



Getin Noble Bank S.A.

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***DRAFT RESOLUTIONS
OF THE GENERAL ANNUAL MEETING
OF GETIN NOBLE BANK S.A.
TOGETHER WITH REASONS THERETO***

The Management Board of Getin Noble Bank S.A. („Bank”, „Company”) presents draft resolutions of the Annual General Meeting to be held on 15 June 2018 together with reasons thereto, according to Article 2(3) of the Rules of the Management Board and Best Practices of GPW Listed Companies 2017 (I.Z.1.17, IV.Z.9.):

- draft resolution on election of the Chairperson of the General Meeting,
- draft resolution on adoption of the Agenda of the General Meeting,
- draft resolution on consideration and approval of the Management Board’s report on the activities of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in the financial year 2017 together with the “Statement on non-financial information of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. for the financial year 2017”;
- draft resolution on consideration and approval of Getin Noble Bank S.A. financial statements for the financial year 2017;
- draft resolution on consideration and approval of Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2017;
- draft resolution on consideration and approval of the “Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2017 together with a brief assessment of the situation of the Company” containing the assessment of the Management Board’s report on Getin Noble Bank S.A. activities and Getin Noble Bank S.A. Capital Group activities and Getin Noble Bank S.A. financial statements as well as Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2017;
- draft resolution on covering of loss of Getin Noble Bank S.A. for the financial year 2017 as well as loss for previous financial years;
- draft resolution on acknowledgement of fulfillment of duties by Members of the Management Board in the financial year 2017;
- draft resolution on acknowledgement of fulfillment of duties by Members of the Supervisory Board in the financial year 2017;
- draft resolution on merger of Getin Noble Bank S.A. and BPI Bank Polskich Inwestycji S.A.;

**Resolution No. I/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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") 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.

Reasons to the Resolution No. I/15/06/2018

The draft resolution regards procedural matters. The Chairperson of the General Meeting is elected from among persons entitled to participate in the General Meeting. Adoption of this resolution is an essential element of the General Meeting to be conducted properly.

**Resolution No. II/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 ... May 2018, 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 adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in the financial year 2017 together with the "Statement on non-financial information of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. for the financial year 2017".
6. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year ended on 31 December 2017.
7. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year ended on 31 December 2017.
8. To adopt a resolution to consider and approve the Supervisory Board's report for the financial year 2017 and the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A.
9. To adopt a resolution to cover loss of Getin Noble Bank S.A. for the financial year 2017 as well as loss for previous years.
10. 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 2017.
11. 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 2017.
12. To adopt a resolution on merger of Getin Noble Bank S.A. and BPI Bank Polskich Inwestycji S.A.
13. To close the Meeting.

§2.

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

Reasons to the Resolution No. II/15/06/2018

The draft resolution regards procedural matters. The General Meeting debates according to the adopted agenda. According to Article 404(1) of the Polish Code of Commercial Companies and Partnerships ("Code"), resolutions may not be adopted on matters not included on the agenda, unless the entire share capital is represented at the General Meeting and none of those present has objected to the adoption of the resolution. The Chairman, after acknowledging that the Meeting has been convened properly and has the power to adopt resolutions, presents the agenda of the Meeting. Therefore, adoption of the proposed resolution is also an essential element of the General Meeting to be conducted properly.

**Resolution No. III/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on consideration and approval of the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in the financial year 2017 together with the "Statement on non-financial information of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. for the financial year 2017"

On the basis of Article 393(1), Article 395(5)(2)(1) 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. after considering "The Management Board's report on the activities of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in the financial year 2017" together with the "Statement on non-financial information of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. for the financial year 2017" hereby approves the above documents.

§2.

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

Reasons to the Resolution No. III/15/06/2018

According to Article 389(2)(1) and Article 389(5) of the Code the agenda of the Annual General Meeting shall include consideration and approval of the management board's report on the operations of the Bank and of the Bank's capital group as well as statement on non-financial information according to Article 49b(9) of the Accounting Act. The data included in the management board's report on the operations of the Bank and of the capital group of the Bank were analyzed by the statutory auditor and by the Supervisory Board of the Company as required by law.

According to §83(3) and §83(5) of the of the Minister of Finance Regulation on current and periodic reporting by issuers of securities and the rules of equal treatment of the information required by the laws of non-member states (Journal of Laws of 2014, item 133) the reports are prepared in one document.

