

**Announcement
of the Management Board of Bank BGŻ BNP Paribas Spółka Akcyjna
of the convention
of the Ordinary General Meeting**

The Management Board of Bank BGŻ BNP Paribas Spółka Akcyjna (joint stock company) at Kasprzaka St. 10/16 (01-211 Warsaw), entered into the register of entrepreneurs of the National Court Register kept by the District Court for the capital city of Warsaw, 12th Commercial Department of the National Court Register, under the number KRS 11571, holding Taxpayer's ID No. (NIP): 526-10-08-546, having the fully paid-up share capital of PLN 84 238 318, (the "Company" or the "Bank"), pursuant to art. 399 § 1 in conjunction with art 402¹ § 1 of the Commercial Companies Code, convenes hereby **the Ordinary General Meeting to be held on 22 June 2017, at 10.30**, at the registered office of the Company at Kasprzaka St.10/16 in Warsaw, room 012.

Agenda

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. Review of the Supervisory Board Report on the verification of the Financial Statements of Bank BGŻ BNP Paribas S.A., including the Brokerage Office, Management Board Report on the activity of Bank BGŻ BNP Paribas S.A., including the Brokerage Office, the Consolidated Financial Statements of the Capital Group of Bank BGŻ BNP Paribas S.A., and of the Management Board Report on the activity of the Capital Group of Bank BGŻ BNP Paribas S.A. for the fiscal year from 1st January 2016 to 31st December 2016, and on the motion of the Management Board on the distribution of Bank BGŻ BNP Paribas S.A. profit for the 2016 financial year together with the assessment of adequacy and effectiveness of the internal control system in the Bank BGŻ BNP Paribas S.A.
6. Review and approval of:
 - 1) Management Board's Report on Activities of Bank BGŻ BNP Paribas S.A. in 2016,
 - 2) Bank BGŻ BNP Paribas S.A. Standalone Financial Statements for the 2016 financial year.
7. Passing resolution on Management Board's motion of Bank BGŻ BNP Paribas S.A. on the profit distribution for the 2016 financial year.
8. Review and approval of:
 - 1) Management Board's Report on Activities of the Bank BGŻ BNP Paribas S.A. Capital Group for the 2016 financial year,

- 2) Bank BGŻ BNP Paribas S.A. Capital Group's Consolidated Financial Statements for the 2016 financial year.
9. Review and approval of the Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and its Committees in 2016.
10. Passing resolutions granting vote of acceptance for the fulfilment of their duties during 2016 to the members of the Management Board of Bank BGŻ BNP Paribas S.A. and Sygma Bank Polska S.A. which was acquired by Bank BGŻ BNP Paribas S.A. in accordance with article 492 § 1 item 1 of CCC.
11. Passing resolutions granting vote of acceptance for the fulfilment of their duties during 2016 to the members of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and Sygma Bank Polska S.A. which was acquired by Bank BGŻ BNP Paribas S.A. in accordance with article 492 § 1 item 1 of CCC.
12. Passing resolutions on changes in the composition of the Supervisory Board of the Bank BGŻ BNP Paribas S.A.
13. Passing resolution on the Evaluation of the Sponsorship, Philanthropic and CSR Activities of Bank BGŻ BNP Paribas S.A. Rational for years 2015 and 2016 presented by the Bank BGŻ BNP Paribas S.A. Supervisory Board .
14. Passing resolution on the information about Bank BGŻ BNP Paribas S.A. compliance with the Principles of Corporate Governance for Supervised Institutions issued by the Polish Financial Supervision Authority.
15. Passing resolution on the evaluation of the Remuneration Policy in accordance with § 28 item 4 of Principles of Corporate Governance for Supervised Institutions presented by the Supervisory Board of Bank BGŻ BNP Paribas S.A.
16. Passing resolution on adoption of the Rules of Procedure of the General Meetings of Shareholders of Bank BGŻ BNP Paribas S.A.
17. Passing resolution on the amendments to the Articles of Association of Bank BGŻ BNP Paribas S.A. (§ 20 item 5, item 6 and item 7).
18. Passing resolution on the amendments to the Articles of Association of Bank BGŻ BNP Paribas S.A. (§ 21 item 1).
19. Passing resolution on the amendments to the Articles of Association of Bank BGŻ BNP Paribas S.A. (§ 28, § 32, § 37).
20. Passing resolution on the adoption of the consolidated text of the Articles of Association of Bank BGŻ BNP Paribas S.A.
21. Closing of the Meeting.

In compliance with the requirements of Art. 402² of the Commercial Companies Code, the Management Board of the Company below notifies the Shareholders of participation in the General Meeting.

