

GENERAL MEETING OF SHAREHOLDERS OF GETIN HOLDING S.A. BYLAWS

**adopted by the Resolution No. 7 of the Extraordinary General Meeting of Shareholders
of Getin Holding S.A. dated 16th February 2004**

I. General Provisions

§ 1

1. The General Meeting acts in accordance with the provisions of the Code of Commercial Companies and Partnerships, the Company's Articles of Association, these Bylaws and in consideration of the Code of Best Practices of Companies Listed on Stock Exchange approved by the Company bodies.
2. These Bylaws specify the rules of operation, proceedings and passing resolutions by the General Meeting.
3. The Bylaws are approved by the General Meeting by virtue of a resolution. Any amendments to the Bylaws shall come into effect on the date of adopting the resolution, unless the resolution provides otherwise.
4. General Meeting Bylaws are publicly available on the Company's website and at its registered office.

II. Convening the General Meeting

§ 2

1. The General Meeting is convened by the Company's Management Board.
2. The Supervisory Board may convene the Annual General Meeting if the Management Board fails to convene it within six months upon the end of the fiscal year at the latest or on the date provided for by provisions of the applicable law, and Extraordinary General Meeting, if it deems it advisable.
3. Shareholders representing at least half of the share capital or at least half of the votes in the Company may convene the Extraordinary General Meeting. Shareholders shall elect the Chairman of such meeting.
4. A shareholder or shareholders representing at least one twentieth of the share capital may, pursuant to conditions and terms provided for by the applicable law:
 - a) demand that the Extraordinary General Meeting be convened and certain issues be put on the agenda;
 - b) demand that certain issues be put on the agenda of the subsequent General Meeting;
 - c) submit draft resolutions concerning issues included in the agenda of the General Meeting or issues that are to be put on the agenda of the General Meeting.
5. Demands and motions specified in section 4 above should be submitted to the Management Board in a written or electronic form. Shareholders who intend to make use of the electronic means of communication shall use special forms available on the Company's website and send them to the address specified on the Company website to submit their demands or draft resolutions.
6. The General Meeting is held at the Company's office in the town of the registered office or of the Stock Exchange where the Company's shares are admitted to organized trading (exclusively in the Republic of Poland).
7. The General Meeting is convened by an announcement published on the Company's website in a manner provided for publication of current reports, pursuant to the regulations on Public Offering, Conditions Governing the Introduction of Financial

Instruments to Organized Trading, and Public Companies. The announcement shall be published not later than 26 days prior to the date of the General Meeting.

8. If the agenda of a General Meeting includes certain issues requested by authorised entities or if it was convened at request of such entities, then such a Meeting can be cancelled only upon consent of the authors of such request. Otherwise, the General Meeting may be cancelled if there are serious obstacles against carrying it out or if it is obviously objectless. Cancellation is done exactly in the same way as the Meeting was convened, ensuring minimization of adverse effects for the Company and shareholders, in any case no later than 13 days before the originally scheduled date. Changing the date of a General Meeting is done in the same way as the Meeting was cancelled, even if the suggested agenda is not changed.

III. General Meeting

§ 3

1. The General Meeting may be attended by persons who are the Company shareholders sixteen days prior to the General Meeting date (the date of registration of participation in the General Meeting) and who applied to the entity maintaining the Company's securities account for issuing a personal certificate confirming their right to participate in the General Meeting. The certificate shall be issued according to provisions of the applicable law. Upon shareholders' request the certification shall indicate part or all shares registered on their securities account for which the shareholders intend to exercise their right to vote in the General Meeting.
2. The list of shareholders entitled to participate in the General Meeting is prepared by the Company on the basis of the list made available by the securities depository. The list of shareholders, approved by the Management Board, indicating surnames and names or companies (names) of the entitled shareholders, their place of residence (office), number and type of shares held and number of votes they are entitled to, will be made available at the office of the Company's Management Board for 3 business days prior to the General Meeting date. Upon shareholders' request, the list may be e-mailed to the address indicated by them, free of charge.
3. Shareholders may transfer shares between the date of registration of their participation in the General Meeting and the date the General Meeting is closed.
4. Representatives of media may participate in the General Meeting, unless their presence could lead to the Company's damage because of the nature of discussed issues. The motion to admit representatives of media to the proceedings is submitted for vote by the Chairman immediately after signing the attendance list according to § 8 of these Bylaws.

