

**DRAFT RESOLUTIONS FOR ANNUAL GENERAL MEETING OF SHAREHOLDERS
GETIN HOLDING SA
CONVENED FOR 17 APRIL 2013**

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

§ 1.

Pursuant to Art. 409 §1 of the Code of Commercial Companies and Partnerships and §4 and §5 of the Bylaws of General Meeting of Getin Holding S.A., the Annual General Meeting hereby elects _____ for its Chairman.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

§ 1.

1. The Annual General Meeting hereby adopts the following agenda, as announced on _____ 2013.

Agenda:

1. Opening.
2. Electing a Chairman.
3. Stating that the General Meeting has been duly convened and has the capacity to pass resolutions.
4. Approval of the Agenda.
5. Presentation of the Supervisory Board's brief review of the Company's standing including assessment of the internal control and material risk management systems, presentation of the report on the Supervisory Board's performance in the financial year 2012, and the Supervisory Board's assessment of the Management Board's report on the Company's performance, as well as the financial statements for the financial year 2012, and the assessment of the Management Board's recommendations on profit distribution.
6. Adoption of a resolution on approval of the Supervisory Board's brief review of the Company's standing including assessment of the internal control and material risk management systems, the report on the Supervisory Board's performance in the financial year 2012, and the Supervisory Board's assessment of the Management Board's report on the Company's performance,

- as well as the financial statements for the financial year 2012, as well as the assessment of the Management Board's recommendations on profit distribution.
7. Adoption of a resolution on examination and approval of the Management Board's report on the Company's performance for the financial year 2012.
 8. Adoption of a resolution on examination and approval of the Company's financial statements for the financial year 2012.
 9. Adoption of a resolution on examination and approval of the Management Board's report on Getin Holding Capital Group's performance for the financial year 2012.
 10. Adoption of a resolution on examination and approval of the consolidated statements of Getin Holding Capital Group financial statements for the financial year 2012.
 11. Adoption of resolutions on granting a vote of acceptance to Members of the Management Board confirming discharge of their duties in the financial year 2012.
 12. Adoption of resolutions on granting a vote of acceptance to Members of the Supervisory Board confirming discharge of their duties in the financial year 2012.
 13. Adoption of resolutions on appointment of Members to the Supervisory Board for a new term of office.
 14. Consideration of the Management Board's recommendations on profit distribution.
 15. Adoption of a resolution on distribution of the profit for the financial year 2012; in the event of adoption of a resolution on dividend payment, adoption of a resolution on the dividend's record date and the dividend pay date.
 16. Adoption of a resolution on earmarking capital reserve funds to settle expenses related to purchase and cancellation of the Company's own shares.
 17. Adoption of a resolution on cancellation of shares.
 18. Adopting a resolution on changing denotation of shares series, reduction of share capital and making amendments to the Company's Articles of Association.
 19. Adoption of a resolution on approval of a uniform text of the Company's Articles of Association.
 20. Closing the meeting.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 395 § 5 of the Code of Commercial Companies and Partnerships and §10 (1) of the Company's Articles of Association the Annual General Meeting resolves to:

§ 1.

1. Approve the Supervisory Board's:
 - (a) review of Company's standing comprising assessment of the internal control and material risk management systems;
 - (b) assessment of the Management Board's report on the Company's performance in 2012, including assessment of the Management Board's recommendations on distribution of the 2012 profit.
2. Approve the Company's Supervisory Board's report on its performance in the financial year 2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (1) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting, upon examination of the Management Board's report on the Company's performance for the financial year 2012, resolves to:

§ 1.

Approve the Management Board's report for the Company's performance in the financial year 2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (1) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, upon examination of the Company's financial statements for the financial year 2012, the Annual General Meeting of Shareholders resolves to:

§ 1.

Approve the financial statements for the financial year 2012, including:

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.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 395 § 5 of the Code of Commercial Companies and Partnerships and § 10 (1) of the Company's Articles of Association, upon examination of the Management Board's report of Getin Holding Capital Group's performance in the financial year 2012, the Annual General Meeting of Shareholders resolves to:

§ 1.

