

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. 23/2015)

05.05.2015

Amendments to the Issuer's uniform Articles of Association entered into the register

Getin Holding S.A. ('Issuer') hereby reports that on 5 May 2015, it was notified by the District Court for Wrocław-Fabryczna in Wrocław, the 6th Commercial Division of the National Court Register of entering on 24 April 2015 amendments to the uniform text of the Issuer's Articles of Association drawn up on the basis of Resolution No. 27 adopted by the Issuer's AGM on 27 March 2015.

The Issuer encloses the previous Articles of Association with the amendments, and the uniform text of the Articles of Association.

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 (i.e. J. L. 2013, item 1382), in connection with §38 (1)(2) 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 (i.e. J. L. 2014, item 133).

Changes of Articles of Association provisions

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.*

New 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.

New wording of §21¹:

(removed)

Articles of association uniform text

“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 27.03.2015.

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 64.20.1),*
- 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 restrain 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 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.

§ 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.

