

**„ Resolution No. 1/2016
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
held on 5 May 2016**

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 § 16 section 1 of the Bank’s statute resolves as follows:

§ 1

The Extraordinary General Meeting hereby elects Andrzej Leganowicz as the Chairperson of the Meeting.

§ 2

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

Małgorzata Iwanicz - Drozdowska stated that:

- In the conducted secret voting on the above-mentioned resolution 41,528,427 (forty one million five hundred twenty eight thousand four hundred and twenty seven) valid votes were cast, representing 57.12 % shares of ALIOR BANK S.A. share capital, rounded to two decimal places,
- total number of valid votes in the conducted secret voting on the abovementioned resolution amounted to 41,528,427 (forty one million five hundred twenty eight thousand four hundred and twenty seven), out of which 41,528,427 (forty one million five hundred twenty eight thousand four hundred and twenty seven) votes were cast in favour of the resolution, none votes were “against” and none were „abstained”.
- Therefore the resolution has been adopted.

**„ Resolution No. 2/2016
of the Extraordinary General Meeting
of Alior Bank Spółka Akcyjna
held on 5 May 2016**

On: adoption of the Agenda

§ 1

The Extraordinary General Meeting hereby adopts the following Agenda:

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 binding resolutions.

4. Adoption of the agenda of the Extraordinary General Meeting.
5. Adoption of a resolution 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
6. Closing of the Extraordinary General Meeting.

§ 2

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

The Chairman stated that:

- In the conducted open voting on the above-mentioned resolution 41,093,131 (forty one million ninety three thousand one hundred thirty one) valid votes were cast, representing 56.52 % shares of ALIOR BANK S.A. share capital, rounded to two decimal places,
- total number of valid votes in the conducted open voting on the abovementioned resolution amounted to 41,093,131 (forty one million ninety three thousand one hundred thirty one), out of which 41,093,131 (forty one million ninety three thousand one hundred thirty one) votes were cast in favour of the resolution, none votes were “against” and none were „abstained”.
- Therefore the resolution has been adopted.

„ Resolution No. 3/2016 of the Extraordinary General Meeting of Alior Bank Spółka Akcyjna 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

Pursuant to Articles 430–433 and Article 436 of the Commercial Companies Code of 15 September 2000 (the “**Commercial Companies Code**”), Article 5 of the Act on Trading in Financial Instruments of 29 July 2005 (the “**Act on Trading in Financial Instruments**”), Articles 14, 15 and 28 in connection with 27 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies of 29 July 2005 (the “**Public Offering Act**”), and § 17 Section 2 item 1 and 5 of

the Articles of Association of Alior Bank S.A. (the “**Bank**”), the Extraordinary General Meeting of the Bank’s Shareholders (the “**General Meeting**”) hereby resolves as follows:

§ 1

Increase of share capital

1. The Bank’s share capital shall be increased by not less than 10 (ten) złoty (“**PLN**”) and not more than PLN 2,200,000,000 (two billion two hundred million), i.e. up to not less than PLN 727,074,640 (seven hundred twenty seven million, seventy four thousand, six hundred forty) and not more than PLN 2,927,074,630 (two billion, nine hundred twenty seven million, seventy four thousand, six hundred thirty) through the issue of not less than 1 (one) and not more than 220,000,000 (two hundred twenty million) series I ordinary bearer shares with a par value of PLN 10 (ten) per share (the “**New Shares**”).
2. The New Shares shall be issued in a rights offering (*subskrypcja zamknięta*) within the meaning of Article 431 § 2 item 2 of the Commercial Companies Code, carried out by way of a public offering (*oferta publiczna*) within the meaning of Article 3 Section 1 of the Public Offering Act.
3. The New Shares shall carry the same rights to dividend as the other shares in the Bank as of 1 January 2016, i.e. in respect of the entire 2016.
4. The New Shares may only be paid for with cash.
5. The New Shares will be ordinary bearer shares, and therefore will not grant any special rights to their holders.