Approve the Management Board's report on Getin Holding Capital Group's performance for the financial year 2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 63c (4) of the Accounting Act, Art. 395 § 5 of the Code of Commercial Companies and Partnerships and § 10 (1) of the Company's Articles of Association, upon examination of Getin Holding Capital Group's consolidated financial statements for the financial year 2012, the Annual General Meeting resolves to:

§ 1.

Approve Getin Holding Capital Group's consolidated financial statements for the financial year 2012, including:

1. Consolidated Balance Sheet as of 31 December 2012, with total assets and liabilities amounting to PLN 9,768,980 thousand (in words: nine billion seven hundred sixty-eight million nine hundred eighty thousand zloty).

2. Consolidated Profit and Loss Account for the period starting 1 January 2012 to 31 December 2012 disclosing a net profit of PLN 639,670 thousand (in words: six hundred thirty-nine million six hundred and seventy thousand zloty).
3. Consolidated Statement of Changes in Equity for the period starting 1 January 2012 to 31 December 2012 disclosing a decrease in the equity by PLN 4,210,425 (in words: thousand four billion two hundred ten million four hundred and twenty-five thousand zloty).
4. Consolidated Statement of Comprehensive Income for the period starting 1 January 2012 to 31 December 2012 disclosing a total net income of PLN 647,523 thousand (in words: six hundred forty-seven million five hundred and twenty-three thousand zloty).
5. Consolidated Cash Flow Statement for the period starting 1 January 2012 to 31 December 2012 disclosing a net decrease in cash and cash equivalents by PLN 2,544,908 thousand (in words: two billion five hundred forty-four million nine hundred and eight thousand zloty).
6. Additional information and notes.

§ 2.

The resolution takes effect on the day of its adoption.

Resolution No. [•] of the Annual General Meeting of Getin Holding S.A. dated [•]

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Rafał Juszcak** confirming discharge of his duties as the Management Board President the for the period from 01.01.2012 to 31.12.2012.

§ 2.

The resolution takes effect on the day of its adoption.

Resolution No. [•] of the Annual General Meeting of Getin Holding S.A. dated [•]

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Radosław Boniecki** confirming discharge of his duties as the Management Board Vice President the for the period from 01.01.2012 to 31.12.2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Bartosz Chyła** confirming discharge of his duties as the Management Board Vice President the for the period from 03.10.2012 to 31.12.2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Łukasz Chojnacki** confirming discharge of his duties as the Management Board Vice President the for the period from 01.01.2012 to 31.01.2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Robert Działak** confirming discharge of his duties as Member of the Management Board for the period from 02.02.2012 to 31.12.2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Ms. **Katarzyna Beuch** confirming discharge of her duties as Member of the Management Board the for the period from 01.01.12 to 04.09.2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Ordinary General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Leszek Czarnecki**, Chairman of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2012 to 31.12.2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Remigiusz Baliński**, Vice Chairman of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2012 to 31.12.2012

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Marek Grzegorzewicz**, Member of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2012 to 31.12.2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Andrzej Błażejowski**, Member of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2012 to 31.12.2012.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 393 (1) and Art. 395 § 2 (3) of the Code of Commercial Companies and Partnerships and § 10 (1)(1) of the Company's Articles of Association, the Annual General Meeting resolves to:

§ 1.

Grant a vote of acceptance to Mr. **Longin Kula**, Member of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2012 to 31.12.2012

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expires on 29 April 2013, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Leszek Czarnecki** to the Supervisory Board for the new term of office starting 30 April 2013.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expires on 29 April 2013, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Remigiusz Baliński** to the Supervisory Board for the new term of office starting 30 April 2013.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expires on 29 April 2013, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Andrzej Błażejewski** to the Supervisory Board for the new term of office starting 30 April 2013.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expires on 29 April 2013, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Marek Grzegorzewicz** to the Supervisory Board for the new term of office starting 30 April 2013.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, due to the fact that the term of office of the Supervisory Board expires on 29 April 2013, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Longin Kula** to the Supervisory Board for the new term of office starting 30 April 2013.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

Acting pursuant to Art. 395 (2)(2) of the Code of Commercial Companies and Partnerships, upon examination of the Management Board's recommendations on the profit distribution, the Annual General Meeting resolves to:

§ 1.

