

GETIN HOLDING S.A. CAPITAL GROUP

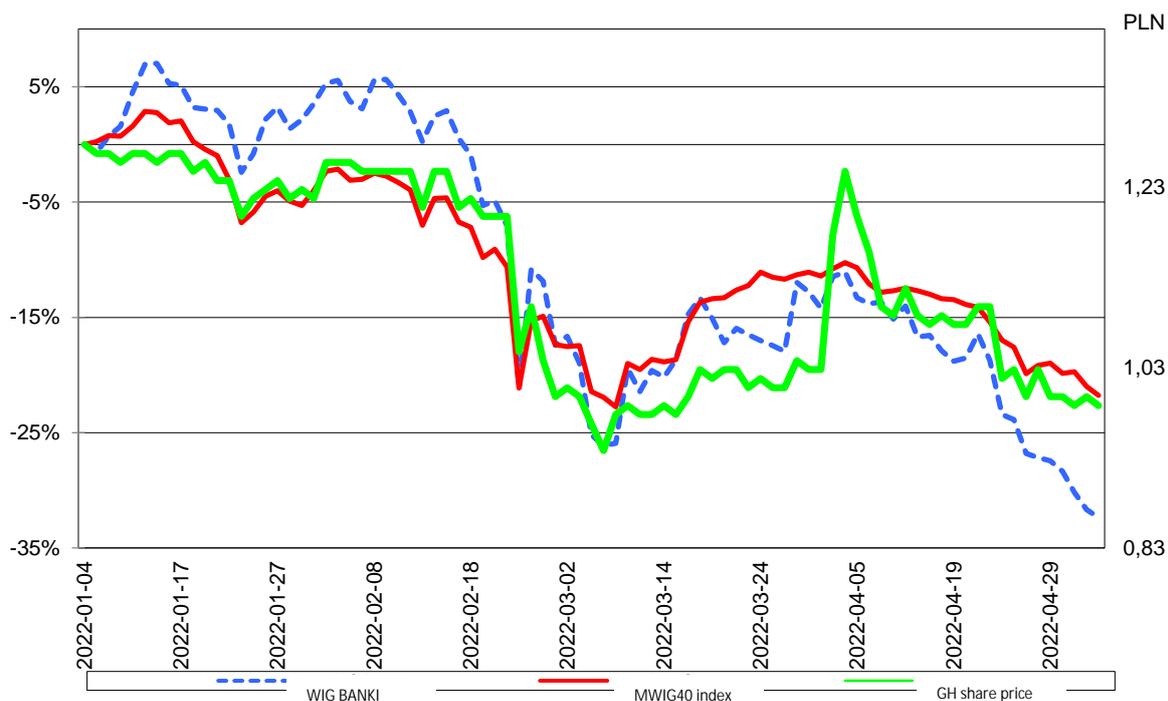
REPORT ON THE CAPITAL GROUP AND ISSUER'S OPERATIONS FOR 3 MONTHS ENDED 31 MARCH 2022

1. Business operations of the Issuer and Getin Holding Capital Group in Q1 2022

a. Main achievements and failures of the Getin Holding Capital Group in Q1 2022

Share price

The price of Getin Holding S.A. shares and its percentage change compared to the percentage change in WIG BANKI and MWIG40 indices:



Sale of M.W. Trade S.A. shares by Getin Holding S.A. under a public tender

On 23 December 2021, Getin Holding S.A. concluded an agreement for sale of shares under public tender offer ("Agreement") with M.W. Trade S.A. based in Wroclaw ("MWT"), Beyondream Investments Ltd based in Larnaca (Cyprus) ("BI") and Mr. Rafał Wasilewski ("RW"). The purpose of the Agreement was to lay down the rights and obligations of the parties to announce and execute the tender offer for the sale of MWT shares, as referred to in Article 74(1) of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies (consolidated text: Journal of Laws 2021, item 1983, as amended) ("Tender Offer"). In response to the Tender Offer, the Issuer wanted to dispose of all 4,298,301 shares held in MWT to the inviting entities, representing 51.27% of the share capital of MWT and 51.27% of votes at the General Meeting of MWT. The shares were to be disposed of for the price of PLN 5.00 (five) per share. The parties to the Agreement could terminate the Agreement or withdraw from it (as the case may be), until the announcement of the Tender Offer, in specified situations, in particular if: 1. the price per share fixed by the parties to the Agreement (i.e. PLN 5.00) was lower than the minimum price to be paid in the Tender Offer pursuant to the Act on Public Offering, and 2. the General Meeting of MWT did not approve the share buyback by MWT. The Agreement provided that the Tender Offer was effective if an organizational agreement was concluded between MWT, BI and RW. On 15 March 2022, the Issuer responded to the Tender Offer by subscribing to the sale of MWT shares in the number

