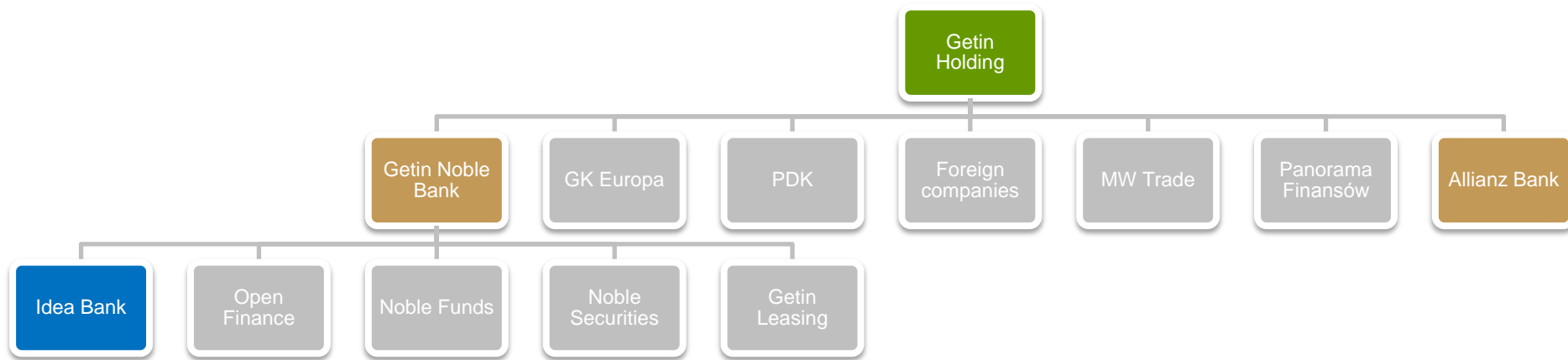


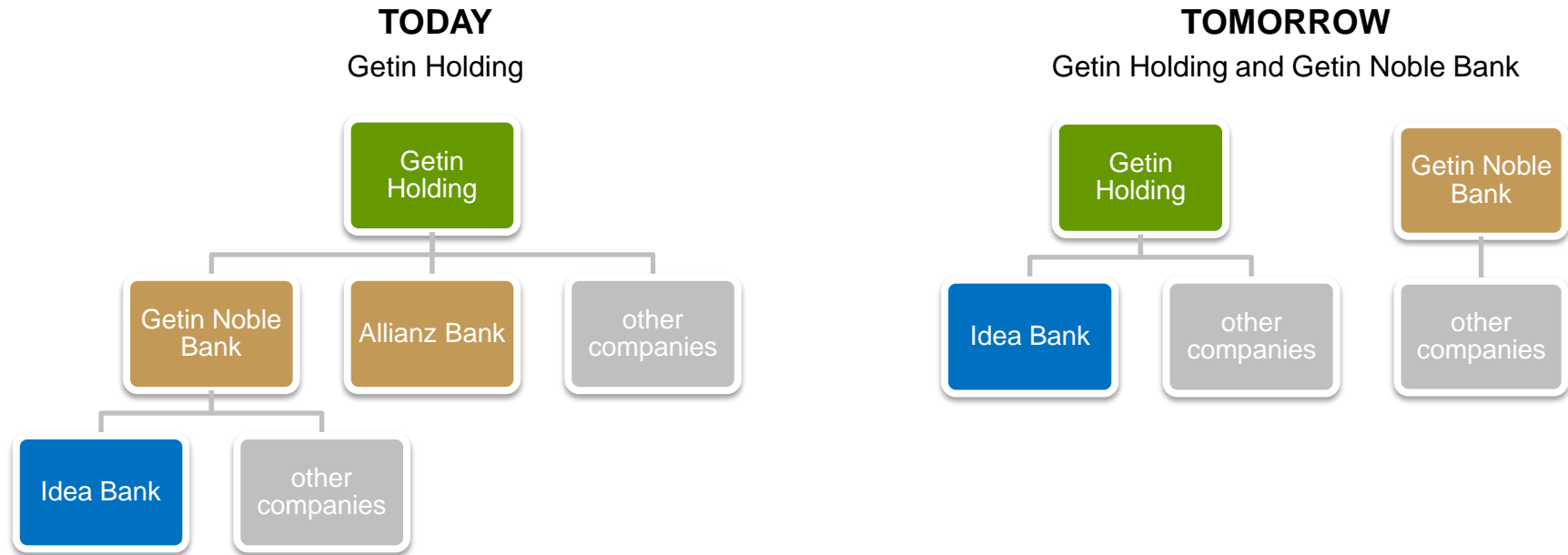
Getin Holding

**strategic changes
in the Capital Group's structure**



Drawbacks of the present state:

- ① intricate group structure
- ① concentration of companies at various development stages in one group
- ① low liquidity of Getin Noble Bank's shares makes its market-based valuation difficult



Benefits from planned changes:

- ⑩ compliance with the commitment to the Polish Financial Supervision Authority (KNF) - enhancing Getin Noble Bank shares' liquidity (to minimum 15% within 3.5 years since the merger of Getin Bank and Noble Bank that took place in January 2010)
- ⑩ two distinct entities with clear structures
- ⑩ differentiation of two banking groups focused on various objectives
- ⑩ Getin Noble Bank's valuation on fully mark-to-market basis
- ⑩ separating mature and a well-established banking enterprise from a group focused mainly on new business ideas and start-ups

ii) At the moment of transaction:

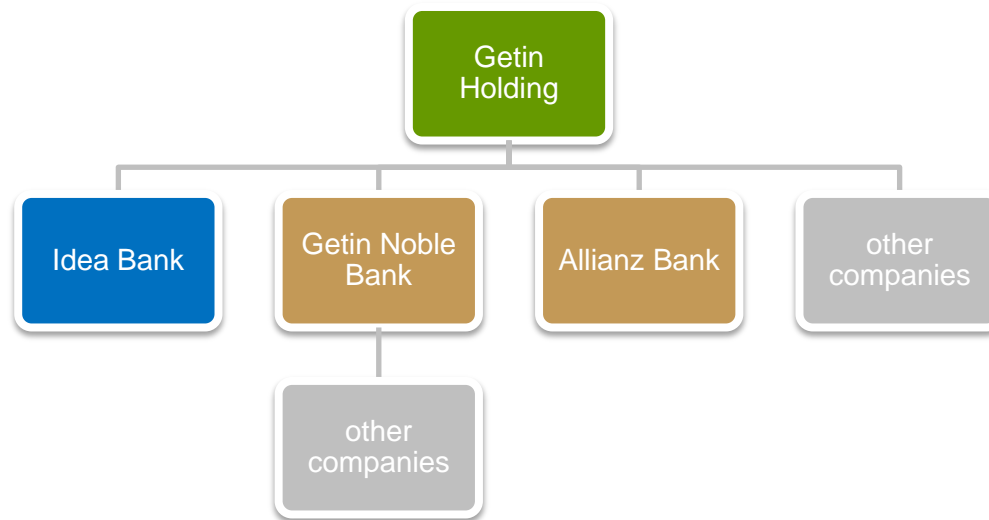
- economic and tax neutrality
- unchanged share in the capital ¹⁾

iii) Increased value for shareholders expected in the future due to:

- clear separation of risks related to two types of businesses, which will enable clear investment decisions
- enhanced shares' liquidity will enable Getin Noble Bank's valuation on fully mark-to-market basis
- two banking groups focused on diverse targets
 - avoiding charging the increase capitals to equity of Getin Noble Bank

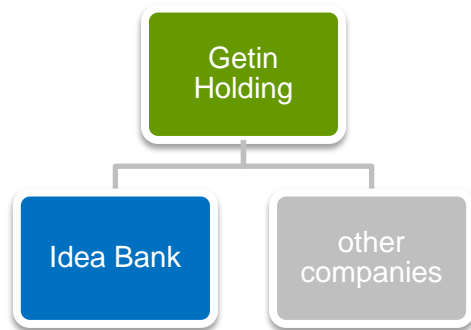
1) directly upon spin-off

Stage I: Transformations within the Group



- ④ Acquisition of 100% of Allianz Bank (May 31, 2011)
- ④ Taking direct control over Idea Bank by Getin Holding (63.05% share in the capital) by means of an issue of new shares of Idea Bank for Getin Holding (increase in the equity of Idea Bank by PLN 250 million)
- ④ Taking control over PDK by Idea Bank by purchasing PDK shares from Getin Holding
- ④ Changing the name "Allianz Bank" to "Get Bank"

