

distribution allowing to get the most of current position of the Bank in order to increase the number of active and loyal customers.

Actions taken by Getin Noble Bank S.A. will be a continuance of Getin Up strategy, which aim is to offer clients functional and simple products and to achieve new, higher level of service quality. Designed changes are the essence of best technological solutions distinguished by the simplicity and functionality on the market. The Bank plans further capital investments in the context of tangible assets and IT related to the modernization of the branch network, development of modern e-banking and self-service branches Getin Point.

In 2015 the Bank intends to maintain the strong development of corporate banking and in public sector within the new operating philosophy of Getin Noble Bank S.A. As a consequence, following years the Bank strives not only to maintain, but also to increase its position on polish market in terms of financing purchase of vehicles in the form of car loans and leases. Like as vehicles financing, the Bank will continue its activity in terms of financing and servicing the micro companies and real estate development. New philosophy of the Bank's activities, oriented on satisfying the diverse needs of customers of banking services, for Getin Noble Bank SA means also greater openness to cooperation and, in consequence, meeting the needs of public sector entities.

In 2015 the Bank will be oriented towards the following goals:

- providing high quality of customer service and a positive image of the Bank; continuing to build customer-oriented approach – changes in products and process towards more friendly for customers,
- maintaining the “entrepreneurial character” of managing the organization, as a key driver of competitive advantage,
- ensuring stable and liquidity secure development of the Bank - controlling the level of the risk in the Bank's operations, maintaining capital adequacy ratio above 12%, the gradual reduction of the cost of financing.

The Bank's activity is closely linked with the situation on the financial markets, on the interest rates market and the stability of the polish currency. Long-lasting low levels of interest rates will limit obtaining of high interest income in 2015. The relevant element, which impact the realization of goals is further development of situation regarding Swiss Franc. The decision of Swiss Central Bank concerning the change in the approach to the franc exchange rate policy resulted in a significant perturbations on the financial market. Getin Noble Bank SA actively participates in the activities undertaken to find a systemic solution of problems arising from the appreciation of the Swiss currency and with the involvement of Polish Bank Association is in dialogue with other stakeholders in this area. As of the date of these report, due to the openness of the topic, the impact of the situation on the future financial results of the Bank cannot be quantified.

7. Corporate governance

7.1. Compliance with best practices

In 2014 Getin Noble Bank S.A. complied with the corporate governance rules as described in The Code of Best Practices for WSE Listed Companies launched by Resolution No. 19/1307/2012 of the Warsaw Stock Exchange Supervisory Board dated 21 November 2012, with the exclusion of the provisions described below.

The document can be accessed at the official website of the Warsaw Stock Exchange dedicated to corporate governance (<http://www.corp-gov.gpw.pl/publications.asp>).

I. RECOMMENDATIONS FOR BEST PRACTICE FOR LISTED COMPANIES

„5. A company should have a remuneration policy and rules of defining of policy. The remuneration policy should in particular determine the form, structure, and level of remuneration of members of supervisory and management bodies. Commission Recommendation of 14 December 2004 fostering an appropriate regime for the remuneration of directors of listed companies (2004/913/EC) and Commission Recommendation of 30 April 2009 complementing that Recommendation (2009/385/EC) should apply in defining the remuneration policy for members of supervisory and management bodies of the company”

In 2014 the Bank partially adapted to the requirements of this recommendation to the extent that results from the resolutions No. 258/2011 and 259/2011 of the Polish Financial Supervision Authority dated 4 October 2011. The Bank does not apply the provisions of the recommendation in terms of going beyond the content of the regulations generally applicable in Poland. Taking into account that according to the recommendations of the European Commission, Poland is obliged to take the necessary measures to support the adoption of principles contained in these recommendations, for the full implementation of the above mentioned principle, the Bank believes it is necessary to regulate the manner of implementation of recommendations in a consistent manner for all listed companies and in line with the prevailing Polish legal system. In so far as relevant regulations are introduced, the Bank immediately takes steps to adapt to it. Within the scope of the provisions of the resolutions No. 258/2011 and 259/2011 the Bank has adapted its internal regulations with effect from the date of entry into force of the resolutions of the Commission, ie. at 31 December 2011, in particular by adopting a policy for variable components of remuneration of managers and establishing the Remuneration Committee within the Supervisory Board.

