

**Draft resolutions of the Extraordinary General Meeting of Alior Bank S.A. convened for  
5 May 2016**

*Re: item 2 of the Agenda*

**Resolution No. 1/2016  
of the Extraordinary General Meeting  
of Alior Bank Spółka Akcyjna  
held on 5 May 2016**

**On: The election of the Chairperson of the Extraordinary General Meeting.**

The Extraordinary General Meeting of Alior Bank S.A., with its registered office in Warsaw (the “**Bank**”), acting pursuant to Article 409§ 1 of the Act dated 15 September 2000, the Commercial Companies Code (the “**CCC**”), and § 16 section 1 of the Bank’s statute resolves as follows:

§ 1

The Extraordinary General Meeting hereby elects \_\_\_\_\_ as the Chairperson of the Meeting.

§ 2

The Resolution shall enter into force on the date of its adoption.

*Re: item 4 of the Agenda*

**Resolution No. 2/2016  
of the Extraordinary General Meeting  
of Alior Bank Spółka Akcyjna  
held on 5 May 2016**

**On: adoption of the Agenda**

§ 1

The Extraordinary General Meeting hereby adopts the following Agenda:

1. Opening of the Extraordinary General Meeting.
2. Election of the Chairperson of the Extraordinary General Meeting.
3. Acknowledgement that the Extraordinary General Meeting has been convened appropriately and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution on increasing the share capital by issuing series I shares in a public rights offering, setting 23 May 2016 as the record date for the pre-emptive rights in respect of series I shares, transferring to the Supervisory Board the authority to consent to entry into an underwriting agreement, conversion into book-entry form and application for the admission of pre-emptive rights, rights to shares and series I shares to trading on the regulated market of the Warsaw Stock Exchange, amending

- the articles of association and authorising the Supervisory Board to prepare a consolidated text of the articles of association
6. Closing of the Extraordinary General Meeting.

§ 2

The Resolution shall enter into force on the date of its adoption.

*Re: item 5 of the Agenda*

**Resolution No. 3/2016  
of the Extraordinary General Meeting  
of Alior Bank Spółka Akcyjna  
held on 5 May 2016**

**on: increasing the share capital by issuing series I shares in a public rights offering, setting 23 May 2016 as the record date for the pre-emptive rights in respect of series I shares, transferring to the Supervisory Board the authority to consent to entry into an underwriting agreement, conversion into book-entry form and application for the admission of pre-emptive rights, rights to shares and series I shares to trading on the regulated market of the Warsaw Stock Exchange, amending the articles of association and authorising the Supervisory Board to prepare a consolidated text of the articles of association**

Pursuant to Articles 430–433 and Article 436 of the Commercial Companies Code of 15 September 2000 (the “**Commercial Companies Code**”), Article 5 of the Act on Trading in Financial Instruments of 29 July 2005 (the “**Act on Trading in Financial Instruments**”), Articles 14, 15 and 28 in connection with 27 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (the “**Public Offering Act**”), and § 17 Section 2 item 1 and 5 of the Articles of Association of Alior Bank S.A. (the “**Bank**”), the Extraordinary General Meeting of the Bank’s Shareholders (the “**General Meeting**”) hereby resolves as follows:

§ 1

**Increase of share capital**

1. The Bank’s share capital shall be increased by not less than 10 (ten) złoty (“**PLN**”) and not more than PLN 2,200,000,000 (two billion two hundred million), i.e. up to not less than PLN 727,074,640 (seven hundred twenty seven million, seventy four thousand, six hundred forty) and not more than PLN 2,927,074,630 (two billion, nine hundred twenty seven million, seventy four thousand, six hundred thirty) through the issue of not less than 1 (one) and not more than 220,000,000 (two hundred twenty million) series I ordinary bearer shares with a par value of PLN 10 (ten) per share (the “**New Shares**”).
2. The New Shares shall be issued in a rights offering (*subskrypcja zamknięta*) within the meaning of Article 431 § 2 item 2 of the Commercial Companies Code, carried out by way of a public offering (*oferta publiczna*) within the meaning of Article 3 Section 1 of the Public Offering Act.

