



# **Report on the activities of the Supervisory Board of Alior Bank S.A. in the year 2024**

**May 2025**

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## Introduction

During the reporting period, the Supervisory Board of Alior Bank Spółka Akcyjna ("**Supervisory Board**") with its registered office in Warsaw ("**Bank**", "**Alior Bank**" or "**Alior Bank S.A.**"), acting on the basis of the provisions of the Act of 15 September 2000 - Code of Commercial Partnerships and Companies, Act of 29 August 1997 - Banking Law ("**Banking Law**") and other applicable legal regulations, the Articles of Association of the Bank as well as the Regulations of the Supervisory Board, exercised continuous supervision over the Bank's activities in all areas of its activity.

In the performance of its duties, in 2024, the Supervisory Board actively participated in the monitoring and supervision of key areas of the Bank's activities, including risk management, internal control system and compliance with the regulations, requirements and standards imposed by supervisory authorities as well as internal audit activities.

as part of the performance of these duties, the Supervisory Board acquainted itself with regular reports on credit risk, operational risk, including issues covering the scope of information technology, market risk and liquidity risk, difficult-to-measure risks (model risk, business risk, compliance risk, reputation risk), with the results of liquidity risk stress tests for the purposes of the internal liquidity adequacy assessment process ("**ILAAP**") and regulations concerning the review of the internal capital adequacy assessment process ("**ICAAP**") as well as Audit Department and the Compliance Department. An important element of the activities performed by the Supervisory Board during the reporting period was supervision over the Bank's financial results, including, in particular, supervision over the implementation of the financial plan for the year 2024. The Supervisory Board received and analysed on an on-going basis periodic reports prepared by relevant organisational units of the Bank and the Management Board of the Bank ("**Management Board**"), presenting the current financial results of the Bank as well as the development of the solvency ratio and capital requirements of the Bank. When fulfilling the requirements of the supervisory authorities, the Supervisory Board approved an updated "Recovery Plan for the Alior Bank S.A. Capital Group".

The activities of the Supervisory Board also referred to issues related to the composition of the Management Board of the Bank:

- on 15 May 2024, the Supervisory Board adopted resolutions dismissing: Mr Grzegorz Olszewski from the position of President of the Bank's Management Board and from the Bank's Management Board, Mr Paweł Broniewski from the position of Vice President of the Bank's Management Board and from the Bank's Management Board, Mr Szymon Kamiński from the position of Vice President of the Bank's Management Board and from the Bank's Management Board, Mr Rafał Litwińczuk from the position of Vice President of the Bank's

Management Board and from the Bank's Management Board, Mr Jacek Polańczyk from the position of Vice President of the Bank's Management Board and from the Bank's Management Board, Mr Paweł Tymczyszyn from the position of Vice President of the Bank's Management Board and from the Bank's Management Board;

- on 15 May 2024, the Supervisory Board adopted resolutions to initiate and conduct an open recruitment procedure for the position of President and the positions of Members of the Bank's Management Board, and to approve the rules of procedure;
- on 15 May 2024, the Supervisory Board adopted a resolution delegating a Member of the Bank's Supervisory Board, Mr Artur Chołody, to perform temporarily from 15 May 2024 to 14 August 2024, subject to the possibility of earlier termination of the delegation;
- on 1 August 2024, following the open recruitment procedure and an assessment of suitability, the Supervisory Board appointed the following individuals for the 6th joint three-year term, which commenced on 1 January 2024:
  - Mr Piotr Żabski: to the position of Vice President of the Management Board of the Bank, effective from 1 January 2025, to the position of President of the Management Board of the Bank, subject to the appropriate approval by the Polish Financial Supervision Authority ("KNF") and on the date of such approval, to be entrusted with the management of the activities of the Bank's Management Board, effective from 1 January 2025, until the approval by the Polish Financial Supervision Authority for his appointment to the position of President of the Management Board of the Bank;
  - Mr Jacek Iljin as Vice President of the Bank's Management Board, effective from 15 August 2024;
  - Mr Zdzisław Wojtera as Vice President of the Bank's Management Board, effective from 1 September 2024;
  - Mr Wojciech Przybył as Vice President of the Bank's Management Board, effective from 1 October 2024;
  - Mr Marcin Ciszewski as Vice President of the Management Board, effective from 1 November 2024;
- On 1 August 2024, the Supervisory Board adopted a resolution on assigning Mr Jacek Iljin, Vice President of the Bank's Management Board, the role of overseeing the work of the Management Board from 15 August 2024 until the Polish Financial Supervision Authority approval is granted for the appointment of the President of the Management Board;
- On 30 August 2024, the Supervisory Board adopted a resolution dismissing Mr Radomir Gibala from his position as Vice President of the Bank's Management Board and from the Bank's Management Board, effective 31 August 2024;

- On 30 August 2024, the Supervisory Board adopted a resolution assigning Mr Zdzisław Wojtera, Vice President of the Bank's Management Board, the role of overseeing the work of the Management Board from 1 September 2024 to 31 December 2024;
- On 23 October 2024, the Supervisory Board adopted a resolution amending the resolution on the appointment of Mr Piotr Żabski as Vice President of the Bank's Management Board, with respect to the term with which Mr Piotr Żabski's appointment to the Bank's Management Board takes effect - in accordance with the amending resolution, the Supervisory Board appointed, effective 1 November 2024, Mr Piotr Żabski as Vice President of the Bank's Management Board for the 6th three-year joint term, which began on 1 January 2024. Taking into account the date of Mr Piotr Żabski's appointment to the Bank's Management Board, as specified above, the Supervisory Board appointed Mr Piotr Żabski as President of the Bank's Management Board, subject to the approval of the Financial Supervision Authority and as of the date of such approval. Furthermore, the Bank's Supervisory Board entrusted Mr Piotr Żabski with the management of the activities of the Bank's Management Board, effective from 1 November 2024, until the approval by the Polish Financial Supervision Authority for his appointment to the position of President of the Management Board of the Bank.
- On 23 October 2024, the Supervisory Board adopted a resolution pursuant to which Mr Zdzisław Wojtera, Vice President of the Bank's Management Board, ceased to manage the Bank's Management Board as of 31 October 2024
- On 14 November 2024, the Supervisory Board adopted a resolution on delegating Mr Artur Chołody, a Member of the Supervisory Board, to temporarily perform the duties of Vice President of the Bank's Management Board for the period from 18 November 2024 to 17 February 2025, subject to the possibility of earlier termination of the delegation.
- On 14 November 2024, the Supervisory Board adopted a resolution on initiating and conducting a recruitment procedure for the position of: Member of the Bank's Management Board responsible for logistics management and Member of the Bank's Management Board responsible for legal management;
- On 19 December 2024, the Supervisory Board adopted a resolution to dismiss Mr Tomasz Miklas from the position of Vice President of the Bank's Management Board and from the Bank's Management Board, effective from 19 December 2024;
- On 19 December 2024, the Supervisory Board adopted a resolution to appoint Mr Marcin Ciszewski, Vice President of the Bank's Management Board, subject to obtaining the relevant consent of the Polish Financial Supervision Authority and with effect from the date of such consent, to the position of Vice President of the Bank's Management Board supervising the management of risks significant to the Bank's operations, while entrusting the Bank's

Management Board, acting as a collegial body, with the duty of supervising the management of risks significant to the Bank's operations until the Polish Financial Supervision Authority grants its consent to entrust Mr Marcin Ciszewski with the function of Vice President of the Bank's Management Board supervising the management of risks significant to the Bank's operations.

Following the reporting period, the composition of the Bank's Management Board changed as follows:

- On 7 February 2025, the Polish Financial Supervision Authority (KNF) approved the appointment of Mr Piotr Żabski as President of the Bank's Management Board;
- On 12 February 2025, Mr Artur Chołody resigned from his position as a Member of the Supervisory Board, including his temporary delegation to perform the duties of the Vice President of the Management Board;
- On 4 March 2025, the Supervisory Board adopted a resolution on the completion of the recruitment procedure for the positions of Members of the Bank's Management Board initiated by the resolution of 14 November 2024;
- On 22 April 2025, the Supervisory Board adopted a resolution appointing Ms Beata Stawiarska to the Bank's Management Board for the 6th joint term of office, to the position of Vice President of the Bank's Management Board, effective 5 May 2025.
- On 9 May 2025, the Polish Financial Supervision Authority approved the appointment of Mr Marcin Ciszewski as a Member of the Management Board supervising the management of risks significant to the Bank's operations.

## **Assessment of the situation of the company covering the internal control systems, risk management, compliance and internal audit functions**

### **Brief assessment of the situation of the Bank**

In 2024, Alior Bank generated record-breaking results. The net profit of the Alior Bank Group in 2024 amounted to PLN 2.45 billion and grew by PLN 0.41 billion, i.e. 20 percent compared to the result from 2023. Total revenue in 2024 amounted to PLN 6.06 billion, up by nearly 8 percent compared to 2023. Interest income increased by 9 percent, reaching PLN 5.18 billion, whereas commission income grew by 1 percent, amounting to PLN 867 million. Return on equity (ROE)



amounted to 23.9 percent, down 2 pp year-on-year, driven by an increase in capital surplus. The net interest margin (NIM) reached the level of 5.98 percent, up by 9 b.p. year-on-year.

As a result of the transformation of the credit risk management strategy and thanks to positive non-recurring events, the costs of risk amounted to PLN 404 million, and the risk expense ratio (COR) was at 0.62 percent in 2024, compared to 0.98 percent in 2023.

The Bank closed the year with a capital and liquidity surplus that significantly exceeds the regulatory requirements. Core capital ratios (TIER I) and total capital ratio (TCR) at the end of 2024 reached 18.27 percent and exceeded regulatory minima by 976 b.p., or PLN 5.0 billion, and 776 b.p. (PLN 4.0 billion), respectively. Alior Bank Group's consolidated MREL TREA at the end of 2024 was 21.78 percent.

In 2024, the Alior Bank Group steadily increased the scale of its operations. Asset levels rose 4 percent year-on-year to reach PLN 93.3 billion, compared to PLN 90.1 billion at the end of 2023. The volume of working loans increased by 3 percent to PLN 61.4 billion. At the same time, the Bank has consistently reduced the share of the non-performing portfolio (NPL), which reached 6.8 percent by the end of 2024.

The cost-to-income (C/I) ratio in 2024 was 34.9 percent, 0.2 pp lower than in 2023. Operating expenses amounted to PLN 2,118 million, up by PLN 140 million vs 2023. The main impact on the cost increase was the general price increase in the economy, which affected wage pressures and increased employee costs, as well as an increase in administrative costs. At the same time, in 2024 there were no costs of studies commissioned by the Supervisory Board.

The bank consistently strengthened its relationship with individual customers. The number of customers with regular receipts and regular transactions increased by 7 percent, and more and more customers are also using the mobile application. The Bank already has more than 1.2 million Alior Mobile users, up 17 percent from the end of December 2023.

In 2024, the offer for individual customers was expanded to include solutions for the youngest - the "Konto Jakże Osobiste" Account with Alior Kids app designed for children aged 7 to 12. In the last quarter of 2024, the Bank also established a partnership with Shoper, allowing customers of the shopping platform to use instalment payments - Alior Raty.

In 2024, the gross value of loans (consumer and real estate) extended to retail customers reached PLN 41.1 billion, up 3 percent year-on-year. Sales of consumer loans totalled PLN 12.3 billion in the period under review, up 8 percent year-on-year. At the end of last year, the total value of consumer loans reached PLN 20.6 billion. Digital sales also grew dynamically, with the share of online cash loans reaching 31 percent by the end of 2024, increasing by 5 percent annually. The mortgage portfolio also grew consistently, reaching PLN 20.5 billion, 11 percent more than in 2023. The share of gross

mortgage loans in the Bank's portfolio was 31.2 percent. Despite unfavourable market conditions, the Bank maintained a stable market share in sales, which amounted to 4.3 percent for all of 2024. In the segment of sole proprietorships, the share reached 9 percent, and in the microenterprise sector, sales rose 18 percent compared to the previous year.

Business customers were increasingly willing to use remote channels. Among small, medium and large enterprises, a record level of transactions completed online was reached - more than 90 percent, an increase of 23 percentage points over 2023. In the microenterprise segment, the share of accounts opened online increased by as much as 19 pp year-on-year. The Bank also saw a significant improvement in the quality of its loan portfolio, with the volume of non-performing loans decreasing by 14 percent per annum.

## **Assessment of the internal control system, compliance and internal audit functions**

The internal control system in place at the Bank covers all activities of the Bank, i.e. all of its units, organisational units, and subsidiaries. It is structured in accordance with the requirements of the Banking Law of 29 August 1997, the Regulation of the Minister of Finance, Funds and Regional Policy on the Risk Management System and the Internal Control System as well as the Remuneration Policy in Banks of 8 June 2021, and Recommendation H of the Polish Financial Supervision Authority on the Internal Control System in Banks of 2017.

The internal control system in place at the Bank comprises the control function, compliance unit and internal audit unit. The system is constructed in accordance with the model of three independent lines of defence. The first line of defence manages risk in the Bank's operations - it is made up of business units and support units that are not second or third line of defence units. The second line of defence comprises risk management by employees at dedicated positions or in dedicated organisational units independent from risk management under the first line of defence and the compliance unit. The third line of defence consists of the activities of the internal audit unit. On all three lines of defence, the employees of the Bank, to the extent of their assigned job duties, carry out relevant tasks related to ensuring the achievement of internal control system targets specified in the Articles of Association of the Bank, including by applying control mechanisms or independently monitoring compliance with them.

The Audit Department plays a special role within the internal control system, as its primary task is to examine and evaluate, independently and objectively, the adequacy and effectiveness of the internal



control system on the first and second lines, respectively, taking into account the adequacy and effectiveness of the control mechanisms selected for the audit and independent monitoring of their compliance within the first and second lines. There are adequate mechanisms in place at the Bank to ensure the independence and objectivity of the Audit Department. The Supervisory Board, in particular the Audit Committee of the Supervisory Board, and the Management Board of the Bank receive periodic reports of the Audit Department that include information on the results of conducted audits, progress in the implementation of recommendations issued and information on the internal audit activity. In December 2024, the Management Board of the Bank and the Audit Committee of the Supervisory Board approved the Annual Audit Plan for the year 2025 and the updated Strategic Audit Plan for the years 2025-2029. These plans were adopted by the Supervisory Board on 19 December 2024.

The compliance unit also plays an important role in the internal control system, i.e. Compliance Department. It is a separate, independent organisational unit of the Bank, whose basic task is to develop solutions intended to ensure the observance of the law, internal regulations, and market standards by the Bank by managing compliance risk and ensuring compliance within the control function. The Compliance Department implements processes for the identification, assessment, control, monitoring and reporting of compliance risk in accordance with the provisions of the Compliance Policy. Detailed rules governing the operation of the compliance unit are set out in the Regulations of the Compliance Department, together with operating procedures and instructions governing activities performed as part of compliance risk management and compliance assurance within the control function. The Compliance Department also coordinates the performance of the control function at the Bank.

In the execution of its prerogative included in the Compliance Policy applicable at the Bank, the Supervisory Board, via the Audit Committee of the Supervisory Board, received quarterly reports on compliance risk management and control function implementation in 2024. These reports included, in particular: information on the level of compliance risk, information on key changes in legal regulations and market standards, results of compliance risk testing, the status of corrective measures agreed by the Compliance Department and recommendations issued, as well as information on the functioning of the process of reporting violations and non-compliance by Bank employees (*whistleblowing* system). As part of its compliance risk reporting, the Supervisory Board also received semi-annual information from the President of the Management Board on material reports of violations. The Supervisory Board also had an opportunity to hold direct discussions on issues in the area of compliance risk with the head of the Compliance Department, who participated in the meetings of the Supervisory Board and the Audit Committee of the Supervisory Board on a regular basis, and the Bank had in place mechanisms guaranteeing the independence of the Department. In

December 2024, the Supervisory Board also approved the Compliance Department's Action Plan for 2025, which had been previously reviewed by the Bank's Management Board.

