

## MERGER PLAN OF

### **Getin Noble Bank Spółka Akcyjna with its registered office in Warsaw and BPI Bank Polskich Inwestycji Spółka Akcyjna with its registered office in Warsaw**

According to Article 498 and Article 499 in connection with Article 516(6) of the Act of 15 September 2000 – the Code of Commercial Companies and Partnerships (Journal of Laws of 2017, item 1577 later amended) („CCC”), the abovementioned Companies agreed the following Merger Plan:

#### **1. Companies participating in the merger („Companies”)**

The Companies participating in the merger are as below:

##### Acquiring Company:

**Getin Noble Bank Spółka Akcyjna** with its registered office in Warsaw at Przyokopowa 33, 01208 Warsaw, entered into the register of entrepreneurs maintained by the National Court Register, 12th Commercial Division of the National Court Register under No. 0000304735, Tax Identification No. 1080004850, National Business Registry No. 141334039, with a share capital in the amount of PLN 2,461,630,421.25 (fully paid) (**“Getin Noble Bank”** or **“Acquiring Company”**) and

##### Target Company:

**BPI Bank Polskich Inwestycji Spółka Akcyjna** with its registered office in Warsaw at Przyokopowa 33, 01208 Warsaw, entered into the register of entrepreneurs maintained by the National Court Register, 12th Commercial Division of the National Court Register under No. 0000237641, Tax Identification No. 1080002370, National Business Registry No. 140173539, with a share capital in the amount of PLN 104,000,000.00 (fully paid) (**“BPI Bank”** or **“Target Company”**)

#### **2. Method of merger and its legal basis**

The merger of the Companies shall be made according to Article 492(1)(1) of the Code by transferring all assets of the Target Company to the Acquiring Company (merger by acquisition) without the increase in the share capital of the Acquiring Company (the Acquiring Company is the sole shareholder of the Target Company) and without any exchange of shares of the Target Company for shares of the Acquiring Company (the Acquiring Company shall not take up its own shares in connection with the merger).

Due to the fact that the Acquiring Company is the sole shareholder of the Target Company, the merger shall be made using the simplified mode according to Article 516(6) of the Code, therefore:

1. The merger plan does not include:
  - a. the ratio of exchange of the shares of a target company for shares of the acquiring company (Article 499(1)(2) of the Code),
  - b. the rules governing the allocation of shares of the acquiring company (Article 499(1)(3) of the Code),

- c. the date as of which the shares give the right to participate in the profits of the acquiring company (Article 499(1)(4) of the Code).
  2. The Management Boards of the Companies shall not shall draw up any report justifying the merger, its legal and economic grounds (Article 501(1) of the Code).
  3. The Merger Plan shall not be examined by any expert for its correctness and reliability. (Article 502(1) of the Code) (the report shall not be drawn up).
  4. Taking into consideration the fact that the Acquiring Company is a public company that according to the provisions regarding public offering, conditions governing the introduction of financial instruments to organized trading and public companies publishes and submits to the shareholders interim financial statements, the merger plan shall not include accounting statement of the Acquiring Company drawn up for the purposes of the merger (Article 499(2)(4) of the Code). The Acquiring Company publishes interim financial statements on the Company's website: <http://gnb.pl/okresowe>
  5. Taking into consideration the fact that the Acquiring Company is a public company, general meetings of both merging companies shall adopt resolutions on the merger.
  6. As a result of the merger, Getin Noble Bank S.A. shall enter into all the rights and obligations of BPI Bank and BPI Bank shall be dissolved, without a liquidation process, on the date on which they merger is entered into the Register of Entrepreneurs of the National Court Register with jurisdiction over the seat of Getin Noble Bank S.A.
  7. The merged Bank shall act under the name of Getin Noble Bank S.A.
- 3. Ratio of exchange of the shares of the Target Company for shares of the Acquiring Company. Rules governing the allocation of shares of the Acquiring Company. Date as of which the shares give the right to participate in the profits of the Acquiring Company.**

There shall be no exchange of the shares of a Target Company for shares of the Acquiring Company in connection with the merger. The merger shall be effected without increase of share capital (Article 515 (1) of the Code).

**4. Legal conditions for the merger**

According to Article 124 (1) of the Act of 29 August 1997 ( Journal of Laws of 2012, item 1376 later amended) Banking Law, the merger shall be effective provided the Polish Financial Supervision Authority gives consent to the merger.

No amendments to the Articles of Association of Getin Noble Bank S.A. are planned in connection with the merger.

**5. Rights granted by the Acquiring Company to the Shareholders and to the persons of special rights in the Target Company**

The Acquiring Company does not intend to confer any special rights to shareholders of the Target Company or any other persons.

**6. Special benefits of the members of the Target Company and the Acquiring Company governing bodies or other persons participating in the merger**

No extra benefits are provided for the members of the bodies of the Target Company or the Acquiring Company and other persons participation in the merger.

**7. Attachments**

Attachments hereto are as follows:

Attachment No. 1 – draft resolutions of the General Meeting of Shareholders of Getin Noble Bank S.A. on the merger;

Attachment No. 2 – draft resolutions of the General Meeting of Shareholders of BPI Bank Polskich Inwestycji S.A. on the merger;

Attachment No. 3 – valuation of the property of the Target Company - BPI Bank Polskich Inwestycji S.A.;

Attachment No. 4 – accounting situation of the Target Company in the form of a statement drawn up for merger purposes.

On behalf of Getin Noble Bank S.A.

On behalf of BPI Bank Polskich Inwestycji S.A.

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Artur Klimczak  
President of the Management Board

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Marek Kempny  
President of the Management Board

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Jerzy Pruski  
Vice-President of the Management Board

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Ewa Zwierko  
Member of the Management Board

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Karol Karolkiewicz  
Member of the Management Board

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Member of the Management Board

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Maciej Kleczkiewicz  
Member of the Management Board

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Michał Marciszewski  
Member of the Management Board

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Marcin Kuksinowicz  
Member of the Management Board

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Arkadiusz Milewski  
Member of the Management Board

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Marcin Romanowski  
Member of the Management Board

.....  
Maciej Szczechura  
Member of the Management Board