

GETIN Holding S.A.

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KRS 0000004335

District Court in Wrocław, the 6th Commercial Division of the National Court Register
Getin Bank S.A. 07 1560 1108 0000 9060 0038 6802
NIP: 895-16-94-236
Company share capital: 759.069 368 PLN (fully paid in)
www.getinholding.pl



(Current Report No. 27/2019)

23.05.2019

Draft resolution moved by a Shareholder concerning an item put on the agenda for the AGM

Getin Holding S.A. (Issuer) hereby reports that today LC Corp B.V., as a Shareholder representing at least one twentieth of the Issuer's share capital, in the procedure provided for in Art. 401 §4 of the Commercial Companies and Partnerships moved a draft resolution concerning an item put on the agenda for the Company's Annual General Meeting convened for 29 May 2019 on appointing Members of the Issuer's Supervisory Board for the new term of the office. The draft resolution along with the Candidates' CVs form a schedules hereto.

All Candidates made representations on consent to candidate and representations that they do not conduct any business activity competitive to the Issuer's activity, nor they are registered in the Register of Insolvent Debtors. Additionally Mr. Stanisław Wlazło and Mr. Adam Maciejewski made the representations that they comply with the criteria for an independent Member of Supervisory Board.

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 (Journal of Laws dated 2019 item 623) in connection with § 19 (1)(4) of the Regulation of the Minister of Finance dated 29 March 2018 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 (Journal of Laws dated 2018, item 757).

**Resolution No.
of Annual General Meeting
of Getin Holding S.A.
dated 29 May 2019**

Acting pursuant to Art. 385 §1 of the Code of Commercial Companies and Partnerships and §15(2) of the Company Articles of Association, the Annual General Meeting hereby resolves to:

§1.

Appoint **Mr. Leszek Czarnecki** as Member of Supervisory Board of Getin Holding S.A. for the common term of office.

§2.

This Resolution becomes effective on the date of its adoption.

**Resolution No.
of Annual General Meeting
of Getin Holding S.A.
dated 29 May 2019**

Acting pursuant to Art. 385 §1 of the Code of Commercial Companies and Partnerships and §15(2) of the Company Articles of Association, the Annual General Meeting hereby resolves to:

§1.

Appoint **Mr. Remigiusz Baliński** as Member of Supervisory Board of Getin Holding S.A. for the common term of office.

§2.

This Resolution becomes effective on the date of its adoption.

**Resolution No.
of Annual General Meeting
of Getin Holding S.A.
dated 29 May 2019**

Acting pursuant to Art. 385 §1 of the Code of Commercial Companies and Partnerships and §15(2) of the Company Articles of Association, the Annual General Meeting hereby resolves to:

§1.

Appoint **Mr. Adam Maciejewski** as Member of Supervisory Board of Getin Holding S.A. for the common term of office.

§2.

This Resolution becomes effective on the date of its adoption.

**Resolution No.
of Annual General Meeting
of Getin Holding S.A.
dated 29 May 2019**

Acting pursuant to Art. 385 §1 of the Code of Commercial Companies and Partnerships and §15(2) of the Company Articles of Association, the Annual General Meeting hereby resolves to:

§1.

Appoint **Mr. Stanisław Wlazło** as Member of Supervisory Board of Getin Holding S.A. for the common term of office.

§2.

This Resolution becomes effective on the date of its adoption.

Resolution No.
of Annual General Meeting
of Getin Holding S.A.
dated 29 May 2019

Acting pursuant to Art. 385 §1 of the Code of Commercial Companies and Partnerships and §15(2) of the Company Articles of Association, the Annual General Meeting hereby resolves to:

§1.

Appoint **Mr. Bogdan Frąckiewicz** as Member of Supervisory Board of Getin Holding S.A. for the common term of office.

§2.

This Resolution becomes effective on the date of its adoption.