„9. The WSE recommends to public companies and their shareholders that they ensure a balanced proportion of women and men in management and supervisory functions in companies, thus reinforcing the creativity and innovation of the companies' economic business”

In opinion of the Bank's Management Board the main criterion for selection of members of the Management Board and the Supervisory Board is their professional attitude and competencies for the applied position, so other conditions like gender of the candidate should not matter. Therefore, the Bank does not consider it legitimate to impose the parity and the choice of the members of the Management and the Supervisory Board is to be decided by eligible authorities.

„12. A company should enable its shareholders to exercise the voting right during a General Meeting either in person or through a plenipotentiary, outside the venue of the General Meeting, using electronic communication means.”

In 2014 the Bank did not apply this rule due to technical, economic and regulatory reasons, having regard to the lack of appropriate ICT solutions and the significant costs of servicing of the communication with shareholders or their plenipotentiaries, which in the Bank's opinion are disproportionate to the potential benefits.

However, taking into account the technical development and growing market experience in e-meetings, the Management Board of the Bank has already, in 2014, undertaken efforts aiming at preparing the Bank to the implementation of the rule. The Bank assumes that it is to happen immediately after the adoption by AGM amendments to the Rules of the General Shareholders Meeting.

II. BEST PRACTICE FOR MANAGEMENT BOARDS OF LISTED COMPANIES:

„1 A company should operate a corporate website and publish on it, in addition to information required by legal regulations: 9a) a record of the General Meeting in audio or video format”

In 2014 the Bank did not apply this rule because of economic reasons. In the Bank's Management Board opinion the costs of technical servicing of audio and video registration of the General Meeting, are not reasonable because of the current shareholders structure of the Bank.

However, having regard to the fact that the Bank has taken efforts to implement electronic means of communication while General Meeting, similar efforts has been taken to technical servicing of audio and video registration of the General Meeting. The Bank assumes implementation of this rule in 2015 together with rules concerning e-meetings.

IV. BEST PRACTICES OF SHAREHOLDERS:

„10. A company should enable its shareholders to participate in a General Meeting using electronic communication means through:

- 1) real-life broadcast of General Meetings,
- 2) real-time bilateral communication where shareholders may take the floor during a General Meeting from a location other than the General Meeting,”

In 2014 the Bank did not apply this rule due to technical, economic and regulatory reasons, having regard to the lack of appropriate ICT solutions and the significant costs of servicing of the communication with shareholders or their plenipotentiaries, which in the Bank's opinion are disproportionate to the potential benefits.

However, taking into account the technical development and growing market experience in e-meetings, the Management Board of the Bank has already, in 2014, undertaken efforts aiming at preparing the Bank to the implementation of the rule. The Bank assumes that it is to happen immediately after the adoption by AGM amendments to the Rules of the General Shareholders Meeting.

Bank's shareholders with major shareholding

The ownership structure of major shareholdings as at the date of this report in accordance with the information held by the Bank were as follows:

	Number of shares	Number of votes at AGM	% share in share capital	% share in votes at AGM
LC Corp B.V.	1,011,728,750	1,011,728,750	38.18%	38.18%
Leszek Czarnecki (directly)	264,626,609	264,626,609	9.99%	9.99%
ING Otwarty Fundusz Emerytalny	220,000,000	220,000,000	8.30%	8.30%
Getin Holding S.A.	200,314,774	200,314,774	7.56%	7.56%
Aviva Otwarty Fundusz Emerytalny Aviva BZ WBK	174,300,000	174,300,000	6.58%	6.58%
Other shareholders	779,173,186	779,173,186	29.39%	29.39%
Total	2,650,143,319	2,650,143,319	100.00%	100.00%

Special rights and limitations concerning the issuer's equity securities

All shares of Getin Noble Bank S.A. are ordinary bearer shares with no special control rights.

The Bank's Articles of Association does not introduce any limitations concerning voting rights, like limitation for holders of specific share or amount of shares or time limits concerning execution of voting rights. It also does not contain resolutions regarding separation of capital rights and shareholding.

There are also no limitations in trading in equity securities issued by the Bank.

7.2. Supervisory and management authorities of the Bank

The functioning and rights of the General Shareholders Meeting

The General Shareholders Meeting is the superior governing body of the Bank. The General Meeting is convened as an ordinary or extraordinary one pursuant to the generally applicable regulations, the Bank's Articles of Association and the Rules of the General Shareholders Meeting. Corporate documents are available at the Bank's website.

