



**The draft resolutions
that will be the subject of the Ordinary General Meeting of the Company
convened for 18 May 2018**

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 18 May 2018**

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

The Ordinary General Meeting resolves to electas the chairperson.

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 18 May 2018**

on adoption of the agenda of the Ordinary General Meeting of Bank BGŽ BNP Paribas 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. Review of the Supervisory Board Report on the verification of the Financial Statements of Bank BGŽ BNP Paribas S.A., including the Brokerage Office, Management Board Report on the activity of Bank BGŽ BNP Paribas S.A., including the Brokerage Office, the Consolidated Financial Statements of the Capital Group of Bank BGŽ BNP Paribas S.A., and of the Management Board Report on the activity of the Capital Group of Bank BGŽ BNP Paribas S.A. for the fiscal year from 1st January 2017 to 31st December 2017, Report on non-financial information of Bank BGŽ BNP Paribas S.A. and Bank BGŽ BNP Paribas S.A. Capital Group for the year 2017 and on the motion of the Management Board on the distribution of profit for the fiscal year 2017 together with the assessment of adequacy and effectiveness of the internal control system in the Bank BGZ BNP Paribas S.A.

6. Review and approval of:
 - 1) Management Board's Report on Activities of Bank BGŻ BNP Paribas S.A. in 2017,
 - 2) Bank BGŻ BNP Paribas S.A. Standalone Financial Statements for the year ended on 31 December 2017.
7. Passing resolution on Management Board's motion of Bank BGŻ BNP Paribas S.A. on the profit distribution for the fiscal year 2017.
8. Review and approval of:
 - 1) Management Board's Report on Activities of the Bank BGŻ BNP Paribas S.A. Capital Group in 2017,
 - 2) Bank BGŻ BNP Paribas S.A. Capital Group's Consolidated Financial Statements for the year ended on 31 December 2017.
9. Review and approval of the Report on non-financial information of Bank BGŻ BNP Paribas S.A. and Bank BGŻ BNP Paribas S.A. Capital Group for the year 2017.
10. Review and approval of the Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and its committees in 2017 together with the assessments indicated in rule II.Z.10 of the Best Practices of WSE Listed Companies 2016 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions issued by the Polish Financial Supervision Authority.
11. Passing resolution on the adoption of the remuneration policy presented by the Supervisory Board and assessment of the remuneration policy in accordance with § 28 item 4 of Principles of Corporate Governance for Supervised Institutions issued by Polish Financial Supervision Authority.
12. Passing resolutions on granting a vote of acceptance to the members of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfillment of their duties.
13. Passing resolutions on granting a vote of acceptance to the members of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfillment of their duties.
14. Passing resolution on an increase of the share capital by way of the issuance of Series J ordinary bearer shares and Series K ordinary registered shares in the private subscription (subskrypcja prywatna), the waiver of pre-emptive rights of the present shareholders to subscribe for all the Series J shares and all the Series K shares, the dematerialization and the seeking of admission to trading and the introduction of Series J shares and of the rights to Series J shares to trading on the regulated market operated by the Warsaw Stock Exchange and the amending of the Bank's Articles of Association
15. Closing of the Meeting.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on the review and approval of the Management Board Report on the activity of Bank BGŻ BNP Paribas S.A. for the 2017 financial year.

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

§ 1

The Ordinary General Meeting reviewed and accepted the Management Board Report on the activities of Bank BGŻ BNP Paribas S.A. in 2017.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on the review and approval of the Separate Financial Statements of BGŻ BNP Paribas S.A. for the year ended on 31 December 2017.

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

§ 1

The Ordinary General Meeting reviewed and approved the Separate Financial Statements of Bank BGŻ BNP Paribas Spółka Akcyjna for the year ended on December 31, 2017 consisting of:

- statement of profit and loss for the period from January 1, 2017 to December 31, 2017 showing net profit of PLN 298 389 438,93 (two hundred ninety eight million three hundred eighty nine thousand four hundred thirty eight zloty and ninety three grosz),
- statement of other comprehensive income for the period from January 1, 2017 to December 31, 2017 with a total positive comprehensive income of PLN 440 858 306,17 (four hundred forty million eight hundred fifty eight thousand three hundred six zloty and seventeen grosz),

- statement of financial position prepared as at December 31, 2017 showing total assets PLN 71 897 891 926, 95 (seventy one billion eight hundred ninety seven million eight hundred ninety one thousand nine hundred twenty six zloty and ninety five grosz),
- statement of changes in equity for the period from January 1, 2017 to December 31, 2017 disclosing an increase in equity by PLN 440 045 815,16 (four hundred forty million forty five thousand eight hundred fifteen zloty and sixteen grosz),
- statement of cash flows for the period from January 1, 2017 to December 31, 2017 showing a cash inflow of PLN 989 935 489,36 (nine hundred eighty nine million nine hundred thirty five thousand four hundred eighty nine zloty and thirty six grosz)

and

- notes to financial statements.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on the profit allocation of the Bank for the 2017 financial year.

