Draft Resolutions included in the Agenda of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. on 15 December 2026

RESOLUTION No. 1

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on the election of the Chairperson of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A.

The Extraordinary General Meeting resolves to elect Ms/Mr [•] as the Chairperson.

RESOLUTION No. 2

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on the adoption of the agenda of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A.

§ 1

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 approval of an individual suitability assessment of a candidate for a Member of the Supervisory Board and a collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. in a new composition, and on changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.
6. Passing a resolution on the Gender Balance Policy BNP Paribas Bank Polska S.A.
7. Passing a resolution on the approval of the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.
8. Passing a resolution on the adoption of an incentive scheme based on the Bank's shares for persons having a material impact on the Bank's risk profile.
9. Passing a resolution on authorising the Management Board of the Bank to purchase (buy back) own shares in order to implement the Incentive Scheme and create a reserve capital designated for the purchase of these shares.
10. Passing a resolution on amending Resolution No. 39 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022 on the issuance of series B subscription warrants, conditional increase of share capital by way of the issuance of series N shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to series N shares, amendments to the Articles of Association and applying for admission of series N shares to trade on the regulated market.
11. Passing a resolution on amendments to the Articles of Association of BNP Paribas Bank Polska S.A. regarding the incentive scheme.
12. Passing a resolution on amendments to the Articles of Association of BNP Paribas Bank Polska S.A. regarding the extension of the scope of the Bank's activity.
13. Passing resolutions on adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A.
14. Presentation of the changes introduced by the Supervisory Board to the By-laws of the Supervisory Board of BNP Paribas Bank Polska S.A.

15. Closing of the Extraordinary General Meeting.

§ 2

The Resolution shall come into force on the day it has been passed.

RESOLUTION No. 3

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on the approval of an individual suitability assessment of a candidate for a Member of the Supervisory Board and a collective suitability assessment of the Supervisory Board of BNP Paribas Bank Polska S.A. in a new composition, and on changes in the composition of the Supervisory Board of BNP Paribas Bank Polska S.A.

The Extraordinary General Meeting, acting pursuant to Article 385 §1 of the Commercial Companies Code and Article 22(2) of the Banking Law of 29 August 1997, in conjunction on with § 12(2)(2) and § 16(1) of the Articles of Association of BNP Paribas Bank Polska S.A. and the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A. and § 2(3) of the Policy on the Appointment and Dismissal of Members of the Supervisory Board of BNP Paribas Bank Polska S.A., hereby resolves as follows:

§ 1

The positive initial (preliminary) individual suitability assessment of the candidate for a Member of the Supervisory Board of BNP Paribas Bank Polska S.A., Ms Madeleine Ogerau, conducted by the Nomination Committee, is hereby approved.

§ 2

The positive additional collective suitability assessment of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A. in a new composition conducted by the Nomination Committee, is hereby approved.

§ 3

Ms Madeleine Ogerau is hereby appointed as the Member of the Supervisory Board of BNP Paribas Bank Polska S.A.

§ 4

The Resolution shall come into force on the day it has been passed.

RESOLUTION No. 4

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on the Gender Balance Policy at BNP Paribas Bank Polska S.A.

The Extraordinary General Meeting, acting pursuant to § 12(2)(8) and (11) of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, in conjunction with Article 90gd of the Act of 29 July 2005 on Public Offering, Conditions Governing the Admission of Financial Instruments to Organised Trading, and Public Companies, hereby resolves as follows:

§ 1

The "Gender Balance Policy at BNP Paribas Bank Polska S.A.", constituting an attachment to this Resolution, is hereby approved.

§ 2

The Resolution shall come into force on the day it has been passed.

RESOLUTION No. 5

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on the approval of the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.

The Extraordinary General Meeting, acting pursuant to § 12(2)(8) of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, in conjunction with Article 22aa of the Banking Law of 29 August 1997 and the provisions of 1.4.2 of the Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A., hereby resolves as follows:

§ 1

The "Policy on the Assessment of Suitability of Members of the Supervisory Board of BNP Paribas Bank Polska S.A.", constituting an attachment to this Resolution, is hereby approved.

§ 2

Resolution no. 37 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 16 April 2024 on the adoption of the Policy on the Assessment of Suitability of the Members of the Supervisory Board of BNP Paribas Bank Polska S.A. is hereby repealed.

§ 3

The Resolution shall come into force on the day it has been passed.

RESOLUTION No. 6

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on the adoption of an incentive scheme based on the Bank's shares for persons having a material impact on the Bank's risk profile

§ 1.

Introduction of an Incentive Scheme based on the Bank's own shares

1. The Extraordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna (the "**Bank**"), acting pursuant to § 12(2)(8) of the Bank's Articles of Association, resolves to introduce an incentive scheme at the Bank for persons having a material impact on the Bank's risk profile (the "**Incentive Scheme**"). Under the Incentive Scheme, such persons shall be entitled to receive part of their remuneration in the form of fully paid-up own shares of the Bank listed on the regulated market operated by the Warsaw Stock Exchange ("**Own Shares**") in accordance with the rules set out in this Resolution, the Remuneration Policy for persons having a material impact on the Bank's risk profile, as amended from time to time (the "**Policy**"), and the regulations concerning the allocation and payment of variable remuneration components to persons having a material impact on the risk profile, adopted on the basis of the Policy, as amended from time to time (the "**Regulations**").

