

## **Draft resolutions of the Annual General Meeting of Alior Bank S.A. convened for 15 May 2014.**

*Re: item 2 of the Agenda*

### **Resolution No. 1/2014 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 15 May 2014**

#### **On: The election of the Chairperson of the Annual 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 Annual General Meeting hereby elects \_\_\_\_\_ as the Chairperson of the Meeting.

#### **§ 2**

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

*Re: item 4 of the Agenda*

### **Resolution No. 2/2014 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 15 May 2014**

#### **On: adoption of the Agenda**

#### **§ 1**

The Annual General Meeting hereby adopts the following Agenda:

1. Opening of the Annual General Meeting.
2. Election of the Chairperson of the Annual General Meeting.
3. Preparation of the attendance list, acknowledgement that the Annual General Meeting has been convened appropriately and is capable of adopting binding resolutions.
4. Adoption of the agenda of the Annual General Meeting.
5. Presentation and consideration:
  - a) Financial statements of Alior Bank Spółka Akcyjna for the financial year ended 31 December 2013,
  - b) Management Board Report of the Alior Bank S.A. for 2013
6. Presentation of the Supervisory Board report of the Alior Bank S.A. for 2013 and adoption of a resolution to approve the report.
7. Adoption of a resolution:
  - a) to consider and approve Financial statements of Alior Bank Spółka Akcyjna for the financial year ended 31 December 2013,
  - b) to consider and approve Management Board Report of the Alior Bank S.A. for 2013
8. Presentation and consideration:

- a) Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2013
- b) Management Board Report of the Alior Bank S.A. Group for 2013
- 9. Adoption of a resolution:
  - a) to consider and approve Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2013
  - b) to consider and approve Management Board Report of the Alior Bank S.A. Group for 2013
- 10. Adoption of a resolution:
  - a) to distribution of the Bank's profits for 2013.
  - b) to disposition of the supplementary capital
- 11. Adoption of resolutions on the vote of approval for the Members of the Management Board for performance of their duties in 2013.
- 12. Adoption of resolutions on the vote of approval for the Members of the Bank's Supervisory Board for performance of their duties in 2013.
- 13. Closing of the Annual General Meeting.

§ 2

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

*Re: item 6 of the Agenda*

**Resolution No. 3/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: approval of the Supervisory Board's report on their operations in 2013.**

§ 1

Pursuant to article 382 § 3 of the Code of Commercial Companies and § 23 item 2(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby approves the report of the Supervisory Board on their operations in 2013.

§ 2

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

*Re: item 7 of the Agenda*

**Resolution No. 4/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: to consider and approval of Financial statements of Alior Bank Spółka Akcyjna for the financial year ended 31 December 2013**

§ 1

Pursuant to article 395 § 2(1) of the Code of Commercial Companies and § 17 item 1(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby approves the financial statements of Alior Bank Spółka Akcyjna for the financial year ended 31 December 2013 including:

- statement of financial position, drawn up as at 31 December 2013, with assets, liabilities and capitals totalling PLN 25,544,780,000,
- profit and loss statement for the period between 1 January 2013 and 31 December 2013, with net profit of PLN 219,752,000,
- statement of comprehensive income for the period between 1 January 2013 and 31 December 2013 with income amounting to PLN 192,199,000,
- statement of changes in equity for the financial year between 1 January 2013 and 31 December 2013, with an increase in shareholders' equity by PLN 205,614,000,
- statement of cash flows for the financial year between 1 January 2013 and 31 December 2013, with an increase in cash by 47,762,000,
- notes to the financial statements.

§ 2

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

**Resolution No. 5/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: to consider and approval of the Management Board Report of the Alior Bank S.A.  
for 2013**

§ 1

Pursuant to article 395 § 2(1) of the Code of Commercial Companies and § 17 item 1(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank, after due consideration, hereby approves the Management Board Report of the Alior Bank S.A. for 2013

§ 2

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

*Re: item 9 of the Agenda*

**Resolution No. 6/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: to consider and approval of the Consolidated financial statements of the Alior Bank  
Spółka Akcyjna Group for the financial year ended 31 December 2013**

§ 1

Pursuant to article 395 § 2(1) of the Code of Commercial Companies and § 17 item 1(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank, after due

consideration, hereby approves Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2013, including:

- statement of financial position, drawn up as at 31 December 2013, with assets, liabilities and capitals totalling PLN 25,549,871,000,
- profit and loss statement for the period between 1 January 2013 and 31 December 2013, with net profit of PLN 227,902,000,
- statement of comprehensive income for the period between 1 January 2013 and 31 December 2013 with income amounting to PLN 200,349,000,
- statement of changes in equity for the financial year between 1 January 2013 and 31 December 2013, with an increase in shareholders' equity by PLN 213,762,000,
- statement of cash flows for the financial year between 1 January 2013 and 31 December 2013, with an increase in cash by 90,015,000,
- notes to the financial statements.