Taking into account the financial statements, earmark the Company's entire net profit for 2012 in the amount of PLN 525,503,978.99 thousand (in words: five hundred twenty-five million five hundred three thousand nine hundred and seventy-eight zloty ninety-nine grosz) for dividend payment to the Company shareholders, according to the following rules:

1. the amount of 452,393,935.59 (four hundred fifty-two million three hundred ninety-three thousand nine hundred and thirty-five zloty fifty-nine grosz) to be allocated as the Company's capital reserve;
2. the amount of 73,110,043.40 (seventy three million one hundred ten thousand forty-three zloty forty grosz) to be paid as dividend to the Company shareholders, according to the following rules:
 - a) the dividend of PLN **0.10** is declared on each of 731,100,434 shares.
 - b) the dividend's record date shall be on **30 April 2013**;
 - c) the dividend payment date shall be on **21 May 2013**.

1,700,000 shares repurchased by Getin Holding S.A. under the 2008-2012 Buyback Programme shall not participate in the dividend.

§ 2.

The resolution takes effect on the day of its adoption.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

1. Pursuant to Art. 396 § 5 of the Code of Commercial Companies and Partnerships, out of the funds transferred from the profit and allocated in the Company's capital reserve the amount of PLN 10,620,911.72 shall be employed in settlement of the Company's expenses related to the purchase of 1,700,000 (one million seven hundred thousand) ordinary bearer shares of the Company, with the face value of PLN 1.00 (one zloty) each, denoted with the ISIN *PLGSPR000014*, purchased by the Company with a view of their cancellation, pursuant to the Resolution No. 23 adopted by the Annual General Meeting on 28 March 2008, as amended by the Resolution No. 20 adopted by

the Annual General Meeting dated 31 March 2009 and the Resolution No. 22 of the Annual General Meeting dated 19 May 2010.

2. This resolution takes effect on the day of its adoption.

Justification

In accordance with the Resolution No. 23 of the Annual General Meeting dated 28 March 2008, the Company's Management Board recommends that the Annual General Meeting adopt resolutions validating cancellation of 1,700,000 own shares of the Company purchased by the Company with a view of their cancellation, and decrease the share capital by the amount equal to the face value of the said shares. In order to exempt the Company from the obligation to initiate the procedure notifying the creditors of the share capital reduction, set forth in Art. 456 § 1 and 2 of the Code of Commercial Companies and Partnerships, for the purposes of settlement of the expenses related to the purchase of own shares the Company must employ funds from its equity that, pursuant to Art. 348 § 1 of the Code of Commercial Companies and Partnerships, may be allocated to distribution. To this end, the Company's Management Board recommends the capital reserve funds that have been transferred to equity from the Company's profit be employed for that purpose.

Resolution No. [•] of the Annual General Meeting of Getin Holding S.A. dated [•]

1. Pursuant to Art. 359 § 2 of the Code of Commercial Companies and Partnerships and § 23 (2) of the Company's Articles of Association, 1,700,000 (one million seven hundred thousand) ordinary bearer shares of the Company, with the face value of PLN 1 (one zloty) each, denoted with the ISIN *PLGSPR000014* purchased by the Company with a view of their cancellation, pursuant to the Resolution No. 23 adopted by the Annual General Meeting dated 28 March 2008, as amended by the Resolution No. 20 of the Annual General Meeting dated 31 March 2009 and the Resolution No. 22 of the Annual General Meeting dated 19 May 2010 (“**Shares to be Cancelled**”).
2. Since it is the Company that cancels its own shares as a shareholder of Shares to be Cancelled it is not entitled to remuneration due to their cancellation. For the Shares to be Cancelled the Company paid its shareholders PLN 10,514,550.00 (ten million five hundred fourteen thousand five hundred and fifty zloty).
3. Due to the share cancellation the Company will reduce its share capital by making relevant amendments to its Articles of Association pursuant to a separate resolution to be adopted by the Annual General Meeting, without initiating the procedure of notifying the creditors of share capital reduction, provided for in Art. 456 § 1 and 2 of the Code of Commercial Companies and Partnerships, since the expenses related to the purchase of the Shares to be Cancelled were settled in full by transferring for their

settlement the funds that under Art. 348 § 1 of the Code of Commercial Companies and Partnerships, may be earmarked for distribution among shareholders.

