

**DRAFT RESOLUTIONS
OF THE EXTRAORDINARY GENERAL MEETING
OF ALIOR BANK S.A.
CONVENED FOR DECEMBER 5TH, 2017**

re: item 2 of the Agenda

**Resolution No. 1/2017
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
held on December 5th, 2017**

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 Art. 16.1 of the Bank’s Articles of Association resolves as follows:

Art. 1

The Extraordinary General Meeting hereby elects _____ as the Chairperson of the Meeting.

Art. 2

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

re: item 4 of the Agenda

**Resolution No. 2/2017
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
held on December 5th, 2017**

on: adoption of the Agenda

The EGM of Alior Bank S.A. hereby adopts the following agenda:

Art. 1

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 resolutions.
4. Adoption of the agenda.
5. Adoption of the resolutions to change the Statute of Alior Bank S.A.
6. Adoption of a resolution covering the costs of convening and holding the Extraordinary General Meeting of Alior Bank S.A.
7. Closing of the Extraordinary General Meeting.

Art. 2

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

re: item 5 of the Agenda

**Resolution No. 3/2017
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
held on December 5th, 2017**

on: change the Statute of Alior Bank S.A.

Pursuant to Art. 430 § 1 of the Commercial Companies Code and Art. 17.2.1 of the Articles of Association of Alior Bank S.A., the Extraordinary General Meeting of Alior Bank S.A. resolves as follows:

Art. 1

The following modifications are being made to the Statute of Alior Bank SA (“Statute”):

- 1) Art. 17.1.1a is added as follows:

“1a) review of the report of the Management Board – supported with an opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services,”;

- 2) Art. 17.2.4 reading as follows:

4) purchasing or disposing of real estate or a share in real estate, or perpetual usufruct rights whose value is equal or higher than PLN 20,000,000, and the action performer is not related to satisfying the Bank's claims vis-à-vis the debtor or securing the Bank's receivables,

shall read as follows:

“4) purchasing or disposing of real estate or a share in real estate, or perpetual usufruct rights whose value is equal or higher than PLN 20,000,000 (PLN twenty million), and the action performer is not related to satisfying the Bank's claims vis-à-vis the debtor or securing the Bank's receivables”,

3) Art. 17.a is added as follows:

“Art. 17a

Approval of the General Meeting shall be required for the following:

- 1) disposal of fixed assets within the meaning of the Accounting Act of 29 September 1994 (Journal of Laws of 2016, items 1047 and 2255), classified as intangible assets, tangible fixed assets or long-term investments, including as a contribution to a company or cooperative, if the value of such assets exceeds 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements, as well as handover of such assets for use to another entity, for a period in excess of 180 days in a calendar year, pursuant to a legal operation if the value of the object of such legal operation exceeds 5% of total assets; however, such handover for use in case of:
 - a) rental, lease or similar contract covering the handover of assets for use to other entities for a fee – the market value of the object of the legal operation shall be understood as the value of the services for:
 - a year – if such handover of the asset took place on the basis of contracts concluded for unspecified periods of time,
 - the entire term of the contract – in case of contracts concluded for an specified period of time,
 - b) lending contracts and other contracts for handover of assets to other entities free of charge – the market value of the object of the legal operation shall be understood as the value of the services if a rental or lease contract were concluded, for:
 - a year – if such handover of the asset takes place on the basis of contracts concluded for unspecified periods of time,
 - the entire term of the contract – in case of contracts concluded for a specified period of time;
- 2) acquisition of fixed assets within the meaning of the Accounting Act of 29 September 1994, with the value exceeding:
 - a) PLN 100,000,000, or
 - b) 5% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements;
- 3) acquisition or purchase of interests or shares in another company for amounts exceeding:
 - a) PLN 100,000,000, or
 - b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements;
- 4) disposal of interests or shares in another company for amounts exceeding:

- a) PLN 100,000,000, or
- b) 10% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the recent approved financial statements”;

4) Art. 18.2a is added as follows:

“2a. Candidates for members of the Supervisory Board shall meet the requirements set forth in Art. 19.1-5 of the Act of 16 December 2016 on the principles of managing state-owned property”;

5) Art. 23.2.3a is added as follows:

“3a) provision of opinion of the Supervisory Board – on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services”;

6) Art. 23.2.18 reading as follows:

18) approving the requests of the Management Board to purchase, encumber or sell real estate or shares in real estate, or perpetual usufruct of land, if their value exceeds PLN 5,000,000. In other instances, the decision shall be taken by the Bank’s Management Board without the need to obtain the consent of the Supervisory Board,

shall read as follows:

18) approving the requests of the Management Board to purchase, encumber or sell real estate or shares in real estate, or perpetual usufruct of land, if their value exceeds PLN 5,000,000. In other instances, the decision shall be taken by the Bank’s Management Board without the need to obtain the consent of the Supervisory Board, subject to matters where the decision is taken by the General Meeting, in compliance with Art. 17a,”;

7) Art. 23a is added as follows:

“Art. 23a

The following shall require approval of the Supervisory Board:

- 1) conclusion of contracts for legal services, marketing services, public relations services and social communication as well as management consulting services as long as the amount of fees payable for such services exceeds PLN 500,000 in an annual period,
- 2) amendments to contracts for legal services, marketing services, public relations services and social communication as well as management consulting services, increasing the amount of fees in excess of the amount specified in clause 1,
- 3) conclusion of contracts for legal services, marketing services, public relations services and social communication as well as management consulting services, where no maximum amount of fees is specified,
- 4) conclusion of contracts:

- a) donations or similar contracts for amounts exceeding PLN 20,000 or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements,
- b) release from debt or similar contracts for amounts exceeding PLN 50,000 or 0.1% of total assets within the meaning of the Accounting Act of 29 September 1994, determined on the basis of the last approved financial statements.”;

8) Art. 25.1a is added as follows:

“1a. Member of the Management Board shall be appointed subject to qualification proceedings aimed at verifying and identifying the best candidate.”;

9) Art. 25a is added as follows:

“Art. 25a

A Member of the Management Board:

- 1) may be a person who will jointly meet the following requirements:
 - a) holds tertiary education or tertiary education completed abroad and recognised in the Republic of Poland, subject to applicable regulations,
 - b) has an employment history of minimum 5 years pursuant to an employment contract, appointment, election, cooperative employment contract or provision of services pursuant to another contract or pursuing their own business operations on their own account,
 - c) has minimum 3 years of experience in managerial or individual positions or resulting from pursuance of their own business operations on their own account,
 - d) complies with other requirements than those specified in clauses a-c as set forth in other regulations, in particular they do not breach any restrictions or bans on occupying positions of a member of managing bodies in commercial companies;
- 2) may not be a person who complies with any of the conditions specified below:
 - a) acts as a social collaborator or is employed in the office of an MP, senator or a joint MP-senator office or the office of a member of the European Parliament, pursuant to an employment contract or provides work pursuant to a specific job contract or similar,
 - b) is a member of a body of a political party representing a political party and is obliged to contract liabilities,
 - c) is employed by a political party pursuant to an employment contract or provides work pursuant to a specific job contract or similar,
 - d) performs an elected function in a company trade union organisation or in a company trade union organisation of a capital group company,
 - e) his/her social or gainful activities generate a conflict of interests with the business of the Company.”;

10) Art. 26.1a is added as follows:

“1a. The Management Board shall prepare and subject to the General Meeting – supported with an opinion of the Supervisory Board – a report on entertainment expenses as well as expenses on

legal services, marketing services, public relations services and social communication as well as management consulting services,”;

11) Art. 30.2 reading as follows:

“2. Decisions on incurring a liability or managing assets whose total value in respect of one entity exceeds 5% of the Bank’s own funds shall be taken by the Management Board after the respective Management Board request has been approved by the Supervisory Board.”

shall read as follows:

“2. Decisions on incurring a liability or managing assets whose total value in respect of one entity exceeds 5% of the Bank’s own funds shall be taken by the Management Board after the respective Management Board request has been approved by the Supervisory Board, subject to Art. 17a.”;

12) Art. 40a is added as follows:

“Art. 40a

1. Disposal by the Company of fixed assets within the meaning of the Accounting Act of 29 September 1994 shall be carried out in the form of a tender in case of assets with the value in excess of 0.1 % of total assets, determined on the basis of the last approved financial statements, unless the value of the disposed asset does not exceed PLN 20,000.
2. The Company may dispose of fixed assets referred to in clause 1 without holding a tender:
 - 1) if the sale of the above mentioned components take place in the framework of the Bank's execution of the activity referred to in art. 6 of the Banking Law Act,
 - 2) if the sale of the above mentioned components are related to satisfying the Bank's claims against the debtor in connection with the secured collateral of the Bank's receivables,
 - 3) in justified instances, subject to approval by the Management Board in the form of a resolution and further subject to a positive opinion of the Supervisory Board.”.

Art. 2

1. Amendments to the Statute of Alior Bank S.A. to the extent specified in this Resolution and subject to the provisions of Art. 31 sec. Section 3 of the Banking Law Act requires the authorization of the Polish Financial Supervision Authority.
2. The General Meeting authorizes the Bank's Supervisory Board to determine the uniform text of the Bank's Articles of Association, taking into account the changes resulting from the provisions of this Resolution.

Art. 3

The Resolution shall enter into force on the date of its adoption subject to entry of the modifications to the Statute of Alior Bank SA to the register of entrepreneurs of the National Court Register.

re: item 6 of the Agenda

**Resolution No. 4/2017
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
held on December 5th, 2017**

on: covering the costs of convening and holding the Extraordinary General Meeting

Art. 1

The Extraordinary General Meeting of the Bank., acting pursuant to Article 400 § 4 of Commercial Companies Code, hereby decides that the costs of convening and holding the Extraordinary General Meeting shall be borne by Alior Bank S.A.

Art. 2

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