

**FORM**  
**Voting by proxy**

**Proxy:** .....

acting on behalf of

**Shareholder:** .....

at the General Meeting of Getin Noble Bank S.A. with its registered office in Warsaw on:  
12 May 2015

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/12/05/2015**

**on election of the Chairperson of the General Meeting**

§1.

On the basis of Article 409 § 1 of the Polish Code of Commercial Companies and Partnerships (Journal of Laws 2000 No. 94, item 1037 later amended) ("Code of Commercial Companies and Partnerships") 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.

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

Shareholder:.....

Proxy:.....

**Resolution No. II/12/05/2015**

**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 10 April 2015, 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 2014 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 2014, 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 2014 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 2014, 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 2014.
8. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2014.
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 2014.
10. To adopt a resolution to consider and approve Getin Noble Bank S.A. Capital Group's consolidated financial statements for the financial year 2014.
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 2014.
12. To adopt a resolution to allocate profit for the financial year 2014.
13. To adopt resolutions to acknowledge fulfillment of duties by the members of the Management Board of Getin Noble Bank S.A. in the financial year 2014.
14. To adopt resolutions to acknowledge fulfillment of duties by the members of the Supervisory Board of Getin Noble Bank S.A. in the financial year 2014.
15. To adopt a resolution to appoint member of the Supervisory Board.
16. To adopt a resolution to adopt "Principles of Corporate Governance for Supervised Institutions" as regards principles concerning Shareholders and the General Meeting.
17. To adopt a resolution on the amendments to the Rules of the General Meeting of Getin Noble Bank S.A.
18. To adopt a resolution to adopt a uniform text of the Rules of General Meeting of Getin Noble Bank S.A.
19. To adopt a resolution on the amendments to the Articles of Association of Getin Noble Bank S.A.
20. To adopt a resolution on the remuneration of the members of the Supervisory Board of Getin Noble Bank S.A. sitting on Supervisory Board Committees.
21. To close the Meeting.

§2.

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

***Instruction for Shareholder's Proxy:***

<p><b>Vote:</b></p> <p><input type="checkbox"/> <b>*FOR</b></p> <p><i>No. of shares:</i></p> <p>.....</p> <p><i>No. of votes:</i></p> <p>.....</p>	<p><b>Vote:</b></p> <p><input type="checkbox"/> <b>*AGAINST</b></p> <p><i>No. of shares:</i></p> <p>.....</p> <p><i>No. of votes:</i></p> <p>.....</p> <p><input type="checkbox"/> <b>OBJECTION</b></p>	<p><b>Vote:</b></p> <p><input type="checkbox"/> <b>*ABSTAIN</b></p> <p><i>No. of shares:</i></p> <p>.....</p> <p><i>No. of votes:</i></p> <p>.....</p>
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Shareholder:.....

Proxy:.....

**Resolution No. III/12/05/2015**

**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 2014" 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 2014**

On the basis of Article 382(3) and Article 395(5) of the Code of Commercial Companies and Partnerships the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. 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 2014" 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 2014 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.

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

Shareholder:.....

Proxy:.....

**Resolution No. IV/12/05/2015**

**on consideration and approval of the Management Board's report on the activities  
of Getin Noble Bank S.A. in the financial year 2014**

On the basis of Article 393(1) and Article 395(2)(1) of the Code of Commercial Companies and Partnerships the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2014 hereby approves the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. V/12/05/2015**

**on consideration and approval of Getin Noble Bank S.A. financial statements  
for the financial year 2014**

On the basis of Article 393(1) and Article 395(2)(1) of the Code of Commercial Companies and Partnerships the Annual General Meeting adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of Getin Noble Bank S.A. financial statements for the financial year 2014 hereby approves Getin Noble Bank S.A. unit financial statements for the financial year 2014 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2014 and ending on 31 December 2014, which shows net profit of PLN 322,347 thousand,
- 2) statements on the total revenue for the period starting on 1 January 2014 and ending on 31 December 2014, which show total net revenue of PLN 293,183 thousand,
- 3) statements on the financial situation as at 31 December 2014, which assets and liabilities equal PLN 67,594,305 thousand,
- 4) statements on the changes in equity for the period starting on 1 January 2014 and ending on 31 December 2014, which shows the net increase in equity at PLN 293,183 thousand,
- 5) cash flow statements for the period starting on 1 January 2014 and ending on 31 December 2014, which shows the net decrease of cash at PLN 113,952 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

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

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

Shareholder:.....

