

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

The Management Board of BNP Paribas Bank Polska 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 147,418,918 (the "Company" or the "Bank"), pursuant to Article 399 § 1 in conjunction with Article 402¹ § 1 and § 2 of the Code of Commercial Companies and Partnerships, hereby convenes **the Ordinary General Meeting to be held on 27 June 2019, at 10.00 a.m.**, at the registered office of the Company at Kasprzaka St. 10/16 in Warsaw, room 012.

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.
- Review of the Appraisal Report of the Supervisory Board on the Financial Statements of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.), including the Brokerage Office, Management Board Report on the activity of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.), including the Brokerage Office, the Consolidated Financial Statements of the Capital Group of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.), and of the Management Board Report on the activity of the Capital Group of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) for the fiscal year from 1 January 2018 to 31 December 2018, Report on the non-financial information of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) and the Capital Group of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) in 2018 and on the motion of the Management Board on the distribution of profit for the fiscal year 2018 together with the assessment of adequacy and effectiveness of the internal control system in the Bank.
- Review and approval of:

- 1) Management Board's Report on Activities of the Capital Group of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) in 2018 (including the Report on the activities of Bank BGŻ BNP Paribas S.A. [current name: BNP Paribas Bank Polska S.A.]).
 - 2) Standalone Financial Statements of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) for the year ended on 31 December 2018.
 - 3) Consolidated Financial Statements of the Capital Group of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) for the year ended on 31 December 2018.
- Passing a resolution on Management Board's motion of BNP Paribas Bank Polska S.A. on the profit distribution for the fiscal year 2018.
 - Review and approval of the CSR report presenting non-financial information of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) and the Capital Group of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) for the year 2018.
 - Review and approval of the Report on activities of the Supervisory Board of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) and its committees in 2018 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.
 - Passing resolutions on granting a vote of acceptance to the members of the Management Board of BNP Paribas Bank Polska S.A. for the fulfilment of their duties in 2018.
 - Passing resolutions on granting a vote of acceptance to the members of the Supervisory Board of BNP Paribas Bank Polska S.A. for the fulfilment of their duties in 2018.
 - Passing a resolution on the evaluation of the Remuneration Policy in accordance with § 28 item 4 of "Principles of Corporate Governance for Supervised Institutions" presented by the Bank's Supervisory Board.
 - Passing a resolution on the change of the resolution of the Ordinary General Meeting of Bank BGŻ BNP Paribas S.A. (current name: BNP Paribas Bank Polska S.A.) dated 30 June 2016 on determination of the number of the Bank's Supervisory Board members and resolutions on the changes in the composition of the Bank's Supervisory Board. of

- Passing a resolution on the sale of the separated part of the enterprise of BNP Paribas Bank Polska S.A. encompassing factoring activities.
- Passing resolutions regarding amendments to the Articles of Association of BNP Paribas Bank Polska S.A.
- Passing a resolution on the adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A.
- Closing of the Meeting.

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

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

A shareholder or shareholders representing at least 1/20 of the share capital is/are entitled to request certain issues to be included in the agenda for the General Meeting. 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 6 June 2019 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 email to the following email address: walne.zgromadzenie@bnpparibas.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 email 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 email 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 email 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 entitled 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.bnpparibas.pl> in section "Investor Relations/General Meeting/Ordinary General Meeting – 27 June 2019".

The Company does not impose a requirement to grant proxy on the above mentioned form. However, the Company's Management Board informs shareholders 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. Therefore, the Management Board of the Company informs shareholders that the voting instruction should be handed exclusively to the proxy holder.

The power to vote by 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 email address: walne.zgromadzenie@bnpparibas.pl by 26 June 2019, 10.00 a.m. 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 email 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) Email address designated for communication with the shareholder or shareholder's proxy.

The above provisions apply accordingly 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 email 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 their IDs 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

11 June 2019 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 12 June 2019 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 Article 407 of the Code of Commercial Companies and Partnerships, the list of shareholders entitled to participate in the Extraordinary General Meeting will be freely available for inspection on 24, 25 and 26 June 2019, between 8.00 a.m. and 4.00 p.m. 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 the shareholder.

10. Making documentation available

Persons entitled to participate in the General Meeting have 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.bnpparibas.pl> in section "Investor Relations/General Meeting/Ordinary General Meeting – 27 June 2019".