1. Right to request certain issues to be included in the agenda

A shareholder or shareholders representing at least 1/20 of the share capital is/are entitled to request certain issues to be included in the agenda for the Ordinary General Meeting of the Company. A request should be presented to the Management Board of the Company not later than 21 days prior to the scheduled date of the General Meeting, i.e. by 1 June 2017 at the latest and should include reasons or a draft resolution regarding the proposed item of the agenda. The request may be submitted to the registered office of the Company (Kasprzaka St. 10/16, 01-211 Warszawa), room 519 in writing or electronically, sent exclusively by e-mail at the following e-mail address: walne.zgromadzenie@bgzbnpparibas.pl

A shareholder or shareholders should prove that they hold a proper number of shares as at the day of making a request by enclosing a deposit certificate or notice of the right to participate in the General Meeting of the Company to the request; and in the case of shareholders being legal persons or organizational units without the legal personality, they should also confirm their entitlement to act on behalf of this entity by enclosing a current excerpt from the registry relevant for the person/unit.

In the case of shareholders presenting their requests by electronic means of communication, documents should be sent in PDF format.

Requests submitted by shareholders by means of electronic communication in other way than via the above-given e-mail address or failing to observe the above-specified requirements, do not result in any legal effects for the Company and as such, will not be taken into account.

2. Right to propose draft resolutions on the matters included in the agenda or the matters to be included in the agenda before the date of the meeting

A shareholder or shareholders representing at least 1/20 of the share capital may propose in writing, prior to the General Meeting, draft resolutions on the matters included in the agenda or on the matters to be included in the agenda, at the registered office of the Company at Kasprzaka St. 10/16 (01-211 Warszawa), room 519, or by means of electronic communication (in a manner and to the e-mail address (as given under paragraph 1 above).

Draft resolutions forwarded by the shareholders by means of electronic communication in a way other than to the e-mail address (given under paragraph 1 above) or such draft resolutions forwarded failing to meet the requirements set out under paragraph 1) shall not result in legal effects for the Bank and as such, will not be taken into account.

3. Right to propose draft resolutions on the matters included in the agenda in the course of the meeting

Each of the shareholders empowered to attend the General Meeting may, during the General Meeting, propose draft resolutions on the matters included in the agenda.

4. Exercising the voting right by proxy

A shareholder may participate in the General Meeting and exercise his/her voting right in person or by proxy. A proxy template can be found on the website: <http://www.bgzbnpparibas.pl> in section "Investor Relations/General Meeting/Ordinary General Meeting – 22 June 2017".

The Company does not impose a requirement to grant proxy on the above mentioned form. The Company's Management Board informs, however, that if a shareholder grants a proxy right together with the voting instruction, the Company will not verify whether the proxies exercise the voting rights in line with the instructions received from the shareholders. The Management Board of the Company informs, therefore, that the voting instruction should be handed exclusively to the proxy holder.

The power to vote by a proxy should be granted in writing or electronically. The granting of the power to vote in an electronic way does not require an electronic signature verified using a valid qualified certificate.

If the proxy is granted electronically, a Shareholder is required to notify the Company of the granting of such a proxy in the electronic form, to the e-mail address: walne.zgromadzenie@bgzbnpparibas.pl by 21 June 2017, 12.00 Polish time, at the latest. In the case of sending a notification of such a proxy being granted in the electronic form, a shareholder or a person entitled to attend the General Meeting, shall send the following, to the e-mail address as specified above:

- 1) Personal certificate of entitlement to attend the General Meeting, and a scan of the ID or passport including the data enabling identification of the holder (natural person) or a scan of a copy of a register competent for the legal person or organizational unit without legal personality,
- 2) Text or scan of the proxy granted, including the data of the mandator or the persons acting on his behalf in accordance with the mandator's applicable representation rules.
- 3) Scan of the ID or passport (including data enabling identification of the holder) of the proxy being a natural person,

- 4) Scan of the register relevant for the legal person or organizational unit without legal personality,
- 5) E-mail address designated for communication with the shareholder or shareholder's proxy.

The above provisions apply to the notification of withdrawal of the proxy by way of electronic means of communication.

Notifications forwarded by the shareholders in a way other than to the e-mail address as given above or provided without meeting the requirements specified above do not result in legal effects towards the Company and as such, will not be taken into account.

Shareholders shall be allowed to attend the General Meeting upon presentation of an ID and the proxies – upon presentation of their IDs and valid proxy documents granted to them in writing or electronically (a proxy should present the proxy printout).

Representatives of legal persons or organizational units without legal personality should additionally present valid copies from proper registers specifying the persons empowered to represent those entities.

In case of documents drafted in a foreign language, such documents should be accompanied by their Polish sworn translation.

5. Possibility and way of attending the General Meeting by means of electronic communication

The By-laws of the General Meeting do not provide for participation in the General Meeting by electronic means of communication.