2. Own Shares shall constitute a component of variable remuneration for persons having a material impact on the Bank's risk profile within the meaning of the Regulation of the Minister of Finance, Funds and Regional Policy of 8 June 2021 on the risk management system, internal control system and remuneration policy in banks (consolidated text: Journal of Laws of 2026, item 308, as amended) (the "**Regulation**").

§ 2.

Participants in the Incentive Scheme

1. Participants in the Incentive Scheme shall be persons included in the list of persons whose professional activities have a material impact on the Bank's risk profile, maintained by the Bank pursuant to § 24 of the Regulation or pursuant to the provisions that will replace the Regulation (the **"Incentive Scheme Participants**").

§ 3.

Duration of the Incentive Scheme

1. The Incentive Scheme shall be implemented from 1 January 2027 until 31 December 2031, i.e. it shall apply to payments of variable remuneration in the form of a financial instrument, namely Own Shares (in both the deferred and non-deferred part), which shall be granted to the Incentive Scheme Participants during that period.

2. Own Shares may also be issued to the Incentive Scheme Participants after the expiry of the period referred to in section 1, provided that such issue constitutes a payment of variable remuneration in the form of a financial instrument, namely Own Shares (in the

deferred part), granted to an Incentive Scheme Participant during that period and subject to the retention period specified in the Policy and the Regulations.

3. The period referred to in section 1 above may be extended by virtue of an appropriate resolution of the Bank's General Meeting.

§ 4.

Basic principles of the Incentive Scheme

1. The Bank shall offer Own Shares to the Incentive Scheme Participants free of charge, in accordance with the terms set out in the Policy and the Regulations, taking into account the rules specified therein regarding the division of variable remuneration into a non-deferred and a deferred part, as well as the relevant retention period, where applicable.

2. The Bank's purchase of Own Shares shall take place in accordance with the terms set out in separate resolutions of the Bank's General Meeting authorising the Bank's Management Board to purchase (buy back) Own Shares for the purpose of implementing the Incentive Scheme and to create a reserve capital designated for the acquisition of Own Shares. Such resolutions may be adopted by the Bank's General Meeting for periods shorter than the duration of the Incentive Scheme.

3. Own Shares shall be transferred to the securities accounts of the Incentive Scheme Participants on the dates specified in the Policy and the Regulations and in the individual agreements, following the signing of such agreements and the provision to the Bank by an Incentive Scheme Participant of the documents necessary for the transfer of the Own Shares.

4. The Bank shall be entitled to suspend, limit (reduce) or refuse to pay to Incentive Scheme Participants (or a third party) variable remuneration in the form of a financial instrument, namely Own Shares, in the situations specified in the Policy and the Regulations as amended from time to time, in particular where a Participant disposes of or encumbers the right to receive variable remuneration in the form of a financial instrument, namely Own Shares, granted by the Bank under the Incentive Scheme, in breach of the rules set out in the Policy and the Regulations.

§ 5.

Transitional provisions

1. The Incentive Scheme shall replace the previous incentive scheme for persons having a material impact on the Bank's risk profile, implemented at the Bank in accordance with Resolution No. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna dated 31 January 2020, as amended by Resolution No. 37 of the Bank's Ordinary General Meeting of 29 June 2020 and Resolution No. 38 of the Bank's Ordinary General Meeting of 27 June 2022 (the **"Previous Scheme"**), in such a way that:

    a. the payment of variable remuneration in the form of a financial instrument, namely the Bank's shares (in both the deferred and non-deferred part), which shall be granted to the Incentive Scheme Participants during the term of the Incentive Scheme, shall take place under the Incentive Scheme, i.e. in the form of Own Shares, in accordance with the rules set out in this Resolution (including

where the variable remuneration was allocated prior to the commencement of the Incentive Scheme's term);

b. the payment of variable remuneration in the form of a financial instrument, namely the Bank's shares (in both the deferred and non-deferred part), which was allocated and granted to the Incentive Scheme Participants prior to the commencement of the Incentive Scheme's term, shall take place under the Previous Scheme.

§ 6.

Authorisation for the Bank's Management Board and Supervisory Board

1. The Bank's Management Board is hereby authorised to take all factual or legal steps aimed at implementing this Resolution and the Incentive Scheme in accordance with the provisions of this Resolution, in particular:

    a. to determine the content and adopt the detailed rules of the Incentive Scheme within the framework of the Policy and the Regulations, and make any amendments thereto within the limits set out in this Resolution and the Regulation (or any legislation introduced in its place);

    b. to enter into agreements with the Incentive Scheme Participants regarding their participation in the Incentive Scheme, to exercise on behalf of the Bank its rights arising from such agreements, and to amend or terminate such agreements within the limits set out in this Resolution, the Regulation (or any legislation introduced in its place) and the Policy and the Regulations as in force from time to time;

    c. to take all other factual and legal steps necessary for the introduction and implementation of the Incentive Scheme.

