



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

### current report no. 17/2025

date: 30 April 2025

The Management Board of BNP Paribas Bank Polska S.A. ("the Bank") hereby announces that on 29 April 2025 the Bank obtained information that on 29 April 2025 the District Court for the capital city of Warsaw in Warsaw, XIII Business Division of the National Court Register:

**(1) registered the increase of the share capital of the Bank up to PLN 147,880,491 (in words: one hundred forty-seven million eight hundred eighty thousand four hundred ninety-one zlotys), as a result of taking up the series M shares and series N shares by the eligible persons, under the terms and conditions set forth in para. 29a, item 2, section d) and para. 29b, item 2, section a) of the Articles of Association of BNP Paribas Bank Polska S.A. In connection with the above, § 29 item 1 of the Bank's Articles of Association has been amended.**

Amended provisions of § 29 item 1 the Bank's Articles of Association are as follows:

"1. The share capital of the Bank shall amount to PLN 147,880,491 (in words: one hundred forty-seven million eight hundred eighty thousand four hundred ninety-one zlotys) and shall be divided into 147,880,491 (in words: one hundred forty-seven million eight hundred eighty thousand four hundred ninety-one) inscribed shares and bearer shares with nominal value of PLN 1 (in words: one zloty) each, including:

- a) 15,088,100 (fifteen million eighty eight thousand, one hundred) A series shares, from number 00000001 to number 15088100;
- b) 7,807,300 (seven million eight hundred and seven thousand, three hundred) B series shares, from number 00000001 to number 7807300;
- c) 247,329 (two hundred and forty seven thousand, three hundred and twenty- nine) C series shares, from number 000001 to number 247329;
- d) 3,220,932 (three million two hundred and twenty thousand, nine hundred and thirty two) D series shares, from number 0000001 to number 3220932;
- e) 10,640,643 (ten million six hundred and forty thousand, six hundred and forty three) E series shares, from number 00000001 to number 10640643;
- f) 6,132,460 (six million one hundred and thirty-two thousand, four hundred and sixty) F series shares, from number 00000001 to number 6132460;
- g) 8,000,000 (eight million) G series shares, from number 00000001 to number 8000000;
- h) 5,002,000 (five million two thousand) H series shares from number 00000001 to number 5002000;
- i) 28,099,554 (twenty-eight million ninety-nine thousand five hundred fifty-four) I series shares from number 00000001 to number 28099554;
- j) 2,500,000 (two million five hundred thousand) J series shares from number 00000001 to number 2500000;
- k) 10,800,000 (ten million eight hundred thousand) K series shares from number 00000001 to number 10800000;
- l) 49,880,600 (forty-nine million eight hundred eighty thousand six hundred) L series shares, from number 00000001 to number 49880600;
- m) 322,859 (three hundred twenty-two thousand eight hundred fifty-nine) series M shares;
- n) 138,714 (one hundred thirty-eight thousand seven hundred and fourteen) series N shares."

**(2) amendments to the Bank's Articles of Association adopted by Resolution No. 36 by the Annual General Meeting of the Bank on 15 April 2025:**

Below are presented the amended and new provisions of the Bank's Articles of Association:

1. In the existing § 5 para. 3 item 16), the following phrase shall be deleted:  
"provide services in respect of transport of cash values"

2. In the existing § 5 para. 3 item 19), the following phrase shall be deleted:  
"trade in fiscal marks and numismatic values"

3. The existing § 5 para. 3 item 20) shall read as follows:  
"issue electronic identification means within the meaning of the Act on Trust Services and Electronic Identification"

4. In the existing § 6 item 2), the following phrase shall be deleted:  
"contract credits and cash loans"

5. In the existing § 6 item 5), the following phrase shall be deleted:  
"implement, on its own or in cooperation with other entities, other business undertakings both in Poland and abroad"

6. In the existing § 6 item 6), the following phrase shall be deleted:  
"use distinguishing trademarks to mark offered services"

7. In the existing § 6 item 7), the following phrase shall be deleted:  
"provide training services"

8. The existing § 12 para. 1 item 1) shall read as follows:  
"examine and approve the report of the Management Board of the Bank on the Bank's operations, including sustainability reporting and financial statements for the previous financial year,"

9. The existing § 12 para. 1 item 2) shall read as follows:  
"examine and approve the activity report of the Management Board of the Bank on the Bank's group, including sustainability reporting and consolidated financial statements of the group for the previous financial year,"

10. The existing § 20 para. 1 item 1 sec. g) shall read as follows:  
"appointment of an audit firm to audit the Bank's financial statements, consolidated financial statements of the Group and the attestation of sustainable development reporting,"

11. The existing § 20 para. 1 item 1) sec. j) shall read as follows:  
"giving consent to conducting operations the purpose of which is to contract a liability or dispose of assets with the total value in relation to one entity exceeding 10% of shareholders' equity, with the exception of banking operations referred to in § 5 para. 2, operations referred to in § 6 para. 1 item 3, and contracting lombard loans,"

12. The existing § 20 para. 1 item 2) sec. a) shall read as follows:  
"evaluation of the report of the Management Board of the Bank on the Bank's operations, including sustainability reporting and the Bank's financial statements for the previous financial year, as regards their compliance with books of accounts and documents, as well as the facts, evaluation of the motions of the Management Board of the Bank concerning the profit distribution or loss coverage,"

13. The existing § 20 para. 1 item 2) sec. b) shall read as follows:  
"evaluation of the report on operations, including sustainability reporting and financial statements for the previous financial year for the Bank group, as regards their compliance with books of accounts and documents, as well as the facts,"

14. The existing § 20 para. 6 shall read as follows:

"The majority of the Audit Committee members fulfil conditions of independence stipulated in the Act on Statutory Auditors, Audit Firms and Public Oversight, and at least one of them has qualifications knowledge and skills in accounting or auditing of financial statements or attestation of sustainability reporting. The above independence requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in § 16 para. 4."

15. The existing § 22 para. 2 item 2a) shall read as follows:

"acceptance of the report on the activity of the Bank, including sustainability reporting, Bank's financial statements and report on the activity of the Group, including sustainability reporting and consolidated financial statements of the Group,"

16. The existing § 22 para. 3 shall read as follows:

"The resolution of the Management Board mentioned in para. 2 item 12 is not required in the event of providing bank services determined in § 6 item 3), plus taking out lombard loans."

17. The existing § 28 shall read as follows:

"The bank's own funds are the sum of Common Equity Tier I capital, Additional Tier I capital and Tier II capital."

18. The existing § 32 shall read as follows:

1. Additional capital is established from net profit deductions in a financial 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.

2. Reserve capital is established from net profit deductions in a financial year, earmarked for covering the balance sheet loss and other purposes or expenditures.

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

4. Special purpose funds may be established from net profit deductions on the basis of resolutions of the General Meeting. The General Meeting, when establishing a special purpose fund, determines its purpose.

5. The General Meeting decides on the use of the supplementary and reserve capitals, and a part of the supplementary capital in the amount of one-third of the share capital may be used only to cover balance sheet losses.

6. The following are allocated to cover the balance sheet loss:

- 1) Reserve capital,
- 2) Supplementary capital,
- 3) General risk fund for unidentified risk related to banking operations,
- 4) Special purpose funds indicated in para. 4, if they are established."

At the same time, the Bank encloses the consolidated text of the Bank's Articles of Association, taking into account the amendments registered by the Court on 29 April 2025.

#### 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)*