



Registration of share capital increase and of amendments to the articles of association of Alior Bank S.A.

Current Report No. 53/2016 of 24 June 2016

Legal basis: Article 56 Section 1 item 2 of the Public Offering Act – current and periodic information

The Management Board of Alior Bank S.A. (the “**Bank**”) hereby gives notice that on 24 June 2016, the District Court for the Capital City of Warsaw in Warsaw, 13th Business Division of the National Court Register, entered in the Bank’s file in the register of entrepreneurs the increase in the Bank’s share capital from PLN 727,074,630.00 to PLN 1,292,577,120.00 through the issue of 56,550,249 ordinary bearer Series I shares in the Bank with a nominal value of PLN 10.00 each (the “**Registration**”), effected pursuant to Resolution No. 3 of the Extraordinary General Meeting of the Bank 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 (the “**EGM Resolution**”) and the amending of the Bank’s articles of association in this regard.

As at the day of releasing this current report, the total number of votes attached to all the issued shares in the Bank (following the Registration) is 129,257,712 votes, while the share capital is represented by 129,257,712 ordinary shares with a nominal value of PLN 10.00 each, including: (a) 50,000,000 ordinary Series A shares; (b) 1,250,000 ordinary Series B shares; (c) 12,332,965 ordinary Series C shares; (d) 6,358,296 ordinary Series G shares; (e) 410,704 ordinary Series D shares; (f) 2,355,498 ordinary Series H shares; and (g) 56,550,249 ordinary Series I shares.

The Management Board of the Bank hereby gives notice of the amendments made to the Bank’s Articles of Association:

The previous wording of §9 Section 1 of the Bank’s articles of association was:

“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;*

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Witold Skrok – Wiceprezes Zarządu
Barbara Smalska – Wiceprezes Zarządu
Katarzyna Sułkowska – Wiceprezes Zarządu



- *2,355,498 (two million, three hundred fifty five thousand, four hundred and ninety eight) ordinary series H shares.”*

The new wording of §9 Section 1 of the Bank’s articles of association shall be:

“The share capital of the Bank amounts 1,292,577,120 (one billion, two hundred ninety two million, five hundred seventy seven thousand, one hundred twenty) zloty and is divided into 129,257,712 (one hundred twenty nine million, two hundred fifty seven thousand, seven hundred twelve) ordinary shares with a nominal value of 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*
- *56,550,249 (fifty six million, five hundred fifty thousand, two hundred forty nine) ordinary series I shares.”*

The consolidated text of the Bank’s articles of association, taking into account the new wording of §9 Section 1, will be released in a separate current report once the consolidated text of the articles of association is determined by the Bank’s Supervisory Board, in accordance with the authorization given in the EGM Resolution.

The Registration constitutes the materialization of one of the conditions of the share purchase and demerger agreement concerning the acquisition of the demerged business of Bank BPH S.A. of 31 March 2016, executed between the Bank and GE Investments Poland sp. z o.o., DRB Holdings B.V. and Selective American Financial Enterprises, LLC.

Legal basis:

§ 5 Section 1 Item 4, § 5 Section 1 Item 9 and § 38 Section 1 Item 2 of the Ordinance of the Minister of Finance of 19 February 2009 on current and periodic information provided by issuers of securities and on conditions under which information required by legal regulations of a non-member state may be recognized as equivalent.

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