

DRAFT RESOLUTIONS

OF THE EXTRAORDINARY GENERAL MEETING

OF GETIN NOBLE BANK S.A.

TOGETHER WITH JUSTIFICATION

Management Board of Getin Noble Bank S.A. (the "Bank", "Company") hereby presents draft resolutions of the Extraordinary General Meeting convened to be held on 25 July 2018 together with justification, in accordance with §2 (3) of the General Meeting Rules and Regulations and Best Practices of the Companies Listed on WSE 2016 (I.Z.1.17, IV.Z.9.) :

- draft resolution on election of the Chairman;
- draft resolution on amendment of the Bank's Statutes;
- draft resolution on increase of the share capital by issuing D-series ordinary bearer shares through open offering, exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the D-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)
- draft resolution on amendment of the Bank's Statutes in connection with the increase of the share capital through open offering of the D-series shares
- draft resolution on increase of the share capital by issuing D-series ordinary bearer shares through open offering, exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the E-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)
- draft resolution on amendment of the Bank's Statutes in connection with the increase of the share capital through open offering of the E-series shares.
- draft resolution on amendment of the Bank's Statutes.
- draft resolution on assessment of suitability of the candidate for the position of member of the Supervisory Board of Getin Noble Bank S.A.
- draft resolution on appointment of a member of the Supervisory Board of Getin Noble Bank S.A.

**Resolution No. I/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

on election of the Chairman of the General Meeting

§1.

Pursuant to Article 409 § 1 of the Act – Commercial Companies Code (Dz.U. of 2000, No. 94, Item 1037, as amended), [hereinafter referred to as the “Commercial Companies Code” or “**CCC**”], the General Meeting elects Mr/Msas the Chairman of the General Meeting.

§2.

The resolution shall enter into force on the date of its adoption.

Justification of the draft resolution of the EGM No. 1:

Draft resolution concerning formal issues. The Chairman of the General Meeting shall be elected from among persons entitled to participate in the General Meeting. Adoption of a resolution on this matter is an indispensable element of a correctly held General Meeting.

**Resolution No. II/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

on approval of the agenda of the General Meeting

§1.

The General Meeting approves the agenda agreed and announced on the Company's website on 18 June 2018 in the above wording:

1. Opening of the session.
2. Election of the Chairman.
3. Stating that the Extraordinary General Meeting was duly convened and is capable of adopting resolutions.
4. Approval of the agenda.
5. Adoption of a resolution on increase of the share capital by issuing D-series ordinary bearer shares through open offering, exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the D-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)
6. Adoption of a resolution on amendment of the Bank's Statutes in connection with the increase of the share capital through open offering of the D-series shares.
7. Adoption of a resolution on increase of the share capital by issuing E-series ordinary bearer shares through open offering, exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the E-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.)
8. Adoption of a resolution on amendment of the Bank's Statutes in connection with the increase of the share capital through open offering of the E-series shares.
9. Adoption of a resolution on amendment of the Bank's Statutes.
10. Adoption of a resolution on assessment of suitability of the candidate for the position of member of the Supervisory Board of Getin Noble Bank S.A.
11. Adoption of a resolution on appointment of a member of the Supervisory Board of Getin Noble Bank S.A.
12. Closing of the session.

§2.

The resolution shall enter into force on the date of its adoption.

Justification of the draft resolution of the EGM No. 2:

Draft resolution concerning formal issues. The General Meeting deliberates in accordance with the agreed agenda. Pursuant to Art. 404 § 1 of the Commercial Companies Code ("CCC"), no resolution may be adopted on matters not included in the agenda unless the entire share capital is represented at the General Meeting and no person present objected to the adoption of the resolution. Having established that the General Meeting has been correctly convened and is capable of adopting resolutions, the Chairman presents the agenda to the persons gathered. In view of the above, adoption of the proposed resolution is also essential to ensure the correct holding of the General Meeting.

