

RESOLUTION NO. 3
of the Extraordinary General Meeting of
ALIOR BANK SPÓŁKA AKCYJNA, with its registered office in Warsaw
dated 28 November 2013

regarding the increase in the Bank's share capital through the issuance of ordinary series G bearer shares, the exclusion of all of the pre-emptive rights of the existing shareholders to all the series G shares, the amendment to the Bank's statute, the application for the admission and introduction of the series G shares and/or rights to series G shares to trading on the regulated market operated by the Warsaw Stock Exchange, the dematerialisation of the series G shares and/or rights to series G shares

The extraordinary general meeting of Alior Bank S.A., with its registered office in Warsaw (the "**Bank**"), acting pursuant to Articles 430, 431, 432 and 433 § 2, and Art. 310 § 2, in connection with Art. 431 § 7 of the Act dated 15 September 2000, the Commercial Companies Code (the "**CCC**"), and § 17 section 2 items 1 and 5 of the Bank's statute (the "**Statute**"), resolves as follows:

§ 1

- 1** The Bank's share capital shall be increased by no less than PLN 10.00 (ten zlotys) but no more than PLN 63,582,960.00 (sixty-three million, five hundred and eighty-two thousand, nine hundred and sixty zlotys) up to the amount of not lower than PLN 635,829,660.00 (six hundred and thirty-five million, eight hundred and twenty-nine thousand, six hundred and sixty zlotys) but not higher than PLN 699,412,610.00 (six hundred and ninety-nine million, four hundred and twelve thousand, six hundred and ten zlotys) through the issuance of no less than 1 (one) but no more than 6,358,296 (six million, three hundred and fifty-eight thousand, two hundred and ninety-six) ordinary bearer series G shares with a par value of PLN 10 (ten zloty) each (the "**Series G Shares**").
- 2** The Series G Shares shall be issued by way of a private issuance (in Polish: *subskrypcja prywatna*) within the meaning of Article 431 §2.1 of the CCC and shall be addressed only to certain investors on the terms set forth in this resolution who shall have been:
 - 2.1** determined by the management board, subject to § 3 section 1.6 below, to have met the following conditions of eligibility (the "**Eligibility Conditions**" and such investors who shall have been so determined the "**Eligible Investors**"):
 - (i)** they are professional clients within the meaning of the Act on Trading in Financial Instruments dated 29 July 2005; or
 - (ii)** each such investor shall only be entitled to acquire Series G Shares with a value, calculated based on the issue price on the date such price is determined, of at least EUR 100,000, such value to be based on the average PLN to EUR exchange rate of the NBP as of the day of the determination of the issue price; and
 - 2.2** selected by the management board, subject to § 3 section 1.6 below, to be invited to participate in the book-building process for the Series G Shares (the "**Book-Building**").
- 3** Eligible Investors selected to participate in the Book-Building shall submit declarations of interest in subscribing for the Series G Shares at a price that is not lower than the issue price of the Series G Shares determined by the management board on the terms set forth in this resolution after the completion of the Book-Building process.

The issue of the Series G Shares may, at the sole discretion of the management board, be conducted by way of a public offering within the meaning of Art. 3.1 of the Act on Public

Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies dated 29 July 2005 directed at Eligible Investors.

- 4 The Series G Shares shall participate in dividend on the following terms:
- 4.1 if the Series G Shares are registered for the first time on the securities accounts by the dividend record date (including such date) on which the list of shareholders eligible to receive dividends is determined, the Series G Shares will participate in dividend distributions starting from dividend distributions for the previous financial year on terms equal to the other shares in the Bank, i.e. starting from 1 January of the financial year directly preceding the financial year within which the Series G Shares have been registered for the first time on the securities accounts, on terms equal to the other shares in the Bank;
 - 4.2 if the Series G Shares are registered for the first time on the securities accounts on the date following the dividend record date on which the list of shareholders eligible to receive dividends is determined, the Series G Shares will participate in dividend distributions starting from dividend distribution for the financial year within which the Series G Shares have been registered for the first time on the securities accounts, i.e., starting from 1 January of such financial year, on terms equal to the other shares in the Bank.
- 5 The Series G Shares may be paid for exclusively with cash.

§ 2

- 1 In the best interest of the Bank, the pre-emptive rights of the Bank's existing shareholders to all the Series G Shares are excluded in their entirety.
- 2 A written opinion of the management board stating the arguments for excluding the pre-emptive rights of the existing shareholders to the Series G Shares and providing for the method of the establishment of the issue price for the Series G Shares is attached to this resolution.

