

Draft resolutions of the Annual General Meeting of Alior Bank S.A. convened for 19 June 2013.

Concurrently with the announcement, the Management Board hereby presents draft resolutions to be discussed at the Annual General Meeting of Alior Bank S.A. (hereinafter referred to as: "the Bank").

Re: item 2 of the Agenda

Resolution No./2013 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 19 June 2013

On: The election of the Chairperson of the Annual General Meeting.

§ 1
The Annual General Meeting hereby elects _____ as the Chairperson of the Meeting.

§ 2
The Resolution shall enter into force on the date of its adoption.

Re: item 4 of the Agenda

Resolution No./2013 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 19 June 2013

On: adoption of the Agenda

The Annual General Meeting hereby adopts the following Agenda:

1. Opening of the Annual General Meeting of Shareholders.
2. Election of the Chairperson of the Annual General Meeting of Shareholders.
3. Acknowledgement that the Annual General Meeting has been convened appropriately and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Annual General Meeting.
5. Adoption of a resolution to approve the Rules of the Annual General Meeting of the Bank's Shareholders.
6. Adoption of a resolution to approve the financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2012.
7. Adoption of a resolution to approve the Management Board Report of the Alior Bank Spółka Akcyjna in 2012.
8. Adoption of a resolution to approve the financial statements of Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2012.
9. Adoption of a resolution to approve the Management Board Report of the Alior Bank Spółka Akcyjna Capital Group in 2012
10. Adoption of a resolution to distribute the Bank's profits for 2012.
11. Adoption of resolutions on the vote of approval for the Members of the Management Board for performance of their duties in 2012.

12. Adoption of a resolution to approve the report of the Supervisory Board on their operations in 2012.
13. Adoption of resolutions on the vote of approval for the Members of the Bank's Supervisory Board for performance of their duties in 2012.
14. Adoption of resolutions on the changes in the composition of the Supervisory Board of the Bank.
15. Adoption of a resolution to amend the Bank's Articles of Association.
16. Closing of the Annual General Meeting of Shareholders.

Re: item 5 of the Agenda

**Resolution No./2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: adoption of the Rules of the General Meeting of the Bank's Shareholders.

§1

Pursuant to art. 16 (4) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby adopts the Rules of the General Meeting of the Bank's Shareholders.

§ 2

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

Re: item 6 of the Agenda

**Resolution No./2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: approval of the financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2012.

§ 1

Pursuant to article 395 § 2(1) of the Code of Commercial Companies and § 17 item 1(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby approves the financial statements of Alior Bank Spółka Akcyjna for the year ended on 31 December 2012, including:

- statement of financial position, drawn up as at 31 December 2012, with assets, liabilities and capitals totalling PLN 21,355,920,000,
- profit and loss statement for the period between 1 January 2012 and 31 December 2012, with net profit of PLN 172,393,000,
- statement of comprehensive income for the period between 1 January 2012 and 31 December 2012 with income amounting to PLN 196,188,000,
- statement of changes in equity for the financial year between 1 January 2012 and 31 December 2012, with an increase in shareholders' equity by PLN 799,925,000,
- statement of cash flows for the financial year between 1 January 2012 and 31 December 2012, with an increase in cash by 526,005,000,

- notes to the financial statements.

§ 2

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

Re: item 7 of the Agenda

**Resolution No./2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: approval of the Management Board Report of Alior Bank Spółka Akcyjna in 2012.

§ 1

Pursuant to article 395 § 2(1) of the Code of Commercial Companies and § 17 item 1(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby approves the Management Board Report of Alior Bank Spółka Akcyjna in 2012.

§ 2

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

Re: item 8 of the Agenda

**Resolution No./2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: approval of the financial statements of Alior Bank Spółka Akcyjna Capital Group for the year ended on 31 December 2012.

§ 1

Pursuant to article 395 § 2(1) of the Code of Commercial Companies and § 17 item 1(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby approves the financial statements of Alior Bank Spółka Akcyjna's Capital Group for the year ended on 31 December 2012, including:

- statement of financial position, drawn up as at 31 December 2012, with assets, liabilities and capitals totalling PLN 21,352,348,000,
- profit and loss statement for the period between 1 January 2012 and 31 December 2012, with net profit of PLN 174,063,000,
- statement of comprehensive income for the period between 1 January 2012 and 31 December 2012 with income amounting to PLN 196,188,000,
- statement of changes in equity for the financial year between 1 January 2012 and 31 December 2012, with an increase in shareholders' equity by PLN 799,926,000,
- statement of cash flows for the financial year between 1 January 2012 and 31 December 2012, with an increase in cash by 568,258,000,
- notes to the financial statements.