**Resolution No. III/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

**on increase of the share capital by issuing D-series ordinary bearer shares through open offering,
exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for
admittance to trading of the D-series shares on the regulated market of the Warsaw Stock Exchange
(Giełda Papierów Wartościowych w Warszawie S.A.)**

On the basis of Art. 430, Art. 431 § 1, § 2 (1), Art. 432, Art. 433 § 2 of the Act of 15 September 2000 - Commercial Companies Code (CCC), Art. 5 (1) (2) of the Act on Trading in Financial Instruments of 29 July 2005 (the "Act on Trading in Financial Instruments"), Art. 27 (2) (3), (3a) and (3b) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies of 29 July 2005 (the "Act on Public Offering") and § 29 (2) of the Bank's Statutes, the General Meeting hereby resolves as follows:

§ 1.

1. The Company's share capital shall be increased by PLN 100,000,001.01 (in words: one hundred million and one and 1/100) through issuance of 36,630,037 (thirty six million six hundred thirty thousand thirty seven) D-series ordinary bearer shares of the nominal value of PLN 2.73 (in words: two point seventy three) each (the "New Issue D-Series Shares").
2. The New Issue D-Series Shares will be offered and issued through open offering within the meaning of Art. 431 § 2 (1) CCC, which will not constitute public offering within Art. 3 (1) of the Public Offering Act.
3. The New Issue D-Series Shares will carry the same dividend rights as the other shares in the Bank, starting from the profit from the financial year 2018, i.e. from 1 January 2018.
4. The New Issue D-Series Shares may be paid up only with monetary contributions.
5. The price of the New Issue D-Series Shares is PLN 2.73 (in words: two point seventy three) per share.
6. No later than by 31 July 2018, the Company will conclude a share subscription agreement with the investors who will be offered to take up the shares through open offering within the meaning of Art. 431 § 2 (1) CCC and who will accept such offer.
7. The New Issue D-Series Shares will not carry any special rights.

§ 2.

1. Pursuant to Art. 433 (2) CCC, having read the written opinion of the Company's Management Board, all pre-emptive rights of the current shareholders to the New Issue D-Series Shares shall be excluded.
2. The written opinion of the Management Board specifying the reasons for the exclusion of the pre-emptive rights of the current shareholders to the New Issue D-Series Shares is attached to this resolution.

§ 3.

1. The Management Board shall be hereby authorized and obliged by the General Meeting to take any actions and legal steps in relation to the increase in the Company's share capital through open offering of the New Issue D-Series Shares, including to fix the rules for subscription and taking-up of the New Issue D-Series Shares and to select the parties to which the offers to take up the New Issue D-Series Shares will be made to, subject to §1 (2).
2. It is hereby decided that the Company will apply for approval and introduction of the New Issue D-Series Shares to trading on the regulated market of the Warsaw Stock Exchange. The Management Board shall be authorized and obliged to take all necessary actions and legal steps in relation to performance of this section, including applying to the Polish Financial Supervision Authority for approval of the prospectus prepared at least in connection with the application for approval of the New Issue D-Series Shares to trading.
3. The New Issue D-Series Shares shall be dematerialized within the meaning of the Act on Trading in Financial Instruments. The Company's Management Board is authorized and obliged to take any necessary actions and legal steps in relation to the dematerialization thereof.
4. In addition, the Extraordinary General Meeting authorizes the Company's Management Board to make a decision to withdraw from execution of this resolution and not to proceed with the open offering within meaning of Art. 431 § 2 (1) CCC at any time.

§ 4.

The resolution shall enter into force on the day of its adoption, whereas the increase in the Company's share capital shall be completed at the moment of entering in the register.

Justification of the draft resolution of the EGM No. 3:

The purpose of the increase in the Bank's share capital through issuance of 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) D-series ordinary bearer shares of the nominal value of PLN 2.73 (two

point seventy three) each is to fulfil one of the obligations set forth in the Capital Protection Plan for 2018, which was developed by the Bank and then approved by the Polish Financial Supervision Authority on 24 April 2018, which was mentioned in the current report no. 27/2018 of 24 April 2018. According to the above Plan, the Bank undertook to increase the share capital by PLN 200,000,000 by the end of 2018.

Fulfilment of the Capital Protection Plan is aimed at satisfying the legal requirements resulting from Art. 60 (1) of the Act of 5 August 2015 on Macro-prudential Oversight of the Financial System and Crisis Management of the Financial System and reaching the legally required minimum capital by the end of 2019.

**Resolution No. IV/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

on amendment of the Bank's Statutes in connection with the increase of the share capital through open offering of the D-series shares

Pursuant to Art. 430 and 431 of the Act of 15 September 2000 - Commercial Companies Code ("CCC"), the Extraordinary General Meeting hereby resolves, as follows:

§ 1.