The General Shareholders Meeting, among other matters specified in the Bank's Articles of Association, has the authority to:

- review and approve the Bank's financial statements for the previous financial year,
- review and approve the Directors' Report on the Bank's operations in a financial year,
- adopt resolution on the distribution of profits or covering of losses,
- acknowledge the fulfillment of duties by the members of Supervisory and Management Board,
- appoint and recall members of the Supervisory Board,
- amend and set of consolidated text of the Bank's Articles of Association,
- adopt resolutions to increase or decrease the Bank's share capital,
- adopt resolutions on the redemption of the Bank's shares, terms and conditions thereof,
- adopt resolutions on issuing convertible bonds or bonds with pre-emptive rights to acquire shares and subscription warrants,
- adopt resolutions to sell or lease the Company's business or an organized part thereof and to establish a limited property right thereon,
- adopt resolutions regarding other issues brought before the General Meeting by the authorized bodies and the powers reserved to the law and the Articles of Association.

The Company's shareholders exercise their rights pursuant to the generally applicable regulations, the Bank's Articles of Association and the Rules of the General Shareholders Meeting.

Amendments to the Bank's Articles of Association

Amendments to the Bank's Articles of Association are made by the General Meeting, in a way and course defined in Code of Commercial Companies, so the amendments require the resolution of the General Meeting and National Court Register entry. Moreover, according to article 34.2 of Banking Law Act, the amendments in the Bank's Articles of Association concerning the privilege or limitation of voting rights in Bank being a joint stock company, require the approval of the Polish Financial Supervision Authority, as well as the following amendments:

- Bank's name,
- the registered office, scope of Bank's activities with the consideration of transactions mentioned in article 69.2, p. 1-7 of the act dated 29 July 2005 on trade in financial instruments, which the Bank is going to execute according to article 70.2 of the resolution,
- the Bank's authorities and their competencies, with particular consideration of competencies of the Management Board members, which are mentioned in article 22b.1 of the Banking Law Act, and the rules of decision making, Bank's basic organizational structure, the rules of making statements on property rights and duties, course of establishing internal regulations and course of making decisions on assuming obligations or disposal of assets, which total value in relation to one subject exceeds 5% of the equity,
- rules of the internal control system,
- the Bank's own funds and its financial economy.

Composition and functioning of the Supervisory Board

The Supervisory Board shall act pursuant to provisions of the Banking Law Act, the Commercial Companies Code, other universally binding applicable regulations and pursuant to the Articles of Association and Rules of the Supervisory Board. The Supervisory Board shall exercise on-going supervision over the Bank's business to the extent provided for by the laws referred to above. The Supervisory Board shall consist of 5 to 8 members appointed and dismissed by the General Meeting in a course determined in the Articles of Association. The Supervisory Board shall exercise its duties collectively, however may delegate its members to exercise separate supervisory duties individually. Members of the Supervisory Board shall be appointed for the joint term of office of 3-years.

As at the date of these Director's Report, the composition of the Bank's Supervisory Board was as follows

Supervisory Board of Getin Noble Banku S.A.	
President of the Supervisory Board	dr Leszek Czarnecki
Vice-president of the Supervisory Board	Remigiusz Baliński
Members of the Supervisory Board	Krzysztof Bielecki
	Rafał Juszcak
	Jacek Lisik

On 24 April 2014 the Shareholders General Meeting of the Bank adopted a resolution appointing members of the Supervisory Board remained unchanged for the next joint term of office ending on the date of the General Meeting approving the Bank's financial statements for the year 2016.

On 2 October 2014 Mr. Michał Kowalczewski resigned from membership in the Supervisory Board of the Bank and acting in it as a member of the Supervisory Board with effect from 31 December 2014. On 9 October 2014 the Extraordinary General Meeting of the Bank's Shareholders resolved to appoint to the Supervisory Board of Getin Noble Bank S.A. Mr. Krzysztof Jarosław Bielecki as a member of the Supervisory Board with effect from 1 January 2015. On 12 December 2014 the Supervisory Board of the Bank decided to induct Mr. Remigiusz Baliński as Vice-president of the Supervisory Board.

