

**Content of the resolutions adopted by the Annual General Meeting  
of Alior Bank S.A. convened for June 16, 2025, resumed after adjournment on July 7, 2025**

**Resolution No. 44/2025  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
dated July 7, 2025**

**on: appointment of a member of the Supervisory Board of Alior Bank Spółka Akcyjna**

§ 1

Pursuant to § 8(7) of the “Policy of the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.”, Article 385 § 1 of the Code of Commercial Companies and § 18(1) of the Articles of Association of the Bank, the Annual General Meeting:

- 1) approves the primary assessment of the suitability of the candidate: Ms. Agata Mazurowska - Rozdeiczer, for a member of the Supervisory Board of the Bank;
- 2) appoints Ms. Agata Mazurowska - Rozdeiczer to the Supervisory Board of the Bank.

§ 2

The resolution shall enter into effect into upon its adoption.

Shareholders representing jointly 91,140,440 valid votes from 91,140,440 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 69.81% of the share capital of ALIOR BANK S.A., whereby:

- 70,473,663 valid votes were cast in favor of the resolution;
- 13,895,777 vote were “against” the resolution;
- 6,771,000 votes were “abstained”;

The resolution has been adopted

**Resolution No. 45/2025  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
dated July 7, 2025**

**on: adoption of the updated “Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.”.**

Pursuant to § 17 (2)(11) of the Articles of Association of Alior Bank S.A. in conjunction with Article 22aa of the Act of 29 August 1997 – Banking Law, the Annual General Meeting of the Bank resolves as follows:

§ 1

The Annual General Meeting approves the “Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.” in the wording specified in Appendix 1 to this resolution.

§ 2

The resolution shall enter into effect into upon its adoption.

Appendix 1 to Resolution No. 45/2025 of the Annual General Meeting of Alior Bank Spółka Akcyjna of July 7, 2025 on: approval of the updated “Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.”.

**POLICY OF SELECTION AND SUITABILITY ASSESSMENT OF  
SUPERVISORY BOARD MEMBERS OF ALIOR BANK S.A.**

In order to assess whether the Supervisory Board Members meet the requirements referred to in Article 22aa of the Banking Law Act, the present “Policy of Selection and Suitability Assessment of Supervisory Board Members of Alior Bank S.A.” (“**Policy**”) is hereby adopted.

§ 1.

**DEFINITIONS**

Whenever the following terms or abbreviations are used in this Policy (including in Appendix 1 to the Policy), they shall be understood as follows:

**Shareholder**

A shareholder of the Bank proposing a candidate for a Supervisory Board Member before or during the General Meeting

**Bank**

Alior Bank Spółka Akcyjna with its registered office in Warsaw

<b>CRR</b>	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
<b>Best Practice</b>	Code of Best Practice for WSE Listed Companies (adopted by a resolution of the Stock Exchange Council)
<b>PFSA</b>	Polish Financial Supervision Authority
<b>Audit Committee</b>	Audit Committee of the Supervisory Board of the Bank
<b>Nomination Committee</b>	Nomination and Remuneration Committee of the Supervisory Board of the Bank
<b>Expert Unit</b>	A person or organisational unit of the Bank responsible for the HR substantive area appointed by the Nomination Committee
<b>Methodology</b>	Methodology for assessing the suitability of members of the bodies of: banks, protection scheme managers, insurance companies, reinsurance companies, pension companies (KNF - Polish Financial Supervision Authority [PFSA])
<b>Banking Law Act</b>	Banking Law Act of 29 August 1997
<b>Supervisory Board</b>	Supervisory Board of the Bank
<b>Recommendation Z</b>	Recommendation Z on the principles of internal governance in banks, issued by the PFSA
<b>Regulation concerning the scope of tasks to be performed by the nomination committee</b>	Regulation of the Minister of Finance of 7 May 2018 concerning the detailed scope of tasks to be performed by the nomination committee at major banks
<b>Act on Expert Auditors</b>	the Act of 11 May 2017 on Statutory Auditors, Audit Firms and Public Oversight
<b>Act on Trading</b>	the Act of 29 July 2005 on Trading in Financial Instruments
<b>Act on the Rules for Obtaining Information About the Criminal Record</b>	the Act of 12 April 2018 on the Rules for Obtaining Information About the Criminal Record of persons applying for employment and persons working in the financial sector
<b>Act on the Principles of Property Management</b>	the Act of 16 December 2016 on the Principles of State Property Management
<b>General Meeting</b>	General Meeting of the Bank

<b>Guidelines</b>	European Banking Authority guidelines on the assessment of the suitability of members of the management body and of persons performing key functions of 2 July 2021
<b>Management Board</b>	Management Board of the Bank
<b>PCG</b>	Principles of Corporate Governance for supervised institutions adopted under the Resolution of the Polish Financial Supervision Authority of 22 July 2014

## § 2.

### LEGAL BASIS

1. This Policy has been adopted under:
  - 1) Article 22 section 2 and 3 and Article 22a section 1 and 2 in conjunction with Article 22aa of the Banking Law Act,
  - 2) Article 9cd.5 of the Banking Law Act in conjunction with § 1 of the Regulation concerning the scope of tasks to be performed by the nomination committee,
  - 3) Article 9ce of the Banking Law Act,
  - 4) Article 111 section 6 to 6e of the Act on Trading,
  - 5) Article 129 section 3 of the Act on Statutory Auditors,
  - 6) Article 22 of the Act on the Principles of Property Management,
  - 7) the Act on the Rules for Obtaining Information About the Criminal Record.
2. This Policy has been adopted with concern to the Guidelines, Methodology and Best Practice.
3. If any provisions of this Policy prove to be inconsistent with generally binding provisions of law, relevant provisions of law should be applied when selecting and assessing Supervisory Board Members.

