

Warsaw, 7 February 2012

## MERGER PLAN

**Get Bank S.A. with its registered office in Warsaw**

**with**

**Getin Noble Bank S.A. with its registered office in Warsaw**

According to Article 498 and the subsequent articles of the Act of 15 September 2000 – the Polish Commercial Companies Code (Journal of Laws No. 94, item 1037 later amended) (“CCC”), the above-mentioned Companies agreed the following Merger Plan:

### 1. COMPANIES PARTICIPATING IN THE MERGER

The companies participating in the merger (the “**Companies**”) are as below:

#### 1.1. Acquiring Company:

**Get Bank S.A.** with its registered office in Warsaw, Domaniewska 39, 02-672 Warsaw, entered into the register of entrepreneurs maintained by the National Court Register under No. 0000304735 (“**Get Bank**” or the “**Acquiring Company**”), and

#### 1.2 Target Company

**Getin Noble Bank S.A.** with its registered office in Warsaw, Domaniewska 39B, 02-675 Warsaw, entered into the register of entrepreneurs maintained by the National Court Register under No. 0000018507 (“**Getin Noble Bank**” or the “**Target Company**”)

### 2. METHOD OF MERGER AND ITS LEGAL BASIS

2.1 The Acquiring Company is a public company within the meaning of the Polish Act of 29 July 2005 on public offering and conditions of introducing financial instruments to organized trading system and on public companies (Journal of Laws No. 184, item 1539, later amended).

2.2 The Acquiring Company holds shares in the Target Company constituting as at the Merger Plan 93,71% of the share capital of the Target Company.

- 2.3 The merger of the Companies shall be made according to Article 492(1)(1) of CCC by transferring all assets of the Target Company to the Acquiring Company (merger by acquisition) and simultaneous increase in the share capital of Get Bank by the new issue of shares, which shall be assigned by Get Bank to all current shareholders of Getin Noble Bank other than the Acquiring Company (the “**Entitled Shareholders**”). According to Article 514(1) of CCC the Acquiring Company shall not take up its own shares for the shares it holds in the Target Company.
- 2.4 As a result of the merger the Entitled Shareholders shall become shareholders of Get Bank as of the merger day, i.e. as of the day of the merger registration in the register having the jurisdiction over the registered office of Get Bank (the “**Merger Date**”).

### **3. SWAP PARITY OF THE SHARES OF THE TARGET COMPANY TO THE SHARES OF THE ACQUIRING COMPANY AND POSSIBLE SURCHARGES**

- 3.1 As a result of the merger the share capital of the Acquiring Company shall be increased by PLN 144,617,688.00 as a result of issuing by way of public offering 144.617.688 ordinary bearer shares I series of the Acquiring Company with the nominal value of PLN 1.00 each (the “**Merger Share Issue Shares**”). The Merger Share Issue Shares shall be assigned to the Entitled Shareholders with the use of the following share swap parity to the shareholders of the Target Company: 1 share of the Target Company shall be exchanged for 2,4112460520 shares of the Acquiring Company (the “**Share Swap Parity**”).
- 3.2 The Share Swap Parity was agreed on the basis of the valuation of the Companies participating in the merger, i.e. their fair value as at 2 January 2012.
- 3.3 The Acquiring Company shall take steps to ensure that the Merger Share Issue Shares are admitted and introduced into trading on the regulated market run by Warsaw Stock Exchange S.A. (“**WSE**”). To that purpose the Acquiring Company shall submit to the Polish Financial Supervision Authority an information memorandum as required by the Polish Act of 29 July 2005 on public offering and conditions of introducing financial instruments to organized trading system and on public companies (Journal of Laws No. 184, item 1539, later amended), and shall apply for concluding an agreement on registering of the Merger Share Issue Shares at the National Depository for Securities S.A. (“**NDS**”) as well as shall apply to WSE for introducing of the Merger Share Issue Shares into trading on the regulated market. In connection with the foregoing, the resolution of the General Meeting of Shareholders of the Acquiring Company on

the merger shall include the consent to dematerialize the Merger Share Issue Shares and entitle the Management Board of the Acquiring Company to take all necessary steps connected with the dematerialization of the shares and to apply for admission and introduction of the Merger Share Issue Shares into trading on the regulated market. The resolution shall also cover other provisions related to the introduction of the Merger Share Issue Shares on the regulated market if such are required by the regulations in force on the date of adopting the resolution on the merger.

- 3.4 The surplus of the assets value of the Target Company obtained as a result of issuing the Merger Share Issue Shares over their nominal value shall be assigned to the reserve capital of the Acquiring Company.
- 3.5 The Entitled Shareholders that shall not receive a fractional part of the Acquiring Company's shares due to the necessity to round the number of the assigned shares, which is mentioned in 5.3 below, shall be entitled to surcharge in cash from the Acquiring Company. The surcharge shall be paid out within 45 days from the Merger Date.
- 3.6 The amount of the surcharge owed to each shareholder shall be calculated by multiplying (i) the fractional part of an unissued share of the Acquiring Company and (ii) the average price as at the closing rate of the Acquiring Company's shares on the regulated market run by WSE within 1 month prior to the Merger Date or the issue price of one Merger Share Issue Share, i.e. PLN 1,8697623656, depending on which of these values is higher. The amount of the surcharge shall be rounded to 1 grosz, whereas PLN 0.005 shall be rounded up.
- 3.7 The surcharge shall be paid out from the reserve capital of the Acquiring Company. The surcharge in cash shall be lowered by the income tax in cases when this tax is due by law. The surcharge shall be paid out to the Entitled Shareholders through NDS.

#### **4. GROUNDS FOR THE SWAP PARITY OF THE SHARES OF THE TARGET COMPANY TO THE SHARES OF THE ACQUIRING COMPANY**

- 4.1 The Companies' valuation was made on the basis of the standard methodologies applied to the valuations of financial institutions and taking into account the specific character of the operations of Getin Noble Bank and Get Bank, as well as taking into account the accessibility of: historical financial information, credit portfolio data and financial results forecasts of both institutions. The following methods were applied in particular:

- market approach – public companies method – in respect of 100% of shares of Getin Noble Bank S.A.,
- cost approach – adjusted net asset value method - in respect of 100% of shares of Get Bank S.A.

4.2 The Share Swap Parity was set on the basis of the valuation of Get Bank and Getin Noble Bank and their market value. The Share Swap Parity means that each Entitled Shareholder holding one share of Getin Noble Bank shall be granted 2,4112460520 shares of Get Bank, subject to 5.3.

## **5. THE RULES OF ASSIGNING SHARES IN THE ACQUIRING COMPANY**

5.1 As a result of the merger the Entitled Shareholders shall become shareholders of Get Bank as of the Merger Date.

5.2 The Merger Share Issue Shares in the Acquiring Company shall be assigned to all Entitled Shareholders through NDS. The shares in the Acquiring Company shall be assigned in proportion to the number of shares of the Target Company owned by its shareholders, applying the Share Swap Parity mentioned in 3.1 above.

5.3 The number of shares of the Acquiring Company assigned to the Entitled Shareholders shall be calculated by multiplying the number of shares of the Target Company owned by each of its shareholders as at the day, which, according to the regulations shall be determined as the reference day (the “**Reference Date**”) and the Share Swap Parity specified above. Only owners of securities accounts on which shares of the Target Company are registered as at the Reference Date shall be entitled to the Merger Share Issue Shares. In the event when the product of such a multiplication does not make a whole number, it shall be rounded down to the nearest whole number.

5.4 Within 45 days from the Merger Date, the Management Board of the Acquiring Company shall take steps so that the Merger Share Issue Shares not assigned to the Entitled Shareholders due to the round-down specified in 5.3 above are acquired by the entity chosen by the Management Board of the Acquiring Company for a price equal to (i) the average price as at the closing rate of the Acquiring Company’s shares on the regulated market run by WSE within 1 month prior to the Merger Date, or (ii) the issue price of one Merger Share Issue Share, i.e. PLN 1,8697623656, depending on which of these values is higher.

**6. THE DATE FROM WHICH THE MERGER SHARE ISSUE SHARES ARE VESTED WITH THE RIGHTS TO PARTICIPATE IN THE PROFIT GENERATED BY THE ACQUIRING COMPANY**

The shares of the Acquiring Company assigned to the shareholders of the Target Company entitle to participation in the profit of the Acquiring Company as of 1 January 2012.

**7. THE RIGHTS GRANTED BY THE ACQUIRING COMPANY TO THE SHAREHOLDERS AND TO THE PERSONS OF SPECIAL RIGHTS IN THE TARGET COMPANY**

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

**8. 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 for the members of the bodies of the Target Company or the Acquiring Company and other persons participation in the merger are provided for.

**9. LEGAL CONDITIONS FOR THE MERGER**

According to the Article 493(2) of CCC, the merger shall be made on the Merger Date. Conditions of the merger include the following:

(i) the Polish Financial Supervision Authority's consent to the merger under Article 124(1) of the Banking Law;

(ii) the Polish Financial Supervision Authority's consent to the changes to the Articles of Association of Get Bank under Article 34(2) in connection with 31(3) of the Banking Law specified in the Attachment No. 2 to the Merger Plan;

(iii) the Polish Financial Supervision Authority's declaration of equivalence of the form and content of the Information Memorandum of Get Bank with those required in the prospectus under the Polish Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into an organized trading system and on public companies;

(iv) no objection by the Polish Financial Supervision Authority against Get Bank's acquisition of the shares of Noble Securities S.A. and Noble Funds TFI S.A.;

(v) no objection by the Polish Financial Supervision Authority against the indirect acquisition of the shares of Noble Funds TFI S.A. by Mr. Leszek Czarnecki.

