

Resolution No 33/2008 of the Management Board of Alior Bank S.A., dated 25/03/2008

Amended by Resolution No 119/2010 of the Management Board of Alior Bank S.A., dated 02/03/2010

Amended by Resolution No 513/2011 of the Management Board of Alior Bank S.A., dated 30/12/2011

Amended by Resolution No 346/2013 of the Management Board of Alior Bank S.A., dated 13/09/2013

Amended by Resolution No 492/2013 of the Management Board of Alior Bank S.A., dated 31/12/2013

Amended by Resolution No 143/2014 of the Management Board of Alior Bank S.A., dated 12/05/2014

Amended by Resolution No 10/2018 of the Management Board of Alior Bank S.A., dated 17/01/2018

Amended by Resolution No 117/2018 of the Management Board of Alior Bank S.A., dated 15/05/2018

Amended by Resolution No 429/2021 of the Management Board of Alior Bank S.A., dated 22/12/2021

Regulation Specification

Previous amendment: Resolution No 117/2018 of the Management Board of the Bank of 15/05/2018

Effective date: as of the day on which the Supervisory Board of the Bank approves the Regulation

Regulation owner: HR Division

ORGANISATIONAL REGULATIONS

ALIOR BANK

SPÓŁKA AKCYJNA

1. BASIC ORGANISATIONAL STRUCTURE OF THE BANK

§ 1

1. The organisation of the Bank reflected in the internal regulations shall be transparent and coherent, as well as shall cover and reflect the entire area of the Bank's activity and clearly distinguish key functions. This applies both to the division of tasks, powers, duties and responsibilities between members of the Management Board, as well as to the division of tasks, powers, duties, and responsibilities between organisational units, organisational cells and organisational positions.
2. The organisational structure of the Bank takes into account the size and risk profile, as well as the nature and scale of operations, and ensures:
 - 1) achievement of business goals defined by the Bank,
 - 2) effective management of the Bank, including in particular, planning, managing human resources and monitoring results,
 - 3) effective and timely response to changing external conditions or sudden and unexpected events,
 - 4) effective flow and protection of information and documents,
 - 5) effective performance of tasks by the Supervisory Board and the Management Board of the Bank, including the possibility for the Management Board and the Supervisory Board to use the services of external experts,
 - 6) application of transparent and objective principles of employment, remuneration and evaluation, as well as of rewarding and professional promotion of employees.
3. These Organisational Regulations define the basic organisational structure and principles of operation of the Bank's organisational units and organisational cells.
4. The Organisational Regulations take into account the provisions of the Articles of Association, resolutions of the General Meeting, the Supervisory Board and the Management Board of the Bank.
5. The diagram of the basic organisational structure of the Bank is attached as Appendix 1 to these Regulations.

§ 2

Terms used in these Regulations shall have the following meaning:

1. **Alior Bank, Bank** – Alior Bank Spółka Akcyjna with its registered office in Warsaw
2. **Unit, Organisational Unit** – a formally separated part of the Bank's organisational structure referred to in § 33.1 of the Bank's Articles of Association
3. **Organisational Cell** – a separate part of the Organisational Unit with a specific structure and defined tasks (e.g. divisions, departments, offices and teams)
4. **Area** – Organisation Units and/or Organisational Cells managed by a member of the Management Board
5. **Specialist Branch** – a branch established to service specific customer groups
6. **Supervisory Board** – the Supervisory Board of the Bank
7. **Independent work positions** – positions to which tasks have been assigned in organisational regulations
8. **Management Board** – the Management Board of the Bank

§ 3

1. The Bank has the following bodies:
 - 1) General Meeting
 - 2) Supervisory Board
 - 3) Management Board.

2. The rights and obligations of the Bank's governing bodies are laid down in the Articles of Association, the Regulations of the General Meeting, the Regulations of the Supervisory Board, and the Regulations of the Management Board of Alior Bank Spółka Akcyjna, whereas any matters not governed by these provisions shall be regulated by the provisions of the Commercial Companies Code, the provisions of the Banking Law and other relevant provisions of law.

