

**Attachment No. 1 to the Merger Plan
of Getin Noble Bank S.A. and BPI Bank Polskich Inwestycji S.A.**

**Resolution No. XXVII/.../06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated ... June 2018**

on merger of Getin Noble Bank Spółka Akcyjna and BPI Bank Polskich Inwestycji Spółka Akcyjna

On the basis of Article 492(1)(1) and Article 506(1) and 506(2), Article 515 and Article 516(6) of the Code of Commercial Companies and Partnerships ("Code"), the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

On the basis of Article 506(1) of the Code, after examination of the Merger Plan (Attachment No. 1 to this Resolution), the Annual General Meeting of Getin Noble Bank S.A. hereby adopts the merger of the Company as acquiring company and BPI Bank Polskich Inwestycji Spółka Akcyjna with its registered office in Warsaw (01-208), at Przyokopowa 33, entered into the Register of Entrepreneurs of the National Court Register under KRS number 0000237641 ("BPI Bank") as the target company.

§2.

On the basis of Article 506(4) of the Code, the General Meeting gives consent to the Merger Plan agreed between the Company and BPI Bank on 9 May 2018.

§3.

The merger shall be effected under Article 492(1)(1) and Article 515(1) together with Article 516(6) of the Code by a transfer of all the assets of BPI Bank to the Company.

§4.

The merger shall be effected without an increase of the share capital of the Company.

§5.

The Company shall not give any rights to shareholders or any entitled persons at BPI Bank.

§6.

No special benefits shall be given to members of the bodies of the merging companies or to any persons participating in the merger.

§7.

The Annual General Meeting hereby authorizes and obliges the Management Board to take all necessary steps to conduct the merger according to this Resolution, Merger Plan and binding laws.

§8.

The resolution comes into force on the day of its adoption whereas the merger shall be effected on the day the merger is entered into the court of registration with jurisdiction over the seat of the Company under the condition the Polish Financial Supervision Authority agrees to the merger according to Article 124(1) of the Banking Law.