



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

**Resolution No. I/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on election of the Chairperson of the General Meeting

§1.

On the basis of Article 409 § 1 of the Polish Commercial Companies Code and on the basis of § 24 of the Articles of Association of Getin Noble Bank S.A., 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.

**Resolution No. II/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 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 29 February 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 present the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A. and the Supervisory Board's report for the financial year 2011 containing the following: an assessment of the Management Board's report on Getin Noble Bank's activities and Getin Noble Bank's financial statements for the financial year 2011, an assessment of the Management Board's motion regarding the allocation of profit.
6. To adopt a resolution to consider and approve the Supervisory Board's brief assessment of the situation of Getin Noble Bank S.A. and the Supervisory Board's report for the financial year 2011 containing the following: an 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 2011, and an assessment of the Management Board's motion regarding the allocation of profit.
7. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2011.
8. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2011.
9. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2011.

10. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year 2011.
11. To consider the motion of the Management Board of Getin Noble Bank S.A. regarding the allocation of the Bank's profit for the financial year 2011.
12. To adopt a resolution to allocate profit for the financial year 2011.
13. To adopt a resolution to acknowledge the fulfillment of duties by the members of the Management Board of Getin Noble Bank S.A. in the financial year 2011.
14. To adopt a resolution to acknowledge the fulfillment of duties by the members of the Supervisory Board of Getin Noble Bank S.A. in the financial year 2011.
15. To present essential elements of the Merger Plan, the Management Board's report dated 7 February 2012 containing grounds to the merger, the statutory auditor's opinion and all significant changes regarding assets and liabilities, which occurred between the Merger Plan and the day of the adoption of the resolution on the merger.
16. To adopt a resolution on the merger of Getin Noble Bank S.A. with Get Bank S.A.
17. To close the Meeting.

§2.

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

**Resolution No. III/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on consideration and approval of the Supervisory Board's brief assessment of the situation of the Company and the "Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2011" 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 2011

On the basis of Article 395(5) of the Polish Commercial Companies Code and on the basis of § 43(1) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. hereby approves the Supervisory Board's brief assessment of the situation of the Company and the "Report of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2011" containing the following: the assessment of the Management Board's report on Getin Noble Bank S.A. activities and Getin Noble Bank's financial statements for the financial year 2011 and the assessment of the Management Board's motion regarding the allocation of profit.

§2.

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

**Resolution No. IV/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

**on consideration and approval of the Management Board's report on the activities
of Getin Noble Bank S.A. in the financial year 2011**

On the basis of Article 393(1) and Article 395(2)(1) of the Polish Commercial Companies Code and on the basis of § 21(1) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2011 hereby approves the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2011.

§2.

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

**Resolution No. V/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

**on consideration and approval of Getin Noble Bank S.A. financial statements
for the financial year 2011**

On the basis of Article 393(1) and Article 395(2)(1) of the Polish Commercial Companies Code and on the basis of § 21(1) of the Articles of Association of Getin Noble Bank S.A. 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 2011 hereby approves Getin Noble Bank S.A. unit financial statements for the financial year 2011 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2011 and ending on 31 December 2011, which shows net profit of PLN 556,953 thousand,
- 2) statements on the total revenue for the period starting on 1 January 2011 and ending on 31 December 2011, which show total net revenue of PLN 633,954 thousand,
- 3) statements on the financial situation as at 31 December 2011, which assets and liabilities equal PLN 53,318,374 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2011 and ending on 31 December 2011, which shows the net increase in equity at PLN 646,662 thousand,
- 5) cash flow statements for the period starting on 1 January 2011 and ending on 31 December 2011, which shows the net increase of cash at PLN 656,001 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

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

**Resolution No. VI/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

**on consideration and approval of the Management Board's report on the activities
of Getin Noble Bank S.A. Capital Group in the financial year 2011**

On the basis of Article 395(5) of the Polish Commercial Companies Code the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2011 hereby approves the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2011.

§2.

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

**Resolution No. VII/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

**on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements
for the financial year 2011**

On the basis of Article 395(5)(1) of the Polish Commercial Companies Code 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 2011 hereby approves Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2011 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2011 and ending on 31 December 2011, which shows net profit of PLN 949,838 thousand,
- 2) statements on the total revenue for the period starting on 1 January 2011 and ending on 31 December 2011, which show total net revenue of PLN 1,027,560 thousand,
- 3) statements on the financial situation as at 31 December 2011, which assets and liabilities equal PLN 53,542,074 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2011 and ending on 31 December 2011, which shows the net increase in equity at PLN 766,391 thousand,

- 5) cash flow statements for the period starting on 1 January 2011 and ending on 31 December 2011, which shows the net increase of cash at PLN 620,607 thousand,
- 6) accounting principles and additional information (“attached financial statements”).

