



Signing of the agreement regarding the terms of transaction concerning RUCH S.A. in restructuring

Company: Alior Bank S.A.

Current report no.: 10/2019

Date: April 11th, 2019

Legal basis: Article 17 (1) of MAR – confidential information

Content of the report:

The Management Board of Alior Bank S.A. ("the Bank") hereby informs about the signing on April 11th, 2019 of the agreement regarding the terms of transaction between the Bank, Polski Koncern Naftowy Orlen Spółka Akcyjna ("PKN Orlen") and Powszechny Zakład Ubezpieczeń Spółka Akcyjna ("PZU") concerning RUCH Spółka Akcyjna in restructuring ("the Company") ("the Agreement").

Pursuant to the provisions of the Agreement, the Bank intends to acquire 100% of shares in the share capital of the Company ("the Shares"), and then sell the Shares to PKN Orlen.

The Bank intends to acquire ownership of the Shares in a manner agreed between the Bank and PKN Orlen, while the takeover will take place upon final validation of the arrangement under accelerated arrangement proceedings.

The acquisition of the Shares by PKN Orlen will take place after the conditions provided in the Agreement have been met, i.e., among others:

1. final confirmation of execution of the arrangements under accelerated arrangement proceedings of the Company,
2. obtaining by the parties to the Agreement corporate approvals and
3. issuing by the President of the Office of Competition and Consumer Protection or by the European Commission a consent for purchase of Shares by PKN Orlen.

The agreement was concluded in connection with the submission by PKN Orlen of the financing offer of the Company with the intention of purchase of Shares dated on April 11th, 2019.