

RULES OF THE SUPERVISORY BOARD

of Getin Noble Bank Spółka Akcyjna

Warsaw, September 2017

Chapter 1

General Provisions

Article 1

Bank	Getin Noble Bank Spółka Akcyjna, a company with its registered office in Warsaw,
Articles of Association	the Bank's Articles of Association adopted on 5 March 2008 in Warsaw at the Bank's organization meeting, included in the notary deed of incorporation of the Company, Repertory A No. 4365/2008 later amended,
Supervisory Board	Supervisory Board or Board the Bank's within the meaning of provisions of Article 22(1) of the Banking Law Act of 29 August 1997 (uniform text Journal of Laws of 2016, item 1988),
Management Board	the Bank's Management Board,

Article 2

The Supervisory Board shall act pursuant to provisions of the Banking Law Act, the Commercial Companies Code, other universally binding applicable regulations and pursuant to the Articles of Association and these Rules.

Article 3

The Supervisory Board shall exercise on-going supervision over the Bank's business to the extent provided for by the laws referred to in Art. 2.

Article 3a

1. The Supervisory Board shall exercise its duties collectively. The Supervisory Board may however delegate its members to exercise separate supervisory duties individually.
2. The Supervisory Board shall consist of 5 to 8 members appointed and dismissed by the General Meeting in a course determined in the Articles of Association.
3. Members of the Supervisory Board shall be appointed for the joint term of office of three years.
4. The mandates of the Supervisory Board members shall expire on the date of holding the General Meeting of Shareholders which approves the financial statements for the last full financial year of their office.
5. A member of the Supervisory Board should refrain from resigning from his function within the term of office in case his resignation could make it impossible to exercise the Supervisory Board's duties, and in particular to timely adopt a resolution significant for the Company.

6. The Supervisory Board shall elect the Chairman and the Deputy Chairman and if necessary also the Secretary from among its members.
7. The Chairman, the Deputy Chairman and the Secretary shall be elected in a secret ballot by a simple majority of votes of the Supervisory Board's members present at the meeting.

Article 4

1. The Supervisory Board shall have the authority to:
 - 1) determination of the level of remuneration of the Management Board's members,
 - 2) supervise all of the Bank's activities,
 - 3) approve the Bank's long-term development plans as well as its annual financial plans,
 - 4) consent to the Bank's joining and exiting from the commercial law companies, including the purchase and acquisition of shares or equity interests in companies, excluding:
 - a) decisions to purchase shares admitted to trade on the regulated market,
 - b) purchasing shares and equity interests in collection proceedings,
 - c) purchasing shares and equity interests with the capital exposure of up to PLN 1,000,000 for a single company, at acquisition prices,
 - 5) consent to the sale of shares and equity interests, excluding:
 - a) decisions to sell shares admitted to trade on the regulated market,
 - b) selling shares or equity interests in collection proceedings,
 - c) selling shares or equity interests with the value not exceeding PLN 1,000,000 as regards a single company, at the net book value of shares or equity interests in the Bank's books,
 - 6) review and give opinions on motions and matters which require resolutions from the General Meeting of Shareholders,
 - 7) adopt rules of the extension of loans, borrowings, guarantees or sureties for persons and entities referred to in Art. 79.1 of the Banking Law, and decide on the extension of loans, borrowings, guarantees or sureties, in the specific amount, to the members of the Management Board and the Supervisory Board,
 - 8) appoint a chartered auditor to audit the Bank's financial statements,
 - 9) consent to the purchase or sale of real property or an interest in real property, except for purchase or sale executed in collection proceedings,
 - 10) to provide opinion to transactions concluded with the entities associated with the Bank, according to the terms and ruled adopted by the Supervisory Board,
 - 11) approve the Management Board's Rules and other rules envisaged in the Articles of Association and in the Polish Banking Law,

- 12) considering and giving recommendations as well as making assessments of the adequacy and effectiveness within the whistleblowing,
 - 13) approval of the internal division of competences indicating the Management Board Member, for which violations are reported and which is responsible for current functioning of the anonymous violations reporting procedures, established by the Management Board.
2. The Audit Committee shall act within the Supervisory Board structure as an advisory and opinion building body, and according to principles envisaged in the Rules of the Audit Committee adopted by the Supervisory Board.
 3. The General Meeting can entrust the Supervisory Board with the Audit Committee tasks in case its composition counts not more than 5 members. Detailed scope of the Audit Committee's tasks as well as rules of their exercising shall be determined by the Rules of the Supervisory Board or by an appropriate resolution of the Supervisory Board.
 4. The scope of the Supervisory Board's responsibilities shall also include other matters as provided in the Bank's Articles of Association and by law.

Chapter 2

Procedure for convening the Board meetings and determining the agenda

Article 5

The Supervisory Board meetings shall be held at least once a quarter.

Article 6

1. Meetings of the Supervisory Board shall be convened on their own initiative by the Chairman or by the Deputy Chairman authorised by him.
2. The Chairman shall also summon a meeting of the Supervisory Board if so requested by the Management Board or a member of the Supervisory Board. The meeting should take place within two weeks from the date on which the motion was received.

Article 7

1. A person authorised to convene a Supervisory Board meeting shall do so by sending written notices to the Board members; such notices shall be sent by registered mail, fax or e-mail or delivered in person against the confirmation of receipt.
2. The notices shall state the date and place of the meeting and the time of opening along with a proposed agenda.

