

**Regulations of the General Meeting
of BANK BGŻ BNP PARIBAS SPÓŁKA AKCYJNA
with its registered office in Warsaw**

(hereinafter referred to as “the Regulations”)

GENERAL PROVISIONS

§ 1

1. Regulations of the General Meeting of Bank BGŻ BNP Paribas SA. („**The General Meeting**”) defines the principles of holding General Meetings of Bank BGŻ BNP Paribas S.A. (“**the Bank**”).
2. A General Meeting is held according to the provisions of the Commercial Companies Code (ccc), Banking Law, Law on public offering and on conditions of introducing financial instruments to organised trade and on listed companies, Articles of Association of the Bank, these Regulations, including the Good Practices in companies listed at Warsaw Stock exchange (GPW)", adopted by the Giełda Papierów Wartościowych S.A. (stock exchange).

CONVENING THE GENERAL MEETING

§ 2

1. General Meetings are convened as ordinary or extraordinary general meetings. General Meeting is convened, in a manner defined in the Bank's Articles of Association, by the Bank's Management Board or - in cases defined in the Articles of Association – by the Supervisory Board or by a shareholder or shareholders representing jointly at least 1/20 of share capital.
2. A General Meeting may be held in the Bank's seat.

PARTICIPATION IN A GENERAL MEETING

§ 3

1. The General Meetings may be attended, and voting right may be exercised by, persons being shareholders of the Bank sixteen (16) days prior to the date of the General Meeting who requested the entity maintaining a securities account for issue of a registered certificate on the right to attend the General Meeting, having rights from registered shares, pledgees and users who have a right of vote if they have been entered in the share book sixteen (16) days prior to the date of the General Meeting (date of registration of attendance in the General Meeting).
2. The list of persons authorised from bearer shares, to attend the General Meeting is defined by the Bank on the basis of a list prepared by the entity maintaining the securities deposit according to the provisions of the law on financial instruments trade.

LIST OF SHAREHOLDERS

§ 4

1. A list of shareholders authorised to attend the General Meeting should be prepared and signed by the Bank's Management Board and made available for inspection in the Bank's office for three (3) business days prior to the date of the General Meeting. Such a documentation should contain the following:



- 1) surnames and names of persons or names of companies being eligible shareholders,
 - 2) place of residence (registered office) of eligible shareholders,
 - 3) number and type of shares, numbers of shares due to eligible shareholders,
 - 4) number of votes due to eligible shareholders.
2. The Bank's Management Board shall, at a prior demand of a shareholder including such shareholder's electronic mail address, send such shareholders a list of shareholders in an electronic form.
 3. A shareholder may demand that a copy of motions regarding cases being on the agenda of the General Meeting should be released to him within one week prior to the date of the General Meeting.

§ 5

1. A shareholder shall have the right to attend the General Meeting and exercise voting rights in person or by a proxy.
2. Proxy document allowing for attendance in the General Meeting and execution of a voting right must be prepared in writing, otherwise it is null and void, and should be attached to the minutes.
3. representatives of shareholders and their proxies should present excerpts from registers or other documents listing persons empowered to represent such entities.
4. If a member of the Management Board or of the Supervisory Board, liquidator, employee of the Bank or of the Bank's subsidiary company is a representative at the General Meeting, such proxy document empowers representation at only one General Meeting. Such proxy may not be further granted to another person / entity.
5. A proxy document empowering to attend a General Meeting and execute a right of vote may have an electronic form. Granting a proxy in an electronic form does not need a safe electronic signature verified with a valid qualified certificate.
6. Notification of granting a proxy in an electronic form and of its recalling may be sent by the Bank's shareholders or other persons authorised to attend a General Meeting only by electronic mail to the address: walne.zgromadzenie@bgzbnpparibas.pl.
7. When a notification of granting a proxy electronically, a shareholder or another person empowered to attend a General Meeting shall send the following via electronic mail address indicated in para. 6:
 - 1) registered certificate of a right to attend a General Meeting and also a scan of an ID or passport including data enabling identification of the holder (private individual) or a scan or copy of a register proper for such legal person or organisational unit without legal personality,
 - 2) scan of a granted proxy including details of the principal or persons acting on behalf of the principal, according to the principal's applicable principles of representation,
 - 3) scan of an ID or passport (including data enabling identification of the holder) of a proxy who is a private individual,
 - 4) scan of a copy of the register proper for a proxy who is a private individual or organisational unit without legal personality,
 - 5) address of electronic mail for communication with a shareholder or another person authorised to attend a General Meeting and his proxy.
8. The Bank's Management Board may indicate additional ways of communication with the Bank using means of electronic communication, including for notification of granting a proxy electronically, by posting the respective information on the Bank's website or in the announcement of a convention of a General Meeting.
9. Provisions of paras. 7 - 8 apply to the notification of a proxy recall by electronic way.
10. Proxy document granted in a foreign language should be translated into Polish by a sworn

translator.

