

Notification of the Management Board of Getin Noble Bank S.A. of the convocation of the Annual General Meeting

The Management Board of Getin Noble Bank S.A. with its registered office in Warsaw, entered into the register of entrepreneurs maintained by the District Court for the Warsaw City, 13th Commercial Division of the National Court Register under KRS number 0000018507 (the "Company"), hereby convenes, under Article 399 (1) and Article 402² of the Polish Commercial Companies Code and Article 20 of the Company's Articles of Association, the Annual General Meeting of Getin Noble Bank S.A. to be held at the Company's head office in Warsaw, address: Domaniewska Street 39b, Warsaw, at 1 p.m. on 30 March 2011.

The agenda of the Meeting is 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 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.

INFORMATION ON THE RIGHT TO PARTICIPATE IN THE GENERAL MEETING

The right to participate in the General Meeting of Getin Noble Bank S.A. have only persons, who were shareholders of the Company sixteen days prior to the General Meeting (Registration Day). The Registration Day is on 14 March 2011.

In order to exercise the right to participate in the General Meeting, a shareholder should, not earlier than the General Meeting has been convened, i.e. not earlier than on 3 March 2011 and not later than on the first working day after shareholder's participation has been registered, i.e. not later than on 15 March 2011 place an order at the entity keeping securities account for individual participation certificate in the General Meeting.

In order to avoid any doubts whether a person has the right to participate in the General Meeting, it is requested that persons entitled to participate in the General Meeting as well as their proxies should bring participation certificates with them.

The Company determines the list of persons entitled 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 Polish Act on Trading in Financial Instruments. The entity keeping securities deposit draws up a list on the basis of lists submitted not later than twelve days prior to the General Meeting, i.e. 18 March 2011 by entities entitled according to the provisions of the Polish Act on Trading in Financial Instruments. The basis for drawing up the list submitted to the entity keeping securities account are certificates on the right to participate in the General Meeting of the Company.

The list of shareholders entitled to participate in the General Meeting shall be presented in the Company's registered office, i.e. at Domaniewska Street 39b, 02-675 Warsaw, for three working days prior to the General Meeting, starting from 25 March 2011.

A Company's shareholder have the right to demand to receive the list of shareholders entitled to participate in the General Meeting free of charge to his email address, by way of giving the address to which the list should be sent. Provided the shareholder's name is not on the list of persons entitled to participate in the General Meeting, the Company may ask the shareholder who puts such a demand to evidence that on the day he puts the demand he is the Company's shareholder.

DESCRIPTION OF PROCEDURES REGARDING PARTICIPATION IN THE GENERAL MEETING AND EXERCISING VOTING RIGHTS

Shareholder's right to demand to put particular items on the agenda of the General Meeting

Shareholder or shareholders, who represent at least one twentieth of the share capital of the Company have the right to demand to put particular items on the agenda of the General Meeting. The demand of a shareholder or shareholders should be reported to the Management Board of the Company in writing or via e-mail not later than twenty one days prior to the General Meeting, i.e. not later than on 9 March 2011. The demand should contain justification or draft resolution regarding the proposed item of the agenda.

A shareholder or shareholders who demand to put particular items on the agenda of the General Meeting have to present a certificate (deposit certificate) drawn up by an

appropriate entity in order to evidence that a shareholder or shareholders possess the part of the Company's share capital which entitles them to put the abovedescribed demand as of the day the demand is made. Moreover, in case of shareholder or shareholders who are legal persons or other, and whose representation demands to put forward the appropriate documents according to the representation rules, the Company demands to attach original or copy of these documents. In case further power of attorneys have been granted, it is necessary to prove the authorization continuity.

The obligation to attach the documents described above concerns the demand made both in writing and via e-mail, appropriate for each form (original document or its copy or scan and its conversion to PDF). The demand together with all the necessary attachments should be submitted to the Company's registered office. i.e. at Domaniewska Street 39b, 02-672 Warsaw and the submission should be confirmed by the Company or sent to the Company's address, i.e. Domaniewska Street 39b, 02-672 Warsaw containing confirmation of sending and receipt or sent to the Company's e-mail address: walne.zgromadzenie@noblebank.pl.

