

**Content of the resolutions voted by the Annual General Meeting
of Alior Bank S.A. on April 29, 2026**

**Resolution No. 1/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated April 29, 2026**

on: appointment of the Chairperson of the Annual General Meeting of the Bank.

§ 1

Pursuant to Article 409 § 1 of the Code of Commercial Partnerships and Companies and § 16(1) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank elects Sebastian Marcin Rudnicki to act as the Chairperson of the Annual General Meeting.

§ 2

The resolution shall enter into effect upon its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,530,336 valid votes were cast in favor of the resolution;
- none votes were “against” the resolution;
- none votes were “abstained”;

The resolution has been adopted

**Resolution No. 2/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated April 29, 2026**

on: adoption of the agenda of the Annual General Meeting of the Bank.

§ 1

The Annual General Meeting of the Bank adopts the following agenda:

1. Opening of the Annual General Meeting.
2. Election of the Chairperson of the Annual General Meeting.
3. Verification whether the Annual General Meeting has been convened correctly and is capable of adopting binding resolutions.

4. Adoption of the agenda of the Annual General Meeting.
5. Presentation and review of the following:
 - a) the Separate financial statements of Alior Bank Spółka Akcyjna for the year ended 31 December 2025,
 - b) the Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the year ended 31 December 2025,
 - c) the Report of the Management Board on the activities the Capital Group of Alior Bank S.A. in 2025 including the report of the Management Board on the activities of Alior Bank S.A. as well as the Sustainability Statement.
6. Presentation and review of the Report on the activities of the Supervisory Board of Alior Bank S.A. in 2025.
7. Presentation to the Annual General Meeting of the Report on the assessment of the application by Alior Bank Spółka Akcyjna of the Corporate Governance Principles for Supervised Institutions in the year 2025.
8. Adoption of resolutions on:
 - a) review and approval of the Report on the activities of the Supervisory Board of Alior Bank S.A. in 2025,
 - b) review and approval of the Separate financial statements of Alior Bank Spółka Akcyjna for the year ended 31 December 2025,
 - c) review and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the year ended 31 December 2025,
 - d) review and approval of the Report of the Management Board on the activities the Capital Group of Alior Bank S.A. in 2025 including the report of the Management Board on the activities of Alior Bank S.A. as well as the Sustainability Statement.
9. Adoption of a resolution on the distribution of the profits of the Bank for the financial year 2025.
10. Adoption of resolutions on granting discharge to Members of the Management Board of the Bank for the performance of their duties in the financial year 2025.
11. Adoption of resolutions on granting discharge to Members of the Supervisory Board of the Bank for the performance of their duties in the financial year 2025.
12. Adoption of a resolution on the assessment of the remuneration policy applicable at the Bank.
13. Adoption of a resolution on the assessment of the collective suitability of the Supervisory Board of Alior Bank S.A.
14. Adoption of a resolution on expressing an opinion on the “Report on the remuneration of members of the Management Board and the Supervisory Board of Alior Bank S.A. for the year 2025” submitted by the Supervisory Board of the Bank.
15. Adoption of a resolution on the adoption of the updated “Remuneration Policy for Members of the Management Board and the Supervisory Board of Alior Bank S.A.”
16. Adoption of a resolution on the assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board of Alior Bank S.A. and its effectiveness.
17. Adoption of a resolution amending the Articles of Association of Alior Bank S.A.

18. Adoption of resolutions on changes in the composition of the Supervisory Board of Alior Bank Spółka Akcyjna.
19. Closure of the Annual General Meeting.

§ 2

The resolution shall enter into effect into upon its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,530,336 valid votes were cast in favor of the resolution;
- none votes were “against” the resolution;
- none votes were “abstained”;

The resolution has been adopted

**Resolution No. 3/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: review and approval of the Report on the activities of the Supervisory Board of Alior Bank S.A. in 2025,

§ 1

Pursuant to Article 382 § 3 of the Code of Commercial Partnerships and Companies and § 23(2)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank, following review, approves the Report on the activities of the Supervisory Board of Alior Bank S.A. in 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,251,243 valid votes were cast in favor of the resolution;
- none votes were “against” the resolution;
- 279,093 votes were “abstained”;

The resolution has been adopted

**Resolution No. 4/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: review and approval of the Separate financial statements of Alior Bank Spółka Akcyjna for the year ended 31 December 2025

§ 1

Pursuant to Article 395 § 2(1) of the Code of Commercial Partnerships and Companies and § 17(1)(1)(a) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank, following review, approves the Separate financial statements of Alior Bank Spółka Akcyjna for the year ended 31 December 2025, comprising:

- the statement of financial position as at 31 December 2025, presenting total assets and liabilities of PLN 101,643,106 thousand,
- the income statement for the period from 1 January 2025 to 31 December 2025, showing a net profit of PLN 2,351,553 thousand,
- the statement of comprehensive income for the period from 1 January 2025 to 31 December 2025, showing total comprehensive income of PLN 2,956,100 thousand,
- the statement of changes in equity for the financial year from 1 January 2025 to 31 December 2025, indicating an increase in equity of PLN 1,756,309 thousand,
- the statement of cash flows for the period from 1 January 2025 to 31 December 2025, showing an increase in cash and cash equivalents of PLN 1,945,447 thousand,
- additional notes and explanations.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 95,538,962 valid votes were cast in favor of the resolution;
- 712,281 votes were “against” the resolution;
- 279,093 votes were “abstained”;

The resolution has been adopted

**Resolution No. 5/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: review and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the year ended 31 December 2025.

