



**Getin Noble Bank S.A.**

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## ARTICLES OF ASSOCIATION OF GETIN NOBLE BANK SPÓŁKA AKCYJNA

*Warsaw, 30.01.2020*

## **ARTICLES OF ASSOCIATION of Getin Noble Bank Spółka Akcyjna**

### **CHAPTER 1 GENERAL PROVISIONS**

#### **Article 1**

Getin Noble Bank Spółka Akcyjna, hereinafter referred to as the "Bank" or the "Company" is a bank organized as a joint-stock company under applicable provisions of law including, without limitation, the Polish Banking Law, the Polish Commercial Companies Code and these Articles of Association.

#### **Article 2**

The name of the Bank shall be: "Getin Noble Bank Spółka Akcyjna". The Company may use an abbreviated form of its name: "Getin Noble Bank S.A."

#### **Article 3**

1. The Bank shall operate in the territory of the Republic of Poland and abroad.
2. The Bank may establish branches in the territory of the Republic of Poland and abroad
3. The Bank may establish branches in the territory of the Republic of Poland.
4. The duration of the Company shall be perpetual.

### **CHAPTER 2 BUSINESS ACTIVITY OF THE BANK**

#### **Article 4**

1. The Bank's business shall include banking activities and other financial services in domestic or foreign dealings.
2. The Bank's business shall include the following banking activities:
  - 1) accepting cash deposits payable on demand or on maturity date and keeping accounts for such deposits,
  - 2) keeping other types of bank accounts;
  - 3) granting bank loans;
  - 4) granting and confirming bank guarantees, and opening and confirming letters of credit;
  - 5) issuing bank securities;
  - 6) conducting bank cash settlements;
  - 7) granting cash loans;
  - 8) issuing payment cards and processing card operations;
  - 9) performing term financial operations;
  - 10) buying and selling cash receivables;
  - 11) buying and selling foreign currencies;
  - 12) granting and confirming sureties;
  - 13) performing commissioned operations connected with issuing securities;
  - 14) acting as an agent in money transfers and foreign exchange settlements;
  - 15) concluding cheque, bill of exchange and warrant transactions;
  - 16) safekeeping of valuables and securities, and provision of safe boxes;
  - 17) issuing of electronic payment instrument.
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 depository 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,
  - 22) offer financial instruments regarding investment certificates,
  - 23) to render payment initiation services from the user account run by other payment services provider,
  - 24) to render user account information services run by other payment services provider or by more than one payment services provider.
4. The Bank may commission other banks and entities to perform activities which constitute its business and may also provide financial services to such banks and entities, subject to the applicable provisions of law, including, without limitation, the Polish Banking Law, and regulations governing the commissioning of banking activities and related services to third parties.

#### **Article 4<sup>1</sup>**

The Bank may perform activities connected with filing applications by electronic mail using data transmission system for establishment of children's benefits and sending to the Social Insurance Institution, upon client's request, data necessary for certification in order to create user account in the system provided by the Social Insurance Institution"

### **CHAPTER 3 GOVERNING BODIES OF THE BANK**

#### **Article 5**

The Bank's governing bodies shall be as follows:

1. the General Meeting,
2. the Supervisory Board, and
3. the Management Board.

