

***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 24 June 2019 together with reasons thereto, according to Article 2(3) of the Rules of the Management Board and Best Practices of GPW Listed Companies 2018 (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 2018 together with the “Statement on non-financial information of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. for the financial year 2018”;
- draft resolution on consideration and approval of Getin Noble Bank S.A. financial statements for the financial year 2018;
- draft resolution on consideration and approval of Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2018;
- draft resolution on consideration and approval of the Supervisory Board report for the financial year 2018 together with a brief assessment of the situation of the Company and remuneration policy applied at the Bank;
- draft resolution on covering of loss of Getin Noble Bank S.A. for the financial year 2018 as well as loss for previous financial years;
- draft resolution on acknowledgement of fulfillment of duties by Members of the Management Board of Getin Noble Bank S.A. in the financial year 2018;
- draft resolution on acknowledgement of fulfillment of duties by Members of the Supervisory Board of Getin Noble Bank S.A. in the financial year 2018;
- draft resolution on acknowledgement of fulfillment of duties by Members of the Management Board of BPI Bank Polskich Inwestycji S.A. in the financial year 2018;
- draft resolution on acknowledgement of fulfillment of duties by Members of the Supervisory Board of BPI Bank Polskich Inwestycji S.A. in the financial year 2018;
- draft resolution on amendments to the Articles of Association of the Bank;

**Resolution No. I/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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") 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. I

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/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 ... May 2019, 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 2018 together with the "Statement on non-financial information of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. for the financial year 2018".
6. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year ended on 31 December 2018.
7. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year ended on 31 December 2018.
8. To adopt a resolution to consider and approve the Supervisory Board's report for the financial year 2018 and the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A. as well as remuneration policy at the Bank.
9. To adopt a resolution to cover loss of Getin Noble Bank S.A. for the financial year 2018 as well as loss for previous years.
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 2018.
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 2018.
12. To adopt resolutions to acknowledge fulfillment of duties by the members of the Management Board of BPI Bank Polskich Inwestycji S.A. in the financial year 2018.
13. To adopt resolutions to acknowledge fulfillment of duties by the members of the Supervisory Board of BPI Bank Polskich Inwestycji S.A. in the financial year 2018
14. To adopt a resolution on amendments to the Articles of Association of the Bank.
15. To close the Meeting.

§2.

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

Reasons to the Resolution No. II

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/./06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 together with the "Statement on non-financial information of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. for the financial year 2018"

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 2018" together with the "Statement on non-financial information of Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. for the financial year 2018" hereby approves the above documents.

§2.

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

Reasons to the Resolution No. III

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 as well as statement on non-financial information according to Article 49b(9) of the Accounting Act. 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 §71(8) of the of the Minister of Finance Regulation of 29 March 2018 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 the reports are prepared in one document.

**Resolution No. IV/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

**on consideration and approval of Getin Noble Bank S.A. financial statements
for the financial year ended on 31 December 2018**

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 2018 hereby approves Getin Noble Bank S.A. annual financial statements for the financial year 2018 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2018 and ending on 31 December 2018, which shows net loss of PLN 444 680 thousand,
- 2) statements on the total revenue for the period starting on 1 January 2018 and ending on 31 December 2018, which show total net loss of PLN 627 322 thousand,
- 3) statements on the financial situation as at 31 December 2018, which assets and liabilities equal PLN 50 679 845 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2018 and ending on 31 December 2018, which shows the net decrease in equity at PLN 1 285 212 thousand,
- 5) cash flow statements for the period starting on 1 January 2018 and ending on 31 December 2018, which shows the net increase of cash at PLN 1 458 827 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

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. The financial statements of the Bank for the financial year 2018 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 2018. In the opinion of the Management Board, the above assessments create a proper recommendation for the General Meeting to approve submitted documents according to the draft resolution.

**Resolution No. V/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

**on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements
for the financial year ended on 31 December 2018**

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 ended on 31 December 2018 hereby approves Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2018 containing as follows:

- 1) consolidated profit and loss statements for the period starting on 1 January 2018 and ending on 31 December 2018, which shows net loss of PLN 453 391 thousand,
- 2) consolidated statements on the total revenue for the period starting on 1 January 2018 and ending on 31 December 2018, which show total net revenue of PLN 636 137 thousand,
- 3) consolidated statements on the financial situation as at 31 December 2018, which assets and liabilities equal PLN 49 910 260 thousand,
- 4) consolidated statements on the changes in equity for the period starting on 1 January 2018 and ending on 31 December 2018, which shows the net decrease in equity at PLN 1 125 401 thousand,
- 5) consolidated cash flow statements for the period starting on 1 January 2018 and ending on 31 December 2018, which shows the net increase of cash at PLN 1 391 638 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

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 2018. 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 2018.

