

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF GETIN NOBLE BANK S.A.
OF THE CONVOCAION OF THE EXTRAORDINARY 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 Extraordinary General Meeting of Getin Noble Bank S.A. for 10 December 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 adopt the Agenda of the Meeting.
4. To adopt a resolution on amendments to the Articles of Association of Getin Noble Bank S.A. and authorization of the Management Board of the Company do increase the initial capital of the Company within the limits of the target capital with the possibility to divest current shareholders of the preemptive right in whole or in part upon the consent of the Supervisory Board of the Company.
5. To adopt a resolution on amendments to the Articles of Association of Getin Noble Bank S.A. and authorization of the Management Board of the Company do increase the initial capital of the Company within the limits of the target capital without the possibility to divest current shareholders of the preemptive right in whole or in part.
6. To adopt a resolution on the amendments to the Articles of Association of Getin Noble Bank S.A.
7. To adopt a resolution on reduction of the initial capital of the Company and on the related amendments to the Articles of Association of Getin Noble Bank S.A. and creation of the reserve fund.
8. To close the Meeting.

INFORMATION ON THE RIGHT TO PARTICIPATE IN THE EXTRAORDINARY GENERAL MEETING

Registration Date

The Registration Date is 24 November 2015, i.e. sixteen days prior to the Extraordinary General Meeting.

Right to participate in the General Meeting

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

In order to exercise the right to participate in the Extraordinary General Meeting, a shareholder should, not earlier than on the day of convocation of the Extraordinary General Meeting, i.e. not earlier than on 14 November 2015 and not later than on the first working day after the registration of the shareholder's participation in the Extraordinary General Meeting, i.e. not later than on 25 November 2015 file a request with the entity keeping securities account for individual participation certificate in the Extraordinary General Meeting.

In order to avoid any doubts whether a person has the right to participate in the Extraordinary General Meeting, it is requested that persons entitled to participate in the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting, i.e. 28 November 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 Extraordinary General Meeting of the Company.

The list of shareholders entitled to participate in the Extraordinary 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 Extraordinary General Meeting, starting from 7 December 2015. A Company's shareholder has the right to demand to receive the list of shareholders entitled to participate in the Extraordinary 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 Extraordinary 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 EXTRAORDINARY GENERAL MEETING AND EXERCISING VOTING RIGHTS

Shareholder's right to demand to include particular issues in the agenda of the Extraordinary 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 Extraordinary 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 Extraordinary General Meeting, i.e. not later than on 19 November 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 Extraordinary 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 Extraordinary General Meeting, i.e. not later than on 22 November 2015. The announcement of the new agenda shall be effected in a manner governing convocation of the Extraordinary General Meeting.

Shareholder's right to put forward draft resolutions regarding issues included in the agenda of the Extraordinary General Meeting or issues which are to be included in the agenda prior to the Extraordinary 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 Extraordinary General Meeting draft resolutions regarding issues included in the agenda of the Extraordinary General Meeting or issues which are to be included in the agenda prior to the date of the Extraordinary General Meeting. The demand should be reported in writing or via e-mail not later than 24 hours prior the date of the Extraordinary 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 Extraordinary General Meeting or issues which are to be included in the agenda prior to the date of the Extraordinary 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 Extraordinary General Meeting

Each shareholder has the right, during the Extraordinary 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 Extraordinary General Meeting and exercise voting rights in person or through an attorney. An attorney exercises every right on the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting. If an attorney at the Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary 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 Extraordinary General Meeting at the latest before the resolution is voted on. The Chairperson of the Extraordinary General Meeting shall inform the Extraordinary 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 the possibility to participate in the Extraordinary General Meeting using means of electronic communication

The Articles of Association of the Company and the Rules of the General Meeting allow to participate in the General Meeting using means of electronic communication. 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.

Due to the fact that there are no verified technical solutions and there is a risk of occurrence of disruptions during the Meeting (as regards identification of shareholders, connection stability), the Management Board does not stipulate any possibility to participate in the Extraordinary General Meeting using means of electronic communication.