### **Section 1 GENERAL MEETING**

#### **Article 6**

1. The General Meeting shall be convened by the Management Board.

2. The General Meeting shall be convened as an ordinary or extraordinary one and shall take place at the Bank's registered office or elsewhere in the territory of the Republic of Poland.
3. The Annual General Meeting should be held within six months after the end of each financial year.
4. The Annual General Meeting may be convened by the Supervisory Board if the Management Board does not convene the Meeting within the time limit specified in paragraph 3 above and the Extraordinary General Meeting may be convened by the Supervisory Board if the Supervisory Board finds it advisable, and the Management Board does not convene the Meeting within two weeks from the date of the Supervisory Board's request for convening the Meeting.
5. A shareholder or shareholders representing at least 1/20 of the share capital may require that particular items should be put on the agenda of the General Meeting. This requirement should be reported to the Management Board not later than twenty one days prior to the General Meeting. And it should contain justification or draft resolution regarding the proposed item of the agenda. A shareholder or shareholders representing at least 1/20 of the share capital may require that an Extraordinary General Meeting of Shareholders should be convened. Such a request shall be made to the Management Board in writing and/or in electronic form.
6. The agenda of the Annual General Meeting should include the following items:
  - 1) considering and approving the Management Board's report on the Bank's activities and the Bank's financial statements for the previous financial year;
  - 2) adopting a resolutions on distribution of the Bank's profit or on covering of the Bank's loss;
  - 3) granting a vote of acceptance to the members of the Management Board and of the Supervisory Board in respect of the performance of their duties.
7. The General Meeting shall also have the authority to:
  - 1) amend these Articles of Association and adopt a uniform text of Articles;
  - 2) increase or reduce the Bank's share capital;
  - 3) appoint and recall members of the Supervisory Board and set the rules for the payment of remuneration to such members;
  - 4) consider and approve reports on the activities of the Supervisory Board;
  - 5) issue convertible bonds, bonds with priority rights, and subscription warrants;
  - 6) set the dividend record date and the dividend payment date;
  - 7) create or terminate special funds;
  - 8) redeem shares and set detailed conditions for their redemption;
  - 9) sell or lease the Company's business or an organized part thereof and to establish a limited property right thereon;
  - 10) merge, divide or liquidate the Bank;
  - 12) appoint liquidators;
  - 13) adopt the Rules of the Bank's General Meeting;
  - 14) adopt resolutions on other matters included on the agenda of the General Meeting by authorized persons and on matters reserved to the competence of the General Meeting under applicable provisions of law and these Articles of Association.
8. The General Meeting may adopt resolutions even if it has not been formally convened, provided that the entire share capital is represented at the Meeting and that none of the participants of the Meeting has made any objection to hold the Meeting or to put particular matter or particular matters on the agenda for the Meeting.
9. Purchase and sale of real property, perpetual usufruct or an interest in real property do not require a resolution of the General Meeting.
10. Matters proposed by the Management Board for consideration of the General Meeting should obtain the Supervisory Board's prior opinion.

#### **Article 7**

1. Each share entitles to one vote at the General Meeting.
2. Each shareholder may participate in the General Meeting in person or represented by its representative appointed under a proxy made in writing authorizing to attend the Meeting and, if authorized under the proxy, to exercise voting right at the Meeting.

3. From the date of the Bank being granted the status of a public company, a proxy to attend and vote at the General Meeting may be granted in writing or in electronic form.
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.

#### **Article 8**

1. A General Meeting shall be valid if at least a quarter of the Bank's share capital is represented at the Meeting.
2. Resolutions of the General Meeting shall be adopted by an absolute majority of votes, unless otherwise provided by law.

#### **Article 9**

1. Voting at the General Meeting shall be open.
2. A secret ballot shall be ordered when electing and when voting on motions to dismiss members of the Bank's Supervisory Board, or to hold them accountable, as well as in personnel matters. A secret ballot shall also be ordered if so requested by at least one of shareholders present or represented at the General Meeting.
3. The provisions of paragraph 1 and 2 shall not apply if the General Meeting is attended by one shareholder only.