Attachments hereto are as follows:

Attachment No. 1 – draft resolutions of the General Meeting of Shareholders of the Target Company and the Acquiring Company on the merger;

Attachment No. 2 – draft amendments to the Articles of Association of the Acquiring Company – Get Bank S.A.;

Attachment No. 3 – valuation of the property of the Target Company - Getin Noble Bank S.A.;

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

**On behalf of Get Bank S.A:**

\_\_\_\_\_  
Radosław Stefurak  
President of the Management Board

\_\_\_\_\_  
Karol Karolkiewicz  
Member of the Management Board

\_\_\_\_\_  
Grzegorz Słoka  
Member of the Management Board

\_\_\_\_\_  
Marcin Dec  
Member of the Management Board

\_\_\_\_\_  
Radosław Radowski  
Member of the Management Board

**On behalf of Getin Noble Bank S.A:**

---

Krzysztof Rosiński

President of the Management Board

---

Grzegorz Tracz

Member of the Management Board

---

Maurycy Kühn

Member of the Management Board

---

Radosław Stefurak

Member of the Management Board

---

Krzysztof Spyra

Member of the Management Board

---

Maciej Szczechura

Member of the Management Board

---

Karol Karolkiewicz

Member of the Management Board

**Attachment No. 1**  
**to the Merger Plan of Get Bank S. A. and Getin Noble Bank S.A.**  
**dated 7 February 2012**

**1. Draft resolution on the merger of Get Bank S.A.**

**NOTARY DEED**

[Presentation of parties omitted]

**RESOLUTION No. \_\_**

**of the Extraordinary General Meeting of Shareholders of Get Bank S.A.**

**dated \_\_\_\_\_**

**on the merger of**

**Get Bank S.A. and Getin Noble Bank S.A., changes to the Articles of Association  
of Get Bank S.A. and increase in the share capital of Get Bank S.A.**

**and**

**on authorizing the Management Board to apply for admission and introduction  
of I series shares into trading on the regulated market, dematerialization of the  
shares and registration of the shares at the National Depository for Securities  
S.A.**

The Extraordinary General Meeting of Shareholders of Get Bank S.A. with its registered office in Warsaw (the “**Company**” or “**Get Bank**” or the “**Acquiring Company**”) adopts as follows:

**§ 1**

Pursuant to Article 492(1)(1) and Article 506(1) of the Polish Commercial Companies Code the General Meeting hereby adopts the merger of the Company, as the acquiring company with Getin Noble Bank S.A. with its registered office in Warsaw, Domaniewska 39B, 02-675 Warsaw, entered into the register of entrepreneurs



maintained by the National Court Register under No. 0000018507 (“**Getin Noble Bank**” or the “**Target Company**”), as the target company, by transferring all assets of Getin Noble Bank to the Company in return for shares which the Company shall assign to the shareholders of Getin Noble Bank.

## § 2

1. Pursuant to Article 506(4) of the Polish Commercial Companies Code the General Meeting hereby consents to the Merger Plan agreed between the Company and Getin Noble Bank on 7 February 2012 enclosed to the Minutes of the General Meeting as Attachment No. 1 and to the changes of the Articles of Association of the Company listed in § 4 below.
2. As a result of the merger, shareholders of Getin Noble Bank S.A., except for Get Bank (the “**Entitled Shareholders**”) shall become shareholders of Get Bank as of the merger day, i.e. as of the day of the merger registration in the register having the jurisdiction over the registered office of Get Bank (the “**Merger Date**”).

## § 3

1. As a result of the merger of the Company with Getin Noble Bank by transferring all assets of Getin Noble Bank to the Company in return for shares which the Company shall assign to the Entitled Shareholders, the General Meeting hereby increases the share capital of the Company from the amount of PLN 2,245,525,631.00 (in words: two billion two hundred forty-five million five hundred twenty-five thousand six hundred thirty-one zloty) to the amount of PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty), i.e. by the amount of PLN 144,617,688.00 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight zloty) by issuing 144.617.688 new I-series ordinary bearer shares numbered from 1 (one) to 144.617.688 (one hundred forty-four six hundred seventeen six hundred eighty-eight) with the nominal value of PLN 1.00 each to be assigned to the shareholders of Getin Noble Bank other than the Company (the “**Merger Share Issue Shares**”). The issue price of the Merger Share Issue Shares shall amount to PLN 1.8697623656 (one zloty 8697623656/10000000000) per one share. According to Article 514(1) of the Polish Commercial Companies Code the Acquiring Company shall not take up its own shares for the shares it holds in the Target Company.
2. The Merger Share Issue Shares are entitled to participate in dividend as of 1 January 2012.

3. The Merger Share Issue Shares with the nominal value of PLN 1.00 (in words: one zloty) each, i.e. with the total nominal value of PLN 144,617,688.00 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight zloty) I series, numbered from 1 (one) to 144.617.688 (one hundred forty-four six hundred seventeen six hundred eighty-eight) shall be assigned to the Entitled Shareholders with the use of the following share swap parity:
  - 1 (one) share of Getin Noble Bank with the nominal value of PLN 1.00 (in words: one zloty) each shall be exchanged for 2,4112460520 (two and 4112460520/10000000000) shares of the Company with the nominal value of PLN 1.00 (in words: one zloty) each (the “**Share Swap Parity**”).
4. The number of the Company’s shares assigned to each shareholder of Getin Noble Bank shall be calculated by multiplying the number of shares of Getin Noble Bank owned by each shareholder of Getin Noble Bank as at the day, which, according to the regulations shall be determined as the reference day (the “**Reference Date**”) and the Share Swap Parity specified above. Only owners of securities accounts on which shares of Getin Noble Bank are registered as at the Reference Date shall be entitled to the Merger Share Issue Shares. In the event when the product of such a multiplication does not make a whole number, it shall be rounded down to the nearest whole number.
5. The shareholders of Getin Noble Bank that shall not receive a fractional part of the Company’s shares due to the necessity to round the number of the assigned shares, which is mentioned in § 3(4) above, shall be entitled to surcharge in cash from the Company. The surcharge shall be paid out within 45 (forty-five) days from the Merger Date.
6. The amount of the surcharge owed to each Entitled Shareholder shall be calculated by multiplying (i) the fractional part of an unissued share of the Company and (ii) the average price as at the closing rate of the Company’s shares on the regulated market run by Warsaw Stock Exchange S.A. (“**WSE**”) within 1 month prior to the Merger Date or the issue price of one Merger Share Issue Share, i.e. PLN 1,8697623656 (one zloty 8697623656/10000000000), depending on which of these values is higher. The amount of the surcharge shall be rounded to 1 grosz, whereas PLN 0.005 shall be rounded up.
7. The surcharge shall be paid out from the reserve capital of the Company. The surcharge in cash shall be lowered by the income tax in cases when this tax is due by law. The surcharge shall be paid out to the Entitled Shareholders through the National Depository for Securities S.A. (“**NDS**”).

8. Within 45 (forty-five) days from the Merger Date, the Management Board of the Company shall take steps so that the Merger Share Issue Shares not assigned to the shareholders of Getin Noble Bank due to the round-down specified in § 3(4) above are acquired by the entity chosen by the Management Board of the Company for a price equal to (i) the average price as at the closing rate of the Company's shares on the regulated market run by WSE within 1 month prior to the Merger Date, or (ii) the issue price of one Merger Share Issue Share, i.e. PLN 1,8697623656 (in words: one zloty 8697623656/10000000000), depending on which of these values is higher.
9. The Merger Share Issue Shares shall be covered in connection with the merger of the Company with Getin Noble Bank by transferring all assets of Getin Noble Bank to the Company.

#### **§ 4**

The General Meeting hereby changes the Articles of Association of Get Bank S.A. with its registered office in Warsaw as follows:

- the title of the Articles of Association is amended to read as follows:

#### **“ARTICLES OF ASSOCIATION OF GETIN NOBLE BANK S.A.”**

- § 1 is amended to read as follows:

#### **”§ 1**

Getin Noble Bank Spółka Akcyjna, hereinafter referred to as the ”Bank” or the ”Company” is a bank organized as a joint-stock company under applicable provisions of law including, without limitation, the Polish Banking Law, the Polish Commercial Companies Code and these Articles of Association.”

- § 2 is amended to read as follows:

#### **”§ 2**

The name of the Bank shall be: “Getin Noble Bank Spółka Akcyjna”. The Company may use an abbreviated form of its name: “Getin Noble Bank S.A.”.”

- § 4(2) is amended by adding point 15), 16) and 17) to read as follows:

“15) concluding cheque, bill of exchange and warrant transactions,

16) safekeeping of valuables and securities and provision of safe boxes,

17) issuing of electronic payment instrument.”

– § 4(3)(6) is amended to read as follows:

“6) render consulting and advisory services on financial matters”.

– § 4(3) is amended by adding point 17), 18), 19) and 20) to read as follows:

“17) conduct brokerage activities in accepting and transferring orders to purchase or sell securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,

18) perform agency services in buying or selling securities issued by the State Treasury or other financial instruments not admitted to organized trading on the account of the mandatory,

19) purchase or sell on its own account securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,

20) perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company.”

– § 13(1) is amended to read as follows:

“1. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members.”

– § 14(5) is amended to read as follows:

“5. Adopting resolutions under the procedure described in point 3 and 4 shall not apply to appointing, recalling and suspending the Chairman and the Deputy Chairman of the Supervisory Board from their duties as well as to appointing, recalling and suspending the Management Board members, including the President, from their duties.”