4. This resolution takes effect on the day of its adoption, whereas the cancellation of the Shares to be Cancelled shall take place on the date of registration of the share capital reduction, mentioned in 3 hereinabove, in the Register of Entrepreneurs.

Justification

Pursuant to the Resolution No. 23 adopted by the Annual General Meeting dated 28 March 2008, as amended by the Resolution No. 20 of the Annual General Meeting dated 31 March 2009 and the Resolution No. 22 of the Annual General Meeting dated 19 May 2010, the Company purchased 1,700,000 shares of the Company. Pursuant to the aforementioned Resolution No. 23 of the Annual General Meeting dated 28 May 2010, the Company purchased the shares in order to cancel them.

The Company was purchasing its own shares from 8 September 2008 to 6 March 2009 in the WSE carried out by a brokerage house. For the own shares the Company paid its shareholders PLN 10,514,550.00 (ten million five hundred fourteen thousand five hundred and fifty zloty).

The aforementioned Resolution No. 23 passed by the Annual General Meeting on 28 March 2008 obliged the Company's Management Board to call, upon completion of the purchase of its own shares, a General Meeting to vote over a resolution on their cancellation. In execution of the said obligation, the Management Board submits to the General Meeting a draft resolution on cancellation of shares.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

§ 1

Change of the share series denotation

The denotation of the existing shares series is changed so that all 732,800,434 (seven hundred thirty-two million eight hundred thousand four hundred and thirty-four) shares existing as of the date hereof, denoted with the ISIN code *PLGSPR000014*, shall be denoted as A-series shares.

§ 2

Reduction of the share capital

1. In connection with the today's adoption by the General Meeting of the Resolution No. [•] on cancellation of shares, the share capital shall be reduced from PLN 732,800,434 (seven hundred thirty two million eight hundred thousand four hundred and thirty-four

zloty) to PLN 731,100,434 (seven hundred thirty one million one hundred thousand four hundred and thirty-four zloty), that is by the amount of PLN 1,700,000 (one million seven hundred thousand zloty).

2. The share capital reduction is effected through cancellation of 1,700,000 (one million seven hundred thousand) ordinary bearer shares denoted with ISIN code *PLGSPR000014*, with the face value of PLN 1.00 (one) zloty each, that are own shares of the Company.
3. The share capital reduction is effected to effect the Resolution Nr. [•] on cancellation of shares adopted by the General Meeting today.
4. Since the Company's share capital reduction is effected without initiation of the procedure notifying the creditors of the share capital reduction, set forth in Art. 456 § 1 and 2 of the Code of Commercial Companies and Partnerships, the amount equal to the share capital reduction, in accordance with provisions of Art. 457 § 2 of the Code of Commercial Companies and Partnerships, shall be transferred to the capital reserve that will be created in the Company, and may be employed only for covering loss.

§ 3

Amendments to the Company's Articles of Association

In connection with the change of share series denotation to be made pursuant to §1 hereof and the Company's share capital reduction to be effected pursuant to §2 hereof, the Company's Articles of Association shall be modified as follows:

1. § 21 (1) of the Company's Articles of Association shall be replaced with the following provision:

"Subject to the provisions of §21¹ of the Articles of Association, the Company's share capital amounts to PLN 731,100,434 (seven hundred thirty one million one hundred thousand four hundred and thirty-three zloty) and is divided into 731,100,434 (seven hundred thirty one million one hundred thousand four hundred and thirty-three) A series ordinary bearer shares with the face value amounting to 1.00 (one zloty) each."

