

## **NOTICE OF THE MANAGEMENT BOARD OF GETIN NOBLE BANK S.A. CONVENING THE ORDINARY GENERAL MEETING**

The Management Board of Getin Noble Bank Spółka Akcyjna with its registered office in Warsaw, ul. Przyokopowa 33, 01-208 Warsaw, entered in the Register of Entrepreneurs kept by the District Court for the capital city of Warsaw, 12<sup>th</sup> Commercial Division of the National Court Register under KRS No 0000304735, ("Company"), acting pursuant to Article 399 §1 in connection with Article 395, Article 402<sup>1</sup>, Article 402<sup>2</sup> and Article 406<sup>5</sup> of the Commercial Companies Code (CCC) and §6 of the Company's Articles of Association, hereby convenes the Ordinary General Meeting of Getin Noble Bank S.A. to be held on **29 May 2020 at 2.00 pm** in the Company's registered office, in Warsaw, at ul. Przyokopowa 33.

### **Agenda:**

1. Opening of the session.
2. Election of the Chairman.
3. Stating that the Ordinary General Meeting is duly convened and capable of adopting resolutions.
4. Adoption of the agenda.
5. Adoption of a resolution on the examination and approval of the Management Board report on the operations of the Getin Noble Bank S.A. Capital Group and Getin Noble Bank S.A. in 2019, including "Statement on Non-Financial Information of the Getin Noble Bank S.A. Capital Group and of Getin Noble Bank S.A. for the year 2019".
6. Adoption of a resolution on the examination and approval of the financial statements of Getin Noble Bank S.A. for the year ended on 31 December 2019.
7. Adoption of a resolution on the examination and approval of the consolidated financial statements of the Getin Noble Bank S.A. Capital Group for the year ended on 31 December 2019.
8. Adoption of a resolution on the approval of reports of the Supervisory Board of Getin Noble Bank S.A. for the financial year 2019, including a brief assessment of the Company's situation and an assessment of the Bank's remuneration policy.
9. Adoption of a resolution on the covering of Getin Noble Bank S.A.'s loss for the year 2019 and losses from previous years.
10. Adoption of resolutions on the acknowledgement of the fulfilment of duties by Members of the Management Board of Getin Noble Bank S.A. in the year 2019.
11. Adoption of resolutions on the acknowledgement of the fulfilment of duties by Members of the Supervisory Board of Getin Noble Bank S.A. in the year 2019.
12. Adoption of resolutions on the appointment of Members of the Supervisory Board of Getin Noble Bank S.A.
13. Adoption of a resolution on the approval of "Remuneration Policy for Members of the Management Board and Members of the Supervisory Board of Getin Noble Bank S.A."
14. Adoption of a resolution on changing the remuneration of Members of the Supervisory Board of Getin Noble Bank S.A.
15. Adoption of a resolution on the approval of amendments to the Articles of Association of Getin Noble Bank S.A.
16. Closing of the session.

### **INFORMATION ON THE RIGHT TO PARTICIPATE THE GENERAL MEETING**

#### **Date of registration of participation in the Ordinary General Meeting (Article 406<sup>1</sup> of the CCC)**

The date of registration of participation in the General Meeting is **13 May 2020** ("Registration Date"), falling 16 days before the Bank's General Meeting.

## **Right to participate in the General Meeting (Article 402<sup>2</sup> item 4 of the CCC)**

Pursuant to Article 406<sup>1</sup> of the CCC, only persons who are the company's shareholders sixteen days before the date of the General Meeting (date of registration of participation in the Ordinary General Meeting) have the right to participate in the General Meeting of Getin Noble Bank S.A.

In order to exercise the right to participate, a shareholder should submit a request for a registered certificate on the right to participate in the General Meeting to an entity keeping the securities account, no sooner than after the notice convening the Ordinary General Meeting, i.e. no sooner than on 29 April 2020, and no later than on the first weekday following the date of registration of participation in the General Meeting, i.e. no later than on 14 May 2020.

For the avoidance of any doubts regarding a person's right to participate in the General Meeting, the persons entitled to participate in the General Meeting and their proxies should carry the certificates on the right to participate in the General Meeting.

