

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. 63/2014)****12.11.2014****Ending subscription for P-series shares within the Issuer's Management Stock Option Programme 2011–2014**

Getin Holding S.A. ("Issuer") hereby reports about ending the subscription for P-series shares issued within the Managerial Stock Option Programme ("Stock Option Programme") carried out in years 2011–2014 pursuant to the Resolution number 24 of the Issuer's Annual General Meeting dated 28 March 2011, which the Issuer reported in Current Report number 22/2011 dated 28 March 2011, under the Management Stock Option Regulations adopted by the Supervisory Board, which was reported in Current Report number 57/2011 dated 21 July 2011.

By virtue of the aforesaid resolution the Issuer's AGM conditionally increased the Issuer's share capital by the maximum amount of PLN 5,000,000 by the issue of maximum 5,000,000 P-series ordinary bearer shares with the face value of PLN 1.00 each.

Only holders of R-series bonds were entitled to take up the P-series shares.

Within the conditional increase of the Issuer's share capital and the implementation of the Stock Option Programme in years 2011–2014, 1,204,049 P-series shares were subscribed for and introduced to trading.

Within the implementation of the Stock Option Programme, six P-series shares subscription tranches were offered for each half year in 2011, 2012, and 2013.

- Subscription for P-series shares for H1 2011 was carried out from 13 September to 20 September 2011. 19 entitled persons subscribed for the shares. The number of shares covered by subscription was 209,083. The shares were introduced to trade on 10 October 2011. The subscription value of P-shares for H1 2011, understood as the product of the offered securities and the issue price for one share, totalled PLN 209,083.00.
- Subscription for P-series shares for H2 2011 was carried out from 18 June to 29 June 2012. 16 entitled persons subscribed for the shares. The number of shares covered by subscription was 473,581. The shares were introduced to trade on 6 August 2012. The subscription value of P-shares for H2 2011,

understood as the product of the offered securities and the issue price for one share, totalled PLN 473,581.00.

- Subscription for P-series shares for H1 2012 was carried out from 22 October to 5 November 2012. 15 entitled persons subscribed for the shares. The number of shares covered by subscription was 332,451. The shares were introduced to trade on 6 December 2012. The subscription value of shares for H1 2012, understood as the product of the offered securities and the issue price for one share, totalled PLN 332,451.00.
- Subscription for P-series shares for H2 2012 was carried out from 10 June to 21 June 2013. 13 entitled persons subscribed for the shares. The number of shares covered by subscription was 65,699. The shares were introduced to trade on 26 July 2013. The additional subscription for P-series shares was carried out from 22 October to 5 November 2013. One entitled person subscribed for the shares. The number of shares covered by subscription was 678. The shares were introduced to trade on 23 December 2013. The subscription value of P-shares for H2 2012, understood as the product of the offered securities and the issue price for one share, totalled PLN 66,377.00.
- Subscription for P-series shares for H1 2013 was carried out from 22 October to 5 November 2013. 12 entitled persons subscribed for the shares. The number of shares covered by subscription was 68,231. The shares were introduced to trade on 23 December 2013. The subscription value of shares for H1 2013, understood as the product of the offered securities and the issue price for one share, totalled PLN 68,231.00.
- Subscription for P-series shares for H2 2013 was carried out from 23 June to 4 July 2014. 12 entitled persons subscribed for the shares. The number of shares covered by subscription was 54,326. The shares were introduced to trade on 13 August 2014. The subscription value of P-shares for H2 2013, understood as the product of the offered securities and the issue price for one share, totalled PLN 54,326.00.

The price for shares that were taken up within the aforementioned subscription was PLN 1.00 for one share.

Within the Stock Option Programme 1,667 P-series shares were not subscribed for. The right to subscribe for the shares by entitled Bondholders, according to Resolution number 24 of the Issuer's AGM dated 28 March 2008, expired on 30 October 2014.

Therefore the Stock Option Programme and the subscription for P-series shares carried within the programme was closed.

P-series shares were purchased by 19 entitled Bondholders. The total subscription value of P-series shares, i.e. the product of the securities subscribed for within the offer and their issue price, was PLN 1,204,049.00.

The cost of preparing and carrying out the subscription of P-series shares totalled PLN 200,028.62, including:

- costs of preparation and carrying out of the public offering totalled PLN 146,028.62;
- underwriter's, Getin Noble Bank's, commission totalled PLN 54,000.00.

The average cost of preparing and carrying out the subscription of P-series shares per one share stood at PLN 0.17.

Legal basis: Art. 56 (1)(2)(a) of the Act on Public Offer and Conditions of Introducing Financial Instruments to the Organized Public Trading and Public Companies (J. L. 2013, item 1382), in connection with § 33 (1) 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 (J. L. dated 2014, item 133).