

**Draft resolutions of the Annual General Meeting of
Alior Bank S.A. convened for 29 June 2017**

Re: item 2 of the Agenda

**Resolution No. 1/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

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. 2/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

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 2016,
 - b) Management Board Report of Alior Bank S.A. for 2016
6. Presentation of the Supervisory Board report of Alior Bank S.A. for 2016 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 2016,
 - b) to consider and approve Management Board Report of Alior Bank S.A. for 2016
8. Presentation and consideration:
 - a) Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2016
 - b) Management Board Report of the Alior Bank S.A. Group for 2016
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 2016
 - b) to consider and approve Management Board Report of the Alior Bank S.A. Group for 2016
10. Adoption of a resolution to distribution of the Bank's profits for 2016.
11. Adoption of resolutions on the vote of approval for the Members of the Management Board for performance of their duties in 2016.
12. Adoption of resolutions on the vote of approval for the Members of the Bank's Supervisory Board for performance of their duties in 2016.
13. Adoption of resolutions on change in the Rules of the General Meeting
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. 3/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

on: approval of the Supervisory Board's report on their operations in 2016

§ 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 2016.

§ 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 29 June 2017**

**on: to consider and approval of Financial statements of Alior Bank Spółka Akcyjna for
the financial year ended 31 December 2016**

§ 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 2016 including:

- statement of financial position, drawn up as at 31 December 2016, with assets and liabilities totalling PLN **61 211 849** thousand,
- profit and loss statement for the period between 1 January 2016 and 31 December 2016, with net profit of PLN **632 075** thousand,
- statement of comprehensive income for the period between 1 January 2016 and 31 December 2016 with income amounting to PLN **545 223** thousand,
- statement of changes in equity for the financial year between 1 January 2016 and 31 December 2016, with an increase in shareholders' equity by PLN **2 703 596** thousand,
- notes to the financial statements.

§ 2

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

**Resolution No. 5/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: to consider and approval of the Management Board Report of Alior Bank S.A.
for 2016**

§ 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 2016.

§ 2

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

Re: item 9 of the Agenda

**Resolution No. 6/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: to consider and approval of the Consolidated financial statements of the Alior Bank
Spółka Akcyjna Group for the financial year ended 31 December 2016**

§ 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 2016, with assets and liabilities totalling PLN **61 209 545** thousand,
- profit and loss statement for the period between 1 January 2016 and 31 December 2016, with net profit for Alior Bank Spółka Akcyjna Group of PLN **618 077** thousand, including net profit attributable to the shareholders of the parent company in the amount of PLN **618 278** thousand,
- statement of comprehensive income for the period between 1 January 2016 and 31 December 2016 with income amounting to PLN **531 225** thousand,
- statement of changes in equity for the financial year between 1 January 2016 and 31 December 2016, with an increase in shareholders' equity by PLN **2 688 814** thousand,
- notes to the financial statements.

§ 2

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

**Resolution No. 7/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: to consider approval of the Management Board Report of the Alior Bank S.A.
Group for 2016**

§ 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 2016.

§ 2

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

Re: item 10 of the Agenda

**Resolution No. 8/2017
of the Annual General Meeting of Shareholders
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

on: distribution of the Bank's profits for 2016

§ 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 2016, totalling PLN **632 075 412,74** (say: six hundred and thirty two million seventy five thousand four hundred twelve and 74/100) 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. 9/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2016

§ 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 2016.

§ 2

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

**Resolution No. 10/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2016

§ 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 her duties in 2016.

§ 2

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

**Resolution No. 11/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2016

§ 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 2016.

§ 2

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

**Resolution No. 12/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2016

§ 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 her duties in 2016.

§ 2

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

**Resolution No. 13/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2016

§ 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 2016.

§ 2

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

**Resolution No. 14/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Management Board of the Bank for the
performance of duties in 2016**

§ 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 her duties in 2016.

§ 2

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

**Resolution No. 15/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Management Board of the Bank for the
performance of duties in 2016**

§ 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 2016.

§ 2

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

Re: item 12 of the Agenda

**Resolution No. 16/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for
performance of duties in 2016**

§ 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 Krupiński, the Chairman of the Supervisory Board of the Bank, for the performance of his duties in 2016 in the period between 30 March 2016 and 31 December 2016.

§ 2

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

**Resolution No. 17/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for
performance of duties in 2016**

§ 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 Deputy Chairwoman of the Supervisory Board of the Bank, for the performance of her duties in 2016.

§ 2

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

**Resolution No. 18/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for
performance of duties in 2016**

§ 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, the Member of the Supervisory Board of the Bank, for the performance of his duties in 2016 in the period between 1 January 2016 and 30 March 2016.

§ 2

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

**Resolution No. 19/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for
performance of duties in 2016**

§ 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 Dariusz Gątarek, the Member of the Supervisory Board of the Bank, for the performance of his duties in 2016 in the period between 30 March 2016 and 31 December 2016.

§ 2

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

**Resolution No. 20/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for the
performance of duties in 2016**

§ 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 Ryszard Kaczoruk, the Member of the Supervisory Board, for the performance of his duties in the financial year 2016 in the period between 30 March 2016 and 31 December 2016.