3. The New Shares shall carry the same rights to dividend as the other shares in the Bank as of 1 January 2016, i.e. in respect of the entire 2016.
4. The New Shares may only be paid for with cash.
5. The New Shares will be ordinary bearer shares, and therefore will not grant any special rights to their holders.

## § 2

### **Pre-emptive rights and subscription**

1. The pre-emptive rights record date (*dzień prawa poboru*) within the meaning of Art. 432 § 2 of the Commercial Companies Code for the New Shares shall be 23 May 2016 (the “**Pre-Emptive Rights Record Date**”).
2. The Bank’s shareholders holding shares in the Bank as at the end of the Pre-Emptive Rights Record Date shall have pre-emptive rights to subscribe for the New Shares, with the proviso that for each share in the Bank held as at the end of the Pre-Emptive Rights Record Date shareholders shall be entitled to receive 1 (one) individual pre-emptive right (the “**Pre-Emptive Right**”).
3. The number of the New Shares which may be subscribed for in exercise of 1 (one) Pre-Emptive Right (the “**Ratio**”) shall be calculated by dividing the final number of the New Shares offered, as determined under § 4 Section 1 letter (b) of this Resolution, by the total number of Pre-Emptive Rights. The final number of the New Shares allotted to a given person in exercise of Pre-Emptive Right by that person shall be calculated as the product of the number of Pre-Emptive Rights, covered by all valid subscription orders placed by that person, and the Ratio, rounded down to the nearest integer.
4. According to Article 436 § 2 of the Commercial Companies Code, shareholders holding a Pre-Emptive Right will also be able to place, within the period for exercising the Pre-Emptive Rights, an additional subscription order for the New Shares, in case of a failure to exercise the Pre-Emptive Right by other shareholders. The New Shares covered by the additional subscription orders referred to in the preceding sentence shall be allotted to the shareholders proportionally to the additional subscription orders placed by them.
5. The Pre-Emptive Rights exercise period shall be specified in the prospectus prepared in connection with the public offering of the New Shares and in connection with the application for the admission and introduction of the Pre-Emptive Rights, rights to the New Shares (the “**Rights to Shares**”) and the New Shares to trading on the regulated market operated by the Warsaw Stock Exchange (*Gięlda Papierów Wartościowych w Warszawie S.A.*) (“**WSE**”) (the “**Prospectus**”).
6. The New Shares not taken up (*nieobjęte*) in the manner set out in Section 3 and 4 above shall be allotted by the Management Board of the Bank at its discretion, however for a price not lower than the issue price determined under § 4 Section 1 letter (c) of this Resolution.

**§ 3**  
**Underwriting**

1. In case referred to in Article 433 § 3 item 2 of the Commercial Companies Code the New Shares in the number equal to the difference between (i) the final number of the New Shares offered, as determined under § 4 Section 1 letter (b) of this Resolution, and (ii) the number of the New Shares allotted under § 2 Sections 3–6 of this Resolution shall be taken up, by one or more financial institutions (underwriters) with whom the Management Board of the Bank, prior to the publication of the Prospectus, shall enter into an underwriting agreement, on the terms set out in that agreement.
2. The General Meeting authorizes the Management Board to enter into agreements to ensure the success of the issue of the New Shares, including a stand-by or firm-commitment underwriting agreement or agreements. Acting pursuant to Article 433 § 5 of the Commercial Companies Code, the General Meeting hereby transfers to the Supervisory Board the authority to consent to the Bank's entry into the underwriting agreement described in Section 1 above.

