



**The Resolutions  
adopted by the Ordinary General Meeting of the Company  
Convened on 29 June 2020**

**Resolution No. 1**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on the election of the Chairperson of the Ordinary General Meeting of BNP Paribas Bank Polska S.A.**

The Ordinary General Meeting resolves to elect Iwona Dorota Gajek as the chairperson.

The Resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 2**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on adoption of the agenda of the Ordinary General Meeting of BNP Paribas Bank Polska S.A.**

**§ 1**

The Ordinary General Meeting resolves to adopt the following agenda of the meeting:

1. Opening of the Meeting.
2. Election of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been convened in a proper manner and that it is capable of passing resolutions.
4. Acceptance of the Agenda of the Meeting.
5. Review of the Appraisal Report of the Supervisory Board on the Standalone Financial Statements of BNP Paribas Bank Polska S.A. for the fiscal year ended 31 December 2019, the Consolidated Financial Statements of the Capital Group of BNP Paribas Bank Polska S.A. for the year ended 31 December 2019, and of the Management Board's Report on Activities of BNP Paribas Bank Polska S.A. Capital Group in 2019 (including Management Board's Report on Activities of BNP Paribas Bank Polska S.A. in 2019), CSR and Sustainability Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group in 2019 and on the motion of the Management Board on the distribution of profit for the fiscal year 2019 together with the assessment of adequacy and effectiveness of the internal control system in BNP Paribas Bank Polska S.A. in 2019.

6. Review and approval of:
  - 1) Management Board's Report on activities of the Capital Group of BNP Paribas Bank Polska S.A. in 2019 (including Management Board's Report on activities of BNP Paribas Bank Polska S.A. in 2019).
  - 2) Separate Financial Statements of BNP Paribas Bank Polska S.A. for the fiscal year ended 31 December 2019,
  - 3) Consolidated Financial Statements of the Capital Group of BNP Paribas Bank Polska S.A. for the fiscal year ended 31 December 2019.
7. Passing a resolution on BNP Paribas Bank Polska S.A. profit distribution for the fiscal year 2019.
8. CSR and Sustainability Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group for the year 2019.
9. Report on the activities of BNP Paribas Bank Polska S.A. Supervisory Board and its committees for the year 2019 together with the assessments indicated in rule II.Z.10 of the 2016 Corporate Governance of Listed Companies and assessment of the Bank's compliance with the Principles of Corporate Governance for the supervised institutions of 22 July 2014 issued by the Polish Financial Supervision Authority.
10. Passing a resolution on the approval of the Remuneration Policy at BNP Paribas Bank Polska S.A. in 2019, presented by the Bank's Supervisory Board, in accordance with § 28 para. 4 of the Principles of Corporate Governance for Supervised Institutions of 22 July 2014, issued by the Polish Financial Supervision Authority.
11. Passing resolutions on granting a vote of acceptance to the members of the Management Board of BNP Paribas Bank Polska S.A. for the fulfilment of their duties in 2019.
12. Passing resolutions on granting a vote of acceptance to the members of the Supervisory Board of BNP Paribas Bank Polska S.A. for the fulfilment of their duties in 2019.
13. Passing resolutions on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.
14. Passing a resolution on adoption of the Regulations of the General Meeting of BNP Paribas Bank Polska S.A.
15. Passing resolutions on amending resolution no. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on the implementation of Incentive Programme for persons having material impact on the Bank's risk profile (risk takers) and resolution no. 5 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on issuance of subscription warrants, conditional increase of share capital by way of issuance of Series M Shares, depriving the existing shareholders of pre-emptive right to subscription warrants and pre-emptive right to Series M Shares, amendment to the Articles of Association and dematerialization of, and applying for admission of, Series M Shares, to trade on the regulated market.
16. Passing a resolution on determination of remunerations of the members of the Supervisory Board of BNP Paribas Bank Polska S.A.
17. Closing of the Meeting.

## § 2

The Resolution shall come into force on the day it has been passed.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

### **Resolution No. 3**

#### **of the Ordinary General Meeting of the Company BNP Paribas Bank Polska S.A. dated 29 June 2020**

**on the review and approval of the Management Board Report on the activities of the Capital Group of BNP Paribas Bank Polska S.A. in 2019 (including the report on the activities of BNP Paribas Bank Polska S.A. in 2019).**

Acting pursuant to § 12 para. 1.1 and 1.2. of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

#### **§ 1**

The Ordinary General Meeting reviewed and accepted the Management Board Report on the activities of the Capital Group of BNP Paribas Bank Polska S.A. in 2019 (including the report on the activities of BNP Paribas Bank Polska S.A. in 2019).

#### **§ 2**

The Resolution shall come into force on the day it has been passed.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

### **Resolution No. 4**

#### **of the Ordinary General Meeting of the Company BNP Paribas Bank Polska S.A. dated 29 June 2020**

**on the review and approval of the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the fiscal year ended on 31 December 2019.**

Acting pursuant to § 12 para. 1.1 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

#### **§ 1**

The Ordinary General Meeting reviewed and approved the Separate Financial Statements of BNP Paribas Bank Polska S.A., for the fiscal year ended on December 31, 2019 consisting of:

- profit and loss account for the period from 1 January 2019 to 31 December 2019 showing net profit of PLN 628 696 thousand (six hundred twenty-eight million six hundred eighty-six thousand zlotys),
- statement of comprehensive income for the period from 1 January 2019 to 31 December 2019 with the total positive comprehensive income of PLN 612 797 thousand (six hundred twelve million seven hundred ninety-seven thousand zlotys),
- statement of financial position prepared as at 31 December 2019 showing total assets of PLN 106 592 130 thousand (one hundred and six billion five hundred ninety-two million one hundred and thirty thousand zlotys),
- statement of changes in equity for the period from 1 January 2019 to 31 December 2019 disclosing an increase in equity by PLN 612 740 thousand (six hundred and twelve million seven hundred forty thousand zlotys),
- statement of cash flows for the period from 1 January 2019 to 31 December 2019 showing an increase in cash by PLN 1 425 733 thousand (one billion four hundred twenty-five million seven hundred thirty-three thousand zlotys),

and

- Auditor's notes to financial statements.

