

GETIN Holding S.A.

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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.getinholding.pl



(Current Report No. 07/2015)

27.02.2015

Announcement of convening General Meeting with draft resolutions and information on candidates for members of the Supervisory Board

Getin Holding S.A. (the "Issuer") encloses the announcement of convening the Annual General Meeting of the Issuer Shareholders that will be held on March 27th, 2015, at 11:00 a.m., at the Issuer's headquarters at ul. Gwiaździsta 66, along with draft resolutions that will be the subject of the Annual General Meeting.

Furthermore, in connection with the presentation of draft resolutions concerning appointment of members of the Supervisory Board for a new term of office starting on May 1st, 2015, the Issuer encloses information on education, qualifications and professional experience of candidates for members of the Supervisory Board.

Candidates for members of the Supervisory Board, according to their representation submitted to the Issuer, do not conduct any business activity competitive to the Issuer's activity, nor have any interest in a partnership or corporation, nor are members in a body of a partnership, corporation or other entity that conducts business activity competitive to the Issuer's activity, nor are they registered in the Register of Insolvent Debtors.

Legal basis: 56 (1)(2)(a) of the Act on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (uniform text: *Journal of Laws* of 2013, item 1382) in connection with § 38 (1)(1), (3), (11) of the Regulation of the Minister of Finance dated February 19th, 2009 on current and periodic information published by issuers of securities and on conditions under which such information may be recognized as being equivalent to information required by the regulations of law of a state which is not a member state (uniform text: *Journal of Laws* of 2014, item 133).

Announcement of convening General Meeting

The Management Board of GETIN HOLDING S.A., with its registered seat in Wrocław, entered in the Register of Entrepreneurs maintained by the District Court for Wrocław-Fabryczna, the 6th Commercial Division of the National Court Register under KRS No. 0000004335 ("Company"), acting pursuant to Art. 399 §1, Art. 402¹, and Art. 402² of the Code of Commercial Companies and Partnerships, and § 9 (1) and § 11 of the Company's Articles of Association **convenes the Annual General Meeting of Shareholders of Getin Holding S.A. for 27 March 2015** at 11:00 a.m., at the Company's headquarters in Wrocław, at ul. Gwiazdzista 66.

Agenda

1. Opening.
2. Electing Chairman.
3. Stating that the General Meeting has been duly convened and has the capacity to adopt resolutions.
4. Approval of the Agenda.
5. Presentation of the Supervisory Board's brief assessment of the Company's standing including evaluation of the internal control and material risk management systems, presentation of the Report on the Supervisory Board's performance in the financial year 2014, 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 2014, as well as the assessment of the Management Board's recommendations on profit distribution.
6. 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 2014, 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 2014, as well as the assessment of the Management Board's recommendations on profit distribution.
7. Adoption of a resolution on the examination and approval of the Management Board's Report on the Company's performance for the financial year 2014.
8. Adoption of a resolution on the examination and approval of the Company's Financial Statement for the financial year 2014.
9. 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 2014.
10. Adoption of a resolution on the examination and approval of the Consolidated Financial Statement of Getin Holding Capital Group for the financial year 2014.
11. Adoption of a resolution on granting a vote of acceptance to Members of the Management Board confirming discharge of their duties in the financial year 2014.
12. Adoption of a resolution on granting a vote of acceptance to Members of the Supervisory Board confirming discharge of their duties in the financial year 2014.
13. Consideration of the Management Board's recommendations on profit distribution.
14. Adoption of a resolution on distribution of the profit for the financial year 2014; in the event of adoption of a resolution on dividend payment, adoption of a resolution on the dividend's record day and the dividend pay-out day.
15. Adoption of resolutions on appointment of Members to the Supervisory Board for a new term of office.
16. Adoption of a resolution on establishment of rules and amount of Supervisory Board Members remuneration.
17. Adoption of a resolution on authorisation of the Company to acquire its own shares, specifying principles for acquiring own shares by the Company, granting relevant

authorisation to the Management Board, and establishing reserve capital earmarked for the acquisition of own shares.

18. Adopting a resolution on changing denotation of shares of series P on shares of series B 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.

Right to participate in the General Meeting

The General Meeting of Getin Holding S.A. may be attended only by persons who are the Company shareholders sixteen days prior to the General Meeting date (the date of registration of participation in the General Meeting). **The date of registration of participation in the General Meeting is 11 March 2015.**

In order to exercise the right to participate in the General Meeting a shareholder shall request, not earlier than upon announcement of convening the General Meeting, and not later than on the first business day after the date of registration of participation in the General Meeting, i.e. on **12 March 2015**, that the entity maintaining their securities account issue a personal certificate confirming their right to participate in the General Meeting.

The certificate shall include:

1. the name, headquarters, address, and stamp of the certificate issuer, and the certificate number,
2. number of shares,
3. type and code of shares,
4. name, headquarters, and address of the public company that issued the shares,
5. share face value,
6. full name of the beneficial holder of shares,
7. headquarters (place of residence) and address of the beneficial holder of shares,
8. purpose of issuing the certificate,
9. the date and place of issuing the certificate,
10. signature of the person authorized to issue the certificate.

In order to avoid any doubts regarding the right to participate in the General Meeting shareholders who are entitled to participate in the General Meeting and their proxies are kindly requested to take their certificates with themselves.

