



Supervisory Board resolutions regarding matters submitted to the Agenda of the Extraordinary General meeting on 17 June 2021

1)

Resolution No. 83/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 12 May 2021 on an opinion on the draft Agenda proposed for the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. planned to be held on 17 June 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 Extraordinary General Meeting of BNP Paribas Bank Polska S.A. planned to be held on 17 June 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.

2)

Resolution No. 72/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 12 May 2021 on adequacy assessment of the candidates for the Supervisory Board Member

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 adequacy assessment of the candidates for the Supervisory Board Member annexed to this resolution.

§ 2

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

3)

Resolution No. 77/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 12 May 2021 on the Remuneration policy for the members of the Supervisory Board of BNP Paribas Bank Polska S.A.

Acting on the basis of article 9ca para 1 of Act of Banking Law dated on 29 August 1997 (Journal of Laws of 2017, item 1876 as amended), § 6 Regulation of the Minister of Economic Development and Finance of 6 March 2017 on the risk management system and the internal control system, remuneration policy and detailed conditions for estimation of internal capital by banks (Journal of Laws of 2017, item 637) and § 20 para. 2 of the Articles of Association of BNP Paribas Bank Polska S.A., the Supervisory Board of BNP Paribas Bank Polska S.A. resolves the following:

§ 1

The Supervisory Board gives positive opinion on draft of Remuneration policy for the members of the Supervisory Board of BNP Paribas Bank Polska S.A. annexed to this Resolution and recommends to the General Meeting its adoption.

§ 2

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

4)

Resolution No. 44/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 8 March 2021 on the approval on the Remuneration Policy for persons having material impact on the risk profile of BNP Paribas S.A. and Regulation of allocation and payment of variable remuneration components to members of the Management Board of BNP Paribas Bank Polska S.A.

Acting on the basis of the Article 9ca paragraph 2 of the Banking Law of 29 August 1997 (Journal of Laws of 2018, item 2187 as amended) and § 20 para. 1 clause 1 letter h) § 20 para. 1 clause 2 of the Statute of BNP Paribas Bank Polska S.A. the Supervisory Board of BNP Paribas Bank Polska S.A. resolves the following:

§ 1

The Supervisory Board approves the "Remuneration Policy for persons having material impact on the risk profile of BNP Paribas S.A.", constituting in Annex No 1 to this Resolution.



§ 2

The Supervisory Board approves the "Regulation of allocation and payment of variable remuneration components to members of the Management Board of BNP Paribas Bank Polska S.A.", constituting Annex No 2 to this Resolution.

§ 3

The resolution shall come into force on the date of its passing, with effect from 1st January 2021.

5)

Resolution No. 71/2021 of the Supervisory Board BNP Paribas Bank Polska S.A. dated 12 May 2021 on the approval of the Report on remuneration of the Supervisory and Management Board Members of BNP Paribas Bank Polska S.A for 2019 and 2020.

Pursuant to § 20 para. 1 of the Articles of Statute of BNP Paribas Bank Polska S.A., and Article 395 § 21 of the Commercial Companies and Partnerships Code Act of 15 September 2000 and Article 90g section 6 of the Act on Public Offering and Terms and Conditions of Introduction of Financial Instruments into the Organised Trading and on Public Companies of 29 July 2005, resolves as follows:

§ 1

The Supervisory Board approves the Report on the BNP Paribas Bank Polska S.A. Supervisory Board and Management Board Members remuneration in 2019 and 2020, which is an attachment No 1 to this Resolution, and decides to submit it to the opinion of Extraordinary General Shareholders' Meeting of BNP Paribas Bank Polska S.A.

§ 2

The Supervisory Board authorizes the Deputy Chairperson of the Supervisory Board – Mrs Lucyna Stańczak-Wuczyńska and the Member of the Supervisory Board – Mr Mariusz Warych to signing a statement for the statutory auditor (Mazars Audyt Sp. z o.o) constituting an appendix No 2 to this Resolution.

§ 3

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

6)

Resolution No. 84/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 12 May 2021 on expressing an opinion regarding amendments to the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna

Acting pursuant to Article 382 paragraph 1 and Article 391 paragraph 1 of the Code of Companies and Partnerships, and based on paragraph 20 item 1 section 1) subsection m) of the Articles of Association of BNP Paribas Bank Polska S.A. with its registered office in Warsaw ("the Bank"), the Supervisory Board of the Bank hereby resolves as follows:

§ 1

Having familiarised itself with the draft resolutions of the General Meeting of the Bank regarding the amendments to the Articles of Association and adoption of the consolidated text of the Articles of Association of the Bank, the Supervisory Board hereby issues a positive opinion with respect to:

- 1) draft amendments to the Articles of Association,
- 2) draft consolidated text of the Articles of Association.

§ 2

The Resolution comes into force on the day of its adoption.

7)

Resolution No. 86/2021 of the Supervisory Board of BNP Paribas Bank Polska S.A. dated 12 May 2021 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 of changes in 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 changes in 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.