

GETIN Holding S.A.

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KRS 0000004335

District Court in Wrocław, 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 PLN (fully paid up)

www.getinholding.pl



(Current Report number 39/2015)

16.12.2015

Getin Holding concludes a conditional agreement to sell Carcade

The Management Board of Getin Holding S.A. ("Issuer") reports that today, i.e. on 16 December 2015 it has executed a conditional agreement to sell 1 share representing 100% interest in the share capital of LLC "Carcade", a company based in Kaliningrad, Russia ("Carcade") with Siderock Trading and Investments Limited, a company associated with Russian FORUS Bank, based in Nicosia, Republic of Cyprus ("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 30.09.2015, Carcade's balance sheet total amounted to RUB 19,444,770 thousand, and its equity to RUB 3,005,054 thousand.

The title in the Share shall be transferred on the condition that the Russian Anti-monopoly Authority issues a consent that will satisfy both Parties.

Each Party may terminate the Conditional Share Purchase Agreement in cases provided for in the Conditional Share Purchase Agreement.

The transaction value shall total RUB 3,000,000,000 (i.e. the equivalent of PLN 169,500,000 at the average exchange rate announced by the National Bank of Poland on 16 December 2015), and it shall comprise cash payment of RUB 2,438,589,000 (including earnest money deposit of RUB 135,600,000) that shall be made in USD at the exchange rate announced by the Russian Central Bank on the date of the Purchaser's transfer order (it may be changed in the event of occurrence of circumstances that trigger adjustments, in compliance with the Conditional Share Purchase Agreement), and RUB 561,411,000 payable through promissory note.

Except for the provisions related to the forfeiture or return of the earnest money deposit, the Conditional Share Purchase Agreement provides for no contractual penalties.

The Issuer will inform about the transfer of the Share in the separate current report.

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

Legal basis: Art. 56(1)(2) of the Act 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. 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. J. L. 2014, item 133).