

**Draft resolutions of the Annual General Meeting of Alior Bank S.A.
convened for June 22th, 2018**

re: item 2 of the Agenda

**Resolution No. 1/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

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 time of its adoption.

re: item 4 of the Agenda

**Resolution No. 2/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

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 2017;

- b) Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2017;
- c) Management Board's Report on operations of Alior Bank S.A. Group in 2017 including the Management Board's Report on operations of Alior Bank S.A.
6. Presentation of the Supervisory Board report of Alior Bank S.A. for 2017 and adoption of a resolution to approve the report.
7. Adoption of a resolution:
 - a) Financial statements of Alior Bank Spółka Akcyjna for the financial year ended 31 December 2017;
 - b) Consolidated financial statements of the Alior Bank Spółka Akcyjna Group for the financial year ended 31 December 2017;
 - c) Management Board's Report on operations of Alior Bank S.A. Group in 2017 including the Management Board's Report on operations of Alior Bank S.A.
8. Adoption of a resolution to distribution of the Bank's profits for 2017.
9. Adoption of resolutions on the vote of approval for the Members of the Management Board for performance of their duties in 2017.
10. Adoption of resolutions on the vote of approval for the Members of the Bank's Supervisory Board for performance of their duties in 2017.
11. Closing of the Annual General Meeting.

§ 2

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

re: item 6 of the Agenda

**Resolution No. 3/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: approval of the Report on Alior Bank's Supervisory Board Activities in 2017.

§ 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 on Alior Bank's Supervisory Board Activities in 2017.

§ 2

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

re: item 7 of the Agenda

**Resolution No. 4/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

**on: consideration and approval of Financial statements of Alior Bank Spółka Akcyjna for
the financial year ended 31 December 2017.**

§ 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 2017 including:

- statement of financial position, drawn up as at 31 December 2017, with assets and liabilities totalling PLN 69,382,178 thousand;
- profit and loss statement for the period between 1 January 2017 and 31 December 2017, with net profit of PLN 538,895 thousand;
- statement of comprehensive income for the period between 1 January 2017 and 31 December 2017 with income amounting to PLN 625,070 thousand;
- statement of changes in equity for the financial year between 1 January 2017 and 31 December 2017, with an increase in shareholders' equity by PLN 625,431 thousand;
- statement of cash flows for the financial year between 1 January 2017 and 31 December 2017, with a change in cash by PLN – 95,439 thousand;
- notes to the financial statements.

§ 2

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

**Resolution No. 5/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

**on: consideration and approval of the Consolidated financial statements of the Alior Bank
Spółka Akcyjna Group for the financial year ended 31 December 2017.**

§ 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 2017, including:

- statement of financial position, drawn up as at 31 December 2017, with assets and liabilities totalling PLN 69,493,780 thousand;
- profit and loss statement for the period between 1 January 2017 and 31 December 2017, with net profit of PLN 515,617 thousand including a net profit attributable to the shareholders of the parent company in the amount of PLN 515 241 thousand;
- statement of comprehensive income for the period between 1 January 2017 and 31 December 2017 with income amounting to PLN 601,792 thousand;
- statement of changes in equity for the financial year between 1 January 2017 and 31 December 2017, with an increase in shareholders' equity by PLN 601,987 thousand;
- statement of cash flows for the financial year between 1 January 2017 and 31 December 2017, with a change in cash by PLN – 94,877 thousand;
- notes to the financial statements.

§ 2

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

**Resolution No. 6/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: consideration and approval of the Management Board's Report on operations of Alior Bank S.A. Group in 2017 including the Management Board's Report on operations of Alior Bank S.A.

§ 1

Pursuant to article 395 § 2 (1) and 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 on operations of Alior Bank S.A. Group in 2017 including the Management Board's Report on operations of Alior Bank S.A.

§ 2

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

re: item 8 of the Agenda

**Resolution No. 7/2018
of the Annual General Meeting of Shareholders
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: distribution of the Bank's profits for 2017.

§ 1

Pursuant to Article. 395 § 2 (2) of the Code of Commercial Companies and § 17 para. 1 point 2 of the Bank's Articles of Association, the Annual General Meeting of the Bank's Shareholders, decides that the Bank's net profit for 2017, in the total amount of PLN 538,894,624.58 (five hundred thirty eight million eight hundred ninety four thousand six hundred twenty four zlotys and 58/100) will be allocated in the following way:

- covering the undistributed result from previous years (the loss) resulting from the final settlement of profit on the occasional acquisition of Bank BPH Core in the amount of PLN 43,051,209.19 (forty three million fifty one thousand two hundred nine zlotys and 19/100);
- allocation of the remaining part of PLN 495,843,415.39 (four hundred ninety five million eight hundred forty three thousand four hundred and fifteen zlotys and 39/100) to supplementary capital, including the non-distributable profit earned on the operations of the Housing Association in the amount of PLN 5,819,468.26 (five million eight hundred nineteen thousand four hundred sixty eight zlotys and 26/100), based on art. 5 para. 4 of the Act of October 26th, 1995 on particular forms of support for housing (with later amendments).