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

§ 1

Bank BGŻ BNP Paribas income after tax (net profit) for the 2017 financial year amounting to 298 389 438,93 PLN (two hundred ninety eight million three hundred eighty nine thousand four hundred thirty eight zlotych 93/100) shall be transferred to the reserve capital.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on the review and approval of the Management Board Report on the activity of the Bank BGŻ BNP Paribas S.A. Capital Group for the 2017 financial year.

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

§ 1

The Ordinary General Meeting reviewed and approved the Management Board Report on the activity of the Bank BGŻ BNP Paribas S.A. Capital Group in 2017.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on the review and approval of the Consolidated Financial Statements of the BGŻ BNP Paribas S.A. Capital Group for the financial year ended on 31 December 2017.

Acting pursuant to § 12 paragraph 1.2 of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves:

§ 1

The Ordinary General Meeting reviewed and approved the Consolidated Financial Statements of Bank BGŻ BNP Paribas Spółka Akcyjna Capital Group for the year ended December 31, 2017 consisting of:

- consolidated statement of profit and loss for the period from January 1, 2017 to December 31, 2017 showing net profit of PLN 279 707 598,37 (two hundred seventy nine million seven hundred seven thousand five hundred ninety eight zloty and thirty seven grosz),
- consolidated statement of other comprehensive income for the period from January 1, 2017 to December 31, 2017 with a total positive comprehensive income of PLN 422 193 002,51 (four hundred twenty two millions one hundred ninety three thousand two zloty and fifty one grosz),
- consolidated statement of financial position drawn up as at December 31, 2017 with balance sheet total of PLN 72 749 260 126,89 (seventy two billion seven hundred forty nine million two hundred sixty thousand one hundred twenty six zloty and eighty nine grosz),
- consolidated statement of changes in equity for the period from January 1, 2017 to December 31, 2017 showing an increase in equity by PLN 412 642 872,64 (four hundred twelve million six hundred forty two thousand eight hundred seventy two zloty and sixty four grosz),
- consolidated statement of cash flows for the period from January 1, 2017 to December 31, 2017 showing a cash inflow of PLN 959 581 489,36 (nine hundred fifty nine million five hundred eighty one thousand four hundred eighty nine zloty and thirty six grosz)

and

- notes to the consolidated financial statements.

§ 2

The Resolution becomes effective on the date it has been passed.

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on the review and approval of the Report on non-financial information of Bank BGŻ BNP Paribas S.A. and Bank BGŻ BNP Paribas S.A. Capital Group for the year 2017

Acting pursuant to § 12 para. 1, point 1) and 2) of the Articles of Association of Bank BGŻ BNP Paribas S.A., the Ordinary General Meeting resolves as follows:

§ 1

The Ordinary General Meeting reviewed and approved the Report on non-financial information of Bank BGŻ BNP Paribas S.A. and Bank BGŻ BNP Paribas S.A. Capital Group for the year 2017.

§ 2

The Resolution becomes effective on the date it has been passed.

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on the review and approval of the Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. and its committees in 2017 together with the assessments indicated in rule II.Z.10 of the Best Practices of WSE Listed Companies 2016 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions issued by the Polish Financial Supervision Authority.

Acting pursuant to § 12 para. 2.8 of the Articles of Association of Bank BGŻ BNP Paribas S.A., in relation to item II.Z.10 of the Best Practice of GPW Listed Companies 2017 and § 27 of Principles of Corporate Governance for the Supervised Institutions of 22 July 2014 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 Bank BGŻ BNP Paribas S.A. and its committees in 2017 together with the assessments indicated in rule II.Z.10 of the Best Practices of WSE Listed Companies 2016 and assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions of 22 July 2014 issued by the Polish Financial Supervision Authority.

§ 2

The Resolution becomes effective on the date it has been passed.

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on the adoption of the remuneration policy presented by the Supervisory Board and assessment of the remuneration policy in accordance with § 28 item 4 of Principles of Corporate Governance for Supervised Institutions issued by Polish Financial Supervision Authority.

