



Supervisory Board resolutions regarding matters submitted to the Agenda of the Ordinary General meeting on 24 march 2021

1)

Resolution No. 24/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 26 February 2021 on the evaluation of the Management Board's Report on the Activities of BNP Paribas Bank Polska S.A. Capital Group in 2020 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2020)

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 2020 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2020), which is enclosed hereto.

§ 2

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

2)

Resolution No. 25/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 26 February 2021 regarding the appraisal of the Separate Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna, for the year ended 31 December 2020

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 2020, as to their conformity with the books and facts, including:

- separate statement of profit or loss for the period from January 1, 2020 to December 31, 2020 showing net profit of PLN 731 060 thous. (seven hundred thirty one million sixty thousand zloty),
- separate statement of other comprehensive income for the period from January 1, 2020 to December 31, 2020 with a total positive comprehensive income of PLN 861 707 thous. (eight hundred sixty one million seven hundred and seven thousand zloty),
- separate statement of financial position prepared as at December 31, 2020 showing total assets PLN 115 668 150 thous. (one hundred fifteen billion six hundred and sixty eight million one hundred fifty thousand zloty),
- separate statement of changes in equity for the period from January 1, 2020 to December 31, 2020 disclosing an increase in equity by PLN 869 236 thous. (eight hundred sixty nine million two hundred thirty six thousand zloty),
- separate statement of cash flows for the period from January 1, 2020 to December 31, 2020 showing a net cash outflow of PLN 1 314 602 thous. (one billion three hundred fourteen million six hundred two thousand zloty),

and

- notes to the financial statements.

§ 2

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

3)

Resolution No. 26/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 26 February 2021 on the appraisal of the Consolidated Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna Capital Group for the year ended 31 December 2020

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 2020, as to their conformity with the books and facts, including:*
 - *consolidated statement of profit or loss for the period from January 1, 2020 to December 31, 2020 showing net profit of PLN 733 095 thous. (seven hundred thirty three million ninety five thousand zloty),*
 - *consolidated statement of other comprehensive income for the period from January 1, 2020 to December 31, 2020 with a total positive comprehensive income of PLN 863 677 thous. (eight hundred sixty three million six hundred seventy seven thousand zloty),*
 - *consolidated statement of financial position drawn up as at December 31, 2020 with balance sheet total of PLN 119 577 288 thous. (one hundred nineteen billion five hundred seventy seven million two hundred eighty eight thousand zloty),*
 - *consolidated statement of changes in equity for the period from January 1, 2020 to December 31, 2020 showing an increase in equity by PLN 871 144 thous. (eight hundred seventy one million one hundred and forty four thousand zloty),*
 - *consolidated statement of cash flows for the period from January 1, 2020 to December 31, 2020 showing a net cash outflow of PLN 1 127 889 thous. (one billion one hundred twenty seven million eight hundred eighty nine thousand zloty)*

and

 - *notes to the consolidated financial statements.*

§ 2

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

4)

Resolution No. 27/2021 of the Supervisory Board of Bank BNP Paribas Spółka Akcyjna dated 26 February 2021 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 for the year 2020.

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 and Sustainability Report presenting non-financial information of the BNP Paribas Bank Polska S.A. and BNP Paribas Bank Polska S.A. Capital Group for the year 2020.*
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 for the year 2020 is attached hereto.*

§ 2

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

5)

Resolution No. 28/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 26 February 2021 the Supervisory Board's position concerning allocation of Bank's BNP Paribas Bank Polska S.A. net profit for the financial year 2020

Following § 20 paragraph 1 item 2) letters a) of the Articles of Association of Bank 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 2020 in the amount 731,060,299.29 PLN (in words: seven hundred thirty-one million sixty thousand two hundred ninety-nine zlotys and twenty-nine groszy) to reserve capital.

§ 2

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

6)

Resolution No. 29/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 26 February 2021 on the approval 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.



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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.

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 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, constituting enclosure to this resolution.