2. The Bank's Supervisory Board is hereby authorised to take all the actions referred to in section 1 in respect of the Incentive Scheme Participants who are Members of the Bank's Management Board.

3. In the event that, for any reason, this Resolution proves to be impracticable or cannot be implemented without undue difficulty or within the envisaged timeframe, for the purposes of the Bank's continued fulfilment of its obligations arising from the Incentive Scheme, the Bank's Management Board, with the consent of the Supervisory Board, may decide to replace Own Shares with another financial instrument, the value of which shall depend on the value of the Bank's shares, or to fulfil the Bank's obligations arising from the Incentive Scheme in another manner that achieves its objectives.

§ 7.

Entry into force of the Resolution

The Resolution shall come into force on the day it has been passed, provided that the Incentive Scheme shall be implemented from the date specified in § 3(1).

RESOLUTION No. 7

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on authorising the Management Board of the Bank to purchase (buy back) own shares in order to implement the Incentive Scheme and create a reserve capital designated for the acquisition of these shares.

§ 1.

Authorisation of the Bank's Management Board to purchase (buy back) own shares

The Extraordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna (the "**Bank**"), acting pursuant to: (i) Article 362 § 1(8) of the Act of 15 September 2000 (consolidated text: Journal of Laws of 2024, item 18, as amended) – the Commercial Companies Code (the "**CCC**"), in conjunction with Article 362 § 2 of the CCC, taking into account Article 5 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (OJ L 173, 12.6.2014, p. 1, as amended) (the "**MAR Regulation**") and Articles 2–4 of Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (OJ L 173, 30.6.2016, p. 34, as amended) (the "**Technical Standards**"), authorises the Bank's Management Board to purchase (buy back) fully paid-up own shares of the Bank (the **"Own Shares**"), subject to the following conditions:

1) the purchase of Own Shares shall take place solely for the purpose of fulfilling the Bank's obligations arising from the Incentive Scheme introduced pursuant to Resolution No. 6 of the Extraordinary General Meeting dated 15 December 2026 on the adoption of an incentive scheme based on the Bank's shares for persons having a material impact on the Bank's risk profile (the **"Resolution on the Incentive Scheme**");

2) Own Shares purchased by the Bank shall be allocated for acquisition, free of charge and in the appropriate number, by the designated Incentive Scheme Participants;

3) the total amount which may be allocated by the Bank for the purchase of Own Shares, together with the costs of their purchase, shall not exceed PLN 66,200,000 (sixty-six million two hundred thousand zlotys), which corresponds to the amount of the reserve capital referred to in § 2(1) below;

4) during the period from 1 January 2027 until 31 December 2031, the Bank is authorised to purchase, a total of no more than 354,033 (three hundred and fifty-four thousand thirty-three) Own Shares, representing, as at the date of adoption of this Resolution, 0.23% of the total number of votes and constituting 0.23% of the Bank's share capital, provided that, in any event, the total nominal value of the Own Shares purchased may not exceed 20% of the Bank's share capital on the date of purchase of the Own Shares, taking into account the nominal value of the remaining (previously purchased) Own Shares which have not been disposed of or redeemed by the Bank;

5) Own Shares shall be purchased through BNP Paribas Bank Polska S.A. Brokerage House or another investment firm selected for this purpose, on an ongoing basis in accordance

with the needs arising from the necessity to pay remuneration in the form of Own Shares to eligible Incentive Scheme Participants;

6) the purchase price of each of the Own Shares must not be: (i) less than PLN 50 (fifty zlotys) and (ii) more than PLN 300 (three hundred zlotys), whereby the price per Own Share shall be determined in accordance with Article 5 of the MAR Regulation and in accordance with the Technical Standards;

7) the authorisation granted to the Bank's Management Board to purchase Own Shares covers the period from 1 January 2027 to 31 December 2031, subject to the proviso that the purchase of Own Shares may commence no earlier than following the issuance, at the Bank's request, of a decision by the Polish Financial Supervision Authority authorising the purchase of Own Shares pursuant to Articles 77 and 78 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 amending Regulation (EU) No 648/2012 (OJ L 176, 27.6.2013, p. 1, as amended).

8) during the purchase of Own Shares, the Bank's Management Board shall notify the Bank's General Meeting of the implementation of this Resolution, in accordance with Article 363 § 1 of the Commercial Companies Code;

9) the Bank's Management Board, at its own discretion and in the Bank's best interests, may:

   a) terminate the purchase of Own Shares before the date specified in point 7 above or before the funds allocated for their purchase have been fully utilised, or

   b) resign from purchasing Own Shares in whole or in part, or

   c) withdraw from the implementation of this Resolution at any time.

10) the Bank's General Meeting authorises the Bank's Management Board to:

   a) enter into an agreement with a selected investment firm concerning the intermediation in the Bank's purchase of Own Shares;

   b) set out the remaining rules for the purchase of Own Shares, including the start and end dates for the purchase of subsequent tranches of Own Shares;

   c) take all other factual and legal steps necessary for the purchase of Own Shares.

§ 2.