### **Section 2 SUPERVISORY BOARD**

#### **Article 10**

1. The Supervisory Board shall exercise an ongoing supervision over the Bank's activities.
2. The Supervisory Board shall act in accordance with the applicable provisions of law, these Articles of Association and the provisions of the Supervisory Board Rules adopted by it.
3. The Supervisory Board, apart from other matters set out in legal provisions and herein, shall have the authority to:
  - 1) determine the remuneration to be paid to the members of the Management Board;
  - 2) supervise all of the Bank's activities,
  - 3) approve the Bank's long-term development plans as well as its annual financial plans,
  - 4) consent to the Bank's joining commercial law companies, including purchase and acquisition of shares or equity interests in companies, excluding:
    - a) decisions to purchase shares admitted to trading on the regulated market,
    - b) purchasing shares and equity interests in collection proceedings,
    - c) purchasing shares and equity interests up to PLN 1,000,000.00 as regards a single company, at acquisition prices,

- 5) consent to the sale of shares and equity interests, excluding:
  - a) decisions to sell shares admitted to trading on the regulated market,
  - b) selling shares or equity interests purchased in collection proceedings,
  - c) selling shares or equity interests up to PLN 1,000,000.00 as regards a single company, at the net book value of shares or equity interests in the Bank's books,
- 6) give opinions on motions proposed for consideration by the General Meeting.
- 7) pass regulations concerning the extension of loans, advances, guarantees or sureties for persons and entities referred to in Article 79(1) of the Polish Banking Law as well as decide on the extension of loans, advances, guarantees or sureties, in the specific amount, to the members of the Management Board and the Supervisory Board,
- 8) appoint a statutory auditor to audit the Bank's financial statements;
- 9) consent to the purchase or sale of real property, perpetual usufruct or an interest in real property, except for purchase or sale executed in collection proceedings,
- 10) to provide opinion to transactions concluded with the entities associated with the Bank, according to the terms and ruled adopted by the Supervisory Board,
- 11) approve the Management Board's Rules and other rules envisaged in the Articles of Association and in the Polish Banking Law,
- 12) considering and giving recommendations as well as making assessments within the whistleblowing.

#### **Article 11**

1. The Supervisory Board shall, at any time have access to the Bank's premises, its books and documents, as well as to all of the Bank's assets, and may require information and explanations if it finds it necessary for the performance of its statutory duties.
2. The Supervisory Board shall supervise, in particular, the introduction of the Bank's management system and shall assess its adequacy and effectiveness.
3. In performing its duties, the Supervisory Board may, if it finds it appropriate, use the services of third-party advisers and experts.

#### **Article 12**

1. The Supervisory Board shall consist of five to eight members appointed for the joint term of office of three years.
2. The mandates of the Supervisory Board members shall expire on the date on which the General Meeting approving the Bank's financial statements and the report on the activities for the last full financial year of their office is held.
3. In case a member of the Supervisory Board dies, resigns or is dismissed from the post, that member's mandate shall expire.
4. Any member of the Supervisory Board may be dismissed at any time.
5. If the mandate of a member of the Supervisory Board expires before the end of the term of the Supervisory Board's office, the next General Meeting should elect a new member for the rest of the term.

#### **Article 13**

1. The Supervisory Board shall elect the Chairman and the Deputy Chairman from among its members.
2. Meetings of the Supervisory Board shall be convened by its Chairperson on his own initiative or at the request of another member of the Supervisory Board and/or of the Management Board. A meeting of the Supervisory Board shall be convened by the Deputy Chairman or a person authorized by the Chairman.

#### **Article 14**

1. Resolutions of the Supervisory Board shall be adopted when at least half of them, including the Chairman or the Deputy Chairman, are present and all members of the Supervisory Board are invited to the meeting.
2. Resolutions of the Supervisory Board shall be adopted by a simple majority of votes. In the event of an equal number of votes cast, the Chairman shall have the casting vote.
3. The Supervisory Board members may participate in adopting resolutions casting their votes in writing through another member of the Supervisory Board. Casting the votes in writing may not refer to items placed on the agenda during a Supervisory Board meeting.



4. The Supervisory Board may adopt resolutions using paper ballots as well as using means of direct remote communication, provided that all the members of the Supervisory Board have been notified of the text of each of the resolutions to be adopted.

