

Q&A

1. Why is the company reducing its share capital?

The Company has for a long time been successfully implementing projects of selling foreign assets. Those have not only allowed us to meet our liabilities and reduce the Company's debt but have also contributed to significant accumulation of capital. In the opinion of the Management Board, in the current situation, the Company is planning no significant capital-intensive investments and faces no regulatory requirements which would require such significant own funds to be maintained.

It is exactly because of the structure of own capital that the proposed share capital reduction is also, in practice and at this time, the only legally permissible form of transferring funds from the Company to the shareholders.

2. Why will the company not pay an ordinary dividend?

The current level of share capital requires a sufficiently high supplementary capital; given its existing amount, it is virtually impossible to pay out dividends.

A potential decision of the Extraordinary General Meeting to reallocate funds to supplementary capital would help to meet the formal conditions for the payment of dividends in the future, after completion of further investment projects. The planned payment to the shareholders fits into the statutory mission of the company and is the optimal way to allocate a capital surplus taking into account the existing legal framework.

3. What is the reason for reallocating part of the funds originating from the share capital reduction to supplementary capital? Will the Company be able to pay out such part of supplementary capital as a dividend?

The reallocation of PLN 550,325,291.80 from share capital to supplementary capital prepares us for the fulfilment of conditions necessary for a potential transfer of the Company's financial surplus to the shareholders in the future. For this purpose, it is necessary to modify the structure of the Company's own capital, as proposed in the draft resolutions of the Extraordinary General Meeting.

The supplementary capital originating from the reduction of share capital can only be used to cover losses and therefore it cannot be paid out as a dividend. Only the part of supplementary capital built with the Company's earnings may be used to pay dividends.

4. What will be the payout per share from the share capital reduction?

The Management Board of Getin Holding has proposed a payment to the shareholders following a reduction of the share capital in the

amount of PLN 189,767,342.00, i.e., PLN 1.00 for each share held by a shareholder.

- 5. The grounds of the resolution reducing share capital stipulate that the reallocation of a part of share capital to supplementary capital is expected to increase the Company's capacity of paying dividends in the future. What does it mean? What dividends is the company planning to pay in the future?**

The conditions of dividend payment are set out in Article 348(1) of the Polish Companies Code, which provides that the amount allocated for distribution to shareholders shall not exceed the profit for the most recent financial year increased by undistributed profits from previous years and amounts transferred from supplementary capital and reserves built with earnings which may be allocated for dividend payment. Such amount shall be reduced by uncovered losses, treasury shares and amounts which shall be allocated from profits of the last financial year to supplementary capital or reserves in accordance with the law or the Articles of Association.

According to the Company's estimates, the amount available for distribution from completed and pending M&A projects could be approximately PLN 200m, which would imply approximately PLN 1.05 per share.

However, the Management Board cannot at this time make a recommendation as to the payment of future dividends. A proposal in this regard may be presented in the future taking into account the Company's liabilities and liquidity position. It should be noted that the General Meeting of the Company has the exclusive competence to decide about the payment of dividends.

- 6. What conditions must be met to receive payment from share capital?**

In order to receive payment from share capital, you must be a holder of Getin Holding shares on the record date of the payment from the share capital reduction.

The record date of the list of shareholders entitled to receive distributions from the reduction of share capital ("Day D") will be the seventh business day after the end of a six-month period running from the effective date of the entry of the reduction of the Company's share capital made pursuant to the proposed resolution in the Register of Companies of the National Court Register.

- 7. If I sell shares after the record date when you must be a shareholder to qualify for a share capital distribution, will I still receive the payment?**

Share capital distributions are paid out to all shareholders who hold shares in the company as at the record date of the payment.

Sales of shares after the record date should not affect the right to receive distributions from the share capital reduction.

8. When will the distributions be paid?

*Distributions from the reduction of the share capital ("**Day W**") will be paid to the shareholders on the fourteenth Business Day following Day D, unless such date is before or on the last day of the six-month period following the announcement of the entry of the reduction of the Company's share capital made pursuant to the Resolution in the Register of Companies of the National Court Register ("**Minimum Period**"), and in that case, Day W will be the first Business Day following the last day of the Minimum Period.*

9. Will the distributions to shareholders be paid through brokerage houses, as is the case with dividends?

As a general rule, distributions to shareholders are paid in the same way as dividend payments.

10. Is the Company planning to buy back its shares following the reallocation from share capital to supplementary capital?

The Management Board is not working on a share buyback at this time.

11. What is the risk that the process will not succeed?

The Company recognises the risk of creditors' claims being raised in the creditor notification procedure, which would trigger a process of examining the validity of the claims raised and determining their amount and possibly satisfying or securing such claims, and which may consequently affect the possibility of completing the share capital reduction and attaining the other objectives of the process.

If there are any additional questions or information relating to the process and potential decisions of the Extraordinary General Meeting, the above Q&A may be amended or supplemented.