Creation of a reserve capital

1. The Extraordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna (the "**Bank**"), acting pursuant to Article 362 § 2(3) in conjunction with Article 396 § 4 and 5 of the Commercial Companies Code, for the purpose of purchasing (buying back) Own Shares, resolves to establish a reserve capital in the amount of PLN 66,200,000 (sixty-six million two hundred thousand zlotys) to be used for the purchase of Own Shares pursuant to the authorisation set out in § 1 of this Resolution and in a number not exceeding that specified in § 1(4), including payment of the purchase price and coverage of other costs associated with their purchase (the "**Reserve Capital for the Purchase of Own Shares**").

2. The Reserve Capital for the Purchase of Own Shares shall be created by transferring to it funds which, in accordance with Article 348(1) of the Commercial Companies Code could be allocated for distribution amongst the Bank's shareholders, i.e. by transferring to it the sum of PLN 66,200,000 (sixty-six million two hundred thousand zlotys) from the Bank's reserve capital created from profit.

3. The Extraordinary General Meeting resolves that, upon the expiry of the period referred to in § 1(4) of this Resolution, the funds accumulated within the Reserve Capital for the Purchase of Own Shares, created pursuant to this Resolution, which are not utilised for the purchase of Own Shares, shall be transferred back to the capital from which they were transferred, and the reserve capital established pursuant to this Resolution shall be dissolved without the need for the Bank's General Meeting to pass a separate resolution.

§ 3.

Reference to the Resolution on the Incentive Scheme

1. Terms used in this Resolution which are not defined herein shall have the meanings set out in the Resolution on the Incentive Scheme.

§ 4.

Entry into force of the Resolution

The Resolution shall come into force on the day it has been passed.

RESOLUTION No. 8

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on amending Resolution No. 39 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022 on the issuance of series B subscription warrants, conditional increase of share capital by way of the issuance of series N shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to series N shares, amendments to the Articles of Association and applying for admission of series N shares to trade on the regulated market

§ 1.

Legal basis for the resolution

1. The Extraordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna (the "**Bank**"), acting pursuant to Article 393(5) and Articles 448–453 of the Commercial Companies Code (the "**CCC**"), hereby resolves to amend Resolution No. 39 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022 on the issuance of series B subscription warrants, conditional increase of share capital by way of the issuance of series N shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to series N shares, amendments to the Articles of Association and applying for admission of series N shares to trade on the regulated market (the "**Resolution on Issuance**"), in such a way that no further series B subscription warrants are issued and no further series N shares are taken up (other than those taken up in the exercise of the rights under the series B4 subscription warrants).

§ 2.

Reasons for the resolution

Whereas:

(A) at BNP Paribas Bank Polska S.A. (the "**Bank**"), pursuant to Resolution No. 6 of the Bank's Extraordinary General Meeting dated 15 December 2026 (the "**Resolution on the Incentive Scheme**"), a new incentive scheme based on the Bank's own shares has been introduced for persons having a material impact on the Bank's risk profile (the "**Incentive Scheme**"), under which participants shall be issued with the Bank's own shares previously purchased by the Bank;

(B) in accordance with the provisions of § 5 of the Resolution on the Incentive Scheme, the Incentive Scheme is intended to replace the scheme previously implemented at the Bank, in accordance with Resolution No. 3 of the Extraordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna dated 31 January 2020, as amended by Resolution No. 37 of the Bank's Ordinary General Meeting of 29 June 2020 and Resolution No. 38 of the Bank's Ordinary General Meeting of 27 June 2022 (the "**Previous Scheme**");

(C) in accordance with § 5(1)(b) of the Resolution on the Incentive Scheme, variable remuneration expressed in the form of a financial instrument, namely the Bank's shares, which was allocated to and granted to the Incentive Scheme Participants

prior to the commencement of the Incentive Scheme's term, shall be paid under the Previous Scheme;

(D) The Previous Scheme shall not be implemented any further beyond the scope described in point (C) above and, consequently, no further series of subscription warrants shall be issued;

it has become necessary to amend the Resolution on Issuance to the extent specified in § 3 of this Resolution.

§ 3.

Amendments to the Resolution on Issuance

1. In § 3 of the Resolution on Issuance, section 1 shall be amended so that points (e) to (h) shall be repealed.

2. In § 3 of the Resolution on Issuance, section 3 shall be amended so that points (e) to (h) shall be repealed.

3. In § 4 of the Resolution on Issuance, section 1 shall be amended by reducing the amount of the conditional increase of the share capital by the value of the series N shares which would be subscribed for in exchange for subscription warrants of series B5 to B8, so that it shall read as follows:

   "1. The Bank's share capital is conditionally increased, and the nominal value of the conditional increase in share capital carried out pursuant to this resolution is set at an amount not exceeding PLN 267,993 (in words: two hundred and sixty-seven thousand nine hundred and ninety-three zlotys)."

4. In § 4 of the Resolution on Issuance, section 2 shall be amended to read as follows:

   "2. The conditional increase in the share capital shall take place through the issue of new ordinary bearer shares of series N with a nominal value of 1 (in words: one) zloty each, in a total number not exceeding 267,993 PLN (in words: two hundred and sixty-seven thousand nine hundred and ninety-three) shares."

5. In § 4 of the Resolution on Issuance, section 5 shall be amended so that points (e) to (h) shall be repealed.

§ 4.

