

**ANNOUNCEMENT OF THE MANAGEMENT BOARD OF GETIN NOBLE BANK S.A.
OF THE CONVOCAATION OF THE EXTRAORDINARY GENERAL MEETING**

The Management Board of Getin Noble Bank S.A. with its registered office in Warsaw, Domaniewska 39, 02-672 Warsaw, entered into the register of entrepreneurs maintained by the District Court for the Warsaw City, 13th Commercial Division of the National Court Register under KRS number 0000304735, NIP 1080004850, REGON 141334039, with the share capital of PLN 2,390,143,319.00 (paid in full) (the "Company"), hereby convenes, under Article 399 (1), Article 402¹ and Article 402² of the Polish Commercial Companies Code and Article 6 of the Company's Articles of Association, the Extraordinary General Meeting of Getin Noble Bank S.A. for 10 July 2012 at 12 p.m. in the Company's registered office in Warsaw, Domaniewska 39.

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 adopt a resolution on increase in the share capital of the Company by way of public offering of J series shares, determination of the day of the subscription right to J series shares, dematerialization and application for admission of the subscription rights to J series shares, the rights to J series shares and J series shares to trading on the regulated market run by the Warsaw Stock Exchange.
6. To adopt a resolution on increase in the share capital of the Company by way of public offering of K series shares, determination of the day of the subscription right to K series shares, dematerialization and application for admission of the subscription rights to K series shares, the rights to K series shares and K series shares to trading on the regulated market run by the Warsaw Stock Exchange.
7. To adopt a resolution on changes to the Articles of Association of the Company in connection with the increase in the share capital of the Company by way of public issue of shares.
8. To adopt a resolution on appointment of a member of the Supervisory Board.
9. To adopt a resolution on determination of the remuneration for independent members of the Supervisory Board.
10. To close the Meeting.

INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING

The right to participate in the General Meeting of Getin Noble Bank S.A. have only persons, who were shareholders of the Company sixteen days prior to the General Meeting (the Registration Day). The Registration Day is 24 June 2012.

In order to exercise the right to participate in the General Meeting, a shareholder should, not earlier than on the day of convocation of the General Meeting, i.e. not earlier than on 12 June 2012 and not later than on the first working day after the registration of the shareholder's participation in the General Meeting, i.e. not later than on 25 June 2012 file a request with the entity keeping securities account for individual participation certificate in the General Meeting.

In order to avoid any doubts whether a person has the right to participate in the General Meeting, it is requested that persons entitled to participate in the 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 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 General Meeting, i.e. 28 June 2012 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 General Meeting of the Company.

The list of shareholders entitled to participate in the General Meeting shall be presented at the Company's registered office, i.e. Domaniewska 39, 02-675 Warsaw, for three working days prior to the General Meeting, starting from 06 July 2012. A Company's shareholder has the right to demand to receive the list of shareholders entitled to participate in the 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 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 GENERAL MEETING AND EXERCISING VOTING RIGHTS

Shareholder's right to demand to include particular issues in the agenda of the 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 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 General Meeting, i.e. not later than on 19 June 2012. 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 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. Domaniewska 39, 02-672 Warsaw and the submission should be confirmed by the Company or sent to the Company's address, i.e. Domaniewska 39, 02-672 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://investors.noblebank.pl/walne_zgromadzenie_dane.html. 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 General Meeting, i.e. not later than on 22 June 2012. The announcement of the new agenda shall be effected in a manner governing convocation of the General Meeting.

Shareholder's right to put forward draft resolutions regarding issues included in the agenda of the General Meeting or issues which are to be included in the agenda prior to the 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 General Meeting draft resolutions regarding issues included in the agenda of the General Meeting or issues which are to be included in the agenda prior to the date of the General Meeting. The demand should be reported in writing or via e-mail not later than 24 hours prior the date of the 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 General Meeting or issues which are to be included in the agenda prior to the date of the 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. Domaniewska 39, 02-672 Warsaw and the submission should be confirmed by the Company or sent to the Company's address, i.e. Domaniewska 39, 02-672 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://investors.noblebank.pl/walne_zgromadzenie_dane.html. 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 General Meeting

Each shareholder has the right, during the 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 General Meeting and exercise voting rights in person or through an attorney. An attorney exercises every right on the 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 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 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://investors.noblebank.pl/walne_zgromadzenie_dane.html 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 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 General Meeting. If an attorney at the 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 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 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 General Meeting.

