

**DRAFT RESOLUTIONS**

**OF THE EXTRAORDINARY GENERAL MEETING  
OF GETIN NOBLE BANK S.A.**

**TOGETHER WITH JUSTIFICATION**

The Management Board of Getin Noble Bank S.A. ("Bank", "Company") hereby presents draft resolutions of the Extraordinary General Meeting convened to be held on 29 October 2020 together with justification, in accordance with §2(3) of the General Meeting Rules and Regulations and Best Practices of the Companies Listed on WSE 2016 (I.Z.1.17, IV.Z.9.):

- draft resolution on the election of the Chairman;
- draft resolution on the adoption of the agenda;
- draft resolution (resolutions) on the request by the Polish Financial Supervision Authority to remove Mr Leszek Czarnecki from the composition of the Supervisory Board of Getin Noble Bank S.A. and on a change in the composition of the Bank's Supervisory Board relating to the request;
- draft resolution (resolutions) on the appointment of Members of the Bank's Supervisory Board;
- adoption of a resolution on the assessment of collective suitability of the Bank's Supervisory Board;

**Resolution No .../29/10/2020  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
of 29 October 2020**

**on the election of the Chairman of the General Meeting**

**§1.**

Pursuant to Article 409 §1 of the Commercial Companies Code Act [hereinafter referred to as the “Commercial Companies Code” or “**CCC**”], the General Meeting elects Mr/Ms ..... Chairman of the General Meeting.

**§2.**

The resolution shall enter into force on the date of its adoption.

***Justification of the draft resolution of the EGM:***

*The draft resolution addresses formal issues. The Chairman of the General Meeting shall be elected from among persons entitled to participate in the General Meeting. Adoption of a resolution on this matter is an indispensable element of a correctly held General Meeting.*

**Resolution No .../29/10/2020  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
of 29 October 2020**

**on the adoption of the agenda of the General Meeting**

**§1.**

The General Meeting adopts the agenda agreed and announced on the Company's website on [•] September 2020, in the following wording:

1. Opening of the session.
2. Election of the Chairman.
3. Stating that the Extraordinary General Meeting is duly convened and capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution on the request by the Polish Financial Supervision Authority to remove Mr Leszek Czarnecki from the composition of the Supervisory Board of Getin Noble Bank S.A. and on a change in the composition of the Bank's Supervisory Board relating to the request
6. Adoption of resolutions on the appointment of Members of the Bank's Supervisory Board.
7. Adoption of a resolution on the assessment of collective suitability of the Bank's Supervisory Board.
8. Closing of the session.

**§2.**

The resolution shall enter into force on the date of its adoption.

***Justification of the draft resolution of the EGM:***

*The draft resolution addresses formal issues. The General Meeting deliberates in accordance with the agreed agenda. Pursuant to Article 404 §1 of the Commercial Companies Code ("CCC"), no resolution may be adopted on matters not included in the agenda, unless the entire share capital is represented at the General Meeting and no person present objected to the adoption of the resolution. Having established that the General Meeting has been correctly convened and is capable of adopting resolutions, the Chairman presents the agenda to the persons gathered. In view of the above, adoption of the proposed resolution is also essential to ensure the correct holding of the General Meeting.*

**Resolution No .../29/10/2020  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
of 29 October 2020**

**on the request by the Polish Financial Supervision Authority to remove Mr Leszek Czarnecki from the composition of the Supervisory Board of Getin Noble Bank S.A. and on a change in the composition of the Bank's Supervisory Board relating to the request**

Pursuant to Article 385 § 1 of the Commercial Companies Code, Article 22d par. 1 of the Banking Law Act of 29 August 1997 (Journal of Laws of 2019, item 2357, as amended) and §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. ("**Bank**"), the General Meeting of the Bank hereby resolves as follows:

**§1.**

In response to the request by the Polish Financial Supervision Authority dated 25 September 2020 addressed to the Bank's General Meeting and concerning dismissal of a Member of the Bank's Supervisory Board, Mr Leszek Czarnecki - Chairman of the Bank's Supervisory Board, the Bank has decided to remove Mr Leszek Czarnecki from the composition of the Bank's Supervisory Board.

**§2.**

This resolution shall enter into force upon its adoption.

**NOTE:** The following resolution will be put to the vote if the above resolution on dismissal of the Member of the Supervisory Board is rejected, i.e. if the majority of votes is cast against the resolution.

**Resolution No .../29/10/2020  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
of 29 October 2020**

**on the request by the Polish Financial Supervision Authority to remove Mr Leszek Czarnecki from the composition of the Supervisory Board of Getin Noble Bank and on a change in the composition of the Bank's Supervisory Board relating to the request**

Pursuant to Article 385 § 1 of the Commercial Companies Code, Article 22d par. 1 of the Banking Law Act of 29 August 1997 (Journal of Laws of 2019, item 2357, as amended) and §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. ("**Bank**"), the Extraordinary General Meeting of the Bank hereby resolves as follows:

**§1.**

In response to the request by the Polish Financial Supervision Authority dated 25 September 2020 addressed to the Bank's General Meeting and concerning dismissal of a Member of the Bank's Supervisory Board, Mr Leszek Czarnecki - Chairman of the Bank's Supervisory Board, the Bank has decided not to allow the request and not to remove Mr Leszek Czarnecki from the composition of the Bank's Supervisory Board.