11. Website address

The Company will provide access to all information regarding the General Meeting on the Company's website at <http://www.bnpparibas.pl> in section "Investor Relations/General Meeting/Ordinary General Meeting – 27 June 2019"

In the case of any questions or doubts related to the participation in the General Meeting, please contact the Company by email at: walne.zgromadzenie@bnpparibas.pl.

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

I. AMENDMENTS to § 5 of the Company's Articles of Association

§ 5 para. 2 item 8) of the Company's Articles of Association of the existing wording:

"8) issue of payment cards and performance of operations involving such cards,"

shall be replaced by the following:

"8) performance of payment services,"

§ 5 para. 2 item 16) of the Company's Articles of Association of the existing wording:

"16) issue of electronic money instrument."

shall be replaced by the following:

"16) issue of electronic money."

in § 5 para. 3 item 8) of the Articles of Association, after the item designated by letter d), the subsequent item designated by letter e) is added of the following wording:

"e) offering financial instruments not admitted to organized trading,"

in § 5 para. 3, item 9) of the following wording is deleted:

"9) carry out acquisition operations within the meaning of the provisions on the organization and operation of pension funds,"

§ 5 para. 3 item 17) of the Company's Articles of Association of the existing wording:

"17) provide insurance intermediation services within the scope authorised by the provisions of the Act on Insurance Intermediation,"

shall be replaced by the following:

“16) provide insurance intermediation services within the scope authorised by the provisions of the Act on Insurance Distribution,”

§ 5 para. 3 item 20) of the Company’s Articles of Association of the existing wording:

“20) provide certification services within the meaning of the regulations on electronic signature, with the exception of qualified certificates used by banks in actions to which they are a party.”

shall be replaced by the following:

“19) provide trust services and issuance of electronic identification means within the meaning of the regulations on Trust Services and electronic identification.”

II. AMENDMENTS to § 6 of the Company’s Articles of Association

§ 6 of the Company’s Articles of Association of the existing wording:

“§ 6

Additionally, the Bank may:

- 1) issue bonds, including convertible bonds, bonds with the right of first refusal as to subscription for the Bank's shares, as well as subscription warrants,*
- 2) contract credits and cash loans,*
- 3) carry out deposit operations in the inter-bank market,*
- 4) receive sureties and guarantees,*
- 5) implement, on its own or in cooperation with other entities, other business undertakings both in Poland and abroad,*
- 6) use distinguishing trademarks to mark offered services,*
- 7) provide training services,*
- 8) perform upon mandate, activities being in the scope of activity of other banks or lending institutions or financial institutions, in particular the members of the majority shareholder’s group,*
- 9) act as a bondholders’ agent within the meaning of the Act on bonds of 29 June 1995.”*

shall be replaced by the following:

“§ 6

1. Additionally, the Bank may:

- 1) issue bonds, including convertible bonds, bonds with the right of first refusal as to subscription for the Bank's shares, as well as subscription warrants,*
- 2) contract credits and cash loans,*
- 3) carry out deposit operations in the inter-bank market,*
- 4) receive sureties and guarantees,*

- 5) *implement, on its own or in cooperation with other entities, other business undertakings both in Poland and abroad,*
 - 6) *use distinguishing trademarks to mark offered services,*
 - 7) *provide training services,*
 - 8) *perform upon mandate, activities being in the scope of activity of other banks or lending institutions or financial institutions, in particular the members of the majority shareholder's group,*
 - 9) *act as a bondholders' agent within the meaning of the Act on bonds.*
2. *The Bank, together with its selected affiliated undertakings or the dominant shareholder, may operate within the group and cooperate with them to offer financial services. To achieve that goal, the Bank may engage in various activities, including provision of specialist services in favour of selected affiliated undertakings of the Bank and the dominant shareholder's group's members."*

III. AMENDMENTS to § 16 of the Company's Articles of Association

In § 16 of the Company's Articles of Association, para. 7 of the following wording is deleted:

"7. A member of the Supervisory Board may be reappointed for the Supervisory Board but for no more than three consecutive terms of office."