The Company shall draw up a list of persons entitled to participate in the General Meeting on the basis of the a drawn up by the entity keeping the securities deposit in accordance with the regulations on trading in financial instruments. The entity keeping the securities deposit shall draw up the list on the basis of lists submitted by entities entitled under regulations on trading in financial instruments, no later than twelve days before the date of the General Meeting (i.e. 17 May 2020) . The lists submitted to the entity keeping the securities deposit shall be drawn up on the basis of certificates on the right to participate in the Company's General Meeting.

The list of shareholders entitled to participate in the General Meeting will be made available in the Company's registered office, at ul. Przyokopowa 33 (Conference Centre in the Wola Center building), 01-208 Warsaw, three weekdays before the General Meeting is held, starting from 26 May 2020, between 9:00am and 4:00pm. A shareholder of the Company may request that a list of shareholders entitled to participate in the General Meeting be sent to him/her via e-mail free of charge, upon provision of his/her own e-mail address to which such list should be sent, or may request that a copy of the List of Shareholders be sent by letter. The request shall be made in electronic form in ".pdf" or ".jpg" format and sent exclusively to the following e-mail address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl). The request should be accompanied by copies of documents confirming the identity of the Shareholder or of the persons acting on his/her behalf.

The persons entitled to participate in the General Meeting will be able to receive voting cards on the day of the General Meeting, immediately before entering the session room, starting from 1:30pm.

## **DESCRIPTION OF THE PROCEDURES RELATING TO PARTICIPATION IN THE GENERAL MEETING AND EXERCISE OF VOTING RIGHTS**

### **A shareholder's right to request putting particular matters on the agenda of the General Meeting (Article 402<sup>2</sup> item 2(a) of the CCC):**

Pursuant to Article 401 § 1 of the CCC, a Shareholder or Shareholders representing at least one-twentieth of the Company's share capital may request that certain matters be put on the agenda of the General Meeting. Such request of a Shareholder/Shareholders should be submitted to the Management Board in written or electronic form no later than twenty-one days before the agreed date of the Meeting, i.e. no later than by 8 May 2020. The request should contain the reasons or a draft resolution on the proposed matter or item of the agenda.

The Shareholder/Shareholders requesting that particular matters be put on the agenda must accompany their request with a deposit certificate issued by a proper authority and confirming the fact that the Shareholder/Shareholders holds/hold the part of the Company's share capital required to make the above request, as at the day of the request. Additionally, persons acting on behalf of a Shareholder/Shareholders being an institution, legal person or other entities for which the confirmation of representation requires submission of appropriate documents specifying the rules of representation in force at the Shareholder's/Shareholders' entity, shall accompany the above request with the original documents or their copies certified in accordance with the laws applicable in this respect. If further powers of attorney are granted, the continuity of authorisation must be proved.

The obligation to attach the documents referred to above concerns both the written and electronic communication of the request, in the form appropriate for each of the manners of communication */paper document or a photocopy or scan thereof converted to PDF format/*. A request in the written form, together with all attachments, should be submitted upon confirmation of receipt at the Company's registered office: ul. Przyokopowa 33, 01-208 Warsaw, or sent to the Company's address: Przyokopowa 33, 01-208 Warsaw, upon confirmation of dispatch and upon confirmation of receipt, or in the case of electronic form – sent to the Company to the following address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl).

The effective date of submission of the above request will be evidenced by the date of its receipt by the Company, and in the event of electronic form – the date of placing the request in the Company's e-mail system. In the case of shareholders submitting requests by using electronic means of communication, documents should be sent in PDF format. All correspondence regarding the aforementioned matters and all documents shall be made and communicated in Polish. Documents drawn-up in another language should be accompanied by a sworn translation into Polish.

Requests made by Shareholders who use electronic means of communication otherwise than via the aforementioned e-mail address or who fail to comply with the requirements set forth above shall not cause legal effects with regard to the Company and, as such, they shall not be taken into account.

The Company may take reasonable actions in order to verify the identity of a Shareholder or Shareholders and validity of the documents sent.

The Management Board will announce the amendments to the agenda made at the above request immediately, but no later than eighteen days before the agreed date of the General Meeting, i.e. by 11 May 2020; the new agenda will be announced in the manner appropriate for convening a General Meeting.

