



Getin Noble Bank SA

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RULES OF THE GENERAL MEETING of Getin Noble Bank Spółka Akcyjna

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Chapter 1 General Provisions

Article 1

1. The General Meeting shall be held on the basis of and in accordance with the provisions of the Commercial Companies Code, the Banking Law, the Articles of Association of Getin Noble Bank Spółka Akcyjna (the "Bank"), these Rules of the General Meeting of Shareholders ("Rules") and in compliance with the Good Practices in Public Companies adopted by the Warsaw Stock Exchange.
2. The Rules shall define the manner and procedure for convening the General Meeting, conducting its sessions and adopting resolutions.
3. The Rules shall be adopted by way of the General Meeting's resolution. Amendments to the Rules shall enter into force beginning from the next Shareholders Meeting, unless a different solution is supported by material reasons.
4. The Rules shall be accessible to the public at the Bank's registered office and on its Internet site.

Chapter 2 Convening the General Meeting

Article 2

1. A request to convene the General Meeting and to place specific items on its agenda, made by authorised parties, should be justified.
2. Issues to be brought up at the General Meeting 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 to the General Meeting by the shareholders.
3. Resolutions proposed to be adopted by the General Meeting and other important materials should be presented to the shareholders along with a justification and an opinion of the Supervisory Board prior to the General Meeting, in time as required by appropriate provisions of law.

Article 3

1. The General Meeting shall be convened by the Management Board. The Supervisory Board has the right to convene the Ordinary General Meeting if the Management Board does not convene it within the time limit set forth in the Commercial Companies Code, and the Extraordinary General Meeting if the Supervisory Board finds it appropriate to be convened, and when the Management Board fails to convene the General Meeting within two weeks from the date of submitting a valid request by the Supervisory Board.
2. The General Meeting convened at the request of the shareholders should be held on a date given in the request, and if this date can not be kept owing to serious impediments or in the light of regulations which govern the rules of convening the General Meeting, on the closest date which allow the General Meeting to decide on the issues placed on its agenda.
3. The General Meeting may be held at the Bank's registered office, in a city where the registered office of a company which manages the stock exchange is located, on which the Bank's shares are traded, or in the city of Wrocław.

Article 4

1. Cancellation of a General Meeting on the agenda of which specific items have been placed at the request of authorised entities or which has been convened at such a request shall be possible only upon the consent of the requesting parties. In other instances, the General Meeting may be cancelled if its holding is hindered owing to force majeure or is evidently groundless.
2. The meeting is cancelled in the same manner as it has been convened, ensuring as little adverse consequences to the Bank and its shareholders as possible, in any case not later than twenty six days prior to the original date of the meeting. A change of the date of the General Meeting is made under the same procedure as its cancellation, even if the proposed agenda does not change.

Chapter 3

Participation in the General Meeting

Article 5

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

Article 6

1. A list of shareholders entitled to participate at the General Meeting should be prepared by the Management Board and displayed on the premises of the Bank's Management Board for three business days before the General Meeting. The list shall include:
 - 1) first and last names or company names of the entitled parties,
 - 2) their place of residence or the registered office address,
 - 3) number and type of shares,
 - 4) number of votes they are entitled to.
2. In order for a representative of a shareholder to participate in a General Meeting, his right to act on behalf of the shareholder should be duly documented. It should be presumed that a written document confirming the right to represent a shareholder at a General Meeting is in conformity with the law and does not require any additional confirmations and acknowledgement unless its authenticity or validity prima facie raises doubts of the Bank's Management Board or the Chairman of the General Meeting.
3. Shareholders have the right to participate in the General Meeting in person or represented by proxies. Powers of attorney to take part and to exercise voting rights at the General Meeting shall be made in writing or in electronic form. Granting power of attorney in electronic form does not require safe electronic signature verified by valid qualified certificate. Power of attorney granted in electronic form should be sent to the Company's address each time indicated in the announcement on convocation of the General Meeting in Polish and in term indicated in the announcement on convocation of the General Meeting.
4. *(Deleted).*

Article 7

Mass media representatives may attend the General Meeting unless the nature of its agenda might expose the Bank to damage. A motion to allow the mass media representatives to attend a meeting shall be put to a vote by the Chairman of the General Meeting immediately after the signing of the attendance list pursuant to Art. 9 hereof.

