

REPORT ON GETIN HOLDING S.A. SUPERVISORY BOARD'S PERFORMANCE FOR THE FINANCIAL YEAR 2017

The Supervisory Board of Getin Holding S.A. with the registered office in Wrocław (Company) acts pursuant to the binding law regulations, the Company's Articles of Association, and the Supervisory Board's Bylaws.

COMPOSITION OF THE SUPERVISORY BOARD

Composition of Getin Holding S.A. Supervisory Board in the period starting 1 January 2017:

- Mr. Leszek Czarnecki - Chairman of Supervisory Board;
- Mr. Remigiusz Baliński - Vice Chairman of Supervisory Board;
- Mr. Marek Grzegorzewicz - Member of Supervisory Board;
- Mr. Andrzej Błażejowski - Member of Supervisory Board;
- Mr. Adam Maciejewski - Member of Supervisory Board;

On 20 April 2017, Mr. Andrzej Błażejowski, Member of Supervisory Board, declared that he did not intend to stand for the Supervisory Board for the next term. On 4 May 2017, the Annual General Meeting appointed to the Supervisory Board the following persons for a new joint term of office:

- Mr. Leszek Czarnecki,
- Mr. Remigiusz Baliński,
- Mr. Marek Grzegorzewicz,
- Mr. Wojciech Kostrzewa,
- Mr. Adam Maciejewski.

On 10 May 2017, the Supervisory Board entrusted Mr. Leszek Czarnecki with the function of Chairman of Supervisory Board and Mr. Remigiusz Baliński with the function of Vice Chairman of Supervisory Board.

On 19 October 2017, the Annual General Meeting appointed Mr. Stanisław Wlazło to the Supervisory Board and from that date the Supervisory Board includes:

- Mr. Leszek Czarnecki - Chairman of Supervisory Board;
- Mr. Remigiusz Baliński - Vice Chairman of Supervisory Board;
- Mr. Marek Grzegorzewicz - Member of Supervisory Board;
- Mr. Wojciech Kostrzewa - Member of Supervisory Board;
- Mr. Adam Maciejewski - Member of Supervisory Board;
- Mr. Stanisław Wlazło - Member of Supervisory Board.

While holding the position in the Supervisory Board and the Audit Committee Mr. Stanisław Wlazło and Mr. Adam Maciejewski met the independence criteria in the meaning set forth in the Best Practice for WSE-listed Companies, as well as the independence criteria for members of audit committees in public interest units.

The Supervisory Board confirms that its composition guarantees high qualifications and professional experience as well as broad expertise in the areas where the Company operates.

In the opinion of the Supervisory Board there are neither relationships nor circumstances which may affect the fact of meeting the independence criteria by the afore mentioned members of Supervisory Board.

SUPERVISORY BOARD COMMITTEES

I. Remuneration and Employment Committee.

Within the Supervisory Board acts the Remuneration and Employment Committee which in 2017 was composed of the following persons:

- Mr. Remigiusz Baliński, Chairman of Committee,
- Mr. Marek Grzegorzewicz, Member of Committee.

In the reporting period, the Committee was the advisory and consultation body for the Supervisory Board that provided analysis and opinions on motions and presented the Supervisory Board proposals of remuneration and bonuses for members of the Management Board of the Company and management boards of subsidiaries of Getin Holding S.A. Details of the Committee activities were presented by the Chairman to the Supervisory Board at their meetings and are recorded in the Supervisory Board minutes.

II. Audit Committee.

On 19 October 2017, the Supervisory appointed the Audit Committee in the Company. The aim of the Audit Committee is to assist the Supervisory Board in performance of their supervision duties within the financial reporting processes, financial revision, control and audit systems.

The Audit Committee was composed of the following persons elected from the Supervisory Board members:

- Mr. Stanisław Wlazło, Chairman of Audit Committee,
- Mr. Marek Grzegorzewicz, Member of Audit Committee,
- Mr. Adam Maciejewski, Member of Audit Committee.

Mr. Stanisław Wlazło and Mr. Adam Maciejewski made relevant declarations confirming that they meet the independence criteria for audit committee members in public interest units. Before appointing members of Audit Committee the Company Supervisory Board analysed the independence of the afore mentioned members of Audit Committee.

