

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

Resolution No. I/10/12/2015 of the Extraordinary General Meeting of Getin Noble Bank S.A. dated 12 December 2015

on election of the Chairperson of the General Meeting

§1.

On the basis of Article 409 § 1 of the Polish Code of Commercial Companies and Partnerships (Journal of Laws 2000 No. 94, item 1037) ("Code of Commercial Companies and Partnerships"), the Extraordinary 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/10/12/2015 of the Extraordinary General Meeting of Getin Noble Bank S.A. dated 12 December 2015

on adoption of the Agenda of the General Meeting

§1.

The Extraordinary General Meeting hereby adopts the Agenda, determined and published on the Company's website on 13 November 2015, as follows:

1. To open the Meeting.
2. To elect the Chairperson.
3. To adopt the Agenda of the Meeting.
4. To adopt a resolution on amendments to the Articles of Association of Getin Noble Bank S.A. and authorization of the Management Board of the Company do increase the initial capital of the Company within the limits of the target capital with the possibility to divest current shareholders of the preemptive right in whole or in part upon the consent of the Supervisory Board of the Company.
5. To adopt a resolution on amendments to the Articles of Association of Getin Noble Bank S.A. and authorization of the Management Board of the Company do increase the initial capital of the Company within the limits of the target capital without the possibility to divest current shareholders of the preemptive right in whole or in part.
6. To adopt a resolution on the amendments to the Articles of Association of Getin Noble Bank S.A.

7. To adopt a resolution on reduction of the initial capital of the Company and on the related amendments to the Articles of Association of Getin Noble Bank S.A. and creation of the reserve fund.
8. To close the Meeting.

§2.

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

**Resolution No. III/10/12/2015
of the Extraordinary General Meeting of Getin Noble Bank S.A.
dated 10 December 2015**

on amendments to the Articles of Association of Getin Noble Bank S.A. and authorization of the Management Board of the Company do increase the initial capital of the Company within the limits of the target capital with the possibility to divest current shareholders of the preemptive right in whole or in part upon the consent of the Supervisory Board of the Company

On the basis of Article 430(1), Article 444, Article 445, Article 447 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 Extraordinary General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Extraordinary General Meeting of Getin Noble Bank S.A. hereby amends the Articles of Association of Getin Noble Bank S.A. by adding new Article 29a after Article 29 of the Articles of Association of the Company as follows:

„Article 29a

1. *The Management Board shall be authorized to increase the initial capital of the Company by the amount not higher than PLN 240,000,000.00 (in words: two hundred forty million zloty) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (target capital).*
2. *The authorization described in point 1 above shall expire after three years from the date the amendments to the Articles of Association of the Company including the target capital are entered into the register of entrepreneurs of the National Court Register.*
3. *The Management Board of the Company shall be authorized to increase the initial capital within the limits of the target capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted.*
4. *The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the initial capital increase within the limits of the target capital and in case of decision to issue shares within an open or closed subscription, and in particular to:*
 - *set the time limit to open and close the share subscription,*
 - *set the conditions and ways to subscribe for shares,*
 - *allocate shares, including allocation of shares not taken up upon exercising the preemptive right.*
5. *The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the target capital shall require consent of the Supervisory Board of the Bank.*
6. *The Management Board of the Bank is authorized upon the consent of the Supervisory Board to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the initial capital increase within the limits of the target capital.*
7. *The Management Board of the Bank shall issue shares within the initial capital increase exclusively for cash contributions.*
8. *The Management Board of the Bank shall not issue preference shares or shares carrying personal preferences within the initial capital increase within the limits of the target capital.*

9. *Unless provisions of law or this Article state otherwise, the Management Board is authorized to decide on all matters connected with the initial capital increase within the limits of the target capital, and in particular to:*
- 1) *conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,*
 - 2) *take all necessary actual and legal steps to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.*
 - 3) *adopt resolutions and perform other acts as regards dematerialization of shares and to conclude agreements for registration and dematerialization of shares with the National Depository for Securities”.*

§2

1. The necessity to adopt the proposed resolution on the amendments to the Articles of Association of the Bank in connection with the authorization of the Management Board do increase the initial capital within the limits of the target capital is caused by the willingness to provide the Company with a flexible instrument to quickly and effectively finance its activities as well as to react to the changing provisions of law as well as recommendations of the supervisory authorities as regards among all capital requirements for the banks and investment companies.
2. The Management Board of the Bank while exercising its right to increase the initial capital within the limits of the target capital shall adjust the size and the moment of share issue to the market conditions and current needs of the Bank. Such improvement shall considerably shorten the time necessary to win another tranche of capital and reduce its costs.