The Company shall determine the list of shareholders entitled to participate in the General Meeting based on a specification prepared by the entity maintaining the depository for securities in accordance with the regulations governing trading in financial instruments. The entity maintaining

the depository for securities shall prepare the specification based on the specifications submitted not later than on **16 March 2015** by authorised entities, in accordance with the regulations governing trading in financial instruments. The specifications to be submitted to the entity maintaining the depository for securities are issued against certificates confirming the right to participate in the Company General Meeting issued by the aforementioned entities.

List of shareholders.

A list of shareholders entitled to participate in the General Meeting will be available at the Company's headquarters at ul. Gwiaździsta 66, in Wrocław three business days before the General Meeting starting on **24 March 2015**. Any shareholder of a Company may demand that the list of shareholders entitled to participate in the General Meeting be e-mailed free of charge to the e-mail address indicated by them. The Company holds the right to request documents confirming the eligibility of the Shareholder applying, provided s/he is not included in list of Shareholders entitled to participate in the General Meeting.

Procedures concerning participation and exercising voting rights at the General Meeting

Shareholder's right to demand that specific issues be included in the agenda of the General Meeting.

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may demand that specific issues be included in the Agenda of the General Meeting. The demand shall be submitted to the Management Board not later than on **06 March 2015**. It should include a justification or a draft resolution concerning the proposed item of the agenda. The demand may be submitted in writing as well as by electronic means of communication, but it should be duly filled in and signed on a form available at the Company's websites at <http://en.getin.pl/general-meeting/general-meeting/id/9490>, in section *Forms*. A shareholder or shareholders demanding that specific issues be included in the Agenda have to attach to the aforementioned demand a certificate / registered certificate of deposit issued by an authorised entity confirming that the shareholder or shareholders hold a sufficient number of shares on the day of the submission of the demand which makes them eligible to file the demand.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons, or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' authorisation principles to confirm representation, should also enclose, along with the aforementioned demand, originals or copies of such documents certified in accordance with the applicable law. For a delegated proxy a document confirming the continuity is required.

The duty to attach the documents referred to hereinabove concerns both shareholders submitting their demand in writing as well as by electronic means of communication (a paper document, its copy or scan and conversion into the PDF format). A demand made in writing and a complete set of attachments should be submitted upon confirmation of receipt at the Company's headquarters at ul. Gwiaździsta 66, 53-413 Wrocław, or sent to the Company upon confirmation of receipt to the address indicated hereinabove.

Demands and complete set of attachments sent by electronic means shall be e-mailed to: walne.zgromadzenie@getin.pl. A complete set of documents, i.e. the demand form and the attachments shall be sent as PDF files enclosed to an e-mail.

The Company holds the right to take reasonable actions in order to verify the identity of a shareholder or shareholders and the validity of the documents submitted.

The Management Board shall promptly, however not later than by **09 March 2015**, announce any amendments to the Agenda made on the request filed by shareholders. The announcement shall be made in the way provided for convening of the General Meeting.

Shareholder's right to submit drafts of resolutions concerning issues on the agenda of the General Meeting or issues to be introduced to the agenda prior to the General Meeting date.

A shareholder or shareholders representing at least one twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company in writing or by means of electronic communication, draft resolutions concerning issues included in the agenda of the General Meeting or issues which are to be included in the agenda. The abovementioned draft resolutions should be submitted to the Company not later than 48 hours prior to the date of the General Meeting to let the Company publish the drafts of the resolutions on its website. Draft resolutions may be submitted in writing as well as by electronic means of communication, but they should be duly filled in and signed on a form available at the Company's websites at <http://en.getin.pl/general-meeting/general-meeting/id/9490> in section *Forms*. A shareholder or shareholders submitting their draft resolutions concerning issues included in the agenda of the General Meeting or issues which are to be included in the agenda prior to the General Meeting have to enclose a certificate / registered certificate of deposits issued by the authorised entity confirming that the shareholder or shareholders hold a sufficient number of shares on the date of the submission of the demand which makes them eligible to file the request.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' authorisation principles to confirm representation, should also enclose, along with the aforementioned demand, originals or copies of such documents certified in accordance with the applicable law. For a delegated proxy a document confirming the continuity is required.

The duty to enclose the documents, referred to hereinabove, concerns both the shareholders submitting a demand in writing as well as by electronic means of communication /a paper document, its copy or scan and conversion into the PDF format/. A demand in writing with a complete set of enclosures should be submitted upon confirmation of receipt at the Company's headquarters at ul. Gwiaździsta 66, 53-413 Wrocław, or mailed to the Company upon confirmation of receipt to the address indicated hereinabove. A demand and a complete set of attachments sent by electronic means shall be e-mailed to: walne.zgromadzenie@getin.pl. A complete set of documents, i.e. the demand form and attachments shall be e-mailed as PDF files enclosed to an e-mail.

The Company holds the right to take reasonable actions in order to verify the identity of a shareholder or shareholders and the validity of the documents submitted. The Company shall promptly publish the aforementioned resolution drafts on its websites.

Shareholder's right to submit draft resolutions concerning issues included in the agenda during the General Meeting of Shareholders.

Each shareholder may during the General Meeting move draft resolutions concerning issues included in the agenda.

Shareholder's right to establish a proxy

A shareholder may participate in the General Meeting and exercise their rights to vote in person or through a proxy holder. Proxy holders have power to exercise all the shareholders' rights at the General Meeting, unless otherwise stated in the proxy. A proxy holder may delegate their powers, if their proxies provide so. One proxy holder may represent several shareholders and cast different votes for each shareholder. Shareholders holding shares registered on several securities accounts may appoint separate proxy holders to exercise their rights for shares registered on each account. A shareholder, holding status other than a natural person, may participate in the General Meeting and exercise their voting rights through a person authorised to make declarations of intent on behalf of such shareholder or through a proxy holder.