Acting pursuant to § 12 para. 2 sub-para. 8 and 10 of the Articles of Association of Bank BGŻ BNP Paribas S.A. and accordance with § 28 item 3 and 4 of Principles of Corporate Governance for Supervised Institutions issued by Polish Financial Supervision Authority the Ordinary General Meeting resolves the following:

§ 1

Following the review the Ordinary General Meeting adopts the report on the evaluation of remuneration policy in Bank BGŻ BNP Paribas submitted to the Ordinary General Meeting by the Supervisory Board of Bank BGŻ BNP Paribas S.A. and considers that remuneration policy supports the development and security of Bank BGŻ BNP Paribas S.A. operations.

§2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Tomasz Bogus – President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Przemysław Gdański – Vice President managing the work of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Jean-Charles Aranda - Member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance Mr. Bartosz Urbaniak - Member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Ms. Magdalena Legęć - Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of her duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance Mr. Daniel Astraud – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Francois Andre Benaroya – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Blagoy Vankov Bochev – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Wojciech Kemblowski – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Jaromir Pelczarski – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Przemysław Furlepa – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Jerzy Śledziewski – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Paul Philippe Bezieau – Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. - for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the member of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr Jan Bujak - Vice President of the Management Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of her duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Józef Wancer - President of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Jean-Paul Sabet - Vice President of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Jarosław Bauc - Vice President of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Francois Andre Benaroya - Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Stefaan Decraene - Member of the Supervisory Board of Bank BGŽ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Jacques d'Estais - Member of the Supervisory Board of Bank BGŽ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŽ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Yvan De Cock - Member of the Supervisory Board of Bank BGŽ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Piotr Mietkowski - Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Ms. Monika Nachyła - Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Alain Van Groenendael - Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Mariusz Warych - Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

**Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018**

on granting a vote of acceptance to the Member of the Supervisory Board of the Bank for the fulfilment of his duties for 2017 financial year.

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

§ 1

To grant a vote of acceptance to Mr. Thomas Mennicken - Member of the Supervisory Board of Bank BGŻ BNP Paribas S.A. for the fulfilment of his duties for 2017 financial year.

§ 2

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

Resolution No. x
of the Ordinary General Meeting of the Company
Bank BGŻ BNP Paribas S.A.
dated 18 May 2018

concerning: an increase of the share capital by way of the issuance of Series J ordinary bearer shares and Series K ordinary registered shares in the private subscription (*subskrypcja prywatna*), the waiver of pre-emptive rights of the present shareholders to subscribe for all the Series J shares and all the Series K shares, the dematerialization and the seeking of admission to trading and the introduction of Series J shares and of the rights to Series J shares to trading on the regulated market operated by the Warsaw Stock Exchange and the amending of the Bank's Articles of Association

The Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. with its registered office in Warsaw (the "Bank"), acting pursuant to Article 430, Article 431, Article 432, Article 433 § 2, Article 431 § 7 in connection with Article 310 § 2 of the Act of 15 September 2000 – the Commercial Companies Code (consolidated text: Dz. U. of 2017, item 1577, as amended) (the "**Commercial Companies Code**"), Article 5 Section 1 Clause 2 of the Act of 29 July 2005 on Trading in Financial Instruments (consolidated text: Dz. U. of 2017, item 1768, as amended) (the "**Act on Trading in Financial Instruments**") and § 12 Section 2 Clause 3 and § 13 Section 2 of the Bank's Articles of Association, has resolved as follows:

§ 1.

1. The Ordinary General Meeting of the Bank resolves to increase the Bank's share capital by an amount not lower than PLN 2 (two) but not higher than PLN 13,300,000 (thirteen million three hundred thousand), i.e., up to an amount of not less than PLN 84,238,320 (eighty-four million two hundred thirty-eight thousand three hundred twenty) and not more than PLN 97,538,318 (ninety-seven million five hundred thirty-eight thousand three hundred eighteen) by way of the issue of:
 - 1.1. not less than 1 (one) and not more than 2,500,000 (two million five hundred thousand) series J shares with the nominal value of PLN 1 (one) each (the "**Series J Shares**"); and
 - 1.2. not less than 1 (one) and not more than 10,800,000 (ten million eight hundred thousand) Series K shares with the nominal value of PLN 1 (one) each (the "**Series K Shares**", and jointly with the Series J Shares, the "**New Issue Shares**").
2. The issue of the Series J Shares and the issue of the Series K Shares shall be effected by way of private subscription within the meaning of Article 431 § 2 Clause 1 of the Commercial Companies Code, in accordance with the provisions hereof.
3. The issue of the Series J Shares and the issue of the Series K Shares shall be effected by way of private placement, i.e. an offer addressed to not more than 149 selected investors, provided that, however, the Eligible Shareholders, referred to in § 3 Section 3 and entities from the BNP Paribas Group, referred to in § 4 Section 1 hereof, shall be included in the aforementioned maximum number of investors to whom the offer to subscribe for the Series J Shares and Series K Shares will be addressed.
4. All the Series J Shares shall be ordinary bearer shares, and all the Series K Shares shall be ordinary registered shares.
5. The New Issue Shares shall not carry any special rights.
6. The New Issue Shares may only be paid for with a cash contribution.
7. The Series J Shares and the Series K Shares shall participate in dividend starting with the profit earned for fiscal year 2018, i.e., from 1 January 2018, on a par with the remaining shares in the Bank.

