



Transaction between entities within the Capital Group of Alior Bank S.A. – conclusion of the significant agreement

Current report no 43/2015 of 19 May 2015

Legal basis: Art. 56 (1) (2) of the Act on offerings – current and periodical information

Contents of the report: The Management Board of Alior Bank S.A. (“the Bank”) hereby informs you on the conclusion of a credit line agreement of PLN 400 000 000 with its subsidiary – Meritum Bank ICB S.A. seated in Gdańsk (“Meritum”), dated 19 May 2015 (“the Contract”). As a result of signing the Contract, which is a highest amount contract, the Bank’s total exposure to Meritum, as a result of the above given credit line and deposit constituting a security for granted to Meritum guarantee up to PLN 497 400 000.

The Bank, under the granted credit line, committed itself to provide Meritum an unsecured credit line for banking activity financing. Credit line can be utilised in three tranches within 12 months following the signature of the grant contract, and maximum repayment period of each tranche, each time defined by Meritum, was agreed to 12 months from the date of withdrawal. The price conditions were established at market levels. The remaining terms and conditions of the contract do not deviate from the terms and conditions generally applied in contracts of this type.

On 19 February 2015, the Bank entered into the final share sale agreement concerning the shares in Meritum with Innova Financial Holdings S.à r.l, WCP Coöperatief U.A. and the European Bank for Reconstruction and Development pursuant to which the Bank purchased 12 382 746 Meritum shares with the nominal value of PLN 30 each representing 97.7% of the share capital of Meritum and 95.0% of votes at the Meritum General Meeting.

In connection with conclusion of the squeeze-out procedure related to Meritum shares, the Bank currently holds 12 644 720 of Meritum shares with the nominal value of PLN 30 each representing 100% of the share capital in Meritum and 100% of the total votes (i.e. 20 036 414 votes) at the Meritum General Meeting.

On 15 May 2015, the Management Board of the Bank has published a Consolidated quarterly report of the Alior Bank Spółka Akcyjna Group for the 1st quarter of 2015, according to which as at 31 March 2015 Meritum was consolidated under the acquisition accounting method.

On the day of registration of the merger of the two institutions, the Bank shall assume all rights and obligations of Meritum Bank arising from the Contract and the Contract will expire without further financial consequences.

The basis for preparation of the given report is conclusion between the Bank and its subsidiary the significant contract exceeding 10% of the Bank’s equity.

Legal basis for submitting the report:

§ 5 Section 1 Item 3 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information disclosed by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state. (Journal of Laws, No. 33, item 259, as amended).

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