5. Adopting resolutions under the procedure described in paragraph 3 and 4 shall not apply to appointing, recalling and suspending the Chairman and the Deputy Chairman of the Supervisory Board from their duties as well as to appointing, recalling and suspending the Management Board members, including the President, from their duties.

#### **Article 15**

1. The Supervisory Board may appoint, from among its members, temporary and/or permanent committees to perform certain duties.

2. The duties and rules of procedure of each such committee shall be determined by the Supervisory Board by way of resolution.

### **Section 3**

#### **MANAGEMENT BOARD**

#### **Article 16**

1. The Management Board shall manage the activity of the Bank and represent the Bank externally.

2. The Management Board shall act in accordance with the applicable provisions of law, these Articles of Association and the provisions of its Rules adopted by itself and approved by the Supervisory Board.

3. The scope of the Management Board's responsibilities shall include all issues not otherwise reserved to the General Meeting and the Supervisory Board.

#### **Article 17**

1. The Management Board shall consist of three to eight members appointed by the Supervisory Board for the joint term of office of three years.

2. The mandates of the Management Board members shall expire on the date on which the General Meeting approving the Bank's financial statements and the Management Board's report on the Bank's activities for the last full financial year of their office is held.

3. In case a member of the Management Board dies, resigns or is dismissed from the post, that member's mandate shall expire.

4. Any member of the Management Board may be dismissed at any time.

#### **Article 18**

1. The President of the Management Board, shall or may in particular:

1) shall manage the work of the Management Board,

2) shall convene meetings of the Management Board and chair such meetings;

3) shall present the Management Board's opinion on particular matters to the General Meeting and the Supervisory Board, the authorities of the Republic of Poland and to other interested parties;

4) may request the Supervisory Board to appoint or dismiss a Vice-President or Vice-Presidents or any other member of the Management Board;

5) shall issue internal rules and regulations governing the activity of the Bank;

6) shall be responsible for the Bank's ongoing internal control processes.

2. Appointment of the President of the Management Board of the Bank as well as appointment of a Management Board Member supervising risk management essential for the Bank's activities as well as entrusting existing Member of the Management Board with a function of a Management Board Member supervising risk management essential for the Bank's activities shall require consent of the Polish Financial Supervision Authority.

3. The powers of the members of the Management Board, including its President, shall be defined in the Management Board's resolution on the division of duties among the members of the Management Board.

#### **Article 19**

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

2. Resolutions of the Management Board shall be adopted by a simple majority of votes. In the event of an equal number of votes cast, the President shall have the casting vote.

## **CHAPTER 4**

### **RULES FOR MAKING DECISIONS AND STATEMENTS RELATING TO PROPERTY RIGHTS AND OBLIGATIONS**

#### **Article 20**

Decisions on matters not requiring a resolution of the Management Board and not reserved to other governing bodies shall be taken by persons in managerial positions at the Bank and/or by committees or other collegial bodies appointed by the Management Board, within the limits of their powers and within the scope of the tasks of the organization units managed by them.

#### **Article 21**

1. Subject to paragraph 10(3)(4,5,7,9), decisions to assume obligations and/or dispose of assets which total value in relation to a single entity is in excess of five percent of the Bank's own funds, shall be taken by the Management Board by way of a resolution.

2. The power to take decisions to assume obligations and/or dispose of assets which total value in relation to a single entity is not in excess of five percent of the Bank's own funds, may be delegated by the Management Board by way of a resolution to members of the Management Board, committees or other collegial bodies existing within the Bank. Committees and other collegial bodies shall be appointed by way of the Management Board's resolution, defining at the same time the rules for each such committee and collegial body, including, without limitation, the scope of their authority and the rules procedures for taking decisions.

