

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

Rationale for the resolutions to be considered by the Ordinary General Meeting convened for 14 April 2026

The Management Board of BNP Paribas Bank Polska S.A. ("the Bank"), acting pursuant to Article 395 of the Code of Commercial Companies and Partnerships ("the Code") and § 8 para. 2 of the Articles of Association of the Bank, has convened the Ordinary General Meeting of BNP Paribas Bank Polska S.A. ("OGM") to be held on 14 April 2026 at 10:00 a.m., proposing at the same time to pass the resolutions which are on the OGM's agenda as presented in the published Announcement.

I. Justification for the agenda of the Ordinary General Meeting of BNP Paribas Bank Polska S.A.

Pursuant to Article 395 § 2-2¹ and § 5 of the Code of Commercial Companies and Partnerships, the agenda of an Ordinary General Meeting ("OGM") should comprise:

- 1) review and approval of the management board's report on the company's activities and the financial statements for the previous financial year;
- 2) passing a resolution on profit distribution or loss offset;
- 3) granting a vote of acceptance to the members of the company's bodies for the fulfilment of their duties;
- 4) passing a resolution giving an opinion on the Supervisory Board's report on the remuneration;
- 5) review and approval of the financial statements of the group.

There may also be other matters on the agenda of an Ordinary General Meeting.

On 4 March 2026, the Supervisory Board of BNP Paribas Bank Polska S.A. expressed a favourable opinion on the agenda of the OGM convened for 14 April 2026. (Resolution of the Supervisory Board No. 31/2026 dated 4 March 2026).



II. Justification for item 7 of the agenda - Resolution No. 3 on the review and approval of the 2025 Report of the Supervisory Board of BNP Paribas Bank Polska S.A.

The passing by the OGM of the above resolution is required by Article 382 § 2 of the Code of Commercial Companies and Partnerships, Rule 2.11 of the Best Practice of WSE Listed Companies 2021, § 28 para. 3 and 4 of the Principles of Corporate Governance for the Supervised Institutions, item 8.9 of Recommendation Z of the Polish Financial Supervision Authority and Guidelines of the European Banking Authority no. EBA/GL/2021/06 of 2 July 2021 on the assessment of the suitability of members of the management body and key function holders.

The Supervisory Board stated that it duly exercised continuous oversight over the Bank's activity in all its areas pursuant to the applicable law and the Bank's Articles of Association. In the opinion of the Supervisory Board, its composition guaranteed a high level of qualifications, while the professional experience and diversified competences of the members of the Supervisory Board enabled them to examine the topics in a thorough manner and provide opinions thereon, and to express a wide range of views while assessing the work of the Management Board and the functioning of the Bank.

The Supervisory Board also favourably assessed the cooperation with the Management Board of the Bank, emphasising the reliability and accuracy of the information provided by the Management Board, as well as high quality of their content. With respect to the internal control system, the Supervisory Board positively assessed the internal control model integrating all three lines of defence, implemented at the Bank in compliance with PFSA Recommendation H. The compliance risk management by the Bank was also viewed as effective. In the opinion of the Supervisory Board, the Bank Management Board duly fulfilled the disclosure duties arising from the principles set out in the Best Practice for WSE Listed Companies 2021, the duties arising from the WSE Rules and from regulations concerning the performance of disclosure duties by publicly listed companies. The Supervisory Board did not identify any violations by the Bank of the Principles of Corporate Governance for the Supervised Institutions in the period covered by this report.

As regards the assessment of the rationality of the sponsorship, charitable and CSR policy, the Supervisory Board is of the view that the Bank's sponsorship and charitable policy is pursued in a prudent and effective manner. The Bank's activities supported, in a reasonable manner, the pursuit of the business mission and the GObeyond Business Strategy for 2022-2025, fostering and strengthening the Bank's positive image as a socially responsible and committed institution. Furthermore, the Supervisory Board had a positive opinion on the best practices applied by the Bank in regard to the diversity policy towards all Bank employees, regardless of their position, with special focus on the suitability of the governing bodies of the Bank and its key managers.