§ 2

Pre-emptive rights and subscription

1. The pre-emptive rights record date (*dzień prawa poboru*) within the meaning of Art. 432 § 2 of the Commercial Companies Code for the New Shares shall be 23 May 2016 (the “**Pre-Emptive Rights Record Date**”).
2. The Bank’s shareholders holding shares in the Bank as at the end of the Pre-Emptive Rights Record Date shall have pre-emptive rights to subscribe for the New Shares, with the proviso that for each share in the Bank held as at the end of the Pre-Emptive Rights Record Date shareholders shall be entitled to receive 1 (one) individual pre-emptive right (the “**Pre-Emptive Right**”).
3. The number of the New Shares which may be subscribed for in exercise of 1 (one) Pre-Emptive Right (the “**Ratio**”) shall be calculated by dividing the final number of the New Shares offered, as determined under § 4 Section 1 letter (b) of this Resolution, by the total number of Pre-Emptive Rights. The final number of the New Shares allotted to a given person in exercise of Pre-Emptive Right by that person shall be calculated as the product of the number of Pre-Emptive Rights, covered by all valid subscription orders placed by that person, and the Ratio, rounded down to the nearest integer.
4. According to Article 436 § 2 of the Commercial Companies Code, shareholders holding a Pre-Emptive Right will also be able to place, within the period for exercising the Pre-Emptive Rights, an additional subscription order for the New Shares, in case of a failure to exercise the Pre-Emptive Right by other shareholders. The New Shares covered by the additional subscription orders referred to in the preceding sentence shall be allotted to the shareholders proportionally to the additional subscription orders placed by them.

5. The Pre-Emptive Rights exercise period shall be specified in the prospectus prepared in connection with the public offering of the New Shares and in connection with the application for the admission and introduction of the Pre-Emptive Rights, rights to the New Shares (the “**Rights to Shares**”) and the New Shares to trading on the regulated market operated by the Warsaw Stock Exchange (*Gięlda Papierów Wartościowych w Warszawie S.A.*) (“**WSE**”) (the “**Prospectus**”).
6. The New Shares not taken up (*nieobjęte*) in the manner set out in Section 3 and 4 above shall be allotted by the Management Board of the Bank at its discretion, however for a price not lower than the issue price determined under § 4 Section 1 letter (c) of this Resolution.

§ 3

Underwriting

1. In case referred to in Article 433 § 3 item 2 of the Commercial Companies Code the New Shares in the number equal to the difference between (i) the final number of the New Shares offered, as determined under § 4 Section 1 letter (b) of this Resolution, and (ii) the number of the New Shares allotted under § 2 Sections 3–6 of this Resolution shall be taken up, by one or more financial institutions (underwriters) with whom the Management Board of the Bank, prior to the publication of the Prospectus, shall enter into an underwriting agreement, on the terms set out in that agreement.
2. The General Meeting authorizes the Management Board to enter into agreements to ensure the success of the issue of the New Shares, including a stand-by or firm-commitment underwriting agreement or agreements. Acting pursuant to Article 433 § 5 of the Commercial Companies Code, the General Meeting hereby transfers to the Supervisory Board the authority to consent to the Bank’s entry into the underwriting agreement described in Section 1 above.

§ 4

Authorisation for the Management Board of the Bank

1. The General Meeting hereby authorises the Management Board of the Bank to determine:
 - (a) the final amount by which the Bank’s share capital is to be increased, which shall not be lower than the minimum amount and not higher than the maximum amount specified in § 1 Section 1 of this Resolution, in accordance with Article 432 § 4 of the Commercial Companies Code;
 - (b) the final number of New Shares offered, in accordance with Article 54 of the Public Offering Act; if the Management Board does not avail itself of this authorization, the number of the New Shares offered in the public offering shall be the maximum number of the New Shares specified in § 1 Section 1 of this Resolution;
 - (c) the issue price of the New Shares, in accordance with Article 432 § 1 item 4 of the Commercial Companies Code.
2. The General Meeting hereby authorises the Management Board of the Bank to take any action in connection with the increase of the Bank’s share capital pursuant to this Resolution, the issue and offering of the New Shares, and the application for the admission and introduction to trading on the regulated market operated by the WSE of the Pre-Emptive Rights, the Rights to Shares and the New Shares, and in particular to:
 - (a) offer the New Shares in a public offering;

- (b) determine detailed terms and conditions of subscription for and allotment of the New Shares, including to set the opening and closing dates of the subscription period for the New Shares, determine the rules governing subscription for and allotment of the New Shares (including rules governing subscription for and allotment of the New Shares taken up under the underwriting agreement described in § 3 Section 1 of this Resolution);
 - (c) apply to the Polish Financial Supervision Authority for approval of the Prospectus.
3. In case that the share purchase and demerger agreement relating to Bank BPH S.A. concluded on 31 March 2016 between the Bank and GE Investments Poland sp. z o.o., DRB Holdings B.V. and Selective American Financial Enterprises, LLC is changed or terminated, the General Meeting hereby authorises the Management Board of the Bank to make a decision to:
- (a) abandon or suspend the execution of this Resolution;
 - (b) abandon the public offering of the New Shares;
 - (c) suspend the public offering of the New Shares, in which case the Management Board of the Bank shall not be required to specify a new commencement date of the public offering of the New Shares, which may be determined and published at a later date.