**§ 4**  
**Authorisation for the Management Board of the Bank**

1. The General Meeting hereby authorises the Management Board of the Bank to determine:
  - (a) the final amount by which the Bank's share capital is to be increased, which shall not be lower than the minimum amount and not higher than the maximum amount specified in § 1 Section 1 of this Resolution, in accordance with Article 432 § 4 of the Commercial Companies Code;
  - (b) the final number of New Shares offered, in accordance with Article 54 of the Public Offering Act; if the Management Board does not avail itself of this authorization, the number of the New Shares offered in the public offering shall be the maximum number of the New Shares specified in § 1 Section 1 of this Resolution;
  - (c) the issue price of the New Shares, in accordance with Article 432 § 1 item 4 of the Commercial Companies Code.
2. The General Meeting hereby authorises the Management Board of the Bank to take any action in connection with the increase of the Bank's share capital pursuant to this Resolution, the issue and offering of the New Shares, and the application for the admission and introduction to trading on the regulated market operated by the WSE of the Pre-Emptive Rights, the Rights to Shares and the New Shares, and in particular to:
  - (a) offer the New Shares in a public offering;
  - (b) determine detailed terms and conditions of subscription for and allotment of the New Shares, including to set the opening and closing dates of the subscription period for the New Shares, determine the rules governing subscription for and allotment of the New Shares (including rules governing subscription for and

allotment of the New Shares taken up under the underwriting agreement described in § 3 Section 1 of this Resolution);

- (c) apply to the Polish Financial Supervision Authority for approval of the Prospectus.
3. In case that the share purchase and demerger agreement relating to Bank BPH S.A. concluded on 31 March 2016 between the Bank and GE Investments Poland sp. z o.o., DRB Holdings B.V. and Selective American Financial Enterprises, LLC is changed or terminated, the General Meeting hereby authorises the Management Board of the Bank to make a decision to:
- (a) abandon or suspend the execution of this Resolution;
  - (b) abandon the public offering of the New Shares;
  - (c) suspend the public offering of the New Shares, in which case the Management Board of the Bank shall not be required to specify a new commencement date of the public offering of the New Shares, which may be determined and published at a later date.

## § 5

### **Conversion to book-entry form and introduction to stock-exchange trading**

1. The General Meeting hereby resolves to convert into book-entry form, within the meaning of the Act on Trading in Financial Instruments, of:
  - (a) 72,707,463 (seventy two million, seven hundred and seven thousand, four hundred and sixty three) Pre-Emptive Rights;
  - (b) up to 220,000,000 (two hundred twenty million) Rights to Shares;
  - (c) up to 220,000,000 (two hundred twenty million) New Shares.
2. The General Meeting hereby authorises the Management Board of the Bank to execute with Krajowy Depozyt Papierów Wartościowych S.A. ("**Polish NDS**") an agreement for registration of Pre-Emptive Rights, Rights to Shares and New Shares referred to in Section 1 above with the depository for securities maintained by the Polish NDS and to take any other action required in connection with their conversion into book-entry form.
3. The General Meeting hereby resolves that the Bank will apply for the admission and introduction to trading on the regulated market operated by the WSE of:
  - (a) 72,707,463 (seventy two million, seven hundred and seven thousand, four hundred and sixty three) Pre-Emptive Rights;
  - (b) up to 220,000,000 (two hundred twenty million) Rights to Shares;
  - (c) up to 220,000,000 (two hundred twenty million) New Shares.
4. The General Meeting hereby authorises the Management Board of the Bank to take any action required in connection with the application for the admission and introduction to

trading on the regulated market operated by the WSE of the Pre-Emptive Rights, Rights to Shares and New Shares referred to in Section 1 above.