In connection with today's adoption of resolution No. III/25/07/2018 on the increase in the share capital through open offering of D-series shares with the exclusion of pre-emptive rights of the shareholders by the Extraordinary General Meeting, § 29 (1) of the Statutes shall have the following wording:

“§ 29

1. The Company's share capital is PLN 2,751,630,417.90 (in words: two billion seven hundred fifty one million six hundred thirty thousand four hundred seventeen and 90/100) and it is divided into:

- a) 883,381,106 (eight hundred eighty three million three hundred eighty one thousand one hundred six) A-series shares,*
 - b) 18,315,019 (eighteen million three hundred fifteen thousand nineteen) B-series shares,*
 - c) 69,597,068 (sixty nine million five hundred ninety seven thousand sixty eight) C-series shares and*
 - d) 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) D-series shares,*
- each share of the nominal value of PLN 2.73 (two point seventy three).”*

§ 2.

On the basis of Art. 430 § 5 of the Commercial Companies Code, the General Meeting authorizes the Supervisory Board to agree upon the uniform text of the amended Company Statutes in connection with the increase in the share capital through open offering of D-series shares.

§ 3.

This resolution shall enter into force on the date of its adoption. The amendments to the Statutes in the scope specified in § 1 of this resolution shall enter into force on the day of entering in the Register of Entrepreneurs of the National Court Register, after prior permission of the Polish Financial Supervision Authority to make such amendments to the statutes of the Bank.

Justification of the draft resolution of the EGM No. 4:

The suggested amendment of the provisions of the Statutes results from the resolution no. III/25/07/2018 on increase of the share capital by issuing D-series ordinary bearer shares through open offering, exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the D-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) Pursuant to Art. 431 § 1 of CCC, an increase in the share capital shall require amendment to the statutes.

**Resolution No. V/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

**on increase of the share capital by issuing E-series ordinary bearer shares through open offering,
exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for
admittance to trading of the E-series shares on the regulated market of the Warsaw Stock Exchange
(Giełda Papierów Wartościowych w Warszawie S.A.)**

On the basis of Art. 430, Art. 431 § 1, § 2 (1), Art. 432, Art. 433 § 2 of the Act of 15 September 2000 - Commercial Companies Code (CCC), Art. 5 (1) (2) of the Act on Trading in Financial Instruments of 29 July 2005 (the "Act on Trading in Financial Instruments"), Art. 27 (2) (3), (3a) and (3b) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies of 29 July 2005 (the "Act on Public Offering") and § 29 (2) of the Bank's Statutes, the General Meeting hereby resolves as follows:

§ 1.

1. The Company's share capital shall be increased by PLN 100,000,001.01 (in words: one hundred million and one and 1/100) through issuance of 36,630,037 (thirty six million six hundred thirty thousand thirty seven) D-series ordinary bearer shares of the nominal value of PLN 2.73 (in words: two point seventy three) each (the "New Issue E-Series Shares").
2. The New Issue E-Series Shares will be offered and issued through open offering within the meaning of Art. 431 § 2 (1) CCC, which will not constitute public offering within Art. 3 (1) of the Public Offering Act.
3. The New Issue E-Series Shares will carry the same dividend rights as the other shares in the Bank, starting from the profit from the financial year 2018, i.e. from 1 January 2018.
4. The New Issue E-Series Shares may be paid up only with monetary contributions.
5. The price of the New Issue E-Series Shares is PLN 2.73 (in words: two point seventy three) per share.
6. No later than by 15 October 2018, the Company will conclude a share subscription agreement with the investors who will be offered to take up the shares through open offering within the meaning of Art. 431 § 2 (1) CCC and who will accept such offer.
7. The New Issue E-Series Shares will not carry any special rights.

§ 2.

1. Pursuant to Art. 433 (2) CCC, having read the written opinion of the Company's Management Board, all pre-emptive rights of the current shareholders to the New Issue E-Series Shares shall be excluded.
2. The written opinion of the Management Board specifying the reasons for the exclusion of the pre-emptive rights of the current shareholders to the New Issue E-Series Shares is attached to this resolution.

§ 3.