Chapter 4 **Course of the General Meeting**

Article 8

1. The General Meeting shall be opened by the Chairman or the Deputy Chairman of the Supervisory Board. In case neither of them is present, or owing to other obstacles, the General Meeting shall be opened by another member of the Supervisory Board, President of the Management Board or a person designated by the Management Board.
2. The person opening the General Meeting shall proceed immediately with election of the Chairman of the General Meeting (the “Chairman”), ensure the adequate voting procedure and announce its results. The person opening the General Meeting shall refrain from making decisions regarding essential or formal matters.
3. The General Meeting elects its Chairman from among persons entitled to attend and vote at the General Meeting.
4. The person opening the General Meeting shall decide on the order of allowing participants to speak as regards proposing candidates. Persons proposed as candidates shall be entered on a list of candidates for the Chairman, after making a statement recorded in the minutes on accepting the candidature. The list of candidates shall be made by the person opening the General Meeting; the number of nominated candidates shall not exceed three.
5. The candidate who has received the largest number of votes shall become the Chairman of the General Meeting. If several candidates receive the same number of votes, the voting shall be repeated.

Article 9

1. Immediately after the Chairman has been elected, he shall make sure the shareholders have signed the list of attendance and submitted the required powers of attorney or documents which authorise them to act on behalf of other shareholders at the General Meeting.
2. Shareholders who did not sign the list of attendance earlier shall give their signatures.
3. The Chairman shall sign the list of attendance which shall next remain available to the participants in the General Meeting.
4. If the General Meeting participants change, the list shall be amended and completed.
5. Having signed the list of attendance, the Chairman, in consultation with a notary making the minutes, shall declare that the General Meeting has been correctly convened and it has the capability to adopt resolutions; then he shall announce the same to the participants and present the agenda to them.

Article 10

1. The Chairman shall preside over the meeting according to the accepted agenda and these Rules.
2. The Chairman shall ensure that the Meeting is held in an efficient manner and that the rights and interests of all shareholders are respected. The Chairman shall especially counteract the abuse of rights by the General Meeting participants and make sure that the rights of minority shareholders are respected. The Chairman should not resign from his function without material reasons; he can neither delay signing the minutes of the General Meeting without the important reason.
3. Moreover, the Chairman's duties shall include in particular:
 - 1) ensuring that the Meeting is held in an efficient and correct manner and that the matters discussed are to the point,
 - 2) giving speakers the right to have the floor,
 - 3) giving appropriate instructions to maintain order at the Meeting,
 - 4) ordering voting to be held, supervising its correct course and announcing its results,
 - 5) ensuring that all the items of the agenda have been dealt with,
 - 6) resolving procedural issues,
 - 7) signing the minutes of the General Meeting immediately after their preparation by the notary.
4. Short breaks in the Meeting which does not defer it, ordered by the Chairman in justified cases, can not be aimed at hindering the exercise of the rights by the Shareholders.
5. Voting on items placed on the agenda may be carried out only on issues related to the conduct of the General Meeting. This voting procedure cannot apply to resolutions which may have an impact on the exercise of rights by the shareholders.

Article 11

1. To make the course of the Meeting more efficient, the Chairman may order the election of the Vote Counting Committee and the Motions Committee.
2. The Chairman may also order that a person should be elected to carry out the voting and count the votes, instead of the Vote Counting Committee. In this case, the provisions of the Rules which pertain to the Vote Counting Committee shall respectively apply to such a person.
3. The Vote Counting Committee shall be responsible for supervising the correctness of the voting process, determining the results of the voting and providing them to the Chairman and carrying out other tasks connected with the voting process. In case the Committee finds any irregularities in the voting process, it shall immediately notify the Chairman thereof. All members of the Vote Counting Committee and the Chairman of the General Meeting shall sign documents announcing the results of all votes.
4. The Motions Committee shall be responsible for preparing motions submitted by the shareholders.
5. The Vote Counting Committee shall be composed of three to five members, the number of whom shall be in each case determined by the Chairman of the General Meeting. The Motions Committee shall consist of three members.
6. Members of the Committees shall be elected from among the shareholders entitled to participate at the General Meeting.
7. The Committees shall elect the chairman and secretary from among their members.

