

GETIN NOBLE BANK S.A. MANAGEMENT BOARD'S NOTICE OF CONVOCATION OF THE EXTRAORDINARY GENERAL MEETING

The Management Board of Getin Noble Bank Spółka Akcyjna with its registered office in Warsaw, ul. Przyokopowa 33, 01-208 Warsaw, entered in the Register of Entrepreneurs kept by the District Court for the Capital City of Warsaw, 12th Commercial Division of the National Court Register under number KRS 0000304735, (the "Company"), on the basis of Art. 399 §1, Art. 402¹ and Art. 402² of the Commercial Companies Code and §6 of the Company's Statutes, hereby convenes the Extraordinary General Meeting of Getin Noble Bank S.A. to be held on **25 July 2018 at 10.00 am** in the Company's registered office, in Warsaw at ul. Przyokopowa 33.

Agenda:

1. Opening of the session.
2. Election of the Chairman.
3. Stating that the Extraordinary General Meeting was duly convened and is capable of adopting resolutions.
4. Approval of the agenda.
5. Adoption of a resolution on increase of the share capital by issuing D-series ordinary bearer shares through open offering, exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the D-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)
6. Adoption of a resolution on amendment of the Bank's Statutes in connection with the increase of the share capital through open offering of the D-series shares.
7. Adoption of a resolution on increase of the share capital by issuing E-series ordinary bearer shares through open offering, exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the E-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)
8. Adoption of a resolution on amendment of the Bank's Statutes in connection with the increase of the share capital through open offering of the E-series shares.
9. Adoption of a resolution on amendment of the Bank's Statutes.
10. Adoption of a resolution on assessment of suitability of the candidate for the position of member of the Supervisory Board of Getin Noble Bank S.A.
11. Adoption of a resolution on appointment of a member of the Supervisory Board of Getin Noble Bank S.A.
12. Closing of the session.

INFORMATION ON THE RIGHT TO PARTICIPATE THE GENERAL MEETING

Registration date for participation in the Extraordinary General Meeting

The registration date for participation in the Bank's General Meeting is **09 July 2018**, falling 16 days before the Bank's General Meeting.

The right to participate in the General Meeting

Only persons who are the company's shareholders sixteen days before the date of the General Meeting (Registration Date for participation in the Extraordinary General Meeting) have the right to participate in the General Meeting of Getin Noble Bank S.A.

In order to exercise the right to participate, a shareholder should submit a request for a registered certificate on the right to participate in the General Meeting to an entity keeping the securities account, no sooner than after the notice of convocation of the Extraordinary General Meeting, i.e. no sooner than 18 June 2018, and no later than on the first weekday following the registration date for participation in the General Meeting, i.e. no later than 10 July 2018,

For the avoidance of any doubts regarding a person's right to participate in the General Meeting, the persons entitled to participate in the General Meeting and their proxies should carry the certificates on the right to participate in the General Meeting

The Company shall draw up a list of persons entitled to participate in the General Meeting on the basis of the list drawn up by the entity keeping the securities deposit in accordance with the regulations on trading in financial instruments. The entity keeping the securities deposit shall draw up the list on the basis of lists submitted by entities entitled under regulations on trading in financial instruments, no later than twelve days before the date of the General Meeting (i.e. 13 July 2018) . The lists submitted to the entity keeping the securities deposit shall be drawn up on the basis of certificates on the right to participate in the Company's General Meeting.

The list of shareholders entitled to participate in the General Meeting will be made available in the Company's registered office, at ul. Przyokopowa 33 (Conference Centre in the Wola Center building), 01-208 Warsaw, three workdays before the General Meeting is held, starting from 20 July 2018. The Company's shareholders may demand that a list of shareholders entitled to participate in the General Meeting be sent to them via e-mail free of charge, upon provision of their own e-mail addresses to which such list should be sent. The Company may request that the Shareholder making such demand documents the fact of being a shareholder on the day of making the demand, if such Shareholder is not listed on the list of Shareholders entitled to participate in the General Meeting.