6. Way of speaking during the General Meeting by means of electronic communication

The By-laws of the General Meeting do not provide for speaking in the General Meeting by means of electronic communication.

7. Way of exercising the voting right by correspondence or by means of electronic communication

The By-laws of the General Meeting do not stipulate the possibility to exercise the voting right by correspondence or by means of electronic communication at the General Meeting.

8. Registration Day

6 June 2017 is a day of registering attendance at the General Meeting.

9. Right to participate in the General Meeting

Persons who are shareholders of the Company on the day of registering their attendance at the General Meeting are entitled to participate in the General Meeting.

In the case of shareholders entitled to participate in the General Meeting by virtue of dematerialized bearer shares, the persons entitled to participate in the General Meeting are the ones who apply for a personal certificate of entitlement to attend the General Meeting to an entity running securities account not earlier than after announcing the convention of the Ordinary General Meeting and on 7 June 2017 at the latest, and an entity running the securities account issues the personal certificate of entitlement to attend the General Meeting.

In case of the shareholders entitled to participate in the General Meeting by virtue of the registered shares, pledgees and usufructuaries who are entitled to the voting right, the persons entitled to participate in the General Meeting are the ones who are recorded in the Share Book of the Company sixteen (16) days prior to the date of the General Meeting (on the day of registering participation in the General Meeting).

The Company determines the list of shareholders entitled to participate in the General Meeting based on the list received from the National Depository for Securities and the Share Book.

According to art. 407 of the Commercial Companies Code, the list of shareholders entitled to participate in the Ordinary General Meeting will be freely available for inspection on 19, 20 and 21 June 2016, between 8.00 am. and 4.00 pm. at the registered office of the Company, room 519. A shareholder may request that the list of shareholders entitled to attend the General Meeting should be sent free of charge via electronic mail to the address given by him.

10. Making documentation available

Persons entitled to participate in the General Meeting have an access to the full documentation which is to be presented at the Ordinary General Meeting and draft resolutions at the registered office of the Company at Kasprzaka St. 10/16 (01-211 Warsaw), room 519, or on the Company's website at <http://www.bgzbnpparibas.pl> in section "Investor Relations/General Meeting/Ordinary General Meeting – 22 June 2017".

11. Website address

The Company will provide access to all information regarding the General Meeting on the Company's website at <http://www.bgzbnpparibas.pl> investor Relations/General Meeting/Ordinary General Meeting – 22 June 2017”

In the case of any questions or doubts related to the participation in the General Meeting please contact the Company by e-mail at: walne.zgromadzenie@bgzbnpparibas.pl.

The Bank provides information for the proposed amendments to the Articles of Association:

1. § 20 item 5 of the Articles of Association of Bank BGŻ BNP Paribas S.A.

5. *The Supervisory Board creates internal committees composed of members of the Supervisory Board, in particular with regard to the Bank's internal audit. The organization, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board. The duties of the Internal Audit Committee of the Bank include in particular the supervision over the operations of the Internal Audit Line.*

receives the following wording:

5. *The Supervisory Board creates internal committees composed of members of the Supervisory Board, in particular with regard to the Bank's internal audit. The organization, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board. The duties of the Audit Committee of the Bank include in particular the supervision over the operations of the Internal Audit Line.*

2. § 20 item 6 of the Articles of Association of Bank BGŻ BNP Paribas S.A.

6. *The Internal Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Section 16 paragraph 4 of the Articles of Association with qualifications and experience in accounting and finance.*

receives the following wording:

6. *The Audit Committee of the Bank is composed of at least one independent member of the Bank Supervisory Board mentioned in Article 16 para. 4 of the Articles of Association with qualifications and experience in accounting and finance.*

3. § 20 item 7 of the Articles of Association of Bank BGŻ BNP Paribas S.A.

7. *The Internal Audit Committee of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act of Law on the statutory auditors and their self-governing, entities authorized to audit the financial statements and on public supervision and who has qualifications on the field of accountancy*

and audit. The above requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in Section 6.

receives the following wording:

7. *The Audit Committee of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act on statutory auditors, their self-governing organisations, entities authorised to audit financial statements and on public oversight, and who has qualifications on the field of accountancy and audit. The above requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in Article 6.*

4. § 21 item 1 of the Articles of Association of Bank BGŻ BNP Paribas S.A.

The Bank Management Board consists of four to twelve members, and from January 1, 2018 – of four to nine members. The members of the Management Board are appointed for a common term of three years.

receives the following wording:

“The Bank Management Board consists of four to twelve members, and from January 1, 2019 – of four to nine members. The members of the Management Board are appointed for a common term of three years.”

5. § 28 of the Articles of Association of Bank BGŻ BNP Paribas S.A.

