



Standby Underwriting Agreement regarding the planned public rights offering of new shares in Alior Bank

Current Report No. 17/2016 of 6 April 2016

Legal basis: Article 56 Section 1 item 1 – inside information

Report: Pursuant to Article 56 Section 1 item 1 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (the “**Public Offering Act**”) and in connection with the current report no. 14/2016 published by the Alior Bank S.A. (the “**Bank**”) on 1 April 2016 (the “**Report on the Core Bank BPH S.A. Acquisition Transaction**”) and the current report no. 16/2016 published by the Bank on 6 April 2016 (the “**Report on Convening the EGM**”), the Management Board of the Bank hereby announces that on 6 April 2016 the Bank entered into a standby underwriting agreement (the “**Standby Underwriting Agreement**”) with Bank Zachodni WBK Spółka Akcyjna (“**BZWBK**”), Goldman Sachs International (“**GS**”) and J.P. Morgan Securities plc. (“**JPMorgan**”) (collectively the “**Underwriters**”).

In the Standby Underwriting Agreement, the Underwriters have agreed, subject to the conditions specified in the Standby Underwriting Agreement, to underwrite a capital increase of up to c. PLN 1,645 million by way of purchasing new shares in the Bank in a public rights offering (the “**Rights Offering**”) conducted pursuant to a future resolution of the general meeting of the Bank approving the Rights Offering, whose draft was published as an attachment to the Report on Convening the EGM (the “**Underwriters’ Commitment**”). The Underwriters’ Commitment has been split equally between BZWBK, GS and JPMorgan.

On the basis of and subject to the terms and conditions of the Standby Underwriting Agreement the Bank may enter into the underwriting agreement with the Underwriters.

The Standby Underwriting Agreement contains, *inter alia*, the following conditions precedent to the performance of the Underwriters’ Commitment: (i) Powszechny Zakład Ubezpieczeń S.A. having issued the support letter referred to in the Report on the Core Bank BPH S.A. Acquisition Transaction (which took place on 31 March 2016), (ii) the Bank having obtained all necessary shareholders’ meeting resolutions and other applicable approvals and consents for the Rights Offering, and (iii) the issue prospectus related to the Rights Offering being published.

In the Standby Underwriting Agreement the Bank agreed that, within the period of 180 days from the receipt of the proceeds from the Rights Offering, without prior written consent of the Underwriters, it will not, *inter alia*, issue, offer, sell, contract to sell, pledge or otherwise dispose of any shares of the Bank or securities convertible, exchangeable or exercisable for or into the shares of the Bank or warrants or other rights to purchase shares of the Bank or other securities whose value is determined by reference to the price of the underlying securities, including equity swaps, forward sales and options, except for the issuance of new shares to the minority shareholders of Bank BPH S.A. in connection with the demerger of Bank BPH S.A. (if applicable) and except for certain other situations set out in the Standby Underwriting Agreement.

Alior Bank Spółka Akcyjna
ul. Łopuszańska 38D
02-232 Warszawa

Adres do korespondencji:
Alior Bank SA
ul. Postępu 18B
02-676 Warszawa

Sąd Rejonowy dla miasta st. Warszawy
XIII Wydział Gospodarczy
KRS: 0000305178, REGON: 141387142
NIP: 1070010731
Kapitał zakładowy: 727 074 630 PLN
(opłacony w całości)

Zarząd w składzie:
Wojciech Sobieraj – prezes Zarządu,
Małgorzata Bartler – wiceprezes Zarządu
Krzysztof Czuba – wiceprezes Zarządu
Joanna Krzyżanowska – wiceprezes Zarządu
Witold Skrok – wiceprezes Zarządu
Barbara Smalska – wiceprezes Zarządu
Katarzyna Sułkowska – wiceprezes Zarządu



Disclaimer:

Not for release, publication or distribution, directly or indirectly, in or into the United States of America, Australia, Canada, Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws or regulations of such jurisdiction.

