

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

**Resolution No. I/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 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 Annual 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/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 3 March 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 present the Supervisory Board's brief assessment of the Company's situation containing the assessment of the internal control system and the risk management system essential for the Company and to present the assessment of work of the Supervisory Board in the financial year 2010, 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 2010, and the assessment of the Management Board's motion regarding the distribution of profit.
6. To adopt a resolution to approve the Supervisory Board's brief assessment of the Company's situation and the Supervisory Board's report for the financial year 2010 containing the following: the assessment of the Management Board's report on Getin Noble Bank's activities, the assessment of the financial statements for the financial year 2010, the assessment of the Management Board's motion regarding the distribution of profit, and the assessment of work of the Management Board.
7. To adopt a resolution to consider and approve the Management Board's report on the activities of Getin Noble Bank S.A. in the financial year 2010.
8. To adopt a resolution to consider and approve Getin Noble Bank's financial statements for the financial year 2010.
9. 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 the financial year 2010.
10. To adopt a resolution to consider and approve Getin Bank S.A. Capital Group's consolidated financial statements for the financial year 2010.
11. To consider the Management Board's motion regarding the distribution of profit for 2010.
12. To adopt a resolution to distribute profit for the financial year 2010.
13. To adopt a resolution to acknowledge the fulfillment of duties by the members of Getin Noble Bank's Management Board in 2010.
14. To adopt a resolution to acknowledge the fulfillment of duties by the members of Getin Noble Bank's Supervisory Board in 2010.

15. To adopt a resolution to acknowledge the fulfillment of duties by the members of Getin Bank's Management Board in 2010.
16. To adopt a resolution to acknowledge the fulfillment of duties by the members of Getin Bank's Supervisory Board in 2010.
17. To adopt a resolution to annul the Resolution No. XX/07/03/2007 of the General Meeting of Getin Noble Bank (formerly: Noble Bank S.A.) dated 07 March 2007.
18. To adopt a resolution to adopt guidelines of the motivating program for the Company, to issue subscription warrants and to conditional increase of the share capital by way of issuing new shares with an exclusion of rights issue.
19. To adopt a resolution to change the Articles of Association of Getin Noble Bank S.A.
20. To adopt a resolution to entrust the Supervisory Board of Getin Noble Bank S.A. with the audit committee tasks.
21. To close the Meeting.

§ 2

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

**Resolution No. III/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

on approval of the Supervisory Board's brief assessment of the Company's situation and "Getin Noble Bank's Supervisory Board's report for the financial year 2010 with the assessment of work of the Supervisory Board in 2010"

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 of Getin Noble Bank S.A. hereby approves the Supervisory Board's brief assessment of the Company's situation and "Getin Noble Bank's Supervisory Board's report for the financial year 2010 with the assessment of work of the Supervisory Board in 2010" containing the following: the assessment of the Management Board's report on Getin Noble Bank's activities, the assessment of the financial statements for the financial year 2010, the assessment of the Management Board's motion regarding the distribution of profit.

§ 2

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

**Resolution No. IV/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

**on consideration and approval of the Management Board's report
on the activities of Getin Noble Bank S.A. in 2010**

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 after consideration of the Management Board's report on the activities of Getin Noble Bank S.A. in 2010 hereby approves the Management Board's report on the activities of Getin Noble Bank S.A. in 2010.

§ 2

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

**Resolution No. V/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

**on consideration and approval of Getin Noble Bank's financial statements
for the financial year 2010**

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 2010 hereby decides to approve Getin Noble Bank's financial statements for the financial year 2010 containing as follows:

- 1) balance sheet as of 31 December 2010, which assets and liabilities equal 42,635,385,000 PLN,
- 2) profit and loss statements for the financial year ending on 31 December 2010, which show net profit of 436,857,000 PLN,
- 3) statements on total revenue for the financial year ending on 31 December 2010, which show total net revenue of 398,589,000 PLN,
- 4) statements of changes in equity for the financial year ending on 31 December 2010, which show the increase in equity at 409,969,000 PLN,
- 5) cash flow statements for the financial year ending on 31 December 2010, which show the increase of net cash at 1,250,994,000 PLN, and
- 6) accounting principles and additional information ("attached financial statements").