– § 18(2) is amended to read as follows:

“2. A Member of the Management Board whose appointment has been approved by the Commission for Financial Supervision shall in particular supervise the Bank’s controlling and accounting division, as well as credit risk area.”

– § 27 is amended to read as follows:

#### ”§ 27

1. The Bank’s business shall be governed by these Articles of Association and by-laws issued on the basis of powers set forth herein and in generally binding laws.
2. The following by-laws shall be issued at the Bank:

- 1) resolutions – of the Supervisory Board and the Management Board,
  - 2) orders – of the President of the Management Board,
  - 3) circular letters, decisions, announcements – of entitled units on the basis of internal regulations.
3. The form of the Management Board’s resolution shall be used when introducing banking products and other banking and financial services.
4. The course of issuing internal regulations shall be determined by separate regulations.”

– § 28(3) is amended to read as follows:

“3. The Bank’s supplementary funds shall be set up on terms and in course determined by binding laws and shall cover in particular:

- 1) a revaluation capital (fund) of tangible fixed assets – created under separate provisions of law;
- 2) with the approval of relevant supervision authorities given in accordance with the conditions laid out in the Polish Banking Law:
  - a) subordinated liabilities,
  - b) funds created with the Bank’s own funds and/or third-party funds,
  - c) liabilities arising from securities with indefinite maturity dates, and other similar instruments;
- 3) other item as defined by the relevant supervision authorities to ensure the security of the Bank’s banking activities and that the Bank manages its risk properly;
- 4) items reducing the Bank’s supplementary funds as defined by the relevant supervision authorities.”

– § 29(1) is amended to read as follows:

“1. The Bank’s share capital amounts to PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty) and is divided into 2.390.143.319 (two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) ordinary shares with the nominal value of PLN 1.00 (in words: one zloty) each. The registered shares shall be designated as the following series: “A”, “B”, “C”, “D”, “E”, “F” and “G” and shall be numbered as follows: Series A Shares – from 1 (one) to 40.000.000 (forty million), Series B Shares – from 1 (one) to 23.000.000 (twenty-three million), Series C Shares –

from 1 (one) to 6.000.000 (six million), Series D Shares – from 1 (one) to 9.510.000 (nine million five hundred and ten thousand), Series E Shares – from 1 (one) to 11.000.000 (eleven million), Series F Shares – from 1 (one) to 4.000.000 (four million) and Series G Shares – from 1 (one) to 9.550.000 (nine million five hundred and fifty thousand). The ordinary bearer shares shall be designated as “H” and “I” Series, and shall be numbered as follows: Series H Shares – from 1 (one) to 2.142.465.631 (two billion one hundred forty-two million four hundred sixty-five thousand six hundred thirty-two) and Series I Shares – from 1 (one) to 144.617.688 (one hundred forty-four million six hundred seventeen six hundred eighty-eight). The Bank’s share capital was fully paid up before registration.”

– § 30(1) is amended to read as follows:

”1. The Bank’s reserve capital shall be created from surplus gained from the issue of shares at a premium after covering the cost of issue and annual profit write-off in the amount of 8% of the profit for a given financial year until the reserve capital have reached at least one-third of the share capital.”

#### **§ 5**

1. The General Meeting hereby resolves to apply for admission and introduction to trading on the regulated market run by Warsaw Stock Exchange S.A. of all Merger Share Issue Shares issued by the Company, as well as to authorize the Company’s Management Board to take any steps related thereto.
2. The General Meeting hereby resolves to dematerialize all Merger Share Issue Shares issued by the Company and acting pursuant to Article 5(8) of the Polish Act of 29 July 2005 on Trading in Financial Instruments to authorize the Company’s Management Board to take any steps related to the dematerialization of the Merger Share Issue Shares.

#### **§ 6**

The General Meeting hereby obliges the Company’s Management Board to take any steps necessary to properly execute provisions hereof and provisions of Title 4, Division 1, Chapters 1 and 2 of the Polish Commercial Companies Code.

#### **§ 7**

According to the Article 493(2) of the Polish Commercial Companies Code, the merger shall be made on the Merger Date. Conditions of the merger include the following:

- (i) the Polish Financial Supervision Authority's consent to the merger under Article 124(1) of the Banking Law;
- (ii) the Polish Financial Supervision Authority's consent to the changes to the Articles of Association of Get Bank under Article 34(2) in connection with 31(3) of the Banking Law specified in § 4 of this Resolution;
- (iii) the Polish Financial Supervision Authority's declaration of equivalence of the form and content of the Information Memorandum of the Acquiring Company with those required in the prospectus under the Polish Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into an organized trading system and on public companies;
- (iv) no objection by the Polish Financial Supervision Authority against the Acquiring Company's acquisition of the shares of Noble Securities S.A. and Noble Funds TFI S.A.;
- (v) no objection by the Polish Financial Supervision Authority against the indirect acquisition of the shares of Noble Funds TFI S.A. by Mr. Leszek Czarnecki.

## **§ 8**

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

**2. Draft resolution on the merger of Getin Noble Bank S.A.**

**NOTARY DEED**

[Presentation of parties omitted]

**RESOLUTION No. \_\_**

**of the Extraordinary General Meeting of Shareholders**

**of Getin Noble Bank S.A.**

**dated \_\_\_\_\_**

**on the merger of**

Getin Noble Bank S.A. with Get Bank S.A.

The Extraordinary General Meeting of Shareholders of Getin Noble Bank S.A. with its registered office in Warsaw (the “**Company**” or “**Getin Noble Bank**” or the “**Target Company**”) adopts as follows:

**§ 1**

Pursuant to Article 492(1)(1) and Article 506 (1) of the Polish Commercial Companies Code the General Meeting hereby adopts the merger of the Company, as the target company with Get Bank S.A. with its registered office in Warsaw, Domaniewska 39, 02-672 Warsaw, entered into the register of entrepreneurs maintained by the National Court Register under No. 0000304735 (“**Get Bank**” or the “**Acquiring Company**”), as the acquiring company, by transferring all assets of the Company to Get Bank in return for shares which Get Bank shall assign to the shareholders of the Company.

**§ 2**

1. Pursuant to Article 506(4) of the Polish Commercial Companies Code the General Meeting hereby consents to the Merger Plan agreed between the Company and Get Bank on 7 February 2012 enclosed to the Minutes of the General Meeting as Attachment No. 1 and to the changes of the Articles of Association of the Get Bank listed in § 4 below.



2. As a result of the merger, the shareholders of the Company, except for Get Bank (the “**Entitled Shareholders**”) shall become shareholders of Get Bank as of the merger day, i.e. as of the day of the merger registration in the register having the jurisdiction over the registered office of Get Bank (the “**Merger Date**”).

### § 3

1. As a result of the merger of the Company with Get Bank by transferring all the assets of the Company to Get Bank in return for shares which Get Bank shall assign to the Entitled Shareholders, the share capital of Get Bank shall be increased from the amount of PLN 2,245,525,631.00 (in words: two billion two hundred forty-five million five hundred twenty-five thousand six hundred thirty-one zloty) to the amount of PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty), i.e. by the amount of PLN 144,617,688.00 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight zloty) by issuing 144.617.688 new I-series ordinary bearer shares numbered from 1 (one) to 144.617.688 (in words: one hundred forty-four six hundred seventeen six hundred eighty-eight) with the nominal value of PLN 1.00 each to be assigned to shareholders of the Company other than Get Bank (the “**Merger Share Issue Shares**”). The issue price of the Merger Share Issue Shares shall amount to PLN 1.8697623656 (in words: one zloty and 8697623656/10000000000) per one share. Pursuant to Article 514(1) of the Polish Commercial Companies Code Get Bank shall not take up its own shares for the shares it holds in the Target Company.
2. The Merger Share Issue Shares are entitled to participate in dividend as of 1 January 2012.
3. The Merger Share Issue Shares with the nominal value of PLN 1.00 (in words: one zloty) each, i.e. with the total nominal value of PLN 144,617,688.00 (in words: one hundred forty-four million six hundred seventeen thousand six hundred eighty-eight zloty) I series, numbered from 1 (one) to 144.617.688 (in words: one hundred forty-four six hundred seventeen six hundred eighty-eight) shall be assigned to the Entitled Shareholders with the use of the following share swap parity:
  - 1 (one) share of the Company with the nominal value of PLN 1.00 (in words: one zloty) each shall be exchanged for 2,4112460520 (two and 4112460520/10000000000) shares of Get Bank with the nominal value of PLN 1.00 (in words: one zloty) each (the “**Share Swap Parity**”).
4. The number of shares of Get Bank assigned to each shareholder of the Company shall be calculated by multiplying the number of the Company’s shares owned by

each shareholder of the Company as at the day, which, according to the regulations shall be determined as the reference day (the “**Reference Date**”) and the Share Swap Parity specified above. Only owners of securities accounts on which the Company’s shares are registered as at the Reference Date shall be entitled to the Merger Share Issue Shares. In the event when the product of such a multiplication does not make a whole number, it shall be rounded down to the nearest whole number.

