



**Getin Noble Bank S.A.**  
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**DRAFT RESOLUTIONS  
OF THE EXTRAORDINARY GENERAL MEETING  
OF GETIN NOBLE BANK S.A.**

**Resolution No. I/10/07/2012  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated 10 July 2012**

**on election of the Chairperson of the General Meeting**

§1.

On the basis of Article 409 § 1 of the Polish Commercial Companies Code, the 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/10/07/2012  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated 10 July 2012**

**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 12 June 2012, 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 on increase in the share capital of the Company by way of public offering of J series shares, determination of the day of the subscription right to J series shares, dematerialization and application for admission of the subscription rights to J series shares, of the rights to J series shares and of J series shares to trading on the regulated market run by the Warsaw Stock Exchange.
6. To adopt a resolution on increase in the share capital of the Company by way of public offering of K series shares, determination of the day of the subscription right to K series shares, dematerialization and application for admission of the subscription rights to K series shares, of the rights to K series shares and of K series shares to trading on the regulated market run by the Warsaw Stock Exchange.
7. To adopt a resolution on changes to the Articles of Association of the Company in connection with the increase in the share capital of the Company by way of public issue of shares.
8. To adopt a resolution on appointment of a member of the Supervisory Board.
9. To adopt a resolution on determination of the remuneration for independent members of the Supervisory Board.
10. To close the Meeting.

§2.

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

**Resolution No. III/10/07/2012  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated 10 July 2012**

**on increase in the share capital of the Company by way of public offering of J series shares,  
determination of the day of the subscription right to J series shares, dematerialization  
and application for admission of the subscription rights to J series shares, the rights to J series shares  
and J series shares to trading on the regulated market run by the Warsaw Stock Exchange**

On the basis of Article 431, 432 and 433 of the Act of 15 September 2000 - Polish Commercial Companies Code (Journal of Laws No. 94, item 1037 later amended) ("CCC"), Article 14, 15 of the Polish Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into an organized trading system and on public companies (uniform text: Journal of Laws No. 185, item 1439) ("**Act on Public Offering**"), the General Meeting of Getin Noble Bank S.A. ("**General Meeting**") hereby adopts as follows:

§1.

1. The General Meeting hereby increases the share capital of the Company by the amount not lower than PLN 1.00 (one zloty) and not higher than PLN 250,000,000.00 (two hundred fifty million zloty) by way of public issue of not less than 1 (one) and not more than 250.000.000 (two hundred fifty million) ordinary bearer shares of new issue, J series with the nominal value of PLN 1.00 (one zloty) each ("**New Issue Shares**").
2. New Issue Shares shall be issued by way of a closed subscription within the meaning of Article 431(2)(2) of CCC and offered by way of public offering within the meaning of Article 3(3) of the Act on Public Offering.
3. New Issue Shares shall participate in dividend starting from 1 January 2012 on equal terms with other shares of the Company, i.e. starting from profit-sharing for the financial year starting on 1 January 2012.
4. New Issue Shares shall be covered solely by cash contributions.

§2.

1. The General Meeting hereby sets the date of the subscription right to New Issue Shares within the meaning of Article 432(2) of CCC as at 7 September 2012 ("**Subscription Right Day**").
2. Shareholders of the Company holding the Company's shares at the end of the Subscription Right Day shall be entitled to the subscription right to New Issue Shares, whereby each share of the Company held at the end of the Subscription Right Day shall entitle the Company's shareholder to one subscription right ("**Subscription Right**"). The number of New Issue Shares, to which take-up entitles one Subscription Right shall be determined by dividing the number of New Issue Shares by the total number of Subscription Rights. The final number of New Issue Shares assigned to an individual who subscribed for New Issue Shares in the exercise of Subscription Right shall be determined by multiplying the number of Subscription Rights, in the exercise of which an individual subscribed for New Issue Shares by the number of New Issue Shares, to which take-up entitles one Subscription Right, and then by rounding down the received product to the nearest whole number. Moreover, shareholders entitled to Subscription Right shall be empowered to place an additional subscription order for New Issue Shares according to provisions of Article 436(2) of CCC.

§3.