Audit Committee

The tasks of the Audit Committee are executed by the whole Supervisory Board of the Bank. The objective of executing by Supervisory Board the tasks of Audit Committee is fulfilling its supervisory duties within the processes of financial reporting, risk management, financial review as well as the internal control system and audit. The Supervisory Board appointed coordinator for the tasks of the Audit Committee and the permanent advisor of the Supervisory Board, who shall be obliged to assist the Supervisory Board in matters related to the exercise by the Supervisory Board tasks of Audit Committee, which include, in particular:

- monitoring of the financial reporting process,
- monitoring of the effectiveness of the internal control and risk management systems,
- monitoring of the work of the internal audit,
- monitoring of the financial review activities in the Company and monitoring the independence of the auditor and the company authorized to audit financial statements.

The Supervisory Board in the exercise of the tasks of the Audit Committee may request the Management Board and employees of certain information in the field of accounting, finance, internal control, internal audit and risk management, which is necessary to carry out its activities.

The Remuneration Committee

The Remuneration Committee consists of two members appointed by the Supervisory Board among its Members, an absolute majority of votes. In its activities Committee takes into consideration careful and stable risk management, equity and liquidity, with particular attention to the long-term welfare of the Bank as well as satisfying the expectations of shareholders and investors. Among the activities of Remuneration Committee is issuing an opinion on the policy of the variable components of the remuneration of managers at the Bank, including in particular the amount and components of remuneration. The Committee monitors and issues an opinion on remuneration of managers related to risk management as well as compliance of the Bank activities with law and internal regulations.

The composition, principles, appointing, dismissing and rights of the Management Board

The Bank's Management Board acts on the basis of provisions of the Act of 29 August 1997 – the Banking Law, the Act of 15 September 2000 – Code of Commercial Companies, the Bank's Articles of Association and the Rules of the Management Board, which defines the detailed scope of organization and procedures for the Management Board's acting and procedures of adopting resolutions, making decisions and expressing opinions. The Management Board manages the affairs of the Bank and represents it outside. The members of the Management Board fulfill their duties personally. The Management Board makes decision within its competencies during the meetings convened in accordance with provisions of the Management Board's Rules. The Management Board's meetings hold at least once a week and are convened by the President of the Management Board, who also chairs them. In case of his absence, the President is replaced by another member of the Management Board indicated by the President. Conclusions of the Management Board's meetings are made through resolutions. In order for a resolution to be valid the presence of majority of the Management Board members is required. The participation in a meeting is also possible by means of remote communication, especially by means of phone or video communication, enabling identification of meeting participant. The Management Board's resolutions shall be passed by the ordinary majority of the votes. In case of equality of votes, the vote of the Management Board's President is decisive. After fulfillment of conditions determined in the Rules of the Management Board, resolutions may be adopted by the Management Board also in special course, without convening and taking place of the Management Board, i.e. (i) by circular by means of remote communication, particularly by voting with the use of e-mail, or fax and then placing a signature to resolutions by the Management Board's members in accordance with given vote, (ii) by voting in writing by signing by each member of the Management Board of proposed resolution (cards with signatures of the Management Board's members to given resolution) with indication whether member votes "for", "against" or "abstain from voting" and submitting signed resolution to the Management Board's President.

As at the date of these Director's Report, the composition of the Bank's Management Board was as follows:

Management Board of Getin Noble Bank S.A.	
President of the Management Board	Krzysztof Rosiński
Members of the Management Board	Krzysztof Basiaga
	Marcin Dec
	Karol Karolkiewicz
	Krzysztof Spyra
	Radosław Stefurak
	Maciej Szczechura
	Grzegorz Tracz

During the 12-month period ended 31 December 2014 and until the date of approval of these report the following changes occurred in the composition of the Bank's Management Board:

With effect from 1 January 2014 Mr. Marcin Dec became a member of the Management Board of the Bank in accordance with a resolution of the Supervisory Board dated 7 November 2013. On 27 March 2014 the Supervisory Board of the Bank adopted a resolution appointing members of the Management Board remained unchanged for the next joint term of office ending on the date of the General Meeting approving the Bank's financial statements for the year 2016. On 12 December 2014 the Supervisory Board appointed Mr. Krzysztof Basiaga as a member of the Management Board with effect from 1 January 2015.

