



**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/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 later amended) ("Code of Commercial Companies and Partnerships") 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/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 22 March 2016, 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 2015 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 2015, 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 2015 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 2015, 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 2015.

8. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2015.
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 2015.
10. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year 2015.
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 2015.
12. To adopt a resolution to allocate profit for the financial year 2015.
13. 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 2015.
14. 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 2015.
15. To adopt a resolution to give consent to gratuitous acquisition of treasury shares for the purpose of their gratuitous redemption.
16. To adopt a resolution on redemption of a treasury share, reduction of the initial capital of the Company and on amendments to the Articles of Association of Getin Noble Bank S.A.
17. To adopt a resolution on changes to the share character, reverse split of shares and authorization of the Management Board of the Company to take necessary steps related thereto and amendments to the Articles of Association of Getin Noble Bank S.A.
18. To adopt a resolution on amendments to the Articles of Association of Getin Noble Bank S.A.
19. To close the Meeting.

§2.

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

**Resolution No. III/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 2015" 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 2015**

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 2015” 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 2015 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/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on consideration and approval of the Management Board’s report on the activities  
of Getin Noble Bank S.A. in the financial year 2015**

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 2015 hereby approves the Management Board’s report on the activities of Getin Noble Bank S.A. in the financial year 2015.

§2.

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

**Resolution No. VI/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on consideration and approval of Getin Noble Bank S.A. financial statements  
for the financial year 2015**

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 2015 hereby approves Getin Noble Bank S.A. unit financial statements for the financial year 2015 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2015 and ending on 31 December 2015, which shows net profit of PLN 1,119 thousand,

- 2) statements on the total revenue for the period starting on 1 January 2015 and ending on 31 December 2015, which show total net revenue of PLN 45,671 thousand,
- 3) statements on the financial situation as at 31 December 2015, which assets and liabilities equal PLN 71,518,119 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2015 and ending on 31 December 2015, which shows the net increase in equity at PLN 45,671 thousand,
- 5) cash flow statements for the period starting on 1 January 2015 and ending on 31 December 2015, which shows the net decrease of cash at PLN 151,714 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

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

**Resolution No. VII.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 2015**

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 2015 hereby approves the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2015.

§2.

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

**Resolution No. VII.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements  
for the financial year 2015**

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 2015 hereby approves Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2015 containing as follows:

- 1) consolidated profit and loss statements for the period starting on 1 January 2015 and ending on 31 December 2015, which shows net profit of PLN 54,345 thousand,
- 2) consolidated statements on the total revenue for the period starting on 1 January 2015 and ending on 31 December 2015, which show total net revenue of PLN 97,917 thousand,
- 3) consolidated statements on the financial situation as at 31 December 2015, which assets and liabilities equal PLN 70,756,469 thousand,
- 4) consolidated statements on the changes in equity for the period starting on 1 January 2015 and ending on 31 December 2015, which shows the net increase in equity at PLN 87,855 thousand,
- 5) consolidated cash flow statements for the period starting on 1 January 2015 and ending on 31 December 2015, which shows the net decrease of cash at PLN 836,143 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/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on allocation of profit for the financial year 2015**

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.

The Annual General Meeting of Getin Noble Bank S.A. hereby decides to assign the net profit of Getin Noble Bank S.A. for the financial year 2015 in the amount of PLN 1,119,478.35 (in words: one million one hundred nineteen thousand four hundred and seventy-eight zloty and thirty-five) to the reserve fund increase.

§ 2.

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

**Resolution No. IX/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 2015 by Mr. Krzysztof Rosiński - the President of the Management Board of Getin Noble Bank S.A. from 01 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XI/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on acknowledgement of fulfillment of duties by Mr. Artur Klimczak**

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 2015 by Mr. Artur Klimczak – the Vice- President of the Management Board of Getin Noble Bank S.A. from 01 July 2015 to 31 December 2015.

§2.

