

**Attachment No. 2 to the Merger Plan  
of Getin Noble Bank S.A. and BPI Bank Polskich Inwestycji S.A.**

**Resolution No. .../2018  
of the Extraordinary General Meeting of BPI Bank Polskich Inwestycji Spółka Akcyjna  
dated ... June 2018**

**on merger of BPI Bank Polskich Inwestycji Spółka Akcyjna and Getin Noble Bank 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 Extraordinary General Meeting of BPI Bank Polskich Inwestycji Spółka Akcyjna 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 Extraordinary General Meeting of BPI Bank Polskich Inwestycji Spółka Akcyjna hereby adopts the merger of the Company as target company and Getin Noble Bank 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 0000304735 ("Getin Noble Bank") as acquiring 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 Getin Noble 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 the Company to Getin Noble Bank.

§4.

The merger shall be effected without an increase of the share capital of Getin Noble Bank.

§5.

Getin Noble Bank shall not give any rights to shareholders or any entitled persons at the Company.

§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 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 Getin Noble Bank under the condition the Polish Financial Supervision Authority agrees to the merger according to Article 124(1) of the Banking Law.