



DRAFT RESOLUTIONS OF THE ANNUAL GENERAL MEETING OF GETIN NOBLE BANK S.A.

Resolution No. I/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on election of the Chairperson of the General Meeting

On the basis of Article 409 § 1 of the Polish Commercial Companies Code and on the basis of § 24 of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting hereby elects Mr./Ms. Chairperson of the General Meeting.

The resolution comes into force on the day of its adoption.

Resolution No. II/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on adoption of the Agenda of the General Meeting

The Annual General Meeting hereby adopts the Agenda, determined and published on the Company's website on 08 March 2010 as follows:

1. To open the Meeting.
2. To elect a Chairperson.
3. To acknowledge that the Meeting has been convened properly and has the power to adopt resolutions.
4. To adopt the Agenda of the Meeting.
5. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. in 2009.
6. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Bank S.A. in 2009.
7. To present the Supervisory Board's brief assessment of the Company's situation and to adopt a resolution to consider and approve the Supervisory Board's report for the financial year 2009 containing the following: an assessment of the Management Board's report on Getin Noble Bank's activities and Getin Noble Bank's financial statements for the financial year 2009, an assessment of the Management Board's motion regarding the allocation of profit, and an assessment of work of the Management Board.
8. To adopt a resolution to consider and approve the Supervisory Board's report for the financial year 2009 containing the following: an assessment of the Management Board's report on Getin Bank's activities and Getin Bank's financial statements for the financial year 2009, and an assessment of the Management Board's motion regarding the allocation of profit.
9. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2009.



GETIN NOBLE
BANK · SPÓŁKA AKCYJNA

10. To adopt a resolution to consider and approve Getin Bank's financial statements for the financial year 2009.
11. To adopt a resolution to consider and approve Getin Bank S.A. Capital Group's consolidated financial statements for the financial year 2009.
12. To adopt a resolution to consider and approve the Management Board's report on the activities of the Getin Noble Bank S.A. Capital Group in 2009.
13. To adopt a resolution to allocate profit for the financial year 2009.
14. To adopt a resolution to acknowledge the fulfillment of duties by the members of Noble Bank's Management Board in 2009.
15. To adopt a resolution to acknowledge the fulfillment of duties by the members of Getin Bank's Management Board in 2009.
16. To adopt a resolution to acknowledge the fulfillment of duties by the members of Noble Bank's Supervisory Board in 2009.
17. To adopt a resolution to acknowledge the fulfillment of duties by the members of Getin Bank's Supervisory Board in 2009.
18. To adopt a resolution to appoint new members of Getin Noble Bank's Supervisory Board.
19. To adopt a resolution to appoint the Chairperson of Getin Noble Bank's Supervisory Board.
20. To adopt a resolution to change the Articles of Association of Getin Noble Bank S.A.
21. To adopt a resolution to change the Rules of the General Meeting of Getin Noble Bank S.A.
22. To close the Meeting.

The resolution comes into force on the day of its adoption.

Resolution No. III/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on consideration and approval of the Management Board's report on the activities of Getin Noble Bank S.A. in 2009

On the basis of Article 393(1) and Article 395(2)(1) of the Polish Commercial Companies Code and on the basis of § 21(1) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. (formerly: Noble Bank S.A.) in 2009 hereby approves the Management Board's report on the activities of Getin Noble Bank in 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. IV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on consideration and approval of the Management Board's report on the activities of Getin Bank S.A. in 2009



On the basis of Article 393(1) and Article 395(2)(1) of the Polish Commercial Companies Code and on the basis of § 21(1) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting adopts as follows:

§ 1

Regarding the legal merger of Nobel Bank S.A. and Getin Bank S.A. dated 4 January 2010, the Annual General Meeting after consideration of the Management Board's report on the activities of Getin Bank S.A. in 2009 hereby approves the Management Board's report on the activities of Getin Bank S.A. in 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. V/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on consideration and approval of the "Supervisory Board's report for the financial year 2009" containing the assessment of the Management Board's report on Getin Noble Bank's activities and Getin Noble Bank's financial statements for the financial year 2009

