

Warsaw, May 10th, 2022

**The Management Board
of Alior Bank Spółka Akcyjna
Łopuszańska 38d,
02-232 Warsaw**

**SHAREHOLDER'S REQUEST TO INCLUDE SPECIFIC ITEMS IN THE AGENDA OF THE
ANNUAL GENERAL MEETING TO BE HELD ON MAY 31st, 2022**

APPLICANT – Shareholder representing individually at least one twentieth of the Bank's share capital, in line with article 401 § 1 of the Code of Commercial Companies.

Powszechny Zakład Ubezpieczeń Spółka Akcyjna

(name, family name or business name)

al. Jana Pawła II 24, 00-133 Warszawa

(place and address of residence/registered office and address)

**Register of Entrepreneurs of the National Court Register, District Court for the Capital City of
Warsaw, XII Commercial Division, National Court Register No. 9831**

(PESEL number, registration data including the type of register, entity handling the register and entry number)

znw_bza@pzu.pl, tel. +48 666 889 557

(contact data: e-mail address, phone number)

holding **41 655 928** shares of the Bank representing **31,9071%**

(enter the number of shares held)

(enter the percentage share in the total number of shares)

of the Bank's share capital, carrying **41 655 928** votes at the Annual General Meeting of the Bank,

(enter the number of votes carried by shares held)

which represents **31,9071%** of the total number of votes.

(enter the percentage share in the total number of votes)

Represented by: *(check appropriate box)*

The Shareholder is a natural person signing the request in person

Proxy _____
(proxy's name)

The Shareholder is a legal person

Maciej Rapkiewicz – Member of the Management Board

(names of persons authorised to represent the shareholder)

Krzysztof Kozłowski – Member of the Management Board

(names of persons authorised to represent the shareholder)

CONTENT OF THE REQUEST

The Applicant, pursuant to article 401 § 1 of the Code of Commercial Companies, hereby requests that the following items be included in the Agenda of the Annual General Meeting, to be held on May 31st, 2022:

(specify the items with a rationale or a draft resolution on the proposed item)

18. Adoption of a resolution on the adoption for use of the Best Practice for GPW Listed Companies 2021.

The shareholder's request to include aforementioned point in the agenda of the General Meeting of the Alior Bank S.A., convened for 31 May 2022 is intended to adopt by the General Meeting of the Alior Bank S.A. the Best Practice for GPW Listed Companies 2021 („Best Practice 2021”), that were adopted by the Supervisory Board of the Warsaw Stock Exchange on 29 March 2021.

Companies' compliance with the Best Practice 2021, like the previous Best Practices, is voluntary, however, each listed company is required to disclose compliance in accordance with the WSE Rules, in particular by publishing this information on its website. The generally applicable principle is the comply or explain formula.

As many of the principles of the Best Practice 2021 are addressed to the General Meeting, it is proposed to adopt a resolution on the adoption for use of the Best Practice 2021 by the General Meeting of the Bank.

As is highlighted in the introduction to the Best Practice 2021, each Company Body acts within its scope of competence when making the decision on the adoption of the principles included in the Best Practices. As the individual standards in the Best Practice 2021 refer to the General Meeting or directly to the shareholders, all Company Bodies are expected to undertake actions, both in practical and declaratory terms, enabling the application of the principles of the Best Practice 2021, to the fullest extent possible,, by the all recipients of these principles, and taking into account the proportionality and adequacy principles.

The principles of the Best Practice 2021 addressed directly to shareholders or the general meeting:

- *4. The general meeting should proceed by respecting the rights of all shareholders and ensuring that passed resolutions do not infringe on legitimate interests of different groups of shareholders. Shareholders who participate in a general meeting exercise their rights in accordance with the rules of good conduct. Participants of a general meeting should come prepared to the general meeting;*
- *4.6. To help shareholders participating in a general meeting to vote on resolutions with adequate understanding, draft resolutions of the general meeting concerning matters and decisions other than points of order should contain a justification, unless it follows from documentation tabled to the general meeting. If a matter is put on the agenda of the general meeting at the request of a shareholder or shareholders, the management board requests presentation of the justification of the proposed resolution, unless previously presented by such shareholder or shareholders.*
- *4.8. Draft resolutions of the general meeting on matters put on the agenda of the general meeting should be tabled by shareholders no later than three days before the general meeting.*

- 4.9. *If the general meeting is to appoint members of the supervisory board or members of the supervisory board for a new term of office:*
 - 4.9.1. *candidates for members of the supervisory board should be nominated with a notice necessary for shareholders present at the general meeting to make an informed decision and in any case no later than three days before the general meeting; the names of candidates and all related documents should be immediately published on the company's website;*
 - 4.9.2. *candidates for members of the supervisory board make a declaration concerning fulfilment of the requirements for members of the audit committee referred to in the Act of 11 May 2017 on Auditors, Audit Firms and Public Supervision and having actual and material relations with any shareholder who holds at least 5% of the total vote in the company.*4.10. *Realizacja uprawnień akcjonariuszy oraz sposób wykonywania przez nich posiadanych uprawnień nie mogą prowadzić do utrudniania prawidłowego działania organów spółki;*
- 4.12. i 4.13. *regarding the resolutions of the general meeting on the issue of shares;*
- 4.14. *Companies should strive to distribute their profits by paying out dividends.*

Draft resolution regarding the proposed item on the agenda is attached to this request.

APPLICANT'S SIGNATURE

(signature of the Applicant or the Applicant's representative, in legible form or allowing the identification of the Applicant or his/her representative)

NOTE!

- *If a power of attorney has been granted, it must be appended hereto along with the certified copy of the entry into the relevant register attesting the manner of representation of the shareholder granting the power of attorney, should this be the case.*
- *If a legal person shareholder is represented in accordance with representation principles, a certified copy of the entry into the relevant register attesting the manner of representation must be appended.*
- *Moreover, a share certificate issued by the relevant entity must be appended, certifying the number of shares in the Bank's share capital held by the shareholder and required to submit the request.*
- *This form must be filled out and signed in line with the instructions herein and appended with original documents certifying that the shareholder is duly represented, or copies thereof, and then it may be submitted to the Bank in writing.*
- *This form must be filled out and signed in line with the instructions herein and then it may be submitted to the Bank in electronic form as a PDF e-mail attachment. Documents certifying that the shareholder is duly represented must also be submitted to the Bank as attachments. Attachments must be PDF files. The Request should be sent to the Bank to the following e-mail address: Walne.Zgromadzenie@alior.pl*
- *The data must be correct, otherwise the request may be dismissed during verification.*

**Resolution no. __/2022
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
dated 31 May 2022**

on adoption of the Best Practice for GPW Listed Companies 2021

Pursuant to § 17 section 2 point 11 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of the Alior Bank S.A., resolves as follows:

§ 1

The Annual General Meeting of Alior Bank S.A., declares that the General Meeting, acting within its competences, apply the rules outlined in the set of “Best Practice for GPW Listed Companies 2021” which form an appendix to the resolution of the Supervisory Board of Warsaw Stock Exchange S.A. No. 13/1835/2021 29 of March 2021 (hereinafter: “Best Practices”), within the scope addressed to the General Meeting and the shareholders, taking into account generally applicable provisions of law and the Articles of Association of Alior Bank S.A.

§ 2

The Resolution shall enter into force on the date of its adoption.