

DRAFT RESOLUTIONS

OF THE ORDINARY GENERAL MEETING
OF GETIN NOBLE BANK S.A.

TOGETHER WITH JUSTIFICATION

The Management Board of Getin Noble Bank S.A. (“Bank”, “Company”) hereby presents draft resolutions of the Ordinary General Meeting convened to be held on 29 May 2020 together with justification, in accordance with §2 par. 3 of the General Meeting Rules and Regulations and Best Practices of Companies Listed on WSE 2016 (I.Z.1.17, IV.Z.9.):

- draft resolution on the election of the Chairman;
- draft resolution on the adoption of the agenda;
- draft resolution on the examination and approval of the Management Board report on the operations of the Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in 2019, including “Statement on Non-Financial Information of the Getin Noble Bank S.A. Capital Group and of Getin Noble Bank S.A. for the year 2019”;
- draft resolution on the examination and approval of the financial statements of Getin Noble Bank S.A. for the year ended on 31 December 2019;
- draft resolution on the examination and approval of the consolidated financial statements of the Getin Noble Bank S.A. Capital Group for the year ended on 31 December 2019;
- draft resolution on the approval of reports of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2019, including a brief assessment of the Company's situation and an assessment of the Bank's remuneration policy;
- draft resolution on the covering of Getin Noble Bank S.A.'s loss for the year 2019 and losses from previous years;
- draft resolutions on the acknowledgement of the fulfilment of duties by Members of the Management Board of Getin Noble Bank S.A. in the year 2019;
- draft resolutions on the acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Getin Noble Bank S.A. in the year 2019;
- draft resolutions on the appointment of Members of the Supervisory Board of Getin Noble Bank S.A.;
- draft resolutions on the approval of “Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Getin Noble Bank S.A.”;
- draft resolution on changing the remuneration of Members of the Supervisory Board of Getin Noble Bank S.A.;
- draft resolution on the approval of amendments to the Articles of Association of Getin Noble Bank S.A.

**Resolution No I/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the election of the Chairman of the General Meeting

§1.

Pursuant to Article 409 § 1 of the Commercial Companies Code Act [hereinafter referred to as the "Commercial Companies Code" or "**CCC**"], the General Meeting elects Mr/Ms Chairman of the General Meeting.

§2.

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

Justification of draft resolution of the OGM No 1:

The draft resolution addresses 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/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the adoption of the agenda of the General Meeting

§1.

The General Meeting adopts the agenda agreed and announced on the Getin Noble Bank S.A. website on [•] April 2020 in the following wording:

1. Opening of the session.
2. Election of the Chairman.
3. Stating that the Ordinary General Meeting is duly convened and capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution on the examination and approval of the Management Board report on the operations of the Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in 2019, including "Statement on Non-Financial Information of the Getin Noble Bank S.A. Capital Group and of Getin Noble Bank S.A. for the year 2019".
6. Adoption of a resolution on the examination and approval of the financial statements of Getin Noble Bank S.A. for the year ended on 31 December 2019.
7. Adoption of a resolution on the examination and approval of the consolidated financial statements of the Getin Noble Bank S.A. Capital Group for the year ended on 31 December 2019;
8. Adoption of a resolution on the approval of reports of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2019, including a brief assessment of the Company's situation and an assessment of the Bank's remuneration policy.
9. Adoption of a resolution on the covering of Getin Noble Bank S.A.'s loss for the year 2019 and losses from previous years.
10. Adoption of resolutions on the acknowledgement of the fulfilment of duties by Members of the Management Board of Getin Noble Bank S.A. in the year 2019.
11. Adoption of resolutions on the acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Getin Noble Bank S.A. in the year 2019.
12. Adoption of resolutions on the appointment of Members of the Supervisory Board of Getin Noble Bank S.A.
13. Adoption of a resolution on the approval of "Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Getin Noble Bank S.A."
14. Adoption of a resolution on changing the remuneration of Members of the Supervisory Board of Getin Noble Bank S.A.
15. Adoption of a resolution on the approval of amendments to the Articles of Association of Getin Noble Bank S.A.
16. Closing of the session.