§ 2

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

**Resolution No. VIII/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on allocation of profit for the financial year 2011

On the basis of Article 395(2)(2) of the Polish Commercial Companies Code and on the basis of § 21(1) and § 39(5) 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 allocate the net profit of Getin Noble Bank S.A. for the financial year 2011 in the amount of PLN 556 953 155,16 (in words: five hundred fifty-six million nine hundred fifty-three thousand one hundred fifty-five zloty and sixteen) in full for the reserve capital increase.

§ 2.

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

**Resolution No. IX/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Krzysztof Rosiński

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Krzysztof Rosiński – the President of the Management Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. X/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Karol Karolkiewicz

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Karol Karolkiewicz – a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XI/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Maurycy Kühn

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Maurycy Kühn – a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XII/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Krzysztof Spyra

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Krzysztof Spyra – a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XIII/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Radosław Stefurak

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Radosław Stefurak – a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XIV/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Maciej Szczechura

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Maciej Szczechura – a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XV/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Grzegorz Tracz

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Grzegorz Tracz – a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XVI/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Leszek Czarnecki

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Leszek Czarnecki – the Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XVII/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Radosław Boniecki

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Radosław Boniecki – the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XVIII/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Remigiusz Baliński

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Remigiusz Baliński – a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XIX/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Michał Kowalczewski

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Michał Kowalczewski – a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XX/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on acknowledgement of fulfillment of duties by Mr. Dariusz Niedośpiał

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., 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 2011 by Mr. Dariusz Niedośpiał – a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2011 to 31 December 2011.

§2.

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

**Resolution No. XXI/03/04/2012
of the Annual General Meeting of Getin Noble Bank S.A.
dated 3 April 2012**

on the merger of Getin Noble Bank S.A. with Get Bank S.A.

The Annual General Meeting of Getin Noble Bank S.A. with its registered office in Warsaw (the “**Company**” or “**Getin Noble Bank**” or the “**Target Company**”) hereby adopts as follows:

§ 1

Pursuant to Article 492(1)(1) and Article 506 (1) of the Polish Commercial Companies Code the General Meeting hereby adopts the merger of the Company, as the target company with Get Bank S.A. with its registered office in Warsaw, Domaniewska 39, 02-672 Warsaw, entered into the register of entrepreneurs maintained by the National Court Register under No. 0000304735 (“**Get Bank**” or the “**Acquiring Company**”), as the acquiring company, by transferring all assets of the Company to Get Bank in return for shares which Get Bank shall assign to the shareholders of the Company.

§ 2

1. Pursuant to Article 506(4) of the Polish Commercial Companies Code the General Meeting hereby consents to the Merger Plan agreed between the Company and Get Bank on 7 February 2012 enclosed to the Minutes of the General Meeting as Enclosure No. 1 and to the changes of the Articles of Association of the Get Bank listed in § 4 below.

2. As a result of the merger, the shareholders of the Company, except for Get Bank (the “**Entitled Shareholders**”) shall become shareholders of Get Bank as of the merger day, i.e. as of the day of the merger registration in the register having the jurisdiction over the registered office of Get Bank (the “**Merger Date**”).