On the basis of Article 395(5) of the Polish Commercial Companies Code and on the basis of § 43(1) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting adopts as follows:

§ 1

The Annual General Meeting hereby approves the "Supervisory Board's report for the financial year 2009" containing the assessment of the Management Board's report on Getin Noble Bank's (formerly: Noble Bank S.A.) activities and Getin Noble Bank's financial statements for the financial year 2009, and an assessment of the Management Board's motion regarding the allocation of profit and an assessment of work of the Management Board.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. VI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on consideration and approval of the "Supervisory Board's report for the financial year 2009" containing the assessment of the Management Board's report on Getin Noble Bank's activities and Getin Noble Bank's financial statements for the financial year 2009

On the basis of Article 395(1) of the Polish Commercial Companies Code and on the basis of § 43(1) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting adopts as follows:

§ 1

Regarding the legal merger of Nobel Bank S.A. and Getin Bank S.A. dated 4 January 2010, the Annual General Meeting hereby approves the "Supervisory Board's report for the financial year 2009" containing the assessment of the Management Board's report on Getin Noble Bank's (formerly: Noble Bank S.A.) activities and Getin Noble Bank's financial statements for the financial year 2009, an assessment of the Management Board's motion regarding the allocation of profit.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. VII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on consideration and approval of Getin Noble Bank's financial statements for the financial year 2009

On the basis of Article 393(1) and Article 395(2)(1) of the Polish Commercial Companies Code and on the basis of § 21(1) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. after consideration of Getin Noble Bank's financial statements for the financial year 2009 hereby approves Getin Noble Bank's (formerly: Noble Bank S.A.) financial statements for the financial year 2009 containing as follows:

- 1) balance sheet as of 31 December 2009, which assets and liabilities equal 9 033 495 000 PLN,
- 2) profit and loss statements for the period starting on 1 January 2009 and ending on 31 December 2009, which shows net profit of 175 393 000 PLN,
- 3) statements on changes in equity for the period starting on 1 January 2009 and ending on 31 December 2009, which shows the increase in equity at 117 343 000 PLN,
- 4) cash flow statements for the period starting on 1 January 2009 and ending on 31 December 2009, which shows the increase of net cash at 248 206 000 PLN, and
- 5) accounting principles and additional information ("attached financial statements").

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. VIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on consideration and approval of Getin Bank's financial statements for the financial year 2009

On the basis of Article 393(1) and Article 395(2)(1) of the Polish Commercial Companies Code and on the basis of § 21(1) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting adopts as follows:

§ 1

Regarding the legal merger of Nobel Bank S.A. and Getin Bank S.A. dated 4 January 2010, the Annual General Meeting after consideration of Getin Bank's financial statements for the financial year 2009 hereby approves Getin Bank's financial statements for the financial year 2009 containing as follows:

- 1) profit and loss statements for the period starting on 1 January 2009 and ending on 31 December 2009, which shows net profit of 142 508 000 PLN,
- 2) profit and loss statements for the period starting on 1 January 2009 and ending on 31 December 2009, which shows total income of 120 409 000 PLN,
- 3) balance sheet as of 31 December 2009, which assets equal 24 016 417 000 PLN,
- 4) statements on changes in equity for the period starting on 1 January 2009 and ending on 31 December 2009, which shows the increase in equity at 170 329 000 PLN,

- 5) cash flow statements for the period starting on 1 January 2009 and ending on 31 December 2009, which shows the increase of net cash at 94 390 000 PLN, and
- 6) accounting principles and additional information.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. IX/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on consideration and approval of Getin Bank S.A. Capital Group's consolidated financial statements for the financial year 2009

On the basis of Article 395(5) of the Polish Commercial Companies Code, the Annual General Meeting adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. after consideration of Getin Bank S.A. (formerly: Noble Bank S.A.) Capital Group's consolidated financial statements for the financial year 2009 hereby approves Getin Bank S.A. Capital Group's consolidated financial statements for the financial year 2009 containing as follows:

- 1) consolidated balance sheet as of 31 December 2009, which assets and liabilities equal 9 098 789 000 PLN,
- 2) consolidated profit and loss statements for the period starting on 1 January 2009 and ending on 31 December 2009, which shows net profit of 174 913 000 PLN,
- 3) consolidated statements on changes in equity for the period starting on 1 January 2009 and ending on 31 December 2009, which shows the increase in equity at 92 554 000 PLN,
- 4) consolidated cash flow statements for the period starting on 1 January 2009 and ending on 31 December 2009, which shows the increase of net cash at 318 057 000 PLN, and
- 5) accounting principles and additional information ("attached consolidated financial statements").

