

**The proposed draft amendments to the statute of Alior Bank S.A. and the current wording of the amended provisions:**

**§ 7 Section 1 of the Bank's statute shall be amended as follows:**

*1. The Bank's business comprises performing the following banking activities:*

- 1) accepting cash deposits payable on demand or on a specified date, and maintaining accounts for said deposits,*
- 2) maintaining other bank accounts,*
- 3) granting loans,*
- 4) granting and confirming bank guarantees and opening and approving letters of credit,*
- 5) issuing bank securities,*
- 6) clearing banking cash transactions,*
- 7) granting cash loans,*
- 7<sup>1</sup>) transactions involving cheques and bills of exchange and transactions involving warrants,*
- 8) issuing payment cards and conducting transactions with the use of cards,*
- 9) forward financial transactions,*
- 10) purchasing and selling cash receivables,*
- 11) custody services in respect of objects and securities, and providing safe deposit facilities,*
- 12) buying and selling foreign-currency monetary instruments,*
- 13) granting and confirming warranties,*
- 14) intermediation in transferring cash and making foreign currency settlements,*
- 15) issuing e-money instruments,*
- 16) performing commissioned tasks related to issuing securities.*

**The current § 7 Section 1 of the Bank's statute reads as follows:**

*1. The Bank's business comprises performing the following banking activities:*

- 1) accepting cash deposits payable on demand or on a specified date, and maintaining accounts for said deposits;*
- 2) maintaining other bank accounts;*

- 3) *granting loans;*
- 4) *granting and confirming bank guarantees and opening and approving letters of credit;*
- 5) *issuing bank securities;*
- 6) *clearing banking cash transactions;*
- 7) *granting cash loans;*
- 8) *issuing payment cards and conducting transactions with the use of cards;*
- 9) *forward financial transactions;*
- 10) *purchasing and selling cash receivables;*
- 11) *custody services in respect of objects and securities, and providing safe deposit facilities;*
- 12) *buying and selling monetary instruments;*
- 13) *granting and confirming warranties;*
- 14) *intermediation in transferring cash and making foreign currency settlements;*
- 15) *issuing e-money instruments; and*
- 16) *performing commissioned tasks related to issuing securities.*

**§ 7 Section 2 of the Bank's statute shall be amended as follows:**

2. *The Bank's business also comprises performing the following actions:*

- 1) *incurring liabilities related to issuing securities,*
- 2) *trading in securities,*
- 3) *providing consulting and advisory services on financial issues,*
- 4) *providing the following other financial services:*
  - a) *factoring services,*
  - b) *forfeiting services,*
  - c) *intermediation services in respect of lease contracts,*
  - d) *intermediation services in granting loans and credit facilities,*
  - e) *services consisting of performing factual actions in respect of intermediation in the purchase and sale of foreign currencies,*

- f) *intermediation services in respect of monetary settlements provided to banks, financial institutions, settlement agents, and to brokerage houses, entities providing leasing services, investment fund management companies, and investment funds,*
- g) *financial services connected with securities issued abroad and other financial instruments and the keeping thereof, including the maintenance of a register of financial instruments registered by foreign financial institutions, foreign lending institutions, and depository and settlement institutions,*
- 5) *engaging in brokerage operations,*
- 6) *performing insurance intermediation actions,*
- 7) *performing actions related to issuing and servicing financial instruments which are not securities,*
- 8) *providing specialist services to companies related to the Bank in terms of equity consisting specifically of making available IT systems and technologies, including data processing services, creating, using and maintaining computer software and IT infrastructure, and other services to make cooperation with those entities in the area of the financial services they offer more efficient,*
- 9) *sales of coins, banknotes and numismatic coins issued by the National Bank of Poland (NBP) for collections and for other purposes,*
- 10) *operating as a settlement agent,*
- 11) *conducting custody activities,*
- 12) *acting as a depository for pension funds and investment funds, keeping, based on an order, registers of investment fund participants and registers of pension fund participants,*
- 13) *collection activities,*
- 14) *performing the activities of a representative-bank within the meaning of the Act on Bonds,*
- 15) *accepting orders to buy and repurchase investment fund units or participation titles in foreign funds, and accepting subscription orders for units of investment certificates of investment funds,*
- 16) *maintaining registered savings and credit accounts and granting contract loans within the scope of activities of a building society.*

