

Registration of the amendment to the articles of association of Bank BGŻ BNP Paribas S.A. in the National Court Register

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The Management Board of Bank BGŻ BNP Paribas S.A. (the „Bank”) hereby announces that the Bank has received notification informing that on 29 August 2017 the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register registered an amendment to the Bank’s articles of association, adopted by the Ordinary General Meeting of the Bank on 22 June 2017.

At the same time, the Bank attaches hereto a consolidated text of its articles of association including an amendment registered by the court on 29 August 2017.

Information on amendment to the articles of association registered on the basis of the aforementioned Court decision:

§ 20 point 5 shall have the following wording:

„5. The Supervisory Board creates internal committees composed of members of the Supervisory Board, in particular with regard to the Bank’s internal audit. The organization, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board. The duties of the Audit Committee of the Bank include in particular the supervision over the operations of the Internal Audit Line.”

§ 20 point 6 shall have the following wording:

„6. The Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Article 16 para. 4 of the Articles of Association with qualifications and experience in accounting and finance.”

§ 20 point 7 shall have the following wording:

„7. The Audit Committee of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act on Statutory Auditors, their Self-Governing Organisations, Entities Authorised to Audit Financial Statements and on Public Oversight, and who has qualifications on the field of accountancy and audit. The above requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in Article 6.”

§ 21 point 1 shall have the following wording:

„1. The Bank Management Board consists of four to twelve members, and from January 1, 2019 – of four to nine members. The members of the Management Board are appointed for a common term of three years.”

§ 28 article shall have the following wording:

„The Bank’s shareholders’ funds are:

- 1) share capital,
- 2) supplementary capital,
- 3) revaluation capital,
- 4) reserve capital,

- 5) general risk fund for unidentified risk of banking operations,
- 6) retained profit from previous years,
- 7) profit under approval and net profit for the current reporting period, calculated in accordance with the accounting principles in force, decreased by all anticipated encumbrances and dividends, in amounts not exceeding the amounts of profit verified by chartered auditors.”

§ 32 article shall have the following wording:

„1. Additional capital is established from net profit deductions in a fiscal year and a surplus obtained at issuing shares above their nominal value, remaining after covering the costs of issuance, from additional capital payments made by shareholders in exchange for assigning special rights to their existing shares without increasing the share capital. Additional capital may be earmarked for the coverage of balance sheet losses. The decision on using the additional capital is taken by the General Meeting.

2. Reserve capital is established regardless of the additional capital from net profit deductions in a fiscal year, earmarked to cover the balance sheet loss. The decision on using the reserve capital is taken by the General Meeting.

3. The general risk fund for unidentified risk related to banking operations is established from net profit deductions in the amount resolved by the General Meeting. The general risk fund is earmarked for unidentified risk related to banking operations.”

§ 37 shall have the following wording:

„The balance sheet profit of the Bank, decreased by deductions resulting from tax liabilities and equivalent payments pursuant to appropriate legal regulations, is appropriated for the following:

- 1) additional capital,
- 2) reserve capital,
- 3) general risk fund for unidentified risk related to banking operations,
- 4) dividend,
- 5) other purposes,

on the basis of and in the amount determined in the resolution of the General Meeting.”

Legal basis

§ 38 section 1 item 2 of the Regulation of the Minister of Finance dated on 19 February 2009 regarding the current and interim reports issued by issuers of securities as well as the terms of considering as equivalent the information required by laws of a non-member state (consolidated text: Journal of Laws of 2014, item 133).