

GETIN Holding S.A.

ul. Gwiaździsta 66, 53-413 Wrocław

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KRS 0000004335

District Court in Wrocław, the 6th Commercial Division of the National Court Register

Getin Noble Bank S.A. 07 1560 1108 0000 9060 0038 6802

NIP: 895-16-94-236

Share capital: PLN 731,289,368 (fully paid up)

www.getin.pl



(Current Report No. 05/2016)

02.03.2016

Information on conclusion of agreement to sell shares in Getin Leasing S.A. and insider information update

Getin Holding S.A. (**Issuer**) hereby reports that on 2 March 2016, it concluded with LC Corp B.V., based in Amsterdam (**LCC B.V.**), as a purchaser, with the participation and through Noble Securities S.A., brokerage house based in Warsaw (**Noble Securities**), a contract to sell 2,957 shares in Getin Leasing S.A. based in Wrocław (**Getin Leasing**), accounting for 39.26 % of the share capital of Getin Leasing and carrying 39.26% of all votes in Getin Leasing (**Agreement 1**), and a conditional agreement to sell 755 shares in Getin Leasing accounting for 10.02 % of the share capital of Getin Leasing and carrying 10.02% of all votes in Getin Leasing (**Agreement 2**).

Under Agreement 1, the selling price for the shares in Getin Leasing totals PLN 101,526,472.00 (one hundred one million five hundred twenty-six thousand four hundred and seventy-two zloty) (**Price1**). The shares were transferred under Agreement 1 through Noble Securities on the date of Agreement 1. LC Corp B.V. shall pay Price 1 to the Issuer through Noble Securities in the following manner: on the date of conclusion of Agreement 1 LC Corp B.V. paid, under a separate agreement, PLN 91,526,472.00 (ninety-one million five hundred twenty-six thousand four hundred and seventy-two zloty), and shall pay PLN 10,000,000.00 within 30 business days from the Agreement 1 conclusion date.

The selling price for the shares under Agreement 2 totals PLN 25,922,383.00 (twenty-five million nine hundred twenty-two thousand three hundred and eighty-three zloty) (**Price 2**). Agreement 2 was concluded on condition precedent that the last of following conditions have been satisfied:

- (a) Getin Leasing's equity as at the end of Q3 2016 shall be equal or higher than Getin Leasing's equity as at the end of 2015, including the dividend paid by the company for 2015;
- (b) Getin Leasing's financial result for 2016 shall disclose net profit.

The transfer of the shares under Agreement 2 and payment of Price 2 shall be executed on the transaction closing date that shall fall not earlier than on the date of satisfaction of the conditions precedens set forth in Agreement 2, on any business day, however not later than on 31 January 2017. The Issuer reports that on 29 February 2016, it received PLN

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36,960,000.00 as the dividend paid by Getin Leasing, which was taken into account while establishing Price 1 and Price 2.

Furthermore, the Issuer hereby reports that on 2 March 2016, the Issuer concluded with Getin Noble Bank S.A. based in Warsaw S.A. (**Bank, Seller**) with participation and through Noble Securities, an annex to the agreement to sell 3,712 shares in Getin Leasing dated 30 January 2015, whereby the parties agreed that the Issuer shall pay the selling price to the Bank by 31 January 2017. The Issuer reports that today it has paid the Bank PLN 101,526,472.00. The Issuer reported the aforementioned transaction in Current Report No. 5/2015 dated 30 January 2015.

The objects of Getin Leasing include leasing activity, specifically lease of passenger cars and vans, as well as large goods vehicles.

The Issuer shall report the satisfaction of the conditions precedent set forth in Agreement 2, the transfer of shares under Agreement 2, and the payment of Price 2 in separate reports.

Legal basis: Art. 56(1)(1), in connection with Art. 56(5) of the Act on on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (J.L. of 2013, item 1382).