§ 2

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

**Resolution No. VI/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

**on consideration and approval
of Getin Noble Bank S.A. Capital Group's activities in 2010**

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 2010 hereby approves the Management Board's report on the activities of the Getin Noble Bank S.A. Capital Group in 2010.

§ 2

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

**Resolution No. VII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

**on consideration and approval of Getin Noble Bank S.A. Capital Group's
consolidated financial statements for the financial year 2010**

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 2010 hereby approves Getin Bank S.A. Capital Group's consolidated financial statements for the financial year 2010 containing as follows:

- 1) consolidated balance sheet as of 31 December 2010, which assets and liabilities equal 42,797,808,000 PLN,
- 2) consolidated profit and loss statements for the financial year ending on 31 December 2010, which show net profit of 460,461,000 PLN,
- 3) consolidated statements on total revenue for the financial year ending on 31 December 2010, which show total net revenue of 421,965,000 PLN,
- 4) consolidated statements of changes in equity for the financial year ending on 31 December 2010, which show the increase in equity at 92,554,000 PLN,
- 5) consolidated cash flow statements for the financial year ending on 31 December 2010, which show the increase of net cash at 1,247,558,000 PLN, and
- 6) accounting principles and additional information ("attached consolidated financial statements").

§ 2

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

**Resolution No. VIII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

on distribution of profit for the financial year 2010

On the basis of Article 395(2)(2) of the Polish Commercial Companies Code and on the basis of § 21(1) and § 39(1) 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

The Annual General Meeting of Getin Noble Bank S.A. hereby decides to distribute profit for the financial year 2010 in the amount of 436,857,006.16 PLN (in words: four hundred thirty six million eight hundred fifty seven thousand six zloty and sixteen) as follows:

- a) to distribute profit for the financial year 2010 in the amount of 932,510.46 PLN (in words: nine hundred thirty two thousand five hundred and ten zloty and forty six) to cover loss from the previous years resulting from changes in the accounting rules,
- b) to distribute profit for the financial year 2010 in the amount of 435,924,495.70 PLN (in words: four hundred thirty five million nine hundred twenty four thousand four hundred ninety five zloty and seventy) for the Company's share capital increase.

§ 2

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

**Resolution No. IX/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Krzysztof Rosiński:

1. A Member of the Management Board of Noble Bank S.A. (now: Getin Noble Bank S.A) from 1 January 2010 to 3 January 2010.
2. The Vice-President of the Management Board of Getin Noble Bank S.A. acting President of the Management Board of Getin Noble Bank S.A. from 4 January 2010 to 4 August 2010.
3. The President of the Management Board of Getin Noble Bank S.A. from 5 August 2010 to 31 December 2010.

§ 2

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

Resolution No. X/[•]/03/2011 of the Annual General Meeting of Getin Noble Bank S.A. dated [•] March 2011

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 2010 by Mr. Jarosław Augustyniak:

1. The President of the Management Board of Noble Bank S.A. (now: Getin Noble Bank S.A) from 1 January 2010 to 3 January 2010.
2. The first Vice-President of the Management Board of Getin Noble Bank S.A. from 4 January 2010 to 7 September 2010.

§ 2

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

Resolution No. XI/[•]/03/2011 of the Annual General Meeting of Getin Noble Bank S.A. dated [•] March 2011

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 2010 by Mr. Krzysztof Spyra – a Member of the Management Board of Getin Noble Bank S.A. (formerly: Noble Bank S.A) from 1 January 2010 to 31 December 2010.

§ 2

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

Resolution No. XII/[•]/03/2011 of the Annual General Meeting of Getin Noble Bank S.A.

dated [•] March 2011

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 2010 by Mr. Maurycy Kühn – a Member of the Management Board of Getin Noble Bank S.A. (formerly: Noble Bank S.A.) from 1 January 2010 to 31 December 2010.

§ 2

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

**Resolution No. XIII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Radosław Stefurak – a Member of the Management Board of Getin Noble Bank S.A. (formerly: Noble Bank S.A.) from 1 January 2010 to 31 December 2010.

§ 2

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

**Resolution No. XIV/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

on acknowledgement of fulfillment of duties by Mr. Grzegorz Tracz

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 2010 by Mr. Grzegorz Tracz – a Member of the Management Board of Getin Noble Bank S.A. from 4 January 2010 to 31 December 2010.

