

GETIN Holding S.A.

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KRS 0000004335

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

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

NIP: 895-16-94-236

Company share capital: 731 994 402 PLN PLN (fully paid in)

www.getinholding.pl



(Current Report No. 78/2011)

10.10.2011

MANAGEMENT BOARD POSITION ON SPIN-OFF OF ISSUER

Getin Holding S.A. (the "Issuer") fulfilling its obligation to publish a written position of the Management Board on the planned spin-off of the Issuer resulting from §21 (3) of the Regulation of the Minister of Finance dated February 19, 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 (Journal of Laws No. 33, item 259, with subsequent amendments) hereby presents the written position of the Management Board on the spin-off of Getin Holding Spółka Akcyjna by transferring a part of its assets to Get Bank Spółka Akcyjna. The position constitutes an enclosure hereto.

Legal basis: Art. 56 (1)(2) of the Act on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies (Journal of Laws No. 185, item 1439, with subsequent amendments) in connection with § 21 (3) of the Regulation of the Minister of Finance dated February 19, 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 (Journal of Laws, No. 33, item 259, with subsequent amendments).

**MANAGEMENT BOARD POSITION
ON SPIN-OFF OF GETIN HOLDING S.A.
BY TRANSFERRING PART OF ASSETS TO GET BANK S.A.**

Getin Holding S.A. based in Wrocław (hereinafter referred to as the "Issuer" or "Getin Holding") hereby reports that all economic reasons for the decision to divide the Issuer, pursuant to the terms and conditions set forth in "Plan of Spin-off of Getin Holding Spółka Akcyjna based in Wrocław by transferring a part of its assets to Get Bank Spółka Akcyjna based in Warsaw" („**Spin-off Plan**") dated July 27, 2011, published in the Current Report No. 60/2011 dated July 27, 2011 remain entirely relevant.

It is also the Management Board's opinion that so do the arguments for the spin-off, specifically the expected benefits for the Issuer and its shareholders specified in detail in "Report of Getin Holding Spółka Akcyjna justifying the spin-off of Getin Holding Spółka Akcyjna by transferring a part of its assets to Get Bank Spółka Akcyjna" dated July 27, 2011 published in the Current Report No. 60/2011 dated July 27, 2011.

Therefore, the Issuer's Management Board gives a positive opinion on the influence of the spin-off on Getin Holding and abides by its position that the Issuer's spin-off conducted on terms and conditions set forth in the Spin-off Plan is in the interest of the Issuer and its shareholders. Therefore the Issuer's Management Board sustains its motion that the Issuer's General Meeting adopt a resolution on the spin-off in accordance with its draft enclosed in section 2 of the Enclosure 1 to the Spin-off Plan. The Agenda of the EGM convened for October 13, 2011 was published in the Current Report No. 64/2011.

On behalf of **GETIN HOLDING S.A.:**

RADOSŁAW BONIECKI
President of the Management Board

ŁUKASZ CHOJNACKI
Deputy President of the Management Board

KATARZYNA BEUCH
Member of the Management Board