3. The sending or delivering of notices shall be done at least seven days before the planned meeting date; at the same time all written materials scheduled for consideration or discussion at the meeting (documents, analyses, studies, draft resolutions, etc.) shall be sent.
4. A Board meeting shall be deemed correctly convened if during a meeting the person presiding over it informs the Board members about the date, place, opening time and a proposed agenda of the next meeting, with no requests to convene the meeting in a manner set forth in Art. 7.1.
5. In the case referred to in Art. 7.4, persons absent at a given meeting shall be notified in a manner set out in Art. 7.1.
6. A Supervisory Board meeting may take place without being formally convened earlier if all the Board members are present and none of them objects to the holding of the meeting or its proposed agenda.

Article 8

1. The agenda shall be set by a person authorised to convene the meeting.
2. Each Supervisory Board member has the right to submit a motion to place specific matters on the agenda of a Supervisory Board meeting. Such a motion shall be provided to the Chairman or Deputy Chairman of the Supervisory Board at least 4 days before the planned Supervisory Board meeting. Written materials and documents, if any, concerning the matters covered by the motion shall be attached to it.
3. Proposed agenda shall be adopted by the Board in an open vote. Before voting, each Board member may submit motions to alter the agenda. Such motions shall be justified by the mover.

Article 9

1. The Supervisory Board may invite to the meeting the President of the Management Board and, if necessary, other members of the Management Board and other employees of the Bank.
2. Other persons may also take part in the Supervisory Board meetings, according to needs at a given time and ad hoc arrangements of the Board.

Chapter 3

Conducting Supervisory Board meetings

Article 10

1. Supervisory Board meetings shall be minuted.
2. The minutes shall be prepared by the Board's Secretary or a person appointed by the Supervisory Board's Secretary.

3. The minutes should contain the declaration that the Board meeting has been correctly convened, its adopted agenda, the contents of the passed resolutions and results of the voting. The minutes should also reflect the main discussion points at the meeting.

Article 11

1. Subject to the consent of the Chairman of the Supervisory Board meetings may be held using means of direct remote communication through video, phone, internet or other means allowing to identify individuals present at the Board's meeting using the above means.

2. Subject to the consent of all the Board members present at a meeting, it may be recorded using sound recording equipment.

Article 12

Individual items placed on the adopted agenda shall be reported on by the Board members who submit them for consideration or by the Management Board President and other persons as the person chairing the meeting may decide.

Article 13

1. Draft minutes of the Supervisory Board meeting shall be sent to the Board members by the Board Secretary not later than with a notice of the next meeting.

2. The minutes of the Board meeting shall be approved at its next meeting; however, the Board's resolutions shall be effective as of the date of their adoption.

3. The approved minutes shall be signed by the Board members present at the meeting.

Article 14

The Chairman of the meeting shall set or decide on the duration of the Board meeting, the length of presentations, the length of breaks in the meeting and on all other formal matters connected with the manner of the proceedings.

Chapter 4

Resolutions and voting at the Board meetings

Article 15

1. For the Supervisory Board's resolutions to be valid, all members of the Supervisory Board have to be invited to the meeting and the majority of them, including the Chairman or the Deputy Chairman, have to be present.
2. The Supervisory Board shall adopt resolutions by a simple majority of votes. In the event of an equal number of votes cast, the Chairman shall have the casting vote.
3. In the voting, "for", "against" and "abstaining" votes shall be calculated.
4. A Board member voting against a resolution may request that his dissenting opinion together with its grounds should be recorded in the minutes.
5. The Supervisory Board members may participate in adopting resolutions by casting their votes in writing through another member of the Supervisory Board. Casting the votes in writing may not refer to items placed on the agenda at the Supervisory Board meeting.
6. The Supervisory Board resolutions should contain provisions specifying to whom the execution of the resolutions shall be assigned as well as, in accordance with their content, deadlines for specific recommendations.
7. Resolutions shall be signed by the Board members present at the meeting.
8. The Supervisory Board may adopt resolutions using means of direct remote communication or by correspondence.

Article 16

A resolution may not be adopted as regards matters not covered by the agenda, unless all the Board members are present at the meeting and none of them objects to the passing of the resolution.

Article 17

1. Voting at the Board meetings 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.
3. A secret ballot shall be ordered on each matter on the agenda, if so requested even by a single member of the Supervisory Board.

Article 18.

The following priority shall be assumed when voting on the items of the agenda:

- 1) motions on formal matters shall be put to a vote first, followed by motions on essential matters,
- 2) individual votes shall be carried out starting from the most far-reaching motions.

Article 19

The Board Secretary shall ensure delivery of copies of the Board's resolutions to the Management Board President and to all other natural and legal persons affected by the resolutions.

Chapter 5

Final Provisions

Article 20

1. Original minutes of the Board meetings and resolutions shall be kept by the Bank's Management Board.
2. Documents referred to in Art. 20.1 shall be stored at the Bank.
3. Each Board member may request copies of the documents referred to in Art. 20.1.

Article 21

1. The Supervisory Board Chairman and Deputy Chairman shall be responsible for the formal aspects involved in convening and conducting Supervisory Board meetings.
2. Organisation and office services for the Board meetings shall be provided by the Management Board.

Article 22

Costs of the Board's operation shall be covered by the Bank; they are determined in the annual financial plan.

Article 23

Amendments to the Rules shall require resolutions of the Supervisory Board.

Article 24

These Rules shall become effective as of 7 September 2017.