



Information for Shareholders of BNP Paribas Bank Polska S.A.

Rationale for the resolutions included in the agenda of the Extraordinary General Meeting convened for 17 January 2023

The Management Board of BNP Paribas Bank Polska S.A. ("the Bank"), acting pursuant to Article 398 of the Code of Commercial Companies and Partnerships ("the Code") and § 8 para. 1 and 3 of the Articles of Association of the Bank, convened an Extraordinary General Meeting of BNP Paribas Bank Polska S.A. ("EGM") to be held on 17 January 2023 at 10:00 a.m. and proposed to adopt the resolutions included in the agenda of the EGM presented in the Announcement published.

1. Justification for Resolution No. 3 on the approval of individual suitability assessment of the candidate for a member of the Supervisory Board and on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A. (item 5 of the agenda)

On 14 November 2022 the Bank received a statement made by Mr Stefaan Decraene regarding his resignation from the function of a member of the Bank's Supervisory Board effective 31 December 2022. Therefore, it is justified to supplement the composition of the Supervisory Board. The Bank has received a motion of BNP Paribas SA for appointment of Mr Gregory Raison, whose CV is attached to this information, as 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. Support in the candidate's suitability assessment is provided by the Nomination Committee. The assessment of the candidate will be immediately made available to shareholders.

2. Justification for Resolution No. 4 on the approval of collective suitability assessment of the Supervisory Board members (item 6 of the agenda)

It is justified for the Extraordinary General Meeting to pass a resolution in this respect due to changes to the composition of the Supervisory Board. The General Meeting's competence and, at the same time, obligation to approve the assessment of collective suitability of the Supervisory Board performed by the Nomination Committee arises directly from item 2.3 of the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

The Nomination Committee has concluded that the individual competencies of the particular Members of the Bank's Supervisory Board complement each other in such a way as to allow for proper level of collective supervision over all areas of the Bank, and ensure capability to effectively question and monitor decisions taken by the Management Board and that jointly they have the appropriate level of expertise, skills and experience to understand the measures taken by the Bank, including those relating to the material risks to the Bank's operation.

On 8 December 2022 the Supervisory Board of BNP Paribas Bank Polska S.A. approved the result of the additional collective suitability assessment of members of the Supervisory Board performed by the Nomination Committee due to resignation of one of the Supervisory Board members and issued a positive opinion on a draft resolution of the Extraordinary General Meeting on approval of additional collective suitability assessment of members of the Supervisory Board (Resolution no. 62/2022 of the Supervisory Board dated 8 December 2022).



Thus, it is justified that the General Meeting, on recommendation of the Supervisory Board, passes the resolution in the proposed wording.

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

It is hereby proposed to approve a new wording of the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. in order to:

- 1) supplement the process of assessing suitability of members of the Supervisory Board with an assessment of competence in managing ESG risks and MF/CT risks - in line with the communication of the Office of the Polish Financial Supervision Authority (PFSA) of 4 January 2022 indicating the need to include competence in managing ESG risks and AML issues as part of the suitability assessment (both individual and collective), following the entry into force on 31 December 2021 of the updated Guidelines of the European Banking Authority and the European Securities and Markets Authority on the Assessment of the Suitability of Members of the Management Body and Key Function Holders of 2 July 2021 (EBA/GL/2021/06);
- 2) methodologically arrange and simplify the process of assessing suitability of members of the Supervisory Board, including through the use in the assessment process of model forms of individual and collective assessment prepared by the PFSA under the Methodology on Assessment of Suitability of Members of Governing Bodies of Entities Supervised;
- 3) adjust the model statements constituting attachments to the Policy, to the PFSA Methodology and the scope of the self-assessment questionnaire, respectively;
- 4) update the Policy accordingly to the requests of the competent unit handling the technical side of the process of assessing suitability of members of the Supervisory Board.

On 8 December 2022, the Supervisory Board of BNP Paribas Bank Polska S.A. gave a positive opinion on the draft Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. (Resolution no. 63/2022 of the Supervisory Board dated 8 December 2022). Thus, it is justified that the General Meeting, on recommendation of the Supervisory Board, passes the resolution in the proposed wording.