Ways of exercising voting right through an attorney via form

The Company makes available on its website http://investors.noblebank.pl/walne_zgromadzenie_dane.html 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 Commercial Companies Code.

The form mentioned above when completed by a shareholder, in case of an open voting at the 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 General Meeting at the latest before the resolution is voted on. The Chairperson of the General Meeting shall inform the 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 General Meeting and exercising voting rights

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

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

PLACE OF PRESENTING INFORMATION ON THE GENERAL MEETING

Documentation presented to the General Meeting as well as draft resolutions are available on: http://investors.noblebank.pl/walne_zgromadzenie_dane.html.

All the information regarding the General Meeting is available on: http://investors.noblebank.pl/walne_zgromadzenie_dane.html.

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 General Meeting or issues which are to be included in the

agenda prior to the General Meeting shall be available on the Company's website immediately after their preparation.

DRAFT CHANGES TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Present wording of Article 29(1) of the Articles of Association of the Company:

"1. The Bank's share capital amounts to PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty) and is divided into 2.390.143.319 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) ordinary shares with the nominal value of PLN 1.00 (in words: one zloty) each. The registered shares shall be designated as the following series: "A", "B", "C", "D", "E", "F" and "G" and shall be numbered as follows: Series A Shares – from 1 (one) to 40,000,000 (forty million), Series B Shares – from 1 (one) to 23,000,000 (twenty-three million), Series C Shares – from 1 (one) to 6,000,000 (six million), Series D Shares – from 1 (one) to 9,510,000 (nine million five hundred and ten thousand), Series E Shares – from 1 (one) to 11,000,000 (eleven million), Series F Shares – from 1 (one) to 4,000,000 (four million) and Series G Shares – from 1 (one) to 9,550,000 (nine million five hundred and fifty thousand). The ordinary bearer shares shall be designated as "H" and "I" Series, and shall be numbered as follows: Series H Shares – from 1 (one) to 2.142.465.631 (two billion one hundred forty-two million four hundred sixty-five thousand six hundred thirty-two) and Series I Shares – from 1 (one) to 144.617.688 (one hundred forty-four million six hundred seventeen six hundred eighty-eight). The Bank's share capital was fully paid up before registration."

Proposed wording of Article 29(1) of the Articles of Association of the Company:

"1. The Bank's share capital amounts to not less than PLN 2,390,143,320.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred twenty zloty) and to not more than 2,890,143,319.00 (in words: two billion eight hundred ninety million one hundred forty-three thousand three hundred nineteen zloty) and is divided into not less than 2.390.143.320 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred twenty) and not more than 2.890.143.319 (in words: two billion eight hundred ninety million one hundred forty-three thousand three hundred nineteen) shares with the nominal value of PLN 1.00 (in words: one zloty) each, including as follows:

- 40.000.000 (in words: forty million) ordinary bearer shares A series,*
- 23.000.000 (in words: twenty-three million) ordinary bearer shares B series,*
- 6.000.000 (in words: six million) ordinary bearer shares C series,*
- 9.510.000 (in words: nine million five hundred ten thousand) ordinary bearer shares D series,*
- 11.000.000 (in words: eleven million) ordinary bearer shares E series,*
- 4.000.000 (in words: four million) ordinary bearer shares F series,*
- 9.550.000 (in words: nine million five hundred fifty thousand) ordinary bearer shares G series,*
- 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,*
- 144.617.688 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight) ordinary bearer shares I series,*
- not more than 250.000.000 (in words: two hundred fifty million) ordinary bearer shares J series,*
- not more than 250.000.000 (in words: two hundred fifty million) ordinary bearer shares K series."*