

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. 10/2016)

25.04.2016

Resolutions adopted by the Annual General Meeting on April 25th, 2016

Getin Holding S.A. (the "Issuer") encloses resolutions adopted by the Annual General Meeting on April 25th, 2016. The resolutions constitute Appendix No. 1 hereto.

Legal basis: Art. 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 published in *Journal of Laws* of 2013, item 1382) in connection with §38 (1)(7) of the Regulation of the Minister of Finance dated 19 February 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 published in *Journal of Laws* of 2014, item 133).

**Resolutions adopted by 2016 ANNUAL GENERAL MEETING OF
GETIN HOLDING S.A.
ON 25 APRIL 2016**

**Resolution No. 1
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

§ 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 Mr. Jarosław Podwiński for its Chairman.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.064 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 2
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

§ 1.

1. The Annual General Meeting hereby adopts the following agenda, as announced on 30 March 2016.

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 2015, 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 2015, as well as the assessment of the Management Board's recommendations on loss coverage.
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 2015, 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 2015, as well as the assessment of the Management Board's recommendations on loss coverage.
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 2015.

8. Adoption of a resolution on the examination and approval of the Company's Financial Statement for the financial year 2015.
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 2015.
10. Adoption of a resolution on the examination and approval of the Consolidated Financial Statement of Getin Holding Capital Group for the financial year 2015.
11. Consideration of the Management Board's proposal to cover the loss.
12. Adoption of a resolution on covering the loss.
13. Adoption of resolutions on granting a vote of acceptance to Members of the Management Board confirming discharge of their duties in the financial year 2015.
14. Adoption of resolutions on granting a vote of acceptance to Members of the Supervisory Board confirming discharge of their duties in the financial year 2015.
15. Closing the meeting.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 3
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 2015, including assessment of the Management Board's recommendations on covering the loss for the year 2015.
2. Approve the report of Supervisory Board on its performance in the financial year 2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 4
of the Annual General Meeting of Getin Holding S.A.**

dated 25 April 2016

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 2015, resolves to:

§ 1.

Approve the Management Board's Report for the Company's Performance in the financial year 2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 5
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 2015, resolves to:

§ 1.

Approve the financial statement for 2015 that comprises:

1. Balance sheet as of 31 December 2015, with total assets and liabilities amounting to PLN 2,287,093 thousand (in words: two billion two hundred eighty-seven million and ninety-three thousand zloty);
2. Profit and loss account for the period starting 1 January 2015 to 31 December 2015 disclosing a net loss of PLN 44,114 thousand (in words: forty-four million one hundred and fourteen thousand zloty);
3. Cash flow statement for the period starting 1 January 2015 to 31 December 2015 disclosing a decrease in cash and cash equivalents by PLN 9,651 thousand (in words: nine million six hundred and fifty-one thousand zloty);
4. Statement of comprehensive income for the period starting 1 January 2015 to 31 December 2015 disclosing the negative total income of PLN 302,099 thousand (in words: three hundred and two million ninety-nine thousand zloty);
5. Statement of changes in equity for the period starting 1 January 2015 to 31 December 2015 disclosing a decrease in the equity by PLN 302,099 thousand three hundred and two million ninety-nine thousand zloty);
6. Explanatory information and notes.

§ 2.

The resolution takes effect on the date of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 6
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 2015, 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 2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.064 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.064 valid votes cast, including:

- 499.713.064 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 7
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 2015, the Annual General Meeting resolves to:

§ 1.

Approve the consolidated financial statement of Getin Holding Capital Group for 2015 that comprises:

1. Consolidated balance sheet as of 31 December 2015, with total assets and liabilities amounting to PLN 23,182,909 thousand (in words: twenty-three billion one hundred eighty-two million nine hundred and nine thousand zloty);

2. Consolidated profit and loss account for the period starting 1 January 2015 to 31 December 2015 disclosing a net profit of PLN 275,283 thousand (in words: two hundred seventy-five million two hundred and eighty-three thousand zloty);
3. Consolidated statement of changes in equity for the period starting 1 January 2015 to 31 December 2015 disclosing an increase in the equity by PLN 117,758 thousand (in words: one hundred seventeen million seven hundred and fifty-eight thousand zloty);
4. The consolidated statement of comprehensive income for the period starting 1 January 2015 to 31 December 2015 that discloses a negative total income of PLN 52,081 thousand (in words: fifty-two million eighty-one thousand zloty);
5. Consolidated cash flow statement for the period starting 1 January 2015 to 31 December 2015 disclosing an increase in cash and cash equivalents by PLN 438,899 thousand (in words: four hundred thirty-eight million eight hundred and ninety-nine thousand zloty);
6. Explanatory information and notes to the consolidated financial statement.

§ 2.

The resolution takes effect on the date of its adoption.

The resolution was adopted in an open ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

Resolution No. 8 of the Annual General Meeting of Getin Holding S.A. dated 25 April 2016

Acting pursuant to Art. 395 (2)(2) of the Code of Commercial Companies and Partnerships, upon examination of the Management Board's recommendations on covering the loss for the year 2015, and getting acquainted with the opinion of the Supervisory Board, the Annual General Meeting resolves to:

§ 1.

Taking into account the Financial Statement, to cover the loss for the financial year 2015 in the amount of PLN 44 114 141,37 (in words: forty - four million one hundred fourteen thousand one hundred and forty one zloty 37/100) from future profits.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in an open ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

Resolution No. 9
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016

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 01.01.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

Resolution No. 10
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016

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 Vice President for the period from 01.01.2015 to 28.02.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

Resolution No. 11
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016

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 01.01.2015 to 30.03.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 12
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 01.01.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 13
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 01.01.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 14
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 01.12.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 15
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 01.01.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 417.840.777 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 417.840.777 valid votes cast, including:

- 417.840.777 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 16
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 01.01.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 17
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 01.01.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,

- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 18
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 01.01.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 19
of the Annual General Meeting of Getin Holding S.A.
dated 25 April 2016**

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 01.01.2015 to 30.04.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against",
- 0 votes "abstaining". The resolution was adopted.

**Resolution No. 20
of the Annual General Meeting of Getin Holding S.A.**

dated 25 April 2016

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 01.05.2015 to 31.12.2015.

§ 2.

The resolution takes effect on the day of its adoption.

The resolution was adopted in a secret ballot. 499.713.104 shares participated in the ballot which represent 68,33 % of the share capital. The resolution was adopted by 499.713.104 valid votes cast, including:

- 499.713.104 votes "for",
- 0 votes "against,
- 0 votes "abstaining". The resolution was adopted.