

**Draft resolutions to be on the agenda of the Annual General Meeting  
of Alior Bank S.A. convened for June 28<sup>th</sup>, 2019**

*to item 2 of the agenda*

**Resolution No. 1/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: election of the Chairperson of the General Meeting**

The Annual General Meeting of Alior Bank S.A. with its registered office in Warsaw (“the Bank”), acting pursuant to Art. 409 § 1 of the Act of September 15<sup>th</sup>, 2000 – Code of Commercial Companies (“CCC”) and Art. 16.1 of the Bank's Articles of Association, revolves as follows:

§ 1

The Annual General Meeting elects the Chairperson of the Annual General Meeting as follows:

\_\_\_\_\_.

§ 2

The Resolution shall come into force on the date hereof.

*to item 4 of the agenda*

**Resolution No. 2/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup> 2019**

**on: adoption of the agenda of the General Meeting**

§ 1

The Annual General Meeting approves the following agenda of the meeting:

1. Opening of the Annual General Meeting.
2. Election of the Chairperson of the Annual General Meeting.
3. Confirmation that the Annual General Meeting was convened correctly and that it is able to adopt valid resolutions.
4. Approval of the agenda of the Annual General Meeting.
5. Presentation and review of:
  - a) Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31<sup>st</sup>, 2018,
  - b) Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31<sup>st</sup>, 2018;
  - c) The Management Board's Report on operations of the Group of Alior Bank S.A. in 2018 including the Management Board's Report on operations of Alior Bank S.A.

6. Presentation and review of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2018.
7. Presentation to the Annual General Meeting of a specification of activities performed by the Bank in the financial year of 2018 related to the consents referred to in Resolution No. 4/2018 of the Extraordinary General Meeting of the bank of November 26<sup>th</sup> 2018 related to the consent to dispose and acquire by the Bank of financial assets classified as fixed assets and to acquire, purchase or dispose of shares and interests related to the Bank's operational activity.
8. Review of the Report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2018.
9. Approval of the following resolutions:
  - a) Approval of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2018;
  - b) Review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31<sup>st</sup>, 2018;
  - c) Review and approval of the Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31<sup>st</sup>, 2018;
  - d) Review and approval of the Management Board's Report on operations of the Capital Group of Alior Bank S.A. in 2018 including the Management Board's Report on operations of Alior Bank S.A.
10. Adoption of a resolution on distribution of profit for the financial year of 2018.
11. Adoption of resolutions granting a vote of approval to Members of the Bank's Management Board for the performance of their duties in 2018.
12. Adoption of resolutions on granting a vote of approval to Members of the Supervisory Board for the performance of their duties in the financial year of 2018.
13. Adoption of the resolutions to amendment to the Articles of Association of Alior Bank Spółka Akcyjna,
14. Adoption of the resolutions amending Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5<sup>th</sup>, 2017 on principles based on which the remuneration of the members of the Supervisory Board of Alior Bank Spółka Akcyjna is determined,
15. Adoption of the resolutions amending Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5<sup>th</sup>, 2017 on principles based on which the remuneration of the members of the Management Board of Alior Bank Spółka Akcyjna is determined.
16. Closing of the Annual General Meeting.

§ 2

The Resolution shall come into force on the date hereof.

*to item 8 of the agenda*

**Resolution No. 3/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: review of the report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2018**

§ 1

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Pursuant to Art. 17.1.1a of the Bank's Articles of Association, the Bank's Annual General Meeting approves the report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2018.

§ 2

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

*to item 9 of the agenda*

**Resolution No. 4/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup> 2019**

**on: approval of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2018**

§ 1

Pursuant to Art. 382 § 3 of the Code of Commercial Companies and Art. 23.2.3 of the Bank's Articles of Association, the Bank's Annual General Meeting approves the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2018.