8. The issue price of the Series J Shares shall be determined by the Bank's Management Board on the terms defined in this Resolution (authorization). The issue price of the Series K Shares shall be equal to the issue price of the Series J Shares.
9. When submitting offers of acquiring the Series J Shares, the Bank's Management Board should take into account the need to increase the number of the Bank's shares remaining in free float.
10. It is resolved that the Bank shall seek the admission and the introduction to trading on the regulated market operated by the Warsaw Stock Exchange of the Series J Shares, and, provided that the conditions for such admission and introduction to trading are met, also of the rights to the Series J Shares. The Management Board of the Bank shall be authorized and obliged to take any requisite factual and/or legal actions related to the implementation of the provisions of this Section.
11. The Series J Shares shall be dematerialized within the meaning of the Act on Trading in Financial Instruments. The Bank's Management Board shall be authorized and obliged to enter into an agreement with the National Depository of Securities on the registration of the Series J Shares in the depository, and, provided that the conditions for admission and introduction to trading on the regulated market operated by the Warsaw Stock Exchange are met, also of the rights to the Series J Shares, and also to embark on any indispensable factual and/or legal efforts related to the dematerialization of the same.

§ 2.

1. In the interest of the Bank, the current shareholders have their pre-emptive rights waived in their entirety with respect to the New Issue Shares.
2. An opinion prepared by the Management Board in writing, explaining the reasons for waiving the current shareholders' pre-emptive rights in respect of the New Issue Shares and indicating the manner of determining the issue price of the New Issue Shares is appended to this Resolution.

§ 3.

1. The issue of the Series J Shares is hereby resolved and it is to be carried out by way of private subscription within the meaning of Article 431 § 2 Clause 1 of the Commercial Companies Code, effected by way of private placement within the meaning of § 1 Section 3 hereof, and shall be addressed to selected investors, subject, however, to the exercise of their rights by the Eligible Investors, referred to in § 3 Section 3 hereof.
2. Selected investors, including the Eligible Shareholders, will be invited to participate in the Series J Shares bookbuilding process ("**Bookbuilding**"). Such investors taking part in the Bookbuilding should submit declarations of interest in acquiring Series J Shares at a price that shall not be lower than the issue price of the Series J Shares determined by the Management Board of the Bank, on the rules set out in § 3 Section 9 hereof.
3. The Bank's Shareholders, except for BNP Paribas SA and BNP Paribas Fortis SA/NV, who hold at least 0.67% of the total number of votes in the Bank, as at the end of day of registration of participation in this Ordinary General Meeting (the "**Eligible Shareholders**") shall have the priority right to take up Series J Shares in a number corresponding to the product of: (a) the ratio of documented, pursuant to § 3 Section 5 hereof, number of Bank's shares held by the Eligible Shareholder as at the end of day of registration of participation in this Ordinary General Meeting of the Bank to the number of all the Bank's existing shares as at the end of day of registration of participation in this Ordinary General Meeting of the Bank and (b) the final number of the New Issue Shares as determined by the Bank's Management Board (the "**Priority Right**"). If the number of Series J Shares determined in that manner is not a whole number, it shall be rounded down to the nearest integer.
4. The Series J Shares which have not been, in the course of the Bookbuilding, covered by declarations of interest of the Eligible Shareholders may be offered to other investors by the Management Board of the Bank, at its sole discretion, taking into account the restrictions

referred to in § 1 Section 3 hereof; the Series J Shares may also be offered to BNP Paribas SA and/or BNP Paribas Fortis SA/NV.