§ 3¹

1. Shareholders may participate in the General Meeting and exercise their right to vote in person or through a proxy holder(s).
2. A proxy to represent shareholders in the General Meeting and exercise the right to vote may be in a written or electronic form.
3. An electronic proxy does not have to bear a secure electronic signature verified with a valid qualified certificate. A shareholder shall notify the Company of establishing a proxy electronically in a form available on the Company's website in the section related to the General Meeting, or in a way determined in the Announcement of the General Meeting.
4. Provisions of section 3 above shall respectively apply to revocation of a proxy.

5. Unless specified otherwise in a proxy, a proxy holder shall enjoy the same rights as a shareholder in the General Meeting. A proxy holder may grant further proxies only if his proxy provides so.
6. One proxy holder may represent several shareholders and cast different votes for each shareholder.
7. A shareholder holding shares registered on several securities accounts may appoint separate proxy holders to exercise the rights for shares registered on each account.
8. Members of the Management Board or employees of the Company may act proxy holders in the General Meeting, as prescribed by the provisions of the applicable law.

§ 4

The General Meeting is opened by the Chairman or Vice-Chairmen of the Supervisory Board and if they are both absent - another Member of the Supervisory Board. If all Members of the Supervisory Board are absent, the General Meeting is opened by the President of the Management Board or a person appointed by the Management Board, who proceeds without ungrounded delay to the election of the Chairman of the General Meeting, thereafter referred to as the Chairman.

§ 5

1. The Chairman is elected from among the persons, who have a right to participate in the General Meeting.
2. The person who opens the General Meeting determines the sequence of speaking concerning naming candidates. Persons who were suggested as candidates are included in the list of candidates for Chairman, if they agree. The list of candidates is made by the person who opens the General Meeting and there must not be more than three candidates.
3. Every shareholder may vote only for one candidate. The Chairman of the General Meeting is the person who has received the most votes.

§ 6

1. The Chairman chairs the proceedings according to the settled agenda and provisions of these Bylaws.
2. The Chairman ensures efficient organisation of the proceedings and observance of rights and interests of all shareholders. The Chairman should especially oppose any abuse of their rights by the participants of the Meeting and ensure the observance of the rights of minority shareholders. The Chairman should not resign from his function without important reasons and he/she must not groundlessly delay signing of the minutes of the General Meeting.
3. The Chairman's duties include:
 - a) ensuring efficient and correct proceedings,
 - b) granting the right to speak,
 - c) issuing relevant administrative regulations,
 - d) organising votes and supervising their course,
 - e) announcing the results of votes,
 - f) settling doubts concerning regulations.

§ 7

1. The Chairman ensures that the proceedings proceed without groundless breaks or delays. Short breaks in the proceedings, which do not lead to the adjournment of the Meeting, are

settled by the Chairman in grounded cases, but they must not serve to hamper the shareholders from exercising their rights.

2. Votes on administrative matters may concern only issues related to conducting the Meeting's proceedings. In this mode no resolutions can be considered which may affect the execution of the shareholders' rights.

§ 8

1. Immediately upon the election, the Chairman checks whether the shareholders have signed the attendance list and submitted the required proxies or documents authorizing them to represent the shareholders at the General Meeting.
2. Then, those shareholders who have not done that yet sign the attendance list.
3. The Chairman signs the attendance list and then the list is made available for the participants of the General Meeting to read it.
4. In case of any changes, the attendance list is adjusted and supplemented.
5. After signing the attendance list, upon consultation with the notary who prepares the minutes, the Chairman declares the validity of convening the General Meeting and its capability to pass resolutions, and then he/she announces the fact to the present shareholders and presents them with the agenda.

§ 9

1. Members of the Supervisory Board and Management Board participate in the General Meeting. If the General Meeting is expected to discuss financial issues, an expert auditor should be present at the Meeting.
2. Members of the Supervisory Board, Members of the Management Board and the expert auditor, who participate in the General Meeting, should, within their competences and in the scope necessary for settling issues discussed by the General Meeting according to provisions of the Law on Public Turnover of Securities, explain problems and inform participants of the Meeting about the Company.

