



**BNP PARIBAS**

**Draft Resolutions to be discussed  
at the Ordinary General Meeting of BNP Paribas Bank Polska S.A.  
on 27 June 2022**

**Resolution No. 1**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on the election of the Chairperson of the Ordinary General Meeting of BNP Paribas Bank Polska S.A.**

The Ordinary General Meeting resolves to elect .....as the Chairperson.

**Resolution No. 2**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on adoption of the agenda of the Ordinary General Meeting of BNP Paribas Bank Polska S.A.**

**§ 1**

The Ordinary General Meeting resolves to adopt the following agenda of the meeting:

1. Opening of the Meeting.
2. Election of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been convened in a proper manner and that it is capable of passing resolutions.
4. Acceptance of the Agenda of the Meeting.
5. Statement of the President of the Bank's Management Board, presentation of the Management Board's report on the activities of the Bank's Group, including the Management Board's report on the Bank's activities, as well as the financial statements of the Bank for the financial year 2021 and the consolidated financial statements of the Bank's Group for 2021.
6. Statement of the Chairwoman of the Bank's Supervisory Board, presentation of the report on the activities of the Supervisory Board in 2021.
7. Review of the Appraisal Report of the Supervisory Board on the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2021,

the Consolidated Financial Statements of BNP Paribas Bank Polska S.A. Capital Group for the year ended 31 December 2021, and of the Management Board's Report on the activities of BNP Paribas Bank Polska S.A. Group in 2021 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2021), ESG Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group for the year 2021 and on the motion of the Management Board on the distribution of profit for the fiscal year 2021 together with the assessment of adequacy and effectiveness of the internal control system in BNP Paribas Bank Polska S.A. in 2021.

8. Review and approval of:
  - 1) Management Board's Report on the activities of BNP Paribas Bank Polska S.A. Group in 2021 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2021).
  - 2) Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2021.
  - 3) Consolidated Financial Statements of BNP Paribas Bank Polska S.A. Capital Group for the year ended 31 December 2021.
9. Passing a resolution on BNP Paribas Bank Polska S.A. profit distribution for the financial year 2021.
10. Review and approval of the ESG Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group for the year 2021.
11. Review and approval of the Report of the BNP Paribas Bank Polska S.A. Supervisory Board for the year 2021 together with the assessments indicated in Chapter 2.11 of the Best Practice of WSE Listed Companies 2021 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions.
12. Passing a resolution on the approval of the independent assessment of the application of the Remuneration Policy at BNP Paribas Bank Polska S.A. in 2021, submitted by the Supervisory Board of the Bank.
13. Passing a resolution on the opinion on the Supervisory Board's report on the remuneration of the Members of the Supervisory Board and Members of the Management Board of BNP Paribas Bank Polska S.A. in 2021.
14. Passing resolutions on granting a vote of acceptance to the Members of the Management Board of BNP Paribas Bank Polska S.A. for the fulfilment of their duties in 2021.
15. Passing resolutions on granting a vote of acceptance to the Members of the Supervisory Board of BNP Paribas Bank Polska S.A. for the fulfilment of their duties in 2021.
16. Passing a resolution on the approval of the individual and collective suitability assessments of the Supervisory Board Members and assessment of the adequacy of the Bank's internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operation.
17. Passing a resolution on the amendment to Resolution No. 8 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 17 June 2021 on

determination of remuneration of the members of the Supervisory Board of BNP Paribas Bank Polska S.A.

18. Passing a resolution on the amendment to Resolution No. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on the implementation of the incentive programme for persons having material impact on the Bank's risk profile (risk takers), amended by Resolution No. 37 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 29 June 2020.
19. Passing a resolution on the issuance of Series B Subscription Warrants, conditional increase of the share capital by way of issuance of Series N Shares, depriving the existing shareholders of the pre-emptive right to subscription warrants and pre-emptive right to Series N Shares, amendment to the Articles of Association and applying for admission of Series N Shares to trading on the regulated market.
20. Passing a resolution on adopting the information on BNP Paribas Bank Polska S.A. compliance with the "Principles of Corporate Governance for Supervised Institutions", issued by the Polish Financial Supervision Authority.
21. Presentation of the changes introduced by the Supervisory Board to the By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A.
22. Closing of the Meeting.

## § 2

The Resolution shall come into force on the day it has been passed.

### **Resolution No. 3**

#### **of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022**

#### **on the review and approval of the Management Board's Report on the activities of BNP Paribas Bank Polska S.A. Group in 2021 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2021)**

Acting pursuant to § 12 para. 1.1 and 1.2. of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

## § 1

The Ordinary General Meeting reviewed and accepted the Management Board's Report on the activities of BNP Paribas Bank Polska S.A. Group in 2021 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2021).

## § 2

The Resolution shall come into force on the day it has been passed.

## **Resolution No. 4**

### **of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022**

#### **on the review and approval of the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2021**

Acting pursuant to § 12 para. 1.1 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

#### **§ 1**

The Ordinary General Meeting reviewed and approved the Separate Financial Statements of BNP Paribas Bank Polska S.A., for the year ended on 31 December 2021 consisting of:

- separate statement of profit or loss for the period from 1 January 2021 to 31 December 2021 showing net profit of PLN 184,526 thous. (one hundred and eighty-four million five hundred and twenty-six thousand zlotys),
- separate statement of other comprehensive income for the period from 1 January 2021 to 31 December 2021 with a total negative comprehensive income of PLN 667,068 thous. (six hundred and sixty-seven million sixty-eight thousand zlotys),
- separate statement of financial position prepared as at 31 December 2021 showing total assets PLN 126,361,260 thous. (one hundred and twenty-six billion three hundred and sixty-one million two hundred and sixty thousand zlotys),
- separate statement of changes in equity for the period from 1 January 2021 to 31 December 2021 disclosing a decrease in equity by PLN 660,895 thous. (six hundred and sixty million eight hundred and ninety-five thousand zlotys),
- separate statement of cash flows for the period from 1 January 2021 to 31 December 2021 showing a net cash inflow of PLN 1,666,345 thous. (one billion six hundred and sixty-six million three hundred and forty-five thousand zlotys),

and

- explanatory notes to the separate financial statements.