## § 2

The Resolution shall come into force on the day it has been passed.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

## **Resolution No. 5**

### **of the Ordinary General Meeting of the Company BNP Paribas Bank Polska S.A. dated 29 June 2020**

#### **on the review and approval of the Consolidated Financial Statements of the Capital Group of BNP Paribas Bank Polska S.A. for the fiscal year ended on 31 December 2019.**

Acting pursuant to § 12 para. 1.2 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

## § 1

The Ordinary General Meeting reviewed and approved the Consolidated Financial Statements of the Capital Group of Bank BNP Paribas Bank Polska S.A. for the fiscal year ended December 31, 2019 consisting of:

- consolidated statement of profit and loss for the period from 1 January 2019 to 31 December 2019 showing net profit of PLN 614 694 thousand (six hundred fourteen million six hundred eighty-four thousand zlotys),
  - consolidated statement of other comprehensive income for the period from 1 January , 2019 to 31 December 2019 with a total positive comprehensive income of PLN 598 766 thousand (five hundred eighty-eight million seven hundred sixty-six thousand zlotys),
  - consolidated statement of financial position drawn up as at 31 December 2019 with total assets of PLN 109 954 142 thousand (one hundred nine billion nine hundred fifty-four million one hundred forty-two thousand zlotys),
  - consolidated statement of changes in equity for the period from 1 January 2019 to 31 December 2019 showing an increase in equity by PLN 599 570 thousand (five hundred ninety-nine million five hundred seventy thousand zlotys),
  - consolidated statement of cash flows for the period from 1 January 2019 to 31 December 2019 showing increase in cash of PLN 1 407 756 thousand (one billion for hundred and seven million seven hundred and fifty-six thousand zlotys)
- and
- Auditor's notes to the consolidated financial statements.

## § 2

The Resolution becomes effective on the date it has been passed.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

## **Resolution No. 6**

### **of the Ordinary General Meeting of the Company BNP Paribas Bank Polska S.A. dated 29 June 2020**

#### **on the profit distribution of BNP Paribas Bank Polska S.A. for the fiscal year 2019.**

Acting pursuant to § 12 para. 1.3 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

#### **§ 1**

The profit after tax (net financial result) of BNP Paribas Bank Polska S.A. for the fiscal year 2019 amounting to PLN 628 696 429,18 (six hundred twenty-eight million six hundred eighty-six thousand four hundred twenty-nine zlotys and eighteen grosz) will be allocated in whole to reserve capital.

#### **§ 2**

The Resolution shall come into force on the day it has been passed.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

## **Resolution No. 7**

### **of the Ordinary General Meeting of the Company BNP Paribas Bank Polska S.A. dated 29 June 2020**

#### **on the review and approval of the CSR and Sustainability Report presenting non-financial information of BNP Paribas Bank Polska S.A. and the Capital Group of BNP Paribas Bank Polska S.A. for the year 2019.**

Acting pursuant to § 12 paras. 1.1. and 1.2 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

#### **§ 1**

The Ordinary General Meeting reviewed and approved the CSR and Sustainability Report presenting non-financial information of BNP Paribas Bank Polska S.A. and the Capital Group of BNP Paribas Bank Polska S.A. for the year 2019.

#### **§ 2**

The Resolution becomes effective on the date it has been passed.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

## **Resolution No. 8**

### **of the Ordinary General Meeting of the Company BNP Paribas Bank Polska S.A. dated 29 June 2020**

**on the review and approval of the Report on activities of the Supervisory Board of BNP Paribas Bank Polska S.A. and its committees in 2019 together with the assessments indicated in rule II.Z.10 of the Best Practices of WSE Listed Companies 2016 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions of 22 July 2014 issued by the Polish Financial Supervision Authority.**

Acting pursuant to § 12 para. 2.8 and § 20 para. 1.2 letter e) of the Articles of Association of BNP Paribas Bank Polska S.A. in conjunction with rule II.Z.10 of the Best Practices of WSE Listed Companies 2016 and § 27 of Principles of Corporate Governance in supervised institutions issued by the Polish Financial Supervision Authority, the Ordinary General Meeting resolves as follows:

#### **§ 1**

The Ordinary General Meeting reviewed and approved the "Report on activities of the Supervisory Board of: BNP Paribas Bank Polska S.A. and its committees in 2019 together with the assessments indicated in rule II.Z.10 of the "Best Practices of WSE Listed Companies 2016" and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions of 22 July 2014 issued by the Polish Financial Supervision Authority."

#### **§ 2**

The Resolution becomes effective on the date it has been passed.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

## **Resolution No. 9**

### **of the Ordinary General Meeting of the Company BNP Paribas Bank Polska S.A. dated 29 June 2020**

**on the adoption of the annual report on the assessment of the remuneration Policy in 2019 in accordance with § 28 of Principles of Corporate Governance for Supervised Institutions of 22 July 2014 issued by Polish Financial Supervision Authority.**

Acting pursuant to § 12 para. 2.8 and 2.10 of the Articles of Association of Paribas Bank Polska S.A.) and accordance with § 28 paras. 3 and 4 of Principles of Corporate Governance for Supervised Institutions issued by Polish Financial Supervision Authority, the Ordinary General Meeting resolves as follows:

#### **§ 1**

Following the review, the Ordinary General Meeting adopts the report on the assessment of the remuneration policy in BNP Paribas Bank Polska S.A. submitted to the Ordinary General Meeting by the Supervisory Board of BNP Paribas Bank Polska S.A. including also Remuneration Policy for persons having material impact on the risk profile of BNP Paribas

Bank Polska S.A and considers that remuneration policy supports the development and security of BNP Paribas Bank Polska S.A. operations.