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

**Resolution No. XI/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 2015 by Mr. Radosław Stefurak - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XII/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 2015 by Mr. Karol Karolkiewicz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XIII/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on not giving 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. do not acknowledge fulfillment of duties in the financial year 2015 by Mr. Krzysztof Spyra - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2015 to 10 April 2015.

§2.

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

**Resolution No. XIV/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.**



**dated ... April 2016**

**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 2015 by Mr. Maciej Szczechura - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XV/.../04/2016**  
**of the Annual General Meeting of Getin Noble Bank S.A.**  
**dated ... April 2016**

**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 2015 by Mr. Grzegorz Tracz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XVI/.../04/2016**  
**of the Annual General Meeting of Getin Noble Bank S.A.**  
**dated ... April 2016**

**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 2015 by Mr. Marcin Dec - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XVII/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on acknowledgement of fulfillment of duties by Mr. Krzysztof Basiaga**

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 2015 by Mr. Krzysztof Basiaga - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XVIII/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 2015 by Mr. Leszek Czarnecki - the Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XIX/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.**

**dated ... April 2016**

**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 2015 by Mr. Remigiusz Baliński in connection with performing the following functions:

- 1) a Member of the Supervisory Board of Getin Noble Bank S.A. 01 January 2015 to 11 December 2015;
- 2) the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 12 December 2015 to 31 December 2015.

§2.

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

**Resolution No. XIX/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 2015 by Mr. Michał Kowalczewski - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XX/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on acknowledgement of fulfillment of duties by Mr. Krzysztof Bielecki**

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 2015 by Mr. Krzysztof Bielecki - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XXI/.../04/2016**  
**of the Annual General Meeting of Getin Noble Bank S.A.**  
**dated ... April 2016**

**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 2015 by Mr. Rafał Juszcak - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2015 to 11 May 2015.

§2.

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

**Resolution No. XXII/.../04/2016**  
**of the Annual General Meeting of Getin Noble Bank S.A.**  
**dated ... April 2016**

**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 2015 by Mr. Jacek Lisik - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2015 to 31 December 2015.

§2.

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

**Resolution No. XXIII/.../04/2016**

**of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on acknowledgement of fulfillment of duties by Mr. Mariusz Grendowicz**

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 2015 by Mr. Mariusz Grendowicz - a Member of the Supervisory Board of Getin Noble Bank S.A. from 12 May 2015 to 31 December 2015.

§2.

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

**Resolution No. XXIV/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on giving consent to gratuitous acquisition of treasury shares for the purpose of their gratuitous redemption**

On the basis of Article 362(1)(5) of the Code of Commercial Companies and Partnerships and on the basis of Article 29(4,5) of the Articles of Association of Getin Noble Bank S.A., in order to determine the number of shares to be exchanged in connection with the planned reverse share split of the Bank, setting their new nominal value as well as in order to redeem shares, reduce the initial capital of the Company and adapt the number of shares to the reverse share split parity, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

1. The Annual General Meeting hereby gives consent to gratuitous acquisition of one treasury share ("Treasury share") for the purpose of its gratuitous redemption and adapting the number of shares to the reverse share split parity and authorizes the Management Board to take all necessary steps to acquire the Treasury share.
2. The acquisition and redemption shall relate to one share of the Company of the nominal value of PLN 0.91 (in words: ninety-nine groszy). The share shall be redeemed voluntarily upon the shareholder's consent, based on the agreement concluded with a shareholder, according to Article 359 of the Code of Commercial Companies and Partnerships, for no fee or any shareholder compensation.
3. As soon as the Treasury Share is acquired by the Company, it shall be redeemed by way of reduction of the initial capital of the Company.

§2.