Leszek Czarnecki

Leszek Czarnecki, Ph.D., a graduate from the Wrocław University of Technology, Harvard Business School, and doctor of economics at Wrocław University of Economics. He made a debut as a businessman in 1986 when he set up Przedsiębiorstwo Techniki Alpinistyczno-Nurkowej TAN S.A. (professional diving company). He was the creator and main shareholder of Europejski Fundusz Leasingowy S.A. (European Leasing Fund), the first and biggest Polish lease company, which he 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 on the FT list. 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 the Eastern Europe Businessman of the Year. In September 2005, he 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 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.

Leszek Czarnecki is a member of Supervisory Boards of the following companies:

- Getin Holding S.A. (Chairman),
- Getin Noble Bank S.A. in Warsaw (Chairman),
- Idea Bank S.A. in Warsaw (Chairman),
- Open Finance S.A. in Warsaw (Vice-Chairman)
- Charity Foundation of Jolanta and Leszek Czarnecki (Chairman)
- Noble Foundation (Chairman)
- Idea Getin Leasing S.A. in Wrocław (Chairman).

Remigiusz Baliński

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,

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

- Noble Securities S.A. in Cracow
- Idea Bank S.A. in Warsaw (Vice-Chairman),
- Idea Money S.A. (Vice-Chairman),
- Carcade OOO in Kaliningrad, Russia (Vice-Chairman),
- Getin Noble Bank S.A. in Warsaw,
- TAX Care S.A. in Warsaw (Vice-Chairman),
- Getin Fleet S.A. in Wrocław (Vice-Chairman),
- Idea Getin Leasing S.A. in Wrocław (Vice-Chairman),
- Multifinance Expert sp. z o.o. in Wrocław (Chairman),
- Idea Fleet S.A. in Wrocław.
- Docflow S.A. in Wrocławiu (Chairman)
- Centrum Asysty Szkodowej sp. z o.o.

Adam Maciejewski

A graduate of the Warsaw School of Economics, postgraduate tax studies at the Warsaw School of Economics, MBA program at the Administration and Management High School, and the program of the International Institute for Securities Markets Development in Washington.

In the years 1994-2014 he was associated with the Warsaw Stock Exchange, where he held a number of expert and managerial functions. In 2006/2014 he was a member of the WSE Management Board, where he was responsible, among others, for the organization of quotations, development of derivatives market and IT systems. When in 2013/2014 he was the President of the WSE Management Board, he was recognized in the Euromoney ranking for the best managed stock exchange in the CEE region, ahead of, among others, stock exchanges in Istanbul, Moscow and Vienna. On his initiative, the WSE:

- acquired a significant stake in the newly established, pan-European Aquis Exchange trading platform, which is currently listed on the London Stock Exchange and trades in shares of companies from 14 European markets
- appointed the Market Analysis and Rating Institute (currently Polish Rating Agency SA).

He was the Member of the Board of the Federation of European Securities Exchanges Council in Brussels, the Board of Directors of Aquis Exchange Ltd in London, Supervisory Boards of Towarowa Giełda Energii SA, Bond Spot SA, National Depository of Securities SA, FINDER SA, Graal SA and many others.

He was a member of the Warsaw University of Technology Convention and the International Advisory Council of the Faculty of Management at the University of Gdańsk.

In 2014, he was the winner of the main prize in the MBA Manager competition - Grand Prix Manager Award 2014 "for outstanding management achievements".

Columnist and lecturer. Active promoter of activities in the field of Corporate Social Responsibility and Individual Social Responsibility.

Stanisław Wlazło

Mr. Stanisław Wlazło is a graduate from the Wrocław University of Economics (formerly Wrocław Academy of Economics) (1985), where he also completed the doctoral programme (2013).