2. § 21¹ of the Articles of Association reading:

"The Company's share capital was conditionally increased under the Resolution of the Annual General Meeting dated 28 March 28 2008 by the maximum amount of PLN 4,000,000 (four million zloty), by issuing no more than 4,000,000 (four million) N series ordinary bearer shares with the face value amounting to PLN 1.00 (one zloty) each, in order to allocate the rights to subscribe for the shares by the holders of O series registered bonds with the priority rights, issued by virtue of the Resolution of the Annual General Meeting of Shareholders

dated 28 March 28 2008, yet excluding the Company's existing shareholders' subscription right." shall be repealed.

3. *§ 21² of the Articles of Association shall become § 21¹.*

§ 4

The Resolution's effective date

This resolution takes effect on the date of its adoption, whereas the denotation of shares series, the Company's share capital reduction and modifications in the Articles of Association shall take place on the date of registration of the modifications in the Articles of Association, mentioned in § 3 hereinabove, in the Register of Entrepreneurs.

Justification

Pursuant to the Resolution No. 23 adopted by the Annual General Meeting dated 28 March 2008, as amended by the Resolution No. 20 of the Annual General Meeting dated 31 March 2009 and the Resolution No. 22 of the Annual General Meeting dated 19 May 2010, the Company purchased 1,700,000 own shares. Pursuant to the aforementioned Resolution No. 23 of the Annual General Meeting dated 28 May 2010, the Company purchased the shares in order to cancel them. Submission to the General Meeting of the draft resolution on cancellation of 1,700,000 own shares purchased by the Company to cancel them requires recommendation that the General Meeting adopt the resolution on reduction of the Company's share capital and making amendments to the Company's Articles of Association. The reduction of the share capital is required to reflect the reduced, due to their cancellation, number of shares. Therefore the Management Board recommends that the share capital be reduced by PLN 1,700,000 (one million seven hundred thousand zloty) that represents the total value of the cancelled shares. The recommended amendment to the Articles of Association is thus required to reflect the new value of the Company's share capital and the new number of the Company's shares resulting from the General Meeting's resolutions as regards the reduction of the Company's share capital and cancellation of the Company's own shares.

The recommended change in the denotation of the share series results from the fact that the Company purchased its own shares in the Warsaw Stock Exchange, and the purchased shares were dematerialized shares registered in the National Depository for Securities and recorded on securities accounts. This system of shares registration does not allow for specification of the series of shares that the Company purchased, and thus it is impossible to indicate series of shares to be cancelled. Consequently, if the Company did not denote all existing shares with the same series (i.e. A series), it would be impossible to specify the number of shares of a

given series (presently denoted as A to P series shares) after the cancellation of shares purchased to be cancelled. Other recommended amendments are formal and are the consequence of completion of the 2008-2011 Management Stock Option Programme.

**Resolution No. [•]
of the Annual General Meeting of Getin Holding S.A.
dated [•]**

§ 1.

Acting pursuant to Art. 359 § 5 of the Code of Commercial Companies and Partnerships, the Annual General Meeting, in connection with the today's adoption by the Annual General Meeting of the Resolution No. on changing denotation of share series, the share capital reduction and making amendments to the Articles of Association, resolves to approve of the uniform text of the Company's of Association, as follows:

“ARTICLES OF ASSOCIATION OF
GETIN HOLDING SPÓŁKA AKCYJNA

Uniform text of the Articles of Association of Getin Holding Spółka Akcyjna, drawn up on 14.02.1996, including amendments adopted by Company's General Meeting on 20.11.2000, 27.12.2001, 15.10.2002, 16.04.2003, 16.04.2003, 15.05.2003, 24.07.2003, 16.02.2004, 30.04.2004, 02.03.2005, 29.07.2005, 07.04.2006, 30.06.2006, 07.09.2006, 26.09.2006, 28.03.2008, 31.03.2009, 31.07.2009, 19.05.2010, 29.12.2010, 28.03.2011 and [•].

I. General Provisions

§ 1

The Present state they hereby establish, as the Founders, a Public Limited Company.

§ 2

1. The Company shall operate under the business name of Getin Holding Spółka Akcyjna.
2. The Company may use the abbreviated business name of Getin Holding S.A.

§ 3

The Company has its registered office in Wrocław.

§ 4

The existence of the Company is unlimited.

§ 5

The Company operates in the territory of the Republic of Poland and abroad.