IV. AMENDMENTS to § 20 of the Company's Articles of Association

§ 20 para. 1 item 1) letter c) of the Company's Articles of Association of the existing wording:

"c) determination of the principles specifying the Bank's involvement as a shareholder in banks or other business entities in Poland and abroad,"

shall be replaced by the following:

"c) approval of making equity investments by the Bank, if the value of such an investment (understood as the purchase price or sale price of a specific asset) exceeds the equivalent of PLN 40,000,000 (forty million zlotys), except entering into securities underwriting agreements, whereas the term "equity investment" should be understood in particular as the purchase and sale of shares/interest, joining and withdrawal from commercial law companies,"

§ 20 para. 1 item 1) letter d) of the Company's Articles of Association of the existing wording:

"d) expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct, if their value amounts at least to 5,000,000

(five million) zlotys, provided however, that the resolution of the Supervisory Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (umowa leasingu), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,"

shall be replaced by the following:

"d) expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct, if their value amounts at least to 10,000,000 (ten million) zlotys, provided however, that the resolution of the Supervisory Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (umowa leasingu), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,"

§ 20 para. 1 item 1) letter j) of the Company's Articles of Association of the existing wording:

"j) giving consent to conducting operations the purpose of which is to contract a liability or dispose of assets with the total value in relation to one entity exceeding 10% of shareholders' equity, with the exception of banking operations referred to in § 5 para. 2, operations referred to in § 5 para. 3 item 3 and § 6 item 3, and contracting lombard loans,"

shall be replaced by the following:

"j) giving consent to conducting operations the purpose of which is to contract a liability or dispose of assets with the total value in relation to one entity exceeding 10% of shareholders' equity, with the exception of banking

operations referred to in § 5 para. 2, operations referred to in § 5 para. 3 item 3 and § 6 para. 1 item 3, and contracting lombard loans,”

§ 20 para. 1 item 2) section e) of the Company's Articles of Association of the existing wording:

“e) submission of an annual written report to the General Meeting on the results of the evaluation mentioned in letters a, b and f of this provision of the Bank's Articles of Association,”

shall be replaced by the following:

“e) submission of an annual written report to the General Meeting on the results of the evaluation mentioned in letters a), b) and f),”

§ 20 para. 5 of the Company's Articles of Association of the existing wording:

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

shall be replaced by the following:

“5. The Supervisory Board creates internal committees composed of members of the Supervisory Board, and in particular the Audit Committee, Remuneration Committee, Nomination Committee and Risk Committee. The organization, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board.”

in § 20 of the Company's Articles of Association, para. 6 is deleted of the existing wording:

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

§ 20 para. 7 of the Company's Articles of Association of the existing wording:

“7. The Audit Committee of the Bank shall include at least one member of Supervisory Board of the Bank, who shall fulfil conditions of independence stipulated in the Act on Statutory Auditors, their Self-Governing Organisations, Entities Authorised to Audit Financial Statements and on Public Oversight, and

has qualifications on the field of accountancy and audit. The above requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in para. 6.”

shall be replaced by the following:

“6. The majority of the Audit Committee members fulfil conditions of independence stipulated in the Act on Statutory Auditors, their Self-Governing Organisations, Entities Authorised to Audit Financial Statements and on Public Oversight, and at least one of them has qualifications in the field of accountancy and audit of financial statements. The above independence requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in § 16 para. 4.”

V. AMENDMENTS to § 22 of the Company’s Articles of Association

§ 22 para. 2 item 8) of the Company’s Articles of Association of the existing wording:

“8) determination of the area of management supervised by the particular members of the Management Board,”

shall be replaced by the following:

“8) determination of the area of management under the responsibility of the particular members of the Management Board,”

§ 22 para. 2 item 11) of the Company’s Articles of Association of the existing wording:

“11) making decisions on purchasing or selling real estate or the perpetual usufruct right, if their value is lower than 5,000,000 (five million) zlotys, however the resolution of the Management Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of the Bank’s claims against its debtor, securing the Bank’s receivables, or is subject to a lease agreement (umowa leasingu), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,”

shall be replaced by the following:

“11) subject to § 20 para. 1 item 1 letter d), decisions on purchasing or selling real estate or the perpetual usufruct right, if their value is lower than PLN

10,000,000 (in words: ten million) but higher than 5,000,000 (five million) zlotys, however the resolution of the Management Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (umowa leasingu), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,

§ 22 para. 2 item 12) of the Company's Articles of Association of the existing wording:

"12) without prejudice to item 11 and paragraph 3 below, making decisions on assuming obligations and managing a right, if the total value of the same with regard to one entity exceeds 5% of equity,"

shall be replaced by the following:

"12) without prejudice to item 11 and paragraphs 3 and 4 below, making decisions on assuming obligations and managing a right, if the total value of the same with regard to one entity exceeds 5% of equity,"

In § 22 para. 2, after item 12) of the Company's Article of Association, item 13) is added of the following wording:

"13) providing the Supervisory Board with a quarterly report on equity investments made in the value lower than the amount specified in § 20 para. 1 item 1 letter c),"

§ 22 para. 3 of the Company's Articles of Association of the existing wording:

"3. The resolution of the Management Board mentioned in para. 2 item 12 is not required in the event of providing bank services determined in § 5 para. 2 item 9, the services determined in § 6 item 3, plus taking out lombard loans. In such case the members of the Management Board should be notified about the planned activity by electronic mail. The detailed manner and the principles of carrying out the activities, if the total value with regard to one entity exceeds 5% of equity, shall be determined in a resolution of the Bank Management Board."

shall be replaced by the following:

“3. The resolution of the Management Board mentioned in para. 2 item 12 is not required in the event of providing bank services determined in § 5 para. 2 item 9), the services determined in § 6 item 3), plus taking out lombard loans.”

in § 22 of the Company’s Articles of Association, the existing para. 4 becomes number 5 and after the existing para. 3, para. 4 is added of the following wording:

“4. The decisions referred to in para. 2 items 11) and 12), can be taken by the Bank’s committees and other persons holding managerial positions on the basis of authorizations granted under the resolution of the Bank’s Management Board.”

VI. AMENDMENTS to § 23 of the Company’s Articles of Association

§ 23 of the Company’s Articles of Association of the existing wording:

“§ 23

The resolutions of the Bank Management Board are adopted by absolute majority of votes cast. In the case of an equal number of votes the President of the Management Board shall have the casting vote.”

shall be replaced by the following:

“§ 23

The resolutions of the Bank Management Board are adopted by absolute majority of votes cast, in the presence of at least a half of the Management Board members. In the case of an equal number of votes the President of the Management Board shall have the casting vote.”

VII. AMENDMENTS to § 25 of the Company’s Articles of Association

§ 25 para. 1 of the Company’s Articles of Association of the existing wording:

“1. The President of the Bank Management Board manages the current activities of the Bank and represents the Bank Management Board against third parties, plus coordinates the work of the other members of the Bank Management Board, convenes the meetings of the Management Board and chairs the meetings, plus applies to the Supervisory Board for appointing further members of the Management Board. The President of the Management Board shall supervise in particular the Bank Management Area comprising, in particular, the Legal Line, Internal Audit Line, Compliance and Control Line.”

shall be replaced by the following:

“1. The President of the Bank Management Board manages the current activities of the Bank and represents the Bank Management Board against third

parties, plus coordinates the work of the other members of the Bank Management Board, convenes the meetings of the Management Board and chairs the meetings, plus applies to the Supervisory Board for appointing further members of the Management Board. The President of the Management Board shall supervise in particular, the Legal Line, Internal Audit Line and Compliance Line.”

VIII. AMENDMENTS to § 27 of the Company’s Articles of Association

§ 27 para. 1 item 1) of the Company’s Articles of Association of the existing wording:

“1) the Bank’s Head Office consisting of: areas, lines, bureaus, departments, teams,”

shall be replaced by the following:

“1) the Bank’s Head Office consisting of: areas, lines, departments, bureaus, teams and other organisational sections determined in the regulations referred to in para. 2,”

IX. AMENDMENTS to § 33 of the Company’s Articles of Association

§ 33 of the Company’s Articles of Association of the existing wording:

“§ 33

1. *The internal regulations of the Bank are issued in the following forms:*
 - 1) *Resolutions of the General Meeting,*
 - 2) *Resolutions of the Supervisory Board,*
 - 3) *Resolutions of the Bank’s Management Board,*
 - 4) *Circular letters of members of the Bank’s Management Board,*
 - 5) *Circular letters of the Bank’s executive and managing directors,*
 - 6) *Circular letters of the persons authorized by the President of the Bank’s Management Board,*
 - 7) *Circular letters of the directors of basic organizational units of the Bank Head Office,*
 - 8) *By-laws of the Bank’s organizational units, issued by directors of the organizational units of the Bank,*
 - 9) *Internal regulations issued by the Bank’s executive and managing directors or directors of the basic organizational units of the Bank Head Office.*
2. *The power to issue internal regulations shall be conferred upon:*