PROFESSIONAL EXPERIENCE:

- 2014 - now - Elbost Sp. z o.o. - co-owner, Vice President of the Management Board,
- 2012 - now - Rewersis Sp. z o.o - co-owner, President of the Management Board,
- 2003 - 2011 - Towarzystwo Ubezpieczeń Europa SA in Wrocław - Vice President of the Management Board,
- 2003 - 2011 - Towarzystwo Ubezpieczeń na Życie Europa SA in Wrocław - Vice President of the Management Board,
- 2002 - 2003 - Zakłady Lniarskie „Orzeł” S.A. in Mysłakowice near Jelenia Góra - Member of the Board,
- 2001 - STGroup S.A. in Wrocław - Member of the Management Board for Finance,
- 1999 - 2001 - MR Leasing Service S.A. in Wrocław (currently EFL Service S.A.) - President of the Board,
- 1998 - 1999 - Agencja Ratalnej Sprzedaży „ARS” S.A. we Wrocławiu - Economic and Financial Director, Proxy of the Company,
- 1995 - 1998 - Towarzystwo Ubezpieczeniowe EUROPA SA in Wrocław - Deputy President of the Board, President of the Board, Member of the Board,
- 1995 - Europejski Fundusz Leasingowy S.A. in Wrocław - financial specialist,
- 1994 - 1995 - Bank Cukrownictwa "CUKROBANK" S.A. in Wrocław - Branch Director,
- 1992 - 1994 - Dolnośląski Bank Gospodarczy S.A. in Wrocław - Chief Accountant, Vice President of the Board,
- 1985 - 1992 - Jelczańskie Zakłady Samochodowe "JELCZ" in Jelcz - Laskowice - clerk for economic affairs and planning, from 1989 the head of the economic department.

MEMBERSHIP IN SUPERVISORY BOARDS:

- 2018 - now - Member of the Supervisory Board of Open Brokers S.A. in Warsaw,
- 2017 - now - Member of the Supervisory Board of Getin Holding S.A. in Wrocław - Chairman of the Audit Committee,
- 2017 - now - Member of the Supervisory Board of Open Life Towarzystwo Ubezpieczeń Życie S.A. in Warsaw - Member of the Audit Committee,
- 2016 - now - Member of the Supervisory Board of Open Finance S.A. in Warsaw - Chairman of the Audit Committee,
- 2016 - 2017 - Member of the Supervisory Board of Open Finance TFI S.A. in Warsaw,
- 2012 - 2016 - Member of the Supervisory Board of GetBack S.A. in Wrocław,
- 2010 - 2011 - Member of the Supervisory Board of M.W. Trade S.A. in Wrocław,
- 2009 - 2015 Member of the Supervisory Board of Przedsiębiorstwo Innowacyjno-Wdrożeniowe Hovertech S.A. in Miłoszyce,
- 2005 - 2006 - Member of the Supervisory Board of RB Expert S.A. in Wrocław.

Bogdan Frąckiewicz

A graduate of the Faculty of Law and Administration at the University of Wrocław, and the Warsaw School of Economics - post-graduate studies in management and financial consulting. Manager, entrepreneur.

He has extensive experience in the organization and management of companies.

In the years 1980-1984 he was a teacher in a vocational high school and then until 1988 he ran his own business. From 1988 associated with the insurance industry. In PZU SA in Wrocław, he performed the functions of the claims adjuster and then the manager of the Property and Personal Compensation Department.

In the years 1995-2011 he worked at TU Europa SA where he was the Director of the Compensation Department and then for several terms of office the Vice President of the Management Board, simultaneously performing, in the years 2002-2011, the position of the Vice President of the Management Board of TU na ŻYCIE EUROPA SA. In the years 2010-2011, as the project leader, he created from scratch, until obtaining a license, the structure of an insurance company in Ukraine. He has many years of experience in the field of cooperation with the financial markets of Russia, Belarus, and Ukraine, where he managed sales structures of TU Europa SA, also assisting in the activities of many foreign and international organizations.

From 2012 co-founder and partner of Rewersis Sp z o.o. including the President of the Board in 2012 - 2013.

From 2014, he is the President of the Management Board and a partner of Elbost Sp. z o.o.

Other functions currently performed:

- Since 2017, an independent member of the Supervisory Board of OPEN LIFE TU ŻYCIE S.A. and the Chairman of the Supervisory Board's Audit Committee.