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. X/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on consideration and approval of Getin Bank S.A. Capital Group's activities in 2009

On the basis of Article 395(5) of the Polish Commercial Companies Code, the Annual General Meeting of Getin Noble Bank S.A. adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. Capital Group in 2009 hereby approves the Management Board's report on the activities of the Getin Noble Bank S.A. Capital Group in 2009.

§ 2

The resolution comes into force on the day of its adoption.



Resolution No. XI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on allocation of profit for the financial year 2009

On the basis of Article 395(2)(2) of the Polish Commercial Companies Code and on the basis of § 21(1) and § 39(5) of the Articles of Association of Getin Noble Bank S.A. and considering the Supervisory Board's assessment of the Management Board's motion the Annual General Meeting adopts as follows:

§ 1

After consideration of Getin Noble Bank's Management Board's motion regarding the allocation of profit of Getin Bank S.A. and Getin Noble Bank S.A. (formerly: Noble Bank S.A.) for the financial year 2009, the Annual General Meeting of Getin Noble Bank S.A. hereby decides as follows:

- a) considering the financial statements of Getin Noble Bank S.A., the Annual General Meeting decides to allocate profit for the financial year 2009 in the amount of 175 393 000 PLN (in words: one hundred seventy five million three hundred ninety three thousand zloty) for reserve fund,
- b) considering the financial statements of Getin Bank S.A., the Annual General Meeting decides to allocate profit for the financial year 2009 in the amount of 142 508 000 PLN (in words: one hundred forty two million five hundred eight thousand zloty) for reserve fund,
- c) the Annual General Meeting decides to allocate Getin Noble Bank's undivided financial result from previous years connected with changes to the accounting principles in the amount of 955 000 PLN (in words: nine hundred fifty five thousand zloty) for reserve fund.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Jarosław Augustyniak

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Jarosław Augustyniak – the President of the Management Board of Noble Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Krzysztof Spyra



On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Krzysztof Spyra – a Member of the Management Board of Noble Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XIV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Maurycy Kühn

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Maurycy Kühn – a Member of the Management Board of Noble Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Bogusław Krysiński

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Bogusław Krysiński – a Member of the Management Board of Noble Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XVI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Krzysztof Rosiński



On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Krzysztof Rosiński – a Member of the Management Board of Noble Bank S.A. from 31 October 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XVII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Radosław Stefurak

On the basis of Article 393(1) and Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Radosław Stefurak – a Member of the Management Board of Noble Bank S.A. from 31 October 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XVIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Michał Handzlik

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Michał Handzlik – the Vice-President acting President of the Management Board of Getin Bank S.A. from 1 January 2009 to 1 July 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XIX/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Michał Handzlik



On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Michał Handzlik – the President of the Management Board of Getin Bank S.A. from 2 July 2009 to 31 October 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Łukasz Bald

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Łukasz Bald – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2009 to 31 October 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Krzysztof Basiaga

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Krzysztof Basiaga – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Jakub Malski



On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Jakub Malski – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Grzegorz Tracz

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Grzegorz Tracz – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXIV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Jarosław Augustyniak

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Jarosław Augustyniak – the Vice-President of the Management Board of Getin Bank S.A. from 24 August 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Maurycy Kühn



On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Maurycy Kühn – the Vice-President of the Management Board of Getin Bank S.A. from 24 August 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXVI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Krzysztof Spyra

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Krzysztof Spyra – the Vice-President of the Management Board of Getin Bank S.A. from 24 August 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXVII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Krzysztof Rosiński