§ 2

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

Resolution No. XV/[•]/03/2011

**of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

on acknowledgement of fulfillment of duties by Mr. Karol Karolkiewicz

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 2010 by Mr. Karol Karolkiewicz – a Member of the Management Board of Getin Noble Bank S.A. from 1 October 2010 to 31 December 2010.

§ 2

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

**Resolution No. XVI/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

on acknowledgement of fulfillment of duties by Mr. Maciej Szczechura

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 2010 by Mr. Maciej Szczechura – a Member of the Management Board of Getin Noble Bank S.A. from 1 October 2010 to 31 December 2010.

§ 2

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

**Resolution No. XVII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Leszek Czarnecki:

1. A Member of the Supervisory Board of Getin Noble Bank S.A. (formerly: Noble Bank S.A.) from 1 January 2010 to 5 April 2010,
2. The Chairman of the Supervisory Board of Getin Noble Bank S.A. from 6 April 2010 to 31 December 2010.

§ 2

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

**Resolution No. XVIII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Remigiusz Baliński:

3. The Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 1 January 2010 to 5 April 2010,
4. A Member of the Supervisory Board of Getin Noble Bank S.A. from 6 April 2010 to 31 December 2010.

§ 2

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

**Resolution No. XIX/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

on acknowledgement of fulfillment of duties by Mr. Radosław Boniecki

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 2010 by Mr. Radosław Boniecki:

5. A Member of the Supervisory Board of Getin Noble Bank S.A. from 6 April 2010 to 16 May 2010,
6. The Vice-Chairman of the Supervisory Board of Getin Noble Bank S.A. from 17 May 2010 to 31 December 2010.

§ 2

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

**Resolution No. XX/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Michał Kowalczewski – a Member of the Supervisory Board of Getin Noble Bank S.A. (formerly: Noble Bank S.A.) from 1 January 2010 to 31 December 2010.

§ 2

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

**Resolution No. XXI/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Dariusz Niedośpiał – a Member of the Supervisory Board of Getin Noble Bank S.A. (formerly: Noble Bank S.A.) from 1 January 2010 to 31 December 2010.

§ 2

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

**Resolution No. XXII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Marek Grzegorzewicz – a Member of the Supervisory Board of Getin Noble Bank S.A. (formerly: Noble Bank S.A.) from 1 January 2010 to 5 April 2010.

§ 2

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

**Resolution No. XXIII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Krzysztof Basiaga – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXIV/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Jakub Malski – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXV/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Grzegorz Tracz – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXVI/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Jarosław Augustyniak – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXVII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Maurycy Kühn – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXVIII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Krzysztof Spyra – the Vice-President of the Management Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXIX/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Krzysztof Rosiński – the Vice-President of the Management Board acting President of the Management Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXX/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Radosław Stefurak – a Member of the Management Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXXI/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Remigiusz Baliński – the Vice-Chairman of the Supervisory Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXXII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Leszek Czarnecki – a Member of the Supervisory Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXXIII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Marek Grzegorzewicz – a Member of the Supervisory Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXXIV/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Michał Kowalczewski – a Member of the Supervisory Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXXV/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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 2010 by Mr. Dariusz Niedośpiał – a Member and the Secretary of the Supervisory Board of Getin Bank S.A. from 1 January 2010 to 3 January 2010.

§ 2

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

**Resolution No. XXXVI/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

**on annulment of the Resolution No. XX/07/03/2007 of the General Meeting
of Getin Noble Bank S.A. (formerly: Noble Bank S.A.) dated 7 March 2007**

§ 1

Due to the fact that

- (i) Getin Noble Bank S.A. (the "Company") has not issued subscription warrants A series, which were to be issued according to the Resolution No. XX/07/03/2007 of the General Meeting of the Company dated 7 March 2007,
- (ii) the Company has not assumed any obligation to issue the abovementioned warrants,
- (iii) the conditional increase of the share capital of the Company by way of issuing shares I series, which were to be assigned to the warrants holders, has not been entered into the register of entrepreneurs of the National Court Register,

the Annual General Meeting of the Company hereby annuls the Resolution No. XX/07/03/2007 of the General Meeting of the Company dated 7 March 2007.

