

Information for the Shareholders of BNP Paribas Bank Polska S.A. on amendments to the By-laws of the Supervisory Board

Acting pursuant to Recommendation No 9 of the PFSA Recommendation Z, the Supervisory Board of BNP Paribas Bank Polska S.A. hereby informs the General Meeting of the amendments introduced to the By-laws of the Supervisory Board on 23 November 2022 by Resolution No 58/2022.

The new stipulations of the By-laws of the Supervisory Board are aligned with the updated provisions of the Commercial Companies Code in the wording determined by the Act on Amending the Commercial Companies Code Act and Certain Other Acts of 9 February 2022 (Journal of Laws of 2022, item 807).

The detailed list of the amendments made to the By-laws of the Supervisory Board is presented below:

No	Amended provision	Content of the amendments /amended provision	Legal basis:
1	§ 5 para. 6	not earlier than a year before the expiry of the current term of office.	Article 386 § 2 of the Commercial Companies Code (CCC) in conjunction with Article 369 § 1 of the CCC
2	§ 7 para. 2 item 3)	to demand that the Management Board, proxies, persons employed by the Bank under a contract of employment or performing certain activities for the Bank on a regular basis under a contract for specific work, a contract of mandate or other contract of a similar nature prepare or submit any information, documents, reports or explanations concerning the Bank, in particular its operations or assets; the demand may also concern information, reports or explanations in the possession of the company's body or an obligated person concerning the Bank's subsidiary and affiliated companies	Article 382 § 4 of the CCC
3	§ 7 para. 3	1.The information, documents, reports or explanations referred to in para. 2 sub-para. 3 shall be provided to the Supervisory Board immediately and no later than within two weeks from the date of submission of the demand to the company's body or obligated person, unless a longer time limit is specified in the demand.	Article 382 § 4 of the CCC
4	§ 7 para. 4	2. The delegated Supervisory Board member should provide the Supervisory Board with information on undertaken supervisory activities and their results at least once in each quarter of the fiscal year.	Article 390 ¹ § 4 of the CCC
5	§ 7 para. 5	Delegation of Supervisory Board members to individually perform certain supervisory activities shall not relieve Supervisory Board members of	Article 390 ¹ § 4 of the CCC



		their responsibility for exercising supervision at the Bank.	
6	§ 7 para. 6	The delegation, as well as the manner, scope and mode of its performance, shall be determined by the Supervisory Board on a case-by-case basis.	Article 390 ¹ § 4 of the CCC
7	§ 7 para. 7	3. The Supervisory Board member may be delegated to temporarily, for a period not longer than 3 months, perform duties of the Management Board member who has been dismissed, has resigned or is unable to perform her/his duties for other reasons.	Article 390 ¹ § 4 of the CCC
8	New § 8 para. 4	Supervisory Board committees should provide the Supervisory Board with information on undertaken supervisory activities and their results at least once in each quarter of the fiscal year.	Article 390 ¹ § 4 of the CCC
9	§ 13 para. 1	also after expiration of his or her mandate.	Article 387 ¹ § 2 of the CCC
10	§ 14 para. 1	The Supervisory Board members bear the responsibility towards the Bank for any damage caused by their action or omission against the law or the Articles of Association's provisions, unless they do not take the blame for such a damage. In the performance of their duties, the Supervisory Board members should exercise due diligence arising from the professional character of their activity and be loyal towards the Bank	Article 387 ¹ § 1 of the CCC
11	New § 14 para. 2	A member of the Supervisory Board is not in breach of the duty of diligence arising from the professional nature of his or her activities if, proceeding in a manner loyal to the Bank, he or she acts within the limits of reasonable economic risk, including acting on the basis of information, analyses and opinions that should be taken into account under the circumstances in making a careful assessment.	Article 483 § 3 of the CCC
12	New § 16 para. 7	In the event of a conflict between the interests of the Bank and those of a Supervisory Board Member, his or her spouse, relatives and affinity relatives up to the second degree and persons with whom he or she is personally related, the Supervisory Board Member shall disclose the conflict of interests and withhold from deciding such matters, and he or she may request that this be recorded in the minutes.	Article 388 § 5 of the CCC in conjunction with Article 377 of the CCC
13	§ 18 para. 2 and 3	deleted	Article 388 § 3 ¹ of the CCC
14	§ 19 para. 1 item 2)	ensures the proper organisation of the work of the Supervisory Board, in particular the convening of its meetings,	Article 389 § 1 of the CCC
15	§ 21 para. 2	The meetings of the Supervisory Board are convened as necessary, no less frequently however than once in every quarter of the fiscal year.	Article 389 § 7 of the CCC
16	§ 22 para. 1	The written invitation to the Supervisory Board meeting should be sent to all Board members and other invited persons, at least fourteen days before the proposed date of the meeting. The invitation to the Supervisory Board meeting should include the date, hour and place of the meeting, the proposed	Article 389 § 1 of the CCC