Proxy:.....

**Resolution No. VI/12/05/2015**

**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 2014**

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

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2014 hereby approves the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in the financial year 2014.

§2.

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

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

Shareholder:.....

Proxy:.....



**Resolution No. VII/12/05/2015**

**on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements  
for the financial year 2014**

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

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2014 hereby approves Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2014 containing as follows:

- 1) consolidated profit and loss statements for the period starting on 1 January 2014 and ending on 31 December 2014, which shows net profit of PLN 360,493 thousand,
- 2) consolidated statements on the total revenue for the period starting on 1 January 2014 and ending on 31 December 2014, which show total net revenue of PLN 332,097 thousand,
- 3) consolidated statements on the financial situation as at 31 December 2014, which assets and liabilities equal PLN 68,830,650 thousand,
- 4) consolidated statements on the changes in equity for the period starting on 1 January 2014 and ending on 31 December 2014, which shows the net increase in equity at PLN 330,630 thousand,
- 5) consolidated cash flow statements for the period starting on 1 January 2014 and ending on 31 December 2014, which shows the net decrease of cash at PLN 873,777 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

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

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

Shareholder:.....

Proxy:.....

**Resolution No. VII/12/05/2015**

**on consideration and approval of Getin Noble Bank S.A. Capital Group financial statements  
for the financial year 2014**

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

§1.

The Annual General Meeting of Getin Noble Bank S.A. after consideration of Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2014 hereby approves Getin Noble Bank S.A. Capital Group consolidated financial statements for the financial year 2014 containing as follows:

- 1) consolidated profit and loss statements for the period starting on 1 January 2014 and ending on 31 December 2014, which shows net profit of PLN 360,493 thousand,
- 2) consolidated statements on the total revenue for the period starting on 1 January 2014 and ending on 31 December 2014, which show total net revenue of PLN 332,097 thousand,
- 3) consolidated statements on the financial situation as at 31 December 2014, which assets and liabilities equal PLN 68,830,650 thousand,
- 4) consolidated statements on the changes in equity for the period starting on 1 January 2014 and ending on 31 December 2014, which shows the net increase in equity at PLN 330,630 thousand,
- 5) consolidated cash flow statements for the period starting on 1 January 2014 and ending on 31 December 2014, which shows the net decrease of cash at PLN 873,777 thousand,
- 6) accounting principles and additional information ("attached financial statements").

§ 2

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

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

Shareholder:.....

Proxy:.....

**Resolution No. IX/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Krzysztof Rosiński**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Krzysztof Rosiński - the President of the Management Board of Getin Noble Bank S.A. from 01 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. X/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Radosław Stefurak**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Radosław Stefurak - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XI/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Karol Karolkiewicz**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Karol Karolkiewicz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XII/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Krzysztof Spyra**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Krzysztof Spyra - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XIII/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Maciej Szczechura**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Maciej Szczechura - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XIV/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Grzegorz Tracz**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Grzegorz Tracz - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....



**Resolution No. XV/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Marcin Dec**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Marcin Dec - a Member of the Management Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XVI/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Leszek Czarnecki**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Leszek Czarnecki - the Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XVII/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Remigiusz Baliński**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Remigiusz Baliński in connection with performing the following functions:

- 1) a Member of the Supervisory Board of Getin Noble Bank S.A. 01 January 2014 to 11 December 2014;
- 2) the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 12 December 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XVIII/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Michał Kowalczewski**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Michał Kowalczewski - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XIX/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Rafał Juszcak**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Rafał Juszcak in connection with performing the following functions:

- 1) the Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 01 December 2014 to 11 December 2014;
- 2) a Member of the Supervisory Board of Getin Noble Bank S.A. 12 December 2014 to 31 December 2014;

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XX/12/05/2015**

**on acknowledgement of fulfillment of duties by Mr. Jacek Lisik**

On the basis of Article 393(1) and Article 395(2)(3) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2014 by Mr. Jacek Lisik - a Member of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2014 to 31 December 2014.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XXI/12/05/2015**

**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 Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual 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.

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

Shareholder:.....

Proxy:.....

