

## **Content of proposed amendments to the Articles of Association with justification**

The following amendments to the Articles of Association of Alior Bank S.A. are proposed:

**1) in § 7 in para. 2 the following point 19 shall be added:**

"19) intermediating on behalf or for the benefit of financial institutions referred to in the Act of October 4<sup>th</sup>, 2018 on employee capital plans, when concluding contracts for managing the employee capital plans."

**2) in § 23 para. 2, the following point 29 shall be added:**

"29) preparation of an annual remuneration report"

**3) in § 17 para. 1, item 1b) shall be added:**

"1b) expressing an opinion on the annual remuneration report of the Supervisory Board"

### **Justification of the amendment to § 7 in para. 2 to the Articles of Association of Alior Bank S.A.:**

Pursuant to the justification for the draft act on Employee Capital Plans (PPK), the purpose of this program is to build savings for their participants for payout after reaching the age of 60. The main factor of the changes introduced to the Bank's Articles of Association is the ability to intermediate in the conclusion of contracts under the Employee Capital Plans (PPK) program by reaching small, medium and large entrepreneurs by the Bank who are the Bank's clients. In accordance with the Bank's strategy, the introduction of Employee Capital Plans (PPK) into the offer will positively affect the Bank–Customer relationship thanks to the ability to meet the needs of business clients also in the field of building retirement programs for their employees.

### **Justification of the amendment to § 23 para. 2 and to § 17 para. 1 to the Articles of Association of Alior Bank S.A.:**

The reason for the proposed amendments to the Bank's Articles of Association is the amendment to the Act on public offering and conditions for introducing financial instruments to organized trading system and public companies aimed at implementing the "say on pay" directive, introducing an obligation for the Supervisory Board to prepare an annual remuneration report and a resolution to be adopted by the General Meeting giving an opinion on the remuneration report.