

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The amendments to the Articles of Association of the Company are introduced in order to adapt the text of the Articles of Association to the types of activities Getin Noble Bank S.A. Some amendments are of editorial nature. The detailed information on the amendments to the Articles of Association of the Company together with the justification is available at: <http://en.gnb.pl/walne-zgromadzenie> in fold: "Documentation presented to the General Meeting"

The amendments to the Articles of Association of the Bank the Polish Financial Supervision Authority consented to (Decision No. DLB/DLB_WL1/700/32/3/2014/ŁK dated 14 August 2014) are as follows:

- 1) **Article 4(3)(8) in the following wording is deleted:** *"8) conduct insurance solicitation activities in favour of open-ended pension funds"*, and the numeration of next points is changed respectively,
- 2) **in Article 4(3) points 20 and 21 are added as follows:**
 - "20) perform finance leasing services,*
 - 21) conduct factoring and forfaiting activities.;*
- 3) **in connection with the amendments presented above Article 4(3) shall be read as follows:**
 - "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) *perform a function of a depositary for pension funds and investment funds;*
 - 9) *maintain, as commissioned, registers of investment fund participants and registers of a pension fund members;*
 - 10) *administer funds as commissioned;*
 - 11) *acquire investment funds certificates;*

- 12) *perform agency services in transactions involving purchase and/or sale of receivables;*
- 13) *provide accounting services to the Bank's related entities within the meaning of the Polish Accounting Act;*
- 14) *manage funds for customers;*
- 15) *perform agency services in selling and repurchasing investment funds participation units as well as participation units in foreign investment funds;*
- 16) *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;*
- 17) *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;*
- 18) *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;*
- 19) *perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company,*
- 20) *perform finance leasing services,*
- 21) *conduct factoring and forfaiting activities.*

4) in Article 7 paragraphs 4-7 are added as follows:

"4. Shareholders can participate in the General Meeting using means of electronic communication provided the Management Board decides so. The Management Board makes the abovementioned decision if the Bank fulfills technical conditions necessary to enable the shareholders to participate in the General Meeting using means of electronic communication, and in particular:

- 1) *real time transmission of the General Meeting,*
- 2) *real time two-way communication, where shareholders can present their opinion during the Meeting while being in other place than the General Meeting is held,*
- 3) *voting personally or through proxy before or during the Meeting.*

5. Each time the General Meeting is convened, the Management Board announces whether it is possible to participate in the General Meeting using means of electronic communication and what requirement and limitations of such participation are necessary to identify shareholders and secure the electronic communication.

6. The rules of participation of shareholders in the General Meeting as well as other methods of communication of shareholders with the Bank are set out in the Rules of the General Meeting of the Bank. The Rules of the General Meeting can authorize the Management Board to set out additional, other than those set in the Rules, methods of communication of shareholders with the Bank using means of electronic communication. The Management Board

shall include additional methods of communication in the announcement on the convocation of the General Meeting.

7. Regardless of the above, the Bank can transmit the General Meeting through the Internet, record the Meeting and place the record on the Bank's website after the Meeting.”;

- 5) Article 19(1) in the following wording:** *“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.”*

is amended as follows:

“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”;

- 6) Article 23(3) in the following wording is deleted:** *„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”, and the numeration of next points is changed respectively;*

- 7) in Article 23 paragraph 2 is added as follows:** *„2. In the organizational structure of the Bank there are operational units separated which execute statutory activities of the Bank within customer service, banking products and services”, and the numeration of next points is changed respectively;*

- 8) in Article 23(4) the following words are deleted:** *“by way of resolution”;*

- 9) in Article 23(5) the following words:** *“shall be defined in the Bank's Rules of Organization adopted by the Management Board by way of a resolution”*

is amended as follows:

„shall be defined in the Bank's organizational rules adopted by the Management Board.”

- 10) in reference to the amendments set out in point 6-8 above, Article 23 is read as follows:**

„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 the organizational structure of the Bank there are operational units separated which execute statutory activities of the Bank within customer service, banking products and services”

3. 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.

4. The decision to establish or disband an organizational unit shall be made by 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 organizational rules adopted by the Management Board."

11) in Article 25 points 5-9 in the following wording are deleted:

„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 detailed rules of the internal control system at the Bank as well as the organization and the scope of activities of the internal audit unit are determined by the Management Board in accordance with binding laws and the highest standards developed by the banking environment.

8. The Internal Audit Department shall have a status which guarantees its autonomous and impartial operation and powers needed to pursue its goals.

9. The Internal Audit Department shall directly report to the President of the Bank's Management Board.

and new points 5-6 are added in the following wording:

“5. The internal control system includes:

1) risk control mechanism,

2) compliance of the Bank's activities with binding laws and internal regulations,

3) internal audit,

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.

6. The detailed rules of the internal control system are determined by the Management Board and approved by the Supervisory Board.”

12) Article 26 in the following wording: „§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.”

is amended as follows:

„Article 26

1. The Internal Audit Department shall have a status which guarantees its autonomous and impartial operation and powers needed to pursue its goals.
2. The Internal Audit Department shall directly report to the President of the Bank’s Management Board.
3. 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.”

13) Article 39(2) in the following wording is deleted: „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.”

and Article 39 is read as follows:

„Article 39

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 Rzeczpospolita.”

The amendments to the Articles of Association of the Bank that require consent of the Polish Financial Supervision Authority are as follows:

1) **Article 4(3)(15) in the following wording is deleted:** „15) perform agency services in selling and repurchasing investment funds participation units as well as participation units in foreign investment funds;”

and Article 4(3)(15) is read as follows:

„15) perform agency services in selling and repurchasing investment funds participation units as well as participation units in foreign investment funds as well as carrying out subscription for investment funds participation units and investment funds investment certificates;”.