



Execution of the preliminary agreement for the purchase of shares of Alior Bank S.A.

Current report no 49/2015 of 30 May 2015

Legal basis: Article 56 (1)(1) of the Polish Act on Public Offerings - inside information

Contents of the report: The Management Board of Alior Bank S.A. (the „Bank”) hereby informs about a received notification on conclusion on 30 May 2015 the preliminary agreement for the purchase of 18,318,473 Bank’s shares, constituting 25.26% of the Bank’s share capital (“Shares”), between Alior Lux S.a.r.l. & Co. S.C.A. with its registered office in Luxemburg (“Alior Lux”) and Alior Polska Sp. z o.o. with its registered office in Warsaw („Alior Polska”), and Powszechny Zakład Ubezpieczeń Spółka akcyjna with its registered office in Warsaw (“PZU”) (“Agreement”).

The Shares will be purchase by PZU in three tranches, after fulfilling relevant conditions as it stated in the Agreement:

1. with the completion of tranche 1 PZU will acquire 6,744,900 shares owned by Alior Lux and 500,000 shares owned by Alior Polska;
2. with the completion of tranche 2 PZU will acquire 7,244,900 shares owned by Alior Lux;
3. with the completion of tranche 2 PZU will acquire 3,828,673 shares owned by Alior Lux.

The execution of the consecutive tranches will happen after 70 days of execution of the previous tranches.

The Agreement is conditional upon the fulfilment of certain conditions precedent, inter alia obtaining approvals for the transaction from the Polish Financial Supervision Authority, the Polish Antimonopoly Office, Antimonopoly Committee of Ukraine. In case the regulatory consents are not obtained until 31 March 2016 the Agreement will expire.

The Management Board of Alior Bank was pleased to learn on the conclusion of an agreement for the purchase of shares belonging to Carlo Tassara by PZU, the biggest polish insuring company. In the opinion of the Management Board bringing in PZU as strategic investor, will provide a solid foundation for further growth of Alior Bank and will strengthen its market position.

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