In 2024, issues of interest to the Supervisory Board, as well as to the Audit Committee of the Supervisory Board, were the results of the investigations commissioned by the Management Board and the audit of selected areas of the Alior Bank Foundation's operations. The Audit Committee also dealt with issues related to:

- analysis of the structure of the loan portfolio and total exposure, gross carrying value and profitability;
- the activities of the Security Division;
- the operation of the Trust Department's compliance supervision system;
- analysis of changes to the Global Internal Audit Standards;
- the activities and business situation of its subsidiary Alior Leasing Sp. z o.o.;
- monitoring of the business situation related to the Bank's Romanian branch;
- analysis of the results of internal audits, including reviewing ESG issues included in the scope of the reports;
- analysis of the results of selected audits at the subsidiary Alior Leasing Sp. z. o.o.;
- commissioning to attest Alior Bank Group's sustainability reporting for 2024;
- commissioning an external study of selected areas of the Bank's operations;
- analysis of the correctness of the process and conducting analyses on whistleblower reports;
- analysis of the causes and remedial actions taken with regard to incidents involving the Bank's systems;
- discussing of key issues in supervisory proceedings, including a discussion of the implementation of regulators' expectations and the implementation of recommendations.

The Supervisory Board performed the annual assessment of the adequacy and effectiveness of the Bank's internal control system in place for 2024. (Resolution No. 33/2025 of the Supervisory Board of 3 March 2025), including the assessment of the adequacy and effectiveness of control functions (Resolution No. 28/2025 of the Supervisory Board of 3 March 2025), compliance unit (Resolution No. 27/2025 of the Supervisory Board of 3 March 2025) and internal audit unit (Resolution No. 26/2025 of the Supervisory Board of 3 March 2025), in particular: the opinions rendered by the Audit Committee of the Supervisory Board, information from the Management Board of the Bank, the Compliance Department and the Audit Department, findings of the statutory auditor and information materials from the perspective of the internal control system, obtained from external entities. In particular, the Supervisory Board took into account in its assessment information in the context of the share of positive evaluations of audited processes, the timeliness of implementation of internal and external recommendations, the falling average number of irregularities in audited processes,

assessments of the internal control system as part of the Audit Department's risk map, as well as the increasing saturation of audits and ongoing controls within the Bank's internal control system.

In the opinion of the Supervisory Board, the above factors, taking into account also the elements requiring the attention of the management identified in the course of the supervisory activities of the Polish Financial Supervision Authority and detected as part of the Bank's internal control system, determined the positive final assessment of the internal control system, which, in principle, achieves its objectives, i.e. ensuring the effectiveness and efficiency of the Bank's operations, the reliability of financial reporting, compliance with risk management principles at the Bank, and the Bank's compliance with legal regulations, internal regulations and market standards.

### **Risk management system assessment**

Risk management is one of the most crucial internal processes at the Bank and the Alior Bank S.A. Group ("**Group**"). The role of the risk management system is to ensure adequate and early recognition and management of material risks related to the Bank's activities.

The Bank's risk management system is based on three independent lines of defence. Its framework is set by standards applicable at the banking sector, as well as guidelines in regulations, including supervisory recommendations which are reflected in the applicable internal regulations.

The risk management strategy at the Bank is described in the Risk Management Strategy of Alior Bank S.A. Group ("**Risk Management Strategy**"), adopted by the Management Board of the Bank and approved by the Supervisory Board. The main objective of the Risk Management Strategy is to support the achievement of business goals and the Bank's strategy through active risk management and ensuring a stable capital position. The purpose of the Risk Management Strategy is to define the principles related to the management of particular types of risk at a level enabling the achievement of financial objectives, while ensuring full safety of core business activity and compliance with regulatory requirements.

The Bank exercises supervision over the operations of subsidiary companies from the Group. The Bank supervises risk management systems in these entities and takes into account the level of risk connected with the activity of individual entities as part of the risk monitoring and reporting system at the Group level. Subsidiary companies establish and update internal regulations related to the management of significant types of risk while taking into consideration recommendations formulated by the Bank and provisions of the Risk Management Strategy.

The Management Board of the Bank is responsible for designing, introducing and ensuring consistent approach adapted to the risk profile, risk management system in the Group, including for establishing

rules for managing individual types of risk, ensuring their consistency with the Risk Management Strategy, and for determining the risk appetite. The Supervisory Board supervises the risk management system in the Group, compliance of the Group's policy as regards risk taking according to the strategy and financial plan of the Group, and assesses the adequacy and effectiveness of that system.

The Bank maintains its exposure to credit risk in connection with its lending activity, the goal of which is to generate return on the engaged capital. The Bank manages the credit risk exposure by taking into account the goal of optimising the quality of the credit portfolio with the assumed rate of return on the invested capital and appropriate diversification of the assets acquired as part of the Bank's lending activities. In 2024, the Bank mainly pursued the Bank's Strategy for digitisation and transformation of the lending process applicable to Business Customers, with the aim of automating, optimising and increasing the efficiency of the lending process that supports the granting of credit exposures.

The Bank manages its exposure to liquidity risk, by taking into account the objective of ensuring, at any moment of the operation, full liquidity in the short, medium and long term, i.e., the ability to pay all liabilities in a timely manner, both in a normal and crisis situation, caused by both internal and external factors.

The Bank has a formalised operational risk management system in place to prevent operational events and reduce operational risk costs if the risk materialises. The operational risk management process is implemented at all management levels of the Bank – from basic organisational units to the Management Board and the Supervisory Board. The level of operational risk in 2024 was within the adopted target and the limit for the Bank's operational risk costs.

Since 2018, the Bank has been using an advanced operational risk measurement approach ("**AMA**") to determine regulatory capital for operational risk.

In 2024, the Bank implemented a project to introduce a new method for calculating the regulatory capital requirement for operational risk – SMA. This change was driven by the amendments to Regulation No. 575/2013 of the European Parliament and of the Council (EU) of 26 June 2013 on prudential requirements for credit institutions and investment firms, amending Regulation (EU) No. 648/2012, which took effect on 1 January 2025 ("**CRR 3**"). The regulatory changes impact Part Three, Title III of CRR, concerning own funds requirements for operational risk. The new SMA standard method will replace all previous methods for calculating operational risk requirements (including TSA, AMA).

The exposure to the market risk (including interest rate risk of the banking book) is formally limited at the Bank by a system of periodically updated limits, introduced by resolution of the Supervisory

Board or Management Board, encompassing all risk measurements, the level of which is monitored and reported by the Bank's organisational units which are independent of business. Market risk management is focused on potential changes in the economic result. Non-quantifiable risks related to the conducting of treasury activities are also limited by quantitative requirements applicable at the Bank related to the risk management process (internal control system, implementation of new products, legal risk analysis, operational risk analysis).

ESG risks, i.e. environmental, social and governance risks, have been included in the risk management framework as cross-cutting risks that affect the individual risks recognised in the Bank. The risk management system in place at the Bank takes into consideration the impact of ESG risk factors on the following material types of risks: credit, operational, market, liquidity, reputation and compliance.

The Supervisory Board performed the annual assessment of the adequacy and effectiveness of the Bank's risk management system in 2024, including in particular: (Resolution No. 33/2025 of the Supervisory Board dated 3 March 2025), taking into account in particular:

- the summary of annual results in the area of risk, including the determination of risk appetite and implementation of risk policy for the year 2024;
- opinions rendered by the Audit Committee of the Supervisory Board;
- opinions rendered by the Risk Committee of the Supervisory Board;
- the annual report of the Audit Department for the year 2024;
- the annual report from the performance of duties by the Compliance Department in 2024;
- the reputation risk report;
- findings resulting from supervisory activities performed by authorised institutions.

Based on received reports, the Supervisory Board positively assessed the risk management system, taking into account in its assessment the fact that the risk management system assessments performed as part of processed carried out in 2024 were positive in their vast majority, and the Bank achieves the base risk appetite parameters defined in the Risk Management Strategy, in particular to the extent of capital adequacy ratios as well as ratios related to credit risk, market risk, liquidity risk, operational risk and model risk.

The risk management system applicable at the Bank is adjusted to the activities carried out by the Bank and its organisational structure, complexity of the activities, size and profile of risks. As part of the risk management system, the Bank applies formal procedures to identify, measure, assess, control, monitor and report risk and take preventive measures. The system of managerial information in the Bank enables the effective monitoring of risk levels.

During the reporting period, in accordance with the Bank's Risk Management Strategy in place, there were standing Committees to support the Bank's Management in risk management:

- Capital, Assets, and Liabilities Management Committee ("CALCO");
- Bank's Credit Committee;
- Operational Risk Committee;
- Model Risk Committee;
- Credit Risk and Business Initiative Committee.

In addition, the following other committees appointed by the Management Board operated at the Bank during the reporting period:

- Credit Committee for the Collection from Individual Customers;
- Lower Level Credit Committee;
- Bank's Development Committee;
- Data Management Committee;
- Investment Products Committee;
- Brokerage House Investment Committee,
- Alior Bank S.A. Sustainable Development Committee;
- Committee to deal with customers who are participants in W Investments investment funds;
- Alior Bank S.A. Sponsorship Management Committee



## Assessment of compliance in the financial year 2024 with reporting obligations concerning the observance of corporate governance principles specified in the Warsaw Stock Exchange Rules and Corporate Governance Rules for Supervised Institutions

Pursuant to the Warsaw Stock Exchange (“WSE”) Rules, the Bank, as a public company, is under an obligation to comply with Best Practice for GPW Listed Companies 2021 (“**Best Practice**”), which provide a set of rules of conduct applicable in particular to the bodies of companies listed on the WSE and their shareholders. The Best Practice was adopted for application by virtue of Resolution No. 35/2022 of the Annual General Meeting of the Bank (“**AGM**”) held on 31 May 2022.

Pursuant to Resolution No. 89/2014 of the Supervisory Board of the Bank of 29 December 2014, Corporate Governance Principles for Supervised Institutions (“**Corporate Governance Principles**”) were also adopted for application, as confirmed in Resolution No. 25/2015 of the Annual General Meeting of the Bank of 25 May 2015.

The Bank is actively working to meet the information needs of stakeholders. It cares about universal and equal access to information. Its actions are compliant with the highest market standards and generally applicable law.

The performance of reporting obligations by the Bank and activities related to maintaining proper relations with investors, analysts and rating agencies are carried out by the Investor Relations and Ownership Supervision Department. They are aimed at ensuring permanent, equal, and immediate access to information about any and all significant events concerning the Bank which have or may have a potential impact on the value of the Bank’s financial instruments. In implementing its information policy, the Bank applies the legal requirements concerning confidentiality and security of information, which are incumbent on the Bank as a public company.

According to the statement published on 27 April 2022, which remains valid as at the date of publication of this Report, the Bank applied the principles laid down in the Best Practice in 2024 with the following reservations, updated with information on the Annual General Meetings of the Bank held in 2022-2024 and their adoption of relevant resolutions:

- Principle 2.1 is not applied. The Policy for the Selection and Suitability Assessment of Members of the Management Board was adopted by the Supervisory Board of the Bank. The policy for the selection and assessment of the suitability of Members of the Supervisory Board was adopted on 31 May 2022 by the Annual General Meeting of the Bank and updated

by Resolutions No. 28/2023 of the Annual General Meeting of Alior Bank Spółka Akcyjna of 10 May 2023 and No. 10/2024 of the Annual General Meeting of Alior Bank Spółka Akcyjna of 26 April 2024. Both documents incorporate the objectives and criteria for diversity of members of the Bank's governing bodies in line with Principles 2.1 and 2.2 and set the gender diversity ratio to be achieved by the Bank at no less than 30% minority participation. According to the current state of the Bank's bodies, the specified level of gender diversity has not been achieved.

- Principle 2.2 is not applied. Management Board Members are selected and evaluated by the Nomination and Remuneration Committee of the Supervisory Board in cooperation with the HR Division. Supervisory Board Members are evaluated by the shareholder who has recommended the appointment. The Policy for the Selection and Suitability Assessment of Members of the Management Board was adopted by the Supervisory Board of the Bank. The policy for the selection and assessment of the suitability of Members of the Supervisory Board was adopted on 31 May 2022 by the Annual General Meeting of the Bank and updated by Resolutions No. 28/2023 of the Annual General Meeting of Alior Bank Spółka Akcyjna of 10 May 2023 and No. 10/2024 of the Annual General Meeting of the Bank of 26 April 2024. Both documents incorporate the objectives and criteria for diversity of members of the Bank's governing bodies in line with Principles 2.1 and 2.2 and set the gender diversity ratio to be achieved by the Bank at no less than 30% minority participation. According to the current state of the Bank's bodies, the specified level of gender diversity has not been achieved.
- Principle 4.1 is not applied. Given the need to perform multiple technical and organisational measures and the involved costs and risks, as well as little experience of the market in this regard, the Bank has not currently opted for providing the shareholders with real-time communication capability whereby shareholders would be able to speak at a General Meeting from a location other than the place of deliberations.

The principles of the Best Practice mentioned below are applied by the Bank to the following extent:

- Principle 4.8 is applied. The Bank promptly publishes draft resolutions upon their receipt, together with a set of materials concerning them, on the Bank's website.
- Principle 4.9.1 is applied. The Bank promptly publishes candidacies upon their receipt, together with a set of materials concerning them, on the Bank's website.
- Principle 6.3 is applied. There are no incentive schemes on terms described above at the Bank.

- Principle 6.4 is applied. The principle is applied to the extent consistent with the Act of 9 June 2016 on the Principles of Shaping Remuneration of Persons Managing Certain Companies.

The Supervisory Board assessed the application of Corporate Governance Principles by the Bank in 2024, as expressed in Resolution No. 30/2025 of 3 March 2025. As a result of the analysis, it was found that in 2024 the Bank applied the Corporate Governance Principles, with the exception of:

- § 8.4 - Principle is not applied. The convening and holding of the General Meetings of Alior Bank complies with the regulations applicable to public companies and the Best Practice and Corporate Governance Principles to the extent consistent with the expectations of the Bank's shareholders. Given the need to perform multiple technical and organisational measures and the involved costs and risks, as well as little experience of the market in this regard, the Bank has not currently opted for providing the shareholders with real-time communication capability whereby shareholders would be able to speak at a General Meeting from a location other than the place of deliberations.
- § 49.4 - not applicable. The Audit Department and the Compliance Department are separated within the Bank.
- § 52.2 - not applicable. The Audit Department and the Compliance Department are separated within the Bank.
- § 53-§ 57 - not applicable. The Bank does not conduct activities consisting in managing assets at customer risk.

Information on the application of the principles contained in the Best Practice by the Bank as well as the Report on the assessment of the application of Corporate Governance Principles was published on the Bank's website <https://www.aliorbank.pl/additionale-informe/relacje-Investorskie/lad-korporacyjny.html>.

Taking the above into consideration, the Supervisory Board positively assesses the manner in which the Bank fulfilled its reporting obligations concerning the application of Corporate Governance Principles, specified in the Regulations of the Stock Exchange and Corporate Governance Principles for Supervised Institutions in 2024.

## Assessment of internal governance at the Bank, its adequacy, effectiveness and implementation

The Management Board positively assesses the internal governance implemented at the Bank, including its adequacy and effectiveness.

The assessment was made after the Supervisory Board examined the results of the assessment of the Management Board in that regard, presented in the Report of the Management Board on the Activities of the Alior Bank S.A. Group in 2024 and the results from the review of the Bank's compliance with the principles of corporate governance, carried out by the Compliance Department in accordance with the Regulations of the Compliance Department. The assessment of internal governance in individual areas of Recommendation Z on the principles of internal governance in banks ("**Recommendation Z**"), adopted by the Polish Financial Supervision Authority, has been presented below.

### General principles of internal governance at the Bank

In the opinion of the Supervisory Board, the Bank has in place a transparent and effective internal governance that complies with the law. It is defined in the Bank's Articles of Association and the hierarchical system of internal regulations adopted by the Bank. The internal governance includes, in particular, the Bank's management system, the Bank's organisation, principles of operation, powers, duties, and responsibilities as well as mutual relations between the Supervisory Board, the Management Board and Bank's key function holders.

As a parent company in the Capital Group of the Bank, the Bank ensures proper internal governance throughout the group, appropriate to the structure, operations, and risk of the Group and its constituent entities, as well as exercises appropriate ownership supervision over subsidiaries. The appropriate framework for cooperation within the group was defined primarily in the Ownership Supervision Policy of Alior Bank S.A., in the Risk Management Strategy of the Alior Bank S.A. Group. and in Agreements on Cooperation and Exchange of Information concluded with subsidiaries.