specified above, while the remaining conditions for the Tender Offer to be effective had been met. On 25 March 2022, all shares of MWT were disposed of, due to which the Issuer lost control over MWT and as at the date of publication of this Report it held no shares in MWT. The Issuer received PLN 21,491,505 under this transaction.

On 26 January 2022, in performance of the obligations under the Agreement, the Issuer granted a floating-rate cash loan of PLN 652,200 to BI. The collateral for the loan was an ordinary pledge on MWT shares established by BI in favour of the Issuer. On 25 March 2022, the aforesaid loan in the principal amount of PLN 652,200 was repaid and, on 28 March 2022, the Company's account was credited with the interest due on the same.

Disposal of assets in Romania

With reference to the transaction of sale of the Issuer's assets in Romania, described in Current Reports 28/2021, 29/2021, 33/2021, 35/2021 and 36/2021 and in the Report on the Getin Holding S.A. and Getin Holding Capital Group's Operations for 2021, the price of the aforesaid transaction was adjusted in Q1 2022.

On 16 February 2022, in connection with a decision of the Romanian National Agency for Fiscal Administration (hereinafter: "ANAF") imposing an obligation to pay tax on a subsidiary of Idea Bank Romania (hereinafter: "Subsidiary"), i.e. an event for which the Issuer is responsible under the Agreement, the Company ordered to pay EUR 3,443,419.26 (equivalent to PLN 15,466,461.95 at the exchange rate of the National Bank of Poland as at 16 February 2022) to the Subsidiary from the escrow account to which part of the price for Idea Bank Romania shares disposed of by the Issuer had been transferred under the Agreement. As a result of the arrangements made by the Subsidiary and ANAF, the tax actually paid was reduced and, therefore, the amount of EUR 609,987.46 (equivalent to PLN 2,857,242.26 at the exchange rate of the National Bank of Poland as at 12 May 2022) was returned to the escrow account, where it was blocked until the final decision of the appeal authorities. The Company will make every effort to appeal against the ANAF's decision within the deadlines and in accordance with the Romanian laws, as reported by the Issuer in Current Report 4/2022. The resolution of this matter is material for many entities in the Romanian market. Such practice was common. Presently, many administrative proceedings are pending and it is likely that this matter will be resolved for the benefit of all entities in a similar situation.

In accordance with the Conditional Sale Agreement, on 14 March 2022 the base amount was adjusted for the difference between the consolidated net asset value of Idea Bank Romania as at 31 October 2021 and the consolidated net asset value of Idea Bank Romania as at 31 December 2020. Following the adjustment, the Issuer and GISA were paid EUR equivalent of RON 9,665,000 (equivalent to PLN 9,359,586 at the exchange rate of the National Bank of Poland as at 11 March 2022), of which 99.99996526%, i.e. EUR 1,952,958.57, was paid to the Issuer and 0.00003474% was paid to GISA. Besides, since the consolidated net asset value of Idea Bank Romania as at 31 October 2021 was higher than the consolidated net asset value of Idea Bank Romania as at 31 December 2020, the amount of EUR 1,000,000 (equivalent to PLN 4,792,400 at the exchange rate of the National Bank of Poland as at 11 March 2022) was disbursed to the Issuer from the escrow account to which part of the price for Idea Bank Romania shares disposed of by the Issuer had been transferred. The Issuer received that amount on 21 March 2022.

Assets in Ukraine

On 10 November 2021, the Issuer as the seller concluded a conditional sale agreement for 100% of Idea Bank (Ukraine) shares with JSC "First Ukrainian International Bank" based in Kiev, Ukraine, as the buyer (hereinafter: "FUIB").