**Resolution No. XXII/12/05/2015**

**on adoption of the “Principles of Corporate Governance for Supervised Institutions” as regards principles concerning Shareholders and the General Meeting**

On the basis of Article 6(7)(13) of the Articles of Association of Getin Noble Bank S.A., after having read the statement of the Management Board of the Bank as regards application of “Principles of Corporate Governance for Supervised Institutions” (“Principles”) adopted by the Polish Financial Supervision Authority on 22 June 2014 and the opinion of the Supervisory Board stated in the Resolution No. 125/2014, 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. hereby accepts the statement of the Management Board of the Bank as regards the “Principles of Corporate Governance for Supervised Institutions”.

§2.

1. To the extent allowed by the law, taking into consideration supervisory requirements towards the shareholders, with respect for the Bank’s own interests, as well as other stakeholders’ interests, the General Meeting declares its readiness to apply to the Principles of Corporate Governance for Supervised Institutions as regards principles concerning Shareholders and the General Meeting, in particular principles stated in Chapter 2, subject to paragraph 2 below.
2. In case the Principles require from the shareholders particular actions, the shareholders shall make decisions and take necessary actions taking into consideration statutory obligations, internal procedures of the Bank, regarding in particular financial, liquidity, capital and reporting requirements.

The above declaration does not constitute any obligation attributable to the shareholders and cannot be the basis for any claims against shareholders made by any third party.

§3.

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

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

Shareholder:.....

Proxy:.....



**Resolution No. XXIII/12/05/2015**

**on amendments to the Rules of the General Meeting of Getin Noble Bank S.A.**

On the basis of Article 6(7)(12) 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. hereby amends the Rules of the General Meeting of Getin Noble Bank S.A. as follows:

**1) Article 6a is added as follows:**

**“Article 6a**

1. Shareholders can participate in the General Meeting using means of electronic communication provided the Management Board decides so. The Management Board makes the abovementioned decision if the Bank fulfills technical conditions necessary to enable shareholders to participate in the General Meeting using means of electronic communication, and in particular:
  - 1) real time transmission of the General Meeting,
  - 2) real time two-way communication, where shareholders can present their opinion during the Meeting while being in other place than the General Meeting is held,
  - 3) voting personally or through proxy before or during the Meeting.
2. The Management Board determines in the announcement on the convocation of the General Meeting whether it is possible to participate in the Meeting using means of electronic communication.
3. The Management Board is authorized to set out detailed rules of participation in the General Meeting using means of electronic communication, including organizational and technical requirements necessary to participate in the General Meeting using means of electronic communication, and in particular technical solutions for identifying shareholders of the Bank and securing the electronic communication.
4. The Bank presents a detailed description of the rules regarding participation in the General Meeting and exercising voting right using means of electronic communication its website before each General Meeting.
5. The Bank does not bear responsibility for defects and failures in internet connection concerning shareholder or his proxy, which unable or make it difficult to participate in the Meeting using means of electronic communication in case they are not caused by the Bank or in case the shareholder or his proxy do not meet technical and safety requirements set out in the announcement on the convocation of the General Meeting.
6. In case the Bank is responsible for disruptions during the Meeting, the Chairman of the Meeting can order a short procedural break in the Meeting.”
  - 2) **In Article 15(2) the words:** “shareholders present” are amended as follows: “shareholders participating in the Meeting”;
  - 3) **In Article 16(2) the words:** “shareholders present” are amended as follows: “shareholders participating in the Meeting”;
  - 4) **Article 18(3) in the following wording:** “The attendance list with signatures of the General Meeting participants should be attached to the minutes. A proof that the General Meeting was held should be entered by the Management Board into the minutes book.”  
is amended as follows:  
“3. The attendance list with signatures of the General Meeting participants as well as the attendance list of shareholders participating in the Meeting using means of electronic communication should be attached to the minutes. A proof that the General Meeting was held should be entered by the Management Board into the minutes book.”
  - 5) **In Article 19 paragraph 19(2) is added as follows:** “2. The Supervisory Board should consist of members that meet criteria of independence in the number corresponding to the number of Supervisory Board members and to the scope of the activities of the Bank. The candidates to the Supervisory Board put forward by the minority shareholders should, to the extent possible, meet criteria of independence resulting from legal and extralegal regulations.”  
and the numeration of next paragraphs is changed respectively.

§2.