The organisation of the Bank contributes to ensuring effective and prudent management of the Bank, both individually and at the Group level. The organisation of the Bank was reflected in the organisational structure of the Bank, defined in the internal regulations, which covers the entire area of the Bank's operations and explicitly distinguishes each key function. This applies both to the division of tasks, powers, duties, and responsibilities between Members of the Management Board

(following the resolution specifying the internal division of competences in the Management Board of the Bank), as well as to the division of tasks, powers, duties, and responsibilities between organisational units, organisational cells, and organisational positions. The most important internal regulations ensuring effective and prudent management of the Bank include: Regulations of the Management Board of Alior Bank S.A., Regulations of the Supervisory Board of Alior Bank S.A., Organisational Regulations of Alior Bank S.A., and the Organisational Regulations of the Head Office of Alior Bank S.A.

Acquisition from the parent entity within the PZU S.A. Capital Group of information that is necessary to understand the general objectives of the group and the types of risk to which it is exposed is possible under the agreement concluded between the Bank and Powszechny Zakład Ubezpieczeń S.A. on cooperation and information exchange, including through the establishment of a Strategic Committee under that agreement.

In its business strategy, the Bank has identified key directions of responsibility under the 3 pillars of E, S and G, understood as responding to key environmental and climate challenges, being responsible for surrounding social processes and applying the highest management standards.

### **Principles of operation, powers, duties, responsibilities as well as mutual relations of the Supervisory Board and the Management Board and suitability of members of these bodies and persons holding key functions in the Bank**

The system of internal regulations applicable at the Bank ensures a clear assignment of responsibilities to the Management Board and the Supervisory Board. The tasks of both bodies are coordinated to ensure their effective operation for the purpose of implementing the Bank's management strategy and risk management strategy.

In the reporting period, the frequency of meetings of the Supervisory Board and the extent of topics covered at these meetings were adequate to the needs of supervision over the activities of the Bank and the implementation of statutory duties of that body.

The positive assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board and the effectiveness of its operation, in line with the provisions of Recommendation Z 8.9, was made by the Annual General Meeting of the Bank by means of Resolution No. 13/2024 of 26 May 2024.

The Supervisory Board appointed from among its members the Audit Committee, Risk Committee, Appointments and Remuneration Committee, and Strategy and Development Committee of the Bank, which provided support in the performance of its duties. Committees established by the

Supervisory Board operated pursuant to regulations approved by that body, specifying in particular the composition, frequency of meetings, and scope of operation.

The principles of management information are set out in the document Principles of the Management Information System in force at the Bank, which defines a set of reports used to manage the Bank at all basic management levels: Supervisory Board, Supervisory Board Committees, Bank, Management Board Committees, Regional Directors, Divisions, Compliance Department, Data Protection Officer, Risk Area.

The Bank, through the applied solutions, ensures that positions with a significant impact on the direction of the Bank's operations are held by persons with appropriate characteristics and qualifications. The assessment of the suitability of Members of the Supervisory Board, both individual and collective, was carried out on the basis of the Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A. The following also apply at the Bank in that area: The Policy for the Selection and Suitability Assessment of Members of the Management Board of Alior Bank S.A., the Policy for the Suitability Assessment of Members of the Authorities of the Brokerage House of Alior Bank S.A. and the Policy for the Selection and Assessment of Key Function Holders at Alior Bank S.A.

In 2024, the Bank saw changes in the composition of its Supervisory Board, Management Board, and key function holders. At the same time, the Bank has implemented measures aligned with Recommendation Z to manage turnover risk, including succession planning and maintaining a pool of reserve candidates for key positions.

### **Standards of conduct of the Bank, conflicts of interest and anti-corruption measures at the Bank level**

The Bank has established appropriate standards of conduct, conflict of interest management and corruption prevention. The Code of Ethics, the Conflict of Interest Management Policy and Corruption Prevention Policy were adopted by the Management Board and approved by the Supervisory Board.

In 2024, the Bank updated its Code of Ethics. Acting in accordance with the highest ethical standards is one of the most important pillars of the Bank's operations and stems directly from its mission and values that build its position as a market leader, taking into account the Bank's values such as responsibility, openness, innovation and customer focus.

In the new version of the Code of Ethics, the Bank emphasised the responsibility of managers for promoting, implementing and complying with ethical principles, and referred to ESG provisions,



including employee engagement in the areas of corporate governance, social responsibility and environmental sustainability. The updated Code also emphasises equal treatment of employees, explicitly stating that all employees must be treated without prejudice, discrimination, or preferential treatment based on any characteristic. The Code of Ethics constitutes a collection of the most important principles and ethical standards specifying the standards of conduct of the Alior, as well as person through which the Bank performs its banking activities.

The principles for managing conflicts of interests have been described in the Conflict of Interest Management Policy. The Corruption Prevention Policy, on the other hand, sets forth the rules of conduct aimed at preventing corruption in internal relations or relations with Customers, Trading Partners, business partners of the Bank or Alior Bank S.A. Group entities. The Bank has adequate internal procedures and operational solutions in place to ensure proper conflict of interest management and prevent corruption, in particular specifying the method of identifying, preventing, monitoring, eliminating, and minimising the effects of a conflict and combating any signs of corruptions in all areas of activity of the Bank.

The above regulations are available on the Bank's website.

### **Outsourcing policy, principles of remuneration at the Bank and dividend policy**

The Bank has developed rules for outsourcing activities and implemented comprehensive guidelines on outsourcing of the European Banking Authority, referred to in document EBA/GL/2019/02 of 25 February 2019 ("**Outsourcing Guidelines**") as well as in the position of the Office of the Polish Financial Supervision Authority of 16 September 2019. The Bank has in place: the "Purchasing Policy at Alior Bank", the "Rules for Concluding Agreements", the "Policy for Managing Relations with IT Service Providers", as well as the "Policy of Managing Outsourcing, Insourcing and Sensitive Services at Alior Bank S.A." ("**Outsourcing Policy**"), which regulates the outsourcing of activities under Articles 6a - 6d of the Banking Law and the Outsourcing Guidelines. The provisions of the Outsourcing Policy cover such aspects as risk assessment as well as monitoring and control of Outsourcing Agreements. The Bank conducts periodic assessment of Critical Outsourcing Agreements and Sensitive IT Services (semi-annual) and assessment of Outsourcing, Insourcing and Sensitive Agreements (annual). Assessment reports are subject to approval by the Bank's Operational Risk Committee and then submitted to the Management Board and the Supervisory Board.

The Bank has in place the Remuneration Policy of Alior Bank S.A., which is the basic document in the field of policy and rules for determining the remuneration of the Bank's employees. It includes the

rules for awarding remuneration to individuals who, due to their special role in the risk management system of the Bank, have been covered by a separate regulatory regime in that regard.

The Nomination and Remuneration Committee of the Supervisory Board advised the Supervisory Board and the Management Board on the implementation of the provisions of the Remuneration Policy for Members of the Management Board and Supervisory Board of Alior Bank S.A. and the Remuneration Policy of Alior Bank S.A. – in particular with regard to persons having a significant impact on the Bank's risk profile. The Committee prepared opinions, assessments or recommendations on matters specified in the Policy for the selection and assessment of the suitability of Members of the Management Board of Alior Bank S.A. and the Policy for the selection and assessment of the suitability of Members of the Supervisory Board of Alior Bank S.A.

By means of Resolution of 7 March 2024, the Supervisory Board carried out the annual assessment of the impact of the remuneration policy on the management of the Bank and prepared the Report of the Supervisory Board on the evaluation of the functioning of the remuneration policy in Alior Bank S.A., which the Supervisory Board then presented to the Annual General Meeting. Based on the presented report, on 26 April 2024 the AGM adopted a resolution stating that the remuneration policy in force at the Bank fostered growth and security of the Bank's operations.

The Dividend Policy of Alior Bank S.A. adopted by the Bank aims to establish rules for stable dividend payment in the long-term perspective while observing the principle of prudential capital management as well as any and all regulatory requirements whereto the Bank has been obligated. In particular, the Dividend Policy of Alior Bank S.A. takes into account elements resulting from Recommendation Z, and is subject to regular update under the annual review of internal procedures.

## **Risk management**

The risk management system in force at the Bank utterly takes into account the essence of the Bank's exposure to risk and covers all significant types of risk. The base document aimed at ensuring that the Bank's risk is maintained at an acceptable level in accordance with the risk appetite adopted and that the long-term financial objectives of the Bank are achieved is the Risk Management Strategy of the Alior Bank S.A. Capital Group. The Strategy overrides policies and principles related to the management of individual material types of risk.

The Bank has implemented an ESG risk strategy for its internal risk management framework. ESG risks are specified as cross-cutting risks that affect the individual risks recognised in the Bank. The risk management system in place at the Bank takes into consideration the impact of ESG risk factors on the following material types of risks: credit, operational, market, liquidity, reputation and

compliance. In addition, the impact of ESG factors is taken into account in the internal capital adequacy assessment process.

The Bank regularly reviews the strategy and procedures for estimating and maintaining internal capital on a regular basis. In accordance with the Internal Capital Adequacy Assessment Process (ICAAP) at Alior Bank S.A., in order to ensure that the ICAAP process is adequate to the scale of the Bank's operations, it is subject to regular reviews. These reviews are conducted once a year or whenever any significant changes are made to the internal and external environment of the Bank. The review of the internal capital adequacy assessment process in the Bank was completed on 7 July 2024. The review was conducted for the period from 31 March 2023 to 31 March 2024. No recommendations were issued as part of the review. By way of a resolution, the Management Board approved the "Report on the review of the ICAAP process in Alior Bank S.A. and in the Alior Bank S.A. Group" and submitted the report for information purposes to the Supervisory Board via the Risk Committee of the Supervisory Board.

The level of risk appetite determined by the Management Board of the Bank in the form of limits for individual risks was subject to approval by the Supervisory Board after prior review by the Risk Committee of the Supervisory Board. The Bank monitored the level of limit utilisation on a monthly and quarterly basis. The results of monitoring activities were presented monthly to the CALCO Committee and quarterly to the Management Board of the Bank, the Risk Committee of the Supervisory Board, and the Supervisory Board.

In the opinion of the Supervisory Board, the Bank applies appropriate standards with regard to the introduction of new products, services, starting new activities, starting activities on a new market, or to the introduction of products or services to new markets and significant changes to the above in accordance with the provisions of Recommendation Z. A document specifying the rules applicable in this respect is the Policy of Approving New Products at Alior Bank S.A., which was updated in 2024, and introduced an assessment of potential greenwashing risks in the process of identifying and evaluating significant risks associated with new products.

## Disclosures

The Bank has in place the Information Policy on capital adequacy and other information subject to disclosure in Alior Bank S.A. ("**Information Policy**"). The document was introduced by way of a resolution of the Management Board and then approved by a resolution of the Supervisory Board.

The information policy defines the scope of information subject to disclosure, the frequency and date of disclosing information, as well as the form and place of disclosing information. The information policy is reviewed at least once a year.

The Bank, when announcing to the public all information, also covered by the Information Policy, follows the principle that all information made available presents the material and financial situation of the Bank correctly, reliably, and clearly to the applicable extent and in accordance with the provisions of law. For this reason, the Information Policy sets forth rules for verifying and approving disclosed information. The contents of the disclosures are subject to approval by the Management Board of the Bank and the Supervisory Board.

In the opinion of the Supervisory Board, the scope of disclosed information takes into account the Bank's size, risk profile, and complexity of its operations.

The information policy is available on the Bank's website.

## **Assessment of the performance by the Management Board of the Bank of the obligations referred to in Article 380<sup>1</sup> of the Code of Commercial Partnerships and Companies and the manner in which the Management Board of the Bank prepares or provides the Supervisory Board with information, documents, reports or explanations requested in accordance with Article 382 § 4 of the Code of Commercial Partnerships and Companies**

The Supervisory Board, having reviewed the information of the Management Board of the Bank on the amendment to the provisions of the Code of Commercial Partnerships and Companies entering into force as of 13 October 2022, stated that the scope of information about the Bank required to be provided to the Supervisory Board by the Management Board pursuant to Article 380<sup>1</sup> § 1 (1) to (3) and Article 380<sup>1</sup> § 2 of the Code of Commercial Partnerships and Companies is covered by the system of periodic reporting to the Supervisory Board and Committees of the Supervisory Board functioning at the Bank, resulting from the Bank's internal regulations, including in particular the "Principles of the Management Information System" – in the form and with the frequency and deadlines for submitting information specified in these regulations, having regard to the schedule of meetings of the Supervisory Board and Committees of the Supervisory Board, as expressed in the Resolution No. 116/2022 of the Supervisory Board of 11 October 2022.

Furthermore, the Supervisory Board of the Bank decided that the above information about the Bank, referred to in Article 380<sup>1</sup> § 1 (1) to (3) and Article 380<sup>1</sup> § 2 of the Code of Commercial Partnerships and Companies, will be provided taking into account the form, frequency and deadlines resulting from the current reporting system and having regard exclusively to information on relevant subsidiaries of the Bank in regard to Article 380<sup>1</sup> § 2 of the Code of Commercial Partnerships and Companies.

At the request of the Supervisory Board of the Bank, all information, materials, documents and analyses necessary to duly perform the supervisory duties of the Board were being provided.

Having regard to the above, the Supervisory Board positively assessed the performance of obligations referred to in Article 380<sup>1</sup> of the Code of Commercial Partnerships and Companies by the Management Board in 2024 and positively assessed the manner in which the Management Board of the Bank prepared or provided the Supervisory Board with information, documents, reports or explanations requested in accordance with Article 382 § 4 of the Code of Commercial Partnerships and Companies in 2024.

## Information concerning educational, cultural, and charitable activities

As an institution that puts emphasis on corporate social responsibility, Alior Bank for years has been involved in a wide range of initiatives, both on a local and nationwide scale. This activity is aimed at helping implement individual projects as well as disseminating knowledge of social responsibility and sustainable development among employees, customers, business partners and shareholders of the Bank.

In 2024, Alior Leasing Sp. z o.o., a subsidiary of the Bank, joined the ranks of institutions supporting a charity campaign to raise funds to help children who have been victims of traffic accidents.

### Sponsoring

*Culture and art (expenditures incurred in 2024: PLN 782,219.50 gross)*

*Orszak Trzech Króli [Procession of the Three Kings] (PLN 98,400.00 gross)*

In 2024, the Bank for the sixth time was a Partner of the “Orszak Trzech Króli” Foundation and the event traditionally organised by the Foundation on 6 January. The event brought together 2 million participants on the streets of 900 Polish towns and villages.

#### ***Wodecki Twist Festival (PLN 492,000.00 gross)***

In 2024, the Bank became the first commercial partner of the Wodecki Twist Festival. The event was held in Kraków on 7-9 June. The main concert, which was broadcast on Polish Television, was preceded and followed by the Bank's sponsorship spots. In addition, Alior Bank, as a patron of the event, set up a zone for city residents.

#### ***Sponsorship of the Senior Forum (PLN 24,600.00 gross)***

In 2024, the Bank became a partner in two Senior Forum events, held on 21 March in Bydgoszcz and 26 March in Poznań. Alior Bank employees participated in the meetings.

#### ***Sponsorship of Meetups by Conlea 2024 event (PLN 17,220.00 gross)***

The Conlea Meetup Gdańsk, held on 12 September, was part of a series of free meetings for IT professionals. The purpose of these meetings is to develop both technical skills and business and leadership competencies. The event in Gdańsk was the 83rd meeting of the IT Meetups by Conlea series in Poland. During the meeting, Alior Bank was an official sponsor of the event and was named Host Partner.

#### ***Sponsorship of the Effective Communication Congress (PLN 49,999.50 gross)***

In 2024, the Bank became a partner of the Effective Communication Congress organised by the Polish Language Foundation. The Congress was held on 29-30 October in Warsaw, with debates, expert speeches, good practices discussed and experiences exchanged.

#### ***Great Expedition of Toddlers (PLN 100,000.00 gross)***

It is the largest charity automotive project in Poland. The aim of the campaign is to raise funds to help children who are victims of traffic accidents, to prevent and improve infrastructure near schools and kindergartens, and to educate the younger generations for informed participation and safety in traffic.

Alior Leasing, as an official partner of the event, raised more than PLN 12,000.00. The final amount collected was PLN 5,220,237.33.



## Charity and employee volunteer programme

### *Flood 2024 (expenditures incurred in 2024: PLN 503,000.00 gross)*

#### ***Donation to the Great Orchestra of Christmas Charity (WOŚP) to fight the effects of the floods (PLN 500,000.00 gross)***

In September 2024, the Bank became involved in helping flood victims. To this end, a donation was made to the Great Orchestra of Christmas Charity Foundation to provide support for people and institutions affected by the flood disaster in Poland.