## § 3.

### OBJECTIVES, GENERAL AND DETAILED SCOPE

1. This Policy has been put into place in the Bank to exercise the obligations stemming from the binding law as well as to support the pursuit of the Bank's strategy by ensuring that the functions of the Supervisory Board Members are performed by individuals possessing the requisite competencies, skills and experience relevant to their functions and responsibilities, and who offer assurance of the proper performance of those duties.
2. The principles set out in this Policy shall apply to both candidates for the Supervisory Board and to its existing Members.
3. All individuals involved in the process of selecting and assessing the suitability of candidates for the Supervisory Board and current Supervisory Board Members are obliged to apply the provisions of this Policy.
4. This Policy sets forth the rules for the selection and suitability assessment of the Supervisory Board Members within the meaning of Article 22aa of the Banking Law Act, and of the Guidelines and Methodology.

#### **§ 4.**

#### **SELECTION AND ASSESSMENT PROCESS**

5. The process of selection and suitability assessment of the Supervisory Board Members is based on applicable laws, the provisions of the Bank's Articles of Association, the Rules of Procedure of the Supervisory Board of the Bank, and the Rules of Procedure of the General Meeting, as well as this Policy.
6. Supervisory Board Members are selected from a sufficiently wide group of candidates.
7. Nominations for Supervisory Board Members should be put forward in a sufficient time as to enable the shareholders participating in the General Meeting to make decisions with due consideration, yet not later than 3 days before the General Meeting. The nominations put forward, along with a complete set of materials relating to them, should be immediately published on the Bank's website.
8. The process of selecting and assessing the suitability of candidates for the Supervisory Board, as well as current Members, shall take into account the nature, scale, and complexity of the Bank's operations. In determining the composition of the Supervisory Board, including the number of its Members and the number of independent Members, the Bank shall particularly consider:
  - a) the size and complexity of the Bank's organisational structure, including the range of management,
  - b) the specificity of the Bank's operations, including the scope of activities, specialisation, legal form, sources of financing,
  - c) business plans of the Bank,
  - d) the position and importance of the Bank in the banking system,
  - e) shareholding composition.
9. The composition of the Supervisory Board should ensure that this body possesses competencies relevant to its functions, deriving from the specialist knowledge and experience of its individual Members.
10. Selection and assessment of Supervisory Board Members are held under the suitability assessment.
11. The selection and suitability assessment process for candidates and Supervisory Board Members shall be conducted with consideration for the diversity policy adopted by the Bank, as referred to in § 14 of this Policy.

#### **§ 5.**

#### **SCOPE OF ASSESSMENT**

The scope of the assessment shall comprise:

1. The individual suitability of a candidate for, or a Member of, the Supervisory Board to perform functions within the body, understood as the degree to which the person is deemed to possess a good reputation and independently hold an adequate level of knowledge (minimum requirement: higher education), skills and experience (minimum requirement: 60 months, of which at least 36 months must be in managerial positions) enabling the performance of duties as a Supervisory Board Member. Suitability also encompasses the individual's honesty, integrity, independence of judgement, and ability to devote sufficient time to perform their duties.
2. The individual suitability of a candidate for, and a Member of, the Audit Committee.
3. The collective suitability of the Audit Committee as a body.
4. The collective suitability of the Supervisory Board as a governing body.

## § 6.

### GROUNDS FOR ASSESSMENT

1. In order to ensure the individual suitability of the Supervisory Board Members, the Bank shall carry out individual assessments of their suitability.
2. To ensure the individual suitability of candidates for the Supervisory Board, a preliminary individual assessment shall be conducted by the Shareholder and the General Meeting prior to appointment.
3. The Nomination Committee and the Supervisory Board shall assess the individual suitability of a candidate for the Audit Committee prior to appointment, particularly in relation to the specific criteria required of Audit Committee Members, as defined by applicable legal provisions and the Bank's internal regulations.
4. The chairperson of the Supervisory Board should not combine their function with the management of the Audit Committee acting within the Board.
5. Suitability assessments of candidates for the Bank's other advisory committees shall be conducted by the Nomination Committee based on the current individual suitability assessments of the Supervisory Board Members.
6. The Bank shall conduct secondary assessments of the individual suitability of Supervisory Board Members in the following instances:
  - 1) annually,
  - 2) before communicating an intention to acquire a qualifying block of shares of a supervised entity or to become its parent entity (in the event of planned changes in the composition of the bodies),
  - 3) as part of inspection/review of the PCG,
  - 4) before the end of term of office of the Supervisory Board (regardless of whether there are plans to re-appoint a given person to another term),
  - 5) upon receipt of information that criminal charges or fiscal offences have been brought against a Supervisory Board Member, or that they have caused significant financial losses,
  - 6) in the event of new circumstances which may affect suitability assessment, in particular, with regard to identified cases of a potential conflict of interests or identification of shortcomings in the primary assessment process of the Supervisory Board Member concerned,
  - 7) if a given person is entrusted with additional competences/takes up additional roles (the assessment of time commitment and of conflicts of interests),
  - 8) if there are regular or gross cases of negative secondary individual or collective assessment of the Supervisory Board Members – in terms of guarantee of the Supervisory Board Members in the context of appointing or keeping such persons in the Management Board,
  - 9) upon identification of significant breaches of duty by Supervisory Board Members,
  - 10) when there are reasonable grounds to suspect that a money laundering or terrorist financing offence has been or is being committed or attempted in connection with an act or omission of certain members of the body, or that there is a higher risk of such an offence being committed in connection with the Bank's activities, in particular in situations where the Bank:
    - a) has failed to implement adequate internal control or oversight mechanisms to monitor and mitigate money laundering/terrorist financing risks (e.g., identified through on-site or off-site supervision, supervisory dialogue, or sanctions context);

b) has been found in breach of its anti-money laundering/terrorist financing obligations domestically or internationally;

or

c) has materially changed its business activities or business model in a way that suggests that its exposure to money laundering/terrorist financing risks has significantly increased.