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Krzysztof Rosiński – the Vice-President acting President of the Management Board of Getin Bank S.A. from 31 October 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXVIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Radosław Stefurak



On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Radosław Stefurak – a Member of the Management Board of Getin Bank S.A. from 31 October 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXIX/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Krzysztof Rosiński

On the basis of Article 393(1), Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Krzysztof Rosiński – the President of the Supervisory Board of Noble Bank S.A. from 1 January 2009 to 30 October 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXX/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Michał Kowalczewski

On the basis of Article 393(1), Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Michał Kowalczewski – a Member of the Supervisory Board of Noble Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Radosław Stefurak



On the basis of Article 393(1), Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Radosław Stefurak – a Member of the Supervisory Board of Noble Bank S.A. from 1 January 2009 to 30 October 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Dariusz Niedośpiał

On the basis of Article 393(1), Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Dariusz Niedośpiał – a Member of the Supervisory Board of Noble Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Remigiusz Baliński

On the basis of Article 393(1), Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Remigiusz Baliński – a Member of the Supervisory Board of Noble Bank S.A. from 1 January 2009 to 14 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXIV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Remigiusz Baliński



On the basis of Article 393(1), Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Remigiusz Baliński – the Vice-President of the Supervisory Board of Noble Bank S.A. from 15 December 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Leszek Czarnecki

On the basis of Article 393(1), Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Leszek Czarnecki – a Member of the Supervisory Board of Noble Bank S.A. from 9 September 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXVI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Marek Grzegorzewicz

On the basis of Article 393(1), Article 395(2)(3) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Marek Grzegorzewicz – a Member of the Supervisory Board of Noble Bank S.A. from 9 September 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXVII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Krzysztof Rosiński



On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Krzysztof Rosiński – the President of the Supervisory Board of Getin Bank S.A. from 1 February 2009 to 31 October 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXVIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Remigiusz Baliński

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Remigiusz Baliński – the Vice-President of the Supervisory Board of Getin Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XXXIX/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Leszek Czarnecki

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Leszek Czarnecki – a Member of the Supervisory Board of Getin Bank S.A. from 1 September 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XL/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Marek Grzegorzewicz



On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Marek Grzegorzewicz – a Member of the Supervisory Board of Getin Bank S.A. from 1 September 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Michał Kowalczewski

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Michał Kowalczewski – a Member of the Supervisory Board of Getin Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Dariusz Niedośpiał

On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Dariusz Niedośpiał – a Member and the Secretary of the Supervisory Board of Getin Bank S.A. from 1 January 2009 to 31 December 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on acknowledgement of fulfillment of duties by Mr. Radosław Stefurak



On the basis of Article 393(1), Article 395(2)(3) and Article 494(1) of the Polish Commercial Companies Code and on the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. acknowledges fulfillment of duties in the financial year 2009 by Mr. Radosław Stefurak – a Member of the Supervisory Board of Getin Bank S.A. from 1 January 2009 to 30 October 2009.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLIV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on appointment of Mr. Leszek Czarnecki a Member of the Supervisory Board

On the basis of § 21(1)(5) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby appoints Mr. Leszek Czarnecki a Member of the Supervisory Board for another term of office.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLV/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on appointment of Mr. Remigiusz Baliński a Member of the Supervisory Board

On the basis of § 21(1)(5) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby appoints Mr. Remigiusz Baliński a Member of the Supervisory Board for another term of office.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLVI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on appointment of Mr. Dariusz Niedośpiał a Member of the Supervisory Board

On the basis of § 21(1)(5) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby appoints Mr. Dariusz Niedośpiał a Member of the Supervisory Board for another term of office.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLVII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on appointment of Mr. Michał Kowalczewski a Member of the Supervisory Board

On the basis of § 21(1)(5) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby appoints Mr. Michał Kowalczewski a Member of the Supervisory Board for another term of office.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLVIII/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on appointment of Mr. Marek Grzegorzewicz a Member of the Supervisory Board

On the basis of § 21(1)(5) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby appoints Mr. Marek Grzegorzewicz a Member of the Supervisory Board for another term of office.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. XLIX/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on appointment the Chairperson of the Supervisory Board

On the basis of § 21(1)(4) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby appoints Mr. Leszek Czarnecki the Chairman of the Supervisory Board.

