

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF GETIN NOBLE BANK S.A.  
OF THE CONVOCAION OF THE ANNUAL GENERAL MEETING**

The Management Board of Getin Noble Bank S.A. with its registered office in Warsaw, Przyokopowa 33, 01-208 Warsaw, entered into the register of entrepreneurs maintained by the District Court for the Warsaw City, 12th Commercial Division of the National Court Register under KRS number 0000304735 (the "Company"), hereby convenes, under Article 399(1), Article 402<sup>2</sup> and Article 402<sup>2</sup> of the Polish Code of Commercial Companies and Partnerships and Article 6 of the Company's Articles of Association, the Annual General Meeting of Getin Noble Bank S.A. for 12 May 2015 at 10 p.m. in the Company's registered office in Warsaw, Przyokopowa 33.

The agenda of the Meeting is as follows:

1. To open the Meeting.
2. To elect the Chairperson.
3. To acknowledge that the Meeting has been convened properly and has the power to adopt resolutions.
4. To adopt the Agenda of the Meeting.
5. To present the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A. and the Supervisory Board's report for the financial year 2014 containing the following: an assessment of the Management Board's report on Getin Noble Bank's activities and Getin Noble Bank's financial statements for the financial year 2014, an assessment of the Management Board's motion regarding the allocation of profit.
6. To adopt a resolution to consider and approve the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A. and the Supervisory Board's report for the financial year 2014 containing the following: an assessment of the Management Board's report on Getin Noble Bank S.A. activities and Getin Noble Bank S.A. financial statements for the financial year 2014, and an assessment of the Management Board's motion regarding the allocation of profit.
7. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2014.
8. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2014.
9. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2014.

10. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year 2014.
11. To consider the motion of the Management Board of Getin Noble Bank S.A. regarding the allocation of the Bank's profit for the financial year 2014.
12. To adopt a resolution to allocate profit for the financial year 2014.
13. To adopt resolutions to acknowledge fulfillment of duties by the members of the Management Board of Getin Noble Bank S.A. in the financial year 2014.
14. To adopt resolutions to acknowledge fulfillment of duties by the members of the Supervisory Board of Getin Noble Bank S.A. in the financial year 2014.
15. To adopt a resolution to appoint member of the Supervisory Board.
16. To adopt a resolution to adopt "Principles of Corporate Governance for Supervised Institutions" as regards principles concerning Shareholders and the General Meeting.
17. To adopt a resolution on the amendments to the Rules of the General Meeting of Getin Noble Bank S.A.
18. To adopt a resolution to adopt a uniform text of the Rules of General Meeting of Getin Noble Bank S.A.
19. To adopt a resolution on the amendments to the Articles of Association of Getin Noble Bank S.A.
20. To adopt a resolution on the remuneration of the members of the Supervisory Board of Getin Noble Bank S.A. sitting on Supervisory Board Committees.
21. To close the Meeting.

#### **INFORMATION ON THE RIGHT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING**

The right to participate in the Annual General Meeting of Getin Noble Bank S.A. have only persons, who were shareholders of the Company sixteen days prior to the Annual General Meeting (the Registration Date). The Registration Date is 26 April 2015.

In order to exercise the right to participate in the Annual General Meeting, a shareholder should, not earlier than on the day of convocation of the Annual General Meeting, i.e. not earlier than on 11 April 2015 and not later than on the first working day after the registration of the shareholder's participation in the Annual General Meeting, i.e. not later than on 27 April 2015 file a request with the entity keeping securities account for individual participation certificate in the Annual General Meeting.

In order to avoid any doubts whether a person has the right to participate in the Annual General Meeting, it is requested that persons entitled to participate in the Annual General Meeting as well as their proxies should have participation certificates ready to be presented.

The Company shall determine the list of persons entitled to participate in the Annual General Meeting on the basis of a list drawn up by the entity keeping securities deposit according to the provisions of the Polish Act on Trading in Financial Instruments. The entity keeping securities deposit draws up a list on the basis of lists submitted to the entity not later than twelve days prior to the Annual General Meeting, i.e. 30 April 2015 by the entitled entities under the provisions of the Polish Act on Trading in Financial Instruments. The basis for drawing up the list submitted to the entity keeping securities account are certificates on the right to participate in the Annual General Meeting of the Company.