§ 2

The Resolution shall come into force on the date it has been passed.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

**Resolution No. 10**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr Przemysław Gdański – President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

**Resolution No. 11**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jean-Charles Aranda, Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 12**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Daniel Astraud – Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 13**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Philippe Paul Bezieau – Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 14**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. André Boulanger – Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

**Resolution No. 15**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Przemysław Furlepa – Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

**Resolution No. 16**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Wojciech Kemblowski – Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

**Resolution No. 17**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Kazimierz Łabno – Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

**Resolution No. 18**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Jaromir Pelczarski – Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

**Resolution No. 19**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jerzy Śledziwski – Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

**Resolution No. 20**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Volodymyr Radin Vice President of the Management Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 21**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Józef Wancer, President of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 22**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Jean Paul Sabet, Vice President of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 23**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Jarosław Bauc, Vice President of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 24**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Francois Andre Benaroya, Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 25**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Stefaan Decraene, Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 26**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Jacques d'Estais, Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 27**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Michel Falvert, Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 28**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Mr. Piotr Mietkowski, Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 29**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of her duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

§ 1

To grant a vote of acceptance to Ms. Monika Nachyła, Member of the Supervisory Board of the Bank for the fulfilment of her duties for 2019 financial year.

§ 2

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 30**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Stéphane Vermeire, Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 31**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Mr. Mariusz Warych, Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 32**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of her duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Ms. Sofia Merlo, Member of the Supervisory Board of the Bank for the fulfilment of her duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 33**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of her duties for 2019 financial year.**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves:

**§ 1**

To grant a vote of acceptance to Ms. Magdalena Dziejguć, Member of the Supervisory Board of the Bank for the fulfilment of her duties for 2019 financial year.

**§ 2**

The resolution shall come into force on the day it has been passed.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes "for", 0 votes "against" and 0 votes "abstained"*

**Resolution No. 34**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on the appointment of a member of the Supervisory Board of BNP Paribas Bank Polska S.A.**

Acting pursuant to § 12 para. 2. 2 and § 16 para. 1 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves the following:

§ 1

Vincent Metz is hereby appointed member of the Supervisory Board of BNP Paribas Bank Polska S.A.

§ 2

The Resolution shall come into force on the date of its adoption.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 141.305.428 votes "for", 552.831 votes "against" and 800.000 votes "abstained"*

**Resolution No. 35**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on the appointment of a member of the Supervisory Board of BNP Paribas Bank Polska S.A.**

Acting pursuant to § 12 para. 2. 2 and § 16 para. 1 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves the following:

§ 1

Lucyna Stańczak-Wuczyńska is hereby appointed member of the Supervisory Board of BNP Paribas Bank Polska S.A. as of 1 December 2020.

§ 2

The Resolution shall come into force on the date of its adoption.

*In the secret vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 141.305.428 votes "for", 552.831 votes "against" and 800.000 votes "abstained"*

**Resolution No. 36**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

**on adoption of the Regulations of the General Meeting of Shareholders of BNP Paribas Bank Spółka Akcyjna.**

Acting pursuant to § 12 para. 2 sub-para. 10 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves the following:

§ 1

Ordinary General Meeting resolves to determine the following text of Rules of Procedure of the General Meetings of Shareholders of BNP Paribas Bank Polska Spółka Akcyjna:

**REGULATIONS OF THE GENERAL MEETING  
OF BNP PARIBAS BANK POLSKA SPÓŁKA AKCYJNA  
WITH ITS REGISTERED OFFICE IN WARSAW**

*(hereinafter referred to as "the Regulations")*

**GENERAL PROVISIONS**

**§ 1**

1. Regulations of the General Meeting of BNP Paribas Bank Polska S.A. („**The General Meeting**") defines the principles of holding General Meetings of BNP Paribas Bank Polska S.A. ("**the Bank**").
2. A General Meeting is held according to the provisions of the Commercial Companies Code (ccc), Banking Law, Law on public offering and on conditions of introducing financial instruments to organised trade and on listed companies, Articles of Association of the Bank, these Regulations, including the Good Practices in companies listed at Warsaw Stock exchange (GPW)", adopted by Giełda Papierów Wartościowych S.A. (Warsaw stock exchange).

**CONVENING THE GENERAL MEETING**

**§ 2**

1. General Meetings are convened as ordinary or extraordinary general meetings. General Meeting is convened, in a manner defined in the Bank's Articles of Association, by the Bank's Management Board or - in cases defined in the Articles of Association – by the Supervisory Board or by a shareholder or shareholders representing jointly at least 1/20 of share capital.
2. A General Meeting is held at the Bank's seat.
3. A General Meeting is convened by publishing an announcement at the Bank's website and in the manner specified for disclosing current information, in accordance with the legal provisions on public offering and terms and conditions for introducing financial instruments to organized trading and public companies, at least twenty-six (26) days before the date of the General Meeting.
4. As of the date of convening the General Meeting, the Bank publishes information required by the provisions of the Commercial Companies Code at the Bank's website.

**PARTICIPATION IN A GENERAL MEETING**

**§ 3**

1. The General Meetings may be attended, and voting right may be exercised by, persons being shareholders of the Bank sixteen (16) days prior to the date of the General Meeting who requested the entity maintaining a securities account for issue of a registered certificate on the right to attend the General Meeting, having rights from registered shares, pledgees and users who have a right of vote if they have been entered in the share book sixteen (16) days prior to the date of the General Meeting (date of registration of attendance in the General Meeting).
2. The list of persons authorised from bearer shares, to attend the General Meeting is defined by the Bank on the basis of a list prepared by the entity maintaining the securities deposit according to the provisions of the law on financial instruments trade.