§ 2

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

Re: item 9 of the Agenda

**Resolution No./2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: approval of the Management Board Report of Alior Bank Spółka Akcyjna Capital Group in 2012.

§ 1

Pursuant to article 395 § 2(1) of the Code of Commercial Companies and § 17 item 1(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby approves the Management Board Report of Alior Bank Spółka Akcyjna Capital Group in 2012.

§ 2

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

Re: item 10 of the Agenda

**Resolution No. .../2013
of the Annual General Meeting of Shareholders
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: distribution of the Bank's profits for 2012.

§ 1

Pursuant to article 395 § 2(2) of the Code of Commercial Companies and § 17 item 1(2) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby decides that the net profit of the Bank for 2012, totalling PLN 172,393,165.49 (say: one hundred seventy two million three hundred ninety three thousand one hundred sixty five zlotys and 49/100) shall be divided as follows:

1. part of the Bank's net profit from operations in the financial year 2012, amounting to PLN 14,291,242.28 (fourteen million two hundred ninety one thousand two hundred forty two zlotys and 28/100) shall be used to cover losses from previous years;
2. the remaining part of the Bank's net profit from operations in 2012, amounting to PLN 158,101,923.21 (one hundred fifty eight million one hundred one thousand nine hundred twenty three zlotys and 21/100) shall be transferred to the Company's supplementary capital.

§ 2

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

Re: item 11 of the Agenda

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Wojciech Sobieraj, the President of the Management Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Krzysztof Czuba, the Vice-President of the Management Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Niels Lundorff, the Vice-President of the Management Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Artur Maliszewski, the Vice-President of the Management Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Witold Skrok, the Vice-President of the Management Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Ms Katarzyna Sułkowska, the Vice-President of the Management Board of the Bank for the performance of her duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Cezary Smorszczewski, the former Vice-President of the Management Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

Re: item 12 of the Agenda

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: approval of the Supervisory Board's report on their operations in 2012.

§ 1

Pursuant to article 382 § 3 of the Code of Commercial Companies and § 23 item 2(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby approves the report of the Supervisory Board on their operations in 2012.

§ 2

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

Re: item 13 of the Agenda

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Ms Helene Zaleski, the Chairwoman of the Supervisory Board of the Bank for the performance of her duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Józef Wancer, the Deputy Chairman of the Supervisory Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Ms Małgorzata Iwanicz-Drozdowska, the Member of the Supervisory Board of the Bank for the performance of her duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Management Board of the Bank for performance of duties in 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Marek Michalski, the Member of the Supervisory Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2012.

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby gives vote of approval for Mr Krzysztof Oblój, the Member of the Supervisory Board of the Bank for the performance of his duties in the period between 1 January 2012 and 31 December 2012.

§ 2

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

Re: item 14 of the Agenda

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: the number of Members of the Supervisory Board of the Bank.

§ 1

Pursuant to article 385 § 1 of the Code of Commercial Companies and § 18 item 2 of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby decides that the Supervisory Board shall comprise 6 Members.

§ 2

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

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: changes in the composition of the Supervisory Board of the Bank.

§ 1

Pursuant to article 385 § 1 of the Code of Commercial Companies and § 18 item 1 of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby appoints Ms Lucyna Stańczak-Wuczyńska as a member of the Supervisory Board of the Bank.

§ 2

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

Re: item 15 of the Agenda

**Resolution No. .../2013
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 19 June 2013**

On: amending the Articles of Association to extend the objects of the Bank.

§ 1

Pursuant to article 430 § 1 of the Code of Commercial Companies and § 17 item 2(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders resolves as follows:

In the Articles of Association of Alior Bank Spółka Akcyjna, § 7, item 2, after point 9 point 10 shall be added, reading as follows:

“10) to operate as an acquiring bank.”

§ 2

The Supervisory Board shall be authorised to draw up the uniform text of the Bank's Articles of Association.