

MINUTES FROM A MEETING OF THE MANAGEMENT BOARD

Resolution No. 59/2018 of the Management Board of Getin Noble Bank S.A. dated 26 January 2018

on the increase of the initial capital of the Company within the limits of the target capital by way of private subscription of C series bearer shares and exclusion of existing shareholders of pre-emptive rights to C series shares

On the basis of Article 29a of the Articles of Association of the Bank and Article 446 of the Polish Code of Commercial Companies and Partnerships, the Management Board of the Company hereby adopts as follows:

§ 1

1. The Management Board increases the initial capital of the Company by the amount of PLN 189,999,95.64 (in words: one hundred eighty-nine million nine hundred ninety-nine thousand and sixty-four) by way of the issue of 69 597 068 (in words: sixty-nine million five hundred ninety-seven thousand sixty-eight) bearer shares C series of the value of PLN 2.73 (in words: two zloty and seventy-three) each ("New Issue Shares").
2. The New Issue Shares shall be offered and issued by way of private subscription in the meaning of Article 431(2)(1) of the Polish Code of Commercial Companies and Partnerships.
3. The New Issue Shares shall participate in the dividend according to the following rules:
 - a) In the event where the New Issue Shares are entered in securities account at the latest on the Dividend Date determined for the purposes of the distribution of profit for a given financial year, the shares shall participate in the profit for the previous financial year, i.e. from the 1st January of the financial year directly preceding the financial year when the Shares were entered in securities account,
 - b) In the event where the New Issue Shares are entered in securities account after the Dividend Date determined for the purposes of the distribution of profit for a given financial year, the shares shall participate in the dividend starting from the 1st January of the financial year when the Shares were entered in securities account,
4. The New Issue Shares can solely be covered with an in-kind contribution.
5. The issue price of a New Issue Share amounts PLN 2.73 (in words: two zloty and seventy-three) per one share.
6. Up to 31 March 2018 at the latest the Company shall conclude share take up agreement with investors to whom the Company addressed its private subscription offer in the meaning of Article 431(2)(1) of the Polish Code of Commercial Companies and Partnerships and who accepted the offer.
7. C series shares after they are dematerialized and registered in the securities deposit operated by the National Depository for Securities shall be introduced to trading on the regulated market of the Warsaw Stock Exchange S.A.
8. The Management Board of the Bank shall take all necessary steps to implement the resolution correctly and meet legal requirements.

§ 2

The resolution comes into force on the day the General Meeting of the Bank adopts the resolution on exclusion of existing shareholders of pre-emptive rights to C series shares, yet the capital of the Bank shall be increased on the day of its entering into the register of entrepreneurs of the National Court Register.

The President of the Management Board stated that the resolution was adopted unanimously in an open voting.

**Resolution No. 60/2018
of the Management Board of Getin Noble Bank S.A.
dated 26 January 2018**

on amendments to the Articles of Association of the Company in connection with the increase in the initial capital of the Company within the target capital by way of private subscription of C series shares

On the basis of Article 430 and 431 in connection with Article 453(1) of the Act of 15 September 2009 Code of Commercial Companies and Partnerships (Journal of Laws No. 94, item 1037 later amended) ("Code"), the Management Board of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

In connection with the adoption of Resolution No. 59/2018 of the Management Board dated 26 January 2018 on the increase of the initial capital of the Company within the limits of the target capital by way of private subscription of C series bearer shares ("Resolution on C Series Share Issue"), Article 29 (1) of the Articles of Association of the Company shall be read as follows:

"Article 29

1. The Bank's share capital amounts to PLN 2,651,630,416.89 (in words: two billion six hundred fifty-one million six hundred thirty thousand four hundred sixteen zloty and eighty-nine) and is divided into:

- a) 888.381.106 (eight hundred eighty-three million three hundred eighty-one thousand one hundred six) A series shares;*
- b) 18.315.019 (eighteen million three hundred fifteen thousand nineteen) B series shares;*
- c) 69 597 068 (in words: sixty-nine million five hundred ninety-seven thousand sixty-eight) C series shares*
of the nominal value of PLN 2.73 (in words: two zloty and seventy-three) each".

§ 2

The Resolution comes into force on the day of its adoption. The amendments to the Articles of Association as described in § 1 (1) of this Resolution come into force on the day of its entering into the register of entrepreneurs of the National Court Register.

The President of the Management Board stated that the resolution was adopted unanimously in an open voting.