§ 1

Pursuant to Article 395 § 5 of the Code of Commercial Partnerships and Companies and § 17(1)(1)(b) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank, following review, approves the Consolidated financial statements of the Alior Bank Spółka Akcyjna Capital Group for the year ended 31 December 2025, comprising:

- the statement of financial position as at 31 December 2025, presenting total assets and liabilities of PLN 101,775,005 thousand,
- the income statement for the period from 1 January 2025 to 31 December 2025, showing a net profit for the Capital Group of PLN 2,367,048 thousand,
- the statement of comprehensive income for the period from 1 January 2025 to 31 December 2025, showing total comprehensive income of PLN 2,971,598 thousand,
- the statement of changes in equity for the financial year from 1 January 2025 to 31 December 2025, indicating an increase in equity of PLN 1,776,258 thousand,
- statement of cash flows for the period from 1 January 2025 to 31 December 2025, showing an increase in cash of PLN 1,939,563 thousand,
- additional notes and explanations.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 95,538,962 valid votes were cast in favor of the resolution;
- 712,281 votes were “against” the resolution;
- 279,093 votes were “abstained”;

The resolution has been adopted

**Resolution No. 6/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: review and approval of the Report of the Management Board on the activities the Capital Group of Alior Bank S.A. in 2025 including the report of the Management Board on the activities of Alior Bank S.A. as well as the Sustainability Statement.

§ 1

Pursuant to Article 395 § 2(1) of the Code of Commercial Partnerships and Companies and § 17(1)(1)(a–c) of the Articles of Association of Alior Bank S.A., in conjunction with Article 55(2a) and subsequent provisions of the Accounting Act of 29 September 1994, the Annual General Meeting of the Bank, following review, approves the Report of the Management Board on the activities the Capital Group of Alior Bank S.A. in 2025 including the report of the Management Board on the activities of Alior Bank S.A. as well as the Sustainability Statement.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,251,243 valid votes were cast in favor of the resolution;
- none votes were “against” the resolution;
- 279,093 votes were “abstained”;

The resolution has been adopted

**Resolution No. 7/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: allocation of the profit for the financial year 2025.

§ 1

Pursuant to Article 395 § 2(2) of the Code of Commercial Partnerships and Companies and § 17(1)(2) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank resolves that the net profit of the Bank for the financial year 2025, in the total amount of 2,351,553,395.27 PLN (in words: two billion three hundred fifty one million five hundred fifty three thousand three hundred ninety five zlotys and 27/100), shall be allocated as follows:

- 1) part of the profit, amounting to 1,165,847,139.63 PLN (in words: one billion one hundred sixty five million eight hundred forty seven thousand one hundred thirty nine zlotys and 63/100), shall be distributed as a dividend,

- 2) the remaining part of the profit, amounting to 1,185,706,255.64 PLN (in words: one billion one hundred eighty five million seven hundred six thousand two hundred fifty five zlotys and 64/100), shall be allocated to the reserve capital, including the undistributable profit earned from the activities of the Housing Savings Fund in the amount of 18,449,454.69 PLN (in words: eighteen million four hundred forty nine thousand four hundred fifty four zlotys and 69/100).

§ 2

The dividend per share shall amount to 8.93 PLN (in words: eight zlotys and 93/100).

§ 3

The dividend record date shall be set for 13 May 2026.

§ 4

The dividend payment date shall be set for 27 May 2026.

§ 5

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,530,336 valid votes were cast in favor of the resolution;
- none votes were “against” the resolution;
- none votes were “abstained”;

The resolution has been adopted

**Resolution No. 8/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 202**

on: granting discharge to a Member of the Management Board of the Bank for the performance of duties in the financial year 2025.

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Piotr Krzysztof Żabski discharge for the performance of his duties as:

- Vice-President of the Management Board of the Bank acting as the Chair of the Management Board during the period from 1 January 2025 to 6 February 2025,
- President of the Management Board during the period from 7 February 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,189,561 valid votes were cast in favor of the resolution;
- 15,721 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 9/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Management Board of the Bank for the performance of duties in the financial year 2025.

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Marcin Mieczysław Ciszewski discharge for the performance of his duties as Vice-President of the Management Board of the Bank during the period from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,189,561 valid votes were cast in favor of the resolution;
- 15,721 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 10/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Management Board of the Bank for the performance of duties in the financial year 2025.

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Jacek Michał Iljin discharge for the performance of his duties as Vice-President of the Management Board of the Bank from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,189,561 valid votes were cast in favor of the resolution;
 - 15,721 votes were “against” the resolution;
 - 325,054 votes were “abstained”;
- The resolution has been adopted

**Resolution No. 11/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Management Board of the Bank for the performance of duties in the financial year 2025.

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Wojciech Przybył discharge for the performance of his duties as Vice-President of the Management Board of the Bank during the period from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,189,561 valid votes were cast in favor of the resolution;
 - 15,721 votes were “against” the resolution;
 - 325,054 votes were “abstained”;
- The resolution has been adopted

**Resolution No. 12/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Management Board of the Bank for the performance of duties in the financial year 2025.

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby

grants Ms Beata Agnieszka Stawiarska discharge for the performance of her duties as Vice-President of the Management Board of the Bank during the period from 5 May 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,189,561 valid votes were cast in favor of the resolution;
- 15,721 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 13/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Management Board of the Bank for the performance of duties in the financial year 2025.