Committees

According to the Head Office Organizational Regulations adopted by the Board, at the Bank operate the following committees, which operate under separate internal arrangements

Asset and Liability Committee

Asset/Liability Committee (ALCO) acts as a consultative and advisory body, assisting the Bank's Management Board in the effective management of assets and liabilities of the Bank to ensure the implementation of the current financial plans and secure long-term development of the Bank. The scope of ALCO includes mainly: liquidity risk, interest rate risk, currency risk, capital risk.

Credit Risk Committee

Credit Risk Committee serves as an advisory body in the process of credit risk management in the Bank. The aim of its activities is to recommend scope of activities regarding credit risk related tasks as well as initiating activities of credit risk management in respect of units of the Bank responsible for credit risk management.

Credit Committee of the Bank

The Bank's Credit Committee is the consultative and/or decision-making body, according to the credit decision mode adopted in the Bank, dealing with all matters relating to the credit risk of the ongoing transactions. In assessing the credit risk, the Credit Committee considers matters related to the lending activity, such as: requests for a loan or other type of engagement being beyond the competence of individual units, and applications for a loan containing derogations from the existing procedures and internal regulations; applications for setting exposure limits to customers of the Bank and exposure limits to borrowers, issuers and other banks. The Bank's Credit Committee consists of four members and their deputies, including the Chairman and Vice Chairman (s) who are appointed by the CEO from among the members of the Bank's Management Board or employees of the Bank with the principle that person who are called by virtue of his post are responsible for reviewing claims and management of credit risk in the Bank.

Consultative Committee of the Bank

Consultative Committee supports Credit Committee of the Bank and consists of two to four members appointed by the Member of the Management Board responsible for the Credit Risk and Debt Collection.

The core activities of the Committee is to analyze credit applications (i.a. mortgage loans) including verification of client, investment, collateral and giving and opinion on the application. Recommendations given by the Consultative Committee are not valid. The deliberations of the Committee held an ad hoc basis, by teleconference or, exceptionally using e-mail.

Credit Committee of the Company and Corporate Credit Acceptance Center

The Credit Committee of the Company and Corporate Credit Acceptance Center operates at the Credit Committee of the Bank. It is responsible for process of assessment and approval of loan applications from corporate customers and

undertakes projects to ensure the safe conduct of banking activities in this area. The committee members are appointed by a decision of the Board Member supervising the finance area.

Operational Risk Committee

Operational Risk Committee fulfills the supporting role to the Bank's Management Board with regard to: operational risk management - through the exercise of consultative and advisory functions in the process of operational risk management and the management of compliance risk - because of its close association with the legal risk constituting a category of operational risk - by the performance of advisory function, recommending specific procedure for the management of compliance risk.

Product Committee of the Bank

The Bank's Product Committee is the consultative body dealing with all issues related to the assessment of the adequacy of the offered investment products to the needs of customers of the Bank. Committee performs its duties in accordance with the principles of transparency of the structure of products and its documentation.

Data Quality Committee

Data Quality Committee fulfills the supporting role to the Bank's Management Board with regard to: management of data classified in relevant groups of data, monitoring of data quality verification, assuring high quality of data in the Bank, consulting the development plans of standards affecting the data quality. The aim of the Data Quality Committee is, among others, to recommend the Management Board with actions ensuring high data quality as well as taking actions aiming at quality data promotion. Members of the Data Quality Committee are appointed by a decision of the President of the Management Board. The Committee is led by the Chairman of the Committee, who sets the dates of meetings, at least once a quarter.

Remuneration of Supervisory Board and Management Board of the Bank

The remuneration (excluding remuneration surcharges) paid to individual Members of the Management Board of Getin Noble Bank S.A. is presented in the table below:

01.01.2014 – 31.12.2014	Fixed components of remuneration PLN thousand	Other benefits* PLN thousand
Krzysztof Rosiński	750	1,782
Marcin Dec	660	594
Karol Karolkiewicz	360	432
Krzysztof Spyra	539	238
Radosław Stefurak	504	1,012
Maciej Szczechura	480	526
Grzegorz Tracz	503	833
Total remuneration of Management Board of the Bank	3,796	5,417

* Other benefits mainly comprise of benefits arising from the Variable Components of Remuneration Policy and the settlement of the last tranche of the Management Share Option Scheme

In accordance with the Bank's remuneration Policy, Members of the Management Board shall be entitled to a bonus for 2014, part of which will be paid in 2015, and part will be deferred for 2016-2018. In 2014 was made a provision for the payment of bonus for the Members of the Management Board in the amount of PLN 6.0 million.