§ 2

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

**Resolution No. 5/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31<sup>st</sup>, 2018**

§ 1

Pursuant to Art. 395 § 2.1 of the Code of Commercial Companies and Art. 17.1.1 of the Bank's Articles of Association, the Bank's Annual General Meeting after a review approves the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31<sup>st</sup>, 2018, covering:

- Statement of financial position made as at of December 31<sup>st</sup>, 2018, with total assets and liabilities of PLN 73,242,895 thousand;
- Profit and loss account for the period from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018, disclosing net profit of PLN 731,074 thousand;
- Statement of comprehensive income for the period from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 with income of PLN 757,869 thousand;
- Statement of changes in equity for the financial year from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 with a decrease of equity by PLN 254,419 thousand;
- Cash flow statement for the financial year from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018, showing a change in cash by PLN 465,916 thousand;

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- Additional information and notes.

§ 2

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

**Resolution No. 6/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: review and approval of the Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31<sup>st</sup>, 2018**

§ 1

Pursuant to Art. 395 § 5 of the Code of Commercial Companies and Art. 17.1.1 of the Bank's Articles of Association, the Bank's Annual General Meeting after a review approves the Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31<sup>st</sup>, 2018, covering:

- Statement of financial position made as at of December 31<sup>st</sup>, 2018, with total assets and liabilities of PLN 73,419,887 thousand;
- Profit and loss account for the period from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018, disclosing net profit of the Bank's Capital Group of PLN 713,373 thousand;
- Statement of comprehensive income for the period from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 with income of PLN 740,168 thousand;
- Statement of changes in equity for the financial year from January 1<sup>st</sup>, 2018 to December 31<sup>st</sup>, 2018 with a decrease of equity by PLN 275,926 thousand;
- Cash flow statement for the financial year from January 1<sup>st</sup> to December 31<sup>st</sup>, 2018, showing a change in cash by PLN 464,272 thousand;
- Additional information and notes.

§ 2

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

**Resolution No. 7/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: review and approval of the Management Board's Report on operations of the Capital Group of Alior Bank S.A. in 2018 including the Management Board's Report on operations of Alior Bank S.A.**

§ 1

Pursuant to Art. 395 § 2.1 of the Code of Commercial Companies and Art. 17.1.1 of the Bank's Articles of Association, the Bank's Annual General Meeting after a review approves the Management Board's Report on operations of the Capital Group of Alior Bank S.A. in 2018 including the Management Board's Report on operations of Alior Bank S.A.

§ 2

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

*to item 10 of the agenda*

**Resolution No. 8/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: distribution of profit for the financial year of 2018**

§ 1

Pursuant to Art. 395 § 2.2 of the Code of Commercial Companies and Art. 17.1.2 of the Bank's Articles of Association, the Bank's Annual General Meeting decides that the Bank's net profit for 2018, totalling **PLN 731,073,627.45** (in words: PLN seven hundred thirty one million seventy three thousand six hundred twenty seven and 45/100) shall be allocated as follows:

- Coverage of accumulated loss resulting from the implementation of IFRS 9 in the amount of **PLN 724,967,282.80** (in words: seven hundred twenty four million nine hundred sixty seven thousand two hundred eighty two and 80/100);
- Allocation to reserve capital of non-distributable profit on the activity of the Housing Fund of **PLN 6,106,344.65** (in words: PLN six million one hundred six thousand three hundred forty four and 65/100), pursuant to Art. 5.4 of the Act of October 26<sup>th</sup> 1995 on certain forms of support to housing construction (as amended).

§ 2

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

*to item 11 of the agenda*

**Resolution No. 9/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Krzysztof Kamil Bachta from his performance of the duties of the Deputy President of the Bank's Management Board managing the operations of the Bank in the period from October 17<sup>th</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 10/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marcin Mirosław Jaszczuk from his performance of the duties of the Deputy President of the Bank's Management Board in the period from March 13<sup>th</sup>, 2018 until December 31<sup>st</sup> 2018.