**§ 3a**

1. The General Meeting may be held in the manner enabling shareholders to participate in the General Meeting session using electronic communication means, including in

particular:

- 1) real-time broadcasting of the General Meeting session,
- 2) real time bilateral communication enabling shareholders to take the floor in the course of the General Meeting,
- 3) execution of the right to vote in the course of the General Meeting, in person or through an attorney,

in every case, should the Management Board decide so, specifying at the same time the following in the announcement about convening the General Meeting: principles of participation in the General Meeting and of exercising vested rights using electronic communication means, and requirements and limitations necessary to identify shareholders and ensure security of electronic communication.

2. An announcement of convening a General Meeting in which participation with the use of means of electronic communication is allowed contains, in particular, the following information: 1) on the possibility and manner of participation in the General Meeting using electronic communication means, 2) manner of taking the floor in the course of the General Meeting using electronic communication means, 3) method of exercising the right to vote using electronic communication means, 4) method of filing objections to resolutions using electronic communication means.
3. Shareholders using the possibility to participate in a General Meeting via electronic communication means bear the risks related thereto, in particular arising from failure to receive broadcasting, communication or to exercise the right to vote during the General Meeting as a result of a breakdown or connection disruption, for reasons beyond the Bank's control.
4. The Bank ensures publicly available broadcasting of the General Meeting sessions. Information on the planned broadcasting of the General Meeting sessions is published at the Bank's website: <https://www.bnpparibas.pl/relacje-inwestorskie/walne-zgromadzenie>.

## **LIST OF SHAREHOLDERS**

### **§ 4**

1. A list of shareholders authorised to attend the General Meeting should be prepared and signed by the Bank's Management Board and made available for inspection in the Bank's office for three (3) business days prior to the date of the General Meeting. Such a documentation should contain the following:
  - 4) surnames and names of persons or names of companies being eligible shareholders,
  - 5) place of residence (registered office) of eligible shareholders,
  - 6) number and type of shares, numbers of shares due to eligible shareholders,
  - 7) number of votes due to eligible shareholders.
2. The Bank's Management Board shall, at a prior demand of a shareholder including such shareholder's electronic mail address, send such shareholders a list of shareholders in an electronic form.
3. A shareholder may demand that a copy of motions regarding cases being on the agenda of the General Meeting should be released to him within one week prior to the date of the General Meeting.

### **§ 5**

1. A shareholder shall have the right to attend the General Meeting and exercise voting rights in person or by a proxy.
2. Proxy document allowing for attendance in the General Meeting and execution of a voting right must be prepared in writing, otherwise it is null and void, and should be attached to the minutes.
3. representatives of shareholders and their proxies should present excerpts from registers or other documents listing persons empowered to represent such entities.
4. If a member of the Management Board or of the Supervisory Board, liquidator, employee of the Bank or of the Bank's subsidiary company is a representative at the General Meeting, such proxy document empowers representation at only one General Meeting. Such proxy

- may not be further granted to another person / entity.
5. A proxy document empowering to attend a General Meeting and execute a right of vote may have an electronic form. Granting a proxy in an electronic form does not need a safe electronic signature verified with a valid qualified certificate.
  6. Notification of granting a proxy in an electronic form and of its recalling may be sent by the Bank's shareholders or other persons authorised to attend a General Meeting only by electronic mail to the address: walne.zgromadzenie@bnpparibas.pl.
  7. When a notification of granting a proxy electronically, a shareholder or another person empowered to attend a General Meeting shall send the following via electronic mail address indicated in para. 6:
    - 1) registered certificate of a right to attend a General Meeting and also a scan of an ID or passport including data enabling identification of the holder (private individual) or a scan or copy of a register proper for such legal person or organisational unit without legal personality,
    - 2) scan of a granted proxy including details of the principal or persons acting on behalf of the principal, according to the principal's applicable principles of representation,
    - 3) scan of an ID or passport (including data enabling identification of the holder) of a proxy who is a private individual,
    - 4) scan of a copy of the register proper for a proxy who is a private individual or organisational unit without legal personality,
    - 5) address of electronic mail for communication with a shareholder or another person authorised to attend a General Meeting and his proxy.
  8. The Bank's Management Board may indicate additional ways of communication with the Bank using means of electronic communication, including for notification of granting a proxy electronically, by posting the respective information on the Bank's website or in the announcement of a convention of a General Meeting.
  9. Provisions of paras. 7 - 8 apply to the notification of a proxy recall by electronic way.
  10. Proxy document granted in a foreign language should be translated into Polish by a sworn translator.

## **OPENING OF THE GENERAL MEETING AND ELECTION OF THE CHAIRPERSON**

### **§ 6**

1. A General Meeting is opened by its Chairperson or by deputy Chairperson of the Supervisory Board. If none of them may open a General Meeting, then the meeting is opened by a member of the Supervisory Board. If the a/m persons are absent, the General Meeting shall be opened by the President of the Management Board or a person indicated by the Bank's Management Board. A General Meeting elects a chairperson from among persons authorised to vote at a General Meeting or their proxies.
2. The person opening a General Meeting leads to immediate election of a Chairperson of the General Meeting („**Chairperson**”), ensuring correct course of vote and further presents the results. The person opening a General Meeting refrains from any other substantive or formal decisions.
3. A General Meeting elects a Chairperson exclusively from among persons authorised to attend a General Meeting with a voting right.
4. The person opening a General Meeting decides on the order of giving the floor concerning the proposing of candidates. The proposed candidates are entered in a list of candidates for Chairperson upon their consent made for the record of the General Meeting. A list of candidates is prepared by the person opening the General Meeting, provided that the number of proposed candidates may not exceed 5 (five) persons.
5. The person for whom the biggest number of valid votes "for" has been given is elected Chairperson. If a number of candidates receive the same number of votes, the voting is repeated.