§ 4

1. The Bank achieves its goals and performs tasks through the following Organisational Units:
 - 1) Head Office
 - 2) Regions
 - 3) Corporate Banking Centres
 - 4) Branches, including Specialist Branches.
2. Other Organisational Units may also be established within the Bank's structure.
3. Decisions on the establishment of new and on changes or liquidation of existing Organisational Units shall be made by the Management Board in the form of a resolution. These decisions are aimed at the completion of the tasks referred to in § 1.2.
4. Members of the Management Board shall be responsible for managing Organisational Units and Organisational Cells, in accordance with the resolution of the Management Board approved by the Supervisory Board on defining the internal division of competences in the Management Board of the Bank and the organisational regulations.
5. Decisions on the tasks of the Units referred to in Section 1.2 – 1.4 and Section 2 shall be taken by the appropriate member of the Management Board in accordance with the resolution of the Management Board approved by the Supervisory Board on defining the internal division of competences in the Management Board of the Bank.
6. In the event of changes in the Bank's organisational structure, either the Organisational Unit, Organisational Cell or the position taking over the tasks performed by the transformed or liquidated Unit, Cell or position shall take over their rights and obligations under the regulations in force at the Bank. Updating the applicable regulations in this regard should be carried out at the next planned review or update of the regulations, except for a situation in which, on the basis of the applicable organisational regulations, it is impossible to clearly identify the Unit that takes over the tasks under the regulations; in which case the regulation should be updated immediately.

A. Head Office

§ 5

1. The Head Office is the Organisational Unit of the Bank that acts as a strategic management centre, shaping the Bank's policy and performing – a part of its Organisational Cells – specific operating and business activities.
2. The activities of the Head Office include: planning, organising, coordinating and controlling the work of the entire Bank.
3. The organisational structure of the Head Office, as well as the scope of tasks of the individual Organisational Units comprising it, are defined in the Organisational Regulations of the Alior Bank Head Office adopted by the Management Board.
4. The following Organisational Cells operate within the head Office: divisions, departments, and offices, including in particular the Brokerage House, within which other cells may also be established, including in particular: teams and sections.
5. When establishing the organisational structure of the Areas, divisions, departments, and offices (including the Brokerage House), it is necessary to bear in mind, especially, the simplicity and effectiveness of an organisation, understood as avoiding the establishment of too complex structures. However, account shall be given of the distinction between goals and tasks, as well as the effectiveness of coordination and control of activities.
6. The detailed internal organisational structure of the Organisational Cells indicated in the Organisational Regulations of the Alior Bank Head Office, understood as a division into specific departments, teams and sections, or individual work

positions, shall be determined by the relevant member of the Management Board in charge of a given Area, which is expressed in the form of a decision.

B. Committees

§ 6

1. The Management Board of the Bank is entitled to appoint, by way of a resolution, permanent or *ad-hoc* committees to perform specific functions, make specific decisions or issue opinions.
2. The standing committees are, in particular:
 - 1) Capital, Assets and Liabilities Management Committee of Alior Bank S.A. (the so-called CALCO),
 - 2) Bank's Credit Committee,
3. The powers, composition and scope of activities as well as the content of the regulations of the standing and *ad-hoc* committees are defined by a resolution of the Management Board of the Bank.

C. Regions, Corporate Banking Centres

§ 7

2. The Region constitutes the Organisational Unit of the Bank, responsible for retail and business banking, superior, within its competence, over the Bank's Branches operating in a specific area, except for the Specialist Branches, supervision of which, by decision of the Management Board of the Bank, was entrusted to a designated Organisational Cell of the Bank's Head Office.
3. The basic tasks of the Regions include:
 - 1) implementation of the Bank's business strategy defined by the Management Board in the subordinate area,
 - 2) planning and monitoring the performance of budget tasks and sales plans defined by the Management Board, as well as controlling the costs of subordinate Branches,
 - 3) taking due care for the Bank's image in the subordinate area, conducting marketing activities to the extent agreed upon with the Bank's Head Office,
 - 4) supervision over the quality of customer service in subordinate Branches.
4. The basic tasks of the Corporate Banking Centre include:
 - 1) implementation of the Bank's business strategy defined by the Management Board in the subordinate area in the area of corporate banking,
 - 2) planning and monitoring the performance of budget tasks and sales plans defined by the Management Board, as well as controlling the costs in the area of corporate banking,
 - 3) taking due care for the Bank's image in the subordinate area, conducting marketing activities to the extent agreed upon with the Bank's Head Office,
 - 4) supervision over the quality of business customer service in a given area.
5. The Regions and Corporate Banking Centres report to the relevant member of the Management Board, in accordance with the resolution of the Management Board approved by the Supervisory Board on defining the internal division of competences in the Management Board of the Bank.
6. The territorial scope of the Regions and Corporate Banking Centres is determined on the basis of the decision of the relevant member of the Management Board, in accordance with the resolution of the Management Board approved by the Supervisory Board on defining the internal division of competences in the Management Board of the Bank

§ 8

1. The internal organisation of the Region and the Corporate Banking Centre, the detailed scope of functions of their respective organisational cells, as well as the definition of the tasks of their managers, are laid down in the Organisational Regulations of the Regions and Corporate Banking Centres.
2. The Organisational Regulations of the Regions, Corporate Banking Centres and their amendments are approved by the relevant Member of the Management Board, in accordance with the resolution of the Management Board approved by the Supervisory Board on defining the internal division of competences in the Management Board of the Bank.