Entry into force of the Resolution

The Resolution shall come into force on the day it has been passed.

RESOLUTION No. 9

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on amendments to the Articles of Association of BNP Paribas Bank Polska S.A. regarding the incentive scheme.

§ 1.

Amendment to the Bank's Articles of Association

The Extraordinary General Meeting of BNP Paribas Bank Polska Spółka Akcyjna (the "**Bank**"), acting pursuant to Article 430 of the Commercial Companies Code (the "**CCC**") and § 12(2)(1) of the Bank's Articles of Association, in connection with the adoption of Resolution No. 8 of the Bank's Extraordinary General Meeting of 15 December 2026 concerning the amendment of Resolution No. 39 of the Ordinary General Meeting of BNP Paribas Bank Polska S.A. dated 27 June 2022 on the issuance of series B subscription warrants, conditional increase of share capital by way of the issuance of series N shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to series N shares, amendments to the Articles of Association and applying for admission of series N shares to trade on the regulated market, resolves to amend § 29b of the Bank's Articles of Association, giving it the following new wording:

"1. Pursuant to 'Resolution No. 39 of the Ordinary General Meeting of the Bank dated 27 June 2022 on the issuance of subscription warrants, conditional increase of share capital by way of the issuance of Series N Shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to Series N Shares, amendments to the Articles of Association and applying for admission of Series N Shares to trade on the regulated market', as subsequently amended by Resolution No. 8 of the Extraordinary General Meeting of the Bank dated 15 December 2026, the Bank's share capital has been conditionally increased by the amount not exceeding PLN 267,993 (in words: two hundred and sixty-seven thousand, nine hundred and ninety-three zlotys) by way of the issuance of no more than 267,993 (in words:

two hundred and sixty-seven thousand, nine hundred and ninety-three) ordinary bearer Series N Shares."

2. Persons entitled to take up series N shares are holders of subscription warrants, series B1, B2, B3 and B4 issued by the Bank under the Resolution referred to in para. 1 above. The rights to take up series N shares arising from the Warrants may be exercised on the following dates:

a) *rights arising from Series B1 Warrants – in a period from 31 March 2024 to 30 September 2024,*

b) *rights arising from Series B2 Warrants – in a period from 31 March 2025 to 30 September 2025,*

c) *rights arising from Series B3 Warrants – in a period from 31 March 2026 to 30 September 2026,*

d) *rights arising from Series B4 Warrants – in a period from 31 March 2027 to 30 September 2027."*

§ 2.

Entry into force of the Resolution

The resolution shall come into force on the day it has been passed; however, if, in order for the resolution to take effect, it is necessary to make the relevant entry in the Register of Entrepreneurs of the National Court Register, such effects shall take place upon the making of that entry, subject to the prior consent of the Polish Financial Supervision Authority.

RESOLUTION No. 10

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on amendments to the Articles of Association of BNP Paribas Bank Polska S.A. regarding the extension of the scope of the Bank's activity.

§ 1

The General Meeting, acting pursuant to Article 430 § 1 of the Commercial Companies Code, amends the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna as follows:

§ 5 (3) (8)(a) and (f) shall read as follows:
„8) perform non-brokerage operations consisting in:
a) offering financial instruments not admitted to organised trading,
f) receiving and transmitting orders to buy or sell financial instruments not admitted to organised trading,"

§ 2

The resolution shall come into force on the day it has been passed, provided that a permission of the Polish Financial Supervision Authority to amend the Articles of Association of the Bank has been obtained.

RESOLUTION No. 11

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A.

§ 1

The General Meeting, acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 12 section 2 point 1) of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, hereby resolves to adopt the consolidated text of the Articles of Association as follows:

"ARTICLES OF ASSOCIATION
OF BNP PARIBAS BANK POLSKA SPÓŁKA AKCYJNA

I. GENERAL PROVISIONS

§ 1

(deleted)

§ 2

1. The Bank operates under the name of "BNP Paribas Bank Polska Spółka Akcyjna". The Bank may use the short name of "BNP Paribas Bank Polska S.A."
2. The Bank shall have legal personality.
3. The seat of the Bank shall be the capital city of Warsaw.
4. The Bank shall operate both inside and outside the territory of the Republic of Poland.
5. The Bank may establish, transform, and liquidate branches, representative offices, and other organisational units both in Poland and abroad.

§ 3

(deleted)

II. SUBJECT MATTER AND SCOPE OF THE BANK'S ACTIVITY

§ 4

The Bank shall carry out banking activity for the benefit of natural persons, legal persons, and organisational units without legal personality, as long as they have legal capacity.

§ 5

1. The subject matter of the Bank's activity shall be to carry out banking operations and provide financial services.
2. The Bank shall perform the following banking operations:

1) taking of deposits payable on demand or at a specified maturity, and operation of such deposits' accounts,
2) operation of other bank accounts,
3) granting credits and cash loans,
4) issuing and confirming bank guarantees, and opening and confirming letters of credit,
5) issuing of bank securities,
6) performance of bank monetary settlements,
7) operations involving cheques and bills of exchange, and operations relating to warrants,
8) providing payment services:
   a) issuing payment instruments, including payment cards
   b) providing the payment initiation service
   c) providing the account information service,
   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),
9) (deleted),
10) purchasing and selling cash receivables,
11) (deleted),
12) purchasing and selling foreign currencies,
13) granting and confirming suretyships,
14) performance of commissioned activities related to the issue of securities,
15) intermediation in money transfers and foreign exchange settlements,
16) issue of electronic money,
17) consultancy in relation to structured deposits.