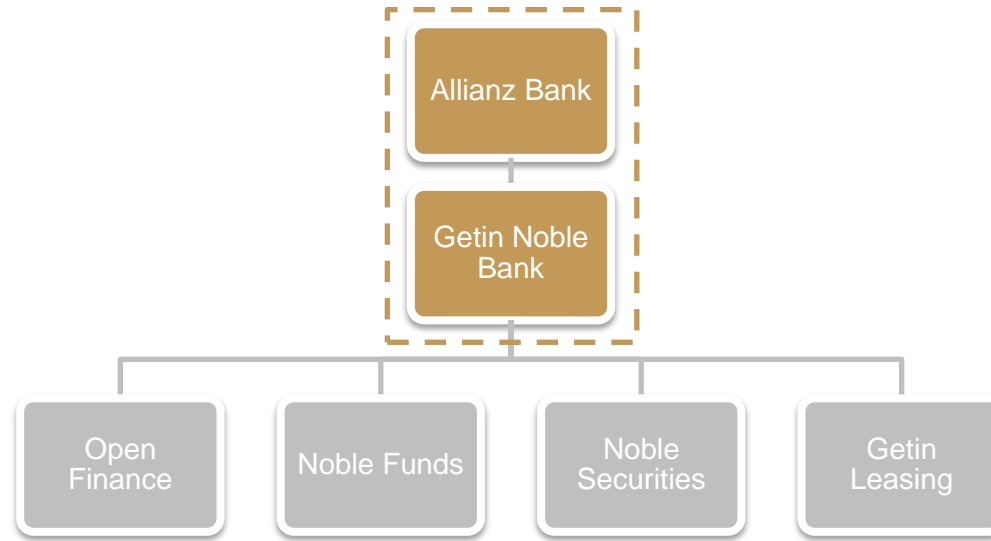
Getin Holding Group
(start-up and growing companies)



Getin Noble Bank Group
(mature and established banking group)



- ④ Getin Holding will be divided by spinning off Getin Holding Branch in Warsaw, which holds among others 93.71% of Getin Noble Bank shares to Allianz Bank (as envisaged in Art. §1 section 4 Code of Commercial Companies and Partnerships)
- ④ Allianz Bank IPO on WSE
- ④ The existing shareholders of Getin Holding will get new issue shares proportionally to their current share in Getin Holding, in accordance with the share exchange ratio established by an auditor appointed by the court



- ④ Merger of Allianz Bank, the merging company, with Getin Noble Bank
- ④ The existing shareholders of Getin Noble Bank will get new issue shares proportionally to the share exchange ratio established by an auditor appointed by the court
- ④ Upon the merger the bank will change its name to Getin Noble Bank

Date ¹⁾	Event	Stage
May 2011	Acquisition of Allianz Bank by Getin Holding	Transformations within the Group
Q3 2011	Taking up shares of Idea Bank by Getin Holding	
June 2011	Filing an application to appoint an auditor for evaluation of non-cash contributions	Spin-off
July 2011	Adopting and signing spin-off plan and reports by the Management Boards and subsequently by Supervisory Boards of Getin Holding and Allianz Bank	
August – October 2011	Procedure before the KNF to get approval of prospectus of Allianz Bank	
October 2011	Adopting resolutions on spin-off by General Meetings of Shareholders of Getin Holding and Allianz Bank	
November 2011	Allianz Bank's first listing on WSE	
April 2012	Merger of Allianz Bank and Getin Noble Bank (changing the name to Getin Noble Bank)	Merger

1) The deadlines depend on obtaining relevant permits from regulators within deadlines expected by the Company

Getin Holding Group after completion of the process

