

The proposed amendmend of the Articles of Association of Alior Bank S.A. with ist rationale

The proposed amendmend:

1) in § 7(3), points 4 and 5 shall be added and shall read as follows:

“4) to issue capital bonds within the meaning of Article 27a of the Act of 15 January 2015 on Bonds,

5) to issue convertible bonds within the meaning of Article 19(1) of the Act of 15 January 2015 on Bonds.”;

2) § 17(2)(6), which currently reads:

“6) to issue convertible bonds and bonds with pre-emptive rights to subscribe for shares of the Bank, as well as subscription warrants,”

shall now read as follows:

“6) to issue convertible bonds, bonds with pre-emptive rights to subscribe for shares of the Bank, as well as subscription warrants and capital bonds,”.

Justification of the resolution of the Annual General Meeting of Shareholders of the Bank on the amendments to the Articles of Association of Alior Bank Spółka Akcyjna

The proposed amendments to the Articles of Association of the Bank are related to the introduction of Article 27a into the Act of 15 January 2015 on Bonds (“Bonds Act”), which enables banks to issue capital bonds. According to this provision, capital bonds are issued with the aim of qualifying them as own funds instruments:

1) as additional Tier I instruments or

2) as Tier II instruments,

in accordance with the provisions of Articles 52 and 63 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and amending Regulation (EU) No 648/2012.

Accordingly, it is proposed to add a new point 4 in § 7(3) of the Articles of Association of the Bank to enable the Bank to issue capital bonds. At the same time, a technical amendment to § 17(2)(6) of the Articles of Association is proposed, so that the requirement for a resolution of the General Meeting also applies to the issuance of capital bonds. Furthermore, to align the wording of the Articles of Association with the provisions of the Bonds Act, it is proposed that § 7(3)(5) of the Articles of Association explicitly states that the Bank may issue convertible bonds. Pursuant to Article 19(1) of the Bonds Act, the issuance of convertible bonds is permitted only if provided for in the company’s articles of association. While the current wording of the Articles of Association of the Bank implies such possibility (as § 17(2)(6) of the Articles of Association states that the issuance of convertible bonds requires a resolution of the General Meeting), it is recommended, in view of the aforementioned provision of the Bonds Act, to explicitly specify the Bank’s authorisation to issue convertible bonds.