

Warszaw, 29 February 2012

**Supervisory Board  
Getin Noble Bank S.A.**

**Motion**

*The Management Board of Getin Noble Bank S.A. acting under Article 382(3) of Polish Commercial Companies Code – hereby requests the Supervisory Board to give opinion on the motion regarding the allocation of profit of Getin Noble Bank S.A. (the “Bank”. the “Company”) for the financial year 2011.*

The Management Board of Getin Noble Bank S.A. decided to address the Annual General Meeting of the Company to adopt a resolution on allocation of the Bank’s net profit for the financial year 2011 in the amount of **PLN 556,953,155.16** (in words: *five hundred fifty-six million nine hundred fifty-three thousand one hundred fifty-five zloty and sixteen*) in full for the reserve capital increase.

In the opinion of the Management Board such a decision shall contribute to the increase in the Bank’s equity to the level ensuring the capital requirements for the Bank’s further development, and shall protect the Bank from difficult external environment and high variability of the financial market. Leaving the profit at the Bank will ensure the capital adequacy ratio and the liquidity ratio on the required level and will improve the credit financing source structure.

Taking the above decision the Management Board followed the recommendation of the Polish Financial Supervision Authority received at the end of the year 2011 regarding leaving the dividend at the banks in order to strengthen their capital base.

**GROUNDS TO THE POSITIVE OPINION  
ON THE MANAGEMENT BOARD'S MOTION REGARDING THE ALLOCATION OF PROFIT**

The Supervisory Board positively assesses the motion of the Management Board of Getin Noble Bank S.A. to allocate the profit for the financial year 2011 in the amount of PLN 556,953,155.16 (in words: five hundred fifty-six million nine hundred fifty-three thousand one hundred fifty-five zloty and sixteen) in full for the reserve capital increase.

Taking the above decision the Supervisory Board of Getin Noble Bank S.A. considered as follows:

- recommendations of the Polish Financial Supervision Authority regarding leaving the dividend at the banks in order to strengthen their capital base,
- increase in the Bank's equity as the requirement to provide conditions for the Bank's development strategy implementation ensuring at the same time the necessary level of the operations safety, including keeping the capital adequacy ratio and the liquidity ratio on the required level, as well as ensuring appropriate credit financing source structure,
- protection of the Bank from difficult external environment and high variability of the financial market.

The Supervisory Board hereby recommends the Annual General Meeting to accept the above motion and to adopt a resolution on allocation of the net profit for the financial year 2011 in full for the reserve capital increase.