3. In addition to the performance of the banking operations, the Bank, within the scope laid down in the Act on Banking Law, may also:
   1) (deleted),
   2) (deleted),
   3) (deleted),
   4) swap debt for debtor's assets on terms agreed with the debtor,
   5) purchase and sell real property,
   6) provide financial consulting and advisory services,
   7) carry out brokerage activity (run a brokerage undertaking) by performing the following operations:
      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,
   8) perform non-brokerage operations consisting in:
      a) (deleted),

b) executing orders to buy or sell financial instruments not admitted to organised trade, for the account of the ordering party,
c) buying or selling financial instruments on own account,
d) consulting services for enterprises regarding capital structure, enterprise strategy or other issues related to such structure or strategy,
e) consulting and other services regarding merger, division or takeover of enterprises,

with the proviso that the subject of the activities defined in sec. b) may also be bonds issued by the Bank Gospodarstwa Krajowego in favour of funds created, entrusted or transferred to this bank under separate legal acts, guaranteed by the Treasury and bonds issued by the Bank Guarantee Fund or an entity managing assets mentioned in Article 224, para. 1 of the Act of 10 June 2016 on the Bank Guarantee Fund, Deposit Guarantee System and Compulsory Restructuring, and with the proviso that the activities specified in sec. c) are not performed as part of acting as the market maker on shares or derivative instruments in which the underlying instrument are shares.

9) (deleted),
10) fulfil the function of a depositary within the meaning of the provisions of law regarding the organisation and operation of pension funds,
11) perform the function of a depositary within the meaning of the provisions of law regarding investment funds and management of alternative investment funds and running registers and lists of participants in investment funds,
12) operation of securities deposit,
13) (deleted),
14) provide financial-settlement and advisory services in respect of financial markets instruments,
15) provide factoring and forfaiting services and intermediation in the provision thereof,
16) (deleted),
17) provide insurance intermediation services within the scope authorised by the provisions of the Insurance Distribution Act,
18) provide financial leasing and act as intermediary in provision of leasing,
19) (deleted),
20) issue electronic identification means within the meaning of the Act on Trust Services and Electronic Identification,
21) provide services of reporting to the trade repositories within the meaning of the Regulation of the European Parliament and of the Council (EU) No 648/2012 on OTC derivatives, central counterparties and trade repositories,
22) keep securities accounts (fiduciary activities).

4. If in the light of the legal provisions in force it is required to obtain a special permit to perform any of the operations listed in this Article, the Bank shall perform them only after having obtained the permit and only within the scope specified in the permit.
5. The Bank may, under a contract, outsource some operations falling into the scope of its activity to other entities, including other banks.

§ 6

Additionally, the Bank may:
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) (deleted),
3) carry out deposit operations in the interbank market,
4) receive suretyships and guarantees,
5) (deleted),
6) (deleted),
7) (deleted),

8) perform upon mandate, activities being in the scope of activity of other banks or lending institutions or financial institutions, in particular the members of the majority shareholder's group,
9) act as a bondholders' agent within the meaning of the Act on Bonds.

IIa. OTHER RIGHTS OF THE BANK

§ 6a

1. The Bank has the right to perform actions provided for domestic banks and related to handling applications in proceedings regarding childcare allowance referred to in the provisions of the Law on State Aid in Childcare.
2. The Bank has the right to provide to its affiliated entities or its parent entity services related to use of the Bank's systems, infrastructure and information technology, including data processing services, ICT security services, services securing data processing, software and IT infrastructure maintenance services and advisory services in the above scope.

III. BANK'S GOVERNING BODIES

§ 7

The Bank shall have the following bodies:
1) General Meeting,
2) Supervisory Board,
3) Management Board of the Bank.

1. GENERAL MEETING

§ 8

1. The General Meeting may be convened in the form of an ordinary General Meeting or extraordinary General Meeting. The General Meeting shall be convened by the Management Board.
2. The Ordinary General Meeting shall be held once a year, not later than within 6 months from the end of each financial year.
3. The Extraordinary General Meeting shall be convened as required by the Management Board of the Bank upon its own initiative or upon the motion of the Supervisory Board, or at the request of a shareholder or shareholders representing jointly at least 1/20 of the share capital. The request of the shareholder or shareholders should be submitted to the Management Board of the Bank in writing or in the electronic form.
4. The Supervisory Board shall have the right to convene:
   - Ordinary General Meeting, should the Management Board of the Bank fail to do so within the time limit laid down in para. 2;
   - Extraordinary General Meeting, if the Supervisory Board deems advisable to convene it.
5. A shareholder or shareholders representing jointly at least 1/20 of the Bank's share capital may demand that Extraordinary General Meeting be convened, as well as that certain matters be put on the agenda of this General Meeting. Shareholders representing at least half of the Bank's share capital or having at least half of total votes at the Bank may convene an Extraordinary General Meeting. Shareholders shall appoint the chairperson of such Extraordinary General Meeting.
6. The General Meeting is convened through an announcement made on the Bank's website and in the manner specified for the submission of current information in accordance with the provisions on public offer and terms of introduction of financial instruments to

organised trading, and on public companies, at least twenty-six days before the date of the General Meeting.

