



**BNP PARIBAS**

**Announcement**  
**of the Management Board of BNP Paribas Bank Polska Spółka Akcyjna**  
**on convening the Ordinary General Meeting**

The Management Board of BNP Paribas Bank Polska Spółka Akcyjna, with its registered office in Warsaw, at 2 Kasprzaka Street, 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 Tax Identification Number (NIP): 526-10-08-546, holding paid-up share capital of PLN 147,676,946 (the 'Company' or the 'Bank'), pursuant to Article 399 § 1 in conjunction with Article 402<sup>1</sup> and 402<sup>2</sup> of the Code of Commercial Companies and Partnerships, hereby convenes **the Ordinary General Meeting to be held on 30 June 2023, at 12.00 noon**, at the registered office of the Company at 2 Kasprzaka Street in Warsaw, the 'Auditorium' room.

**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. Statement of the President of the Management Board of the Bank, presentation of the Management Board's report on the activities of the Bank's Capital Group, including the Management Board's report on the Bank's activities, as well as the financial statements of the Bank for the financial year 2022 and the consolidated financial statements of the Bank's Capital Group for 2022.
6. Statement of the Chairwoman of the Supervisory Board of the Bank, presentation of the report on the activities of the Supervisory Board in 2022 and the appraisal report of the Supervisory Board on the financial and non-financial statements for 2022.
7. Review 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 2022, the Consolidated Financial Statements of BNP Paribas Bank Polska S.A. Capital Group for the year ended 31 December 2022, and of the Management Board's Report on the Activities of BNP Paribas Bank Polska S.A. Capital Group in 2022 (including the Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2022), the Report presenting non-financial information of BNP Paribas Bank Polska S.A. Capital Group in 2022 (including non-financial information of BNP Paribas Bank Polska S.A. in 2022) and on the motion of the Management Board on the distribution of profit for the financial year



- 2022 together with the assessment of adequacy and effectiveness of the internal control system in BNP Paribas Bank Polska S.A. in 2022.
8. Review and approval of:
    - 1) Separate Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna for the year ended 31 December 2022.
    - 2) Consolidated Financial Statements of BNP Paribas Bank Polska Spółka Akcyjna Capital Group for the year ended 31 December 2022.
    - 3) Management Board's Report on the Activities of BNP Paribas Bank Polska S.A. Capital Group in 2022 (including Report of the Management Board on the activities of BNP Paribas Bank Polska S.A. in 2022).
    - 4) Report presenting non-financial information of BNP Paribas Bank Polska S.A. Capital Group for the year 2022 (including non-financial information of BNP Paribas Bank Polska S.A. in 2022).
  9. Passing a resolution on BNP Paribas Bank Polska S.A. profit distribution for the financial year 2022.
  10. Passing resolutions on granting a vote of acceptance to the Members of the Management Board of BNP Paribas Bank Polska S.A. for the fulfilment of their duties in 2022.
  11. Review and approval of the Report on the activities of the Supervisory Board of BNP Paribas Bank Polska S.A. in 2022 together with the assessments indicated in Rule 2.11 of the Best Practices of WSE Listed Companies 2021 and the assessment of the Bank's compliance with the Principles of Corporate Governance for the Supervised Institutions.
  12. Passing a resolution on the approval of the individual and collective suitability assessments of the Supervisory Board Members.
  13. Passing a resolution on the assessment of the adequacy of the Bank's internal regulations regarding the functioning of the Supervisory Board and the effectiveness of its operation.
  14. Passing resolutions on granting a vote of acceptance to the Members of the Supervisory Board of BNP Paribas Bank Polska S.A. for the fulfilment of their duties in 2022.
  15. Passing a resolution on the approval of the independent assessment of the application of the Remuneration Policy at BNP Paribas Bank Polska S.A. in 2022, submitted by the Supervisory Board of the Bank.
  16. Passing a resolution on the opinion on the Supervisory Board's report on the remuneration of the Members of the Management Board and Supervisory Board of BNP Paribas Bank Polska S.A. in 2022.
  17. Passing resolutions on the approval of an individual suitability assessment of the candidates for Members of the Supervisory Board and a collective suitability assessments of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A. in a new composition, as well as on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.
  18. Passing a resolution on the amendment to Resolution No. 8 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 17 June 2021 on the determination of remuneration of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A., amended by Resolution No. 37 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022



