



Amendment to the Standby Underwriting Agreement regarding the planned public rights offering for new shares in Alior Bank

Current Report No. 34/2016 of 11 May 2016

Legal basis: Article 56 Section 5 of the Public Offering Act – update of inside information

Report: Pursuant to Article 56 Section 5 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (the “**Public Offering Act**”) and in connection with the current report No. 17/2016 published by the Alior Bank S.A. (the “**Bank**”) on 6 April 2016 concerning the execution of the Standby Underwriting Agreement (the “**Standby Underwriting Agreement**”) with Bank Zachodni WBK Spółka Akcyjna (“**BZWBK**”), Goldman Sachs International (“**GS**”) and J.P. Morgan Securities plc. (“**JP Morgan**”), the Bank’s Management Board hereby notifies the signing of an amended and restated version of the Standby Underwriting Agreement (the “**Amended and Restated Standby Underwriting Agreement**”).

The Amended and Restated Standby Underwriting Agreement was entered into on 10 May 2016 among the Bank, BZWBK, GS, JP Morgan and Powszechna Kasa Oszczędności Bank Polski S.A. Oddział – Dom Maklerski PKO Banku Polskiego w Warszawie (“**DM PKO BP**” and collectively with BZWBK, GS and JP Morgan the “**Underwriters**”). Pursuant to the Amended and Restated Standby Underwriting Agreement, DM PKO BP acceded to the Standby Underwriting Agreement. The Parties agreed also upon a new split of underwriting commitments between BZWBK, GS, JP Morgan and DM PKO BP to underwrite the capital increase, up to the amount of approximately PLN 1,645 mln, subject to the terms and conditions specified in the Amended and Restated Standby Underwriting Agreement, by way of purchasing new shares in the Bank in the course of a public rights offering conducted pursuant to Resolution No. 3/2016 of the Bank’s Extraordinary General Meeting of 5 May 2016 (the “**Underwriters’ Commitment**”). Pursuant to the Amended and Restated Standby Underwriting Agreement, the Underwriters' Commitment has been split between the Underwriters in accordance with their respective proportionate shares, which are as follows: BZWBK – 30 per cent, GS – 30 per cent, JP Morgan – 30 per cent and DM PKO BP – 10 per cent.

Other provisions of the Standby Underwriting Agreement have not been amended.

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Sąd Rejonowy dla miasta st. Warszawy
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Zarząd w składzie:
Wojciech Sobieraj – prezes Zarządu,
Małgorzata Bartler – wiceprezes Zarządu
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Joanna Krzyżanowska – wiceprezes Zarządu
Witold Skrok – wiceprezes Zarządu
Barbara Smalska – wiceprezes Zarządu
Katarzyna Sułkowska – wiceprezes Zarządu



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