#### **§ 2**

The Resolution shall come into force on the day it has been passed.

## **Resolution No. 5**

### **of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022**

#### **on the review and approval of the Consolidated Financial Statements of BNP Paribas Bank Polska S.A. Capital Group for the year ended 31 December 2021**

Acting pursuant to § 12 para. 1.2 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the Consolidated Financial Statements of BNP Paribas Bank Polska S.A. Capital Group for the year ended 31 December 2021, consisting of:

- consolidated statement of profit or loss for the period from 1 January 2021 to 31 December 2021 showing net profit of PLN 176,298 thous. (one hundred and seventy-six million two hundred and ninety-eight thousand zlotys),
- consolidated statement of other comprehensive income for the period from 1 January 2021 to 31 December 2021 with a total negative comprehensive income of PLN 675,157 thous. (six hundred and seventy-five million one hundred and fifty-seven thousand zlotys),
- consolidated statement of financial position drawn up as at 31 December 2021 with balance sheet total of PLN 131,777,481 thous. (one hundred and thirty-one billion seven hundred and seventy-seven million four hundred and eighty-one thousand zlotys),
- consolidated statement of changes in equity for the period from 1 January 2021 to 31 December 2021 showing a decrease in equity by PLN 668,896 thous. (six hundred and sixty-eight million eight hundred and ninety-six thousand zlotys),
- consolidated statement of cash flows for the period from 1 January 2021 to 31 December 2021 showing a net cash inflow of PLN 1,807,496 thous. (one billion eight hundred and seven million four hundred and ninety-six thousand zlotys)

and

- explanatory notes to the consolidated financial statements.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 6**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on the profit distribution of BNP Paribas Bank Polska S.A. for the fiscal year 2021**

Acting pursuant to § 12 para. 1.3 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

§ 1

The profit after tax (net financial result) of BNP Paribas Bank Polska S.A. for the fiscal year 2021 in the amount of PLN 184,526,040.74 (one hundred and eighty-four million five hundred and twenty-six thousand and forty zlotys and seventy-four groszy) will be allocated in whole to reserve capital.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 7**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on the review and approval of the ESG Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group for the year 2021**

Acting pursuant to § 12 para. 1.1. and 1.2 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the ESG Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group for the year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 8**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on the review and approval of the Report of the Supervisory Board of BNP Paribas Bank Polska S.A. in 2021 together with the assessments indicated in Rule 2.11 of the Best Practices of WSE Listed Companies 2021 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions**

Acting pursuant to § 12 para. 2.8 of the Articles of Association of BNP Paribas Bank Polska S.A. in conjunction with Rule 2.11 of the Best Practices of WSE Listed Companies 2016 and § 27 of the "Principles of Corporate Governance for the Supervised Institutions" issued by the Polish Financial Supervision Authority, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the "Report on activities of the Supervisory Board of BNP Paribas Bank Polska S.A. in 2021 together with the assessments, referred to in Rule 2.11 of the Best Practices of WSE Listed Companies 2021 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions issued by the Polish Financial Supervision Authority.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 9**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on the approval of the independent assessment of the application of the Remuneration Policy at BNP Paribas Bank Polska S.A. in 2021**

Acting pursuant to § 12 para. 2.8 of the Articles of Association of BNP Paribas Bank Polska S.A. and in accordance with § 28 para. 3 and 4 of the Principles of Corporate Governance for the Supervised Institutions issued by the Polish Financial Supervision Authority, the Ordinary General Meeting resolves as follows:

§ 1

Following the review, the Ordinary General Meeting adopts the report on the independent assessment of the Remuneration Policy in BNP Paribas Bank Polska S.A. in 2021 submitted to the Ordinary General Meeting by the Supervisory Board of BNP Paribas Bank Polska S.A., including also the Remuneration Policy for persons having material impact on the risk profile of BNP Paribas Bank Polska S.A, and considers that the remuneration policy supports the development and security of BNP Paribas Bank Polska S.A. operations.

§ 2

The Resolution shall come into force on the date it has been passed.

**Resolution No. 10**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on the opinion on the Supervisory Board's report on the remuneration of the Members of the Supervisory Board and Members of the Management Board of BNP Paribas Bank Polska S.A. in 2021**

§ 1

Acting pursuant to Article 90g para. 6 of the Act of 29 July 2005 on Public Offering and the Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies, the Ordinary General Meeting issues a positive opinion on the Supervisory Board's report on the remuneration of the Members of the Supervisory Board and the Management Board of BNP Paribas Bank Polska S.A. in 2021.

§ 2

The Resolution shall come into force on the date it has been passed..