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Zdzisław Adam Wojtera discharge for the performance of his duties as Vice-President of the Management Board of the Bank from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,189,561 valid votes were cast in favor of the resolution;
- 15,721 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 14/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank delegated to temporarily perform the duties of the Vice-President of the Bank's Management Board for the performance of duties in the financial year 2025.

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Artur Chołody discharge for the performance of his duties as Member of the Supervisory Board of the Bank delegated to temporarily perform the duties of the Vice-President of the Bank's Management Board for the period from 1 January 2025 to 12 February 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,514,020 valid votes were cast in favor of the resolution;
- none votes were "against" the resolution;
- 16,316 votes were "abstained";

The resolution has been adopted

**Resolution No. 15/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Wojciech Julian Kostrzewa discharge for the performance of his duties:

- as Member of the Supervisory Board of the Bank during the period from 5 March 2025 to 31 December 2025, and
- as Chairperson of the Supervisory Board of the Bank during the period from 7 March 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 95,682,125 valid votes were cast in favor of the resolution;
- 523,157 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 16/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Jan Paweł Zimowicz discharge for the performance of his duties as Member and Deputy Chairperson of the Supervisory Board of the Bank during the period from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 92,113,303 valid votes were cast in favor of the resolution;
- 4,091,979 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 17/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Artur Jarosław Kucharski discharge for the performance of his duties as Member of the Supervisory Board of the Bank during the period from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 92,531,167 valid votes were cast in favor of the resolution;
- 3,674,115 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 18/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Maciej Jacek Gutowski discharge for the performance of his duties as Member of the Supervisory Board of the Bank during the period from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 95,682,125 valid votes were cast in favor of the resolution;
- 523,157 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 19/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Radosław Grabowski discharge for the performance of his duties as Member of the Supervisory Board of the Bank during the period from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 92,620,739 valid votes were cast in favor of the resolution;
- 3,584,543 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 20/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Robert Pusz discharge for the performance of his duties as Member of the Supervisory Board of the Bank during the period from 1 January 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,183,519 valid votes were cast in favor of the resolution;
- 21,763 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 21/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank grants Mr Waldemar Tadeusz Maj discharge for the performance of his duties as Member of the Supervisory Board of the Bank during the period from 5 March 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,015,305 valid votes were cast in favor of the resolution;
- 189,977 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 22/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank grants Ms Agata Paulina Mazurowska - Rozdeiczner discharge for the performance of her duties as Member of the Supervisory Board of the Bank during the period from 7 July 2025 to 31 December 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,030,853 valid votes were cast in favor of the resolution;
- 174,429 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 23/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Paweł Augustyn Wajda discharge for the performance of his duties

as Member and Chairperson of the Supervisory Board of the Bank from 1 January 2025 to 25 February 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 95,105,663 valid votes were cast in favor of the resolution;
- 1,099,619 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 24/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Rafał Tadeusz Janczura discharge for the performance of his duties as Member of the Supervisory Board of the Bank during the period from 1 January 2025 to 4 March 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,189,561 valid votes were cast in favor of the resolution;
- 15,721 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 25/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: granting discharge to a Member of the Supervisory Board of the Bank for the performance of duties in the financial year 2025

§ 1

Pursuant to Article 395 § 2(3) of the Code of Commercial Partnerships and Companies and § 17(1)(3) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank hereby grants Mr Tomasz Paweł Kulik discharge for the performance of his duties as Member of the Supervisory Board of the Bank during the period from 5 March 2025 to 6 July 2025.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in a secret vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,189,561 valid votes were cast in favor of the resolution;
- 15,721 votes were “against” the resolution;
- 325,054 votes were “abstained”;

The resolution has been adopted

**Resolution No. 26/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: the assessment of the remuneration policy applicable at the Bank.

§ 1

Pursuant to Article 28(4) of the “Corporate Governance Principles for Supervised Institutions” in the wording adopted by Resolution No. 218/2014 of the Polish Financial Supervision Authority of 22 July 2014, taking into account the “*Report of the Supervisory Board on the assessment of the functioning of the Remuneration Policy in effect at Alior Bank S.A. in the year 2025*”, as submitted by the Supervisory Board of the Bank, the Annual General Meeting of the Bank states that the remuneration policy in force at the Bank fosters growth and ensures security of the Bank’s operations.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,251,243 valid votes were cast in favor of the resolution;
- none votes were “against” the resolution;
- 279,093 votes were “abstained”;

The resolution has been adopted

**Resolution No. 27/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: assessment of the collective suitability 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 § 10 (7) of the “Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.” (“Selection and Assessment Policy”), the Annual General Meeting resolves as follows:

§ 1

The Annual General Meeting of the Bank approves the positive assessment of the collective suitability of the Supervisory Board of the Bank as at the end of the financial year 2025 and concludes that the Supervisory Board of the Bank in the financial year 2025 met the requirements set out in the Selection and Assessment Policy, including in particular:

- a) an adequate number of its members met the independence criteria;
- b) an adequate number of its members held the required accounting knowledge and skills;
- c) an adequate number of its members held the required auditing knowledge and skills;
- d) an adequate number of its members held the required knowledge and skills in the financial sector;
- e) all members of the Supervisory Board of the Bank had at least a high level of competence to chair meetings;
- f) the Supervisory Board of the Bank had the required level of other competencies as a body;
- g) the members of the Supervisory Board of the Bank declared their willingness to devote sufficient time to perform their duties as members of the Supervisory Board of the Bank.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,530,336 valid votes were cast in favor of the resolution;
- none votes were “against” the resolution;
- none votes were “abstained”;

The resolution has been adopted

**Resolution No. 28/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: expressing an opinion on the “Report on the remuneration of members of the Management Board and the Supervisory Board of Alior Bank S.A. for the year 2025” submitted by the Supervisory Board of the Bank.

