

**ANNOUNCEMENT of 23 April 2015
OF THE MANAGEMENT BOARD OF ALIOR BANK S.A.
TO CONVENE
ANNUAL GENERAL MEETING**

The Management Board of Alior Bank Spółka Akcyjna (“the Bank”), acting pursuant to Article 399 § 1 in conjunction with Article 402¹ § 1 of the Code of Commercial Companies (“CCC”), hereby convenes the Bank’s Annual General Meeting to be held on **25 May 2015**, at **10.00 a.m.** The Annual General Meeting of the Bank shall be hosted at **Hilton Warsaw Hotel & Convention Centre, Grzybowska 63 I, 00-844 Warsaw, Light room**

The proposed 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.

As required by Article 402² of the Code of Commercial Companies, the Bank's Management Board communicates to the Shareholders the following information:

1. The right to demand putting specific issues on the agenda

A shareholder representing at least 1/20 of the share capital has the right to demand putting specific issues on the agenda of the Bank's General Meeting. The demand should be notified to the Bank's Management Board not later than 21 days prior to the date of the Bank's General Meeting, i.e. not later than 4 May 2015 and should contain grounds for or draft of a resolution concerning the proposed item of the agenda. The demand may be filed in writing at the Alior Bank S.A.'s registered office at: ul. Łopuszańska 38d, 02-232 Warszawa or in an electronic form sent only to the following e-mail address: Walne.Zgromadzenie@alior.pl

The shareholder should prove holding the appropriate number of shares at the date of filing the demand, attaching the relevant share certificate or the relevant registered certificate on his right to attend the Bank's General Meeting, and shareholders who are natural persons shall attach a scan of their identity card or passport, whereas shareholders other than natural persons should also confirm their authorisation to act on behalf of this entity by attaching an up-to-date certified copy of the entry into the relevant register. Persons who are not mentioned in the excerpt from the relevant register shall provide the Bank with duly executed powers of attorney. Shareholders filing the demand using electronic means of communication should send the documents in the PDF format. Any correspondence on the above-mentioned matters and all documents should be made and communicated in the Polish language. Any documents in other languages should have certified translations into Polish attached.

Demands submitted by shareholders using electronic means of communication to an e-mail address other than mentioned above or failing to meet the requirements referred to above shall have no legal effect to the Bank and, therefore, shall not be taken into consideration.

The Bank may take appropriate further actions to identify the person representing a shareholder contacting the Bank in this way and to verify his/her right to exercise the above right. The verification may consist, in particular, in contacting the shareholder and the proxy over the phone or in an electronic form, for instance to confirm that the power-of-attorney has been granted. The Bank stipulates that the lack of reply and co-operation on the part of a shareholder or a proxy in the verification process will be treated as the lack of verification possibility and will be a premise for refusal of the demand.

2. The right to submit draft resolutions on matters put on the agenda or matters to be put on the agenda prior to the date of the General Meeting

A shareholder representing at least 1/20 of the share capital may, prior to the date of the General Meeting, submit draft resolutions on matters put on the agenda or matters to be put on the agenda in writing to Alior Bank S.A.'s address at: ul. Łopuszańska 38d, 02-232 Warszawa or using electronic means of communication (in the manner and to the e-mail address specified in item 1 above).

Draft resolutions submitted by shareholders using electronic means of communication to an e-mail address other than mentioned in item 1 above or failing to meet the requirements referred to in this item shall have no legal effect to the Bank and, therefore, shall not be taken into consideration.

3. The right to submit draft resolutions concerning matters put on the agenda during the General Meeting

Each of the shareholders authorised to attend the General Meeting may submit draft resolutions concerning matters put on the agenda during the General Meeting.

4. Exercise of the right to vote by a proxy

Shareholders may attend the General Meeting of the Bank and exercise their voting right in person or by an attorney-in-fact. Template of the power-of-attorney and of the form authorising a proxy to exercise the right to vote can be found on the following website: www.aliorbank.pl under „Relacje Inwestorskie/Walne Zgromadzenie” (Investor Relations/General Meeting).

