

Launch of the own shares buy-back programme addressed to the incentive scheme participants

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The Management Board of BNP Paribas Bank Polska S.A. ("the Bank"), hereby informs you that on 12 May 2021 it passed the following resolutions:

- 1) a resolution on determination of detailed conditions of the buy-back of the own shares under the own shares buy-back programme ("Detailed Conditions of the Buy-Back Programme"), conducted based on the authorisation granted under Resolution No. 4 of the Extraordinary General Meeting of the Bank dated 31 January 2020 (respectively, "the Buy-Back Programme" and "EGM Resolution");
- 2) a resolution on the implementation of the Buy-Back Programme in the first Settlement Period, that is as of 14 May 2021 until 31 March 2022.

The own shares of the Bank are purchased under the Buy-Back Programme so that their acquisition could be offered to the persons who under the incentive scheme introduced by the Bank by means of Resolution No. 3 of the Extraordinary General Meeting of the Bank dated 31 January 2020, as amended by Resolution No. 37 of the Ordinary General Meeting dated 29 June 2020, received the Bank's shares ("Incentive Scheme", "Eligible Persons").

The shares will be bought under the Buy-Back Programme solely from the Eligible Persons who submit to the Bank an application for buy-back of their shares, and from whom the Bank will agree to purchase the shares. The number of the Bank's own shares which the Bank shall buy from each of the Eligible Persons shall not exceed the number of the shares in the Bank which such Eligible Person has received under the Incentive Scheme. The Buy-Back Programme gives the Bank the opportunity to take decisions on the buy-back of shares from the Eligible Persons under the Incentive Scheme, but this opportunity constitutes neither a guarantee nor an obligation for the Bank to do so.

The total number of the own shares purchased by the Bank from the Eligible Persons under the Buy-Back Programme shall not exceed 576,000 shares. The minimum amount of payment per share bought under the Buy-Back Programme shall be PLN 1.00, and the maximum amount - PLN 200.00, while the shares will be purchased at the market price, i.e. at the price equal to the average of the closing prices of the Bank's shares on The Warsaw Stock Exchange Company, weighted by the volume of trading in the Bank's shares from three consecutive business days immediately prior to the date of the Bank's decision to purchase shares from the Eligible Persons.

The total maximum amount to be paid for the shares bought under the Buy-Back Programme, increased by the costs of such buying, shall not exceed PLN 50,000,000.

The Buy-Back Programme will start on 14 May 2021 and end on 31 January 2025, unless all the shares allocated for the buy-back are bought or funds for the shares buy-back are used up in total, prior to this deadline.

The Buy-Back Programme, i.e. the purchase by the Bank of its own shares, will be implemented only in open periods, i.e. within two weeks after the end of each closed period.

The Buy-Back Programme will not be carried out:

- in periods other than open periods, and in particular it will not be carried out in closed periods;

- in periods between taking a decision by the Bank to delay disclosure of confidential information to the public and making such delayed confidential information public;
- as regards the Eligible Persons with access to confidential information of the Bank that has not been disclosed to the public - within the period from the occurrence of confidential information to its disclosure to the public.

In addition, the Buy-Back Programme implementation is divided into settlement periods, each of which begins on 1 April of a given year and ends on 31 March of the following year ("the Settlement Period"), with a proviso that the first Settlement Period begins on 14 May 2021 and ends on 31 March 2022, and the last Settlement Period begins on 1 April 2024 and ends on 31 January 2025.

With respect to each Settlement Period, the Bank's Management Board shall take a decision regarding the implementation of the Buy-Back Programme in this Settlement Period, taking into account in particular:

- a) current financial standing of the Bank;
- b) time and quantitative limitations of the Buy-Back Programme arising from the EGM Resolution and the Detailed Conditions of the Buy-Back Programme;
- c) number of shares issued before the start of a given Settlement Period;
- d) number of shares bought back by the Bank before the start of a given Settlement Period;
- e) predicted number of shares to be distributed in the course of a given Settlement Period.

The decision of the Management Board referred to above may be taken before the start of the Settlement Period it concerns or in the course of this Settlement Period. The Management Board is authorized to change the above referenced decision at any time. In addition, the Management Board is authorized to withhold the implementation of the Buy-Back Programme in the course of a given Settlement Period.

With respect to the first Settlement Period, the Bank's Management Board took a decision to implement the Buy-Back Programme starting on 14 May 2021, resolving at the same time that in the first Settlement Period no more than 99,864 (in words: ninety-nine thousand eight hundred and sixty-four) ordinary bearer shares of the Bank shall be bought back.

Transactions with the Eligible Persons under the Buy-Back Programme will be executed outside the trading venue, based on individual agreements concluded by the Bank with the Eligible Persons.

The Management Board of the Bank will make public the relevant information on the completion of the Buy-Back Programme.

Legal basis

Article 17(1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 11 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC