



Getin Noble Bank S.A.

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**DRAFT RESOLUTIONS
OF THE GENERAL ANNUAL MEETING
OF GETIN NOBLE BANK S.A.**

**Resolution No. I/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on election of the Chairperson of the General Meeting

§1.

On the basis of Article 409 § 1 of the Polish Code of Commercial Companies and Partnerships (Journal of Laws 2000 No. 94, item 1037) ("Code of Commercial Companies and Partnerships ") and on the basis of § 24 of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting hereby elects Mr./Ms. Chairperson of the General Meeting.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. II/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on adoption of the Agenda of the General Meeting

§1.

The Annual General Meeting hereby adopts the Agenda, determined and published on the Company's website on 16 May 2013, as follows:

1. To open the Meeting.
2. To elect the Chairperson.
3. To acknowledge that the Meeting has been convened properly and has the power to adopt resolutions.
4. To adopt the Agenda of the Meeting.
5. To present the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A. and the Supervisory Board's report for the financial year 2012 containing the following: an assessment of the Management Board's report on Getin Noble Bank's activities and Getin Noble Bank's financial statements for the financial year 2012, an assessment of the Management Board's motion regarding the allocation of profit.
6. To adopt a resolution to consider and approve the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A. and the Supervisory Board's report for the financial year 2012 containing the following: an assessment of the Management Board's report on Getin Noble Bank S.A. activities and Getin Noble Bank S.A. financial statements for the financial year 2012, and an assessment of the Management Board's motion regarding the allocation of profit.
7. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2012.
8. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2012.
9. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2012.
10. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year 2012.
11. To consider the motion of the Management Board of Getin Noble Bank S.A. regarding the allocation of the Bank's profit for the financial year 2012.
12. To adopt a resolution to allocate profit for the financial year 2012.
13. To adopt resolutions to give consent to the purchase of the Company's own shares by the Company, to determine the rules of the share purchase by the Company and to give necessary authorization to the Management Board of the Company.
14. To adopt resolutions to acknowledge fulfillment of duties by the members of the Management Board of Getin Noble Bank S.A. in the financial year 2012.
15. To adopt resolutions to acknowledge fulfillment of duties by the members of the Supervisory Board of Getin Noble Bank S.A. in the financial year 2012.

16. To adopt a resolution to appropriate revaluation reserve of the managerial option program to reserve capital.
17. To adopt a resolution to adopt a uniform text of the Articles of Association of Getin Noble Bank S.A.
18. To close the Meeting.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. III/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on consideration and approval of the Supervisory Board's brief assessment of the situation of the Company and the "Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2012" containing the assessment of the Management Board's report on Getin Noble Bank S.A. activities and Getin Noble Bank S.A. financial statements for the financial year 2012

On the basis of Article 382(3) and Article 395(5) of the Code of Commercial Companies and Partnerships the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. hereby approves the Supervisory Board's brief assessment of the situation of the Company and the "Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2012" containing the following: the assessment of the Management Board's report on Getin Noble Bank S.A. activities and Getin Noble Bank's financial statements for the financial year 2012 and the assessment of the Management Board's motion regarding the allocation of profit.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. IV/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

**on consideration and approval of the Management Board's report on the activities
of Getin Noble Bank S.A. in the financial year 2012**

On the basis of Article 393(1) and Article 395(2)(1) of the Code of Commercial Companies and Partnerships the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2012 hereby approves the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. V/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

**on consideration and approval of Getin Noble Bank S.A. financial statements
for the financial year 2012**

On the basis of Article 393(1) and Article 395(2)(1) of the Code of Commercial Companies and Partnerships the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of Getin Noble Bank S.A. financial statements for the financial year 2012 hereby approves Getin Noble Bank S.A. unit financial statements for the financial year 2012 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2012 and ending on 31 December 2012, which shows net profit of PLN 310.957 thousand,
- 2) statements on the total revenue for the period starting on 1 January 2012 and ending on 31 December 2012, which show total net revenue of PLN 164.000 thousand,
- 3) statements on the financial situation as at 31 December 2012, which assets and liabilities equal PLN 59.188.181 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2012 and ending on 31 December 2012, which shows the net increase in equity at PLN 449.235 thousand,
- 5) cash flow statements for the period starting on 1 January 2012 and ending on 31 December 2012, which shows the net increase of cash at PLN 730.894 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

The resolution comes into force on the day of its adoption.

**Resolution No. VI/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

**on consideration and approval of the Management Board's report on the activities
of Getin Noble Bank S.A. Capital Group in the financial year 2012**

On the basis of Article 395(5) of the Code of Commercial Companies and Partnerships the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2012 hereby approves the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. VII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

**on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements
for the financial year 2012**

On the basis of Article 395(5) of the Code of Commercial Companies and Partnerships the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2012 hereby approves Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2012 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2012 and ending on 31 December 2012, which shows net profit of PLN 385.776 thousand,
- 2) statements on the total revenue for the period starting on 1 January 2012 and ending on 31 December 2012, which show total net revenue of PLN 238.188 thousand,
- 3) statements on the financial situation as at 31 December 2012, which assets and liabilities equal PLN 58.794.443 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2012 and ending on 31 December 2012, which shows the net increase in equity at PLN 494.437 thousand,
- 5) cash flow statements for the period starting on 1 January 2012 and ending on 31 December 2012, which shows the net increase of cash at PLN 831.201 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

The resolution comes into force on the day of its adoption.

**Resolution No. VIII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on allocation of profit for the financial year 2012

On the basis of Article 395(2)(2) of the Code of Commercial Companies and Partnerships and on the basis of § 34(1) of the Articles of Association of Getin Noble Bank S.A. and considering the Supervisory Board's assessment of the Management Board's motion the Annual General Meeting adopts as follows:

§ 1.

1. The Annual General Meeting of Getin Noble Bank S.A. hereby decides to allocate the net profit of Getin Noble Bank S.A. for the financial year 2012 in the amount of PLN 310,956,610.34 (in words: three hundred and ten million nine hundred fifty-six thousand six hundred and ten zloty and thirty four) in full for an undivided net loss of Getin Noble Bank S.A. from previous years resulting from operational loss of Get Bank S.A. (formerly: Allianz Bank Polska S.A.).
2. The Annual General Meeting of Getin Noble Bank S.A. hereby decides to cover the remaining undivided net loss of Getin Noble Bank S.A. from previous years resulting from operational loss of Get Bank S.A. (formerly: Allianz Bank Polska S.A.) in the amount of PLN 193,518,208.25 (in words: one hundred ninety-three million five hundred eighteen thousand two hundred and eight zloty twenty five) from the reserve fund.

§ 2.

The resolution comes into force on the day of its adoption.

**Resolution No. IX/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on consent to the purchase of the Company's own shares by the Company, to determine the rules of the share purchase by the Company and to give necessary authorization to the Management Board of the Company

The Annual General Meeting acting on the basis of Article 362(1)(8) and Article 393(6) of the Polish Code of Commercial Companies and Partnerships as well as taking into consideration the provisions of Commission Regulation (Ec) No. 2273/2003 of 22 December 2003 implementing Directive 2003/6/EC of the European Parliament and of the Council as regards exemptions for buy-back programs and stabilization of financial instruments (Journal of Laws L 336 dated 23 December 2003, page 33), hereby adopts as follows:

§ 1

[Consent to the purchase of own shares by the Company]

The Annual General Meeting hereby gives consent to the purchase by the Company of its own shares on conditions determined in this Resolution.

§ 2

[Conditions of the purchase of own shares by the Company]

The Annual General Meeting hereby determines the following conditions of the purchase of own shares by the Company within authorization given in this Resolution ["**Buy-back Program**"]:

1. The subject of the purchase of own shares by the Company may be only fully paid bearer shares all series which have been introduced to public trading on the regulated market run by the Warsaw Stock Exchange S.A. with its registered office in Warsaw and labeled with the ISIN code: ISIN PLGETBK00012 assigned by the National Depository for Securities S.A. with its registered office in Warsaw ["**Shares**"].
2. The maximum number of Shares to be purchased by the Company within the Buy-back Program amounts to 86.666.000 (eighty-six million six hundred sixty-six thousand), which constitutes 3,27 % of the share capital of the Company. As at the day of the adoption of this Resolution, the Company does not own any shares issued by the Company. At any time of the Buy-back Program, the total nominal value of the Company's own shares purchased by the Company within the Buy-back Program and owned by the Company and purchased off the Buy-back Program shall not exceed 20% of the share capital of the Company.

3. The price at which the Company can purchase Shares within the Buy-back Program cannot be lower than PLN 1.50 (one zloty fifty) and higher than PLN 2.50 (two zloty and fifty) per one Share.
4. The total price for the maximum number of Shares which can be purchased by the Company within the Buy-back Program plus the purchase costs cannot be higher than PLN 131,000,000.00 (one hundred thirty-one million zloty).
5. The Buy-back Program can be realized within the next six months from the adoption of this Resolution, i.e. till 12 December 2013. The Buy-back Program can be realized within the mentioned period on a one-off basis (in full) or in parts (in tranches) at the date or dates freely determined by the Management Board of the Company as a result of authorization given in this Resolution. The duration of the Buy-back Program can be shortened by the Management Board of the Company by consent of the Supervisory Board of the Company given in the form of a resolution. The Management Board of the Company can also by prior consent of the Supervisory Board of the Company given in the form of a resolution resign from the purchase of Shares in whole or in parts. In case of any of the decisions mentioned above taken by the Management Board of the Company, the Management Board of the Company is obliged to report such decision in the term and form consistent with binding provisions of law which apply to the Company.
6. The Buy-back Program shall be realized from the Company's own funds.
7. In order to finance the Buy-back Program, in accordance with the provisions of Article 362(2)(3) the Code of Commercial Companies and Partnerships, the Annual General Meeting hereby decides to create the reserve fund to pay the price for the Shares purchased by the Company within the Buy-back Program and to cover their purchase costs in the total amount of PLN 131,000,000.00 (one hundred thirty-one million zloty) ["**Reserve Capital**"]. Taking into consideration the above, the Annual General Meeting hereby separates the amount of PLN 4,992,811.28 (four million nine hundred ninety-two thousand eight hundred eleven zloty and twenty-eight) from unemployed reserve capital intended for the buy-back of own shares and the amount of PLN 126,007,188.72 (one hundred twenty-six million seven thousand one hundred eighty-eight zloty and seventy-two) from supplementary capital created from funds as referred to in Article 348(1) the Code of Commercial Companies and Partnerships and decides to allocate it in full for the Reserve Capital.
8. The purchase of Shares within the Buy-back Program shall be made outside the regulated market run by the Warsaw Stock Exchange S.A.

§ 3

[Authorisation for the Management Board of the Company]

The Annual General Meeting hereby authorizes the Management Board of the Company to take all necessary decisions and to take any actions (actual or legal) aiming at fulfillment of the Buy-back Program and purchase of Shares in accordance with this Resolution, including in particular specifying detailed rules of the Shares purchase in the scope not covered by this Resolution, as well as to conclude a brokerage agreement with the investment company (brokerage house) chosen by the Management Board of the Company to realize the Buy-back Program.

§ 4

[Entry into force of the Resolution]

The resolution comes into force on the day of its adoption.

**Resolution No. X/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Krzysztof Rosiński

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Krzysztof Rosiński in connection with performing the following functions:

- 1) the President of the Management Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) the Vice-President of the Management Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 1 June 2012 to 19 June 2012;

- 3) the Vice-President acting President of the Management Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 20 June 2012 to 31 December 2012;
- 4) the Chairman of the Supervisory Board of Get Bank S.A. from 1 January 2012 to 2 January 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XI/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Radosław Stefurak

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Radosław Stefurak in connection with performing the following functions:

- 1) a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) the President of the Management Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 1 January 2012 to 20 May 2012;
- 3) a Member of the Management Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 20 June 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Karol Karolkiewicz

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Karol Karolkiewicz in connection with performing the following functions:

- 1) a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) a Member of the Management Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 01 January 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XIII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Radosław Radowski

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Radosław Radowski – a Member of the Management Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 1 January 2012 to 31 May 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XIV/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Grzegorz Słoka

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Grzegorz Słoka – a Member of the Management Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 1 January 2012 to 20 June 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XV/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Marcin Dec

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Marcin Dec – a Member of the Management Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 1 January 2012 to 31 May 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XVI/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Maurycy Kühn

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Maurycy Kühn in connection with performing the following functions:

- 1) a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) a Member of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 1 January 2012 to 2 January 2012;

- 3) a Member of the Management Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 1 June 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XVII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Krzysztof Spyra

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Krzysztof Spyra in connection with performing the following functions:

- 1) a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) a Member of the Management Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 1 June 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XVIII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Maciej Szczechura

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Maciej Szczechura in connection with performance of the following functions:

- 1) a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) a Member of the Management Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 1 June 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XIX/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Grzegorz Tracz

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Grzegorz Tracz in connection with performance of the following functions:

- 1) a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) a Member of the Management Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 1 June 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

Resolution No. XX/12/06/2013

**of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Leszek Czarnecki

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Leszek Czarnecki in connection with performance of the following functions:

- 1) the Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) a Member of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 02 January 2012 to 11 January 2012;
- 3) the Chairman of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 12 January 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXI/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Remigiusz Baliński

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Remigiusz Baliński in connection with performance of the following functions:

- 1) a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) a Member of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 02 January 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Michał Kowalczewski

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Michał Kowalczewski in connection with performance of the following functions:

- 1) a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2012 to 31 May 2012;
- 2) a Member of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 02 January 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXIII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Rafał Juszcak

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Rafał Juszcak in connection with performance of the following functions:

- 1) a Member of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 02 January 2012 to 11 January 2012;
- 2) the Deputy Chairman of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 12 January 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXIV/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Longin Kula

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Longin Kula in connection with performance of the function of a Member of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 02 January 2012 to 09 July 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXV/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Jacek Lisik

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Jacek Lisik in connection with performance of the function of a Member of the Supervisory Board of Getin Noble Bank S.A. (formerly: Get Bank S.A.) from 10 July 2012 to 31 December 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXVI/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Jakub Malski

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Jakub Malski in connection with performance of the function of a Member of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 01 January 2012 to 02 January 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXVII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Łukasz Chojnacki

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Łukasz Chojnacki in connection with performance of the function of a Member of the Supervisory Board of Get Bank S.A. (currently: Getin Noble Bank S.A.) from 01 January 2012 to 02 January 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXVIII/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Radosław Boniecki

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Radosław Boniecki in connection with performance of the function of the Deputy Chairman of the Supervisory Board of Getin Noble Bank S.A.) from 01 January 2012 to 31 May 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXIX/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on acknowledgement of fulfillment of duties by Mr. Dariusz Niedośpiał

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2012 by Mr. Dariusz Niedośpiał in connection with performance of the function of the Deputy Chairman of the Supervisory Board of Getin Noble Bank S.A.) from 01 January 2012 to 31 May 2012.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXX/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on appropriation of revaluation reserve of the managerial option program to reserve capital

On the basis of § 31 of the articles of Association of Getin Noble Banku S.A. („Bank”) and positive opinion of the Supervisory Board of the Company expressed in the Resolution No. 45/2013 dated 16 May 2013, the Annual General Meeting hereby adopts as follows:

§1.

The Annual General Meeting decides to appropriate the revaluation reserve of the managerial option program of Getin Noble Banku S.A. in the amount of PLN 7,381,867.30 (in words: seven million three hundred eighty-one thousand eight hundred sixty-seven zloty and thirty-eight) to increase the reserve capital of the Bank.

§2.

The resolution comes into force on the day of its adoption.

**Resolution No. XXXI/12/06/2013
of the Annual General Meeting of Getin Noble Bank S.A.
dated 12 June 2013**

on adoption of the uniform text of the Articles of Association of the Company

§1.

The Annual General Meeting of Getin Noble Bank S.A. on the basis of Article 6(7)(1) of the Articles of Association of the Company decides to adopt the uniform text of the Article of Association of the Company including amendments resulting from Resolution No. III/10/07/2012, No. IV/10/07/2012 and No. V/10/07/2012 adopted by the Extraordinary General Meeting of the Company and according with the statement of the Members of the Management Board dated [...] May 2013 made in a form of a notary on the amount of the share capital after allotment of J- and K-series shares and final determination of the share capital in the Articles of Association of the Company, as follows:

**ARTICLES OF ASSOCIATION
of Getin Noble Bank Spółka Akcyjna**

CHAPTER 1

GENERAL PROVISIONS

Article 1

Getin Noble Bank Spółka Akcyjna, hereinafter referred to as the "Bank" or the "Company" is a bank organized as a joint-stock company under applicable provisions of law including, without limitation, the Polish Banking Law, the Polish Commercial Companies Code and these Articles of Association.

Article 2

The name of the Bank shall be: "Getin Noble Bank Spółka Akcyjna". The Company may use an abbreviated form of its name: "Getin Noble Bank S.A."

Article 3

- 1. The registered office of the Bank shall be in the city of Warsaw.*
- 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.*
- 4. The duration of the Company shall be perpetual.*

CHAPTER 2

BUSINESS ACTIVITY OF THE BANK

Article 4

- 1. The Bank's business shall include banking activities and other financial services in domestic or foreign dealings.*
- 2. The Bank's business shall include the following banking activities:*

- 1) *accepting cash deposits payable on demand or on maturity date and keeping accounts for such deposits,*
 - 2) *keeping other types of bank accounts;*
 - 3) *granting bank loans;*
 - 4) *granting and confirming bank guarantees, and opening and confirming letters of credit;*
 - 5) *issuing bank securities;*
 - 6) *conducting bank cash settlements;*
 - 7) *granting cash loans;*
 - 8) *issuing payment cards and processing card operations;*
 - 9) *performing term financial operations;*
 - 10) *buying and selling cash receivables;*
 - 11) *buying and selling foreign currencies;*
 - 12) *granting and confirming sureties;*
 - 13) *performing commissioned operations connected with issuing securities;*
 - 14) *acting as an agent in money transfers and foreign exchange settlements;*
 - 15) *concluding cheque, bill of exchange and warrant transactions;*
 - 16) *safekeeping of valuables and securities, and provision of safe boxes;*
 - 17) *issuing of electronic payment instrument.*
3. *In addition to the activities specified in paragraph 2 above, the Bank is entitled to:*
- 1) *take up and/or acquire shares and rights attached to shares, shares in other legal persons, and participation units in investment funds;*
 - 2) *assume obligations connected with issuing securities;*
 - 3) *trade in securities;*
 - 4) *convert debts into assets of the debtor, on the terms agreed on with the debtor,*
 - 5) *purchase and sell real estate;*
 - 6) *render consulting and advisory services on financial matters;*
 - 7) *provide the following intermediation services:*
 - a) *insurance intermediation services,*
 - b) *to banks, brokerage houses, lease companies, investment funds companies;*
 - 8) *conduct insurance solicitation activities in favour of open-ended pension funds,*
 - 9) *perform a function of a depositary for pension funds and investment funds;*
 - 10) *maintain, as commissioned, registers of investment fund participants and registers of a pension fund members;*
 - 11) *administer funds as commissioned;*
 - 12) *acquire investment funds certificates;*
 - 13) *perform agency services in transactions involving purchase and/or sale of receivables;*
 - 14) *provide accounting services to the Bank's related entities within the meaning of the Polish Accounting Act;*
 - 15) *manage funds for customers;*
 - 16) *perform agency services in selling and repurchasing investment funds participation units as well as participation units in foreign investment funds;*

17) *conduct brokerage activities in accepting and transferring orders to purchase or sell securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading;*

18) *perform agency services in buying or selling securities issued by the State Treasury or other financial instruments not admitted to organized trading on the account of the mandatory;*

19) *purchase or sell on its own account securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading;*

20) *perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company.*

4. *The Bank may commission other banks and entities to perform activities which constitute its business and may also provide financial services to such banks and entities, subject to the applicable provisions of law, including, without limitation, the Polish Banking Law, and regulations governing the commissioning of banking activities and related services to third parties.*

CHAPTER 3

GOVERNING BODIES OF THE BANK

Article 5

The Bank's governing bodies shall be as follows:

- 1. the General Meeting,*
- 2. the Supervisory Board, and*
- 3. the Management Board.*

Section 1

GENERAL MEETING

Article 6

- 1. The General Meeting shall be convened by the Management Board.*
- 2. The General Meeting shall be convened as an ordinary or extraordinary one and shall take place at the Bank's registered office or elsewhere in the territory of the Republic of Poland.*
- 3. The Annual General Meeting should be held within six months after the end of each financial year.*
- 4. The Annual General Meeting may be convened by the Supervisory Board if the Management Board does not convene the Meeting within the time limit specified in paragraph 3 above and the Extraordinary General Meeting may be convened by the Supervisory Board if the Supervisory Board finds it advisable, and the Management Board does not convene the Meeting within two weeks from the date of the Supervisory Board's request for convening the Meeting.*
- 5. A shareholder or shareholders representing at least 1/20 of the share capital may require that particular items should be put on the agenda of the General Meeting. This requirement should be reported to the Management Board not later than twenty one days prior to the General Meeting. And it should contain justification or draft resolution regarding the proposed item of the agenda. A shareholder or shareholders representing at least 1/20 of the share capital may require that an Extraordinary General Meeting of Shareholders should be convened. Such a request shall be made to the Management Board in writing and/or in electronic form.*
- 6. The agenda of the Annual General Meeting should include the following items:*
 - 1) considering and approving the Management Board's report on the Bank's activities and the Bank's financial statements for the previous financial year;*
 - 2) adopting a resolutions on distribution of the Bank's profit or on covering of the Bank's loss;*

