

Draft resolutions of the Annual General Meeting of Alior Bank S.A. convened for 25 May 2015.

Re: item 2 of the Agenda

Resolution No. 1/2015 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 25 May 2015

On: The election of the Chairperson of the Annual General Meeting.

The Annual 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. 2/2015 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 25 May 2015

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. 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 2014,
 - b) Management Board Report of Alior Bank S.A. for 2014
6. Presentation of the Supervisory Board report of Alior Bank S.A. for 2014 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 2014,
 - b) to consider and approve Management Board Report of Alior Bank S.A. for 2014
8. Presentation and consideration:

- a) Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2014
- b) Management Board Report of the Alior Bank S.A. Group for 2014
- 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 2014
 - b) to consider and approve Management Board Report of the Alior Bank S.A. Group for 2014
- 10. Adoption of a resolution to distribution of the Bank's profits for 2014.
- 11. Adoption of resolutions on the vote of approval for the Members of the Management Board for performance of their duties in 2014.
- 12. Adoption of resolutions on the vote of approval for the Members of the Bank's Supervisory Board for performance of their duties in 2014.
- 13. Adoption of a resolution to determination of remuneration of the Supervisory Board Members participating in the Supervisory Board Committees.
- 14. Adoption of the Rules on corporate governance for the financial institutions.
- 15. Adoption of a resolution on the merger of Alior Bank Spółka Akcyjna and Meritum Bank ICB Spółka Akcyjna
- 16. Adoption of a resolution on granting consent for the acquisition of real estate by the Bank.
- 17. 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. 3/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: approval of the Supervisory Board's report on their operations in 2014.

§ 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 2014.

§ 2

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

Re: item 7 of the Agenda

**Resolution No. 4/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: to consider and approval of Financial statements of Alior Bank Spółka Akcyjna for the financial year ended 31 December 2014

§ 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 2014 including:

- statement of financial position, drawn up as at 31 December 2014, with assets, liabilities and capitals totalling PLN 30,168,078,000,
- profit and loss statement for the period between 1 January 2014 and 31 December 2014, with net profit of PLN 337,030,000,
- statement of comprehensive income for the period between 1 January 2014 and 31 December 2014 with income amounting to PLN 375,233,000,
- statement of changes in equity for the financial year between 1 January 2014 and 31 December 2014, with an increase in shareholders' equity by PLN 842,877,000,
- statement of cash flows for the financial year between 1 January 2014 and 31 December 2014, with an increase in cash by 204,600,000,
- notes to the financial statements.

§ 2

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

**Resolution No. 5/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: to consider and approval of the Management Board Report of Alior Bank S.A. for 2014

§ 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 Alior Bank S.A. for 2014.

§ 2

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

Re: item 9 of the Agenda

**Resolution No. 6/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: to consider and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2014

§ 1

Pursuant to article 395 § 5 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 2014, including:

- statement of financial position, drawn up as at 31 December 2014, with assets, liabilities and capitals totalling PLN 30,167,568,000,
- profit and loss statement for the period between 1 January 2014 and 31 December 2014, with net profit of PLN 322,047,000,
- statement of comprehensive income for the period between 1 January 2014 and 31 December 2014 with income amounting to PLN 360,250,000,
- statement of changes in equity for the financial year between 1 January 2014 and 31 December 2014, with an increase in shareholders' equity by PLN 830,344,000,
- statement of cash flows for the financial year between 1 January 2014 and 31 December 2014, with an increase in cash by 206,986,000,
- notes to the financial statements.

§ 2

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

**Resolution No. 7/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: to consider approval of the Management Board Report of the Alior Bank S.A. Group for 2014

§ 1

Pursuant to article 395 § 5 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 2014

§ 2

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

Re: item 10 of the Agenda

**Resolution No. 8/2015
of the Annual General Meeting of Shareholders
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: distribution of the Bank's profits for 2014

§ 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 2014, totalling PLN 337,029,551.94 (say: three hundred and

thirty-seven million twenty-nine thousand five hundred fifty-one and 94/100) shall be transferred to the Bank's supplementary capital.

§ 2

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

Re: item 11 of the Agenda

**Resolution No. 9/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2014.

§ 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. 10/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2014.

§ 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 2014.

§ 2

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

**Resolution No. 11/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2014.

§ 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 Hucał, the former Vice-President of the Management Board of the Bank for the performance of his duties in 2014.

