



Recommendation of the Management Board of Alior Bank S.A. on the removal from the agenda of the Extraordinary General Meeting convened on 30 November, 2015, resolutions regarding the issue of subscription warrants and conditional capital increase of the Bank

Current report number 84/2015 of 24 November 2015

Legal basis: Article 56 par. 1 subpar.2 of the Polish Act of 20 July 2005 on Public Offerings – current and periodic information

Content of the report: In reference to the current report no 82/2015 of 3 November, 2015, the Management Board of Alior Bank S.A. (“the Bank”) would like to inform you that it will recommend to the General Meeting of Shareholders the removal from the agenda of the Extraordinary General Meeting convened on 30 November 2015:

- Resolution no 6/2015 regarding issue of subscription warrants within private subscription, with the exclusion of the pre-emptive rights of the existing Shareholders and
- Resolution no 7/2015 regarding the conditional increase of the share capital of the Bank through the issuance of shares earmarked for the holders of the subscription warrants, with the exclusion of the pre-emptive rights of the existing Shareholders to take up shares, and regarding changes to the statutes of the Bank.

The above-mentioned recommendation is prompted by an ongoing process of transaction, of which the Bank informed with the current report number 49/2015 of 30 May, 2015 regarding execution of the preliminary agreement for the purchase of 18.318.473 shares of the Bank, constituting 25,26% of the Bank’s share capital, between Alior Lux S.a.r.l. & Co. S.C.A. with its registered office in Luxemburg and Alior Polska Sp. z o.o. with its registered office in Warsaw, and Powszechny Zakład Ubezpieczeń Spółka Akcyjna with its registered office in Warsaw (“PZU SA”). According to the received notification the shares of the Bank will be sold in 3 tranches. Until today the first tranche has been completed on 9 October 2015 (with settlement on 12 October 2015), causing a new shareholder – PZU SA (including a new subsidiary PZU Życie SA) to exceed a threshold of 10% of the overall number of votes at the General Shareholders Meeting.