- 1) *General Meeting - in the scope provided for in legal provisions as well as in the provisions of the Bank's Articles of Association,*
 - 2) *Supervisory Board - in the scope provided for in legal provisions as well as in the provisions of the Bank's Articles of Association,*
 - 3) *Management Board of the Bank - in the scope provided for in legal provisions, including the right to issue resolutions being templates of agreements, general terms and conditions of agreements and regulations, except for regulations of various promotions and competitions, as well as policies and methodologies, unless the Articles of Association of Bank provide otherwise,*
 - 4) *member of the Management Board of the Bank – with respect to management areas supervised by such a member of the Management Board specified in the organizational structure of the Bank, including the approval of templates of official letters and forms, operational manuals, procedures and official instructions, fees and commissions tables, interest rate tables, regulations of various promotions and competitions, as well as policies and methodologies to the extent specified by a resolution referred to in paragraph 3,*
 - 5) *executive and managing directors of the Bank - with respect to lines supervised by such executive or managing directors specified in the organizational structure of the Bank, including also the approval of the templates of official letters and forms, procedures and official instructions,*
 - 6) *director of the organizational unit of the Bank – with respect to the issuance of by-laws of the organizational units of the Bank,*
 - 7) *director of the basic organizational unit of the Bank Head Office – with respect to the issuance of internal regulations in the form of circular letters and by-laws of basic organizational units of the Bank Head Office.*
3. *The detailed principles and methods of preparing, advising on, issuing (also approving) and circulating internal regulations within the Bank are determined by the resolution of the Management Board.”*

shall be replaced by the following:

“§ 33

1. *The internal regulations of the Bank are issued in the following forms:*
 - 1) *Resolutions of the General Meeting – in matters which fall within the competence of the General Meeting,*
 - 2) *Resolutions of the Supervisory Board - in matters which fall within the competence of the Supervisory Board,*
 - 3) *Resolutions of the Bank's Management Board,*

- 4) *Circular letters of members of the Bank's Management Board,*
 - 5) *Circular letters of the Bank's executive and managing directors,*
 - 6) *Circular letters of the persons authorized by the President of the Bank's Management Board,*
 - 7) *Circular letters of the directors of basic organizational units of the Bank Head Office,*
 - 8) *By-laws of the Bank's organizational units, issued by directors of the organizational units of the Bank,*
 - 9) *Internal regulations of lines/basic organisational sections of the Bank's Head Office issued by the supervising members of the Management Board/executive directors.*
2. *The power to issue internal regulations shall be conferred upon:*
- 1) *General Meeting - in the scope provided for in legal provisions as well as in the provisions of the Bank's Articles of Association,*
 - 2) *Supervisory Board - in the scope provided for in legal provisions as well as in the provisions of the Bank's Articles of Association,*
 - 3) *Management Board of the Bank - in the scope provided for in legal provisions and to issue policies and methodologies, unless the Articles of Association of the Bank provide otherwise,*
 - 4) *member of the Management Board of the Bank – with respect to the subordinated management area, including the issuance of model agreements, general terms and conditions of agreements, regulations, models of official letters and forms, official instructions, fees and commissions tables, interest rate tables, regulations of various promotions and competitions, as well as policies and methodologies to the extent specified by a resolution referred to in paragraph 3,*
 - 5) *executive and managing directors of the Bank and the director of the Brokerage House - with respect to the subordinated organisational sections or units, including also the issuance of the models of official letters and forms, procedures and official instructions,*
 - 6) *person authorized by the President of the Management Board – within the scope determined in the contents of the authorization,*
 - 7) *director of the organizational unit of the Bank – to the issuance of by-laws of the organizational sections of the Bank,*
 - 8) *director of the basic organizational section of the Bank Head Office –within the content-related competence of such a section, including to the issuance of models of official letters and forms and official instructions.*

3. *The detailed principles and methods of preparing, advising on, issuing (also approving) and circulating internal regulations within the Bank are determined by the resolution of the Management Board.*

X. AMENDMENTS to § 35 para. 5 of the Company's Articles of Association

§ 35 para. 5 of the Company's Articles of Association of the existing wording:

"5. The Managing Director of the Internal Audit Line shall report directly to the President of the Management Board."

shall be replaced by the following:

"5. Operationally, the Managing Director of the Internal Audit Line shall report directly to the President of the Management Board."