

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: 731 289 368 PLN (fully paid in)

www.getinholding.pl



(Current Report No. 36/2017)

22.09.2017

Announcement of convening General Meeting with draft resolutions.

Getin Holding S.A. (the "Issuer") encloses the announcement of convening the Extraordinary General Meeting of the Issuer Shareholders that will be held on October 19th, 2017, at the Issuer's headquarters at ul. Gwiaździsta 66, along with draft resolutions that will be the subject of the Extraordinary General Meeting.

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 2013 item 1382) in connection with § 38 (1)(1) and (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 (*Journal of Laws* dated 2014, item 133).

Announcement of convening General Meeting

The Management Board of GETIN HOLDING S.A., with its registered seat in Wrocław, entered in the Register of Entrepreneurs maintained by the District Court for Wrocław-Fabryczna, the 6th Commercial Division of the National Court Register under KRS No. 0000004335 ("Company"), acting pursuant to Art. 398, Art. 399 §1, Art. 402¹, and Art. 402² of the Code of Commercial Companies and Partnerships, and § 11 of the Company's Articles of Association **convenes the Extraordinary General Meeting of Shareholders of Getin Holding S.A. for October 19th, 2017** at 11:00 a.m., at the Company's headquarters in Wrocław, at ul. Gwiaździsta 66.

Agenda

1. Opening the meeting.
2. Adopting a resolution on electing the Chairperson of the General Meeting of Shareholders.
3. Stating that the General Meeting of Shareholders has been duly convened and has the capacity to pass resolutions.
4. Adopting a resolution on approval of the agenda.
5. Adopting a resolution on appointment of Member of the Supervisory Board.
6. Closing the meeting.

Right to participate in the General Meeting

The General Meeting of Getin Holding S.A. may be attended only by persons who are the Company shareholders sixteen days prior to the General Meeting date (the date of registration of participation in the General Meeting). **The date of registration of participation in the General Meeting is 03 October 2017.**

In order to exercise the right to participate in the General Meeting a shareholder shall request, not earlier than upon announcement of convening the General Meeting, and not later than on the first business day after the date of registration of participation in the General Meeting, i.e. on **04 October 2017**, that the entity maintaining their securities account issue a personal certificate confirming their right to participate in the General Meeting.

The certificate shall include:

1. the name, headquarters, address, and stamp of the certificate issuer, and the certificate number,
2. number of shares,
3. type and code of shares,
4. name, headquarters, and address of the public company that issued the shares,
5. share face value,

6. full name of the beneficial holder of shares,
7. headquarters (place of residence) and address of the beneficial holder of shares,
8. purpose of issuing the certificate,
9. the date and place of issuing the certificate,
10. signature of the person authorized to issue the certificate.

In order to avoid any doubts regarding the right to participate in the General Meeting shareholders who are entitled to participate in the General Meeting and their proxies are kindly requested to take their certificates with themselves.

The Company shall determine the list of shareholders entitled to participate in the General Meeting based on a specification prepared by the entity maintaining the depository for securities in accordance with the regulations governing trading in financial instruments. The entity maintaining the depository for securities shall prepare the specification based on the specifications submitted not later than twelve days prior the General Meeting authorised entities, in accordance with the regulations governing trading in financial instruments. The specifications to be submitted to the entity maintaining the depository for securities are issued against certificates confirming the right to participate in the Company General Meeting issued by the aforementioned entities.

List of shareholders.

A list of shareholders entitled to participate in the General Meeting will be available at the Company's headquarters at ul. Gwiaździsta 66, in Wrocław three business days before the General Meeting starting on **16 October 2017**. Any shareholder of a Company may demand that the list of shareholders entitled to participate in the General Meeting be e-mailed free of charge to the e-mail address indicated by them. The Company holds the right to request documents confirming the eligibility of the Shareholder applying, provided s/he is not included in list of Shareholders entitled to participate in the General Meeting.