1. The General Meeting hereby entitles the Management Board of the Company as follows:

- a) to determine the final amount by which the share capital of the Company is to be increased, whereas the determined number cannot be lower than the minimum amount and higher than the maximum amount of the share capital increase set in § 1(1) of the Resolution of the General Meeting, and
  - b) to conclude agreements in order to secure the success of New Issue Shares issue, including one or more firm commitment underwriting agreement or standby commitment underwriting agreement within the meaning of the Act on Public Offering.
2. The General Meeting hereby entitles and obliges the Management Board of the Company to take all necessary factual and legal steps connected with the increase in the share capital of the Company, issue and public offering of New Issue Shares and with application for their admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange, in particular to:
- a) offer New Issue Shares in the way described in § 1(2) of this Resolution,
  - b) set detailed terms of subscription and allotment of New Issue Shares, including setting the date of opening and closure of the subscription for New Issue Shares, setting rules for subscription and allotment of New Issue Shares and rules for subscription and allotment of New Issue Shares which are not taken up either in the exercise of Subscription Right or within the additional subscription described in Article 436(2) of CCC,
  - c) file a motion to the Polish Financial Supervision Authority to approve the Prospectus drawn up in connection with the public offering and applying for admission of New Issue Shares to trading on the regulated market, and
  - d) set the issue price of New Issue Shares, whereas the total price of New Issue Shares cannot exceed PLN 300,000,000.00 (three hundred million zloty).
3. Moreover, the General Meeting hereby entitles the Management Board of the Company, after receiving the consent of the Supervisory Board of the Company, to:
- a) take a decision to withdraw from or suspend the implementation of this Resolution,
  - b) take a decision to withdraw from conducting the public offering of New Issue Shares,
  - c) take decision to suspend conducting of public offering of New Issue Shares, whereas in case of taking decision on suspension of conducting of public offering of New Issue Shares, the Management Board of the Company is entitled as well to refrain from setting new date to conduct public offering of New Issue Shares, which can be set and published by the Management Board at a later date.

#### §4.

1. The General Meeting hereby decides on dematerialization within the meaning of the Act on Public Offering as follows:
  - a) 2.390.143.319 (two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) Subscription Rights,
  - b) not more than 250.000.000 (two hundred fifty million) Rights to New Issue Shares,
  - c) not more than 250.000.000 (two hundred fifty million) New Issue Shares.
2. The General Meeting hereby entitles the Management Board of the Company to conclude with the National Depository for Securities ("NDS") an agreement on registration of Subscription Rights, Rights to New Issue Shares and New Issue Shares indicated in point 1 above at the depository for securities run by NDS and to take all necessary factual and legal steps connected with their dematerialization.

#### §5.

1. The General Meeting hereby decides on application of the Company for admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange as follows:

- a) 2.390.143.319 (two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) Subscription Rights,
  - b) not more than 250.000.000 (two hundred fifty million) Rights to New Issue Shares,
  - c) not more than 250.000.000 (two hundred fifty million) New Issue Shares.
2. The General Meeting hereby entitles and obliges the Management Board of the Company to take all necessary factual and legal steps connected with application for admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange of Subscription Rights, Rights to New Issue Shares and New Issue Shares indicated in point 1 above.

§6.

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

**Resolution No. IV/10/07/2012  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated 10 July 2012**

**on increase in the share capital of the Company by way of public offering of K series shares,  
determination of the day of the subscription right to K series shares, dematerialization  
and application for admission of the subscription rights to K series shares, the rights to K series shares  
and K series shares to trading on the regulated market run by the Warsaw Stock Exchange**

On the basis of Article 431, 432 and 433 of the Act of 15 September 2000 - Polish Commercial Companies Code (Journal of Laws No. 94, item 1037 later amended) ("CCC"), Article 14, 15 of the Polish Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into an organized trading system and on public companies (uniform text: Journal of Laws No. 185, item 1439) ("**Act on Public Offering**"), the General Meeting of Getin Noble Bank S.A. ("**General Meeting**") hereby adopts as follows:

§1.

1. The General Meeting hereby increases the share capital of the Company by the amount not lower than PLN 1.00 (one zloty) and not higher than PLN 250,000,000.00 (two hundred fifty million zloty) by way of public issue of not less than 1 (one) and not more than 250.000.000 (two hundred fifty million) ordinary bearer shares of new issue, J series with the nominal value of PLN 1.00 (one zloty) each ("**New Issue Shares**").
2. New Issue Shares shall be issued by way of a closed subscription within the meaning of Article 431(2)(2) of CCC and offered by way of public offering within the meaning of Article 3(3) of the Act on Public Offering.
3. New Issue Shares shall participate in dividend starting from 1 January 2012 on equal terms with other shares of the Company, i.e. starting from profit-sharing for the financial year starting on 1 January 2012.
4. New Issue Shares shall be covered solely by cash contributions.

§2.

