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

Rationale for the resolutions to be considered by the Extraordinary General Meeting convened for 15 December 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(2) of the Articles of Association of the Bank, has convened the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. ("the EGM") to be held on 15 December 2026 at 11:00 a.m., proposing at the same time to pass the resolutions which are on the EGM's agenda as presented in the published Announcement.

I. Justification for item 5 of the agenda - Resolution No. 3 on the approval of an individual suitability assessment of a candidate for a Member of the Supervisory Board and a collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. in a new composition, and on changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.

On 27 July 2026, the Bank received a statement made by Ms Sophie Heller on her resignation from the function of the Member of the Supervisory Board effective 30 June 2026. Therefore, it became reasonable to supplement the composition of the Supervisory Board. The Bank has received a request from BNP Paribas S.A. to appoint Ms Madeleine Ogerau, whose CV is enclosed hereto, as the Member of the Supervisory Board. In addition, in accordance with the suitability assessment regulations adopted by the Bank, the General Meeting should approve the individual suitability assessment of a candidate for a Member of the Supervisory Board of BNP Paribas Bank Polska S.A. At the same time, the obligation on the part of the General Meeting to adopt a collective suitability assessment of the Supervisory Board stems from the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

By Resolution No. 62/2026 dated 10 September 2026, the Supervisory Board of BNP Paribas Bank Polska S.A. positively assessed the results of the Nomination Committee's initial individual suitability assessment of a candidate for a Member of the Supervisory Board and issued a positive opinion on a draft resolution of the General Meeting on the initial suitability assessment of a candidate for a Member of the Supervisory Board and additional collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. in a new composition, and on changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A. The candidate's assessment has been attached to the materials submitted to the EGM.

II. Justification for item 6 of the agenda - Resolution No. 4 on the Gender Balance Policy.

The passing of the resolution on the adoption of the Gender Balance Policy at BNP Paribas Bank Polska S.A. stems from the obligation to implement the provisions of the Act of 3 July 2026 amending the Act on public offering, conditions governing the introduction of financial instruments to organised trading and public companies, and the Act on the implementation of certain European Union regulations on equal treatment (Journal of Laws of 2026, item 1034) (hereinafter referred to as "the Act"), implementing the provisions of Directive (EU) 2022/2381 of the European Parliament and of the Council of 23 November 2022 on improving gender balance among directors of listed companies and related measures (OJ L of 2022, No. 315, p. 44) (hereinafter referred to as "the Directive"). The Bank is one of the entities subject to the provisions of the Act.

The provisions of the Act have been clarified in the Position Paper of the Polish Financial Supervision Authority Office dated 29 September 2026 on the fulfilment by listed companies in 2026 of their obligations under the gender balance regulations (the so-called "Women on Boards" Directive). The Bank has taken into account both the provisions of the Act and the recommendations of the PFSA included in the above-mentioned Position Paper in the content of the adopted Policy.

The aim of implementing this Policy is to ensure gender balance within the Bank's Management Board and Supervisory Board by fulfilling the statutory requirements regarding the representation of the underrepresented gender within those bodies, providing guidelines for the selection of candidates to those bodies in line with the objectives of the Act, and outlining the general framework of the human resources management strategy and employee career development initiatives within the Bank based on the principle of equality.

On 12 November 2026, the Supervisory Board of BNP Paribas Bank Polska S.A. issued a positive opinion on the draft Gender Balance Policy at BNP Paribas Bank Polska S.A. (Resolution no. 76/2026 of the Supervisory Board dated 12 November 2026). In consideration thereof, it is justified for the General Meeting to pass the resolution in the proposed wording, upon recommendation of the Supervisory Board.

III. Justification for item 7 of the agenda - Resolution No. 5 on the approval of the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

The amendments to the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. are aimed at:

1) adjusting the process of suitability assessment of Supervisory Board Members with regard to obtaining information on no tax arrears on the part of the Supervisory Board Members to include tax clearance certificates issued by the Tax Office or the relevant foreign tax authority – in connection with the guidelines issued by the Polish Financial Supervision Authority;

2) adjusting the content of the process of suitability assessment of Supervisory Board Members within the scope of a verified criterion of the assessment of the Technology Committee – in connection with the appointment of the new Technology Committee of the Supervisory Board;

3) adjusting the content of the process of suitability assessment of Supervisory Board Members within the scope of the diversity of the Supervisory Board's composition - in connection with the entry into force of the Act of 3 July 2026 amending the Act on public offering, conditions governing the introduction of financial instruments to organised trading, and public companies, and the Act on the implementation of certain European Union regulations on equal treatment (Journal of Laws of 2026, item 1034);

4) adjusting the content of the declaration on compliance with suitability requirements made by the Members of the Supervisory Board – in connection with the publication of the Bank's internal regulation: Policy on the Management of Conflict of Interest at BNP Paribas Bank Polska S.A.

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

IV. Justification for item 8 of the agenda - Resolution No. 6 on the adoption of an incentive scheme based on the Bank's shares for persons having a material impact on the Bank's risk profile.

The purpose of the resolution is to adopt a new Incentive Scheme for persons having a material impact on the Bank's risk profile, in line with the current remuneration rules applicable to such persons.

The scheme provides for the use of the Bank's own shares as a variable remuneration instrument, replacing the previous mechanism based on the issuance of subscription warrants and taking up of the issued Bank's shares in exchange for them. The Bank's own shares are to be allocated to eligible persons free of charge as a component of variable remuneration, within the meaning of the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system, the internal control system and the remuneration policy in banks (consolidated text: Journal of Laws of 2026, item 308).

