



Supervisory Board resolutions regarding matters submitted to the Agenda of the Extraordinary General meeting on 31 January 2020

1)

Resolution No. 85/2019 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 31 December 2019 on passing an opinion on the draft Agenda proposed for the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. and on the draft resolutions of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. regarding:

- **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**
- **conditional authorisation for 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**
- **the implementation of Incentive Programme for persons having material impact on the Bank's risk profile (risk takers)**

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank S.A, it is resolved as follows:

§ 1.

The Supervisory Board of BNP Paribas Bank Polska S.A. gives a positive opinion on the draft Agenda accepted by the Bank's Management Board, proposed for the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. planned to be held on 31 January 2020, and recommends to the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. acceptance of this Agenda.

§ 2.

The Supervisory Board expresses a positive opinion on the proposed draft resolutions of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. regarding:

- *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*
- *conditional authorisation for 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*
- *the implementation of Incentive Programme for persons having material impact on the Bank's risk profile (risk takers)*

constituting Enclosures hereto.

§ 3.

The resolution shall come into force on the date of its passing.

Vote was performed in writing. All the Supervisory Board members were notified.

Number of those voting: 12

Number of votes "for": 12 Number of votes "against": 0 Number of votes "abstained": 0

2)

Resolution No. 86/2019 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 31 December 2019 on the opinion on the consolidated text of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna.

Acting pursuant to Article 382 paragraph 1 and Article 391 paragraph 1 of the Code of Companies and Partnerships, and based on paragraph 20 item 1 section 1) subsection m) of the Articles of Association of BNP Paribas Bank Polska S.A. with its registered office in Warsaw ("the Bank"), the Supervisory Board of the Bank hereby resolves as follows:



BNP PARIBAS

§ 1.

The Supervisory Board expresses a positive opinion on resolution on the consolidated text of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, enclosed hereto.

§ 2.

The Resolution comes into force on the day of its adoption.

Vote was performed in writing. All the Supervisory Board members were notified.

Number of those voting: 12

Number of votes "for": 12 Number of votes "against": 0 Number of votes "abstained": 0