III. Justification for item 8 of the agenda - Resolutions Nos. 4-6

- a) Resolution No. 4 on the review and approval of the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2025
- b) Resolution No. 5 on the review and approval of the Consolidated Financial Statements of the BNP Paribas Bank Polska S.A. Group for the year ended 31 December 2025
- c) Resolution No. 6 on the review and approval of the Management Board's Report on the activities of the BNP Paribas Bank Polska S.A. Group in 2025 (including the Management Board's Report on the activities of BNP Paribas Bank Polska S.A. in 2025 and the 2025 BNP Paribas Bank Polska S.A. Group Sustainability Report)

The passing by the OGM of the above resolutions is required by Article 395 § 2 item 1 and § 5 in conjunction with Article 393 item 1 of the Code of Commercial Companies and Partnerships, and with § 12 para. 1 items 1) and 2) of the Articles of Association of BNP Paribas Bank Polska S.A.

The reports indicated above were made public on 5 March 2026 and are available at <https://www.bnpparibas.pl/relacje-inwestorskie/raporty-gieldowe/raporty-okresowe>

The Supervisory Board favourably assessed the annual financial statements prepared by the Management Board of the Bank and the annual Management Board's Report on the activities of the BNP Paribas Bank Polska S.A. Group in 2025 (including the Management Board's Report on the activities of BNP Paribas Bank Polska S.A. in 2025 and the 2025 BNP Paribas Bank Polska S.A. Group Sustainability Report), (Resolution of the Supervisory Board No. 5/2026 dated 4 March 2026) and recommended that they be adopted by the General Meeting.



IV. Justification for item 9 of the agenda - Resolution No. 7 on the distribution of the profit of BNP Paribas Bank Polska S.A. and payment of a dividend for the financial year 2025

The passing of a resolution on profit distribution falls within the competence of the Ordinary General Meeting, pursuant to Article 395 § 2 point 2 of the Commercial Companies and Partnerships Code. The Management Board's justification for the proposed profit distribution is presented as an attachment to the OGM's draft resolution on that matter.

In accordance with the recommendations of the Polish Financial Supervision Authority, the Bank meets the requirements of the dividend policy regarding the payment of a dividend of up to 75% of the net profit for the financial year 2025.

The Management Board requests that the profit be distributed as follows:

- 1) PLN 1,509,082,880.40 (PLN 10.20 gross per share) will be distributed as a dividend. The proposed level of the dividend complies with the dividend policy declared by the Management Board and the Supervisory Board which provides for stable dividend payments in the long term while following the principle of prudent management of the Bank and making distributions from the Bank's profit to the shareholders in the long term in the amount of the portion of capital exceeding the minimum capital adequacy ratios, resulting from generally applicable legislation and regulatory requirements, as well as the dividend payment criteria related to the size of the portfolio of foreign currency housing loans specified in the PFSA's position on the dividend policy in 2026 of 17 December 2025.
- 2) the remaining part of the net profit for 2025 of PLN 1,503,111,863.51 will be allocated to the reserve capital.

The Supervisory Board issued its positive opinion on the motion of the Management Board in Resolution No. 6/2026 dated 4 March 2026.



V. **Justification for the resolutions included in item 10 of the agenda - Resolutions Nos. 8-15 on granting a vote of acceptance to the Members of the Management Board of the Bank for the fulfilment of their duties in the financial year 2025**

The passing by the OGM of the Resolutions on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties results from the Bank's obligation to apply the provisions of Article 395 § 2 item 3 in conjunction with Article 393 item 1 of the Code of Commercial Companies and Partnerships.