In the opinion of the Management Board, the above assessments create a proper recommendation for the General Meeting to approve submitted documents according to the draft resolution.

Resolution No. VI/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019

on consideration and approval of the “Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2018 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 2018

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 on 22 July 2014 (“Principles”) and “Best Practices of GPW Listed Companies 2016” adopted by the GPW Supervisory Board on 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 2018 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 2018 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 2018 and the assessment of the Management Board’s motion regarding covering of loss for the financial year 2018 and for the previous financial years;
- 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;
 - the assessment of application of the “Corporate Governance Principles for Supervised Institutions” adopted by the Polish Financial Supervision Authority according to Article 27 of the Principles as well as the assessment of performance of information duties as regards “Best Practices of GPW Listed Companies 2016”;
 - the assessment of the Remuneration Policy applied at the Bank.

§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 2018 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

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 2018 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/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019

on covering of loss of Getin Noble Bank S.A. for the financial year 2018 and for the previous financial years

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 amount of PLN 1 555 246 312.48 (in words: one billion five hundred fifty-three million two hundred forty-six thousand three hundred twelve zloty and forty-eight) from the reserve fund of the Company to cover the following:

- a) the loss of Getin Noble Bank S.A. for the financial year 2018 in the amount of PLN 444 679 945.95 (in words: four hundred forty-four million six hundred seventy-nine thousand nine hundred forty-five and ninety-five);
- b) the loss of Getin Noble Bank S.A. for the previous financial years in the amount of PLN 1 108 566 366.53 (in words: one billion one hundred eight million five hundred sixty-six thousand three hundred sixty-six zloty and fifty-three)

§ 2.

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

Reasons to the Resolution No. VII

According to Article 395(2)(2) of the Code the agenda of the Annual General Meeting shall include adoption of a resolution covering of loss of Getin Noble Bank S.A. for the financial year 2018 and for the previous financial years. The motion of the Management Board was approved by the Supervisory Board of the Bank according to Article 382(3) in connection with Article 395(2)(2) of the Code.

**Resolution No. VIII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 by Mr. Artur Klimczak – the President of the Management Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. IX/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mr. Jerzy Pruski

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 2018 by Mr. Jerzy Pruski – the Vice-President of the Management Board of Getin Noble Bank S.A. from 1 February 2018 to 7 November 2018.

§2.

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

**Resolution No. X/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 by Mr. Karol Karolkiewicz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. XI/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 by Mr. Maciej Szczechura - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2018 to 30 June 2018.

§2.

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

***Resolution No. XII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019***

on acknowledgement of fulfillment of duties by Mr. Marcin Kuksinowicz

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 2018 by Mr. Marcin Kuksinowicz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2018 to 30 November 2018.

§2.

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

***Resolution No. XIII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019***

on acknowledgement of fulfillment of duties by Mr. Maciej Kleczkiewicz

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 2018 by Mr. Maciej Kleczkiewicz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

***Resolution No. XIV/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019***

on acknowledgement of fulfillment of duties by Mr. Marcin Romanowski

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 2018 by Mr. Marcin Romanowski - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. XV/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mr. Tomasz Misiak

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 2018 by Mr. Tomasz Misiak - a Member of the Management Board of Getin Noble Bank S.A. from 1 July 2018 to 31 December 2018.

§2.

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

**Resolution No. XVI/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mr. Wojciech Tomasik

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 2018 by Mr. Wojciech Tomasik - a Member of the Management Board of Getin Noble Bank S.A. from 30 November 2018 to 31 December 2018.

§2.

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

**Resolution No. XVII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mrs. Maja Stankowska

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 2018 by Mrs. Maja Stankowska - a Member of the Management Board of Getin Noble Bank S.A. from 10 December 2018 to 31 December 2018.

§2.

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

Reasons to the Resolution No. VIII-XVII

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 2018 and recommends granting of approval of the performance of the duties in the financial year 2018 by the members of the Management Board.

**Resolution No. XVIII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 by Mr. Leszek Czarnecki - the Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. XIX/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 by Mr. Remigiusz Baliński - a Member of the Supervisory Board from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. XX/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 by Mr. Krzysztof Bielecki - the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. XXI/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 by Mr. Jacek Lisik - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. XXII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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 2018 by Mr. Mariusz Grendowicz - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. XXIII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mrs. Barbara Bakalarska

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 2018 by Mrs. Barbara Bakalarska - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2018 to 31 December 2018.

§2.