The Bank does not require the power-of-attorney to be granted using this form.

The Bank’s Management Board also informs that if a shareholder grants a power-of-attorney along with the instruction to vote, the Bank shall not verify whether the proxies exercise the right to vote according to the instructions received from the shareholders. Therefore, the Bank informs that the instruction on voting should be given solely to the proxy.

The power-of-attorney to vote by a proxy should be granted in writing or in an electronic form. Granting a power-of-attorney in an electronic form shall not require a safe electronic signature verified using a valid qualified certificate.

If a power-of-attorney is granted in an electronic form, the Shareholder must notify the Bank of having granted a power-of-attorney in an electronic form to the e-mail address Walne.Zgromadzenie@alior.pl by 22 May 2015, 4:00 pm CET, at the latest.

If granting of a power-of-attorney is notified in an electronic form, apart from the documents referred to in item 1 above, the shareholder or a person authorised to attend the General Meeting of the Bank must additionally send to the above-mentioned e-mail address:

- 1) scan of the power-of-attorney granted, including the data of the grantor or persons acting on his/her behalf in line with the terms of representations in force at the grantor,
- 2) for shareholders who are natural persons – original of the identity card, passport or other official document confirming identity of the shareholder or a copy thereof (and, if applicable, any continuous series of power-of-attorney); or
- 3) for shareholders who are not natural persons – original of the entry in the relevant register or another document confirming authorisation of the natural person(s) to represent the shareholder at the General Meeting, or a copy thereof;
- 4) exact identification of the proxy and the grantor (indicating the name, surname, series and number of the identity card/passport, personal identification number (PESEL), place of residence – for natural persons, and the company name, registered office, address, number of entry into the National Court Register (KRS) or other registration body, tax identification number (NIP) – for corporate entities or other organisational units); and
- 5) for proxies who are natural persons – original of the identity card, passport or other official document confirming identity of the proxy or a copy thereof; or
- 6) for proxies who are not natural persons – original of the entry in the relevant register or another document confirming authorisation of the natural person(s) to represent the proxy at the General Meeting, or a copy thereof;
- 7) e-mail address and phone number for communication with the shareholder and his/her proxy.

The Bank reserves the right to undertake measures to further identify the shareholder and the proxy. The Bank additionally warns that the lack of reply and co-operation on the part of a shareholder or a proxy in the verification process will be treated as the lack of verification possibility and will be a premise for refusal to allow the proxy to attend the General Meeting. The above provisions shall apply as appropriate to the notification of revocation of the power-of-attorney in an electronic form.

Notifications submitted by shareholders otherwise than to the e-mail address mentioned above or failing to meet the requirements referred to in item 1 above shall have no legal effect to the Bank and, therefore, shall not be taken into consideration.

To identify the shareholder, the Management Board reserves the right to require each proxy to present the following during registration and drawing up of the attendance register:

1. for shareholders (or shareholders granting a power-of-attorney) who are natural persons -original of the identity card, passport or other official document confirming identity of the shareholder or a copy thereof certified as a true copy by a notary or other entity authorised to certify true copies (and, if applicable, any continuous series of power-of-attorney); or
2. for shareholders (or shareholder granting a power-of-attorney) who are not natural persons - original of the entry in the relevant register or another document confirming authorisation of the natural person(s) to represent the shareholder at the General Meeting or in granting a power-of-attorney (i.e., respectively, an up-to-date certified copy of the entry into the register indicating persons authorised to represent the shareholder on the date of the General Meeting or certified copy from the register indicating persons authorised to represent the shareholder on the date of issuing the powers-of-attorney, and - if applicable - a continuous series of powers-of-attorney), or a copy thereof certified as a true copy by a notary or other entity authorised to certify true copies.

To identify the proxy, the Management Board reserves the right to require each proxy to present the following during registration and drawing up of the attendance register:

1. for proxies who are natural persons - original of the identity card, passport or other official document confirming identity of the proxy;
2. for proxies who are not natural persons - original of the entry in the relevant register or another document confirming authorisation of the natural person(s) to represent the proxy at the General Meeting (i.e. an up-to-date certified copy of the entry into the register indicating persons authorised to represent the proxy on the date of the General Meeting and - if applicable - a continuous series of powers-of-attorney), or a copy thereof certified as a true copy by a notary or other entity authorised to certify true copies;

Documents drawn up in other languages than Polish should be translated into the Polish language by a certified translator.