7. The Bank assesses the collective suitability of the Supervisory Board each time:

- 1) before appointing the composition of a Bank's body to a new term of office (regardless of whether the composition of that body is the same or not),
- 2) before communicating an intention to acquire a qualifying block of shares of a supervised entity or to become its parent entity (in the event of planned changes in the composition of the bodies),
- 3) in the event of changes in the division of competences within the Supervisory Board (including membership of advisory committees);
- 4) before any changes are made to the composition of the Supervisory Board of the Bank, in particular the appointment, dismissal, resignation or suspension of its Member (or immediately thereafter if, for reasons beyond the Bank's control, it has not been possible to carry out a suitability assessment in advance - e.g. if a Supervisory Board Member resigns with immediate effect),
- 5) when there is a material change to the Bank's business model, risk appetite or strategy or structure at the individual level or at the Alior Bank Group level,
- 6) when there are reasonable grounds to suspect that a money laundering or terrorist financing offence has been or is being committed or attempted in connection with an act or omission of certain bodies of the Bank, or there is a higher risk of such an offence being committed in connection with the Bank's activities, in particular in situations where the Bank:
  - a) has failed to implement adequate internal control or oversight mechanisms to monitor and mitigate money laundering/terrorist financing risks (e.g., identified through on-site or off-site supervision, supervisory dialogue, or sanctions context);
  - b) has been found in breach of its anti-money laundering/terrorist financing obligations domestically or internationally; or
  - c) has materially changed its business activities or business model in a way that suggests that its exposure to money laundering/terrorist financing risks has significantly increased.
- 7) in the event of new circumstances which may affect the assessment of collective suitability of the members of the Supervisory Board,
- 8) as part of the PCG review;
- 9) when there is a significant change in the individual suitability assessment of any Member;
- 10) at the time of appointment and any change in the composition of the Audit Committee, in terms of whether an adequate number of its Members meet the criteria of independence as well as knowledge and skills in the field of accounting or auditing (i.e. compliance with the rules on the appointment and composition of the Audit Committee),
- 11) each time a Supervisory Board is entrusted *in gremio* with the function of an Audit Committee – to verify whether the relevant number of its Members meet the independence criteria and have knowledge and skills in accounting and examination of financial statements.

8. If there is more than one premise of the suitability assessment referred to in this paragraph at the same time, the suitability assessment may be carried out once.

## § 7.

### ASSESSMENT CRITERIA

1. The basic criteria for assessing suitability include:
  - 1) knowledge level, including education, training, titles and qualifications/degrees, in particular:
    - a) to have obtained higher education,
    - b) expected directional education (field of study related to the financial services sector, in particular in the field of banking and finance, economics, law, accounting, auditing, administration, financial regulations, information technology, and quantitative methods),
  - 2) the skills necessary for the performance of the function entrusted (both “hard” skills, resulting directly from the education and experience possessed, and “soft” skills, necessary for the management of the institution),
  - 3) in cases where gaps in specialist knowledge are identified which can be remedied in a short period, appointment to the Supervisory Board may be made subject to the condition that such knowledge is supplemented within a prescribed timeframe, not exceeding 3 months,
  - 4) professional experience, including performing a managerial or supervisory function in the past, and specialisation in relevant areas for the Bank’s operations, including in particular:
    - a) at least 60 months of professional experience, in principle in positions related to the financial services sector, in particular in financial institutions,
    - b) at least 36 months of experience in managerial positions, either as part of the management body or directly reporting to it;
  - 5) reputation, integrity and ethics, independence of judgement and absence of a conflict of interest,
  - 6) devoting enough time to perform the duties of a Supervisory Board Member,
  - 7) proficiency in the Polish language,
  - 8) clean criminal record, reputation, and financial situation (both current and historical, assessed in terms of susceptibility to undue pressure or an increased tendency to accept excessive risk);
  - 9) other relevant criteria for the Supervisory Board’s operations as the body, including activities in the Bank’s interest.
2. Suitability is also assessed in terms of the number of functions that a Supervisory Board Member may perform simultaneously, in accordance with Article 22aa sections 2 to 6 of the Banking Law Act, according to which:
  - 1) the number of functions of a management board or supervisory board member performed simultaneously by a Supervisory Board Member should depend on individual circumstances and the nature, scale, and degree of complexity of the Bank’s operations;
  - 2) A Supervisory Board Member may perform simultaneously no more than one function of a management board member and two functions of a supervisory board member, or four functions of a supervisory board member, provided that the above limitation does not apply to functions

performed by a Supervisory Board Member in non-business entities economic, as well as to persons representing the State Treasury in the Supervisory Board,

- 3) one function is regarded as:
  - a) functions of a management board or supervisory board member performed in entities belonging to the same capital group within the meaning of Article 3.1.44 of the Accounting Act of 29 September 1994;
  - b) functions of a Supervisory Board Member performed in:
    - i. entities covered by the same institutional protection system that meet the conditions referred to in Article 113.7 of the CRR, or
    - ii. entities in which the Bank holds a significant block of shares referred to in Article 4.1.36 of the CRR.
3. When assessing the suitability of a Supervisory Board Member, account is also taken of the fulfilment of the requirements referred to in Article 111(6b) of the Act on Trading, according to which members of the Supervisory Board of a bank conducting brokerage activities may not be persons found guilty by a valid court decision of a tax offence, an offence against document reliability, property, economic turnover, money and securities trading, crimes or offences specified in Article 305, Article 307 or Article 308 of the Act of 30 June 2000 - Industrial Property Law, or an offence specified in the laws referred to in Article 1(2) of the Act of 21 July 2006 on Financial Market Supervision and an offence constituting an infringement of equivalent provisions in force in other Member States.
4. When assessing Supervisory Board Members' suitability, the requirement of meeting the independence criteria is taken into account by at least two Supervisory Board Members, pursuant to § 18 section 4 of the Bank's Articles of Association in conjunction with Article 129 section 3 of the Act on Statutory Auditors.
5. In the banking sector, without prejudice to the presumption of innocence applicable in criminal proceedings and other fundamental rights, at least the following circumstances are taken into account in the assessment process:
  - a) convictions or pending criminal proceedings, in particular relating to: offences under the laws governing banking, finance, securities, insurance, securities markets or financial or payment instruments, including laws relating to money laundering, corruption, market manipulation or insider dealing and usury; offences of dishonesty, fraud or financial crime; tax offences; other offences under the laws relating to companies, bankruptcy, insolvency or consumer protection;
  - b) other relevant measures taken currently or in the past by a regulatory or professional body in relation to non-compliance with the banking, financial, securities or insurance regulations in question;
  - c) cases where there is a reasonable suspicion that an offence relating to money laundering or terrorist financing (Article 165a or Article 299 of the Act of 6 June 1997 - Penal Code) has been committed using the activities of a bank, a financial holding company or a mixed financial holding company, a reasonable suspicion of an attempt to commit that offence or the existence of an increased risk of committing that offence.
6. The assessment of collective suitability should also assess whether the authority, through its decisions, has demonstrated a sufficient understanding of the money laundering/terrorist financing risks and how they affect the institution's activities, and whether it has adequately managed those risks, including corrective measures where appropriate.

