

FORM
Voting by proxy

Proxy:

acting on behalf of

Shareholder:

at the Extraordinary General Meeting of Getin Noble Bank S.A. with its registered office in Warsaw on:
10 October 2017

The use of this form by the Proxy and Shareholder is not mandatory and is subject to the respective mutual agreement and obligations and the proceedings at the General Meeting. When completed by the Shareholder providing power of attorney to vote at the General Meeting, the form may be used as a voting card for the Proxy; in the case of a secret ballot, the completed form may be used solely as written instructions on the way of voting by the Proxy in such voting and shall be retained by the Proxy. Should the Proxy vote with the form, the form shall be submitted to the Chairperson of the General Meeting at the latest before closing the voting on a resolution that according to the Shareholder's instruction is to be voted on with the form. The Chairperson of the General Meeting shall inform the General Meeting on the votes cast with the form and on this basis the vote shall be included in the overall number of votes cast on the resolution.

The form used in voting shall be attached to the book of minutes.

When votes are counted at the General Meeting with electronic vote counting equipment, this form will not apply and may be solely used as instructions from the Shareholder to the Proxy.

ATTENTION!

*Draft resolutions are presented herebelow. Under each draft resolution there is space for instructions on the way to vote from the Shareholder to the Proxy and columns to tick off the fact that the vote was cast and any objection to voting against a resolution in a specific voting. A vote is cast and an objection made by ticking the appropriate box in the column *. Additionally, if a Proxy casts different votes from different shares within one represented block of shares and one voting, they should insert the number of shares/votes in the relevant field which is dedicated to the specific vote in each voting. An incorrectly completed form or filed without fields ticked off by the Proxy that do not clearly show the Proxy's intention in each voting shall be disregarded in the relevant voting and results thereof. The Company informs that if the Shareholder and the Proxy use this form for voting, the compliance of the vote(s) cast and the relevant instructions will not be verified. The voting or failure to vote by the Proxy will be decisive, also when the behaviour of the Proxy is not compliant with the Shareholder's instructions.*

In order to facilitate the use of the form by the Proxy, each resolution is placed on a separate sheet of paper. The shareholder and the Proxy may use only certain pages of the form, at their discretion.

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

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

On the basis of Article 385(1) of the Code of Commercial Companies and Partnerships and on the basis of Article 6(7)(3) of the Articles of Association of Getin Noble Bank S.A., the General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

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

§2.

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

Instruction for Shareholder's Proxy:		
<p>Vote:</p> <p><input type="checkbox"/> *FOR</p> <p><i>No. of shares:</i></p> <p>.....</p> <p><i>No. of votes:</i></p> <p>.....</p>	<p>Vote:</p> <p><input type="checkbox"/> *AGAINST</p> <p><i>No. of shares:</i></p> <p>.....</p> <p><i>No. of votes:</i></p> <p>.....</p> <p><input type="checkbox"/> OBJECTION</p>	<p>Vote:</p> <p><input type="checkbox"/> *ABSTAIN</p> <p><i>No. of shares:</i></p> <p>.....</p> <p><i>No. of votes:</i></p> <p>.....</p>

Shareholder:.....

Proxy:.....

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

on adoption of the Agenda of the General Meeting

§1.

The General Meeting hereby adopts the Agenda, determined and published on the Company's website on 11 September 2017, as follows:

1. To open the Meeting.
2. To elect the Chairperson.
3. To acknowledge that the Meeting has been convened properly and has the power to adopt resolutions.
4. To adopt the Agenda of the Meeting.
5. To adopt a resolution on the assessment of the suitability of a candidate to perform the function of a Supervisory Board Member.
6. To adopt a resolution to appoint a Supervisory Board Member.
7. To close the Meeting.

§2.

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

Instruction for Shareholder's Proxy:		
<p>Vote:</p> <p><input type="checkbox"/> *FOR</p> <p>No. of shares:</p> <p>.....</p> <p>No. of votes:</p> <p>.....</p>	<p>Vote:</p> <p><input type="checkbox"/> *AGAINST</p> <p>No. of shares:</p> <p>.....</p> <p>No. of votes:</p> <p>.....</p> <p><input type="checkbox"/> OBJECTION</p>	<p>Vote:</p> <p><input type="checkbox"/> *ABSTAIN</p> <p>No. of shares:</p> <p>.....</p> <p>No. of votes:</p> <p>.....</p>

Shareholder:.....

Proxy:.....

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

on assessment of the suitability of a Supervisory Board Member candidate

§1.

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

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

§2.

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

Instruction for Shareholder's Proxy:		
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Shareholder:.....

Proxy:.....

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

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

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Shareholder:.....

Proxy:.....