The list of shareholders entitled to participate in the Annual General Meeting shall be presented at the Company's registered office, i.e. Przyokopowa 33, 01-208 Warsaw (Conference Center at Wola Center building), for three working days prior to the Annual General Meeting, starting from 7 May 2015. A Company's shareholder has the right to demand to receive the list of shareholders entitled to participate in the Annual General Meeting free of charge to his email address, by way of giving the address to which the list should be sent. Provided the shareholder's name is not on the list of persons entitled to participate in the Annual General Meeting, the Company may ask the shareholder who puts such a demand to evidence that on the day he puts the demand he is the Company's shareholder.

## **DESCRIPTION OF PROCEDURES REGARDING PARTICIPATION IN THE ANNUAL GENERAL MEETING AND EXERCISING VOTING RIGHTS**

### **Shareholder's right to demand to include particular issues in the agenda of the Annual General Meeting**

A shareholder or shareholders, who represent at least one twentieth of the Company's equity have the right to demand to include particular issues in the agenda of the Annual General Meeting. The demand of a shareholder or shareholders should be reported to the Management Board of the Company in writing or via e-mail not later than twenty one days prior to the Annual General Meeting, i.e. not later than on 21 April 2015. The demand should contain justification or draft resolution regarding the proposed issue of the agenda.

A shareholder or shareholders who demand to include particular issues in the agenda of the Annual General Meeting have to present a certificate (deposit certificate) drawn up by an appropriate entity in order to evidence that a shareholder or shareholders possess the part of the Company's share capital which entitles them to put the above demand as at the day the demand is made. Moreover, in case of an institutional

shareholder or shareholders or a shareholder or shareholders who are legal persons or other entities, and whose representation demands to put forward the appropriate documents according to the representation rules, the Company shall require to enclose original or copy of these documents. In case further power of attorneys have been granted, it is necessary to prove the authorization continuity.

The obligation to enclose the documents described above concerns the demand made both in writing and via e-mail, appropriate for each form (*original document or its copy or scan and its conversion to PDF*). The demand together with all the necessary enclosures should be submitted to the Company's registered office, i.e. Przyokopowa 33, 01-208 Warsaw and the submission should be confirmed by the Company or sent to the Company's address, i.e. Przyokopowa 33, 01-208 Warsaw containing confirmation of sending and receipt or sent to the Company's e-mail address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl).

The deadline is kept when the Company receives the demand. In case a shareholder or shareholders use the electronic method of communication the date on which a shareholder or shareholders put the demand in the Company's electronic system is deemed to be the date of demand. The demand should be reported in writing or in electronic form through a form available on the Company's website: <http://en.gnb.pl/walne-zgromadzenie>. In case a shareholder or shareholders use the electronic method of communication the form should be sent as PDF enclosure. The Company can take necessary steps to identify shareholder or shareholders and verify the validity of the documents.

The Management Board shall announce changes to the agenda introduced on demand of a shareholder or shareholders immediately, but not later than eighteen days prior to the Annual General Meeting, i.e. not later than on 24 April 2015. The announcement of the new agenda shall be effected in a manner governing convocation of the Annual General Meeting.

### **Shareholder's right to put forward draft resolutions regarding issues included in the agenda of the Annual General Meeting or issues which are to be included in the agenda prior to the Annual General Meeting**

A shareholder or shareholders, who represent at least one twentieth of the Company's equity have the right to put forward prior to the date of the Annual General Meeting draft resolutions regarding issues included in the agenda of the Annual General Meeting or issues which are to be included in the agenda prior to the date of the Annual General Meeting. The demand should be reported in writing or via e-mail not later than 24 hours prior the date of the Annual General Meeting in order to allow the Company to announce the changes on the Company's website.

A shareholder or shareholders who demand to include particular issues in the agenda of the Annual General Meeting or issues which are to be included in the agenda prior to the date of the Annual General Meeting have

to enclose to the above demand a certificate (deposit certificate) drawn up by an appropriate entity in order to evidence that a shareholder or shareholders possess share in the Company's share capital which entitles them to put the above demand.