**Resolution No. 11**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank  
for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Przemysław Gdański – President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 12**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank  
for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Jean-Charles Aranda – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 13**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank  
for the fulfilment of his duties for the financial year 2021**



Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr André Boulanger – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 14**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Przemysław Furlepa – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 15**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Wojciech Kemblowski – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 16**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Kazimierz Łabno – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 17**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of her duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Ms Magdalena Nowicka – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of her duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 18**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Volodymyr Radin – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 19**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of her duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Ms Agnieszka Wolska – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of her duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 20**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the member of the Management Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Jerzy Śledziwski – Vice President of the Management Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 21**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank  
for the fulfilment of her duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Ms Lucyna Stańczak-Wuczyńska – Vice Chairperson of the Supervisory Board of BNP Paribas Bank Polska S.A. and then Chairperson of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of her duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 22**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank  
for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Jean-Paul Sabet – Vice Chairperson of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 23**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank  
for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Francois Andre Benaroya – Member of the Supervisory Board of the Bank and then Vice Chairperson of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 24**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank  
for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Jarosław Bauc – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 25**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank  
for the fulfilment of her duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Ms Małgorzata Chruściak – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of her duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 26**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of her duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Ms Géraldine Conti – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of her duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 27**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Stefaan Decraene – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 28**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of her duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Ms Magdalena Dziejguć – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of her duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 29**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Vincent Metz – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 30**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Piotr Mietkowski – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 31**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of her duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Ms Khatleen Pauwels – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of her duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 32**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Mariusz Warych – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.



**Resolution No. 33**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of her duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Ms Sofia Merlo – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of her duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 34**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Stéphane Vermeire – Member of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 35**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for the financial year 2021**

Acting pursuant to § 12 para. 1.4 of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna the Ordinary General Meeting resolves as follows:

§ 1

To grant a vote of acceptance to Mr Józef Wancer – Chairperson of the Supervisory Board of BNP Paribas Bank Polska S.A., for the fulfilment of his duties for the financial year 2021.

§ 2

The Resolution shall come into force on the day it has been passed.

**Resolution No. 36**

**of the Ordinary General Meeting of  
BNP Paribas Bank Polska S.A.  
dated 27 June 2022**

**on the approval of the individual and collective suitability assessments of the Supervisory Board Members and assessment of the adequacy of the Bank's internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operation**

Acting pursuant to § 12 para. 2.8 of the Articles of Association of BNP Paribas Bank Polska S.A., in conjunction with para. 5.1., section 1.1. of the Policy on assessment of the suitability of the Supervisory Board members, Management Board members and key function holders at BNP Paribas Bank Polska S.A., and in accordance with the wording of EBA Guidelines on the assessment of the suitability of members of the management body and key function holders dated 2 July 2021 and Recommendation 8.9 of Recommendation Z of the Polish Financial Supervision Authority concerning internal governance rules in banks, the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting of BNP Paribas Bank Polska S.A. approves the positive periodic assessment of individual and collective suitability of the Supervisory Board of BNP Paribas Bank Polska S.A. conducted by the Nomination Committee.

§ 2

Based on the Supervisory Board's assessment of the adequacy of the internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operation, the Ordinary General Meeting of BNP Paribas Bank Polska S.A. issues its positive opinion on the adequacy of the internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operation.

§ 3

The Resolution shall come into force on the date of its passing.

**Resolution No. 37**  
**of the Ordinary General Meeting**  
**of BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on amendment to Resolution No. 8 of the Extraordinary General Meeting dated 17 June 2021 on determination of remunerations of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.**

Acting pursuant to § 12 para. 2.7 of the Bank's Articles of Association, the Ordinary General Meeting resolves as follows:

§ 1

Para. 1.1, 1.3, 1.4 and 1.5 of § 1 of Resolution No 8 of the Extraordinary General Meeting dated 17 June 2021 on determination of remuneration of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. shall be amended to read as follows:

“1) Chairperson of the Supervisory Board - in the amount of PLN 42,000 (forty two thousand zlotys)”,

“3) Chairperson of the Audit Committee – in the amount of PLN 28,000 (twenty eight thousand zlotys)”,

“4) Member of the Supervisory Board who is a member of at least one Supervisory Board committee - PLN 18,000 (eighteen thousand zlotys)”,

“5) Member of the Supervisory Board who is not a member of any Supervisory Board committee - PLN 14,000 (fourteen thousand zlotys)”.

§ 2

The Resolution shall come into force on 1 July 2022.

**Resolution No. 38**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on the amendment to Resolution No. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on the implementation of the incentive programme for persons having material impact on the Bank's risk profile (risk takers), amended by Resolution No. 37 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 29 June 2020**

§ 1

Legal basis and the purpose of adopting Resolution

1. The Ordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna (“the Bank”), acting pursuant to § 12 para. 2.8 of the Articles of Association of the Bank, in order to allow for continued implementation of the current Bank's Incentive Programme for persons having material impact on the Bank's risk profile [risk takers], under which the risk takers are granted the right to take up new Series N Shares issued by the Bank under a conditional share capital increase scheme, resolves to amend Resolution No. 3 of the

Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on the implementation of the incentive programme for persons having material impact on the Bank's risk profile (risk takers), amended by Resolution no. 37 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 29 June 2020 ("the Amended Resolution") in a manner specified in this Resolution.