The resolution sets out the basic principles of the Scheme, including the group of its participants, its duration, the rules governing the acquisition and transfer of the own shares, and the transitional rules relating to the previous Incentive Scheme.

The adoption of the Scheme provides the basis for the General Meeting to pass further resolutions necessary for its implementation.

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

V. Justification for item 9 of the agenda - Resolution No. 7 on authorising the Management Board of the Bank to purchase (buy back) own shares in order to implement the Incentive Scheme and create a reserve capital designated for the purchase of these shares.

The resolution is related to the adoption of a new Incentive Scheme for persons having a material impact on the Bank's risk profile by the General Meeting, which provides for using the Bank's own shares as a variable remuneration instrument.

In order to ensure that the necessary measures are taken to implement the Incentive Scheme, it is proposed that the Management Board of the Bank be authorised to purchase the Bank's own shares, in accordance with the rules and within the limits set out in the resolution, and create a reserve capital designated for financing their purchase.

The passing of the resolution will enable the Bank to fulfil its obligations under the Incentive Scheme by transferring the Bank's own shares to its participants.

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

VI. Justification for item 10 of the agenda - Resolution No. 8 on amending Resolution No. 39 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022 on the issuance of series B subscription warrants, conditional increase of share capital by way of the issuance of series N shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to series N shares, amendments to the Articles of Association and applying for admission of series N shares to trade on the regulated market.

The proposed amendments to Resolution on Issuance No. 39 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022 are a consequence of the adoption of the new Incentive Scheme for persons having a material impact on the Bank's risk profile, which provides for using the Bank's own shares as a variable remuneration instrument.

Following the replacement of the previous Incentive Scheme with a new Scheme, no subscription warrants of series B5-B8 or series N shares to be taken up in the exercise of the rights under such warrants will be issued. Thus, the proposed amendments to the Resolution on Issuance include the deletion of the provisions on the issuance of subscription warrants of series B5-B8 and a corresponding reduction of the maximum amount of the conditional increase of the Bank's share capital.

These amendments do not affect the rights arising from the subscription warrants issued under the previous Incentive Scheme or the possibility to take up series N shares in the exercise of the rights under series B4 warrants.

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

VII. Justification for item 11 of the agenda - Resolution No. 9 on amendments to the Articles of Association of BNP Paribas Bank Polska S.A. regarding the incentive scheme.

The amendments made to the Articles of Association of the Bank are a consequence of the changes introduced to the Incentive Scheme for persons having a material impact on the Bank's risk profile. Under the Incentive Scheme, such persons shall be entitled to receive part of their remuneration in the form of fully paid-up own shares of the Bank listed on the regulated market operated by Giełda Papierów Wartościowych w Warszawie S.A. in accordance with the rules set out in the Resolution of the General Meeting, the Remuneration Policy for persons having a material impact on the Bank's risk profile, and the regulations concerning the allocation and payment of variable remuneration components to persons having a material impact on the risk profile.

Therefore, the proposed amendment to the Articles of Association of the Bank is aimed at adjusting the provisions of the Articles of Association on the conditional increase of the share capital to the amended Incentive Scheme.

The amendment to § 29b(1) of the Articles of Association consists in decreasing the maximum amount of the conditional increase of the share capital by the nominal value of series N shares, which according to the previous assumptions of the Incentive Scheme were to be taken up in the exercise of the rights under subscription warrants of series B5-B8.
The amendment to § 29b(2) of the Articles of Association has the nature of an adjustment and consists in a corresponding reduction in the duration of the Incentive Scheme and the deletion of references to the issuance of subscription warrants of series B5-B8 along with the rights to take up series N shares thereunder.

The proposed amendments do not affect the rights arising from the subscription warrants issued so far or the possibility to take up series N shares in the exercise of the rights under series B4 warrants.

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

VIII. Justification for item 12 of the agenda - Resolution No. 10 on amendments to the Articles of Association of BNP Paribas Bank Polska S.A. regarding the extension of the scope of the Bank's activity.

The amendments to the Articles of Association of the Bank are aimed at extending the scope of the Bank's activity by supplementing the existing range of non-brokerage investment services offered by the Bank to include the activities referred to in Article 69(2)(1) and (6) in conjunction with Article 70(2) of the Act on Trading in Financial Instruments, i.e.:

- § 5(3)(8)(a) - offering financial instruments not admitted to organised trading, and
- § 5(3)(8)(f) - receiving and transmitting orders to buy or sell financial instruments not admitted to organised trading.

The extension of the scope of the Bank's activity is related to the planned expansion of the range of services provided to Customers, particularly in the area of consulting services regarding mergers, divisions and takeovers of enterprises.

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

IX. Justification for item 13 of the agenda - Resolution No. 11 on adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A.

Adoption of resolutions 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.

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X. 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 14 of the EGM'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 26 August 2026, 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. 59/2026 dated 26 August 2026). The By-laws of the Supervisory Board were amended in order to set up the Technology Committee, which assists the Supervisory Board in carrying out its supervisory duties in the field of information and communication technologies, including cybersecurity (ICT) and technological innovations.
Subsequently, on 14 October 2026, 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. 73/2026 dated 14 October 2026), due to a change in the structure of the Bank's Strategy and Markets Analysis Line.

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

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