5. The shareholders of the Company that shall not receive a fractional part of shares of Get Bank due to the necessity to round the number of the assigned shares, which is mentioned in § 3(4) above, shall be entitled to surcharge in cash from Get Bank. The surcharge shall be paid out within 45 (forty-five) days from the Merger Date.
6. The amount of the surcharge owed to each Entitled Shareholder shall be calculated by multiplying (i) the fractional part of an unissued share of Get Bank and (ii) the average price as at the closing rate of shares of Get Bank on the regulated market run by Warsaw Stock Exchange S.A. (“**WSE**”) within 1 month prior to the Merger Date or the issue price of one Merger Share Issue Share, i.e. PLN 1,8697623656 (one zloty 8697623656/10000000000), depending on which of these values is higher. The amount of the surcharge shall be rounded to 1 grosz, whereas PLN 0.005 shall be rounded up.
7. The surcharge shall be paid out from the reserve capital of Get Bank. The surcharge in cash shall be lowered by the income tax in cases when this tax is due by law. The surcharge shall be paid out to the Entitled Shareholders through the National Depository for Securities S.A. (“**NDS**”).
8. Within 45 (forty-five) days from the Merger Date, the Management Board of Get Bank shall take steps so that the Merger Share Issue Shares not assigned to the shareholders of the Company due to the round-down specified in § 3(4) above are acquired by the entity chosen by the Management Board of Get Bank for a price equal to (i) the average price as at the closing rate of shares of Get Bank on the regulated market run by WSE within 1 month prior to the Merger Date, or (ii) the issue price of one Merger Share Issue Share, i.e. PLN 1,8697623656 (in words: one zloty 8697623656/10000000000), depending on which of these values is higher.
9. The Merger Share Issue Shares shall be covered in connection with the merger of the Company with Get Bank by transferring all the Company’s assets to Get Bank.

The General Meeting hereby agrees to the changes of the Articles of Association of Get Bank S.A. with its registered office in Warsaw as follows:

- the title of the Articles of Association is amended to read as follows:

**“ARTICLES OF ASSOCIATION OF GETIN NOBLE BANK S.A.”**

- § 1 is amended to read as follows:

**”§ 1**

Getin Noble Bank Spółka Akcyjna, hereinafter referred to as the ”Bank” or the ”Company” is a bank organized as a joint-stock company under applicable provisions of law including, without limitation, the Polish Banking Law, the Polish Commercial Companies Code and these Articles of Association.”

- § 2 is amended to read as follows:

**”§ 2**

The name of the Bank shall be: “Getin Noble Bank Spółka Akcyjna”. The Company may use an abbreviated form of its name: “Getin Noble Bank S.A.”.”

- § 4(2) is amended by adding point 15), 16) and 17) to read as follows:

“15) concluding cheque, bill of exchange and warrant transactions,  
16) safekeeping of valuables and securities and provision of safe boxes,  
17) issuing of electronic payment instrument.”

- § 4(3)(6) is amended to read as follows:

“6) render consulting and advisory services on financial matters”.

- § 4(3) is amended by adding point 17), 18), 19) and 20) to read as follows:

“17) conduct brokerage activities in accepting and transferring orders to purchase or sell securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,

18) perform agency services in buying or selling securities issued by the State Treasury or other financial instruments not admitted to organized trading on the account of the mandatory,

19) purchase or sell on its own account securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,

20) perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company.”

– § 13(1) is amended to read as follows:

“1. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members.”

– § 14(5) is amended to read as follows:

“5. Adopting resolutions under the procedure described in point 3 and 4 shall not apply to appointing, recalling and suspending the Chairman and the Deputy Chairman of the Supervisory Board from their duties as well as to appointing, recalling and suspending the Management Board members, including the President, from their duties.”

– § 18(2) is amended to read as follows:

“2. A Member of the Management Board whose appointment has been approved by the Commission for Financial Supervision shall in particular supervise the Bank’s controlling and accounting division, as well as credit risk area.”

– § 27 is amended to read as follows:

”§ 27

1. The Bank’s business shall be governed by these Articles of Association and by-laws issued on the basis of powers set forth herein and in generally binding laws.
2. The following by-laws shall be issued at the Bank:
  - 1) resolutions – of the Supervisory Board and the Management Board,
  - 2) orders – of the President of the Management Board,
  - 3) circular letters, decisions, announcements – of entitled units on the basis of internal regulations.
3. The form of the Management Board’s resolution shall be used when introducing banking products and other banking and financial services.
4. The course of issuing internal regulations shall be determined by separate regulations.”

– § 28(3) is amended to read as follows:

“3. The Bank’s supplementary funds shall be set up on terms and in course determined by binding laws and shall cover in particular:

- 5) a revaluation capital (fund) of tangible fixed assets – created under separate provisions of law;
- 6) with the approval of relevant supervision authorities given in accordance with the conditions laid out in the Polish Banking Law:
  - a) subordinated liabilities,
  - b) funds created with the Bank’s own funds and/or third-party funds,
  - c) liabilities arising from securities with indefinite maturity dates, and other similar instruments;
- 7) other item as defined by the relevant supervision authorities to ensure the security of the Bank’s banking activities and that the Bank manages its risk properly;
- 8) items reducing the Bank’s supplementary funds as defined by the relevant supervision authorities.”

– § 29(1) is amended to read as follows:

“1. The Bank’s share capital amounts to PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty) and is divided into 2.390.143.319 (two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) ordinary shares with the nominal value of PLN 1.00 (in words: one zloty) each. The registered shares shall be designated as the following series: “A”, “B”, “C”, “D”, “E”, “F” and “G” and shall be numbered as follows: Series A Shares – from 1 (one) to 40.000.000 (forty million), Series B Shares – from 1 (one) to 23.000.000 (twenty-three million), Series C Shares – from 1 (one) to 6.000.000 (six million), Series D Shares – from 1 (one) to 9.510.000 (nine million five hundred and ten thousand), Series E Shares – from 1 (one) to 11.000.000 (eleven million), Series F Shares – from 1 (one) to 4.000.000 (four million) and Series G Shares – from 1 (one) to 9.550.000 (nine million five hundred and fifty thousand). The ordinary bearer shares shall be designated as “H” and “I” Series, and shall be numbered as follows: Series H Shares – from 1 (one) to 2.142.465.631 (two billion one hundred forty-two million four hundred sixty-five thousand six hundred thirty-two) and Series I Shares – from 1 (one) to 144.617.688 (one hundred forty-four million six hundred seventeen six hundred eighty-eight). The Bank’s share capital was fully paid up before registration.”

– § 30(1) is amended to read as follows:

”1. The Bank’s reserve capital shall be created from surplus gained from the issue of shares at a premium after covering the cost of issue and annual profit write-off in the amount of 8% of the profit for a given financial year until the reserve capital have reached at least one-third of the share capital.”

## **§ 5**

1. The General Meeting hereby resolves that Get Bank shall apply for admission and introduction to trading on the regulated market run by Warsaw Stock Exchange S.A. of all Merger Share Issue Shares issued by Get Bank in connection with the merger with the Company, as well as authorizes the Management Board of Get Bank to take any steps related thereto.
2. The General Meeting hereby resolves to dematerialize all Merger Share Issue Shares issued by Get Bank in connection with the merger with the Company and acting pursuant to Article 5(8) of the Polish Act of 29 July 2005 on Trading in Financial Instruments to authorize the Management Board of Get Bank to take any steps related to the dematerialization of the Merger Share Issue Shares.

## **§ 6**

1. The General Meeting hereby obliges the Company’s Management Board to take any steps necessary to properly execute provisions hereof and provisions of Title 4, Division 1, Chapters 1 and 2 of the Polish Commercial Companies Code.

## **§ 7**

According to the Article 493(2) of the Polish Commercial Companies Code, the merger shall be made on the Merger Date. Conditions of the merger include the following:

- (i) the Polish Financial Supervision Authority’s consent to the merger under Article 124(1) of the Banking Law;
- (ii) the Polish Financial Supervision Authority’s consent to the changes to the Articles of Association of Get Bank under Article 34(2) in connection with 31(3) of the Banking Law specified in § 4 of this Resolution;
- (iii) the Polish Financial Supervision Authority’s declaration of equivalence of the form and content of the Information Memorandum of the Acquiring Company with those required in the prospectus under the Polish Act of 29 July 2005 on public offering and the conditions for introducing financial instruments into an organized trading system and on public companies;

(iv) no objection by the Polish Financial Supervision Authority against the Acquiring Company's acquisition of the shares of Noble Securities S.A. and Noble Funds TFI S.A.;

(v) no objection by the Polish Financial Supervision Authority against the indirect acquisition of the shares of Noble Funds TFI S.A. by Mr. Leszek Czarnecki.

## § 8

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

### **On behalf of Get Bank S.A:**

\_\_\_\_\_  
Radosław Stefurak  
President of the Management Board

\_\_\_\_\_  
Karol Karolkiewicz  
Member of the Management Board

\_\_\_\_\_  
Grzegorz Słoka  
Member of the Management Board

\_\_\_\_\_  
Marcin Dec  
Member of the Management Board

\_\_\_\_\_  
Radosław Radowski  
Member of the Management Board

### **On behalf of Getin Noble Bank S.A:**

\_\_\_\_\_  
Krzysztof Rosiński  
President of the Management Board

\_\_\_\_\_  
Grzegorz Tracz  
Member of the Management Board

---

Maurycy Kühn

Member of the Management Board

---

Radosław Stefurak

Member of the Management Board

---

Krzysztof Spyra

Member of the Management Board

---

Maciej Szczechura

Member of the Management Board

---

Karol Karolkiewicz

Member of the Management Board



**Attachment No. 2**

**to the Merger Plan of Get Bank S. A. and Getin Noble Bank S.A.**

**dated 7 February 2012**

**1. PROPOSED CHANGES TO THE ARTICLES OF ASSOCIATION OF GET BANK S.A.**

In connection with the merger of Get Bank S.A. with Getin Noble Bank S.A. the Articles of Association of Get Bank S.A. are to be amended as follows:

- the title of the Articles of Association is amended to read as follows:

**“ARTICLES OF ASSOCIATION OF GETIN NOBLE BANK S.A.”**

- § 1 is amended to read as follows:

**”§ 1**

Getin Noble Bank Spółka Akcyjna, hereinafter referred to as the ”Bank” or the ”Company” is a bank organized as a joint-stock company under applicable provisions of law including, without limitation, the Polish Banking Law, the Polish Commercial Companies Code and these Articles of Association.”

