

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

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The Management Board of BNP Paribas Bank Polska S.A. ("the Bank") hereby announces that on 14 July 2023 the Bank obtained information that on 14 July 2023 the District Court for the capital city of Warsaw in Warsaw, XIII Business Division of the National Court Register registered the amendments to the Articles of Association of the Bank, adopted by the Ordinary General Meeting of the Bank on 30 June 2023.

Furthermore, the Bank provides the consolidated text of the Bank's Articles of Association, including the amendments registered by the Court on 14 July 2023.

New or amended provisions are as follows:

1. Art. 6 item 1) shall be read as follows:

"1) issue bonds, including capital bonds, convertible bonds, bonds with the pre-emption right as to subscription for the Bank's shares, as well as subscription warrants,"

2. Art. 12 para. 2 item 4) shall be read as follows:

"4) issuing convertible bonds and bonds with pre-emption right as to subscription for the Bank's shares, subscription warrants, as well as capital bonds that are convertible into the Bank's shares,"

3. Art. 13 para. 2 shall be read as follows:

"2. Except as provided for in absolutely binding law and these Articles of Association, the resolutions of the General Meeting shall be passed with a simple majority of votes cast. The resolutions of the General Meeting on amendments to the Articles of Association, including in particular a change of the Bank's business name, its registered office, profile of activities referred to in § 5 para. 2, increase or decrease of the Bank's share capital, issue of convertible bonds and bonds with pre-emption right as to subscription for the Bank's shares, subscription warrants, as well as capital bonds that are convertible into the Bank's shares, and also liquidation or dissolution of the Bank, sale of the entire or part of the banking enterprise, are adopted with the majority of three fourths of votes cast. A resolution on the merger of the Bank with another bank or credit institution, requires the resolution of the General Meeting adopted with the majority of two thirds of votes."

4. Art. 16 para. 1 shall be read as follows:

"1. The Supervisory Board of the Bank shall be composed of five to twelve members appointed for a joint five-year term of office by the General Meeting. The term of office is calculated in financial years (the first financial year of the term of office is each time the financial year in which the holding of a position began, even if it began during a financial year). The number of members of the Supervisory Board of the particular term of office shall be determined by the General Meeting. At least half of the members of the Supervisory Board of the Bank should have good knowledge of the banking market in Poland, i.e. they should have a good command of Polish and have gained the required experience on the Polish market."

5. Art. 21 para. 1 shall be read as follows:

"1. The Management Board of the Bank consists of four to nine members. The members of the Management Board of the Bank are appointed for a joint term of three years. The term of office is calculated in financial years (the first financial year of the term of office is each time the financial year in which the holding of a position began, even if it began during a financial year)."

6. Art. 22 para. 2 item 14) is added and reads as follows:

"14) the allocation of shares in exchange for capital bonds in connection with an increase in share capital through the conversion of capital bonds into shares in the event of an initiating event."

7. Art. 30 para. 3 is added and reads as follows:

"3. Pursuant to Article 77 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, the reduction, redemption or repurchase of Common Equity Tier 1 instruments requires prior authorisation by the Polish Financial Supervision Authority."

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)