§2.

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

Justification of draft resolution of the OGM No 2

The draft resolution addresses formal issues. The General Meeting deliberates in accordance with the agreed agenda. Pursuant to Article 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/ /05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the examination and approval of “The Management Board report on the operations of the Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in 2019”, including “Statement on Non-Financial Information of the Getin Noble Bank S.A. Capital Group and of Getin Noble Bank S.A. for the year 2019”

Pursuant to Article 393 item 1, Article 395 §2(1) and Article 395 §5 of the Commercial Companies Code Act, it is hereby resolved as follows:

§1.

Having examined “The Management Board report on the operations of the Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in 2019”, including “Statement on Non-Financial Information of the Getin Noble Bank S.A. Capital Group and of Getin Noble Bank S.A. for the year 2019”, the General Meeting of Getin Noble Bank S.A. has decided to approve these documents.

§2.

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

Justification of draft resolution of the OGM No 3

Pursuant to Article 395 § 2(1) and § 5 of the CCC, the matters to be resolved by the Ordinary General Meeting should include the examination and approval of the Bank's Management Board report on the Bank's operations and the Bank's Management Board report on the operations of the Bank's capital group, as well as a report on non-financial information referred to in Article 49b par. 9 of the Accounting Act. The data contained in the Management Board report on the Bank's operations and on the operations of the Bank's capital group has been analysed by a statutory auditor and the Company's Supervisory Board to the extent required by law.

Pursuant to § 71 par. 8 of the Regulation of the Minister of Finance of 29 March 2018 on current and periodic information provided by issuers of securities and on conditions under which information required by the law of a non-member state may be recognised as equivalent, the Management Board reports have been prepared in a single document form.

**Resolution No IV/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the examination and approval of “Financial statements of Getin Noble Bank S.A. for the year ended on 31 December 2019”

Pursuant to Article 393 item 1 and Article 395 §2(1) of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting of Getin Noble Bank S.A. (“Bank”), having examined the Bank’s financial statements for the year ended on 31 December 2019, has decided to approve the separate annual “Financial statements of Getin Noble Bank S.A. for the year ended on 31 December 2019”, which is comprised of:

- 1) the income statement for the period from 1 January 2019 to 31 December 2019, showing a net loss of PLN 640,845 thousand,
- 2) the comprehensive income statement for the period from 1 January 2019 to 31 December 2019, showing total loss of PLN 530,951 thousand,
- 3) the statement of financial position made as at 31 December 2019, showing the total assets and liabilities of PLN 53,547,310 thousand,
- 4) the statement of changes in equity for the period from 1 January 2019 to 31 December 2019, showing a decrease in equity by the amount of PLN 530,951 thousand,
- 5) the cash flow statement for the period from 1 January 2019 to 31 December 2019, showing an increase in net cash by the amount of PLN 230,201 thousand.
- 6) the accounting rules (policy) and explanatory notes to the financial statements.

§2.

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

Justification of draft resolution of the OGM No 4

Pursuant to Article 395 §2 (1) of the CCC, the matters to be resolved by the Ordinary General Meeting should include the examination and approval of the Bank’s financial statements. The data included in the Bank’s financial statements has been examined by the Company’s Supervisory Board, which has concluded that the above-listed documents meet legal requirements, are factually correct and accurately represent the Bank’s operations.

The financial statements of Getin Noble Bank S.A. for the year ended on 31 December 2019 have been examined by an independent statutory auditor who checks the Bank’s statements. In their opinion, the statutory auditor stated in particular that the audited financial statements of the Bank presented a true and clear view of the Bank’s property and financial situation as at 31 December 2019.

In the opinion of the Bank’s Management Board, those assessments constitute a valid recommendation for the General Meeting to approve the submitted documents in accordance with this draft resolution.

