

Resolution No. 33/2021
of the Annual General Meeting of Shareholders
of Alior Bank Spółka Akcyjna
dated 28 May 2021

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

Pursuant to Article 430(1) of the Code of Commercial Companies and § 17(2)(1) of the Articles of Association of Alior Bank S.A., it is hereby resolved as follows:

§ 1

The Articles of Association of Alior Bank S.A. shall be amended in such a way that:

1) § 17(1)(1) of the Articles of Association of Alior Bank S.A., previously reading:

"1) the review and approval of the Management Board's Report on the activities of the Bank, as well as the financial statements for the previous financial year,"

shall receive the new, following wording:

"1) the review and approval of:

- a) Management Board's Report on the activities of the Bank, as well as the financial statements for the previous financial year,*
- b) report on the activities and the financial statements of the Bank's capital group for the previous financial year,*
- c) report of the Bank's capital group concerning non-financial information for the previous financial year – if a separate report concerning non-financial information is drawn up,"*

2) § 23(2)(1) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"1) assessment of the Management Board's reports on the activities of the Bank and the financial statements for the previous financial year in terms of their compliance with the books and documents, as well as with the facts;"

shall receive the new, following wording:

"1) *assessment of the Management Board's report on the activities of the Bank and the financial statements for the previous financial year, in terms of its compliance with books and documents, as well as with the facts,*"

3) § 23(2)(3) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"3) *submission, to the General Meeting of Shareholders, of an annual written report on the results of the assessment referred to in items 1) and 2) above,*"

shall receive the new, following wording:

"3) *submission, to the General Meeting of Shareholders, of an annual written report on the results of the assessment referred to in items 1) and 2) above and in item 5) below,*"

4) § 23(2)(5) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"5) *review and approval of reports on the activities and of financial statements of the Bank's capital group,*"

shall receive the new, following wording:

"5) *assessment of the report on the activities and of the financial statements of the Bank's capital group for the previous financial year, in terms of their compliance with books and documents, as well as with the facts,*"

5) § 32(6) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"6. *The Internal Audit Unit shall report directly to the President of the Management Board. Supervision over the activities of the internal audit unit shall be exercised by the Supervisory Board through the Audit Committee.*"

shall receive the new, following wording:

"6. *The internal audit unit and the compliance unit shall report directly to the President of the Management Board. Supervision over the activities of the internal audit unit shall be exercised by the Supervisory Board through the Audit Committee.*"

6) § 33(2) of the Articles of Association of Alior Bank S.A., previously reading as follows:

"2. *The Bank has standing or ad-hoc committees of opinion-giving, advice-offering and decision-making nature, established pursuant to resolutions of the Bank's Management Board. The standing committees include, in particular, the Assets and Liabilities Committee (ALCO) and the Bank's Credit Committee.*"

shall receive the new, following wording:

"2. *The Bank has standing or ad-hoc committees of opinion-giving, advice-offering and decision-making nature, established pursuant to resolutions of the Bank's Management Board. The standing committees include, in particular the Capital, Assets and Liabilities Management Committee (CALCO) and the Bank's Credit Committee.*"

§ 2

The Ordinary General Meeting of Shareholders of the Bank authorizes the Bank's Supervisory Board to compile a consolidated version of the Articles of Association, incorporating the amendments introduced by means of the present Resolution.

§ 3

The resolution shall enter into force on the day of its adoption, under proviso that a relevant consent of the Polish Financial Supervision Authority is obtained, and shall be binding from the entry of the amendments to the Articles of Association of Alior Bank S.A., as introduced by this resolution, into the Register of Entrepreneurs of the National Court Register.