

**Draft resolutions to be on the agenda of the Annual General Meeting
of Alior Bank S.A. convened for June 28th, 2019**

to item 2 of the agenda

**Resolution No. 1/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: election of the Chairperson of the General Meeting

The Annual General Meeting of Alior Bank S.A. with its registered office in Warsaw (“the Bank”), acting pursuant to Art. 409 § 1 of the Act of September 15th, 2000 – Code of Commercial Companies (“CCC”) and Art. 16.1 of the Bank's Articles of Association, revolves as follows:

§ 1

The Annual General Meeting elects the Chairperson of the Annual General Meeting as follows:

_____.

§ 2

The Resolution shall come into force on the date hereof.

to item 4 of the agenda

**Resolution No. 2/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th 2019**

on: adoption of the agenda of the General Meeting

§ 1

The Annual General Meeting approves the following agenda of the meeting:

1. Opening of the Annual General Meeting.
2. Election of the Chairperson of the Annual General Meeting.
3. Confirmation that the Annual General Meeting was convened correctly and that it is able to adopt valid resolutions.

4. Approval of the agenda of the Annual General Meeting.
5. Presentation and review of:
 - a) Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2018,
 - b) Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2018;
 - c) The Management Board's Report on operations of the Group of Alior Bank S.A. in 2018 including the Management Board's Report on operations of Alior Bank S.A.
6. Presentation and review of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2018.
7. Presentation to the Annual General Meeting of a specification of activities performed by the Bank in the financial year of 2018 related to the consents referred to in Resolution No. 4/2018 of the Extraordinary General Meeting of the bank of November 26th 2018 related to the consent to dispose and acquire by the Bank of financial assets classified as fixed assets and to acquire, purchase or dispose of shares and interests related to the Bank's operational activity.
8. Review of the Report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2018.
9. Approval of the following resolutions:
 - a) Approval of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2018;
 - b) Review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2018;
 - c) Review and approval of the Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2018;
 - d) Review and approval of the Management Board's Report on operations of the Capital Group of Alior Bank S.A. in 2018 including the Management Board's Report on operations of Alior Bank S.A.
10. Adoption of a resolution on distribution of profit for the financial year of 2018.
11. Adoption of resolutions granting a vote of approval to Members of the Bank's Management Board for the performance of their duties in 2018.
12. Adoption of resolutions on granting a vote of approval to Members of the Supervisory Board for the performance of their duties in the financial year of 2018.
13. Closing of the Annual General Meeting.

§ 2

The Resolution shall come into force on the date hereof.

to item 8 of the agenda

**Resolution No. 3/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: review of the report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2018

§ 1

Pursuant to Art. 17.1.1a of the Bank's Articles of Association, the Bank's Annual General Meeting approves the report of the Management Board of Alior Bank S.A. on entertainment expenses as well as expenses on legal services, marketing services, public relations services and social communication as well as management consulting services for 2018.

§ 2

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

to item 9 of the agenda

**Resolution No. 4/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th 2019**

on: approval of the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2018

§ 1

Pursuant to Art. 382 § 3 of the Code of Commercial Companies and Art. 23.2.3 of the Bank's Articles of Association, the Bank's Annual General Meeting approves the Report on operations of the Supervisory Board of Alior Bank Spółka Akcyjna in 2018.

§ 2

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

**Resolution No. 5/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: review and approval of the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2018

§ 1

Pursuant to Art. 395 § 2.1 of the Code of Commercial Companies and Art. 17.1.1 of the Bank's Articles of Association, the Bank's Annual General Meeting after a review approves the Financial statements of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2018, covering:

- Statement of financial position made as at of December 31st, 2018, with total assets and liabilities of PLN 73,242,895 thousand;
- Profit and loss account for the period from January 1st, 2018 to December 31st, 2018, disclosing net profit of PLN 731,074 thousand;
- Statement of comprehensive income for the period from January 1st, 2018 to December 31st, 2018 with income of PLN 757,869 thousand;
- Statement of changes in equity for the financial year from January 1st, 2018 to December 31st, 2018 with a decrease of equity by PLN 254,419 thousand;
- Cash flow statement for the financial year from January 1st, 2018 to December 31st, 2018, showing a change in cash by PLN 465,916 thousand;
- Additional information and notes.

§ 2

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

**Resolution No. 6/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: review and approval of the Consolidated financial statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2018

§ 1

Pursuant to Art. 395 § 5 of the Code of Commercial Companies and Art. 17.1.1 of the Bank's Articles of Association, the Bank's Annual General Meeting after a review approves the Consolidated financial

statements of the Capital Group of Alior Bank Spółka Akcyjna for the year ended on December 31st, 2018, covering:

- Statement of financial position made as at of December 31st, 2018, with total assets and liabilities of PLN 73,419,887 thousand;
- Profit and loss account for the period from January 1st, 2018 to December 31st, 2018, disclosing net profit of the Bank's Capital Group of PLN 713,373 thousand;
- Statement of comprehensive income for the period from January 1st, 2018 to December 31st, 2018 with income of PLN 740,168 thousand;
- Statement of changes in equity for the financial year from January 1st, 2018 to December 31st, 2018 with a decrease of equity by PLN 275,926 thousand;
- Cash flow statement for the financial year from January 1st to December 31st, 2018, showing a change in cash by PLN 464,272 thousand;
- Additional information and notes.