§ 2

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

**Resolution No. 21/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for the
performance of duties in 2016**

§ 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, for the performance of his duties in the financial year 2016 in the period between 1 January 2016 and 30 March 2016.

§ 2

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

**Resolution No. 22/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for the
performance of duties in 2016**

§ 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, for the performance of his duties in the financial year 2016.

§ 2

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

**Resolution No. 23/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for the
performance of duties in 2016**

§ 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, for the performance of his duties in the financial year 2016.

§ 2

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

**Resolution No. 24/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for the
performance of duties in 2016**

§ 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, for the performance of his duties in the financial year 2016 in the period between 1 January 2016 and 30 March 2016.

§ 2

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

**Resolution No. 25/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for the
performance of duties in 2016**

§ 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 Maciej Rapkiewicz, the Member of the Supervisory Board, for the performance of his duties in the financial year 2016 in the period between 30 March 2016 and 31 December 2016.

§ 2

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

**Resolution No. 26/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for the
performance of duties in 2016**

§ 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 Paweł Szymański, the Member of the Supervisory Board, for the performance of his duties in the financial year 2016 in the period between 30 March 2016 and 31 December 2016.

§ 2

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

**Resolution No. 27/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

**on: the vote of approval for a Member of the Supervisory Board of the Bank for the
performance of duties in 2016**

§ 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, for the performance of her duties in the financial year 2016 in the period between 1 January 2016 and 30 March 2016.

§ 2

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

Re: item 13 of the Agenda

**Resolution No. 28/2017
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on 29 June 2017**

on: Change in the Rules of the General Meeting

§ 1

Pursuant to § 16 (4) of the Bank's Articles of Association, the Annual General Meeting of the Bank decides to change the Rules of the General Meeting ("Regulations") by giving the following wording of § 32 of the Rules:

§ 32

1. If agenda of the General Meeting includes making changes of the members of the Supervisory Board, the General Meeting may determine, by way of a resolution, the number of members of the Supervisory Board up to the number stipulated in the Articles of Association. If there is no motion to change the number of members of the Supervisory Board, the number determined in the previous resolution of the General Meeting shall apply.
2. Each of the GM attendants has the right to file a motion to dismiss individual or all members of the Supervisory Board. Vote on dismissal of the Supervisory Board members shall be

held separately for each member, unless a motion is filed to dismiss all the members of the Supervisory Board – in this case, the vote shall apply to all the members jointly.

3. Each of the GM attendants has the right to put forward candidates for members of the Supervisory Board. Candidacies put forward must be accompanied by a rationale and a short CV of the candidate, specifying in particular education and previous job history.
4. When preparing a justification, the participant of the General Meeting, taking into account the provisions of Article 22 section 2 in connection with Article 22aa of the Banking Law of 29 August 1997, assesses the adequacy of a candidate for a Supervisory Board member based on a questionnaire made available to the shareholders together with materials for the General Meeting available on the following website www.aliorbank.pl, or other available information. The subject of the assessment is the adequacy of the candidate for a member of the Supervisory Board to perform functions in that body, understood as professional qualifications, reputation and other criteria important for the Supervisory Board. Detailed criteria for assessing the adequacy of candidates for members of the Supervisory Board shall include the questionnaire referred to in the first sentence of this paragraph.
5. A candidate put forward shall be entered on the list of candidates upon statement of consent to run for the role and statement on meeting the independence criterion as well as any other statements required by the generally applicable regulations.
6. A candidate absent at the General Meeting can be entered on the list of candidates if the person putting forward the candidacy presents:
 - a) a written consent of the candidate to run for the role along with the statement on meeting the independence requirements, or
 - b) a written statement for the candidate put forward on his/her consent to run for the role and on meeting the independence criteria, and
 - c) other statements of the candidate required by the law and submitted in the appropriate form.
7. The list of candidates for members of the Supervisory Board shall be made in alphabetical order.
8. Election of the Supervisory Board members shall be held separately for each candidate, in a secret ballot, by an absolute majority of votes. A vote cast on a larger number of candidates than the number of seats shall be invalid. If the number of candidates for members of the Supervisory Board is equal to the number of seats, the Chairperson of the General Meeting may rule a joint vote for all candidates.
9. The Supervisory Board shall be joined by candidates who, with the absolute majority of votes, received the greatest number of votes, and if there is an equal number of votes for the last seat-winning place, another
10. Provisions of this section shall apply if the adopted agenda of the General Meeting includes changes in the Supervisory Board.
11. If a motion is put forward to hold election of the Supervisory Board members in separate groups, relevant provisions of the Code of Commercial Companies shall apply.

§ 2

The content of the remaining paragraphs of the Rules remains unchanged.

§ 3

The uniform text of the Regulations, taking into account the change referred to in § 1, will be placed on the website www.aliorbank.pl.

§ 4

The Resolution shall enter into force on the date of its adoption, provided that the amended provisions of the Regulations will apply from the proceedings of the next General Meeting.