## § 6

### Amendment to articles of association

1. The General Meeting hereby resolves that the existing text of § 9 Section 1 of the Bank's Articles of Association, reading:

*“The share capital of the Bank is PLN 727,074,630 (seven hundred twenty seven million, seventy four thousand and six hundred thirty) and is divided into 72,707,463 (seventy two million, seven hundred and seven thousand, four hundred and sixty three) ordinary shares with a nominal value of PLN 10 (ten zloty) each, including:*

- *50,000,000 (fifty million) ordinary series A shares;*
- *1,250,000 (one million, two hundred and fifty thousand) ordinary series B shares;*
- *12,332,965 (twelve million, three hundred and thirty two thousand, nine hundred and sixty five) ordinary series C shares;*
- *6,358,296 (six million, three hundred fifty eight thousand, two hundred and ninety six) ordinary series G shares; and*
- *410,704 (four hundred and ten thousand, seven hundred and four) ordinary series D shares.*
- *2,355,498 (two million, three hundred fifty five thousand, four hundred and ninety eight) ordinary series H shares.”*

shall be amended to read as follows:

*“The share capital of the Bank amounts not less than PLN 727,074,640 (seven hundred twenty seven million, seventy four thousand, six hundred forty) and not more than PLN 2,927,074,630 (two billion, nine hundred twenty seven million, seventy four thousand, six hundred thirty) and is divided into not less than 72,707,464 (seventy two million, seven hundred seven thousand, four hundred sixty four) and not more than 292,707,463 (two hundred ninety two million, seven hundred seven thousand, four hundred sixty three) ordinary shares with a nominal value of PLN 10 (ten zloty) each, including:*

- *50,000,000 (fifty million) ordinary series A shares;*
- *1,250,000 (one million, two hundred and fifty thousand) ordinary series B shares;*
- *12,332,965 (twelve million, three hundred and thirty two thousand, nine hundred and sixty five) ordinary series C shares;*
- *6,358,296 (six million, three hundred fifty eight thousand, two hundred and ninety six) ordinary series G shares;*
- *410,704 (four hundred and ten thousand, seven hundred and four) ordinary series D shares;*

- 2,355,498 (*two million, three hundred fifty five thousand, four hundred and ninety eight*) ordinary series H shares; and
  - *not less than 1 (one) and not more than 220,000,000 (two hundred twenty million) ordinary series I shares*”
2. The amount of the share capital subscribed for in connection with the issue of the New Shares and the text of § 9 Section 1 of the Bank’s Articles of Association shall be determined by the Management Board of the Bank pursuant to Article 431 § 7 in conjunction with Article 310 § 2 and 4 of the Commercial Companies Code, by making a statement in the form of a notarial deed stating the amount of the share capital subscribed for and specifying the amount of the share capital in the Bank’s Articles of Association, following the allotment of the New Shares.
  3. The amendment to the Bank’s Articles of Association within the scope of this Resolution requires the Polish Financial Supervision Authority’s (*Komisja Nadzoru Finansowego*) permission.
  4. The General Meeting hereby authorises the Bank’s Supervisory Board to prepare a consolidated text of the Bank’s Articles of Association incorporating the amendments made under this Resolution and the statement of the Management Board of the Bank referred to in Section 2 above.

**§ 7**  
**Entry into force**

The Resolution shall enter into force on the date of its adoption, subject to § 6 Section 3 of this Resolution.

**REASONS**  
**for a draft resolution of the Extraordinary General Meeting of Alior Bank S.A.**  
**convened for 5 May 2016**

In connection with the Extraordinary General Meeting of Alior Bank S.A. (the “**Bank**”) convened for 5 May 2016, the Management Board of the Bank presents the reasons for a draft resolution.

**Re item 5 of the agenda**

**Increasing the share capital by issuing series I shares in a public rights offering, setting 23 May 2016 as the record date for the pre-emptive rights in respect of series I shares, transferring to the Supervisory Board the authority to consent to entry into an underwriting agreement, conversion into book-entry form and application for the admission of pre-emptive rights, rights to shares and series I shares to trading on the regulated market of the Warsaw Stock Exchange, amending the articles of association and authorising the Supervisory Board to prepare a consolidated text of the articles of association**

The draft resolution (the “**Issue Resolution**”) has been proposed to regulate the key aspects of the planned increase of the Bank’s share capital by issuing series I shares (the “**New Shares**”), and the offering of the New Shares to the Bank’s existing shareholders on a pre-emptive rights basis.