Forms of proxy, notification of granting of a proxy by electronic means of communication and ways of verification thereof.

A proxy to take part in the General Meeting and exercise voting rights may be granted in writing or by means of electronic communication. Granting a proxy in an electronic version does not require safe electronic signature verified by means of a valid qualified certificate.

A Shareholder shall notify the Company about granting a proxy in the electronic version via e-mail to the following address: walne.zgromadzenie@getin.pl. At the Company's website, <http://en.getin.pl/general-meeting/general-meeting/id/9490> in section *Forms* shareholders may download a form of notification of granting a proxy in the electronic version; the form should be filled in in accordance with the instructions provided and e-mailed to the Company's address specified hereinabove. In order to verify the information included in the notification, a scan of the registered certificate of the shareholder's right to participate in the General Meeting issued by an entity maintaining its share account is required along with the form.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' authorisation principles to confirm representation, should also enclose, along with the aforementioned request, originals or copies of such documents certified in accordance with the applicable law (a paper document, its copy or a scan and conversion into the PDF format). For a delegated proxy a document confirming the continuity is required. Notifications about granting a proxy in the electronic version shall be submitted not later than on **24 March 2015**, at 24.00 p.m. to make the verification of documents possible.

A member of the Company's Management Board or the Company's employee may act as a shareholder's proxy holders at the General Meeting of Shareholders. A proxy granted to a member of the Management Board, a member of the Supervisory Board, a liquidator, the Company's employee, or a member of a subsidiary's executive body, or employee authorizes to represent the shareholder only at a single General Meeting. The proxy holder shall disclose all the circumstances that involve or may involve the conflict of interest to its principal. No delegation of the proxy is allowed. The proxy holder shall (in compliance with binding regulations) vote in line with the instructions provided by the shareholder.

Proxies granted in the electronic form will be verified by means of:

- a) examination of the content of the proxy (multiple proxies) granted and completeness of the attached documentation;
- b) examination of the accuracy of data filed in relevant forms and comparing the data provided therein with the information included in the specification of individuals eligible to participate in the General Meeting;

- c) statement of conformity of the data regarding legal person's representatives delegated to grant a proxy with relevant KRS excerpts;
- d) confirming the data as well as a shareholder's or shareholders' identification via e-mail or by phone in the event the proxy has been granted through electronic means of communication and notification thereof.

Verification of the validity of the proxies granted through electronic means of communication and a shareholder's identity may involve requesting the shareholder to send an e-version of the proxy scan in the PDF format or a photo file showing the picture of the document.

In case of any doubts or in order to clarify any matters, the Company holds the right to take additional reasonable measures to identify a shareholder or shareholders or to verify the validity of proxies granted, notices and documents. The Company attaches hard copies of proxies /also printed electronic versions of the documents/ to the minutes taken at the General Meeting.

Exercising voting rights through a proxy holder by means of a form.

At <http://en.getin.pl/general-meeting/general-meeting/id/9490> shareholders may download a form for exercising voting rights through a proxy holder or providing written instructions on voting to the proxy holder by a shareholder set out in Art. 402 (3) § 1 (5) and §3 (1-4) of the Code of Commercial Companies. The form specified hereinabove, if completed by a shareholder granting a proxy, may be used as a ballot paper in the open vote at the General Meeting, providing that the shareholder has authorised the proxy holder thereto. While in secret ballot the completed form provides solely the voting guidelines for the proxy holder and should be retained by him. The form used as a ballot paper should be delivered by the proxy holder to the Chairman of the General Meeting prior to closing the voting on a resolution such a paper was used for, in accordance with the shareholder's instructions. With the Chairman informing the participants of the General Meeting about the form having been used as a ballot paper, it is taken into consideration in counting votes cast for or against a given resolution. The form used in the ballot shall be enclosed in the minutes.

Should counting of votes at the General Meeting take place through an electronic counting device, the form referred to hereinabove may be used only as a shareholder's instruction for the proxy holder.

Information on alternative modes of participation and exercising voting rights at the General Meeting

The Company's Articles of Association exclude participation and exercising voting rights at the General Meeting through electronic means of communication.

The General Meeting Bylaws exclude casting votes at the General Meeting by mail.

Announcement board for information related to the General Meeting

All documents to be presented at the General Meeting as well as draft resolutions are available at <http://en.getin.pl/general-meeting/general-meeting/id/9490> in tabs Documents to be presented at the General Meeting and Draft resolutions.

All information related to the General Meeting is available at: <http://en.getin.pl/general-meeting/general-meeting/id/9490>. In the event the Management Board or Supervisory Board of the Company make any comments on the items on the General Meeting agenda or the issues to be put on the agenda prior to the General Meeting date, they will be made available at the Company's website.

Proposed changes in the Company's Articles of Association

In connection with the termination of the Management Options Program implemented in the Company pursuant to a resolution of the General Meeting no. 24 of 28 March 2011 and pursuant to adoption of proposed resolutions concerning denotation of shares the following changes to the Company's Articles of Association are proposed:

Current wording of § 21:

1. *Subject to the provisions of § 21¹ of the Articles of Association the Company's share capital amounts to PLN 731,289,368 (seven hundred thirty one million two hundred eighty-nine thousand three hundred sixty eight zloty) and is divided into 731,289,368 (seven hundred thirty one million two hundred eighty-nine thousand three hundred sixty eight) ordinary bearer shares, in that:*

- *731 100 434 A series ordinary bearer shares,*
- *188 934 P 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.*

Proposed wording of § 21:

The Company's share capital amounts to PLN 731,289,368 (seven hundred thirty one million two hundred eighty-nine thousand three hundred sixty eight zloty) and is divided into 731,289,368 (seven hundred thirty one million two hundred eighty-nine thousand three hundred sixty eight) ordinary bearer shares, in that:

- *731 100 434 A series ordinary bearer shares,*
- *188 934 B series ordinary bearer shares*

of the nominal value amounting to 1.00 (one zloty) zloty each.