Procedures concerning participation and exercising voting rights at the General Meeting

Shareholder's right to demand that specific issues be included in the agenda of the General Meeting.

A shareholder or shareholders representing at least one-twentieth of the Company's share capital may demand that specific issues be included in the Agenda of the General Meeting. The demand shall be submitted to the Management Board not later than on **28 September 2017**. It should include a justification or a draft resolution concerning the proposed item of the agenda. The demand may be submitted in writing as well as by electronic means of communication, but it should be duly filled in and signed on a form available at the Company's websites at <http://en.getin.pl/general-meeting/general-meeting/id/9743> in section *Forms*. A shareholder or shareholders demanding that specific issues be included in the Agenda have to attach to the aforementioned demand a certificate / registered certificate of deposit issued by an authorised entity confirming that the shareholder or shareholders hold a sufficient number of shares on the day of the submission of the demand which makes them eligible to file the demand.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons, or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' authorisation principles to confirm representation, should also enclose, along with the aforementioned demand, originals or copies of such documents certified in accordance with the applicable law. For a delegated proxy a document confirming the continuity is required.

The duty to attach the documents referred to hereinabove concerns both shareholders submitting their demand in writing as well as by electronic means of communication (a paper document, its copy or scan and conversion into the PDF format). A demand made in writing and a complete set of attachments should be submitted upon confirmation of receipt at the Company's headquarters at ul. Gwiaździsta 66, 53-413 Wrocław, or sent to the Company upon confirmation of receipt to the address indicated hereinabove.

Demands and complete set of attachments sent by electronic means shall be e-mailed to: walne.zgromadzenie@getin.pl. A complete set of documents, i.e. the demand form and the attachments shall be sent as PDF files enclosed to an e-mail.

The Company holds the right to take reasonable actions in order to verify the identity of a shareholder or shareholders and the validity of the documents submitted.

The Management Board shall promptly, however not later than by **29 September 2017**, announce any amendments to the Agenda made on the request filed by shareholders. The announcement shall be made in the way provided for convening of the General Meeting.

Shareholder's right to submit drafts of resolutions concerning issues on the agenda of the General Meeting or issues to be introduced to the agenda prior to the General Meeting date.

A shareholder or shareholders representing at least one twentieth of the share capital may, prior to the date of the General Meeting, submit to the Company in writing or by means of electronic communication, draft resolutions concerning issues included in the agenda of the General Meeting or issues which are to be included in the agenda. The abovementioned draft resolutions should be submitted to the Company not later than 48 hours prior to the date of the General Meeting to let the Company publish the drafts of the resolutions on its website. Draft resolutions may be submitted in writing as well as by electronic means of communication, but they should be duly filled in and signed on a form available at the Company's websites at <http://en.getin.pl/general-meeting/general-meeting/id/9743> in section *Forms*. A shareholder or shareholders submitting their draft resolutions concerning issues included in the agenda of the General Meeting or issues which are to be included in the agenda prior to the General Meeting have to enclose a certificate / registered certificate of deposits issued by the authorised entity confirming that the shareholder or shareholders hold a sufficient number of shares on the date of the submission of the demand which makes them eligible to file the request.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' authorisation principles to confirm representation, should also enclose, along with the aforementioned demand, originals or copies of such documents certified in accordance with the applicable law. For a delegated proxy a document confirming the continuity is required.

The duty to enclose the documents, referred to hereinabove, concerns both the shareholders submitting a demand in writing as well as by electronic means of communication /a paper document, its copy or scan and conversion into the PDF format/. A demand in writing with a complete set of enclosures should be submitted upon confirmation of receipt at the Company's headquarters at ul. Gwiazdzista 66, 53-413 Wrocław, or mailed to the Company upon confirmation of receipt to the address indicated hereinabove. A demand and a complete set of attachments sent by electronic means shall be e-mailed to: walne.zgromadzenie@getin.pl. A complete set of documents, i.e. the demand form and attachments shall be e-mailed as PDF files enclosed to an e-mail.