**PROPOSED TERMS OF THE SHARE CAPITAL INCREASE**

In connection with the presented draft Issue Resolution, the Management Board of the Bank proposes that the Bank’s share capital increase by issuing the New Shares in a public offering (the “**Public Offering**”) be conducted on the terms set below.

- a) The Bank’s share capital increase will be effected through an issue of not less than 1 and not more than 220,000,000 New Shares. The final amount of the share capital increase and the number and issue price of the New Shares will be determined by the Management Board of the Bank.

The purpose behind the proposed structure is to create a flexible mechanism enabling the Bank to issue such a number of New Shares which, taking into account their issue price, will generate to the Bank the expected proceeds from issuing the New Shares. At the same time it will allow the Management Board of the Bank to determine the terms of the issue so that they best reflect the prevailing market conditions, taking into account such factors as the stock market price of the Bank’s existing shares and the estimated demand for the New Shares.

- b) Given its intention to offer the New Shares in the Public Offering and to apply for the admission and introduction of Pre-Emptive Rights (as defined below), rights to the New Shares and the New Shares to trading on the regulated market of the Warsaw Stock Exchange (*Gięlda Papierów Wartościowych w Warszawie S.A.*) (“**WSE**”), the Bank will prepare a prospectus (the “**Prospectus**”) and file an application for its approval with the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*) (“**PFSA**”).
- c) The New Shares will be offered to the Bank’s existing shareholders holding the Bank’s existing shares on 23 May 2016 (the “**Pre-Emptive Rights Record Date**”).



Each shareholder shall be entitled to 1 individual pre-emptive right (the “**Pre-Emptive Right**”) for each existing share in the Bank held as at the end of the Pre-Emptive Rights Record Date. The Pre-Emptive Rights Record Date proposed by the Management Board of the Bank has been determined taking into account the planned schedule of the Public Offering, including in particular the expected time required to obtain approval of the Prospectus from the PFSA and the intention to complete the Public Offering by the end of June 2016.

- d) The purpose of the New Shares being offered on a pre-emptive rights basis is to preserve the Bank’s existing shareholder structure and to ensure that the existing shareholders’ equity interests and the percentage of total voting rights held by them at the Bank’s general meeting remain at least the same as hitherto (assuming that the existing shareholders exercise their Pre-Emptive Rights with respect to all the shares in the Bank held by them).
- e) According to the draft Issue Resolution in case referred to in Article 433 § 3 item 2 of the Commercial Companies Code of 15 September 2000 (“**CCC**”) the New Shares in the number equal to the difference between (i) the final number of the New Shares offered, as determined under § 4 Section 1 letter (b) of the Issue Resolution, and (ii) the number of the New Shares allotted under § 2 Sections 3–6 of the Issue Resolution shall be taken up, by one or more financial institutions (underwriters) with whom the Management Board of the Bank, prior to the publication of the Prospectus, shall enter into an underwriting agreement, on the terms set out in that agreement.

The aim of the underwriting described above is to guarantee that the Bank can raise capital in an amount sufficient to finance the transaction described below in item 2 of these reasons, and to ensure an appropriate capitalization level of the Bank. The Management Board of the Bank proposes that the General Meeting of the Bank transfers to the Supervisory Board the authority to consent to the entry into the above mentioned underwriting agreement in accordance with Article 433 § 5 of the CCC.

- f) The Management Board of the Bank intends to apply for the admission and introduction of Pre-Emptive Rights, rights to the New Shares and the New Shares to trading on the regulated market (main market) of the WSE, on which the Bank’s existing shares are already traded.

In relation to the Pre-Emptive Rights, the proposal is designed to ensure that the Bank’s shareholders who are not interested in exercising subscribing for the New Shares may sell their Pre-Emptive Rights.