Following the review and assessment of the financial statements and the Report on the activities of BNP Paribas Bank Polska S.A. in 2025, the Supervisory Board, by means of the resolutions dated 4 March 2026, requested the General Meeting to grant a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in 2025, which confirms the positive assessment by the Supervisory Board of the effective and correct performance of duties by the Members of the Management Board of the Bank.



VI. Justification for item 11 of the agenda - Resolution No. 16 on the approval of the individual and collective periodical suitability assessment of the Supervisory Board Members of BNP Paribas Bank Polska S.A.

The competence, and at the same time the obligation, of the General Meeting, to approve the Nomination Committee's assessment of the individual and collective suitability of the Members of the Supervisory Board results directly from § 12 para. 2 item 8) of the Articles of Association of BNP Paribas Bank Polska S.A. and pursuant to the Policy on the Assessment of Suitability of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

The obligation to carry out an annual (periodic) re-assessment of the individual and collective suitability of Members of the Supervisory Board who continue in office, with regard to their fulfilment of the requirements set forth in Article 22aa of the Act of 29 August 1997 – Banking Law, is imposed on supervised institutions by the European Banking Authority's Guidelines dated 2 July 2021 on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06), as well as recommendation 7.3 of Recommendation Z concerning the principles of internal governance at banks, as adopted by Resolution No. 289/2020 of the Polish Financial Supervision Authority dated 9 October 2021, and the Methodology for the assessment of suitability of members of the bodies of supervised entities, prepared and published by the Polish Financial Supervision Authority on 27 January 2020, as amended.

On 20 February 2026, the Nomination Committee carried out a periodic suitability assessment of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A., concluding that the individual Members of the Supervisory Board have the knowledge, skills and experience required to perform the function of a supervisory board member and offer a guarantee of due performance of their duties, and thus meet the requirements set forth, amongst others, in Article 22aa of the Banking Law. At the same time, the Nomination Committee concluded that the individual competencies of the Members of the Supervisory Board complement each other in such a way as to enable the Supervisory Board to exercise an appropriate level of collective oversight over all of the Bank's areas, as well as enable the Supervisory Board to effectively challenge and monitor decisions made by the Management Board and understand the Bank's activities, including the risks that are relevant to the Bank's operations.

The Nomination Committee also assessed the competence in ESG risk management and ML/FT risk management and concluded that the knowledge of the Supervisory Board Members in this area is adequate. At the same time, the Nomination Committee concluded that the Supervisory Board in the aforementioned composition ensures an appropriate level of diversity as required by the Bank's Diversity Policy. The representation of women and men on the Supervisory Board of the Bank is 50% each.

The Nomination Committee also concluded that the individual and collective periodical suitability assessment of the Supervisory Board Members of BNP Paribas Bank Polska S.A. simultaneously meets the conditions for the assessment prior to the expiry of the term of office and prior to the appointment of the Supervisory Board for a new term.

By Resolution No. 12/2026 dated 4 March 2026, the Supervisory Board of BNP Paribas Bank Polska S.A. positively assessed the results of the Nomination Committee's periodic assessment of the individual and collective suitability of Members of the Supervisory Board, and gave a positive opinion on the draft resolution of the General Meeting on the approval of the periodic assessment of the individual and collective suitability of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A., meeting the conditions for the assessment prior to the expiry of the term of office and prior to the appointment of the Supervisory Board for a new term.



VII. Justification for item 12 of the agenda - Resolution No. 17 on the assessment of adequacy of the Bank's internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operations

The assessment by the General Meeting of the adequacy of the internal regulations of the Bank regarding the functioning of the Supervisory Board and the effectiveness of its operations results from recommendation 8.9 of Recommendation Z of the Polish Financial Supervision Authority on the principles of internal governance at banks, issued by Resolution No. 289/2020 of the Polish Financial Supervision Authority dated 9 October 2020.