#### **A shareholder's right to submit draft resolutions concerning matters put on the agenda of the General Meeting or matters which are to be put on the agenda before the date of the General Meeting (Article 402<sup>2</sup> item 2(b) of the CCC)**

Pursuant to Article 401 § 4 of the CCC, a Shareholder or Shareholders representing at least one twentieth of the share capital of the Company may, before the date of the General Meeting, submit their own draft resolutions concerning matters put on the agenda of the General Meeting or matters which are to be put on the agenda before the date of the General Meeting. The above draft resolutions must be submitted to the Company in writing or electronically no later than 24 hours before the date of the General Meeting due to the fact that they need to be announced by the Company on the website.

A Shareholder or Shareholders submitting their own draft resolution concerning matters put on the agenda of the General Meeting or matters which are to be put on the agenda before the date of the General Meeting must accompany the submission with a deposit certificate issued by a proper authority and confirming the fact that the Shareholder/Shareholders holds/hold the part of the Company's share capital required to make the above submission.

Additionally, in the case of Shareholder or Shareholders being an institution, legal person or other entity whose representation requires submission of relevant documents in accordance with the rules on their representation, it is also required to accompany the above submission with the original documents or their copies. If further authorisation is granted, the continuity of authorisation must be proved.

The obligation to attach the documents referred to above concerns both the written and electronic communication of the submission, in the form appropriate for each of the manners of communication */paper document or a photocopy or scan thereof converted to PDF format/*.

A submission in the written form, together with all attachments, should be made upon confirmation of receipt at the Company's registered office: ul. Przyokopowa 33, 01-208 Warsaw, or sent to the Company's address: Przyokopowa 33, 01-208 Warsaw, upon confirmation of dispatch and upon confirmation of receipt, or in the case of electronic form – sent to the Company to the following address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl). All correspondence regarding the aforementioned matters and all documents shall be made and communicated in Polish. Documents drawn-up in another language should be accompanied by a sworn translation into Polish.

The effective date of making of the above submission will be evidenced by the date of its receipt by the Company, and in the event of electronic form – the date of placing the submission in the Company's e-mail system.

Draft resolutions submitted by shareholders by using electronic means of communication should be sent in PDF format. Requests made by shareholders who use electronic means of communication otherwise than via the aforementioned e-mail address or who fail to comply with the requirements set forth above shall not cause legal effects with regard to the Bank and, as such, they shall not be taken into account.

The Company may take reasonable actions in order to verify the identity of a Shareholder or Shareholders and validity of the documents sent. The Company shall immediately announce the above draft resolutions on its website.

### **A shareholder's right to submit draft resolutions concerning matters put on the agenda during the General Meeting (Article 402<sup>2</sup> item 2(c) of the CCC)**

Pursuant to Article 401 § 5 of the CCC, during the General Meeting, each Shareholder may submit draft resolutions concerning the matters put on the agenda.

### **Right to appoint a proxy, forms of power of attorney and manner of giving notice about the granting of powers of attorney in electronic form together with manners of verifying the validity of powers of attorney (Article 402<sup>2</sup> item 2(d) of the CCC)**

Pursuant to Article 412 et seq. of the CCC, a Shareholder may participate in the General Meeting and exercise his/her voting rights in person or by Proxy. A Proxy shall exercise all powers of the Shareholder in the General Meeting, unless otherwise the power of attorney provides for otherwise. A Proxy may grant a further power of attorney, if this follows from the content of the power of attorney (however, in accordance with Article 412<sup>2</sup> § 3 of the CCC, if a proxy is a Member of the Management Board, a Member of the Supervisory Board, an employee of the Company, a member of the governing bodies or an employee of the Company's subsidiary, the granting of a further power of attorney shall be excluded). A Proxy may represent more than one Shareholder and vote differently under the shares of each Shareholder. A shareholder in a public company holding shares registered on more than one securities account may appoint separate Proxies to exercise the rights attached to the shares registered on each account. A Shareholder who is not a natural person may participate in the General Meeting and exercise a voting right through a person authorised to make statements of will on its behalf or by Proxy.

