



Supervisory Board resolutions regarding matters submitted to the Agenda of the Ordinary General meeting on 29 June 2020

1)

Resolution No. 2/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 2 March 2020 on the evaluation of the Management Board's Report on the Activities of BNP Paribas Bank Polska S.A. Capital Group in 2019 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2019).

Pursuant to § 20 para. 1 subpar. 2) letter a) and letter b) of the Articles of Association of BNP Paribas Bank Polska S.A., read with Art. 382 § 3 Polish Code of Commercial Companies, the following is being resolved:

§ 1

After the necessary appraisal as to the compliance with the books, documents and facts, the Supervisory Board of BNP Paribas Bank Polska S.A. issues a positive evaluation of the Management Board's Report on the Activities of BNP Paribas Bank Polska S.A. Capital Group in 2019 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2019), which is enclosed hereto.

§ 2

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

Vote was performed in an open manner.

Number of those present: 10

Number of votes "for": 10

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

2)

Resolution No. 3/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 2 March 2020 regarding the appraisal of the Separate Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna, for the year ended 31 December 2019.

Pursuant to § 20 para. 1 item 2) letter a) of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna and to art. 382 § 3 in conjunction with art. 395 § 2 item 1 of the Commercial Companies Code, the following is resolved:

§ 1

1. The Supervisory Board issues a positive assessment of the Separate Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna for the year ended 31 December 2019, as to their conformity with the books and facts, including:

- statement of profit and loss for the period from January 1, 2019 to December 31, 2019 showing net profit of PLN 628 696 thous. (six hundred twenty eight million six hundred ninety six thousand zloty),

- statement of other comprehensive income for the period from January 1, 2019 to December 31, 2019 with a total positive comprehensive income of PLN 612 797 thous. (six hundred twelve million seven hundred ninety seven thousand zloty),

- statement of financial position prepared as at December 31, 2019 showing total assets PLN 106 592 130 thous. (one hundred six billion five hundred ninety two million one hundred thirty thousand zloty),

- statement of changes in equity for the period from January 1, 2019 to December 31, 2019 disclosing an increase in equity by PLN 612 740 thous. (six hundred twelve million seven hundred forty thousand zloty),

- statement of cash flows for the period from January 1, 2019 to December 31, 2019 showing a cash inflow of PLN 1 425 733 thous. (one billion four hundred twenty five million seven hundred thirty three thousand zloty),

and

- Auditor's notes to financial statements.



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2. *Separate Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna for the year ended December 31, 2019 are attached hereto.*

§ 2

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

*Vote was performed in an open manner. Number of those present: 10
Number of votes "for": 10 Number of votes "against": 0 "abstained": 0*

3)

Resolution No. 4/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 2 March 2020 on the appraisal of the Consolidated Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna Capital Group for the year ended 31 December 2019.

Pursuant to § 20 paragraph 1 item 2) letter b) of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, and to art. 382 § 3 in conjunction with art. 395 § 2 item 1 and art. 395 § 5 of the Commercial Companies Code, the following is resolved:

§ 1

1. *The Supervisory Board issues a positive assessment of the Consolidated Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna Capital Group for the year ended 31 December 2019, as to their conformity with the books and facts, including:*

- *consolidated statement of profit and loss for the period from January 1, 2019 to December 31, 2019 showing net profit of PLN 614 694 thous. (six hundred fourteen million six hundred ninety four thousand zloty),*
- *consolidated statement of other comprehensive income for the period from January 1, 2019 to December 31, 2019 with a total positive comprehensive income of PLN 598 766 thous. (five hundred ninety eight million seven hundred sixty six thousand zloty),*
- *consolidated statement of financial position drawn up as at December 31, 2019 with balance sheet total of PLN 109 954 142 thous. (one hundred nine billion nine hundred fifty four million one hundred forty two thousand zloty),*
- *consolidated statement of changes in equity for the period from January 1, 2019 to December 31, 2019 showing an increase in equity by PLN 599 570 thous. (five hundred ninety nine million five hundred seventy thousand zloty),*
- *consolidated statement of cash flows for the period from January 1, 2019 to December 31, 2019 showing a cash inflow of PLN 1 407 756 thous. (one billion four hundred seven million seven hundred fifty six thousand zloty)*

and

- *Auditor's notes to the consolidated financial statements.*

2. *Consolidated Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna Capital Group for the year ended on December 31, 2019 are attached hereto.*