#### ***Charity fair for those affected by the floods (PLN 3,000.00 gross)***

Employees organised a charity fair, as well as collections of the most needed items for those affected by the 2024 floods. They delivered, among other things, high-pressure and window washers, air purifiers, protective suits and shoe protectors, gloves, household chemicals and pet food. They donated the collected products to the Correctional Institution and Shelter for Minors in Racibórz, so that its alumni and their guardians could continue to help those most in need in the Kłodzko Valley. Alior Bank made a donation to organise the transportation of donations.

### *Education and environmental protection (expenditures incurred in 2024: PLN 254,102.00 gross)*

#### **ESG Week**

In November 2024, the Bank organised the second edition of ESG Week. The goal of the initiative is to build an ESG culture within the organisation. More than 1,500 people took part in the event. Employees joined in an active discussion and exchange of experiences on responsible business practices in the environmental, social and governance (corporate governance) areas. Five lectures were held as part of the ESG Week. Topics discussed included resilience to online manipulation, issues in the bank's loan portfolio, ESG in corporate finance, stress management techniques and strategic ESG management.

#### **Compliance Week**

In October 2024, an educational series was held as part of Compliance Week. More than 1,500 Alior Bank employees joined in an active discussion and exchange of experiences on compliant behaviour and the internal control system. Five webinars were held, discussing topics related to the Code of

Ethics, conflicts of interest, changes in the legal and regulatory environment and MiFID II assumptions. The risks associated with greenwashing, misselling and whistleblowing were discussed.

### ***Three AI Meet conferences (PLN 31,500.00 gross)***

AI Meet is a series of internal meetings on artificial intelligence. The first edition was held on 15 April 2024. During a panel discussion, experts talked about the use of generative artificial intelligence in banking, office work, and the potential that AI has. The second edition, held on 17 April 2024, addressed the Artificial Intelligence Competence Centre and AliorPedia. The special guest of the event was Aleksandra Przegalińska, PhD, who talked about generative artificial intelligence and explained how it will affect business development. The third edition was held on 25 October 2024. The topic of the meeting were AI projects implemented in the Bank by the AI Competence Centre. The latest initiatives and projects related to the implementation of AI technology at Alior Bank were presented. The meetings were organised in a stationary and online format.

### ***On the trail of benefits***

An educational campaign on the benefits of the “Konto Jakże Osobiste” Account. The campaign was aimed at increasing product knowledge among employees. The series consisted of articles, promotional materials (comics) and a contest.

### ***Risk&Roll (PLN 8,000.00 gross)***

The second edition of the event was an opportunity to explore the topic of operational risk in banking, a reminder of what operational risk is and how it is managed in the Bank.

### ***Innovation Day (PLN 140,602.00 gross)***

The Innovation Day showcased how innovation shapes the Bank’s organisational culture and why it is important to look for new ways to improve work. The role of Future Thinking and the activities of iLab as a space for banking innovation were discussed. The event featured the finals of the 2024 Innovator of the Year competition.

### ***Investment Academy***

This is a series of eight recurring educational webinars designed to introduce participants to key investment issues. The lectures were held from October to December and were conducted by in-house experts. Practitioners shared their knowledge, helping employees gain the valuable skills and knowledge needed to make informed investment decisions.

**AI training (PLN 74,000.00 gross)**

A series of four training courses organised by the AI Competence Centre from October to December. The courses were addressed to interested employees who wanted to gain basic knowledge about artificial intelligence (AI) and its applications in various fields. The purpose of the lectures was to expand participants' knowledge of artificial intelligence and its impact on business development. The courses covered a wide range of topics, from the basic concepts of AI to the technical and legal details involved in implementing AI systems in organisations. More than 1,300 employees participated in the training sessions.

**Other projects/events (expenditures incurred in 2024: PLN 489,611.00 gross)****Honorary Blood Donors' Club of Alior Bank**

The Bank operates the Honorary Blood Donors' Club of Alior Bank S.A. ("HBD"). It also conducts communication promoting blood donation, including the Alior blood donation events, during which employees regularly donate blood in blood donation buses placed outside the Bank's head offices. A team for HBD Club members has been created in the MS Teams messenger. New Club members received starter packages (t-shirt, notepad and a bag).

**Christmas charity campaigns (PLN 5,400.00 gross)**

At the end of 2024, employees once again took part in the "Give a Gift" campaign, during which they fulfilled the dreams expressed in more than 220 letters written to Santa Claus by the most needy children and seniors from all over Poland, who are under the care of the "Promyk" Children and Youth Home in Morąg, the Social Welfare Centre in Bystrzyca Kłodzka (children and seniors affected by floods) and the Department of Education and Social Affairs in Kłodzko (seniors).

They were also involved in other holiday and volunteer events:

- they prepared Christmas cards and sweet gifts for seniors, wards of the Senior Foundation in Korona;
- during the Santa Clause celebrations in five headquarters they organised charity fairs, during which they raised funds to support families in need from the "Noble Parcel" programme and the wards of the Senior Foundation in Korona, they also treated themselves to gingerbread from the Christmas gingerbread campaign of the "Promyczek" Children's Home Hospice Foundation (also during the Christmas meeting), as part of which Alior Bank made a donation of a total of PLN 5,400.00 for the statutory purposes of the hospice;

- they ordered letters from Santa Claus to their loved ones, thereby making a donation towards the statutory goals of the “Give Children Strength” Foundation.

### ***Alior Bank Aid Centre\****

In 2024, the activities of the Alior Bank Aid Centre were continued, providing support to persons who had to leave the territory of their own country due to warfare operations. The centre is located at ul. Towarowa 25a in Warsaw, in the building owned by Alior Bank. The space made available by Alior Bank, nearly 4 thous. square metres, was repurposed as a place of comprehensive aid coordinated by both public benefit organisations and other entities implementing educational initiatives. The centre offers psychological, legal, professional and educational support as well as childcare, remote learning stations and material aid for Ukrainian nationals. The centre is run in cooperation with CARITAS Polska, UNICEF Polska and the Municipal City of Warsaw.

In 2024, at the Aid Centre:

- 35,000 people used various forms of psychosocial group activities;
- 886 people received medication;
- 1,400 people received packages with hygiene products, foodstuffs, clothing;
- 554 people attended language courses;
- 1,373 psychological consultations were provided;
- 694 people were provided access to consultations with a lawyer;
- 3,700 vocational consultations were provided;
- 1,950 children used the playroom as part of spending time or care,
- 358 people received senior care;
- 1,300 school kits were issued.

\*As part of aid activities, Alior Bank provided access to a space located at ul. Towarowa, whereas social, psychosocial and financial aid is provided by partners – Caritas Polska, UNICEF Polska and the Municipal City of Warsaw.

### ***Alior Bank Foundation (PLN 335,941.00 gross)***

The Alior Bank Foundation in the first 5 months of 2024 continued its activities started in 2022 and undertook new activities that corresponded to the implementation of its statutory objectives.

The stated objectives of the Foundation were to support activities related to:

- a) education;

- b) healthcare;
- c) physical culture and sport;
- d) social aid, including aid for children, families and people in a difficult life situation, and equal opportunities for personal development and learning, aid for victims of disasters, natural disasters, armed conflicts and wars, both domestically and abroad;
- e) science and technology;
- f) charity;
- g) culture;
- h) national heritage protection;
- i) public safety;
- j) environmental protection;
- k) employee volunteering activities;
- l) vocational and social rehabilitation of persons with disabilities;
- m) animal protection;
- n) supporting the development of entrepreneurship among young people, supporting technological innovation, including start-ups.

In 2024, support in the form of donations was provided to 23 social organisations, i.e.:

- a) "Zanim" Foundation in Rzeszów;
- b) Roman Catholic Parish of St. Karol Boromeusz in Warsaw;
- c) "Kasztanka" Association in Laskowa;
- d) Cardinal Stefan Wyszyński University in Warsaw;
- e) Congregation of the Sisters of Charity of St. Vincent a Paulo in Wejherowo;
- f) Municipal Sports Club "Czarni" in Pruszcz Gdański;
- g) Warsaw Youth Sports Centre "Agrykola" in Warsaw;
- h) Independent Music Foundation in Kusięta;
- i) "Dla Maluszka" Foundation in Bielsko-Biała;
- j) Student Sports Club "Mosir" in Jasło;
- k) Academic Sports Association in Warsaw;
- l) Podkarpackie Football Association in Rzeszów;

- m) Student Scientific Club “Negocjator” in Warsaw;
- n) “Zupa Na Głównym” Association in Poznań;
- o) Włocławek Rowing Association in Włocławek;
- p) Society of Friends of Children, Lublin Regional Branch in Lublin;
- q) “Na Ratunek Dzieciom” Foundation;
- r) “Szarża” Equestrian Association in Kanie;
- s) Narcyza Źmichowska 15th High School with bilingual departments in Warsaw;
- t) “Bakcyl” Foundation in Warsaw;
- u) “Liga Superbohaterów” Foundation in Szczecin;
- v) “Zupa” Foundation in Kraków;
- w) Museum of Art History in Warsaw.

On 28 May 2024, Alior Bank, as Founder, decided to liquidate the Foundation, dismissed its existing management board and appointed a liquidator of the Foundation. As of 5 August 2024, the Foundation does not carry out its statutory activities, pays off its debts and prepares to file an application for deletion from the National Court Register.

#### ***Sports charity challenge during the 13th Alior Bank Olympics (PLN 20,000.00 gross)***

The 13th Alior Bank Olympics were held in 2024. In addition to the sports competition, participants were able to take part in a sports charity challenge. They rowed on an ergometer to cover as many kilometres as possible. They achieved a charitable goal, with Alior Bank making a donation to the Paraolympic Preparation Centre in Wisła for the purchase of a high-energy laser.

#### ***Bank of Kindness (PLN 100,000.00 gross)***

In 2024, the second edition of the “Bank of Kindness” grant competition was held, to which Bank employees submitted projects for initiatives they would like to undertake for the benefit of an organisation of their choice, positively reviewed by the Bank. The projects consisted of employee volunteering for the benefit of people, animals or the environment.

#### ***Donations after filling out the engagement survey (PLN 28,270.00 gross)***



In Alior Bank, each engagement survey filled out by an employee supports a charitable cause. In 2024, this allowed the Bank to make the following donations for surveys filled out at the end of 2023:

- PLN 14,135 to the “Senior w Koronie” Foundation to support the ongoing needs of the wards,
- PLN 14,135 for the “Serce dla Pupila” Foundation to support the immediate needs of animals residing in the shelter.

### ***16 hours for involvement in volunteer programmes***

Many Bank employees have been doing volunteer work for years, both individually and in teams. Each of them can use 16 hours in a given calendar year for volunteer work, while retaining the right to remuneration. The rules of volunteer work are defined in the “Employee Volunteer Work Regulations”. In 2024, 300 employees decided to use their volunteer work hours, working for more than 45 organisations verified by the Bank. They got involved in campaigns organised on their own or those suggested by the Bank and, for example, sewed more than 1,340 sock monkeys for the young wards of “Dr. Clown” Foundation, who, after an accident, suddenly found themselves in an ambulance, hospital emergency room or hospital and in need of soothing (this is another edition of this campaign).

## **Cultural and recreational activities**

### ***Sports (expenditures incurred in 2024: PLN 233,600.00 gross)***

#### ***Active with Alior campaign (PLN 208,600.00 gross)***

In 2024, Alior Bank initiated a series of sports and recreational events under the slogan “Active with Alior”. The 3rd edition of the campaign organised in 2024 included 13 events with a total of more than 10,000 participants. Add to that the several thousand fans and spectators who visited the zones prepared by event organisers and partners. The events organised as part of the “Active with Alior” programme are highly diverse. In 2024, Alior Bank supported Bieg w pogoni za żubrem, Bieg Wierchami, Bieg Milowego Słupa, Bieg Rodzinny Szpot, Bieg X Gęsia Dycha and 12th Kurdeszowa Zadyszka. Among the sporting encounters were the Brejda Gravel and Kaszebe Round bicycle races, as well as other collaborations of great interest, namely 8th Ukiel Olsztyn Half Marathon and the 2nd Zawoja Running Festival. There was also no shortage of charitable initiatives. The Bank was once again involved in the Przemyśl Five, during which funds were raised for the St. Lazarus Hospice and Care Centre “Bethany” in Przemyśl.

The main goal of the campaign is to encourage both bank employees and local communities to live an active lifestyle and spend time with family and friends. Alior Bank has set its sights on working with organisers of events that are less well-known, but important to local communities.

The events attracted thousands of participants and the cooperation between Alior Bank and event organisers brought benefits in the form of promoting the Bank and supporting regional cultural and charitable activities.

***Sponsorship of Alior Bank Private Banking Academy (PLN 25,000.00 gross)***

In 2024, Alior Bank became the title sponsor of a golf academy (until the end of 2025) called “Alior Bank Private Banking Academy”.

It is a group of golf enthusiasts who create a friendly community for professionals and amateurs with the goal of popularising and promoting the game of golf among children, teens and adults.

**Assessment of the legitimacy of expenses incurred to support culture, sports, charitable institutions, media, social organisations, trade unions**

In the opinion of the Supervisory Board, expenditure incurred to support culture, sports, charitable institutions, media, social organisations, trade unions and the like in 2024 was incurred in an informed and reasonable manner. The Bank has consistently focused on supporting projects in specific areas that are part of the “Your Bank for Everyday Life, Your Bank for the Future”. The actions taken confirm that Alior Bank Group companies are responsible and socially engaged institutions.

**Assessment of the financial statements of Alior Bank S.A. for the financial year ended on 31 December 2024, together with an assessment of the financial statements of the Alior Bank S.A. Capital Group for the financial year ended on 31 December 2024.**

Pursuant to Article 382 § 3 of the Code of Commercial Partnerships and Companies and § 70.1 (14) of the Regulation on current and periodic information, the Supervisory Board of the Bank assessed the financial statements (individual and consolidated) submitted by the Management Board of the Bank for the financial year ended 31 December 2024.

The financial statements of Alior Bank Spółka Akcyjna include:

- the statement on financial standing, drawn up as at 31 December 2024, which shows, on the assets and liabilities side, the sum of PLN 93,038,466 thous.,
- the profit and loss account for the period from 1 January 2024 to 31 December 2024, which shows a net profit in the amount of PLN 2,417,499 thous.,
- the statement of comprehensive income for the period from 1 January 2024 to 31 December 2024, which shows a comprehensive income in the amount of PLN 2,509,841 thous.,
- the statement of changes in equity for the financial year from 1 January 2024 to 31 December 2024, which shows an increase in equity by the amount of PLN 1,932,793 thous.,
- the statement of cash flow for the period from 1 January 2024 to 31 December 2024, which shows a decrease in cash by PLN 410,501 thous.,
- additional notes and explanations.

The financial statements of the Alior Bank Spółka Akcyjna Capital Group include:

- the statement on financial standing, drawn up as at 31 December 2024, which shows, on the assets and liabilities side, the sum of PLN 93,293,487 thous.,
- the profit and loss account for the period from 1 January 2024 to 31 December 2024, which shows a net profit in the amount of PLN 2,445,022 thous., including net profit attributable to shareholders of the parent company in the amount of PLN 2,445,022 thous.;
- the statement of comprehensive income for the period from 1 January 2024 to 31 December 2024, which shows a comprehensive income in the amount of PLN 2,537,301 thous.,
- the statement of changes in equity for the financial year from 1 January 2024 to 31 December 2024, which shows an increase in equity by the amount of PLN 1,957,129 thous.,
- the statement of cash flow for the period from 1 January 2024 to 31 December 2024, which shows a decrease in cash by PLN 415,908 thous.,
- additional notes and explanations.

The financial statements of Alior Bank Spółka Akcyjna and the Alior Bank Spółka Akcyjna Capital Group for the period from 1 January to 31 December 2024 were prepared in accordance with the continuously applied International Financial Reporting Standards adopted by the European Union as at 31 December 2024.