§ 2

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

**Resolution No. 7/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: review and approval of the Management Board's Report on operations of the Capital Group of Alior Bank S.A. in 2018 including the Management Board's Report on operations of Alior Bank S.A.

§ 1

Pursuant to Art. 395 § 2.1 of the Code of Commercial Companies and Art. 17.1.1 of the Bank's Articles of Association, the Bank's Annual General Meeting after a review approves the Management Board's Report on operations of the Capital Group of Alior Bank S.A. in 2018 including the Management Board's Report on operations of Alior Bank S.A.

§ 2

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

to item 10 of the agenda

**Resolution No. 8/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: distribution of profit for the financial year of 2018

§ 1

Pursuant to Art. 395 § 2.2 of the Code of Commercial Companies and Art. 17.1.2 of the Bank's Articles of Association, the Bank's Annual General Meeting decides that the Bank's net profit for 2018, totalling **PLN 731,073,627.45** (in words: PLN seven hundred thirty one million seventy three thousand six hundred twenty seven and 45/100) shall be allocated as follows:

- Coverage of accumulated loss resulting from the implementation of IFRS 9 in the amount of **PLN 724,967,282.80** (in words: seven hundred twenty four million nine hundred sixty seven thousand two hundred eighty two and 80/100);
- Allocation to reserve capital of non-distributable profit on the activity of the Housing Fund of **PLN 6,106,344.65** (in words: PLN six million one hundred six thousand three hundred forty four and 65/100), pursuant to Art. 5.4 of the Act of October 26th 1995 on certain forms of support to housing construction (as amended).

§ 2

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

to item 11 of the agenda

**Resolution No. 9/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Krzysztof Kamil Bachta from his performance of the duties of the Deputy President of the Bank's Management Board managing the operations of the Bank in the period from October 17th, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 10/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marcin Mirosław Jaszczuk from his performance of the duties of the Deputy President of the Bank's Management Board in the period from March 13th, 2018 until December 31st 2018.

§ 2

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

**Resolution No. 11/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Seweryn Kowalczyk from his performance of the duties of the Deputy President of the Bank's Management Board in the period from November 27th, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 12/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Mateusz Poznański from his performance of the duties of the Deputy President of the Bank's Management Board in the period from April 13th, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 13/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Agata Urszula Strzelecka from her performance of the duties of the Deputy President of the Bank's Management Board in the period from April 13th, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 14/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Maciej Wojciech Surdyk from his performance of the duties of the Deputy President of the Bank's Management Board in the period from April 13th, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 15/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marek Rafał Szcześniak from his performance of the duties of the Deputy President of the Bank's Management Board in the period from November 27th, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 16/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of 25 June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Katarzyna Monika Sułkowska from her performance of the duties:

- of the Deputy President of the Bank's Management Board in the period from January 1st, 2018 until March 11th, 2018;
- of the Deputy President of the Bank's Management Board managing the operations of the Management Board in the period from March 12th, 2018 until May 20th, 2018;
- of the President of the Management Board in the period from May 21st, 2018 to October 17th, 2018.

§ 2

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

**Resolution No. 17/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Filip Jan Gorczyca from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 18/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Michał Jan Chyczewski from his performance of the duties of the Deputy President of the Bank's Management Board managing the operations of the Bank in the period from January 1st, 2018 until March 12th, 2018.

§ 2

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

**Resolution No. 19/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Urszula Krzyżanowska-Piękoś from her performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2018 until April 13th, 2018.

§ 2

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

**Resolution No. 20/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of her duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Celina Małgorzata Waleśkiewicz from her performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2018 until April 13th, 2018.

§ 2

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

**Resolution No. 21/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Management Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Sylwester Grzebinoga from his performance of the duties of the Deputy President of the Bank's Management Board in the period from January 1st, 2018 until April 27th, 2018.

§ 2

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

to item 12 of the agenda

**Resolution No. 22/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Tomasz Kulik from his performance of the duties of the Chairman of the Bank's Supervisory Board in the period from January 1st, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 23/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Dariusz Gałtarek from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 24/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Mikołaj Handschke from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 25/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of her duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Ms Małgorzata Iwanicz-Drozdowska, a former member of the Bank's Supervisory Board from her performance of the duties in the period from January 1st, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 26/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Artur Kucharski from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 27/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Maciej Rapkiewicz from his performance of the duties of the Member of the Bank's Supervisory Board in the period from January 1st, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 28/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Marcin Eckert from his performance of the duties of the Member of the Bank's Supervisory Board in the period from June 22nd, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 29/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Wojciech Myślecki from his performance of the duties of the Member of the Bank's Supervisory Board in the period from June 25th, 2018 until December 31st, 2018.

§ 2

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

**Resolution No. 30/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Sławomir Niemierka, a former member of the Bank's Supervisory Board from his performance of the duties in the period from January 1st, 2018 until June 21st, 2018.

§ 2

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

**Resolution No. 31/2019
of the Annual General Meeting of
Alior Bank Spółka Akcyjna
of June 28th, 2019**

on: granting a vote of approval to the Member of the Bank's Supervisory Board for the performance of his duties in 2018

§ 1

Pursuant to Art. 395 § 2.3 of the Code of Commercial Companies and Art. 17.1.3 of the Bank's Articles of Association, the Bank's Annual General Meeting grants a vote of approval to Mr Paweł Szymański, a former member of the Bank's Supervisory Board from his performance of the duties in the period from January 1st, 2018 until June 21st, 2018.

§ 2

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