		agenda of the meeting and the manner of use of means of distance communication.	
17	§ 27 para. 1	The Supervisory Board resolutions are minuted in Polish and English. In the case of differences between the Polish and English version, the Polish version of the minutes is binding.	Article 391 § 2 of the CCC in conjunction with Article 376 of the CCC
18	§ 27 para. 2 item 2	date and place of the resolution	Article 391 § 2 of the CCC in conjunction with Article 376 of the CCC
19	§ 27 para. 2 item 4	names and surnames of the Supervisory Board members participating in voting	Article 391 § 2 of the CCC in conjunction with Article 376 of the CCC
20	§ 27 para. 2 item 5	the number of votes for the individual resolutions	Article 391 § 2 of the CCC in conjunction with Article 376 of the CCC
21	§ 27 para. 2 item 8	a short description of the course of the discussion, including the arrangements or findings made by the members	Article 391 § 2 of the CCC in conjunction with Article 376 of the CCC
22	§ 27 para. 2 item 10	dissenting opinions together with reasons, if any	Article 391 § 2 of the CCC in conjunction with Article 376 of the CCC
23	§ 27 para. 4	During the meeting conclusions, statements, supplements and corrections of the motions and statements expressed by the Supervisory Board members may be included in a written enclosure to the minutes signed by the submitting person	Article 376 of the CCC
24	§ 27 para. 6	The minutes are signed by the Supervisory Board member chairing the meeting or ordering the voting	Article 376 of the CCC
25	New § 32 para. 3-8	<p>3. The Supervisory Board may adopt a resolution to have a selected advisor (“Supervisory Board Advisor”) examine, at the Bank's expense, a specific matter concerning the Bank's operations or assets. The Supervisory Board Advisor may also be selected to prepare certain analyses and opinions.</p> <p>4. In the agreement between the Bank and the Supervisory Board Advisor, the Bank shall be represented by the Supervisory Board.</p> <p>5. The Supervisory Board Advisor and the natural person performing activities for or on behalf of the Supervisory Board Advisor shall keep confidential all non-public information and documents received from the Bank. The duty of secrecy shall not be limited in time.</p> <p>6. The Supervisory Board may decide to make the results of the work of the Supervisory Board Advisor available to shareholders, unless this could be detrimental to the Bank, an affiliated</p>	Article 382 ¹ of the CCC



		<p>company or a subsidiary company or cooperative, in particular as a result of disclosure of technical, trade or organisational secrets of the enterprise.</p> <p>7. If a decision is made to make the results of the work of the Supervisory Board Advisor available to shareholders, the Management Board shall make them available in the manner specified for the announcement of the General Shareholders Meeting within two weeks from the date of the Supervisory Board's resolution.</p> <p>8. The Supervisory Board shall, at least one week in advance, notify the key statutory auditor who audited the Bank's financial statements of the date of the meeting at which the matters specified in Article 382 § 3 of the Commercial Companies Code are to be discussed. The Bank shall ensure that a key statutory auditor or other representative of the audit firm attends the Supervisory Board meeting. During the meeting, the key statutory auditor or other representative of the audit firm shall present the audit report to the Supervisory Board, including an assessment of the basis for the adopted statement relating to the Bank's ability to continue as a going concern, and shall answer questions from Supervisory Board members.</p>	
--	--	--	--

The revised By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A. are available at the Bank's website : <https://www.bnpparibas.pl/en/investor-relations/corporate-governance/legal-documents>