Moreover, in case of an institutional shareholder or shareholders or a shareholder or shareholders who are legal persons or other entities, and whose representation demands to put forward the appropriate documents according to the representation rules, the Company shall demand to enclose original or copy of these documents. In case further power of attorneys have been granted, it is necessary to prove the authorization continuity.

The obligation to enclose the documents concerns the demand made both in writing and via e-mail, appropriate for each form (*original document or its copy or scan and its conversion to PDF*). The demand together with all the necessary enclosures should be submitted to the Company's registered office. i.e. Przyokopowa 33, 01-208 Warsaw and the submission should be confirmed by the Company or sent to the Company's address, i.e. Przyokopowa 33, 01-208 Warsaw containing confirmation of sending and receipt or sent to the Company's e-mail address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl).

The deadline is kept when the Company receives the demand. In case a shareholder or shareholders use the electronic method of communication the date on which a shareholder or shareholders put the demand in the Company's electronic system is deemed to be the date of demand. The demand should be reported in writing or in electronic form through a form available on the Company's website: <http://en.gnb.pl/walne-zgromadzenie>. In case a shareholder or shareholders use the electronic method of communication the form should be sent as PDF enclosure. The Company can take necessary steps to identify a shareholder or shareholders and verify the validity of the documents. The Company immediately announces the above draft resolutions on its website.

### **Shareholder's right to put forward draft resolutions regarding the issues included in the agenda during the Annual General Meeting**

Each shareholder has the right, during the Annual General Meeting, to put forward draft resolutions regarding the issues included in the agenda.

### **Shareholder's right to appoint attorney, forms of power of attorney, and manner of notification of granting power of attorney in electronic form including manner of verification of the validity of powers of attorney**

A shareholder can participate in the Annual General Meeting and exercise voting rights in person or through an attorney. An attorney exercises every right on the Annual General Meeting unless indicated otherwise in the

power of attorney. A shareholder can grant further powers of attorney if such possibility is indicated in the power of attorney. An attorney can represent more than one shareholder and vote differently from shares of each shareholder. A shareholder of a public company whose shares are registered on more than one securities account can appoint separate proxies to exercise voting rights from shares registered on each account. A shareholder who is not a natural person can participate in the Annual General Meeting and exercise voting rights through a person entitled to make declarations of will in his name or through an attorney.

A power of attorney which entitles to participate in the Annual General Meeting and to exercise voting rights has to be granted in writing or in electronic form. In case a shareholders grants a power of attorney in electronic form, he informs the Company about that fact via e-mail sending the information to the Company's e-mail address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl). The Company presents on its website: <http://en.gnb.pl/walne-zgromadzenie> a form specimen of notification of granting power of attorney in electronic form. This form should be completed according to the directions and sent to the Company's e-mail address indicated above.

In case of a shareholder or shareholders who are legal persons or other entities, and whose representation demands to put forward the appropriate documents according to the representation rules, the Company demands to enclose to the power of attorney or to the notification of granting power of attorney in electronic form original or copy of these documents, appropriate for each form (*original document or its copy or scan and its conversion to PDF*). Notification of granting power of attorney in electronic form should be reported not later than 24 hours prior the Annual General Meeting in order to allow the Company to verify the documents.

A member of the Management Board of the Company and the Company's employee can be a shareholder's attorney at the Annual General Meeting. If an attorney at the Annual General Meeting is a member of the Management Board, a member of the Supervisory Board, liquidator, Company's employee or a member of a body of a company's subsidiary or a company's subsidiary or cooperative's employee, a power of attorney can authorize to represent the Company only at a single Annual General Meeting. An attorney is obliged to reveal to a shareholder circumstances indicating potential conflict of interest. Substitution is excluded.

