

**GETIN Holding S.A.**

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KRS 0000004335

District Court in Wrocław, the 6th Commercial Division of the National Court Register

Getin Noble Bank S.A. 07 1560 1108 0000 9060 0038 6802

NIP: 895-16-94-236

Share capital: PLN 731.289.368 (fully paid up)

[www.getinholding.pl](http://www.getinholding.pl)



**(Current Report No. 11/2017)**

**04.05.2015**

**Resolutions adopted by the Annual General Meeting on May 4<sup>th</sup>, 2017**

Getin Holding S.A. (the "Issuer") encloses resolutions adopted by the Annual General Meeting on May 4<sup>th</sup>, 2017. The resolutions constitute Appendix No. 1 hereto.

Legal basis: Art. 56 (1)(2)(a) of the Act on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (uniform text published in *Journal of Laws* of 2013, item 1382) in connection with §38 (1)(7) of the Regulation of the Minister of Finance dated 19 February 2009 on current and periodic information published by issuers of securities and on conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state (uniform text published in *Journal of Laws* of 2014, item 133).

**Resolutions adopted by 2017 ANNUAL GENERAL MEETING OF  
GETIN HOLDING S.A.  
ON May 4<sup>th</sup>, 2017**

**Resolution No. 1  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

**§ 1.**

Pursuant to Art. 409 §1 of the Code of Commercial Companies and Partnerships and §4 and §5 of the Bylaws of General Meeting of Getin Holding S.A., the Annual General Meeting hereby elects Mr. Jarosław Podwiński for its Chairman.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.064 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 2  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

**§ 1.**

The Annual General Meeting hereby adopts the following agenda, as announced on April 5<sup>th</sup> 2017.

1. Opening.
2. Adoption of a resolution on the electing Chairman.
3. Stating that the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adoption of a resolution on the approval of the Agenda.
5. Presentation of the Supervisory Board's brief assessment of the Company's standing including evaluation of the internal control and material risk management systems, presentation of the Report on the Supervisory Board's performance in the financial year 2016, and the Supervisory Board's assessment of the Management Board's Report on the Company's Performance and the Financial Statement for the financial year 2016, as well as the assessment of the Management Board's recommendations on profit distribution.
6. Adoption of a resolution on approval of the Supervisory Board's brief assessment of the Company's standing including evaluation of the internal control and material risk management systems, the Report on the Supervisory Board's Performance in the financial year 2016, and the Supervisory Board's assessment of the Management Board's Report on the Company's Performance and the Financial Statement for the financial year 2016, as well as the assessment of the Management Board's recommendations on profit distribution.
7. Adoption of a resolution on the examination and approval of the Management Board's Report on the Company's performance for the financial year 2016.
8. Adoption of a resolution on the examination and approval of the Company's Financial Statement for the financial year 2016.

9. Adoption of a resolution on the examination and approval of the Management Board's Report on Getin Holding Capital Group's performance for the financial year 2016.
10. Adoption of a resolution on the examination and approval of the Consolidated Financial Statement of Getin Holding Capital Group for the financial year 2016.
11. Consideration of the Management Board's proposal on profit distribution.
12. Adoption of a resolution on distribution of the profit for the financial year 2016; in the event of adoption of a resolution on dividend payment, adoption of a resolution on the dividend's record day and the dividend pay-out day.
13. Adoption of resolutions on granting a vote of acceptance to Members of the Management Board confirming discharge of their duties in the financial year 2016.
14. Adoption of resolutions on granting a vote of acceptance to Members of the Supervisory Board confirming discharge of their duties in the financial year 2016.
15. Adoption of resolutions on appointment of Members to the Supervisory Board for a new term of office.
16. Closing the meeting.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 3  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 395 §5 of the Code of Commercial Companies and Partnerships and §10 (1) of the Company's Articles of Association the Annual General Meeting of Shareholders resolves to:

**§ 1.**

1. Approve the Supervisory Board's:
  - (a) assessment of Company's standing comprising evaluation of the internal control and material risk management system for the Company;
  - (b) assessment of the Management Board's Report on the Company's Performance and the Company's financial statement for the financial year 2016, including assessment of the Management Board's recommendations on profit distribution achieved in the financial year 2016.
2. Approve the report of Supervisory Board on its performance in the financial year 2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 4**  
**of the Annual General Meeting of Getin Holding S.A.**  
**dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 §2 (1) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting, upon examination of the Management Board's Report on the Company's Performance for the financial year 2016, resolves to:

**§ 1.**

Approve the Management Board's Report for the Company's Performance in the financial year 2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 5**  
**of the Annual General Meeting of Getin Holding S.A.**  
**dated May 4th, 2017**

Acting pursuant to Art. 393(1) and Art. 395 §2(1) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting, upon examination of the Company's financial statement for the financial year 2016, resolves to:

**§ 1.**

Approve the financial statement for 2016 that comprises:

1. The Balance Sheet as of 31 December 2016, with total assets and liabilities amounting to PLN 2,138,781 thousand (in words: two billion one hundred thirty-eight million seven hundred and eighty-one thousand zloty).
2. The Profit and Loss Account for the period starting 1 January 2016 to 31 December 2016 disclosing a net profit of PLN 36,726 thousand (in words: thirty-six million seven hundred and twenty-six thousand zloty).
3. The Cash Flow Statement for the period starting 1 January 2016 to 31 December 2016 disclosing a decrease in cash and cash equivalents by PLN 11,750 thousand (in words: eleven million seven hundred and fifty thousand zloty).
4. The Statement of Comprehensive Income for the period starting 1 January 2016 to 31 December 2016 disclosing the total income of PLN 10,765 thousand (in words: ten million seven hundred and sixty-five thousand zloty).
5. The Statement of Changes in Equity for the period starting 1 January 2016 to 31 December 2016 disclosing an increase in the equity by PLN 36,165 thousand (in words: thirty-six million one hundred and sixty-five thousand zloty).
6. Explanatory information and notes.

**§ 2.**

The resolution takes effect on the date of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 6  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 395 §5 of the Code of Commercial Companies and Partnerships and § 10 (1) of the Company's Articles of Association, upon examination of the Management Board's Report of Getin Holding Capital Group's Performance in the financial year 2016, the Annual General Meeting of Shareholders resolves to:

**§ 1.**

Approve the Management Board's Report on Getin Holding Capital Group's Performance for the financial year 2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 499.713.064 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 7  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 63c(4) of the Accounting Act, Art. 395 §5 of the Code of Commercial Companies and Partnerships and §10(1) of the Company's Articles of Associations, having examined the Consolidated Financial Statements of Getin Holding Capital Group for the financial year 2016, the Annual General Meeting resolves to:

**§ 1.**

Approve the consolidated financial statement of Getin Holding Capital Group for 2016 that comprises:

1. The Consolidated Balance Sheet as of 31 December 2016, with total assets and liabilities amounting to PLN 25,845,343 thousand (in words: twenty-five billion eight hundred forty-five million three hundred and forty-three thousand zloty).
2. The Consolidated Profit and Loss Account for the period starting 1 January 2016 to 31 December 2016 disclosing a net profit of PLN 460,065 thousand (in words: four hundred sixty million and sixty-five thousand zloty).
3. The Consolidated Statement of Changes in Equity for the period starting 1 January 2016 to 31 December 2016 disclosing an increase in the equity by PLN 518,409 thousand (in words: five hundred eighteen million four hundred and nine thousand zloty).
4. The Consolidated Comprehensive Income Statement for the period starting 1 January 2016 to 31 December 2016 that discloses the total income of PLN 473,044 thousand (in words: four hundred seventy-three million and forty-four thousand zloty).
5. The Consolidated Cash Flow Statement for the period starting 1 January 2016 to 31 January 2016 disclosing a decrease in cash and cash equivalents by PLN 441,897 thousand (in words: four hundred forty-one million eight hundred and ninety-seven thousand zloty).
6. Explanatory information and notes to the consolidated financial statement.

## **§ 2.**

The resolution takes effect on the date of its adoption.

The resolution was adopted in an open ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

### **Resolution No. 8 of the Annual General Meeting of Getin Holding S.A. dated May 4th, 2017**

Acting pursuant to Art. 395(2)(2) of the Code of Commercial Companies and Partnerships, upon examination of the Management Board's recommendation on the 2016 profit distribution, and having taken cognizance of the opinion of the Supervisory Board, the Annual General Meeting resolves to:

## **§ 1.**

Taking into account the Company's financial statement, to allocate the net profit for 2016 in the amount of PLN 36,725,877.98 (in words: thirty-six million seven hundred twenty-five thousand eight hundred and seventy-seven zloty 98/100) to cover the loss incurred in 2015.