1. *The Bank’s shareholders’ funds are:*
 - 1) *Basic funds,*
 - 2) *Supplementary funds,*
2. *The basic funds of the Bank include:*
 - 1) *fundamental funds, including:*
 - a) *share capital,*
 - b) *supplementary capital,*
 - c) *reserve capital,*
 - 2) *additional items of basic funds, including:*
 - a) *general risk fund for unidentified risk of banking operations,*
 - b) *retained profit from previous years,*
 - c) *other items of the balance sheet, determined by the Polish Financial Supervision Authority,*
 - d) *profit under approval and net profit for the current reporting period, calculated in accordance with the accounting principles in force, decreased by all anticipated encumbrances and dividends, in amounts not exceeding the amounts of profit verified by chartered auditors,*
 - 3) *items decreasing basic funds, specified in the Banking Law Act.*
3. *Supplementary funds established pursuant to the resolutions of the General Meeting of Shareholders. The inclusion of funds under supplementary funds is decided by the provisions of the Banking Law Act.*

4. *The Bank may create and liquidate special funds pursuant to the resolutions of the General Meeting of Shareholders.*

receives the following wording:

1. *The Bank's shareholders' funds are:*
 - 1) *Basic funds,*
 - 2) *Supplementary funds,*
2. *The basic funds of the Bank include:*
 - 1) *fundamental funds, including:*
 - a) *share capital,*
 - b) *supplementary capital,*
 - c) *reserve capital,*
 - 2) *additional items of basic funds, including:*
 - a) *general risk fund for unidentified risk of banking operations,*
 - b) *retained profit from previous years,*
 - c) *other items of the balance sheet, determined by the Polish Financial Supervision Authority,*
 - d) *profit under approval and net profit for the current reporting period, calculated in accordance with the accounting principles in force, decreased by all anticipated encumbrances and dividends, in amounts not exceeding the amounts of profit verified by chartered auditors,*
 - 3) *items decreasing basic funds, specified in the appropriate legal regulations.*
3. *The Bank may create and abolish supplementary funds under resolutions of the General Meeting of Shareholders, unless the duty to create supplementary capital results from law provisions. When creating the supplementary capital, the General Meeting shall determine its purpose.*
4. *The Bank may create and abolish special funds under resolutions of the General Meeting of Shareholders, unless the duty to create special capital results from law provisions. When creating special funds, the General Meeting shall determine their purpose.*

6. § 32 of the Articles of Association of Bank BGŻ BNP Paribas S.A.

1. *The supplementary capital is created from write-downs from net profit generated in the financial year, and also the surplus acquired from the issue of shares above the nominal value, remaining after the costs of the issue have been covered, from additional payments made by the shareholders in exchange for the awarding of individual rights to their existing shares, without raising the share capital. The supplementary capital may be used to cover balance sheet loss.*
2. *The reserve capital is created independently of the supplementary capital from write-downs from net profit achieved in the financial year, to be used to cover the balance sheet loss.*
3. *The general risk fund for unidentified risk of banking operations is created from the write-downs from net profit in the amount adopted by the General Meeting of Shareholders. The general risk fund is allocated for unidentified risk of banking operations.*

receives the following wording:

1. *Additional capital is established from net profit deductions in a fiscal year and a surplus obtained at issuing shares above their nominal value, remaining after covering the costs of issuance, from additional capital payments made by shareholders in exchange for assigning special rights to their existing shares without increasing the share capital. Additional capital*

may be earmarked for the coverage of balance sheet losses. The decision on using the additional capital is taken by the General Meeting.

2. Reserve capital is established regardless of the additional capital from net profit deductions in a fiscal year, earmarked to cover the balance sheet loss. The decision on using the reserve capital is taken by the General Meeting.
3. The general risk fund for unidentified risk related to banking operations is established from net profit deductions in the amount resolved by the General Meeting. The general risk fund is earmarked for unidentified risk related to banking operations.

7. § 37 of the Articles of Association of Bank BGŽ BNP Paribas S.A.

The balance sheet profit of the Bank, decreased by deductions resulting from tax liabilities and equivalent payments pursuant to separate regulations, is appropriated for the purposes specified in the resolution of the General Meeting on the appropriation of profit.

receives the following wording:

The balance sheet profit of the Bank, decreased by deductions resulting from tax liabilities and equivalent payments pursuant to appropriate legal regulations, is appropriated for the following:

- 1) *additional capital,*
- 2) *reserve capital,*
- 3) *general risk fund for unidentified risk related to banking operations,*
- 4) *dividend,*
- 5) *supplementary capital,*
- 6) *special funds,*
- 7) *other purposes,*

on the basis of and in the amount determined in the resolution of the General Meeting.