§ 1

Pursuant to § 17(1)(1b) of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Bank gives a positive opinion on the “Report on remuneration of members of the Management Board and the Supervisory Board of Alior Bank S.A. for the year 2025”, as submitted by the Supervisory Board of the Bank.

§ 2

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 81,092,253 valid votes were cast in favor of the resolution;
- 15,438,083 votes were “against” the resolution;
- none votes were “abstained”;

The resolution has been adopted

**Resolution No. 29/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: the adoption of the updated “Remuneration Policy for Members of the Management Board and the Supervisory Board of Alior Bank S.A.”

§ 1

Pursuant to Article 378 and Article 392 of the Commercial Companies and Partnerships Code and § 17(2)(10) and (10a) of the Bank’s Articles of Association, the Bank’s Annual General Meeting of Shareholders adopts the updated “Remuneration Policy for Members of the Management Board and the Supervisory Board of Alior Bank S.A.” in the wording set out in Appendix 1 to this resolution.

§ 2

The Resolution enters into force on the date of its adoption.

Appendix 1 to Resolution No. 29/2026 of the Annual General Meeting of Shareholders of Alior Bank Spółka Akcyjna dated 29 April 2026 concerning the adoption of the updated “Remuneration Policy for Members of the Management Board and the Supervisory Board of Alior Bank S.A.”.

Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board of Alior Bank S.A.

Both in this Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board of Alior Bank S.A. as well as in all documents issued based hereon or during implementation hereof, unless the context stipulates otherwise, the terms listed below shall have the following meanings:

| | |
|--|--|
| <i>Bank</i> | <i>Alior Bank Spółka Akcyjna with its registered office in Warsaw</i> |
| <i>Remuneration Policy</i> | <i>the present Remuneration Policy Applicable to Members of the Management Board and the Supervisory Board of Alior Bank S.A.</i> |
| <i>Banking Law Act</i> | <i>the Banking Law Act of 29 August 1997</i> |
| <i>Supervisory Board</i> | <i>Bank’s Supervisory Board</i> |
| <i>Report</i> | <i>Report of the Supervisory Board on the evaluation of the functioning of the Remuneration Policy</i> |
| <i>Regulation</i> | <i>Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the Risk Management System and Internal Control System as well as Remuneration Policy in Banks, issued pursuant to Article 9f section 1 of the Banking Law Act</i> |
| <i>Statement</i> | <i>the remuneration statement prepared by the Supervisory Board referred to in Article 90g of the Act; the statement also includes an assessment of the functioning of the Remuneration Policy</i> |
| <i>Detailed Remuneration Policy</i> | <i>Remuneration Policy for the Bank’s employees, with particular emphasis on persons whose professional activities have a significant impact on the Bank’s risk profile adopted at the Bank as per Article 9ca of the Banking Law Act;</i> |
| <i>Act</i> | <i>Act of 29 July 2005 on Public offering, conditions governing the introduction of financial instruments to organised trading and public companies</i> |
| <i>General Meeting</i> | <i>General Meeting of the Bank</i> |
| <i>Management Board</i> | <i>Bank’s Management Board</i> |

§ 1

General provisions

1. *With a view to:*

- (a) *the need for proper and effective management of risk, capital and liquidity of the Bank, as well as preventing excessive risk-taking exceeding the risk appetite approved by the Bank's Supervisory Board, understood as the acceptable general level of risk of the Bank,*
- (b) *the implementation of the Bank's management and risk management strategies, including environmental, social and corporate governance (ESG risk) in the short, medium, and long term, and mitigation of conflicts of interest;*
- (c) *the special carefulness for the long-term well-being of the Bank, the interest of shareholders and the well-being of the Bank's customers;*
- (d) *the obligation to comply with the law (including the Banking Law Act, the Regulation, the Act) and good practices regarding the formulation of remuneration policies,*

the present Remuneration Policy shall come into force at the Bank.

- 2. *The Remuneration Policy governs the remuneration of the members of the Management Board and Supervisory Board, with the Detailed Remuneration Policy also applying to the members of the Management Board.*
- 3. *The Bank pays remuneration to members of the Management Board or Supervisory Board only in accordance with the principles described in the Remuneration Policy or the Detailed Remuneration Policy.*
- 4. *The remuneration of the members of the Management Board is determined taking into account the need to maintain appropriate proportions of their remuneration, resulting from their level of responsibility and their function.*
- 5. *In particular, the Remuneration Policy ensures that the variable remuneration of the members of the Management Board is determined taking into account the risks associated with their functions at the Bank.*
- 6. *In order to avoid conflicts of interest related to the Remuneration Policy, the competences related to the adoption and application of the Remuneration Policy are divided among the relevant bodies of the Bank. A member of the Management Board or the Supervisory Board should refrain from voting on a resolution on a matter related to the Remuneration Policy in connection with which such a conflict of interest has arisen or may arise.*