7. Cancelling or changing the date of the General Meeting, which has been convened at the request of the shareholders of the Bank, may only be possible at the consent of the shareholders that requested such a meeting. In any other cases the General Meeting may be cancelled if there are extraordinary obstacles for it to be held. In case the General Meeting date is changed or the meeting cancelled, the new date should be fixed in such a manner that the shareholders of the Bank are notified of the new date of the General Meeting not later than three weeks in advance of such date.

§ 9

1. All matters put on the General Meeting's agenda by the Management Board of the Bank shall be presented to the Supervisory Board for consideration beforehand. A shareholder or shareholders representing jointly at least 1/20 of the Bank's share capital may demand that certain matters be put on the agenda of the next General Meeting. A shareholder or shareholders shall submit such a request in writing or by electronic mail to the Management Board of the Bank, which in turn shall present it together with its opinion to the Supervisory Board.
2. The request mentioned in para. 1, containing the statement of reasons or the draft resolution concerning the proposed item on the agenda, should be submitted to the Management Board of the Bank not later than 21 days before the appointed date of the General Meeting.
3. Removal of an item from the agenda or resignation from processing a matter put on the agenda at the request of the shareholders of the Bank shall require a resolution to be passed by the General Meeting of the Bank and consent of all the shareholders of the Bank, who had requested to put such an item on the agenda of the General Meeting.

§ 10

1. Shareholders may attend General Meetings in person or by proxy.
2. The power of attorney to participate in the General Meeting and to exercise the voting right must be drawn up in the written form, otherwise invalid, and it should be enclosed with the minutes. The representatives of shareholders and their proxies should present excerpts from registers or other documents mentioning persons authorised to represent those entities. The power of attorney to participate in the General Meeting and to exercise the voting right may also be in the electronic form. The provision of a power of attorney in the electronic form does not require a secure digital signature verifiable with the use of a valid qualified certificate. Detailed principles of the shareholders' participation in the General Meeting and the procedure applied during the General Meeting, as well as the method of communication of shareholders with the Bank using the electronic communication media, including the notification on the provision of a power of attorney in the electronic form, are contained in the Regulations of the General Meeting.
3. The voting shall be open. Secret ballot shall be ordered in the case of voting on elections or applications for dismissal of members of the Bank's bodies or liquidators, or for holding them liable, as well as on staff matters. Apart from the above, secret ballot shall be held upon demand of at least one of the shareholders present or one of shareholder proxies present.
4. Each share shall confer one vote at the General Meeting.

§ 11

The General Meeting shall be opened by the Chairperson or Vice Chairperson of the Supervisory Board. Should none of them be able to open the General Meeting, the meeting shall be opened by a member of the Supervisory Board. Should those persons be absent, the General Meeting shall be opened by the President of the Management Board of the Bank or the person appointed by the Management Board of the Bank. The General Meeting shall elect a Chairperson from among the persons entitled to vote at the General Meeting or their proxies.

§ 12

1. The subject matter of the Ordinary General Meeting shall be to:
   1) examine and approve the report of the Management Board of the Bank on the Bank's operations, including sustainability reporting and financial statements for the previous financial year,
   2) examine and approve the activity report of the Management Board of the Bank on the Bank's group, including sustainability reporting and consolidated financial statements of the group for the previous financial year,
   3) pass a resolution on profit distribution or covering a loss,
   4) grant members of the Bank's bodies the vote of acceptance for the performance of their duties.
2. The competencies of the General Meeting include, moreover, passing of resolutions in the following matters:
   1) amendment to the Articles of Association of the Bank;
   2) appointing and dismissing the members of the Supervisory Board;
   3) increasing or decreasing the share capital of the Bank;
   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;
   5) redemption of shares and determination of detailed conditions of such redemption;
   6) merger or liquidation of the Bank, choice of liquidators or the method of liquidation;
   7) determination of the principles of remuneration and the remuneration of the Members of the Supervisory Board;
   8) matters submitted by the Supervisory Board or Management Board of the Bank;
   9) matters submitted by the shareholders in compliance with the regulations in force and these Articles of Association;
   10) approval of the procedure on the appointment and dismissal of the Supervisory Board Members;
   11) other matters reserved by law and the provisions of these Articles of Association.
3. Purchase or sale of real property, share in real property, or the right of perpetual usufruct shall not require a resolution of the General Meeting.

§ 13

1. The General Meeting may pass resolutions only if it has been convened in compliance with § 8 and if shareholders representing at least 50% of the share capital are present. If less than 50% of the share capital is represented at the General Meeting, the Management Board convenes a General Meeting with the same agenda once again, setting a new date of such a meeting on the first possible date allowed by the law. Should this be the case, the next General Meeting shall be valid irrespective of the percentage of share capital represented, notwithstanding unconditionally binding provisions of the Code of Commercial Companies and Partnerships.