On 3 February 2022, the Antimonopoly Committee of Ukraine approved the acquisition of Idea Bank (Ukraine) shares by FUIB, due to which FUIB is to hold more than 50% of votes at the supreme authority of Idea Bank (Ukraine).

The tense geopolitical situation, ended with the war started by Russia on 24 February 2022, led to an extended procedure on the part of the National Bank of Ukraine and, consequently, resulted in a failure to meet the deadlines set in the agreement with FUIB. Since not all conditions for the transfer of Idea Bank (Ukraine) shares laid down in the agreement with FUIB had been met by 25 February 2022, the agreement was terminated.

Reduction of the Company's share capital

The Issuer's share capital reduction is continued. The process started on 21 December 2021, when the Extraordinary General Meeting of the Company resolved to reduce the Issuer's share capital by PLN 740,092,633.80, i.e. from PLN 759,069,368.00 to PLN 18,976,734.20, by reducing the share nominal value by PLN 3.90, i.e. from PLN 4.00 to PLN 0.10. The share capital of the Company was reduced to pay the amount of PLN 189,767,342.00 to the shareholders on account of the share capital reduction and to transfer PLN 550,325,291.80 to the Company's supplementary capital, so that the amounts transferred under the share capital reduction could be allocated to cover any possible future losses of the Company and, besides, to create the conditions for future payments to shareholders from the supplementary capital in the part in which the capital was created from the Company's profits.

After the reporting period, i.e. on 20 May 2022, an amendment to the Company's Articles of Association concerning a reduction of its share capital was entered into the Register of Entrepreneurs of the National Court Register. Presently, the share capital of the Company amounts to EUR 18,976,734.20. The share capital is divided into 189,767,342 series A ordinary bearer shares with nominal value of PLN 0.10 each. The total number of votes attached to all 189,767,342 shares issued by the Company is 189,767,342.

b. Factors and risks common to the Issuer's Capital Group, which in the Issuer's opinion will affect its performance in the perspective of at least the next quarter

The basic factor that shaped the business environment in the Polish and Ukrainian markets of the Getin Holding Capital Group operations in Q1 2022 was the war in Ukraine. In consequence, it may seriously jeopardize the receipt of proceeds from the completed asset sale project in Russia, from which Getin Holding expects payments which, as agreed, will be disbursed from escrow accounts in the coming years, after all terms and conditions laid down in the Agreement are met.

The present geopolitical environment, sanctions imposed on Russia and the devastation in Ukraine, caused by the invasion of the Russian army, of a scale not earlier seen since World War II, may cause the divestment of assets in Ukraine to be postponed and may also adversely affect the ability to sell them in the future.

It is also difficult to predict future developments, which generates a number of risks relating to possible future dividend yields and the value of these assets. It is certain, however, that the scale of the damage, not only to infrastructure but also to business prospects, will be enormous. Aware of all risks arising from the current situation in Ukraine, at the end of Q1 2022, the Company requested an independent expert to perform impairment tests on the Group's Ukrainian companies. The tests showed that it is necessary to make impairment losses at both a standalone and consolidated basis. On the standalone basis, an impairment loss of PLN 192,297,000 was recognized on the investment in Idea Bank (Ukraine), while on the consolidated basis the total impairment loss on assets amounted to PLN 222,895,000.

Long-lasting hostilities will translate into a further exodus of civilians, including the employees of the Bank, which may seriously jeopardize the ability of Idea Bank (Ukraine) to continue its operations or the scope of such operations.

The Group's priority is to ensure safety of the Idea Bank (Ukraine) employees and, therefore, Getin Holding and the Bank take measures to secure the employees and their families and to evacuate them from areas that are particularly vulnerable to the invasion of the Russian army.