**Resolution No. IV/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

**on consideration and approval of Getin Noble Bank S.A. financial statements
for the financial year ended on 31 December 2017**

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 2017 hereby approves Getin Noble Bank S.A. annual financial statements for the financial year 2017 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2017 and ending on 31 December 2017, which shows net loss of PLN 566 732 thousand,
- 2) statements on the total revenue for the period starting on 1 January 2017 and ending on 31 December 2017, which show total net loss of PLN 477 149 thousand,
- 3) statements on the financial situation as at 31 December 2017, which assets and liabilities equal PLN 60 259 446 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2017 and ending on 31 December 2017, which shows the net decrease in equity at PLN 427 149 thousand,
- 5) cash flow statements for the period starting on 1 January 2017 and ending on 31 December 2017, which shows the net increase of cash at PLN 201 644 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

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

Reasons to the Resolution No. IV/15/06/2018

According to Article 395(2)(1) of the Code the agenda of the Annual General Meeting shall include consideration and approval of the of the financial report of the Bank. The data presented in the financial statements of the Bank were considered by the Supervisory Board of the Company that stated that the above documents meet legal requirements and are true and consistent with the actual status of the Company and correctly present the operations of the Company and the motion of the Management Board on allocation of profit for the financial year 2017 is justified.

The financial statements of the Bank for the financial year 2017 were analyzed by the independent statutory auditor selected to audit financial statements of the Bank. The statutory auditor stated in his opinion in particular that the financial statements of the Bank present reliably and clearly the financial position of the Bank as at 31 December 2017.

**Resolution No. V/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

**on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements
for the financial year ended on 31 December 2017**

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 ended on 31 December 2017 hereby approves Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2017 containing as follows:

- 1) consolidated profit and loss statements for the period starting on 1 January 2017 and ending on 31 December 2017, which shows net loss of PLN 573 325 thousand,
- 2) consolidated statements on the total revenue for the period starting on 1 January 2017 and ending on 31 December 2017, which show total net revenue of PLN 483 172 thousand,
- 3) consolidated statements on the financial situation as at 31 December 2017, which assets and liabilities equal PLN 59 835 536 thousand,
- 4) consolidated statements on the changes in equity for the period starting on 1 January 2017 and ending on 31 December 2017, which shows the net decrease in equity at PLN 441 595 thousand,
- 5) consolidated cash flow statements for the period starting on 1 January 2017 and ending on 31 December 2017, which shows the net increase of cash at PLN 341 174 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

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

Reasons to the Resolution No. V/15/06/2018

According to Article 395(5) of the Code the agenda of the Annual General Meeting shall include consideration and approval of the of the financial report of the Capital Group of the Bank. The data presented in the financial statements of the Capital Group of the Bank were considered by the Supervisory Board of the Company that stated that the above documents meet legal requirements and are true and consistent with the actual status of the Capital Group and correctly present the financial statements of the Capital Group of the Bank.

As required by law, the independent statutory auditor analyzed the financial statements of the Capital Group of the Bank for the financial year 2017. The statutory auditor stated in his opinion in particular that the consolidated financial statements of the Capital Group of the Bank present reliably and clearly the financial position of the Capital Group of the Bank as at 31 December 2017.

**Resolution No. VI/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on consideration and approval of the “Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2017 together with a brief assessment of the situation of the Company” 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 2017

On the basis of Article 382(3) of the Code of Commercial Companies and Partnerships and Article 10(3)(6) of the Articles of Association of the Company as well as in connection with the requirements resulting from the “Corporate Governance Principles for Supervised Institutions” adopted by the Polish Financial Supervision Authority dated 22 July 2014 (“Principles”) and “Best Practices of GPW Listed Companies 2017” adopted by the GPW Supervisory Board dated 13 October 2015 (“Best Practices”), the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. hereby approves the “Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2017 together with a brief assessment of the situation of the Company” including:

- 1) the summary of the activities of the Supervisory Board in the financial year 2017 and its committees as well as the assessment of the Management Board’s report on Getin Noble Bank S.A. activities and Getin Noble Bank S.A. financial statements and Getin Noble Bank S.A. Capital Group financial statements for the financial year 2017 and the assessment of the Management Board’s motion regarding distribution of profit;
- 2) the assessment of applying Principles and way of fulfillment of obligations imposed on the Bank according to the Best Practices including the assessment of the situation of the Company with the consideration of the assessment of internal control system, risk management system, compliance and internal audit function.

§2.

In compliance with the Principles requirements, on the basis of the information included in the Management Board’s report on Getin Noble Bank S.A. activities in the financial year 2017 and the assessment included in the Supervisory Board’s report, the Annual General Meeting of Getin Noble Bank S.A. hereby states that the policy of remuneration applied by the Bank contributes to the development and security of the Bank’s operations.

§3.