§ 2

Principles for adopting and applying the Remuneration Policy

- 1. *The draft Remuneration Policy was adopted by the Management Board and approved by the Supervisory Board on the basis of independent recommendations from the Nomination and Remuneration Committee of the Supervisory Board and recommendations from the Risk Committee of the Supervisory Board.*
- 2. *The Management Board's competences with regard to the Remuneration Policy include:*
 - a) *responsibility for developing, updating and implementing hereof and documents related hereto,*
 - b) *providing the Supervisory Board with the information necessary to verify the Remuneration Policy and its application, in particular with regard to the data covered by the Statement and the*

Report within a timeframe enabling the preparation of the Statement and the Report in accordance with the principles described in § 6 of the Remuneration Policy,

c) *development, updating and implementation of the Detailed Remuneration Policy subject to approval by the Supervisory Board.*

3. *The Supervisory Board's competences in the scope of establishing and implementing the Remuneration Policy include:*

a) *presentation of recommendations to the Management Board regarding the provisions hereof and the Detailed Remuneration Policy, as well as possible changes thereto,*

b) *preparation of the Statement and the Report,*

c) *approving the Detailed Remuneration Policy, within the limits of the resolution referred to in §3 section 1 and as required by law.*

§ 3

Remuneration and conditions of rendering services or working of a member of the Management Board

1. *The principles of remuneration and the terms and conditions of service or work of the members of the Management Board are set out in Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna of 5 December 2017 on the Principles of Determining the Remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna (as amended), which is deemed to be an integral part of the Remuneration Policy.*

2. *The Bank does not grant the members of the Management Board benefits under pension or early retirement schemes that have not been defined in advance. For the avoidance of doubt, it is agreed that participation in schemes such as Employee Pension Schemes (EPS) or Employee Capital Plans (ECP), of a universal nature, which are not performance-based, does not constitute the granting of the benefits that have not been defined in advance, as referred to in this section. The principles of participating in the EPS and ECP are set out in relevant acts and separate regulations of the Bank.*

3. *The principles for granting the variable remuneration components to members of the Management Board – including determining goals that should contribute to, either, the implementation of the business strategy, long-term interests and stability of the Bank, as well as its components of exceptional character – are set out in the Detailed Remuneration Policy.*

§ 4

Remuneration and conditions of rendering services or working of a member of the Supervisory Board

1. *The principles and remuneration amount for members of the Supervisory Board are set out in Resolution no. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna of 5 December 2017, laying down the principles for determining the remuneration of Members of the Supervisory Board of Alior Bank Spółka Akcyjna (as amended), which is considered to be an integral part hereof.*

2. *Members of the Supervisory Board are appointed for a joint term of office of the length specified in the Articles of Association. Each and every member of the Supervisory Board may resign from its function or be dismissed by the General Meeting at any time.*
3. *On account of one's being a member in the Supervisory Board, the Bank shall not conclude employment contracts, contracts of mandate, contract of specific work or other similar contracts with the members of the Supervisory Board.*
4. *Members of the Supervisory Board shall perform their functions on the basis of an appointment and shall be entitled to remuneration exclusively on that account.*
5. *The remuneration of a member of the Supervisory Board shall not be interrelated to the Bank's business results.*
6. *The remuneration of a member of the Supervisory Board neither shall be granted in the form of financial instruments nor other non-monetary benefits.*
7. *The amount of remuneration of a member of the Supervisory Board shall be determined by the General Meeting by way of resolution.*
8. *The Bank does not grant the members of the Supervisory Board benefits under pension or early retirement schemes that have not been defined in advance. For the avoidance of doubt, it is agreed that participation in schemes such as Employee Pension Schemes (EPS) or Employee Capital Plans (ECP), of a universal nature, which are not performance-based, does not constitute the granting of the benefits that have not been defined in advance, as referred to in this section. The principles of participating in the EPS and ECP are set out in relevant acts and separate regulations of the Bank.*
9. *The Bank shall not provide any variable remuneration to any members of the Supervisory Board.*

§ 5

Withdrawal from the Remuneration Policy

1. *Should it be necessary for the sake of implementing long-term interests and financial stability of the Bank or for guaranteeing its profitability, the Supervisory Board may decide by way of resolution to temporarily withdraw from the application hereof.*
2. *The premises for applying the withdrawal referred to hereinabove shall be, in particular, actions which failure to do so could adversely affect the ability to perform due obligations of the Bank or to comply with new legal regulations.*
3. *Each and every case of withdrawal shall be disclosed in the Statement along with providing the following information: the period for which the withdrawal has been applied, elements of the Remuneration Policy from which the withdrawal has been applied and reasons for applying the withdrawal.*

§ 6

Statement and Report

1. *The Statement and Report cover the period of the Bank's financial year.*

2. *The Supervisory Board prepares the Statement in time allowing for the inclusion on the agenda of the Annual General Meeting of an item containing the expression of an opinion on the Statement and the submission of the Statement to the auditor's assessment.*
3. *The Supervisory Board shall prepare the Report in time allowing for the inclusion on the agenda of the Annual General Meeting of an item containing the Bank's position on the assessment of the functioning of the remuneration policy in force at the Bank.*
4. *The resolutions of the General Meeting referred to in sections 2 and 3 above shall include an assessment of whether the remuneration policy set encourages the development and security of the Bank's operations. Resolutions are of an advisory nature.*