In reports of an independent statutory auditor on the audit, the statutory auditor – PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k. with registered office in Warsaw, ul. Polna 11, assessed that unconsolidated and consolidated statements:

- give a true and fair view of the economic and financial standing of the Bank and its Capital Group as at 31 December 2024, as well as unconsolidated and consolidated financial results,

and unconsolidated and consolidated cash flows for the fiscal year ending on 31 December 2024, in accordance with the International Accounting Standards, International Financial Reporting Standards and related interpretations published as European Commission regulations and the adopted accounting principles (policies);

- have been prepared on the basis of correctly kept accounting books, in accordance with the provisions laid down in Chapter 2 of the Accounting Act of 29 September 1994 ("**Accounting Act**");
- comply, with respect to their form and content, with the applicable provisions of law and of the Articles of Association of the Bank.

Having thoroughly reviewed the financial statements of Alior Bank Spółka Akcyjna and the financial statements of the Alior Bank S.A. Capital Group for the financial year ended 31 December 2024, as well as having become familiar with the reports on the audit, the Supervisory Board positively assesses said financial statements with regard to their compliance with the books and documents and confirms that they contain information that properly reflects the economic and financial standing of the Bank and its Capital Group.

At the same time, the Supervisory Board states that the financial statements mentioned above were prepared within the deadline specified by law and in accordance with the International Financial Reporting Standards which were approved by the European Union. Correctness of the financial statements subject to assessment as to their compliance with the books, documents and actual state of affairs does not raise any reservations and is confirmed by the audit reports of the statutory auditor.

The Supervisory Board recommends adopting a resolution on the approval of the financial statements of Alior Bank Spółka Akcyjna (both unconsolidated and consolidated) for the financial year ended on 31 December 2024 to the Annual General Meeting of the Bank.

## **Assessment of the report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2024 comprising the report of the Management Board on the activities of Alior Bank S.A. and the Statement on Sustainable Development**

Pursuant to Article 382 § 3 of the Code of Commercial Companies and Partnerships and § 70.1 (14) of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and conditions for considering information required by the law of a non-member state as equivalent, the Supervisory Board assessed the report on the activities of the Alior Bank S.A. Capital Group in 2024 presented by the Management Board, including the Report of the Management Board on the activities of Alior Bank S.A. and the statement on sustainable development.

The Supervisory Board finds that the Report of the Management Board on the activities of Alior Bank S.A. is consistent with the applicable law and information contained in the financial statements. The Report of the Management Board in a synthetic form presents all material aspects of the activities of the Bank in a given reporting period. The information in the Report of the Management Board is consistent with the books, documents, and actual state of affairs.

*At the same time, the Supervisory Board states that the disclosures provided in the Statement on Sustainable Development comply with the CSRD guidelines (Corporate Sustainability Reporting Directive), the requirements of the ESRS (European Sustainability Reporting Standards) and the EU Taxonomy Regulation.*

The Supervisory Board recommends to the Annual General Meeting to adopt a resolution approving the report of the Management Board on the activities of the Alior Bank S.A. Capital Group in 2024 comprising the report of the Management Board on the activities of Alior Bank S.A. and the Statement on Sustainable Development.

## **Assessment of the request of the Management Board of the Bank for the distribution of the Bank's profit for 2024**

Pursuant to Article 382 § 3 of the Code of Commercial Companies and Partnerships, the Management Board filed with the Supervisory Board a motion concerning the distribution of profit of the Bank for 2024, included in the Resolution of the Management Board No. 189/2025 of 19 May 2025.

The Management Board proposed to distribute the Bank's net profit in the total amount of PLN 2,417,499,553.87 (say: two billion four hundred seventeen million four hundred ninety-nine thousand five hundred fifty-three zloty and 87/100) in the following manner:

1. a part of the profit in the amount of PLN 1,199,791,177.29 (say: one billion one hundred ninety-nine million seven hundred ninety-one thousand one hundred seventy-seven zloty and 29/100) shall be allocated for the payment of dividends;
2. the remaining part of the profit in the amount of PLN 1,217,708,376.58 (say: one billion two hundred seventeen million seven hundred eight thousand three hundred seventy-six zloty and 58/100) shall be allocated to reserve capital, including non-distributable profit earned from the activity of the Housing Fund in the amount of PLN 17,136,562.53 (say: seventeen million one hundred thirty-six thousand five hundred sixty-two zloty and 53/100).

The Bank's Supervisory Board positively evaluated the proposal of the Bank's Management Board on how to distribute the Bank's profit for the 2024 fiscal year.

## Report on the fulfilment of supervisory obligations with regard to the activities of the Bank in 2024

### Composition of the Supervisory Board

The year 2024 was the period of the fourth, joint, four-year term of office of the Supervisory Board of the Bank commenced in 2020.

As at 1 January 2024, the Supervisory Board was composed of:

- |                                |  |
|--------------------------------|--|
| ▪ Filip Majdowski              | Chairman of the Supervisory Board        |
| ▪ Ernest Bejda                 | Deputy Chairman of the Supervisory Board |
| ▪ Małgorzata Erlich-Smurzyńska | Member of the Supervisory Board          |
| ▪ Jacek Kij                    | Member of the Supervisory Board          |
| ▪ Paweł Knop                   | Member of the Supervisory Board          |
| ▪ Marek Pietrzak               | Member of the Supervisory Board          |
| ▪ Dominik Witek                | Member of the Supervisory Board          |

The following changes were made to the composition of the Supervisory Board of the Bank in the reporting period:

- On 7 March 2024, Mr Filip Majdowski submitted his resignation from his position as a Member of the Bank's Supervisory Board and all related functions, including Chairman of the Supervisory Board and the Board's committees, with effect from 8 March 2024 inclusive;
- On 26 April 2024, the Annual General Meeting of the Bank dismissed the following Members of the Bank's Supervisory Board: Mr Ernest Bejda, Mr Paweł Knop, Ms Małgorzata Erlich-Smurzyńska, Mr Jacek Kij, Mr Marek Pietrzak, Mr Dominik Witek;
- On 26 April 2024, the Bank's Annual General Meeting, taking into account the assessment of the fulfilment of the suitability requirements, appointed the following members of the Bank's Supervisory Board for a joint term of office covering four full financial years 2025-2028, indicating that the first full financial year of the term of office is 2025: Mr Artur Chołody as of 27 April 2024 (provided that he effectively resigns from the positions listed in his statement submitted on 25 April 2024), Mr Radosław Grabowski, Mr Maciej Gutowski, Mr Artur Kucharski, Mr Jarosław Mastalerz, Mr Jan Zimowicz;
- On 17 May 2024, the Extraordinary General Meeting of the Bank, to accommodate the assessment of compliance with suitability requirements, appointed the following members to the Supervisory Board: Mr Rafał Janczura, Mr Robert Pusz
- On 6 November 2024, Mr Jarosław Mastalerz submitted his resignation as a member of the Supervisory Board, from his position as a Supervisory Board member, and as Chairman of the Supervisory Board, with effect as at the end of 6 November 2024.
- On 27 November 2024, the Extraordinary General Meeting of the Bank, to accommodate the assessment of compliance with suitability requirements, appointed Mr Paweł Wajda to the Supervisory Board.

As at 31 December 2024, the composition of the Supervisory Board of the Bank was as follows:

- |                      |  |
|----------------------|--|
| ▪ Paweł Wajda        | Chairman of the Supervisory Board        |
| ▪ Jan Zimowicz       | Deputy Chairman of the Supervisory Board |
| ▪ Artur Chołody      | Member of the Supervisory Board          |
| ▪ Radosław Grabowski | Member of the Supervisory Board          |
| ▪ Maciej Gutowski    | Member of the Supervisory Board          |
| ▪ Rafał Janczura     | Member of the Supervisory Board          |
| ▪ Artur Kucharski    | Member of the Supervisory Board          |
| ▪ Robert Pusz        | Member of the Supervisory Board          |

Following the reporting period, the composition of the Bank's Supervisory Board changed as follows:



- On 12 February 2025, Mr Artur Chołody resigned from his position as a Member of the Supervisory Board, including his temporary delegation to perform the duties of the Vice President of the Management Board;
- On 13 February 2025, Mr Paweł Wajda resigned from his role as Chairman of the Bank's Supervisory Board, from his role as a member of the Bank's Supervisory Board and from his mandate as a member of the Bank's Supervisory Board. The resignation was submitted with legal effect as at the end of 25 February 2025;
- On 25 February 2025, Mr Rafał Janczura resigned from membership of the Bank's Supervisory Board with effect as at the end of 4 March 2025;
- On 26 February 2025, the Extraordinary General Meeting of the Bank, to accommodate the assessment of compliance with suitability requirements, appointed the following members to the Supervisory Board:
  - 1) Mr Tomasz Kulik as of 5 March 2025;
  - 2) Mr Waldemar Maj , as of 5 March 2025, subject to Mr Waldemar Maj's effective resignation from his positions, as listed in Mr Waldemar Maj's statement of 20 February 2025;
  - 3) Mr Wojciech Kostrzewa, as of 5 March 2025, subject to Mr Wojciech Kostrzewa's effective resignation from his positions, as listed in Mr Wojciech Kostrzewa's statement of 19 February 2025.

In line with the submitted statements, the appointed Members of the Bank's Supervisory Board are not engaged in any competitive activity towards the Bank and do not participate in competitive entities as their members, or as members of the authorities of companies, or other, competitive legal persons.

Furthermore, in accordance with the submitted statements, the appointed Members of the Bank's Supervisory Board are not listed in the Register of Insolvent Debtors maintained pursuant to the provisions of the Act of 20 August 1997 on the National Court Register.

- On 7 March 2025, the Bank's Supervisory Board elected Mr Wojciech Kostrzewa as Chairman of the Bank's Supervisory Board.

## Diversity Policy

Being aware that the policy of diversity and equal treatment is a fundamental value of modern society and having regard to respect for a multicultural and diverse society, and in connection with Alior Bank's respect for the principle of an open and tolerant work environment - the Bank has implemented the "Human Rights Policy at Alior Bank S.A." and "Diversity Policy at Alior Bank S.A.".

Alior Bank recognises the value resulting from diversity, which affects the innovativeness of the organisation, which is why it promotes the process of building a diverse group of employees. In implementing the diversity policy, the Bank strengthens innovation and versatility resulting from balanced and objective views of all employees working for the organisation. The Bank endeavours to ensure diversity of the Supervisory Board, in particular in terms of education and professional experience, gender and age of employees, to the extent that ensures a broad spectrum of competencies and views.

"Policy for the Selection and Suitability Assessment of Members of the Management Board of Alior Bank S.A." and "Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A." define the objectives and criteria of diversity, including in areas such as education, know-how, age, gender and professional experience. When assessing the suitability of candidates for the Management Board and the Supervisory Board, the Bank takes into account a wide range of characteristics and competences required to perform functions in both bodies of the Bank. When assessing the diversity of members of the Management Board and Supervisory Board in terms of their education and professional experience, criteria such as: place (country, region) in which education or professional experience is obtained, education profile, university degree, specialisation in a specific field, type of entities in which the candidate has held the function or has been employed and employment time may be taken into consideration. Alior Bank makes efforts to ensure diversity of the Management Board and the Supervisory Board, in particular in terms of education and professional experience, gender and age of the members. It is important to ensure that there is a wide spectrum of views among members of the governing and supervisory bodies. When selecting the composition of the Management Board and the Supervisory Board, the Bank strives to achieve a balance in the area of gender representation in the Company's bodies, taking into account the minimum share of a minority by gender at the level of 30%.

The Bank informs about the participation of women and men respectively in the Management Board and in the Supervisory Board of the Bank in the last five years. In 2020-2024, the participation of women and men in the aforementioned statutory bodies of the Bank was as follows:

Bank's Management Board					
	31/12/2020	31/12/2021	31/12/2022	31/12/2023	31/12/2024
women	2	0	0	0	0
men	4	7	7	8	5

Bank's Supervisory Board					
	31/12/2020	31/12/2021	31/12/2022	31/12/2023	31/12/2024
women	1	2	1	1	0
men	6	6	7	6	8

### Organisation of the work of the Supervisory Board

The work of the Supervisory Board was led by its chairman:

- in the period from 1 January 2024 to 7 March 2024 - Mr Filip Majdowski;
- in the period from 18 March 2024 to 26 April 2024 - Mr Ernest Bejda;
- in the period from 7 May 2024 to 6 November 2024 - Mr Jarosław Mastalerz;
- in the period from 19 December 2024 to 31 December 2024 - Mr Paweł Wajda;

elected to this function by resolutions of the Supervisory Board.

The function of Deputy Chairman of the Supervisory Board was performed by:

- in the period from 1 January 2024 to 18 March 2024 - Mr Ernest Bejda;
- in the period from 18 March 2024 to 26 April 2024 - Mr Paweł Knop;
- in the period from 7 May 2024 to 31 December 2024 - Mr Jan Zimowicz;

elected by the resolutions of the Supervisory Board.

The Supervisory Board operates on the basis of the Articles of Association and the Regulations of the Supervisory Board adopted by the Supervisory Board, which were updated twice in 2024. Meetings of the Supervisory Board are convened as necessary, but not less frequently than once in each quarter of the financial year. Resolutions of the Supervisory Board are adopted by an absolute majority of votes unless the provisions of law or the Articles of Association stipulate otherwise, in an open ballot. If there is a tie on votes, the vote of the Chairperson of the Supervisory Board shall be the casting vote. The Chairperson shall arrange for a secret ballot in the cases referred to in the Articles of Association or at the request of one or more of the Members of the Supervisory Board. For the resolutions to be valid, all Members of the Supervisory Board must be invited to the meeting and at

least half of the Members of them must be present at the meeting. The Supervisory Board shall appoint from among its Members the Audit Committee of the Supervisory Board, the Risk Committee of the Supervisory Board and other committees required by law, and may also establish permanent or ad hoc committees for the performance of specific activities. Tasks and competencies of particular committees shall be set by the Supervisory Board.

In 2024, the following committees were functioning under the Supervisory Board of the Bank: Nomination and Remuneration Committee, Audit Committee, Risk Committee, and Strategy and Development Committee of the Bank.

In accordance with the Articles of Association of the Bank, at least two members of the Supervisory Board met and meets the criteria of independence from the Bank and entities having a significant connection with the Bank. The criteria of independence of Members of the Supervisory Board are set out in the Regulations of the Supervisory Board, in accordance with the criteria set out in the Best Practice. As at 31 December 2024, the criteria of independence were satisfied by: Mr Radosław Grabowski, Mr Maciej Gutowski and Mr Artur Kucharski.

### Activities of the Supervisory Board

In the financial year 2024, the Supervisory Board held 12 meetings.