19. Passing a resolution amending Resolution No. 9 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. dated 17 June 2021 regarding the approval 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).
20. Passing resolutions regarding amendments to the Articles of Association of BNP Paribas Bank Polska S.A.
21. Passing a resolution regarding the adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A.
22. Closing of the Meeting.

In compliance with the requirements of Article 402<sup>2</sup> of the Code of Commercial Companies and Partnerships, the Management Board of the Company presents 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 of the General Meeting. A request should be presented to the Management Board of the Company not later than twenty-one (21) days prior to the scheduled date of the General Meeting, i.e. by 9 June 2023 at the latest and should include the rationale or a draft resolution regarding the proposed item of the agenda. The request may be submitted in writing in the registered office of the Company (2 Kasprzaka St., 01-211 Warsaw), 11<sup>th</sup> floor, room 11004, or electronically, sent exclusively to the following email address: [walne.zgromadzenie@bnpparibas.pl](mailto:walne.zgromadzenie@bnpparibas.pl)

The shareholder or shareholders should prove that they hold the appropriate number of shares as at the day of making the 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 organisational units without 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 this 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 other than via the above-mentioned 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 2 Kasprzaka St. (01-211 Warsaw), 11<sup>th</sup> floor, room 11004, or by means of electronic communication (in a manner and to the email address as specified in paragraph 1 above).

Draft resolutions forwarded by the shareholders by means of electronic communication in a manner other than to the email address specified in paragraph 1 above, or failing to meet the requirements set out in paragraph 1 above, do 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 General 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 the section 'General Meeting/ Ordinary General Meeting – June 30, 2023'.

The Company does not impose a requirement to grant a proxy on the above-mentioned form. However, the Company's Management Board informs shareholders that if a shareholder grants a proxy right together with a 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.



The power to vote by proxy should be granted in writing or electronically. Granting the power to vote electronically does not require an electronic signature verified using a valid qualified certificate.

If the proxy is granted electronically, the 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](mailto:walne.zgromadzenie@bnpparibas.pl) by 26 June 2023, 12.00 noon Poland time, at the latest. If the notification of granting such a proxy is sent electronically, the shareholder or the person entitled to attend the General Meeting shall send the following to the email address as specified above:

- 1) personal certificate of the right to attend the General Meeting, and a scan of the ID or passport including data enabling identification of the holder (natural person) or a scan of an excerpt from the registry competent for the legal person or organisational unit without legal personality,
- 2) text or scan of the proxy granted, including the data of the principal or the persons acting on their behalf in accordance with the principal's representation rules,
- 3) scan of the ID or passport (including data enabling identification of the holder) of the proxy who is a natural person,
- 4) scan of an excerpt from the registry competent for the proxy that is a legal person or organisational unit without legal personality,
- 5) email address designated for communication with the shareholder or the 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 shareholders in a manner other than to the email address given above, or without meeting the requirements specified above, do 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 proxies – upon presentation of their IDs and valid proxy documents granted to them in writing or electronically (the proxy should present a printout of the proxy documents).

Representatives of legal persons or organisational units without legal personality should additionally present current excerpts from relevant registries specifying the persons authorised to represent those entities.

In the case of documents drafted in a foreign language, such documents should be accompanied by their Polish sworn translation.