1. The General Meeting hereby sets the date of the subscription right to New Issue Shares within the meaning of Article 432(2) of CCC as at 7 September 2012 ("**Subscription Right Day**").
2. Shareholders of the Company holding the Company's shares at the end of the Subscription Right Day shall be entitled to the subscription right to New Issue Shares, whereby each share of the Company held at the end of the Subscription Right Day shall entitle the Company's shareholder to one subscription right ("**Subscription Right**"). The number of New Issue Shares, to which take-up entitles one Subscription Right shall be determined by dividing the number of New Issue Shares

by the total number of Subscription Rights. The final number of New Issue Shares assigned to an individual who subscribed for New Issue Shares in the exercise of Subscription Right shall be determined by multiplying the number of Subscription Rights, in the exercise of which an individual subscribed for New Issue Shares by the number of New Issue Shares, to which take-up entitles one Subscription Right, and then by rounding down the received product to the nearest whole number. Moreover, shareholders entitled to Subscription Right shall be empowered to place an additional subscription order for New Issue Shares according to provisions of Article 436(2) of CCC.

### §3.

1. The General Meeting hereby entitles the Management Board of the Company as follows:
  - a) to determine the final amount by which the share capital of the Company is to be increased, whereas the determined number cannot be lower than the minimum amount and higher than the maximum amount of the share capital increase set in § 1(1) of the Resolution of the General Meeting, and
  - b) to conclude agreements in order to secure the success of New Issue Shares issue, including one or more firm commitment underwriting agreement or standby commitment underwriting agreement within the meaning of the Act on Public Offering.
2. The General Meeting hereby entitles and obliges the Management Board of the Company to take all necessary factual and legal steps connected with the increase in the share capital of the Company, issue and public offering of New Issue Shares and with application for their admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange, in particular to:
  - a) offer New Issue Shares in the way described in § 1(2) of this Resolution,
  - b) set detailed terms of subscription and allotment of New Issue Shares, including setting the date of opening and closure of the subscription for New Issue Shares, setting rules for subscription and allotment of New Issue Shares and rules for subscription and allotment of New Issue Shares which are not taken up either in the exercise of Subscription Right or within the additional subscription described in Article 436(2) of CCC,
  - c) file a motion to the Polish Financial Supervision Authority to approve the Prospectus drawn up in connection with the public offering and applying for admission of New Issue Shares to trading on the regulated market, and
  - d) set the issue price of New Issue Shares, whereas the total price of New Issue Shares cannot exceed PLN 300,000,000.00 (three hundred million zloty).
3. Moreover, the General Meeting hereby entitles the Management Board of the Company, after receiving the consent of the Supervisory Board of the Company, to:
  - a) take a decision to withdraw from or suspend the implementation of this Resolution,
  - b) take a decision to withdraw from conducting the public offering of New Issue Shares,
  - c) take decision to suspend conducting of public offering of New Issue Shares, whereas in case of taking decision on suspension of conducting of public offering of New Issue Shares, the Management Board of the Company is entitled as well to refrain from setting new date to conduct public offering of New Issue Shares, which can be set and published by the Management Board at a later date.

### §4.

1. The General Meeting hereby decides on dematerialization within the meaning of the Act on Public Offering as follows:
  - a) 2.390.143.319 (two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) Subscription Rights,

- b) not more than 250.000.000 (two hundred fifty million) Rights to New Issue Shares,
  - c) not more than 250.000.000 (two hundred fifty million) New Issue Shares.
2. The General Meeting hereby entitles the Management Board of the Company to conclude with the National Depository for Securities (“NDS”) an agreement on registration of Subscription Rights, Rights to New Issue Shares and New Issue Shares indicated in point 1 above at the depository for securities run by NDS and to take all necessary factual and legal steps connected with their dematerialization.

§5.

1. The General Meeting hereby decides on application of the Company for admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange as follows:
- a) 2.390.143.319 (two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) Subscription Rights,
  - b) not more than 250.000.000 (two hundred fifty million) Rights to New Issue Shares,
  - c) not more than 250.000.000 (two hundred fifty million) New Issue Shares.
2. The General Meeting hereby entitles and obliges the Management Board of the Company to take all necessary factual and legal steps connected with application for admission and introduction to trading on the regulated market run by the Warsaw Stock Exchange of Subscription Rights, Rights to New Issue Shares and New Issue Shares indicated in point 1 above.

§6.

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

**Resolution No. V/10/07/2012  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated 10 July 2012**

**on changes to the Articles of Association of the Company in connection with the increase  
in the share capital of the Company by way of public issue of shares**

On the basis of Article 431, 432 of the Act of 15 September 2000 - Polish Commercial Companies Code (Journal of Laws No. 94, item 1037 later amended) (“CCC”), the General Meeting of Getin Noble Bank S.A. (“**General Meeting**”) hereby adopts as follows:

§1.

