



## Satisfaction of the last condition of the share purchase and demerger agreement regarding Bank BPH S.A. and of the last condition of the tender offer for the sale of Bank BPH shares

Current report No. 74/2016 dated 8 August 2016

Legal basis: Article 17 Section 1 MAR – Confidential Information.

Content of the Report:

The Management Board of Alior Bank S.A. („**Alior Bank**”), in reference to Alior Bank’s current report No. 14/2016 of 1 April 2016 on the execution on 31 March 2016 with GE Investments Poland sp. z o.o., DRB Holdings B.V. and Selective American Financial Enterprises, LLC, of a share purchase and demerger agreement regarding the acquisition of the core business of Bank BPH S.A. („**Bank BPH**”) (the “**Share Purchase and Demerger Agreement**”) and current reports No. 61/2016 of 11 July 2016, No. 62/2016 of 18 July 2016 and No. 72/2016 of 4 August 2016 concerning the announcement of and amendments to the tender offer for the sale of 50,600,821 ordinary bearer shares of Bank BPH, carrying 66% of the total number of votes in Bank BPH (the “**Tender Offer**”), hereby announces the satisfaction on 8 August 2016 of the condition of the Tender Offer regarding the placing of subscriptions in the Tender Offer for the minimum number of 37,180,026 (thirty-seven million one hundred eighty thousand twenty-six) Bank BPH shares carrying at least approximately 48.49% of the total number of votes in Bank BPH (the “**Condition Concerning Minimum Number of Shares**”). The satisfaction of the Condition Concerning Minimum Number of Shares means that all the conditions of the Tender Offer have been satisfied.

The Condition Concerning Minimum Number of Shares has been satisfied as a result of the placing of subscriptions for the sale of Bank BPH shares by GE Investments Poland sp. z o.o. and DRB Holdings B.V. pursuant to the Share Purchase and Demerger Agreement. These subscriptions were placed following the satisfaction of the last of the conditions precedent of the Share Purchase and Demerger Agreement connected with the obtaining of all the Polish Financial Supervision Authority’s consents specified in the Share Purchase and Demerger Agreement, taking into account the changes in this respect included in the annex to the Share Purchase and Demerger Agreement of 8 August 2016.

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