



The second announcement of the intended merger of Alior Bank S.A. and Meritum Bank ICB S.A.

Current report no. 40/2015 of 7 May 2015

Legal basis: Art. 56 (1) (2) of the Act on offerings – current and periodical information

Contents of the report: With reference to the current report No. 38/2015 of 22 April 2015, the Management Board of Alior Bank Spółka Akcyjna with its registered office in Warsaw and address at ul. Łopuszańska 38d, 02-232 Warszawa, entered in the Register of Business Entities maintained by the District Court for the Capital City of Warsaw, 13th Commercial Division of the National Court Register, under KRS No. 0000305178 (the “**Bank**”), acting pursuant to Article 504 § 1 and 2 of the Act of 15 September 2000 – the Commercial Companies Code (consolidated text in: Dz. U. of 2013, item 1030) (the “**CCC**”), in conjunction with Article 402¹ of the CCC hereby makes the second announcement of the intended merger of the Bank and Meritum Bank ICB Spółka Akcyjna with its registered office in Gdańsk and address at ul. Piastowska 7, 80-332 Gdańsk, entered in the Register of Business Entities maintained by the District Court for Gdańsk-Północ in Gdańsk, 7th Commercial Division of the National Court Register, under KRS No. 0000005245 (“**Meritum**”) (the “**Merger**”).

The plan of merger of the Bank and Meritum, pursuant to Article 492 § 1 Item 1 of the CCC by way of transferring all property (all assets, equity and liabilities) of Meritum, as the target company, to the Bank, as the bidding company, agreed by the Management Boards of the Bank and Meritum on 22 April 2015 and published in the current report No. 37/2015 of 22 April 2015 and since that day it has been available on the Bank’s website at:

http://www.aliorbank.pl/en/about_us/investor_relations/banks_merger

The Annual General Meeting of the Bank, which has the adoption of the resolution concerning the merger of the Bank and Meritum on its agenda, has been convened for 25 May 2015. An announcement convening the Ordinary General Meeting was published in the form of a current report No. 39/2015 on 23 April 2015.

On the Bank’s website at: http://www.aliorbank.pl/en/about_us/investor_relations/banks_merger the shareholders may access the following documents referred to in Article 505 § 1 of the CCC, i.e.:

- the Merger Plan;
- financial statements and reports of the management boards on the activities of the Bank and Meritum for the last three financial years, together with the auditors’ opinions and reports; and
- the documents referred to in Article 499 § 2 of the CCC, i.e. the draft Merger resolutions, the valuation of the Bank’s assets, the valuation of Meritum assets and the statement on the accounting situation of Meritum.

Legal basis:

Article 56 Section 1 Item 2 of the Act on Public Offering and the Conditions for Introducing Financial Instruments to Organized Trading and on Public Companies in conjunction with Article 504 § 1 of the Commercial Companies Code