

GETIN Holding S.A.

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Sąd Rejonowy dla Wrocławia-Fabrycznej 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)

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**(Current Report No 37/2021)****10.11.2021****Conclusion of a conditional agreement to sell shares in Idea Bank Ukraine**

The Management Board of Getin Holding S.A. (the "Issuer"), with reference to the current report no. 14/2021 dated 31 March 2021, hereby informs that on 10 November 2021 the Issuer, as the Seller, has entered into a conditional agreement to sell 100% of shares in JSC Idea Bank with its registered office in Lviv, Ukraine ("Idea Bank Ukraine", "Bank") with JSC "First Ukrainian International Bank" with its registered office in Kiev, Ukraine ("Buyer"), as the buyer (the "Agreement").

Idea Bank Ukraine operates in the retail business segment and focuses its business on offering products and services to individuals. The Bank's primary products for individuals are cash loans, credit cards, deposits, current accounts and debit cards. As of 30 September 2021, total assets of Idea Bank Ukraine amounted to PLN 883,235 thousand, while total equity amounted to PLN 184,674 thousand.

According to the Agreement, the price for the shares in Idea Bank Ukraine (the "Price") will be the euro equivalent of the Bank's total net assets (as determined in accordance with the balance sheet for the financial year 2021 audited by an independent auditor) multiplied by 1,072 (the "Base Amount"), plus the Bank's net profit generated in the period from 1 January 2022 to the last day of the month preceding the month in which the day on which the last condition precedent is fulfilled by the Buyer falls, but not by more than UAH 45,000,000 UAH (equivalent to PLN 6,862,500 at the exchange rate of the National Bank of Poland of 10 November 2021) (the "Generated Profit") and less the total amount of dividends paid by the Bank for the year 2021 prior to the closing date (the "Dividends Paid"). In the event that the Generated Profit is negative, the Base Amount will be reduced accordingly.

Pursuant to the provisions of the Agreement, the Issuer on the date of transfer of the ownership of the shares (the "Closing Date") will receive the Price less the amount of UAH 95,000,000 (which is equivalent to PLN 14,487,500 at the exchange rate of the National Bank of Poland as of 10 November 2021). This amount shall be retained by the Buyer to secure potential claims of the Buyer related to the quality of the Bank's credit portfolio and then paid to the Issuer in two instalments after the first and second anniversary from the Closing Date. The price after the Closing Date may be subject to review with respect to Generated Profit and Dividends Paid.

The conditions to the transfer of Idea Bank Ukraine shares include i.a.:

- (i) granting of an approval by the relevant Ukrainian anti-monopoly authority for the acquisition of the shares by the Buyer,
- (ii) granting of a preliminary approval by Ukrainian National Bank for a direct investment in the Bank by the Buyer,
- (iii) granting of an approval by Ukrainian National Bank for the acquisition by the Buyer of a qualifying holding in the Bank,

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(iv) preliminary approval by Ukrainian National Bank of the candidates nominated by the Buyer for membership of the Bank's supervisory board;

(v) entering into and maintaining in force an agreement to transfer of i.a. certain assets of LLC New Finance with its registered office in Kiev, Ukraine (a subsidiary of the Issuer) to a buyer designated by the Buyer.

The transfer of Idea Bank Ukraine shares will take place upon fulfillment of the conditions set forth in the Agreement. The transfer of the Bank shares is expected to take place no later than 25 February 2022 or such other later date as the parties may agree.

The Agreement is governed by English law.

The Issuer will inform about the fulfillment of the above mentioned conditions for the transfer of the Bank shares and about the transfer of the shares in separate reports.

Legal basis: Article 17 (1) of the Regulation of the European Parliament and of the Council of the EU No 596/2014 of 16 April 2014 on market abuse - confidential information.