

**EVALUATION OF THE MANAGEMENT BOARD'S REPORT ON THE COMPANY'S PERFORMANCE, FINANCIAL STATEMENT AND MANAGEMENT BOARD'S PROPOSAL WITH REGARD TO PROFIT DISTRIBUTION**

Pursuant to Art. 382 (3) of the Code of Commercial Companies and Partnerships, the Supervisory Board assessed:

1. the Company financial statement for the financial year 2011,
2. the Management Board's report on the Company's performance for the period starting January 1, 2012 to December 31, 2012 as regards their compliance with the accounting books and documentation and the actual state and
3. assessment of the Management Board's proposal regarding 2012 profit distribution.

In the financial statement for the financial year 2012:

1. Balance Sheet as of 31 December 2012, with total assets and liabilities amounting to PLN 2,234,329 thousand (in words: two billion two hundred thirty-four million three hundred and twenty-nine thousand zloty).
2. Profit and Loss Account for the period starting 1 January 2012 to 31 December 2012 disclosing a net profit of PLN 525,504 thousand (in words: five hundred twenty five million five hundred and four thousand zloty).
3. Cash Flow Statement for the period starting 1 January 2012 to 31 December 2012 disclosing an increase in cash and cash equivalents by PLN 349,622 thousand (in words: three hundred forty-nine million six hundred and twenty-two thousand zloty).
4. Statement of comprehensive income for the period starting 1 January 2012 to 31 December 2012 disclosing total net income of PLN 561,823 thousand (in words: five hundred sixty-one million eight hundred and twenty-three thousand zloty).
5. Statement of Changes in Equity for the financial year 2012 disclosing a decrease in equity by PLN 990,247 thousand (in words: nine hundred ninety million two hundred forty-seven thousand zloty).
6. Additional information and notes.

Upon analysing the documentation and getting acquainted with the chartered auditor's opinion dated March 06, 2013, the Supervisory Board decides that Getin Holding S.A. financial statement as well as the Management Board's report on the Company's performance for the period starting January 1, 2012 to December 31, 2012 have been drawn up fairly and accurately in accordance with the accounting books and documentation and the factual state as known by the Supervisory Board. The Supervisory Board positively views the rules of the corporate governance applied by the Management Board.

The Supervisory Board gives a positive opinion to the Management Board's proposal with regard to distribution of the profit for 2012 of PLN 525,503,978.99 (in words: five hundred twenty-five million five hundred three thousand nine hundred and seventy-eight zloty ninety-nine grosz) and approves the Management Board's proposal to allocate the profit of PLN 452,393,935.59 (four hundred fifty-two million three hundred ninety-three thousand nine hundred and thirty-five zloty fifty-nine grosz) for the Company's capital reserve, amount of PLN 73,110,043.40 (seventy three million one hundred ten thousand forty-four zloty forty grosz) for the dividend to the Company's shareholders, that is PLN 0,10 per share.

Now therefore the Supervisory Board requests the Annual General Meeting of

Shareholders of Getin Holding S.A. to approve:

1. The Management Board's Report for the Company's performance for the period starting January 1, 2012 to December 31, 2012,
2. The Company financial statement for the financial year 2012,
3. The Management Board's Proposal regarding 2012 profit distribution.