§ 3

- 1 The management board is authorised to take any and all actions related to the increase in the share capital referred to in this resolution, to take any and all steps aimed at offering the Series G Shares by way of a private issuance within the meaning of Art. 431 § 2.1 of the CCC and to determine the detailed terms of subscription for Series G Shares, including to:
 - 1.1 determine the issue price of the Series G Shares, taking into account the outcome of the Book-Building process and with a view to maximize the proceeds from the issue of the Series G Shares;
 - 1.2 set date on which subscription offers will be submitted and the date of signing by the Bank subscription agreements for the Series G Shares, provided that the conclusion by the Bank of subscription agreements for the Series G Shares will occur not later than six (6) months from the date of this resolution;
 - 1.3 define subject to section 1.6 below, the terms of offering the Series G Shares, including the rules for the selection of investors to whom Series G Shares subscription offers will be submitted and with whom subscription agreements for the Series G Shares will be concluded (the “**Terms of Subscription**”);
 - 1.4 select, subject to section 1.6 below, the Eligible Investors that will be invited to participate in the Book-Building process (such selected Eligible Investors, the “**Book-building Participants**”);

- 1.5** decide, subject to section 1.6 below, on the number, if any, of Series G Shares to be offered to the Book-Building Participants following completion of the Book-Building process, provided that:
- (i) the Terms of Subscription shall stipulate, among other things, that Eligible Investors who are the Bank's shareholders as at the end of this resolution's adoption day (the "**Priority Eligible Investors**") shall be entitled to priority in the taking-up of the Series G Shares, on the terms set forth in the Terms of Subscription on the basis of a ratio of 1 (one) Series G Share for every 10 (ten) shares in the Bank held by a Priority Eligible Investor on the date of this resolution (the "**Priority Date**") (such priority the "**Priority in Series G Shares Take-up**"). In the event that the number of Series G Shares for a particular Priority Eligible Investor participating in the Priority in Series G Shares Take-up is not a whole number, it shall be rounded down to the nearest whole number;
 - (ii) in order for a Priority Eligible Investor to be eligible to participate in the Priority in Series G Shares Take-up the Eligible Investor must meet the following additional conditions to the satisfaction, subject to section 1.6 below, of the management board (the "**Priority Eligibility Conditions**"): (a) upon the invitation of the Bank's management board, subject to section 1.6 below, (1) submit in the Book-Building process a document certifying that such investor was the Bank's shareholder as of the Priority Date, and (2) present, as part of the Book-Building process, a declaration of interest in subscribing for the Series G Shares at a price not lower than the final issue price determined by the Bank's management board, and (b) following the decision of the Bank's management board, subject to section 1.6 below, to present the Series G Shares subscription offer to such investor enter into an agreement with the Bank to acquire the Series G Shares offered to it at the issue price determined by the management board; and
- 1.6** the determination as to whether an Eligible Investor meets the Eligibility Conditions and the Priority Eligibility Conditions and the decision whether to invite such investor to participate in the Book-Building process, to present to any such potential investor any Series G Shares subscription offer shall be at the sole discretion of the management board, provided, however, that the management board shall use its reasonable efforts to offer the Series G Shares to those Priority Eligible Investors who satisfy the relevant criteria set out above if the settlement of the transfer of the Series G Shares to such Priority Eligible Investor can be technically effected within the settlement period.
- 2** The supervisory board shall approve the decisions of the management board made pursuant to § 3 sections 1.1, 1.4 and 1.6 above.
- 3** It is resolved that the Bank will file for the admission and introduction to trading of the Series G Shares on the regulated market operated by the Warsaw Stock Exchange (*Gielda Papierów Wartościowych w Warszawie S.A.*) and, if the conditions for such admission and introduction are fulfilled, of rights to the Series G Shares. The management board is required and authorised to take any and all necessary actions related to the performance of the provisions of this section.
- 4** All of the Series G Shares will be dematerialized in the meaning of the Act on Trading in Financial Instruments dated 29 July 2005. The management board is required and authorised to execute with the National Depository of Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*) an agreement for the registration of the Series G Shares in the securities depository and, if the conditions for such registration are fulfilled, of rights to the Series G Shares, as well as to take any and all other necessary actions connected with the dematerialization thereof.