The shareholders and interested parties may watch real time transmission of the General Meeting on the Company's website using link submitted by the Company.

Expressing opinions during the General Meeting using means of electronic communication

The Articles of Association of the Company and the Rules of the General Meeting allow to express opinions during the General Meeting using means of electronic communication. Each time the General Meeting is convened, the Management Board announces whether it is possible to express opinions during the General Meeting using means of electronic communication.

Due to the fact that there are no verified technical solutions and there is a risk of occurrence of disruptions during the Meeting (as regards identification of shareholders, connection stability), the Management Board does not stipulate any possibility to express opinions during the Extraordinary General Meeting using means of electronic communication.

Voting at the General Meeting by way of correspondence or using means of electronic communication

The Articles of Association of the Company and the Rules of the General Meeting allow to vote during the General Meeting using means of electronic communication. Each time the General Meeting is convened, the Management Board announces whether it is possible to vote during the General Meeting using means of electronic communication.

Due to the fact that there are no verified technical solutions and there is a risk of occurrence of disruptions during the Meeting (as regards identification of shareholders, connection stability), the Management Board does not stipulate any possibility to vote during the Extraordinary General Meeting using means of electronic communication.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

- **adding new Article 29a after Article 29 of the Articles of Association of the Company in the following wording:**

„Article 29a

1. *The Management Board shall be authorized to increase the initial capital of the Company by the amount not higher than PLN 240,000,000.00 (in words: two hundred forty million zloty) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (target capital).*

2. *The authorization described in point 1 above shall expire after three years from the date the amendments to the Articles of Association of the Company including the target capital are entered into the register of entrepreneurs of the National Court Register.*
3. *The Management Board of the Company shall be authorized to increase the initial capital within the limits of the target capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted.*
4. *The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the initial capital increase within the limits of the target capital and in case of decision to issue shares within an open or closed subscription, and in particular to:*
 - *set the time limit to open and close the share subscription,*
 - *set the conditions and ways to subscribe for shares,*
 - *allocate shares, including allocation of shares not taken up upon exercising the preemptive right.*
5. *The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the target capital shall require consent of the Supervisory Board of the Bank.*
6. *The Management Board of the Bank is authorized upon the consent of the Supervisory Board to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the initial capital increase within the limits of the target capital.*
7. *The Management Board of the Bank shall issue shares within the initial capital increase exclusively for cash contributions.*
8. *The Management Board of the Bank shall not issue preference shares or shares carrying personal preferences within the initial capital increase within the limits of the target capital.*
9. *Unless provisions of law or this Article state otherwise, the Management Board is authorized to decide on all matters connected with the initial capital increase within the limits of the target capital, and in particular to:*
 - 1) *conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,*
 - 2) *take all necessary actual and legal steps to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.*
 - 3) *adopt resolutions and perform other acts as regards dematerialization of shares and to conclude agreements for registration and dematerialization of shares with the National Depository for Securities”.*

- **in case the above amendments are not adopted: adding new Article 29a After Article 29 of the Article of Association of the Company in the following wording:**

„Article 29a

1. *„The Management Board shall be authorized to increase the initial capital of the Company by the amount not higher than PLN 240,000,000.00 (in words: two hundred forty million zloty) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (target capital).*
2. *The authorization described in point 1 above shall expire after three years from the date the amendments to the Articles of Association of the Company including the target capital are entered into the register of entrepreneurs of the National Court Register.*
3. *The Management Board of the Company shall be authorized to increase the initial capital within the limits of the target capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted.*