### **§ 7**

1. Immediately upon election, the Chairperson verifies whether the shareholders have signed a list of presence and shareholders' proxies presented the required proxy documents

empowering them to represent the shareholders at a General Meeting. Shareholders who have not signed a list of presence earlier, should do so.

2. The list of presence, referred to in para 1 above, should include:
  - 1) name and surname or a company name of a participant of the General Meeting,
  - 2) information whether a participant in the General Meeting is a shareholder or another eligible person, or a proxy of a shareholder or another eligible person, and if the participant is a proxy of a shareholder or another eligible person - indication of the name and surname or name of a company of the represented shareholder or another eligible person,
  - 3) number of shares presented by the participant of the General Meeting,
  - 4) number of votes due to the participant of the General Meeting,
  - 5) signature of the participant of the General Meeting,
  - 6) signature of the Chairperson.
3. Chairperson signs the list of presence which is further made available for the time of the General meeting.
4. If there is any change of the participants of the General Meeting, the list of presence is changed accordingly.
5. On signing the list of presence, the Chairperson confirms, in agreement with the notary public drafting the minutes, correctness of convention of the General Meeting and its ability to pass resolutions, and further announces this to the participants and presents the agenda to them.

## § 8

1. The Chairperson chairs the General Meeting according to the adopted agenda and provision of the Regulations.
2. The Chairperson should secure an efficient course of the General Meeting, respecting the rights and interests of all shareholders and other eligible persons.
3. The Chairperson should not, without a valid reason, offer to resign from his function or delay, without good reason, signature of the minutes from the General Meeting.
4. The Chairperson should in particular, counteract abuse of rights by the participants of the General Meeting and ensure that the rights of minority shareholders are respected.
5. The Chairperson's responsibilities include in particular:
  - 1) giving the floor,
  - 2) issuing due procedural orders during the General Meetings, in particular - if needed - preparing a list of those offering to discuss and defining the maximum time of speech, taking the right to speak away from the participants of the General Meeting, especially when the speech concerns matters that are not on the agenda of the General Meeting, or goes beyond the agenda, violates the law or good manners, makes correct course of the meeting impossible,
  - 3) ordering procedural breaks, votes, watch over their correct course and announcing the results of voting,
  - 4) stating that individual resolutions have been or have not been passed and announcing them,
  - 5) stating that the agenda of the General Meeting has been exhausted,
  - 6) solving any doubts related to the Regulations,
  - 7) cooperating with the notary public drafting the minutes,
  - 8) approving the recording of the General Meetings using devices recording picture and / or sound,
  - 9) signing the minutes from the General Meeting immediately after its being drafted by the notary public.
6. Brief breaks in meetings which are not the reason for adjournment, ordered by the Chairperson in justified cases, such breaks may not result in hampering the shareholders' execution of their rights.
7. Voting over organisational and formal matters may only relate to any issues concerning the chairing of the General Meeting. This procedure does not relate to the voting of resolutions that may affect execution of the shareholders' rights.
8. Participant of the General Meeting who has a voting right may appeal against a decision

of the Chairperson. Such appeal is processed and decided by the General Meeting by way of resolution.

9. The Chairperson may seek an assistance of lawyers or other experts present at the General Meeting.

## **§ 9**

1. The Chairperson may, on his own initiative or at a request of the shareholders attending the General Meeting, holding 1/10 of share capital represented at the General Meeting, that a Returning Committee or a Motions Committee should be appointed in order to facilitate the course of the General Meeting.
2. The responsibilities of the returning committee include supervising the correctness of the voting process, establishing the voting results and presenting the results to the Chairperson and performing other activities associated with the voting. If any irregularities in the voting are found, the committee is required to immediately notify the fact to the Chairperson. Documents including the results of each voting are signed by all members of the returning committee and the Chairperson.
3. The responsibilities of the Motions Committee include phrasing motions put forward by the shareholders.
4. The Returning Committee as well as the Motions Committee are composed of 3 (three) members.
5. Committee members are elected from among persons authorised to attend the General Meeting or their proxies. The Chairperson decides on the order of giving the floor concerning proposing candidates for Committee members. If a motion on the appointment of the Returning Committee has been filed by the shareholders attending a General Meeting, who hold 1/10 of the share capital represented at the General Meeting, the appointed shareholders may elect one member of such Committee. The proposed candidates are entered in a list of candidates for Committee members upon their consent made for the record. A list of candidates is prepared by the Chairperson. Three persons for whom the biggest number of valid votes "for" has been given are elected as Committee members.
6. The Committees elect a chairperson and secretary from among their members.
7. The Chairperson may waive appointment of the Returning Committee if the voting takes place by way of electronic means (such as cards or similar devices issued to the shareholders, which record the number of votes due to such shareholders), provided that appointment of such committee is requested by the shareholders attending the General Meeting, who hold 1/10 of the share capital represented at the General Meeting.

## **COURSE OF THE GENERAL MEETING**

### **§ 10**

1. The General Meeting should be attended by the members of the Management Board and members of the Supervisory Board in a composition enabling to give a substantive answer to questions asked at the General Meeting. If the General Meeting discusses financial issues, a chartered accountant should attend such meeting.
2. Members of the Supervisory Board and the Management Board and a chartered accountant attending a General Meeting should, within the scope of their competences and in the scope necessary for deciding on cases being on the agenda of the General Meeting, provide the General Meeting participants with any explanations and information on the Bank, following the provisions of the commercial companies code, the law on financial instruments trade, and the law on public offering and the conditions of introducing financial instruments to organised trade, and on listed companies, and such information may not be presented in a manner other than the one arising from such laws, especially art. 428 of the commercial companies code applies to the information presented by a Management Board member at a request of a General Meeting participant having a voting right.
3. A General Meeting may be attended by experts and other persons invited by the convening body.
4. At the consent of the Chairperson the General Meeting may be attended by representatives

of the media.