- § 2 is amended to read as follows:

**”§ 2**

The name of the Bank shall be: “Getin Noble Bank Spółka Akcyjna”. The Company may use an abbreviated form of its name: “Getin Noble Bank S.A.”.”

- § 4(2) is amended by adding point 15), 16) and 17) to read as follows:

“15) concluding cheque, bill of exchange and warrant transactions,  
16) safekeeping of valuables and securities and provision of safe boxes,  
17) issuing of electronic payment instrument.”

- § 4(3)(6) is amended to read as follows:

“6) render consulting and advisory services on financial matters”.

- § 4(3) is amended by adding point 17), 18), 19) and 20) to read as follows:

“17) conduct brokerage activities in accepting and transferring orders to purchase or sell securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,

18) perform agency services in buying or selling securities issued by the State Treasury or other financial instruments not admitted to organized trading on the account of the mandator,

19) purchase or sell on its own account securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,

20) perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company.”

– § 13(1) is amended to read as follows:

“1. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members.”

– § 14(5) is amended to read as follows:

“5. Adopting resolutions under the procedure described in point 3 and 4 shall not apply to appointing, recalling and suspending the Chairman and the Deputy Chairman of the Supervisory Board from their duties as well as to appointing, recalling and suspending the Management Board members, including the President, from their duties.”

– § 18(2) is amended to read as follows:

“2. A Member of the Management Board whose appointment has been approved by the Commission for Financial Supervision shall in particular supervise the Bank’s controlling and accounting division, as well as credit risk area.”

– § 27 is amended to read as follows:

”§ 27

1. The Bank’s business shall be governed by these Articles of Association and by-laws issued on the basis of powers set forth herein and in generally binding laws.
2. The following by-laws shall be issued at the Bank:
  - 1) resolutions – of the Supervisory Board and the Management Board,
  - 2) orders – of the President of the Management Board,
  - 3) circular letters, decisions, announcements – of entitled units on the basis of internal regulations.
3. The form of the Management Board’s resolution shall be used when introducing banking products and other banking and financial services.
4. The course of issuing internal regulations shall be determined by separate regulations.”

– § 28(3) is amended to read as follows:

“3. The Bank’s supplementary funds shall be set up on terms and in course determined by binding laws and shall cover in particular:

- 9) a revaluation capital (fund) of tangible fixed assets – created under separate provisions of law;
- 10) with the approval of relevant supervision authorities given in accordance with the conditions laid out in the Polish Banking Law:
  - a) subordinated liabilities,
  - b) funds created with the Bank’s own funds and/or third-party funds,
  - c) liabilities arising from securities with indefinite maturity dates, and other similar instruments;
- 11) other item as defined by the relevant supervision authorities to ensure the security of the Bank’s banking activities and that the Bank manages its risk properly;
- 12) items reducing the Bank’s supplementary funds as defined by the relevant supervision authorities.”

– § 29(1) is amended to read as follows:

“1. The Bank’s share capital amounts to PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty) and is divided into 2.390.143.319 (two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen) ordinary shares with the nominal value of PLN 1.00 (in words: one zloty) each. The registered shares shall be designated as the following series: “A”, “B”, “C”, “D”, “E”, “F” and “G” and shall be numbered as follows: Series A Shares – from 1 (one) to 40.000.000 (forty million), Series B Shares – from 1 (one) to 23.000.000 (twenty-three million), Series C Shares – from 1 (one) to 6.000.000 (six million), Series D Shares – from 1 (one) to 9.510.000 (nine million five hundred and ten thousand), Series E Shares – from 1 (one) to 11.000.000 (eleven million), Series F Shares – from 1 (one) to 4.000.000 (four million) and Series G Shares – from 1 (one) to 9.550.000 (nine million five hundred and fifty thousand). The ordinary bearer shares shall be designated as “H” and “I” Series, and shall be numbered as follows: Series H Shares – from 1 (one) to 2.142.465.631 (two billion one hundred forty-two million four hundred sixty-five thousand six hundred thirty-two) and Series I Shares – from 1 (one) to 144.617.688 (one hundred forty-four million six hundred seventeen six hundred eighty-eight)The Bank’s share capital was fully paid up before registration.”

– §30(1) is amended to read as follows:

”1. The Bank’s reserve capital shall be created from surplus gained from the issue of shares at a premium after covering the cost of issue and annual profit write-off in the

amount of 8% of the profit for a given financial year until the reserve capital have reached at least one-third of the share capital.”

## **2. THE UNIFORM TEXT OF TO THE ARTICLES OF ASSOCIATION OF GET BANK S.A.**

In connection with the changes of the Articles of Association proposed in point 1 above, the uniform text of the Articles of Association of Get Bank S.A. is presented as below:

### **“ARTICLES OF ASSOCIATION of Getin Noble Bank Spółka Akcyjna**

#### **CHAPTER 1**

#### **GENERAL PROVISIONS**

##### **Article 1**

Getin Noble Bank Spółka Akcyjna, hereinafter referred to as the ”Bank” or the ”Company” is a bank organized as a joint-stock company under applicable provisions of law including, without limitation, the Polish Banking Law, the Polish Commercial Companies Code and these Articles of Association.

##### **Article 2**

The name of the Bank shall be: “Getin Noble Bank Spółka Akcyjna”. The Company may use an abbreviated form of its name: “Getin Noble Bank S.A.”.

##### **Article 3**

1. The registered office of the Bank shall be in the city of Warsaw.
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.
4. The duration of the Company shall be perpetual.

#### **CHAPTER 2**

#### **BUSINESS ACTIVITY OF THE BANK**

##### **Article 4**

1. The Bank’s business shall include banking activities and other financial services in domestic or foreign dealings.
2. The Bank’s business shall include the following banking activities:
  - 1) accepting cash deposits payable on demand or on maturity date and keeping accounts for such deposits,

- 2) keeping other types of bank accounts;
- 3) granting bank loans;
- 4) granting and confirming bank guarantees, and opening and confirming letters of credit;
- 5) issuing bank securities;
- 6) conducting bank cash settlements;
- 7) granting cash loans;
- 8) issuing payment cards and processing card operations;
- 9) performing term financial operations;
- 10) buying and selling cash receivables;
- 11) buying and selling foreign currencies;
- 12) granting and confirming sureties;
- 13) performing commissioned operations connected with issuing securities;
- 14) acting as an agent in money transfers and foreign exchange settlements;
- 15) concluding cheque, bill of exchange and warrant transactions;
- 16) safekeeping of valuables and securities, and provision of safe boxes;
- 17) issuing of electronic payment instrument.

3. In addition to the activities specified in paragraph 2 above, the Bank is entitled to:

- 1) take up and/or acquire shares and rights attached to shares, shares in other legal persons, and participation units in investment funds;
- 2) assume obligations connected with issuing securities;
- 3) trade in securities;
- 4) convert debts into assets of the debtor, on the terms agreed on with the debtor,
- 5) purchase and sell real estate;
- 6) render consulting and advisory services on financial matters;
- 7) provide the following intermediation services:
  - a) insurance intermediation services,
  - b) to banks, brokerage houses, lease companies, investment funds companies;
- 8) conduct insurance solicitation activities in favour of open-ended pension funds,

- 9) perform a function of a depository for pension funds and investment funds;
  - 10) maintain, as commissioned, registers of investment fund participants and registers of a pension fund members;
  - 11) administer funds as commissioned;
  - 12) acquire investment funds certificates;
  - 13) perform agency services in transactions involving purchase and/or sale of receivables;
  - 14) provide accounting services to the Bank's related entities within the meaning of the Polish Accounting Act;
  - 15) manage funds for customers;
  - 16) perform agency services in selling and repurchasing investment funds participation units as well as participation units in foreign investment funds;
  - 17) conduct brokerage activities in accepting and transferring orders to purchase or sell securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading;
  - 18) perform agency services in buying or selling securities issued by the State Treasury or other financial instruments not admitted to organized trading on the account of the mandatory;
  - 19) purchase or sell on its own account securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading;
  - 20) perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company.
4. The Bank may commission other banks and entities to perform activities which constitute its business and may also provide financial services to such banks and entities, subject to the applicable provisions of law, including, without limitation, the Polish Banking Law, and regulations governing the commissioning of banking activities and related services to third parties.

### **CHAPTER 3**

#### **GOVERNING BODIES OF THE BANK**

##### **Article 5**

The Bank's governing bodies shall be as follows:

1. the General Meeting,
2. the Supervisory Board, and

3. the Management Board.

