

Warsaw, 16 May 2013

## **Annual General Meeting**

### **Getin Noble Bank S.A.**

#### **Motion**

*The Management Board of Getin Noble Bank S.A. hereby submits to the General Meeting the motion positively assessed by the Supervisory Board of the Company regarding buy-back program realized under Article 362(1)(8) of the Act of 15 September 2000 - Code of Commercial Companies and Partnerships.*

Conditions of the purchase of own shares by the Bank ("Buy-back Program"):

1. The subject of the purchase of own shares by the Company may be only fully paid bearer shares all series which have been introduced to public trading on the regulated market run by the Warsaw Stock Exchange S.A. with its registered office in Warsaw and labeled with the ISIN code: ISIN PLGETBK00012 assigned by the National Depository for Securities S.A. with its registered office in Warsaw ["Shares"].
2. The maximum number of Shares to be purchased by the Company within the Buy-back Program amounts to 86.666.000 (eighty-six million six hundred sixty-six thousand), which constitutes 3,27 % of the share capital of the Company. As at the day of the adoption of this Resolution, the Company does not own any shares issued by the Company. At any time of the Buy-back Program, the total nominal value of the Company's own shares purchased by the Company within the Buy-back Program and owned by the Company and purchased off the Buy-back Program shall not exceed 20% of the share capital of the Company.
3. The price at which the Company can purchase Shares within the Buy-back Program cannot be lower than PLN 1.50 (one zloty fifty) and higher than PLN 2.50 (two zloty and fifty) per one Share.
4. The total price for the maximum number of Shares which can be purchased by the Company within the Buy-back Program plus the purchase costs cannot be higher than PLN 131,000,000.00 (one hundred thirty-one million zloty).
5. The Buy-back Program can be realized within the next six months from the adoption of this Resolution, i.e. till 12 December 2013. The Buy-back Program can be realized within the mentioned period on a one-off basis (in full) or in parts (in tranches) at the date or dates freely determined by the Management Board of the Company as a result of authorization given in this Resolution. The Management Board shall address the General Meeting to authorize the Management Board to shorten the duration of the Buy-back Program or to resign from the purchase of Shares in whole or in parts by consent of the Supervisory Board of the Company given in the form of a resolution.
6. The Buy-back Program shall be realized from the Company's own funds.
7. In order to pay the price for the Shares purchased by the Company within the Buy-back Program and to cover their purchase costs the Company shall create the reserve fund in the total amount of PLN 131,000,000.00 (one hundred thirty-one million zloty) ["Reserve Capital"], including the amount of PLN 4,992,811.28 (four million nine hundred ninety-two thousand eight hundred eleven zloty and twenty-eight) from unemployed reserve capital intended for the buy-back of own shares and the amount of PLN 126,007,188.72 (one hundred twenty-six million seven thousand one hundred eighty-eight zloty and seventy-two) from supplementary capital created from funds as referred to in Article 348(1) the Code of Commercial Companies and Partnerships.
8. The purchase of Shares within the Buy-back Program shall be made outside the regulated market run by the Warsaw Stock Exchange S.A.

### **Justification of the Management Board**

The Management Board of Getin Noble Bank S.A. proposes to adopt a resolution conforming to the draft resolution of the Annual General Meeting, including the authorization of the Management Board to purchase own shares by the Company according to the conditions indicated in the draft resolution. In the opinion of the Management Board, adoption of the proposed resolution is in the interest of the Company and its shareholders as the stock exchange rate of the shares of the Company on the regulated market run by the Warsaw Stock Exchange S.A. does not reflect the value of the Company connected with the new strategy. Moreover, the purpose of the purchase of own shares by the Company is to ensure flexibility of the Company when realizing possible future acquisitions, including the possibility to settle acquisitions by the own shares of the Company and to realize obligations resulting from agreements concluded between the Company and participants of the managerial option program approved by the Resolution No. XXXVII/30/03/2011 of the General Meeting of Getin Noble Bank S.A. dated 30 March 2011 and the Company's obligations to pay a part of remuneration in the form of financial instruments to the staff covered according to the resolution No. 258/2011 of the Polish Financial Supervision Authority, by the "Policy of variable elements of remuneration of persons holding managerial positions in Getin Noble Bank S.A." adopted at the Company.