



INFORMATION FOR SHAREHOLDERS OF BNP PARIBAS BANK POLSKA S.A.

Rationale for the resolutions to be considered by the Extraordinary General Meeting convened for 2 July 2024

The Management Board of BNP Paribas Bank Polska S.A. ("the Bank"), acting pursuant to Article 398 of the Code of Commercial Companies and Partnerships ("the Code") and § 8 para. 1 and 3 of the Articles of Association of the Bank, has convened the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. ("the EGM") to be held on 2 July 2024 at 10:00 a.m., proposing at the same time to pass the resolutions which are on the EGM's agenda as presented in the published Announcement.

I. Justification for item 5 of the Agenda - Resolution No. 3 on revoking a member of the Supervisory Board, Resolution No. 4 on the individual suitability assessment of the candidate for a member of the Supervisory Board and on the changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.

On 22 May 2024 the majority shareholder submitted a motion on changes to the composition of the Supervisory Board, in order to strengthen the Supervisory Board competences in the audit area. The changes will consist of the revoking of one of the current Supervisory Board members and appointing a new, independent member.

The Bank has received a motion of BNP Paribas SA for appointment of Ms Monika Kaczorek, whose CV is attached to the materials for the General Meeting, as an independent member of the Supervisory Board. In addition, in accordance with the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A., the General Meeting should carry out the individual suitability assessment of a candidate for a member of the Supervisory Board of BNP Paribas Bank Polska S.A. Support in the candidate's suitability assessment is provided by the Nomination Committee. The assessment of the candidate will be immediately made available to shareholders.

II. Justification for item 6 of the Agenda - Resolution No. 5 on the collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A.

It is justified for the Extraordinary General Meeting to pass a resolution in this respect due to changes to the composition of the Supervisory Board. The General Meeting's competence and, at the same time, the obligation to carry out the collective suitability assessment of the Supervisory Board performed by the Nomination Committee arises from the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

Support in the collective suitability assessment is provided by the Nomination Committee. The assessment will be immediately made available to shareholders.



- III. **Justification for item 7 of the Agenda - Resolution no. 6 on amendments to Resolution No. 8 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. of 17 June 2021 on the determination of the remuneration of members of the Supervisory Board of BNP Paribas Bank Polska S.A. ("Resolution No. 8"), the Resolution No. 37 of the Annual General Meeting of 27 June 2022 to amend Resolution No. 8 and the Resolution of the Annual General Meeting of BNP Paribas Bank Polska S.A. of 30 June 2023 to amend the Resolution No. 8.**

The passing by the EGM of the said Resolution is required by Article 392 § 1 of the Commercial Companies and Partnerships Code, which provides that: "Remuneration may be granted to members of the supervisory board. The remuneration shall be determined by the articles of association or by a general meeting resolution."

- IV. **Justification for item 8 and 9 of the Agenda - Resolution no. 7 regarding amendments to the Articles of Association of BNP Paribas Bank Polska S.A. and Resolution no. 8 regarding the adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A.**

The necessity for the EGM to adopt a resolution on this matter is a direct result of the General Meeting's competence set out in Article 430 § 1 of the Code. The proposed amendments to the Articles of Association are in line with the expected by the Polish Financial Supervision Authority to adjust the Bank's object of activity to the Banking Law amended by the Act - Act amending certain acts in connection with ensuring the development of the financial market and the protection of investors in this market of 16 August 2023 (Journal of Laws of 2023, item 1723) and consist in:

- [1] deleting the activity contained in § 5(3)(3), i.e. 'trading in securities', and
- [2] adding in § 5(3)(7) the following activities from the scope of brokerage activity:
 - a) receiving and transmitting orders to buy or sell financial instruments,
 - b) executing orders referred to in sec. a) for the account of the principal,
 - c) management of portfolios that include one or more financial instruments,
 - d) investment consulting,
 - e) the offering of financial instruments,
 - f) storing or registering of financial instruments, including maintaining securities accounts and cash accounts,
 - g) preparing investment analysis, financial analysis and other recommendations of a general nature relating to transactions in financial instruments,
 - h) buying or selling financial instruments on own account.

The listed scope of the Bank's brokerage activities is consistent with the brokerage licences held and the actual performance of activities.

The adoption of the resolution on the consolidated text of the Bank's Articles of Association is a consequence of the amendments to the Bank's Articles of Association and is intended to present a uniform image of the Articles of Association after the implementation of the adopted amendments.

The draft resolutions were positively reviewed by the Supervisory Board.