In accordance with the position of the Polish Financial Supervision Authority expressed in the letter of 31 March 2023 regarding compliance with the requirements for adequacy assessment of internal regulations on the functioning and effectiveness of the supervisory board, resulting from Recommendation Z of the Polish Financial Supervision Authority concerning the principles of internal governance at banks, the adequacy assessment of the regulations referred to above should be carried out by the General Meeting on the basis and to the extent of all information and documents that can be made available to the General Meeting, including but not limited to:

- 1) a resolution of the Supervisory Board on the self-assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operations;
- 2) a list of the Bank's internal regulations on the functioning of the Supervisory Board;
- 3) content of the Bank's internal regulations on the functioning of the Supervisory Board which, in the opinion of the Bank's Management Board, can be made available to the General Meeting;
- 4) expert reports, audit reports or opinions on the Bank's internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operations, prepared by external advisors at the Bank's request, subject to the observance of the necessary rules of confidentiality and for the purposes of the assessment made by the General Meeting.

In March 2026, the Supervisory Board carried out a self-assessment of the adequacy of internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operations. Based on the results of that report, the Supervisory Board, at its meeting on 4 March 2026, assessed that the Bank's internal regulations regarding the functioning of the Supervisory Board are adequate, comprehensive and ensure the Supervisory Board's effective and efficient operation (Supervisory Board Resolution No. 35/2026 dated 4 March 2026). The regulations duly reflect the specific nature of the Bank's operations, as well as its size and organisational structure. They meet all regulatory requirements under both the law and Polish Financial Supervision Authority's recommendations and EBA Guidelines relating to internal governance.

In order to assist the General Meeting in carrying out the assessment referred to above, the law firm T.Studnicki, K.Płeszka, Z.Ćwiąkański, J.Górski sp. k. made an independent assessment of the internal regulations of BNP Paribas Bank Polska S.A. regarding the functioning of the Supervisory Board for compliance with Recommendation Z. In its assessment, the external advisor concluded that – in view of the Recommendation Z requirements:

- the Internal Regulations are adequate within the meaning of recommendation 8.9 of Recommendation Z and enable the Supervisory Board to effectively perform its duties with due diligence and commitment;



- the Internal Regulations are transparent and well-structured, ensuring a clear division of competencies, thereby enabling the proper and effective functioning of the Bank's Supervisory Board.

Accordingly, the external advisor recommends that the Bank's General Meeting make a positive assessment of the adequacy of the Regulations as they relate to the functioning of the Supervisory Board and the effectiveness of its operations.



VIII. Justification for item 13 of the agenda - Resolutions Nos. 18–29 on granting a vote of acceptance to the Members of the Supervisory Board of the Bank for the fulfilment of their duties in the financial year 2025

The passing by the OGM of the Resolutions on granting a vote of acceptance to the Members of the Supervisory Board for the fulfilment of their duties results from the Bank's obligation to apply the provisions of Article 395 § 2 item 3 in conjunction with Article 393 item 1 of the Code of Commercial Companies and Partnerships.

By granting the vote of acceptance to the Members of the Supervisory Board for fulfilment of their duties in the financial year 2025, the General Meeting confirms its approval of performance of the supervisory duties by the Supervisory Board. The Supervisory Board duly exercised continuous and effective oversight over the Bank's activity in all its areas pursuant to the applicable law and the Bank's Articles of Association.



IX. Justification for item 14 of the agenda - Resolution No. 30 on the independent assessment of the application of the Remuneration Policy at BNP Paribas Bank Polska S.A. in 2025

The passing by the OGM of the said Resolution is associated with § 28 paras. 3 and 4 of the Principles of Corporate Governance for Supervised Institutions as adopted by Resolution No. 218/2014 of the Polish Financial Supervision Authority dated 22 July 2014.

The Supervisory Board confirms in its assessment that the Bank pursues a rational, balanced and controlled remuneration policy, ensuring its consistence with the strategy, the accepted risk level, with the standards and key values of the Bank, and with the relevant statutory and implementing legislation, in particular with the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management and internal control systems, and remuneration policy in banks, Directive (EU) 2019/878 of the European Parliament and of the Council of 20 May 2019, and the Polish Banking Law.