Shareholders shall be allowed to attend the General Meeting of the Bank upon presentation of an identification document, and the proxies upon presentation of an identification document and a valid power-of-attorney granted in writing or in an electronic form (the proxy should present a printout of the power-of-attorney). Representatives of non-natural persons should also present up-to-date certified copies of entries in the relevant registers, listing individuals authorised to represent these entities.

5. The possibility and manner of attending the extraordinary general meeting using electronic means of communication

The Bank does not allow attendance at the General Meeting using electronic means of communication.

6. The manner of speaking at the extraordinary general meeting using electronic means of communication

The Bank does not allow speaking at the General Meeting using electronic means of communication.

7. The manner of exercising the right to vote by mail or using electronic means of communication

The Bank does not allow exercising the right to vote at the General Meeting by mail or using electronic means of communication.

8. Registration date

The date of registration of attendance at the General Meeting of the Bank shall be 9 May 2015, i.e. 16 days prior to the date of the Bank's AGM.

9. The right to attend the AGM

Attendance at the Bank's Annual General Meeting shall be allowed to those who:

- 1) sixteen days prior to the date of the Annual General Meeting (i.e. 9 May 2015) are shareholders of the Bank,
- 2) between 23 April 2015 and 10 May 2015 file a demand to have a registered certificate issued on the right to attend the General Meeting to the entity running a securities account on which the Bank's shares are held. The Bank shall make up a list of shareholders authorised to attend the AGM based on the list received from the National Depository for Securities (KDPW).

On 20 May 2015, 21 May 2015 and 22 May 2015, a list of shareholders authorised to attend the AGM shall be presented for review at the registered office of Alior Bank S.A., between 10.00 am and 4.00 pm. Shareholders may request the list of shareholders to be sent to them by e-mail, provided that they submit the address to which the list should be sent. The request should be sent to the following e-mail address: Walne.Zgromadzenie@alior.pl

10. Access to documentation

Persons authorised to attend the AGM may access all documentation to be presented at the AGM and draft resolutions at the registered office of Alior Bank S.A. at the following address: ul. Łopuszańska 38d, 02-232 Warszawa, between 10.00 am and 4.00 pm, or at the Bank's website: www.aliorbank.pl under „Relacje Inwestorskie/Walne Zgromadzenie” (Investor Relations/General Meeting).

11. Website address

The Bank shall publish any information on the General Meeting at the Bank's website: under „Relacje Inwestorskie/Walne Zgromadzenie” (Investor Relations/General Meeting). Should you have any questions or doubts related to attendance at the General Meeting, please contact the Bank at the following e-mail address: Walne.Zgromadzenie@alior.pl

12. Draft resolutions of the Annual General Meeting

Draft resolutions of the Annual General Meeting of the Bank shall be disclosed in a separate schedule.

13. Other information

The General Meeting shall be held in the Polish language. An English interpreter will be present during the Meeting.

Persons authorised to attend the General Meeting will be able to register and obtain the ballot paper on the AGM date between 9.00 and 9.50 am.

In matters not stipulated herein, provisions of the Code of Commercial Companies and the Bank's Articles of Association shall apply.

The Management Board hereby informs that the session of the General Meeting will be broadcast by UNICOMP-WZA Sp. z o.o. on the Internet.

The meeting's broadcast will be available at: www.aliorbank.pl under „Relacje Inwestorskie/Walne Zgromadzenie” (Investor Relations/General Meeting).

To gain access to the AGM broadcast, you should have equipment meeting the following technical requirements:

- Internet connection with a speed of at least 512kB (synchronous),
- computer of a quality and efficiency acceptable for an Internet user, with one of the following web browsers installed in the latest version: Internet Explorer, Mozilla Firefox, Opera, and supporting Java, Flash, and Adobe Flash Player.