



INFORMATION FOR SHAREHOLDERS OF BNP PARIBAS BANK POLSKA S.A.

Rationale for the resolutions to be considered by the Extraordinary General Meeting convened for 27 November 2025

The Management Board of BNP Paribas Bank Polska S.A. ("the Bank"), acting pursuant to Article 398 of the Code of Commercial Partnerships and Companies ("the Code") and § 8 para. 1 and 3 of the Articles of Association of the Bank, has convened the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. ("EGM") to be held on 27 November 2025 at 11:00 am, proposing at the same time to pass the resolutions which are on the EGM's agenda as presented in the published Announcement.

Rationale for items 4 and 5 of the agenda of the EGM - resolutions no. 3 and 4 on amendments to the Articles of Association of BNP Paribas Bank Polska S.A. and resolution no. 5 on adopting a consolidated text of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna.

The necessity for the EGM to adopt a resolution on this matter arises directly from the competence of the General Meeting as specified in Article 430 § 1 of the Code. The proposed amendments to the Articles of Association arise from the necessity to:

- increase the maximum number of terms of office of a member of the Supervisory Board from three to four, which reflects the Bank's forward-looking approach and contributes to increased stability of functioning of the supervisory body, better use of growing knowledge and competences of the members of the Supervisory Board, and responds better to current and future challenges of regulatory, technological, climate transformation and geopolitical nature;
- review the provisions on own funds. The Bank continues the changes started with the previous amendments passed by the General Meeting on 15/04/2025 and complements the prudential perspective of the provision on own funds with an accounting perspective of own funds, in accordance with the internal accounting principles and the Bank's balance sheet structure;
- simplify the provisions of the Articles of Association on the manner of issuing internal provisions and make it more flexible. After numerous changes made in previous years, the current formula has become too complex and has lost its transparency.

Adoption of the resolution on the consolidated text of the Bank's Articles of Association is a consequence of the amendments to the Articles of Association of the Bank and its objective is to present a uniform picture of the Articles of Association after the adopted amendments are implemented.

The Supervisory Board issued its positive opinion on the draft resolutions.