**Resolution No V/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the examination and approval of “Consolidated financial statements of the Getin Noble Bank S.A. Capital Group for the year ended on 31 December 2019”

Pursuant to 395 § 5 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

Having examined “Consolidated financial statements of the Getin Noble Bank S.A. Capital Group for the year 2019”, the General Meeting of Getin Noble Bank S.A. has decided to approve the consolidated annual financial statements of the Getin Noble Bank S.A Capital Group for the year ended on 31 December 2019, which is comprised of:

- 1) the income statement for the period from 1 January 2019 to 31 December 2019, showing a net loss of PLN 591,551 thousand,
- 2) the comprehensive income statement for the period from 1 January 2019 to 31 December 2019, showing total loss of PLN 481,637 thousand,
- 3) the statement of financial position made as at 31 December 2019, showing the total assets and liabilities of PLN 52,828,439 thousand,
- 4) the statement of changes in equity for the period from 1 January 2019 to 31 December 2019, showing a decrease in equity by the amount of PLN 481,637 thousand,
- 5) the cash flow statement for the period from 1 January 2019 to 31 December 2019, showing an increase in net cash by the amount of PLN 190,245 thousand,
- 6) the accounting rules (policy) and explanatory notes to the financial statements.

§2.

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

Justification of draft resolution of the OGM No 5

Pursuant to Article 395 §5 of the CCC, the matters to be resolved by the Ordinary General Meeting may also include the financial statements of the Bank’s capital group. The data included in the financial statements of the Bank’s capital group has been examined by the Company’s Supervisory Board, which has concluded that the statements meet legal requirements, are factually correct and accurately prepared.

The consolidated financial statements of the Bank’s capital group have also been assessed by a statutory auditor, within the scope required by law. In their opinion, the statutory auditor stated in particular that “Consolidated financial statements of the Getin Noble Bank S.A. Capital Group for the year 2019” presented a true and clear view of the property and financial situation of the Bank’s Capital Group as at 31 December 2019.

In the opinion of the Bank’s Management Board, those assessments constitute a valid recommendation for the General Meeting to approve the submitted documents in accordance with this draft resolution.

**Resolution No VI/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

**on the approval of reports of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2019,
including a brief assessment of the Company's situation and an assessment of the Bank's remuneration
policy**

Pursuant to Article 382 §3 of the Commercial Companies Code and §10 par. 3(6) of the Articles of Association of Getin Noble Bank S.A. ("Bank"), as well as in connection with the requirements arising from "Principles of corporate governance for supervised institutions" adopted by the Polish Financial Supervision Authority on 22.07.2014 ("Principles") and "Best Practices of Companies Listed on WSE 2016" adopted by the Supervisory Board of WSE on 13.10.2015 ("Best Practices"), it is hereby resolved as follows:

§1.

The General Meeting of Getin Noble Bank S.A. approves "Report of the Supervisory Board of Getin Noble Bank S.A. on its operations in year 2019, including a brief assessment of the Company's situation", containing:

- 1) a summary of the Board's and its committees' activities in 2019 and an assessment of the Management Board report on the Bank's and the Bank's Capital Group's operations, the Bank's financial statements for the year 2019 and the consolidated financial statements of the Bank's Capital Group for the year 2019, as well as an assessment of the Management Board's motion regarding coverage of loss for the year 2019 and losses from previous years;
- 2) an assessment of the Bank's application "Principles of corporate governance for supervised institutions" and "Best Practices of Companies Listed on WSE 2016", taking into account:
 - an assessment of the standing of Getin Noble Bank S.A. in 2019, including an assessment of the internal control, risk management and compliance systems and the internal audit function,
 - an assessment of the application of "Principles of Corporate Governance for Supervised Institutions" adopted by the PFSA, pursuant to §27 of the Principles, and an assessment of the manner of fulfilling the information obligations regarding the application of "Best Practices of Companies Listed on WSE 2016",
 - an assessment of the rationality of the Company's charity, sponsorship or other similar activities,
 - an assessment of the functioning of the Remuneration Policy at the Bank.

§2.

In accordance with the requirements of the Principles, on the basis of the information contained in the Management Board report on the Bank's operations in 2019 and the assessment contained in the Supervisory Board report referred to in § 1(2) of this resolution, the General Meeting of Getin Noble Bank S.A. has concluded that the remuneration policy in force at the Bank promotes development and security of the Bank's operations.