D. Branches

§ 9

1. The Branch is an Organisational Unit of the Bank, established to acquire and provide ongoing service to the Bank's customers, sell products, and provide banking services.
2. Decisions on changing the territorial scope of the Branches are made by the relevant Member of the Management Board, in accordance with the resolution of the Management Board approved by the Supervisory Board on defining the internal division of competences in the Management Board of the Bank.

§ 10

1. The basis tasks of the Branch include:
 - 1) acquiring customers and ensuring the appropriate quality of their service,
 - 2) sale of banking products and services, as well as effective offering of other financial services specified in the Bank's Articles of Association,
 - 3) handling non-cash and cash customer instructions,
 - 4) monitoring the sales of banking products,
 - 5) credit portfolio monitoring,
 - 6) cooperation with agencies to the extent governed in separate regulations of the Bank, including agreements with external entities.

§ 11

1. The internal organisation of the Branch, the detailed scope of functions of its respective Organisational Cells, as well as the definition of the tasks of their managers, are laid down in the Organisational Regulations of the Alior Bank Branch.
2. The Organisational Regulations of the Alior Bank Branch are approved by the relevant Member of the Management Board, in accordance with the resolution of the Management Board approved by the Supervisory Board on defining the internal division of competences in the Management Board of the Bank.

**2. PRINCIPLES OF MANAGING THE BANK'S ORGANISATIONAL UNITS
AND ORGANISATIONAL CELLS**

§ 12

1. Persons managing the Bank's Organisational Units and Organisational Cells shall act in adherence to the applicable laws and internal regulations of the Bank. Their basic task is to plan, organise and control the work of subordinate Organisational Units and Organisational Cells.
2. In carrying out their tasks, they shall follow the following principles:
 - 1) taking due care for the customer's well-being,

- 2) taking due care for the good name of the Bank and conduct in accordance with the Code of Ethics of Alior Bank,
- 3) ensuring top quality and timeliness of entrusted tasks,
- 4) taking due care for the Bank' financial result,
- 5) improving own qualifications and qualifications of subordinate employees,
- 6) cooperating with other Organisational Units of the Bank,
- 7) taking due care for entrusted property,
- 8) optimising financial results, including costs related to the activities performed by the Organisational Unit,
- 9) sole management and responsibility.

§ 13

Member of the Management Board of the Bank:

- 1) supervises the implementation of the Bank's goals resulting from the strategy, plans and arrangements of the Bank's governing bodies,
- 2) makes decisions not reserved to the decisions of the President of the Management Board of the Bank, the Management Board of the Bank and the Bank's Committees,
- 3) shall be responsible for the performance by their subordinate Area of statutory tasks and those arising from resolutions of the General Meeting, the Supervisory Board and the Management Board of the Bank, decisions of the President of the Management Board of the Bank and other internal regulations of the Bank, as well as for the performance of the functions set out in the Organisational Regulations of the Alior Bank Head Office.

§ 14

1. The tasks performed by the person managing the Organisational Unit listed in the Organisational Regulations of the Alior Bank Head Office, stem from the provisions of the Organisational Regulations of the Alior Bank Head Office and may be specified by the member of the Management Board of the Bank in charge of the Area within which the respective Organisational Cell operates.
2. The manager of the Organisational Cell performs tasks by:
 - 1) planning, organising and controlling the performance of the tasks of their subordinate Organisational Unit or Organisational Cell in a manner ensuring their timely and correct completion,
 - 2) making decisions on matters relating to:
 - a) detailed tasks of the Organisational Unit or Organisational Cell,
 - b) the method of applying the Bank's internal regulations and external regulations,
 - 3) developing draft legal regulations,
 - 4) ensuring internal control of the work of their subordinate Organisational Cell,
 - 5) implementing the HR policy in accordance with the Bank's HR policy,
 - 6) informing the superior about the progress of tasks on an ongoing basis,
 - 7) maintaining close cooperation with other Organisational Units/Cells,
 - 8) exercising supervision over the protection of bank property and compliance with the OHS provisions and principles as well as fire protection regulations.
3. The manager of the Organisational Cell shall be responsible for the performance of statutory tasks and tasks stemming from the resolutions of the General Meeting, the Supervisory Board and the Management Board of the Bank, Decisions of the President of the Management Board of the Bank and other internal regulations of the Bank, as well as for compliance with generally applicable laws.

