

## **SUPERVISORY BOARD OF GETIN HOLDING S.A. BYLAWS**

Consolidated text adopted by the Resolution 5 of the Extraordinary General Meeting of Shareholders of Getin Holding S.A. dated August 26th, 2020

### **I. General provisions**

#### **§ 1**

The Supervisory Board permanently supervises the Company's operations in all aspects of its business.

#### **§ 2**

1. The Supervisory Board acts in accordance with the Company's Articles of Association, these Bylaws, resolutions of the General Meeting of Shareholders, provisions of the Code of Commercial Companies and Partnerships, and in consideration of the Code of Best Practices adopted by the authorities of the Warsaw Stock Exchange Joint Stock Company within the scope accepted by the Company's governing bodies.
2. Supervisory Board Bylaws are publicly available on the Company's website and at its registered office.
3. The Supervisory Board adopts resolutions, issues recommendations and opinions and files motions to the General Meeting of Shareholders.
4. The Supervisory Board may not issue any binding instructions to the Management Board in respect of managing the Company's affairs.
5. Any disputes between the Supervisory Board and the Management Board are settled by the General Meeting of Shareholders.

### **II. Scope of powers of the Supervisory Board**

#### **§ 3**

The statutory duties of the Supervisory Board, in addition to other issues envisaged under applicable regulations, include:

- a. appointment and dismissal of the Company's Management Board Members;
- b. temporary suspension of the Company's Management Board or its individual Members in performance of their duties;
- c. specifying the remuneration and rules for remuneration of Members of the Management Board;
- d. approval of the Management Board Bylaws;
- e. granting the Management Board Members consent to get involved in activities competitive to the Company activities;
- f. selection of an entity authorized to examine financial statements and to conduct financial audits in the Company;
- f'. evaluation of Management Board's report on Company's operations and financial statement for the last financial year, as specified in Art. 395 (2) (1) of the Code of Commercial Companies and Partnerships, within the scope of its conformity with books and

documents, as well as with actual state; evaluation of Management Board's motions concerning the division of profit or coverage of loss and submitting a written annual report from the aforementioned evaluation to the General Meeting of Shareholders;

- g. approval of the annual budget, business plan and strategy of the Company;
- h. granting consent for a merger with another entity;
- i. issuing an opinion on the motion to wind up the Company prior to its submission to the General Meeting of Shareholders;
- j. approval of the Company's debt limits and making decisions on increasing such limits;
- k. granting consent to take on financial liabilities by the Company the value of which exceeds the limits approved by the Supervisory Board;
- l. granting consent for sale and purchase of real estate, perpetual usufruct or share in real estate by the Company;
- m. issuing opinions on suggested amendments to the Company's Articles of Associations and other draft resolutions prior to presenting them to the General Meeting of Shareholders;
- n. giving an opinion on a candidate for the Company's commercial proxy;
- o. granting the Company consent to conclude agreements, other transaction or several joint agreements or other transactions exceeding the scope of the Company's ordinary activity or unrelated to the Company's core activity if their total value exceeds PLN 1,000,000;
- p. granting consent to purchase, sell, lease and manage any components of Company's property or other assets under transaction exceeding the scope of the Company's ordinary activity or unrelated to the Company's core activity if their value exceeds PLN 500,000;
- q. granting consent to establish a guarantee, sign on behalf of the Company any promissory notes securing liabilities of any third parties and take any measures aiming at securing liabilities of any third parties, if their value exceeds PLN 1,000,000;
- r. granting consent to subscribe for or acquire shares in other companies or to invest in other companies or join any business enterprise, if the value of a single investment exceeds PLN 500,000;
- s. approval of the Company's assets encumbrance limits (pledges, mortgages or other encumbrances) and making decisions regarding increase of such limits;
- t. establishing by the Company any encumbrances on the Company's assets when the value of such encumbrances exceeds the limits approved by the Supervisory Board;
- u. carrying out the duties of Audit Committee, if the Audit Committee hasn't been appointed or there have been obstacles which make its operation impossible.