3) *granting a vote of acceptance to the members of the Management Board and of the Supervisory Board in respect of the performance of their duties.*

7. *The General Meeting shall also have the authority to:*

- 1) *amend these Articles of Association and adopt a uniform text of Articles;*
 - 2) *increase or reduce the Bank's share capital;*
 - 3) *appoint and recall members of the Supervisory Board and set the rules for the payment of remuneration to such members;*
 - 4) *consider and approve reports on the activities of the Supervisory Board;*
 - 5) *issue convertible bonds, bonds with priority rights, and subscription warrants;*
 - 6) *set the dividend record date and the dividend payment date;*
 - 7) *create or terminate special funds;*
 - 8) *redeem shares and set detailed conditions for their redemption;*
 - 9) *sell or lease the Company's business or an organized part thereof and to establish a limited property right thereon;*
 - 10) *merge, divide or liquidate the Bank;*
 - 12) *appoint liquidators;*
 - 13) *adopt the Rules of the Bank's General Meeting;*
 - 14) *adopt resolutions on other matters included on the agenda of the General Meeting by authorized persons and on matters reserved to the competence of the General Meeting under applicable provisions of law and these Articles of Association.*
8. *The General Meeting may adopt resolutions even if it has not been formally convened, provided that the entire share capital is represented at the Meeting and that none of the participants of the Meeting has made any objection to hold the Meeting or to put particular matter or particular matters on the agenda for the Meeting.*
9. *Purchase and sale of real property, perpetual usufruct or an interest in real property do not require a resolution of the General Meeting.*
10. *Matters proposed by the Management Board for consideration of the General Meeting should obtain the Supervisory Board's prior opinion.*

Article 7

1. *Each share entitles to one vote at the General Meeting.*
2. *Each shareholder may participate in the General Meeting in person or represented by its representative appointed under a proxy made in writing authorizing to attend the Meeting and, if authorized under the proxy, to exercise voting right at the Meeting.*
3. *From the date of the Bank being granted the status of a public company, a proxy to attend and vote at the General Meeting may be granted in writing or in electronic form.*

Article 8

1. *A General Meeting shall be valid if at least a quarter of the Bank's share capital is represented at the Meeting.*
2. *Resolutions of the General Meeting shall be adopted by an absolute majority of votes, unless otherwise provided by law.*

Article 9

1. *Voting at the General Meeting shall be open.*
2. *A secret ballot shall be ordered when electing and when voting on motions to dismiss members of the Bank's Supervisory Board, or to hold them accountable, as well as in personnel matters. A secret ballot shall also be ordered if so requested by at least one of shareholders present or represented at the General Meeting.*

3. *The provisions of paragraph 1 and 2 shall not apply if the General Meeting is attended by one shareholder only.*

Section 2

SUPERVISORY BOARD

Article 10

1. *The Supervisory Board shall exercise an ongoing supervision over the Bank's activities.*
2. *The Supervisory Board shall act in accordance with the applicable provisions of law, these Articles of Association and the provisions of the Supervisory Board Rules adopted by it.*
3. *The Supervisory Board, apart from other matters set out in legal provisions and herein, shall have the authority to:*
 - 1) *determine the remuneration to be paid to the members of the Management Board;*
 - 2) *supervise all of the Bank's activities,*
 - 3) *approve the Bank's long-term development plans as well as its annual financial plans,*
 - 4) *consent to the Bank's joining commercial law companies, including purchase and acquisition of shares or equity interests in companies, excluding:*
 - a) *decisions to purchase shares admitted to trading on the regulated market,*
 - b) *purchasing shares and equity interests in collection proceedings,*
 - c) *purchasing shares and equity interests up to PLN 1,000,000.00 as regards a single company, at acquisition prices,*
 - 5) *consent to the sale of shares and equity interests, excluding:*
 - a) *decisions to sell shares admitted to trading on the regulated market,*
 - b) *selling shares or equity interests purchased in collection proceedings,*
 - c) *selling shares or equity interests up to PLN 1,000,000.00 as regards a single company, at the net book value of shares or equity interests in the Bank's books,*
 - 6) *give opinions on motions proposed for consideration by the General Meeting.*
 - 7) *pass regulations concerning the extension of loans, advances, guarantees or sureties for persons and entities referred to in Article 79(1) of the Polish Banking Law as well as decide on the extension of loans, advances, guarantees or sureties, in the specific amount, to the members of the Management Board and the Supervisory Board,*
 - 8) *appoint a statutory auditor to audit the Bank's financial statements;*
 - 9) *consent to the purchase or sale of real property, perpetual usufruct or an interest in real property, except for purchase or sale executed in collection proceedings,*
 - 10) *approve the Management Board's Rules and other rules envisaged in the Articles of Association and in the Polish Banking Law.*

Article 11

1. *The Supervisory Board shall, at any time have access to the Bank's premises, its books and documents, as well as to all of the Bank's assets, and may require information and explanations if it finds it necessary for the performance of its statutory duties.*
2. *The Supervisory Board shall supervise, in particular, the introduction of the Bank's management system and shall assess its adequacy and effectiveness.*
3. *In performing its duties, the Supervisory Board may, if it finds it appropriate, use the services of third-party advisers and experts.*