§3

The Extraordinary General Meeting of the Company after considering the justification of the introduction of the target capital described in §2 as well as the opinion of the Management Board attached to this Resolution (adopted by the Supervisory Board of the Company as well) as regards the grounds for the increase of the initial capital within the limits of the target capital, ways of fixing the issue price as well as possibility to divest a shareholder of the preemptive right in whole or in part, hereby complies with the standpoint of the Management Board and accepts it as justification of this resolution as required by the Polish Code of Commercial Companies and Partnerships.

§4

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

§5

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.

§6

In case the Resolution No. III/10/12/2015 is adopted, the Extraordinary General Meeting shall not vote on point 6 of the agenda of the Meeting.

**Resolution No. IV/10/12/2015
of the Extraordinary General Meeting of Getin Noble Bank S.A.
dated 10 December 2015**

**on amendments to the Articles of Association of Getin Noble Bank S.A. and authorization of the
Management Board of the Company do increase the initial capital of the Company
within the limits of the target capital without the possibility to divest current shareholders of the
preemptive right in whole or in part**

On the basis of Article 430(1), Article 444, Article 445, Article 447 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 Extraordinary General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Extraordinary General Meeting of Getin Noble Bank S.A. hereby amends the Articles of Association of Getin Noble Bank S.A. by adding new Article 29a after Article 29 of the Articles of Association of the Company as follows:

„Article 29a

1. *„The Management Board shall be authorized to increase the initial capital of the Company by the amount not higher than PLN 240,000,000.00 (in words: two hundred forty million zloty) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (target capital).*
2. *The authorization described in point 1 above shall expire after three years from the date the amendments to the Articles of Association of the Company including the target capital are entered into the register of entrepreneurs of the National Court Register.*
3. *The Management Board of the Company shall be authorized to increase the initial capital within the limits of the target capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted.*
4. *The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the initial capital increase within the limits of the target capital and in case of decision to issue shares within an open or closed subscription, and in particular to:*
 - *set the time limit to open and close the share subscription,*
 - *set the conditions and ways to subscribe for shares,*
 - *allocate shares, including allocation of shares not taken up upon exercising the preemptive right.*
5. *The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the target capital shall require consent of the Supervisory Board of the Bank.*
6. *The Management Board of the Bank is not authorized to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the initial capital increase within the limits of the target capital.*
7. *The Management Board of the Bank shall issue shares within the initial capital increase exclusively for cash contributions.*
8. *The Management Board of the Bank shall not issue preference shares or shares carrying personal preferences within the initial capital increase within the limits of the target capital.*
9. *Unless provisions of law or this Article state otherwise, the Management Board is authorized to decide on all matters connected with the initial capital increase within the limits of the target capital, and in particular to:*
 - 1) *conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,*
 - 2) *take all necessary actual and legal steps to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all*

necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

- 3) *adopt resolutions and perform other acts as regards dematerialization of shares and to conclude agreements for registration and dematerialization of shares with the National Depository for Securities”.*

§2

1. The necessity to adopt the proposed resolution on the amendments to the Articles of Association of the Bank in connection with the authorization of the Management Board do increase the initial capital within the limits of the target capital is caused by the willingness to provide the Company with a flexible instrument to quickly and effectively finance its activities as well as to react to the changing provisions of law as well as recommendations of the supervisory authorities as regards among all capital requirements for the banks and investment companies.
2. The Management Board of the Bank while exercising its right to increase the initial capital within the limits of the target capital shall adjust the size and the moment of share issue to the market conditions and current needs of the Bank. Such improvement shall considerably shorten the time necessary to win another tranche of the capital and reduce its costs.

§3

The Extraordinary General Meeting of the Company after considering the justification of the introduction of the target capital described in §2 as well as the opinion of the Management Board attached to this resolution (adopted by the Supervisory Board of the Company as well) as regards the grounds for the increase of the initial capital within the limits of the target capital as well as ways of fixing the issue price, hereby complies with the standpoint of the Management Board and accepts it as justification of this resolution as required by the Polish Code of Commercial Companies and Partnerships.