5. The list of Eligible Shareholders and the number of shares in the Bank held by the given Eligible Shareholder at the end of day of registration of participation in this Ordinary General Meeting of the Bank shall be determined by the Management Board based on a list prepared by the National Depository of Securities based on Article 406³ § 6 of the Commercial Companies Code.
6. The prerequisite to exercise the Priority Right by the Eligible Shareholders upon the terms specified herein is: (i) the submission by the Eligible Shareholder in the Bookbuilding of a declaration of intent to subscribe for Series J Shares at a price not lower than the issue price determined by the Management Board pursuant to § 3 Section 9 hereof; and (ii) the execution of an agreement with the Bank to subscribe for the Series J Shares so offered, at the issue price determined by the Management Board pursuant to § 1 Section 8 hereof.
7. The Management Board shall offer the Series J Shares to any Eligible Shareholder enjoying the Priority Right who meets the condition set forth in § 3 Section 6 Clause (i) hereof.
8. The Management Board is hereby authorized and obliged to assess whether any given shareholder of the Bank qualifies as an Eligible Shareholder. The decision to invite any given investor (who does not qualify as an Eligible Shareholder) to participate in the Bookbuilding or to provide it with an offer to subscribe for the Series J Shares shall be made at the sole discretion of the Management Board of the Bank.
9. The Ordinary General Meeting authorizes the Management Board of the Bank to determine, with the consent of the Supervisory Board, a minimum issue price the Series J Share for the purpose of the Bookbuilding, however the Management Board of the Bank shall have the right to waive determination of such price.
10. The Ordinary General Meeting of the Bank authorizes the Management Board of the Bank to offer Series J Shares to investors participating in the Bookbuilding pursuant to Article 431 § 2 Clause 1 of the Commercial Companies Code and subject to the terms and conditions specified herein as well as to execute agreements for the subscription of Series J Shares with such investors as set forth in Article 431 § 2 Clause 1 of the Commercial Companies Code, i.e. within a private subscription. The Management Board is hereby authorized to determine the number of Series J Shares to be offered to investors, which may be lower than the maximum number of Series J Shares resulting from § 1 hereof.
11. The Ordinary General Meeting of the Bank hereby authorizes the Management Board of the Bank to stipulate the term for the placement of subscriptions for Series J Shares and the execution of Series J Shares subscription agreements by the Bank provided, however, that the Bank may execute Series J Shares subscription agreements no later than 6 (six) months from the date of the adoption of this Resolution.

§ 4.

1. The issue of the Series K Shares is hereby resolved; such Series K Shares shall be offered in a private subscription pursuant to Article 431 § 2 Clause 1 of the Commercial Companies Code to BNP Paribas SA and/or BNP Paribas Fortis SA/NV exclusively in proportion determined by the Management Board of the Bank at its sole discretion.
2. The Series K Shares subscription agreements shall be executed by 30 June 2018.
3. The Ordinary General Meeting of the Bank authorizes the Management Board of the Bank to offer Series K Shares to the investors referred to in this Article pursuant to Article 431 § 2 Clause 1 of the Commercial Companies Code and subject to the terms and conditions specified herein and to execute agreements for subscription of Series K Shares with the investors referred to in this Article as set forth in Article 431 § 2 Clause 1 of the Commercial Companies Code, i.e. within a private subscription. The Management Board is hereby authorized to determine the number of Series K Shares to be offered to the entities referred to in § 4 Section 1 hereinabove, which may be lower than the maximum number of Series K Shares resulting from § 1 hereof.

§ 5.

1. With reference to § 1 – § 4 hereof, the Articles of Association of the Bank shall be amended and § 29 Clause 1 thereof shall read as follows:

“The Bank’s share capital amounts to no less than PLN 84,238,320 (eighty-four million two hundred thirty-eight thousand three hundred twenty) and no more than PLN 97,538,318 (ninety-seven million five hundred thirty-eight thousand three hundred eighteen) and is divided into no less than 84,238,320 (eighty-four million two hundred thirty-eight thousand three hundred twenty) and no more than 97,538,318 (ninety-seven million five hundred thirty-eight thousand three hundred eighteen) registered shares and bearer shares with the nominal value of PLN 1 each, including:

