



## Concluding an annex to the subscription agreement for new shares of the Bank

Current report No. 65/2014 of November 17, 2014

Pursuant to Article 56 Section 5 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (the “**Offering Act**”) the Management Board of Alior Bank S.A. (the “**Bank**” or the “**Company**”) announces that on November 17, 2014 the Bank and Innova Financial Holdings S.à r.l and WCP Coöperatief U.A. executed an annex (the “**Annex**”) to the subscription agreement for new shares of the Bank of October 20, 2014 (the “**Subscription Agreement**”).

The Annex revises certain provisions of the Subscription Agreement concerning the tenor of a condition precedent related to the general meeting of the Bank adopting a resolution concerning a conditional share capital increase of the Bank through the issuance of series H ordinary bearer shares, with the existing shareholders of the Bank being deprived of all their preemptive rights, the issuance of series D subscription warrants, with the existing shareholders of the Bank being deprived of all their pre-emptive rights and on amendments to the Articles of Association of the Bank (the “**Capital Increase Resolution**”).

The condition precedent set out in the Subscription Agreement, as amended in the Annex, provides that the general meeting of the Bank convened for December 2, 2014 should adopt the Capital Increase Resolution. The parties confirmed that the adoption of the Capital Increase Resolution on or before December 9, 2014 will be deemed to duly satisfy the condition precedent of the Subscription Agreement. The other conditions precedent described in the Current Report No. 56/2014 of October 21, 2014 remain unchanged.

This change to the Subscription Agreement needed to be implemented because the Extraordinary General Meeting of the Bank on October 31, 2014 did not adopt the Capital Increase Resolution, as explained in the Current Report No. 62/2014 of October 31, 2014.

The satisfaction of all conditions precedent set out in the Subscription Agreement, including the adoption of the Capital Increase Resolution, is one of the conditions precedent set out in the preliminary share purchase agreement regarding the shares of Meritum Bank ICB S.A. (“**Meritum**”) of October 20, 2014 (the “**Preliminary Share Purchase Agreement**”).

When executing the Annex, on November 17, 2014 the Bank partially waived with respect to Innova Financial Holdings S.à r.l, WCP Coöperatief U.A. and the European Bank for Reconstruction and Development (the “**Sellers**”) the provisions of the Preliminary Share Purchase Agreement which were giving exclusivity to the Bank with respect to a disposal of shares in Meritum. The waiver will expire if on or before December 9, 2014 the general meeting of the Bank convened for December 2, 2014 adopts the Capital Increase Resolution.

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