

***DRAFT RESOLUTIONS  
OF THE EXTRAORDINARY GENERAL 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 Extraordinary General Meeting to be held on 10 October 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 the assessment of the suitability of a candidate to perform the function of a Supervisory Board Member;
- draft resolution on appointment of a Member of the Supervisory Board;

**Resolution No. I/.../.../2017  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated ... 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 of 2017, item 1577 later amended) ("Code of Commercial Companies and Partnerships") the 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/.../.../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/.../.../2017  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated ... 2017**

**on adoption of the Agenda of the General Meeting**

**§1.**

The General Meeting hereby adopts the Agenda, determined and published on the Company's website on 11 September 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 on the assessment of the suitability of a candidate to perform the function of a Supervisory Board Member.
6. To adopt a resolution to appoint a Supervisory Board Member.
7. To close the Meeting.

**§2.**

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

**Reasons to the Resolution No. II/.../.../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/.../.../2017  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated ... 2017**

**on assessment of the suitability of a Supervisory Board Member candidate**

**§1.**

The General Meeting of Getin Noble Bank S.A. hereby positively assesses the suitability of ... to perform the function of a Supervisory Board Member according to Article 22(2) read with Article 22aa of the Banking Law Act.

The above statement does not raise any obligation of shareholders and does not form any grounds to submit claims against shareholders by third parties.

**§2.**

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

**Reasons to the Resolution No. III/.../.../2017**

*According to Article 22(2) of the Banking Law Act as well as according to the "Policy of the assessment of suitability of persons performing key functions at Getin Noble Bank S.A.", the General Meeting assesses the suitability of a Supervisory Board Member candidate on the basis of submitted documentation and recommendations.*

***Resolution No. IV/.../.../2017  
of the Extraordinary General Meeting of Getin Noble Bank S.A.  
dated ... 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 General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

**§1.**

The General Meeting of Getin Noble Bank S.A. hereby appoints Mr. [•] a Member of the Supervisory Board for the joint 3-year-term of office.

**§2.**

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

***Reasons to the Resolutions No. IV/.../.../2017***

*According to Article 385(1) of the Code appointment of Members of the Supervisory Board requires resolution of the General Meeting.*