



Announcement of the Tender Offer to subscribe for the sale of shares in Bank BPH S.A.

Current report No. 61/2016 of 11 July 2016

Legal basis: Article 17 Section 1 of MAR – confidential information.

Text of the report: The Management Board of Alior Bank S.A. (the “**Bank**”) hereby gives notice that on 11 July 2016 the Bank announced the tender offer to subscribe for the sale of 50,600,821 ordinary bearer shares in Bank BPH S.A. (“**Bank BPH**”) authorizing to 66% of the total number of votes in Bank BPH (the “**Tender Offer**”). The Tender Offer was announced pursuant to the provisions of Article 73 Section 1 of the Act on public offering and the conditions governing the introduction of financial instruments to organized trading and on public companies, in performance of the share purchase and demerger agreement concerning the acquisition of the Bank BPH Core Business entered into on 31 March 2016 by the Bank and GE Investments Poland sp. z o.o., DRB Holdings B.V. and Selective American Financial Enterprises, LLC (“**Share Purchase and Demerger Agreement**”). The Bank notified about the execution of the Share Purchase and Demerger Agreement in its current report No. 14/2016 of 1 April 2016.

The shares in Bank BPH, subject to the Tender Offer, will be acquired at a price of 31.18 PLN per one share in Bank BPH.

The Tender Offer was announced subject to the following conditions:

- (i) the Bank obtains a decision of the Polish Financial Supervision Authority (the “**PFSA**”) confirming that there are no grounds for objection to the acquisition by the Bank of the shares in Bank BPH representing more than 50% of the share capital and the total number of votes in Bank BPH or the lapse of the statutory time period for the PFSA to deliver a decision raising objections to such acquisition;
- (ii) at least 39,288,005 shares in Bank BPH, corresponding to at least 51.24% of the total number of votes in Bank BPH, have been subscribed for pursuant to the Tender Offer.

If the subscription period envisaged in the Tender Offer is not prolonged, the subscription period should last from 1 August 2016 to 16 August 2016.

The translation into English of the full text of the Tender Offer constitutes an appendix hereto.