#### **Article 22**

1. The following persons are entitled to make declarations regarding the Bank's property rights and obligations on behalf of the Bank and to sign documents on behalf of the Bank:

1) two Members of the Management Board acting jointly, or

2) one Member of the Management Board acting jointly with a proxy, or

3) one Member of the Management Board acting jointly with a power of attorney holder, acting within the authorization

2. A proxy may only be appointed upon the consent of all the members of the Management Board. A proxy may be dismissed by any member of the Management Board.

3. A power of general proxy is granted only as a joint one, i.e. its holder may only act jointly with at least one other authorized person.

4. Attorneys may be appointed to perform activities of defined or specific nature within the limits of their authorization.

5. If no special form of a power of attorney is required, the power of attorney may be granted in writing, specifying both the limits of the powers granted and the form of representation.

6. Detailed rules for granting powers of attorney shall be specified by the Management Board.

## **CHAPTER 5**

### **BASIC ORGANISATIONAL STRUCTURE OF THE BANK**

#### **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

#### **Article 24**

The internal structure of and a detailed scope of tasks of the Bank's organizational units shall be defined in the internal rules of each such unit approved by the member of the Management Board responsible for supervising that unit.

### **CHAPTER 6**

#### **PRINCIPLES OF THE BANK'S INTERNAL CONTROL SYSTEM**

##### **Article 25**

1. Within the Bank's management system there is an internal control system the purpose of which is to support the process of managing the Bank.
2. The Bank's Management Board shall design, implement and ensure efficient operation of the internal control system.
3. The purpose of the internal control system shall be to support the decision-making processes, enabling to ensure:
  - a) efficient and effective operation of the Bank,
  - b) reliable financial reporting,
  - c) compliance with the principles of risk management in the Bank,
  - d) compliance of the Bank's operations with the law, prudential regulations, internal regulations and market standards
4. The internal control system covers all of the Bank's business as defined herein.
5. The internal control system includes:
  - 1) control function, consisting of control mechanisms, independent monitoring of compliance with the control mechanisms as well as reporting,
  - 2) compliance unit, whose task it is to identify, evaluate (through measurement or estimation), monitor and report the risk of non-compliance and to design non-compliance risk control mechanisms,
  - 3) internal audit, whose task it is to examine and assess, in an independent and objective manner, the adequacy and effectiveness of the internal control system and to provide opinions on the Bank's management system, including the effectiveness of the management of risks associated with the Bank's activities
6. The detailed rules of the internal control system are determined by the Management Board and approved by the Supervisory Board.

##### **Article 26**

1. The status of the Internal Audit Department and the compliance unit shall guarantee autonomy and objectivity of its operations and powers necessary to carry out their tasks.
2. The Internal Audit Department and the compliance unit report directly 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.

### **CHAPTER 7**

#### **PROCEDURE FOR ISSUING INTERNAL RULES AND REGULATIONS**

##### **Article 27**

1. The Bank's business shall be governed by these Articles of Association and by-laws issued on the basis of powers set forth herein and in generally binding laws.
2. The following by-laws shall be issued at the Bank:
  - 1) resolutions – of the Supervisory Board and the Management Board,
  - 2) orders – of the President of the Management Board,
  - 3) circular letters, decisions, announcements – of entitled units on the basis of internal regulations.

3. The form of the Management Board's resolution shall be used when introducing banking products and other banking and financial services.
4. The course of issuing internal regulations shall be determined by separate regulations.

## **CHAPTER 8**

### **BANK'S OWN FUNDS**

#### **Article 28**

1. The Bank's own funds shall cover:
  - 1) core funds,
  - 2) supplementary funds in an amount not higher than the amount of basic funds.
2. The Bank's core funds shall cover:
  - 1) basic funds,
  - 2) additional core fund items,
  - 3) items reducing the amount of core funds.
3. The Bank's supplementary funds shall be set up on terms and in course determined by binding laws and shall cover in particular:
  - 1) a revaluation capital (fund) of tangible fixed assets – created under separate provisions of law;
  - 2) with the approval of relevant supervision authorities given in accordance with the conditions laid out in the Polish Banking Law:
    - a) subordinated liabilities,
    - b) funds created with the Bank's own funds and/or third-party funds,
    - c) liabilities arising from securities with indefinite maturity dates, and other similar instruments;
  - 3) other item as defined by the relevant supervision authorities to ensure the security of the Bank's banking activities and that the Bank manages its risk properly;
  - 4) items reducing the Bank's supplementary funds as defined by the relevant supervision authorities.