**§2.**

The General Meeting upholds the assessment of suitability of Mr Leszek Czarnecki expressed in resolution No XXII/29/05/2020 of the Ordinary General Meeting of Getin Noble Bank S.A. of 29 May 2020 on the appointment of a Member of the Supervisory Board of Getin Noble Bank S.A.

**§3.**

This resolution shall enter into force upon its adoption.

***Justification of the draft resolution of the EGM:***

*This resolution is a result of the request by the Polish Financial Supervision Authority (PFSA) sent on 25 September 2020 to the General Meeting of Shareholders of Getin Noble Bank S.A. to dismiss a Member of the Bank's Supervisory*

*Board, Mr Leszek Czarnecki, Chairman of the Bank's Supervisory Board, in connection with failure, in the PFSA's opinion, to meet the requirements set forth in Article 22aa of the Banking Law Act of 29 August 1997. The Bank informed about that fact in current report No 24/2020 of 25 September 2020, which is available here: <https://www.gnb.pl/raporty/raporty-biezace/raport-biezacy-nr-242020.html>*

*On the basis of Article 385 § 1 of the Commercial Companies Code, dismissal of a Member of the Supervisory Board requires a resolution of the General Meeting.*

*Considering that the General Meeting should comment on the request by the Polish Financial Supervision Authority, the Bank presents alternative draft resolutions to the General Meeting.*

**Resolution No .../29/10/2020  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
of 29 October 2020**

**on the appointment of a Member of the Supervisory Board of Getin Noble Bank S.A.**

Pursuant to Article 385 §1 of the Commercial Companies Code, §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. ("Bank") and Article 22 par. 2 of the Banking Law Act of 29 August 1997, the General Meeting of the Bank hereby resolves as follows:

**§1.**

[.....] shall be appointed as Member of the Supervisory Board of Getin Noble Bank S.A. for a three-year joint term of office.

**§2.**

The General Meeting believes that the person named in §1 has the adequate knowledge, skills and experience to perform the function of a Member of the Supervisory Board of Getin Noble Bank S.A., guarantees proper fulfillment of the duties related to the performance of the function and meets other requirements set forth in Article 22aa of the Banking Law Act. He also has the features and competences that are relevant in terms of the need to ensure the correct implementation of tasks by the Supervisory Board as a whole.

**§3.**

The resolution shall enter into force on the date of its adoption.

***Justification of the draft resolution of the EGM:***

*On the basis of Art. 385 § 1 of the CCC, appointment of Members of the Supervisory Board requires a resolution of the General Meeting.*

*The appointment of a new Member of the Supervisory Board is meant to ensure continuity of the Bank's supervisory body and reduce the risk associated with the minimum number of Supervisory Board Members required by the Bank's Articles of Association.*

*In accordance with Article 22 par. 2 of the Banking Law Act of 29 August 1997 and the "Assessment policy for the suitability of persons performing key functions at Getin Noble Bank S.A." in force at the Bank, when appointing members of the Supervisory Board, the General Meeting is required to take into account the assessment of the candidates' meeting of the suitability requirements.*

*The General Meeting assesses a candidate for a Member of the Supervisory Board on the basis of the submitted documents and recommendations.*

**Resolution No .../29/10/2020  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
of 29 October 2020**

**on the assessment of collective suitability of the Supervisory Board of Getin Noble Bank S.A.**

Acting on the basis of § 6 par. 7 (13) of the Bank's Articles of Association in conjunction with Article 22aa of the Banking Law Act of 29 August 1997 and having regard to the European Securities and Markets Authority and the European Banking Authority guidelines on the assessment of the suitability of members of the management body and key function holders (ESMA71-99-598 EBA/GL/2017/12, 21/03/2018), the Extraordinary General Meeting hereby resolves as follows:

**§1.**

The collective suitability of the composition of the Supervisory Board of Getin Noble Bank S.A. appointed by the Ordinary General Meeting of 29 May 2020 and supplemented by the candidates appointed by resolutions of the Bank's Extraordinary General Meeting of ... October 2020 is hereby confirmed.

**§2.**

The resolution shall enter into force on the date of its adoption.

***Justification of the draft resolution of the EGM:***

*Having regard to the decisions made under the Resolution of the Extraordinary General Meeting of Getin Noble Bank S.A. on the request by the Polish Financial Supervision Authority to remove Mr Leszek Czarnecki from the composition of the Supervisory Board of Getin Noble Bank and on a change in the composition of the Bank's Supervisory Board relating to the request, as well as the Resolution/Resolutions of the Extraordinary General Meeting of Getin Noble Bank S.A. on the appointment of a member (members) of the Supervisory Board of Getin Noble Bank S.A., and also in view of the provisions of the "Assessment policy for the suitability of persons performing key functions at Getin Noble Bank S.A." in force at the Bank and the European Securities and Markets Authority and the European Banking Authority guidelines on the assessment of the suitability of members of the management body and key function holders (ESMA71-99-598 EBA/GL/2017/12, 21/03/2018) and the "Methodologies of the assessment of suitability of members of supervised entities" developed and applied by the Polish Financial Supervision Authority, the Extraordinary General Meeting, irrespective of the assessment of suitability referred to in Article 22aa of the Banking Law Act of 29 August 1997, should assess collective suitability of the Supervisory Board as a body. In pursuance of the above, this draft resolution has been put on the agenda of the Extraordinary General Meeting.*