The Company holds the right to take reasonable actions in order to verify the identity of a shareholder or shareholders and the validity of the documents submitted. The Company shall promptly publish the aforementioned resolution drafts on its websites.

Shareholder's right to submit draft resolutions concerning issues included in the agenda during the General Meeting of Shareholders.

Each shareholder may during the General Meeting move draft resolutions concerning issues included in the agenda.

Shareholder's right to establish a proxy

A shareholder may participate in the General Meeting and exercise their rights to vote in person or through a proxy holder. Proxy holders have power to exercise all the shareholders' rights at the General Meeting, unless otherwise stated in the proxy. A proxy holder may delegate their powers, if their proxies provide so. One proxy holder may represent several shareholders and cast different votes for each shareholder. Shareholders holding shares registered on several securities accounts may appoint separate proxy holders to exercise their rights for shares registered on each account. A shareholder, holding status other than a natural person, may participate in the General Meeting and exercise their voting rights through a person authorised to make declarations of intent on behalf of such shareholder or through a proxy holder.

Forms of proxy, notification of granting of a proxy by electronic means of communication and ways of verification thereof.

A proxy to take part in the General Meeting and exercise voting rights may be granted in writing or by means of electronic communication. Granting a proxy in an electronic version does not require safe electronic signature verified by means of a valid qualified certificate.

A Shareholder shall notify the Company about granting a proxy in the electronic version via e-mail to the following address: walne.zgromadzenie@getin.pl. At the Company's website, <http://en.getin.pl/general-meeting/general-meeting/id/9743> in section *Forms* shareholders may download a form of notification of granting a proxy in the electronic version; the form should be filled in in accordance with the instructions provided and e-mailed to the Company's address specified hereinabove. In order to verify the information included in the notification, a scan of the registered certificate of the shareholder's right to participate in the General Meeting issued by an entity maintaining its share account is required along with the form.

Furthermore, persons acting on behalf of an institutional shareholder or shareholders, or of legal persons or other entities obliged to submit relevant documents specifying the shareholder's/shareholders' authorisation principles to confirm representation, should also

enclose, along with the aforementioned request, originals or copies of such documents certified in accordance with the applicable law (a paper document, its copy or a scan and conversion into the PDF format). For a delegated proxy a document confirming the continuity is required. Notifications about granting a proxy in the electronic version shall be submitted not later than on **16 October 2017**, at 24.00 p.m. to make the verification of documents possible.

A member of the Company's Management Board or the Company's employee may act as a shareholder's proxy holders at the General Meeting of Shareholders. A proxy granted to a member of the Management Board, a member of the Supervisory Board, a liquidator, the Company's employee, or a member of a subsidiary's executive body, or employee authorizes to represent the shareholder only at a single General Meeting. The proxy holder shall disclose all the circumstances that involve or may involve the conflict of interest to its principal. No delegation of the proxy is allowed. The proxy holder shall (in compliance with binding regulations) vote in line with the instructions provided by the shareholder.

Proxies granted in the electronic form will be verified by means of:

- a) examination of the content of the proxy (multiple proxies) granted and completeness of the attached documentation;
- b) examination of the accuracy of data filed in relevant forms and comparing the data provided therein with the information included in the specification of individuals eligible to participate in the General Meeting;
- c) statement of conformity of the data regarding legal person's representatives delegated to grant a proxy with relevant KRS excerpts;
- d) confirming the data as well as a shareholder's or shareholders' identification via e-mail or by phone in the event the proxy has been granted through electronic means of communication and notification thereof.

Verification of the validity of the proxies granted through electronic means of communication and a shareholder's identity may involve requesting the shareholder to send an e-version of the proxy scan in the PDF format or a photo file showing the picture of the document.

In case of any doubts or in order to clarify any matters, the Company holds the right to take additional reasonable measures to identify a shareholder or shareholders or to verify the validity of proxies granted, notices and documents.

