minutes are accepted, the record of the Board meeting shall be destroyed.
13. The minutes are signed by the Members of the Committee present at a meeting.
14. The minutes of Committee meetings are stored at the Bank's registered office.

5. Final provisions

1. Any matters not governed by these Regulations shall be regulated by the relevant provisions of Polish law.
2. Any amendments to the Regulations require a resolution of the Supervisory Board.
3. At its meeting, the Supervisory Board at least once a year gets acquainted with the report on the activities of the Committee.

The End