1. In connection with the adoption by the General Meeting the following resolutions: (i) Resolution No. [•] on increase in the share capital of the Company by way of public offering of J series shares, determination of the day of the subscription right to J series shares, dematerialization and application for admission of the subscription rights to J series shares, the rights to J series shares and J series shares to trading on the regulated market run by the Warsaw Stock Exchange (“**Resolution on J Series Shares Issue**”) and (ii) Resolution No. [•] on increase in the share capital of the Company by way of public offering of K series shares, determination of the day of the subscription right to K series shares, dematerialization and application for admission of the subscription rights to K series shares, the rights to K series shares and K series shares to trading on the regulated market run by the Warsaw Stock Exchange (“**Resolution on K Series Shares Issue**”) and in connection with the conversion of A, B, C, D, E, F and G series shares to ordinary bearer shares made on the basis of § 29(6) of the Articles of Association of the Company (“**Articles of Association**”), § 29(6) of the Articles of Association is amended to be read as follows:

*"1. The Bank's share capital amounts to not less than PLN 2,390,143,320.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred twenty zloty) and to not more than 2,890,143,319.00 (in words: two billion eight hundred ninety million one hundred forty-three thousand three hundred nineteen zloty) and is divided into not less than 2.390.143.320 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred twenty) and not more than 2.890.143.319 (in words: two billion eight hundred ninety million one hundred forty-three thousand three hundred nineteen) shares with the nominal value of PLN 1.00 (in words: one zloty) each, including as follows:*

- 40.000.000 (in words: forty million) ordinary bearer shares A series,*
- 23.000.000 (in words: twenty-three million) ordinary bearer shares B series,*
- 6.000.000 (in words: six million) ordinary bearer shares C series,*
- 9.510.000 (in words: nine million five hundred ten thousand) ordinary bearer shares D series,*
- 11.000.000 (in words: eleven million) ordinary bearer shares E series,*
- 4.000.000 (in words: four million) ordinary bearer shares F series,*
- 9.550.000 (in words: nine million five hundred fifty thousand) ordinary bearer shares G series,*
- 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,*
- 144.617.688 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight) ordinary bearer shares I series,*
- not more than 250.000.000 (in words: two hundred fifty million) ordinary bearer shares J series,*
- not more than 250.000.000 (in words: two hundred fifty million) ordinary bearer shares K series."*

2. The final amount by which the share capital of the Company shall be increased, whereby this amount cannot be lower than the minimum amount of the share capital increase determined in Resolution on J Series Shares Issue and in Resolution on K Series Shares Issue and not higher than the sum of the maximum amounts of the increase determined in Resolution on J Series Shares Issue and in Resolution on K Series Shares Issue, the amount of the subscribed share capital and the wording of Article 29(1) of the Articles of Association of the Company shall be determined by the Management Board of the Company on the basis of Article 310(2) and (4) in connection with Article 431(7) of CCC in connection with Article 310 of CCC by way of a statement in a form of notarial deed on the amount of the subscribed share capital after the allotment of J series shares and K series shares and specification of the amount of the share capital in the Articles of Association of the Company.

#### §2.

The change of the Articles of Association made on the basis of this Resolution requires, according to Article 34(2) of the Polish Act of 29 August 1997 – Banking Law (Journal of Laws of 2002 No. 72, item 665 later amended) the consent of the Polish Financial Supervision Authority.

#### §3.

The resolution comes into force on the day of its adoption. The changes to the Articles of Association within the scope described in §1 (1) of this Resolution come into force on the day of their registration in the register of entrepreneurs of the National Court Register.

**Resolution No. VI/10/07/2012**  
**of the Extraordinary General Meeting of Getin Noble Bank S.A.**  
**dated 10 July 2012**



### **on appointment of a member of the Supervisory Board**

On the basis of Article 385(1) of the Polish Commercial Companies Code and on the basis of § 6(7)(3) of the Articles of Association of Getin Noble Bank S.A., the General Meeting of the Company (“**General Meeting**”) hereby adopts as follows:

§1.

The General Meeting hereby appoints Mr./Ms. .... a Member of the Supervisory Board of Getin Noble Bank S.A.

§2.

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

### **Resolution No. VII/10/07/2012 of the Extraordinary General Meeting of Getin Noble Bank S.A. dated 10 July 2012**

#### **on determination of the remuneration for independent members of the Supervisory Board**

On the basis of Article 392(1) of the Polish Commercial Companies Code and on the basis of § 6(7)(3) of the Articles of Association of Getin Noble Bank S.A. the General Meeting of the Company (“**General Meeting**”) hereby adopts as follows:

§1.

The General Meeting hereby decides that Members of the Supervisory Board who fulfill the criteria of independence within the meaning of the “Good Practices of Companies Listed on the Warsaw Stock Exchange” shall receive monthly remuneration in the amount of PLN ..... payable on the last day of each calendar month starting from the remuneration for August 2012.

§2.

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