4. *The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the initial capital increase within the limits of the target capital and in case of decision to issue shares within an open or closed subscription, and in particular to:*
 - *set the time limit to open and close the share subscription,*
 - *set the conditions and ways to subscribe for shares,*
 - *allocate shares, including allocation of shares not taken up upon exercising the preemptive right.*
 5. *The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the target capital shall require consent of the Supervisory Board of the Bank.*
 6. *The Management Board of the Bank is not authorized to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the initial capital increase within the limits of the target capital.*
 7. *The Management Board of the Bank shall issue shares within the initial capital increase exclusively for cash contributions.*
 8. *The Management Board of the Bank shall not issue preference shares or shares carrying personal preferences within the initial capital increase within the limits of the target capital.*
 9. *Unless provisions of law or this Article state otherwise, the Management Board is authorized to decide on all matters connected with the initial capital increase within the limits of the target capital, and in particular to:*
 - 1) *conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,*
 - 2) *take all necessary actual and legal steps to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.*
 - 3) *adopt resolutions and perform other acts as regards dematerialization of shares and to conclude agreements for registration and dematerialization of shares with the National Depository for Securities”.*
- **adding new Article 31a after Article 319 of the Articles of Association of the Company in the following wording:**

“§ 31a

The General Meeting of the Bank may create a separate reserve fund (other than the fund described in § 31) to which sums resulting from the initial capital reduction carried out pursuant to Article 457(1)(2) of the Code of Commercial Companies and Partnerships shall be transferred.”

- **amending Article 29(1) in the following wording:**

“Article 29

1. The Bank’s share capital amounts to PLN 2,411,630,420.29 (two billion four hundred eleven million six hundred thirty thousand four hundred twenty zloty and twenty-nine groszy) and is divided into 2.650.143.319 (two billion six hundred fifty million one hundred forty-three thousand three hundred nineteen) ordinary shares with the nominal value of PLN 0.91(ninety-one groszy) each, including the following:
 - a. 40.000.000 (in words: forty million) ordinary bearer shares A series,
 - b. 23.000.000 (in words: twenty-three million) ordinary bearer shares B series,
 - c. 6.000.000 (in words: six million) ordinary bearer shares C series,

- d. 9.510.000 (in words: nine million five hundred ten thousand) ordinary bearer shares D series,
- e. 11.000.000 (in words: eleven million) ordinary bearer shares E series,
- f. 4.000.000 (in words: four million) ordinary bearer shares F series,
- g. 9.550.000 (in words: nine million five hundred fifty thousand) ordinary bearer shares G series,
- h. 2.142.465.631 (in words: two billion one hundred forty-two million four hundred sixty-five thousand six hundred and thirty-one) ordinary bearer shares H series,
- i. 144.617.688 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight) ordinary bearer shares I series,
- j. 200.000.000 (in words: two hundred million) ordinary bearer shares J series,
- k. 60.000.000 (in words: sixty million) ordinary bearer shares K series.”

The purpose of the initial capital reduction by reducing the nominal value of one share is to actualize its value to the current market price. The reduction of the nominal value of one share shall allow the Bank to carry out new share issues and therefore to win additional source of financing (it shall remove the recapitalization barrier). Sums resulting from the initial capital reduction shall be transferred to the reserve fund and if necessary shall cover potential losses in future.

The initial capital of the Company shall be reduced by the amount of PLN 238,512,898.71 (in words: two hundred thirty-eight million five hundred twelve thousand eight hundred ninety-eight zloty and seventy-one groszy) by reducing the nominal value of one share by the amount of PLN 0.09 (nine groszy), i.e. from the amount of PLN 1.00 (one zloty) to the amount of PLN 0.91(ninety-one groszy). Sums resulting from the initial capital reduction shall be transferred to the reserve fund created pursuant to Article 457(2) of the Code of Commercial Companies and Partnerships

PLACE OF PRESENTING INFORMATION ON THE EXTRAORDINARY GENERAL MEETING

Documentation presented to the Extraordinary 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 Extraordinary General Meeting are available at: <http://en.gnb.pl/walne-zgromadzenie>.

All the information regarding the Extraordinary 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 Extraordinary General Meeting or issues which are to be included in the agenda prior to the Extraordinary General Meeting shall be available on the Company's website immediately after their preparation.