

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.getin.pl**Current Report No. 31/2015****19.08.2015****Getin Holding executes conditional agreement to sell its interest in Carcade**

Getin Holding S.A. ("Issuer") hereby reports that today, i.e. on 19 August 2015 it has executed a conditional agreement to sell share representing 100% interest in the share capital of LLC "Carcade", a company based in Kaliningrad, Russia ("Carcade") with Artertesia Consulting Ltd, an affiliate company to Russian B&N Bank ("Purchaser") ("Conditional Share Purchase Agreement").

Carcade is one of the largest Russian lease companies specialized in lease of cars and light commercial vehicles to small and medium-sized companies. As at 30 June 2015, Carcade group held assets worth RUB 20,167,493 thousand and its equity worth RUB 3,122,884 thousand.

The price for the share shall be the equivalent of RUB 3,000,000,000 in USD at the exchange rate of the Central Bank of the Russian Federation as at the date of transferring the share to the Purchaser ("Closing") ("Closing Date") (which is the equivalent of PLN 172,500,000 at the average exchange rate of the National Bank of Poland as at 19 August 2015). The price may change should any circumstances occur that result in making adjustments under the Conditional Share Purchase Agreement.

Conditions precedent for transferring the title in the share in Carcade include (i) obtaining the consent of the Russian Antimonopoly Authority that is satisfactory to both Parties, (ii) disposal by Carcade of all its share in LLC Finansovaya Kompaniya "Garant Plyus", and (iii) reorganisation of Carcade group on terms and conditions set out in the Conditional Share Purchase Agreement. The Purchaser may waive the conditions specified in items (i) and (iii) hereinabove.

Should the conditions precedent fail to be satisfied or should the Purchaser waive them (with respect of the conditions which he may waive) within 05 October 2015, either Party may terminate the Conditional Share Purchase Agreement. Either party may terminate the Conditional Share Purchase Agreement until the Closing Date in circumstances provided for in the agreement.

The Conditional Share Purchase Agreement does not provide for any contractual penalties.

The Contractual Share Purchase Agreement is deemed to be a significant agreement since its value exceeds 10% of the Issuer's equity.

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Legal basis: Art. 56(1)(2) of the Act on 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) and 5(1)(3) 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. Journal of Laws dated 2014, item 133).