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

Reasons to the Resolution No. VI/15/06/2018

According to the provisions of Article 382(3) of the Code, the special duties of the supervisory board shall include evaluating the reports referred to in Article 395(2)(1), with regard to their conformity with the books and documents, as well as with the actual state of affairs, and proposals of the management board concerning the division of profits or the financing of losses, as well as submitting to the general assembly annual written reports on the results of such evaluation. Moreover, according to the requirements of the “Corporate Governance Principles for Supervised Institutions” adopted by the Polish Financial Supervision Authority and “Best Practices of GPW Listed Companies 2017” adopted by the GPW Supervisory Board, the Supervisory Board shall make relevant assessments and give relevant opinions.

According to §28(4) of the “Corporate Governance Principles for Supervised Institutions”, the Annual General Meeting shall assess whether the remuneration policy does contribute to the development and security of the Bank’s operations. This assessment is based on the information included in the Management Board’s report on Getin Noble Bank S.A. activities in the financial year 2017 and on the report on the remuneration policy applied at the Bank included in the report of the Supervisory Board.



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Therefore, the report of the Supervisory Board including the assessment of the above reports and the assessment of the Bank's situation should be submitted to the Annual General Meeting for a vote.

**Resolution No. VII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on covering of loss of Getin Noble Bank S.A. for the financial year 2017 and for the previous financial years

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 amount of PLN 688,078,905.53 from the reserve fund of the Company to cover the following:

- a) the loss of Getin Noble Bank S.A. for the financial year 2017 in the amount of PLN 566,732,466.34 (in words: five hundred sixty-six million seven hundred thirty-two thousand four hundred sixty-six and thirty-four);
- b) the loss of Getin Noble Bank S.A. for the previous financial years in the amount of PLN 121,346,439.19 (in words: one hundred twenty-one million three hundred forty-six thousand four hundred thirty-nine and nineteen)

§ 2.

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

Reasons to the Resolution No. VII/15/06/2018

According to Article 395(2)(2) of the Code the agenda of the Annual General Meeting shall include adoption of a resolution covering of loss of Getin Noble Bank S.A. for the financial year 2017 and for the previous financial years.

The motion of the Management Board was approved by the Supervisory Board of the Bank according to Article 382(3) in connection with Article 395(2)(2) of the Code.

**Resolution No. VIII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Krzysztof Rosiński - the President of the Management Board of Getin Noble Bank S.A. from 01 January 2017 to 09 January 2017 and the Vice-President of the Management Board of Getin Noble Bank S.A. from 10 January 2017 to 06 February 2017.

§2.

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

**Resolution No. IX/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Artur Klimczak – the Vice- President of the Management Board of Getin Noble Bank S.A. from 01 January 2017 to 09 January 2017, the Vice- President of the Management Board of Getin Noble Bank S.A. acting President of the Management Board of Getin Noble Bank S.A. from 10 January 2017 to 29 May 2017 and the President of the Management Board of Getin Noble Bank S.A. from 30 May 2017 to 31 December 2017.

§2.

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

**Resolution No. X/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on acknowledgement of fulfillment of duties by Mr. Jerzy Pruski

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 2017 by Mr. Jerzy Pruski – the Vice-President of the Management Board of Getin Noble Bank S.A. from 1 February 2017 to 31 December 2017.

§2.

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

**Resolution No. XI/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Radosław Stefurak - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2017 to 31 December 2017.

§2.

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

***Resolution No. XII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018***

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 2017 by Mr. Karol Karolkiewicz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2017 to 31 December 2017.

§2.

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

***Resolution No. XIII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018***

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 2017 by Mr. Maciej Szczechura - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2017 to 31 December 2017.

§2.

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

***Resolution No. XIV/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018***

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 2017 by Mr. Marcin Dec - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2017 to 08 May 2017.

§2.

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

**Resolution No. XV/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Krzysztof Basiaga - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2017 to 30 September 2017.

§2.

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

**Resolution No. XVI/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on acknowledgement of fulfillment of duties by Mr. Marcin Kuksinowicz

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 2017 by Mr. Marcin Kuksinowicz - a Member of the Management Board of Getin Noble Bank S.A. from 11 September 2017 to 31 December 2017.

§2.

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

**Resolution No. XVII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on acknowledgement of fulfillment of duties by Mr. Maciej Kleczkiewicz

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 2017 by Mr. Maciej Kleczkiewicz - a Member of the Management Board of Getin Noble Bank S.A. from 11 September 2017 to 31 December 2017.

§2.

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

**Resolution No. XVIII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on acknowledgement of fulfillment of duties by Mr. Marcin Romanowski

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 2017 by Mr. Marcin Romanowski - a Member of the Management Board of Getin Noble Bank S.A. from 1 October 2017 to 31 December 2017.