§3.

1. The General Meeting of the Bank, on the basis of the adopted "Assessment policy for the adequacy of persons performing key functions at Getin Noble Bank S.A." and in accordance with the recommendation of the HR and Appointment Committee of the Supervisory Board of Getin Noble Bank S.A., has assessed that in 2019 the Members of the Supervisory Board of Getin Noble Bank S.A. fulfilled the individual adequacy criteria for a Member of the Supervisory Board.
2. The General Meeting of the Bank has assessed that in 2019 the Supervisory Board of Getin Noble Bank S.A. met the cumulative adequacy criteria and, as a whole, had a sufficient level of knowledge, skills and experience to understand the activities taken by the Bank.

§4.

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

Justification of draft resolution of the OGM No 6

In accordance with the provisions of Article 382 §3 of the CCC, special duties of the supervisory board include evaluation of the reports referred to in Article 395 §2(1) of the CCC in respect of their compliance with the books, documents and

the facts, and of motions of the management board concerning distribution of profit or coverage of losses, as well as submitting to the general meeting annual written reports presenting the outcome of said evaluation. Additionally, in accordance with the requirements of "Principles of corporate governance for supervised institutions" adopted by the Polish Financial Supervision Authority and "Best Practices of Companies Listed on WSE 2016", the Supervisory Board should make appropriate assessments and give appropriate opinions.

Pursuant to § 28 par. 4 of "Principles of corporate governance for supervised institutions", the Ordinary General Meeting should assess whether the agreed remuneration policy promotes development and safety of the Bank's operations. This assessment shall be based on the information contained in the Management Board report on the Bank's operations in 2019 and the report on the assessment of the functioning of the Remuneration Policy at the Bank made by the Supervisory Board, which is contained in the Supervisory Board report.

In view of the above, the Supervisory Board report on the assessment of these reports, as well as the assessment of the Bank's situation should be submitted to the Company's General Meeting for its consideration.

In accordance with "Assessment policy for the adequacy of persons performing key functions at Getin Noble Bank S.A." in force at the Bank, the Ordinary General Meeting of Shareholders, when approving the Supervisory Board report for a financial year, should also assess the adequacy of the Bank's supervisory body.

**Resolution No VII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the covering of Getin Noble Bank S.A.'s loss for the year 2019 and losses from previous years

Pursuant to Article 395 §2(2) of the Commercial Companies Code and §36 par. 1 of the Articles of Association of Getin Noble Bank S.A. and also taking into account the Supervisory Board's assessment of the Management Board's motion, the General Meeting hereby resolves as follows:

§1.

The General Meeting of Getin Noble Bank S.A., taking into account the market situation as at the date of adoption of this resolution, has decided to cover the loss of Getin Noble Bank S.A. for the year 2019, by using:

- a) funds from the spare capital of Getin Noble Bank S.A. in the amount of PLN 190,792,654.97 (say: one hundred ninety million seven hundred ninety two thousand six hundred fifty four zlotys and ninety seven grosz),
- b) funds from the reserve capital of Getin Noble Bank S.A. in the amount of PLN 279,084,766.21 (say: two hundred seventy nine million eighty-four thousand seven hundred sixty six zlotys and twenty one grosz),

The remaining amount of loss, i.e. PLN 177,787,422.05 (including PLN 6,819,443.71 of loss from previous years – resulting from changes in the accounting policy) will be covered from the profits in the following years.

§ 2.

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

Justification of draft resolution of the OGM No 7

Pursuant to Article 395 § 2(2) of the CCC, the matters to be resolved by the Ordinary General Meeting should include a decision on covering the loss of Getin Noble Bank S.A. for the year 2019 and losses from previous years.

The Management Board's motion to cover the loss of Getin Noble Bank S.A. for the year 2019 and losses from previous years has been positively assessed by the Supervisory Board, in accordance with Article 382 §3 in connection with Article 395 §2(2) of the Commercial Companies Code.