§ 7

Final Provisions

1. *The Remuneration Policy shall enter into force on the day of its adoption.*
2. *The Remuneration Policy is subject to a review of timeliness and adequacy and, in the event of a need to update it, an update shall be carried out in accordance with the principles set out in separate regulations of the Bank. The review of the Remuneration Policy is conducted by a person designated by the Managing Director of the HR Division. Notwithstanding the above, the General Meeting shall, at least once every 4 years, adopt a resolution on the Remuneration Policy.*
3. *Responsibility for the implementation of the provisions of the Remuneration Policy lies with the Managing Director of the HR Division supported by the relevant organisational units of the Bank.*

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 81,963,598 valid votes were cast in favor of the resolution;
- 14,566,738 votes were "against" the resolution;
- none votes were "abstained";

The resolution has been adopted

**Resolution No. 30/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: assessment of the adequacy of internal regulations concerning the functioning of the Supervisory Board of Alior Bank S.A. and its effectiveness.

Pursuant to § 17 (2)(11) of the Articles of Association of Alior Bank S.A. and in accordance with recommendation 8.9 of Recommendation Z concerning corporate governance in banks, issued by the

Polish Financial Supervision Authority pursuant to Resolution No. 289/2020 of 9 October 2020, the Annual General Meeting of the Bank resolves as follows:

§ 1

In relation to the following internal regulations of the Bank regarding the functioning of the Supervisory Board of the Bank:

- 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 Committee for Strategy and Development of the Supervisory Board of the Bank of Alior Bank S.A.,
- Policy for the Selection and Suitability Assessment of Members of the Supervisory Board of Alior Bank S.A.
- the resolution of the Bank’s Supervisory Board on the adoption of the “Report on the Activities of the Supervisory Board of Alior Bank S.A. in 2025 and the performance of a self-assessment of the activities of the Bank’s Supervisory Board, the effectiveness of its operations, as well as the adequacy of internal regulations concerning the functioning of the Supervisory Board in 2025”,

the Annual General Meeting of the Bank positively assesses the adequacy of internal regulations concerning the functioning of the Supervisory Board of the Bank.

§ 2

On the basis of the Report on the Activities of the Supervisory Board of Alior Bank Spółka Akcyjna in the financial year 2025, the Annual General Meeting of the Bank positively assesses the effectiveness of the Supervisory Board of the Bank in the year 2025.

§ 3

The Resolution enters into force on the date of its adoption.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 96,530,336 valid votes were cast in favor of the resolution;
- none votes were “against” the resolution;
- none votes were “abstained”;

The resolution has been adopted

**Resolution No. 31/2026
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
dated 29 April 2026**

on: amendment to the Articles of Association of Alior Bank Spółka Akcyjna.

Pursuant to Article 430 § 1 of the Code of Commercial Partnerships and Companies and § 17(2)(1) of the Articles of Association of Alior Bank Spółka Akcyjna (“Bank”), the following is hereby resolved:

§ 1

The Articles of Association of the Bank shall be amended as follows:

- 1) item 8) in § 7(1), reading as follows, shall be deleted:
“8) issuing payment cards and performing operations using such cards,”
- 2) item 9) in § 7(1), reading as follows, shall be deleted:
“9) term financial transactions,”
- 3) item 11) in § 7(1), reading as follows, shall be deleted:
“11) safekeeping of items and securities and making safe deposit boxes available,”
- 4) item 15) in § 7(1), reading as follows, shall be deleted:
“15) issuing electronic money instruments,”
- 5) item 1) in § 7(2), reading as follows, shall be deleted:
“1) incurring liabilities related to the issue of securities,”
- 6) item 2) in § 7(2), reading as follows, shall be deleted:
“2) trading in securities,”
- 7) item 7) in § 7(2), reading as follows, shall be deleted:
“7) performing activities related to the issue and servicing of financial instruments which are not securities,”
- 8) item 8) in § 7(2), reading as follows, shall be deleted:
“8) providing specialised services to companies affiliated with the Bank by capital links, consisting in particular in making IT systems and technologies available, including data processing services, services involving the creation, operation and maintenance of software and IT infrastructure, as well as other services aimed at improving cooperation with such entities in the area of their offering financial services,”
- 9) item 9) in § 7(2), reading as follows, shall be deleted:

“9) sale of coins, banknotes and numismatic items issued by NBP for collection and other purposes,”

10) item 12) in § 7(2), reading as follows, shall be deleted:

“12) performing the function of depositary for pension and investment funds, maintaining, on request, registers of participants in investment funds and registers of members of pension funds,”

11) item 14) in § 7(2), reading as follows, shall be deleted:

“14) performing the activities of a representative bank within the meaning of the Bonds Act,”

12) item 15) in § 7(2), reading as follows, shall be deleted:

“15) receiving orders for the acquisition and redemption of units in investment funds or participation titles in foreign funds, and maintaining subscriptions for units or investment certificates in investment funds,”

13) item 17) in § 7(2), reading as follows, shall be deleted:

“17) providing the payment initiation service from the user’s payment account held by another provider,”

14) item 18) in § 7(2), reading as follows, shall be deleted:

“18) providing the service of access to information on the user’s payment accounts held with another provider or with more than one provider,”

15) item 22) shall be added in § 7(2), reading as follows:

“22) provision of other payment services outside the scope of banking activities:

- a) issuing payment instruments,
- b) provision of the money remittance service,
- c) provision of the payment initiation service,
- d) provision of the account information service.”