- a) 15,088,100 (fifteen million eighty-eight thousand, one hundred) series A shares, from number 00000001 to number 15088100;*
- b) 7,807,300 (seven million eight hundred and seven thousand, three hundred) series B shares, from number 0000001 to number 7807300;*
- c) 247,329 (two hundred and forty-seven thousand, three hundred and twenty-nine) series C shares, from number 000001 to number 247329;*
- d) 3,220,932 (three million two hundred and twenty thousand, nine hundred and thirty-two) series D shares, from number 0000001 to number 3220932;*
- e) 10,640,643 (ten million six hundred and forty thousand, six hundred and forty-three) series E shares, from number 00000001 to number 10640643;*
- f) 6,132,460 (six million one hundred and thirty-two thousand, four hundred and sixty) series F shares, from number 0000001 to number 6132460;*
- g) 8,000,000 (eight million) series G shares, from number 0000001 to number 8000000;*
- h) 5,002,000 (five million two thousand) series H shares from number 0000001 to number 5002000;*
- i) 28,099,554 (twenty-eight million ninety-nine thousand five hundred fifty-four) series I shares from number 00000001 to number 28099554;*
- j) not less than 1 (one) and not more than 2,500,000 (two million five hundred thousand) series J shares from number 0000001 to number 2500000; and*
- k) not less than 1 (one) and not more than 10,800,000 (ten million eight hundred thousand) series K shares from number 00000001 to number 10800000.*

All registered shares which have previously been deposited in the depository maintained by an investment company indicated by the Bank in accordance with Article 6 (1) of the Act of 29 July 2005 on Trading in Financial Instruments (consolidated text in Dz. U. (Journal of Laws) of 2014, Item 94), will be converted into bearer shares subject to their dematerialization. The conversion of the registered shares deposited in the depository mentioned in the previous sentence into bearer shares will take place automatically, upon their dematerialization. The dematerialization of shares, in accordance with Article 5 (1) of the Act on Trading in Financial Instruments takes place upon the registration of shares on the basis of an agreement with the National Depository for Securities. All dematerialized shares of the Bank shall be the subject of an application for their admission to trading on the regulated market operated by the Warsaw Stock Exchange. The shares which have not been dematerialized remain registered shares in the form of a document.”

2. The final value of the share capital subscribed for and the wording of § 29 of the Articles of Association shall be determined by the Management Board of the Bank pursuant to Article 431

§ 7 in conjunction with Article 310 of the Commercial Companies Code with a statement on the value of the share capital subscribed for made in the form of a notarial deed after the completion of the offering of the New Issue Shares.

3. The Ordinary General Meeting hereby authorizes the Supervisory Board of the Bank to establish the consolidated text of the Articles of Association incorporating the amendments resulting from this Resolution of the General Meeting.

§ 6.

Amendments to the Articles of Association introduced on the basis of this Resolution require the consent of the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*) pursuant to Article 34 Clause 2 of the Act of 29 August 1997 – the Banking Law (consolidated text: Dz.U. of 2017, item 1876, as amended).

§ 7.

1. The Ordinary General Meeting of the Bank hereby authorizes the Management Board of the Bank to perform all factual and legal acts necessary to implement this Resolution and comply with the law in connection with the issuance of the New Issue Shares.
2. In addition, the Ordinary General Meeting hereby authorizes the Management Board of the Bank to make a decision to refrain from implementing this Resolution, to suspend its implementation, to withdraw from or suspend the private subscription within the meaning of Article 431 § 2 Clause 1 of the Commercial Companies Code at any time. When deciding on the suspension of a private subscription within meaning of Article 431 § 2 Clause 1 of the Commercial Companies Code, the Management Board of the Bank shall have the discretion to refuse to specify any new term for such placement, which may be determined at a later date.

SCHEDULE

Opinion of the Management Board of Bank BGŻ BNP Paribas S.A.

of 18 April 2018

regarding: the substantiation of the waiver of all current shareholders' pre-emptive rights in connection with the Bank's planned share capital increase by way of issuance of Series J shares and Series K shares, and the manner of determining the issue price of Series J shares and Series K shares

regarding: the substantiation of the waiver of all current shareholders' pre-emptive rights in connection with the Bank's planned share capital increase by way of issuance of Series J shares and Series K shares, and the manner of determining the issue price of Series J shares and Series K shares

Pursuant to Article 433 § 2 of the Act of 15 September 2000 – the Commercial Companies Code (consolidated text: Dz. U. of 2017, item 1577, as amended) the Management Board of Bank BGŻ BNP Paribas S.A. with its registered office in Warsaw (the “**Bank**”) expresses this opinion on 18 April 2018 in connection with the placing on the agenda of the Ordinary General Meeting of the Bank convened for 18 May 2018 of a resolution concerning: an increase of the share capital by way of the issuance of Series J ordinary bearer shares and Series K ordinary registered shares in the private subscription (*subskrypcja prywatna*), the waiver of all the pre-emptive rights of the present shareholders to subscribe for all the Series J shares and all the Series K shares, the dematerialization and the seeking of admission to trading and the introduction of Series J shares and of the rights to Series J shares to trading on the regulated market operated by the Warsaw Stock Exchange and the amending of the Bank's Articles of Association (the “**Resolution**”).