## **§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 9  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2(3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

**§ 1.**

Grant a vote of acceptance to Mr. **Piotr Kaczmarek** confirming discharge of his duties as the Management Board President for the period from 01.01.2016 to 31.12.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 10  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

**§ 1.**

Grant a vote of acceptance to Ms. **Izabela Lubczyńska** confirming discharge of his duties as the Management Board Member for the period from 01.01.2016 to 31.12.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 11  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

**§ 1.**

Grant a vote of acceptance to Mr. **Frantisek Babicky** confirming discharge of his duties as the Management Board Member for the period from 01.01.2016 to 31.07.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 12  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

**§ 1.**

Grant a vote of acceptance to Mr. **Krzysztof Florczak** confirming discharge of her duties as the Management Board Member for the period from 01.01.2016 to 31.12.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 13  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:



**§ 1.**

Grant a vote of acceptance to Mr. **Leszek Czarnecki**, Chairman of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2016 to 31.12.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 432.076.206 shares participated in the ballot which represent 59,08 % of the share capital. The resolution was adopted by 432.076.206 valid votes cast, including:

- 432.076.206 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 14  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

**§ 1.**

Grant a vote of acceptance to Mr. **Remigiusz Baliński**, Vice Chairman of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2016 to 31.12.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 15  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

**§ 1.**

Grant a vote of acceptance to Mr. **Marek Grzegorzewicz**, Member of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2016 to 31.12.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 16  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

**§ 1.**

Grant a vote of acceptance to Mr. **Andrzej Błażejewski**, Member of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2016 to 31.12.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 17  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

**§ 1.**

Grant a vote of acceptance to Mr. **Adam Maciejewski**, Member of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2016 to 31.12.2016.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.948.533 votes "for",
- 0 votes "against,

- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 18**  
**of the Annual General Meeting of Getin Holding S.A.**  
**dated May 4th, 2017**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expired on 01 May 2017, the Annual General Meeting resolves to:

**§ 1.**

Appoint Mr. **Leszek Czarnecki** to the Supervisory Board for the new term of office.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.325.874 votes "for",
- 98.483 votes "against",
- 524.176 votes "abstaining". The resolution was adopted.

**Resolution No. 19**  
**of the Annual General Meeting of Getin Holding S.A.**  
**dated May 4th, 2017**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expired on 01 May 2017, the Annual General Meeting resolves to:

**§ 1.**

Appoint Mr. **Remigiusz Baliński** to the Supervisory Board for the new term of office.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.325.874 votes "for",
- 98.483 votes "against",
- 524.176 votes "abstaining". The resolution was adopted

**Resolution No. 20**  
**of the Annual General Meeting of Getin Holding S.A.**  
**dated May 4th, 2017**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expired on 01 May 2017, the Annual General Meeting resolves to:

**§ 1.**

Appoint Mr. **Marek Grzegorzewicz** to the Supervisory Board for the new term of office.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.325.874 votes "for",
- 98.483 votes "against,
- 524.176 votes "abstaining". The resolution was adopted

**Resolution No. 21  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expired on 01 May 2017, the Annual General Meeting resolves to:

**§ 1.**

Appoint Mr. **Adam Maciejewski** to the Supervisory Board for the new term of office.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.325.874 votes "for",
- 98.483 votes "against,
- 524.176 votes "abstaining". The resolution was adopted

**Resolution No. 22  
of the Annual General Meeting of Getin Holding S.A.  
dated May 4th, 2017**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expired on 01 May 2017, the Annual General Meeting resolves to:

**§ 1.**

Appoint Mr. **Wojciech Kostrzewa** to the Supervisory Board for the new term of office.

**§ 2.**

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 513.948.533 shares participated in the ballot which represent 70,28 % of the share capital. The resolution was adopted by 513.948.533 valid votes cast, including:

- 513.325.874 votes "for",
- 98.483 votes "against",
- 524.176 votes "abstaining". The resolution was adopted