§ 2

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

**Resolution No. XXXVII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

**on adoption of guidelines of the motivating program for the Company,
issuing subscription warrants and conditional increase of the share capital
by way of issuing new shares with an exclusion of rights issue**

I. Legal basis of the Resolution and its subject

§ 1

The Annual General Meeting, acting on the basis of Article 393(5) and Articles 448-453 of the Polish Commercial Companies Code, hereby decides to adopt a resolution on adoption of guidelines of the motivating program for the Company, issue of subscription warrants and the conditional increase of the share capital of the Company by way of issuing new shares with an exclusion of rights issue.

II. Justification of the Resolution

§ 2

Due to the fact that the activities of members of the Supervisory Board, members of the Management Board and representatives of the managerial staff of higher level have an essential impact on the Company's value and its shares owned by the Company's shareholders, acting in the Company's best interest, in order to reward, motivate and join the abovementioned persons with the Company even closer, the Annual General Meeting hereby decides to introduce in the Company motivating program giving the possibility to take up subscription warrants entitling to take up K series shares of the Company issued within the conditional increase of the share capital of the Company made on the basis of this Resolution (the "Motivating Program").

III. Issuing of subscription warrants

§ 3

After the conditional increase of the Company's share capital has been entered into the register of entrepreneurs of the National Court Register on the basis of point IV of the Resolution, the Company shall issue subscription warrants A series in the amount of 6 000 000 (in words: six million), entitling to take up K series bearer shares with the nominal value of 1 PLN (in words: one zloty) each (the "Warrants").

§ 4

1. Persons entitled to take up the Warrants shall be indicated in the Motivating Program Rules adopted by the resolution of the Supervisory Board of the Company on the basis of the authorization resulting from § 4(2) of this Resolution: (a) members of the Supervisory Board of the Company, (b) members of the Management Board of the Company, (c) other persons holding managerial functions in the Company. The Supervisory Board shall set the maximum number of the Warrants each series, which can be taken up by given persons indicated in the Rules.
2. The Annual General Meeting authorizes the Supervisory Board to determine, including conditions set in this Resolution, the Motivating Program Rules which defines the rules of the Motivating Program implementation, including rules of taking up the Warrants (the "Motivating Program Rules").
3. Persons described in point 1 above, indicated in the Motivating Program Rules shall be entitled to take up the Warrants after they have concluded with the Company agreements regarding their participation in the Motivating Program (the "Program Participation Agreements") and after they have fulfill conditions determined in those Agreements. The Program Participation Agreements shall be concluded by the Company free of charge.

§ 5

1. The Warrants shall be taken up free of charge.
2. One Warrant entitles to take up one ordinary bearer share K series issued on the basis of point IV of this Resolution at the nominal value of 1 PLN (in words: one zloty) per share.
3. The Warrants shall be in a form of a document and shall be registered securities.
4. The Warrants can be issued in multiple sections.
5. The Warrants tradability is limited in a way they can be transferred solely to a person with whom the Company has concluded Program Participation Agreements.
6. The right to take up shares K series resulting from the Warrants shall expire on 31 October 2014.

§ 6

On the basis of Article 433(2) and (6) of the Polish Commercial Companies Code, the Annual General Meeting after consideration of the Management Board's written opinion justifying reasons to exclude the rights of shareholders to exercise the Warrants rights issue, acting in the best interest of the Company, hereby completely deprives the Company's shareholders of the rights issue of the Warrants.

IV. Conditional increase of the Company's share capital

§ 7

The Annual General Meeting hereby conditionally increases the Company's share capital and sets the nominal value of the conditional increase of the Company's share capital at the amount of not higher than 6,000,000 PLN (in words: six million zlotys).

§ 8

The conditional increase of the Company's share capital is made by way of issuing new ordinary bearer shares K series with the nominal value of 1 PLN (in words: one zloty) each in the amount not higher than 6 000 000 (in words: six million).

§ 9

The conditional increase of the Company's share capital is made in order to give right to take up shares K series to the owners of the Warrants A series.

§ 10

1. Persons entitled to take up shares K series are the owners of the Warrants A series.
2. The term to exercise the right to take up shares K series by the owners of the Warrants A series expires on [31 October 2014].

§ 11

1. All of the shares K series shall be taken up solely in the in-kind contribution.
2. The issue price of the share K series shall equal their nominal value and shall amount to 1 PLN (in words: one zloty) per share.