Current wording of §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.

Proposed wording of §21¹:

Removed.

Wroclaw, dated 27 February 2015.

**DRAFT RESOLUTIONS FOR 2015 ANNUAL GENERAL MEETING OF
GETIN HOLDING S.A.
CONVENED FOR 27 MARCH 2015**

**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 _____ 2015.

Agenda:

21. Opening.
22. Electing Chairman.
23. Stating that the General Meeting has been duly convened and has the capacity to adopt resolutions.
24. Approval of the Agenda.
25. Presentation of the Supervisory Board's brief assessment of the Company's standing including evaluation of the internal control and material risk management systems, presentation of the Report on the Supervisory Board's performance in the financial year 2014, 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 2014, as well as the assessment of the Management Board's recommendations on profit distribution.
26. 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 2014, 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 2014, as well as the assessment of the Management Board's recommendations on profit distribution.
27. Adoption of a resolution on the examination and approval of the Management Board's Report on the Company's performance for the financial year 2014.

28. Adoption of a resolution on the examination and approval of the Company's Financial Statement for the financial year 2014.
29. 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 2014.
30. Adoption of a resolution on the examination and approval of the Consolidated Financial Statement of Getin Holding Capital Group for the financial year 2014.
31. Adoption of a resolution on granting a vote of acceptance to Members of the Management Board confirming discharge of their duties in the financial year 2014.
32. Adoption of a resolution on granting a vote of acceptance to Members of the Supervisory Board confirming discharge of their duties in the financial year 2014.
33. Consideration of the Management Board's recommendations on profit distribution.
34. Adoption of a resolution on distribution of the profit for the financial year 2014; in the event of adoption of a resolution on dividend payment, adoption of a resolution on the dividend's record day and the dividend pay-out day.
35. Adoption of resolutions on appointment of Members to the Supervisory Board for a new term of office.
36. Adoption of a resolution on establishment of rules and amount of Supervisory Board Members remuneration.
37. Adoption of a resolution on authorisation of the Company to acquire its own shares, specifying principles for acquiring own shares by the Company, granting relevant authorisation to the Management Board, and establishing reserve capital earmarked for the acquisition of own shares.
38. Adopting a resolution on changing denotation of shares of series P on shares of series B and making amendments to the Company's Articles of Association.
39. Adoption of a resolution on approval of a uniform text of the Company's Articles of Association.
40. 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 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 in 2014, including assessment of the Management Board's recommendations on distribution of the 2014 profit.
2. report on its performance in the financial year 2014.

§ 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 2014, resolves to:

§ 1.

Approve the Management Board's Report for the Company's Performance in the financial year 2014.

§ 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 Statement for the financial year 2014, the Annual General Meeting resolves to:

§ 1.

Approve the Financial Statement for 2014 that comprises:

1. Balance Sheet as of 31 December 2014, with total assets and liabilities amounting to PLN 2,320,718 thousand (in words: two billion three hundred twenty million seven hundred and eighteen thousand zloty).
2. Profit and Loss Account for the period starting 1 January 2014 to 31 December 2014 disclosing a net profit of PLN 126,388 thousand (in words: one hundred twenty-six million three hundred and eighty-eight thousand zloty).
3. Cash Flow Statement for the period starting 1 January 2014 to 31 December 2014 disclosing a decrease in cash and cash equivalents by PLN 32,664 thousand (in words: thirty-two million six hundred and sixty-four thousand zloty).
4. Statement of Comprehensive Income for the period starting 1 January 2014 to 31 December 2014 disclosing a total net income of PLN 45,307 thousand (in words: forty-five million three hundred and seven thousand zloty).
5. Statement of Changes in Equity for the financial year 2014 disclosing a decrease in equity by PLN 34,956 thousand (in words: thirty-four million nine hundred and fifty-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 2014, 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 2014.

§ 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 2014, the Annual General Meeting resolves to:

§ 1.

Approve the Consolidated Financial Statements of Getin Holding Capital Group for 2014 that comprises:

1. Consolidated Balance Sheet as of 31 December 2014, with total assets and liabilities and equity amounting to PLN 20,124,409 thousand (in words: twenty billion one hundred twenty-four million four hundred and nine thousand zloty).
2. Consolidated Profit and Loss Account for the period starting 1 January 2014 to December 2014 disclosing a net profit of PLN 259,811 thousand (in words: two hundred fifty-nine million eight hundred and eleven thousand zloty).
3. Consolidated Statement of Changes in Equity for the period starting 1 January 2014 to December 2014 disclosing an increase in equity by PLN 373,174 thousand (in words: three hundred seventy-three million one hundred and seventy-four thousand zloty).
4. Consolidated Statement of Comprehensive Income for the period starting 1 January 2014 to 31 December 2014 disclosing a negative total net income of PLN 7,410 thousand (in words: seven million four hundred and ten thousand zloty).
5. Consolidated Cash Flow Statement for the period starting 1 January 2014 to 31 December 2014 disclosing a net increase in cash and cash equivalents by PLN 442,184 thousand (in words: four hundred forty-two million one hundred and eighty-four 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. 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 01.06.2014 to 31.12.2014.