**Resolution No VIII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Artur Klimczak

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Artur Klimczak, in connection with his performance of the function of the President of the Management Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No IX/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Karol Karolkiewicz

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Karol Karolkiewicz, in connection with his performance of the function of a Member of the Management Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No X/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Maciej Kleczkiewicz

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Maciej Kleczkiewicz, in connection with his performance of the function of a Member of the Management Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XI/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Marcin Romanowski

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Marcin Romanowski, in connection with his performance of the function of a Member of the Management Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Tomasz Misiak

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Tomasz Misiak, in connection with his performance of the function of a Member of the Management Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XIII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Wojciech Tomasiak

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Wojciech Tomasiak, in connection with his performance of the function of a Member of the Management Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XIV/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Ms Maja Stankowska

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Ms Maja Stankowska in connection with her performance of the function of a Member of the Management Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

Justification of draft resolution of the OGM No 8-14

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, acknowledgement of the fulfilment of duties by Members of the Company's authorities, including Members of the Management Board, requires a resolution of the Ordinary General Meeting.

The Supervisory Board of Getin Noble Bank S.A. has issued a favourable opinion on the Management Board's activities carried out in 2019 and recommends that the fulfilment of duties in 2019 be acknowledged for all Members of the Bank's Management Board.

**Resolution No XV/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Leszek Czarnecki, PhD

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Leszek Czarnecki, PhD, in connection with his performance of the function of the Chairman of the Supervisory Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XVI/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Remigiusz Baliński

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Remigiusz Baliński, in connection with his performance of the function of a Member of the Supervisory Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 09.01.2019.

§2.

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

**Resolution No XVII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Krzysztof Bielecki

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Krzysztof Bielecki, in connection with his performance of the function of the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XVIII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Jacek Lisik

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Jacek Lisik, in connection with his performance of the function of a Member of the Supervisory Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XIX/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Mariusz Grendowicz

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Mariusz Grendowicz, in connection with his performance of the function of a Member of the Supervisory Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XX/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Ms Barbara Bakalarska

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Ms Barbara Bakalarska, in connection with her performance of the function of a Member of the Supervisory Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

**Resolution No XXI/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the acknowledgement of the fulfilment of duties by Mr Tadeusz Hołyński

Pursuant to Article 393 item 1 and Article 395 § 2 item 3 of the Commercial Companies Code, it is hereby resolved as follows:

§1.

The General Meeting acknowledges the fulfilment of duties in the financial year 2019 by Mr Tadeusz Hołyński, in connection with his performance of the function of a Member of the Supervisory Board of Getin Noble Bank S.A. in the period from 01.01.2019 to 31.12.2019.

§2.

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

Justification of draft resolution of the OGM No 15-21

Pursuant to Article 395 § 2(3) of the Commercial Companies Code, acknowledgement of the fulfilment of duties by Members of the Company's authorities, including Members of the Supervisory Board, requires a resolution of the Ordinary General Meeting.

**Resolution No XXII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

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

Pursuant to Article 385 § 1 of the Commercial Companies Code, §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. and Article 22 par. 2 of the Act of 29 August 1997 – Banking Law, the General Meeting of the Company hereby resolves as follows:

§1.

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

§2.

The General Meeting believes that the person named in §1 has the adequate knowledge, skills and experience to perform the function of a Member of the Supervisory Board of Getin Noble Bank S.A., guarantees proper fulfillment of the duties related to the performance of the function and meets other requirements set forth in Article 22aa of the Banking Law Act. He also has the features and competences that are relevant in terms of the need to ensure the correct implementation of tasks by the Supervisory Board as a whole.

§3.

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

**Resolution No XXIII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

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

Pursuant to Article 385 § 1 of the Commercial Companies Code, §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. and Article 22 par. 2 of the Act of 29 August 1997 – Banking Law, the General Meeting of the Company hereby resolves as follows:

§1.

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

§2.

The General Meeting believes that the person named in §1 has the adequate knowledge, skills and experience to perform the function of a Member of the Supervisory Board of Getin Noble Bank S.A., guarantees proper fulfillment of the duties related to the performance of the function and meets other requirements set forth in Article 22aa of the Banking Law Act. He also has the features and competences that are relevant in terms of the need to ensure the correct implementation of tasks by the Supervisory Board as a whole.