**§ 8.**

**PRIMARY ASSESSMENT OF THE SUITABILITY OF A CANDIDATE FOR A SUPERVISORY BOARD MEMBER**

1. The primary suitability of candidates to the Supervisory Board of the Bank is assessed by the Shareholder.
2. The expected level of competence of candidates and Supervisory Board Members is specified in **Appendix 1**.
3. The suitability assessment shall be performed by completing, initially by the candidate and subsequently by the Shareholder, the forms prescribed in the current PFSA Methodology set, which are made available to Shareholders together with the materials for the General Meeting.
4. Candidacy for the Supervisory Board is presented in accordance with the provisions of the Rules and Regulations of the General Meeting. When proposing a candidacy for a Supervisory Board Member, a participant in the General Meeting should present the suitability assessment result together with the candidate's CV, including, in particular, the candidate's education and previous professional experience.
5. The participant in the General Meeting proposing a candidacy for a Supervisory Board Member should provide an exhausting justification. In preparing the justification, the participant of the General Meeting assesses the individual suitability of the candidate, taking into account the provisions of Article 22 section 2 in connection with Article 22aa of the Banking Law Act, on the basis of the forms referred to in section 3 above made available by the Bank.
6. The participant of the General Meeting presenting the candidacy provides the Bank with the completed forms referred to in (3) above.
7. The primary assessment of individual suitability is approved by the General Meeting in the form of a resolution.
8. The Expert Unit communicates the final outcome of the initial assessment of the individual suitability of the Supervisory Board candidate to the Supervisory Board.

**§ 9.**

**SECONDARY INDIVIDUAL SUITABILITY ASSESSMENT  
OF A SUPERVISORY BOARD MEMBER**

1. Each Supervisory Board Member of the Bank is obliged to inform the Expert Unit promptly of any changes to the data covered by the content of the Suitability Assessment Form since their last assessment (e.g., involvement in legal proceedings, imposition of a ban on conducting business activity, attainment of additional qualifications, changes in supplementary professional activities, etc.).
2. The Expert Unit maintains a register of external professional and political functions held by Supervisory Board Members. This register shall be updated without delay upon notification of any changes by the respective Member.
3. In the cases specified in § 6 section 5, the Nomination Committee decides to initiate the secondary assessment of the individual suitability of a Supervisory Board Member and requests the Expert Unit to carry out the necessary actions in this regard.
4. The Expert Unit, taking into account:
  - 1) an event leading to the need for a secondary assessment of individual suitability,
  - 2) documentation of the prior assessment of the individual suitability of the Supervisory Board Member

- determines to what extent a secondary assessment of individual suitability should be carried out.

5. In principle, the secondary assessment of individual suitability covers the full range of criteria. However, if the need to carry out an assessment arises from:

- 1) receipt of information that a Supervisory Board Member has been charged in criminal proceedings or in proceedings for a fiscal offence or has caused significant property damage,
- 2) new circumstances coming to light that may affect the assessment of the suitability of a Supervisory Board Member, in particular with regard to identified cases of potential conflict of interest

- the assessment of suitability may be limited to clarifying the aforementioned circumstances.

6. Taking into account the scope of the assessment of individual suitability established in the previous action, the Expert Unit prepares a list of information and statements to be provided by the Supervisory Board Member. The Expert Unit selects the appropriate forms to be completed according to the current statement for the PFSA Methodology, published on the PFSA website.

7. A Supervisory Board Member prepares the information and statements indicated on the list provided by the Expert Unit. The Supervisory Board Member attaches the documents indicated in the questionnaires to confirm the veracity of the information contained in them. A Supervisory Board Member is obliged to present information on individual suitability assessment criteria, as long as it has not changed, has not been updated or outdated since the previous assessment. If the information from the previous suitability assessment is still valid, a Supervisory Board Member may make a statement in this regard. With regard to the assessment of warranty (including a clean criminal record) and devoting sufficient time to the performance of his or her duties, a Supervisory Board Member is required to provide complete information in each case, unless such information has been provided within the last 12 months.

8. The Expert Unit verifies whether the documents referred to in section 5 above have been completed and contain all the necessary information, including the identification of deficiencies requiring adjustment or completion, and forwards the documents to the Supervisory Board Member for adjustment/completion.

9. The Substantive Unit shall verify the respective content areas of the Suitability Assessment Form with the relevant organisational units of the Bank, namely:

a) the Compliance Department – in respect of Sections F: “integrity” and G: “financial situation and conflict of interest” (within the scope of the Compliance Department’s competence);

b) the Legal Department – in respect of Sections I: “accumulation of functions” and J: “time commitment” (within the scope of the Legal Department’s competence);

c) the Audit Department – in respect of Section F: “integrity” (insofar as concerns findings resulting from internal audit reviews);

d) other Bank units – depending on the subject matter requiring verification.

10. The Expert Unit performs an initial assessment of the documents and information submitted by the Supervisory Board Member referred to in (5) or revised/completed in accordance with (6) above. It documents the process by completing the Bank-reserved sections of the questionnaires, and forwards the file to the Nomination Committee. Afterwards, the Expert Unit provides the documentation to the Nomination Committee.

11. The Nomination Committee carries out a secondary assessment of individual suitability on the basis of the available information held on the Supervisory Board Member concerned which is relevant to the

assessment. A member of the Nomination Committee is not involved in their own secondary individual suitability assessment process.