II. The Company's objects.

§ 6

1. The Company's objects include:

- 1) Financial holdings (PKD 64.20.1),
 - 2) Other financial services, not classified elsewhere, excluding insurance and pension funds (PKD 64.99.Z),
 - 3) Other forms of lending (PKD 64.92.Z),
 - 4) Activities auxiliary to financial services, except insurance and pension funding (PKD 66.19.Z),
 - 5) IT related consulting (PKD 62.02.Z),
 - 6) IT facilities management related activities (PKD 62.03.Z),
 - 7) Other information and computer technology related services (PKD 62.09.Z),
 - 8) Other publishing activities (PKD 58.19.Z),
 - 9) Activities related to media representation (PKD 73.12.Z),
 - 10) Public relations and communication (PKD 70.21.Z),
 - 11) Other business and management related consulting (PKD 70.22.Z),
 - 12) Other out-of-school education, not classified elsewhere (PKD 85.59.B),
 - 13) Other retail sale conducted not in network of stores, stalls and markets (PKD 47.99.Z),
 - 14) Trade fairs, exhibitions or congresses organization related activities (PKD 82.30.Z).
2. Should a particular activity require a permit or a licence, then the Company shall refrain from conducting such an activity until it has obtained the permit or licence.
3. Change of Company's object is possible without buy-out of shares, if the resolution shall be adopted by 2/3 of votes cast while persons representing at least half of the Company's share capital are present.

§ 7

1. The Company may conduct its activities on its own behalf and account, on behalf and account of third parties, under freelance agreement, as part of an agency, on a commission or other contractual basis.
2. The Company may establish branches, representative offices and other organizational units in Poland and abroad as well as purchase shares in commercial companies and partnerships, and establish and participate in commercial companies and partnerships, cooperatives, associations and other joint ventures admitted by law.

III. Company's Governing Bodies

§ 8

The Company's governing bodies are:

1. General Meeting of Shareholders,
2. Supervisory Board,
3. Management Board.

§ 9

1. Ordinary General Meeting of Shareholders is convened by the Management Board not later than six months after the end of the financial year.
2. The Supervisory Board may convene the Ordinary General Meeting of Shareholders, if the Management Board had not convened it in time specified in section 1 or in time required by the applicable regulations.
3. A Shareholder or Shareholders who represent at least 1/20 of the share capital may request convocation of Extraordinary General Meeting of Shareholders and placement of particular issues in the agenda of this Meeting.
4. Extraordinary General Meeting of Shareholders may also be convened by the Supervisory Board or Shareholders pursuant to applicable regulations.

§ 10

1. The competence of General Meeting of Shareholders, apart from the issues envisaged under applicable regulations and these Articles of Association, include adoption of resolutions on the following issues:
 - 1) review and approval of the Management Board reports and financial reports for the previous financial year and discharging the members of the Company's governing bodies from the fulfilment of their duties;
 - 2) sale or lease of the enterprise or its organised part and establishing limited rights thereon;
 - 3) issue of convertible bonds or bonds with priority rights.
2. Detailed rules of organisation and activities of General Meeting of Shareholders are defined in the General Meeting of Shareholders Bylaws approved by the General Meeting of Shareholders.

§ 11

General Meeting of Shareholders is convened pursuant to applicable regulations.

§ 12

1. Unless applicable regulations or provisions of Articles of Associations stipulate otherwise, resolutions of the General Meeting of Shareholders shall be adopted by the absolute majority of votes cast; however the resolutions regarding redemption of shares are adopted by the majority of 3/4 of votes cast, irrespective of whether the redemption takes place through the share capital decrease or from the net profit.
2. Resolutions regarding abandoning an item on the agenda may be adopted only in reasonably justified circumstances. Such a motion requires detailed justification. Withdrawing an item placed in the agenda or abandoning discussion thereon by

Shareholders requires a resolution of General Meeting of Shareholders adopted by 75% of the General Meeting of Shareholders votes following the approval of all the petitioners present.