§ 10

1. Considering the efficiency of proceedings, the Chairman may organise the election of Commissions: for checking mandates and counting votes and for resolutions and motions, or a person in charge of organising votes and counting their results. The provisions of section 2 and section 4, concerning the Commissions, are applied respectively to the person mentioned in the first sentence.
2. The duties of the Commission for Checking Mandates and Counting Votes include supervision of the correct course of a vote, declaration of the results of votes and presentation of these results to the Chairman, as well as other tasks related to organising votes. Should any irregularities of a vote be revealed, the Commission is obliged to notify the Chairman immediately. Documents indicating the results of every vote are signed by all members of the Commission for Checking Mandates and Counting Votes and by the Chairman of the General Meeting. The duties of the Commission for Resolutions and Motions include the wording of motions submitted by shareholders.
3. The Commission for Checking Mandates and Counting Votes consists of 3 to 5 members and the number of members is determined in each case by the Chairman of the General Meeting. The Commission for Resolutions and Motions consists of 3 members.
4. Members of the Commissions are elected from among the persons who have a right to participate in the General Meeting.

5. If the number of candidates for members of the Commissions is equal to the number of members stipulated in section 3, the Chairman may decide that the Commissions will be elected in a single vote for all candidates.
6. If the number of candidates for members of the Commissions exceeds the number of members stipulated in section 3, the members of the Commissions are elected by way of subsequent votes for each of the submitted candidates. The Commissions consists of the persons who have received the most votes. If more than one candidate receives the same number of votes, taking the last winning position, the Chairman chooses the member of the commission by way of drawing lots.
7. The Commissions choose their presidents and secretaries from among their members.

§ 11

1. Every issue included in the agenda is described by the Chairman or a person he/she indicates.
2. After presentation of every issue included in the agenda, the Chairman opens the discussion, granting the right to speak on the basis of the sequence of calling. The Chairman may allow members of the Management Board and Supervisory Board to speak regardless of the sequence.
3. The speakers may refer only to the issues included in the agenda and currently being discussed.
4. The Chairman has a right to limit the duration of speeches to 5 minutes per one participant of the General Meeting allowed to speak by the Chairman. During the discussion about every point, one participant may speak only two times. The second speech must not last longer than 2 minutes.
5. The Company's Management Board and Supervisory Board have a right to reply to motions submitted during the discussion. Such a reply should not last longer than 5 minutes, but in grounded cases the Chairman has a right to prolong this duration.
6. The Chairman is responsible for the course of discussion. If a speaker exceeds the allowed duration of the speech or changes the subject of the discussion, the Chairman has a right to deprive him/her of the right to speak.

§ 12

1. A resolution to waive considering an issue included in the agenda and to take the issue off the agenda may be passed only if there are important and serious arguments suggesting it.
2. A motion to waive considering an issue should be justified in detail by the person who submits it.
3. It is inadmissible to waive considering an issue or to pass a resolution to take an issue off the agenda in the case of issues submitted for the agenda by the shareholders.

§ 13

The resolution subjected to a vote should be expressed in a way allowing every entitled person who does not agree with the essence of regulation to appeal against such a resolution.

§ 14

1. The Chairman allows participants of the Meeting to speak apart from the issues on the agenda and discussion, only for submitting formal motions.
2. Formal motions may concern only the issues which are on the agenda of proceedings or the course of proceedings. In this mode no resolutions can be considered which may affect the execution of the shareholders' rights.

3. Formal motions include especially motions concerning:
 - a) breaks in proceeding, adjournment or closing of proceedings,
 - b) closing a discussion,
 - c) proceeding to the agenda,
 - d) voting without a discussion,
 - e) modification of the mode of voting,
 - f) limiting the duration of speeches,
 - g) checking the number of votes present at the Meeting.
4. The General Meeting resolves a formal motion by an ordinary majority of votes cast after listening to the motion's author and its opponent. An ordinary majority means a majority of votes "for" or "against", without taking the "abstained" votes into account.
5. Before submitting a motion to vote, the Chairman specifies the content of the draft motion and announces it to the gathering. At first, the Chairman submits to vote this motion, which goes the furthest, as it may exclude the necessity to vote on all other motions.
6. If a formal motion is rejected by a vote, it must not be re-submitted during discussion on the same issue.