§ 2

The resolution comes into force on the day of its adoption.

Resolution No. L/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on changing of the Articles of Association of Getin Noble Bank S.A.



On the basis of Article 430(1) of the Polish Commercial Companies Code and § 21(1)(6) of the Articles of Association of Getin Noble Bank S.A. the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby changes the Articles of Association of Getin Noble Bank S.A. as follows:

1. Present wording of Article 2

„NOBLE Bank Spółka Akcyjna, hereinafter referred to as the “Bank”, is established in the form of a joint stock company and operates pursuant to the provisions of the Banking Law, the Commercial Companies Code, these Articles of Association and other laws binding in the Republic of Poland.”

Proposed wording of Article 2

„Getin Noble Bank Spółka Akcyjna, hereinafter referred to as the “Bank”, is established in the form of a joint stock company and operates pursuant to the provisions of the Banking Law, the Commercial Companies Code, these Articles of Association and other laws binding in the Republic of Poland.”

2. Present wording of Article 6(2)

2. Additionally, the Bank is entitled to:

- 1) acquire or purchase shares and rights attached to shares, shares of another legal person and participation units in investment funds,
- 2) undertake liabilities related to the issue of securities,
- 3) trade in securities,
- 4) purchase and sell real property,
- 5) perform swaps of debts into components of the debtor’s assets, on the terms agreed on with the debtor,
- 6) render consulting and advisory services on financial matters,
- 7) conduct brokerage activity in accepting and transferring orders to purchase or sell financial instruments,
- 8) perform agency services in selling and buying back investment funds participation units and rights as well as accept subscriptions for participation units and investment certificates in investment funds.”

Proposed wording of Article 6(2) – adding points (9) to (14) as follows:

- 9) conduct insurance solicitation activity in favour of open-ended pension funds, insurance companies, investment funds and brokerage houses,
- 10) perform activities indicated in Article 70(2) of the Act on Trading in Financial Instruments,
- 11) perform intermediation services including agency services in favour of entities and financial institutions, and in particular in favour of brokerage houses, companies performing lease services and other banks,
- 12) perform financial lease services,
- 13) perform activities in insurance intermediation,
- 14) conduct activities in factoring and forfeiting.”

3. Present wording of Article 7

“The Bank’s business specified in Article 6 is classified in accordance with the Polish Activity Classification (PKD) as:

- 1) Financial intermediation services—PKD 65.1.
- 2) Other financial intermediation services— PKD 65.12 A.
- 3) Finance lease— PKD 65.21.Z.
- 4) Other forms of granting credit facilities— PKD 65.22.Z.
- 5) Other financial intermediation services, otherwise unclassified— PKD 65.23.Z.
- 6) Brokerage activity—PKD 67.12.A.
- 7) Management of investment funds and a collective portfolio of securities—PKD 67.12.B.
- 8) Auxiliary financial activity, otherwise unclassified—PKD 67.13.Z,
- 9) Auxiliary activity connected with insurance and pension funding—PKD 67.20.Z.”

Proposed wording of Article 7

“The Bank’s business specified in Article 6 is classified in accordance with the Polish Activity Classification (PKD) as:

- 1) Other financial intermediation services—PKD 65.19.Z,
- 2) Finance lease — PKD 64.91.Z.,
- 3) Other forms of granting credit facilities — PKD 65.92.Z.,
- 4) Brokerage activities connected with securities and stock exchange commodities market - PKD 66.12.Z.,
- 5) Insurance agents and brokers activity – PKD 66.22.Z,
- 6) Buying and selling of own real estates – PKD 68.10.Z,
- 7) Funds management activities – PKD 66.30.Z.,
- 8) Financial holdings activity – PKD 64.20.Z.,
- 9) Other activity supporting financial services, excluding insurance policies and pension funds – PKD 66.19.Z.,
- 10) Other financial service activities , otherwise unclassified, excluding insurance policies and pension funds – PKD 64.99.Z.