DESCRIPTION OF THE PROCEDURES RELATING TO PARTICIPATION IN THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

Shareholder's right to request putting particular matters on the agenda of the General Meeting

A shareholder or shareholders representing at least 1/20 of the share capital may demand that specific matters be put on the agenda of the General Meeting. Such demand of a Shareholder/Shareholders should be reported to the Management Board in writing or via e-mail no later than twenty-one days before the agreed date of the Meeting, i.e. no later than 04 July 2018. Such demand should include a justification or a draft resolution on the suggested matter or item of the agenda.

The Shareholder(s) demanding that particular matters be put on the agenda must attach a deposit certificate issued by a proper authority to the above demand, and the deposit certificate must confirm the fact that the Shareholder(s) hold(s) the part of the Company's share capital required to make the above demand as of the day the demand is being made. Additionally, in the case of institutional Shareholder(s) or Shareholder(s) being legal persons or other persons whose representation requires submission of relevant documents in accordance with the rules on their representation, it is also required to attach the original or photocopies of such documents to the above demand. In the event of granting further powers of attorney, the continuity of authorization must be proved.

The obligation to attach documents referred to above concerns both the written and e-mail communication of the demand, in the form appropriate for each of the manners of communication */paper document or a photocopy or scan thereof converted to PDF format/*. Demand in the written form together with all attachments should be submitted upon confirmation of receipt in the Company's registered office: ul. Przyokopowa 33, 01-208 Warsaw, or sent to the Company's address: Przyokopowa 33, 01-208 Warsaw, upon confirmation of dispatch and upon confirmation of receipt, or sent to the Company via e-mail to the address: walne.zgromadzenie@noblebank.pl.

The proper date of submission of the above demand will be proved by the date of its submission to the Company, and in the event of using the electronic form - by the date of placing the above demand in the Company's e-mail system. The above demand may be submitted to the Company through a correctly filled and signed relevant form downloaded from the Forms tab on the Company's website <http://gnb.pl/walne-zgromadzenie>, whereas it is necessary to send the form attached in PDF format to comply with the electronic form requirement. The Company may take reasonable actions in order to verify the identity of a Shareholder or Shareholders and validity of the documents sent.

The Management Board will announce the changes to the agenda made upon the above demand immediately, but no later than eighteen days before the agreed date of the General Meeting, i.e. 07 July 2018, whereas the new agenda will be announced in the manner applicable for the announcement of the convening of the General Meeting.

The shareholder's right to submit draft resolutions concerning matters put on the agenda of the General Meeting or matters which are to be put on the agenda before the date of the General Meeting

A shareholder or shareholders representing at least one twentieth of the share capital of the Company may, before the date of the General Meeting, submit their own draft resolutions concerning matters put on the agenda of the General Meeting or matters which are to be put on the agenda before the date of the General Meeting. The above draft resolutions must be submitted to the Company in writing or electronically no later than 24 hours before the date of the General Meeting due to the fact that they need to be announced on the Company's website.

A Shareholder or Shareholders submitting their own draft resolution concerning matters put on the agenda of the General Meeting or matters which are to be put on the agenda before the date of the General Meeting must attach a deposit certificate issued by a proper authority to the above submission, and the deposit certificate must confirm the fact that the Shareholder(s) hold(s) the part of the Company's share capital required to make the above submission.

Additionally, in the case of institutional Shareholder(s) or Shareholder(s) being legal persons or other persons whose representation requires submission of relevant documents in accordance with the rules on their representation, it is also required to attach the original or photocopies of such documents to the above submission. In the event of granting further powers of attorney, the continuity of authorization must be proved.