12. In carrying out the secondary assessment of individual suitability, the Nomination Committee may be assisted by an external adviser.
13. The Nomination Committee prepares a recommendation on the secondary assessment of the individual suitability of the Supervisory Board Member. If the result of the assessment is positive, the Nomination Committee recommends a positive assessment of the suitability of the Supervisory Board Member and that he/she remain entrusted with the function of Supervisory Board Member. In the event that the suitability assessment results in objections against a Supervisory Board Member that can be removed as a result of corrective measures, the Nomination Committee may recommend such corrective measures. In the event of a negative assessment, the Nomination Committee recommends that an Extraordinary Meeting of Shareholders be convened in order to remove a Supervisory Board Member from their position. The Nomination Committee communicates its recommendation to the Supervisory Board and the General Meeting.
14. The Supervisory Board reports to the PFSA on the suitability assessment carried out, its results and the decision taken.

## **§ 10.**

### **COLLECTIVE SUITABILITY ASSESSMENT OF THE SUPERVISORY BOARD**

1. In the cases specified in § 6.6, the Nomination Committee decides to initiate the assessment of the collective suitability of the Supervisory Board and requests the Expert Unit to carry out the necessary actions in this regard.
2. The Expert Unit verifies the validity of individual assessments Supervisory Board to the extent necessary to carry out a collective suitability assessment (i.e., within the scope of competences). If it is determined that at least part of the information necessary to carry out the collective suitability assessment of the Supervisory Board is not available or has become outdated, the Expert Unit proceeds to complete the missing information. If this is not the case, the Expert Unit proceeds with the primary assessment of the collective suitability of the Supervisory Board.
3. If the collective suitability assessment of the Supervisory Board results from changes in the composition of the Audit Committee, the Expert Unit obtains the candidate assessment form from the Audit Committee Members or from candidates to the Audit Committee – according to the current statement of the PFSA Methodology.
4. The Expert Unit carries out the primary collective assessment of the suitability of the Supervisory Board and the Audit Committee (if necessary) and documents the assessment process by completing the Form of the Collective Assessment of the Suitability of the Supervisory Board, and in the case of assessing the Audit Committee, the Audit Committee's collective suitability form – both according to the current statement of the PFSA Methodology. Afterwards, the Expert Unit provides the abovementioned documentation to the Nomination Committee.
5. The Nomination Committee prepares a recommendation for the Supervisory Board regarding the collective assessment of the Supervisory Board. If the assessment result is positive, the Nomination Committee issues a positive collective suitability assessment of the Supervisory Board in its current composition. If the outcome of the assessment is negative, the Nomination Committee recommends remedial measures including, in particular: adjusting the division of responsibilities among the Supervisory Board Members,

convening an Extraordinary General Meeting to complete the composition of the Supervisory Board, taking possible measures to minimise conflicts of interest or organising training for the Supervisory Board or its individual Members to ensure the individual and collective suitability of this body. The Nomination Committee communicates its recommendation to the Supervisory Board.

6. The Supervisory Board carries out the collective assessment of the suitability Supervisory Board in the form of a resolution. If a vote takes place contrary to the recommendation of the Nomination Committee, the Supervisory Board should present in writing or in the form of minutes a justification of such action. The assessment result may also include recommendations concerning remedial measures that should be taken in order to remove the reservations or irregularities found. In the event of a negative collective suitability assessment, the inclusion of such a recommendation is mandatory. The Supervisory Board documents the process of the collective suitability assessment and its outcome.
7. At least once a year, the General Meeting approves the collective suitability assessment of the Supervisory Board according to the information as at the end of the financial year.
8. The Supervisory Board provides the PFSA with information on the assessment result, and in the event of a negative assessment – also with information on recommended remedial actions.
9. If the collective suitability assessment of the Management Board has given rise to recommendations concerning remedial measures, the Supervisory Board immediately undertakes and documents actions aimed at their implementation.

## **§ 11.**

### **PROCESS OF PRIMARY INDIVIDUAL SUITABILITY ASSESSMENT OF A CANDIDATE FOR MEMBERSHIP OF THE AUDIT COMMITTEE**

1. In the process of assessing suitability to serve as Members of the Audit Committee, consideration is given to legal requirements as well as to good practice regarding: the composition and independence of the Members of the Audit Committee; knowledge and skills in: accounting or auditing; the industry; independence; and having the appropriate knowledge and skills if the Audit Committee tasks are entrusted to the Supervisory Board.
2. The candidate for Audit Committee Member completes the individual suitability assessment form – according to the current summary for the PFSA Methodology and with attachments confirming the information indicated in the form, including: that the candidate for Audit Committee Member has the necessary knowledge and skills in the field of accounting and financial reporting, taking into account directional education, specialist certificates or qualifications, as well as the required minimum professional experience in a position directly related to financial accounting, management accounting or auditing. The set of materials referred to above is forwarded by the candidate for the Audit Committee Member to the Expert Unit.
3. The Expert Unit verifies the documents received and, if necessary, asks the candidate to supplement them, as well as carries out a preliminary assessment.
4. Primary suitability of candidates to the Audit Committee is assessed by the Nomination Committee.