§ 2

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

**Resolution No. 11/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Seweryn Kowalczyk from his performance of the duties of the Deputy President of the Bank's Management Board in the period from November 27<sup>th</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 12/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Mateusz Poznański from his performance of the duties of the Deputy President of the Bank's Management Board in the period from April 13<sup>th</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 13/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Agata Urszula Strzelecka from her performance of the duties of the Deputy President of the Bank's Management Board in the period from April 13<sup>th</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 14/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Maciej Wojciech Surdyk from his performance of the duties of the Deputy President of the Bank's Management Board in the period from April 13<sup>th</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 15/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marek Rafał Szcześniak from

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his performance of the duties of the Deputy President of the Bank's Management Board in the period from November 27<sup>th</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 16/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of 25 June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Katarzyna Monika Sułkowska from her performance of the duties:

- of the Deputy President of the Bank's Management Board in the period from January 1<sup>st</sup>, 2018 until March 11<sup>th</sup>, 2018;
- of the Deputy President of the Bank's Management Board managing the operations of the Management Board in the period from March 12<sup>th</sup>, 2018 until May 20<sup>th</sup>, 2018;
- of the President of the Management Board in the period from May 21<sup>st</sup>, 2018 to October 17<sup>th</sup>, 2018.

§ 2

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

**Resolution No. 17/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Filip Jan Gorczyca from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1<sup>st</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 18/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Michał Jan Chyczewski from his performance of the duties of the Deputy President of the Bank's Management Board managing the operations of the Bank in the period from January 1<sup>st</sup>, 2018 until March 12<sup>th</sup>, 2018.

§ 2

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

**Resolution No. 19/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Urszula Krzyżanowska-Piękoś from her performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1<sup>st</sup>, 2018 until April 13<sup>th</sup>, 2018.

§ 2

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

**Resolution No. 20/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Celina Małgorzata Waleśkiewicz from her performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1<sup>st</sup>, 2018 until April 13<sup>th</sup>, 2018.

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§ 2

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

**Resolution No. 21/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Sylwester Grzebinoga from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1<sup>st</sup>, 2018 until April 27<sup>th</sup>, 2018.

§ 2

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

*to item 12 of the agenda*

**Resolution No. 22/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Tomasz Kulik from his performance of the duties of the Chairman of the Bank's Supervisory Board in the period from January 1<sup>st</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 23/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

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Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Dariusz Gątarek from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1<sup>st</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 24/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Mikołaj Handschke from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1<sup>st</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 25/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of her duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Małgorzata Iwanicz-Drozdowska, a former member of the Bank's Supervisory Board from her performance of the duties in the period from January 1<sup>st</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 26/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Artur Kucharski from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1<sup>st</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 27/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Maciej Rapkiewicz from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1<sup>st</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 28/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marcin Eckert from his performance of the duties of the Member of the Bank's Supervisory Board in the period from June 22<sup>nd</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 29/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Wojciech Myślecki from his performance of the duties of the Member of the Bank's Supervisory Board in the period from June 25<sup>th</sup>, 2018 until December 31<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 30/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Sławomir Niemierka, a former member of the Bank's Supervisory Board from his performance of the duties in the period from January 1<sup>st</sup>, 2018 until June 21<sup>st</sup>, 2018.

§ 2

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

**Resolution No. 31/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018**

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Paweł Szymański, a former member of the Bank's Supervisory Board from his performance of the duties in the period from January 1<sup>st</sup>, 2018 until June 21<sup>st</sup>, 2018.

§ 2

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

*to item 13 of the agenda*

**Resolution No. 32/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: concerning the amendment to the Articles of Association of Alior Bank Spółka Akcyjna**

Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 17.2.1 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

The following amendments are made to the Articles of Association of Alior Bank S.A.:

1) In Article 17:

a) in par. 1, subpar. 1a with current wording:

“1a) review of the report of the Management Board – supported with an opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services”

is repealed,

b) in par. 2, following subpar. 10, subpar. 10a is inserted with the following wording:

“10a) determination of the principles of shaping Management Board members' remuneration,”;

2) Article 17, with its current wording:

Article 17a

“Approval of the General Meeting of Shareholders shall be required for the following:

- 1) disposal of fixed assets under the Accounting Act of 29 September 1994 (Journal of Laws of 2016, items 1047 and 2255), classified as intangible assets, tangible fixed assets or long-term investments, including as a contribution to a company or cooperative, if the value of such assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements, as well as handover of such assets for use to another entity, for a period in excess of 180 days in a calendar year, pursuant to a legal operation if the value of the object of such legal operation exceeds 5% of total assets; however, such handover for use in case of:
  - a) rental, lease or similar contract covering the handover of assets for use to other entities for a fee – the market value of the object of the legal operation shall be understood as the value of the services for:
    - a year – if such handover of the asset took place on the basis of contracts concluded for unspecified periods of time,
    - the entire term of the contract – in case of contracts concluded for an specified period of time,
  - b) lending contracts and other contracts for handover of assets to other entities free of charge – the market value of the object of the legal operation shall be understood as the value of

the services if a rental or lease contract were concluded, for:

- a year – if such handover of the asset takes place on the basis of contracts concluded for unspecified periods of time,
  - the entire term of the contract – in case of contracts concluded for a specified period of time;
- 2) acquisition of fixed assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
- a) PLN 100,000,000, or
  - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements;
- 3) acquisition or purchase of shares in another company for amounts exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements;
- 4) disposal of shares in another company for amounts exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements.”;

is repealed;

3) In Article 23, par. 2:

a) subpar. 3a with its current wording:

“3a) provision of opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”

shall read as follows:

“3a) provision of opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”;

b) subpar.11, with the current wording of:

“11) determining remuneration for Management Board members employed under an employment contract or other contract;

shall read as follows:

“11) determination of the remuneration principles and the remuneration of Management Board members, conclusion, termination and amendment of agreements with Management Board members, taking into account the principles set forth by the General Meeting of Shareholders, pursuant to Article 17, par. 2, subpar. 10a,”

c) Article 18, with the current wording of:

“18) approving the requests of the Management Board to purchase, encumber or sell real estate or shares in real estate, or perpetual usufruct of land, if their value exceeds PLN 5,000,000. In other instances, the decision shall be taken by the Bank’s Management Board without the need to obtain the consent of the Supervisory Board, subject to matters where the decision is taken by the General Meeting, in compliance with Article 17a,”;

shall read as follows:

“18) approving the requests of the Management Board to purchase, encumber or sell real estate or shares in real estate, or perpetual usufruct of land, if their value exceeds PLN 5,000,000. In other instances, the decision shall be taken by the Bank’s Management Board without the need to obtain the consent of the Supervisory Board, save for Article 23a”

4) In Article 23a:

a) Article 1, with the current wording of:

“1) conclusion of contracts for legal services, marketing services, public relations services and social communication as well as management consulting services as long as the amount of fees payable for such services exceeds PLN 500,000 in an annual period,

shall read as follows:

“1) conclusion of contract for legal services, marketing services, public relations services and social communication as well as management consulting services as long as the amount of fees payable for such services under this contract or under other contracts entered into with the same entity exceeds PLN 500,000 in an annual period,”

b) following subpar. 4 the full stop is replaced with a semi-colon and subparagraphs 5-8 are inserted with the following wording:

“5) save for Article 17, par. 2, subpar. 4, management of intangible assets in the understanding of the Accounting Act of 29 September 1994 and classified as intangible assets, tangible fixed assets or long-term investments, including as a contribution to a company or cooperative, if the value of such assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements, as well as handover of such assets for use to another entity, for a period in excess of 180 days in a calendar year, pursuant to a legal operation if the value of the object of such legal operation exceeds 5% of total assets; however, such handover for use in case of:

a) rental, lease or similar contract covering the handover of assets for use to other entities for a fee – the market value of the object of the legal operation shall be understood as the value of the services for:

- a year – if such handover of the asset took place on the basis of contracts concluded for unspecified periods of time,
- the entire term of the contract – in case of contracts concluded for an specified period of time,

b) lending contracts and other contracts for handover of assets to other entities free of charge – the market value of the object of the legal operation shall be understood as the value of the services if a rental or lease contract were concluded, for:

- a year – if such handover of the asset takes place on the basis of contracts concluded for unspecified periods of time,
- the entire term of the contract – in case of contracts concluded for a specified period of time;

6) save for Article 17 par. 2, subpar. 4, the acquisition of fixed in the understanding of the Accounting Act of 29 September 1994, with the value exceeding:

- a) PLN 100,000,000, or
- b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements.”;

7) acquisition or purchase of interests or shares in another company for amounts exceeding:

- a) PLN 100,000,000, or
- b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994,