§ 2

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

7)

Resolution No. 30/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 26 February 2021 on acceptance of the Representations of the Supervisory Board of BNP Paribas Bank Polska S.A. to the Annual Report of BNP Paribas Bank Polska S.A. for the year ending on 31 December 2020

Based on § 20 item 1 of the Articles of Association of BNP Paribas Bank Polska S.A. and § 15 item 1 of the By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. , in conjunction with § 70 item 1 sections 7, 8, 14 and § 71 item 1 section 12 of the Ordinance of the Minister of Finance dated 29 March 2018 regarding current and periodic information provided by issuers of securities and conditions for recognizing as equivalent information required by the law of a non-member state and Art. 382 § 3 of Code of Commercial Companies, the Supervisory Board of BNP Paribas Bank Polska S.A. resolves as follows:

§ 1

The Supervisory Board accepts the following documents:

- 1) "Assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. of the issuer's activity report and the financial statements in terms of their compliance with books, documents and actual state of affairs (drawn up in accordance with the § 70 paragraph 1 point 14) and § 71 paragraph 1 point 12) of the Ordinance of the Minister of Finance dated 29 March 2018 regarding current and periodic information provided by issuers of securities and conditions for recognizing as equivalent information required by the law of a non-member state)",
- 2) "Statement of the Supervisory Board of BNP Paribas Bank Polska S.A. on the selection of an audit firm to audit the annual financial statements in accordance with the applicable regulations",
- 3) "Statement of the Supervisory Board of BNP Paribas Bank Polska S.A. on the Audit Committee of BNP Paribas Bank Polska S.A."

that constitute the enclosures to the Resolution.

§ 2

The Resolution shall become effective on the day of its passing.

8)

Resolution No. 10/2020 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 on the adoption of the Report on activities of the Supervisory Board of BNP Paribas Bank Polska S.A. and its committees in 2020 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



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) 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 2020 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.

9)

Resolution No. 11/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 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 2020, for the fulfilment of his duties.

§ 2

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

10)

Resolution No. 12/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 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 2020, for the fulfilment of his duties.

§ 2

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

11)

Resolution No. 13/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 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 2020, for the fulfilment of his duties.

§ 2

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

12)

Resolution No. 14/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 provides positive opinion to granting by the Ordinary General Meeting to Mr Przemysław Furlępa – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2020, for the fulfilment of his duties.

§ 2



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

13)

Resolution No. 15/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 provides positive opinion to granting by the Ordinary General Meeting to Mr Wojciech Kembłowski – Vice President of the Management Board of BNP Paribas Bank Polska S.A. – a vote of acceptance for fiscal year 2020, for the fulfilment of his duties.

§ 2

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

14)

Resolution No.16/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 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 2020, for the fulfilment of his duties.

§ 2

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

15)

Resolution No. 17/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 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 2020, for the fulfilment of his duties.

§ 2

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

16)

Resolution No. 18/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 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 2020, for the fulfilment of his duties.

§ 2

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

17)

Resolution No. 19/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 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 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 2020, for the fulfilment of his duties.

§ 2

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

18)

Resolution No. 20/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 on expressing an opinion on the draft Resolution of the General Meeting of BNP Paribas Bank Polska S.A. on approving a positive assessment of individual and collective adequacy of the Supervisory Board

Pursuant to § 20 para.2 of the Articles of Association of BNP Paribas Bank Polska S.A., and point 7.1 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 gives a positive opinion on the draft Resolution of the General Shareholders Meeting of BNP Paribas Bank Polska S.A. on approving the positive individual and collective adequacy assessment of the Supervisory Board which met the conditions of periodical adequacy assessment and adequacy assessment before the end of the term of office of the Supervisory Board. Draft Resolution of the General Meeting of BNP Paribas Bank Polska S.A. is annexed to this resolution.

§ 2

The Supervisory Board gives a positive opinion on the draft Resolution of the General Shareholders Meeting of BNP Paribas Bank Polska S.A. on approving the positive individual and collective adequacy assessment of the Supervisory Board which met the conditions of adequacy assessment before appointment for a new term of office of the Supervisory Board. Draft Resolution of the General Meeting of BNP Paribas Bank Polska S.A. is annexed to this resolution.

§ 3

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

19)

Resolution No. 21/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 Association of BNP Paribas Bank Polska S.A., § 28 para 4 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 2020, 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 adoption.

20)

Resolution No. 22/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 25 February 2021 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 24 March 2021.

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 24 March 2021, and recommends to the General Meeting of the Bank acceptance of this Agenda.

§ 2

This resolution comes into force on the day of adoption.