§3.

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

**Resolution No XXIV/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

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

Pursuant to Article 385 § 1 of the Commercial Companies Code, §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. and Article 22 par. 2 of the Act of 29 August 1997 – Banking Law, the General Meeting of the Company hereby resolves as follows:

§1.

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

§2.

The General Meeting believes that the person named in §1 has the adequate knowledge, skills and experience to perform the function of a Member of the Supervisory Board of Getin Noble Bank S.A., guarantees proper fulfillment of the duties related to the performance of the function and meets other requirements set forth in Article 22aa of the Banking Law Act. He also has the features and competences that are relevant in terms of the need to ensure the correct implementation of tasks by the Supervisory Board as a whole.

§3.

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

**Resolution No XXV/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

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

Pursuant to Article 385 § 1 of the Commercial Companies Code, §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. and Article 22 par. 2 of the Act of 29 August 1997 – Banking Law, the General Meeting of the Company hereby resolves as follows:

§1.

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

§2.

The General Meeting believes that the person named in §1 has the adequate knowledge, skills and experience to perform the function of a Member of the Supervisory Board of Getin Noble Bank S.A., guarantees proper fulfillment of the duties related to the performance of the function and meets other requirements set forth in Article 22aa of the Banking Law Act. He also has the features and competences that are relevant in terms of the need to ensure the correct implementation of tasks by the Supervisory Board as a whole.

§3.

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

**Resolution No XXVI/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

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

Pursuant to Article 385 § 1 of the Commercial Companies Code, §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. and Article 22 par. 2 of the Act of 29 August 1997 – Banking Law, the General Meeting of the Company hereby resolves as follows:

§1.

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

§2.

The General Meeting believes that the person named in §1 has the adequate knowledge, skills and experience to perform the function of a Member of the Supervisory Board of Getin Noble Bank S.A., guarantees proper fulfillment of the duties related to the performance of the function and meets other requirements set forth in Article 22aa of the Banking Law Act. He also has the features and competences that are relevant in terms of the need to ensure the correct implementation of tasks by the Supervisory Board as a whole.

§3.

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

Justification of draft resolution of the OGM No 22-26

Pursuant to Article 385 § 1 of the CCC, appointment of Members of the Supervisory Board requires a resolution of the Ordinary General Meeting.

In connection with the expiry of the Supervisory Board Members' terms of office, it is necessary that the General Meeting adopt relevant resolutions.

Pursuant to Article 22 par. 2 of the Act of 29 August 1997 – Banking Law, when appointing the Supervisory Board, the General Meeting is required to take into account the assessment of the members' meeting of the adequacy requirements.

**Resolution No XXVII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the approval of “Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Getin Noble Bank S.A.”

Pursuant to Article 385 § 1 of the Commercial Companies Code, §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A. and also pursuant to Article 90d par.1 in connection with Article 90c par. 2(1) of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies (consolidated text, Journal of Laws of 2019, item 623, as amended), the General Meeting of the Company hereby resolves as follows:

§1.

The General Meeting of Getin Noble Bank S.A. approves “Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Getin Noble Bank S.A.” in the wording contained in the appendix to this resolution and introduces it for application at Getin Noble Bank S.A.

§2.

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

Justification of draft resolution of the OGM No 27

Taking into account contribution to the implementation of the business strategy, the long-term interests and stability of the Bank, and taking into account Article 90d par.1 in connection with Article 90c par. 2(1) of the Act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading and on public companies (consolidated text, Journal of Laws of 2019, item 623, as amended), “Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Getin Noble Bank S.A.” (“Policy”) is hereby introduced at the Bank.