Article 12

1. The General Meeting shall be attended by the members of the Supervisory Board and the Management Board, to the extent practical. The General Meeting should be attended by a chartered auditor if its agenda is to include financial matters.
2. The members of the Supervisory Board, the Management Board and the chartered auditor taking part in the General Meeting should, within their powers and to the extent necessary for the settlement of matters discussed by the General Meeting, provide the participants in the General Meeting with explanations and information as regards the Bank, subject to the provisions of the Act on Trading in Financial Instruments and the Act on the Public Offer, Terms and Conditions of Introducing Financial Instruments to an Organised Trading System and Public Companies, whereas certain information may not be disclosed otherwise.

Article 13

1. Each item placed on the agenda shall be discussed by the Chairman or a person selected by him.
2. On presentation of a matter included in the agenda the Chairman shall each time open the discussion, giving the floor to persons who request it in time priority. The Chairman may give the floor to the members of the Management Board and the Supervisory Board out of turn.
3. The floor can be taken only with regard to the matters included in the agenda and being currently considered; however, subject to the General Meeting's consent, several agenda items may be discussed jointly.
4. The Chairman may limit the time of presentations to five minutes for each participant of the General Meeting whom he gives the right to have the floor. Each participant may only have the floor only twice during discussion on a single agenda item. The second presentation may not last longer than two minutes.
5. The Management Board and the Supervisory Board shall have the right to reply to motions submitted during discussion. Time of reply shall not exceed five minutes, however, in justified cases it may be extended by the Chairman.
6. The Chairman may remind a speaker to keep to the point and that he has exceeded the set time. The Chairman may take the floor from speakers who do not follow the Chairman's requests.

Article 14

1. The Chairman shall give the floor out of turn or in connection with the discussion only to submit a motion regarding a formal matter.
2. Motions related to the manner of conducting the debate and voting shall be deemed formal. This voting procedure cannot apply to resolutions which may have an influence on the exercise of rights by the shareholders. Formal motions shall include especially motions concerning:
 - 1) limiting, adjourning or closing the discussion,
 - 2) closing the list of speakers,
 - 3) proceeding with the agenda,
 - 4) voting without discussion,
 - 5) a change in the manner of voting, limiting the time of presentations,
 - 6) the order of passing the motions,
 - 7) checking the number of votes present at the Meeting.

3. The General Meeting shall vote on a motion on formal matters by a simple majority of votes, after hearing the proposer and opponent of the motion. An ordinary majority of votes shall be understood as a majority of votes “for” or “against”, excluding votes “abstained”.
4. Before ordering voting over the formal motions, the Chairman shall state precisely and announce to the Meeting the content of the draft resolution. The Chairman shall put to the vote as the first the most far-reaching motion which may rule out the necessity to vote on other motions.
5. A formal motion voted down may not be re-submitted in the discussion on the same matter.

Article 15

1. A resolution for the General Meeting not to consider an issue placed on the agenda may be passed only owing to important reasons and the motion regarding this matter should be duly substantiated.
2. Removal of a matter from the agenda or abandoning the consideration of the matter placed on the agenda upon a motion of the shareholders require adoption of the resolution by the General Meeting, after a prior consent given by all shareholders who filed such a motion, supported by 75% of the votes of the General Meeting.

Article 16

1. Voting at the General Meeting shall be open.
2. A secret ballot shall be ordered when electing and when voting on motions to dismiss members of the Bank’s governing bodies or liquidators, or to hold them accountable, as well as in personnel matters. A secret ballot shall also be ordered if so requested by at least one of shareholders present or represented at the General Meeting.
3. In the event of a secret ballot, the Chairman or the Vote Counting Committee shall distribute voting cards among the shareholders; the cards shall bear the Bank’s seal, the date of the General Meeting, the number of shares and votes to which they are entitled at the General Meeting.

