

**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. 2 (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, 13th 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 402<sup>1</sup> § 1 and § 2 of the Code of Commercial Companies and Partnerships - hereby convenes **the Ordinary General Meeting to be held on 24 March 2021, at 10.00 a.m.**, at the registered office of the Company at Kasprzaka St. 2 in Warsaw, Petrus building – Audytorium.

**Agenda**

1. Opening of the Meeting.
2. Election of the Chairperson of the Meeting.
3. Confirmation that the Meeting has been convened in a proper manner and that it is capable of passing resolutions.
4. Acceptance of the Agenda of the Meeting.
5. Review of the Appraisal Report of the Supervisory Board on the Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2020, the Consolidated Financial Statements of BNP Paribas Bank Polska S.A. Capital Group for the year ended 31 December 2020, and of the Management Board's Report on the activities of BNP Paribas Bank Polska S.A. Group in 2020 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2020), CSR and Sustainability Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group for the year 2020 and on the motion of the Management Board on the distribution of profit for the fiscal year 2020 together with the assessment of adequacy and effectiveness of the internal control system in BNP Paribas Bank Polska S.A. in 2020.
6. Review and approval of:
  - 1) Management Board's Report on the activities of BNP Paribas Bank Polska S.A. Group in 2020 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2020).

- 2) Separate Financial Statements of BNP Paribas Bank Polska S.A. for the year ended 31 December 2020,
- 3) Consolidated Financial Statements of BNP Paribas Bank Polska S.A. Capital Group for the year ended 31 December 2020.
7. Passing a resolution on BNP Paribas Bank Polska S.A. profit distribution for the fiscal year 2020.
8. Review and approval of the of the CSR and Sustainability Report presenting non-financial information of BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group for the year 2020.
9. Review and approval of the Report on the activities of BNP Paribas Bank Polska S.A. Supervisory Board and its committees for the year 2020 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.
10. Passing a resolution on the approval of the independent assessment of the application of the Remuneration Policy at BNP Paribas Bank Polska S.A. in 2020, presented by the Bank's Supervisory Board, in accordance with § 28 para. 4 of "the Principles of Corporate Governance for Supervised Institutions", issued by the Polish Financial Supervision Authority.
11. 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 2020.
12. 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 2020.
13. Passing a resolution on the approval of the individual and collective suitability assessments of the Supervisory Board members.
14. Passing a resolution on the determination of the number of Supervisory Board members for a new term of office.
15. Passing resolutions on election of the Supervisory Board member for a new term.
16. Information on a current situation regarding the CHF mortgages portfolio, including the preliminary analysis of the voluntary conversion program assumptions.
17. Closing of the Meeting.

In compliance with the requirements of Article 402<sup>2</sup> of the Commercial Companies Code, the Management Board of the Company present the Shareholders with the following information regarding 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 3 March 2021 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. 2, 01-211 Warszawa), at 11 floor, room 11004 in writing or electronically, sent exclusively to the following email address: [walne.zgromadzenie@bnpparibas.pl](mailto: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. 2 (01-211 Warszawa), 11 floor, room 11004, 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 – 24 March 2021".

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](mailto:walne.zgromadzenie@bnpparibas.pl) by 23 March 2021, 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, shall not result in any 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 Bank does 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 Bank does 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 Bank does not provide for the possibility to exercise the voting right by correspondence or by means of electronic communication at the General Meeting.

#### **8. Registration Day**

8 March 2021 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 sixteen (16) days prior to the General Meeting (registration day for the General Meeting) are entitled to participate in the

General Meeting Pledges and users, entitled to a voting right, have the right to participate in the General Meeting if granting of the limited property right in their favour is registered in the securities account on the registration day for the General Meeting.

In the case of shareholders entitled to participate in the General Meeting by virtue of shares and pledges and users with a voting right, 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 maintaining securities account not earlier than after announcing the convention of the Extraordinary General Meeting and on 10 March 2021 at the latest, and an entity maintaining the securities account issues the personal certificate of entitlement to attend the General Meeting.

The Company determines the list of shareholders, pledges and users 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 19, 22, 23 March 2021, between 8.00 a.m. and 4.00 p.m. at the registered office of the Company, 11 floor, room 11004. 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. 2 (01-211 Warsaw), 11 floor, room 11004, or on the Company's website at <http://www.bnpparibas.pl> in section "Investor Relations/General Meeting/ Ordinary General Meeting – 24 March 2021".

#### **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 – 24 March 2021".

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

## **12. Other information**

The proceedings of the General Meeting are conducted in Polish. Participation of an English translator is ensured.

In matters not covered by this announcement, the provisions of the Bank's Articles of Association and the provisions of the Code of Commercial Companies and other generally applicable law provisions - shall apply.

The Management Board informs you that the proceedings of the General Meeting will be webcast in real time by the company UNICOMP-WZA Sp. z o.o.

The real-time webcast of the meeting will be available at: <http://www.bnpparibas.pl> in the section "Investor relations / General Meeting / Ordinary General Meeting on 24 March 2021."

In order to access the real-time webcast of the General Meeting, you should have equipment that meets the following technical requirements:

- a) internet connection with a bandwidth of not less than 1 MB p/s (synchronous),
- b) a computer operating in the Internet environment of the quality and performance accepted by the user, and with the following web browsers installed in the latest version: Internet Explorer, Mozilla Firefox, Opera.