

GETIN Holding S.A.

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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.getinholding.pl**(Current Report No. 60/2014)****29.10.2014****Conclusion of preliminary share sale agreement**

Getin Holding S.A. ("Issuer") hereby reports that on 29 October 2014, the Issuer and Getin International S.A., the Issuer's subsidiary, as sellers, concluded a share sale agreement ("Agreement") to sell shares in Closed Joint Stock Company "Belarusian Bank for Small Business ZAO" with its registered office in Minsk (ЗАО „Белорусский Банк Малого Бизнеса”) ("Bank"). The Agreement was concluded with the following entities: Additional Liability Company Bielwirineja (Общество с дополнительной ответственностью "Белвиринея") based in Minsk, Mr. Safronienko Roman Władimirowicz, Ms. Wit'ko Tatiana Igoriewna, and Ms. Szymanskaja Ała Pawłowna ("Purchasers"), and it concerns the sale of 287,689 shares with the face value of BYR 237,000.00 each (equivalent of PLN 73.47, according to the BYR exchange rate announced by the National Bank of Poland as of the date of the Agreement) ("Shares"), accounting for 95.5070% of the Bank's share capital, for the price of EUR 20.86 (equivalent of PLN 88.13, according to the average EUR exchange rate announced by the National Bank of Poland as of the date of the Agreement). The final price may be adjusted, should the conditions prescribed in the Agreement be satisfied, concerning (a) repayment of receivables due to loan agreements to the Bank, (b) the Bank's repayment of subordinated loans by the date of the final agreement.

The title to the shares shall be transferred by a professional participant of the securities market of the Republic of Belarus pursuant to the Final Share Sale Agreements that shall be executed by the parties. The completion of the transaction of selling the Bank's shares is conditional on the sellers' obtaining the clearance of the National Bank of Belarus and no refusal to issue the clearance by a competent anti-monopoly authority of the Republic of Belarus.

The Issuer purchased the Bank on 18 October 2013 for the price of EUR 16.92 (equivalent of PLN 70.67 according to the EUR average exchange rate announced by the National Bank of Poland on the date of the Bank's acquisition) for one Share, which the Issuer reported in Current Report 37/2013 dated 18 October 2013. The transaction closes the consolidation stage of the banking activity carried out by the Issuer in the Belarusian market upon the acquisition of the Bank, which included streamlining the organisational structure of the Issuer's capital group. As a result of the consolidation, the Bank's assets worth EUR 16.5 million (equivalent of PLN 69.71 million according to the average EUR exchange rate announced by the National Bank of Poland as at the date hereof) were transferred to Closed Joint Stock Company

Idea Bank, the Issuer's subsidiary based in Minsk. If the Shares are sold upon the satisfaction of the aforementioned conditions for the price of EUR 20.86 for one share, the received price shall equal 106% of the Bank's book value.

Getin International S.A, the seller, is the Issuer's subsidiary company. The Issuer holds 100% shares in the share capital of Getin International S.A.

The Bank is the Issuer's subsidiary company. The Issuer holds 95.5070% shares in the Bank's share capital, including 0.0003% stake through Getin International S.A.

The Purchasers are not related to the Issuer.

Legal basis: Art. 56 (1)(1) of the Act on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies dated 29 July 2005 (uniform text J. L. 2013, item 1382).