**§ 12.**  
**SECONDARY INDIVIDUAL SUITABILITY ASSESSMENT**  
**OF AN AUDIT COMMITTEE MEMBER**

1. In the cases referred to in § 6(6) point (6), point (8) or point (9), the Nomination Committee decides to initiate the process of secondary assessment of the individual suitability of a Member of the Audit Committee of the Supervisory Board and requests the Expert Unit to carry out the necessary activities in this respect.
2. The Expert Unit, taking into account:
  - 1) an event leading to the need for a secondary assessment of individual suitability of an Audit Committee Member,
  - 2) documentation of the prior assessment of the individual suitability of the Member Audit Committee- determines the extent of the secondary assessment to be conducted.
3. Taking into account the scope of the assessment of the individual suitability of an Audit Committee Member established in the previous step, the Expert Unit prepares a list of information and statements to be provided by the Audit Committee Member. This list contains materials confirming that an Audit Committee Member has the competences listed in § 11(2) above.
4. The Expert Unit selects the appropriate forms to be completed according to the current statement for the PFSA Methodology.
5. The Audit Committee Member prepares the information and statements indicated on the list provided by the Expert Unit, attaching supporting documents verifying the truthfulness of the submitted data.
6. The Expert Unit verifies whether the documents referred to in section 5 above have been correctly completed and contain all the necessary information, including the identification of deficiencies requiring adjustment or completion, and forwards the documents to the Audit Committee Member for adjustment/completion.
7. The Expert Unit shall make a preliminary assessment of the documents and information submitted or completed/revised by an Audit Committee Member in accordance with section 5 or section 6 above, as appropriate. The Expert Unit shall document the assessment process by completing the sections in the questionnaires reserved for completion by the Bank. Afterwards, the Expert Unit provides the documentation to the Nomination Committee.
8. The Nomination Committee carries out a secondary assessment of individual suitability based on the available information held on the Audit Committee Member – relevant to the assessment. A member of the Nomination Committee is not involved in their own secondary individual suitability assessment process.
9. In carrying out the secondary assessment of individual suitability, the Nomination Committee may be assisted by an external adviser.
10. The Nomination Committee prepares a recommendation on the secondary assessment of the individual suitability of the Supervisory Board Member. If the outcome of the assessment is positive, the Nominations Committee recommends a positive assessment of the suitability of the Audit Committee Member and that he/she remain on the Committee. If the result of the suitability assessment contains reservations concerning an Audit Committee Member that may be removed thanks to corrective measures, the Nomination Committee may recommend the application of such measures. In the event of a negative secondary individual suitability assessment of an Audit Committee Member, the Nomination Committee shall recommend changes to the composition of the Audit Committee. The Nomination Committee communicates its recommendation to the Supervisory Board.

11. The Supervisory Board provides the PFSA with information on the outcome of the secondary assessment of the individual suitability of an Audit Committee Member and, in the event of a negative assessment, also information on the recommended remedial action.

### **§ 13.**

#### **ASSESSMENT OF THE COLLECTIVE SUITABILITY OF THE AUDIT COMMITTEE**

1. Each and every time the composition of the Audit Committee changes, the Nomination Committee decides to initiate the assessment of the collective suitability of the Audit Committee and requests the Expert Unit to carry out the necessary actions in this regard.
2. The Expert Unit verifies the validity of individual assessments of the Audit Committee to the extent necessary to carry out a collective suitability assessment (i.e., within the scope of competences). If it is found that at least some of the information necessary to carry out the assessment of the Audit Committee's collective suitability is not available or has become outdated, the Expert Unit proceeds to complete the missing information. If this is not the case, the Expert Unit proceeds with the primary assessment of the collective suitability of the Audit Committee.
3. If the collective suitability assessment results from changes in the composition of the Audit Committee, the Expert Unit obtains the candidate assessment form from candidates to the Audit Committee – according to the current statement of the PFSA Methodology.
4. The Expert Unit carries out the primary collective assessment of the suitability of the Audit Committee and documents the assessment process by completing the Audit Committee's collective suitability form – according to the current statement of the PFSA Methodology. Afterwards, the Expert Unit provides the documentation to the Nomination Committee.
5. The Nomination Committee prepares a recommendation for the Supervisory Board regarding the collective assessment of the Audit Committee. If the assessment result is positive, the Nomination Committee issues a positive collective suitability assessment of the Audit Committee in its current composition. In the event that the result of the collective suitability assessment is negative, the Nomination Committee recommends a change in the composition of the Audit Committee. The Nomination Committee communicates its recommendation to the Supervisory Board.
6. The Supervisory Board carries out the collective assessment of the suitability of the Audit Committee in the form of a resolution.

### **§ 14.**

#### **SUCCESSION PLANNING FOR BOARD MEMBERS**

1. In the event of a vacancy on the Supervisory Board and, in particular, in the event of a sudden and unexpected situation, the Supervisory Board carries out an assessment of the collective suitability referred to in § 10, including an assessment of the impact of the occurrence of the vacancy on the continued functioning of the supervisory body and its advisory committees and, if necessary, initiates action by the General Meeting to ensure the collective suitability of the Supervisory Board.
2. Until the members of the Supervisory Board are replenished, the body functions in a reduced composition. In the event that the composition of the Supervisory Board falls below the minimum specified in the Bank's Articles of Association, an Extraordinary General Meeting is convened without delay in order to supplement the composition of the Supervisory Board at least to the minimum specified in the Bank's Articles of Association.

3. In the event that the occurrence of a vacancy on the Supervisory Board reduces the number of Members of the Nomination Committee below the minimum specified in the Rules of Procedure of the Nomination Committee - the Supervisory Board carries out the collective suitability assessment referred to in § 10, disregarding the recommendation of the Nomination Committee.
4. The Supervisory Board Members are selected from a group of potential candidates who may be nominated by, among others, the Management Board, the Supervisory Board and the Shareholders.

## **§ 15.**

### **DIVERSITY POLICY**

1. The Diversity Policy defines the goals and criteria of diversity, including but not limited to, in such areas AS gender, field of education, specialist knowledge, age and professional experience, as well as indicates the date and method of how the achievement of these goals should be monitored. When assessing candidates for the Supervisory Board, the Bank takes into account a wide set of features and competences required to be a Supervisory Board Member.
2. The Bank endeavours to ensure diversity of the Supervisory Board, in particular, in the scope of education and professional experience, gender and age of members of the Supervisory Board, and to the extent ensuring a broad spectrum of views of the supervisory body.
3. When determining the composition of the Supervisory Board, the Bank seeks to achieve:
  - a) gender balance within this body;
  - b) a total number of positions in the Management Board and the Supervisory Board held by individuals of the underrepresented gender at a level no lower than the number closest to 33% of all positions across both bodies;
  - c) a situation in which at least one person of the underrepresented gender holds a position on the Supervisory Board of the Bank.
4. In assessing the diversity of Supervisory Board Members in terms of education and professional experience, particular consideration may be given to criteria such as: the country or region in which education or experience was acquired; the profile of education; field of study; specialisation; types of entities in which the candidate has held positions or been employed; and length of professional service.
5. In cases where candidates for a position on the Supervisory Board possess equivalent qualifications, preference shall be given to the candidate representing the underrepresented gender within the Bank's governing bodies, unless the selection of a candidate of the opposite gender is justified by other non-discriminatory diversity considerations established by law.
6. The Bank recruits Members of the Supervisory Board primarily with regard to the criteria outlined in section 4 above, which are essential for the effective functioning and overall suitability of the Supervisory Board.
7. Shaping the composition of the Supervisory Board should not take place with the sole aim of increasing diversity at the expense of the functioning and suitability of the Supervisory Board as a whole or the suitability of individual members.

