

**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: **27 July 2021**

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 1/27/07/2021  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
dated 27 July 2021**

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

§1.

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

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No 2/27/07/2021  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
dated 27 July 2021**

**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 [•] July 2021 in the following wording:

1. Opening of the General Meeting session.
2. Election of the Chairperson.
3. Stating that the Extraordinary General Meeting is duly convened and capable of adopting resolutions.
4. Approval of the agenda.
5. Adoption of a resolution on the further existence of the Company within the meaning of Article 397 of the CCC.
6. Adoption of a resolution on the acknowledgement of "By-laws of the Supervisory Board of Getin Noble Bank S.A."
7. Adoption of a resolution on the adoption of "Good Practices of WSE listed Companies 2021" for application;
8. Closing of the session.

§2.

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

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

Shareholder:.....

Proxy:.....

**Resolution No 3/27/07/2021  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
dated 27 July 2021**

**on the further existence of the Company within the meaning of Article 397 of the CCC**

Acting pursuant to Article 397 of the Commercial Companies Code, the Company's Extraordinary General Meeting hereby resolves as follows:

§1.

The General Meeting of Getin Noble Bank S.A., in view of the content of Article 397 of the Commercial Companies Code and the fulfilment of the conditions specified therein, hereby decides that the Company shall continue to exist (operate).

§2.

The resolution shall enter into force on the date 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>.....</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 4/27/07/2021  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
dated 27 July 2021**

**on the acknowledgement of "By-laws of the Supervisory Board of Getin Noble Bank S.A."**

With reference to Recommendation No 9 contained in Recommendation Z of the Polish Financial Supervision Authority concerning the principles of internal governance in banks, the Company's General Meeting hereby resolves as follows:

§1.

The General Meeting of Getin Noble Bank S.A. acknowledges the information about "By-laws of the Supervisory Board of Getin Noble Bank S.A.", adopted, in accordance with §10 section 2 of the Bank's Articles of Association, by the Supervisory Board and attached hereto.

§2.

The resolution shall enter into force on the date 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>.....</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 5/27/07/2021  
of the Extraordinary General Meeting  
of Getin Noble Bank S.A.  
dated 27 July 2021**

**on the adoption of "Good Practices of WSE listed Companies 2021" for application"**

Acting pursuant to Article 395 § 5 of the Commercial Companies Code, the Company's Extraordinary General Meeting hereby resolves as follows:

§1.

The General Meeting of Getin Noble Bank S.A. declares that the General Meeting, acting within its powers, will be guided by the "Good Practices of WSE listed Companies 2021" in the wording established by resolution of the Supervisory Board of Gielda Papierów Wartościowych w Warszawie S.A. (Warsaw Stock Exchange, WSE) No 13/1834/2021 of 29 March 2021, attached hereto, taking into account generally applicable provisions of law and the Articles of Association of Getin Noble Bank S.A.

§2.

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

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

Shareholder:.....

Proxy:.....