

GETIN Holding S.A.

ul. Gwiaździsta 66, 53-413 Wrocław

tel. +48 71 797 77 77, faks +48 71 797 77 16

KRS 0000004335

Sąd Rejonowy we Wrocławiu VI Wydział Gospodarczy KRS

Getin Noble Bank S.A. 07 1560 1108 0000 9060 0038 6802

NIP: 895-16-94-236

Wysokość kapitału zakładowego: 759.069.368 PLN (w pełni wpłacony)

www.getin.pl**(Current report No 28/2021)****02.06.2021****Conclusion of conditional agreement to sell shares in the Issuer's subsidiary companies**

The Management Board of Getin Holding S.A. (the "Issuer"), with reference to the current report No. 24/2020 of November 10, 2020 and No. 26/2020 of December 23, 2020, informs that on 2 June 2021 2021, the Issuer together with Getin International Spółka Akcyjna in liquidation with its registered office in Wrocław ("GISA") as the Sellers (the "Sellers") and BANCA TRANSILVANIA SA based in Cluj-Napoca, Romania ("BT") and BT INVESTMENTS S.R.L. based in Cluj-Napoca, Romania ("BT Investments") as the Buyers ("Buyers"), entered into a conditional agreement for the sale and purchase of the shares (the "Agreement"), pursuant to which:

- a) the Issuer shall sell to BT 2,519,756,098 shares representing 99.999996031% of the share capital of IDEA Bank S.A. based in Bucharest, Romania ("Idea Bank Romania");
- b) GISA shall sell to BT Investments 1 share representing 0.0000003969% of the share capital of the Bank and
- c) GISA shall sell 87 shares to BT, representing 0.0038659% of the share capital of Idea Investment S.A. based in Bucharest, Romania, a subsidiary of Idea Bank Romania ("Idea Investment Romania") (hereinafter collectively: "Shares").

The shares indicated in letters a) and b) above constitute in total 100% of the share capital of Idea Bank Romania (hereinafter jointly: "Bank Shares").

Idea Bank Romania is a bank providing services to individual clients and small and medium-sized enterprises, offering loans, deposits, payment and credit cards, as well as several cash and settlement services and bancassurance products. Idea Leasing IFN S.A. based in Bucharest, a subsidiary of Idea Bank Romania, provides leasing services for companies, offering financial leasing services of movable property (including financing the purchase of property) for small and medium-sized enterprises. As of 31 March 2021 the balance sheet total of Idea Bank Romania amounted to 2,857,673 thousand RON, whereas its consolidated equity amounted to 237,823 thousand RON.

The conditions for the transfer of ownership of the Bank Shares and Idea Investment Romania shares include, among others, : (i) obtaining the unconditional consent of the relevant Romanian anti-monopoly authority for the acquisition of the Shares with the consent or non-objection of the Supreme National Defense Council of Romania (Consiliul Suprem de Apărare a Țării), (ii) obtaining the decision of the National Bank of Romania, according to which the National Bank of Romania will not object to the purchase of the Bank Shares by the Buyers or issue a decision expressly exempting the Buyers from providing information on the acquisition of the Bank Shares, (iii) obtaining the approval of the

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Romanian Financial Supervisory Authority (Autoritatea de Supraveghere Financiara) with respect to the changes to the significant indirect shareholder of IDEA Broker de Asigurare SRL based in Bucharest, Romania (a subsidiary of Idea Bank Romania).

The Parties agreed that the conditions set out in the Agreement shall be satisfied not later than by 31 December , otherwise the Parties shall be entitled to terminate the Agreement.

Under the Agreement, the price for the Shares payable on the sale of the Shares completion date (the "Transaction Completion") shall be the EUR equivalent of RON 213,000,000.00 (the equivalent of PLN 193,318,800 at the National Bank of Poland exchange rate rate as of 2 June 2021) (the "Base Amount"). The Base Amount is calculated based on the Idea Bank Romania's consolidated net assets value as at 31 December 2020. The Base Amount shall be divided among the Sellers as follows:

- The Issuer shall receive the EUR equivalent of RON 212,999,926.00 (the equivalent of PLN 193,318,732.84 at the National Bank of Poland exchange rate rate as of 2 June 2021) for the sale of 2,519,756,098 shares of Idea Bank Romania owned by the Issuer, out of which EUR 14,000,000.00 (the equivalent of PLN 62,515,600 at the National Bank of Poland exchange rate rate as of 2 June 2021) shall be transferred to an escrow account for a maximum period of 3 years to in order to secure *i.a.* the potential price adjustments and the Buyers' potential claims against the Issuer resulting from the Issuer's warranties;

- GISA shall receive the EUR equivalent of 1 Romanian lei (the equivalent of PLN 0,91 at the National Bank of Poland exchange rate rate as of 2 June 2021) for the sale of 1 Idea Bank Romania share and the EUR equivalent of 73 Romanian lei (the equivalent of PLN 66,25 at the National Bank of Poland exchange rate rate as of 2 June 2021) for the sale of 87 shares of Idea Investment Romania.

After the Transaction Completion date, the Base Amount shall be adjusted by the difference between the Idea Bank Romania's consolidated net assets value as at the Transaction Completion date and the Idea Bank Romania's consolidated net assets value as at 31 December 2020.

The Agreement is governed by English law.

The Issuer shall inform about the satisfaction of the aforementioned conditions for the transferring of the ownership of the Shares and the transfer of the ownership of the Shares in separate reports.

Legal basis: Art. 17(1) of the Regulation of the European Parliament and Council number 596/2014 dated 16 April 2014 on market abuse – insider information.