The obligation to attach documents referred to above concerns both the written and e-mail communication of the submission, in the form appropriate for each of the manners of communication */paper document or a photocopy or scan thereof converted to PDF format/*. Submission in the written form together with all attachments should be submitted upon confirmation of receipt in the Company's registered office: ul. Przyokopowa 33, 01-208 Warsaw, or sent to the Company's address: Przyokopowa 33, 01-208 Warsaw, upon confirmation of dispatch and upon confirmation of receipt, or sent to the Company via e-mail to the address: walne.zgromadzenie@noblebank.pl.

The proper date of submission of the above submission will be proved by the date of its submission to the Company, and in the event of using the electronic form - by the date of placing the above submission in the Company's e-mail system. Submissions may be made to the Company through a correctly filled and signed relevant form downloaded from the Forms tab on the Company's website <http://gnb.pl/walne-zgromadzenie>, whereas it is necessary to send the form attached in PDF format to comply with the electronic form requirement. The Company may take reasonable actions in order to verify the identity of a Shareholder or Shareholders and validity of the documents sent. The Company shall immediately announce the above draft resolutions on its website.

Shareholder's right to submit draft resolutions concerning matters put on the agenda during the General Meeting

During the General Meeting, each Shareholder may submit draft resolutions concerning the matters put on the agenda.

Right to appoint a proxy, forms of power of attorney and manner of giving notice about the granting of powers of attorney in an electronic form together with manners of verifying the validity of powers of attorney

Shareholder may participate in the General Meeting and exercise his/her voting rights in person or by Proxy. Proxy shall exercise all powers of the Shareholder in the General Meeting, unless provided differently in the letter of power of attorney. Proxy may give further powers of attorney if provided so in the letter of power of attorney. Proxy may represent more than one Shareholder and vote differently under the shares of a particular Shareholder. Shareholder of a public company holding shares held in more than one securities account may appoint individual Proxies to exercise the rights under the shares registered in each on the accounts. Shareholder who is not a natural person may participate in the General Meeting and exercise voting rights through a person authorized to make statements of will on its behalf or by Proxy.

Power of attorney to participate in the General Meeting and exercise voting rights must be made in writing or submitted electronically. If the power of attorney is granted in an electronic form, the Shareholder shall inform the Company about this fact via e-mail to the Company's e-mail address: walne.zgromadzenie@noblebank.pl. Specimen form for giving notice about the granting of power of attorney in an electronic form, which after filling in accordance with the instructions contained therein, should be sent by the Shareholder to the Company's e-mail address specified above, is available for downloading on the Company's website in the Forms tab <http://gnb.pl/walne-zgromadzenie>. In the case of

an institutional Shareholder or Shareholder being a legal person or another person whose representation requires submission of relevant documents in accordance with the rules on their representation, it is required to attach the original or photocopies of such documents to the above power of attorney or notice of granting a power of attorney in an electronic form, in the form appropriate for each of the manners of communication */paper document or a photocopy or scan thereof converted to PDF format/*. Notice of granting a power of attorney in an electronic form must be made within 24 hours before the date of the General Meeting due to the fact that it is necessary to complete the verification activities.

A member of the Company's Management Board and a Company's employee may be proxies of a shareholder in the General Meeting. If the proxy in a General Meeting is a member of the Management Board, member of the Supervisory Board, liquidator, Company's employee or member of the Company's bodies or employee of the Company or a cooperative related to the Company, the power of attorney may authorize to represent only at one General Meeting. Proxy is obliged to disclose any circumstances which cause or could cause a conflict of interest to the shareholder. Granting of further powers of attorney shall be excluded.

Validity of the granted powers of attorney will be verified through:

- a. checking the completeness of documents relating to the granted power of attorney, in particular in the case of specific powers of attorney,
- b. checking the correctness of information provided in the form and comparing it with the information contained in the list of persons authorized to participate in the General Meeting,
- c. establishing the compliance of the powers of the persons granting the power of attorney on behalf of a legal entity with the information contained in relevant excerpts from the National Court Register,
- d. confirming the information and thus, confirming the identity of the Shareholder(s) via e-mail or by phone if the power of attorney was granted in an electronic form, and giving a notice about it.