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

*Announcement of 1-hour- technical break in order to settle the share acquisition agreement by Getin Noble Bank S.A.*

**Resolution No. XXV/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on redemption of treasury share, reduction of the initial capital of the Company and on amendments to  
the Articles of Association of Getin Noble Bank S.A.**

On the basis of Article 359(1 and 2), Article 360(1), Article 360(2)(1) and Article 360(3 and 4), Article 430(1) and Article 455(1) of the Code of Commercial Companies and Partnerships and on the basis of Article 29(4,5) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

**§ 1**

1. The Annual General Meeting hereby redeems one ordinary bearer share of the Company of the nominal value of PLN 0.91 (in words: ninety-nine groszy) acquired upon the consent given by the Resolution No. XIV/.../04/2016 of the Annual General Meeting of the Bank dated ... April 2016 on giving consent to gratuitous acquisition of treasury shares for the purpose of their gratuitous redemption.
2. The share shall be redeemed on the date the initial capital of the Company is reduced. The initial capital of the Company shall be reduced by way of amending the Articles of Association of the Company according to § 3 of this Resolution.

**§ 2**

1. The Annual General Meeting hereby reduces the initial capital of the Company by PLN 0.91 (in words: ninety-nine groszy) i.e. from the amount of PLN 2,411,630,420.29 (in words: two billion four hundred eleven million six hundred thirty thousand four hundred twenty zloty and twenty nine groszy) to the amount of PLN 2,411,630,419.38 (in words: two billion four hundred eleven million six hundred thirty thousand four hundred nineteen zloty and thirty-eight groszy).
2. The share capital shall be reduced by the redemption of one treasury share of the Bank acquired by the Company for the purpose of its redemption mentioned in § 2 of this Resolution.
3. The purpose of the initial capital reduction is to adapt the amount of the share capital of the Bank to the reverse share split parity.
4. The initial capital shall be reduced with the exclusion of requirements described in Article 456 of the Code of Commercial Companies and Partnerships, according to Article 360(2)(1) of the Code of Commercial Companies and Partnerships.
5. Sums resulting from the initial capital reduction shall be transferred to the reserve fund created on the basis of §31a of the Articles of Association of the Company and Resolution No. VI/10/12/2015 of the Annual General Meeting dated 10 December 2015.

**§ 3**

The Annual General Meeting of Getin Noble Bank S.A. hereby amends the Articles of Association of Getin Noble Bank S.A. by imposing the new wording to Article 29(1) as follows:

*“Article 29*

1. *The Bank’s share capital amounts to PLN 2,411,630,419.38 (in words: two billion four hundred eleven million six hundred thirty thousand four hundred nineteen zloty and thirty-eight groszy) and is divided into 2.650.143.318 (two billion six hundred fifty million one hundred forty-three thousand three hundred eighteen) ordinary shares of the nominal value of PLN 0.91(ninety-one groszy) 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. *2.142.465.630 (in words: two billion one hundred forty-two million four hundred sixty-five thousand six hundred and thirty) 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.”*

§ 4

The Annual General Meeting of Getin Noble Bank S.A. hereby authorizes the Management Board to take all necessary legal and actual steps connected with the execution of this Resolution, and in particular to file appropriate motions and applications.

§ 5

The justification for this action is the necessity to adapt the number of shares to the reverse share split parity in order to merge them effectively. In order to conduct the process of reverse share split, the Company must acquire one treasury share, redeem the share, reduce the initial capital of the Company and amend the Articles of Association of the Company by setting new value of the share capital and new number of shares which allows to merge shares and set the new nominal value of shares in the amount of PLN 2.73 (two zloty and seventy-three groszy). The voluntary redemption of shares for no fee allows avoiding extra costs connected with the procedure described in Article 456 of the Code of Commercial Companies and Partnerships. According to Article 360 of the Code of Commercial Companies and Partnerships the redemption of shares requires the reduction of the initial capital of the Company.

Taking into consideration the above, it is justified to adopt this Resolution.

§ 6

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

§7

The resolution comes into force on the day of its adoption whereas the amendments to the Articles of Association adopted by this Resolution come into force according to Article 430(1) of the Code of Commercial Companies and Partnerships on the date the amendments are entered into the register of entrepreneurs of the National Court Register upon prior consent of the Polish Financial Supervision Authority to the proposed amendments.