The validity of a power of attorney granted in electronic form shall be verified in the following manner:

- a) the completeness of the power of attorney shall be checked, especially in case of repeated powers of attorney;
- b) the correctness of the data entered into the power of attorney form shall be checked and compared with the information entered on the list of persons entitled to participate in the Annual General Meeting;
- c) the conformity of the right of persons entitled to grant a power of attorney in the name of legal persons with the information indicated in the National Court Register shall be checked;

d) the confirmation of data and identification of a shareholder or shareholders via e-mail or phone in case electronic power of attorney and notification of granting power of attorney in electronic form.

Under verification of the validity of powers of attorney granted in electronic form and under identification of a shareholder, the Company can file a motion to a shareholder to send in electronic form the scan of a power of attorney in PDF file or photo file showing the picture of the power of attorney.

In case of any doubt or other situations which need clarification, the Company can take other steps in order to identify a shareholder or shareholders and verify the validity of the submitted powers of attorney, notifications and documents. The Company shall enclose powers of attorney in hard copy (*including those printed from electronic version*) to the minutes of the Annual General Meeting.

#### **Ways of exercising voting right through an attorney via form**

The Company makes available on its website <http://en.gnb.pl/walne-zgromadzenie> in fold: Forms form template to exercise voting right through an attorney or to give an attorney or shareholder written direction on voting indicated in Article 402(3)(1)(5) and 402(3)(3)(1-4) of the Polish Code of Commercial Companies and Partnerships.

The form mentioned above when completed by a shareholder, in case of an open voting at the Annual General Meeting may be used as a voting card for an attorney, provided a shareholder decided on that. In case of a secret voting the completed form may be treated solely as a written direction on the way of voting by an attorney and shall be retained by an attorney. In case an attorney voted using the form, the form shall be delivered to the Chairperson of the Annual General Meeting at the latest before the resolution is voted on. The Chairperson of the Annual General Meeting shall inform the Annual General Meeting on the votes cast with the form and on this basis such vote shall be included in the overall number of votes cast on the resolution. The form used in voting shall be enclosed to the book of minutes.

In case the votes are counted with electronic vote counting devices, a form allowing to vote through an attorney shall not apply.

#### **Information on alternative forms of participation in the Annual General Meeting and exercising voting rights**

The Articles of Association of the Company does not allow to participate in the Annual General Meeting and to vote using means of electronic communication.

The Annual General Meeting Rules does not stipulate any possibility to vote at the Annual General Meeting by way of correspondence.



## PLACE OF PRESENTING INFORMATION ON THE ANNUAL GENERAL MEETING

Documentation presented to the Annual General Meeting as well as draft resolutions are available at: <http://gnb.pl/walne-zgromadzenie>.

The announcement of the Management Board of Getin Noble Bank S.A. of the convocation of the Annual General Meeting are available at: <http://en.gnb.pl/walne-zgromadzenie>.

All the information regarding the Annual General Meeting is available at: <http://en.gnb.pl/walne-zgromadzenie>.

The remarks of the Management Board of the Company and of the Supervisory Board of the Company regarding issues included in the agenda of the Annual General Meeting or issues which are to be included in the agenda prior to the Annual General Meeting shall be available on the Company's website immediately after their preparation.

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## DRAFT AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF GETIN NOBLE BANK S.A.

The amendments to the Articles of Association of the Company are connected with the adoption of the wording of the Articles of Association to the activities of Getin Noble Bank S.A. as well as to the "Principles of Corporate Governance of Supervised Institutions adopted by the Polish Financial Supervision Authority on 22 June 2014.

The amendments to the Articles of Association of the Company are as follows:

**a) Article 3(2 and 3) in the following wording is deleted:**

*"2. The Bank shall operate in the territory of the Republic of Poland.*

*3. The Bank may establish branches in the territory of the Republic of Poland."*

and Article 3 (2 and 3) is read as follows:

*"2. The Bank shall operate in the territory of the Republic of Poland and abroad.*

*3. The Bank may establish branches in the territory of the Republic of Poland and abroad."*

**b) in Article 4(3) point 22 is added as follows:**

*"22) offer financial instruments regarding investment certificates",*

**c) in Article 10(3) point 10 is added as follows:**





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*“10) to provide opinion to transactions concluded with the entities associated with the Bank, according to the terms and ruled adopted by the Supervisory Board*

and the numeration of next paragraphs is changed respectively.