Article 12

- 1. The Supervisory Board shall consist of five to eight members appointed for the joint term of office of three years.*
- 2. The mandates of the Supervisory Board members shall expire on the date on which the General Meeting approving the Bank's financial statements and the report on the activities for the last full financial year of their office is held.*
- 3. In case a member of the Supervisory Board dies, resigns or is dismissed from the post, that member's mandate shall expire.*
- 4. Any member of the Supervisory Board may be dismissed at any time.*
- 5. If the mandate of a member of the Supervisory Board expires before the end of the term of the Supervisory Board's office, the next General Meeting should elect a new member for the rest of the term.*

Article 13

- 1. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members.*
- 2. Meetings of the Supervisory Board shall be convened by its Chairperson on his own initiative or at the request of another member of the Supervisory Board and/or of the Management Board. A meeting of the Supervisory Board shall be convened by the Deputy Chairman or a person authorized by the Chairman.*

Article 14

- 1. Resolutions of the Supervisory Board shall be adopted when at least half of them, including the Chairman or the Deputy Chairman, are present and all members of the Supervisory Board are invited to the meeting.*
- 2. Resolutions of the Supervisory Board shall be adopted by a simple majority of votes. In the event of an equal number of votes cast, the Chairman shall have the casting vote.*
- 3. The Supervisory Board members may participate in adopting resolutions casting their votes in writing through another member of the Supervisory Board. Casting the votes in writing may not refer to items placed on the agenda during a Supervisory Board meeting.*
- 4. The Supervisory Board may adopt resolutions using paper ballots as well as using means of direct remote communication, provided that all the members of the Supervisory Board have been notified of the text of each of the resolutions to be adopted.*
- 5. Adopting resolutions under the procedure described in paragraph 3 and 4 shall not apply to appointing, recalling and suspending the Chairman and the Deputy Chairman of the Supervisory Board from their duties as well as to appointing, recalling and suspending the Management Board members, including the President, from their duties.*

Article 15

- 1. The Supervisory Board may appoint, from among its members, temporary and/or permanent committees to perform certain duties.*
- 2. The duties and rules of procedure of each such committee shall be determined by the Supervisory Board by way of resolution.*

Section 3

MANAGEMENT BOARD

Article 16

- 1. The Management Board shall manage the activity of the Bank and represent the Bank externally.*

2. *The Management Board shall act in accordance with the applicable provisions of law, these Articles of Association and the provisions of its Rules adopted by itself and approved by the Supervisory Board.*

3. *The scope of the Management Board's responsibilities shall include all issues not otherwise reserved to the General Meeting and the Supervisory Board.*

Article 17

1. *The Management Board shall consist of three to eight members appointed by the Supervisory Board for the joint term of office of three years.*

2. *The mandates of the Management Board members shall expire on the date on which the General Meeting approving the Bank's financial statements and the Management Board's report on the Bank's activities for the last full financial year of their office is held.*

3. *In case a member of the Management Board dies, resigns or is dismissed from the post, that member's mandate shall expire.*

4. *Any member of the Management Board may be dismissed at any time.*

Article 18

1. *The President of the Management Board, shall or may in particular:*

1) *shall manage the work of the Management Board,*

2) *shall convene meetings of the Management Board and chair such meetings;*

3) *shall present the Management Board's opinion on particular matters to the General Meeting and the Supervisory Board, the authorities of the Republic of Poland and to other interested parties;*

4) *may request the Supervisory Board to appoint or dismiss a Vice-President or Vice-Presidents or any other member of the Management Board;*

5) *shall issue internal rules and regulations governing the activity of the Bank;*

6) *shall be responsible for the Bank's ongoing internal control processes.*

2. *A Member of the Management Board whose appointment has been approved by the Commission for Financial Supervision shall in particular supervise the Bank's controlling and accounting division, as well as credit risk area.*

3. *The powers of the members of the Management Board, including its President, shall be defined in the Management Board's resolution on the division of duties among the members of the Management Board.*

Article 19

1. *The Management Board shall take decisions by way of resolution unless the Bank's Articles of Association or the Management Board Rules adopted as specified in paragraph 16(2) provide otherwise. Resolutions of the Management Board shall be adopted at its meetings, and any resolution to be valid shall be signed by at least a half of all the members of the Management Board.*

2. *Resolutions of the Management Board shall be adopted by a simple majority of votes. In the event of an equal number of votes cast, the President shall have the casting vote.*

CHAPTER 4

RULES FOR MAKING DECISIONS AND STATEMENTS RELATING TO PROPERTY RIGHTS AND OBLIGATIONS

Article 20

Decisions on matters not requiring a resolution of the Management Board and not reserved to other governing bodies shall be taken by persons in managerial positions at the Bank and/or by committees or other collegial

bodies appointed by the Management Board, within the limits of their powers and within the scope of the tasks of the organization units managed by them.

Article 21

1. Subject to paragraph 10(3)(4,5,7,9), decisions to assume obligations and/or dispose of assets which total value in relation to a single entity is in excess of five percent of the Bank's own funds, shall be taken by the Management Board by way of a resolution.

2. The power to take decisions to assume obligations and/or dispose of assets which total value in relation to a single entity is not in excess of five percent of the Bank's own funds, may be delegated by the Management Board by way of a resolution to members of the Management Board, committees or other collegial bodies existing within the Bank. Committees and other collegial bodies shall be appointed by way of the Management Board's resolution, defining at the same time the rules for each such committee and collegial body, including, without limitation, the scope of their authority and the rules procedures for taking decisions.

