

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:
23 February 2018

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. I/23/02/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 23 February 2018**

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 of 2017, item 1577) the General Meeting hereby elects Mr./Ms. Chairperson of the General 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. II/23/02/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 23 February 2018**

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 [•] 2018, 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 regarding exclusion of the preemptive rights of the existing shareholders with respect to the Series C shares issued on the basis of the resolution of the Management Board of the Bank regarding increase in the company's share capital within the target capital by the private subscription.
6. 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><i>No. of shares:</i></p> <p><i>No. of votes:</i></p>	<p>Vote:</p> <p><input type="checkbox"/> *AGAINST</p> <p><i>No. of shares:</i></p> <p><i>No. of votes:</i></p> <p><input type="checkbox"/> OBJECTION</p>	<p>Vote:</p> <p><input type="checkbox"/> *ABSTAIN</p> <p><i>No. of shares:</i></p> <p><i>No. of votes:</i></p>

Shareholder:.....

Proxy:.....

**Resolution No. III/23/02/2018
of the Extraordinary General Meeting
of Getin Noble Bank S.A.
dated 23 February 2018**

on exclusion of the preemptive rights of the existing shareholders with respect to the Series C shares issued on the basis of the resolution of the Management Board of the Bank regarding increase in the company's share capital within the target capital by the private subscription

§1.

After acknowledging on the written opinion of the Management Board of the Bank, dated on 26 January 2018, as attached below, on the basis of Article 433(2) of the Polish Code of Commercial Companies and Partnerships, justifying an exclusion of the preemptive rights, the General Meeting hereby excludes the preemptive rights of the existing shareholders with respect to the Series C shares issued on the basis of the resolution of the Management Board of the Bank dated 26 January 2018, Rep. A No. 3683/2018.

§2.

On the basis of Article 430(5) of the Annual General Meeting hereby authorizes the Supervisory Board to set the adopt the uniform text of the amended Articles of Association of the Company in connection with the increase of the initial capital of the Company within the limits of the target capital made on the basis of a resolution of the Management Board dated 26 January 2018, Register No. A 3683/2018. The above shall follow entering the share capital increase to the register of entrepreneurs of the National Court Register according to Article 430(1) of the Polish Code of Commercial Companies and Partnerships.

§3.

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

<i>Instruction for Shareholder's Proxy:</i>		
<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:.....