**5. The option and method of participation in the General Meeting with the use of means of electronic communication. Information on the method of speaking during the General Meeting with the use of means of electronic communication.**

The Bank allows for the option to participate in the General Meeting with the use of means of electronic communication. The rules and conditions of participation in the GM with the use of means of electronic communication as well as the method of speaking and performing the right to vote are specified in the Regulations of participation in the General Meeting of BNP Paribas Bank Polska S.A. with use of means of electronic communication, available on the website: <https://www.bnpparibas.pl/investor-relations> in the section 'General Meeting/ Ordinary General Meeting – June 30, 2023'.

Shareholders should send the relevant statements and the documents listed in the Regulations to the Bank to the email address: [walne.zgromadzenie@bnpparibas.pl](mailto:walne.zgromadzenie@bnpparibas.pl) no later than 6 days before the date of the General Meeting, i.e. by 24 June 2023 at 4:00 pm. Poland time.

Such form of General Meeting participation will be possible via the connection sent to the shareholder by the Bank, along with the Instruction on 27 June 2023 at the latest, provided that the shareholder's authorisation has been positively verified beforehand. Tests for shareholders who expressed their wish to participate in the General Meeting with the use of means of electronic communication will take place on 29 June 2023 at a time indicated in the Instruction.

In order to participate remotely in the General Meeting with use of means of electronic communication, one should have the use of:

- a) synchronous internet connection with a bandwidth of not less than 4 Mbps (stable bandwidth when using the platform) – higher bandwidth recommended,



b) a computer which allows to play the sound and receive video, with Windows 10 or macOS operating system and one of the following browsers installed: the newest version of Firefox, Chrome or Safari (all browsers are available to download from the internet free of charge).

The Internet Explorer browser is not recommended. JavaScript must be enabled in the browser (it is a default setting in browsers).

Lower bandwidth or an older browser version may make communication with the General Meeting room difficult or impossible and may cause delays or make it impossible to vote.

While using the platform, the user should not launch other applications which would cause a significant strain on the computer and the connection used by the platform.

## **6. Method of exercising the voting right by correspondence**

The Bank does not provide for an option to exercise the voting right by correspondence.

## **7. 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 organisational secrets of the enterprise. A Management 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:

<https://www.bnpparibas.pl/investor-relations> in the section 'General Meeting/ Ordinary General Meeting – June 30, 2023'.

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

## **8. Registration Day**

Registration Day for attendance at the General Meeting is 14 June 2023.

## **9. Right to participate in the General Meeting**

Persons who are shareholders of the Company sixteen (16) days prior to the General Meeting (registration day for the General Meeting) are entitled to participate in the General Meeting. Pledges 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 pledges and users with a voting right, dematerialised as bearers, the persons entitled to participate in the General Meeting are the ones who apply to the entity maintaining the securities account for issuing a personal certificate of entitlement to attend the General Meeting not earlier than after the announcement of the convention of the General Meeting and not later than 14 June 2023, and the entity maintaining the securities account issues the personal certificate of entitlement to attend the General Meeting.

The Company determines the list of shareholders, pledges and users with a voting right entitled to participate in the General Meeting based on the list received from the National Depository for Securities.

The list of shareholders entitled to participate in the General Meeting will be available for inspection on 27–29 June 2023, between 8.00 a.m. and 4.00 p.m. at the registered office of the Company, 11<sup>th</sup> floor, room 11004. A shareholder may request the list of shareholders entitled to attend the General Meeting to be sent free of charge to the address given by the shareholder.

## **10. Making documentation available**

Information and documentation relating to the General Meeting will be available at the Bank's website <https://www.bnpparibas.pl/investor-relations> in the section 'General Meeting/ Ordinary General Meeting – June 30, 2023' starting from the date of convention of the General Meeting.



## 11. 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 the section 'General Meeting/ Ordinary General Meeting – June 30, 2023'. 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](mailto:walne.zgromadzenie@bnpparibas.pl)

## 12. Other information

The proceedings of the General Meeting are conducted in Polish. The participation of an English language interpreter is ensured.