§ 2

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

*Vote was performed in an open manner. Number of those present: 10
Number of votes "for": 10 Number of votes "against": 0 "abstained": 0*

4)

Resolution No. 5/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 2 March 2020 regarding the appraisal of The CSR and Sustainability Report presenting non-financial information of the BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group in 2019.

Pursuant to § 20 paragraph 1 of the Articles of Association of Bank BNP Paribas Spółka Akcyjna the following is being resolved:

§ 1

1. *After performing necessary appraisal as to compliance with the books and documents, as well as facts, the Supervisory Board issues a positive opinion on The CSR*



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and Sustainability Report presenting non-financial information of the BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group in 2019.

2. The CSR and Sustainability Report presenting non-financial information of the BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group in 2019 is attached hereto.

§ 2

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

*Vote was performed in an open manner. Number of those present: 10
Number of votes "for": 10 Number of votes "against": 0 "abstained": 0*

Materials to items 3b-3e are enclosed to the Minutes.

5)

Resolution No. 6/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 2 March 2020 on the Supervisory Board's position concerning allocation of BNP Paribas Bank Polska S.A. net profit for the financial year 2019.

Following § 20 paragraph 1 item 2) letters a) of the Articles of Association of BNP Paribas Bank Polska S.A. in conjunction with article 382 § 3 of the Commercial Companies Code the following is being resolved:

§ 1

The Supervisory Board of Bank BNP Paribas Bank Polska S.A. positively assess the Management's Board motion to the Ordinary General Meeting to allocate net profit for the financial year 2019 in the amount 628,696,429.18 PLN (in words: six hundred twenty eight millions six hundred ninety six thousand four hundred twenty nine zlotys and eighteen groszy) to reserve capital.

§ 2

The resolution comes into force on the day of its passing.

*Vote was performed in an open manner. Number of those present: 10
Number of votes "for": 10 Number of votes "against": 0 "abstained": 0*

The material to item 4a constitutes an enclosure to the Minutes.

6)

Resolution No. 7/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 2 March 2020 on the approval of the Appraisal Report of the Supervisory Board on the Standalone Financial Statement of BNP Paribas Bank Polska S.A. for the year ended 31 December 2019, the Consolidated Financial Statements of the Capital Group of BNP Paribas Bank Polska S.A. for the year ended 31 December 2019, and of the Management Board's Report on Activities of BNP Paribas Bank Polska S.A. Capital Group in 2019 (including Management Board's Report on Activities of BNP Paribas Bank Polska S.A. in 2019), CSR and Sustainability Report presenting non-financial information of the BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group in 2019 and on the motion of the Management Board on the distribution of profit for the fiscal year 2019 together with the assessment of adequacy and effectiveness of the internal control system in the BNP Paribas Bank Polska S.A. in 2019.

Following § 20 paragraph 1 item 2) letters a), b), e) and f) of the Articles of Association of BNP Paribas Bank Polska S.A. the following is being resolved:

§ 1

The Supervisory Board of BNP Paribas Bank Polska S.A. approves the the Appraisal Report of the Supervisory Board on the Standalone Financial Statement of BNP Paribas Bank Polska S.A. for the year ended 31 December 2019, the Consolidated Financial Statements of the Capital Group of BNP Paribas Bank Polska S.A. for the year ended 31 December 2019, and of the Management Board's Report on Activities of BNP Paribas Bank Polska S.A. Capital Group in 2019 (including Management Board's Report on Activities of BNP Paribas



Bank Polska S.A. in 2019), CSR and Sustainability Report presenting non-financial information of the BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group in 2019 and on the motion of the Management Board on the distribution of profit for the fiscal year 2019 together with the assessment of adequacy and effectiveness of the internal control system in the BNP Paribas Bank Polska S.A. in 2019, constituting enclosure to this resolution.

