

Draft resolution notified by the shareholder:

**Resolution No. IV/09/10/2014
of the Extraordinary General Meeting of Getin Noble Bank S.A.
dated 9 October 2014
on amendments to the Articles of Association of the Company**

On the basis of Article 430(1) of the Code of Commercial Companies and Partnerships and on the basis of Article 6(7)(1) of the Articles of Association of Getin Noble Bank S.A., the Extraordinary General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Extraordinary General Meeting of Getin Noble Bank S.A. hereby amends the Articles of Association of Getin Noble Bank S.A. as follows:

1) Article 3(2 and 3) in the following wording is deleted:

“2. The Bank shall operate in the territory of the Republic of Poland.

3. The Bank may establish branches in the territory of the Republic of Poland.”

and Article 3 (2 and 3) is read as follows:

“2. The Bank shall operate in the territory of the Republic of Poland and abroad.

3. The Bank may establish branches in the territory of the Republic of Poland and abroad.”

2) Article 4(3)(15) in the following wording is deleted: „15) perform agency services in selling and repurchasing investment funds participation units as well as participation units in foreign investment funds;”

and Article 4(3)(15) is read as follows:

„15) perform agency services in selling and repurchasing investment funds participation units as well as participation units in foreign investment funds as well as carrying out subscription for investment funds participation units and investment funds investment certificates;”.

§2.

On the basis of Article 430(5) of the Polish Commercial Code of Companies and Partnerships, the General Meeting hereby authorizes the Supervisory Board to adopt the uniform text of the Articles of Association of the Company.

§3.

The resolution comes into force after the Polish Financial Supervision Authority consents to the abovementioned amendments to the Articles of Association of Getin Noble Bank S.A. and according to Article



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430(1) of the Polish Commercial Code of Companies and Partnerships on the date the amendments to the Articles of Association are entered into the register of entrepreneurs of the National Court Register.