§ 15

The General Meeting elects Members of the Supervisory Board from among persons who have relevant education, expertise and experience and who represent high morals, and who have enough time to perform the duties of a member of the Supervisory Board in a proper way.

§ 16

1. At the motion of a shareholder or shareholders, who represent at least one fifth of the initial capital, the Supervisory Board should be elected by the nearest General Meeting by way of voting in separate groups, even if the Articles of Association provide for another way of appointing the Supervisory Board.
2. The motion mentioned in par. 1 should be submitted to the Management Board in a term allowing for the election in groups at the nearest General Meeting. A motion submitted after this term may be considered only at a subsequent General Meeting.
3. If a person appointed by an entity indicated in a separate act is a member of the Supervisory Board, only the remaining members of the Supervisory Board are elected.
4. Those persons who represent at the General Meeting such a part of shares, which corresponds to the result of division of the total number of represented shares by the number of members of the Supervisory Board, have a right to create a separate group in order to elect one member of the Board, but then they do not participate in the election of the remaining members.
5. Seats in the Supervisory Board, which have not been taken in the votes of relevant groups of shareholders, created according to section 4, are distributed by way of a vote. The participants of this vote are all the shareholders, whose votes were not cast during the election of members of the Supervisory Boards, who were elected in separate groups.
6. If at the General Meeting mentioned in section 1 not a single group able to elect a member of the Supervisory Board is created, the elections are not organised, unless the General Meeting's agenda included not only the election in groups, but also modifications of the makeup of the Supervisory Board.
7. At the moment when at least one member of the Supervisory Board is elected by way of elections in separate groups, the terms of all previous members of the Supervisory Board

expire before the end of their mandate, with the exception of the person mentioned in section 3.

8. In the vote mentioned in sections 1 and 5 every share grants one vote, without privileges or limitation, considering Art. 353 § 3 of the Code of Commercial Companies and Partnerships.

§ 17

1. Votes are open, reserving the provisions of section 2.
2. The Chairman may resolve to organise a secret vote especially for issues concerning individuals and for issues concerning the liability of members of the Company's bodies. Besides, a secret vote must be organised if at least one shareholder present or represented at the General Meeting requests it.
3. In the case of a secret vote, the Chairman or the Commission for Checking Mandates and Counting Votes distribute voting cards to shareholders. The cards should have the Company's official seal on them and indicate the date of the General Meeting, number of shares and votes at the General Meeting the shareholder has.
4. Resolutions are passed by an absolute majority, unless the provisions of the Articles of Association or of the Code of Commercial Companies and Partnerships stipulate otherwise.
 - 4a. A shareholder may cast different votes for each share that they hold.
 - 4b. A shareholder may vote as a proxy holder in a voting for adopting a resolution concerning himself/herself only according to the provisions of the applicable law.
5. A resolution is passed if the number of votes cast "for" it exceeds the total number of votes cast "against" and "abstained".
6. Votes are counted by the Chairman, the Commission for Checking Mandates and Counting Votes or by an elected person. If votes are counted by the Commission for Checking Mandates and Counting Votes, the Commission executes the minutes of the vote and delivers it to the Chairman. After counting the votes, the Chairman announces the results of the vote.
7. In votes at the General Meeting, an electronic device for counting votes may be used. The relevant decision is taken by the Chairman.

§ 18

1. A person who votes against a resolution has a right to request recording his/her protest with a short justification in the minutes.
2. At a request of a participant of the General Meeting, his/her written declaration is included in the minutes.

VI. Final provisions

§ 19

1. For issues which are not regulated by these Bylaws the provisions of the Company's Articles of Association, Resolutions of the Company's governing bodies and provisions of the Code of Commercial Companies and Partnerships and other applicable provisions of law shall apply.
2. The Company may not be deemed liable for any consequences of the lack of shareholders' access to the electronic means of communication with the Company or for failure of any electronic correspondence sent by a shareholder to get through to the Company, if it happened for reasons beyond control of the Company.

§ 20

These Bylaws shall become effective from the first General Meeting of Shareholders held after the General Meeting of Shareholders which approved the Bylaws.