§ 2

The resolution comes into force on the day of its passing.

Vote was performed in an open manner. Number of those present: 10

Number of votes "for": 10 Number of votes "against": 0 "abstained": 0

7)

Resolution No. 11/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Przemysław Gdański – President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

Vote was performed in a secret manner. Number of persons voting: 10

Number of votes "for": 10 Number of votes "against": 0 Number of votes "abstained": 0

8)

Resolution No. 12/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Jean-Charles Aranda – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

Vote was performed in a secret manner. Number of persons voting: 10

Number of votes "for": 10 Number of votes "against": 0 Number of votes "abstained": 0

9)

Resolution No. 13/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1



The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Daniel Astraud – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

Vote was performed in a secret manner. Number of persons voting: 10
Number of votes “for”: 10 Number of votes “against”: 0 Number of votes “abstained”:0

10)

Resolution No. 14/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Philippe Paul Bezieau – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

Vote was performed in a secret manner. Number of persons voting: 10
Number of votes “for”: 10 Number of votes “against”: 0 Number of votes “abstained”:0

11)

Resolution No. 15/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Andre Boulanger – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

Vote was performed in a secret manner. Number of persons voting: 10
Number of votes “for”: 10 Number of votes “against”: 0 Number of votes “abstained”:0

12)

Resolution No. 16/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Przemysław Furlepa – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2



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

*Vote was performed in a secret manner. Number of persons voting: 11
Number of votes "for": 11 Number of votes "against": 0 Number of votes "abstained": 0*

13)

Resolution No. 17/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Wojciech Kemblowski – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

*Vote was performed in a secret manner. Number of persons voting: 11
Number of votes "for": 11 Number of votes "against": 0 Number of votes "abstained": 0*

14)

Resolution No. 18/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Kazimierz Łabno – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

*Vote was performed in a secret manner. Number of persons voting: 11
Number of votes "for": 11 Number of votes "against": 0 Number of votes "abstained": 0*

15)

Resolution No. 19/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Jaromir Pelczarski – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

*Vote was performed in a secret manner. Number of persons voting: 11
Number of votes "for": 11 Number of votes "against": 0 Number of votes "abstained": 0*



16)

Resolution No. 20/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Volodymyr Radin – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

Vote was performed in a secret manner.

Number of persons voting: 10

Number of votes “for”: 10 Number of votes “against”: 0 Number of votes “abstained”:0

17)

Resolution No. 21/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the opinion on granting a vote of acceptance to the Members of the Management Board for the fulfilment of their duties in the year ended 31st December 2019.

Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 1

The Supervisory Board provides positive opinion to granting by the Ordinary General Meeting to Mr Jerzy Śledziewski – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2019, for the fulfilment of his duties.

§ 2

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

Vote was performed in a secret manner.

Number of persons voting: 11

Number of votes “for”: 11 Number of votes “against”: 0 Number of votes “abstained”:0

18)

Resolution no 32/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the approval of an independent assessment of the application of the Remuneration Policy at BNP Paribas Bank Polska S.A.

Pursuant to § 20 para. 1 of the Articles of Statute of BNP Paribas Bank Polska S.A., § 28 para 3 Principles of corporate governance for supervised institutions issued by the Polish Financial Supervision Authority, resolves as follows:

§ 1

The Supervisory Board adopts the report of the remuneration policy functioning at BNP Paribas Bank Polska S.A. in 2019, including the Remuneration Policy for persons having material impact on the risk profile of BNP Paribas Bank Polska S.A., which is an attachment to this resolution, and decides to submit it to the Ordinary General Shareholders’ Meeting of BNP Paribas Bank Polska S.A.

§ 2

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

Vote was performed in an open manner. No. of those present: 12

No. of votes „for”: 12 No. of votes „against”: 0 No. of votes “abstained”: 0

19)

Resolution no 38/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on the adoption of the Report on the activities of BNP Paribas Bank Polska S.A. Supervisory Board for 2019 together with the assessments indicated



in rule II.Z.10 of the 2016 Corporate Governance of Listed Companies 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.