§ 2

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

**Resolution No. 7/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: to consider approval of the Management Board Report of the Alior Bank S.A. Group for 2013**

§ 1

Pursuant to article 395 § 2(1) of the Code of Commercial Companies and § 17 item 1(1) of the Bank's Articles of Association, the Annual General Meeting of the Bank, after due consideration, hereby approves the Management Board Report of the Alior Bank S.A. Group for 2013

§ 2

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

*Re: item 10 of the Agenda*

**Resolution No. 8/2014  
of the Annual General Meeting of Shareholders  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: distribution of the Bank's profits for 2013**

§ 1

Pursuant to article 395 § 2(2) of the Code of Commercial Companies and § 17 item 1(2) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby decides that the net profit of the Bank for 2013, totalling PLN 219,751,608.89 (say: two hundred nineteen million seven hundred and fifty-one thousand six hundred and eight and 89/100) shall be used to cover losses from previous years shown in the balance sheet of the Bank as at 31 December 2013.

§ 2

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

**Resolution No. 9/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: disposition of the Bank's supplementary capital**

§ 1

Pursuant to article 396 § 5 of the Code of Commercial Companies and § 36 item 1 and § 40 item 1 of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby decides to disposition of the supplementary capital in amount of 55,630,381.71 (say: fifty-five million six hundred and thirty thousand three hundred eighty-one and 71/100) to cover losses from previous years which is result of adjustments to the financial statements for the last years and is due from a change in accounting of bancassurance revenue attached to loans products.

§ 2

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

*Re: item 11 of the Agenda*

**Resolution No. 10/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Wojciech Sobieraj, the President of the Management Board of the Bank for the performance of his duties in 2013.

§ 2

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

**Resolution No. 11/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Krzysztof Czuba, the Vice-President of the Management Board of the Bank for the performance of his duties in 2013.

§ 2

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

**Resolution No. 12/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Niels Lundorff, the former Vice-President of the Management Board of the Bank for the performance of his duties in 2013.

§ 2

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

**Resolution No. 13/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Artur Maliszewski, the former Vice-President of the Management Board of the Bank for the performance of his duties in 2013.

§ 2

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

**Resolution No. 14/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Witold Skrok, the Vice-President of the Management Board of the Bank for the performance of his duties in 2013.

§ 2

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

**Resolution No. 15/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Ms Katarzyna Sułkowska, the Vice-President of the Management Board of the Bank for the performance of her duties in 2013.

§ 2

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

**Resolution No. 16/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Michał Hucal, the Vice-President of the Management Board of the Bank for the performance of his duties in the period between 10 February 2013 and 31 December 2013.

§ 2

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

**Resolution No. 17/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Cezary Smorszczewski, the former Vice-President of the Management Board of the Bank for the performance of his duties in the period between 1 January 2013 and 10 February 2013.

§ 2

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

**Resolution No. 18/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Ms Helene Zaleski, the Chairwoman of the Supervisory Board of the Bank for the performance of her duties in 2013.

§ 2

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

**Resolution No. 19/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Ms Małgorzata Iwanicz-Drozdowska, Deputy Chairman of the Supervisory Board of the Bank for the performance of her duties in 2013.



§ 2

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

**Resolution No. 20/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Management Board of the Bank for performance of duties in 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Marek Michalski, Member of the Supervisory Board of the Bank for the performance of his duties in 2013

§ 2

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

**Resolution No. 21/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Krzysztof Obłój, the Member of the Supervisory Board of the Bank for the performance of his duties in 2013.

§ 2

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

**Resolution No. 22/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Ms Lucyna Stańczak - Wuczyńska, the Member of the Supervisory Board of

the Bank for the performance of his duties in the period between 19 June 2013 and 31 December 2013.

§ 2

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

**Resolution No. 23/2014  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 15 May 2014**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2013.**

§ 1

Pursuant to article 395 § 2(3) of the Code of Commercial Companies and § 17 item 1(3) of the Bank's Articles of Association, the Annual General Meeting of the Bank hereby gives vote of approval for Mr Józef Wancer, the former Member of the Supervisory Board of the Bank for the performance of his duties in the period between 01 January 2013 and 05 September 2013.

§ 2

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