### **§ 11**

1. Upon calling an item on the agenda the Chairperson or a person indicated by the Chairperson discusses a given item and afterwards the Chairperson opens a discussion giving the floor in the order of applying for taking the floor. The Chairperson may give the floor, out of turn, to the members of the Management Board, members of the Supervisory Board and the invited experts.
2. The floor may be taken only on the items on the agenda and currently discussed, however, at the consent of the General Meeting discussion may be held on a combination of items on the agenda.
3. In a discussion, a participant may speak out on each item on the agenda only twice.
4. The Management and Supervisory Boards have a right to answer the motions proposed during discussion.
5. The Chairperson may admonish a person who deviates from the topic of discussion or exceeds the allowed time defined by the Chairperson and ultimately, the Chairperson may take the floor away from such person.

### **§ 12**

1. The Chairperson may give the floor off the agenda or in connection with a discussion only for the purpose of making a formal motion. A formal motion is a motion concerning the manner of proceeding and voting. This procedure does not relate to the voting of resolutions that may affect execution of the shareholder's rights.
2. Formal motions include in particular motions for:
  - 1) break, adjournment or closing a meeting,
  - 2) adjournment of, or closing, a discussion,
  - 3) proceeding to the agenda,
  - 4) voting without discussion,
  - 5) change in a manner of voting,
  - 6) limiting the time of speaking,
  - 7) order of voting on individual motions,
  - 8) checking the number of votes of the persons present at the General Meeting,
3. The General Meeting decides on a formal motion by an ordinary majority of votes cast.
4. Before putting a formal motion to vote, the Chairperson makes precise and presents the content of the proposed motion.
5. The Chairperson in the first place puts to vote the farthest going motion which may exclude the need to vote the other motions.
6. A formal motion rejected in vote may not be proposed again in discussion on the same matter.
7. Ordering adjournment, which may take place in special situations, can only happen on the basis of a resolution of the General Meeting, passed by a majority of 2/3 votes. A resolution on the ordering of an adjournment should include the date of reopening and justification of such adjournment being ordered. The adjournments may not take longer than a total of 30 (thirty) days.
8. The provisions of para. 7 of this section do not apply to short procedural breaks ordered by the Chairperson of the General Meeting. Breaks ordered in such manner may not aim to hamper the shareholders executing their rights.

### **§ 13**

1. A motion made on the agenda of the General Meeting, including a motion for waiver of processing of a case being on the agenda should be prepared in writing or using electronic communication means (provided that the General Meeting is held in a manner allowing shareholders to participate in the session using electronic communication means, in accordance with § 3a above) and include justification to enable a resolution to be passed with due understanding.
2. A motion leading to a change of a draft should also include the content of resolution to be passed by the General Meeting. The requirement to prepare a justification does not relate

to resolutions of an editorial character.

## **VOTING**

### **§ 14**

1. If the proposed motion concerns amendment to a draft resolution (amendment), first the amendment is put to vote and further the whole draft resolution is voted.
2. If in a given case a number of motions are proposed including different proposals, the Chairperson shall establish which motions should be regarded to be farthest reaching and put them to vote in this order. Motions contrary to the motion accepted shall not be put to vote.
3. Upon closing discussion of a given item on the agenda, the Chairperson orders a vote to be taken on the draft resolution.
4. Before taking vote, the draft resolution should be read out. It is allowed to only make reference to a draft resolution text received by the General Meeting participants if it is lengthy and none of the participants made an objection.
5. Removing from the agenda or waiving discussion of an item on the agenda by the Bank's shareholders require a resolution to be passed by the General Meeting and approval by all the Bank's shareholders who proposed to put a specific case on the agenda of the General Meeting.

### **§ 15**

1. Voting at the General Meeting is open.
2. Secret voting is ordered in the following cases:
  - 1) in elections or on motions for recall of the members of the Bank's bodies or liquidators,
  - 2) for bringing to justice the members of the Bank's bodies or liquidators,
  - 3) in staff related cases,
  - 4) at demand of at least one shareholder or his representative,
  - 5) in other cases defined in applicable provisions of law.
3. Voting at the General Meeting may be held via electronic vote counting device. The respective decision is taken by the Chairperson and the provisions of the Regulations apply in such a situation accordingly.
4. The electronic vote counting device should ensure that the number of votes cast corresponds with the number of shares held, that a different voting is possible and in case of secret vote, identification of the manner of voting by individual shareholders is possible.
5. A person voting against a resolution may demand that her/his protest and justification are minuted.
6. At the demand of a participant of the General Meeting, such person's written statement is minuted.
7. If the provisions of law or the Bank's Articles of Association require, for passing a specific resolution, that some conditions must be met, especially, representation of a specific part of the share capital, the Chairperson confirms and announces, before the vote is taken, the ability of the General Meeting to pass such a resolution and informs what majority is required for such resolution to be passed.
8. Upon receiving the result of voting, the Chairperson notifies the number of votes for the resolution, the number of votes against the resolution and the number of votes "abstained", and further, states whether the resolution has been passed.

## **RESOLUTIONS OF THE GENERAL MEETING**

### **§ 16**

Subject to the absolutely binding provisions of law and provisions of the Bank's Articles of Association, resolutions of the General Meeting are passed by an ordinary majority of votes cast. In cases such as amendments to the Bank's Articles of Association, including in particular change of the Bank's company, its registered office, business profile, increase or decrease of its share capital, issue of convertible bonds and bonds with pre-emptive right, taking up the

Bank's shares as well as subscription warrants, and also liquidation or dissolution of the Bank, sale of the whole or part of the bank enterprise and merger with another bank, resolutions of the General Meeting shall be passed by a majority of 3/4 of votes cast. A resolution on the Bank's merger with another company requires a resolution of the General Meeting passed by a majority of 2/3 of votes cast.

