

**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 402² and Article 402² 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 24 April 2014 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 2013 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 2013, 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 2013 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 2013, 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 2013.
8. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2013.
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 2013.

10. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year 2013.
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 2013.
12. To adopt a resolution to allocate profit for the financial year 2013.
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 2013.
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 2013.
15. To adopt a resolution to appoint members of the Supervisory Board.
16. To adopt a resolution on the amendments to the Articles of Association of Getin Noble Bank S.A.
17. To adopt a resolution to adopt a uniform text of the Articles of Association of Getin Noble Bank S.A.
18. To adopt a resolution on the amendments to the Rules of the General Meeting of Getin Noble Bank S.A.
19. 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 8 April 2014.

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 27 March 2014 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 9 April 2014 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. 11 April 2014 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 18 April 2014. 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 03 April 2014. 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.

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 04 April 2014. 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.

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. 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.

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 editorial changes. The detailed documentation connected with the amendments to the Articles of Association as well justification to those amendments is to be found at "Documentation presented to the General Meeting" available at <http://en.gnb.pl/walne-zgromadzenie>.

- 1) **Article 4(3)(8) in the following wording is deleted:** *"8) conduct insurance solicitation activities in favour of open-ended pension funds"*, and the numeration of next points is changed respectively,
- 2) **in Article 4(3) points 20 and 21 are added as follows:**
 - "20) perform finance leasing services,*
 - 21) conduct factoring and forfaiting activities.;*
- 3) **in connection with the amendments presented above Article 4(3) shall be read as follows:**
 - "3. In addition to the activities specified in paragraph 2 above, the Bank is entitled to:*
 - 1) *take up and/or acquire shares and rights attached to shares, shares in other legal persons, and participation units in investment funds;*
 - 2) *assume obligations connected with issuing securities;*
 - 3) *trade in securities;*
 - 4) *convert debts into assets of the debtor, on the terms agreed on with the debtor,*

- 5) *purchase and sell real estate;*
- 6) *render consulting and advisory services on financial matters;*
- 7) *provide the following intermediation services:*
 - a) *insurance intermediation services,*
 - b) *to banks, brokerage houses, lease companies, investment funds companies;*
- 8) *perform a function of a depositary for pension funds and investment funds;*
- 9) *maintain, as commissioned, registers of investment fund participants and registers of a pension fund members;*
- 10) *administer funds as commissioned;*
- 11) *acquire investment funds certificates;*
- 12) *perform agency services in transactions involving purchase and/or sale of receivables;*
- 13) *provide accounting services to the Bank's related entities within the meaning of the Polish Accounting Act;*
- 14) *manage funds for customers;*
- 15) *perform agency services in selling and repurchasing investment funds participation units as well as participation units in foreign investment funds;*
- 16) *conduct brokerage activities in accepting and transferring orders to purchase or sell securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading;*
- 17) *perform agency services in buying or selling securities issued by the State Treasury or other financial instruments not admitted to organized trading on the account of the mandatory;*
- 18) *purchase or sell on its own account securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading;*
- 19) *perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company,*
- 20) *perform finance leasing services,*
- 21) *conduct factoring and forfaiting activities.*

4) in Article 7 paragraphs 4-7 are added as follows:

"4. Shareholders can participate in the General Meeting using means of electronic communication provided the Management Board decides so. The Management Board makes the abovementioned decision if the Bank fulfills technical conditions necessary to enable the shareholders to participate in the General Meeting using means of electronic communication, and in particular:

- a) *real time transmission of the General Meeting,*

- b) real time two-way communication, where shareholders can present their opinion during the Meeting while being in other place than the General Meeting is held,*
- c) voting personally or through proxy before or during the Meeting.*
5. Each time the General Meeting is convened, the Management Board announces whether it is possible to participate in the General Meeting using means of electronic communication and what requirement and limitations of such participation are necessary to identify shareholders and secure the electronic communication.
6. The rules of participation of shareholders in the General Meeting as well as other methods of communication of shareholders with the Bank are set out in the Rules of the General Meeting of the Bank. The Rules of the General Meeting can authorize the Management Board to set out additional, other than those set in the Rules, methods of communication of shareholders with the Bank using means of electronic communication. The Management Board shall include additional methods of communication in the announcement on the convocation of the General Meeting.
7. Regardless of the above, the Bank can transmit the General Meeting through the Internet, record the Meeting and place the record on the Bank's website after the Meeting.”;
- 5) Article 19(1) in the following wording:** *“1. The Management Board shall take decisions by way of resolution unless the Bank's Articles of Association or the Management Board Rules adopted as specified in paragraph 16(2) provide otherwise. Resolutions of the Management Board shall be adopted at its meetings, and any resolution to be valid shall be signed by at least a half of all the members of the Management Board.”*
- is amended as follows:*
- “1. The Management Board shall take decisions by way of resolution unless the Bank's Articles of Association or the Management Board Rules adopted as specified in paragraph 16(2) provide otherwise. Resolutions of the Management Board shall be adopted at its meetings”;*
- 6) Article 23(3) in the following wording is deleted:** *„3. A department may consist of organizational units: divisions and teams, and the department responsible for the operation of branch networks – also of local outlets; an office shall be a unit consisting of a number or independent positions responsible for certain tasks”, and the numeration of next points is changed respectively;*
- 7) in Article 23 paragraph 2 is added as follows:** *„2. In the organizational structure of the Bank there are operational units separated which execute statutory activities of the Bank within customer service, banking products and services”, and the numeration of next points is changed respectively;*
- 8) in Article 23(4) the following words are deleted:** *“by way of resolution”;*
- 9) in Article 23(5) the following words:** *“shall be defined in the Bank's Rules of Organization adopted by the Management Board by way of a resolution”*