1. The Management Board shall be hereby authorized and obliged by the General Meeting to take any actions and legal steps in relation to the increase in the Company's share capital through open offering of the New Issue E-Series Shares, including to fix the rules for subscription and taking-up of the New Issue E-Series Shares and to select the parties to which the offers to take up the New Issue E-Series Shares will be made to, subject to §1 (2).
2. It is hereby decided that the Company will apply for approval and introduction of the New Issue E-Series Shares to trading on the regulated market of the Warsaw Stock Exchange. The Management Board shall be authorized and obliged to take all necessary actions and legal steps in relation to performance of this section, including applying to the Polish Financial Supervision Authority for approval of the prospectus prepared at least in connection with the application for approval of the New Issue E-Series Shares to trading.
3. The New Issue E-Series Shares shall be dematerialized within the meaning of the Act on Trading in Financial Instruments. The Company's Management Board is authorized and obliged to take any necessary actions and legal steps in relation to the dematerialization thereof.
4. In addition, the Extraordinary General Meeting authorizes the Company's Management Board to make a decision to withdraw from execution of this resolution and not to proceed with the open offering within meaning of Art. 431 § 2 (1) CCC at any time.

§ 4.

The resolution shall enter into force on the day of its adoption, whereas the increase in the Company's share capital shall be completed at the moment of entering in the register.

Justification of the draft resolution of the EGM No. 5:

The purpose of the increase in the Bank's share capital through issuance of 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) E-series ordinary bearer shares of the nominal value of PLN 2.73 (two

point seventy three) each is to fulfil one of the obligations set forth in the Capital Protection Plan for 2018, which was developed by the Bank and then approved by the Polish Financial Supervision Authority on 24 April 2018, which was mentioned in the current report no. 27/2018 of 24 April 2018. According to the above Plan, the Bank undertook to increase the share capital by PLN 200,000,000 by the end of 2018.

Fulfilment of the Capital Protection Plan is aimed at satisfying the legal requirements resulting from Art. 60 (1) of the Act of 5 August 2015 on Macro-prudential Oversight of the Financial System and Crisis Management of the Financial System and reaching the legally required minimum capital by the end of 2019.

**Resolution No. VI/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

on amendment of the Bank's Statutes in connection with the increase of the share capital through open offering of the E-series shares

Pursuant to Art. 430 and 431 of the Act of 15 September 2000 - Commercial Companies Code ("CCC"), the Extraordinary General Meeting hereby resolves, as follows:

§ 1.

In connection with today's adoption of Resolution No. VI/25/07/2018 on the increase in share capital through open offering of E-series shares with exclusion of pre-emptive rights of the shareholders by the Extraordinary General Meeting, § 29 (1) of the Statutes shall have the following wording:

“§ 29

1. The Company's share capital is PLN 2,851,630,418.91 (in words: two billion eight hundred fifty one million six hundred thirty thousand four hundred eighteen and 91/100) and it is divided into:

- a) 883,381,106 (eight hundred eighty three million three hundred eighty one thousand one hundred six) A-series shares,*
 - b) 18,315,019 (eighteen million three hundred fifteen thousand nineteen) B-series shares,*
 - c) 69,597,068 (sixty nine million five hundred ninety seven thousand sixty eight) C-series shares*
 - d) 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) D-series shares and*
 - e) 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) E-series shares,*
- each share of the nominal value of PLN 2.73 (two point seventy three)."*

§ 2.

On the basis of Art. 430 § 5 of the Commercial Companies Code, the General Meeting authorizes the Bank's Supervisory Board to agree upon the uniform text of the amended Company Statutes in connection with the increase in the share capital through open offering of D-series shares.

§ 3.

The resolution shall enter into force on the date of its adoption. The amendments to the Statutes in the scope specified in § 1 of this resolution shall enter into force on the day of entering in the Register of Entrepreneurs of the National Court Register, after prior permission of the Polish Financial Supervision Authority to make such amendments to the statutes of the Bank.

Justification of the draft resolution of the EGM No. 6:

The suggested amendment of the provisions of the Statutes results from the resolution no. VI/25/07/2018 on increase of the share capital by issuing E-series ordinary bearer shares through open offering, exclusion of all pre-emptive rights of the current shareholders, dematerialization and application for admittance to trading of the E-series shares on the regulated market of the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A.) Pursuant to Art. 431 § 1 of CCC, an increase in the share capital shall require amendment to the Statutes.