Article 22

1. The following persons are entitled to make declarations regarding the Bank's property rights and obligations on behalf of the Bank and to sign documents on behalf of the Bank:

- 1) two Members of the Management Board acting jointly, or*
- 2) one Member of the Management Board acting jointly with a proxy.*

2. A proxy may only be appointed upon the consent of all the members of the Management Board. A proxy may be dismissed by any member of the Management Board.

3. A power of general proxy may be granted only as a joint one, i.e. its holder may only act jointly with another authorized person.

4. Attorneys may be appointed to perform activities of defined or specific nature within the limits of their authorization.

5. If no special form of a power of attorney is required, the power of attorney may be granted in writing, specifying both the limits of the powers granted and the form of representation.

6. Detailed rules for granting powers of attorney shall be specified by the Management Board.

CHAPTER 5

BASIC ORGANISATIONAL STRUCTURE OF THE BANK

Article 23

1. The basic organizational structure of the Bank shall consist of the Bank's organizational units: departments and offices supervised by relevant members of the Management Board in accordance with the adopted division of their powers.

2. In order to improve the effectiveness of management, departments and offices responsible for tasks related by reason of the subject matter or purpose may be grouped into sections managed directly by the relevant member of the Management Board or by a managing director reporting directly to the relevant member of the Management Board.

3. A department may consist of organizational units: divisions and teams, and the department responsible for the operation of branch networks – also of local outlets; an office shall be a unit consisting of a number or independent positions responsible for certain tasks.

4. The decision to establish or disband an organizational unit shall require a resolution of the Management Board.

5. The organizational structure of the Bank and the objectives and key tasks of the Bank's different organizational units shall be defined in the Bank's Rules of Organization adopted by the Management Board by way of a resolution.

Article 24

The internal structure of and a detailed scope of tasks of the Bank's organizational units shall be defined in the internal rules of each such unit approved by the member of the Management Board responsible for supervising that unit.

CHAPTER 6

PRINCIPLES OF THE BANK'S INTERNAL CONTROL SYSTEM

Article 25

- 1. Within the Bank's management system there is an internal control system the purpose of which is to support the process of managing the Bank.*
- 2. The Bank's Management Board shall be responsible for designing, implementing and operating the Internal Control System efficiently.*
- 3. The purpose of the Bank's internal control system is to support decision-making processes that contribute to ensure the following:*
 - 1) the effectiveness and efficiency of the Bank's operation,*
 - 2) reliability of the Bank's financial reporting,*
 - 3) the Bank's compliance with binding laws and bylaws.*
- 4. The internal control system covers all of the Bank's business as defined herein.*
- 5. The internal control system comprises two separate elements:*
 - 1) the functional control, performed by each employee in terms of the quality and correctness of the task performed by him or her, and additionally exercised by his or her direct superior,*
 - 2) institutional control, exercised by the Internal Audit Department.*
- 6. The Bank has an Internal Audit Department which shall examine and assess, independently and objectively, the adequacy and efficiency of the internal control system, as well as express opinions on the Bank's management system, including the efficiency of the management of risk resulting from the Bank's operations.*
- 7. The Internal Audit Department shall have a status which guarantees its autonomous and impartial operation and powers needed to pursue its goals.*
- 8. The Internal Audit Department shall directly report to the President of the Bank's Management Board.*

Article 26

The person in charge of the Internal Audit Department shall ensure that the Bank's internal audit processes are carried out in compliance with best practices.

CHAPTER 7

PROCEDURE FOR ISSUING INTERNAL RULES AND REGULATIONS

Article 27

- 1. The Bank's business shall be governed by these Articles of Association and by-laws issued on the basis of powers set forth herein and in generally binding laws.*
- 2. The following by-laws shall be issued at the Bank:*
 - 1) resolutions – of the Supervisory Board and the Management Board,*
 - 2) orders – of the President of the Management Board,*
 - 3) circular letters, decisions, announcements – of entitled units on the basis of internal regulations.*
- 3. The form of the Management Board's resolution shall be used when introducing banking products and other banking and financial services.*

4. *The course of issuing internal regulations shall be determined by separate regulations.*

CHAPTER 8

BANK'S OWN FUNDS

Article 28

1. *The Bank's own funds shall cover:*

- 1) *core funds,*
- 2) *supplementary funds in an amount not higher than the amount of basic funds.*

2. *The Bank's core funds shall cover:*

- 1) *basic funds,*
- 2) *additional core fund items,*
- 3) *items reducing the amount of core funds.*

3. *The Bank's supplementary funds shall be set up on terms and in course determined by binding laws and shall cover in particular:*

- 1) *a revaluation capital (fund) of tangible fixed assets – created under separate provisions of law;*
- 2) *with the approval of relevant supervision authorities given in accordance with the conditions laid out in the Polish Banking Law:*
 - a) *subordinated liabilities,*
 - b) *funds created with the Bank's own funds and/or third-party funds,*
 - c) *liabilities arising from securities with indefinite maturity dates, and other similar instruments;*
- 3) *other item as defined by the relevant supervision authorities to ensure the security of the Bank's banking activities and that the Bank manages its risk properly;*
- 4) *items reducing the Bank's supplementary funds as defined by the relevant supervision authorities.*

Article 29

1. *The Bank's share capital amounts to PLN 2,650,143,319.00 (in words: two billion six hundred fifty million one hundred forty-three thousand three hundred nineteen zloty) and is divided into 2.650.143.319 (in words: two billion six hundred fifty million one hundred forty-three thousand three hundred nineteen) ordinary shares with the nominal value of PLN 1.00 (in words: one zloty) each, including the following:*