§2.

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

Reasons to the Resolution No. VIII-XVIII/15/06/2018

According to Article 395(2)(3) of the Code granting of approval of the performance by the members of the company governing bodies, including members of the Management Board, of their duties, requires resolution of the Annual General Meeting.

The Supervisory Board of Getin Noble Bank S.A. gave positive opinion as regards the Management Board activities in the financial year 2017 and recommends granting of approval of the performance of the duties in the financial year 2017 by the members of the Management Board.

**Resolution No. XIX/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Leszek Czarnecki - the Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2017 to 31 December 2017.

§2.

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

**Resolution No. XX/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Remigiusz Baliński the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2017 to 11 June 2017 and a Member of the Supervisory Board from 12 June 2017 to 31 December 2017.

§2.

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

**Resolution No. XXI/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Krzysztof Bielecki - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2017 to 11 June 2017 and the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 12 June 2017 to 31 December 2017.

§2.

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

**Resolution No. XXII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Jacek Lisik - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2017 to 31 December 2017.

§2.

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

**Resolution No. XXIII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

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 2017 by Mr. Mariusz Grendowicz - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2017 to 31 December 2017.

§2.

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

**Resolution No. XXIV/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on acknowledgement of fulfillment of duties by Mrs. Barbara Bakalarska

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 2017 by Mrs. Barbara Bakalarska - a Member of the Supervisory Board of Getin Noble Bank S.A. from 10 October 2017 to 31 December 2017.

§2.

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

Reasons to the Resolutions No. XIX-XXIV/15/06/2018

According to Article 395(2)(3) of the Code granting of approval of the performance by the members of the company governing bodies, including members of the Supervisory Board, of their duties, requires resolution of the Annual General Meeting.

**Resolution No. XXVII/15/06/2018
of the Annual General Meeting of Getin Noble Bank S.A.
dated 15 June 2018**

on merger of Getin Noble Bank Spółka Akcyjna and BPI Bank Polskich Inwestycji Spółka Akcyjna

On the basis of Article 492(1)(1) and Article 506(1) and 506(2), Article 515 and Article 516(6) of the Code of Commercial Companies and Partnerships ("Code"), the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

On the basis of Article 506(1) of the Code, after examination of the Merger Plan (Attachment No. 1 to this Resolution), the Annual General Meeting of Getin Noble Bank S.A. hereby adopts the merger of the Company as acquiring company and BPI Bank Polskich Inwestycji Spółka Akcyjna with its registered office in Warsaw (01-208), at Przyokopowa 33, entered into the Register of Entrepreneurs of the National Court Register under KRS number 0000237641 ("BPI Bank") as the target company.

§2.

On the basis of Article 506(4) of the Code, the General Meeting gives consent to the Merger Plan agreed between the Company and BPI Bank on 1 August 2017.

§3.

The merger shall be effected under Article 492(1)(1) and Article 515(1) together with Article 516(6) of the Code by a transfer of all the assets of BPI Bank to the Company.

§4.

The merger shall be effected without an increase of the share capital of the Company.

§5.

The Company shall not give any rights to shareholders or any entitled persons at BPI Bank.

§6.

No special benefits shall be given to members of the bodies of the merging companies or to any persons participating in the merger.

§7.

The Annual General Meeting hereby authorizes and obliges the Management Board to take all necessary steps to conduct the merger according to this Resolution, Merger Plan and binding laws.

§8.

The resolution comes into force on the day of its adoption whereas the merger shall be effected on the day the merger is entered into the court of registration with jurisdiction over the seat of the Company under the condition the Polish Financial Supervision Authority agrees to the merger according to Article 124(1) of the Banking Law.

Reasons to the Resolutions No. XXV/15/06/2018

The merger of Getin Noble Bank S.A. and BPI Bank Polskich Inwestycji S.A. results from the economic reasons such as increase in the level of liquid assets as well as the fact that the merger is one of the elements of the Capital protection plan approved by the Polish Financial Supervision Authority on 24 April 2018.

The above Plan is complement to the legal requirements resulting from Article 60(1) of the Act of 5th August 2015 on Macroprudential Supervision over the Financial System and on the Crisis Management in the Financial System. The scope of activities agreed with the supervisory authority is to help the Bank to be compliant with the combined buffer requirements. The merger shall positively influence the solvency ratio.

Taking into consideration the fact that the Bank owns 100% of shares of BPI Bank Polskich Inwestycji S.A. the merger shall be conducted using the simplified procedure which shall reduce the costs of the operation as well as its duration.