#### § 4

1. The Supervisory Board selects an entity entitled to audit financial reports of the Company and to perform financial revision in the Company in compliance with the applicable regulations.
2. While setting forth the amount of remuneration for the Members of the Management Board, the Supervisory Board takes into consideration its incentive character and assurance of effective and seamless management of the Company. The remuneration shall be commensurate with the Company's size and financial results and shall be related to the scope of responsibilities resulting from the function performed and shall take into account

the level of remuneration of members of management boards in similar companies in a comparable market. The Supervisory Board endeavors to ensure that the remuneration of Members of the Management Board is determined in accordance with the Company's Remuneration Policy for Members of the Management Board and Supervisory Board of Getin Holding S.A.

### **§ 5**

1. In order to duly perform their duties, the Supervisory Board shall receive regular and comprehensive information from the Management Board about all material aspects of the Company and the risk related to the conducted activities and methods of risk management. The Supervisory Board may inspect all documents of the Company, request reports and explanations from the Management Board and employees, and review the assets and liabilities of the Company.
2. The Supervisory Board presents an annual brief evaluation of the Company's standing to the Annual General Meeting of Shareholders. The evaluation shall be made available to the shareholders in a period allowing for familiarization therewith before the Annual General Meeting is held.
- 2a. The Supervisory Board shall annually prepare a remuneration report for each member of the Management Board and Supervisory Board in accordance with the applicable regulations.
- 2b. The Supervisory Board shall examine and evaluate the proposals presented by the Management Board to amend the Company's Remuneration Policy for Members of the Management Board and the Supervisory Board of Getin Holding S.A. or a proposal to keep the existing Policy wording.
3. Members of the Supervisory Board should participate in General Meetings of the Company and, within their competences and within the scope necessary to settle any matters discussed by the General Meeting, shall provide the participants with explanations and information concerning the Company.

### **III. Organization of the Supervisory Board's activities**

### **§ 6**

1. Supervisory Board consists of five to seven persons, including a Chairman and a Vice Chairman.
2. Individual Members of the Supervisory Board are appointed by the General Meeting of Shareholders.
3. The Supervisory Board is elected for the period of two years. Members of the Supervisory Board are appointed for a joint term of office.
4. The Supervisory Board elects a Chairman and a Vice-chairman from amongst its Members.
5. The Supervisory Board or its Members appointed by General Meeting of Shareholders may be dismissed under a resolution of the General Meeting of Shareholders before the end of the Supervisory Board's term. The term of a Member of the Supervisory Board appointed before the end of the Supervisory Board's term shall end together with the end of the term of the entire Board.

6. Terms of Members of the Supervisory Board end not later than on the date of holding the first General Meeting of Shareholders convened to approve the financial report for the last full financial year of the Supervisory Board's term of office.
7. Terms of Members of the Supervisory Board end also at their death, resignation or dismissal.

#### § 7

1. Any person being a shareholder or a person from outside the Company may be appointed to the Supervisory Board. A Member of the Management Board, a commercial proxy, a liquidator, the head of department or plant, a chief accountant, attorney-at-law or advocate employed with the Company or other persons directly accountable to a Member of the Management Board or a liquidator and a Member of the Management Board and a liquidator of a subsidiary company shall not, at the same time, be a member of the Supervisory Board.
2. A member of the Supervisory Board shall not resign from the function during his/her term of office if this could make the work of the Supervisory Board impossible, and in particular, if this could make a timely adoption of an important resolution impossible.
3. A member of the Supervisory Board shall inform the Management Board about the functions performed as well as personal, actual and organizational relations of the Member of the Supervisory Board with the shareholders, in particular with the majority shareholder and any changes in this respect for the purpose of their publication.
4. A Member of the Supervisory Board shall inform the Management Board about disposal or acquisition of shares of the Company or its holding or subsidiary companies as well as transactions with such Companies as far as they are relevant for his/her material situation or if an obligation to disclose information on performed transactions results from relevant provisions concerning current and periodical information submitted by issuers of securities, in a manner allowing the Management Board to publicly disclose such information in accordance with the aforementioned regulations of law.

