



## Registration of a conditional increase in the share capital and of amendments to the Bank's Charter and satisfying a condition precedent to the share sale agreement concerning the shares of Meritum Bank ICB S.A.

Current report No. 8/2015 of 16 February 2015

Legal basis: Article 56 Section 1 Item 2 of the Offering Act - current and periodic information

Contents of the report:

The Management Board of Alior Bank S.A. (the “**Bank**”) hereby informs that on 16 February 2015, the District Court for the Capital City of Warsaw, 13<sup>th</sup> Commercial Division of the National Court Register in Warsaw (the “**District Court**”), pursuant to Resolution No. 3/2014 on a conditional increase in the Bank's share capital through the issuance of series H ordinary bearer shares with the full exclusion of the pre-emptive right of current shareholders of the Bank, the issuance of series D subscription warrants with the full exclusion of the pre-emptive right of current shareholders of the Bank, and the amending of the Bank's Charter, adopted by the Extraordinary General Meeting of the Bank on 2 December 2014, registered: (i) the conditional increase in the Bank's share capital by no more than PLN 23,554,980 through the issuance of no more than 2,355,498 of series H ordinary bearer shares with a nominal value of PLN 10 each, with the total nominal value of PLN 23,554,980 and (ii) amendments to the Bank's Charter consisting in the amendment of the existing wording of § 9a. Sections 1 and 2 of the Bank's Charter and the addition of new Sections 4-6 to the existing § 9a. (a list of amendments to the Bank's Charter made pursuant to the said resolution of the Extraordinary General Meeting of the Bank, as well as a consolidated text of the Bank's Charter were disclosed to public in the Bank's current report No. 7/2015 of 11 February 2015).

Following the registration of the above amendments to the Bank's Charter and the conditional increase in the Bank's share capital by the District Court, the amount of the Bank's share capital and the total number of votes attached to the shares issued by the Bank have not changed. The Bank's share capital amounts to PLN 699,783,660 and the total number of votes at the General Meeting of the Bank is 69,978,366.

In connection with the registration of the above amendments to the Bank's Charter and the conditional increase in the Bank's share capital, the last condition precedent defined in the preliminary share sale agreement concerning the shares of Meritum Bank ICB S.A., concluded between the Bank and Innova Financial Holdings S.à r.l, WCP Coöperatief U.A. and the European Bank for Reconstruction and Development on 20 October 2014, as disclosed by the Bank its in Current Report No. 56/2014 of 21 October 2014, was satisfied.

Legal basis:

§ 5 Section 1 Items 4 and 9, § 10, § 15 and § 38 Section 1 Item 2 of the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic information provided by issuers of securities and on conditions under which information the information required by legal regulations of a non-member state may be recognized as equivalent

Alior Bank Spółka Akcyjna  
ul. Łopuszańska 38D  
02-232 Warszawa

Adres do korespondencji:  
Alior Bank SA  
ul. Domaniewska 52  
02-672 Warszawa

Sąd Rejonowy dla miasta st. Warszawy  
XIII Wydział Gospodarczy  
KRS: 0000305178, REGON: 141387142  
NIP: 1070010731  
Kapitał zakładowy: 699 783 660 PLN  
(opłacony w całości)

Zarząd w składzie:  
Wojciech Sobieraj – Prezes Zarządu  
Krzysztof Czuba – Wiceprezes Zarządu  
Michał Hucal – Wiceprezes Zarządu  
Witold Skrok – Wiceprezes Zarządu  
Katarzyna Sułkowska – Wiceprezes Zarządu