



## Entry of the Amendments to the Articles of Association of BNP Paribas Bank Polska S.A. into the National Court Register

### current report no. 11/2023

date: 31 March 2023

The Management Board of BNP Paribas Bank Polska S.A. ("the Bank") hereby announces that on 31 March 2023 the Bank obtained information that on 31 March 2023 the District Court for the capital city of Warsaw in Warsaw, XIII Business Division of the National Court Register registered some of the amendments to the Articles of Association of the Bank, adopted by the Extraordinary General Meeting of the Bank on 17 January 2023 ("EGM"), Resolutions no. 6 and 7.

Furthermore, the Bank provides the consolidated text of the Bank's Articles of Association, including the amendments registered by the Court on 31 March 2023.

New or amended provisions of the Bank's Articles of Association are as follows:

1. The existing § 5(3)(8)(e) shall be read as follows:

"offering banking securities and bonds not admitted to organized trading, with the proviso that the subject of the activities defined in sections b) and c) may also be bonds issued by the Bank Gospodarstwa Krajowego in favour of funds created, entrusted or transferred to this bank under separate legal acts, guaranteed by the Treasury and bonds issued by the Bank Guarantee Fund or an entity managing assets mentioned in Article 224, para. 1 of the Act of 10 June 2016 on the Bank Guarantee Fund, Deposit Guarantee Scheme and Resolution, and in reference to the activities specified in section c), the subject may also be bonds admitted to organized trade, mortgage bonds and other tradable securities incorporating property rights reflecting rights under an incurred debt or derivative instruments in which the underlying instrument are bonds, mortgage bonds, other tradable securities incorporating property rights reflecting rights under an incurred debt, interest rate or currency."

2. The existing § 5(3)(18) shall be read as follows:

"provide financial leasing and act as intermediary in provision of leasing"

3. The existing § 16(7) shall be read as follows:

"A member of the Supervisory Board can be reappointed for the Supervisory Board but for no more than three successive terms of office and not earlier than a year before the end of the current term"

4. The existing § 18(2) shall be read as follows:

"The meetings of the Supervisory Board are convened and chaired by the Chairman, and in his or her absence, the Vice Chairman. The meetings of the Supervisory Board are convened in the form of a written notification sent no later than fourteen days before the proposed date of the meeting to all members of the Supervisory Board and other invited persons. The notification of the calling of the Supervisory Board to a meeting should specify the proposed date and time, place and agenda of the meeting as well as the method of using the means of remote direct communication."

5. The existing § 19(1) shall be read as follows:

"For the validity of the resolutions of the Supervisory Board, it is required that all of the members of the Supervisory Board be notified in writing about the meeting and at least a half of the members of the Supervisory Board be present in the meeting, including the

Chairman or Vice Chairman. If due to the absence of the Chairman and the Vice Chairman in the meeting of the Supervisory Board, the Supervisory Board cannot pass valid resolutions, the meeting of the Supervisory Board shall be convened again, providing for fourteen-day's prior notice sent immediately after the end of the first meeting of the Supervisory Board, with the same agenda. At the further meeting of the Supervisory Board, the presence of the Chairman or Vice Chairman is not necessary for passing valid resolutions by the Supervisory Board. During a meeting, the Supervisory Board may not pass resolutions on issues not included in the agenda unless all Members of the Supervisory Board are present and no one opposed the passing of the resolution."

6. The existing § 33(1)(8) shall be deleted
7. The existing § 33(2)(7) shall be deleted
8. The existing § 33(2) points 4 and 5 shall be read as follows:

"The power to issue internal regulations shall be conferred upon:

4. member of the Bank's Management Board – with respect to the subordinated management area, including the issuance of circular letters introducing by-laws of organisational units in their subordinated area, models of official letters and forms, official instructions, fees and commissions tables, interest rate tables, as well as policies and methodologies to the extent specified by a resolution referred to in paragraph 3,

5. executive directors – with respect to the managed management area, and managing directors of the Bank and other persons in posts equivalent to managing directors of the Bank and the director of the Brokerage House - with respect to the subordinated organisational sections, units or other organisational forms, including also the issuance of model agreements, general terms and conditions of agreements, regulations, regulations of promotions and competitions, models of official letters and forms, and official instructions,"

#### Legal basis

*Article 5 item 1) and Article 6 of the Minister of Finance Ordinance dated 29 March 2018 regarding the current and periodic information disclosed by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (consolidated text: Journal of Laws of 2018, item 757)*