4. Present wording of Article 20(3)

“A shareholder or shareholders representing at least 1/10 of the share capital may require that an Extraordinary General Meeting of Shareholders should be convened and that specific items be introduced in the agenda of the next General Meeting of Shareholders. Requests to this effect should be made in writing and submitted to the Management Board no later than a month before the proposed date of the General Meeting of Shareholders.”

Proposed wording of Article 20(3)

“Shareholders representing at least half of the share capital or at least half of the total number of votes at the Bank may require that an Extraordinary General Meeting of Shareholders should be convened. Shareholders appoint the Chairperson of this Meeting. Shareholders representing at least 1/20 of the share capital may require that an Extraordinary General Meeting of Shareholders should be convened and that specific items be introduced in the agenda of the next General Meeting of Shareholders.”

5. Proposed wording of the new Article 20(3¹)

“Shareholder or shareholders representing at least 1/20 of the share capital may require that particular items should be put on the agenda of the General Meeting. This requirement should be reported to the

Management Board not later than twenty one days prior to the General Meeting. And it should contain justification or draft resolution regarding the proposed item of the agenda.”

6. Present wording of Article 20(4)

“Issues to be brought up at the General Meeting of Shareholders should be presented beforehand by the Management Board to the Supervisory Board, who shall pass their opinion. No opinion from the Supervisory Board shall not release the Management Board from the obligation to present an issue brought up in accordance with Article 20(3) to the General Meeting of Shareholders.”

Proposed wording of Article 20(4)

“Issues to be brought up at the General Meeting of Shareholders should be presented beforehand by the Management Board to the Supervisory Board, who shall pass their opinion. No opinion from the Supervisory Board shall not release the Management Board from the obligation to present an issue brought up in accordance with Article 20(3) and 20(3¹) to the General Meeting of Shareholders.”

7. Present wording of Article 21(1)(5)

“5) appoint and recall members of the Supervisory Board and its Chairman,”

Proposed wording of Article 21(1)(5)

“5) appoint and recall members of the Supervisory Board,”

8. Present wording of Article 22(1)

“Shareholders may participate in the General Meeting of Shareholders in person or represented by proxies. Powers of attorney to take part in the General Meeting of Shareholders shall be made in writing on pain of nullity.”

Proposed wording of Article 22(1)

“Shareholders may participate in the General Meeting of Shareholders in person or represented by proxies. Powers of attorney to take part and to exercise voting rights at the General Meeting of Shareholders shall be made in writing or in electronic form.”

9. Present wording of Article 26(3)

“The Supervisory Board shall elect the Deputy Chairman and the Secretary from among its members.”

Proposed wording of Article 26(3)

“The Supervisory Board shall elect the Chairman, the Deputy Chairman and the Secretary from among its members.”

10. Present wording of Article 28(5)

“Resolutions referred to in Art. 28.3-4 shall only be valid when all the Supervisory Board members have been notified of the contents of the draft resolution. Adopting resolutions under the procedure described in Art. 28.3-4 shall not apply to the appointment of the Deputy Chairman and the Secretary of the Supervisory Board as well as to appointing, recalling and suspending the Supervisory Board members from their duties.”

Proposed wording of Article 28(5)

“Resolutions referred to in Art. 28.3-4 shall only be valid when all the Supervisory Board members have been notified of the contents of the draft resolution. Adopting resolutions under the procedure described



in Art. 28.3-4 shall not apply to the appointment of the Chairman, the Deputy Chairman and the Secretary of the Supervisory Board as well as to appointing, recalling and suspending the Supervisory Board members from their duties.”