## § 2

### Amendments to the Amended Resolution

1. The Ordinary General Meeting of the Bank resolves to amend § 1 para. 1 second sentence of the Amended Resolution by giving it the following new wording:

*"Under the Incentive Programme the persons shall be entitled (i) to take up new series M shares of the Bank ("Series M Shares") issued by the Bank under a conditional share capital increase scheme and (ii) to take up new series N shares of the Bank ("Series N Shares") issued by the Bank under a conditional share capital increase scheme."*

2. The Ordinary General Meeting of the Bank resolves to amend § 1 para. 1 third sentence of the Amended Resolution by giving it the following new wording:

*"In order to grant the persons the rights to take up Series M Shares the Bank shall grant them Series A subscription warrants designated with consecutive Arabic numerals ("the Series A Warrants"), which will involve the right to take up Series M Shares."*

3. The Ordinary General Meeting of the Bank resolves to amend § 1 para. 1 of the Amended Resolution by adding the fourth sentence after the third sentence with the following wording:

*"In order to grant the persons the rights to take up Series N Shares the Bank shall grant them Series B subscription warrants designated with consecutive Arabic numerals ("the Series B Warrants"), which will involve the right to take up Series N Shares."*

4. The Ordinary General Meeting of the Bank resolves to amend § 1 para. 2 of the Amended Resolution by giving it the following new wording:

*"2. Series M Shares and Series N Shares shall constitute a part of the variable components of the remuneration of persons who have material impact on the Bank's risk profile, within the meaning of 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 ("the Regulation") or pursuant to the regulations that will supersede the Regulation."*

5. The Ordinary General Meeting of the Bank resolves to amend § 3 para. 1 of the Amended Resolution by giving it the following new wording:

*"1. In accordance with the Remuneration policy for people having a material impact on the risk profile of the Bank, ("the Remuneration Policy"), the Bank shall grant to the Participants of the Incentive Programme (i) the right to take up Series M Shares by granting them Series A Warrants and (ii) the right to take up Series N Shares by granting them Series B Warrants. The number of Series M Shares shall not exceed 576,000 (in*

*words: five hundred seventy-six thousand). The number of Series N Shares shall not exceed 1,200,000 (in words: one million two hundred thousand)."*

6. The Ordinary General Meeting of the Bank resolves to amend § 3 para. 2 of the Amended Resolution by adding words "*and Series N Shares*" after words "*Series M Shares*".
7. The Ordinary General Meeting of the Bank resolves to amend § 3 para. 3 of the Amended Resolution by adding words "*the Series A*" before the word "*Warrant*".
8. The Ordinary General Meeting of the Bank resolves to amend § 3 of the Amended Resolution by adding para. 3a after para. 3 with the following wording:  
  
*"3a. Each Series B Warrant entitles to acquire 1 (in words: one) Series N Share."*
9. The Ordinary General Meeting of the Bank resolves to amend § 3 para. 4 of the Amended Resolution by adding words "*the Series A*" before every instance of the words "*of Warrants*" and "*Warrant*".
10. The Ordinary General Meeting of the Bank resolves to amend § 3 of the Amended Resolution by adding a new para. 4a after para. 4 with the following wording:

*"4a. Upon being granted the Series B Warrants, within the deadline defined in the Series B Warrants, the Participants in the Incentive Programme will have the right, under the rights arising from the Series B Warrants, to take up Series N Shares by way of a written declaration made on the principles defined in the Code of Commercial Companies and Partnerships. Series N Shares shall only be taken up against cash contribution, at an issue price equal to their nominal price of PLN 1 (in words: one zloty) per 1 (in words: one) Series N Share. The initial date after which the Series N Shares can be taken up, as defined in the Series B Warrant, may not fall earlier than after 1 (in words: one) year from the issuance of the Series B Warrant."*

11. The Ordinary General Meeting of the Bank resolves to amend § 3 of the Amended Resolution by adding a new para. 5a after para. 5 with the following wording:

*"5a. Upon presentation of an effective declaration on taking up of Series N Shares and upon making full payment towards the taken up Series N Shares, the Participants in the Incentive Programme shall receive Series N Shares which have been effectively taken up and fully paid."*

12. The Ordinary General Meeting of the Bank resolves to amend § 3 para. 6 of the Amended Resolution by giving it the following new wording:

*"6. The Bank may, by permission of a Participant in the Incentive Programme, transfer to the Participants in the Incentive Programme any existing shares of the Bank purchased by the Bank on the secondary market to perform the obligations of the Bank under the Incentive Programme. Such a transfer shall take place upon payment by the Participant in the Incentive Programme of the price equal to the nominal value of the transferred shares, i.e. PLN 1 (in words: one zloty) per share and upon the return to the Bank of, where applicable, (i) Series A Warrants equal to the number of Series M Shares or (ii) Series B Warrants equal to the number of Series N Shares, which, in total, is equal to the number of the existing shares in the Bank transferred by the Bank to a given Participant*

*in the Incentive Programme. Such a transfer may take place within the time limit when a Participant in the Incentive Programme is going to be authorized to take up Series M Shares or Series N Shares, where applicable, pursuant to the right granted to such a Participant by Series A Warrants or Series B Warrants that are to be returned to the Bank in order to make such a transfer possible.”*

13. The Ordinary General Meeting of the Bank resolves to amend § 3 of the Amended Resolution by adding a new para. 7a after para. 7 with the following wording:

*“7a. The Bank shall take the necessary measures to introduce all Series N Shares to trade on the regulated market at GPW [the Warsaw Stock Exchange].”*

14. The Ordinary General Meeting of the Bank resolves to amend § 4 para. 1 of the Amended Resolution by adding the second sentence after the first sentence with the following wording:

*“The part of the Incentive Programme based on Series N Shares shall be implemented starting from the date of entry in the Register of Entrepreneurs of the conditional increase of the share capital of the Bank made by way of issuance of no more than 1,200,000 (in words: one million two hundred thousand) Series N Shares.”*

15. The Ordinary General Meeting of the Bank resolves to amend § 4 para. 2 of the Amended Resolution by adding words *“the Series A”* before every instance of the words *“Warrants”* and *“of Warrants”*.