§ 2

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

**Resolution No. 12/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2014.

§ 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 former Vice-President of the Management Board of the Bank for the performance of his duties in 2014.

§ 2

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

**Resolution No. 13/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2014.

§ 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 his duties in 2014.

§ 2

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

**Resolution No. 14/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2014.

§ 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 the period between 1 January 2014 and 20 April 2014.

§ 2

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

**Resolution No. 15/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2014.

§ 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 the period between 1 January 2014 and 20 April 2014.

§ 2

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

Re: item 12 of the Agenda

**Resolution No. 16/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2014.

§ 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 2014.

§ 2

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

**Resolution No. 17/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2014.

§ 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 2014.

§ 2

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

**Resolution No. 18/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2014.

§ 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 2014.

§ 2

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

**Resolution No. 19/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2014.

§ 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 2014.

§ 2

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

**Resolution No. 20/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2014.

§ 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 former Member of the Supervisory Board of the Bank for the performance of his duties in the period between 1 January 2014 and 8 September 2014.

§ 2

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

**Resolution No. 21/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2014.

§ 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 Sławomir Dudzik, the Member of the Supervisory Board of the Bank for the performance of his duties in the period between 23 January 2014 and 31 December 2014.

§ 2

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

**Resolution No. 22/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2014.

§ 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 Stanisław Popów, the Member of the Supervisory Board of the Bank for the performance of his duties in the period between 22 October 2014 and 31 December 2014.

§ 2

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

**Resolution No. 23/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2014.

§ 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 Member of the Supervisory Board of the Bank for the performance of his duties in the period between 22 October 2014 and 31 December 2014.

§ 2

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

Re: item 13 of the Agenda

**Resolution No. 24/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: determination of remuneration of the Supervisory Board Members participating in the Supervisory Board Committees

§ 1

Pursuant to article 392 § 1 of the Code of Commercial Companies and § 17 item 2(10) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby determines the Supervisory Board Members participating in the Supervisory Board Committees are entitled to remuneration amounted to 1,000 PLN gross per one meeting of the Supervisory Board Committee.

§ 2

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

Re: item 14 of the Agenda

**Resolution No. 25/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: adoption of the Rules on corporate governance for the financial institutions

§ 1

Pursuant to § 17 item 2(11) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby approves the adoption of the Rules on corporate governance for the financial institutions issued by Polish Financial Supervision Authority (hereby as "PFSA Rules") on 22nd of July 2014, excluding the Best Practices of Warsaw Stock Exchange (hereby as "WSE Practices") Listed Companies. The WSE Practices prevails, in case of tension, over the application the PFSA Rules.

§ 2

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

Re: item 15 of the Agenda

**Resolution No. 26/2015
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 25 May 2015**

On: the merger of Alior Bank Spółka Akcyjna and Meritum Bank ICB Spółka Akcyjna

Acting pursuant to Article 492 § 1 Section 1, Article 506 § 1 in conjunction with § 2, Article 515 § 1, Article 516 § 6 of the Commercial Companies Code, having reviewed the merger plan of Alior Bank Spółka Akcyjna and Meritum Bank ICB Spółka Akcyjna, (the "**Merger Plan**") and the Appendices to the Merger Plan, the Annual General Meeting of Alior Bank Spółka Akcyjna, with its registered office in Warsaw, hereby resolves as follows:

§ 1

Merger

1. Alior Bank Spółka Akcyjna, with its registered office in Warsaw and address at ul. Łopuszańska 38D, 02-232 Warszawa, entered in the register of entrepreneurs of the National Court Register kept by the District Court for the Capital City of Warsaw in Warsaw, 13th Business Division of the National Court Register under No. KRS 0000305178 ("**Alior Bank**") is being merged with Meritum Bank ICB Spółka Akcyjna, with its registered office in Gdańsk and address at ul. Piastowska 7, 80-332 Gdańsk, entered in the register of entrepreneurs of the

National Court Register kept by the District Court for Gdańsk-Północ in Gdańsk, 7th Business Division of the National Court Register under No. KRS 0000005245 ("**Meritum Bank**"), in the manner set forth in Article 492 § 1 Clause 1 of the Commercial Companies Code, i.e., through transferring all the property (all assets and liabilities) of Meritum Bank (as the target company) to Alior Bank (as the bidding company), on the terms set forth in the Merger Plan agreed by the Management Boards of Alior Bank and Meritum Bank on April 22, 2015 (the "**Merger**"). The Merger Plan is attached hereto as Appendix 1.