The participation of the members of the Bank's Supervisory Board in the various meetings was as follows:

Date	Members attending the meeting
27.02.2024	F. Majdowski, E. Bejda, M. Erlich-Smurzyńska, J. Kij, P. Knop, M. Pietrzak, D. Witek
07.03.2024	F. Majdowski, E. Bejda, M. Erlich-Smurzyńska, J. Kij, P. Knop, M. Pietrzak, D. Witek
18.03.2024	E. Bejda, P. Knop, M. Erlich-Smurzyńska, J. Kij, M. Pietrzak, D. Witek
24.04.2024	E. Bejda, P. Knop, M. Erlich-Smurzyńska, J. Kij, M. Pietrzak, D. Witek
07.05.2024	J. Mastalerz, J. Zimowicz, A. Chołody, R. Grabowski, M. Gutowski, A. Kucharski
15.05.2024	J. Mastalerz, J. Zimowicz, A. Chołody, R. Grabowski, M. Gutowski
12.07.2024	J. Mastalerz, J. Zimowicz, R. Grabowski, M. Gutowski, A. Kucharski
01/08/2024	J. Mastalerz, R. Grabowski, M. Gutowski, R. Janczura, A. Kucharski, R. Pusz
30.08.2024	J. Mastalerz, J. Zimowicz, A. Chołody, R. Grabowski, M. Gutowski, R. Janczura, A. Kucharski, R. Pusz

23/10/2024	J. Mastalerz, A. Chołody, R. Grabowski, R. Janczura, A. Kucharski, R. Pusz
14.11.2024	J. Zimowicz, A. Chołody, R. Grabowski, M. Gutowski, R. Janczura, R. Pusz
19.12.2024	P. Wajda, J. Zimowicz, R. Grabowski, M. Gutowski, R. Janczura, R. Pusz

The Supervisory Board passed a total of 257 resolutions concerning, among other things:

- granting ex-post approval for the Bank to perform activities related to the current operational activity of the Bank in connection with the disposition and acquisition by the Bank of financial assets classified as fixed assets;
- introduction of the amended "Stress Testing Programme at Alior Bank S.A.";
- a statement of the Supervisory Board on the selection of the audit firm authorised to audit the annual financial statements of the Bank and the Bank's Group for the financial year ended on 31 December 2023;
- approval of the amended Audit Card – Regulations of the Audit Department at Alior Bank S.A.;
- introduction of the amended Regulations of the Supervisory Board of Alior Bank Spółka Akcyjna;
- approval of the amended regulation Operational Risk Management Policy;
- approval of Operationalisation of the Strategy 2023-2024 "Bank for Everyday Life, Bank for the Future" in the ESG area, including KPIs supporting the ESG area;
- approval of the Development Plan for members of the Bank's Management Board for 2024;
- approval of the amended Regulations of the Management Board of Alior Bank Spółka Akcyjna;
- adoption of the position of the Supervisory Board concerning recommendations regarding the payment of dividends for the year 2023, covered by the letter of the Polish Financial Supervision Authority and authorisation of the Chairperson of the Supervisory Board to sign a reply to the aforementioned letter of the PFSA;
- approval of the Summary of annual results in the area of risk, including the determination of risk appetite and implementation of risk policy for the year 2023 report;
- approval of the annual report of the Audit Department for the year 2023;
- adoption of the Annual report on the implementation of the tasks of the Compliance Department in 2023 and assessment of the effectiveness of the compliance risk management system, assessment of the adequacy and effectiveness of the Compliance Department, assessment of the adequacy and effectiveness of the procedure for anonymous reporting of violations by employees at the Bank in the period from 1 January to 31 December 2023;

- adoption of the Reputation risk report at Alior Bank S.A. according to the status for the second half of 2023;
- adoption of the Information on the operation of the Internal Control System at Alior Bank S.A. in 2023 and assessment of the adequacy and effectiveness of the control function for 2023;
- assessment of the adequacy and effectiveness of the Bank's internal control system in 2023, including the assessment of the adequacy and effectiveness of the control function, compliance unit and internal audit unit, and the assessment of the adequacy and effectiveness of the risk management system of the Bank for the year 2023;
- assessment of the application by the Bank of the Corporate Governance Rules for Supervised Institutions in 2023;
- approval of the results of the review of compliance with the Bank's internal governance rules carried out by the Compliance Department and assessment of the Bank's internal governance, its adequacy and effectiveness, and implementation;
- assessment of the adequacy of internal regulations regarding the functioning of the Bank's Management Board and the effectiveness of its operations;
- a statement of the Supervisory Board regarding compliance by the Bank with legal regulations concerning the appointment and activities of the Audit Committee of the Supervisory Board of the Bank in the financial year 2023;
- consent to the acquisition by the Bank of financial assets classified as fixed assets with a value exceeding PLN 100,000,000.00, as part of the Bank's granting of financing;
- assessment of the financial statements of the Bank for the financial year ended 31 December 2023, assessment of the financial statements of the Capital Group of the Bank for the financial year ended 31 December 2023, and assessment of the report of the Management Board of the Bank on the activities of the Capital Group of the Bank in the financial year 2023;
- approval of the Capital adequacy and other information subject to disclosure of the Alior Bank S.A. Capital Group for the year ended on 31 December 2023;
- approval of the amended Whistleblowing and Whistleblower Protection Policy;
- approval of the amended Non-performing exposure (NPE) management strategy of Alior Bank S.A. Group;
- approval of targets and their weights for the Members of the Bank's Management Board for the year 2024;
- fulfilment by the Members of the Management Board of the requirements set forth in Article 22aa (1) to (6) of the Banking Law Act and the result of the secondary evaluation carried out

by the Supervisory Board of the Bank and an assessment of the collective suitability of the Management Board of the Bank;

- performance of a collective suitability assessment of the Supervisory Board of the Bank;
- approval of the Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.;
- recommendation to the Annual General Meeting of the Bank to grant discharge to Members of the Management Board of the Bank in respect of their duties in the financial year 2023;
- recommendation to the Annual General Meeting of the Bank to adopt resolutions regarding review and approval of: Financial Statements of Alior Bank Spółka Akcyjna for the year ended 31 December 2023, Consolidated Financial Statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended 31 December 2023, Report of the Management Board on the activities of the Alior Bank Capital Group in 2023, including the Report of the Management Board on the activities of Alior Bank, and Report of the Alior Bank Capital Group on non-financial information for 2023;
- assessment of the motion of the Management Board of the Bank to the Annual General Meeting of the Bank concerning the distribution of profit of the Bank from activities in the financial year 2023;
- preparation of the "Report on remuneration of the Members of the Management Board and the Supervisory Board of Alior Bank S.A. for 2023;
- acceptance of the Report of the Supervisory Board assessing the functioning of the Remuneration Policy in effect at Alior Bank S.A. in 2023;
- adoption of the Report on the activities of the Supervisory Board of the Bank in the financial year 2023" and the performance of a self-assessment of the activities of the Supervisory Board of the Bank, effectiveness of its operation and adequacy of internal regulations concerning the functioning of the Supervisory Board in 2023;
- providing an opinion on the documents submitted by the Management Board of the Bank for deliberation by the General Meeting of the Bank;
- examination and expression of a positive opinion on the Report of the Management Board of Alior Bank S.A. on representation expenses as well as expenditures on legal services, marketing services, public relations and social communication services and management consultancy services for the year ended on 31 December 2023;
- approval of the amended regulation Information policy regarding capital adequacy and other information subject to disclosure in Alior Bank S.A.;
- approval of the Development Plan for members of the Bank's Supervisory Board for 2024;
- approval of the motion of the Management Board of the Bank to enable the Bank to grant financing in the amount exceeding 5% of own funds of the Bank;



- acquisition of the right to tranches of Deferred Variable Remuneration for 2021-2022;
- approval of the Alior Bank Capital Group Security Policy’;
- approval of the annual report of the Management Board of the Bank on the execution of the Model Risk Management Policy for 2023 along with the periodic information for the Supervisory Board of the Bank;
- approval of the amended regulation Dividend Policy of Alior Bank S.A.;
- update of the Development Plan for members of the Bank’s Supervisory Board for 2024;
- approval of the amended Remuneration Policy of Alior Bank S.A.;
- approval of the updated regulation Policy for the Suitability Assessment of Members of the Authorities of the Brokerage House of Alior Bank S.A.;
- approval of amended regulations: Compliance Policy and the Regulations of the Compliance Department;
- amendment of the Regulations of the Audit Committee of the Supervisory Board of Alior Bank S.A.;
- approval of the amended Outsourcing, Insourcing and Sensitive Services Management Policy at Alior Bank S.A.;
- approval of the updated Recovery Plan of the Alior Bank S.A. Capital Group;
- assessment of the collective suitability of the Supervisory Board of the Bank;
- determination of the consolidated text of the Bank’s Articles of Association;
- approval of the changes to the internal division of competencies within the Management Board of the Bank;
- approval of the amended Regulations for crediting members of the bodies of Alior Bank S.A., persons holding B-class executive positions and their related entities, as well as shareholders., persons employed at parent entities, and the Bank’s employees;
- settlement of management objectives of members of the Management Board of Alior Bank S.A. for 2023;
- approval of the Capital adequacy and other information subject to disclosure of the Alior Bank S.A. Capital Group for the half-year ended on 30 June 2024;
- changes in the composition of the Management Board;
- adoption of updated Regulations of the Risk Committee of the Supervisory Board of Alior Bank S.A.;
- approval of the amended Risk Management Strategy of the Capital Group of Alior Bank S.A.;
- approval of amended regulations: Capital Management and Capital Planning Policy at Alior Bank S.A., and Internal Capital Adequacy Assessment Process (ICAAP) at Alior Bank S.A.;
- approval of the Risk appetite update for 2024 related to capital adequacy;
- approval of the ILAAP Liquidity Risk Stress Tests Report;

- approval of the amended Annual Audit Plan for 2024 (Operational Plan) at the Branch in Romania;
- approval of the amended regulation Code of Ethics of Alior Bank S.A.;
- approval of the amended Annual Audit Plan for 2024 (Operational Plan);
- approval of the amended regulation Reputation Risk Management Policy;
- approval of the Report on the review of the Credit Concentration Risk Management Policy;
- approval of the amended regulation Credit Risk Management Policy at Alior Bank S.A.;
- approval of the amended regulation Policy of Approving New Products at Alior Bank S.A. and the adoption of a new regulation Sustainable Finance Framework at Alior Bank S.A. (Alior Bank Sustainable Finance Framework);
- adoption of updated Regulations of the Bank Strategy and Development Committee of the Supervisory Board of Alior Bank S.A.;
- approval of material Appetite for interest rate risk in the banking book for 2024 – update;
- approval of the amended Regulations for the functioning of the Compliance Department;
- approval of the amended regulation Conflict of Interest Management Policy at Alior Bank S.A.;
- approval of the amended Risk Management Strategy of the Capital Group of Alior Bank S.A.;
- adoption of amendments to the regulations of the Alior Bank S.A. Nomination and Remuneration Committee;
- issuing a positive opinion on the acceptance of the financial plan of Alior Bank S.A. as well as the financial plan of Alior Bank S.A. Group for the financial year ended 31 December 2025;
- approval of Strategy and risk appetite for 2025;
- approval of the Assets and Liabilities Management Policy in Alior Bank for the years 2025-2027;
- granting approval to the conclusion of debt waiver agreements or other agreements with similar effect by the Bank with a value exceeding PLN 50,000 or 0.1% of the sum of assets in the period from 1 January 2025 to 31 December 2025 inclusive;
- approval of the Annual Audit Plan for 2025 (Operational Plan) and the updated Five-Year Audit Plan (Strategic Plan);
- approval of the Annual Action Plan of the Compliance Unit for 2025;
- issuing a positive opinion and approval for the Bank to manage and acquire financial assets classified as fixed assets in connection with the operational activity of the Bank in the period from 1 January 2025 to 31 December 2025. inclusive;
- approval of: commissioning PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt sp.k. ("PwC") to provide attestation services for Alior Bank Group's

sustainability reporting for 2024; concluding an annex with PwC to the agreement dated 16 May 2024 for the audit and review of the financial statements;

- approval of the amended regulation Operational Risk Management Policy;
- updating the amended Credit Concentration Risk Management Policy.

## Activities of the Committees of the Supervisory Board within the period covered by the report

### Audit Committee

The Audit Committee of the Supervisory Board operated in accordance with the requirements of the Act of 11 May 2017. on statutory auditors, audit firms, and public supervision. The Committee was appointed by way of the Resolution No. 61/2013 of the Bank's Supervisory Board on 30 July 2013. In the financial year 2024, the Committee consisted of at least three members, and at least one member had knowledge and skills in accounting or auditing financial statements. Most of the members, including the chairperson, were independent. Members of the Committee had knowledge and skills in the sector in which the Bank operates. This condition is deemed to be met if at least one Audit Committee Member has knowledge and skills in that area or specific Members have knowledge and skills to the specific extent within that area. Detailed tasks and rules of appointing and functioning of the Audit Committee are stipulated in the Regulations of the Audit Committee and the Regulations of the Supervisory Board. When selecting the Members of the Committee, the Supervisory Board takes into account the competence and experience of candidates in the matters entrusted to that Committee and carries out a collective suitability assessment. Committee members are also assessed on the basis of submitted statements forming part of the individual suitability assessment form. The process is carried out on the basis of the Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A. in place at the Bank.

As at 1 January 2024, the Committee was composed of:

- |                   |                           |
|-------------------|---------------------------|
| ▪ Paweł Knop      | Chairman of the Committee |
| ▪ Ernest Bejda    | Member of the Committee   |
| ▪ Filip Majdowski | Member of the Committee   |
| ▪ Marek Pietrzak  | Member of the Committee   |
| ▪ Jacek Kij       | Member of the Committee   |

During the reporting period, the following changes in the composition of the Audit Committee of the Supervisory Board took place.

- In connection with personnel changes in the composition of the Bank's Supervisory Board, taking into account the recommendation of the Nomination and Remuneration Committee of the Supervisory Board of the Bank, on 18 March 2024, the Supervisory Board established the following composition of the Audit Committee: Chairman of the Committee: Mr Paweł Knop and members of the Committee: Mr Ernest Bejda, Mr Marek Pietrzak, Mr Jacek Kij. In accordance with the statements submitted, the Supervisory Board of the Bank appointed the following persons as meeting the independence criteria: Mr Paweł Knop, Mr Ernest Bejda, Mr Marek Pietrzak and Mr Jacek Kij; as persons with knowledge and skills in the field of accounting or auditing financial statements: Mr Paweł Knop and Mr Jacek Kij; as persons with knowledge and skills in the sector in which the Bank operates – Mr Paweł Knop, Mr Ernest Bejda, Mr Marek Pietrzak and Mr Jacek Kij.
- In connection with personnel changes in the composition of the Bank's Supervisory Board, taking into account the recommendation of the Nomination and Remuneration Committee of the Supervisory Board of the Bank, on 7 May 2024, the Supervisory Board established the following composition of the Audit Committee: Chairman of the Committee: Mr Artur Kucharski and members of the Committee: Mr Jarosław Mastalerz and Mr Radosław Grabowski. In accordance with the statements submitted, the Supervisory Board of the Bank appointed the following persons as meeting the independence criteria: Mr Artur Kucharski and Mr Radosław Grabowski; as persons with knowledge and skills in accounting or auditing financial statements – Mr Artur Kucharski, Mr Radosław Grabowski and Mr Jarosław Mastalerz; as persons with knowledge and skills in the sector in which the Bank operates – Mr Artur Kucharski, Mr Radosław Grabowski and Mr Jarosław Mastalerz.
- In connection with personnel changes in the composition of the Bank's Supervisory Board, taking into account the recommendation of the Nomination and Remuneration Committee of the Supervisory Board of the Bank, on 4 June 2024, the Supervisory Board established the following composition of the Audit Committee: Chairman of the Committee: Mr Artur Kucharski and members of the Committee: Mr Radosław Grabowski, Mr Jan Zimowicz. In accordance with the statements submitted, the Supervisory Board of the Bank appointed the following persons as meeting the independence criteria: Mr Artur Kucharski and Mr Radosław Grabowski; as persons with knowledge and skills in accounting or auditing financial statements – Mr Artur Kucharski, Mr Radosław Grabowski and Mr Jan Zimowicz; as persons

with knowledge and skills in the sector in which the Bank operates – Mr Artur Kucharski, Mr Radosław Grabowski and Mr Jan Zimowicz.

- In connection with the resignation of Mr Jan Zimowicz from membership of the Audit Committee of the Bank's Supervisory Board, taking into account the recommendation of the Nomination and Remuneration Committee of the Bank's Supervisory Board, on 14 November 2024, the Supervisory Board established the following composition of the Audit Committee: Chairman of the Committee: Mr Artur Kucharski and members of the Committee: Mr Radosław Grabowski, Mr Robert Pusz. In accordance with the statements submitted, the Supervisory Board of the Bank appointed the following persons as meeting the independence criteria: Mr Artur Kucharski and Mr Radosław Grabowski; as persons with knowledge and skills in accounting or auditing financial statements – Mr Artur Kucharski, Mr Radosław Grabowski and Mr Robert Pusz; as persons with knowledge and skills in the sector in which the Bank operates – Mr Artur Kucharski, Mr Radosław Grabowski and Mr Robert Pusz.

As of 31 December 2024, the Committee was composed of the following members:

- |                      |                           |
|----------------------|---------------------------|
| ▪ Artur Kucharski    | Chairman of the Committee |
| ▪ Radosław Grabowski | Member of the Committee   |
| ▪ Robert Pusz        | Member of the Committee   |

The composition of the Committee has not changed as of the date of the report.

Most members of the Audit Committee of the Supervisory Board did not have any actual or significant connections with a shareholder holding at least 5% of the total number of votes in the company.

During the reporting period, 14 meetings of the Audit Committee took place, including 1 combined meeting with the Risk Committee of the Supervisory Board and 3 combined meetings with the Supervisory Board of the Bank.

In 2024, the Audit Committee of the Bank's Supervisory Board, in accordance with the provisions of the Act of 11 May 2017 on statutory auditors, audit firms and public oversight, performed tasks related in particular to:

- 1) monitoring the Bank's financial reporting process, including analysis of financial statements and their compliance with applicable regulations and accounting standards;
- 2) monitoring the effectiveness of internal control systems, risk management and compliance of the Bank's activities with legal regulations;

- 3) monitoring the performance of financial audit activities;
- 4) controlling and monitoring the independence of the statutory auditor and audit firm.