4. Justification for Resolutions Nos. 6–7 on amendments to the Articles of Association of BNP Paribas Bank Polska S.A. and adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A. (items 8 and 9 of the agenda)

The proposed amendments to the Bank's Articles of Association result from the need to:

- 1) adjust the Articles of Association to the current wording of Article 70 para. 2 of the Act of 29 July 2005 on Trading in Financial Instruments established in the wording given by Article 10 of the Act of 7 April 2022 amending the Act on Mortgage Bonds, Mortgage Banks and Certain Other Acts (Journal of Laws of 2022, item 872) [§ 5 para. 3 item 8 subitem e)];
- 2) enable the Bank to provide intermediation services in the area of leasing [§ 5 para. 3 item 18];
- 3) adjust the provisions of the Articles of Association to the amendments to the Code of Commercial Companies and Partnerships introduced by the Act on amending the Act on the Code of Commercial Companies and Partnerships and Certain Other Acts of 9 February 2022 (Journal of Laws of 2022, item 807) [§ 16 para. 7, § 18 para. 2, § 19 para. 1];



- 4) change the rules and to improve the process of issuing model agreements, general terms and conditions, regulations and competition rules [amendments to § 33].

As a consequence of adopting amendments to the Articles of Association, it became necessary to adopt their consolidated text.

On 20 December 2022 the Supervisory Board of BNP Paribas Bank Polska S.A. issued a positive opinion on a draft amendment to the Bank's Articles of Association and on a draft of the consolidated text of the Bank's Articles of Association. (Resolution no. 74/2022 of the Supervisory Board dated 20 December 2022).

5. 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 10 of the agenda)

In accordance with recommendation 9 of Recommendation Z of the PFSA, the Supervisory Board notifies the General Meeting of changes introduced to the By-laws of the Supervisory Board.

On 23 November 2022 the Supervisory Board made amendments to the By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. (Resolution no. 58/2022 of the Supervisory Board dated 23 November 2022) whose

purpose is to adapt the provisions to the amendments to the Code of Commercial Companies and Partnerships introduced by the Act amending the Act on the Code of Commercial Companies and Partnerships and Certain Other Acts of 9 February 2022 (Journal of Laws of 2022, item 807). A detailed description of the amendments made to the Supervisory Board By-laws was attached to the materials submitted to the EGM.

The By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. are available on the Bank's website: <https://www.bnpparibas.pl/en/investor-relations/corporate-governance/legal-documents>



Attachment to the Information for Shareholders regarding the justification for resolution no. 3 on the approval of individual suitability assessment of the candidate for a member of the Supervisory Board and on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.

GREGORY RAISON

Candidate for the Supervisory Board of BNP Paribas Bank Polska S.A.

Mr Raison is a graduate of Solvay Business School in Brussels, Belgium.

He started his professional carrier in Belgacom in Brussels where he worked from 1996 to 1997. From 1997 through 2002 he was employed in the Finance Area in Banque Générale du Luxemburg, first as Project Leader of the data-warehouse project aimed at implementing a customer profitability system, next as Head of Management Reporting in the Controlling Department and then, as Head of Norms, Standards and Developments in that department. In December 2002 he joined the Fortis Group in Brussels as Project Leader of the cross-border rebilling project in the Finance Area, and then, as Head of Management Accounting and Reporting Policies Department responsible i.a. for setting up new cross-border department in charge of elaborating the management reporting rules to be applied homogeneously across Fortis Group (Bank and Insurance) and ensuring the buy-in of these rules within the whole organisation worldwide. From 2005 through 2011 he continued his work for the Fortis Group in Fortis Bank Turkey as deputy CFO for the integration of Fortis Bank Turkey (ex-Disbank) with the Fortis Group, then as Counsel to CEO for strategic projects, and next as Head of Finance for the integration project of Fortis Bank and Turk Ekonomi Bankasi. From August 2011 he continued his professional carrier in the Finance Area of the International Retail Banking of BNP Paribas as Head of Capital Management – Deputy CFO. From 2015 to 2019 he was CFO of UKRSIBBANK in Kiev. From April 2019 he holds the position of CFO of the IRB Area.

Mr Gregory Raison meets the requirements of Article 22aa of the Banking Law Act dated 29 August 1997 (as amended).