- determined on the basis of the recent approved financial statements,
- 8) disposal of interests or shares in another company for amounts exceeding:
- a) PLN 100,000,000, or
  - b) 10% of total assets in the understanding of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements,”

5) in Article 26, par. 1a in the current wording of:

“1a. The Management Board shall prepare and submit to the General Meeting of Shareholders – supported with an opinion of the Supervisory Board – a report on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”;

shall read as follows:

“1a. The Management Board shall prepare and submit to the Supervisory Board a report on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”

6) Article 30.2 reading as follows:

“2. Decisions on incurring a liability or managing assets whose total value in respect of one entity exceeds 5% of the Bank’s own funds shall be taken by the Management Board after the respective Management Board request has been approved by the Supervisory Board, subject to Article 17a.”

shall read as follows:

2. Decisions on incurring a liability or managing assets whose total value in respect of one entity exceeds 5% of the Bank’s own funds shall be taken by the Management Board after the respective Management Board request has been approved by the Supervisory Board.

7) In Article 40a:

a) par. 1, with the current wording as follows:

“1. Disposal by the Company of fixed assets within the meaning of the Accounting Act of 29 September 1994 shall be carried out in the form of a tender in case of assets with the value in excess of 0.1 % of total assets, determined on the basis of the last approved financial statements, unless the value of the disposed asset does not exceed PLN 20,000.

shall read as follows:

“1. Disposal by the Company of fixed assets within the meaning of the Accounting Act of 29 September 1994 shall be carried out in the form of a tender or an auction in case of assets with the market value in excess of 0.1 % of total assets, determined on the basis of the last approved financial statements, unless the market value of the disposed asset does not exceed PLN 20,000.”

b) in par. 2 the introduction for calculation with current wording:

“2. The Bank may dispose of fixed assets referred to in par. 1 without holding a tender:”

shall read as follows:

“2. The Bank may dispose of fixed assets referred to in par. 1 without holding a tender or auction:“

§ 2

The General Meeting of Shareholders authorizes the Supervisory Board of the Bank to establish the uniform text of the Bank's Articles of Association, taking into account changes resulting from the provisions of the above resolutions concerning the amendments to this Regulation.

§ 3

The Resolution comes into force upon its adoption provided that the permission of the Polish Financial Supervision Authority has been obtained and subject to an entry of the amendments to the Articles of Association of Alior Bank SA to the register of entrepreneurs of the National Court Register.

**Resolution No. 33/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: concerning the amendment to the Articles of Association of Alior Bank Spółka Akcyjna**

Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 17.2.1 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§1

The following amendments are made to the Articles of Association of Alior Bank S.A.:

1) in Article 23, par. 2 following subpar.: 3a subpar. 3B is inserted with the following wording:

“3b) consideration of the report on the application of good practices referred to in Article 7. par. 3 of the Act on the management of state property,”;

2) in Article 26, after par. 1a, par. 1b is inserted with the following wording:

“1b. the Management Board draws up and submits to the Supervisory Board the report on the application of good practices referred to in Article 7. par. 3 of the Act on the management of state property,”;

§ 2

The General Meeting of Shareholders authorizes the Supervisory Board of the Bank to establish the uniform text of the Bank's Articles of Association, taking into account changes resulting from the provisions of the above resolutions concerning the amendments to this Regulation.

§ 3

The Resolution comes into force upon its adoption provided that the permission of the Polish Financial Supervision Authority has been obtained and subject to an entry of the amendments to the Articles of Association of Alior Bank SA to the register of entrepreneurs of the National Court Register.

**Resolution No. 34/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: concerning the amendment to the Articles of Association of Alior Bank Spółka Akcyjna**

Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 17.2.1 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

The Articles of Association of Alior Bank SA are amended in such a manner that in Article 18 after the par. 4 subpar. 5 and 6 are inserted with the following wording:

“5. A candidate Supervisory Board member, appointed by a company with a State Treasury shareholding which remains, in its relations with the Bank, a dominant entrepreneur in the meaning of Article 4(3) of the Act on competition and consumer protection dated 16 February 2007, should meet the requirements set forth in Article 19(1-3) and (5) of the Act on managing state property dated 16 December 2016.

