

Warsaw, 20 March 2014

Supervisory Board

Getin Noble Bank S.A.

Motion

The Management Board of Getin Noble Bank S.A., acting under Article 382(3) of the Polish Code of Commercial Companies and Partnerships, hereby submits to the Supervisory Board the motion regarding the allocation of profit of Getin Noble Bank S.A. for the financial year 2013 and covering the remaining undivided loss from previous years.

The Management Board of Getin Noble Bank S.A. decided to address the Annual General Meeting of the Company to adopt a resolution on allocation of Getin Noble Bank S.A. net profit for the financial year 2013 in the amount of **PLN 310,755,470.41** (in words: *three hundred ten million seven hundred fifty-five thousand four hundred seventy zloty and forty one*) for covering the undivided net loss of Getin Noble Bank S.A. from previous years resulting from operational loss of the Bank incurred in connection with the correction of the financial results from previous years made in the financial statements for 2013 as a result of retrospective application of changes to the accounting principles in the calculation of insurance sale remuneration and adapting it to the recommendation of the Polish Financial Supervision Authority dated 23 December 2013 (DRB/DRB_III/732/77/1/2013). The total level of the correction of the financial results resulting from changes to the accounting principles amounted PLN -362,825,092.83.

At the same time the Management Board of the Bank addresses the Annual General Meeting to give consent to cover the remaining undivided net loss of Getin Noble Bank S.A. from previous years resulting from the above changes to the accounting principles in the amount of PLN -52,069,622.42 (in words: *fifty-two million sixty-nine thousand six hundred and twenty-two zloty forty-two*) from the reserve fund.

In connection with the continuation of the new strategy of the Bank and taking into account new supervisory regulations regarding capital adequacy implemented by Regulation No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, as well as the opinion of the Polish Financial Supervision Authority dated 19 December 2013 of the Bank's dividend policy rules in 2014 for the financial year 2013, in the opinion of the Management Board such decision shall strengthen the Bank's capital and therefore shall positively influence the capital adequacy ratio and the liquidity ratio and shall improve the credit financing source structure. The above shall also positively influence the Bank's image as an institution taking care of the safety of deposits of its clients.