For the purposes of the verification of validity of the granted powers of attorney in an electronic form and verification of identity of the Shareholder, the Company may request the Shareholder to send a scan of the power of attorney in a PDF file or an image file with a photograph of the power of attorney.

In the event of any doubts or other situations calling for explanations, the Company may take other reasonable actions for the purpose of identification of the Shareholder(s) and verification of validity of the presented powers of attorney, notices and documents. The powers of attorney in a paper form */also printed from an electronic form/* shall be attached to the minutes of the General Meeting.

Exercising the voting right by the Proxy using a form

Specimen form for exercising the voting rights by Proxy or giving a Proxy written instructions concerning the votes to be cast by the Shareholder, as referred to in Art. 402(3) (1) (5) and (3) (1)-(4) of the Commercial Companies Code, is available for downloading on the Company's website in the Forms tab <http://gnb.pl/walne-zgromadzenie>.

The aforementioned form, after filling by the Shareholder granting the power of attorney, in the event of open voting in the General Meeting, may be used as a voting card for the Proxy if the Proxy was obliged to do so by the Shareholder. However, in the event of secret voting, a filled form should serve only as a written instruction on the manner of voting by the Proxy in that given voting, and it should be retained by the Proxy. If the Proxy casts the vote using the form, it must be delivered to the Chairman of the General Meeting no later than before the end of the voting on the resolution for which, in accordance with the Shareholder's instructions, the form is to be used. The Chairman of the General Meeting shall inform the General Meeting that the vote was cast using the form and thus the vote shall be taken into account while counting the votes cast in the voting on the given resolution. The form used in a voting shall be attached to the book of minutes.

If the votes in the General Meeting are counted using electronic devices, the form authorizing to exercise the voting rights by the proxy will not be applicable.

Possibility and manner of participation in a general meeting using electronic means of communication

The Bank's Statutes and General Meeting Rules and Regulations provide for a possibility to participate in the General Meeting using electronic means of communication. In each case, the possibility to participate in the General Meeting using electronic means of communication shall be decided by the Management Board.

Due to the lack of good technical solutions and therefore a risk of irregularities in the order of the meeting (e.g. relating to identification of the shareholders, stability of connection), the Management Board does not provide for the possibility to participate in the General Meeting using electronic means of communication.

The Shareholders and persons interested in the course of the General Meeting will be able to follow the discussions in a live transmission available on the Bank's website, linked on that website.

Manner of speaking during general meeting using electronic means of communication

The Bank's Statutes and the General Meeting Rules and Regulations provide for a possibility to speak during the General Meeting using electronic means of communication. In each case, such possibility shall be decided by the Management Board.

Due to the lack of good technical solutions and therefore a risk of irregularities in the order of the meeting (e.g. relating to identification of the shareholders, stability of connection), the Management Board does not provide for the possibility to speak during the General Meeting using electronic means of communication.

Manner of exercising voting rights by mail or using electronic means of communication

The Bank's Statutes and the General Meeting Rules and Regulations provide for a possibility to exercise voting rights during the General Meeting using electronic means of communication. In each case, such possibility shall be decided by the Management Board.

Due to the lack of good technical solutions and therefore a risk of irregularities in the order of the meeting (e.g. relating to identification of the shareholders, stability of connection), the Management Board does not provide for the possibility to exercise voting rights during the General Meeting using electronic means of communication.

The General Meeting Rules and Regulations do not provide for a possibility to cast a vote at the General Meeting by mail.