§ 13

General Meeting of Shareholders is opened by Chairman or Vice-Chairman of the Supervisory Board, or with both the Chairmen being absent, a Member of the Supervisory Board. In the case of absence of all Members of the Supervisory Board, the General Meeting of Shareholders is opened by the President of the Management Board or another person designated by the Management Board.

§ 14

1. Supervisory Board consists of five to seven persons.
2. Supervisory Board composition shall include Chairman, Vice-Chairman and the remaining Members.

§ 15

1. Term of office of the Supervisory Board is 2 years long. Members of the Supervisory Board are appointed for a joint term of office.
2. Supervisory Board or its Members elected by the General Meeting of Shareholders may be dismissed by virtue of a resolution of the General Meeting of Shareholders before the end of the Supervisory Board's term. Mandate of the Member of the Supervisory Board appointed before the end of the Supervisory Board's term expires at the same time as the mandates of the other Members of Supervisory Board.
3. Mandate of the Member of the Supervisory Board expires, at the latest, on the day on which General Meeting of Shareholders approves the financial statement for the last financial year of the Member's term of office.
4. Mandate of the Member of the Supervisory Board expires as a consequence of his death, resignation or dismissal from the Supervisory Board.
5. Supervisory Board elects the Chairman and Vice-Chairman of the Supervisory Board from among its Members.
6. The Chairman of the Supervisory Board, or with the Chairmen being absent, the Vice Chairman, is in charge of the Supervisory Board performance.
7. Members of the Supervisory Board may be re-elected for the next terms of the office.
8. Members of the Supervisory Board participate in activities of the Supervisory Board in person. The Supervisory Board resolutions may also be adopted without holding a meeting of the Board, under the written procedure or with the support of means of long distance communication.

§ 16

1. Meetings of the Supervisory Board are convened by the Chairman at least once every quarter. Meetings of the Supervisory Board are chaired by the Chairman, or with the Chairman being absent, by the Vice-Chairman . The Chairman of the Supervisory Board may also convene meetings of the Board at the written Request of the Company's

Management Board, President of the Management Board or a Member of the Supervisory Board.

2. Resolutions of the Supervisory Board are duly adopted at the meeting if all its Members have been invited. Furthermore, resolutions of the Supervisory Board are duly adopted at a meeting if the majority of its Members are present, including the presence of the Chairman or Vice-Chairman of the Board.
- 2a. Resolutions of the Supervisory Board shall be adopted by a majority of votes cast, unless applicable provisions of the Code of Commercial Companies require compliance with stricter voting rules. In case of a deadlock, the vote of the Chairman of the Supervisory Board shall decide.
3. Detailed rules of activities of the Supervisory Board are defined in the Supervisory Board Bylaws approved by the General Meeting of Shareholders.

§ 17

The Supervisory Board permanently supervises the Company's operations. In addition to other issues envisaged under applicable regulations, the Supervisory Board is responsible for:

- 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 of remuneration of Members of the Management Board;
- d) approval of the Management Board Bylaws;
- e) granting the Management Board Members consent to be involved in activities competitive to the Company activities;
- f) selection of the entity authorised to examine financial statements and to conduct financial revision in the Company;
- f') evaluation of Management Board's report on Company's operations and financial statement for the last financial year, which are referred to in art. 395§2 point 1 of the Code of Commercial Companies, 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 in written of the annual report from the aforementioned evaluation;
- 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 the real estate by the Company;
- m) issuing opinions on suggested amendments to the Company's Articles of Associations

and other draft resolutions prior to their submission 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 asset encumbrance limits (pledges, mortgages or other encumbrances) and making decisions regarding increase of such limits;
- t) establishment 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 hadn't been appointed or there had been obstacles which make its operation impossible.

§ 17¹

If necessary, the Supervisory Board by virtue of a resolution appoints members of permanent or temporary teams or committees for defined tasks, from among the Supervisory Board Members. The teams and committees act as collective advisory bodies to the Supervisory Board. The aim and procedures of the teams and committees' work are defined in the team and committee's regulations approved by the Supervisory Board.