In the opinion of the Issuer, the following factors are forecast for future periods and will affect the Company's standalone performance and the Group's consolidated performance:

1. the risk relating to hostilities in Ukraine; inability to estimate the duration of the war and the scale of losses it will cause to the economy and people's daily lives, which will definitely affect the operations of the Group companies in Ukraine;
2. potential risks may arise where regulatory changes are made due to further negative reputational developments and a possibility that relevant institutions may influence the Group's operations. The main risk for Getin Holding is possible restrictions on dividend payments by subsidiaries and possible sanctions that make it impossible to obtain payments for assets, arising from the nature of asset sale transactions made by the Issuer, which may disrupt financial flows within the Company;
3. the situation relating to SARS-CoV-2 coronavirus pandemic will continue to affect income and the quality of the loan portfolio;
4. market conditions (global and local); macroeconomic indicators of economies (where the Group's investments/divestments are or will be made) affecting the return on projects; difficult to predict fluctuations in the economic situation of markets, geopolitics;
5. the ability of the Group companies to adjust their risk management mechanisms to prevailing market trends and tendencies on an ongoing basis;
6. specific nature of business operations of Getin Holding S.A.; the parent company is exposed to risks of new activities or risks relating to the sale of its assets.

Q1 2022 continued to be under some pressure from SARS-COV-2. Although most of the pandemic-related restrictions were lifted, the risk remains high. In recent years, the Group developed a number of procedures and policies for working both in office and on a remote basis in the event of a significant increase in SARS-COV-2 infections.

Potential risks may arise in a situation of regulatory changes due to further negative developments and a need for the relevant institutions to intervene with the Group's areas of operation.

The Management Board of Getin Holding S.A. draws attention to the risk of failure to achieve the intended business goals, resulting from the fact that the impact of highly volatile market situation on the performance cannot be precisely estimated. The further development of the Russia-West crisis, which is difficult to predict, global SARS-CoV-2 coronavirus pandemic, as well as its unpredictable duration, have introduced a level of volatility and concern about the state of the economy and the basis for further economic growth, locally and globally, not seen in years. Negative scenarios of further developments in Ukraine, if realized, may affect the prospects of Idea Bank's operations in Ukraine, the ability to generate profits and the Bank's capacity to pay dividends, which may impact the standing of Getin Holding.

The above-described factors will have a negative impact on the performance and the amount of equity of the Group companies, which may result in the materialization of the risk of some of them failing to meet regulatory capital requirements.

c. Factors and events, in particular untypical ones, significantly affecting the Getin Holding Group's performance

In Q1 2022, there were no factors or events of untypical nature that significantly affected the Getin Holding Capital Group's performance for the period, other than described in this Report and in the Financial Statements of Getin Holding Capital Group S.A. for 3 months ended 31 March 2022.

d. Seasonal or cyclical operations of the Group

The Getin Holding Capital Group does not recognize any operations of significantly seasonal or cyclical nature.

e. Effects of changes in structures of the Issuer and the Issuer's Capital Group

On 25 March 2022, as a result of the Agreement for sale of shares under public tender offer, concluded by the Issuer with MWT, BI and Mr. Rafał Wasilewski on 23 December 2021, all 4,298,301 shares held by MWT, representing 51.27% of the share capital of MWT and 51.27% of votes at the General Meeting of MWT, were disposed of, due to which the Issuer lost control over MWT and held no shares in MWT as at the date of publication of this Report.

In Q1 2022, there were no changes or effects of the same in the structures of the Issuer and Getin Holding Capital Group, other than described in this section and in section 2 of this Report.

2. Business operations of the Getin Holding Capital Group in individual territories in Q1 2022

Financial services segment in Poland - since in Q1 2022, GH disposed of all shares held in MWT, as described in sections 1(a) and 1(e) above, and the MWT's financial results were classified as discontinued operations on the consolidated basis as at 31 December 2021, this segment is not presented by territories as compared to the Report of the Getin Holding Group's Operations for 2021.

Banking services segment in Ukraine - due to the current geopolitical situation in Ukraine and since it is not possible to dispose of the Idea Bank (Ukraine) subsidiary, the plan to sell the bank was abandoned in Q1 2022 and the assets and liabilities of the Group's Ukrainian companies were ceased to be recognized as held for sale, while the operations of those companies were reclassified to continued operations.

Banking services segment in Ukraine

The segment of banking services of the Issuer's Capital Group in Ukraine is represented by:

- Idea Bank S.A. (Ukraine) offering banking products and services to individuals,
- New Finance Service sp. z o.o. (NFS), whose activity in the reporting period included business consulting and financial intermediation.

Idea Bank S.A. (Ukraine) operates in retail business concentrated on banking products and services addressed to individuals. The bank's core products include cash loans, credit and debit cards, deposits and current accounts. Idea Bank (Ukraine) offers comprehensive services to individuals, continuing to develop services provided through online banking.