Article 17

1. Resolutions shall be adopted by an absolute majority of votes, unless otherwise provided by the Articles of Association or the binding laws.
2. A resolution shall be deemed adopted if the number of valid votes taken in favour thereof is greater than the sum of votes “against” and “abstained”.
3. Votes shall be taken by the Chairman, the Vote Counting Committee or a person referred to in Art. 11.2. If the votes are not counted by the Chairman, minutes of the voting shall be made and provided to the Chairman. After counting the votes, the Chairman shall announce the results of the voting.
4. The voting process at the General Meeting may be conducted using an electronic vote counting device. This shall be decided by the Chairman, and the provisions of the Rules shall apply respectively.
5. The electronic vote counting device should ensure that the votes will be cast in numbers corresponding to the number of shares held and eliminate, in the case of a secret ballot, the possibility of identifying the manner in which particular shareholders voted.
6. A person who voted against a resolution has the right to demand that the objection should be recorded in the minutes and the right to a five-minute speech—and in particularly complex cases—a ten-minute speech to justify the objection. Upon a request of a General Meeting member, his written statement shall be recorded in the minutes.

Article 18

1. Resolutions of the General Meeting shall be recorded in the minutes taken by a notary.
2. The minutes shall be prepared in compliance with relevant provisions of the Commercial Companies Code and the Banking Law. The minutes should include the declaration that the General Meeting has been correctly convened and it has the capability to adopt resolutions, a list of adopted resolutions including the number of voting shares, percentage share of these shares in share capital, the total number of votes validly cast, the number of votes cast in favour of each resolution, votes cast against, abstaining from voting, and the objections raised. The minutes should also contain contents of motions put forward at the General Meeting; the first name and last name of the person proposing the motion; the first and last name or the company name of the party on behalf of whom the motion has been submitted; and the decision regarding the motion.
3. The attendance list with signatures of the General Meeting participants should be attached to the minutes. A proof that the General Meeting was held should be entered by the Management Board into the minutes book.
4. The Management Board shall attach to the minutes book an excerpt of the minutes with the proof that the Meeting was held together with powers of attorney granted by the shareholders. The shareholders may inspect the minutes book and may also demand copies of resolutions certified by the Management Board.
5. The minutes should be submitted by the Management Board to the Financial Supervision Commission within 14 days from the date when the General Meeting was closed.

Article 19

1. The General Meeting shall elect the Supervisory Board members from among persons with relevant education, professional and practical experience, with high ethical standards and able to devote time required to perform the function on the Supervisory Board properly.
2. Upon the motion of a shareholder or shareholders representing at least one fifth of the share capital, the election of the Supervisory Board should be made by the next General Meeting by a vote in separate groups. Such a motion should be submitted to the Management Board in a time which will render it possible to hold the vote in groups at the next General Meeting, otherwise the motion may be considered only at the following General Meeting.
3. If the Supervisory Board is to include a person appointed by a body set out in a separate law, only the other Supervisory Board members shall be elected.
4. The persons who at the General Meeting represent the part of shares which results from a division of the total number of shares represented at the Meeting by the number of the Supervisory Board members may form a separate group to elect one Supervisory Board member but shall not participate in electing the other Supervisory Board members.
5. The Supervisory Board mandates not filled by the appropriate group of shareholders established in accordance with the provisions of Art. 19.4 above shall be filled by a vote of all the shareholders who have not cast their votes during election of the Supervisory Board members through separate groups.
6. If at the General Meeting referred to in Art. 19.1 above not even one group capable of electing a Supervisory Board member is established, no election shall be held, unless the agenda of the General Meeting included not only voting in groups but also changes in the composition of the Supervisory Board.

7. Upon the election of at least one Supervisory Board member by way of voting in groups, the mandates of all existing Supervisory Board members shall expire prematurely except for the mandate of a person referred to in Art. 19.3.
8. In the voting described in Art. 19.1 and 19.5 only one vote shall be attached to each share with no preferences or limitations, subject to Art. 353 of the Commercial Companies Code.

Chapter 5

Final Provisions

Article 20

In all matters not regulated by these Rules, the provisions of the Bank's Articles of Association, resolutions of the Bank's governing bodies as well as the provisions of the Commercial Companies Code, the Banking Law and other applicable laws shall apply.

Article 21

These Rules shall become effective as of the first General Meeting of Shareholders after a Meeting which adopted the Rules.