Exercising voting rights through a proxy holder by means of a form.

At <http://en.getin.pl/general-meeting/general-meeting/id/9743> shareholders may download a form for exercising voting rights through a proxy holder or providing written instructions on voting to the proxy holder by a shareholder set out in Art. 402 (3) § 1 (5) and §3 (1-4) of the Code of Commercial Companies. The form specified hereinabove, if completed by a shareholder granting a proxy, may be used as a ballot paper in the open vote at the General Meeting, providing that the shareholder has authorised the proxy holder thereto. While in secret ballot the completed form provides solely the voting guidelines for the proxy holder and should be retained by him. The form used as a ballot paper should be delivered by the proxy holder to the Chairman of the General Meeting prior to closing the voting on a resolution such a paper was used for, in accordance with the shareholder's instructions. With the Chairman informing the participants of the General Meeting about the

form having been used as a ballot paper, it is taken into consideration in counting votes cast for or against a given resolution. The form used in the ballot shall be enclosed in the minutes.

Should counting of votes at the General Meeting take place through an electronic counting device, the form referred to hereinabove may be used only as a shareholder's instruction for the proxy holder.

Information on alternative modes of participation and exercising voting rights at the General Meeting

The Company's Articles of Association exclude participation and exercising voting rights at the General Meeting through electronic means of communication.

The General Meeting Bylaws exclude casting votes at the General Meeting by mail.

Announcement board for information related to the General Meeting

All documents to be presented at the General Meeting as well as draft resolutions are available at

<http://en.getin.pl/general-meeting/general-meeting/id/9743> in tabs Documents to be presented at the General Meeting and Draft resolutions.

All information related to the General Meeting is available at: <http://en.getin.pl/general-meeting/general-meeting/id/9743>. In the event the Management Board or Supervisory Board of the Company make any comments on the items on the General Meeting agenda or the issues to be put on the agenda prior to the General Meeting date, they will be made available at the Company's website.

Wroclaw, dated September 22nd, 2017.

**DRAFT RESOLUTIONS TO BE CONSIDERED BY THE EXTRAORDINARY GENERAL
MEETING OF SHAREHOLDERS OF GETIN HOLDING S.A.
CONVENED FOR 19 OCTOBER 2017**

**Resolution No. [•]
of the Extraordinary General Meeting of Shareholders of Getin Holding S.A.
dated [•]
on electing the Chairperson of the General Meeting**

§ 1.

Pursuant to Art. 409 §1 of the Code of Commercial Companies and Partnerships and §4 and §5 of the Bylaws of General Meeting of Shareholders of Getin Holding S.A., the Extraordinary General Meeting of Shareholders hereby elects _____ for its Chairperson.

§ 2.

The resolution takes effect at the moment of its adoption.

**Resolution No. [•]
of the Extraordinary General Meeting of Shareholders of Getin Holding S.A.
dated [•]
on approval of the agenda**

§ 1.

The General Meeting of Shareholders hereby adopts the following agenda, as announced on _____.

1. Opening the meeting.
2. Adopting a resolution on electing the Chairperson of the General Meeting of Shareholders.
3. Stating that the General Meeting of Shareholders has been duly convened and has the capacity to pass resolutions.
4. Adopting a resolution on approval of the agenda.
5. Adopting a resolution on appointment of Member of the Supervisory Board.
6. Closing the meeting.

§ 2.

The resolution takes effect at the moment of its adoption.

Resolution No. [•]
of the Extraordinary General Meeting of Shareholders of Getin Holding S.A.
dated [•]
on appointment of Member of the Supervisory Board

Acting pursuant to Art. 385 § 1 of the Code of Commercial Companies and Partnerships and § 15 (2) of the Company's Articles of Associations, the Extraordinary General Meeting resolves to:

§ 1.

Appoint _____ to the Supervisory Board for a joint term of office.

§ 2.

The resolution takes effect on the day of its adoption.