16. The Ordinary General Meeting of the Bank resolves to amend § 4 para. 2 of the Amended Resolution by adding the second sentence after the first sentence with the following wording:

*“Series B Warrants will be granted in the years from 2023 to 2030, unless the rights to take up all the Series B Warrants are granted earlier.”*

17. The Ordinary General Meeting of the Bank resolves to amend § 4 para. 3 of the Amended Resolution by giving the initial part of this paragraph the following new wording:

*“The rights to take up Series M Shares arising from Series A Warrants and the rights to take up Series N Shares arising from Series B Warrants shall expire on the following dates:”*

18. The Ordinary General Meeting of the Bank resolves to amend § 4 para. 3 of the Amended Resolution by adding points (vii)-(xiv) after point (vi) with the following wording:

*“(vii) rights arising from Series B1 Warrants expire on 30 September 2024,  
(viii) rights arising from Series B2 Warrants expire on 30 September 2025,  
(ix) rights arising from Series B3 Warrants expire on 30 September 2026,  
(x) rights arising from Series B4 Warrants expire on 30 September 2027,  
(xi) rights arising from Series B5 Warrants expire on 30 September 2028,  
(xii) rights arising from Series B6 Warrants expire on 30 September 2029,  
(xiii) rights arising from Series B7 Warrants expire on 30 September 2030,  
(xiv) rights arising from Series B8 Warrants expire on 30 September 2031.”*

19. The Ordinary General Meeting of the Bank resolves to amend § 4 of the Amended Resolution by adding para. 4 and 5 after para. 3 with the following wording:

*“4. Variable remuneration paid out in the form of Warrants and Shares for 2019, 2020 and 2021 shall be paid out in the form of Series A Warrants carrying the right to take up Series M Shares, subject to the provisions of para. 5 herein below.*

*5. Variable remuneration paid out in the form of Warrants and Shares (i) for 2021, in the deferred part for the years 2026 and 2027 and (ii) for 2022 and subsequent years, to be paid out from 2023 through 2030, shall be paid out in the form of Series B Warrants carrying the right to take up Series N Shares.”*

### § 3

Effective Date of the Resolution

The Resolution shall come into force on the day of its passing, with a proviso that the Incentive Programme, in its part based on Series N Shares, shall be implemented starting from the date of entry in the Register of Entrepreneurs of the conditional increase of the share capital of the Bank made by way of issuance of no more than 1,200,000 (in words: one million two hundred thousand) Series N Shares.

## **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 the share capital by way of issuance of Series N Shares, depriving the existing shareholders of the pre-emptive right to subscription warrants and pre-emptive right to Series N Shares, amendment to the Articles of Association and applying for admission of Series N Shares to trading on the regulated market**

### § 1

Legal basis of the Resolution

Acting pursuant to Article 393 item 5, Article 430 § 1, Article 433 § 2 and 6 and Article 448-453 of the Commercial Companies and Partnerships Code, the Ordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna (“the Bank”), in connection with the existing Bank’s Incentive Programme under which persons identified according to the Bank’s applicable procedures as persons whose professional activity has material impact on the Bank’s risk profile, shall receive part of the variable components of their remuneration in a non-cash form of shares in the Bank, resolves to pass this resolution under which the Bank can issue subscription warrants entitling to take up shares in the Bank.

### § 2

Reason for passing the resolution

As the activity of persons whose professional activity has material impact on the Bank’s risk profile, has material impact on the Bank’s value and its shares held by the Bank’s shareholders,

acting in the interest of the Bank, in order to reward, motivate and strengthen the connection of such persons with the Bank, the Ordinary General Meeting resolved, on the basis of the resolution passed today, No. [...] on the amendment to Resolution No. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 regarding implementation of an incentive programme for persons having material impact on the Bank's risk profile, amended by Resolution No. 37 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 29 June 2020, to amend the existing Bank's incentive programme implemented pursuant to the Resolution ("the Incentive Programme") in such a way as to grant the Participants in the Incentive Programme the right to take up Series M Shares and Series N Shares. As the Incentive Programme assumes, following the introduction of the amendment, that the Bank shall grant to persons whose professional activity has material impact on the Bank's risk profile, the rights to take up subscription warrants entitling to take up Series N Shares in the Bank, the implementation of the amendments to the Incentive programme requires providing, on the Bank's side, possibilities to issue subscription warrants for such persons and Series N Shares which will be taken up as part of exercise of rights arising from such warrants. The purpose hereof is to create a legal basis for issuance of the subscription warrants and shares, enabling therefore implementation of the amendments introduced into the Incentive Programme.