2. Pursuant to Article 506 § 4 of the Commercial Companies Code, the Annual General Meeting hereby approves the Merger Plan.

§ 2

Effective Date

This resolution comes into force on the date of its adoption, provided that the Merger shall become effective subject to obtaining all consents and approvals related to the Merger, including the clearances from the Polish Financial Supervision Authority for the Merger. The Merger shall come into effect upon it being recorded in the Register of Entrepreneurs by the relevant Registry Court.

Re: item 16 of the Agenda

Resolution No. 27/2015 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 25 May 2015

On: granting consent for the acquisition of real estate by the Bank.

The Annual General Meeting of Alior Bank S.A., on the basis of Statute § 17 section 2 point 4) of Alior Bank Spółka Akcyjna, grants consent for the acquisition by the Bank from the Company Alior Polska Spółka z ograniczoną odpowiedzialnością, with its registered office in Warsaw, the below listed real estates as an acquisition of the organised part of the enterprise of Alior Polska Sp. z o.o. as Zakład Zarządzania Nieruchomościami (Properties Management Body):

- a) Ownership rights to non-residential premises, constituting a separate real estate, located in Małopolskie voivodeship, in Cracow, in Podgórze district, in the building at Zygmunta Miłkowskiego 3, on the 2d floor, number 102, for which a District Court for Kraków Podgórze in Krakow, 4th Land and Mortgage Register Division, keeps a register no KR1P/00404493/9, along with related to this right to shares in a title to common property, for which a District Court for Kraków Podgórze in Krakow, 4th Land and Mortgage Register Division, keeps a register no KR1P/00235669/8, for the price not higher than PLN 12,843,000.00 (twelve million eight thousand and forty three zloty), resulting from appraisal report as at March 9, 2015, prepared by the certified property valuer - Renata Lubowicka;
- b) Ownership rights to non-residential premises, constituting a separate real estate, located in Małopolskie voivodeship, in Cracow, in Podgórze district, in the building at Zygmunta Miłkowskiego 3, on the 3d floor, number 202, for which a District Court for Kraków Podgórze in Krakow, 4th Land and Mortgage Register Division, keeps a register no KR1P/00360497/6, along with related to this right to shares in a title to

common property, for which a District Court for Kraków Podgórze in Krakow, 4th Land and Mortgage Register Division, keeps a register no KR1P/00235669/8, for the price not higher than PLN 585,000.00 (five hundred eighty five thousand zloty), resulting from appraisal report as at March 9, 2015, prepared by the certified property valuer - Renata Lubowicka;

- c) Perpetual usufruct right, in the proportion of $\frac{1}{2}$ to the property land, located in Małopolskie voivodeship, in Cracow, in Śródmieście district, consisting on a non-build up plot of the land with the evidence number 415/7, within geodesic precinct 23, for which a District Court for Kraków Podgórze in Krakow, 4th Land and Mortgage Register Division, keeps a register no KR1P/00196442/5; as well as perpetual usufruct right of the property land, located in Małopolskie voivodeship, in Cracow, in Śródmieście district, consisting on plot of lands with evidence numbers 415/1, 415/3 and 415/8 within geodesic precinct 23, along with ownership rights to the buildings seated on the land, constituting independed real estates and facilities, consisting independed ownership rights, for which a District Court for Kraków Podgórze in Krakow, 4th Land and Mortgage Register Division, keeps a register no KR1P/00196443/2, for the total amount not higher than PLN 4,686,798.00 (four million six hundred eighty six thousand seven hundred ninety eight zloty), resulting from appraisal report as at March 9, 2015, prepared by the certified property valuer - Renata Lubowicka;
- d) Perpetual usufruct right to the property land, located in Małopolskie voivodeship, in Cracow, in Śródmieście district, consisting on plot of lands with evidence numbers 510/8, 510/9, 510/10, 510/11, 510/12 and 510/14 within geodesic precinct 23, along with ownership rights to the buildings seated on the land, constituting independed real estates and facilities, consisting independed ownership rights, for which a District Court for Kraków Podgórze in Krakow, 4th Land and Mortgage Register Division, keeps a register no KR1P/00196441/8, for the total amount not higher than PLN 3,403,097.00 (three million four hundred three thousand ninety seven zloty), resulting from appraisal report as at March 9, 2015, prepared by the certified property valuer – Renata Lubowicka.