X. **Justification for item 15 of the agenda - Resolution No. 31 on the opinion regarding the Supervisory Board's report on the remuneration of the Management Board and Supervisory Board Members of BNP Paribas Bank Polska S.A. in 2025**

The passing by the OGM of a resolution on the Supervisory Board's report on the remuneration of the Members of the Management Board and Supervisory Board of BNP Paribas Bank Polska S.A. in 2025 is required by Article 395 § 2¹ of the Code of Commercial Companies and Partnerships in conjunction with Article 90g para. 6 of the Act on the Public Offering and the Conditions for Introducing Financial Instruments to Organised Trading, and on Public Companies.

The Supervisory Board adopted the Report on the Remuneration of the Members of the Management Board and Supervisory Board in 2025 at its meeting on 4 March 2026 (Resolution of the Supervisory Board No. 21/2026 dated 4 March 2026).

An independent auditor provided a report on the assurance engagement providing reasonable assurance on the assessment of the Report on the Remuneration of the Members of the Management Board and Supervisory Board of BNP Paribas Bank Polska S.A. for 2025. The service was performed in accordance with the regulations of the National Standard on Assurance Engagements other than Audit and Review 3000 (Z). The assessment has been added to the materials submitted to the OGM.

As stated by the external auditor in their opinion, the scope of the information presented in the Report on Remuneration is complete and detailed in all material aspects, and includes all the elements listed in Art. 90g paras. 1-5 and para. 8 of the Act on the Public Offering.



XI. Justification for item 16 of the agenda - Resolution No. 32 on determining the number of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A. for a new term

The determination of the number of the Supervisory Board Members falls within the competence of the General Meeting. In connection with the expiry of the current term of office of the Supervisory Board and the necessity to appoint the Board Members for the next joint five-year term, the Ordinary General Meeting, acting pursuant to § 16 para. 1 of the Articles of Association of BNP Paribas Bank Polska S.A., hereby adopts a resolution to this effect.



XII. Justification for item 17 of the agenda - Resolutions Nos. 33–44 on the appointment of a Member of the Supervisory Board of BNP Paribas Bank Polska S.A. for a new term

The Supervisory Board is appointed by the General Meeting for a joint five-year term. The current term of office of the Supervisory Board commenced on 24 March 2021. In connection with the expiry of the current term of the Board and the necessity to appoint the Board Members for the next joint five-year term, the General Meeting, acting pursuant to § 12 para. 2 item 2 and § 16 para. 1 of the Articles of Association of BNP Paribas Bank Polska S.A., hereby adopts resolutions to this effect.



XIII. Presentation of the changes introduced by the Supervisory Board to the By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. (item 19 of the OGM's agenda)

In accordance with recommendation no. 9 of Recommendation Z of the Polish Financial Supervision Authority, the Supervisory Board informs the General Meeting of the amendments made to the Supervisory Board By-laws.

On 7 May 2025, the Supervisory Board made amendments to the By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. (Resolution of the Supervisory Board No. 42/2025 dated 7 May 2025). The change of the By-laws of the Supervisory Board was made to align them with the updated Act on statutory auditors, audit firms and public oversight (Journal of Laws of 2024, item 1863), which came into force on 1 January 2025, in regard to the sustainability reporting (change in § 9 clause 3), as well as with the changes to the Bank's Articles of Association (changes in § 15 clause 1 items 1g and 2a-b), and with Recommendation Z 9.3 (§ 27 clauses 2 and 5).

A detailed description of the amendments made to the Supervisory Board By-laws has been attached to the materials submitted to the OGM.

The By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. are available at the Bank's website:

<https://www.bnpparibas.pl/relacje-inwestorskie/lad-korporacyjny/dokumenty-banku>