

**Announcement**  
**of the Management Board of Bank BGŻ BNP Paribas Spółka Akcyjna**  
**of the convention**  
**of the Extraordinary 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 0000011571, holding Taxpayer's ID No. (NIP): 526-10-08-546, having the fully paid-up share capital of PLN 97,538,318.00, (the "Company" or the "Bank"), pursuant to art. 398, art. 399 § 1 in conjunction with art 402<sup>1</sup> § 1 of the Commercial Companies Code, convenes hereby **the Extraordinary General Meeting to be held on 24 August 2018, at 12.00**, at the registered office of the Company at Kasprzaka St.10/16 in Warsaw, room 525.

**Agenda**

- Opening of the Meeting.
- Election of the Chairperson of the Meeting.
- Confirmation that the Meeting has been convened in a proper manner and that it is capable of passing resolutions.
- Acceptance of the Agenda of the Meeting.
- Presentation of the key elements of the Raiffeisen Bank Polska S.A. demerger plan, Management Board report of 28 April 2018 justifying the demerger, the audit opinion and all the material changes to assets and liabilities which occurred between the date of the Demerger Plan and the date of the resolution on the demerger of Raiffeisen Bank Polska S.A.
- Passing resolution on demerger of Raiffeisen Bank Polska S.A. assuming an increase of Bank BGŻ BNP Paribas S.A. share capital and amendments to the Bank BGŻ BNP Paribas S.A. Articles of Association
- Passing resolution on amendment to para. 21 clause 1 of the Articles of Association.
- Passing resolutions on the adoption of the consolidated text of the Articles of Association of Bank BGŻ BNP Paribas S.A.
- Passing resolution on the change of the Ordinary General Meeting resolution of 30 June 2016 on determination of the number of Supervisory Board members.
- Passing resolutions on the changes in the composition of the Supervisory Board of Bank BGŻ BNP Paribas S.A.

- Passing resolution on the adoption of the Remuneration Policy of the member of the Supervisory Board of Bank BGŻ BNP Paribas S.A.
- Passing resolution on the change of Ordinary General Meeting Resolution No. 62 of 30 June 2016 on principles of remuneration of the Supervisory Board of Bank BGŻ BNP Paribas S.A.
- Closing of the Extraordinary General Meeting.

In compliance with the requirements of Art. 402<sup>2</sup> 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 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 3 August 2018 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](mailto: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/Extraordinary General Meeting – 24 August 2018".

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](mailto:walne.zgromadzenie@bgzbnpparibas.pl) by 23 August 2018, 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**

8 August 2018 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 Extraordinary General Meeting and on 9 August 2018 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 Extraordinary General Meeting will be freely available for inspection on 21,22 and 23 August 2018, 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 Extraordinary 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/Extraordinary General Meeting – 24 August 2018".

#### **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/Extraordinary General Meeting – 24 August 2018"

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](mailto:walne.zgromadzenie@bgzbnpparibas.pl).

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

- **§ 4 Section 2 and the numbering from Section 1 shall be deleted**
- **§ 5 Section 3 Item 11 of the statute of the Acquiring Bank shall read as follows:**

*“performing the function of the depositary in the meaning of the provisions of law regarding the investment funds and management of the alternative management funds and running registers and lists of participants in investment funds,”*

- **§ 5 Section 3 Item 15 of the statute of the Acquiring Bank shall read as follows:**

*“provision of factoring and forfeiting services and intermediation in the provision thereof,”*

- **Items 21) and 22) with the following wording shall be added to § 5 Section 3 of the statute of the Acquiring Bank:**

*“21) providing services of reporting to the trade repositories within the meaning of the Regulation of the European Parliament and of the Council (EU) No 648/2012 on OTC derivatives, central counterparties and trade repositories,”*

*“22) running securities accounts (custody activity).”*

- **§ 29 Section 1 of the statute of the Acquiring Bank shall read as follows:**

*“1. The Bank’s share capital amounts to PLN 147,418,918 (one hundred forty-seven million four hundred eighteen thousand nine hundred eighteen) and is divided into 147,418,918 (one hundred forty-seven million four hundred eighteen thousand nine 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) 2,500,000 (two million five hundred thousand) series J shares from number 0000001 to number 2500000;*
- k) 10,800,000 (ten million eight hundred thousand) series K shares from number 00000001 to number 10800000; and*

*l) 49,880,600 (forty-nine million eight hundred eighty thousand, six hundred) series L shares from number 00000001 to number 49880600."*

**- § 21 Section 1 of the statute of the Bank shall read as follows:**

*"The Bank Management Board consists of four to twelve members, and from January 1, 2019 – of four to ten members, and from January 1, 2020 – of four to nine members. The members of the Management Board are appointed for a common term of three years."*