1. Waiver of current shareholders' pre-emptive rights in respect of New Issue Shares (as defined below)

The purpose of the increase of the Bank's share capital by way of the issue of not less than 1 (one) and not more than 2,500,000 (two million five hundred thousand) Series J shares with a nominal value of PLN 1 (one) each (“**Series J Shares**”) and not less than 1 (one) and not more than 10,800,000 (ten million eight hundred thousand) Series K shares with a nominal value of PLN 1 (one) each (“**Series K Shares**”), and jointly with Series J Shares, “**New Issue Shares**”) is to obtain funds that will enable the Bank to comply with the new regulatory requirements regarding the liquidity ratios.

According to information provided by the Bank's Management Board in Current Report No. 9/2018 of 6 February 2018, the Bank's opening balance sheet as at 1 January 2018, taking into account the implementation of International Financial Reporting Standard 9: Financial Instruments (IFRS 9), showed Tier I capital ratios (“**Tier I**”) both on a stand-alone and consolidated basis and the total capital ratio (“**TCR**”) on a consolidated basis, to be below the new requirements for the banks in 2018 specified by the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego* – “**KNF**”) in “*KNF position on minimum levels of capital ratios*”, published on 24 November 2017 (the “**KNF Position**”).

In the current report referred to above, the Bank's Management Board undertook to take forthwith additional actions aimed at satisfying the new regulatory requirements, including increasing the Bank's share capital through the issue of new shares. The Management Board of the Bank stated that the Bank's share capital increase should be effected within the forthcoming six months, subject to obtaining consents required by law.

Taking the foregoing into account, the Management Board of the Bank embarked on actions aimed at increasing the Bank's equity (share capital and supplementary capital) by the amount of PLN 800 million through the issue of the New Issue Shares addressed to not more than 149 selected investors. In the opinion of the Management Board of the Bank, the funds obtained as payment of the issue price of Series J Shares and the issue price of Series K Shares will enable the Bank to improve its capital ratios to at least the levels indicated in the KNF Position.

Furthermore, the Bank's Management Board believes that fully excluding current Bank shareholders' pre-emptive rights in respect of all the New Issue Shares is justified and consistent with the Bank's interests due to the fact that the issue of shares via a private placement is the fastest and most effective manner of obtaining equity for the Bank, making it possible to attain the share capital increase inside the six-month term assumed by the Management Board, i.e., until the end of July 2018.

If the issue took place with the current shareholders retaining their pre-emptive rights, the Bank would be obliged to prepare an issue prospectus and submit it to the KNF for approval, in line with the requirements of Article 7 Section 1 of the Act on public offering and the conditions of introducing financial instruments to an organized trading system and on public companies (consolidated text: Dz. U. of 2018, item 512). The drafting and publication of an issue prospectus and the requirements concerning the timeline of effecting a share issue with the pre-emptive rights of the current shareholders left intact, including the deadline for the exercising of the pre-emptive rights envisaged in Article 436 of the Commercial Companies Code, would entail first and foremost a significant lengthening of the amount of time required to implement the Bank's share capital increase, a drop in the flexibility on the part of the Bank's Management Board concerning the timeline of the offering of the Bank's shares as well the incurring of significant additional costs by the Bank.

Increasing the Bank's share capital through the issue of the New Issue Shares while waiving entirely pre-emptive rights of the existing shareholders of the Bank with respect to these shares, as well as the formula of private placement adopted for the issue in order to avoid the need to prepare an issue prospectus and have it approved by the KNF will let the bank promptly embark on actions aimed at increasing the share capital within a relatively short timeframe and exploit the favorable market conditions.

According to the resolution, the Bank's share capital will be increased by way of issuing two series of shares: Series J Shares being ordinary bearer shares to be issued to a selected group of investors (including the so-called Eligible Shareholders of the Bank), and Series K Shares being ordinary registered shares to be issued to the BNP Paribas Group members who directly hold shares of the Bank, i.e. to BNP Paribas SA and/or BNP Paribas Fortis SA/NV.