§ 12

The shares K series shall participate in dividend as follows:

- (i) shares entered for the first time on the securities account or issued at the latest on the last possible dividend day in a given year determined in a resolution of the General Meeting on distribution of profit shall participate in profit starting from the profit gained in the previous financial year, i.e. from 1 January of the financial year preceding directly the year the shares have been entered for the first time on the securities account or issued,
- (ii) shares entered for the first time on the securities account or issued after the dividend day determined in a resolution of the General Meeting on distribution of profit shall participate in profit starting from the profit gained in the financial year the shares have been entered for the first time on the securities account or issued, i.e. from 1 January of the present financial year.

§ 13

On the basis of Article 433(2) of the Polish Commercial Companies Code, the Annual General Meeting after consideration of the Management Board's written opinion justifying reasons to exclude the rights of shareholders to exercise the rights issue and to set the issue price of the shares K series, acting in the best interest of the Company, hereby completely deprives the Company's shareholders of the rights issue of the shares K series.

§ 14

In the extent not covered by this Resolution and not transferred to the Supervisory Board's competence on the basis of this Resolution or by law, the Company's Management Board is entitled to determine the rules of issuing shares K series.

V. Admission of shares K series to public trading on WSE and dematerialization of shares K series

§ 15

1. The Annual General Meeting hereby decides to apply for admission to public trading on the Warsaw Stock Exchange ("WSE") of all of the shares K series.
2. The Annual General Meeting hereby decides to dematerialize all of the shares K series.
3. The Annual General Meeting hereby authorizes the Company's Management Board to:
 - (i) take all and necessary steps for all of the shares K series to be admitted and entered on the regulated market of WSE,
 - (ii) take all and necessary steps to dematerialize all of the shares K series, and in particular to conclude an agreement with the National Depository of Securities ("NDS") to register all of the shares K series at NDS.

4. The shares K series shall be released by way of entering them on the securities account of persons entitled to receive those shares.

VI. Entry into force of the Resolution

§ 16

The resolution comes into force on the day of its adoption, with the restriction that in the event the legal results of the Resolution shall depend on its entry in the register of entrepreneurs of the National Court Register, the results shall follow on the day such entry has been made.

**Resolution No. XXXVIII/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

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

§ 1

Due to the fact that the Resolution No. [•] dated [•] of the Annual General Meeting of Getin Noble Bank S.A. has annulled the Resolution No. XX/07/03/2007 of the Annual General Meeting of the Company dated 7 March 2007 and the Annual General Meeting has adopted Resolution No. [•] dated [•] on adoption of guidelines of the motivating program for the Company, issuing subscription warrants and conditional increase of the share capital by way of issuing new shares, the Annual General Meeting of the Company hereby changes the Company's Article 9 (2-4) of the Articles of Association as follows:

"2. The nominal value of the conditional increase of the Bank's share capital shall not exceed PLN 6,000,000 (six million zlotys).

3. The conditional share capital increase shall be executed by way of issuing ordinary bearer K series shares with a par value of PLN 1.00 (one zloty) each, in a number not greater than PLN 6,000,000 (six million zlotys).

4. The K series shares shall be acquired by the eligible persons with rights to A series subscription warrants, issued in accordance with Resolution No. [•] of the General Meeting dated [•] on adoption of guidelines of the motivating program for the members of the Supervisory Board, members of the Management Board and representatives of the managerial staff of higher level, issue of subscription warrants and conditional increase of share capital by issuing new shares."

§ 2

On the basis of Article 430(5) of the Polish Commercial Companies Code, the Annual 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 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. XXXVIX/[•]/03/2011
of the Annual General Meeting of Getin Noble Bank S.A.
dated [•] March 2011**

**on entrusting the Supervisory Board of Getin Noble Bank S.A.
with the audit committee tasks**

§ 1

1. On the basis of Article 86(3) of the Act of 7 May 2009 on Statutory Auditors, Their Self-Government and Entities Authorised to Audit Financial Statements and on Public Oversight, the Annual General Meeting of Getin Noble Bank S.A. entrusts the Supervisory Board with the audit committee tasks.
2. The Supervisory Board shall exercise the entrusted tasks of the audit committee provided it is not composed of more than members.
3. The detailed scope of tasks of the audit committee entrusted to the Supervisory Board and rules of performing those tasks shall be determined in the Supervisory Board Rules and in the appropriate resolution of the Supervisory Board.

§ 2

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