## **Section 1**

### **GENERAL MEETING**

#### **Article 6**

1. The General Meeting shall be convened by the Management Board.
2. The General Meeting shall be convened as an ordinary or extraordinary one and shall take place at the Bank's registered office or elsewhere in the territory of the Republic of Poland.
3. The Annual General Meeting should be held within six months after the end of each financial year.
4. The Annual General Meeting may be convened by the Supervisory Board if the Management Board does not convene the Meeting within the time limit specified in paragraph 3 above and the Extraordinary General Meeting may be convened by the Supervisory Board if the Supervisory Board finds it advisable, and the Management Board does not convene the Meeting within two weeks from the date of the Supervisory Board's request for convening the Meeting.
5. A shareholder or shareholders representing at least 1/20 of the share capital may require that particular items should be put on the agenda of the General Meeting. This requirement should be reported to the Management Board not later than twenty one days prior to the General Meeting. And it should contain justification or draft resolution regarding the proposed item of the agenda. A shareholder or shareholders representing at least 1/20 of the share capital may require that an Extraordinary General Meeting of Shareholders should be convened. Such a request shall be made to the Management Board in writing and/or in electronic form.
6. The agenda of the Annual General Meeting should include the following items:
  - 1) considering and approving the Management Board's report on the Bank's activities and the Bank's financial statements for the previous financial year;
  - 2) adopting a resolutions on distribution of the Bank's profit or on covering of the Bank's loss;
  - 3) granting a vote of acceptance to the members of the Management Board and of the Supervisory Board in respect of the performance of their duties.
7. The General Meeting shall also have the authority to:
  - 1) amend these Articles of Association and adopt a uniform text of Articles;
  - 2) increase or reduce the Bank's share capital;
  - 3) appoint and recall members of the Supervisory Board and set the rules for the payment of remuneration to such members;

- 4) consider and approve reports on the activities of the Supervisory Board;
  - 5) issue convertible bonds, bonds with priority rights, and subscription warrants;
  - 6) set the dividend record date and the dividend payment date;
  - 7) create or terminate special funds;
  - 8) redeem shares and set detailed conditions for their redemption;
  - 9) sell or lease the Company's business or an organized part thereof and to establish a limited property right thereon;
  - 10) merge, divide or liquidate the Bank;
  - 12) appoint liquidators;
  - 13) adopt the Rules of the Bank's General Meeting;
  - 14) adopt resolutions on other matters included on the agenda of the General Meeting by authorized persons and on matters reserved to the competence of the General Meeting under applicable provisions of law and these Articles of Association.
8. The General Meeting may adopt resolutions even if it has not been formally convened, provided that the entire share capital is represented at the Meeting and that none of the participants of the Meeting has made any objection to hold the Meeting or to put particular matter or particular matters on the agenda for the Meeting.
9. Purchase and sale of real property, perpetual usufruct or an interest in real property do not require a resolution of the General Meeting.
10. Matters proposed by the Management Board for consideration of the General Meeting should obtain the Supervisory Board's prior opinion.

#### **Article 7**

1. Each share entitles to one vote at the General Meeting.
2. Each shareholder may participate in the General Meeting in person or represented by its representative appointed under a proxy made in writing authorizing to attend the Meeting and, if authorized under the proxy, to exercise voting right at the Meeting.
3. From the date of the Bank being granted the status of a public company, a proxy to attend and vote at the General Meeting may be granted in writing or in electronic form.

#### **Article 8**

1. A General Meeting shall be valid if at least a quarter of the Bank's share capital is represented at the Meeting.
2. Resolutions of the General Meeting shall be adopted by an absolute majority of votes, unless otherwise provided by law.



## **Article 9**

1. Voting at the General Meeting shall be open.
2. A secret ballot shall be ordered when electing and when voting on motions to dismiss members of the Bank's Supervisory Board, or to hold them accountable, as well as in personnel matters. A secret ballot shall also be ordered if so requested by at least one of shareholders present or represented at the General Meeting.
3. The provisions of paragraph 1 and 2 shall not apply if the General Meeting is attended by one shareholder only.

## **Section 2**

### **SUPERVISORY BOARD**

## **Article 10**

1. The Supervisory Board shall exercise an ongoing supervision over the Bank's activities.
2. The Supervisory Board shall act in accordance with the applicable provisions of law, these Articles of Association and the provisions of the Supervisory Board Rules adopted by it.
3. The Supervisory Board, apart from other matters set out in legal provisions and herein, shall have the authority to:
  - 1) determine the remuneration to be paid to the members of the Management Board;
  - 2) supervise all of the Bank's activities,
  - 3) approve the Bank's long-term development plans as well as its annual financial plans,
  - 4) consent to the Bank's joining commercial law companies, including purchase and acquisition of shares or equity interests in companies, excluding:
    - a) decisions to purchase shares admitted to trading on the regulated market,
    - b) purchasing shares and equity interests in collection proceedings,
    - c) purchasing shares and equity interests up to PLN 1,000,000.00 as regards a single company, at acquisition prices,
  - 5) consent to the sale of shares and equity interests, excluding:
    - a) decisions to sell shares admitted to trading on the regulated market,
    - b) selling shares or equity interests purchased in collection proceedings,
    - c) selling shares or equity interests up to PLN 1,000,000.00 as regards a single company, at the net book value of shares or equity interests in the Bank's books,

- 6) give opinions on motions proposed for consideration by the General Meeting.
- 7) pass regulations concerning the extension of loans, advances, guarantees or sureties for persons and entities referred to in Article 79(1) of the Polish Banking Law as well as decide on the extension of loans, advances, guarantees or sureties, in the specific amount, to the members of the Management Board and the Supervisory Board,
- 8) appoint a statutory auditor to audit the Bank's financial statements;
- 9) consent to the purchase or sale of real property, perpetual usufruct or an interest in real property, except for purchase or sale executed in collection proceedings,
- 10) approve the Management Board's Rules and other rules envisaged in the Articles of Association and in the Polish Banking Law.

### **Article 11**

1. The Supervisory Board shall, at any time have access to the Bank's premises, its books and documents, as well as to all of the Bank's assets, and may require information and explanations if it finds it necessary for the performance of its statutory duties.
2. The Supervisory Board shall supervise, in particular, the introduction of the Bank's management system and shall assess its adequacy and effectiveness.
3. In performing its duties, the Supervisory Board may, if it finds it appropriate, use the services of third-party advisers and experts.

### **Article 12**

1. The Supervisory Board shall consist of five to eight members appointed for the joint term of office of three years.
2. The mandates of the Supervisory Board members shall expire on the date on which the General Meeting approving the Bank's financial statements and the report on the activities for the last full financial year of their office is held.
3. In case a member of the Supervisory Board dies, resigns or is dismissed from the post, that member's mandate shall expire.
4. Any member of the Supervisory Board may be dismissed at any time.
5. If the mandate of a member of the Supervisory Board expires before the end of the term of the Supervisory Board's office, the next General Meeting should elect a new member for the rest of the term.

### **Article 13**

1. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members.

2. Meetings of the Supervisory Board shall be convened by its Chairperson on his own initiative or at the request of another member of the Supervisory Board and/or of the Management Board. A meeting of the Supervisory Board shall be convened by the Deputy Chairman or a person authorized by the Chairman.

#### **Article 14**

1. Resolutions of the Supervisory Board shall be adopted when at least half of them, including the Chairman or the Deputy Chairman, are present and all members of the Supervisory Board are invited to the meeting.

2. Resolutions of the Supervisory Board shall be adopted by a simple majority of votes. In the event of an equal number of votes cast, the Chairman shall have the casting vote.

3. The Supervisory Board members may participate in adopting resolutions casting their votes in writing through another member of the Supervisory Board. Casting the votes in writing may not refer to items placed on the agenda during a Supervisory Board meeting.

4. The Supervisory Board may adopt resolutions using paper ballots as well as using means of direct remote communication, provided that all the members of the Supervisory Board have been notified of the text of each of the resolutions to be adopted.

5. Adopting resolutions under the procedure described in paragraph 3 and 4 shall not apply to appointing, recalling and suspending the Chairman and the Deputy Chairman of the Supervisory Board from their duties as well as to appointing, recalling and suspending the Management Board members, including the President, from their duties.

#### **Article 15**

1. The Supervisory Board may appoint, from among its members, temporary and/or permanent committees to perform certain duties.

2. The duties and rules of procedure of each such committee shall be determined by the Supervisory Board by way of resolution.

#### **Section 3**

### **MANAGEMENT BOARD**

#### **Article 16**

1. The Management Board shall manage the activity of the Bank and represent the Bank externally.

2. The Management Board shall act in accordance with the applicable provisions of law, these Articles of Association and the provisions of its Rules adopted by itself and approved by the Supervisory Board.

3. The scope of the Management Board's responsibilities shall include all issues not otherwise reserved to the General Meeting and the Supervisory Board.

#### **Article 17**

1. The Management Board shall consist of three to eight members appointed by the Supervisory Board for the joint term of office of three years.

2. The mandates of the Management Board members shall expire on the date on which the General Meeting approving the Bank's financial statements and the Management Board's report on the Bank's activities for the last full financial year of their office is held.

3. In case a member of the Management Board dies, resigns or is dismissed from the post, that member's mandate shall expire.

4. Any member of the Management Board may be dismissed at any time.

#### **Article 18**

1. The President of the Management Board, shall or may in particular:

1) shall manage the work of the Management Board,

2) shall convene meetings of the Management Board and chair such meetings;

3) shall present the Management Board's opinion on particular matters to the General Meeting and the Supervisory Board, the authorities of the Republic of Poland and to other interested parties;

4) may request the Supervisory Board to appoint or dismiss a Vice-President or Vice-Presidents or any other member of the Management Board;

5) shall issue internal rules and regulations governing the activity of the Bank;

6) shall be responsible for the Bank's ongoing internal control processes.

2. A Member of the Management Board whose appointment has been approved by the Commission for Financial Supervision shall in particular supervise the Bank's controlling and accounting division, as well as credit risk area.

3. The powers of the members of the Management Board, including its President, shall be defined in the Management Board's resolution on the division of duties among the members of the Management Board.

#### **Article 19**

1. The Management Board shall take decisions by way of resolution unless the Bank's Articles of Association or the Management Board Rules adopted as specified in paragraph 16(2) provide otherwise. Resolutions of the Management Board shall be adopted at its meetings, and any resolution to be valid shall be signed by at least a half of all the members of the Management Board.