§ 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 Juszczyk** confirming discharge of his duties as the Management Board President for the period from 01.01.2014 to 31.05.2014 and duties as the Management Board Vice President for the period from 01.06.2014 to 31.12.2014.

§ 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 for the period from 01.01.2014 to 31.12.2014.

§ 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 07.03.2014 to 31.12.2014.

§ 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. **Frantisek Babicky** confirming discharge of his duties as the Management Board Member for the period from 15.08.2014 to 31.12.2014.

§ 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 01.01.2014 to 31.12.2014.

§ 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 01.01.2014 to 31.12.2014.

§ 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 01.01.2014 to 31.12.2014.

§ 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 Błażejewski**, Member of the Supervisory Board, confirming discharge of his duties for the period from 01.01.2014 to 31.12.2014.

§ 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 01.01.2014 to 31.12.2014.

§ 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, and getting acquainted with the opinion of the Supervisory Board, the Annual General Meeting resolves to:

§ 1.

Taking into account the Financial Statement, to allocate the entire net profit for 2014 in the amount of PLN 126,388,221.36 (in words: one hundred twenty-six million three hundred eighty-eight thousand two hundred and twenty-one zloty 36/100) to the statutory capital reserve.

§ 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 30 April 2015, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Leszek Czarnecki** to the Supervisory Board for the new term of office starting 01 May 2015.

§ 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 30 April 2015, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Remigiusz Baliński** to the Supervisory Board for the new term of office starting 01 May 2015.

§ 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 30 April 2015, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Andrzej Błażejewski** to the Supervisory Board for the new term of office starting 01 May 2015.

§ 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 30 April 2015, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Marek Grzegorzewicz** to the Supervisory Board for the new term of office starting 01 May 2015.

§ 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 30 April 2015, the Annual General Meeting resolves to:

§ 1.

Appoint **Mr. Longin Kula** to the Supervisory Board for the new term of office starting 01 May 2015.

§ 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. 392 §1 of the Code of Commercial Companies and Partnerships and § 15(1) of the Supervisory Board Bylaws, the Annual General Meeting resolves to:

§ 1.

Establish the following principles and amount of remuneration for members of the Supervisory Board for holding their posts in the Company's Supervisory Board:

- (a) Chairman of the Supervisory Board shall be entitled to the annual remuneration equal to 0.4 of the total remuneration (i.e. including the basic salary and bonus) for the President of the Management Board for a given calendar year, paid on a one-off basis one month after approval of the Company's financial statement for the year in which he held the post;
- (b) Vice Chairman of the Supervisory Board shall be entitled to the annual remuneration equal to 0.1 of the total remuneration (i.e. including the basic salary and bonus) for the President of the Management Board for a given calendar year, paid on a one-off basis one month after approval of the Company's financial statement for the year in which he held the post;
- (c) Members of the Supervisory Board shall be entitled to a monthly remuneration equal to 1.5 times average monthly gross remuneration in the business sector announced by the Central Statistical Office for a given calendar year in which they held the post. Such remuneration shall be paid on the last day of each calendar month, starting with the remuneration for April 2015.

§ 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. 362 § 1 (8), in connection with Art. 393 (6) of the Code of Commercial Companies and Partnerships, the Annual General Meeting of Shareholders hereby resolves as follows:

§ 1.

The General Meeting authorises the Company, within the meaning of Art. 362 § 1 (8) of the Code of Commercial Companies and Partnerships, to acquire its own shares, on terms and conditions set out herein ("Authorisation"):

1. The subject of the acquisition may be solely the Company's fully-paid up shares (of all series) that were introduced to trade in the regulated market maintained by the Warsaw Stock Exchange S.A. based in Warsaw, and are denoted with the ISIN code PLGSPR000014 by the National Depository for Securities S.A. based in Warsaw ("Shares").

2. Within the Authorisation the Company may acquire not more than 40 000 000 shares (in words: forty million), which, as at the date of granting the Authorisation, accounts for 5,4697 % of the Company's share capital. At no time of the execution of the Authorisation may the nominal value of own shares acquired by the Company under the Authorisation and own shares held by the Company as a result of acquisition outside the Authorisation exceed 20% of the Company's share capital.

3. The minimum price for one Share acquired under the Authorisation shall be PLN 2.00 (in words: two zloty).

4. The maximum price for one Share acquired under the Authorisation shall be PLN 4.00 (in words: four zloty).

5. The total acquisition price for the maximum number of Shares that the Company is authorised to acquire under the Authorisation, increased by the acquisition costs, shall not exceed PLN 80,300,000.00 (in words: eighty million three hundred thousand zloty).

6. Shares may be acquired under the Authorisation for the period ending on 31 December 2015, and they may be acquired within the above said period on a one-off basis (as a whole) or in parts (in tranches), on the date(s) specified by the Management Board of the Company in the execution of the authorisation resulting from this Resolution.

7. The Management Board, upon the prior approval of the Supervisory Board, expressed in a resolution, may finish the acquisition of Shares before the lapse of the authorisation period or before spending all funds earmarked for their acquisition, or resign from the acquisition of all or part of Shares. Should the Management Board make any decisions set out in the previous sentence, the Management Board shall notify of their decision the public opinion in terms and form as prescribed by law regulations applicable to the Company.

8. The acquisition of Shares under the Authorisation shall be carried out in over-the-counter transactions, off the Warsaw Stock Exchange S.A.

