

Announcement
of the Management Board of BNP Paribas Bank Polska Spółka Akcyjna
of the convention
of the Extraordinary 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 Extraordinary General Meeting to be held on 31 January 2020, at 12.00 noon**, 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 Meeting has been convened in a proper manner and that it is capable of passing resolutions.
- Acceptance of the Agenda of the Meeting.
- Passing resolutions on issuance of subscription warrants, conditional increase of share capital by way of issuance of Series M Shares, depriving the existing shareholders of pre-emptive right to subscription warrants and pre-emptive right to Series M Shares, amendment to the Articles of Association and dematerialization of, and applying for admission of, Series M Shares, to trade on the regulated market.
- Passing resolutions on the implementation of Incentive Programme for persons having material impact on the Bank's risk profile (risk takers).
- Passing resolutions regarding authorising the Management Board of the Bank to buy back treasury shares of the Company and to set up a reserve fund to be used in the whole for buying back treasury shares.
- Passing resolutions 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 10 January 2020 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 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/Extraordinary General Meeting – 31 January 2020".

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 30 January 2020, 12.00 noon 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

15 January 2020 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 16 January 2020 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 28, 29, 30 January 2020, 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/Extraordinary General Meeting – 31 January 2020".

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/ Extraordinary General Meeting – 31 January 2020".

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:

In connection with conditional increase of share capital made hereunder, amends the Articles of Association of the Bank in such a manner that after § 29 of the Articles of Association of the Bank, the new § 29a is added with the following wording:

"1. Pursuant to 'Resolution No. [●] of the Extraordinary General Meeting of [●] on issuance of subscription warrants, conditional increase of share capital by way of issuance of Series M Shares, depriving the existing shareholders of pre-emptive right to subscription warrants and pre-emptive right to Series M Shares, amendments to the Articles of Association and dematerialization of, and applying for admission of, Series M Shares, to trade on the regulated market' the Bank's share capital has been conditionally increased by the amount not exceeding PLN 576,000 (in words: five hundred seventy-six thousand zloty) by way of issuance of no more than 576,000 (in words: five hundred seventy-six thousand) ordinary bearer Series M Shares.

2. Persons entitled to take up Series M Shares are holders of subscription warrants, series A1, A2, A3, A4, A5 and A6 issued by the Bank under the Resolution, referred to in para. 1 above. The rights to take up Series M Shares arising from the Warrants may be exercised on the following dates:

- a) rights arising from Series A1 Warrants - in a period from 1 April 2021 to 30 September 2021,*
- b) rights arising from Series A2 Warrants - in a period from 31 March 2022 to 30 September 2022,*
- c) rights arising from Series A3 Warrants - in a period from 31 March 2023 to 30 September 2023,*
- d) rights arising from Series A4 Warrants - in a period from 31 March 2024 to 30 September 2024,*
- e) rights arising from Series A5 Warrants - in a period from 31 March 2025 to 30 September 2025,*
- f) rights arising from Series A6 Warrants – in a period from 31 March 2026 to 30 September 2026."*