

**„Resolution No. 8/2014
of the Extraordinary General Meeting
Alior Bank Spółka Akcyjna
held on 31 October 2014**

regarding the conditional increase in the share capital through issue of series H ordinary bearer shares with the deprivation of the pre-emptive right of current shareholders of the Bank in entirety, issue of series D subscription warrants with the deprivation of the pre-emptive right of current shareholders of the Bank in entirety and on amendments to the Bank's Charter.

§1

The Extraordinary General Meeting of Alior Bank S.A., with its registered office in Warsaw (the “**Bank**”), acting on the basis of Article 393 item 5, Article 430 § 1 and § 5, Article 432, Article 448, Article 449, Article 453 § 1, 2 and 3 of the Commercial Companies Code Act (“**CCC**”) of September 15, 2000, hereby decides as follows:

1. The Bank's share capital shall be conditionally increased by an amount up to PLN 23,554,980 (twenty three million five hundred fifty four thousand and nine hundred eighty złoty) by way of issue up to 2,355,498 (two million three hundred fifty five and four hundred ninety eight thousand) series H ordinary bearer shares of the nominal value of PLN 10 (ten złoty) each and of the total nominal value up to PLN 23,554,980 (twenty three million five hundred fifty four thousand and nine hundred eighty złoty) (“**Series H Shares**”).

2. A conditional increase in the share capital shall be effected to entitle to take up Series H Shares to subscription warranties' holders which will be issued pursuant to § 2 hereof and which will enable the Bank to carry out its investment plans consisting in the share acquisition in the company styled: Meritum Bank ICB Spółka Akcyjna, with its registered office in Gdańsk (“**Meritum Bank**”). In connection with the acquisition by the Bank of shares in Meritum Bank, at least one entity being a major shareholder in Meritum Bank will become a shareholder in the Bank. The specified portion of the price to be paid by the Bank for the shares in Meritum Bank will be designated by selected shareholders in Meritum Bank to whom the subscription warrants will be offered, issued on the basis of § 2 hereof, towards the payment of the issue price for the Series H Shares which will be taken up in the exercise of rights from subscription warrants.

3. The right of subscription warrants' holders to take up Series H Shares may be exercised by July 31, 2015 on the terms specified herein.

4. Only the subscription warrants' holders, issued pursuant to § 2 hereof, shall be entitled to take up Series H Shares.

5. All Series H Shares may be covered up only by pecuniary contribution.

6. The Bank's Management Board shall be authorized to determine the issue price for Series H Shares on the basis of the relevant provisions of the conditional sale agreement of shares in Meritum Bank concluded between Bank, acting as a purchaser, and entities referred to in §2 item 3 hereof.

7. Series H Shares shall participate in dividend on the following terms:

a) Series H Shares which have first been registered on the securities account of a subscription warrants' holder who has exercised the rights from a given subscription warrant on the dividend day at the latest, shall participate in the profit starting from the profit for the previous financial year, i.e. as of January 1 of the financial year directly preceding the year in which those shares were issued,

b) Series H Shares which have first been registered on the securities account of a subscription warrants' holder who has exercised the rights from a given subscription warrant on a day after the dividend day, shall participate in the profit starting from the financial year during which the shares were issued, i.e. as of January 1 of that financial year.

8. In the case of transformation or liquidation of the Bank before the date of exercising the rights from subscription warrants issued pursuant to § 2 hereof, the right to take up Series H Shares in the exercise of the rights from the subscription warrants shall expire.

9. Having read a written opinion of the Bank's Management Board for the Bank's General Meeting providing reasons for the deprivation of current shareholders of the Bank of the first refusal right of Series H shares as well as subscription warrants and the proposed manner of determination of the share issue price, presented to the Extraordinary General Meeting, constituting Appendix hereto, in the interests of the Bank, the current shareholders of the Bank are hereby deprived of the pre-emptive right to Series H Shares in entirety.

10. The approval is hereby given for:

- (i) dematerialization of Series H Shares, and
- (ii) applying for admission and introduction to trading on the Warsaw Stock Exchange ("WSE") regulated market of Series H Shares.

11. The Bank's Management Board is hereby authorized to undertake any legal and factual actions necessary to admit the Series H Shares to trading on the regulated market and dematerialization of those shares, including but not limited to:

(i) carrying out with the National Deposit for Securities [*Polish: Krajowy Depozyt Papierów Wartościowych S.A.*] ("NDS") of any actions necessary to enforce this resolution, including the conclusion with the NDS of an agreement for registration in the deposit of securities kept by the NDS of the Series H Shares,

(ii) carrying out any actions with the WSE, including filing applications for admission and introduction of Series H Shares on the WSE main market,

(iii) undertaking any other actions necessary to dematerialize as well as admit and introduce of the Series H Shares on the WSE main market.

§2

1. Providing that the Bank has registered a conditional increase in its share capital, as referred to in § 1 hereof, up to 2,355,498 (two million three hundred fifty five thousand and four hundred ninety eight) Series D registered subscription warrants ("**Subscription Warrants**") shall be issued, authorizing their holders to take up, on the terms and conditions specified in this resolution, up to 2,355,498 (two million three hundred fifty five thousand and

four hundred ninety eight) in total of the series H ordinary bearer shares of the Bank, the nominal value of PLN 10.00 (ten złoty) each, the total nominal value of PLN 23,554,980 (twenty three million five hundred fifty four thousand and nine hundred eighty złoty) which shall be issued pursuant to § 1 hereof.

