

Announcement
of the Management Board of BNP Paribas Bank Polska Spółka Akcyjna
of the convention
of the Extraordinary General Meeting

The Management Board BNP Paribas Bank Polska Spółka Akcyjna, with its seat in Warsaw, at ul. Kasprzaka 2, 01-211 Warsaw, entered into the Register of Entrepreneurs of the National Court Register (KRS) maintained by the District Court for the capital city of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS number: 0000011571 and VAT PL: 5261008546 (NIP), holding paid-up share capital of PLN 147,518,782 (the "Company" or the "Bank"), pursuant to Article 399, § 1 in conjunction with Article 402¹ § 1 and § 2 of the Code of Commercial Companies and Partnerships - hereby convenes **the Extraordinary General Meeting to be held on 17 June 2021, at 10.00 a.m.**, at the registered office of the Company at Kasprzaka St. 2 in Warsaw, Audytorium.

Proposed 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. Passing a resolution on the determination of the number of members of the Supervisory Board of BNP Paribas Bank Polska S.A.
6. Passing a resolution on suitability assessment of candidates for members of the Supervisory Board and a collective suitability assessment of the Supervisory Board.
7. Passing resolutions on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.
8. Passing a resolution on determination of remunerations of the members of the Supervisory Board of BNP Paribas Bank Polska S.A.
9. Passing a resolution on the adoption of the Remuneration Policy for members of the Supervisory Board of BNP Paribas Bank Polska S.A. and the Remuneration Policy for persons having material impact on the risk profile of BNP Paribas Bank Polska S.A. (including members of the Management Board).
10. Passing an opinion resolution on the Supervisory Board Report on remuneration of the Supervisory and Management Board Members of BNP Paribas Bank Polska S.A. for 2019 and 2020.

11. Passing resolutions regarding amendments to the Articles of Association of BNP Paribas Bank Polska S.A.
12. Passing a resolution on the adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A.
13. Passing a resolution on amendments to the Regulations of the General Meeting of BNP Paribas Bank Polska S.A.
14. Information on a current situation regarding the CHF mortgage loans portfolio, including the voluntary conversion programme assumptions.
15. Closing of the Meeting.

In compliance with the requirements of Article 402² 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 27 May 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

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: <https://www.bnpparibas.pl/investor-relations> in section "General Meeting/ Extraordinary General Meeting – 17 June 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 by 16 June 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. Shareholder's right to ask questions related to issues on the agenda of the general meeting

During the General Meeting, a Shareholder has the right to ask questions and request information related to the Company. The Management Board is obliged to provide the requested information to the Shareholder if it is justified for assessment of an issue included in the agenda. The Management Board shall refuse to provide information if it could cause harm to the Company, an affiliated company or a subsidiary, in particular by disclosing technical, trade or organizational secrets of the enterprise. A Board Member may also refuse to provide information, if providing such information might constitute a base for their criminal, civil law or administrative liability. A response shall be considered provided if relevant information is available on the Company website in the space provided for asking and responding to Shareholders' questions: at the website: <https://www.bnpparibas.pl/investor-relations> in section "General Meeting/ Extraordinary General Meeting – 17 June 2021".

For important reasons, the Management Board may provide information in writing outside the General Meeting. The Management Board is obliged to provide information within the deadline of two weeks from the request during the General Meeting.

9. Registration Day

Registration Day for attendance at the General Meeting is 1 June 2021.

10. 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. Pledgees 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 pledgees 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 2 June 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, pledgees and users entitled to participate in the General Meeting based on the list received from the National Depository for Securities.

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 14, 15, 16 June 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.

11. 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 <https://www.bnpparibas.pl/investor-relations> in section "General Meeting/ Extraordinary General Meeting – 17 June 2021".

12. Website address

The Company will provide access to all information regarding the General Meeting on the Company's website at <https://www.bnpparibas.pl/investor-relations> in section "General Meeting/ Extraordinary General Meeting – 17 June 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.

13. 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: <https://www.bnpparibas.pl/investor-relations> in section "General Meeting/ Extraordinary General Meeting – 17 June 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.

The Bank hereby presents the text of the proposed amendments to the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna:

1. point d) shall be added to § 5, para. 2 item 8) in the following wording:

"d) enabling the acceptance of payment instruments and the execution of payment transactions initiated by or through the merchant using the payer's payment instrument, consisting in particular in the handling of authorisations, sending the payer's or merchant's payment orders to the issuer of the payment

instrument or payment systems, aimed at transferring to the merchant the funds owed to it, excluding activities consisting in clearing and settlement of these transactions within the framework of a payment system within the meaning of the Act on settlement finality (acquiring)”,

2. Item 17 shall be added to § 5, para. 2, in the following wording:

“17) consultancy in relation to structured deposits”,

3. § 5 para. 3 is replaced with the following:

“para.3) In addition to performing banking activities, the Bank may perform the following activities:”

4. a provision shall be added to § 5, para. 3 item 8 point e) in the following wording:

“ with the proviso that the subject of activities specified in point b) and c) may also be the notes referred to in Article 39p paragraph 1 of the Act of 27 October 1994 on toll motorways and on the National Road Fund, the notes referred to in Article 67 paragraph 3 and Article 71 paragraph 1 of the Act of 31 March 2020 amending the Act on specific solutions related to the prevention, counteracting and control of COVID-19, other infectious diseases and crisis situations caused by them and certain other acts, as well as notes referred to in Article 34ga paragraph 1 of the Act of 8 May 1997 on sureties and guarantees granted by the State Treasury and certain legal entities, while with respect to the activities referred to in point (c), their subject may also include notes admitted to organised trading, covered bonds and other transferable securities incorporating property rights corresponding to rights arising from a debt incurred or derivative instruments based on notes, covered bonds, other transferable securities incorporating property rights corresponding to rights arising from a debt incurred, interest rate or currency”,

5. Item 23 shall be added to § 5, para. 3, in the following wording:

“23) activities stipulated for national banks referred to in the Act of 11 February 2016 on state aid in bringing up children”,

6. Item 24 shall be added to § 5, para. 3, in the following wording:

“24) with the use of electronic means of identification applied for authentication in the Bank’s ICT system to confirm the ePUAP trusted profile and for authorisations related to its use”,

7. Para. 6 shall be added to § 5, in the following wording:

“para. 6) the Bank may provide services to companies affiliated with the Bank or with the Bank’s parent entity in the area of financial auxiliary activities with the use of IT systems and technologies, including services in the area of software development and operation, IT infrastructure and data processing, as well as services in the area of managerial supervision over the activities of these entities and aimed mainly at ensuring the functioning of these entities in accordance with the law, requirements of regulatory and administrative authorities and internal regulations applicable in the group of the Bank’s parent entity”,

8. Item 10 shall be added to § 12, para. 2, in the following wording:

“item 10) approval of the procedure for appointment and removal of the Supervisory Board members”,

9. The previous § 12 para. 2 item (10) is renumbered to (11),

10. § 20, para. 1, item 1), point i) of the Articles of Association in the existing wording:

“point i) approval of the development strategy of the Bank, as prepared by the Management Board,

shall read as follows:

“point i) approval of the management strategy of the Bank, as prepared by the Management Board,

11. § 21 para. 3 shall be deleted in the following wording:

“para. 3) at least two Management Board Members, including the President, should have knowledge and experience that enable stable and prudent management of the Bank”,

the previous para. 4 is renumbered to 3.

12. § 22, para. 2, item 1) of the Articles of Association in the existing wording:

item 1) preparing a draft strategy of the Bank development and submission of the same to the Supervisory Board for approval,

shall read as follows:

item 1) preparing a draft strategy of the Bank management and submission of the same to the Supervisory Board for approval,

13. § 27, para. 1 of the Articles of Association in the existing wording:

“para. 1) Organizational entities of the Bank are:

- 1) the Bank’s Head Office consisting of: areas, lines, departments, bureaus, teams and other organisational sections determined in the regulations referred to in para. 2,*
- 2) branches,*
- 3) brokerage house,*
- 4) other organizational units specified in the regulations mentioned in para. 2,*
- 5) representative offices and foreign branches.*

shall read as follows:

“para. 1) The Bank’s objectives and tasks shall be accomplished by:

- 1) branches, representative offices, brokerage bureau and other organisational units,*
- 2) areas, lines, departments, bureaus and other organisational units,*
- 3) organisational forms other than those referred to in items 1 and 2.*

14. § 27, para. 2 of the Articles of Association in the existing wording:

“para. 2) The organizational structure of the Bank and Bank Head Office is determined by the organizational regulations determined by the Bank Management Board”,

shall read as follows:

“para. 2) Detailed organisation of the Bank shall be determined by appropriate organisational regulations established in accordance with the internal regulations system adopted at the Bank”.

Information about personal data processing

1. The personal data controller of shareholders and their representatives is BNP Paribas Bank Polska S.A. based in Warsaw Kasprzaka 2, 01-211 Warszawa, registered with the District Court for the capital city of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS number: 0000011571 and VAT PL: 5261008546 (NIP), holding paid-up share capital in the amount as at 21/05/2021 of PLN 147,518,782 (the “Bank”).

2. The Bank shall process the personal data of the Shareholder and their representatives in order to fulfil its obligations arising from the generally binding law (obligations related to

organization and holding of the General Meeting of Shareholders) and the legally justified interests of the Bank (for evidence purposes - to secure information in case of a legal need to present facts). Provision of personal data is necessary for participation in the General Meeting of Shareholders.

3. The Bank shall receive the following data of Shareholders entitled under bearer's shares from the entity keeping the depository for securities (Krajowy Depozyt Papierów Wartościowych S.A.): name and surname or company name, registered office (place of residence), number, type and code of shares registered in order to participate in the General Meeting of Shareholders - pursuant to the provisions of the Code of Commercial Companies and Partnerships and provisions regulating trade of financial instruments.

4. The Bank shall process the personal data of Shareholders and their representatives for the period necessary to perform the obligations arising from the generally binding law or realization of the legally justified interests of the Bank and the period relevant for statute of limitations of potential claims.

5. Shareholders and their representatives: 1/ have the right to access and clarify their data and to transfer it; and 2/ may demand its deletion, limitation or object to its processing.

6. The position of the personal data officer is held by an employee of the Bank who may be contacted at: iodo@bnpparibas.pl.

7. The personal data protection supervisory body is the President of the Personal Data Protection Office, with whom a Shareholder or their representatives may file complaints.

8. Data, including personal data, of Shareholders and their representatives may be disclosed to entities whom the Bank entrusts with data processing for realization of agreements for performance of services to the Bank and recipients authorized to receive data under the law.