Draft resolutions to be the subject of the Extraordinary General Meeting of Alior Bank S.A. convened on October 20, 2026 at the request of the Shareholder

Resolution No. ...../2026
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated ...…….. 2026

on: the election of the Chairman of the General Meeting of the Bank

§ 1

Pursuant to Article 409 § 1 of the Commercial Companies Code and § 16(1) of the Articles of Association of Alior Bank S.A., the Extraordinary General Meeting of the Bank hereby elects ………….. as the Chairman of the Extraordinary General Meeting.

§ 2

The resolution enters into force upon adoption.

Justification for the resolution of the Extraordinary General Meeting re: election of the Chairman of the General Meeting of the Bank

The Chairman shall be elected during the General Meeting, pursuant to Article 409 § 1 of the Commercial Companies Code and § 16(1) of the Articles of Association of Alior Bank S.A.

Resolution No. ...../2026
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated 2026

re: adoption of the agenda of the General Meeting of the Bank

§ 1

The Extraordinary General Meeting of the Bank hereby adopts the following agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairman of the Extraordinary General Meeting.
3. Declaring the Extraordinary General Meeting to have been duly convened and its capacity to adopt binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of resolutions on changes to the composition of the Supervisory Board of the Bank.
6. Adoption of a resolution on amending Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated 5 December 2017 on the rules for setting the remuneration of the Members of the Supervisory Board of Alior Bank Spółka Akcyjna, amended by Resolution No. 36/2019 of the Ordinary General Meeting of Alior Bank Spółka Akcyjna dated 28 June 2019 on the rules for setting the remuneration of the Members of the Supervisory Board of Alior Bank Spółka Akcyjna.

7. Adoption of a resolution on amending Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated 5 December 2017 on the rules for setting the remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna, amended by Resolution No. 37/2019 of the Ordinary General Meeting of Alior Bank Spółka Akcyjna dated 28 June 2019 on the rules for setting the remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna.
8. Adoption of a resolution on bearing the costs of convening and holding the Extraordinary General Meeting.
9. Closing of the Extraordinary General Meeting.

§ 2

The resolution enters into force upon adoption.

Justification for the resolution of the Extraordinary General Meeting re: adoption of the agenda of the General Meeting of the Bank

The General Meeting proceeds in accordance with the adopted agenda. Pursuant to Article 404 § 1 of the Commercial Companies Code, no resolution may be passed regarding matters not included on the agenda, unless the entire share capital is represented at the General Meeting and none of the attendees object to the adoption of the resolution.

Resolution No. …/2026
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated ……….. 2026

re: removal of a member of the Supervisory Board of Alior Bank Spółka Akcyjna

§ 1

Pursuant to Article 385 § 1 of the Commercial Companies Code and § 18(3) of the Articles of Association of the Bank, the Extraordinary General Meeting of the Bank hereby removes ……………………………… from the Supervisory Board of the Bank.

§ 2

The resolution enters into force upon adoption.

Justification for the resolution of the Extraordinary General Meeting re: removal of a member of the Supervisory Board of Alior Bank Spółka Akcyjna

Pursuant to § 18(3) of the Articles of Association of the Bank, a member of the Supervisory Board may be removed at any time by virtue of a resolution of the General Meeting.

Resolution No. …/2026
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated ……….. 2026

re: appointment of a member of the Supervisory Board of Alior Bank Spółka Akcyjna

§ 1

Pursuant to § 8(7) of the 'Policy for the Selection and Suitability Assessment of Supervisory Board Members of Alior Bank S.A.', Article 385 § 1 of the Commercial Companies Code and § 18(1) of the Articles of Association of the Bank, the Extraordinary General Meeting hereby:

1) approves the initial suitability assessment of the candidate, Ms/Mr ………., for a member of the Supervisory Board of the Bank;
2) appoints Ms/Mr ……………………………… to the Supervisory Board of the Bank.

§ 2

The resolution enters into force upon adoption.

Justification for the resolution of the Extraordinary General Meeting re: appointment of a member of the Supervisory Board of Alior Bank Spółka Akcyjna

Pursuant to § 8(7) of the '*Policy for the Selection and Suitability Assessment of Supervisory Board Members of Alior Bank S.A.'*, the initial individual suitability assessment shall be approved by the General Meeting by way of a resolution.
§ 18(1) of the Articles of Association of the Bank stipulates that the Supervisory Board shall consist of 5 to 8 members appointed by the General Meeting for a joint term of office of 4 years.

Resolution No. …/2026
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated ……….. 2026

re: amending Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated 5 December 2017 on the rules for setting the remuneration of the Members of the Supervisory Board of Alior Bank Spółka Akcyjna, amended by Resolution No. 36/2019 of the Ordinary General Meeting of Alior Bank Spółka Akcyjna dated 28 June 2019 on the rules for setting the remuneration of the Members of the Supervisory Board of Alior Bank Spółka Akcyjna

Acting pursuant to Article 392 § 1 of the Commercial Companies Code and § 17(2)(10) of the Articles of Association of Alior Bank S.A., the Extraordinary General Meeting of Alior Bank S.A. hereby resolves as follows:

§ 1

Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated 5 December 2017 on the rules for setting the remuneration of the Members of the Supervisory Board of Alior Bank Spółka Akcyjna, amended by Resolution No. 36/2019 of the Ordinary General Meeting of Alior Bank Spółka Akcyjna dated 28 June 2019 on the rules for setting the remuneration of the Members of the Supervisory Board of Alior Bank Spółka Akcyjna, is amended to the effect that:

§ 1(1), currently reading:
'1. The monthly remuneration of the Members of the Supervisory Board is set as the product of the reference base, referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules of Setting the Remuneration of Persons Managing Certain Companies, and a multiplier of 2.75'.

is amended to read as follows:
'1. The monthly remuneration of the Members of the Supervisory Board is set as the product of the reference base, referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules of Setting the Remuneration of Persons Managing Certain Companies, **taking into account other legal acts amending or modifying the reference base, including the provisions of acts on specific**

solutions serving the implementation of the Budget Act for a given year, and a multiplier of 2.75'.

§ 2

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

Justification for the resolution of the Extraordinary General Meeting re: amending Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated 5 December 2017 on the rules for setting the remuneration of the Members of the Supervisory Board of Alior Bank Spółka Akcyjna, amended by Resolution No. 36/2019 of the Ordinary General Meeting of Alior Bank Spółka Akcyjna dated 28 June 2019 on the rules for setting the remuneration of the Members of the Supervisory Board of Alior Bank Spółka Akcyjna

Establishing the rules for setting the remuneration of the members of the Supervisory Board falls within the competence of the General Meeting and serves to exercise the shareholders' right to determine the remuneration of the Company's bodies.

Resolution No. …/2026
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated ……….. 2026

re: amending Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated 5 December 2017 on the rules for setting the remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna, amended by Resolution No. 37/2019 of the Ordinary General Meeting of Alior Bank Spółka Akcyjna dated 28 June 2019 on the rules for setting the remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna

Acting pursuant to Article 378 § 2 of the Commercial Companies Code, the Extraordinary General Meeting of Alior Bank S.A. hereby resolves as follows:

§ 1

Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated 5 December 2017 on the rules for setting the remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna, amended by Resolution No. 37/2019 of the Ordinary General Meeting of Alior Bank Spółka Akcyjna dated 28 June 2019 on the rules for setting the remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna, is amended to the effect that:

1. § 2(2), currently reading:

'2. The Fixed Remuneration for individual Members of the Management Board falls within the monetary range of seven to fifteen times the reference base referred to in Article 1(3)(11) of the Act of 9 June 2016 on the Rules of Setting the Remuneration of Persons Managing Certain Companies'.

is amended to read as follows:
'2. The Fixed Remuneration for individual Members of the Management Board falls within the monetary range of seven to fifteen times the reference base referred to in Article 1(3)(11) of the Act, **taking into account other legal acts amending or modifying the reference base, including the provisions of acts on specific solutions serving the implementation of the Budget Act for a given year**'.

2. paragraph 2a is added to § 2, reading as follows:

‘2a. It shall be permitted to set the amount of the remuneration of the Members of the Management Board in a manner different to that specified in paragraph 2, provided, however, that it shall not exceed fifteen times the reference base, understood as the arithmetic mean of the average monthly remuneration in the enterprise sector excluding payments of profit-sharing bonuses, announced by the President of Statistics Poland (GUS), for 12 quarters from the full, consecutive recent years preceding the year for which the reference base is being determined’.

3. § 2(3), currently reading:

‘3. Where a Member of the Management Board of the Bank is simultaneously employed under an employment contract, a contract of mandate, a management services agreement or another civil law contract of a similar nature by Powszechny Zakład Ubezpieczeń S.A. (‘PZU SA’) or by an undertaking controlled by PZU SA other than the Bank within the meaning of Article 4(4) of the Act of 16 February 2007 on Competition and Consumer Protection (Journal of Laws of 2017, item 229, as amended), remuneration shall be payable under each legal relationship, provided that the total basic monthly remuneration derived from all legal relationships may not exceed the upper limit of the reference range established in paragraph 2. This principle shall apply mutatis mutandis in the event of the appointment of a Member of the Management Board of the Bank to the management board of an undertaking controlled by PZU SA other than the Bank within the meaning of Article 4(4) of the Act on Competition and Consumer Protection, if combining the function of a Member of the Management Board of the Bank and of that undertaking is permissible within the meaning of separate provisions’.

is amended to read as follows:
‘3. Where a Member of the Management Board of the Bank is simultaneously employed under an employment contract, a contract of mandate, a management services agreement or another civil law contract of a similar nature by Powszechny Zakład Ubezpieczeń S.A. (‘PZU SA’) or **by** an undertaking controlled by PZU SA other than the Bank within the meaning of Article 4(4) of the Act of 16 February 2007 on Competition and Consumer Protection (Journal of Laws of 2017, item 229, as amended), remuneration shall be payable under each legal relationship, provided that the total basic monthly remuneration derived from all legal relationships may not exceed the upper limit of the reference range established in paragraph 2 **or 2a.** This principle shall apply mutatis mutandis in the event of the appointment of a Member of the Management Board of the Bank to the management board of an undertaking controlled by PZU ~~S.A.~~ other than the Bank within the meaning of Article 4(4) of the Act on Competition and Consumer Protection, if combining the function of a Member of the Management Board of the Bank and of that undertaking is permissible within the meaning of separate provisions’.

4. § 3(3), currently reading:
‘3. A separate Management Objective, conditioning the eligibility to receive the Variable Remuneration, is established in the form of implementing the rules for setting the remuneration of members of the management and supervisory bodies in accordance with the provisions of the Act across all entities subsidiary to the Bank within the capital group within the meaning of Article 4(14) of the Act of 16 February 2007 on Competition and Consumer Protection (the ‘**Capital Group**’).’

is amended to read as follows:
‘3. A separate Management Objective, conditioning the eligibility to receive the Variable Remuneration, is established in the form of implementing the rules for setting the remuneration of members of the management and supervisory bodies in accordance with the provisions of the Act

across all entities subsidiary to the Bank within the capital group within the meaning of Article 4(14) of the Act of 16 February 2007 on Competition and Consumer Protection (the '**Capital Group**'), **taking into account other legal acts amending or modifying the reference base, including the provisions of acts on specific solutions serving the implementation of the Budget Act for a given year**'.

§ 2

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

Justification for the resolution of the Extraordinary General Meeting re: amending Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated 5 December 2017 on the rules for setting the remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna, amended by Resolution No. 37/2019 of the Ordinary General Meeting of Alior Bank Spółka Akcyjna dated 28 June 2019 on the rules for setting the remuneration of the Members of the Management Board of Alior Bank Spółka Akcyjna

Establishing the rules for setting the remuneration of the members of the Management Board falls within the competence of the General Meeting and serves to exercise the shareholders' right to determine the remuneration of the Company's bodies.

The draft resolution applies Article 4(3) of the Act, which stipulates that a draft resolution on the rules for setting the remuneration of the members of the management body may provide for a different amount of the fixed part of the remuneration of a member of the management body than the one specified in accordance with Article 4(2) of the Act, where justified by exceptional circumstances pertaining to the company or the market on which it operates.

Resolution No. …/2026
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
dated ……….. 2026

re: bearing the costs of convening and holding the Extraordinary General Meeting

§ 1

Pursuant to Article 400 § 4 of the Commercial Companies Code, the Extraordinary General Meeting of the Bank resolves that the costs of convening and holding the Extraordinary General Meeting shall be borne by the Bank.

§ 2

The resolution enters into force upon adoption.

Justification for the resolution of the Extraordinary General Meeting re: bearing the costs of convening and holding the Extraordinary General Meeting

Pursuant to Article 400 § 4 of the Commercial Companies Code, a meeting convened upon the request of a shareholder or shareholders representing at least one-twentieth of the share capital shall adopt a resolution determining whether the costs of convening and holding the meeting are to be borne by the company.