#### § 8

1. Meetings of the Supervisory Board shall be held at the Company's registered office or another place in the Republic of Poland specified in the invitation.
2. Meetings of the Supervisory Board, save for matters directly concerning the Management Board or its Members, in particular: dismissal, liability and setting forth the remuneration, shall be available and open for the Members of the Management Board.
3. The Supervisory Board may invite to its meetings the Company's employees or other persons from outside, if their presence is relevant for the matters under discussion. The decision concerning the invitation of any third parties shall be taken by the person convening a meeting or its chairman.

#### § 9

1. The Supervisory Board shall adopt resolutions if a majority of its members, including the Chairman and Vice-chairman, are present at the meeting and all its members have been duly invited to the meeting. An invitation shall be deemed duly delivered if it has been made in a written form, by fax to the fax number provided by the Member of the

Supervisory Board or by e-mail. An invitation shall specify the date and the agenda. Any Member of the Supervisory Board unable to participate in the meeting shall immediately inform the Chairman of the Supervisory Board about such fact.

- 1a. A meeting of the Supervisory Board can also be attended using remote communication means, unless the Company's Articles of Association provide otherwise.
- 1b. The Supervisory Board determines in the form of bylaws detailed rules of participation in meetings of the Supervisory Board using means of long distance communication.
2. Members of the Supervisory Board may participate in adopting of resolutions by casting their votes in writing through another Member of the Supervisory Board. Written votes may not be cast in respect of matters arising during the meeting of the Supervisory Board.
3. The Supervisory Board resolutions may be adopted under the written procedure (by circulation) or with the support of means of long distance communication (telephone, facsimile, e-mail, videoconference). A resolution so adopted shall be valid if all Members of the Supervisory Board have been notified of the contents of a draft resolution and at least half of the members of the Board participated in adopting the resolution.
- 3a. Adopting resolutions by circulation, Members of the Supervisory Board cast their votes by putting their signatures in the right place on a copy of a draft resolution (circulation copy) or by putting their signatures on separate copies of a draft resolution prepared for each Member (circular letter). It is also allowed to adopt resolutions in the mixed mode with the combined use of both above mentioned forms of voting. Resolutions are deemed adopted upon putting the last signature.
- 3b. In the event of adopting resolutions with the support of means of long distance communication, Members of the Supervisory Board shall cast their votes respectively orally or in writing. Resolutions are deemed adopted upon submitting the last statement.
- 3c. The results of the voting referred to in section 3b above shall be presented immediately to the members of the Supervisory Board.
4. The Supervisory Board can adopt resolutions in writing or using long distance communication also in matters for which the Company's Articles of Association provide for a secret vote, unless any member of the Supervisory Board objects.
5. In the event of a conflict of interests, a Member of the Supervisory Board shall notify the other Members of the Supervisory Board and refrain from participating in discussions and voting upon a resolution on a matter in which a conflict of interests occurred.

## **§ 10**

1. The agenda of a meeting of the Supervisory Board shall be set forth 7 days before the scheduled date of the meeting and approved by the Chairman.
2. An invitation, including the date and a draft agenda, shall be delivered to the Members of the Supervisory Board at least 3 working days before the date of the meeting. The invitation shall be accompanied by materials containing information about matters on the agenda. The aforementioned deadline may be shortened if the event of extraordinary circumstances justifying such shortening.
3. The agenda of the Supervisory Board meeting shall not be amended or supplemented during the meeting, unless all Members of the Supervisory Board are present and consent to the amendment or supplement of the agenda or in the event that certain actions of the

Supervisory Board are required to protect the Company against damage or loss and in the event of a resolution concerning decision weather a conflict of interests exists between a Member of the Supervisory Board and the Company.

### **§ 11**

1. Resolutions of the Supervisory Board shall be adopted by a majority of the votes cast, unless mandatory provisions of the Code of Commercial Companies require application of stricter rules for voting. In the case of a voting tie, the Chairman of the Supervisory Board shall have the casting vote.
2. Voting in the Supervisory Board shall be open. Voting shall be secret in cases for which the Company's Articles of Association so provides. Furthermore, a secret voting shall be ordered by the Chairman on his/her own or at the request of at least one Member of the Supervisory Board.

