

GETIN Holding S.A.

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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. 20/2015)****07.04.2015****Execution of a conditional share purchase agreement**

Getin Holding S.A. ("Issuer") reports that today, i.e. on 7 April 2015, it has concluded: (i) a conditional agreement to sell 302,772,458 shares accounting for 76.2657% of the share capital of Open Joint Stock Company Custodian Bank based in Krasnodar, Russian Federation ("Idea Bank Russia") with the Closed Joint Stock Company Fora-Opportunity Russian Bank ("Forus Bank"); (ii) a conditional agreement to sell 19,651,343 shares accounting for 4.95% of the share capital of Idea Bank Russia with an individual 1, (iii) a conditional agreement to sell 19,651,342 shares accounting for 4.95% of the share capital of Idea Bank Russia with an individual 2; and (iv) a conditional agreement to sell 39,302,686 shares accounting for 9.90% of the share capital of Idea Bank Russia with an individual 3.

Idea Bank Russia operates in the Russian market pursuant to the banking license. It offers such products as loans, credit facilities, or bank guarantees.

The price for the shares to be sold under the agreement specified in item (i) hereinabove totals RUB 39,694,554.38 (equivalent of PLN 2,671,443.51 according to the RUB average exchange rate announced by the National Bank of Poland on the date of concluding the agreement), with reference to item (ii) hereinabove it totals RUB 2,576,361.50 (equivalent of PLN 173,389.13), with reference to the agreement specified in item (iii) hereinabove it totals RUB 2,576,361.37 (equivalent of PLN 173,389.12), with reference to the agreement specified in item (iv) hereinabove it totals RUB 5,152,723 (equivalent of PLN 346,778.26).

The condition precedent for the transfer of the title in the aforementioned shares is obtaining from the Bank of Russia the consent for Forus Bank's purchase of the shares, repayment of the deposits deposited by the Issuer in Idea Bank Russia, assignment of the subordinated loan granted to Idea Bank Russia by the Issuer to Forus Bank, repayment of the subordinated loan granted to Idea Bank Russia by Idea Bank S.A. based in Warsaw, granting a subordinated loan to Idea Bank Russia by Forus Bank, and conclusion of Idea Bank Russia receivables assignment agreement to OOO Carcade based in Kaliningrad, Russian Federation ("Carcade sp. z o. o.") guaranteeing Idea Bank Russia that Carcade sp. z o. o. shall buy back overdue agreements transferred previously to Idea Bank Russia under a factoring agreement.

Should the aforementioned conditions precedent fail to be satisfied by 30 September 2015, each Party may refuse to fulfil their obligations resulting from relevant agreements, which in turn shall result in termination of such agreements under the Russian law, that is the governing law for each of the agreements.

Agreements do not provide for any contractual penalties.

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