**Resolution No. XXVII.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**on changes to the share character, reverse split of shares and authorization of the Management Board  
of the Company to take necessary steps related thereto and amendments to the Articles of Association  
of Getin Noble Bank S.A.**

§1

1. Under the condition that the amendment of Article 29(1) of the Articles of Association made by Resolution No. XV.../04/2016 of the Annual General Meeting of Shareholders dated ... April 2016 on redemption of treasury share, reduction of the initial capital of the Company and on the amendments to the Articles of Association of Getin Noble Bank S.A. is registered, the Annual General Meeting hereby decides as follows:
  - a. to mark all ordinary bearer shares of the Company labeled with the successive series: A, B, C, D, E, F, G, H, I, J and K with the new A series,
  - b. to increase the nominal value of each share from the current amount of PLN 0.91 (in words: ninety-one groszy) to the amount of PLN 2.73 (in words: two zloty seventy-three groszy) without changing the amount of the share capital of the Company ("Reverse Share Split").
2. The Reverse Share Split shall be made by proportional decrease of the total number of shares of the Company from the number of 2.650.143.318 (two billion six hundred fifty million one hundred forty-three thousand three hundred eighteen) to the number of 888.381.106 (eight hundred eighty-three million three hundred eighty-one thousand one hundred six), i.e. by combining each 3 (in words: three) shares of the Company of the current nominal value of PLN 0.91 (in words: ninety one groszy) into one share of the Company of the new nominal value of PLN 2.73 (in words: two zloty seventy-three groszy), so that the ratio of exchange is 3:1 ("Exchange Ratio").
3. The Reverse Share Split shall be conducted whilst leaving the amount of the share capital unchanged: PLN 2,411,630,419.38 (in words: two billion four hundred eleven million six hundred thirty thousand four hundred nineteen zloty and thirty-eight groszy).

§2



The Annual General Meeting hereby authorizes the Management Board to:

1. take all actual and legal steps that are necessary and consistent with all provisions of law, including steps not mentioned in this Resolution and aimed at merging the Bank's shares by way of combining three shares of Getin Noble Bank S.A. of the nominal value of PLN 0.91 (in words: ninety one groszy) into one share of Getin Noble Bank S.A. of the nominal value of PLN 2.73 (in words: two zloty seventy-three groszy), according to the Exchange Ratio;
2. set the date ("Reference Date") to determine the ownership of shares being merged in order to calculate the number of shares that should be registered in the National Depository for Securities as a result of the Reverse Share Split. The Reference Date should be set as to meet the rule of the most optimum procedure of reverse share split for the Company and its shareholders;
3. take all necessary actual and legal steps connected with the registration of changes in the nominal value of shares and their number at the National Depository for Securities that shall be recorded and entered in the individual securities account of each shareholder;
4. file a motion to the Warsaw Stock Exchange to suspend the quotation in order to conduct the Reverse Share Split. Due to the necessity to set the share exchange date, the suspension period should be previously agreed with the National Depository for Securities;
5. conclude with the financial institution, natural person or other entity that shall acquire or shall hold a number of shares corresponding with the number of merger deficiency an agreement on complementing the merger deficiency described in §3(1) below.