- a) *40.000.000 (in words: forty million) ordinary bearer shares A series,*
- b) *23.000.000 (in words: twenty-three million) ordinary bearer shares B series,*
- c) *6.000.000 (in words: six million) ordinary bearer shares C series,*
- d) *9.510.000 (in words: nine million five hundred ten thousand) ordinary bearer shares D series,*
- e) *11.000.000 (in words: eleven million) ordinary bearer shares E series,*
- f) *4.000.000 (in words: four million) ordinary bearer shares F series,*
- g) *9.550.000 (in words: nine million five hundred fifty thousand) ordinary bearer shares G series,*
- h) *2.142.465.631 (in words: two billion one hundred forty-two million four hundred sixty-five thousand six hundred and thirty-one) ordinary bearer shares H series,*
- i) *144.617.688 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight) ordinary bearer shares I series,*
- j) *200.000.000 (in words: two hundred million) ordinary bearer shares J series,*
- k) *60.000.000 (in words: sixty million) ordinary bearer shares K series.*

2. *The Bank's share capital may be increased by issuing new shares or by increasing the nominal value of the existing shares. The Bank's General Meeting may increase the share capital using the Bank's supplementary fund and/or other funds created from profits, provided that such funds may be used for such a purpose in accordance with the Polish Commercial Companies Code.*

3. *The Bank may issue bonds convertible into shares and/or bonds with priority rights.*
4. *The Bank's shares may be redeemed with the shareholder's consent, through their acquisition by the Bank (voluntary redemption).*
5. *Any redemption of shares in the Bank shall require a resolution of the General Meeting. The resolution should specify, in particular, the legal basis for the redemption, the amount of remuneration payable to the shareholder or the reasons for redemption of the shares without remuneration, and the method of reducing the Bank's share capital.*
6. *The registered shares shall be convertible into bearer shares when they become dematerialized, under the provisions of the Act of 29 July 2005 on Trading in Financial Instruments*

Article 30

1. *The Bank's reserve capital shall be created from surplus gained from the issue of shares at a premium after covering the cost of issue and annual profit write-off in the amount of 8% of the profit for a given financial year until the reserve capital have reached at least one-third of the share capital.*
2. *The Bank's supplementary capital (fund), provided that it is not used to cover the Bank's losses disclosed in the financial statements, may be used for other purposes, including payment of dividend to the Bank's shareholders, whereas part of the supplementary capital (fund), i.e. one-third of the share capital, may be used only to cover the Bank's loss disclosed in the financial statements.*
3. *The use of the Bank's supplementary capital (fund) shall be decided by the General Meeting.*

Article 31

1. *The Bank's reserve capital (fund) shall be created from net write-off, subject to Article 36(2) of these Articles of Association, in the amount decided by the General Meeting or from other sources.*
2. *The Bank's reserve capital (fund), provided that it is not used to cover the Bank's losses disclosed in the financial statements, may be used for other purposes, including payment of dividend to the Bank's shareholders.*
3. *The use of the Bank's reserve capital (fund) shall be decided by the General Meeting.*

Article 32

1. *The Bank's general risk fund shall be created from profit and shall be used for unidentified risks related to the Bank's banking activities.*
2. *Contributions to the general risk fund shall be made from profit, on the basis of and in such amounts as determined in a resolution of the General Meeting.*

CHAPTER 9

FINANCIAL MANAGEMENT, DISTRIBUTION OF PROFIT, COVERING LOSSES, ACCOUNTING

Article 33

The Bank's financial management shall be based on the Bank's annual financial plans.

Article 34

1. *The Bank's annual net profit may be distributed, in the amount as decided by the General Meeting, for the following purposes:*
 - 1) *the supplementary capital (fund),*
 - 2) *the general risk fund,*
 - 3) *reserve capital (funds),*

4) *dividend,*

5) *special funds,*

6) *other legally acceptable purposes.*

2. *Claims for payment of dividend shall be subject to limitation after three years. The Bank shall pay the shareholders no interest on uncollected dividend.*

3. *The distribution, to shareholders, of an amount in excess of the profit for the last financial year reduced by any loss not yet covered, own shares and amounts that may not be used for dividend payments, shall require the consent of the authorized supervisory body.*

Article 35

The Bank shall create a general risk reserve charged to costs, to be used for unidentified risks related to the Bank's banking activities.

Article 36

1. *The Bank's balance sheet losses shall be covered as specified in a resolution of the General Meeting.*

2. *The Bank's profit shall be used to cover the Bank's losses first and then to increase its own funds.*

Article 37

1. *The Bank shall maintain its accounting records in accordance with its chart of accounts and the applicable provisions of law.*

2. *The organization and method of maintaining the Bank's accounting records shall be determined by the Bank's Management Board.*

CHAPTER 10

FINAL PROVISIONS

Article 38

1. *If the Bank is to be liquidated, the General Meeting shall appoint, at the request of the Supervisory Board, one or more liquidators and shall define the method for liquidating the Bank.*

2. *Upon the appointment of such a liquidator or liquidators, the rights and obligations of the Bank's Management Board shall cease.*

Article 39

1. *Subject to paragraph 2, the Bank's obligatory notices shall be published in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy). If the law requires any notice to be published also in a national periodical, it shall be published in the daily Dziennik Gazeta Prawna.*

2. *To the extent as provided for in Article 70(1) of the Polish Accounting Act, documents related to the Bank shall be published in the Official Journal of the Republic of Poland, Monitor B.*

Article 40

For any matters not provided for in these Articles of Association, the provisions of law shall apply.

§ 2

The resolution comes into force on the day of its adoption.