6. The General Meeting takes immediate actions aimed at a dismissal of a Supervisory Board Member who does not meet the requirements set forth in the Articles of Association.

7. The obligation referred to in item 6 shall not apply to Supervisory Board members appointed by a company other than a company with a State Treasury shareholding which remains, in its relations with the Bank, a dominant entrepreneur in the meaning of Article 4(3) of the Act on competition and consumer protection dated 16 February 2007.“

§ 2

The General Meeting of Shareholders authorizes the Supervisory Board of the Bank to establish the uniform text of the Bank's Articles of Association, taking into account changes resulting from the provisions of the above resolutions concerning the amendments to this Regulation.

§ 3

The Resolution comes into force upon its adoption provided that the permission of the Polish Financial Supervision Authority has been obtained and subject to an entry of the amendments to the Articles of Association of Alior Bank SA to the register of entrepreneurs of the National Court Register.

**Resolution No. 35/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: concerning the amendment to the Articles of Association of Bank Spółka Akcyjna**

Pursuant to Article 430 § 1 of the Commercial Companies Code and Article 17.2.1 of the Articles of Association of Alior Bank Spółka Akcyjna, the following is being resolved:

§ 1

The Articles of Association of Alior Bank Spółka Akcyjna are amended that in Article 7.2, the following points 17 and 18 are added:

- “17) provision of initiation services of payment transactions from users’ payment accounts held by another provider,  
18) provision of access services to information on users’ payment accounts kept with another provider or more than one provider.”

§ 2

The General Meeting authorises the Bank’s Supervisory Board to approve a consolidated text of the Bank’s Articles of Association, incorporating the amendments approved herewith.

§ 3

The Resolution shall enter into force on the date of its adoption subject to obtaining the permission of the Polish Financial Supervision Authority and entered of the modifications to the Articles of Association of Alior Bank S.A. in the register of entrepreneurs of the National Court Register.

*to item 14 of the agenda*

**Resolution No. 36/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: amending Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5th, 2017 on principles based on which the remuneration of the members of the Supervisory Board of Alior Bank Spółka Akcyjna is determined**

Pursuant to Article 392 § 1 of the Commercial Companies Code and Article 17.2.10 of the Articles of Association of Alior Bank S.A., the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

Resolution No. 5/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5th, 2017 on the principles based on which the remuneration of the members of the Supervisory Board of Alior Bank Spółka Akcyjna is determined, is amended in the following manner:

§ 1(1), previously reading as follows:

“1. The monthly remuneration of the Bank’s Supervisory Board members shall be equal to the product of the average monthly salary in the production sector, excluding the profit-based bonuses paid in the fourth quarter of the preceding year, as announced by the President of the Central Statistical Office (GUS), and the factor of 2.75.”

shall receive the following wording:

“1. The monthly remuneration of the Bank’s Supervisory Board members shall be equal to the product of the base amount referred in Art. 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016, and the factor of 2.75.”

§ 2

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

*to item 15 of the agenda*

*This version of the draft resolutions is a translation from the original, which was prepared in Polish language. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

**Resolution No. 37/2019  
of the Annual General Meeting of  
Alior Bank Spółka Akcyjna  
of June 28<sup>th</sup>, 2019**

**on: amending Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5th, 2017 on principles based on which the remuneration of the members of the Management Board of Alior Bank Spółka Akcyjna is determined**

Pursuant to Article 378 § 2 of the Commercial Companies Code, the Annual General Meeting of Alior Bank S.A. resolves as follows:

§ 1

Resolution No. 6/2017 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna dated on December 5th, 2017 on principles based on which the remuneration of the members of the Management Board of Alior Bank Spółka Akcyjna is determined, is amended in the following manner:

§ 2(2), previously reading as follows:

“2. The fixed remuneration of the individual Management Board members shall be within the range of 7 to 15 average monthly salaries in the production sector, excluding the profit-based bonuses paid in the fourth quarter of the preceding year, as announced by the President of the Central Statistical Office (GUS).”

shall receive the following wording:

“2. The fixed remuneration of the individual Management Board members shall be within the range of 7 to 15 base amounts referred in Art. 1(3)(11) of the Act on determining the remuneration of persons managing certain companies dated 9 June 2016”.

§ 2

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