9. In order to acquire shares, the Company shall invite all shareholders to submit offers to sell their shares. Shares shall be repurchased on a pro rata basis, which means that in the event when the total number of the Company's shares covered by all sale offers submitted within the deadline appears higher than the total number of the Company's shares that the Company intends to acquire under the Authorisation or within a given phase of the execution of the Authorisation, the Company shall proportionally reduce the number of shares offered by the Company shareholders.

10. The Company shall pay for the Shares acquired under the Authorisation with its own funds.

11. In order to complete the acquisition of Shares under the Authorisation, pursuant to provisions of Art. 396 § 4 and 5, in connection with Art. 362 § 2 (3) and Art. 348 § 1 of the Code of Commercial Companies and Partnerships, the General Meeting resolves to establish the reserve capital earmarked for the payment for the Shares acquired by the Company under the Authorisation and covering costs of their acquisition in the total amount of PLN 80,300,000.00 (in words: eighty million three hundred thousand zloty). The reserve capital shall be established by reallocating PLN 80,300,000.00 (eighty million three hundred thousand zloty) from the Company's statutory capital reserve (credited from the profit), in compliance with the requirements of Art. 348 § 1 of the Code of Commercial Companies and Partnerships, and the Company's statutory capital reserve shall be decreased respectively by the amount of the established reserve capital.

12. The Management Board of the Company is authorised to take any actual and legal acts that may appear necessary to execute the Authorisation and acquire Shares as provided for by this Resolution, in particular to specify detailed guidelines for the acquisition of Shares not specified herein, to specify the purpose for the acquisition of Shares, and to conclude with a selected by the Management Board investment company (brokerage house) an agreement to execute the acquisition of Shares on behalf of the Company under the Authorisation.

§ 2.

The resolution takes effect on the day of its adoption.

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

Having closed the Management Stock Option Programme pursued according to Resolution number 24 of the Annual General Meeting of 28 March 2011, the Annual General Meeting resolves as follows:

§ 1

The denotation of the existing P-series ordinary bearer shares shall be changed so that all 188,934 (one hundred eighty-eight thousand nine hundred and thirty-four) of the Company's P-series shares existing as of the date hereof, denoted with the ISIN code *PLGSPR000014* shall be denoted as B-series ordinary bearer shares.

§ 2

The Company's Articles of Association shall be amended as follows:

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

The Company's share capital totals PLN 731,289,368 (seven hundred thirty-one million two hundred eighty-nine thousand three hundred and sixty-eight) and is divided into 731,289,368 (seven hundred thirty-one million two hundred eighty-nine thousand three hundred and sixty-eight) ordinary bearer shares, including:

- 731,100,434 A-series ordinary bearer shares;
- 188,934 B-series ordinary bearer shares.

with the face value of PLN 1.00 (one zloty) each.

2. The existing § 21¹ of the Company's Articles of Association shall be repealed.

The Company's share capital was conditionally increased by virtue of Resolution number 24 of the Annual General Meeting of 28 March 2011 by the maximum amount of PLN 5,000,000 (five million zloty), by issuing maximum 5,000,000 (five million) P-series ordinary bearer shares with the face value of PLN 1.00 (in words: one zloty) each share with the view of granting holders of the Company's R-series registered senior bonds issued under Resolution number 24 of the Annual General Meeting of 28 March 2011 the rights to subscribe for shares, excluding the pre-emption right of the Company existing shareholders.

3. Other provisions of the Articles of Association remain unchanged

§ 3

This Resolution shall take effect at the date of the registration of the amendments to the Company's Articles of Association by the relevant register court.

Justification for the Resolution.

The proposed replacement of 'P-series ordinary bearer shares' with 'B-series ordinary bearer shares' and the proposed amendments to the Company's Articles of Association are for convenience of reference and are connected with the Company's completion of the subscription of P-series shares issued under the Management Stock Option Programme carried out pursuant to Resolution number 24 of the Annual General Meeting of 28 March 2011. By virtue of the said resolution the Annual General Meeting increased the Company's share capital by the maximum amount of PLN 5,000,000 (five million zloty), by issuing maximum 5,000,000 (five million) P-series ordinary bearer shares with the face value of PLN 1.00 each. Within the aforementioned conditional increase of the share capital, as a result of the Management Stock Option Programme pursued in 2011-2014, 1,204,049 P-series shares were subscribed for and introduced to trading. The Company reported the completion of the subscription for P-series shares issued within the Management Stock Option Programme and the completion of the programme in Current Report number 63/2014 on 12.11.2014. The proposed replacement of 'P-series ordinary bearer shares' with 'B-series ordinary bearer shares' will allow for retaining the alphabetical order of future issues of the Company's shares. Therefore, the proposed amendments to the Company's Articles of Association shall be deemed justified.

**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, 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, 17.04.2013 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.Z),
 - 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

The Company's share capital totals PLN 731,289,368 (seven hundred thirty-one million two hundred eighty-nine thousand three hundred and sixty-eight) and is divided into 731,289,368 (seven hundred thirty-one million two hundred eighty-nine thousand three hundred and sixty-eight) ordinary bearer shares, including:

- 731,100,434 A-series ordinary bearer shares;
- 188,934 B-series ordinary bearer shares.

with the face value of PLN 1.00 (one zloty) each.

§ 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 _____ 2015.