In addition, the Audit Committee has begun preparations for monitoring the sustainability reporting process in the next reporting period.

The Committee received information on important accounting and financial reporting issues, controlled and monitored independence of the statutory auditor and the entity authorised to audit financial statements. Depending on the issues discussed, Members of the Management Board, Directors of the Bank's Departments as well as representatives of the audit firm were invited to the meetings of the Audit Committee. The Audit Department Director as well as the Compliance Department Director or their deputies permanently participated in the meetings of the Committee. The Committee's decisions were made in the form of resolutions or were confirmed by an entry in the minutes. During the meetings, the Committee also formulated recommendations intended to prepare analyses and reports by individual Departments of the Bank.

As regards monitoring the financial reporting process, the Committee analysed materials from the annual review of the Accounting Policy, the financial reporting process, including financial and accounting processes, in terms of their validity, reliability, effectiveness and compliance with the law. In addition, the Committee received information on material accounting and reporting issues and developments, key activities and key projects underway at the Accounting Department in 2024, and other key information, including an assessment of the reporting process, additional services provided by the audit firm in 2024, and the adequacy of resources and turnover in key positions at the Accounting Department.

As regards monitoring of the performance of financial review activities and controlling and monitoring the independence of the statutory auditor and entity authorised to examine financial statements, the Audit Committee periodically met with the Bank's auditor and the Member of the Management Board of the Bank supervising finances, as well as assessed the independence of the auditor and audit firm, including supervision of the services provided by the statutory auditor and audit firm. In the financial year 2024, the audit firm auditing the financial statements provided permitted services other than audit to the Bank. The Committee each time assessed the independence of the audit firm and granted consent for the provision of such services. The Committee was kept informed about the effectiveness of the financial audit process and supervised the areas indicated by the statutory auditor as particularly exposed to risk during the audit. The Committee obtained appropriate statements from the audit firm on compliance with the relevant legal and ethical requirements regarding its independence and information on the safeguards applied to counteract the threat to this independence.

The Committee informed the Supervisory Board of the results of the audit of the financial statements and explained how the audit contributed to the integrity of financial reporting at the Bank, as well as the Committee's role in the audit process.

During the reporting period, the Audit Committee also issued a recommendation to the Bank's Supervisory Board regarding the selection of an entity authorised to provide the Bank with an additional assurance service concerning the sustainability reporting of the Alior Bank Group.

As regards monitoring the effectiveness of the control system, risk management systems and internal audit, the Committee received reports prepared by the Audit Department, including, among other things, information on the results of audits carried out (including, where relevant, information relating to sustainable development issues in the audited processes), progress in implementing recommendations, reports on the implementation of the audit plan, including the annual report on the activities of the Audit Department, and a summary presentation: *Annual assessment of the Bank's internal control system (ICS) and assessment of the Bank's risk management system (RMS)*.

The Committee provided its opinion on the proposed audit plan for the year to come, taking into account the risk analysis and the resources at hand necessary to implement the plan. In addition, the Committee supported the Audit Department in situations where irregularities in the activities of the audit entities were identified. The Committee regularly received reports prepared by the Compliance Department, including the annual report on the implementation of the Compliance Department's tasks, information on the functioning of the internal control system at Alior Bank S.A. and the reputation risk report.

A summary of the annual results in the area of risk, including the settlement of risk appetite and the implementation of risk policy, was also presented at the Audit Committee meetings.

## Nomination and Remuneration Committee

The Remuneration Committee was appointed by Resolution No. 87/2011 of the Bank's Supervisory Board of 7 December 2011, and on 21 December 2016, the Remuneration Committee was transformed into the Nomination and Remuneration Committee.

The key responsibilities of the Committee include:

- providing opinions on the Remuneration Policy in order to ensure compliance of the terms and conditions of remuneration with regulations, especially the Regulation of the Polish 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;



- providing opinions on the classification of jobs, which is governed by the pay policy with regard to individuals having material impact on the risk profile of the Bank (Material Risk Takers – MRTs), providing opinions on annual objectives; providing opinions and monitoring variable pay of the MRTs;
- preparing opinions, assessments, or recommendations on candidates to the Management Board of the Bank, on the conclusion, amendment, and termination of contracts with Members of the Management Board of the Bank, regarding the structure, size, composition, and effectiveness of the Management Board of the Bank's operation as a body, as well as knowledge, skills and experience of individual Members of the Management Board of the Bank;
- Preparing opinions, assessments, or recommendations on other personnel matters for which the Supervisory Board or Committee is responsible under internal regulations and applicable laws.

As at 1 January 2024, the Committee was composed of:

- |                                |                             |
|--------------------------------|-----------------------------|
| ▪ Małgorzata Erlich-Smurzyńska | Chairwoman of the Committee |
| ▪ Dominik Witek                | Member of the Committee     |
| ▪ Marek Pietrzak               | Member of the Committee     |
| ▪ Filip Majdowski              | Member of the Committee     |
| ▪ Jacek Kij                    | Member of the Committee     |

During the reporting period, the composition of the Committee was changed as follows.

- In connection with the resignation of Mr Filip Majdowski, taking into account the recommendation of the Nomination and Remuneration Committee of the Supervisory Board, on 18 March 2024, the Supervisory Board of the Bank established the following composition of the Committee: Chairwoman of the Committee: Ms Małgorzata Erlich-Smurzyńska and members of the Committee: Mr Dominik Witek, Mr Marek Pietrzak, Mr Jacek Kij.
- On 7 May 2024, the Supervisory Board of the Bank, in connection with the fact that on 26 April 2024 the Annual General Meeting of the Bank made changes to the composition of the Supervisory Board of the Bank, adopted a resolution on the composition of the committee, appointing Mr Jarosław Mastalerz, Mr Maciej Gutowski and Mr Jan Zimowicz to the Committee. On the same day, Mr Jarosław Mastalerz was appointed Chairman of the Committee.

- Following Mr Jarosław Mastalerz's resignation, on 14 November 2024, the Bank's Supervisory Board adopted a resolution on the composition of the Committee, appointing Mr Rafał Janczura as a new member of the Committee. On the same day, Mr Jan Zimowicz took over as Chairman of the Committee.
- Due to personnel changes in the Supervisory Board and the appointment of Mr Paweł Wajda to its composition, on 19 December 2024, the Bank's Supervisory Board adopted a Resolution regarding changes in the Committee's composition, appointing Mr Paweł Wajda as a Member of the Committee in place of Mr Rafał Janczura.

As of 31 December 2024, the Committee was composed of the following members:

- |                   |                           |
|-------------------|---------------------------|
| ▪ Jan Zimowicz    | Chairman of the Committee |
| ▪ Maciej Gutowski | Member of the Committee   |
| ▪ Paweł Wajda     | Member of the Committee   |

The composition of the Committee as of the date of the report was as follows:

- |                      |                           |
|----------------------|---------------------------|
| ▪ Wojciech Kostrzewa | Chairman of the Committee |
| ▪ Jan Zimowicz       | Member of the Committee   |
| ▪ Maciej Gutowski    | Member of the Committee   |

The Committee held 13 meetings in 2024.

In March 2024, the Committee (composed of: Małgorzata Erlich-Smurzyńska, Filip Majdowski, Dominik Witek, Marek Pietrzak and Jacek Kij) and in April 2024, the Committee (composed of: Małgorzata Erlich-Smurzyńska, Dominik Witek, Marek Pietrzak and Jacek Kij) assessed the achievement of objectives by the Bank's Management Board members and Material Risk Takers (MRT) for 2023. Additionally, the Committee recommended the payout of deferred variable compensation tranches from previous years and addressed the allocation of variable compensation for 2023 for MRT who are not members of the Management Board. In December 2024, after obtaining new information on the basis for awarding variable remuneration, the Committee (composed of: Jan Zimowicz, Maciej Gutowski and Rafał Janczura (not participating in the committee meeting)) recommended that the Supervisory Board of the Bank postpone the decision on granting variable remuneration to members of the Bank's Management Board for 2023 and to continue the assessment process and postpone the decision on the acquisition of the right to deferred variable remuneration tranches for the years 2021-2022.

The Committee commented on updates to the MRT List in April, August and October 2024.

The Committee recommended to the Bank's Supervisory Board that the President and Vice Presidents of the Bank's Management Board be dismissed from their positions on the Bank's Management Board, and recommended that the Bank's Supervisory Board initiate and conduct recruitment proceedings for the positions of members of the Bank's Management Board.

Based on the Bank's policies in the area of selection and assessment of suitability, dedicated to the Management Board and the Supervisory Board of the Bank during meetings in 2024, and in connection with changes in the composition of the management and supervisory bodies, the Committee carried out the following suitability assessments: initial individual assessments of the suitability of candidates for the positions of members of the Bank's Management Board and of a candidate who is a member of the Bank's Supervisory Board in the context of his delegation to temporarily perform functions in the Bank's Management Board; secondary individual assessments of the suitability of members of the Bank's Management Board; collective assessments of the suitability of the Bank's Management Board; secondary individual assessments of the suitability of members of the Bank's Supervisory Board (including candidates for the Audit Committee of the Bank's Supervisory Board); secondary annual individual assessments of the suitability of members of the Bank's Supervisory Board and collective assessments of the suitability of the Bank's Supervisory Board (including the Audit Committee of the Bank's Supervisory Board).

The Committee prepared recommendations for the Bank's Supervisory Board regarding the establishment and changes in the composition of its advisory committees.

In 2024, the Committee prepared a recommendation to the Bank's Supervisory Board on the implementation of the List of reserve personnel for positions on the Management Board of Alior Bank S.A.

Based on the provisions of the Development Policy for Members of the Management Board and Supervisory Board of Alior Bank S.A., in 2024 the Committee prepared and recommended to the Bank's Supervisory Board development plans for Members of the Management Board and Supervisory Board of the Bank.

In 2024, the Committee recommended initiating and carrying out a development programme for the Bank's managerial staff aimed in particular at strengthening the Bank's managerial staff by orienting them towards personal development following the Bank's needs and strategy, preventing turnover among the Bank's managerial staff, building capacity to list reserve staff for the Bank's managerial staff, and supporting the process of preventing the occurrence of several vacancies in the Bank's key managerial staff positions in the short term.

In the regulatory area, in connection with changes and updates to external regulations and the need for updates resulting from adjustments to internal processes, the Committee reviewed and

recommended to the Bank's Supervisory Board updates to the Bank's existing policies – remuneration (i.e. Remuneration Policy of Alior Bank S.A.) and selection and assessment of suitability (i.e. Policies for the selection and assessment of the suitability of members of the Supervisory Board of Alior Bank S.A. and Policies for the selection and assessment of the suitability of persons comprising the governing bodies of the Brokerage House of Alior Bank S.A.). In addition to the above, the Committee recommended that the Supervisory Board of the Bank adopt amendments to the Regulations of the Nomination and Remuneration Committee of Alior Bank S.A.

## Risk Committee

The Risk Committee of the Bank's Supervisory Board was established by Resolution No. 81/2015 of the Supervisory Board of 22 December 2015 to support the Bank's Supervisory Board in overseeing the risk management system at the Bank.

The Committee operates on the basis of the Regulations of the Risk Committee of the Supervisory Board of Alior Bank, approved by the Supervisory Board.

The tasks of the Committee are based on 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 policies in banks and from the Banking Law.

As at 1 January 2024, the Committee was composed of:

- |                                |                           |
|--------------------------------|---------------------------|
| ▪ Ernest Bejda                 | Chairman of the Committee |
| ▪ Dominik Witek                | Member of the Committee   |
| ▪ Małgorzata Erlich-Smurzyńska | Member of the Committee   |
| ▪ Paweł Knop                   | Member of the Committee   |
| ▪ Jacek Kij                    | Member of the Committee   |

During the reporting period, the composition of the Committee was changed as follows.

- In connection with personnel changes in the composition of the Bank's Supervisory Board, taking into account the recommendation of the Supervisory Board's Nomination and Remuneration Committee, on 7 May 2024, the Supervisory Board established the following composition of the Committee: Chairman of the Committee: Mr Jan Zimowicz and Members of the Committee: Mr Jarosław Mastalerz and Mr Artur Chołody.
- On 24 May 2024, in connection with the delegation of Mr Artur Chołody to temporarily perform the duties of Vice President of the Bank's Management Board supervising the work

of the Bank's Management Board, the Bank's Supervisory Board, taking into account the recommendation of the Nomination and Remuneration Committee, established the following composition of the committee: Chairman of the Committee: Mr Jan Zimowicz and Members of the Committee: Mr Jarosław Mastalerz, Mr Artur Kucharski.

- In connection with the expansion of the composition of the Bank's Supervisory Board by the Extraordinary General Meeting on 17 July 2024, the Supervisory Board, taking into account the recommendation of the Nomination and Remuneration Committee, on 20 August 2024, established the following composition of the Committee: Chairman of the Committee: Mr Robert Pusz and members of the Committee: Mr Artur Kucharski, Mr Jarosław Mastalerz, Mr Jan Zimowicz.
- Following the resignation of Mr Jarosław Mastalerz, the Bank's Supervisory Board, taking into account the recommendation of the Nomination and Remuneration Committee, on 18 December 2024, established the following composition of the Committee: Chairman of the Committee: Mr Robert Pusz, and members of the Committee: Mr Artur Kucharski, Mr Jan Zimowicz.

As of 31 December 2024, the Committee was composed of the following members:

- |                   |                           |
|-------------------|---------------------------|
| ▪ Robert Pusz     | Chairman of the Committee |
| ▪ Artur Kucharski | Member of the Committee   |
| ▪ Jan Zimowicz    | Member of the Committee   |

The composition of the Committee as of the date of the report was as follows:

- |                   |                           |
|-------------------|---------------------------|
| ▪ Robert Pusz     | Chairman of the Committee |
| ▪ Artur Kucharski | Member of the Committee   |
| ▪ Waldemar Maj    | Member of the Committee   |

The composition of the Committee ensures an adequate level of supervision over the entrusted area of the Bank's activity. Each Committee Member has appropriate knowledge and competence to supervise the implementation of the risk management strategy at the Alior Bank S.A. Group and the Bank's willingness and preparedness to take risks, thereby guaranteeing the proper performance of its duties.

The primary tasks of the Risk Committee of the Supervisory Board include, in particular:

- supporting the Supervisory Board of the Bank in overseeing the risk management system within the Bank;
- providing opinions on the Bank's readiness to accept risk, which has been quantified in the risk appetite;

- Reviewing the Bank's risk management strategy and analysing reports submitted by the Management Board regarding its implementation, including periodic reports on capital adequacy, credit risk, operational risk, market risk, liquidity risk, model risk, compliance risk, and reputational risk;
- monitoring issues related to the implementation of the audit plan and recommendations issued by the Audit Department;
- issuing opinions/conclusions on materials concerning the risk management system, including the annual reports of the Risk Strategy Department, Compliance Department, and Audit Department, to enable the Supervisory Board to assess the adequacy and effectiveness of the internal control system and risk management system;
- supporting the Supervisory Board of the Bank in overseeing the implementation of the Bank's risk management strategy by senior management;
- verifying compliance of the price of liabilities and assets offered to customers with the Bank's business model and its risk strategy, and, in the event of non-compliance, submitting proposals to the Bank's Management Board aimed at ensuring that the prices of liabilities and assets are adequate to these risks;
- issuing opinions on regulations defining the Bank's strategy and policy governing the approach to risk-taking, the approval of which falls within the competence of the Supervisory Board;
- analysing cyclical reports on the implementation of the above strategies and policies.

During the reporting period, the Committee held 9 meetings and one joint meeting of the Risk Committee of the Supervisory Board and the Audit Committee of the Supervisory Board.

During the meetings of the Risk Committee of the Supervisory Board, key risk-related issues were discussed, particularly concerning the implementation of the risk appetite framework, the Bank's capital position, the quality of the loan portfolio, the largest credit exposures/capital groups, and issues related to the identification and analysis of key risks that could impact the Bank's operations.

As part of the ongoing monitoring of the Bank's risk management system, the Committee received periodic risk reports containing information on credit risk, capital ratios (capital adequacy), market risk, liquidity risk, operational risk, model risk, as well as compliance and reputational risk, which included data regarding the Bank and its significant subsidiaries. The Committee also reviewed the periodic assessment of the mortgage-backed loan portfolio covered by Recommendation S and the retail exposures portfolio covered by Recommendation T.