#### **Article 29**

1. The Company's share capital is PLN 2,851,630,418.91 (in words: two billion eight hundred fifty one million six hundred thirty thousand four hundred eighteen and 91/100) and it is divided into:
  - a) 883,381,106 (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 (sixty nine million five hundred ninety seven thousand sixty eight) C-series shares
  - d) 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) D-series shares and
  - e) 36,630,037 (in words: thirty six million six hundred thirty thousand thirty seven) E-series shares,each share of the nominal value of PLN 2.73 (two point seventy three).
2. The Bank's share capital may be increased by issuing new shares or by increasing the nominal value of the existing shares. The Bank's General Meeting may increase the share capital using the Bank's supplementary fund and/or other funds created from profits, provided that such funds may be used for such a purpose in accordance with the Polish Commercial Companies Code.
3. The Bank may issue bonds convertible into shares and/or bonds with priority rights.
4. The Bank's shares may be redeemed with the shareholder's consent, through their acquisition by the Bank (voluntary redemption).
5. Any redemption of shares in the Bank shall require a resolution of the General Meeting. The resolution should specify, in particular, the legal basis for the redemption, the amount of remuneration payable to the shareholder or the reasons for redemption of the shares without remuneration, and the method of reducing the Bank's share capital.
6. The registered shares shall be convertible into bearer shares when they become dematerialized, under the provisions of the Act of 29 July 2005 on Trading in Financial Instruments

#### **Article 29a**

1. The Management Board shall be authorized to increase the initial capital of the Company by the amount not higher than PLN 240,000,000.00 (in words: two hundred forty million zloty) by way of single or repeated share capital increase within the limits indicated above by way of bearer shares issue (target capital).
2. The authorization described in point 1 above shall expire after three years from the date the amendments to the Articles of Association of the Company including the target capital are entered into the register of entrepreneurs of the National Court Register.
3. The Management Board of the Company shall be authorized to increase the initial capital within the limits of the target capital provided the Supervisory Board gives its consent to such capital increase and an appropriate resolution in the form of a notarial deed is adopted.
4. The Management Board of the Bank shall be authorized to set detailed conditions and ways of subscription of shares issued in connection with the initial capital increase within the limits of the target capital and in case of decision to issue shares within an open or closed subscription, and in particular to:
  - set the time limit to open and close the share subscription,
  - set the conditions and ways to subscribe for shares,
  - allocate shares, including allocation of shares not taken up upon exercising the preemptive right.
5. The resolutions of the Management Board on fixing the issue price of shares issued within the limits of the target capital shall require consent of the Supervisory Board of the Bank.
6. The Management Board of the Bank is not authorized to divest a shareholder of the preemptive right (in whole or in part) as regards shares issued within the initial capital increase within the limits of the target capital.
7. The Management Board of the Bank shall issue shares within the initial capital increase exclusively for cash contributions.
8. The Management Board of the Bank shall not issue preference shares or shares carrying personal preferences within the initial capital increase within the limits of the target capital.
9. Unless provisions of law or this Article state otherwise, the Management Board is authorized to decide on all matters connected with the initial capital increase within the limits of the target capital, and in particular to:
  - 1) conclude standby commitment underwriting agreements, firm commitment underwriting agreements or other agreements securing the success of the share issue,
  - 2) take all necessary actual and legal steps to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A., including submitting all necessary applications, documentation or notifications to the Polish Financial Supervision Authority and to perform appropriate acts, submit all necessary applications, documentation or notifications in order to admit shares to trading on the regulated market operated by the Warsaw Stock Exchange S.A.
  - 3) adopt resolutions and perform other acts as regards dematerialization of shares and to conclude agreements for registration and dematerialization of shares with the National Depository for Securities.