**The current § 7 Section 2 of the Bank's statute reads as follows:**

2. *The Bank's business also comprises performing the following actions:*

- 1) *incurring liabilities related to issuing securities;*

- 2) *trading in securities;*
- 3) *providing consulting and advisory services on financial issues;*
- 4) *providing the following other financial services:*
  - a) *factoring services;*
  - b) *forfeiting services;*
  - c) *intermediation services in respect of lease contracts;*
  - d) *intermediation services in granting loans and borrowings;*
  - e) *services consisting of performing factual actions in respect of intermediation in the purchase and sale of foreign currencies;*
- 5) *engaging in brokerage operations;*
- 6) *performing insurance intermediation actions;*
- 7) *performing actions related to issuing and servicing financial instruments which are not securities;*
- 8) *providing specialist services to companies related to the Bank in terms of equity, consisting specifically of making available IT systems and technologies, including data processing services, creating, using and maintaining computer software and IT infrastructure, and other services to make cooperation with those entities in the area of the financial services they offer more efficient;*
- 9) *sales of coins, banknotes and numismatic coins for collections and for other purposes issued by the National Bank of Poland (NBP).*
- 10) *to operate as an acquiring bank.*

**The following § 7 section 2<sup>1</sup> shall be added to the Bank's statute:**

*2<sup>1</sup>. The Bank may perform commissioned activities that are within the scope of the Bank's business for other domestic or foreign banks, and lending or financial institutions.*

**§ 9 Section 1 of the Bank's statute shall be amended as follows:**

*1. The share capital of the Bank amounts to at least PLN 1,292,577,130 (one billion, two hundred and ninety two million, five hundred and seventy seven thousand, one hundred and thirty zlotys) and not more than PLN 1,342,496,550 (one billion, three hundred and forty two million, four hundred and ninety six thousand, five hundred and fifty zlotys) and shall be divided into at least 129,257,713 (one hundred and twenty nine million, two hundred and fifty seven thousand, seven hundred and thirteen) ordinary shares with a nominal value of PLN 10 (ten zlotys) each, and not more than 134,249,655 (one hundred*

*and thirty four million, two hundred and forty nine thousand six hundred and fifty five) ordinary shares with a nominal value of PLN 10 (ten zlotys) each, including:*

- 1) 50,000,000 (fifty million) ordinary series A shares;*
- 2) 1,250,000 (one million, two hundred and fifty thousand) ordinary series B shares;*
- 3) 12,332,965 (twelve million, three hundred and thirty-two thousand, nine hundred and sixty-five) ordinary series C shares;*
- 4) 6,358,296 (six million, three hundred and fifty-eight thousand, two hundred and ninety-six) ordinary series G shares;*
- 5) 410,704 (four hundred and ten thousand, seven hundred and four) ordinary series D shares;*
- 6) 2,355,498 (two million, three hundred and fifty-five thousand, four hundred and ninety-eight) ordinary series H shares;*
- 7) 56,550,249 (fifty six million, five hundred and fifty thousand, two hundred and forty nine) ordinary series I shares; and*
- 8) at least one 1 and up to 4,991,943 (four million, nine hundred and ninety one thousand, nine hundred and forty three) ordinary series J shares.*

**The current § 9 Section 1 of the Bank's statute reads as follows:**

- 1. The share capital of the Bank is PLN 1,292,577,120 (one billion, two hundred and ninety two million, five hundred and seventy seven thousand, one hundred and twenty zlotys) and is divided into 129,257,712 (one hundred and twenty nine million, two hundred and fifty seven thousand, seven hundred and twelve) ordinary shares with a nominal value of PLN 10 (ten zlotys) 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 and fifty thousand, two hundred and forty nine) ordinary series I shares.*

Proposed amendments to the statute of Alior Bank S.A. are connected with the proposed division of Bank BPH S.A. with its registered office in Gdańsk in the manner specified in Article 529 § 1 point 4 of the Commercial Companies Code, i.e., through the transfer of part of the property (assets and liabilities) of Bank BPH S.A. in the form of an organized part of the enterprise of Bank BPH S.A. to Alior Bank, pursuant to the provisions of the Demerger Plan agreed between Alior Bank S.A. and Bank BPH S.A. on 29 April 2016 and made available to the public on the websites of both banks.