### § 3

#### Issuance of Series B Subscription Warrants

1. After the conditional capital increase is entered into the register of entrepreneurs of the National Court Register, as provided for in § 4 of this Resolution, the Bank may issue Series B Subscription Warrants in the number not exceeding 1,200,000 (in words: one million two hundred thousand), entitling to take up ordinary, bearer Series N Shares of the nominal value PLN 1 (one zloty) each ("the Series B Warrants"), provided that Series B Warrants will be issued in the following series and in the following periods:
  - a) Series B1 Warrants, in the number not exceeding 98,000 (in words: ninety-eight thousand), will be issued on or before 31 March 2023,
  - b) Series B2 Warrants, in the number not exceeding 115,000 (in words: one hundred and fifteen thousand), will be issued on or before 31 March 2024,
  - c) Series B3 Warrants, in the number not exceeding 131,000 (in words: one hundred and thirty-one thousand), will be issued on or before 31 March 2025,
  - d) Series B4 Warrants, in the number not exceeding 155,000 (in words: one hundred and fifty-five thousand), will be issued on or before 31 March 2026,
  - e) Series B5 Warrants, in the number not exceeding 169,000 (in words: one hundred and sixty-nine thousand), will be issued on or before 31 March 2027,
  - f) Series B6 Warrants, in the number not exceeding 175,000 (in words: one hundred and seventy-five thousand), will be issued on or before 31 March 2028,
  - g) Series B7 Warrants, in the number not exceeding 177,000 (in words: one hundred and seventy-seven thousand), will be issued on or before 31 March 2029,
  - h) Series B8 Warrants, in the number not exceeding 180,000 (in words: one hundred and eighty thousand), will be issued on or before 31 March 2030.
2. Each Series B Warrant will involve the right to take up 1 (in words: one) Series N Share at issuance price of PLN 1 (in words: one zloty) per 1 (in words: one) Series N Share.
3. The rights to take up Series N Shares arising from Series B Warrants may be exercised on the following dates:
  - a) rights arising from Series B1 Warrants - in the period from 31 March 2024 to 30 September 2024,



- b) rights arising from Series B2 Warrants - in the period from 31 March 2025 to 30 September 2025,
  - c) rights arising from Series B3 Warrants - in the period from 31 March 2026 to 30 September 2026,
  - d) rights arising from Series B4 Warrants - in the period from 31 March 2027 to 30 September 2027,
  - e) rights arising from Series B5 Warrants - in the period from 31 March 2028 to 30 September 2028,
  - f) rights arising from Series B6 Warrants - in the period from 31 March 2029 to 30 September 2029,
  - g) rights arising from Series B7 Warrants - in the period from 31 March 2030 to 30 September 2030,
  - h) rights arising from Series B8 Warrants - in the period from 31 March 2031 to 30 September 2031.
4. Series B Warrants will be taken up free of charge.
  5. The negotiability of Series B Warrants shall be restricted in such a way that they can be transferred to the Bank only, without any charge. If a Series B Warrant is transferred to the Bank, the right arising thereunder to take up Series N Shares shall expire.
  6. The persons entitled to take up Series B Warrants will be the persons entered in the list of persons whose professional activity has material impact on the Bank's risk profile, kept by the Bank pursuant to § 24 of 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 ("Regulation") or pursuant to the regulations that will supersede the Regulation. The number of persons entitled to take up Series B Warrants may not exceed 149 (in words: one hundred and forty-nine).
  7. Series B Warrants will be entered into the depository of securities maintained by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A. - KDPW). Series B Warrants will be registered securities..
  8. The Ordinary General Meeting hereby authorises the Supervisory Board to establish the terms and conditions of the issuance of Series B Warrants of individual series, which will determine, i.a., (i) the principles of making declarations on taking up Series B Warrants, (ii) the content of Series B Warrants, (iii) the dates of issue of Series B Warrants (taking into account the restrictions arising from § 3 para. 1 hereof) and, if the Supervisory Board of the Bank deems it necessary, the principles to be followed with respect to the registration in the depository of securities maintained by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A.). ("KDPW").
  9. Following the passing of this Resolution, the Ordinary General Meeting of the Bank, subject to the scope of competence held by the Supervisory Board and referred to in para. 8 of this § 3, authorises the Management Board of the Bank to undertake any legal and factual measures related to issuance of Series B Warrants that do not fall under the scope of competence held by the Supervisory Board, as provided for in para. 8 hereinabove.
  10. Whenever this Resolution refers to issuance of Series B Warrants, it shall be understood as reference to entering the Series B Warrants in the depository of securities, referred to in para. 7 of this § 3.

#### § 4

#### Conditional increase of the Bank's share capital

1. The Bank's share capital is hereby conditionally increased and the nominal value of the conditional share capital increase made hereunder is hereby determined at the amount not exceeding PLN 1,200,000 (in words: one million two hundred thousand zlotys).
2. The share capital will be conditionally increased by way of the issuance of new ordinary, bearer shares, series N, of a nominal value PLN 1 (in words: one zloty) per share, in the number not exceeding 1,200,000 (in words: one million two hundred thousand) shares.
3. The conditional share capital increase is made to grant rights to take up Series N Shares to Series B Warrant holders.
4. Persons entitled to take up Series N Shares will be Series B Warrant holders subject to the second sentence in § 3 para. 5.
5. The rights to take up Series N Shares arising from Series B Warrants may be exercised on the following dates:
  - a) rights arising from Series B1 Warrants - in a period from 31 March 2024 to 30 September 2024,
  - b) rights arising from Series B2 Warrants - in a period from 31 March 2025 to 30 September 2025,
  - c) rights arising from Series B3 Warrants - in a period from 31 March 2026 to 30 September 2026,
  - d) rights arising from Series B4 Warrants - in a period from 31 March 2027 to 30 September 2027,
  - e) rights arising from Series B5 Warrants - in a period from 31 March 2028 to 30 September 2028,
  - f) rights arising from Series B6 Warrants - in a period from 31 March 2029 to 30 September 2029,
  - g) rights arising from Series B7 Warrants - in a period from 31 March 2030 to 30 September 2030,
  - h) rights arising from Series B8 Warrants - in a period from 31 March 2031 to 30 September 2031.
6. All Series N Shares will be taken up only against cash contribution.
7. The issuance price of one Series N Share will amount to PLN 1 (in words: one zloty) for 1 (in words: one) share.
8. Series N Shares will participate in the dividend on the following terms and conditions:
  - a) shares issued, at the latest, on the dividend date falling in a given year defined in the resolution of the General Meeting of the Bank on the profit distribution, participate in the profit distribution starting with the profit for the prior fiscal year, i.e., from 1 January of the fiscal year directly preceding the year in which such shares were issued,
  - b) shares issued after the dividend date falling in a given year established in the resolution of the General Meeting of the Bank on the profit distribution, participate in the profit distribution starting with the profit for fiscal year in which such shares were issued, i.e., from 1 January of such a fiscal year.
9. Whenever this Resolution refers to the issuance or granting of Shares, it shall be understood as entering the Shares for the first time in the securities account or entering the Shares in the depository of securities maintained by the KDPW.