2. Resolutions of the Management Board shall be adopted by a simple majority of votes. In the event of an equal number of votes cast, the President shall have the casting vote.

## **CHAPTER 4**

### **RULES FOR MAKING DECISIONS AND STATEMENTS RELATING TO PROPERTY RIGHTS AND OBLIGATIONS**

#### **Article 20**

Decisions on matters not requiring a resolution of the Management Board and not reserved to other governing bodies shall be taken by persons in managerial positions at the Bank and/or by committees or other collegial bodies appointed by the Management Board, within the limits of their powers and within the scope of the tasks of the organization units managed by them.

#### **Article 21**

1. Subject to paragraph 10(3)(4,5,7,9), decisions to assume obligations and/or dispose of assets which total value in relation to a single entity is in excess of five percent of the Bank's own funds, shall be taken by the Management Board by way of a resolution.

2. The power to take decisions to assume obligations and/or dispose of assets which total value in relation to a single entity is not in excess of five percent of the Bank's own funds, may be delegated by the Management Board by way of a resolution to members of the Management Board, committees or other collegial bodies existing within the Bank. Committees and other collegial bodies shall be appointed by way of the Management Board's resolution, defining at the same time the rules for each such committee and collegial body, including, without limitation, the scope of their authority and the rules procedures for taking decisions.

#### **Article 22**

1. The following persons are entitled to make declarations regarding the Bank's property rights and obligations on behalf of the Bank and to sign documents on behalf of the Bank:

1) two Members of the Management Board acting jointly, or

2) one Member of the Management Board acting jointly with a proxy.

2. A proxy may only be appointed upon the consent of all the members of the Management Board. A proxy may be dismissed by any member of the Management Board.

3. A power of general proxy may be granted only as a joint one, i.e. its holder may only act jointly with another authorized person.

4. Attorneys may be appointed to perform activities of defined or specific nature within the limits of their authorization.
5. If no special form of a power of attorney is required, the power of attorney may be granted in writing, specifying both the limits of the powers granted and the form of representation.
6. Detailed rules for granting powers of attorney shall be specified by the Management Board.

## **CHAPTER 5**

### **BASIC ORGANISATIONAL STRUCTURE OF THE BANK**

#### **Article 23**

1. The basic organizational structure of the Bank shall consist of the Bank's organizational units: departments and offices supervised by relevant members of the Management Board in accordance with the adopted division of their powers.
2. In order to improve the effectiveness of management, departments and offices responsible for tasks related by reason of the subject matter or purpose may be grouped into sections managed directly by the relevant member of the Management Board or by a managing director reporting directly to the relevant member of the Management Board.
3. A department may consist of organizational units: divisions and teams, and the department responsible for the operation of branch networks – also of local outlets; an office shall be a unit consisting of a number or independent positions responsible for certain tasks.
4. The decision to establish or disband an organizational unit shall require a resolution of the Management Board.
5. The organizational structure of the Bank and the objectives and key tasks of the Bank's different organizational units shall be defined in the Bank's Rules of Organization adopted by the Management Board by way of a resolution.

#### **Article 24**

The internal structure of and a detailed scope of tasks of the Bank's organizational units shall be defined in the internal rules of each such unit approved by the member of the Management Board responsible for supervising that unit.

## **CHAPTER 6**

### **PRINCIPLES OF THE BANK'S INTERNAL CONTROL SYSTEM**

#### **Article 25**

1. Within the Bank's management system there is an internal control system the purpose of which is to support the process of managing the Bank.

2. The Bank's Management Board shall be responsible for designing, implementing and operating the Internal Control System efficiently.
3. The purpose of the Bank's internal control system is to support decision-making processes that contribute to ensure the following:
  - 1) the effectiveness and efficiency of the Bank's operation,
  - 2) reliability of the Bank's financial reporting,
  - 3) the Bank's compliance with binding laws and bylaws.
4. The internal control system covers all of the Bank's business as defined herein.
5. The internal control system comprises two separate elements:
  - 1) the functional control, performed by each employee in terms of the quality and correctness of the task performed by him or her, and additionally exercised by his or her direct superior,
  - 2) institutional control, exercised by the Internal Audit Department.
6. The Bank has an Internal Audit Department which shall examine and assess, independently and objectively, the adequacy and efficiency of the internal control system, as well as express opinions on the Bank's management system, including the efficiency of the management of risk resulting from the Bank's operations.
7. The Internal Audit Department shall have a status which guarantees its autonomous and impartial operation and powers needed to pursue its goals.
8. The Internal Audit Department shall directly report to the President of the Bank's Management Board.

#### **Article 26**

The person in charge of the Internal Audit Department shall ensure that the Bank's internal audit processes are carried out in compliance with best practices.

### **CHAPTER 7**

#### **PROCEDURE FOR ISSUING INTERNAL RULES AND REGULATIONS**

#### **Article 27**

1. The Bank's business shall be governed by these Articles of Association and by-laws issued on the basis of powers set forth herein and in generally binding laws.
2. The following by-laws shall be issued at the Bank:
  - 1) resolutions – of the Supervisory Board and the Management Board,
  - 2) orders – of the President of the Management Board,

3) circular letters, decisions, announcements – of entitled units on the basis of internal regulations.

3. The form of the Management Board's resolution shall be used when introducing banking products and other banking and financial services.

4. The course of issuing internal regulations shall be determined by separate regulations.

## **CHAPTER 8**

### **BANK'S OWN FUNDS**

#### **Article 28**

1. The Bank's own funds shall cover:

1) core funds,

2) supplementary funds in an amount not higher than the amount of basic funds.

2. The Bank's core funds shall cover:

1) basic funds,

2) additional core fund items,

3) items reducing the amount of core funds.

3. The Bank's supplementary funds shall be set up on terms and in course determined by binding laws and shall cover in particular:

1) a revaluation capital (fund) of tangible fixed assets – created under separate provisions of law;

2) with the approval of relevant supervision authorities given in accordance with the conditions laid out in the Polish Banking Law:

a) subordinated liabilities,

b) funds created with the Bank's own funds and/or third-party funds,

c) liabilities arising from securities with indefinite maturity dates, and other similar instruments;

3) other item as defined by the relevant supervision authorities to ensure the security of the Bank's banking activities and that the Bank manages its risk properly;

4) items reducing the Bank's supplementary funds as defined by the relevant supervision authorities.

#### **Article 29**



1. The Bank's share capital amounts to PLN 2,390,143,319.00 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen zloty) and is divided into 2.390.143.319 (in words: two billion three hundred ninety million one hundred forty-three thousand three hundred nineteen ) ordinary shares with the nominal value of PLN 1.00 (in words: one zloty) each. The registered shares shall be designated as the following series: "A", "B", "C", "D", "E", "F" and "G" and shall be numbered as follows: Series A Shares – from 1 (one) to 40,000,000 (forty million), Series B Shares – from 1 (one) to 23,000,000 (twenty-three million), Series C Shares – from 1 (one) to 6,000,000 (six million), Series D Shares – from 1 (one) to 9,510,000 (nine million five hundred and ten thousand), Series E Shares – from 1 (one) to 11,000,000 (eleven million), Series F Shares – from 1 (one) to 4,000,000 (four million) and Series G Shares – from 1 (one) to 9,550,000 (nine million five hundred and fifty thousand). The ordinary bearer shares shall be designated as "H" and "I" Series, and shall be numbered as follows: Series H Shares – from 1 (one) to 2.142.465.631 (two billion one hundred forty-two million four hundred sixty-five thousand six hundred thirty-two) and Series I Shares – from 1 (one) to 144.617.688 (one hundred forty-four million six hundred seventeen six hundred eighty-eight)The Bank's share capital was fully paid up before registration.

2. The Bank's share capital may be increased by issuing new shares or by increasing the nominal value of the existing shares. The Bank's General Meeting may increase the share capital using the Bank's supplementary fund and/or other funds created from profits, provided that such funds may be used for such a purpose in accordance with the Polish Commercial Companies Code.

3. The Bank may issue bonds convertible into shares and/or bonds with priority rights.

4. The Bank's shares may be redeemed with the shareholder's consent, through their acquisition by the Bank (voluntary redemption).

5. Any redemption of shares in the Bank shall require a resolution of the General Meeting. The resolution should specify, in particular, the legal basis for the redemption, the amount of remuneration payable to the shareholder or the reasons for redemption of the shares without remuneration, and the method of reducing the Bank's share capital.

6. The registered shares shall be convertible into bearer shares when they become dematerialized, under the provisions of the Act of 29 July 2005 on Trading in Financial Instruments

### **Article 30**

1. The Bank's reserve capital shall be created from surplus gained from the issue of shares at a premium after covering the cost of issue and annual profit write-off in the amount of 8% of the profit for a given financial year until the reserve capital have reached at least one-third of the share capital.

2. The Bank's supplementary capital (fund), provided that it is not used to cover the Bank's losses disclosed in the financial statements, may be used for other purposes,

including payment of dividend to the Bank's shareholders, whereas part of the supplementary capital (fund), i.e. one-third of the share capital, may be used only to cover the Bank's loss disclosed in the financial statements.

3. The use of the Bank's supplementary capital (fund) shall be decided by the General Meeting.

#### **Article 31**

1. The Bank's reserve capital (fund) shall be created from net write-off, subject to Article 36(2) of these Articles of Association, in the amount decided by the General Meeting or from other sources.

2. The Bank's reserve capital (fund), provided that it is not used to cover the Bank's losses disclosed in the financial statements, may be used for other purposes, including payment of dividend to the Bank's shareholders.