11. Present wording of Article 31 (2)

“The members of the Management Board shall be appointed by the Supervisory Board as required by the Banking Law. The Supervisory Board can appoint among the Management Board members the First Deputy President, Vice-President or Vice-Presidents of the Management Board”

Proposed wording of Article 31(2)

“The members of the Management Board shall be appointed by the Supervisory Board as required by the Banking Law. The Supervisory Board can appoint among the Management Board members the First Vice-President, Vice-President or Vice-Presidents of the Management Board”

12. Present wording of Article 33

“1. The President of the Management Board shall, in particular:

- 1) manage the activities of the Bank’s Management Board,
- 2) *(deleted)*
- 3) manage the operation of the internal control system,
- 4) supervise the credit risk,
- 5) *(deleted)*.

2. In the absence of the Management Board President, his duties shall be fulfilled by the First Vice-President or in case the First Vice-President is absent or the post has not been filled, Member appointed by a Management Board resolution, who shall manage the Board’s operations.

3. A Member of the Management Board whose appointment has been approved by the Commission for Banking Supervision shall in particular supervise the Bank’s controlling and accounting division.”

Proposed wording of Article 33

“1. The President of the Management Board shall, in particular manage the activities of the Bank’s Management Board, and supervise the internal audit system.

2. In the absence of the Management Board President, the First Deputy President shall fulfill his duties and manage the Management Board operations or in case the First Vice-President is absent or the post has not been filled, Vice-President or Member appointed by a Management Board resolution.

3. A Member of the Management Board whose appointment has been approved by the Commission for Financial Supervision shall in particular supervise the Bank’s controlling and accounting division, as well as credit risk area.”

§ 2

On the basis of Article 430 (5) of the Polish Commercial Companies Code, the Supervisory Board shall be entitled to adopt the uniform text of the Articles of Association of the Company.

§ 3

The resolution comes into force after the Commission for Financial Supervision has given consent to the proposed changes to the Articles of Association of Getin Noble Bank S.A. and according to Article 430(1) of the Polish Commercial Companies Code on the day the changes to the Articles of Association of Getin Noble Bank S.A. made on the basis of this resolution have been entered into the register of entrepreneurs of the National Court Register.



Resolution No. LI/06/04/2010 of the Annual General Meeting of Getin Noble Bank S.A. dated 6 April 2010 on changing of the Rules of the General Meeting of Getin Noble Bank S.A.

On the basis of § 24(3) of the Articles of Association of Getin Noble Bank S.A., the Annual General Meeting of Getin Noble Bank S.A. hereby adopts as follows:

§ 1

The Annual General Meeting of Getin Noble Bank S.A. hereby changes the Rules of the General Meeting as follows:

1. Present wording of Article 1(1)

“The General Meeting shall be held on the basis of and in accordance with the provisions of the Commercial Companies Code, the Banking Law, the Articles of Association of Noble Bank Spółka Akcyjna (the “Bank”), these Rules of the General Meeting of Shareholders (“Rules”) and in compliance with the Good Practices in Public Companies adopted by the Warsaw Stock Exchange.”

Proposed wording of Article 1(1)

“The General Meeting shall be held on the basis of and in accordance with the provisions of the Commercial Companies Code, the Banking Law, the Articles of Association of Getin Noble Bank Spółka Akcyjna (the “Bank”), these Rules of the General Meeting of Shareholders (“Rules”) and in compliance with the Good Practices in Public Companies adopted by the Warsaw Stock Exchange.”

2. Present wording of Article 2(3)

“Draft resolutions proposed to be adopted by the General Meeting and other important materials should be presented to the shareholders along with a justification and an opinion of the Supervisory Board prior to the General Meeting, in such time as to allow them to review and evaluate the same.”

Proposed wording of Article 2(3)

“Draft resolutions proposed to be adopted by the General Meeting and other important materials should be presented to the shareholders along with a justification and an opinion of the Supervisory Board prior to the General Meeting, in time as required by appropriate provisions of law.”

3. Present wording of Article 4(2)

“The meeting is cancelled in the same manner as it has been convened, ensuring as little adverse consequences to the Bank and its shareholders as possible, in any case not later than three weeks prior to the original date of the meeting. A change of the date of the General Meeting is made under the same procedure as its cancellation, even if the proposed agenda does not change.”