§3

1. The Annual General Meeting of Getin Noble Bank S.A. hereby decides that the possible merger deficiency shall be complemented at the cost of share rights held by the shareholder designated by the Management Board ("Entity Complementing Merger Deficiency") that shall conclude an agreement according to which a financial institution, natural person or other entity – shareholder shall waive the share rights held in Getin Noble Bank S.A. for no fee in favour of other shareholders having merger deficiency. The above shall be made in the scope necessary to eliminate the deficiency and make it possible, under the condition that this Resolution is adopted, to register the amendments of the Articles of Association of the Company including new nominal value of shares of the Company in the amount of PLN 2.73 at the National Court Register and set the Reference Date by the Management Board. The performance of the agreement shall fall on the date the Reverse Share Split is conducted at the National Depository for Securities.
2. In connection with the above, the Annual General Meeting of Getin Noble Bank S.A. decides that as a result of Reverse Share Split each merger deficiency existing as at the Reference Date shall entitle to receive from the Entity Complementing Merger Deficiency one share of the nominal value of PLN 2.73 and the right of the Entity Complementing Merger Deficiency to receive one share of the nominal value of PLN 2.73 shall be decreased by a number of shares of current nominal value necessary to eliminate each merger deficiency.
3. Should it turn out that the elimination of each merger deficiency as described above is not possible, the Reverse Share Split of Getin Noble Bank S.A. may not succeed.

4. The Annual General Meeting of Getin Noble Bank S.A. hereby obliges the shareholders of the Company to adapt its share ownership on the securities accounts and on collective accounts by the Reference Date in such a way that the number of shares entered therein at the Reference Date is one time or three times the number 3 (three).

§ 4

The Annual General Meeting of Getin Noble Bank S.A. in connection with the provisions of § 1 above hereby amends the Articles of Association of Getin Noble Bank S.A. by imposing the new wording to Article 29(1) as follows:

*“Article 29*

- a) *The Bank’s share capital amounts to PLN 2,411,630,419.38 (in words: two billion four hundred eleven million six hundred thirty thousand four hundred nineteen zloty and thirty-eight groszy) and is divided into 888.381.106 (eight hundred eighty-three million three hundred eighty-one thousand one hundred six) A series shares of the nominal value of PLN 2.73 (in words: two zloty seventy-three groszy) each”.*

§ 5

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

§6

The resolution comes into force on the day of its adoption under condition that the amendments of Article 29(1) of the Articles of Association of the Company adopted by Resolution No. XV/.../04/2016 of the Annual General Meeting dated ... April 2016 on redemption of treasury share, reduction of the initial capital of the Company and on amendments to the Articles of Association of Getin Noble Bank S.A. with effect from the date the amendments adopted by this Resolution are entered into the register of entrepreneurs of the National Court Register upon prior consent of the Polish Financial Supervision Authority to the proposed amendments.

**Resolution No. XXVII/.../04/2016  
of the Annual General Meeting of Getin Noble Bank S.A.  
dated ... April 2016**

**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 Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

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

**I.** Article 4<sup>1</sup> is added in the following wording:

*„§4<sup>1</sup> The Bank may perform activities connected with filing applications by electronic mail using data transmission system for establishment of children’s benefits and sending to the Social Insurance Institution, upon client’s request, data necessary for certification in order to create user account in the system provided by the Social Insurance Institution”*

**II.** in Article 10(3) new point 12 is added in the following wording:

*„12) considering and giving recommendations as well as making assessments within the whistleblowing.”*

**III.** in Article 22(1) new point 3 is added and the Article 22(1) shall be read as follows:

*“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, or*
- 3) one Member of the Management Board acting jointly with a power of attorney holder, acting within the authorization”;*

**IV.** Article 22(3) shall be read as follows:

*“3. A power of general proxy is granted only as a joint one, i.e. its holder may only act jointly with at least one other authorized person”.*

§2.

On the basis of Article 430(5) of the Annual General Meeting hereby authorizes the Supervisory Board to set the adopt the uniform text of the amended Articles of Association of the Company.

§3.

The resolution comes into force on the day of its adoption whereas the amendments to the Articles of Association adopted by this Resolution come into force according to Article 430(1) of the Polish Commercial Code of Companies and Partnerships on the date the amendments are entered into the register of entrepreneurs of the National Court Register upon prior consent of the Polish Financial Supervision Authority to the proposed amendments. Amendments to the Articles of Association of the Bank pointed in §1 point I of this Resolution do not require consent of the Polish Financial Supervision Authority.