The deadline is kept when the Company receives the demand. In case a shareholder or shareholders use the electronic method of communication the date on which a shareholder or shareholders put the demand in the Company's electronic system is deemed to be the date of demand. The demand should be reported in writing or in electronic form through a form available on the Company's website: http://investors.noblebank.pl/walne_zgromadzenie_dane.html. In case a shareholder or shareholders use the electronic method of communication the form should be sent as PDF attachment. The Company can take necessary steps to identify shareholder or shareholders and verify the validity of the documents.

The Management Board shall announce changes to the agenda introduced on demand of a shareholder or shareholders immediately, but not later than eighteen days prior to the General Meeting, i.e. not later than on 12 March 2011. The announcement of the new agenda shall be effected in a manner governing convocation of the General Meeting.

Shareholder's right to put forward draft resolutions regarding items put on the agenda of the General Meeting or items which are to be put on the agenda prior to the General Meeting

Shareholder or shareholders, who represent at least one twentieth of the equity have the right to put forward draft resolutions regarding items put on the agenda of the General Meeting or items which are to be put on the agenda. The demand should be reported in

writing or via e-mail not later than 24 hours prior the General Meeting in order to allow the Company to announce the changes on the Company's website.

A shareholder or shareholders who demand to put particular items on the agenda of the General Meeting have to provide a certificate (deposit certificate) drawn up by an appropriate entity in order to evidence that a shareholder or shareholders possess share in the Company's share capital which entitles them to put the abovedescribed demand.

Moreover, in case of shareholder or shareholders who are legal persons or other, and whose representation demands to put forward the appropriate documents according to the representation rules, the Company demands to attach original or copy of these documents. In case further power of attorneys have been granted, it is necessary to prove the authorization continuity.

The obligation to attach the documents concerns the demand made both in writing and via e-mail, appropriate for each form (original document or its copy or scan and its conversion to PDF). The demand together with all the necessary attachments should be submitted to the Company's registered office. i.e. at Domaniewska Street 39b, 02-672 Warsaw and the submission should be confirmed by the Company or sent to the Company's address, i.e. Domaniewska Street 39b, 02-672 Warsaw containing confirmation of sending and receipt or sent to the Company's e-mail address: walne.zgromadzenie@noblebank.pl.

The deadline is kept when the Company receives the demand. In case a shareholder or shareholders use the electronic method of communication the date on which a shareholder or shareholders put the demand in the Company's electronic system is deemed to be the date of demand. The demand should be reported in writing or in electronic form through a form available on the Company's website: http://investors.noblebank.pl/walne_zgromadzenie_dane.html In case a shareholder or shareholders use the electronic method of communication the form should be sent as PDF attachment. The Company can take necessary steps to identify shareholder or shareholders and verify the validity of the documents. The Company immediately announces draft resolutions on its website.

Shareholder's right to put forward draft resolutions regarding items put on the agenda during the General Meeting

Every shareholder has the right to put forward draft resolutions regarding items put on the agenda during the General Meeting.

Shareholder's right to appoint attorney, forms of power of attorney, and manner of notification of granting power of attorney in electronic form including manner of verification of the validity of powers of attorney

A shareholder can participate in the General Meeting and exercise voting rights in person or through an attorney. An attorney exercises every right on the General Meeting unless indicated otherwise in the power of attorney. A shareholder can grant further powers of attorney if it is indicated in the power of attorney. An attorney can represent more than one shareholder and vote differently from shares of each shareholder. A shareholder of a public company who has shares on more than one securities account can appoint separate proxies to exercise voting rights from shares registered on each account. A shareholder who is not a natural person can participate in the General Meeting and exercise voting rights through a person entitled to make declarations of will in his name or through an attorney.

A power of attorney which entitles to participate in the General Meeting and to exercise voting rights has to be granted in writing or in electronic form. In case a shareholders grants a power of attorney in electronic form, he informs the Company about that fact via e-mail sending the information to the Company's e-mail address: walne.zgromadzenie@noblebank.pl. The Company presents on its website: http://investors.noblebank.pl/walne_zgromadzenie_dane.html a form specimen of notification of granting power of attorney in electronic form. This form should be completed according to the instructions and sent to the Company's e-mail address indicated above. In case of shareholder or shareholders who are legal persons or other, and whose representation demands to put forward the appropriate documents according to the representation rules, the Company demands to attach to the power of attorney or to the notification of granting power of attorney in electronic form original or copy of these documents, appropriate for each form (original document or its copy or scan and its conversion to PDF). Notification of granting power of attorney in electronic form should be reported not later than 24 hours prior the General Meeting in order to allow the Company to verify the documents.