## § 5

Depriving the existing shareholders of the pre-emptive right to Series B Warrants and pre-emptive right to Series N Shares

Pursuant to Article 433 § 2 and 6 of the Commercial Companies and Partnerships Code, upon reviewing a written opinion of the Management Board of the Bank justifying the reasons for

depriving the Bank shareholders of the pre-emptive right to Series B Warrants and to Series N Shares and justifying a free-of-charge issuance of Series B Warrants and the issuance price of Series N Shares, the General Meeting of the Bank, acting in the interest of the Bank hereby resolves to completely deprive the shareholders of the Bank of the pre-emptive right to Series B Warrants and pre-emptive right to Series N Shares.

## § 6

Applying for the admission of Series N Shares to trade on the regulated market

1. It is resolved that Series N Shares will be subject to application for their introduction to trade on the regulated market at Giełda Papierów Wartościowych w Warszawie S.A. [Warsaw Stock Exchange]. ("GPW").
2. The Ordinary General Meeting hereby authorises and commits the Management Board to undertake any actions necessary for the introduction of Series N Shares into trade on the regulated market conducted by GPW and to enter effectively taken-up and paid-up Series N Shares in the securities accounts of eligible persons. To this end the Management Board of the Bank shall present any required declarations, requests and documents or conclude any required agreements for the purpose of registration of Series N Shares in the KDPW and their introduction to trade at GPW.

## § 7

Amendments to the Bank's Articles of Association.

In connection with conditional increase of share capital made hereunder, the General Meeting hereby amends the Articles of Association of the Bank in such a manner that after § 29a of the Articles of Association of the Bank, the new § 29b is added with the following wording:

"1. Pursuant to "Resolution No. [...] of the Ordinary General Meeting of the Bank dated 27 June 2022 on the issuance of subscription warrants, conditional increase of share capital by way of the issuance of Series N Shares, depriving the existing shareholders of the pre-emptive right to subscription warrants and pre-emptive 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 Bank's share capital has been conditionally increased by the amount not exceeding PLN 1,200,000 (in words: one million two hundred thousand zlotys) by way of the issuance of no more than 1,200,000 (in words: one million two hundred thousand) ordinary bearer Series N Shares.

2. Persons entitled to take up Series N Shares are holders of subscription warrants, series B1, B2, B3, B4, B5, B6, B7, B8 issued by the Bank under the Resolution, referred to in para. 1 above. The rights to take up Series N Shares arising from the Warrants may be exercised on the following dates:

- a) rights arising from Series B1 Warrants - in the period from 31 March 2024 to 30 September 2024,
- b) rights arising from Series B2 Warrants - in the period from 31 March 2025 to 30 September 2025,
- c) rights arising from Series B3 Warrants - in the period from 31 March 2026 to 30 September 2026,
- d) rights arising from Series B4 Warrants - in the period from 31 March 2027 to 30 September 2027,
- e) rights arising from Series B5 Warrants - in the period from 31 March 2028 to 30 September 2028,
- f) rights arising from Series B6 Warrants - in the period from 31 March 2029 to 30 September 2029,

- g) rights arising from Series B7 Warrants - in the period from 31 March 2030 to 30 September 2030,
- h) rights arising from Series B8 Warrants - in the period from 31 March 2031 to 30 September 2031.”

## § 8

### Effective Date of the Resolution

This Resolution shall become effective on the date of its passing, with the proviso that if for the resolution to bear specific effects it will be necessary to make an entry in the Register of Entrepreneurs maintained by the National Court Register, such effects shall become valid upon making such an entry, subject to a prior consent of the Polish Financial Supervision Authority.

### ENCLOSURE

**OPINION OF THE MANAGEMENT BOARD OF BNP PARIBAS BANK POLSKA S.A.  
JUSTIFYING THE DEPRIVATION OF THE SHAREHOLDERS OF THE PRE-EMPTIVE  
RIGHT TO THE SERIES B1, B2, B3, B4, B5, B6, B7, AND B8 SUBSCRIPTION  
WARRANTS ISSUED BY THE COMPANY, AND THE DEPRIVATION OF THE  
SHAREHOLDERS OF THE PRE-EMPTIVE RIGHT TO THE SERIES N SHARES**

This opinion of the Management Board of BNP Paribas Bank Polska S.A. constitutes a justification for the deprivation of the shareholders of the pre-emptive right to the Series B1, B2, B3, B4, B5, B6, B7 and B8 Subscription Warrants (“the Series B Warrants”) and the pre-emptive right to Series N Shares (“the Series N Shares”). Additionally, the opinion includes the justification of the free-of-charge issuance of Series B Warrants and the issuance price of Series N Shares. The opinion has been drawn up pursuant to Article 433 § 2 and 6 of the Commercial Companies and Partnerships Code.

