



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 9 May 2017 together with reasons thereto, according to Article 2(3) of the Rules of the Management Board and Best Practices of GPW Listed Companies 2016 (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 2016;
- draft resolution on consideration and approval of Getin Noble Bank S.A. financial statements for the financial year 2016;
- draft resolution on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements for the financial year 2016;
- draft resolution on consideration and approval of the “Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2016 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 2016;
- draft resolution on distribution of profit for the financial year 2016;
- draft resolution on acknowledgement of fulfillment of duties by Members of the Management Board;
- draft resolution on acknowledgement of fulfillment of duties by Members of the Supervisory Board;
- draft resolution on appointment of Members of the Supervisory Board;
- draft resolution on exclusion of preemptive rights to B series shares issued on the basis of a resolution of the Management Board regarding the increase of the initial capital of the Company within the limits of the target capital by private subscription;
- draft resolution on amendments to the Articles of Association of the Company;

**Resolution No. 1/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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.

Reasons to the Resolution No. 1/09/05/2017

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/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 11 April 2017, 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 2016.
6. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2016.
7. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year 2016.
8. To adopt a resolution to consider and approve the Supervisory Board's report for the financial year 2016 and the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A.
9. To adopt a resolution to allocate profit for the financial year 2016.
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 2016.
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 2016.
12. To adopt a resolution to appoint new members of the Supervisory Board.
13. To adopt a resolution to exclude preemptive rights to B series shares issued on the basis of a resolution of the Management Board regarding the increase of the initial capital of the Company within the limits of the target capital by private subscription.
14. To adopt a resolution on amendments to the Articles of Association of Getin Noble Bank S.A.
15. To close the Meeting.

§2.

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

Reasons to the Resolution No. II/09/05/2017

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/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016

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 2016" hereby approves the above Report.

§2.

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

Reasons to the Resolution No. III/09/05/2017

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. 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/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

**on consideration and approval of Getin Noble Bank S.A. financial statements
for the financial year 2016**

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 2016 hereby approves Getin Noble Bank S.A. unit financial statements for the financial year 2016 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2016 and ending on 31 December 2016, which shows net profit of PLN 109,003 thousand,
- 2) statements on the total revenue for the period starting on 1 January 2016 and ending on 31 December 2016, which show total net revenue of PLN 44,745 thousand,
- 3) statements on the financial situation as at 31 December 2016, which assets and liabilities equal PLN 66 878 359 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2016 and ending on 31 December 2016, which shows the net increase in equity at PLN 44,745 thousand,
- 5) cash flow statements for the period starting on 1 January 2016 and ending on 31 December 2016, which shows the net decrease of cash at PLN 418,117 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/09/05/2017

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 2016 is justified.

The financial statements of the Bank for the financial year 2016 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 2016.

In the opinion of the Management Board, the above assessments constitute a proper recommendation for the General Meeting to approve the submitted documents as proposed in this draft resolution.

**Resolution No. V/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

**on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements
for the financial year 2016**

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 2016 hereby approves Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2016 containing as follows:

- 1) consolidated profit and loss statements for the period starting on 1 January 2016 and ending on 31 December 2016, which shows net profit of PLN 38,648 thousand,
- 2) consolidated statements on the total revenue for the period starting on 1 January 2016 and ending on 31 December 2016, which show total net revenue of PLN 102,771 thousand,
- 3) consolidated statements on the financial situation as at 31 December 2016, which assets and liabilities equal PLN 66,517,146 thousand,
- 4) consolidated statements on the changes in equity for the period starting on 1 January 2016 and ending on 31 December 2016, which shows the net increase in equity at PLN 49,411 thousand,
- 5) consolidated cash flow statements for the period starting on 1 January 2016 and ending on 31 December 2016, which shows the net decrease of cash at PLN 278,786 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/09/05/2017

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 2016. 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 2016.

**Resolution No. VI/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

on consideration and approval of the “Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2016 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 2016

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 2016” 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 2016 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 2016 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 2016 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 2016 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/09/05/2017

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 2016” 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 2016 and on the report on the remuneration policy applied at the Bank included in the report of the Supervisory Board.

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/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

on distribution of profit for the financial year 2016

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 2016 in the amount of PLN 109 003 471,24 (in words: one hundred and nine million three thousand four hundred and seventy-one zloty and twenty-four) to the reserve fund increase.

§ 2.

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

Reasons to the Resolution No. VII/09/05/2017

According to Article 395(2)(2) of the Code the agenda of the Annual General Meeting shall include adoption of a resolution on the distribution of profits.

The motion of the Management Board is compliant with the guidelines of the "Plan for sustainable improvement in profitability of Getin Noble Bank S.A. Restructurisation Program for the years 2016-2019" approved by the Polish Financial Supervision Authority as regards distribution of profits during the Program as well as compliant with the Polish Financial Supervision Authority standpoint of 6 December 2016 on dividend policy of the banks (and other entities) in 2017.

**Resolution No. VIII/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Krzysztof Rosiński - the President of the Management Board of Getin Noble Bank S.A. from 01 January 2016 to 31 December 2016.

§2.

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

**Resolution No. IX/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Artur Klimczak – the Vice- President of the Management Board of Getin Noble Bank S.A. from 01 January 2016 to 31 December 2016.

§2.

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

**Resolution No. X/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Radosław Stefurak - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XI/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Karol Karolkiewicz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XII/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Maciej Szczechura - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XIII/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Marcin Dec - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XIV/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Krzysztof Basiaga - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XV/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

on non-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. does not acknowledge fulfillment of duties in the financial year 2016 by Mr. Grzegorz Tracz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2016 to 7 June 2016.

§2.

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

Reasons to the Resolution No. VIII-XV/09/05/2017

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 2016 and recommends granting of approval of the performance of the duties in the financial year 2016 by the following members of the Management Board: Mr. Krzysztof Rosiński, Mr. Artur Klimczak, Mr. Krzysztof Basiaga, Mr. Marcin Dec, Mr. Maciej Szczechura, Mr. Karol Karolkiewicz, Mr. Radosław Szczechura and not to grant approval of the performance of duties in the financial year 2016 by Mr. Grzegorz Tracz.

**Resolution No. XVI/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Leszek Czarnecki - the Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XVII/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Remigiusz Baliński the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XVIII/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Krzysztof Bielecki - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XIX/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Jacek Lisik - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2016 to 31 December 2016.

§2.

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

**Resolution No. XX/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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 2016 by Mr. Mariusz Grendowicz - a Member of the Supervisory Board of Getin Noble Bank S.A. from 12 May 2016 to 31 December 2016.

§2.

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

Reasons to the Resolutions No. XVI-XX/09/05/2017

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. XXI/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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

On the basis of Article 385(1) of the Code of Commercial Companies and Partnerships and on the basis of Article 6(7)(3) 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 appoints Mr. [•] a Member of the Supervisory Board for the 3-year-term of office.

§2.

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

**Resolution No. XXII/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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

On the basis of Article 385(1) of the Code of Commercial Companies and Partnerships and on the basis of Article 6(7)(3) 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 appoints Mr. [•] a Member of the Supervisory Board for the 3-year-term of office.

§2.

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

**Resolution No. XXIII/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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

On the basis of Article 385(1) of the Code of Commercial Companies and Partnerships and on the basis of Article 6(7)(3) 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 appoints Mr. [•] a Member of the Supervisory Board for the 3-year-term of office.

§2.

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

**Resolution No. XXIV/09/05/2017
of the Annual General Meeting of Getin Noble Bank S.A.
dated 09 May 2017**

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