3. The use of the Bank's reserve capital (fund) shall be decided by the General Meeting.

#### **Article 32**

1. The Bank's general risk fund shall be created from profit and shall be used for unidentified risks related to the Bank's banking activities.

2. Contributions to the general risk fund shall be made from profit, on the basis of and in such amounts as determined in a resolution of the General Meeting.

### **CHAPTER 9**

#### **FINANCIAL MANAGEMENT, DISTRIBUTION OF PROFIT, COVERING LOSSES, ACCOUNTING**

#### **Article 33**

The Bank's financial management shall be based on the Bank's annual financial plans.

#### **Article 34**

1. The Bank's annual net profit may be distributed, in the amount as decided by the General Meeting, for the following purposes:

- 1) the supplementary capital (fund),
- 2) the general risk fund,
- 3) reserve capital (funds),
- 4) dividend,
- 5) special funds,
- 6) other legally acceptable purposes.

2. Claims for payment of dividend shall be subject to limitation after three years. The Bank shall pay the shareholders no interest on uncollected dividend.

3. The distribution, to shareholders, of an amount in excess of the profit for the last financial year reduced by any loss not yet covered, own shares and amounts that may not be used for dividend payments, shall require the consent of the authorized supervisory body.

#### **Article 35**

The Bank shall create a general risk reserve charged to costs, to be used for unidentified risks related to the Bank's banking activities.

#### **Article 36**

1. The Bank's balance sheet losses shall be covered as specified in a resolution of the General Meeting.

2. The Bank's profit shall be used to cover the Bank's losses first and then to increase its own funds.

#### **Article 37**

1. The Bank shall maintain its accounting records in accordance with its chart of accounts and the applicable provisions of law.

2. The organization and method of maintaining the Bank's accounting records shall be determined by the Bank's Management Board.

### **CHAPTER 10**

#### **FINAL PROVISIONS**

#### **Article 38**

1. If the Bank is to be liquidated, the General Meeting shall appoint, at the request of the Supervisory Board, one or more liquidators and shall define the method for liquidating the Bank.

2. Upon the appointment of such a liquidator or liquidators, the rights and obligations of the Bank's Management Board shall cease.

#### **Article 39**

1. Subject to paragraph 2, the Bank's obligatory notices shall be published in the Court and Commercial Gazette (Monitor Sądowy i Gospodarczy). If the law requires any notice to be published also in a national periodical, it shall be published in the daily Dziennik Gazeta Prawna.

2. To the extent as provided for in Article 70(1) of the Polish Accounting Act, documents related to the Bank shall be published in the Official Journal of the Republic of Poland, Monitor B.

## Article 40

For any matters not provided for in these Articles of Association, the provisions of law shall apply.”

### **On behalf of Get Bank S.A:**

---

Radosław Stefurak  
President of the Management Board

---

Karol Karolkiewicz  
Member of the Management Board

---

Grzegorz Słoka  
Member of the Management Board

---

Marcin Dec  
Member of the Management Board

---

Radosław Radowski  
Member of the Management Board

### **On behalf of Getin Noble Bank S.A:**

---

Krzysztof Rosiński  
President of the Management Board

---

Grzegorz Tracz  
Member of the Management Board

---

Maurycy Kühn

---

Radosław Stefurak

Member of the Management Board

---

Krzysztof Spyra

Member of the Management Board

---

Karol Karolkiewicz

Member of the Management Board

Member of the Management Board

---

Maciej Szczechura

Member of the Management Board

**Attachment No. 3**  
**to the Merger Plan of Get Bank S.A. and Getin Noble Bank S.A.**  
**dated 7 February 2012**

Warsaw, 7 February 2012

**Valuation of the property of the Target Company - Getin Noble Bank S.A.**

The value of the assets of the Target Company – Getin Noble Bank S.A. as at 2 January 2012 amounted to PLN 4,300,000,000.00.

The valuation was performed on the basis of standard methodologies applied to valuations of financial institutions and taking into account the specific character of the operations of Getin Noble Bank S.A., as well as taking into account the accessibility of: historical financial information, credit portfolio data and financial results forecasts of both institutions. The following methods was applied in particular: market approach method – public companies method.

**On behalf of Get Bank S.A.:**

\_\_\_\_\_  
Radosław Stefurak  
President of the Management Board

\_\_\_\_\_  
Karol Karolkiewicz  
Member of the Management Board

\_\_\_\_\_  
Grzegorz Słoka  
Member of the Management Board

\_\_\_\_\_  
Marcin Dec  
Member of the Management Board

\_\_\_\_\_

Radosław Radowski

Member of the Management Board

**On behalf of Getin Noble Bank S.A:**

---

Krzysztof Rosiński

President of the Management Board

---

Grzegorz Tracz

Member of the Management Board

---

Maurycy Kühn

Member of the Management Board

---

Radosław Stefurak

Member of the Management Board

---

Krzysztof Spyra

Member of the Management Board

---

Maciej Szczechura

Member of the Management Board

---

Karol Karolkiewicz

Member of the Management Board

**Attachment No. 4**  
**to the Merger Plan of Get Bank S. A. and Getin Noble Bank S.A.**  
**dated 7 February 2012**

Warsaw, 7 February 2012

**Accounting situation of the Company in a form of the statement drawn up for the merger purposes**

The Management Board of Getin Noble Bank S.A. with its registered office in Warsaw (the „**Company**”) hereby announces that the Company’s accounting situation as at 2 January 2012 was in compliance with the figures presented in the attached balance sheet as at 2 January 2012.

The attached balance sheet was prepared using the same methods and in the same format as the last annual balance sheet of the Company and was not yet audited by the statutory auditor within the meaning of the Polish Accounting Act.

**On behalf of Getin Noble Bank S.A.:**

_____ Krzysztof Rosiński President of the Management Board	_____ Grzegorz Tracz Member of the Management Board
_____ Maurycy Kühn Member of the Management Board	_____ Radosław Stefurak Member of the Management Board
_____ Krzysztof Spyra Member of the Management Board	_____ Maciej Szczechura Member of the Management Board



---

Karol Karolkiewicz

Member of the Management Board

<b>BALANCE SHEET OF GETIN NOBLE BANK S.A.</b>		<b>as at 2 Jan 2012</b>
		<b>in PLN '000</b>
<b>ASSETS</b>		
Cash in hand and transactions with the Central Bank		1 969 494
Receivables from banks and other financial institutions		3 841 000
Financial assets held for trading		8 045
Derivative financial instruments		53 800
Credits and Loans granted to customers		42 175 833
Financial instruments available for sale		4 355 295
Interest in subordinated entities		248 423
Intangible assets		96 150

Tangible fixed assets	146 377
Investment properties	36 008
Income tax assets, including:	209 537
<i>Receivables related to current income tax</i>	7 630
<i>Deferred income tax</i>	201 907
Other assets	475 798
Assets held for sale	1 036
<b>TOTAL ASSETS</b>	<b>53 616 796</b>

<b>LIABILITIES AND EQUITY</b>	
<b>Liabilities</b>	
Amounts due to other banks and financial institutions	582 167
Derivative financial instruments	1 282 422
Amounts due to customers	46 643 530
Liabilities from issue of debt securities	811 979
Other liabilities	349 714
Provisions	13 848
<b>Total liabilities</b>	<b>49 683 660</b>
<b>Equity</b>	
Share capital	953 763
Purchased own shares – nominal value	(696)
Retained earnings	556 953
Net profit	820
Other capital reserves	2 422 296
<b>Total equity</b>	<b>3 933 136</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>53 616 796</b>

Warsaw, 7 February 2012

### **Accounting situation of the Company in a form of the statement drawn up for the merger purposes**

The Management Board of Get Bank S.A. with its registered office in Warsaw (the „**Company**”) hereby announces that the Company’s accounting situation as at 2 January 2012 was in compliance with the figures presented in the attached balance sheet as at 2 January 2012.

The attached balance sheet was prepared using the same methods and in the same format as the last annual balance sheet of the Company and was not yet audited by the statutory auditor within the meaning of the Polish Accounting Act.

**On behalf of Get Bank S.A:**

---

Radosław Stefurak  
President of the Management Board

---

Karol Karolkiewicz  
Member of the Management Board

---

Grzegorz Słoka  
Member of the Management Board

---

Marcin Dec  
Member of the Management Board

---

Radosław Radowski  
Member of the Management Board

<b>BALANCE SHEET OF GET BANK S.A.</b>	<b>as at 2 Jan 2012 in PLN '000</b>
<b>AKTYWA</b>	
Cash in hand and transactions with the Central Bank	30 661
Receivables from banks and other financial institutions	14 479
Financial assets held for trading	583 695
Financial instruments available for sale	189 274
Interest in subordinated entities	5 800 000
Pledged assets	9 072
Intangible assets	10 708
Tangible fixed assets	7 114
Income tax assets, including:	104 054
<i>Receivables related to current income tax</i>	0
<i>Deferred income tax</i>	104 054
Other assets	7 090
<b>TOTAL ASSETS</b>	<b>6 756 147</b>

<b>LIABILITIES AND EQUITY</b>	
<b>Liabilities</b>	
Amounts due to other banks and financial institutions	9 177
Derivative financial instruments	542
Amounts due to customers	746 862
Other liabilities	7 560
Provisions	28 029
<b>Total liabilities</b>	<b>792 170</b>
<b>Equity</b>	
Share capital	2 245 526
Retained earnings	(504 485)
Net loss	11
Other capital reserves	4 222 925
<b>Total equity</b>	<b>5 963 977</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>6 756 147</b>