Information about education, qualifications and previously held positions, with the description of professional career of the candidates for the position of a Member of Getin Holding S.A. Supervisory Board

Leszek Czarnecki

Dr. Leszek Czarnecki is a graduate from the Wrocław University of Technology, Harvard Business School, and doctor of economics at the Wrocław University of Economics. He made a debut as a businessman in 1986, when he set up Przedsiębiorstwo Hydrotechniki i Inżynierii TAN. He was the founder and main shareholder of Europejski Fundusz Leasingowy S.A. (European Leasing Fund), the first and the biggest Polish lease company set up in 1991. In 1998, Leszek Czarnecki was granted the Wall Street Journal award for the Best CEO in Central Europe as one of the 10 renowned businessmen in the region. The same year he also won the global finals of the Young Business Achiever, the contest held in Beijing.

In April 2004, the Financial Times recognised Leszek Czarnecki as one of the 25 emerging stars of European business to set up the directions for the development of financial markets. Leszek Czarnecki was the only Pole in the FT list. In November 2004, Leszek Czarnecki was included in the group of four individuals recognised by INSEAD – one of the best business universities in Europe – and the French Minister of Finance as Eastern Europe Businessman of the Year. In September 2005, received the prestigious Lesław A. Paga award honouring his achievements and personal contribution to the development of the financial services market in Poland. Leszek Czarnecki was selected as the Player of the Year by the Polish Edition of the Forbes magazine three times in a row – in 2005, 2006, and 2007.

In 2009, he was recognised the Businessman of the Twenty-Year Independence Period in the contest organized by Puls Biznesu, and he was awarded the Businessman of the Year title by Ernst & Young. In 2010, he was awarded Andrzej Wierzbicki award by Polish Confederation of Employers Lewiatan for outstanding business success and contribution to the business. In 2011, he was voted the Businessman of the Year 2010 in polls organised the Employers of RP Association and Puls Biznesu magazine. In the same year he won the Business Leader of the Year recognition awarded by Warsaw Business Journal. In 2013, he was honoured with the special award of the Warsaw Stock Exchange for passionate and determined creation of new economic projects and visionary leadership in business on the public market. In 2014, Leszek Czarnecki was recognised by the editorial team of the WSE magazine Parkiet the Man of the Capital Market on the 25th anniversary of the democratic transformation in Poland.

Dr. Leszek Czarnecki is member of supervisory boards of the following companies:

- Getin Holding S.A. (Chairman);
- Getin Noble Bank S.A. (Chairman);
- Idea Bank S.A. (Chairman);
- TU Europa S.A. and TU Europa na Życie S.A. (Vice Chairman);
- LC Corp S.A. (Chairman);
- Open Finance S.A. (Chairman);
- Jolanta and Leszek Czarnecki Foundation (Chairman);
- St Antony's College Oxford Foundation - Noble Foundation (Chairman).

Remigiusz Baliński, Vice-chairman

Remigiusz Baliński, a graduate from the Wrocław Medical University, Wyższa Szkoła Biznesu in Nowy Sącz and National Louis University Chicago (MBA). Since 1996, President of the Management Board of RB Investcom sp. z o.o., a company based in Wrocław.

- In 1993-1994 – he was a Member of the Supervisory Board of Gliwicki Bank Handlowy.
- From 1993 to 1996, advisor of President of the Management Board, and in 2001 Vice Chairman of the Supervisory Board of Europejski Fundusz Leasingowy S.A.
- From 1997 to 2001, President of the Management Board of Efi sp. z o.o. (member of EFL S.A. Capital Group);
- In 2001-2002, advisor and independent proxy of Efi sp. z o.o.

Remigiusz Baliński's long-time co-operation with capital market institutions made him a knowledgeable expert on the industry standards, approach to customer service and market share acquisition. He is also an expert on the financial business environment, legal background, and also the Polish capital market system and practices, and is experienced in managing multi-member teams of law specialists, their training, and motivating.

He also holds the following positions:

- President of the RB Investcom sp. z o.o. in Wrocław,
- President of the RB Consulting sp. z o.o. in Wrocław,
- President of the Money Profi sp. z o.o. in Wrocław,
- President of the Charity Foundation of Jolanta and Leszek Czarnecki,
- President of the Total Money sp. z o.o. in Warsaw,
- President of the Total Finance sp z o.o. in Warsaw,

Remigiusz Baliński is a member of Supervisory Boards of the following companies:

- Open Finance S.A. in Warsaw (Chairman),
- Getin Leasing S.A. in Wrocław (Chairman),
- Idea Box S.A. in Warsaw (Chairman),
- Home Broker S.A. in Warsaw (Chairman),
- Warszawa Przyokopowa Sp. z o.o. in Warsaw (Chairman),
- Arkady Wrocławskie S.A. in Wrocław (Chairman),
- Noble Securities S.A. in Cracow (Vice-Chairman),

- Idea Bank S.A. in Warsaw (Vice-Chairman),
- Idea Expert S.A. in Warsaw (Vice-Chairman),
- Carcade OOO in Kaliningrad, Russia (Vice-Chairman),
- GetBack S.A. in Wroclaw (Vice-Chairman),
- Getin Noble Bank S.A. in Warsaw (Vice-Chairman),
- Idea Money S.A. in Warsaw,
- TAX Care S.A. in Warsaw (Vice-Chairman),
- LC Corp S.A. in Wroclaw,
- BPI Bank Polskich Inwestycji S.A. in Warsaw,
- Getin Fleet S.A. in Wroclaw (Vice-Chairman),
- Sky Tower S.A. in Wroclaw (Chairman),
- Idea Leasing S.A. in Wroclaw (Vice-Chairman),
- Multifinance Expert sp. z o.o. in Wroclaw (Chairman),
- Europejski Dom Brokerski sp. z o.o. in Wroclaw (Chairman)
- VB Leasing Polska S.A. in Wrocław.