The power of attorney to participate in the General Meeting and exercise a voting right must be granted in writing or submitted electronically. If the power of attorney is granted electronically, the Shareholder shall inform the Company about this fact by e-mail to the Company's e-mail address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl). A model form for giving notice about the granting of a power of attorney in electronic form, which after filling in accordance with the instructions contained therein, should be sent by the Shareholder to the Company's e-mail address specified above, is available for downloading on the Company's website <https://www.gnb.pl/walne-zgromadzenie>, in the Forms tab. In the case of a Shareholder being an institution, a legal person or other entity whose representation requires submission of relevant documents in accordance with the rules on their representation, it is required to accompany the power of attorney or notice of granting a power of attorney in electronic form with such documents, in the form appropriate for each of the manners of communication */paper document or a photocopy or scan thereof converted to PDF format/*. The Company does not obligate shareholders to grant a power of attorney on the above-mentioned form.

A notice of granting a power of attorney in electronic form must be made within 24 hours before the date of the General Meeting due to the need to complete the verification activities.

A member of the Company's Management Board and a Company's employee may be proxies of shareholders in the General Meeting. If a proxy at the General Meeting is a member of the management board, member of the supervisory board, liquidator, employee of the Company or member of the governing bodies, employee of the Company's subsidiary or a cooperative related to the Company, the power of attorney may authorise to represent only at a single General Meeting. A Proxy is obliged to disclose any circumstances which cause or could cause a conflict of interest to the shareholder. The granting of further powers of attorney shall be excluded.

In order to substantiate the information contained in the notice, the form shall be accompanied by a scan of the registered

certificate on the right to participate in the General Meeting issued by an entity keeping the securities account.

The notice of granting a power of attorney in electronic form should also include one of the following documents attached to it in “.pdf” or “.jpg” format:

- in the case of a shareholder who is a natural person – a scan of the ID card or an equivalent proof of identity – the scan may be struck through, and details – other than the photograph, the name, surname and address (if included in the document) may be defaced,
- in the case of a shareholder who is a legal person or an unincorporated entity – the information corresponding to the current excerpt from the National Court Register or from other equivalent public register, retrieved on the date of notification.

In order to identify a proxy, the Company's Management Board reserves the right to request the proxy to produce the following documents upon making the attendance list of persons authorised to participate in the Company's General Meeting:

- in the case of a proxy who is a natural person - ID card, passport or other official proof of identity of the proxy, and a power of attorney – if it has not been already submitted.
- in the case of a proxy of a shareholder who is a legal person – the original or a copy (certified to be true and exact by a notary or other entity authorised to certify copies) of an extract from the relevant register in which the shareholder, who is a legal person, is registered.

In the event of any doubts or other situations calling for explanations, the Company may take other reasonable actions aimed at identifying a Shareholder or Shareholders and verifying the validity of the presented powers of attorney, notices and documents. The powers of attorney in a paper form /also printed from an electronic form/ shall be attached by the Company to the minutes of the General Meeting.

A notice of granting a power of attorney in electronic form should be made within 24 hours before the date of commencement of the Ordinary General Meeting session, due to the need to verify the submitted documents.

### **The manner of exercising a voting right by a Proxy by using the form**

The model form for exercising a voting right by a Proxy or for giving a Proxy written instructions concerning the votes to be cast by the Shareholder, as referred to in Article 402 (3), § 1 item 5 and §3 items 1-4 of the Commercial Companies Code, is available for downloading on the Company's website <https://www.gnb.pl/walne-zgromadzenie>, in the Forms tab.

The aforementioned form, after being completed by the Shareholder granting the power of attorney, in the event of open voting in the General Meeting, may be used as a voting card for the Proxy if the Proxy was obliged to do so by the Shareholder. However, in the event of secret voting, a completed form should serve only as a written instruction on the manner of voting by the Proxy in that voting, and it should be retained by the Proxy. If the Proxy casts the vote using the form, he/she must deliver it to the Chairman of the General Meeting no later than before the end of the voting on the resolution for which, in accordance with the Shareholder's instructions, the form is to be used. The Chairman of the General Meeting informs the General Meeting that a vote has been cast using the form and thus the vote shall be taken into account while counting votes cast in the voting on a given resolution. The form used in a voting shall be attached to the book of minutes.