A member of the Management Board of the Company and the Company's employee can be a shareholder's attorney at the General Meeting. If an attorney on the General Meeting is a member of the Management Board, a member of the Supervisory Board, liquidator, Company's employee or a member of a body of a company's subsidiary or a company's subsidiary or cooperative's employee, a power of attorney can authorize to represent the Company only on a single General Meeting. An attorney is obliged to reveal to a shareholder circumstances indicating potential conflict of interest. Substitution is excluded.

The validity of a power of attorney granted in electronic form shall be verified in the following manner:

- the completeness of the power of attorney shall be checked, especially in case of repeated powers of attorney;
- the correctness of the data entered into the power of attorney form shall be checked and compared with the information entered on the list of persons entitled to participate in the General Meeting;
- the conformity of the right of persons entitled to grant a power of attorney in the name of legal persons with the information indicated in KRS shall be checked;
- the confirmation of data and identification of a shareholder or shareholders via e-mail or phone in case electronic power of attorney and notification of granting power of attorney in electronic form.

Under verification of the validity of powers of attorney granted in electronic form and under identification of a shareholder, the Company can file a motion to a shareholder to send in electronic form the scan of a power of attorney in PDF file or photo file with power of attorney's shoot.

In case of any doubt or other situations which need clarification, the Company can take other steps in order to identify a shareholder or shareholders and verify the validity of the submitted powers of attorney, notifications and documents. The Company shall attach powers of attorney in hard copy, including those printed form e-mail, to the minutes of the General Meeting.

Ways of exercising voting right through an attorney via form

The Company makes available on its website http://investors.noblebank.pl/walne_zgromadzenie_dane.html in fold: Forms form template to exercise voting right through an attorney or to give an attorney or shareholder written instruction on voting way indicated in Article 402(3)(1)(5) and 402(3)(3)(1-4) of the Polish Commercial Companies Code. The form mentioned above after it has been completed by a shareholder, in case of open voting at the General Meeting can be a voting card for an attorney, provided a shareholder decided on that. In case of secret voting completed form should be treated solely as a written instruction on way of voting by an attorney and should be kept by an attorney. In case an attorney voted using the form, the form should be delivered to the Chairperson of the General Meeting at the latest before the resolution is voted on. The Chairperson of the General Meeting informs the General Meeting on voting using the form and on this basis such vote is counted to all the votes given on the resolution. The form used during the voting is attached to the minutes.

In case the votes shall be calculated on electronic counting devices, a form allowing to vote through an attorney shall not apply.

Information on alternative forms of participation in the General Meeting and exercising voting rights

The Articles of Association of the Company does not allow to participate in the General Meeting and to vote using means of electronic communication.

The General Meeting Regulations does not stipulate any possibility to vote on the General Meeting by way of correspondence.

PLACE OF PRESENTING INFORMATION ON THE GENERAL MEETING

Documentation presented to the General Meeting as well as draft resolutions are available on: http://investors.noblebank.pl/walne_zgromadzenie_dane.html

All the information regarding General Meeting is available on: http://investors.noblebank.pl/walne_zgromadzenie_dane.html.

The remarks of the Management Board of the Company and of the Supervisory Board of the Company regarding items put on the agenda of the General Meeting or items which are to be put on the agenda prior to the General Meeting shall be available on the Company's website immediately after they have been drawn up.

DRAFT CHANGES TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

Changes to the Articles of Association of the Company connected with the introduction of motivating program for the Company, issue of subscription warrants and conditional increase of the share capital by way of issue of new shares with an exclusion of rights issue.

Changes of § 9 (2-4) of the Articles of Association of the Company:

Present wording of Article 9 (2-4)

"2. The nominal value of the conditional increase of the Bank's share capital shall not exceed

PLN 320,000 (three hundred and twenty thousand zlotys).

3. The conditional share capital increase shall be executed by way of issuing ordinary registered I series shares with a par value of PLN 1.00 (one zloty) each, in a number not greater than 320,000 (three hundred and twenty thousand) shares.

4. The I series shares shall be acquired by the eligible persons with rights to A series subscription warrants, issued in accordance with Resolution No. XX/07/03/2007 of the Ordinary General Meeting of Shareholders of March 7th 2007.”

Proposed wording of Article 9 (2-4)

“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.”