In 2017, the Audit Committee gave their opinion on and presented to the Supervisory Board for approval policies and procedures necessary for reliable and lawful performance of their duties, it held meetings with the Company certified auditor in order to discuss, among others, material audit issues for 2017, the plan of auditing the Company financial statements, procedures for monitoring independence of the certified auditor, as well as tasks of the Audit Committee in the process of financial reporting, financial revision and internal control system in the light of binding law regulations. The Audit Committee held meetings with members of the Company Management Board to discuss, among others, the

Company's standing and growth strategy, as well as the plan for the Audit Committee activities and rules for its cooperation with the Management Board. All members of the Audit Committee participated in the meetings. The Audit Committee acted efficiently and complied with the binding law regulations while keeping in cooperation with the Company Management and Supervisory Boards.

SUPERVISORY BOARD'S PERFORMANCE IN THE FINANCIAL YEAR 2017

While holding meetings and adopting resolutions the Supervisory Board discharged the duties assigned to the Supervisory Board in the Company's Articles of Association and resulting from law regulations, as well as supervised and controlled all aspects of the Company operations.

In the financial year 2017, the Supervisory Board of Getin Holding S.A. held 6 meetings and adopted 41 resolutions, including: 17 resolutions adopted via remote means of communication, and 24 resolutions adopted at face-to-face meetings. The Supervisory Board's resolutions concerned in particular:

1. control and supervision of the Company's day-to day operations by examining matters moved by the Management Board and approving each decision of the Management Board that are material for the Company operations;
2. adoption of the Management Board's recommendations concerning changes to the budget of Getin Holding Group for 2017;
3. reviewing and approval of periodical reports on current and planned operations issued by the Management Board as well as reviewing and approval of current and periodical financial performance of the Company;
4. reviewing of and issuing an opinion on matters that are to be subjects to resolutions of the General Meeting of Shareholders;
5. performance of tasks of the Audit Committee until the Audit Committee was established in the Company;
6. establishing the Audit Committee and appointing the Audit Committee members;
7. adopting the bylaws of the Audit Committee and approval of the policy and procedure concerning selection of an audit company that would audit financial statements and provide lawful services other than the audit of the Company's financial statements;
8. approval of the consolidated budget for Getin Holding Group and the Company;
9. overseeing correct corporate governance over Getin Holding Group companies in Poland, Russia, Belarus, Ukraine, and Romania, including giving recommendations for covering with permanent corporate governance remunerations for members of management boards and managers employed as consultants in subsidiaries with permanent corporate governance.

All Supervisory Board members actively participated both in the meetings and votings over resolutions of the Supervisory Board.

In 2017, the Supervisory Board was acting efficiently and in compliance with the binding law regulations. Having taken cognizance of materials and information provided by the Company Management Board, the Supervisory Board voted on resolutions, according to their knowledge, belief, and professional experience, always acting to the benefit of the Company.

The Supervisory Board confirms that their cooperation with Getin Holding S.A. Management Board was correct. The Management Board in a reliable and exhaustive manner provided information on all organisational, legal and financial aspects related to the operations of the Company and subsidiary companies and kept the Supervisory Board informed on a regular basis of all matters falling within its competence.

Acting in the capacity of the Audit Committee, performed by the Supervisory Board until establishing the Audit Committee, the Supervisory Board was monitoring the process of financial reporting, in particular by verifying the accuracy and integrity of the Company's annual financial reports and getting acquainted with the chartered auditor's opinion on the Company's financial statements. The Supervisory Board met with representatives of the Company auditor where they discussed, among others, the audit key issues, including the result of the audit of accounting books in key companies of Getin Holding S.A. Group.

In October 2017, the Supervisory Board established the Audit Committee, upon prior assessment of the independence of members of the Audit Committee, including the chairman. The Supervisory Board adopted the bylaws of the Audit Committee and approved the policy and procedure concerning selection of an audit company that would audit financial statements and provide lawful services other than auditing services of the Company's financial statements.

In the Supervisory Board's view, all members assured the highest degree of professional care and conduct while performing their duties in the Supervisory Board. The Supervisory Board positively assessed its performance in 2017.

A detailed list of actions performed by the Supervisory Board is provided in minutes from meetings of the Supervisory Board kept in the premises of the Company along with the resolutions taken by the Supervisory Board in 2017.