This material is for informational purposes only and under no circumstances shall constitute an offer or invitation to make an offer, or form the basis for a decision, to invest in the securities of Alior Bank S.A. (the “**Company**” or “**Alior Bank**”). This material does not constitute marketing or advertising material within the meaning of Art. 53 of the Act on Public Offerings, the Conditions for Introducing Financial Instruments to an Organized Trading System, and Public Companies. The Company intends to file with the Polish Financial Supervision Authority (the “**PFSA**”) a motion for the approval of a prospectus (the “**Prospectus**”) which will be the sole legally binding document containing information about the Company and the public offering of its shares in Poland (the “**Offering**”). The Company will make the Prospectus available pursuant to applicable law.

The Company’s securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States, unless registered under the Securities Act or unless an exemption from the registration requirements set forth in the Securities Act applies to them. No public offering of the securities will be made in the United States and the Company does not intend to make any such registration under the Securities Act.

This material does not constitute a recommendation within the meaning of the Regulation of the Polish Minister of Finance Regarding Information Constituting Recommendations Concerning Financial Instruments or Issuers Thereof of 19 October 2005.

In the United Kingdom, this material is being distributed only to and is directed only at “qualified investors” within the meaning of section 86 of the Financial Services and Markets Act 2000 who are (a) persons who have professional experience in matters relating to investments falling within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), (b) high net worth entities falling within Article 49(2)(a) to (d) of the Order and (c) other persons to whom it may be lawfully communicated (all such persons together being referred to as “relevant persons”). The securities will be available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be only with, relevant persons. Any person who is not a relevant person should not act or rely on this material or any of its contents.

Bank Zachodni WBK S.A. which is authorised and regulated by The Polish Financial Supervision Authority in Poland and Goldman Sachs International and J.P. Morgan Securities plc each of which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom (collectively the “**Underwriters**”), are acting exclusively for the Company and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in connection with the Offering or any other matter, transaction or arrangement referred to herein.

None of the Underwriters or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/ or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this material (or whether any information has been omitted from the material) or any other information relating to the Company, Bank BHP, Core BHP or their respective subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and

Alior Bank Spółka Akcyjna
ul. Łopuszańska 38D
02-232 Warszawa

Adres do korespondencji:
Alior Bank SA
ul. Postępu 18B
02-676 Warszawa

Sąd Rejonowy dla miasta st. Warszawy
XIII Wydział Gospodarczy
KRS: 0000305178, REGON: 141387142
NIP: 1070010731
Kapitał zakładowy: 727 074 630 PLN
(opłacony w całości)

Zarząd w składzie:
Wojciech Sobieraj – prezes Zarządu,
Małgorzata Bartler – wiceprezes Zarządu
Krzysztof Czuba – wiceprezes Zarządu
Joanna Krzyżanowska – wiceprezes Zarządu
Witold Skrok – wiceprezes Zarządu
Barbara Smalska – wiceprezes Zarządu
Katarzyna Sułkowska – wiceprezes Zarządu



howsoever transmitted or made available or for any loss howsoever arising from any use of this material or its contents or otherwise arising in connection therewith.

Statements contained herein may constitute “forward-looking statements”. Forward-looking statements are generally identifiable by the use of the words “may”, “will”, “should”, “aim”, “plan”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “goal” or “target” or the negative of these words or other variations on these words or comparable terminology.

Forward-looking statements involve a number of known and unknown risks, uncertainties and other factors that could cause the Company’s or its industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. The Company does not undertake publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.

Neither the Company nor any of its subsidiaries, professional advisors or any other related entities shall be held accountable for any damages resulting from the use of this material or part thereof, or its contents or in any other manner in connection with this material.

Alior Bank Spółka Akcyjna
ul. Łopuszańska 38D
02-232 Warszawa

Adres do korespondencji:
Alior Bank SA
ul. Postępu 18B
02-676 Warszawa

Sąd Rejonowy dla miasta st. Warszawy
XIII Wydział Gospodarczy
KRS: 0000305178, REGON: 141387142
NIP: 1070010731
Kapitał zakładowy: 727 074 630 PLN
(opłacony w całości)

Zarząd w składzie:
Wojciech Sobieraj – prezes Zarządu,
Małgorzata Bartler – wiceprezes Zarządu
Krzysztof Czuba – wiceprezes Zarządu
Joanna Krzyżanowska – wiceprezes Zarządu
Witold Skrok – wiceprezes Zarządu
Barbara Smalska – wiceprezes Zarządu
Katarzyna Sułkowska – wiceprezes Zarządu

www.aliorbank.pl