If votes in the General Meeting are counted with the use of electronic devices, the form authoring a proxy's exercise of a voting right by will not apply.

### **The possibility to participate in the General Meeting and exercise voting rights by using electronic means of communication; information on how to take the floor during the General Meeting with the use of electronic means of communication and information on how to exercise voting rights by mail (Article 402<sup>2</sup> item 2(e) – (g) of the CCC):**

The Bank's Articles of Association the General Meeting By-laws provide for a possibility to exercise a voting right during the General Meeting with the use of electronic means of communication. In each case, such possibility shall be decided

upon by the Management Board. Furthermore, the General Meeting By-laws do not provide for a possibility to cast a vote at the General Meeting by mail.

Shareholders may participate in the General Meeting and exercise voting rights with the use of electronic means of communication. The terms and conditions of participation in the General Meeting with the use of electronic means of communication are specified in the Rules of participation in the General Meeting with the use of electronic means of communication, adopted by the Bank's Management Board and the Supervisory Board and available here: <https://www.gnb.pl/walne-zgromadzenie>

A shareholder is obliged to notify the Company of his/her intention to participate in the General Meeting with the use of electronic means of communication ("Notification"), in accordance with the model contained in the Rules of participation in the General Meeting with the use of electronic means of communication, which is available here: <https://www.gnb.pl/walne-zgromadzenie>

A shareholder should have the equipment and Internet access meeting the technical requirements enabling access and uninterrupted transmission of a session of the Ordinary General Meeting of Shareholders, as described in the Rules of participation in the General Meeting with the use of electronic means of communication, which is available here: <https://www.gnb.pl/walne-zgromadzenie>.

A shareholder or a shareholder's proxy shall send the Notification to the Company by 22 May 2020, 5:00pm, to the following address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl).

After positive verification of a shareholder's rights and, alternatively, the powers of attorney granted, the Company shall send the shareholder or his/her proxy, no later than by 27 May 2020, 5:00pm, a detailed instruction on how to sign up for the IT platform enabling participation in the General Meeting with the use of electronic means of communication.

Correspondence with the Company via the system enabling participation in the General Meeting with the use of electronic means of communication shall be in Polish.

The risk associated with a shareholder's use of electronic communication shall be borne by the Shareholder.

The Company informs that the General Meeting session will be broadcast in real-time via the Internet. A link to the broadcast enabling one to receive a real-time transmission of the General Meeting session in Polish will be posted on the Company's website, at: <https://www.gnb.pl/walne-zgromadzenie>

#### **PLACE WHERE INFORMATION CONCERNING THE GENERAL MEETING IS MADE AVAILABLE (ARTICLE 402<sup>2</sup> item 5 OF THE CCC)**

Pursuant to Article 402<sup>3</sup> § 1 of the CCC, the full text of the documentation which is to be presented to the General Meeting, as well as draft resolutions will be posted on the Company's website, at: <https://www.gnb.pl/walne-zgromadzenie> and will be made available at the Company's registered office, on the date of convening the General Meeting.

A notice of the Management Board of Getin Noble Bank S.A. convening the General Meeting is available on the website <https://www.gnb.pl/walne-zgromadzenie>

#### **ADDRESS OF THE WEBSITE CONTAINING INFORMATION CONCERNING THE GENERAL MEETING (ARTICLE 402<sup>2</sup> item 6 OF THE CCC):**

All information concerning the General Meeting is available on the Company's website, at: <https://www.gnb.pl/walne-zgromadzenie>

If you have questions or doubts concerning participation in the General Meeting, please contact the Company at this e-mail address: [walne.zgromadzenie@noblebank.pl](mailto:walne.zgromadzenie@noblebank.pl)

## **INFORMATION ON THE PROCESSING OF PERSONAL DATA OF SHAREHOLDERS AND THEIR PROXIES**

Information related to the processing of personal data of shareholders and their proxies by Getin Noble Bank S.A. is available on the [www.gnb.pl](http://www.gnb.pl) website in the "General Meeting" section - <https://www.gnb.pl/walne-zgromadzenie>

Comments of the Company's Management Board or Supervisory Board relating to matters included in the agenda of the General Meetings or matters which are to be included in the agenda before the date of the General Meetings will be available on the Company's website immediately after being drawn-up.