01.01.2014 – 31.12.2014	Fixed components of remuneration	Other benefits
	PLN thousand	PLN thousand
Leszek Czarnecki	-	2,653
Remigiusz Baliński	18	25
Michał Kowalczewski	53	-
Jacek Lisik	53	-
Total remuneration of Supervisory Board of the Bank	124	2,678

* Other benefits include the settlement of the last tranche of the Management Share Option Scheme.

Bank's agreements with managing persons

The contracts of 6 from 8 of Members of the Management Board envisage a payment of additional remuneration amounting to salary received and due within full 6 calendar months following the agreement termination date in case of termination of agreement by the Bank or dismissal of Manager from the function in the Bank's Management Board before the lapse of the term on which agreement was concluded, except for termination of agreement without notice in case of gross breach of provisions of the agreement.

Bank's shares held by members of supervisory and management bodies

The structure of Getin Noble Bank S.A. shares held by members of the Management Board and the Supervisory Board as at the date of approval of this report are presented below:

Members of the Supervisory and Management Board	Function	Number of shares of the Bank on their own account
Leszek Czarnecki ¹⁾	President of the Supervisory Board	264,626,609
Remigiusz Baliński	Vice - President of the Supervisory Board	521,530
Krzysztof Rosiński	President of the Management Board	2,110,573
Marcin Dec	Member of the Management Board	13,762
Karol Karolkiewicz	Member of the Management Board	76,737
Krzysztof Spyra ²⁾	Member of the Management Board	-
Radosław Stęfurak	Member of the Management Board	126,315
Maciej Szczechura	Member of the Management Board	22,936
Grzegorz Tracz	Member of the Management Board	192,691

¹⁾ To the best knowledge of Mr Leszek Czarnecki, President of the Supervisory Board, his subordinate entities own the following shares of the Bank: LC Corp B.V. – 1,011,728,750 shares, Getin Holding S.A. – 200,314,774 shares, Fundacja Jolanty i Leszka Czarneckich – 3,519,273 shares, RB Investcom Sp. z o.o. – 101,850 shares, Idea Expert S.A. – 7,799 shares.

²⁾ To the best knowledge of Mr Krzysztof Spyra, Member of the Management Board, his subordinate entities own the following shares of the Bank: KKBBK Investments Ltd. – 16,029,083 shares.

7.3. Internal control and risk management systems relating to the financial statements

The process of preparation of financial statements in Getin Noble Bank S.A. is realized within Financial Department, and its basis is the accounting policy adopted by the Management Board of the Bank and accounting organization in the Bank. The substantive control of the preparation of the financial statements is exercised by the Chief Accountant of the Bank and the Member of the Management Board responsible for the Financial Department.

In order to ensure true and fair information in the financial statements, in the Bank exists an internal control system, being the element of the Bank's management system. System of internal control is adopted to the organizational structure of the Bank, and involve Bank units and branches as well as subsidiaries.

The internal control system consists of the following items:

- risk control mechanisms – relate to all employees and include procedures relating to banking and banking activities, limits and self-control tasks performed in order to mitigate errors in the Bank's operations, to report deficiencies and to ensure the fairness of accounting records.
- functional control – performed by every employee with respect to quality and correctness of performing their tasks, as well as performed by their direct supervisors and their co-workers, resulting from the organizational structure of the Bank.
- institutional control/ internal audit – performed by the separated and independent unit – Internal Audit Department, whose objective is to identify and assess the risk in each area of the Bank's operations.

The objective of the internal control system is to support the Bank's management, including decision processes, which lead to ensure effectiveness of the Bank's operations, credibility of the financial reporting and compliance with the legal acts and internal regulations through ensuring the compliance of the performed tasks with the procedures and ongoing reaction for irregularities, and monitoring of the effectiveness of the implemented control mechanisms. As a part of the internal control systems the Bank identifies the risk relating to each operation, transaction, product and process resulting from the organizational structure of the Bank.

Significant task of the internal control system is to secure the assets, to review of loan exposures, to mitigate and to identify errors in data processing, to ensure the credibility of the accounting records, to improve the effectiveness of operations and to stimulate the complying with the agreed strategy and policy of the Bank.

Operating of the internal control system and risk management with respect to the financial statements preparation process are based on the control mechanisms embedded in the reporting systems and on the ongoing verification of the compliance with the accounting records and other documents underlying the financial statements as well as the regulations regarding the accounting standards and financial reporting.