16) item 1) in § 7(3), reading as follows, shall be deleted:

“1) subscribe for or acquire shares and rights attached to shares, as well as interests in another legal person, and also acquire units in investment funds,”

17) § 9 in its current wording:

“§ 9

- 1) The Bank’s share capital amounts to PLN 1,305,539,910 (in words: one billion three hundred and five million five hundred and thirty-nine thousand nine hundred and ten zlotys) and is divided into 130,553,991 (in words: one hundred and thirty million five hundred and fifty-three thousand nine hundred and ninety-one) ordinary shares with a nominal value of PLN 10 (in words: ten zlotys) each, including:

- 1) 50,000,000 (in words: fifty million) class A ordinary shares;
 - 2) 1,250,000 (in words: one million two hundred fifty thousand) class B ordinary shares;
 - 3) 12,332,965 (in words: twelve million three hundred and thirty-two thousand nine hundred and sixty-five) class C ordinary shares;
 - 4) 6,358,296 (in words: six million three hundred and fifty-eight thousand two hundred and ninety-six) class G ordinary shares;
 - 5) 863,827 (in words: eight hundred and sixty-three thousand eight hundred and twenty-seven) class D ordinary shares;
 - 6) 2,355,498 (in words: two million three hundred and fifty-five thousand four hundred and ninety-eight) class H ordinary shares;
 - 7) 56,550,249 (in words: fifty-six million five hundred fifty thousand two hundred and forty-nine) class I ordinary shares;
 - 8) 51 (in words: fifty-one) class J ordinary shares;
 - 9) 524,404 (in words: five hundred and twenty-four thousand four hundred and four) class E ordinary shares; and
 - 10) 318,701 (in words: three hundred eighteen thousand seven hundred and one) class F ordinary shares.
- 2) All shares in the Bank are registered shares and shall be converted into bearer shares upon their dematerialisation within the meaning of the Act of 29 July 2005 on Trading in Financial Instruments.
 - 3) Subject to Article 28(2) of the Act of 29 August 1997 – Banking Law, the conversion of bearer shares into registered shares shall not be permitted.”

shall now read as follows:

“§ 9

1. The Bank’s share capital amounts to PLN 1,305,539,910 (in words: one billion three hundred and five million five hundred and thirty-nine thousand nine hundred and ten zlotys) and is divided into 130,553,991 (in words: one hundred and thirty million five hundred and fifty-three thousand nine hundred and ninety-one) shares with a nominal value of PLN 10 (in words: ten zlotys) each, including:
 - 1) 50,000,000 (in words: fifty million) class A bearer shares;
 - 2) 1,250,000 (in words: one million two hundred and fifty thousand) class B bearer shares;
 - 3) 12,332,965 (in words: twelve million three hundred and thirty-two thousand nine hundred and sixty-five) class C bearer shares;
 - 4) 6,358,296 (in words: six million three hundred and fifty-eight thousand two hundred and ninety-six) class G bearer shares;

- 5) 863,827 (in words: eight hundred and sixty-three thousand eight hundred and twenty-seven) class D bearer shares;
- 6) 2,355,498 (in words: two million three hundred and fifty-five thousand four hundred and ninety-eight) class H bearer shares;
- 7) 56,550,249 (in words: fifty-six million five hundred and fifty thousand two hundred and forty-nine) class I bearer shares;
- 8) 51 (in words: fifty-one) class J bearer shares;
- 9) 524,404 (in words: five hundred and twenty-four thousand four hundred and four) class E bearer shares; and
- 10) 318,701 (in words: three hundred and eighteen thousand seven hundred and one) class F bearer shares.

2. *deleted*

3. Subject to Article 28(2) of the Act of 29 August 1997 – Banking Law, the conversion of bearer shares into registered shares shall not be permitted.”

18) a new paragraph 5 shall be added in § 10 after paragraph 4, reading as follows:

“5. The following shall require the prior consent of the Polish Financial Supervision Authority:

- 1) reduction, redemption or repurchase of Common Equity Tier 1 instruments referred to in Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and amending Regulation (EU) No 648/2012 (“CRR”),
- 2) reduction, payment out or reclassification to another item of own funds (share premium) related to own funds instruments,
- 3) launching a call for the sale, redemption, repayment or repurchase of Additional Tier 1 instruments or Tier II instruments referred to in the CRR before their contractual maturity date.”

19) § 16(3) in its current wording:

“3. In the event that an Extraordinary General Meeting is convened in the manner specified in Article 400(3) of the Code of Commercial Partnerships and Companies, the registry court shall appoint the Chair of that Meeting.”

shall now read as follows:

“3. In the event that an Extraordinary General Meeting is convened in the manner specified in Article 400 § 3 of the Code of Commercial Partnerships and Companies, the registry court shall appoint the Chair of that Meeting.”