is amended as follows:

„shall be defined in the Bank’s organizational rules adopted by the Management Board.”

10) in reference to the amendments set out in point 6-8 above, Article 23 is read as follows:

„Article 23

- 1. The basic organizational structure of the Bank shall consist of the Bank’s organizational units: departments and offices supervised by relevant members of the Management Board in accordance with the adopted division of their powers.*
- 2. In the organizational structure of the Bank there are operational units separated which execute statutory activities of the Bank within customer service, banking products and services”*
- 3. In order to improve the effectiveness of management, departments and offices responsible for tasks related by reason of the subject matter or purpose may be grouped into sections managed directly by the relevant member of the Management Board or by a managing director reporting directly to the relevant member of the Management Board.*
- 4. The decision to establish or disband an organizational unit shall be made by the Management Board.*
- 5. The organizational structure of the Bank and the objectives and key tasks of the Bank’s different organizational units shall be defined in the Bank’s organizational rules adopted by the Management Board.”*

11) in Article 25 points 5-9 in the following wording are deleted:

„5. The internal control system comprises two separate elements:

- 1) the functional control, performed by each employee in terms of the quality and correctness of the task performed by him or her, and additionally exercised by his or her direct superior,*
 - 2) institutional control, exercised by the Internal Audit Department.*
- 6. The Bank has an Internal Audit Department which shall examine and assess, independently and objectively, the adequacy and efficiency of the internal control system, as well as express opinions on the Bank’s management system, including the efficiency of the management of risk resulting from the Bank’s operations.*
- 7. The detailed rules of the internal control system at the Bank as well as the organization and the scope of activities of the internal audit unit are determined by the Management Board in accordance with binding laws and the highest standards developed by the banking environment.*
- 8. The Internal Audit Department shall have a status which guarantees its autonomous and impartial operation and powers needed to pursue its goals.*
- 9. The Internal Audit Department shall directly report to the President of the Bank’s Management Board.*

and new points 5-6 are added in the following wording:

“5. The internal control system includes:

- 1) *risk control mechanism,*
- 2) *compliance of the Bank's activities with binding laws and internal regulations,*
- 3) *internal audit,*

which shall examine and assess, independently and objectively, the adequacy and efficiency of the internal control system, as well as express opinions on the Bank's management system, including the efficiency of the management of risk resulting from the Bank's operations.

6. *The detailed rules of the internal control system are determined by the Management Board and approved by the Supervisory Board."*

12) Article 26 in the following wording: *"§26. The person in charge of the Internal Audit Department shall ensure that the Bank's internal audit processes are carried out in compliance with best practices."*

is amended as follows:

"Article 26

1. *The Internal Audit Department shall have a status which guarantees its autonomous and impartial operation and powers needed to pursue its goals.*
2. *The Internal Audit Department shall directly report to the President of the Bank's Management Board.*
3. *The person in charge of the Internal Audit Department shall ensure that the Bank's internal audit processes are carried out in compliance with best practices."*

13) Article 34a is amended as follows:

"Article 34a

1. *The Management Board of the Bank is entitled to pay shareholders an advance towards dividend at the end of the financial year provided the Bank has enough funds and the approved financial statement of the Bank for the previous financial year shows profit.*
2. *The payment of the advance towards dividend requires the consent of the Supervisory Board."*

14) Article 39(2) in the following wording is deleted: *"2. To the extent as provided for in Article 70(1) of the Polish Accounting Act, documents related to the Bank shall be published in the Official Journal of the Republic of Poland, Monitor B."*

and Article 39 is read as follows:

"Article 39

The Bank's obligatory notices shall be published in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy). If the law requires any notice to be published also in a national periodical, it shall be published in the daily Rzeczpospolita."



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