In matters not covered by this Announcement, the provisions of the Bank's Articles of Association, the provisions of the Code of Commercial Companies and Partnership, as well as 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 the section 'General Meeting/ Ordinary General Meeting – June 30, 2023'.

In order to access the dedicated platform that enables remote participation in the General Meeting, you should have equipment that meets the following technical requirements: internet connection with a bandwidth of not less than 4 Mbps (stable bandwidth when using the platform) – higher bandwidth recommended, a computer which allows to play the sound and receive video, with Windows 10 or macOS operating system and one of the following browsers installed: the newest version of Firefox, Chrome, Safari or Edge (all browsers are available to download from the internet free of charge). The Internet Explorer browser is not recommended. While using the platform, the user should not launch other applications which would cause a significant strain on the computer and the connection used by the platform. The use of the full-screen mode is recommended.

Registration of the participants attending the General Meeting venue in person will commence at 11.30 am on the day of the General Meeting.



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

1. The existing § 6 item 1) shall read as follows:  
"1) issue bonds, including capital bonds, convertible bonds, bonds with the pre-emption right as to subscription for the Bank's shares, as well as subscription warrants."
2. The existing § 12 para. 2 item 4) shall read as follows:  
"4) issuing convertible bonds and bonds with pre-emption right as to subscription for the Bank's shares, subscription warrants, as well as capital bonds that are convertible into the Bank's shares,".
3. The existing § 13 para. 2 shall read as follows:  
"2. Except as provided for in absolutely binding law and these Articles of Association, the resolutions of the General Meeting shall be passed with a simple majority of votes cast. The resolutions of the General Meeting on amendments to the Articles of Association, including in particular a change of the Bank's business name, its registered office, profile of activities referred to in § 5 para. 2, increase or decrease of the Bank's share capital, issue of convertible bonds and bonds with pre-emption right as to subscription for the Bank's shares, subscription warrants, as well as capital bonds that are convertible into the Bank's shares, and also liquidation or dissolution of the Bank, sale of the entire or part of the banking enterprise, are adopted with the majority of three fourths of votes cast. A resolution on the merger of the Bank with another bank or credit institution, requires the resolution of the General Meeting adopted with the majority of two thirds of votes."
4. The existing § 16 para. 1 shall read as follows:  
"1. The Supervisory Board of the Bank shall be composed of five to twelve members appointed for a joint five-year term of office by the General Meeting. The term of office is calculated in financial years (the first financial year of the term of office is each time the financial year in which the holding of a position began, even if it began during a financial year). The number of Members of the Supervisory Board of the particular term of office shall be determined by the General Meeting. At least half of the Members of the Supervisory Board of the Bank should have good knowledge of the banking market in Poland, i.e. they should have a good command of Polish and have gained the required experience on the Polish market."
5. The existing § 21 para. 1 shall read as follows:  
"The Management Board of the Bank consists of four to nine members. The Members of the Management Board of the Bank are appointed for a joint term of three years. The term of office is calculated in financial years (the first financial year of the term of office



is each time the financial year in which the holding of a position began, even if it began during a financial year).”

6. Item 14) shall be added to § 22 para. 2, reading as follows:  
“14) the allocation of shares in exchange for capital bonds in connection with an increase in share capital through the conversion of capital bonds into shares in the event of an initiating event.”
7. Para. 3 shall be added to § 30, reading as follows:  
“3. Pursuant to Article 77 of Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms, the reduction, redemption or repurchase of Common Equity Tier 1 instruments requires prior authorisation by the Polish Financial Supervision Authority.”

*Management Board of BNP Paribas Bank Polska S.A.*

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### **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, at 2 Kasprzaka Street, 01-211 Warsaw, 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, holding paid-up share capital of PLN 147,676,946 as at 1 June 2023 (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 organisation 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 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 the 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 realisation 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 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](mailto: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 that the Bank entrusts with data processing for realisation of agreements for performance of services to the Bank and recipients authorised to receive data under the law.