OPENING OF THE GENERAL MEETING AND ELECTION OF THE CHAIRPERSON

§ 6

1. A General Meeting is opened by its Chairperson or by deputy Chairperson of the Supervisory Board. If none of them may open a General Meeting, then the meeting is opened by a member of the Supervisory Board. If the a/m persons are absent, the General Meeting shall be opened by the President of the Management Board or a person indicated by the Bank's Management Board. A General Meeting elects a chairperson from among persons authorised to vote at a General Meeting or their proxies.
2. The person opening a General Meeting leads to immediate election of a Chairperson of the General Meeting („**Chairperson**”), ensuring correct course of vote and further presents the results. The person opening a General Meeting refrains from any other substantive or formal decisions.
3. A General Meeting elects a Chairperson exclusively from among persons authorised to attend a General Meeting with a voting right.
4. The person opening a General Meeting decides on the order of giving the floor concerning the proposing of candidates. The proposed candidates are entered in a list of candidates for Chairperson upon their consent made for the record of the General Meeting. A list of candidates is prepared by the person opening the General Meeting, provided that the number of proposed candidates may not exceed 5 (five) persons.
5. The person for whom the biggest number of valid votes "for" has been given is elected Chairperson. If a number of candidates receive the same number of votes, the voting is repeated.

§ 7

1. Immediately upon election, the Chairperson verifies whether the shareholders have signed a list of presence and shareholders' proxies presented the required proxy documents empowering them to represent the shareholders at a General Meeting. Shareholders who have not signed a list of presence earlier, should do so.
2. The list of presence, referred to in para 1 above, should include:
 - 1) name and surname or a company name of a participant of the General Meeting,
 - 2) information whether a participant in the General Meeting is a shareholder or another eligible person, or a proxy of a shareholder or another eligible person, and if the participant is a proxy of a shareholder or another eligible person - indication of the name and surname or name of a company of the represented shareholder or another eligible person,
 - 3) number of shares presented by the participant of the General Meeting,
 - 4) number of votes due to the participant of the General Meeting,
 - 5) signature of the participant of the General Meeting,
 - 6) signature of the Chairperson.
3. Chairperson signs the list of presence which is further made available for the time of the General meeting.
4. If there is any change of the participants of the General Meeting, the list of presence is changed accordingly.
5. On signing the list of presence, the Chairperson confirms, in agreement with the notary public drafting the minutes, correctness of convention of the General Meeting and its ability to pass resolutions, and further announces this to the participants and presents the agenda to them.

§ 8

1. The Chairperson chairs the General Meeting according to the adopted agenda and provision of the Regulations.
2. The Chairperson should secure an efficient course of the General Meeting, respecting the rights and interests of all shareholders and other eligible persons.
3. The Chairperson should not, without a valid reason, offer to resign from his function or delay, without good reason, signature of the minutes from the General Meeting.
4. The Chairperson should in particular, counteract abuse of rights by the participants of the General Meeting and ensure that the rights of minority shareholders are respected.
5. The Chairperson's responsibilities include in particular:
 - 1) giving the floor,
 - 2) issuing due procedural orders during the General Meetings, in particular - if needed - preparing a list of those offering to discuss and defining the maximum time of speech, taking the right to speak away from the participants of the General Meeting, especially when the speech concerns matters that are not on the agenda of the General Meeting, or goes beyond the agenda, violates the law or good manners, makes correct course of the meeting impossible,
 - 3) ordering procedural breaks, votes, watch over their correct course and announcing the results of voting,
 - 4) stating that individual resolutions have been or have not been passed and announcing them,
 - 5) stating that the agenda of the General Meeting has been exhausted,
 - 6) solving any doubts related to the Regulations,
 - 7) cooperating with the notary public drafting the minutes,
 - 8) approving the recording of the General Meetings using devices recording picture and / or sound,
 - 9) signing the minutes from the General Meeting immediately after its being drafted by the notary public.
6. Brief breaks in meetings which are not the reason for adjournment, ordered by the Chairperson in justified cases, such breaks may not result in hampering the shareholders' execution of their rights.
7. Voting over organisational and formal matters may only relate to any issues concerning the chairing of the General Meeting. This procedure does not relate to the voting of resolutions that may affect execution of the shareholders' rights.
8. Participant of the General Meeting who has a voting right may appeal against a decision of the Chairperson. Such appeal is processed and decided by the General Meeting by way of resolution.
9. The Chairperson may seek an assistance of lawyers or other experts present at the General Meeting.

