

## **Draft amendment of the Alior Bank S.A. Articles of Association with rationale**

The Bank's § 9 Sections 1 Articles of Association shall be amended 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”*

The current § 9 Sections 1 of the Bank's Articles of Association reads as follows:

*“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.”*

Proposed amendments to the to the Bank’s Articles of Association are linked with the share capital increase through issue of I-series shares under a closed transaction conducted through a public offering, in order to execute a transaction of acquisition of the Core Bank of BPH S.A.