Idea Bank (Ukraine) also provides services for entrepreneurs, offering corporate loans, deposit products, as well as cash and clearing services.

The Bank sells products through its own branches and online channels, as well as through partner banks, and also New Finance Service sp. z o.o.

a. Financial results of the segment for 3 months of 2022

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Financial results of the segment:

	kPLN		Change %	kUAH		Change %
	3M 2022	3M 2021		3M 2022	3M 2021	
Net interest income	73 477	51 340	43.1%	513 347	376 393	36.4%
Interest income	85 287	63 136	35.1%	595 857	462 874	28.7%
Interest expense	(11 810)	(11 796)	0.1%	(82 510)	(86 481)	-4.6%
Net fee and commission income	6 862	11 248	-39.0%	47 941	82 463	-41.9%
Fee and commission income	11 129	15 224	-26.9%	77 753	111 613	-30.3%
Fee and commission expense	(4 267)	(3 976)	7.3%	(29 811)	(29 150)	2.3%
Other net operating income and expenses	(2 545)	705	-	(17 781)	5 169	-
Result on revaluation write-offs	(248 056)	(11 059)	2143.0%	(1 733 041)	(81 078)	2037.5%
Administrative expenses	(28 048)	(23 079)	21.5%	(195 957)	(169 201)	15.8%
Income tax	(3 156)	(5 323)	-40.7%	(22 049)	(39 025)	-43.5%
Net profit	(201 466)	23 832	-	(1 407 541)	174 721	-

Selected balance sheet data:

	kPLN		Change %	kUAH		Change %
	31.03.2022	31.12.2021		31.03.2022	31.12.2021	
Balance sheet total	607 621	912 947	-33.4%	4 141 929	6 139 523	-32.5%
Loans and advances	495 163	719 136	-31.1%	3 375 344	4 836 153	-30.2%
Deposits	538 893	628 638	-14.3%	3 673 436	4 227 559	-13.1%

Key financial performance indicators of the segment:

No.	The key efficiency indicators	At the end of Q1 2022 r.	At the end of Q1 2021 r.	Change	Description for the year-end ratios
1	ROA Return on assets	-106,00%	13,53%	-119,52 p.p.	Net profit / [(Total assets at the end of the current period + Total assets at the end of the previous year)/2])*(4/1)
2	ROE Return on equity	-646,16%	77,11%	-723,28 p.p.	Net profit / [(Total equity at the end of the current period + Total equity at the end of the previous year)/2])*(4/1)
3	NIM Net interest margin	41,55%	31,39%	10,15 p.p.	(Net interest income / [(Total interest-earning assets at the end of the current period + Total interest-earning assets at the end of the previous year)/2])*(4/1)
4	COF Cost of financing	7,80%	8,85%	-1,05 p.p.	Interest expenses / [(Total interest-bearing liabilities at the end of the current period + Total interest-bearing liabilities at the end of the previous year)/2])*(4/1)
5	COR Cost of risk	163,42%	8,20%	155,23 p.p.	Net impairment result on loans, advances and leasing receivables / [(Total receivables from loans, advances, leasing at the end of the current period + Total receivables from loans, advances and leasing at the end of the previous year)/2])*(4/1)
6	C/I Cost-to-income ratio	36,05%	36,46%	-0,41 p.p.	General administrative expenses / net operating income

In Q1 2022, the main factor that affected the Ukrainian economy, including the state's financial system, was the war in Ukraine started by Russia and lasting since 24 February 2022, which also affected the financial results and performance indicators of Idea Bank (Ukraine).

Russia's military aggression against Ukraine and the demands made by Russia against not only Ukraine but also the European Union and the North Atlantic Alliance, generate the risk of military conflict on an unimaginable scale, the effects of which could be tragic for the global economy.

At the present stage, it is difficult to estimate both the time and cost of rebuilding the businesses operated by Getin Holding Group in Ukraine. The scale of operations of Idea Bank (Ukraine) is reduced. In March 2022, the Bank suspended the sale, introduced payment holidays in the entire portfolio and took measures to mitigate the liquidity problem, including refinancing from the NBU. All development projects were suspended, while the focus was put on securing the operational functioning of the company.