**Resolution No. VII/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

on amendment to the Company Statutes

The General Meeting of Getin Noble Bank Spółka Akcyjna with its registered office in Warsaw (the "Bank"), on the basis of Art. 430 §1 of the Commercial Companies Code and § 6 (7) (1) of the Statutes of the Bank, hereby resolves as follows:

§ 1.

The Statutes of Getin Noble Bank S.A. shall be amended in a way that:

- a) §25 (2)-(3) shall have the following new wording:

“§ 25

- 2. The Bank's Management Board shall design, implement and ensure efficient operation of the internal control system.*
- 3. The purpose of the internal control system shall be to support the decision-making processes, enabling to ensure:
 - a. efficient and effective operation of the Bank,*
 - b. reliable financial reporting,*
 - c. compliance with the principles of risk management in the Bank,*
 - d. compliance of the Bank's operations with the law, prudential regulations, internal regulations and market standards.”**

- b) §25 (5) shall have the following new wording:

“§ 25

- 5. The internal control system includes:
 - 1) control function, consisting of control mechanisms, independent monitoring of compliance with the control mechanisms as well as reporting,*
 - 2) compliance unit, whose task it is to identify, evaluate (through measurement or estimation), monitor and report the risk of non-compliance and to design non-compliance risk control mechanisms,*
 - 3) internal audit,*whose task it is to examine and assess, in an independent and objective manner, the adequacy and effectiveness of the internal control system and to provide opinions on the Bank's management system, including the effectiveness of the management of risks associated with the Bank's activities.”*

- c) §26 (1)-(2) of the Bank's Statutes shall have the following new wording:

“§ 26

- 1. The status of the Internal Audit Department and the compliance unit shall guarantee autonomy and objectivity of its operations and powers necessary to carry out their tasks.*
- 2. The Internal Audit Department and the compliance unit report directly to the President of the Bank's Management Board.”*

§2.

On the basis of Art. 430 § 5 of the Commercial Companies Code, the Extraordinary General Meeting authorizes the Supervisory Board to agree upon the uniform text of the amended Company Statutes.

§3.

The resolution shall enter into force on the date of its adoption, whereas the amendment to the Company Statutes adopted on the basis hereof must be entered in the Register of Entrepreneurs of the National Court Register in accordance with Art. 430 §1 of the Commercial Companies Code, after prior permission of the Polish Financial Supervision Authority to make such amendments.

Justification of the draft resolution of the EGM No. 7:

The proposed amendments to the provisions of the Statutes are connected with the adjustment of the Bank's Statutes to the provisions of the Act of 5 August 2015 on Microprudential Oversight of the Financial System and Crisis Management in the Financial System (Dz.U. 2015.1513) in the scope of the rules concerning operation of the management system, including internal control system.

**Resolution No. VIII/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

on assessment of suitability of the candidate for the position of member of the Supervisory Board of Getin Noble Bank S.A.

§1.

The General Meeting represents that it gives a positive assessment of the suitability of the candidate [•] for the position of a Member of the Bank's Supervisory Board in accordance with Art. 22 (2) in connection with Art. 22aa of the Banking Law.

This declaration does not cause any obligation for the shareholders and may not be deemed as a basis for bringing any claims against the shareholders by third parties.

§2.

The resolution shall enter into force on the date of its adoption.

Justification of the draft resolution of the EGM No. 8:

On the basis of Art. 22 (2) of the Banking Law and the "Suitability Evaluation Policy with regard to Persons performing Key Functions in Getin Noble Bank S.A." applicable in the Bank. The General Meeting evaluates the candidate for a Member of the Supervisory Board on the basis of the submitted documents and recommendations.

**Resolution No. IX/25/07/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 25 July 2018**

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

On the basis of Art. 385 §1 of the Commercial Companies Code and §6 (7) (3) of the Statutes of Getin Noble Bank S.A.

The General Meeting of the Company hereby resolves as follows:

§1.

[•] shall be appointed as a member of the Supervisory Board of Getin Noble Bank S.A. for a three-year mutual term of office.

§2.

The resolution shall enter into force on the date of its adoption.

Justification of the draft resolution of the EGM No. 9:

On the basis of Art. 385 § 1 CCC, appointment of Members of the Supervisory Board requires a resolution of the General Meeting.