### **§ 12**

1. The Supervisory Board meetings shall be convened by the Chairman of the Supervisory Board, or in the case of his/her absence, by the Vice-chairman of the Supervisory Board.
2. The Supervisory Board meetings shall be convened if and when required, at least once in a quarter.
3. A meeting of the Supervisory Board may be requested by the Management Board or a Member of the Supervisory Board, and the request shall include a draft agenda. The Chairman, or in case of his/her absence the Vice-chairman, shall convene the meeting within two weeks of the date of receipt of the request. In the event that the Chairman or Vice-chairman fails to convene the meeting, the requesting party is entitled to convene the meeting independently, by announcing the date, place and the draft agenda.

### **§ 13**

1. Resolutions of the Supervisory Board shall be recorded by a minute secretary elected from outside the Supervisory Board or a person designated by the Chairman from amongst the Members of the Supervisory Board. The minutes shall include the agenda, the first and last names of attending Members of the Supervisory Board, the number of votes cast in favor of each resolution, objections raised, and the procedure for the adoption of a resolution.
2. The minutes shall be initialed by at least one Member of the Supervisory Board and the minute secretary and signed by all attending Members of the Supervisory Board, not later than at the subsequent meeting of the Supervisory Board. Members absent at the meeting when the minutes are signed, irrespective of the reason for their absence, are obliged to sign the minutes on the next possible date.
3. Members of the Supervisory Board participating in the adoption of resolutions by means of long distance communication shall receive copies of resolutions adopted in this manner, which they shall sign and return them to the Company as soon as possible. If resolutions are adopted using means of long distance communication, resolutions signed by members of the Supervisory Board shall be archived with the minutes of the Supervisory Board at the Company's registered office.

4. In the event of adopting resolutions under the written procedure, the resolutions shall be signed by Members of the Supervisory Board participating in adopting the resolution.

#### **§ 14**

1. The Supervisory Board shall perform its duties collectively; it may nevertheless delegate its Members to independently perform specific supervisory tasks. The Supervisory Board shall be represented by the Chairman of the Supervisory Board, and in the case of his/her absence, by the Vice Chairman of the Supervisory Board.
2. Activities of the Supervisory Board shall be managed by the Chairman, and in the case of his/her absence, by the Vice Chairman of the Supervisory Board.
3. A Member of the Supervisory Board delegated by the Supervisory Board or a group to perform supervisory tasks on a permanent basis shall provide the Supervisory Board with detailed, written reports of the duties performed.
4. If necessary, the Supervisory Board passes a resolution appointing its members as members of permanent or temporary teams and committees for defined tasks. The teams and committees act as collective advisory bodies to the Supervisory Board. The subject and procedures of the teams and committees' work are defined in the team and committee's regulations approved by the Supervisory Board.

#### **§ 15**

1. Members of the Supervisory Board are entitled to remuneration. The amount and terms of such remuneration payment shall be set forth by the General Meeting. Information on the total amount of remuneration of all Members of the Supervisory Board, and the amount of remuneration of individual Members shall be published in the Company's annual report.
2. Members of the Supervisory Board delegated to individually perform supervisory tasks on a permanent basis and Members of the Supervisory Board delegated to temporarily perform duties of the Management Board shall be entitled to separate remuneration, the amount of which shall be set forth by the General Meeting.
3. Members of the Supervisory Board shall be entitled to the reimbursement of costs incurred in connection with conducting the Supervisory Board's activities.

### **IV. Final provisions**

#### **§ 16**

1. The Company provides administration services for the Supervisory Board. The Company shall appoint a person responsible for:
  - notification of the Members of the Supervisory Board about scheduled meetings and obtaining confirmation or refusal of their attendance,
  - preparation and delivery of materials required for the meeting to the Members of the Supervisory Board,
  - recording the meetings of the Supervisory Board, taking minutes, and obtaining signatures of the Members of the Supervisory Board,
  - ensuring proper organization of a meeting,
  - other activities necessary for proper functioning of the Supervisory Board.

2. Administrative and operating costs of the Supervisory Board shall be borne by the Company.
3. The Bylaws come into force on the date of their adoption by the General Meeting of Shareholders, save for provisions of the Bylaws reflecting the amendments to the Articles of Association adopted by the Extraordinary General Meeting of Shareholders on the 16 of February 2004 which shall become effective on the date of registration of the Articles of Association's amendment by the competent Registry Court.