The Bank made efforts to protect the network infrastructure against increasing hacking attacks, to protect the employees and their families and to evacuate them from the areas particularly vulnerable to the invasion of the Russian army. In addition, employees were provided with assistance during evacuation, substitute premises were secured away from places of intense hostilities, and support was provided to employees who had been called up for military service.

The Bank took measures to:

- provide customers with access to savings. As far as possible, the branch network was kept operational where it did not pose a threat to the employees and customers. About 85% of the network, i.e. 67 branches, operated on a regular basis;
- provide payment holidays, extend payment card expiry dates;
- maintain liquidity at an adequate level, ensuring that all obligations to customers were met and the NBU standards were complied with.

Net loss of the banking services segment in Ukraine for Q1 2022 amounting to PLN 201.5 million is an effect of recognition of impairment losses resulting from the impairment test of the Group's Ukrainian companies, described in detail in Note 2.26 of the Consolidated Financial Statements of the Group for Q1 2022. The total impairment loss recognized directly in the segment's financial results amounted to PLN 216,444,000, of which PLN 212,791,000 was charged to net impairment loss on loans.

b. Main achievements and failures of the segment in Q1 2022

With the outbreak of the war on 24 February 2022, all spheres of life activity in Ukraine, in particular the Ukrainian banking system, had to switch to work in the situation of war, which involves a number of limitations on the existing operations. Presently, the priority of banks in Ukraine, including Idea Bank, is to provide citizens with continuous and safe access to funds and operations to secure their main life needs. Besides, Ukrainian banks offer solution for financial support of the Armed Forces of Ukraine by opening special bank accounts for domestic payments and foreign transfers. Market participants, supported by the National Bank of Ukraine, also focus on providing continuous operations of the banking system, which additionally guarantees the business continuity of Ukrainian enterprises, in particular critical infrastructure.

Idea Bank (Ukraine) is stable in the situation of war, duly meeting its obligations to customers and complying with the regulatory standards.

On 18 February 2022, the process of increasing the share capital of Idea Bank (Ukraine), which began in mid-2021, was completed - the Regulator's Certificate of Registration of the new issue shares and the Global Certificate were obtained. Currently, the share capital of Idea Bank (Ukraine) amounts to

UAH 323,072,875.00 and is divided into 323,072,875 ordinary registered shares with nominal value of UAH 1.00 (one hryvnia 00/100) per share. The increase in the share capital of Idea Bank (Ukraine) was related to regulatory changes, introduced as part of the 2021 financial sector reform in Ukraine, concerning capital requirements for banks. Thereby, the resolution of 25 August 2021 of the sole shareholder of Idea Bank (Ukraine) on increasing the bank's share capital by UAH 24,330,900.00 through the issue of 24,330,900 ordinary registered shares with nominal value of UAH 1.00 (one hryvnia 00/100) per share, payable in cash, was implemented. The newly issued Idea Bank (Ukraine) shares were fully subscribed to by the Issuer.

On 31 March 2022, Idea Bank (Ukraine) made full repayment to Bank Polska Kasa Opieki S.A. based in Warsaw (that entered into rights and obligations of Idea Bank S.A. based in Warsaw pursuant to the acquisition decision issued by BFG on 30 December 2020) of the subordinated loan of USD 2,900,000 taken on 4 January 2013 from Idea Bank S.A. based in Warsaw.

With the commencement of hostilities in Ukraine on 24 February 2022, some of the sales outlets of New Finance Service sp. z o.o. found themselves on the occupied territories and, therefore, the company's operations in this area were completely suspended. Besides, as a result of suspension of lending by Idea Bank (Ukraine), the core business of the NFS, i.e. financial intermediation, was also put on hold with respect to the entire sales network. In this situation, on 16 May 2022, i.e. after the balance sheet period, the Issuer as the sole shareholder of the company decided to discontinue the NFS operations in the credit and insurance intermediation business and as an information and consultation centre. Consequently, the selected part of the existing NFS enterprise will be transferred to Idea Bank (Ukraine). The remaining part of NFS will be liquidated. The steps taken are aimed to reorganize and optimize the NFS resources within the Ukrainian segment of the Issuer's Group so as to retain the NFS core qualified staff and operating branches in relatively safe regions of Ukraine, by incorporating them into Idea Bank (Ukraine) structures.