Pursuant to the aforementioned act, public companies (including the Bank) have been obliged to adopt, by means of a resolution of the General Meeting of Shareholders, the Remuneration Policy for Members of the Management Board and Members of the Supervisory Board, which forms the principles governing the shaping of remuneration of Members of the Management Board and Members of the Supervisory Board, and to publish a remuneration report. The Bank shall pay remuneration to Members of the Management Board and the Supervisory Board only in accordance with the adopted Policy. The Policy prepared by the Bank has been drawn-up in accordance with the principles set out in the aforementioned act and pertains to the required elements related to remuneration, as well as other conditions of employment for Members of the Management Board and Members of the Supervisory Board. The Policy has been assessed by the HR and Appointment Committee at the Supervisory Board and by the Supervisory Board itself.

**Resolution No XXVIII/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on the determination of remuneration for Members of the Supervisory Board of Getin Noble Bank S.A.

Pursuant to Article 392 §1 of the Commercial Companies Code and §6 par. 7(3) of the Articles of Association of Getin Noble Bank S.A., the Company's General Meeting hereby resolves as follows:

§1.

1. The General Meeting of Getin Noble Bank S.A. has decided to set a new amount of remuneration for Members of the Supervisory Board, as follows:
 - a) The Chairman of the Supervisory Board shall be entitled to fixed monthly remuneration in an amount equal to 10-times the average monthly gross salary in the enterprise sector without awards payable from profit, as announced by Statistics Poland for the calendar month immediately preceding the calendar month in which the function was performed. The remuneration shall be payable before the last business day of each calendar month in which the function was performed.
 - b) The Vice-Chairman of the Supervisory Board shall be entitled to fixed monthly remuneration in an amount equal to 3-times the average monthly gross salary in the enterprise sector without awards payable from profit, as announced by Statistics Poland for the calendar month immediately preceding the calendar month in which the function was performed. The remuneration shall be payable before the last business day of each calendar month in which the function was performed.
 - c) Members of the Supervisory Board, excluding the Chairman and Vice-Chairman of the Supervisory Board, shall be entitled to fixed monthly remuneration in an amount equal to 1.5-times the average monthly gross salary in the enterprise sector without awards payable from profit, as announced by Statistics Poland for the calendar month immediately preceding the calendar month in which the function was performed. The remuneration shall be payable before the last business day of each calendar month in which the function was performed.
 - d) For the Committee membership and for performing the function of the Chairman of the Committee, Members of the Bank's Supervisory Board shall be entitled to fixed monthly remuneration in an amount equal to 2-times the average monthly gross salary in the enterprise sector without awards payable from profit, as announced by Statistics Poland for the calendar month immediately preceding the calendar month in which the function was performed. The remuneration shall be payable before the last business day of each calendar month in which the function was performed in a given Committee.
 - e) For the Committee membership, Members of the Bank's Supervisory Board shall be entitled to fixed monthly gross remuneration in an amount equal to 1-time the average monthly gross salary in the enterprise sector without awards payable from profit, as announced by Statistics Poland for the calendar month immediately preceding the calendar month in which the function was performed. The remuneration shall be payable before the last business day of each calendar month in which the function was performed in a given Committee.
2. The remuneration of the Chairman of the Supervisory Board referred to in §1 par. 1(a) and remuneration of the Vice-Chairman of the Supervisory Board referred to in §1 par. 1(b) shall apply from 1 January 2020, while the remuneration of Members of the Supervisory Board referred to in §1 par. 1(c)-(e) shall apply from the calendar month immediately following the adoption of this resolution.

§2.

As of the date of adoption of this resolution, the provisions of resolution No VI/09/10/2014 of the Extraordinary General Meeting of Getin Noble Bank S.A. of 9 October 2014 on the establishment of principles and amounts of remuneration for the Bank's Supervisory Board and resolution No XXVI/12/05/2015 of the Ordinary General Meeting of Getin Noble Bank S.A. of 12 May 2015 on the determination of remuneration for Members of the Supervisory Board for membership in the Supervisory Board Committees shall be repealed.

§3.