## **§ 16.**

### **INFORMATION AND DOCUMENTATION OBLIGATIONS**

1. To document the course of the suitability assessment process, the HR Division archives all related documentation, including Suitability Assessment Forms and declarations submitted by candidates for or the Bank's Supervisory Board Members.

2. Immediately following the appointment of the Supervisory Board or any changes to its composition, the Bank shall notify the Polish Financial Supervision Authority of the composition or the changes thereto, along with confirmation that the Members concerned meet the suitability requirements set out in Article 22aa of the Banking Law Act.
3. The Bank shall promptly inform the Polish Financial Supervision Authority of any negative outcome of an individual suitability assessment of a Supervisory Board Member or of the collective suitability assessment of the Supervisory Board, as well as of the measures undertaken in response to such outcomes.
4. The Bank announces, in a publicly available manner, information that members of the Supervisory Board meet the suitability requirements specified in Article 22aa of the Banking Law Act.

#### **§ 17.**

#### **PRINCIPLES OF DEVELOPMENT AND TRAINING**

1. The rules for the development of Supervisory Board Members are set out in a separate regulation adopted by the Bank: “Development Policy for Members of the Management Board and Supervisory Board of Alior Bank S.A.”
2. The development activities set out in the regulation referred to in section 1 above are coordinated by the HR Division.

#### **§ 18.**

#### **PRINCIPLES OF AMENDMENTS AND REVIEWS**

1. Controls and independent monitoring of their compliance are regulated by the Instruction issued by the Managing Director of the HR Division.
2. In cases not covered by this Policy, the provisions of the Methodology are applicable.
3. The Nomination Committee monitors the effectiveness of the Bank’s application of this Policy, including to the extent indicated in the Diversity Policy described in § 14, and reviews its content and implementation.

**Appendices:**

Appendix 1

Competencies of a Supervisory Board Member and of a Candidate for the Position of Supervisory Board Member

**COMPETENCIES OF A SUPERVISORY BOARD MEMBER AND OF A CANDIDATE FOR A SUPERVISORY BOARD MEMBER**

If marked with (\*) – high level it expected from at least 3 members of the Supervisory Board as part of the collective suitability assessment

If marked with (\*\*) – high level it expected from at least 2 members of the Supervisory Board as part of the collective suitability assessment

<b>EXPECTED COMPETENCIES RELATED TO THE MANAGEMENT OF THE MANAGED ENTITY</b>	<b>Level required by entity (individual assessment)</b>
<p><b>MARKET KNOWLEDGE</b> Candidate has a general knowledge of the financial market, with particular focus on the sector in which the entity under supervision operates and with particular focus on the knowledge of the Polish market.</p>	average*
<p><b>KNOWLEDGE OF LEGAL REQUIREMENTS AND REGULATORY FRAMEWORKS</b> Candidate has knowledge of regulations, recommendations issued by supervisory authorities and codes of best practice regulating activities in the financial market sector in which the entity under supervision operates.</p>	average*
<p><b>STRATEGIC PLANNING (MANAGEMENT SKILLS)</b> Candidate understands the operating strategy/business plan of the institution and knows how to implement them.</p>	average*
<p><b>KNOWLEDGE OF THE MANAGEMENT SYSTEM, INCLUDING RISK MANAGEMENT</b> Candidate understands the methodology of risk management – identifying, assessing, monitoring, controlling and mitigating the main types of risk connected with the institution.</p>	average*
<p><b>ACCOUNTING AND FINANCIAL AUDIT</b> Candidate has up-to-date knowledge on accounting, accounting standards and financial audit.</p>	average*
<p><b>SUPERVISION, CONTROL AND INTERNAL AUDIT</b> Candidate understands the rules and standards applicable to the functioning of the audit and internal control system.</p>	average*
<p><b>INTERPRETATION OF FINANCIAL INFORMATION (SKILLS IN THE AREA OF FINANCE AND ACCOUNTING)</b> Candidate can interpret financial and accounting data, analyse presented data and draw conclusions necessary for management purposes within the entity while taking into account the market situation.</p>	average*
<p><b>POSSESSION OF SKILLS IN THE FIELD OF INSURANCE</b></p>	basic

A member of the body is able to interpret insurance information; he/she is able, on the basis of the information presented, to carry out the analysis and draw the conclusions necessary for the management of the entity while taking into account the market situation.	
<b>POSSESSION OF SKILLS IN THE FIELD OF ACTUARIAL FUNCTION</b> A member of the body understands the importance and role of the actuarial function in the entity; he/she is able to carry out data analysis and interpret information taking into account the entity's strategy and the market situation.	basic
<b>KNOWLEDGE OF THE POLISH LANGUAGE</b> Candidate has a proven knowledge of the Polish language, effectively communicates with employees in Polish (both with regard to day-to-day and industry-related issues), understands topics addressed during the body's meetings; candidate can use the Polish language in presentations and speeches given during conferences, workshops or key meetings.	high
<b>EXPECTED COMPETENCIES RELATED TO RISK MANAGEMENT IN THE ACTIVITIES OF THE MANAGED ENTITY</b>	<b>Level required by the entity (individual assessment)</b>
<b>BUSINESS MODEL RISK</b> business risk strategic risk	average**
<b>RISK IN THE AREA OF CREDIT RISK</b> credit risk concentration risk collective borrower default risk counterparty risk settlement/delivery risk Foreign currency lending risk	basic**
<b>RISK IN THE AREA OF MARKET RISK</b> position risk currency risk commodity price risk Interest rate credit valuation adjustment (CVA) risk	basic**
<b>RISK IN THE AREA OF OPERATIONAL RISK</b> operational risk IT risk legal risk model risk AML risk	average**
<b>RISK IN THE AREA OF LIQUIDITY AND FINANCING</b> liquidity Risk market liquidity risk intraday liquidity risk liquidity concentration risk funding risk	basic**
<b>RISK IN THE AREA OF CAPITAL MANAGEMENT</b> excessive leverage risk insolvency risk	basic**