Pursuant to § 20 paragraph 1 item 2) of the Articles of Association of BNP Paribas Bank Polska S.A. and § 15 paragraph 1 item 2) letter g) of the By-laws of the Supervisory Board the following is being resolved:

§ 1

The Supervisory Board of BNP Paribas Bank Polska S.A. adopts "Report on activities of the Supervisory Board of BNP Paribas Bank Polska S.A. and its committees in 2019 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", constituting appendix to this resolution.

§ 2

The resolution comes into force on the day of its passing.

*Vote was performed in an open manner. Number of persons voting: 12
Number of votes "for": 12 Number of votes "against": 0 Number of votes "abstained": 0*

20)

Resolution no 40/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 18 March 2020 on opinion to the draft Regulations of the General Meeting of BNP Paribas Bank Polska Spółka Akcyjna.

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

§ 1

- 1. The Supervisory Board provides positive opinion on the draft Regulations of the General Meeting of BNP Paribas Bank Polska S.A. as presented in the enclosure hereto.*
- 2. The Supervisory Board recommends to the General Meeting of BNP Paribas Bank Polska S.A. the acceptance of Regulations of the General Meeting of BNP Paribas Bank Polska S.A.*

§ 2

The Resolution shall come into force on the day it was taken.

*Vote was performed in an open manner No. of persons voting: 12
No. of votes „for”: 12 No. of votes „against”: 0 No. of votes “abstained”: 0*

21)

Resolution No. 46/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 12 May 2020 on approval of the adequacy assessment of the candidate for the Supervisory Board Member Mr Vincent Metz.

Pursuant to § 20 para. 1 point 1 letter h) of the Articles of Association of BNP Paribas Bank Polska S.A., and point 4.1 of the Policy on the assessment of suitability of the Members of the Supervisory Board, the Members of the Management Board and the Key Function Holders at BNP Paribas Bank Polska S.A., the Supervisory Board of BNP Paribas Bank Polska S.A., resolves as follows:

§ 1

The Supervisory Board of BNP Paribas Bank Polska S.A with the support of Nominations Committee, the Compliance Line Managing Director, the Legal Line Managing Director, and Executive Director for Human Resources Area approves the positive adequacy assessment of the candidate for the Supervisory Board Member Mr Vincent Metz and states that Mr Vincent Metz has knowledge, skills and experience suitable for dedicated function and gives guarantees of appropriate performance.

§ 2



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

*Vote was performed in an open manner. No. of those present: 10
No. of votes „for”: 10 No. of votes „against”:0 No. of votes “abstained”: 0*

22)

Resolution no 50/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 29 May 2020 on an opinion on the draft Agenda proposed for the Ordinary General Meeting of BNP Paribas Bank Polska S.A. planned to be held on 29 June 2020. Pursuant to § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the following is being resolved:

§ 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 Ordinary General Meeting of BNP Paribas Bank Polska S.A. planned to be held on 29 June 2020, and recommends to the General Meeting of the Bank acceptance of this Agenda.

§ 2

This resolution comes into force on the day of adoption.

*Vote was performed in writing. All the Supervisory Board members were notified.
Number of those voting: 9
Number of votes “for”: 9, Number of votes “against”: 0, Number of votes “abstained”: 0*

23)

Resolution no 51/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 29 May 2020 on passing an opinion on the draft resolution of the Ordinary General Meeting on amending resolution no. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on the implementation of Incentive Programme for persons having material impact on the Bank’s risk profile (risk takers) and resolutions no. 5 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 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.

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 expresses a positive opinion on the proposed draft resolutions of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. amending Resolution no. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 on the implementation of Incentive Programme for persons having material impact on the Bank’s risk profile (risk takers) and Resolutions no. 5 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 31 January 2020 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, constituting Enclosures hereto.

§ 2

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: 9
Number of votes “for”:9, Number of votes “against”: 0, Number of votes “abstained”: 0*