§ 9

1. The Chairperson may, on his own initiative or at a request of the shareholders attending the General Meeting, holding 1/10 of share capital represented at the General Meeting, that a Returning Committee or a Motions Committee should be appointed in order to facilitate the course of the General Meeting.
2. The responsibilities of the returning committee include supervising the correctness of the voting process, establishing the voting results and presenting the results to the Chairperson and performing other activities associated with the voting. If any irregularities in the voting are found, the committee is required to immediately notify the fact to the Chairperson. Documents including

the results of each voting are signed by all members of the returning committee and the Chairperson.

3. The responsibilities of the Motions Committee include phrasing motions put forward by the shareholders.
4. The Returning Committee as well as the Motions Committee are composed of 3 (three) members.
5. Committee members are elected from among persons authorised to attend the General Meeting or their proxies. The Chairperson decides on the order of giving the floor concerning proposing candidates for Committee members. If a motion on the appointment of the Returning Committee has been filed by the shareholders attending a General Meeting, who hold 1/10 of the share capital represented at the General Meeting, the appointed shareholders may elect one member of such Committee. The proposed candidates are entered in a list of candidates for Committee members upon their consent made for the record. A list of candidates is prepared by the Chairperson. Three persons for whom the biggest number of valid votes "for" has been given are elected as Committee members.
6. The Committees elect a chairperson and secretary from among their members.
7. The Chairperson may waive appointment of the Returning Committee if the voting takes place by way of electronic means (such as cards or similar devices issued to the shareholders, which record the number of votes due to such shareholders), provided that appointment of such committee is requested by the shareholders attending the General Meeting, who hold 1/10 of the share capital represented at the General Meeting.

COURSE OF THE GENERAL MEETING

§ 10

1. The General Meeting should be attended by the members of the Management Board and members of the Supervisory Board in a composition enabling to give a substantive answer to questions asked at the General Meeting. If the General Meeting discusses financial issues, a chartered accountant should attend such meeting.
2. Members of the Supervisory Board and the Management Board and a chartered accountant attending a General Meeting should, within the scope of their competences and in the scope necessary for deciding on cases being on the agenda of the General Meeting, provide the General Meeting participants with any explanations and information on the Bank, following the provisions of the commercial companies code, the law on financial instruments trade, and the law on public offering and the conditions of introducing financial instruments to organised trade, and on listed companies, and such information may not be presented in a manner other than the one arising from such laws, especially art. 428 of the commercial companies code applies to the information presented by a Management Board member at a request of a General Meeting participant having a voting right.
3. A General Meeting may be attended by experts and other persons invited by the convening body.
4. At the consent of the Chairperson the General Meeting may be attended by representatives of the media.

§ 11

1. Upon calling an item on the agenda the Chairperson or a person indicated by the Chairperson discusses a given item and afterwards the Chairperson opens a discussion giving the floor in the order of applying for taking the floor. The Chairperson may give the floor, out of turn, to the members of the Management Board, members of the Supervisory Board and the invited experts.
2. The floor may be taken only on the items on the agenda and currently discussed, however, at the

consent of the General Meeting discussion may be held on a combination of items on the agenda.

3. In a discussion, a participant may speak out on each item on the agenda only twice.
4. The Management and Supervisory Boards have a right to answer the motions proposed during discussion.
5. The Chairperson may admonish a person who deviates from the topic of discussion or exceeds the allowed time defined by the Chairperson and ultimately, the Chairperson may take the floor away from such person.