Agenda of the General Meeting of BNP Paribas Bank Polska S.A. (“the Bank”) convened for 27 June 2022 envisages adopting the Resolution on the issuance of subscription warrants, conditional increase of share capital by way of the issuance of Series N Shares, depriving the existing shareholders of the pre-emptive right to subscription warrants and pre-emptive 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 (“Resolution on Issuance”). If the Resolution on Issuance is adopted, the Bank shall issue no more than 1,200,000 (in words: one million two hundred thousand) Series B Warrants entitling to take up Series N Shares, whereas the Bank’s share capital is to be increased conditionally by the amount not exceeding PLN 1,200,000 (in words: one million two hundred thousand zlotys) by way of the issuance of no more than 1,200,000 (in words: one million two hundred thousand) Series N ordinary bearer shares with nominal value of PLN 1.00 (in words: one zloty) each. The entities entitled to take up Series B Warrants will only include the persons entered in the list of persons whose professional activity has material impact on the Bank’s risk profile, kept by the Bank pursuant to § 24 of 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 (“Regulation”) or pursuant to the regulations that will supersede the Regulation.

The number of persons entitled to take up Series B Warrants may not exceed 149 (in words: one hundred and forty-nine). Series B Warrants are to be issued free of charge, and each

Series B Warrant will involve the right to take up 1 (in words: one) Series N Share at an issuance price of PLN 1.00 (in words: one zloty) per 1 (in words: one) Series N Share.

The deprivation of the shareholders of the Bank of the pre-emptive right to Series B Warrants, the free-of-charge issuance of Series B Warrants and the issuance price of Series N Shares are justified by the fact that Series B Warrants and Series N Shares shall be issued in order to implement amendments to the existing Bank's Incentive Programme implemented pursuant to Resolution No. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020, amended by Resolution No. 37 of the Ordinary General Meeting of the Bank dated 29 June 2020; as part of said Programme the persons whose professional activity has material impact on the Bank's risk profile, shall receive part of the variable components of their remuneration in a form of shares in the Bank ("the Incentive Programme"). The Incentive Programme is currently carried out based on Series A Warrants carrying rights to subscribe for Series M Shares ("Series M Shares"). As a result of coming into force of the provisions of 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 ("Regulation") which have extended, as compared to the previous legal status, the deferral period for payment of the awarded Variable Remuneration, and given the limited number of Series M Shares and the deadlines for subscribing for them, a part of the Variable Remuneration, particularly the Variable Remuneration for 2021 in its part deferred until 2026 and 2027, may not be paid out in the form of Series A Warrants carrying rights to take up Series M Shares. In granting Series B Warrants carrying the right to take up Series N Shares to those persons it shall be possible for the Incentive Programme to continue operating in its existing form, i.e. they shall be granted the right to have the above-mentioned remuneration in the form of shares in the Bank. This justifies the need to deprive the existing shareholders of the pre-emptive right to Series B Warrants and the need to agree that Series B Warrants will be issued free of charge. In addition, fixing the issuance price of Series N Shares at a level compatible with the nominal value of Series N Shares, i.e. significantly lower than the market price of the shares in the Bank, stems from the fact that granting Series N Shares to the above-mentioned persons shall constitute a form of providing them with their remuneration for discharging their duties to the benefit of the Bank; therefore, it should result in those persons obtaining some financial benefit.

The deprivation of the shareholders of the pre-emptive right to Series N Shares is connected with the fact that only Series B Warrant holders shall be the entities entitled to take up Series N Shares. Fixing the issuance price, as specified above, is, therefore, an indispensable condition for the continued implementation of the Incentive Programme at the Bank because it is necessary for creating a legal way for Series B Warrant holders to obtain the right to take up Series N Shares, i.e. the right embodied in said Series B Warrants.

It is the opinion of the Management Board that the continued implementation of the Incentive Programme at the Bank and the resulting decisions included in the Resolution on Issuance with respect to the terms and conditions for the issuance of Series B Warrants and Series N Shares, as specified hereinabove, are in Bank's interest and are not against the Bank shareholders' interest. This results from the fact that the activities undertaken by the persons whose professional activity has material impact on the Bank's risk profile are of material significance for the Bank and its value. The taking up of Series B Warrants and, subsequently, Series N Shares by those persons will be of motivational significance to them and is to ensure their long-term relationship with the Bank. The additional justification for making the above-mentioned determinations is the fact that under the provisions of the Regulation the Bank is obligated to provide the above-mentioned persons with a part of the variable components of their remuneration in a form of financial instruments. It is the opinion of the Management Board

of the Bank that, for the above-mentioned reasons, depriving the shareholders of the pre-emptive right to Series B Warrants and Series N Shares is justified in light of the provisions of Article 433 § 2 and 6 of the Commercial Companies and Partnerships Code.

**Resolution No. 40**  
**of the Ordinary General Meeting of**  
**BNP Paribas Bank Polska S.A.**  
**dated 27 June 2022**

**on adopting the information on BNP Paribas Bank Polska S.A. compliance with the “Principles of Corporate Governance for Supervised Institutions”, issued by the Polish Financial Supervision Authority**

Acting pursuant to § 12 para. 2. 8 of the Articles of Association of BNP Paribas Bank Polska S.A., the Ordinary General Meeting resolves as follows:

§ 1

Having considered the justification of the Management Board of the Bank on the full application of the rules relating to shareholders and the Bank's relationship as a supervised institution with its shareholders, the Ordinary General Meeting accepts the information that BNP Paribas Bank Polska S.A. complies with all the "Principles of Corporate Governance for Supervised Institutions" (hereinafter: the Principles) issued by the Polish Financial Supervision Authority on 22 July 2014.

§ 2

The Resolution shall come into force on the date it has been passed.