§4

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

§5

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. V/10/12/2015
of the Extraordinary General Meeting of Getin Noble Bank S.A.
dated 10 December 2015**

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

§1.

The Extraordinary General Meeting of Getin Noble Bank S.A. hereby amends the Articles of Association of Getin Noble Bank S.A. by adding new Article 31a after Article 31 of the Articles of Association of the Company as follows:

“§ 31a

The General Meeting of the Bank may create a separate reserve fund (other than the fund described in § 31) to which sums resulting from the initial capital reduction carried out pursuant to Article 457(1)(2) of the Code of Commercial Companies and Partnerships shall be transferred.”

§2.

On the basis of Article 430(5) of the Extraordinary 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.

**Resolution No. VI/10/12/2015
of the Extraordinary General Meeting of Getin Noble Bank S.A.
dated 10 December 2015**

on reduction of the initial capital of the Company and on the related amendments to the Articles of Association of Getin Noble Bank S.A. and creation of the reserve fund

The Extraordinary General Meeting of Getin Noble Bank S.A. acting on the basis of Article 455(1) of the Code of Commercial Companies and Partnerships and on the basis of Article 6(7)(1,2) of the Articles of Association of Getin Noble Bank S.A., and §31a of the Articles of Association of Getin Noble Bank S.A. (in wording adopted by Resolution No. .../10/12/2015 dated 10 December 2015) hereby adopts as follows:

§1.

1. The Extraordinary General Meeting hereby reduces the initial capital of the Company by the amount of PLN 238,512,898.71 (in words: two hundred thirty-eight million five hundred twelve thousand eight hundred ninety-eight zloty and seventy-one groszy), i.e. from the amount of PLN 2,650,143,319.00 (two billion six hundred fifty million one hundred forty-three thousand three hundred nineteen zloty) to the amount of PLN 2,411,630,420.29 (two billion four hundred eleven million six hundred thirty thousand four hundred twenty zloty and twenty-nine groszy).
2. The reduction of the initial capital shall be effected by reducing the nominal value of one share by the amount of PLN 0.09 (nine groszy), i.e. from the amount of PLN 1.00 (one zloty) to the amount of PLN 0.91(ninety-one groszy).
3. The initial capital reduction is effected with the object of transferring amounts resulting from the initial capital reduction to the reserve capital referred to in § 2.
4. Sums resulting from the initial capital reduction shall be transferred to the reserve fund created on the basis of §2 of this Resolution.

§2

The Extraordinary General Meeting of the Company hereby creates separate reserve fund pursuant to Article 457(1)(2) of the Code of Commercial Companies and Partnerships to which sums resulting from the initial capital reduction described in §1 shall be transferred.

§3

Due to the facts indicated in § 1(3) and § 2 of this Resolution and having regard for the fact that after reducing the initial capital as described in § 1, the amount of the reserve fund described in § 2 shall not be higher than 10% of the reduced initial capital of the Company, the initial capital shall be reduced pursuant to Article 457 of the Code of Commercial Companies and Partnerships with the exclusion of requirements described in Article 456 of the Code of Commercial Companies and Partnerships.

§4

The Extraordinary 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 2,411,630,420.29 (two billion four hundred eleven million six hundred thirty thousand four hundred twenty zloty and twenty-nine groszy) and is divided into 2.650.143.319 (two billion six hundred fifty million one hundred forty-three thousand three hundred nineteen) ordinary shares with 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. 2.142.465.631 (in words: two billion one hundred forty-two million four hundred sixty-five thousand six hundred and thirty-one) ordinary bearer shares H series,
 - i. 144.617.688 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight) ordinary bearer shares I series,
 - j. 200.000.000 (in words: two hundred million) ordinary bearer shares J series,
 - k. 60.000.000 (in words: sixty million) ordinary bearer shares K series.”

§2.

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

§3.

The resolution comes into force provided the amendments to the Articles of Association of the Company adopted by Resolution No. .../10/12/2015 of the Extraordinary General Meeting of the Company dated 10 December 2015 are registered whereas the reduction of the initial capital of the Company and the related amendments to the Articles of Association of Getin Noble Bank S.A. adopted by this Resolution require the entrance into the register of entrepreneurs of the National Court Register according to Article 430(1) of the Polish Commercial Code of Companies and Partnerships upon prior consent of the Polish Financial Supervision Authority to the proposed amendments.