§ 3

1. As a result of the merger of the Company with Get Bank by transferring all the assets of the Company to Get Bank in return for shares which Get Bank shall assign to the Entitled Shareholders, the share capital of Get Bank shall be increased from the amount of PLN 2,245,525,631.00 (in words: two billion two hundred forty-five million five hundred twenty-five thousand six hundred thirty-one zloty) to the amount of PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty), i.e. by the amount of PLN 144,617,688.00 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight zloty) by issuing 144.617.688 new I-series ordinary bearer shares numbered from 1 (one) to 144.617.688 (in words: one hundred forty-four six hundred seventeen six hundred eighty-eight) with the nominal value of PLN 1.00 each to be assigned to shareholders of the Company other than Get Bank (the “**Merger Share Issue Shares**”). The issue price of the Merger Share Issue Shares shall amount to PLN 1.8697623656 (in words: one zloty and 8697623656/10000000000) per one share. Pursuant to Article 514(1) of the Polish Commercial Companies Code Get Bank shall not take up its own shares for the shares it holds in the Target Company.
2. The Merger Share Issue Shares are entitled to participate in dividend as of 1 January 2012.
3. The Merger Share Issue Shares with the nominal value of PLN 1.00 (in words: one zloty) each, i.e. with the total nominal value of PLN 144,617,688.00 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight zloty) I series, numbered from 1 (one) to 144.617.688 (in words: one hundred forty-four six hundred seventeen six hundred eighty-eight) shall be assigned to the Entitled Shareholders with the use of the following share swap parity:
 - 1 (one) share of the Company with the nominal value of PLN 1.00 (in words: one zloty) each shall be exchanged for 2,4112460520 (two and 4112460520/10000000000) shares of Get Bank with the nominal value of PLN 1.00 (in words: one zloty) each (the “**Share Swap Parity**”).
4. The number of shares of Get Bank assigned to each shareholder of the Company shall be calculated by multiplying the number of the Company’s shares owned by each shareholder of the Company as at the day, which, according to the regulations shall be determined as the reference day (the “**Reference Date**”) and the Share Swap Parity specified above. Only owners of securities accounts on which the Company’s shares are registered as at the Reference Date shall be entitled to the Merger Share Issue Shares. In the event when the product of such a multiplication does not make a whole number, it shall be rounded down to the nearest whole number.
5. The shareholders of the Company that shall not receive a fractional part of shares of Get Bank due to the necessity to round the number of the assigned shares, which is mentioned in § 3(4) above, shall be entitled to surcharge in cash from Get Bank. The surcharge shall be paid out within 45 (forty-five) days from the Merger Date.
6. The amount of the surcharge owed to each Entitled Shareholder shall be calculated by multiplying (i) the fractional part of an unissued share of Get Bank and (ii) the average price as at the closing rate of shares of Get Bank on the regulated market run by Warsaw Stock Exchange S.A. (“**WSE**”) within 1 month prior to the Merger Date or the issue price of one Merger Share Issue Share, i.e. PLN 1,8697623656 (one zloty 8697623656/10000000000), depending on which of these values is higher. The amount of the surcharge shall be rounded to 1 grosz, whereas PLN 0.005 shall be rounded up.

7. The surcharge shall be paid out from the reserve capital of Get Bank. The surcharge in cash shall be lowered by the income tax in cases when this tax is due by law. The surcharge shall be paid out to the Entitled Shareholders through the National Depository for Securities S.A. ("NDS").
8. Within 45 (forty-five) days from the Merger Date, the Management Board of Get Bank shall take steps so that the Merger Share Issue Shares not assigned to the shareholders of the Company due to the round-down specified in § 3(4) above are acquired by the entity chosen by the Management Board of Get Bank for a price equal to (i) the average price as at the closing rate of shares of Get Bank on the regulated market run by WSE within 1 month prior to the Merger Date, or (ii) the issue price of one Merger Share Issue Share, i.e. PLN 1,8697623656 (in words: one zloty 8697623656/10000000000), depending on which of these values is higher.
9. The Merger Share Issue Shares shall be covered in connection with the merger of the Company with Get Bank by transferring all the Company's assets to Get Bank.

§ 4

The General Meeting hereby agrees to the changes of the Articles of Association of Get Bank S.A. with its registered office in Warsaw as follows:

- the title of the Articles of Association is amended to read as follows:

"ARTICLES OF ASSOCIATION OF GETIN NOBLE BANK S.A."

- § 1 is amended to read as follows:

"§ 1

Getin Noble Bank Spółka Akcyjna, hereinafter referred to as the "Bank" or the "Company" is a bank organized as a joint-stock company under applicable provisions of law including, without limitation, the Polish Banking Law, the Polish Commercial Companies Code and these Articles of Association."

- § 2 is amended to read as follows:

"§ 2

The name of the Bank shall be: "Getin Noble Bank Spółka Akcyjna". The Company may use an abbreviated form of its name: "Getin Noble Bank S.A."."

- § 4(2) is amended by adding point 15), 16) and 17) to read as follows:

*"15) concluding cheque, bill of exchange and warrant transactions,
16) safekeeping of valuables and securities and provision of safe boxes,
17) issuing of electronic payment instrument."*

- § 4(3)(6) is amended to read as follows:

"6) render consulting and advisory services on financial matters".

- § 4(3) is amended by adding point 17), 18), 19) and 20) to read as follows:

*"17) conduct brokerage activities in accepting and transferring orders to purchase or sell securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,
18) perform agency services in buying or selling securities issued by the State Treasury or other financial instruments not admitted to organized trading on the account of the mandatory,
19) purchase or sell on its own account securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,*

20) *perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company.*"

– § 13(1) is amended to read as follows:

"1. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members."

– § 14(5) is amended to read as follows:

"5. Adopting resolutions under the procedure described in point 3 and 4 shall not apply to appointing, recalling and suspending the Chairman and the Deputy Chairman of the Supervisory Board from their duties as well as to appointing, recalling and suspending the Management Board members, including the President, from their duties."

– § 18(2) is amended to read as follows:

"2. A Member of the Management Board whose appointment has been approved by the Commission for Financial Supervision shall in particular supervise the Bank's controlling and accounting division, as well as credit risk area."