§ 12

1. The Chairperson may give the floor off the agenda or in connection with a discussion only for the purpose of making a formal motion. A formal motion is a motion concerning the manner of proceeding and voting. This procedure does not relate to the voting of resolutions that may affect execution of the shareholder's rights.
2. Formal motions include in particular motions for:
 - 1) break, adjournment or closing a meeting,
 - 2) adjournment of, or closing, a discussion,
 - 3) proceeding to the agenda,
 - 4) voting without discussion,
 - 5) change in a manner of voting,
 - 6) limiting the time of speaking,
 - 7) order of voting on individual motions,
 - 8) checking the number of votes of the persons present at the General Meeting,
3. The General Meeting decides on a formal motion by an ordinary majority of votes cast.
4. Before putting a formal motion to vote, the Chairperson makes precise and presents the content of the proposed motion.
5. The Chairperson in the first place puts to vote the farthest going motion which may exclude the need to vote the other motions.
6. A formal motion rejected in vote may not be proposed again in discussion on the same matter.
7. Ordering adjournment, which may take place in special situations, can only happen on the basis of a resolution of the General Meeting, passed by a majority of 2/3 votes. A resolution on the ordering of an adjournment should include the date of reopening and justification of such adjournment being ordered. The adjournments may not take longer than a total of 30 (thirty) days.
8. The provisions of para. 7 of this section do not apply to short procedural breaks ordered by the Chairperson of the General Meeting. Breaks ordered in such manner may not aim to hamper the shareholders executing their rights.

§ 13

1. A motion made on the agenda of the General Meeting, including a motion for waiver of processing of a case being on the agenda should be prepared in writing and include justification to enable a resolution to be passed with due understanding.
2. A motion leading to a change of a draft should also include the content of resolution to be passed by the General Meeting. The requirement to prepare a justification does not relate to resolutions of an editorial character.

VOTING

§ 14

1. If the proposed motion concerns amendment to a draft resolution (amendment), first the amendment is put to vote and further the whole draft resolution is voted.
2. If in a given case a number of motions are proposed including different proposals, the Chairperson shall establish which motions should be regarded to be farthest reaching and put them to vote in this order. Motions contrary to the motion accepted shall not be put to vote.
3. Upon closing discussion of a given item on the agenda, the Chairperson orders a vote to be taken on the draft resolution.
4. Before taking vote, the draft resolution should be read out. It is allowed to only make reference to a draft resolution text received by the General Meeting participants if it is lengthy and none of the participants made an objection.
5. Removing from the agenda or waiving discussion of an item on the agenda by the Bank's shareholders require a resolution to be passed by the General Meeting and approval by all the Bank's shareholders who proposed to put a specific case on the agenda of the General Meeting.

§ 15

1. Voting at the General Meeting is open.
2. Secret voting is ordered in the following cases:
 - 1) in elections or on motions for recall of the members of the Bank's bodies or liquidators,
 - 2) for bringing to justice the members of the Bank's bodies or liquidators,
 - 3) in staff related cases,
 - 4) at demand of at least one shareholder or his representative,
 - 5) in other cases defined in applicable provisions of law.
3. Voting at the General Meeting may be held via electronic vote counting device. The respective decision is taken by the Chairperson and the provisions of the Regulations apply in such a situation accordingly.
4. The electronic vote counting device should ensure that the number of votes cast corresponds with the number of shares held, that a different voting is possible and in case of secret vote, identification of the manner of voting by individual shareholders is possible.
5. A person voting against a resolution may demand that her/his protest and justification are minuted.
6. At the demand of a participant of the General Meeting, such person's written statement is minuted.
7. If the provisions of law or the Bank's Articles of Association require, for passing a specific resolution, that some conditions must be met, especially, representation of a specific part of the share capital, the Chairperson confirms and announces, before the vote is taken, the ability of the General Meeting to pass such a resolution and informs what majority is required for such resolution to be passed.
8. Upon receiving the result of voting, the Chairperson notifies the number of votes for the resolution, the number of votes against the resolution and the number of votes "abstained", and further, states whether the resolution has been passed.

RESOLUTIONS OF THE GENERAL MEETING

§ 16

Subject to the absolutely binding provisions of law and provisions of the Bank's Articles of Association, resolutions of the General Meeting are passed by an ordinary majority of votes cast. In cases such as amendments to the Bank's Articles of Association, including in particular change of the Bank's company, its registered office, business profile, increase or decrease of its share capital, issue of convertible bonds and bonds with pre-emptive right, taking up the Bank's shares as well as subscription warrants, and also liquidation or dissolution of the Bank, sale of the whole or part of the bank enterprise and merger with another bank, resolutions of the General Meeting shall be passed by a majority of 3/4 of votes cast. A resolution on the Bank's merger with another company requires a resolution of the General Meeting passed by a majority of 2/3 of votes cast.

