



Getin Noble Bank SA
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**DRAFT RESOLUTIONS
OF THE EXTRAORDINARY GENERAL MEETING
OF GETIN NOBLE BANK S.A.**

**Resolution No. I/28/04/2011
of the Extraordinary General Meeting of Getin Noble Bank S.A.
dated 28 April 2011**

on election of the Chairperson of the General Meeting

§ 1

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 Extraordinary General Meeting hereby elects Mr./Ms. Chairperson of the General Meeting.

§ 2

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

**Resolution No. II/28/04/2011
of the Extraordinary General Meeting of Getin Noble Bank S.A.
dated 28 April 2011**

on adoption of the Agenda of the General Meeting

The Extraordinary General Meeting hereby adopts the Agenda, determined and published on the Company's website on 1 April 2011 as follows:

§ 1

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 change the Articles of Association of Getin Noble Bank S.A.
6. To close the Meeting.

§ 2

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

**Resolution No. III/28/04/2011
of the Extraordinary General Meeting of Getin Noble Bank S.A.
dated 28 April 2011**

on changes in the Articles of Association of Getin Noble Bank S.A.

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

§ 1

The Extraordinary 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

„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

„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:

“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,
- 9) conduct insurance solicitation activity in favour of open-ended pension funds,
- 10) perform permanent or periodical agency services in the name and on behalf of the investment company within business operations of this company,
- 11) purchase or sell on its own account securities issued by the State Treasury or National Bank of Poland or other financial instruments not admitted to organized trading,
- 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.”



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§ 2

On the basis of Article 430(5) of the Polish Commercial Companies Code, the Extraordinary General Meeting hereby authorizes the Supervisory Board to establish the uniform text of the changed Articles of Association of the Company.

§ 3

The resolution comes into force 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.