Marek Grzegorzewicz

Marek Grzegorzewicz, a businessman, energy sector investor, is a graduate from the Wrocław University of Technology (1984) and MBA studies at Henley Management College (1999-2001). Completed his doctoral studies at the Wrocław University of Economics (2010-2013). Completed: the course and passed the examination for members of supervisory boards in state controlled companies, human resources management course at the Institute of Directors (IOD) London. In 1997–1999 Centre of Executives Development, Cambridge: a 2-year cycle of trainings and workshops in goodwill management, and at Henley Management College: trainings and workshops in developing strategic scenarios, identification and building of organisation strategic opportunities – strategies for entering new markets, know-how management.

In 1984–1991, worked for Diora S.A., ultimately as the Sales Director, in 1992–1993 worked as Managing Director Lower Silesia in InterArms Sp. z o. o., in 1993–1994 worked as Undersecretary in the Ministry of Industry and Commerce holding the function of General Director. From 1994 to 2001, worked in Cadbury Poland S.A., as Managing Director until 1998, and in 1998–2001 as the Managing Director CEE. In 2002–2003, worked President of the Management Boards of LC Corp S.A. and Getin Sp. S.A. In 2005–2006, President of the Management Board of Tele Video Media Sp. z o.o. From 2006 to 2008, employed as Strategy, Development and Sales Director with Fortum Power and Heat Polska Sp. z o.o.

Also he was a member of supervisory boards in the following companies: Kopex S.A., ATM S.A. Wrocław, Tarczyński S.A., Getin Bank S.A., Getin Leasing S.A., Finepharm S.A., Fortum Częstochowa, Getin Noble Bank S.A.

Since 2002, he has run KMC Marek Grzegorzewicz specialised in strategic consulting and merger and acquisition transactions, co-owner of a few energy companies. Currently, Marek Grzegorzewicz is member of supervisory boards of the following companies: Getin Noble Bank S.A. and Idea Bank S.A. and also Jolanta and Leszek Czarnecki Foundation . Since 2000, he has been Honorary Consul of the Great Britain in Wrocław.

Andrzej Błażejowski

Andrzej Błażejowski graduated from the Wrocław University of Economics (1974) and completed his Postgraduate Study of Organisation and Management. Since 1985, he has been licensed as a statutory auditor (No. 415 in the register of statutory auditors); member of the National Chamber of Statutory Auditors.

- From 1974 to 1978, he was employed at Predom-Polar in Wrocław.
- From 1979 to 1982, he worked at Pafawag and WPB in Wrocław.
- From 1982 to 1984, he held the position of Chief Accountant at DZBM Wrocław Fabryczna.
- From 1985 to 1988, he worked as Chief Accountant/Chief Economist at Biuro Projektowania i Kosztorysowania-SP in Wrocław.
- From 1988 to 1989 – worked as the Economic Director for TAN sp. z o.o. in Wrocław
- From 1988 to 1990 – worked as the Chief Accountant and Director for TAN sp. z o.o. in Wrocław
- W latach 1990 – 1995 był Prezesem Zarządu Agencji Konsultingu i Audytingu Gospodarczego „Accord'ab” sp. z o.o. we Wrocławiu.
- From 1990 to 1999 – held the position of Chairman of the Supervisory Board at “Accord'ab” sp. z o.o.
- From 2000 to 2002 – held the position of Vice President of the Supervisory Board at “Accord'ab” sp. z o.o.

Andrzej Błażejowski is a Vice-Chairman of Supervisory Board of LC Corp S.A. in Wrocław.

Andrzej Błażejowski co-owns “Accord'ab” Sp. z o.o. in Wrocław, where he holds the position of President, and he also co-owns Fabryka Transformatorów in Żychlin sp. z o. o.

Longin Kula

Longin Kula graduated from the Wrocław University of Economics, Department of Finances and Accounting (1958). He has been a licensed accountant since 1964, and currently he is also a statutory auditor (No. 2040 in the register of statutory auditors). He completed his Postgraduate Study at the Department of Organisation and Management, at the Wrocław Academy of Economics (1972).

He started his professional carrier as a Financial Manager and Deputy Chief Accountant at Wrocławskie Zakłady Zielarskie HERBAPOL in 1957.

- From 1964 to 1967, he was affiliated with Zakłady Elektroniczne ELWRO in Wrocław as the Deputy Chief Accountant.
- In 1967, he advanced to the Chief Accountant and held the position until 1970.
- In 1970-1985, he held the position of Deputy Director of Economics in ELWRO Wrocław.
- In 1985-1988, he held the position of Deputy Director of Economics and Chief Accountant.
- From 1988 to 1991, he was the head of ELWRO representation in Bratislava.
- From 1991 to 1992, he held the position of Chief Economist of ELWRO in Wrocław.
- In 1991-1992 he held the position of Chief Accountant of European Leasing Fund in Wrocław.
- From 1994 to 2000, he was a Member of the Supervisory Board in European Leasing Fund in Wrocław.
- Since 2000, Longina Kula has been working as a finance and accounting advisor to RB Investcom Sp. z o.o.
- Since 2009, he has been a Member of the Getin Holding S.A. Supervisory Board.
- From 2009 to 2010, he held the position of Member of the Supervisory Board in Towarzystwo Ubezpieczeń na Życie Europa S.A.