20) § 17(1)(1) in its current wording:

“1) review and approval of:

- a) the Management Board’s report on the Bank’s activities and the financial statements for the previous financial year,
- b) the report on the activities and the financial statements of the Bank’s Capital Group for the previous financial year,
- c) the Bank’s Capital Group report on non-financial information for the previous financial year – if a separate report on non-financial information is prepared,”

shall now read as follows:

“1) review and approval of:

- a) the financial statements of the Bank for the completed financial year,
- b) the financial statements of the Bank’s Capital Group for the completed financial year,
- c) the Management Board’s report on the activities of the Bank’s Capital Group for the completed financial year, including the Management Board’s report on the Bank’s operations and the Statement on Sustainable Development,
- d) the report on the activities of the Supervisory Board,”

21) § 19(1) in its current wording:

“1. The Supervisory Board shall select the Chair and the Deputy Chair from among its Members. The election shall be held by an absolute majority of votes of the members of the Supervisory Board present at the meeting, by secret ballot.”

shall now read as follows:

“1. The Supervisory Board shall select the Chair and the Deputy Chair from among its Members. The election shall be held by an absolute majority of votes of the members of the Supervisory Board present at the meeting.”

22) § 23(2)(1)-5) in its current wording:

“2. In addition to other matters provided for in the Code of Commercial Partnerships and Companies or in the Articles of Association, the competencies of the Supervisory Board shall include in particular:

- 1) assessment of the Management Board’s report on the Bank’s activities and the financial statements for the previous financial year in terms of their compliance with the books and documents, as well as with the actual state of affairs;
- 2) assessment of the Management Board’s motions concerning profit distribution or loss coverage,
- 3) submission to the General Meeting of an annual written report on the results of the assessment referred to in items 1) and 2) above and in item 5) below;

- 3a) review of the Management Board’s report on representation expenses, as well as expenses for legal services, marketing services, human relations (public relations) and social communication services, or management consulting services,
- 3b) review of the report on the application of the good practices referred to in Article 7(3) of the Act on the Rules for Managing State Property,
- 4) assessment of periodic information on internal control,
- 5) assessment of the report on the activities and the financial statements of the Bank’s Capital Group for the previous financial year in terms of their compliance with the books and documents, as well as with the actual state of affairs,”

shall now read as follows:

“2. In addition to other matters provided for in the Code of Commercial Partnerships and Companies or in the Articles of Association, the competencies of the Supervisory Board shall include in particular:

- 1) assessment of the financial statements and the financial statements of the Bank’s Capital Group for the completed financial year in terms of their compliance with the books and documents, and assessment that the information contained in the statements properly reflects the asset and financial position of the Bank and the Bank’s Capital Group,
- 2) assessment of the Management Board’s report on the activities of the Bank’s Capital Group for the completed financial year, including the Management Board’s report on the Bank’s activities and the Sustainability Statement,
- 3) assessment of the Management Board’s motions concerning profit distribution or loss coverage,
- 4) submission to the General Meeting of an annual written report on the results of the assessment referred to in items 1), 2) and 3) above,
 - 4a) review of the Management Board’s report on representation expenses, as well as expenses for legal services, marketing services, human relations (public relations) and social communication services, or management consulting services,
 - 4b) review of the report on the application of the good practices referred to in Article 7(3) of the Act on the Rules for Managing State Property,
- 5) assessment of periodic information on internal control,”

23) item 27) in § 23(2) in its current wording:

“27) selection of the statutory auditor,”

shall now read as follows:

“27) selection of the audit firm to conduct audits and reviews of the Bank’s financial statements, the consolidated financial statements of the Bank’s Capital Group, and the assurance of sustainability reporting,”

24) § 33(1) in its current wording:

“1. The Bank’s organisational units include:

- 1) the Bank’s Head Office, comprising Divisions, Areas, Departments and Offices,
- 2) Macro-regions,
- 3) Regions,
- 4) Branches,
- 5) other organisational units.”

shall now read as follows:

“1. The Bank’s organisational units include:

- 1) the Bank’s Head Office, within which there operate Areas, Divisions, Departments, Offices, including in particular the Brokerage House, Centres, as well as other organisational units of the Bank’s Head Office, in particular Sections and Teams,
- 2) Regions,
- 3) Branches,
- 4) other organisational units.”

25) items 6)-8) in § 34, reading as follows, shall be deleted:

- “6) the revaluation reserve for financial assets classified in the category measured at fair value through other comprehensive income,
- 7) the reserve for revaluation of the effective portion of cash flow hedges,
- 8) the reserve relating to provisions for deferred income tax reserve and deferred tax assets.”

26) Chapter number “XV. FINAL PROVISIONS” shall be renumbered as XVI.

27) paragraph 2 in § 43, reading as follows, shall be deleted:

“2. The provisions of § 12(1), (12) and (13), and § 13(2) shall apply from the date on which the Bank obtains the status of a public company, and the provisions of § 9a and § 18(4) from the date of the first listing of the Bank’s shares on the regulated market operated by the Warsaw Stock Exchange S.A., provided that the provisions of § 9a shall apply on condition that the Bank’s shares are admitted to and introduced into trading on the regulated market operated by the Warsaw Stock Exchange no later than 31 December 2012.”

§ 2

The Annual General Meeting of the Bank authorises the Bank’s Supervisory Board to determine the consolidated text of the Articles of Association of the Bank, taking into account the amendments resulting from the provisions of this resolution.

§ 3

This resolution shall enter into force on the date of its adoption, with effect from the entry of the amendments to the Articles of Association of the Bank in the register of entrepreneurs of the National Court Register.

Shareholders representing jointly 96,530,336 valid votes from 96,530,336 shares participated in an open vote on the above resolution, which is (after rounding to two decimal places) 73.94% of the share capital of ALIOR BANK S.A., whereby:

- 82,299,812 valid votes were cast in favor of the resolution;
- 14,230,524 votes were “against” the resolution;
- none votes were “abstained”;

The resolution has been adopted