MINUTES

§ 17

1. Resolutions of the General Meeting should be included in the minutes drafted by the notary public.
2. Minutes are prepared in accordance with the provisions of the commercial companies code and Banking law. The minutes confirm correctness of convention of the General Meeting and its ability to pass resolutions; the passed resolutions are listed, for each resolution the following is given: number of shares from which valid votes were cast, percentage of the shares in the share capital, the total number of valid votes, number of votes "for", "against" and "abstained", as well as objections and statements made. Minutes should also include the text of motions proposed during a General Meeting, name and surname or company of a person on behalf of whom the motion was put forward, and the decision on the motion.
3. A list of presence with signatures of the participants of the General Meeting should be attached to the minutes. The Management Board should attach the proof of convention of the General Meeting to the book of minutes.
4. Excerpt from the minutes together with the proof of convention of the General Meeting and proxies granted by the shareholders are attached to the book of minutes by the Management Board. Shareholders may review the book of minutes and also demand that copies of resolutions certified by the Management Board be released to them.
5. Within one week following the end of the General Meeting, the Management Board shall disclose, on the Bank's website, the results of voting in the scope indicated in para. 2 of this section.
6. Minutes should be provided by the Management Board to the Polish Financial Supervision Authority within 14 (fourteen) days following the date of the end of the General Meeting.

APPOINTING MEMBERS OF THE SUPERVISORY BOARD

§ 18

1. General Meeting elects members of the Supervisory Board provided that at least half of the members of the Bank's Supervisory Board should be persons having knowledge of Poland's banking market, at least two members of the Supervisory Board should be independent members, in accordance with the Bank's Articles of Association.
2. Each shareholder may propose candidates for a member of the Supervisory Board. A candidate is proposed with a justification and brief CV of the candidate, including especially education, and

professional experience.

3. The proposed candidate is entered in the list of candidates upon presentation of a representation to the Chairperson that he/she agrees to be a candidate.
4. Voting is preceded by an assessment made by the Bank on the basis of candidate's statements and available sources of information, whether the candidate's knowledge and experience are adequate to the function of a member of the Supervisory Board from the perspective of a need to ensure that the tasks of the Supervisory Board are performed correctly.
5. Voting for Supervisory Board members is held separately for each candidate in a secret vote, by an absolute majority of votes. A vote given to more candidates than the number of mandates is invalid. The Supervisory Board will include such candidates who, having received an absolute majority of votes, received the biggest number of votes. If the number of votes is the same, the voting is repeated, following the above mentioned rules.
6. If the number of candidates proposed for members of the Supervisory Board is the same as the number of posts to be filled, the voting may be taken by way of simultaneous voting for all the candidates, provided that no protest has been lodged in this respect. If a protest is made, the voting will take place applying the above mentioned general rules.
7. Each of the Bank's shareholders may put forward a motion for calling off individual or all members of the Supervisory Board. The motion for call off should include a justification. For a Supervisory Board member to be called off, an absolute majority of votes is required.
8. If, according to art. 385 § 3 of the commercial companies code, a correct motion has been put forward, for election, by the nearest General Meeting, of the Supervisory Board by way of voting for separate groups, the election shall be made according to the following rules:
 - 1) persons representing, at the General Meeting, the part of shares that results from division of the total number of represented shares by the number of the Supervisory Board members, may set up a separate group in order to elect one member of the Supervisory Board,
 - 2) mandates in the Supervisory Board that are not filled by a proper group of shareholders, set up according to point 1), shall be filled by way of voting involving all shareholders whose votes have not been cast when the Supervisory Board members were elected and the voting was performed by separate group voting,
 - 3) shareholders who will set up a separate group in order to elect a Supervisory Board member shall not participate in election of the other Supervisory Board members,
 - 4) group of shareholders set up on the basis of art. 385 § 3 of the commercial companies code shall elect a head of a given group, who prepares a list of the shareholders making up such group specifying the number of represented shares. Head of the group presents the list to the Chairperson who confirms the group's right to elect a specific number of the Supervisory Board members, and further signs the list,
 - 5) voting in a group is taken via electronic vote counting device, unless the group of shareholders decide on another way of voting following the principle of voting secrecy,
 - 6) minutes from the voting in individual groups shall be drafted by a notary public who takes minutes of resolutions of the General Meeting.

FINAL PROVISIONS

§ 19

If there are any discrepancies between the provisions of the Regulations and the applicable law, the provisions of the Regulations contrary to the applicable law shall not apply.

§ 20

The Regulations apply to the General Meetings convened starting from the next General Meeting after the General Meeting during which the Regulations have been adopted.