Issuing the New Issue Shares in two series is intended to let the Bank effectively utilize an exemption from the obligation to publish an issue prospectus in relation to an admission of the Bank shares to trading on a regulated market available under Article 1 Section 5 letter a) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC.

According to the aforementioned Article 1 Section 5 letter a) of the Regulation 2017/1129 "The obligation to publish a prospectus [...] shall not apply to the admission to trading on a regulated market of [...] securities fungible with securities already admitted to trading on the same regulated market, provided that they represent, over a period of 12 months, less than 20% of the number of securities already admitted to trading on the same regulated market".

Having regard to this, according to the Resolution, the Series K Shares, being registered shares, will not be subject to application for admission and will not be introduced to trading on the regulated market operated by the Warsaw Stock Exchange ("**WSE**") and they will be offered to the BNP Paribas Group members who directly hold shares of the Bank, i.e. to BNP Paribas SA and/or BNP Paribas Fortis SA/NV. According to the Resolution, subscription agreements for the Series K Shares are to be executed by 30 June 2018.

On the other hand, the Series J Shares, being bearer shares and being subject to application for admission and introduction to trading on the regulated market operated by the WSE, will be offered to the selected investors, including the so-called Eligible Shareholders of the Bank.

With respect to Series J Shares the shareholders of the Bank (other than BNP Paribas SA and BNP Paribas Fortis SA/NV) who held no less than 0.67% of the total number of votes in the Bank as at the end of the day of registration of their participation in the Ordinary General Meeting of the Bank (the "**Eligible Shareholders**") will enjoy priority in the allotment of the Series J Shares, in a number

corresponding to the product of (a) the ratio of documented number of Bank's shares held by the Eligible Shareholder as at the end of the day registration of participation in the Ordinary General Meeting of the Bank to the number of all the Bank's existing shares as at the end of the day registration of participation in the Ordinary General Meeting of the Bank and (b) the final number of the New Issue Shares as determined by the Bank's Management Board (the "**Priority Right**"). If the number of Series J Shares so established is not an integer, it will be rounded as described in the Resolution.

Exercising the Priority Right with respect to acquiring Series J Shares will be subject to the conditions set out in the Resolution that must be satisfied by the Eligible Shareholder. The Management Board will be obliged to offer Series J Shares to each of the Eligible Shareholders holding the Priority Right who submits a declaration of interest in subscribing for Series J Shares in the bookbuilding process at a price not lower than that determined by the Management Board in accordance with the Resolution.

It should be noted that in the bookbuilding process the Series J Shares that are not covered by declarations of interest from the Eligible Shareholders or other investors invited to participate in the bookbuilding process can be offered by the Management Board at its own accord to other investors, including to BNP Paribas SA and/or BNP Paribas Fortis SA/NV.

Having regard to the foregoing, the Management Board of the Bank concludes that issuing the New Issue Share with the waiver of pre-emptive rights of the existing shareholders is in the best interest of the Bank.

Additionally, the waiving of the current shareholders' pre-emptive right should enable the Bank to widen its investor base by offering the Series J Shares also to new investors, which should also help to attain a higher free float of the Bank's shares on the WSE.

Therefore, the Management Board of the Bank recommends issuing the New Issue Share with the waiver of pre-emptive rights of the existing shareholders of the Bank.

2. Method of determining the issue price of Series J Shares and Series K Shares

The issue price of the Series J Shares will be determined by the Management Board of the Bank on the terms set out in the Resolution, with consideration to all circumstances that affect the determination of the Series J Shares price, such as, without limitation, the market condition at the time of bookbuilding for the Series J Shares and the Bank's financial standing at the time of the private placement, latest developments and Bank's development prospects, as well as recommendations from financial institutions involved in the offering of the Series J Shares. The issue price of the Series K Shares will be equal to the issue price of the Series J Shares.

Due to the volatility of capital markets and the time that will elapse between the date of the Resolution of the Ordinary General Meeting of the Bank and the date of determination of the issue price for Series J Shares and Series K Shares, giving the Management Board an authorization in this respect is reasonable and in line with the Bank's interests.

Additionally, the Management Board of the Bank will be authorized to determine, subject to approval of the Supervisory Board, the minimum issue price for the Series J Shares for the purposes of the bookbuilding process, however with a right to waive such minimum price.

3. Conclusions

Due to the reasons described above, excluding the current shareholders' pre-emptive rights entirely with respect to the New Issue Shares is aligned with the Bank's interests and contributes to pursuing the Bank's strategic goals. Therefore, the Management Board recommends to the Ordinary General Meeting to adopt the Resolutions.