## **OTHER PROVISIONS**

### **Proposed amendments to the Articles of Association of Getin Noble Bank S.A.**

Pursuant to the requirements of Article 402 § 2 of the CCC, the Bank's Management Board announces the proposed amendments to the Articles of Association of Getin Noble Bank S.A.:

a) amendment to §4 par. 3(20), as follows:

from the current wording

"§4 par. 3(20) provide financial leasing services"

to the new wording

"§4 par. 3(20) provide leasing services,"

b) amendment to §4 par. 3(23), as follows:

from the current wording

"§4 par. 3(23) provide services to initiate a payment transaction from a user's payment account kept with another payment service provider;"

to the new wording

"§4 par. 3(23) provide payment transaction initiation services,"

c) amendment to §4 par. 3(24), as follows:

from the current wording

"§4 par. 3(24) provide services for access information about a user's payment accounts kept with another provider or with more than one payment service provider

to the new wording

"§4 par. 3(24) provide account information access services."

### **Information for the shareholders of Getin Noble Bank S.A on the terms and conditions of assessment of suitability of a candidate for a member of the supervisory board.**

In connection with the planned appointment of the Supervisory Board of Getin Noble Bank S.A. ("Supervisory Board") for a new term of office, the Company provides Shareholders with information on the terms and conditions of assessment of suitability of candidates for a Member of the Bank's Supervisory Board at the appointment stage.

In accordance with the Bank's "Assessment policy for the suitability of persons performing key functions at GNB S.A.", a candidate for a Member of the Supervisory Board is subject to an assessment of suitability, which includes an assessment of their professional qualifications, reputation and additional criteria. The suitability assessment is carried out by the HR and Appointment Committee of the Supervisory Board ("HRAC").

In order to enable the HRAC to carry out the suitability assessment, a candidate for a Member of the Company's Supervisory Board should perform a self-assessment using a dedicated Self-assessment Form prepared by the Bank

for this purpose.

The Bank's Shareholder may, personally or through a proxy, collect the Self-assessment Form and a list of required documents and information at the Company's registered office, on working days from Monday to Friday between 9:00am and 4:00pm or, at the Shareholder's request, the Bank will deliver the relevant documents to the Shareholder or his/her proxy by registered mail or send them in electronic form to the indicated correspondence address or e-mail address, respectively.

The Self-assessment Form completed by a candidate for a Member of the Supervisory Board, together with other documents, should be delivered to the Bank within a time limit enabling the HRAC to assess the candidate's suitability to perform the function of a Member of the Supervisory Board no later than 7 working days before the announced date of the Bank's Ordinary General Meeting, i.e. no later than on 20 May 2020.

The completed Self-assessment Form together with other documents shall be delivered (in person or by registered mail) by a Shareholder or his/her proxy to the following address: *Getin Noble Bank S.A., the Management Board's office, with a note "to the attention of the HR and Appointment Committee of the Supervisory Board", ul. Przyokopowa 33, 01-208 Warsaw.*

Following the HRAC's assessment of a candidate's suitability to perform the function of a Member of the Bank's Supervisory Board, the HRAC communicates its results to the Bank's Shareholder authorised to propose candidates for a Member of the Bank's Supervisory Board, in a form agreed with him/her, no later than 6 days before the date of the Bank's Ordinary General Meeting.

Having received the HRAC's assessment, the Shareholder or his/her proxy should finally confirm the candidature with the Management Board's office personally via the following e-mail address: [biuro.zarzadu@gnb.pl](mailto:biuro.zarzadu@gnb.pl) 3 working days prior to the announced date of the Bank's Ordinary General Meeting, i.e. no later than on 25 May 2020.

Then, having obtained the final confirmation referred to above, the Company shall communicate the results of the assessment to the Bank's Ordinary General Meeting, as long as the agenda includes an item concerning the appointment of a Member of the Supervisory Board. Proposing a candidate for a Member of the Supervisory Board may entail the obligation for the Company to publish a current report in accordance with applicable law.