c. Factors and risks which in the Issuer's opinion will affect the performance of the segment in the perspective of at least the next quarter

The main risk that significantly affects all spheres of activity in Ukraine, including the banking sector, is the unstable geopolitical situation caused by the military aggression of the Russian Federation against Ukraine. Regular battles for towns in the east and south of Ukraine, bombing of the capital city of Kiev but also concentrated attacks on Odessa, Lvov and Ivano-Frankivsk - activities that directly terrorize and threaten the lives of civilians, the scale of which is unprecedented in recent history - make it impossible to estimate losses and translate them now into the Group's future operations in Ukraine. Since the beginning of 2022, the Ukrainian economy has been shrinking drastically, which is the main macroeconomic risk for those operating in it. The projected decline in Ukraine's GDP in 2022, determined under "conditions of extreme uncertainty", could be between -40% and -45%. Household incomes go down and unemployment goes up, which will affect the quality and servicing of credit debt by customers in future reporting periods. Beyond Q1 2022, the stability of the Ukrainian market, including the ability to rebuild the economy, is largely dependent on cooperation and financial assistance of the Ukrainian state's key partner organizations and Western institutions.

In the perspective of the next reporting period, business risks for the Group in Ukraine may be associated with a significant reduction in the ability of Idea Bank (Ukraine) to be fully operational, as well as a decrease in the customers' business activity and demand for banking products and services, deterioration of the customer's payment discipline and ability to service their credit obligations.

Under these circumstances, the uncertainty regarding the timing of the end of hostilities in Ukraine is a key risk and threat to the Ukrainian segment's operations for the remainder of the financial year.

d. Effects of changes in the segment structures

On 26 March 2021, Getin International SA in liquidation (subsidiary of the Issuer) as the sole shareholder of Gwarant Legal Support Sp. z o.o. resolved to liquidate Gwarant Legal Support and appointed a liquidator. The liquidation is pending.

3. Other information on the Getin Holding Capital Group in Q1 2022

a. Changes in the composition of the management and supervisory authorities of Getin Holding S.A.

As at the date of preparation and publication of the Q1 2022 Report, the composition of the Management Board of Getin Holding S.A. did change compared to the previous reporting period and was as follows:

- 1) Piotr Kaczmarek – President of Management Board
- 2) Piotr Miałkowski – Vice President of Management Board.

As at the date of preparation and publication of the Q1 2022 Report, the composition of the Supervisory Board of Getin Holding S.A. did change compared to the previous reporting period and was as follows:

- 1) Leszek Czarnecki – Chairman of Supervisory Board
- 2) Remigiusz Baliński – Vice Chairman of Supervisory Board
- 3) Bogdan Frąckiewicz – Member of Supervisory Board
- 4) Adam Maciejewski – Member of Supervisory Board
- 5) Stanisław Wlazło – Member of Supervisory Board
- 6) Jerzy Pruski – Member of Supervisory Board.

b. Majority shareholding structure and changes

According to the Issuer's information, the majority shareholding structure of Getin Holding S.A. as at the date of submitting the 2021 Report and as at the date of submitting this Report was as follows:

Shareholder	Number of shares held/number of votes per share (pcs.)	Percentage of share capital/votes at general meeting (pcs.)
Leszek Czarnecki directly and indirectly* including but not limited to:	104 316 454	54.97%
LC Corp B.V. with its registered office in Amsterdam	64 845 032	34.17%
Getin Noble Bank S.A. with its registered office in Warsaw	18 957 758	9.99%

* to the best of the Issuer's knowledge, dr Leszek Czarnecki holds:

- directly 20,468,082 shares representing 10.79% of the share capital (and votes in the General Meeting of the Company), and