#### **Article 30**

1. The Bank's reserve capital shall be created from surplus gained from the issue of shares at a premium after covering the cost of issue and annual profit write-off in the amount of 8% of the profit for a given financial year until the reserve capital have reached at least one-third of the share capital.
2. The Bank's supplementary capital (fund), provided that it is not used to cover the Bank's losses disclosed in the financial statements, may be used for other purposes, including payment of dividend to the Bank's shareholders, whereas part of the supplementary capital (fund), i.e. one-third of the share capital, may be used only to cover the Bank's loss disclosed in the financial statements.
3. The use of the Bank's supplementary capital (fund) shall be decided by the General Meeting.

#### **Article 31**

1. The Bank's reserve capital (fund) shall be created from net write-off, subject to Article 36(2) of these Articles of Association, in the amount decided by the General Meeting or from other sources.
2. The Bank's reserve capital (fund), provided that it is not used to cover the Bank's losses disclosed in the financial statements, may be used for other purposes, including payment of dividend to the Bank's shareholders.
3. The use of the Bank's reserve capital (fund) shall be decided by the General Meeting.

#### **Article 31a**

The General Meeting of the Bank may create a separate reserve fund (other than the fund described in § 31) to which sums resulting from the initial capital reduction carried out pursuant to Article 457(1)(2) of the Code of Commercial Companies and Partnerships shall be transferred.

#### **Article 32**

1. The Bank's general risk fund shall be created from profit and shall be used for unidentified risks related to the Bank's banking activities.
2. Contributions to the general risk fund shall be made from profit, on the basis of and in such amounts as determined in a resolution of the General Meeting.

### **CHAPTER 9**

#### **FINANCIAL MANAGEMENT, DISTRIBUTION OF PROFIT, COVERING LOSSES, ACCOUNTING**

#### **Article 33**

The Bank's financial management shall be based on the Bank's annual financial plans.

#### **Article 34**

1. The Bank's annual net profit may be distributed, in the amount as decided by the General Meeting, for the following purposes:
  - 1) the supplementary capital (fund),
  - 2) the general risk fund,
  - 3) reserve capital (funds),
  - 4) dividend,
  - 5) special funds,
  - 6) other legally acceptable purposes.
2. Claims for payment of dividend shall be subject to limitation after three years. The Bank shall pay the shareholders no interest on uncollected dividend.
3. The distribution, to shareholders, of an amount in excess of the profit for the last financial year reduced by any loss not yet covered, own shares and amounts that may not be used for dividend payments, shall require the consent of the authorized supervisory body.

#### **Article 35**

The Bank shall create a general risk reserve charged to costs, to be used for unidentified risks related to the Bank's banking activities.

#### **Article 36**

1. The Bank's balance sheet losses shall be covered as specified in a resolution of the General Meeting.
2. The Bank's profit shall be used to cover the Bank's losses first and then to increase its own funds.

#### **Article 37**

1. The Bank shall maintain its accounting records in accordance with its chart of accounts and the applicable provisions of law.
2. The organization and method of maintaining the Bank's accounting records shall be determined by the Bank's Management Board.

### **CHAPTER 10**

#### **FINAL PROVISIONS**

#### **Article 38**

1. If the Bank is to be liquidated, the General Meeting shall appoint, at the request of the Supervisory Board, one or more liquidators and shall define the method for liquidating the Bank.
2. Upon the appointment of such a liquidator or liquidators, the rights and obligations of the Bank's Management Board shall cease.

#### **Article 39**



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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.

**Article 40**

For any matters not provided for in these Articles of Association, the provisions of law shall apply.