

DRAFT RESOLUTIONS
OF THE EXTRAORDINARY GENERAL MEETING
OF NOBLE BANK S.A.
TOGETHER WITH REASONS THERETO

The Management Board of Getin Noble Bank S.A. („Bank”, „Company”) presents draft resolutions of the Extraordinary General Meeting to be held on 23 February 2018 together with reasons thereto, according to Article 2(3) of the Rules of the Management Board and Best Practices of GPW Listed Companies 2016 (I.Z.1.17, IV.Z.9.):

- draft resolution on election of the Chairperson of the General Meeting;
- draft resolution on adoption of the Agenda of the General Meeting;
- draft resolution 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

**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 later amended) the General Meeting hereby elects Mr./Ms.
Chairperson of the General Meeting.

§2.

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

Reasons to the Resolution No. 1:

The draft resolution regards procedural matters. The Chairperson of the General Meeting is elected from among persons entitled to participate in the General Meeting. Adoption of this resolution is an essential element of the General Meeting to be conducted properly.

**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.

Reasons to the Resolution No. 2

The draft resolution regards procedural matters. The General Meeting debates according to the adopted agenda. According to Article 404(1) of the Polish Code of Commercial Companies and Partnerships ("Code"), resolutions may not be adopted on matters not included on the agenda, unless the entire share capital is represented at the General Meeting and none of those present has objected to the adoption of the resolution. The Chairman, after acknowledging that the Meeting has been convened properly and has the power to adopt resolutions, presents the agenda of the Meeting. Therefore, adoption of the proposed resolution is also an essential element of the General Meeting to be conducted properly.

**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.

Reasons to the Resolution No. 3

As a reasons to this resolution of the of the Extraordinary General Meeting an opinion of the Management Board of the Bank regarding exclusion of the preemptive rights of the existing shareholders with respect to the Series C shares issue is presented.

The Management Board of the Bank hereby recommends to the General Meeting of the Bank („General Meeting”) to adopt a resolution to deprive the shareholders of pre-emptive rights in connection with the resolution adopted by the Management Board of the Company on 26.01.2018 in the form of a notarial deed Rep. A No. 3683/2018 on the increase of the initial capital of the Company by way of private subscription of C series bearer shares (“MB Resolution”). The MB Resolution shall come into force provided the General Meeting adopts resolution on exclusion of existing shareholders of pre-emptive rights.

One of the guidelines of the Bank's Restructurisation Proceedings Program for the years 2017-2021 is to strengthen its capital base.

In order to ensure flexible adjustment of the amount of the share capital, the General Meeting adopted a resolution to authorize the Management Board to increase the initial capital by the amount not higher than PLN 240,000,000 within the target capital and to set the parameters of the issue. This authorization is reflected in Article 29a of the Articles of Association of the Company.

According to the provisions of the Polish Code of Commercial Companies and Partnerships and Article 29a(6) of the Articles of Association of the Company, the Management Board is not authorized to deprive shareholders of pre-emptive rights, as it is solely within the scope of General Meeting competence.

Having in mind the current capital needs of the Bank, in the opinion of the Management Board procuring funds from the entities related by capital or person with Dr Leszek Czarnecki, and depriving at the same time existing shareholders of pre-emptive rights shall allow relatively quickly to increase the Bank's funds.

The Management Board also considered alternative way of procuring funds, i.e. by way of public offering. However, taking into consideration (i) current market situation, (ii) lack of tendency of investors to acquire shares of financial Institutions, (iii) current Company's quotations, (iv) schedule and considerable costs of conducting such transaction, the risk of potential failure of public offering is high in the opinion of the Management Board.

Additionally, potential failure of the public offering would also cause losses in terms of image.

Taking into consideration the above, the Management Board of the Company decided to offer C series shares within the private subscription to chosen entities related by capital or person with Dr Leszek Czarnecki. It must be noted that the negotiations may concern both taking up C series shares and long-term further engagement of particular investors in increasing the Bank's capital base.

The proposed nominal price of C series shares, i.e. PLN 2.73 per share is equal to nominal value of the Bank's share. The proposed price for one asset is the minimum issue price permitted by law according to Article 309(1) read with 431(7) of the Polish Commercial Companies Code. In the opinion of the Management Board the issue price is in no way unjust for the shareholders that hold shares currently admitted to public trading.