PROPOSED AMENDMENTS TO THE COMPANY STATUTES

The General Meeting is hereby presented with the proposed amendments to the Bank's Statutes:

a) §25 (2)-(3) shall have the following new wording:

"§ 25

2. *The Bank's Management Board shall design, implement and ensure operation of an adequate and efficient internal control system.*
3. *The purpose of the internal control system shall be to support the decision-making processes, enabling to ensure:*
 - a. *efficient and effective operation of the Bank,*
 - b. *reliable financial reporting,*
 - c. *compliance with the principles of risk management in the Bank,*
 - d. *compliance of the Bank's operations with the law, prudential regulations, internal regulations and market standards."*

b) §25 (5) shall have the following new wording:

"§ 25

5. *The internal control system includes:*
 - 1) *control function, consisting of control mechanisms, independent monitoring of compliance with the control mechanisms as well as reporting,*
 - 2) *compliance unit, whose task it is to identify, evaluate (through measurement or estimation), monitor and report the risk of non-compliance and to design non-compliance risk control mechanisms,*
 - 3) *internal audit, whose task it is to examine and assess, in an independent and objective manner, the adequacy and effectiveness of the internal control system and to provide opinions on the Bank's management system, including the effectiveness of the management of risks associated with the Bank's activities."*

c) §26 (1)-(2) of the Bank's Statutes shall have the following new wording:

“§ 26

1. *The status of the Internal Audit Department and the compliance unit shall guarantee autonomy and objectivity of its operations and powers necessary to carry out their tasks.*
2. *The Internal Audit Department and the compliance unit report directly to the President of the Bank’s Management Board.”*

d) § 29 (1) of the Statutes in connection with the increase in the share capital by issuance of D-series shares through open offering with the exclusion of pre-emptive rights of the shareholders shall have the following wording:

“§ 29

1. *The Company’s share capital is PLN 2,751,630,417.90 (in words: two billion seven hundred fifty one million six hundred thirty thousand four hundred seventeen and 90/100) and it is divided into:*

- a) *883,381,106 (eight hundred eighty three million three hundred eighty one thousand one hundred six) A-series shares,*
- b) *18,315,019 (eighteen million three hundred fifteen thousand nineteen) B-series shares,*
- c) *69,597,068 (sixty nine million five hundred ninety seven thousand sixty eight) C-series shares and*
- d) *36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) D-series shares, each share of the nominal value of PLN 2.73 (two point seventy three).”*

e) § 29 (1) of the Statutes in connection with the increase in the share capital by issuance of E-series shares through open offering with the exclusion of pre-emptive rights of the shareholders shall have the following wording:

“§ 29

1. *The Company’s share capital is PLN 2,851,630,418.91 (in words: two billion eight hundred fifty one million six hundred thirty thousand four hundred eighteen and 91/100) and it is divided into:*

- a) *883,381,106 (eight hundred eighty three million three hundred eighty one thousand one hundred six) A-series shares,*
- b) *18,315,019 (eighteen million three hundred fifteen thousand nineteen) B-series shares,*
- c) *69,597,068 (sixty nine million five hundred ninety seven thousand sixty eight) C-series shares*
- d) *36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) D-series shares and*
- e) *36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) E-series shares, each share of the nominal value of PLN 2.73 (two point seventy three).”*

Detailed information on the amendments to the statutes together with justification is can be found in the “Documentation submitted at the General Meeting” available at the website <http://gnb.pl/walne-zgromadzenie>.

PLACE WHERE THE INFORMATION CONCERNING THE GENERAL MEETING IS AVAILABLE

The documentation submitted at the General Meeting and draft resolutions are available at the website <http://gnb.pl/walne-zgromadzenie>.

Getin Noble Bank S.A. Management Board’s notice of convocation of the Extraordinary General Meeting is available on the website <http://gnb.pl/walne-zgromadzenie>

All information concerning the General Meeting is available on the website <http://gnb.pl/walne-zgromadzenie>.

Comments of the Company’s Management Board or Supervisory Board relating to matters included in the agenda of the General Meetings or matters which are to be included in the agenda before the date of the General Meetings will be available on the Company’s website immediately after being drawn up.