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

**Resolution No. XXIV/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mr. Tadeusz Hołyński

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 2018 by Mr. Tadeusz Hołyński - a Member of the Supervisory Board of Getin Noble Bank S.A. from 25 July 2018 to 31 December 2018.

§2.

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

Reasons to the Resolutions No. XVIII-XXIV

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. XXV/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mr. Marek Kempny

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. following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Marek Kempny – the President of the Management Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

**Resolution No. XVI/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mrs. Ewa Zwierko

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mrs. Ewa Zwierko - a Member of the Management Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

**Resolution No. XVII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Karol Karolkiewicz - a Member of the Management Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

**Resolution No. XVIII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mr. Michał Marciszewski

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Michał Marciszewski - a Member of the Management Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

**Resolution No. XXIX/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on acknowledgement of fulfillment of duties by Mr. Arkadiusz Milewski

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Arkadiusz Milewski - a Member of the Management Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

Reasons to the Resolution No. XXV-XXIX

Due to the merger of Getin Noble Bank S.A. and BPI Bank Polskich Inwestycji S.A. (merger by acquisition), registered on 1 August 2018 on the basis of the Resolution No. XXVII/15/06/2018 of the Annual General Meeting dated 15 June 2018, the General Meeting of Getin Noble Bank S.A. is entitled to acknowledge fulfillment of duties of the Management Board Members of BPI Bank Polskich Inwestycji S.A.

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 2018 and recommends granting of approval of the performance of the duties in the financial year 2018 by all members of the Management Board.

**Resolution No. XXX/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Remigiusz Baliński – the Chairman of the Supervisory Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

**Resolution No. XXXI/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Maciej Szczechura – the Vice-Chairman of the Supervisory Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

**Resolution No. XXXII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Krzysztof Basiaga – a Member of the Supervisory Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

**Resolution No. XXXIII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Jacek Lisik – a Member of the Supervisory Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

***Resolution No. XXXIV/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019***

on acknowledgement of fulfillment of duties by Mr. Jerzy Pruski

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Jerzy Pruski – a Member of the Supervisory Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

***Resolution No. XXXV/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019***

on acknowledgement of fulfillment of duties by Mr. Tomasz Lubański

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Tomasz Lubański – a Member of the Supervisory Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

***Resolution No. XXXVI/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019***

on acknowledgement of fulfillment of duties by Mr. Władysław Kulczycki

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., following the acquisition of BPI Bank Polskich Inwestycji S.A. by the Bank on 1 August 2018 acknowledges fulfillment of duties in the financial year 2018 by Mr. Władysław Kulczycki – a Member of the Supervisory Board of BPI Bank Polskich Inwestycji S.A.

§2.

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

Reasons to the Resolutions No. XXX-XXXVI

Due to the merger of Getin Noble Bank S.A. and BPI Bank Polskich Inwestycji S.A. (merger by acquisition), registered on 1 August 2018 on the basis of the Resolution No. XXVII/15/06/2018 of the Annual General Meeting dated 15 June 2018, the General Meeting of Getin Noble Bank S.A. is entitled to acknowledge fulfillment of duties of the Supervisory Board Members of BPI Bank Polskich Inwestycji S.A.

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. XXXVII/.../06/2019
of the Annual General Meeting of Getin Noble Bank S.A.
dated 24 June 2019**

on amendments to the Articles of Association of Getin Noble Bank S.A.

On the basis of Article 430(1) of the Polish Commercial Companies Code and on the basis of § 6(7)(1) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby changes the Articles of Association of Getin Noble Bank S.A. as follows:

a) In Article 4(3) point 23 is added as follows:

“23) to render payment initiation services from the user account run by other payment services provider;

b) In Article 4(3) point 24 is added as follows:

“24) to render user account information services run by other payment services provider or by more than one payment services provider”

§ 2

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

§ 3

The resolution comes into force according to Article 430(1) of the Polish Commercial Companies Code on the day the amendments to the Articles of Association of Getin Noble Bank S.A. made on the basis of this resolution have been entered into the register of entrepreneurs of the National Court Register.

Reasons to the Resolutions No. XXXVII

The proposed broadening of the scope of the Bank's activities is caused by the Bank's willingness to enrich the range of solutions proposed to the clients expecting new solutions resulting from the development of the payment services market, in particular resulting from the dynamic technological development in the area of electronic and mobile payments and new payment services.

Thanks to the proposed amendments, the clients shall win new tool to make payments easier and the possibility to better analyze their finance thanks to aggregation of data from different banks. The additional value of the proposed functionalities shall be used by the Bank to interest new clients with its product offer as well as to make it more attractive to the current clients.