The Committee's work also included matters related to credit concentration risk, the treasury transactions portfolio risk, and counterparty limits portfolio, as well as the results of the review of the adequacy of asset and liability pricing. The results of the Bank's stress tests and the internal capital adequacy assessment process (ICAAP) review were discussed.

In the context of monitoring issues related to the implementation of the audit plan and recommendations issued by the Audit Department, the Committee reviewed periodic reports from the Audit Department.

The Committee also reviewed the Bank's evaluation of its investment policy, as well as information on the ongoing process of selling the Business Customer's NPL portfolio.

The Committee provided opinions and recommended that the Supervisory Board approve key regulations defining the Bank's strategy and policies in the area of risk management.

The Committee's recommendations also covered proposals regarding updates to the risk appetite in terms of capital adequacy, interest rate risk, as well as the update of strategic limits for key risk types, including internal capital allocation limits for 2024, and the Strategy and Risk Appetite for 2025.

During the reporting period, the Committee reviewed informational materials, which included, among others, issues related to compliance with the Interest Rate Risk in the Banking Book (IRRBB) European Banking Authority (EBA) requirements concerning Supervisory Outlier Tests Net Interest Income (SOT NII), as well as management challenges arising from the need to meet two opposing measures: NII and Economic Value of Equity (EVE).

During the joint meeting of the Risk Committee of the Supervisory Board and the Audit Committee of the Supervisory Board, the members of both Committees issued appropriate recommendations concerning materials related to the risk management system, including the annual reports of the Risk Strategy Department, Compliance Department, and Audit Department, to enable the Supervisory Board of the Bank to assess the adequacy and effectiveness of the internal control system and risk management system.

Depending on the matters discussed, representatives of the Bank were invited to Committee meetings, while the Director of the Audit Department and the Director of the Compliance Department are permanent attendees of the Committee's meetings.

The Committee presented its recommendations to the Supervisory Board in the form of resolutions. Based on the periodic reports received, the Committee regularly monitored the effectiveness of the risk management system in the Bank.

### **Strategy and Development Committee of the Supervisory Board of the Bank**

The Bank Strategy and Development Committee of the Supervisory Board was established by Resolution No. 143/2020 of the Bank's Supervisory Board, dated 30 September 2020, to support the Supervisory Board in providing opinions and recommendations to the Supervisory Board on the Bank's development strategy and recommendations for planned investments affecting the Bank's assets. The Committee operates on the basis of the Regulations of the Bank Strategy and Development Committee of the Supervisory Board of Alior Bank S.A. approved by the Supervisory Board.

The actions taken by the Committee are advisory in relation to decisions made by the Supervisory Board. Its primary objective is to enhance the effectiveness of supervisory activities, particularly in evaluating key strategic documents submitted by the Management Board, such as the Bank's development strategy. Additionally, the Committee assesses proposed investments that could significantly impact the Bank's assets.

Key responsibilities of the Committee include reviewing and issuing recommendations to the Supervisory Board on:

- approving the Bank's long-term development plans developed by the Management Board of the Bank;
- pursuing the Bank's long-term development programmes, including reports on projects implemented at the Bank;

issuing opinions on applications of the Management Board of the Bank concerning the creation and accession of the Bank as shareholder (stockholder) to companies and divestment of shares (stocks) where those investments are of a long-term and strategic nature.

As at 1 January 2024, the Committee was composed of:

- |                                |                           |
|--------------------------------|---------------------------|
| ▪ Filip Majdowski              | Chairman of the Committee |
| ▪ Małgorzata Erlich-Smurzyńska | Member of the Committee   |
| ▪ Dominik Witek                | Member of the Committee   |
| ▪ Paweł Knop                   | Member of the Committee   |

During the reporting period, the composition of the Bank's Strategy and Development Committee underwent several of the following changes.

- Following the resignation of Mr Filip Majdowski from his position as a member of the Supervisory Board on 7 March 2024, the Supervisory Board of the Bank, taking into account the recommendation of the Nomination and Remuneration Committee, appointed the



following members of the Supervisory Board on 18 March 2024: Chairman of the Supervisory Board: Mr Dominik Witek and members of the Supervisory Board: Ms Małgorzata Erlich-Smurzyńska, Mr Paweł Knop.

- Following further personnel changes in the composition of the Supervisory Board made by the Annual General Meeting of the Bank and following the recommendation of the Nomination and Remuneration Committee, on 7 May 2024, the Supervisory Board established the following composition of the Committee: Chairman of the Committee: Mr Jan Zimowicz and Member of the Committee: Mr Jarosław Mastalerz.
- Following further personnel changes in the composition of the Supervisory Board, following the recommendation of the Nomination and Remuneration Committee, on 20 August 2024, the Supervisory Board established the following composition of the Committee: Chairman of the Committee: Mr Jan Zimowicz and Members of the Committee: Mr Rafał Janczura, Mr Jarosław Mastalerz.
- Following the resignation of Mr Jarosław Mastalerz from his position as a member of the Bank's Supervisory Board on 6 November 2024, the Supervisory Board, on 19 December 2024, taking into account the recommendation of the Nomination and Remuneration Committee, established the following composition of the Committee: Chairman of the Committee: Mr Jan Zimowicz and Members of the Committee: Mr Rafał Janczura and Mr Radosław Grabowski.

As at 31 December 2024, the Committee was composed of:

- |                      |                           |
|----------------------|---------------------------|
| ▪ Jan Zimowicz       | Chairman of the Committee |
| ▪ Rafał Janczura     | Member of the Committee   |
| ▪ Radosław Grabowski | Member of the Committee   |

The composition of the Committee as of the date of the report was as follows:

- |                      |                           |
|----------------------|---------------------------|
| ▪ Jan Zimowicz       | Chairman of the Committee |
| ▪ Radosław Grabowski | Member of the Committee   |
| ▪ Waldemar Maj       | Member of the Committee   |

The composition of the Committee ensures an adequate level of supervision over the entrusted area of the Bank's activity. Each Member of the Committee has appropriate knowledge and competence to perform the tasks entrusted by the Supervisory Board in the field of opinion and advice for recommendations concerning strategies and investments undertaken by the Bank.

The Committee held 3 meetings in 2024.

- 1) During the meeting held on 14 February 2024:

- a regular review of progress in the implementation of the strategy for Q4 2023 was discussed;
- a resolution recommending approval of the following material to the Bank's Supervisory Board was adopted: Operationalisation of the Strategy 2023-2024 "Bank for Everyday Life, Bank for the Future" in the ESG area, including KPIs supporting the ESG area;
- information on the progress of the implementation of new mortgage processes in the SWK Exit project was presented.

2) During the meeting held on 18 November 2024:

- a regular review of progress in the implementation of the strategy for Q3 2024 was discussed;
- the status of work on the Bank's new strategy for 2025-2027 was discussed.

3) During the meeting held on 20 December 2024, among other things:

- the status of work on the Bank's new strategy for 2025-2027 was discussed;
- a workshop with a consulting firm to support the process of developing a new strategy was held.

In addition, on 17 October 2024, the Committee adopted a resolution expressing a positive opinion on the amendment to the Regulations of the Strategy and Development Committee of the Supervisory Board and decided to submit the Regulations to the Supervisory Board for approval. On 23 October 2024, the Supervisory Board adopted updated Regulations of the Committee. The update of the Committee's regulations was implemented in accordance with the Recommendations of the Polish Financial Supervision Authority regarding the rules for selecting Committee members (Recommendation 10.3) and the rules for recording minutes of meetings (Recommendation 10.4).

Reports on the status of implementation of the strategy and project portfolio for the first and second quarters of 2024 were submitted to the members of the Strategy Committee via direct remote communication.

On 3 March 2025, the Supervisory Board reviewed the reports on the activities of the above-mentioned Committees of the Supervisory Board in 2024, approved their content and positively assessed the work of the Committees in 2024.

## **Assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board and the Management Board and the effectiveness of these bodies**

In line with Recommendation Z of the Polish Financial Supervision Authority concerning corporate governance in banks, and especially Recommendation 8.9 concerning the adequacy of internal regulations related to the operation of the and the Management Board as well as the effectiveness of operation of these bodies, an assessment of the Management Board of the Bank by the Supervisory Board and self-assessment of the Supervisory Board was carried out.

### **Assessment of the Management Board of the Bank**

Having regard to the self-assessment of the Management Board of the Bank, the Supervisory Board assessed the adequacy of internal regulations concerning the operation and effectiveness of the Management Board of the Bank, including:

- Regulations of the Management Board of Alior Bank S.A.;
- Organisational Regulations of Alior Bank S.A.;
- Organisational Regulations of the Head Office of Alior Bank S.A.;
- Policy for the Selection and Suitability Assessment of Members of the Management Board of Alior Bank S.A.

The Supervisory Board assessed that the aforementioned regulations are adequate, consistent with the law and requirements of supervisory bodies and enable the Management Board to operate effectively and efficiently. The Supervisory Board confirmed that as an institution, the Bank is organised in a transparent and structured manner that takes into account the size and profile of risk as well as the nature and scale of activity, and in a way that ensures the achievement of the designated targets of the business and proper response to changing external conditions or sudden and unexpected events, effective flow and protection of information enabling the effective performance of tasks by the Management Board of the Bank. The duties of the Management Board of the Bank ensure that the body can operate effectively to implement the adopted management strategy. The solutions adopted in the aforementioned regulations guarantee the members of the Bank's Management Board access to all information, as well as the possibility of using external advisors and expertise. In the opinion of the Supervisory Board, the tasks of the Supervisory Board

and the Management Board of the Bank are coordinated with each other and ensure effective operation of both bodies to implement the management strategy of the Bank. The adopted solutions ensure that Members of the Supervisory Board and the Management Board of the Bank correctly understand the principles of management in place at the Bank, their role and are aware of the risk culture at the Bank.

### Self-assessment of the Supervisory Board

In line with the rights and obligations specified in: The Code of Commercial Partnerships and Companies, the Banking Law, recommendations of the Polish Financial Supervision Authority, the Best Practice of WSE Listed Companies and the Articles of Association of the Bank, in 2024 the Supervisory Board held constant supervision over the activities of the Bank. The activities of the Supervisory Board were supported by the Committees acting under the Supervisory Board, i.e.

The Supervisory Board performed a self-assessment of the adequacy of internal regulations concerning the operation and effectiveness of the Supervisory Board, i.e.:

- Articles of Association of Alior Bank S.A.;
- Organisational Regulations of Alior Bank S.A.;
- Regulations of the Supervisory Board of Alior Bank S.A.;
- Regulations of the Audit Committee of the Supervisory Board of Alior Bank S.A.;
- Regulations of the Nomination and Remuneration Committee of the Supervisory Board of Alior Bank S.A.;
- Regulations of the Risk Committee of the Supervisory Board of Alior Bank S.A.;
- Regulations of the Bank Strategy and Development Committee of the Supervisory Board of Alior Bank S.A.;
- Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.;

In the opinion of the Supervisory Board, the regulations concerning the operation and effectiveness of the supervisory body adequately reflect the specificities of the Bank's operations as well as its size and organisational structure. They comply with the statutory requirements arising from the provisions of law and recommendations of the Polish Financial Supervision Authority as well as EBA Guidelines on internal governance, which effectively contributes to prudent management of the Bank.

Furthermore, in the opinion of the Supervisory Board, the internal regulations governing the functioning of the Supervisory Board and the Management Board of the Bank are prepared by the Bank with due diligence and are subject to periodic reviews, during which the need to update their content is identified in line with: changes in legal regulations, changes resulting from the regulatory environment, and adjustments to current needs. In order to ensure the above, the following are implemented at the Bank: Instruction on the functioning of the internal legislation system at Alior Bank S.A. describing the rules for drafting, updating and repealing internal regulations, specifying the framework of substantive responsibility, opinion-making process and a range of detailed provisions on the issuing of opinions on regulations at the Bank, and Rules for the annual review of internal regulations, which lay down guidelines on the annual review of internal regulations. The activities specified in the regulations standardise the manner in which the Bank conducts regulatory reviews, improves their quality, and ensures compliance of the regulations with the provisions of law and their consistency with other internal regulations of the Bank and the Control Function Matrix.

In the opinion of the Supervisory Board, the tasks of the Supervisory Board and the Management Board of the Bank are appropriately coordinated with each other and ensure effective operation of both bodies to implement the management strategy of the Bank. The adopted solutions ensure that Members of the Supervisory Board and the Management Board of the Bank correctly understand the principles of management in place at the Bank, their role and are aware of the risk culture at the Bank. In light of the above, the Supervisory Board positively assesses the adequacy of internal regulations concerning the functioning of that body and the effectiveness of its operations.

## Self-assessment of the suitability of the Supervisory Board

Pursuant to the Policy for the Selection and Suitability Assessment of Members of the Supervisory Board in effect in 2024, after the composition of the Supervisory Board has been changed the Supervisory Board performed a self-assessment of its collective suitability, which confirmed that an adequate number of Members of the Supervisory Board:

- meets the criteria of independence;
- has the required knowledge and skills in the area of accounting;
- has the required knowledge and skills in the area of auditing financial statements;
- has the required knowledge and skills related to the financial sector;

and all Members of the Supervisory Board of the Bank have at least a high level of competence to chair the proceedings (whereas the Supervisory Board of the Bank as a body has the required level

of other competencies) and declare readiness to devote a sufficient amount of time to perform their duties as Members of the Supervisory Board of the Bank.

At its meeting on 19 May 2025, the Supervisory Board conducted a self-assessment of the Supervisory Board's activities as the Bank's governing body in 2024.

In the opinion of the Supervisory Board, in 2024 this body fulfilled the obligations provided for by law, recommendations of supervisory authorities and other regulations (including the Bank's internal regulations) with due diligence, ensuring an adequate and effective level of supervision over all areas of the Bank's activities, taking into account the scale and specificities of the entity's activities.

The Supervisory Board considers that, in 2024, its work was conducted in an efficient and uninterrupted manner, and that conduct thereof, in particular at regular meetings of the Board and its committees, allowed all Members to obtain the necessary information, to take a position and to exchange views constructively. At the same time, the Supervisory Board positively assessed the cooperation with the Management Board of the Bank, as well as the interaction with its employees, in particular representatives of control functions. Materials, documents and information were received by the Supervisory Board without delay and were transparent and reliable and of a high level of content and exhaustiveness.

In the opinion of the Supervisory Board, the composition of this body throughout the reporting period was appropriate in the context of requirements arising from the provisions of law and expectations of the supervisory authority. The diversity of directions of education and professional experience of individual members of the Supervisory Board, as well as the participation of its independent members in the work of the body, enabled comprehensive supervision of various aspects of the Bank's activities.

The year 2024 was characterised by a high level of activity of the Supervisory Board *in corpore*, its committees, as well as individual members of that body. No significant absence levels were observed. Both the number of meetings and the agenda of the meetings of the Supervisory Board and its Committees have been assessed as sufficient to exercise effective control. Discussions within the Supervisory Board and its Committees were thorough and constructive.

Having regard to the above, the Supervisory Board positively assesses the activities of the Board as a body in 2024.

## Total

Having regard to the information presented in this report, the Supervisory Board positively assesses the manner in which the Supervisory Board functioned and operated in the financial year 2024, and positively assesses the performance of duties during the reporting period by all Members of the Supervisory Board.

The Supervisory Board positively assesses the effectiveness of its activities as well as the adequacy of internal regulations concerning the operation of the Supervisory Board.

The Supervisory Board requests the Annual General Meeting of the Bank to adopt this report on the activities of the Supervisory Board of the Bank in the financial year 2024 and to grant all Members of the Supervisory Board discharge in respect of their performance of their duties during the reporting period.

Warsaw, 19 May 2025

Signatures:

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Wojciech Kostrzewa  
Chair of the Supervisory Board

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Jan Zimowicz  
Deputy Chair of the  
Supervisory Board

.....

Radosław Grabowski  
Member of the Supervisory  
Board

.....

Maciej Gutowski  
Member of the Supervisory Board

.....

Artur Kucharski  
Member of the Supervisory  
Board

.....

Tomasz Kulik  
Member of the Supervisory  
Board

.....

Waldemar Maj  
Member of the Supervisory Board

.....

Robert Pusz  
Member of the Supervisory  
Board