– § 27 is amended to read as follows:

"§ 27

1. *The Bank's business shall be governed by these Articles of Association and by-laws issued on the basis of powers set forth herein and in generally binding laws.*
2. *The following by-laws shall be issued at the Bank:*
 - 1) *resolutions – of the Supervisory Board and the Management Board,*
 - 2) *orders – of the President of the Management Board,*
 - 3) *circular letters, decisions, announcements – of entitled units on the basis of internal regulations.*
3. *The form of the Management Board's resolution shall be used when introducing banking products and other banking and financial services.*
4. *The course of issuing internal regulations shall be determined by separate regulations."*

– § 28(3) is amended to read as follows:

"3. The Bank's supplementary funds shall be set up on terms and in course determined by binding laws and shall cover in particular:

- 1) *a revaluation capital (fund) of tangible fixed assets – created under separate provisions of law;*
- 2) *with the approval of relevant supervision authorities given in accordance with the conditions laid out in the Polish Banking Law:*
 - a) *subordinated liabilities,*
 - b) *funds created with the Bank's own funds and/or third-party funds,*
 - c) *liabilities arising from securities with indefinite maturity dates, and other similar instruments;*
- 3) *other item as defined by the relevant supervision authorities to ensure the security of the Bank's banking activities and that the Bank manages its risk properly;*
- 4) *items reducing the Bank's supplementary funds as defined by the relevant supervision authorities."*

– § 29(1) is amended to read as follows:

"1. The Bank's share capital amounts to PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty) and is divided into 2.390.143.319 (two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) ordinary shares with the nominal value of PLN 1.00 (in words: one zloty) each. The registered shares shall be designated as the following series: "A", "B", "C", "D", "E", "F" and

“G” and shall be numbered as follows: Series A Shares – from 1 (one) to 40.000.000 (forty million), Series B Shares – from 1 (one) to 23.000.000 (twenty-three million), Series C Shares – from 1 (one) to 6.000.000 (six million), Series D Shares – from 1 (one) to 9.510.000 (nine million five hundred and ten thousand), Series E Shares – from 1 (one) to 11.000.000 (eleven million), Series F Shares – from 1 (one) to 4.000.000 (four million) and Series G Shares – from 1 (one) to 9.550.000 (nine million five hundred and fifty thousand). The ordinary bearer shares shall be designated as “H” and “I” Series, and shall be numbered as follows: Series H Shares – from 1 (one) to 2.142.465.631 (two billion one hundred forty-two million four hundred sixty-five thousand six hundred thirty-two) and Series I Shares – from 1 (one) to 144.617.688 (one hundred forty-four million six hundred seventeen six hundred eighty-eight). The Bank’s share capital was fully paid up before registration.”

– § 30(1) is amended to read as follows:

“1. The Bank’s reserve capital shall be created from surplus gained from the issue of shares at a premium after covering the cost of issue and annual profit write-off in the amount of 8% of the profit for a given financial year until the reserve capital have reached at least one-third of the share capital.”

§ 5

1. The General Meeting hereby resolves that Get Bank shall apply for admission and introduction to trading on the regulated market run by Warsaw Stock Exchange S.A. of all Merger Share Issue Shares issued by Get Bank in connection with the merger with the Company, as well as authorizes the Management Board of Get Bank to take any steps related thereto.
2. The General Meeting hereby resolves to dematerialize all Merger Share Issue Shares issued by Get Bank in connection with the merger with the Company and acting pursuant to Article 5(8) of the Polish Act of 29 July 2005 on Trading in Financial Instruments to authorize the Management Board of Get Bank to take any steps related to the dematerialization of the Merger Share Issue Shares.

§ 6

1. The General Meeting hereby obliges the Company’s Management Board to take any steps necessary to properly execute provisions hereof and provisions of Title 4, Division 1, Chapters 1 and 2 of the Polish Commercial Companies Code.

§ 7

According to the Article 493(2) of the Polish Commercial Companies Code, the merger shall be made on the Merger Date. Conditions of the merger include the following:

- (i) the Polish Financial Supervision Authority’s consent to the merger under Article 124(1) of the Banking Law;
- (ii) the Polish Financial Supervision Authority’s consent to the changes to the Articles of Association of Get Bank under Article 34(2) in connection with 31(3) of the Banking Law specified in § 4 of this Resolution;
- (iii) the Polish Financial Supervision Authority’s declaration of equivalence of the form and content of the Information Memorandum of the Acquiring Company with those required in the prospectus under 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;
- (iv) no objection by the Polish Financial Supervision Authority against the Acquiring Company’s acquisition of the shares of Noble Securities S.A. and Noble Funds TFI S.A.;



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(v) no objection by the Polish Financial Supervision Authority against the indirect acquisition of the shares of Noble Funds TFI S.A. by Mr. Leszek Czarnecki.

§ 8

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