§ 5

Conversion to book-entry form and introduction to stock-exchange trading

1. The General Meeting hereby resolves to convert into book-entry form, within the meaning of the Act on Trading in Financial Instruments, of:
 - (a) 72,707,463 (seventy two million, seven hundred and seven thousand, four hundred and sixty three) Pre-Emptive Rights;
 - (b) up to 220,000,000 (two hundred twenty million) Rights to Shares;
 - (c) up to 220,000,000 (two hundred twenty million) New Shares.
2. The General Meeting hereby authorises the Management Board of the Bank to execute with Krajowy Depozyt Papierów Wartościowych S.A. ("**Polish NDS**") an agreement for registration of Pre-Emptive Rights, Rights to Shares and New Shares referred to in Section 1 above with the depository for securities maintained by the Polish NDS and to take any other action required in connection with their conversion into book-entry form.
3. The General Meeting hereby resolves that the Bank will apply for the admission and introduction to trading on the regulated market operated by the WSE of:
 - (a) 72,707,463 (seventy two million, seven hundred and seven thousand, four hundred and sixty three) Pre-Emptive Rights;
 - (b) up to 220,000,000 (two hundred twenty million) Rights to Shares;
 - (c) up to 220,000,000 (two hundred twenty million) New Shares.
4. The General Meeting hereby authorises the Management Board of the Bank to take any action required in connection with the application for the admission and introduction to trading on the regulated market operated by the WSE of the Pre-Emptive Rights, Rights to Shares and New Shares referred to in Section 1 above.

§ 6

Amendment to articles of association

1. The General Meeting hereby resolves that the existing text of § 9 Section 1 of the Bank's Articles of Association, reading:

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

shall be amended to read as follows:

“The share capital of the Bank amounts not less than PLN 727,074,640 (seven hundred twenty seven million, seventy four thousand, six hundred forty) and not more than PLN 2,927,074,630 (two billion, nine hundred twenty seven million, seventy four thousand, six hundred thirty) and is divided into not less than 72,707,464 (seventy two million, seven hundred seven thousand, four hundred sixty four) and not more than 292,707,463 (two hundred ninety two million, seven hundred seven thousand, four hundred 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;*
 - *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*
 - *not less than 1 (one) and not more than 220,000,000 (two hundred twenty million) ordinary series I shares”*
2. The amount of the share capital subscribed for in connection with the issue of the New Shares and the text of § 9 Section 1 of the Bank's Articles of Association shall be determined by the Management Board of the Bank pursuant to Article 431 § 7 in conjunction with Article 310 § 2 and 4 of the Commercial Companies Code, by making a statement in the form of a notarial deed stating the amount of the share capital subscribed

for and specifying the amount of the share capital in the Bank's Articles of Association, following the allotment of the New Shares.

3. The amendment to the Bank's Articles of Association within the scope of this Resolution requires the Polish Financial Supervision Authority's (*Komisja Nadzoru Finansowego*) permission.
4. The General Meeting hereby authorises the Bank's Supervisory Board to prepare a consolidated text of the Bank's Articles of Association incorporating the amendments made under this Resolution and the statement of the Management Board of the Bank referred to in Section 2 above.

§ 7

Entry into force

The Resolution shall enter into force on the date of its adoption, subject to § 6 Section 3 of this Resolution.

„

The Chairman stated that:

- In the conducted open voting on the above-mentioned resolution 41,528,427 (forty one million five hundred twenty eight thousand four hundred and twenty seven) valid votes were cast, representing 57.12 % shares of ALIOR BANK S.A. share capital, rounded to two decimal places,
- total number of valid votes in the conducted open voting on the abovementioned resolution amounted to 41,528,427 (forty one million five hundred twenty eight thousand four hundred and twenty seven), out of which 41,286,978 (forty one million two hundred and eighty six thousand nine hundred and seventy eight) votes were cast in favour of the resolution, 241,449 (two hundred forty one thousand four hundred and forty nine) votes were "against" and none were „abstained”.
- Therefore the resolution has been adopted.