

**DRAFT RESOLUTIONS FOR 2018 ANNUAL GENERAL MEETING OF
GETIN HOLDING S.A.
CONVENED FOR 25 APRIL 2018**

**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 upon its adoption.

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

§ 1.

The Annual General Meeting hereby adopts the following agenda, as announced on 29 March 2018.

1. Opening.
2. Adoption of a resolution on the electing Chairman.
3. Stating that the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Adoption of a resolution on the approval of the Agenda.
5. Adoption of a resolution on approval of the Supervisory Board's brief assessment of the Company's standing including evaluation of the internal control and material risk management systems, the Report on the Supervisory Board's Performance in the financial year 2017, and the Supervisory Board's assessment of the Management Board's Report on the Company's Performance and the Financial Statement for the financial year 2017, as well as the assessment of the Management Board's recommendations on covering the loss.
6. Adoption of a resolution on the examination and approval of the Management Board's Report on the Company's performance for the financial year 2017.
7. Adoption of a resolution on the examination and approval of the Company's Financial Statement for the financial year 2017.
8. Adoption of a resolution on the examination and approval of the Management Board's Report on Getin Holding Capital Group's performance for the financial year 2017.
9. Adoption of a resolution on the examination and approval of the Consolidated Financial Statement of Getin Holding Capital Group for the financial year 2017.
10. Adoption of a resolution on covering the loss for 2017 with funds from the Company's supplementary capital and using the Company's supplementary capital to cover the loss.

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 2017.
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 2017.
13. Closing the meeting.

§ 2.

The resolution takes effect upon 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 of Shareholders resolves to:

§ 1.

1. Approve the Supervisory Board's:
 - (a) assessment of Company's standing comprising evaluation of the internal control and material risk management systems;
 - (b) assessment of the Management Board's Report on the Company's Performance and the Company's financial statement for the financial year 2017, including assessment of the Management Board's recommendations on covering the loss.
2. Approve the report of Supervisory Board on its performance in the financial year 2017.

§ 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 2017, resolves to:

§ 1.

Approve the Management Board's Report for the Company's Performance in the financial year 2017.

§ 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 Company's financial statement for the financial year 2017, resolves to:

§ 1.

Approve the financial statement for 2017 that comprises:

1. Balance sheet as of 31 December 2017, with total assets and liabilities amounting to PLN 2,117,499 thousand (in words: two billion one hundred seventeen million four hundred and ninety-nine thousand zloty).
2. Profit and loss account for the period from 01 January 2017 to 31 December 2017 disclosing a net loss of PLN 32,577 thousand (in words: thirty-two million five hundred and seventy-seven thousand zloty).
3. The cash flow statement for the period from 01 January 2017 to 31 December 2017 disclosing a decrease in cash and cash equivalents by PLN 6,601 thousand (in words: six million six hundred and one thousand zloty).
4. The statement of comprehensive income for the period from 01 January 2017 to 31 December 2017 disclosing the total negative income of PLN 16,352 thousand (in words: sixteen million three hundred and fifty-two thousand zloty).
5. The statement of changes in equity for the period from 01 January 2017 to 31 December 2017 disclosing an increase in the equity by PLN 12,706 thousand (in words: twelve million seven hundred and six thousand zloty).
6. Explanatory information and notes.

§ 2.

The resolution takes effect on the date 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 2017, 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 2017.

§ 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 Associations, having examined the Consolidated Financial Statements of Getin Holding Capital Group for the financial year 2017 the Annual General Meeting resolves to:

§ 1.

Approve the Consolidated Financial Statement of Getin Holding S.A. Capital Group for 2017 comprising:

1. Consolidated balance sheet as of 31 December 2017, with total assets and liabilities amounting to PLN 28,204,424 thousand (in words: twenty-eight billion two hundred four million four hundred and twenty-four thousand zloty).
2. The consolidated profit and loss account for the period from 01 January 2017 to 31 December 2017 disclosing a net profit of PLN 292,517 thousand (in words: two hundred ninety-two million five hundred and seventeen thousand zloty).
3. Consolidated statement of changes in equity for the period from 01 January 2017 to 31 December 2017 disclosing an increase in the equity by PLN 296,241 thousand (in words: two hundred ninety-six million two hundred and forty-one thousand zloty).
4. The consolidated comprehensive income statement for the period from 1 January 2017 to 31 December 2017 that discloses the total net income of PLN 273,727 thousand (in words: two hundred seventy-three million seven hundred and twenty-seven thousand zloty).
5. The consolidated cash flow statement for the period from 01 January 2017 to 31 January 2017 disclosing a decrease in cash and cash equivalents by PLN 2,603 thousand (in words: two million six hundred and three thousand zloty).
6. Explanatory information and notes to the consolidated financial statement.

§ 2.

The resolution takes effect on the date of its adoption.

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

Acting pursuant to Art. 395 §2(2) and Art. 396 §5 of the Code of Commercial Companies and Partnerships, having examined the Management Board's recommendations on covering the loss incurred in 2017 and having read the Supervisory Board's opinion, the Annual General Meeting resolves as follows:

§ 1.

Taking into account the Company's financial statement:

- a) to cover the loss disclosed in the financial statement for the financial year 2017 amounting to PLN 32,576,974.63 (in words: thirty-two million five hundred seventy-six thousand nine hundred and seventy-four zloty 63/100) from the Company's supplementary capital.
- b) to earmark the funds raised in the Company's supplementary capital in the amount of PLN 32,576,974.63 (in words: thirty-two million five hundred seventy-six thousand

nine hundred and seventy-four zloty 63/100) to cover the loss specified in (a) hereinabove.

§ 2.

The resolution takes effect on the date 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. **Piotr Kaczmarek** confirming discharge of his duties as the Management Board President for the period from 01.01.2017 to 31.12.2017.

§ 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. **Krzysztof Jarosław Bielecki** confirming discharge of his duties as the Management Board I Vice President for the period from 02.01.2017 to 31.12.2017.

§ 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. **Izabela Lubczyńska** confirming discharge of her duties as the Management Board Member for the period from 01.01.2017 to 31.12.2017.

§ 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. **Krzysztof Florczak** confirming discharge of his duties as the Management Board Member for the period from 01.01.2017 to 31.12.2017.

§ 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. **Leszek Czarnecki**, Chairman of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2017 to 31.12.2017.

§ 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 01.01.2017 to 31.12.2017.

§ 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 01.01.2017 to 31.12.2017.

§ 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 01.01.2017 to 04.05.2017.

§ 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. **Adam Maciejewski**, Member of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2017 to 31.12.2017.

§ 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. **Wojciech Kostrzewa**, Member of the Supervisory Board, confirming discharge of his duties for the period from 04.05.2017 to 31.12.2017.

§ 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. **Stanisław Wlazło**, Member of the Supervisory Board, confirming discharge of his duties for the period from 19.10.2017 to 31.12.2017.

§ 2.

The resolution takes effect on the day of its adoption.