§ 15

1. The tasks performed by the Branch Director stem from the Organisational Regulations of the Alior Bank Branch and are specified in detail by the Director of the relevant Region.
2. The Branch Director performs their tasks by:
 - 1) planning and organising the work of the Branch in a manner ensuring their timely and correct completion,
 - 2) implementing the personnel policy in accordance with the Bank's personnel policy and cooperating in this respect with the relevant Organisational Cells of the Head Office,
 - 3) selling products and acquiring customers,
 - 4) maintaining close cooperation with the Organisational Cells of the Head Office,
 - 5) ensuring internal control in the Branch,
 - 6) making decisions on issues concerning the completion of Branch tasks and proper application of the Bank's internal regulations and external regulations,
 - 7) exercising supervision over the protection of bank property and compliance with the OHS provisions and principles as well as fire protection regulations,
 - 8) issuing internal instruction, regulating and organisational orders.
3. The Branch Director shall be responsible for the completion of statutory tasks and tasks stemming from the resolutions of the General Meeting, Supervisory Board and Management Board of the Bank, orders of the President of the Management Board of the Bank, and other internal regulations of the Bank, as well as for compliance with generally applicable laws.

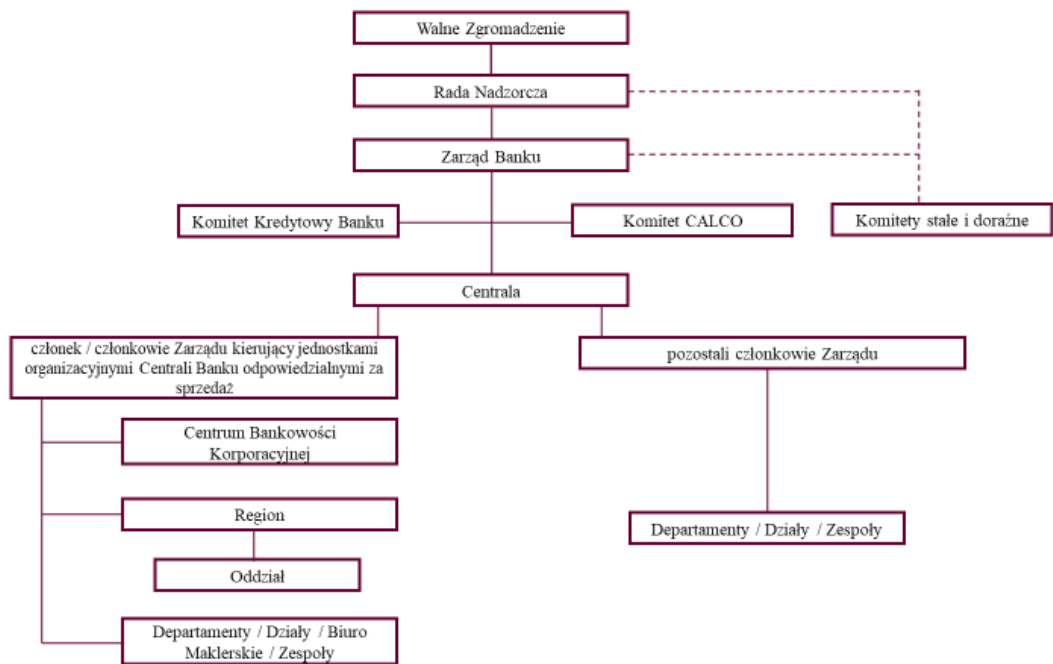
3. ORDER REGULATIONS

§ 16

1. The Organisational Units and Organisational Cells shall share information with each other in order to ensure the most effective functioning of the Bank in accordance with the applicable provisions of law.
2. The rules and forms of cooperation between individual Organisational Units and Organisational Cells stem from the scope of their functions and tasks laid down in the Bank's internal regulations, and they may be specified in detail on the basis of mutual written agreements (so-called SLA – Service Level Agreements).

§ 17

Each and every employee of the Bank has the scope of duties assigned to them by their superior. Each and every Bank's Organisational Unit or Organisational Cell has in place a system of substituting individual employees. The responsibility for creating this system rests with the head of a respective Organisational Unit or Organisational Cell.



Walne Zgromadzenie	General Meeting
Rada Nadzorcza	Supervisory Board
Zarząd Banku	Management Board of the Bank
Komitet Kredytowy Banku	Bank Credit Committee
Komitet CALCO	CALCO
Komitety stałe i dorażne	Standing and <i>ad-hoc</i> committees
Centrala	Head Office
Członek/członkowie zarządu kierujący jednostkami organizacyjnymi Banku odpowiedzialnymi za sprzedaż	Member/members of the Management Board managing organisational units of the Bank responsible for sales
Centrum Bankowości Korporacyjnej	Corporate Banking Centre
Region	Region
Oddział	Branch
Departamenty / Działy / Biuro Maklerskie / Zespoły	Departments / Divisions / Brokerage House / Teams
Pozostali członkowie Zarządu	Other members of the Management Board
Departamenty / Działy / Zespoły	Departments / Divisions / Teams

Appendix 1 – Diagram of the Basic Organisational Structure of the Bank