

## **Draft resolutions of the Annual General Meeting of Alior Bank S.A. convened for 30 March 2016.**

*Re: item 2 of the Agenda*

### **Resolution No. 1/2016 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 30 March 2016**

#### **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. 2/2016 of the Annual General Meeting of Alior Bank Spółka Akcyjna held on 30 March 2016**

#### **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 2015,
  - b) Management Board Report of Alior Bank S.A. for 2015
6. Presentation of the Supervisory Board report of Alior Bank S.A. for 2015 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 2015,
  - b) to consider and approve Management Board Report of Alior Bank S.A. for 2015
8. Presentation and consideration:

- a) Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2015
  - b) Management Board Report of the Alior Bank S.A. Group for 2015
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 2015
  - b) to consider and approve Management Board Report of the Alior Bank S.A. Group for 2015
10. Adoption of a resolution to distribution of the Bank's profits for 2015.
11. Adoption of resolutions on the vote of approval for the Members of the Management Board for performance of their duties in 2015.
12. Adoption of resolutions on the vote of approval for the Members of the Bank's Supervisory Board for performance of their duties in 2015.
13. Adoption of resolutions on appointment of the Bank's Supervisory Board for the third term of office.
14. 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. 3/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: approval of the Supervisory Board's report on their operations in 2015.**

§ 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 2015.

§ 2

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

*Re: item 7 of the Agenda*

**Resolution No. 4/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: to consider and approval of Financial statements of Alior Bank Spółka Akcyjna for the financial year ended 31 December 2015**

§ 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 2015 including:

- statement of financial position, drawn up as at 31 December 2015, with assets and liabilities totalling PLN 40,009,419 thousand,
- profit and loss statement for the period between 1 January 2015 and 31 December 2015, with net profit of PLN 311,415 thousand,
- statement of comprehensive income for the period between 1 January 2015 and 31 December 2015 with income amounting to PLN 305,204 thousand,
- statement of changes in equity for the financial year between 1 January 2015 and 31 December 2015, with an increase in shareholders' equity by PLN 501,463 thousand,
- notes to the financial statements.

§ 2

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

**Resolution No. 5/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: to consider and approval of the Management Board Report of Alior Bank S.A. for 2015**

§ 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 2015.

§ 2

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

*Re: item 9 of the Agenda*

**Resolution No. 6/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: to consider and approval of the Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2015**

§ 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 2015, including:

- statement of financial position, drawn up as at 31 December 2015, with assets and liabilities totalling PLN 40,003,010 thousand,
- profit and loss statement for the period between 1 January 2015 and 31 December 2015, with net profit of PLN 308,975 thousand including a net profit attributable to the shareholders of the parent company in the amount of PLN 309,648 thousand,
- statement of comprehensive income for the period between 1 January 2015 and 31 December 2015 with income amounting to PLN 302,764 thousand,
- statement of changes in equity for the financial year between 1 January 2015 and 31 December 2015, with an increase in shareholders' equity by PLN 499,023 thousand,
- notes to the financial statements.

§ 2

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

**Resolution No. 7/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: to consider approval of the Management Board Report of the Alior Bank S.A. Group for 2015**

§ 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 2015

§ 2

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

*Re: item 10 of the Agenda*

**Resolution No. 8/2016  
of the Annual General Meeting of Shareholders  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: distribution of the Bank's profits for 2015**

§ 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 2015, totalling PLN 311 415 190,78 (say: three hundred and eleven million four hundred and fifteen thousand one hundred ninety and 78/100) 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. 9/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2015.**

§ 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 2015.

§ 2

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

**Resolution No. 10/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2015.**

§ 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 2015.

§ 2

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

**Resolution No. 11/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2015.**

§ 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, Vice-President of the Management Board of the Bank for the performance of his duties in 2015.

§ 2

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

**Resolution No. 12/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2015.**

§ 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 2015.

§ 2

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

**Resolution No. 13/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2015.**

§ 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 Joanna Krzyżanowska, the Vice-President of the Management Board of the Bank for the performance of his duties in 2015 in the period between 30 June 2015 and 31 December 2015.

§ 2

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

**Resolution No. 14/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2015.**

§ 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 Bartler, the Vice-President of the Management Board of the Bank for the performance of his duties in 2015, in the period between 14 October 2015 and 31 December 2015.

§ 2

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

**Resolution No. 15/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2015.**

§ 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 Barbara Smalska, the Vice-President of the Management Board of the Bank for the performance of his duties in 2015, in the period between 14 October 2015 and 31 December 2015

§ 2

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

**Resolution No. 16/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2015.**

§ 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 former Vice-President of the Management Board of the Bank for the performance of his duties in 2015, in the period between 1 January 2015 and 14 October 2015

§ 2

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

*Re: item 12 of the Agenda*

**Resolution No. 17/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2015.**

§ 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 2015.

§ 2

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

**Resolution No. 18/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2015.**

§ 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 her duties in 2015.

§ 2

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

**Resolution No. 19/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2015.**

§ 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, the Member of the Supervisory Board of the Bank for the performance of his duties in 2015.

§ 2

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

**Resolution No. 20/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2015.**

§ 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 Lunderoff, the Member of the Supervisory Board of the Bank for the performance of his duties in 2015.

§ 2

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

**Resolution No. 21/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2015.**

§ 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, the Member of the Supervisory Board of the Bank for the performance of his duties in 2015.

§ 2

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

**Resolution No. 22/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2015.**

§ 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 Oblój, the Member of the Supervisory Board of the Bank for the performance of his duties in 2015.

§ 2

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

**Resolution No. 23/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2015.**

§ 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 Przemysław Dąbrowski, Deputy Chairman of the Supervisory Board of the Bank for the performance of his duties in 2015, in the period between 22 December 2015 and 31 December 2015.

§ 2

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

**Resolution No. 24/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2015.**

§ 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 Niemierka, the Member of the Supervisory Board of the Bank for the performance of his duties in 2015, in the period between 22 December 2015 and 31 December 2015.

§ 2

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

**Resolution No. 25/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: the vote of approval for a Member of the Supervisory Board of the Bank for the financial year 2015.**

§ 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 2015, in the period between 1 January 2015 and 22 December 2015.

§ 2

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

*Re: item 13 of the Agenda*

**Resolution No. 26/2016  
of the Annual General Meeting  
of Alior Bank Spółka Akcyjna  
held on 30 March 2016**

**On: appointment of the Bank's Supervisory Board for the third term of office**

§ 1

Pursuant to article 385 § 1 and 386 § 1 of the Code of Commercial Companies and § 18 item 1) of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders hereby appoint of the Bank's Supervisory Board for the third, four-year term of office the following persons: \_\_\_\_\_

§ 2

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