§ 2

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

re: item 9 of the Agenda

**Resolution No. 8/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 2017.

§ 2

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

**Resolution No. 9/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 Filip Gorczyca, the Vice-President of the Management Board of the Bank for the performance of his duties in 2017, in the period between 29 June 2017 and 31 December 2017.

§ 2

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

**Resolution No. 10/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 Sylwester Grzebinoga, the Vice-President of the Management Board of the Bank for the performance of his duties in 2017, in the period between 1 August 2017 and 31 December 2017.

§ 2

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

**Resolution No. 11/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 Urszula Krzyżanowska - Piękoś, the Vice-President of the Management Board of the Bank for the performance of her duties in 2017, in the period between 29 June 2017 and 31 December 2017.

§ 2

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

**Resolution No. 12/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 Celina Waleśkiewicz, the Vice-President of the Management Board of the Bank for the performance of her duties in 2017, in the period between 29 June 2017 and 31 December 2017.

§ 2

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

**Resolution No. 13/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 former President of the Management Board of the Bank for the performance of his duties in 2017, in the period between 1 January 2017 and 29 June 2017.

§ 2

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

**Resolution No. 14/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 former Vice-President of the Management Board of the Bank for the performance of her duties in 2017, in the period between 1 January 2017 and 29 June 2017.

§ 2

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

**Resolution No. 15/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 Jan Chyczewski, the former Vice-President of the Management Board of the Bank for the performance of his duties in 2017, in the period between 29 June 2017 and 31 December 2017.

§ 2

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

**Resolution No. 16/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 former Vice-President of the Management Board of the Bank for the performance of his duties in 2017, in the period between 1 January 2017 and 29 June 2017.

§ 2

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

**Resolution No. 17/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 former Vice-President of the Management Board of the Bank for the performance of her duties in 2017, in the period between 1 January 2017 and 29 June 2017.

§ 2

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

**Resolution No. 18/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 2017, in the period between 1 January 2017 and 29 June 2017.

§ 2

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

**Resolution No. 19/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Management Board of the Bank for the performance of duties in 2017.

§ 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 former Vice-President of the Management Board of the Bank for the performance of her duties in 2017, in the period between 1 January 2017 and 29 June 2017.

§ 2

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

re: item 10 of the Agenda

**Resolution No. 20/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 Tomasz Kulik, the Chairman of the Supervisory Board of the Bank for the performance of his duties in 2017, in the period between 29 June 2017 and 31 December 2017.

§ 2

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

**Resolution No. 21/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 2017.

§ 2

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

**Resolution No. 22/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 Mikołaj Handschke, the Member of the Supervisory Board of the Bank for the performance of his duties in 2017, in the period between 31 October 2017 and 31 December 2017.

§ 2

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

**Resolution No. 23/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 her duties in 2017.

§ 2

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

**Resolution No. 24/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 Kucharski, the Member of the Supervisory Board of the Bank for the

performance of his duties in 2017, in the period between 31 October 2017 and 31 December 2017.

§ 2

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

**Resolution No. 25/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 2017.

§ 2

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

**Resolution No. 26/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 of the Bank for the performance of his duties in 2017.

§ 2

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

**Resolution No. 27/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 of the Bank for the performance of his duties in 2017.

§ 2

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

**Resolution No. 28/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 former Member of the Supervisory Board of the Bank for the performance of his duties in 2017, in the period between 1 January 2017 and 8 May 2017.

§ 2

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

**Resolution No. 29/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 former Member of the Supervisory Board of the Bank for the performance of his duties in 2017, in the period between 1 January 2017 and 14 June 2017.

§ 2

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

**Resolution No. 30/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 Eligiusz Krześniak, the former Member of the Supervisory Board of the Bank for the performance of his duties in 2017, in the period between 30 June 2017 and 31 October 2017.

§ 2

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

**Resolution No. 31/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 former Member of the Supervisory Board of the Bank

for the performance of his duties in 2017, in the period between 1 January 2017 and 18 June 2017.

§ 2

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

**Resolution No. 32/2018
of the Annual General Meeting
of Alior Bank Spółka Akcyjna
held on June 22th, 2018**

on: the vote of approval for a Member of the Supervisory Board of the Bank for performance of duties in 2017.

§ 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 Roman Pałac, the former Member of the Supervisory Board of the Bank for the performance of his duties in 2017, in the period between 8 May 2017 and 29 June 2017.

§ 2

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