## **MINUTES**

### **§ 17**

1. Resolutions of the General Meeting should be included in the minutes drafted by the notary public.
2. Minutes are prepared in accordance with the provisions of the commercial companies code and Banking law. The minutes confirm correctness of convention of the General Meeting and its ability to pass resolutions; the passed resolutions are listed, for each resolution the following is given: number of shares from which valid votes were cast, percentage of the shares in the share capital, the total number of valid votes, number of votes "for", "against" and "abstained", as well as objections and statements made. Minutes should also include the text of motions proposed during a General Meeting, name and surname or company of a person on behalf of whom the motion was put forward, and the decision on the motion.
3. A list of presence with signatures of the participants of the General Meeting should be attached to the minutes. The Management Board should attach the proof of convention of the General Meeting to the book of minutes.
4. Excerpt from the minutes together with the proof of convention of the General Meeting and proxies granted by the shareholders are attached to the book of minutes by the Management Board. Shareholders may review the book of minutes and also demand that copies of resolutions certified by the Management Board be released to them.
5. Within one week following the end of the General Meeting, the Management Board shall disclose, on the Bank's website, the results of voting in the scope indicated in para. 2 of this section.
6. Minutes should be provided by the Management Board to the Polish Financial Supervision Authority within 14 (fourteen) days following the date of the end of the General Meeting.

## **APPOINTING MEMBERS OF THE SUPERVISORY BOARD**

### **§ 18**

1. General Meeting elects members of the Supervisory Board provided that at least half of the members of the Bank's Supervisory Board should be persons having knowledge of Poland's banking market, at least two members of the Supervisory Board should be independent members, in accordance with the Bank's Articles of Association.
2. Each shareholder may propose candidates for a member of the Supervisory Board. A candidate is proposed with a justification and brief CV of the candidate, including especially education, and professional experience.
3. The proposed candidate is entered in the list of candidates upon presentation of a representation to the Chairperson that he/she agrees to be a candidate.
4. Voting is preceded by an assessment made by the Bank on the basis of candidate's statements and available sources of information, whether the candidate's knowledge and experience are adequate to the function of a member of the Supervisory Board from the perspective of a need to ensure that the tasks of the Supervisory Board are performed correctly.
5. Voting for Supervisory Board members is held separately for each candidate in a secret vote, by an absolute majority of votes. A vote given to more candidates than the number of mandates is invalid. The Supervisory Board will include such candidates who, having received an absolute majority of votes, received the biggest number of votes. If the number of votes is the same, the voting is repeated, following the above mentioned rules.
6. If the number of candidates proposed for members of the Supervisory Board is the same as the number of posts to be filled, the voting may be taken by way of simultaneous voting for all the candidates, provided that no protest has been lodged in this respect. If a protest

is made, the voting will take place applying the above mentioned general rules.

7. Each of the Bank's shareholders may put forward a motion for calling off individual or all members of the Supervisory Board. The motion for call off should include a justification. For a Supervisory Board member to be called off, an absolute majority of votes is required.
8. If, according to art. 385 § 3 of the commercial companies code, a correct motion has been put forward, for election, by the nearest General Meeting, of the Supervisory Board by way of voting for separate groups, the election shall be made according to the following rules:
  - 1) persons representing, at the General Meeting, the part of shares that results from division of the total number of represented shares by the number of the Supervisory Board members, may set up a separate group in order to elect one member of the Supervisory Board,
  - 2) mandates in the Supervisory Board that are not filled by a proper group of shareholders, set up according to point 1), shall be filled by way of voting involving all shareholders whose votes have not been cast when the Supervisory Board members were elected and the voting was performed by separate group voting,
  - 3) shareholders who will set up a separate group in order to elect a Supervisory Board member shall not participate in election of the other Supervisory Board members,
  - 4) group of shareholders set up on the basis of art. 385 § 3 of the commercial companies code shall elect a head of a given group, who prepares a list of the shareholders making up such group specifying the number of represented shares. Head of the group presents the list to the Chairperson who confirms the group's right to elect a specific number of the Supervisory Board members, and further signs the list,
  - 5) voting in a group is taken via electronic vote counting device, unless the group of shareholders decide on another way of voting following the principle of voting secrecy,
  - 6) minutes from the voting in individual groups shall be drafted by a notary public who takes minutes of resolutions of the General Meeting.

## **FINAL PROVISIONS**

### **§ 19**

If there are any discrepancies between the provisions of the Regulations and the applicable law, the provisions of the Regulations contrary to the applicable law shall not apply.

### **§ 20**

The Regulations apply to the General Meetings convened starting from the next General Meeting after the General Meeting during which the Regulations have been adopted”.

### **§ 2**

The Resolution shall become effective on the date of its passing.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 142,658,259 votes “for”, 0 votes “against” and 0 votes “abstained”*

## **Resolution No. 37**

**of the Ordinary General Meeting of the Company  
BNP Paribas Bank Polska S.A.  
dated 29 June 2020**

on amending resolution no. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on the implementation of the Incentive Programme for persons having material impact on the Bank's risk profile (risk takers) and resolution no. 5 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on issuance of subscription warrants, conditional increase of share capital by way of issuance of Series M Shares, depriving the existing shareholders of pre-emptive right to subscription warrants and pre-emptive right to Series M Shares, amendment to the Articles of Association and dematerialization of, and applying for, admission of Series M Shares, to trade on the regulated market.

