



## **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., a company with its registered office in Warsaw, entered into the register of entrepreneurs maintained by the District Court for the Warsaw City, 13<sup>th</sup> Commercial Division of the National Court Register under KRS number 0000018507 (the "Company"), hereby convenes, under Article 399(1) and Article 402(2) 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 11 a.m. on 6 April 2010.

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 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 statement 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 statement 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 statement for the financial year 2009.
10. To adopt a resolution to consider and approve Getin Bank's financial statement for the financial year 2009.
11. To adopt a resolution to consider and approve Getin Bank S.A. Capital Group's consolidated financial statement 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.

### **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:

- a) were shareholders of the Company on Registration Day, i.e. 21 March 2010, and
- b) placed an order - not earlier than on 8 March 2010 and not later than on 22 March 2010 - at the entity keeping securities account for individual participation certificate in the General Meeting.

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 8 March 2010 and not later than on the first working day after shareholder's participation has been registered, i.e. not later than on 22 March 2010 place an order at the entity keeping securities account for individual participation certificate in the General Meeting.

The Company determines the list of holders of bearer shares 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 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, 02-672 Warsaw, for three working days prior to the General Meeting.

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.

Persons entitled to participate in the General Meeting are kindly asked to register at the Registration Point of Shareholders of the General Meeting.



## **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 16 March 2010. The demand should contain justification or draft resolution regarding the proposed item of the agenda. Moreover, a shareholder or shareholders who demand to put particular items on the agenda of the General Meeting have to present a participation certificate in the General Meeting 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. 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. The obligation to attach the documents concerns the demand made both in writing and via e-mail (hard copy or 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](mailto:walne.zgromadzenie@noblebank.pl).

The deadline is kept when the Company receives the demand not later than on 16 March 2010. 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://inwestorzy.noblebank.pl/345.htm>. 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 19 March 2010. 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 participation certificate in the General Meeting 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 (hard copy/scan). 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. The obligation to attach the documents concerns the demand made both in writing and via e-mail (hard copy or 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](mailto:walne.zgromadzenie@noblebank.pl).

The deadline is kept when the Company receives the demand not later than on 16 March 2010. 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://inwestorzy.noblebank.pl/345.htm>. 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](mailto:walne.zgromadzenie@noblebank.pl). The Company presents on its website: <http://inwestorzy.noblebank.pl/345.htm> 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. 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 to the power of attorney or to the notification of granting power of attorney in electronic form original or copy of these documents. The obligation to attach the documents concerns the demand made both in writing and via e-mail (hard copy or 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.

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

The Company makes available on its website <http://inwestorzy.noblebank.pl/345.htm> 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.

### **Registration Day to participate in the General Meeting**

The date of registration to participate in the Extraordinary General Meeting is 21 March 2010 (the "Registration Day").

### **Place of presenting information on the General Meeting**

Documentation presented to the General Meeting is available on website: <http://inwestorzy.noblebank.pl/345.htm>.

Draft resolutions are available on website: <http://inwestorzy.noblebank.pl/projekty-uchwal-news.htm>.

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.

All the information regarding General Meeting is available on website: <http://inwestorzy.noblebank.pl/341.htm>.

### **The proposed changes of the Articles of Association of Getin Noble Bank S.A.**

The proposed changes of the Articles of Association of Getin Noble Bank S.A.

#### **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(3<sup>1</sup>)**

“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(3<sup>1</sup>) 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.”