

## **Draft resolutions for the Extraordinary General Meeting of Shareholders**

### **Resolution No. 1**

**adopted by the Extraordinary General Meeting of Shareholders  
on December 29, 2010  
regarding election of the Chairperson of the General Meeting**

#### **§ 1.**

Pursuant to Art. 409 §1 of the Code of Commercial Companies and §4 and §5 of the Bylaws of the General Meeting of Shareholders of Getin Holding S.A., the Company's General Meeting hereby elects Mr. / Ms. \_\_\_\_\_ Chairperson of the General Meeting.

#### **§ 2.**

The resolution takes effect on the date of its adoption.

### **Resolution No. 2**

**adopted by the Extraordinary General Meeting of Shareholders  
on December 29, 2010  
concerning adoption of the Agenda**

#### **§ 1.**

The General Meeting hereby approves the following Agenda, as announced on \_\_\_\_\_ .

#### **Agenda**

1. Opening.
2. Electing Chairperson.
3. Stating that the Meeting has been duly convened and has the capacity to adopt resolutions.
4. Approval of the Agenda.
5. Adopting a resolution regarding increase of the share capital of the Company through public offering, establishing the subscription rights date, dematerialisation and application for the admission of subscription rights, allotment certificates and shares to trading in the Warsaw Stock Exchange S.A. regulated market, indicating March 21, 2011 as the subscription rights date.
6. Adopting a resolution regarding the amendments introduced in the Company's Articles of Association in connection with the increase of the Company's share capital.
7. Closing.

#### **§ 2.**

The resolution takes effect on the date of its adoption.

### **Resolution No. 3**

**adopted by the Extraordinary Meeting of Shareholders  
on December 29, 2010  
regarding increase of the share capital of the Company through public offering,  
establishing the subscription rights date, dematerialisation and application for the  
admission of subscription rights, allotment certificates and shares to trading in the Warsaw  
Stock Exchange regulated market**

Pursuant to Art. 431, 432, 433 and 436 of the Act of September 15, 2000 – Code of Commercial Companies (*Journal of Laws* No. 94, item 1137, with subsequent amendments) ("CCC"), Art. 14 and 15 of the Act of July 29, 2005 on public offering, admission of financial instruments to organised trading system and public companies (uniform text in *Journal of Laws* 2009 No. 185, item 1439) ("Public Offering Act"), the General Meeting of Shareholders ("General Meeting") hereby decides as follows:

### **§ 1**

1. The Company's share capital shall be increased by the minimum amount of PLN 1 (one) and the maximum amount of PLN 18 000 000 (eighteen million) through the issuance of the minimum of 1 (one) but not more than 18 000 000 (eighteen million) new issue O series ordinary bearer shares with the nominal value of PLN 1 (one) (New Issue Shares).
2. New Issue Shares shall be issued through closed subscription within the meaning of Art. 431 § 2 point 2 CCC and available in public offering within the meaning of Art. 3 (3) of the Public Offering Act.
3. New Issue Shares shall be entitled to a dividend commencing on January 1, 2011 as well as the other shares of the Company, i.e. for the entire 2011.
4. New Issue Shares shall be paid up with the capital contribution, exclusively.

### **§ 2**

1. March 21, 2011 shall be the New Issue Shares Subscription Right Date within the meaning of Art. 432 § 2 CCC (Subscription Rights Date).
2. Shareholders eligible to acquire New Issue Shares (Subscription Right) shall be the shareholders holding the Company's shares at the end of Subscription Rights Date. Number of New Issue Shares due per one Subscription Right shall be calculated through dividing the number of New Issue Shares by total number of Subscription Rights as provided for in § 4 (1) (a) of this Resolution. The final number of New Issue Shares due to the New Issue Shares subscribers in their Subscription Rights execution shall be the product of number of Subscription Rights a subscriber is eligible to and the number of New Issue Shares due per one Subscription Right, rounded down to the nearest integral number.

### **§ 3**

1. The General Meeting hereby authorises the Management Board of the Company to:
  - a) establish the final value of the Company's share capital increase; however, the amount shall neither be lower than the minimum amount nor exceed the maximum amount provided for in § 1 (1) of this General Meeting resolution, and
  - b) conclude agreements to secure successful issue of the New Issue Shares including service or investment underwriting agreement or agreements within the meaning of the Public Offering Act.
2. The General Meeting hereby authorises and commits the Company's Management Board to execute all the legal and factual acts necessary to increase the share capital of the Company, New Issue Shares issue and public offering as well as applying for their admission and introduction to trading in the Warsaw Stock Exchange regulated market, in particular to:
  - a) offer New Issue Shares as provided for in §1 (2) of this Resolution,

- b) specify in detail the conditions governing New Issue Shares subscription and allotment procedures, including opening and closing dates for subscription, establishing the principles of subscription and allotment of the New Issue Shares not included in the Subscription Right execution or in the additional subscription referred to in Art. 436 § 2 CCC;
  - c) apply to the Financial Supervision Authority for the approval of the Prospectus, and
  - d) establish the issue price.
3. Furthermore, the General Meeting authorises the Management Board of the Company, with the prior approval of the Supervisory Board, to:
- a) resolve upon withdrawal from or suspension of this Resolution;
  - b) resolve upon withdrawal from the execution of New Issue Shares public offering procedures, and
  - c) resolve upon suspension of New Issue Shares public offering; however, being this the case, the Management Board is authorised to restrain from releasing the new date for New Issue Shares public offering, which may be established and announced by the Management Board later on.