#### § 1

1. The Ordinary General Meeting of BNP Paribas Bank Polska S.A. („the Bank”) hereby amends resolution no. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on the implementation of the Incentive Programme for persons having material impact on the Bank's risk profile (risk takers) and gives § 3 item 8 the following new wording:

*“8. Whenever this Resolution refers to issuance of, or granting, Warrants, it shall be understood as reference to the entering in the securities deposit maintained by Krajowy Depozyt Papierów Wartościowych S.A.” [national securities deposit]*

2. The Ordinary General Meeting of BNP Paribas Bank Polska S.A. (the “Bank”) hereby amends resolution no. 5 of the Extraordinary General Meeting dated 31 January 2020 on issuance of subscription warrants, conditional increase of share capital by way of issuance of Series M Shares, depriving the existing shareholders of pre-emptive right to subscription warrants and pre-emptive right to Series M Shares, amendment to the Articles of Association and dematerialization of, and applying for admission of, Series M Shares, to trade on the regulated market and gives the following new wording to:

(1) § 3 para. 5:

*“5. As long as it is allowed under the applicable regulations, the Warrants shall have a form of documents. If the applicable regulations require that the Warrants should be dematerialized, the Warrants shall be entered in the securities deposit maintained by Krajowy Depozyt Papierów Wartościowych S.A. The Warrants will be registered securities”.*

(2) § 3 para. 9:

*“9. The Extraordinary General Meeting hereby authorises the Supervisory Board to establish the terms and conditions of issuance of the Warrants of individual series, which will determine, i.a., the principles of making declarations on taking up Warrants, the content of the Warrants, dates of issue of the Warrants (taking into account restrictions arising from § 3 para. 1 hereof) and, if the Supervisory Board deems it necessary, the principles to be followed in the case of dematerialization of Warrants made in accordance with the provisions of the commercial companies code and their registering in the securities deposit maintained by Krajowy Depozyt Papierów Wartościowych S.A.”.*

(3) § 3 para. 11:

*“11. Whenever this Resolution refers to issuance of Warrants, it shall also be understood as reference to the entering of the Warrants in the securities deposit, referred to in para. 5 of this § 3.”.*

#### § 2

The Resolution shall become effective on the day of its passing.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 141.858.259 votes “for”, 0 votes “against” and 800.000 votes “abstained”*

## **Resolution No. 38**

### **of the Ordinary General Meeting of the Company BNP Paribas Bank Polska S.A. dated 29 June 2020**

#### **on determination of remunerations of the members of the Supervisory Board of BNP Paribas Bank Polska S.A.**

The Ordinary General meeting of BNP Paribas Bank Polska S.A. („the Bank”), acting pursuant to § 12 para. 2 item 7 of the Bank’s Articles of Association resolves as follows:

#### **§ 1**

1. Subject to para. 2 the members of the Supervisory Board shall receive the following monthly remunerations:

- 1) Chairperson of the Supervisory Board - in the amount of PLN 50 000 (fifty thousand zlotys),
- 2) Deputy Chairperson of the Supervisory Board– in the amount of PLN 25 000 (twenty-five thousand zlotys),
- 3) Member of the Supervisory Board– in the amount of PLN 12 500 (twelve thousand five hundred zlotys).

2. Member of the Supervisory Board holding a function of Chairperson of the Audit Committee shall only receive a monthly remuneration of PLN 25 000 (twenty-five thousand zlotys) and the independent member of the Supervisory Board who is also a member of the Audit Committee shall only receive a monthly remuneration of PLN 15 000 (fifteen thousand zlotys)

3. Member of the Supervisory Board shall receive remuneration, referred to in para. 1 or in para. 2, whatever the frequency of the meetings convened is, provided that a Member of the Supervisory Board does not give up his / her remuneration.

4. A Member of the Supervisory Board shall receive remuneration for each calendar month of his / her holding a function of a member of the Supervisory Board irrespective of his /her being present or absent at the Supervisory Board meetings.

5. If an appointment, call-off of or expiry of the mandate of, a member of the Supervisory Board, for other reasons or appointment or call-off from the function of Chairperson of deputy Chairperson of the Supervisory Board or Chairperson of the Internal Audit Committee took place during the calendar month, the remuneration shall be calculated in proportion to the actual number of days when the given function was performed.

6. The remuneration is paid in arrears, by the tenth day of each month following the month for which the member is entitled to the remuneration.

7. The remuneration shall be for the account of the Company.

8. A Supervisory Board member may give up his / her remuneration. To this end such member of the Supervisory Board shall inform the Chairperson of the Supervisory Board of his / her decision no later than one month prior to the date of remuneration pay-out. Member of the Supervisory Board who resigned of his/her remuneration, may make a request for remuneration pay-out to be restored through notifying his / her decision to the Chairperson of the Supervisory Board no later than one month prior to the date of pay-out of so restored remuneration.

9. A member of the Supervisory Board may get back the costs and expenses associated with the participation in the works of the Supervisory Board, especially the costs of travel, accommodation and catering, on the principles applicable in BNP Paribas Bank Polska S.A.

10. The Company shall deduct, from the a/m amounts of remuneration, advance payments towards income tax and possibly social and health insurance premiums, according to the applicable regulations.

11. A member of the Supervisory Board who is at the same time employed at any entity of the BNP Paribas SA capital group or in any subsidiary entity of any entity of the BNP Paribas S.A.

Capital group, shall not receive remuneration for holding a function of Member of the Supervisory Board.

§ 2

Resolution No. 62 of the Ordinary General Meeting dated 30th June 2016 on determination of remunerations of members of the Supervisory Board of Bank BGŻ BNP Paribas Spółka Akcyjna (as amended), is hereby repealed.

§ 3

The Resolution shall come into force on 1 December 2020.

*In the open vote on the resolution, 142,658,259 valid votes were cast from 142,658,259 shares representing 96,77% of share capital, of which 141.858.259 votes "for", 0 votes "against" and 800.000 votes "abstained"*