2. The issue of the Subscription Warrants may be carried out on July 31, 2015 at the latest.

3. Solely entities which are three major shareholders of the Meritum Bank, holding in total not less than 97% (ninety seven percent) of shares in Meritum Bank which have concluded with the Bank. as the purchaser, a conditional final sale agreement of all shares held in Meritum Bank by those entities (hereinafter: “**Entitled Entities**”) shall be entitled to take up the Subscription Warrants; however, the Subscription Warrants may only be offered to be taken up by one or more of the Entitled Entities.

4. The Subscription Warrants shall be taken up by way of private placement by submitting an offer of taking up the Subscription Warrants by the Bank to an Entitled Entity and accepting the offer of taking up the Subscription Warrants by an Entitled Entity through submitting in writing by an Entitled Entity of a statement on accepting the offer of taking up the Subscription Warrants.

5. The Subscription Warrants shall be issued on a free-of-charge basis.

6. The Subscription Warrants are non-transferrable.

7. The Subscription Warrants shall be issued in the form of documents; however, the Subscription Warrants may be issued in the form of multiple certificates.

8. The Subscription Warrants shall be registered securities not transferrable to bearer subscription warrants.

9. One subscription warrant shall authorize its holder to take up 1 (one) Series H Share for the issue price determined by the Bank’s Management Board, in accordance with § 1 Section 6 hereof.

10. The Subscription Warrants’ holders may take up Series H Shares in exercise of rights from the Subscription until July 31, 2015.

11. Having read a written opinion of the Bank’s Management Board for the Bank’s General Meeting providing reasons for the deprivation of current shareholders of the Bank of the pre-emptive right of Series H shares as well as subscription warrants and the proposed manner of determination of the share issue price, presented to the Extraordinary General Meeting, constituting Appendix hereto, in the interests of the Bank, the current shareholders of the Bank are hereby deprived of the pre-emptive right to the Subscription Warrants.

12. The Bank’s Management Board is hereby authorized to undertake any factual and legal actions necessary to enforce hereof, including but not limited to:

(i) submitting the offer of taking up the Subscription Warrants to one or more of the Entitled Entities, (ii) accepting from the Entitled Entities statements on accepting the offer of taking up the Subscription Warrants, (iii) preparing and issuing documents or multiple coupons of the Subscription Warrants.

§3

In connection with a conditional increase in the share capital, as described in the provisions hereof, the Bank’s Charter shall be amended as follows:

a) the current § 9a. Sections 1 and 2 of the Bank's Charter is hereby amended so that it reads as follows:

*„1. Pursuant to the Resolution 28/2012 of the Extraordinary General Meeting of 19 October 2012, the Bank's share capital has been conditionally increased up to PLN 33,312,500 (thirty three million three hundred twelve thousand and five hundred) through the issue of up to 3,331,250 (three million three hundred thirty one thousand and two hundred fifty) series D, series E and series F bearer shares of the nominal value of PLN 10 (ten zloty) each (the “**Shares**”).*

2. The purpose of a conditional increase in the share capital, as referred to item 1, is entitlement to take up the Shares by the holders of subscription warrants issued by the Bank, pursuant to the Resolution 28/2012 of the Extraordinary General Meeting of October 19, 2012.”

b) to the current § 9a. of the Bank's Charter, new Sections 4-6 shall be added reading as follows:

*“4. Pursuant to the Resolution 8/2014 of the Extraordinary General Meeting of October 31, 2014, the Bank's Charter has been conditionally increased of the amount up to PLN 23,554,980 (twenty three million five hundred fifty four thousand and nine hundred eighty zloty) through the issue of up to 2,355,498 (two million three hundred fifty five thousand and four hundred ninety eight) series H ordinary bearer shares, the nominal value of PLN 10 (ten zloty) each (the “**Series H Shares**”).*

5. The purpose of a conditional increase in the share capital, as referred to in Section 4, is entitlement to take up the Series H Shares of the holders of subscription warrants issued by the Bank, pursuant to the Resolution 8/2014 of the Extraordinary General Meeting of October 31, 2014.

6. The holders of the subscription warrants, as referred to in Section 5, shall be entitled to take Series H Shares.”

§4

The Bank's Supervisory Board shall be authorized to determine the consolidated text of the Bank's Charter.

§ 5

The Resolution shall come into force as of the date of its adoption; however, amendments to the Bank's Charter, as referred to in § 3 hereof, within the scope specified in Article 34 Section 2 in conjunction with Article 31 Section 3 of the Banking Law of August 29, 1997 shall become valid upon obtaining a permit from the Polish Financial Supervision Authority, on the basis of Article 34 Section 2 in connection with Article 31 Section 3 of the Banking Law of August 29, 1997. Furthermore, the legal effect of amending the Bank's Charter, as referred to in § 3 hereof and entitlement of the Management Board to issue the Subscription Warrants shall occur once the amendments to the Bank's Charter are entered in the register of entrepreneurs of the National Court Register.”

- In the conducted open voting on the above-mentioned resolution 42.708.675 (forty two million seven hundred and eight thousand six hundred and seventy five) valid votes were cast, representing 61,05 % (sixty one and five hundredths of percent) 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 42.708.675 (forty two million seven hundred and eight thousand six hundred and seventy five), out of which 33.875.943 (thirty three million eight hundred seventy five thousand nine hundred forty three) votes were cast in favour of the resolution, representing 79.32% (seventy nine and thirty two hundredths of percent) of the total votes entitled to vote, 1.394.965 (one million three hundred four thousand ninety six and five) were “against”, and 7.437.767 (seven million four hundred thirty seven thousand seven hundred and sixty nine) were “abstained”,

- therefore resolution was not adopted.