§ 18

1. The Company's Management Board is composed of one to five members.
2. The Members of the Management Board are appointed and dismissed by the Supervisory Board.
3. Term of office of the Management Board is 3 years long. The Members of the Management Board are appointed for a joint term of office.
4. The mandate of the Company's Management Board Member expires upon holding the General Meeting of Shareholders approving the financial statement for the last full financial year of the term of the office.
5. Individual Members of the Management Board may be dismissed at any time. Mandate of the Member of the Management Board appointed before the end of the term expires along with the end of the term of the entire Management Board.

6. Mandate of the Member of the Management Board expires also as a result of his death, resignation or dismissal from the Management Board.
7. Detailed rules of activities of the Management Board are defined in the Company Management Board Bylaws approved by the Supervisory Board.

§ 19

1. The Management Board is in charge of the Company's operations and represents the Company outside.
2. The Management Board is responsible for any issues that are not stipulated as the competence of the General Meeting of Shareholders or the Supervisory Board.
3. Resolutions of the Management Board shall be adopted by an absolute majority of votes cast, and each Member of the Management Board has only one vote. In case of a deadlock, the vote of the President of the Management Board shall decide.

§ 20

If the Management Board is composed of many Members, two Members of the Management Board acting jointly or one member of the Management Board acting jointly with a commercial proxy are authorised to make statements on behalf of the Company.

IV. Financial management of the Company

§ 21

1. Subject to the provisions of §21¹ of the Articles of Association, the Company's share capital amounts to PLN 731,100,434 (seven hundred thirty one million one hundred thousand four hundred thirty-three zloty) and is divided into 731,100,434 (seven hundred thirty one million one hundred thousand four hundred thirty-three) A series ordinary bearer shares of the nominal value amounting to 1.00 (one zloty) zloty each.
2. The final amount, by which the share capital of the Company may be increased, wherein such a defined amount shall not be lower than the minimum amount nor higher than the maximum amount specified in § 1(1) of the Resolution no. 3, the amount of subscribed share capital and wording of § 21 of the Company's Articles of Association shall be determined by the Management Board, pursuant to Art. 432 § 4 CCC, Art. 431 § 7 CCC, in relation to Art. 310 CCC, by a statement in a form of a notarial deed on the amount of the subscribed share capital after the allotment of the newly issued shares.

§ 21¹

The Company's share capital was conditionally increased under the Resolution of the Ordinary General Meeting of Shareholders No. 24 dated March 28, 2011 by the maximum amount of PLN 5,000,000 (five million zloty), by issuing no more than 5,000,000 (five million) P series ordinary bearer shares of the nominal value amounting to PLN 1.00 (one

zloty) each, in order to allocate the rights to subscribe for the shares by the holders of R series registered bonds with the priority rights, issued by virtue of the Resolution of the Ordinary General Meeting of Shareholders dated March 28, 2011, yet excluding the Company's existing shareholders' subscription right.

§ 22

1. The share capital may be increased through issuing new bearer shares or registered shares or through increasing the nominal value of the existing shares.
2. The Company's share capital may be also increased through transferring the Company's own funds from the supplementary capital or other Company's reserve funds.

§ 23

1. Bearer shares may not be converted into registered shares.
2. Shares may be redeemed on terms defined by applicable regulations. Redemption of shares requires a resolution of the General Meeting of Shareholders.

§ 24

The Company is authorised to issue bonds, including convertible bonds.

§ 25

In addition to the supplementary capital created according to applicable regulations, the Company may create other reserve capitals. The Company's reserve capitals are created and liquidated pursuant to the resolution of the General Meeting of Shareholders.

V. Final Provisions

§ 26

1. In the case of the liquidation of the Company, the General Meeting of Shareholders appoints the liquidators of the Company and determines the Company's liquidation procedure.
2. The Company's assets shall be distributed proportionally to the contributions made to the Company's share capital.

§ 27

1. Competences of the Members of the Management Board expire on the date identified in the resolution of the General Meeting of Shareholders on the appointment of liquidators.
2. The General Meeting of Shareholders and the Supervisory Board competences expire upon completion of the liquidation.

§ 2

The resolution takes effect on the date of registration in the Register of Entrepreneurs the changes of the Company's Articles of Association adopted by Company's General Meeting resolution no. ____ dated _____ 2013.