- 5 The management board is authorised to, at any time, decide to abandon the performance of this resolution, suspend the performance of this resolution, abandon the private issuance within the meaning of Article 431 §2.1 of the CCC, or suspend such private issuance. If the management board resolves to adopt a decision to suspend the private issuance within the meaning of Article 431 §2.1 of the CCC, it may refrain from stating a new date for such private issuance as such date may be determined at a later date, subject to the deadline referred to in § 3 section 1.2 of this resolution.

§ 4

- 1 In reference to § 1 – 3 of this resolution, § 9 section 1 of the Bank's Statute shall be amended to read as follows:

“1. The share capital of the Bank shall not be lower than PLN 635,829,660.00 (six hundred and thirty-five million, eight hundred and twenty-nine thousand, six hundred and sixty zlotys) but shall not exceed PLN 699,412,610.00 (six hundred and ninety-nine million, four hundred and twelve thousand, six hundred and ten zlotys) and shall be divided into no less than 63,582,966 (sixty-three million, five hundred and eighty two thousand, nine hundred and sixty six), but no more than 69,941,261 (sixty-nine million, nine hundred and forty-one thousand, two hundred and sixty-one) ordinary shares with a par value of PLN 10 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 C; and*
- *no less than 1 (one) but no more than 6,358,296 (six million, three hundred and fifty-eight thousand, two hundred and ninety-six) ordinary series G shares.”*

- 2 The amendment to the Bank's Statute referred to in section 1 above requires the consent of the Polish Financial Supervision Authority under Article 34 section 2, in conjunction with Article 31 section 3 of the Act dated 29 August 1997, the Banking Law, and shall be effective as of its registration in the Register of Business Entities of the National Court Register.
- 3 The management board will determine the final amount of the share capital that was subscribed for and will establish the wording of § 9 section 1 of the Bank's Statute pursuant to Article 310, in conjunction with Article 431 § 7, of the CCC.
- 4 The supervisory board of the Bank shall be authorised to establish the amended and restated text of the Bank's Statute.

§ 5

This resolution shall come into force on the date of its adoption, and, with respect to the amendments to the Bank's Statute, on the registration date of such amendments by the registry court.

SCHEDULE

OPINION OF THE MANAGEMENT BOARD OF ALIOR BANK SPÓŁKA AKCYJNA WITH ITS REGISTERED SEAT IN WARSAW.

dated 25 November 2013

regarding the arguments in favour of excluding the pre-emptive rights of the shareholders in their entirety in relation to the proposed increase in the Bank's share capital through the issuance of series G shares and the procedure for the establishment of the issue price for the series G shares

Pursuant to Article 433 § 2 of the Commercial Companies Code dated 15 September 2000 (the "CCC"), the management board of Alior Bank S.A., with its registered office in Warsaw (the "**Bank**"), approved this opinion on 29 October 2013 in relation to the resolution proposed by the extraordinary general meeting of the Bank regarding the increase in the Bank's share capital through the issuance of ordinary series G bearer shares in the Bank (the "**Series G Shares**"), the exclusion of all of the pre-emptive rights of the existing shareholders to all the Series G Shares, the amendment to the Bank's statute, the application for the admission and introduction of the Series G Shares and/or rights to Series G Shares to trading on the regulated market operated by the Warsaw Stock Exchange and the dematerialisation of the Series G Shares and/or rights to Series G Shares.

1. The exclusion of the pre-emptive rights with respect to the Series G Shares

The purpose of the increase in the Bank's share capital through the issuance of the Series G Shares is to enable the Bank to achieve its planned strategic objectives, and permit the further development of the Bank's operations, after taking into consideration certain accounting recommendations by the KNF. In the opinion of the Bank's management board, in view of the reasons stated below, the exclusion of the pre-emptive rights of the existing shareholders of the Bank to all of the Series G Shares in their entirety is justified in the interests of the Bank, as the issuance of shares by private subscription is the most rapid and convenient way of raising capital.

If pre-emption rights were to be retained, the Bank would need to prepare a prospectus and seek authorisation for this prospectus from the KNF. The rights issue would then need to be conducted in accordance with the requirements set out in Article 7.1 of the Public Offering Act, including giving time to the shareholders to exercise pre-emption rights. The preparation and issue of a prospectus, and the mandated calendar for conducting a rights issue, would force the Bank to incur significant additional costs as well as restricting the management board's flexibility on the timing of the offering.