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- indirectly - through subsidiaries - 83,848,372 shares representing 44.18% of the share capital (and votes in the General Meeting of the Company).
The subsidiaries of dr Leszek Czarnecki, that hold shares of Getin Holding S.A., are as follows:
- LC Corp B.V. based in Haarlem, the Netherlands, and Getin Noble Bank S.A. based in Warsaw, the holdings of which are indicated above;
- RB Investcom sp. z o.o. based in Wrocław, holding 8,231 shares representing 0.004% of the share capital (and votes in the General Meeting of the Company);
- Idea Money S.A. based in Warsaw, holding 631 shares representing 0.0003% of the share capital (and votes in the General Meeting of the Company);
- The Jolanta and Leszek Czarnecki Foundation, holding 29,970 shares representing 0.016% of the share capital (and votes in the General Meeting of the Company);
- Open Finance Fundusz Inwestycyjny Otwarty Subfundusz Akcji Małych i Średnich Spółek (managed by Open Finance TFI S.A.), holding 6,750 shares representing 0.0036% of the share capital (and votes in the General meeting of the Company).

c. Changes in shares held by the Management and Supervisory Board members

Person	Function	As of 31.12.2020 (pcs.)	Change	As of 1Q2022 r. (pcs.)
Piotr Kaczmarek	President of Management Board	6 000	-	6 000
Piotr Miałkowski	Vice Chairman of Management Board	0	-	0
Leszek Czarnecki	Chairman of Supervisory Board	20 468 082 ¹⁾	-	20 468 082 ¹⁾
		83 848 372 ²⁾	-	83 848 372 ²⁾
Remigiusz Baliński	Vice Chairman of Supervisory Board	49 410	-	49 410
Bogdan Frąckiewicz	Member of Supervisory Board	0	-	0
Adam Maciejewski	Member of Supervisory Board	100 000	-	100 000
Stanisław Wlazło	Member of Supervisory Board	0	-	0
Jerzy Pruski	Member of Supervisory Board	0	-	0

1) directly
2) indirectly

d. The Management Board's position on the ability to meet previously published forecasts for the year

The Getin Holding Capital Group companies did not publish financial forecasts in Q1 2022.

e. Loan and credit guarantees and guarantees of significant value issued by the Issuer or its subsidiary

In Q1 2022, the Issuer or its subsidiaries did not issue any loan or credit guarantees and guarantees of significant value.

f. Other information which in the Issuer's opinion is material for the assessment of its HR or asset situation, financial position, performance and changes in the same, and information which is material for the assessment of the Issuer's ability to meet its obligations

In this reporting period, there were no events in the Getin Holding Capital Group, which are material for the assessment of its HR or asset situation, financial position, performance and changes in the same, or events that are material for the assessment of the Issuer and its Capital Group's ability to meet their obligations.

g. Material proceedings (including proceedings concerning liabilities or receivables) pending before a court or a public administration authority

On 7 January 2021, the Company lodged an appeal to the Voivodeship Administrative Court in Warsaw against the decision of the Polish Bank Guarantee Fund (BFG) of 30 December 2020 to initiate a compulsory restructuring of Idea Bank S.A. based in Warsaw (Idea Bank), to redeem the equity instruments of Idea Bank, to apply the instrument of compulsory restructuring through acquisition of the enterprise and appointment of the administrator of Idea Bank S.A. of Warsaw (file ref. nos. DPR.720.2.2019, DPR.720.4.2019, DPR.720.8.2019, DPR.720.9.2019) (BGF Decision), claiming that that the necessary conditions for the initiation of the resolution procedure had not been met.

On 25 August 2021, at a closed session, the Voivodeship Administrative Court in Warsaw examined the appeals lodged by the Issuer and other appellants against the BGF Decision, combined them for joint examination and dismissed them.

Presently, proceedings are pending under a cassation appeal lodged to the Supreme Administrative Court in Warsaw by Getin Holding S.A. on 13 October 2021 against the judgment of the Voivodeship Administrative Court in Warsaw of 25 August 2021.

Getin Holding S.A. appealed against the aforesaid judgment of the Voivodeship Administrative Court in its entirety, requesting the judgment to be reversed and the case to be re-examined by the court of first instance or, alternatively, the judgment to be reversed and the case to be examined by declaring that the BGF Decision appealed against had been issued in violation of law.

h. Intercompany transaction(s) made by the Issuer or its subsidiary, if they are material on an individual or aggregate basis and were made otherwise than on an arm's length basis

In Q1 2022, there were no intercompany transactions made otherwise than on an arm's length basis within the Getin Holding Capital Group.

Wroclaw, 24 May 2022

Piotr Kaczmarek
President of Management
Board

Piotr Miąkowski
Vice President of
Management Board

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