The control mechanisms cover the tasks performed in the Bank including: competences, regulations, limits and procedures relating to the activities of Getin Noble Bank S.A. and control activities performed by its employees and its supervisors, which relate to the performed activities. Mechanisms are of control nature and are incorporated both in the internal regulations and IT system of the Bank. Moreover the Management Board of the Bank take actions to ensure continuation of monitoring of efficiency of internal control mechanisms and identifies areas of business, transactions, activities and other issues for constant monitoring.

Auditor of the financial statements

On 31 March 2014 the Supervisory Board of the Bank made the resolution on the appointment of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. with its registered office in Warsaw as the statutory auditor of the financial statements of the Bank for 2014. The agreement with respect to the review of the interim financial statements and consolidated financial statements as well as audit of the annual financial statements and consolidated financial statements Getin Noble Bank S.A. for the financial year 2014 was signed on 8 July 2014. The Bank used the services of Deloitte Polska Spółka z ograniczoną odpowiedzialnością Sp. k. for the audit of financial statements for 2012 and 2013.

The detailed information on the contracts concluded with the auditor and its remuneration have been presented in the note II.44 to the financial statements of the Getin Noble Bank S.A. for the year ended 31 December 2014.

8. Corporate social responsibility

Getin Noble Bank S.A. develops its corporate social responsibility activities (CSR). The Bank adopted internal Code of Conduct, which defines rules of ethical relationship between employees, employees and customers, as well as conducting of business by the Bank. In accordance with Getin Up business strategy, Code of conduct is to improve business oriented to customer and apply good practices as well as achieving by Getin Noble Bank high position in terms of ethical standards, honesty, responsibility and trustworthiness.

As part of the CSR the Bank also undertakes a number of activities aimed at the active involvement of its employees in the pro-social events. One of those events is annually organized Bieg Fair Play. In 2014 almost 3.5 thousand of employees and Bank's friends participated in the run in Warsaw, Katowice and Wrocław. It is a charity event - as a result of which over PLN 26 thousand were donated to the treatment and rehabilitation of Maja and Robert – kids of the Bank's employees. Bieg Fair Play, through the ongoing interest of the employees of the Bank, is the regular element of CSR activities, and its third edition is planned in 2015. The idea of sport promotion, which met the applause of the Management Board, allowed to take next action – appointment of official Running Representation of Getin Noble Bank S.A., which is composed of employees taking part in the biggest running events in Poland.

One of the corporate social responsibility events was charity project 'Getin Dzieciom', whose aim was to support children's hospice. The Getin Noble Bank initiative involved transfer of funds, as well as preparation of radio play for the youngest patients. Employees, chosen in an internal casting for the best voice of a lecturer, have played the most beautiful Andersen's fairy tales, recordings took place in professional phonographic studio with the participation of actress Magdalena Rózcicka. At the end the employees of the Bank visited hospice for children in Warsaw, Katowice and Wrocław, giving 1,000 colorful mp3 for children with recorded fairy tales and symbolic cheques.

Getin Noble Bank S.A. actively supports social activities – one of them is blood donation campaign Getin Crew combined with the registration of bone marrow donors, organized in three cities at the same time - in Warsaw, Katowice and Wrocław. In 2014 within two edition of the campaign the Bank's employees have donated 100 liters of blood, and over 60 donors have been registered.

In 2014, the Bank supported several schools providing them with hardware, which enabled educational activities for students and allowed to equip computer labs. Employees of the Bank within the annual initiatives gathered tangible gifts for local shelters for people in need and third edition of donations to animals. Due to the great openness and involvement of employees, calendar of social initiatives of Getin Noble Bank is regularly extended by new activities.

9. Additional information

Significant agreements

On 20 March 2014 Getin Noble Bank S.A. entered into an agreement requiring Getin Holding S.A. to sell 858,334 ordinary registered shares of Towarzystwo Ubezpieczeń Europa S.A., with a total nominal value of PLN 3,433 thousand, representing a total of 9.08% of the share capital and entitling to a total of 9.08% of votes at the general meeting of shareholders for a total price of PLN 165,658 thousand. The settlement of the transaction and transfer of shares took place on 8 April 2014. At the same time, on 8 April 2014 the Bank and Getin Holding S.A. went into agreement under which the Bank has established