The increase in the Bank's share capital through the issuance of the Series G Shares with the exclusion of the pre-emptive rights of the Bank's existing shareholders addressed by private subscription to investors selected by the Bank's management board ("**Eligible Investors**") will enable the Bank to move swiftly to take advantage of market windows of opportunity and conclude the share capital increase in a short period of time, thus strengthening the Bank's equity at the earliest opportunity.

The exclusion of the pre-emptive rights of the Bank's existing shareholders with the possibility of conducting the issue of the Series G Shares solely through an offering directed at Eligible Investors, will enable the Bank to increase its share capital and issue Series G Shares without the requirement to prepare and seek the approval by the Polish Financial Supervisory Authority of an issue prospectus.

The exclusion of the pre-emptive rights of the Bank's existing shareholders will potentially allow the Bank to broaden its shareholder base through an offering by private subscription of the Series G Shares to new and existing investors in the territory of Poland as well as internationally.

In light of the above, the Bank's management board declares that the issuance of the Series G Shares subject to the exclusion of the pre-emptive rights of the existing shareholders of the Bank in their entirety is in the Bank's interest. Consequently, the Bank's management board

recommends the issuance of the Series G Shares subject to the exclusion of the pre-emptive rights of the existing shareholders of the Company in their entirety.

The draft resolution on the increase of the share capital and the issue of Series G Shares provide for the Bank's shareholders who meet the criteria for participation in the Series G Shares offer stipulated in the resolution and who hold shares in the Bank as at the end of the day on which the resolution on the increase of share capital and the issue of the Series G Shares was adopted (the "**Priority Date**") priority in taking up such Series G Shares. In accordance with the proposed provisions, each 10 (ten) Bank shares held by a shareholder as at the Priority Date will give such shareholder the right to take up 1 (one) Series G Share, rounded on the terms specified in the resolution.

The opportunity to exercise the priority to take up the Series G Shares will depend on the fulfillment of the criteria referred to in the resolution on the increase of the share capital and the issue of Series G Shares.

The determination as to whether an Eligible Investor meets the conditions for participation in the Series G Shares offer and the priority in taking up such Series G Shares and the decision whether to invite such investor to participate in the book-building process, to present to any such potential investor any Series G Shares subscription offer shall be at the sole discretion of the Bank's management board, provided, however, that the Bank's management board shall use its reasonable efforts to offer the Series G Shares to those Eligible Investor who satisfy the relevant criteria set out in the resolution on the increase of the share capital and the issue of Series G Shares if the settlement of the transfer of the Series G Shares to such Eligible Investor can be technically effected within the settlement period.

2. The procedure for the establishment of the issue price for Series G Shares

The issue price for Series G Shares will be established by the Bank's management board first and foremost on the basis of the listing price of the Bank's shares on the regulated market maintained by the Warsaw Stock Exchange, subject to the outcome of the bookbuilding process among the Eligible Investors, both Polish and foreign, as well as subject to all of the circumstances that impact the establishment of the issue price, including the economic conditions on the capital markets at the time of the bookbuilding process for the Series G Shares, the financial standing of the Bank at the time of the private issuance, current events and the Bank's growth prospects, and on the basis of the recommendations of the financial institutions involved in the offering of the Series G Shares.

The issue price for Series G Shares will be established by the Bank's management board with a view to minimize the proceeds from the issue of the Series G Shares.

In light of the volatility of the capital market and the time separating the date of the adoption of the resolution by the extraordinary general meeting and the date of the establishment of the issue price for the Series G Shares, the authorisation of the Bank's management board in this respect is justified and is in the Bank's interest.

3. Conclusions

In light of the arguments presented above, the management board of the Bank recommends that the extraordinary general meeting adopt Resolution No. 3.

The management board of the Bank:

JUSTIFICATION

The purpose of adopting the proposed resolution of the extraordinary general meeting regarding the increase in the Bank's share capital through the issuance of the Series G Shares, the exclusion of all the pre-emptive rights of the existing shareholders to all the Series G Shares, the amendment to the

Banks' Statute, the application for the admission and introduction of the Series G Shares and/or rights to Series G Shares to trading on the regulated market operated by the Warsaw Stock Exchange, and the dematerialisation of Series G Shares and/or rights to Series G Shares is to enable the Bank to achieve its planned strategic objectives, and permit the further development of the Bank's operations, after taking into consideration certain accounting recommendations by the KNF.