In relation to rights to the New Shares, and the New Shares, the application for the admission and introduction of these securities to trading on the WSE is justified by the need to provide the subscribers for the New Shares with an opportunity to trade the securities and results from the Bank’s obligation to apply for the admission of new shares offered in a public offering to trading on the regulated market if they are of the same type as the Bank’s shares already traded on that market.

## **STRATEGIC RATIONALE FOR THE SHARE CAPITAL INCREASE**

The aim of the New Shares issue in the Public Offering is to finance the transaction described below and to ensure an adequate capitalization level of the Bank.

On 31 March 2016 the Bank executed with GE Investments Poland sp. z o.o., DRB Holdings B.V. and Selective American Financial Enterprises, LLC (these three entities jointly the “**Bank BPH Sellers**”) a share purchase and demerger agreement which involves: (i) an acquisition by the Bank from Bank BPH Sellers of the shares representing a significant stake in Bank BPH S.A. (“**Bank BPH**”); (ii) a demerger of Bank BPH in accordance with Article 529 §1 item 4 of the CCC (the “**Demerger**”) to be effected through a transfer (spin-off) of an organized part of Bank BPH’s enterprise including all assets and liabilities of Bank BPH, but excluding the mortgage loan portfolio of Bank BPH, financial liabilities to entities of the GE group, other assets and liabilities relating to the above-mentioned mortgage loan portfolio, the majority interest in BPH PBK Zarządanie Funduszami sp. z o.o. (“**BPH PBK**”) (the sole shareholder of BPH Towarzystwo Funduszy Inwestycyjnych S.A. (“**BPH TFI**”)), and liabilities of Bank BPH relating to BPH PBK and/or BPH TFI (the “**Bank BPH Core Business**”); and (iii) the issuance by the Bank of new shares to shareholders of Bank BPH indicated in the Demerger plan, other than the Bank, the Bank BPH Sellers and their affiliates (jointly, the “**Transaction**”).

The purchase price for the 87.23% interest in the Bank BPH Core Business held by the Bank BPH Sellers amounts to PLN 1,225 million, subject to adjustments. The entire Bank BPH Core Business is valued at PLN 1,532 million. The Bank will offer the minority shareholders of Bank BPH a chance to sell their shares in Bank BPH for a price set out in a public tender offer for Bank BPH’s shares.

The planned Transaction is consistent with the development strategy presented many times and consistently pursued by the Management Board of the Bank, based on a dynamic organic growth and acquisitions, coupled with the achievement of the highest levels of return on equity. As a result of the Transaction the combined bank will strengthen its position on the consolidating market. The number of customers will grow to 3.3 million. The deposit base of the Bank will increase by more than 1/3 (PLN 12 billion), while the portfolio of high-margin net loans will increase by 1/4 (PLN 8.5 billion). Upon the combination the Bank’s assets will reach c. PLN 60 billion, which will place the Bank at the 9th position in the banking sector. The experience of both banks’ employees will form a solid basis for the development of innovative products and service offerings and a further increase in efficiency.

The value of the Public Offering will allow the Bank to both finance the planned Transaction as well as ensure an appropriate capitalization level providing a platform for future growth of the combined entity. The CET1 ratio for the combined entity will exceed 10.75%.

On 31 March 2016 the Bank was informed by its significant shareholder, Powszechny Zakład Ubezpieczeń S.A. (“**PZU**”), that on 31 March 2016 in relation to the Transaction, at the request of the Bank, PZU issued a support letter to the Bank BPH Sellers in which PZU undertook, subject to any regulatory requirements and/or requests of the PFSA, *inter alia*, to vote in favour of the Issue Resolution and to subscribe for the New Shares pro rata to its shareholding in the Bank, on the terms set out in that letter.

In the opinion of the Management Board of the Bank the above mentioned support letter of PZU, in combination with the underwriting envisaged in the draft Issue Resolution, will secure the success of the Public Offering, which in turn will ensure the Bank’s ability to execute the Transaction and an adequate capitalization level of the Bank.