Proposed wording of Article 4(2)

“The meeting is cancelled in the same manner as it has been convened, ensuring as little adverse consequences to the Bank and its shareholders as possible, in any case not later than twenty six days prior to the original date of the meeting. A change of the date of the General Meeting is made under the same procedure as its cancellation, even if the proposed agenda does not change.”

4. Present wording of Article 5

“1. Shareholders who have registered deposit certificates confirming authorisation to take part in the General Meeting, issued in accordance with the Act on Trading in Financial Instruments, shall be entitled

to participate in the General Meeting. Participation in the General Meeting is conditional upon the filing of a deposit certificate with the Bank a week before the General Meeting at the latest.

2. Deposit certificates may be also submitted at the Bank's registered office by post (registered mail) or courier; to deem a deposit certificate filed in a valid manner it is necessary that the mail with the deposit certificate should be received at the Bank before the date referred to in the preceding paragraph."

Proposed wording of Article 5

"Persons who were shareholders of the Company sixteen days prior to the General Meeting and have placed an order at the entity keeping securities account for individual participation certificate in the General Meeting, shall be entitled to participate in the General Meeting. The Company determines the list of holders of bearer shares entitling to participate in the General Meeting on the basis of a list drawn up by the entity keeping securities deposit according to the provisions of the Act on Trading in Financial Instruments."

5. Present wording of Article 6(3)

"Shareholders have the right to participate in the General Meeting and to exercise their right of vote in person or through attorneys. Powers of attorney shall be made in writing on pain of nullity. The right to represent a shareholder who is not a natural person shall be set out in a register produced when drawing up the list of attendance or a series of powers of attorney.

Proposed wording of Article 6(3)

"Shareholders have the right to participate in the General Meeting in person or represented by proxies. Powers of attorney to take part and to exercise voting rights at the General Meeting shall be made in writing or in electronic form. Granting power of attorney in electronic form does not require safe electronic signature verified by valid qualified certificate. Power of attorney granted in electronic form should be sent to the Company's address each time indicated in the announcement on convocation of the General Meeting in Polish and in term indicated in the announcement on convocation of the General Meeting."

6. Present wording of Article 6(4)

"The members of the Bank's Management Board or the Bank's employees may not act as attorneys at the General Meeting."

Proposed wording of Article 6(4)

"(Deleted)"

7. Present wording of Article 8(5)

"Each shareholder may vote for only one candidate. The candidate who has received the largest number of votes shall become the Chairman of the General Meeting. If several candidates receive the same number of votes, the voting shall be repeated."

Proposed wording of Article 8(5)

"The candidate who has received the largest number of votes shall become the Chairman of the General Meeting. If several candidates receive the same number of votes, the voting shall be repeated."

8. Present wording of Article 18(2)

“The minutes shall be prepared in compliance with relevant provisions of the Commercial Companies Code and the Banking Law. The minutes should include the declaration that the General Meeting has been correctly convened and it has the capability to adopt resolutions, a list of adopted resolutions, the number of votes cast in favour of each resolution and the objections raised. The minutes should also contain contents of motions put forward at the General Meeting; the first name and last name of the person proposing the motion; the first and last name or the company name of the party on behalf of whom the motion has been submitted; and the decision regarding the motion.”

Proposed wording of Article 18(2)

“The minutes shall be prepared in compliance with relevant provisions of the Commercial Companies Code and the Banking Law. The minutes should include the declaration that the General Meeting has been correctly convened and it has the capability to adopt resolutions, a list of adopted resolutions including the number of voting shares, percentage share of these shares in share capital, the total number of votes validly cast, the number of votes cast in favour of each resolution, votes cast against, abstaining from voting, and the objections raised. The minutes should also contain contents of motions put forward at the General Meeting; the first name and last name of the person proposing the motion; the first and last name or the company name of the party on behalf of whom the motion has been submitted; and the decision regarding the motion.”

9. Present wording of Article 18(5)

“The minutes should be submitted by the Management Board to the Banking Supervision Commission within 14 days from the date when the General Meeting was closed.”

Proposed wording of Article 18(5)

“The minutes should be submitted by the Management Board to the Financial Supervision Commission within 14 days from the date when the General Meeting was closed.”