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

***Instruction for Shareholder’s Proxy:***

<p><b>Vote:</b></p> <p><input type="checkbox"/> <b>*FOR</b></p> <p>No. of shares:</p> <p>.....</p> <p>No. of votes:</p> <p>.....</p>	<p><b>Vote:</b></p> <p><input type="checkbox"/> <b>*AGAINST</b></p> <p>No. of shares:</p> <p>.....</p> <p>No. of votes:</p> <p>.....</p> <p><input type="checkbox"/> <b>OBJECTION</b></p>	<p><b>Vote:</b></p> <p><input type="checkbox"/> <b>*ABSTAIN</b></p> <p>No. of shares:</p> <p>.....</p> <p>No. of votes:</p> <p>.....</p>
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Shareholder:.....

Proxy:.....

**Resolution No. XXIV/12/05/2015**

**on adoption of the uniform text of the Rules of the General Meeting of Getin Noble Bank S.A.**

On the basis of Article 6(7)(12) 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., in connection with the amendments to the Rules of the General Meeting of the Bank made by Resolution No. XXIII/12/05/2015 of the Annual General Meeting of Getin Noble Bank S.A. dated 12 May 2015 hereby adopts a uniform text of the Rules of the General Meeting of Getin Noble Bank S.A. in the wording attached to this minutes.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No. XXV/12/05/2015**

**on amendments to the Articles of Association of the Company**

On the basis of Article 430(1) of the Code of Commercial Companies and Partnerships and on the basis of Article 6(7)(1) 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. hereby amends the Articles of Association of Getin Noble Bank S.A. as follows:

**a) Article 3(2 and 3) in the following wording is deleted:**

*"2. The Bank shall operate in the territory of the Republic of Poland.*

*3. The Bank may establish branches in the territory of the Republic of Poland."*

and Article 3 (2 and 3) is read as follows:

*"2. The Bank shall operate in the territory of the Republic of Poland and abroad.*

*3. The Bank may establish branches in the territory of the Republic of Poland and abroad."*

**b) in Article 4(3) point 22 is added as follows:**

*"22) offer financial instruments regarding investment certificates",*

**c) in Article 10(3) point 10 is added as follows:**

*"10) to provide opinion to transactions concluded with the entities associated with the Bank, according to the terms and ruled adopted by the Supervisory Board*

*and the numeration of next paragraphs is changed respectively.*

§2.

In connection with the provisions of §1. point a) and b) the Resolution No. IV/09/10/2014 of the Extraordinary General Meeting of the Bank dated 9 October 2014 as regards §1. point 2 relating to §4(3)(15) is amended and the provisions of the Resolution No. IV/09/10/2014 of the Extraordinary General Meeting of the Bank dated 9 October 2014 as regards §1. point 1 are repealed.

§3.

On the basis of Article 430(5) of the Polish Commercial Code of Companies and Partnerships the General Meeting hereby empowers the Supervisory Board of the Bank to adopt a uniform text of the Articles of Association of the Company.

§4.

The resolution comes into force after the Polish Financial Supervision Authority consents to the abovementioned amendments to the Articles of Association of Getin Noble Bank S.A. and according to Article 430(1) of the Polish Commercial Code of Companies and Partnerships on the date the amendments to the Articles of Association are entered into the register of entrepreneurs of the National Court Register.

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

Shareholder:.....

Proxy:.....

**Resolution No. XXVI/12/05/2015**

**on the remuneration of the members of the Supervisory Board of Getin Noble Bank S.A. sitting on Supervisory Board Committees**

On the basis of Article 392(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 Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§1.

The Annual General Meeting of Getin Noble Bank S.A., due to the fact that Supervisory Board members sit on Supervisory Board Committees appointed according to the provisions of law ("Committees"), hereby sets remuneration of the members of the Supervisory Board of Getin Noble Bank S.A. sitting on Supervisory Board Committees as follows:

- a) The Supervisory Board Members sitting on Audit Committee shall receive monthly gross remuneration in the amount of a single average monthly gross remuneration in the sector of enterprises announced by Central Statistical Office for a given calendar year,
- b) The Supervisory Board Members sitting on other Supervisory Board Committee shall receive monthly gross remuneration in the amount of 50% of an average monthly gross remuneration in the sector of enterprises announced by Central Statistical Office for a given calendar year.

The remuneration shall be payable on the last working day of each calendar month starting from May 2015.

§2.

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

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

Shareholder:.....

Proxy:.....