<b>MANAGEMENT RISKS</b> compliance risk reputational risk	average**
<b>RISK IN THE AREA OF SYSTEMIC RISK</b> systemic risk contagion risk	basic**
<b>EXPECTED COMPETENCIES RELATED TO THE MANAGEMENT OF MAIN AREAS OF OPERATIONS OF THE MANAGED ENTITY</b>	<b>Level required by the entity (individual assessment)</b>
<b>RETAIL BANKING</b>	average*
<b>CORPORATE BANKING</b>	average*
<b>RISK MANAGEMENT</b>	basic*
<b>FINANCE</b>	average*
<b>OPERATIONS</b>	basic**
<b>IT</b>	basic**
<b>STRATEGY</b>	average*
<b>OVERSIGHT OF SUBSIDIARIES</b>	average **
<b>HR</b>	basic*
<b>LEGAL, REGULATIONS, AUDIT, PERSONAL DATA PROTECTION</b>	average*
<b>SECURITY / CYBERSECURITY / AML</b>	average **
<b>OTHER *</b>	average **

\* optional – depending on the current allocation of responsibilities within the Bank’s Management Board

<b>EXPECTED PERSONAL COMPETENCIES</b>	<b>Level required by entity (individual assessment)</b>
<b>AUTHENTICITY</b> Candidate’s words and actions are consistent and their behaviour is consistent with the reported values and beliefs. Candidate openly states their intentions, ideas and opinions, encourages their environment to be open and honest, and properly informs their supervisor about the actual situation, thus recognising existing risks and problems.	meets the criteria
<b>LANGUAGE</b> Candidate can communicate verbally in an organised and conventional manner and write in the native language or language used at work in the place where the institution is located.	high
<b>DECISIVENESS</b>	meets the criteria

Candidate makes decisions in a timely manner based on available information, acting quickly and in accordance with the specified procedure, for example by expressing their views and not postponing the decision.	
<b>COMMUNICATION</b> Candidate can communicate a message in a clear and socially acceptable way and in appropriate form. Candidate focuses on communicating and obtaining clear and transparent information as well as encourages to actively provide feedback.	high
<b>JUDGEMENT</b> Candidate can accurately evaluate information and various modes of procedures as well as reach logical conclusions. Candidate verifies, recognises and understands important issues. Candidate has the ability to holistically assess the situation beyond the perspective of the position held, especially when solving problems that may threaten the continued operation of an enterprise.	high

<b>CUSTOMER CARE AND HIGH STANDARDS</b> Candidate focuses on ensuring high standards and, where possible, finding ways to raise them. In particular: Candidate refuses to approve the development and marketing of products and services as well as to bear capital expenditures in circumstances when they are not able to appropriately measure risk due to the lack of understanding the structure, rules or basic assumptions of the proposed solution. Candidate identifies and examines the expectations and needs of customers as well as ensures the communication of accurate, complete and clear information to customers. Candidate takes into consideration, in particular, the value of a product for the customer as well as the adequacy and suitability of a product.	high
<b>LEADERSHIP SKILLS</b> Candidate indicates lines of action and ensures leadership, supports teamwork, motivates employees and ensures they have the professional competencies necessary for the performed functions or necessary to achieve set goals. It is open to criticism and ensures a constructive debate.	average*
<b>LOYALTY</b> Candidate identifies with the organisation and shows commitment. Candidate shows that they are willing to devote a sufficient amount of time to work and is able to appropriately perform their duties, defends the organisation's interests and operates in an objective and critical way. Candidate identifies and foresees potential conflicts of interests.	meets the criteria
<b>EXTERNAL AWARENESS</b> Candidate continuously monitors the status of the organisation, its internal power structure and adopted methods of operation. Candidate has good awareness regarding the domestic and global economic situation (including financial, economic and social development) that may have an impact on the organisation and interests of individual entities. At the same time, Candidate can effectively use this information.	high
<b>NEGOTIATIONS</b>	average*

Candidate identifies and discloses interests in a way intended to reach a consensus in the pursuit of negotiating objectives.	
<b>PERSUASION</b> Candidate can influence the opinions of others, using their gift of persuasion and natural authority and tact. Candidate has a strong personality and ability to remain unyielding.	high
<b>TEAMWORK</b> Candidate is aware of the group interest and contributes to achieving the common objective; Candidate can function as part of the group.	high
<b>STRATEGIC SKILLS</b> Candidate can create and develop realistic plans and strategies related to future development (including by using scenario analysis), which translates into the ability to set long-term goals. Candidate appropriately takes into consideration risk to which the organisation is exposed and takes appropriate steps to manage this risk.	average*
<b>RESISTANCE TO STRESS</b> Candidate is resistant to stress and can act logically, even under strong pressure and in moments of uncertainty.	high
<b>SENSE OF RESPONSIBILITY</b> Candidate understands internal and external conditions and motivations, carefully assesses them and takes them into consideration. Candidate can draw conclusions and is aware that their actions affect the interests of interested parties.	meets the criteria
<b>CHAIRING MEETINGS</b> Candidate can effectively and efficiently chair meetings, creating an atmosphere of openness and encouraging everyone to participate on equal terms; Candidate is task-oriented and aware of the responsibilities of others.	high
<b>ABILITY TO ASK THE RIGHT QUESTIONS TO MEMBERS OF MANAGING BODIES OF THE ENTITY UNDER SUPERVISION</b> Candidate has the ability to address problematic issues with members of managing bodies of the entity under supervision	high
<b>GROUPTHINK</b> The candidate has the ability to resist groupthink.	high

Shareholders representing jointly 92,961,442 valid votes from 92,961,442 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 71.21% of the share capital of ALIOR BANK S.A., whereby:

- 92,961,440 valid votes were cast in favor of the resolution;
- 2 vote were “against” the resolution;
- none vote were “abstained”;

The resolution has been adopted