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

Justification of draft resolution of the OGM No 28

In view of the amendments introduced on 1 January 2020 to “Policy of Variable Remuneration Components for persons holding managerial positions and other material risk takers at Getin Noble Bank S.A.” in force at the Bank under Article 9 ca of the banking law (“VRC Policy”) and the content of “Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Getin Noble Bank S.A.” (“Policy”) introduced at the Bank in accordance with Article 90c et seq. of the Act on *public offering, conditions governing the introduction of financial instruments to organised trading and on public companies*, the Bank’s General Meeting is hereby requested to amend and update the remuneration principles for Members of the Supervisory Board of Getin Noble Bank in connection with the membership and functions performed in the Supervisory Board and in connection with the membership and functions performed in its committees.

It is requested that the principles of determining and payment of remuneration to all members of the Supervisory Board be harmonised as regards:

- the basis for calculating the remuneration amount – it is proposed to adopt a reference to the average monthly gross salary in the enterprise sector without awards payable from profit, as announced by Statistics Poland for the calendar month immediately preceding the calendar month in which the function was performed.
- the frequency of payment of remuneration – it is proposed to adopt monthly periods with payment to be made before the last business day of a month in which the function was performed.
- clear qualification of remuneration as a fixed remuneration, as defined in the first indent above, in order to ensure compliance with the VRC Policy in the wording applicable from 1 January 2020 (§ 6 par. 3), according to which *“In respect of Members of the Supervisory Board, the Bank shall not make a distinction between Fixed Remuneration and Variable Remuneration and shall not apply the provisions of the Ministry of Finance Regulation on Variable Remuneration”*. This provision corresponds to the content of § 25 par. 1 of the Regulation of the Minister of Development and Finance of 6 March 2017 *on the risk management system and the internal control system, remuneration policy and detailed conditions for estimation of internal capital by banks*, and its application in accordance with the aforementioned provision of the Regulation is possible if remuneration of Members of the Supervisory Board is determined in a manner clearly indicating that this is fixed remuneration.

The determination of said remuneration as fixed also correspond to the content of the Policy submitted for adoption by the General Meeting, in accordance with the requirements of Article 90c et seq. of the Act on public offering, under which *“remuneration of Members of the Supervisory Board shall consist solely of fixed remuneration”*.

As far as the remuneration amount is concerned, it is also requested that average rates be adopted, depending on functions held both in the Supervisory Board and in the Committees.

Having read the planned amendments, the HR and Appointment Committee has recommended the introduction of the requested changes regarding remuneration of Members of the Supervisory Board of Getin Noble Bank S.A. in accordance with the principles set out in the above draft resolution.

**Resolution No XIX/29/05/2020
of the Ordinary General Meeting
of Getin Noble Bank S.A.
of 29 May 2020**

on amending the Articles of Association Of Getin Noble Bank S.A.

The General Meeting of Getin Noble Bank S.A with its registered office in Warsaw ("Bank"), on the basis of Art. 430 §1 of the Commercial Companies Code and § 6 par. 7(1) of the Bank's Articles of Association, hereby resolves as follows:

§ 1.

The Articles of Association of Getin Noble Bank S.A. shall be amended as follows:

1) §4 par. 3(20) shall have the following new wording:

"20) provide leasing services,"

2) §4 par. 3(23) shall have the following new wording:

"23) provide payment transaction initiation services,"

3) §4 par. 3(24) shall have the following new wording:

"24) provide account information access services."

§2.

Pursuant to Article 430 § 5 of the Commercial Companies Code, the Ordinary General Meeting authorises the Supervisory Board to agree upon the uniform text of the amended Articles of Association of the Company.

§3.

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

Justification of draft resolution of the OGM No 29

The generalisation of the wording of §4 par. 3(20) of the Bank's Articles of Association is aimed at extending the scope of the Bank's activities and adapting to potential needs.

The introduction of the new wording of §4 par. 3(23) and (24) is justified by the need to adapt them to the provisions of the Act of 19 August 2011 on payment services and to guidelines received from the Polish Financial Supervision Authority. The change in the subject of activities in respect of payment services has already been introduced at the Bank in accordance with Resolution of the Ordinary General Meeting No XXXVII/24/06/2019 of 24 June 2019, approved by the decision of the Polish Financial Supervision Authority dated 2 December 2019 and by the entry in the National Court Register on 18 December 2019.