#### **§ 4**

1. The General Meeting hereby decides to dematerialise, within the meaning of the Act on the Trading in Financial Instruments:
- a) 713 785 319 (seven hundred and thirteen million seven hundred and eighty-five thousand three hundred and nineteen) Subscription Rights;
  - b) not more than 18 000 000 (eighteen million) Allotment Certificates, and
  - c) not more than 18 000 000 (eighteen million) New Issue Shares.
2. The General Meeting of Shareholders hereby authorises the Management Board of the Company to conclude with the National Depository for Securities (NDS) an agreement for registration of Subscription Rights, Allotment Certificates and the New Issue Shares identified in clause 1 hereinabove in the security depository maintained by NDS and to execute all legal and factual acts associated with dematerialisation thereof.

#### **§ 5**

1. The General Meeting of Shareholders hereby empowers the Company to apply for admission and introduction to trading in the Warsaw Stock Exchange regulated market:
- a) 713 785 319 (seven hundred and thirteen million seven hundred and eighty-five thousand three hundred and nineteen) Subscription Rights;
  - b) not more than 18 000 000 (eighteen million) Allotment Certificates, and
  - c) not more than 18 000 000 (eighteen million) New Issue Shares.
2. The General Meeting of Shareholders hereby authorises and commits the Company's Management Board to execute all the legal and factual acts associated with applying for admission and introduction of Subscription Rights, Allotment Certificates and the Young Stock identified in clause 1 hereinabove to trading in the Warsaw Stock Exchange regulated market.

#### **§ 6**

The resolution takes effect on the date of its adoption.

**Resolution No. 4**  
**adopted by the Extraordinary Meeting of Shareholders**  
**on December 29, 2010**  
**regarding the amendments introduced in the Company's Articles of Association in**  
**connection with the increase of the Company's share capital through public offering**

Pursuant to Art. 430 and 431 of the Act of 15 September 2000 — Code of Commercial Companies (*Journal of Laws* No. 94, item 1137, with subsequent amendments) (CCC), the General Meeting of Shareholders ("General Meeting") hereby decides as follows:

**§ 1**

1. In connection with adoption by the General Meeting Resolution No. 3 of **December 29, 2010** on increase of the share capital of the Company through public offering, establishing the subscription rights date, dematerialisation and application for the admission of subscription rights, allotment certificates and shares to trading in the Warsaw Stock Exchange regulated market ("Resolution No. 3"), § 21 of the Company's Articles of Association ("Articles of Association") shall adopt the following new wording:

„§21

Without prejudice to §21<sup>1</sup> of the Articles of Association, the Company's share capital amounts not more than PLN 731 785 319 (seven hundred and thirty-one million seven hundred and eighty-five thousand three hundred and nineteen) and is divided into:

- 100 000 A series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 5 900 000 B series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 4 000 000 C series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 700 000 D series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 5 300 000 E series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 54 000 000 F series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 245 000 000 G series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 105 100 000 H series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 114 335 000 I series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
- 2 779 986 J series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;

- 22 483 776 K series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
  - 80 188 224 L series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
  - 70 000 000 M series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
  - 3 998 333 N series ordinary bearer shares with the nominal value of PLN 1.00 (in words: one) each;
  - not more than 18 000 000 O series ordinary common bearer shares with the nominal value of PLN 1.00 (in words: one) each.”
2. The final value of the Company’s share capital increase, however with the amount shall neither be lower than the minimum amount nor exceed the maximum amount provided for in § 1 (1) of Resolution No. 3, the amount of issued share capital and the wording of § 21 of the Articles of Association shall be provided for by the Company’s Management Board in accordance with the Art. 432 § 4 CCC, Art. 431 § 7 CCC, in connection with Art. 310 CCC by means of a notarised statement of the amount of issued share capital following the new issue shares allotment.

## **§ 2**

The General Meeting of Shareholders hereby authorises the Supervisory Board of the Company to develop a uniform text of the Articles of Association with regard to the provisions hereof.

## **§ 3**

This resolution takes effect on the date of its adoption. Amendments introduced to the Articles of Association with regard to the provisions of § 1 (1) hereof shall take effect on the date they are incorporated in the Register of Entrepreneurs of the National Court Register.