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.

§ 14

1. The Bank may issue registered shares and bearer shares.
2. Bearer shares shall not be convertible into registered shares unless the obligation to convert results from the law.

§ 15

General Meetings of Shareholders shall be held at the Bank's registered office.

2. SUPERVISORY BOARD

§ 16

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.
2. The Supervisory Board elects the Chairperson and the Vice Chairpersons from among its members.
3. At least two members of the Supervisory Board should be independent members. Independent members of the Supervisory Board should not be related to the Bank, the Bank shareholders or employees in a manner which could significantly affect or give rise to a justified assumption that it significantly affects the ability of the independent member of the Supervisory Board to make unbiased decisions.
4. A person who jointly meets the following conditions is deemed to be an independent member of the Supervisory Board:
   a) s/he does not hold and has not held within the last five years, the function of a member of the management board or another managerial function, regardless of the legal form of employment, whether in the Bank, its subsidiaries and parent entity;
   b) s/he is not and has not been employed in the Bank, its subsidiaries or parent entity, or in associated entities of the Bank, within the last three years;
   c) s/he does not receive any additional remuneration apart from the consideration due for the membership in the Supervisory Board, or any other financial benefits from the Bank, its subsidiaries or its parent entity, with the exception of benefits owed to him/her as a consumer who has entered into an agreement on standard terms with the Bank, its subsidiary or parent entity;
   d) s/he is not a shareholder or member of the management, managerial personnel or employee of the shareholder holding shares representing more than 5% of the general number of votes at the General Meeting of the Bank, nor is a member of the management, managerial personnel or employee of the shareholder of the Bank

holding such number of shares which makes it possible to effectively control the Bank;

e) s/he has not had, during the year preceding the election for the Supervisory Board and does not currently have, any material commercial or business connections with the Bank, its subsidiaries and parent entity which could significantly affect his/her independence;

f) s/he is not and has not been within the last three years a statutory auditor or employee, member of the management, managerial personnel or shareholder of an entity providing statutory auditor's services to the Bank, its subsidiaries or parent entity;

g) s/he is not a member of a management board in another company in which a member of the Management Board of the Bank is a member of the supervisory board;

h) s/he does not have material connections with members of the Management Board of the Bank manifested in the joint shareholding in other companies or governing bodies of those companies;

i) s/he is not and has not been, within the last three years, a spouse, partner or relative of a member of the Management Board of the Bank, or an employee holding a position in the Bank who is directly subordinated to the Management Board of the Bank or a member of the Management Board of the Bank.

5. Whenever due to the expiry of mandates of certain members of the Supervisory Board, or due to the General Meeting being incapable of appointing one or more members of the Supervisory Board, the number of members of the Supervisory Board is lower than that specified in the resolution of the General Meeting appointing members of the Supervisory Board of the Bank, but not lower than 5 (five), the Supervisory Board will be able to adopt valid resolutions until its composition is supplemented. In such a case the Management Board immediately convenes the General Meeting in order to supplement the composition of the Supervisory Board. If the number of independent members of the Supervisory Board is lower than the number of independent members of the Supervisory Board specified in para. 3, and the number of the members of the Supervisory Board is not less than 5 (five), the Supervisory Board will be able to adopt valid resolutions until its composition is supplemented with an appropriate number of independent members. In such a case the Management Board shall immediately convene the General Meeting in order to supplement the composition of the Supervisory Board with the appropriate number of the independent members.
6. Members of the Supervisory Board may perform their duties only personally, and members of the Supervisory Board may participate in the adoption of resolutions by the Supervisory Board, casting their votes in writing via another member of the Supervisory Board. The vote cast in writing via another member of the Supervisory Board may not concern matters introduced to the agenda at the meeting of the Supervisory Board. The adoption of resolutions under this procedure may not concern the election of the Chairperson and the Vice Chairperson of the Supervisory Board, appointment of a member of the Management Board as well as a dismissal and suspension of those persons in their duties.
7. A member of the Supervisory Board can be reappointed for the Supervisory Board but for no more than four successive terms of office and not earlier than a year before the end of the current term.

§ 17

1. Without prejudice to the provisions of § 16 para. 1, the mandate of the member of the Supervisory Board shall expire at the latest on the date of convening the General Meeting approving the financial statements of the Bank for the last full year of fulfilling the functions of the members of the Supervisory Board. The mandate of a member of the Supervisory Board appointed before the end of a given term of office of the Supervisory Board, shall expire at the same time when the mandates of the other members of the

Supervisory Board expire. The mandate of a member of the Supervisory Board shall also expire due to the member's death or resignation from the Supervisory Board or recalling the member from the Supervisory Board.

2. The appointment of a new member for the Supervisory Board to replace the member whose mandate expired during the term of office of the Supervisory Board takes place in accordance with the rules specified in § 16.

§ 18

1. The Supervisory Board acts pursuant to the By-laws passed by the Board itself.
2. The meetings of the Supervisory Board are convened and chaired by the Chairperson, and in his or her absence, the Vice Chairperson. The meetings of the Supervisory Board are convened in the form of a written notification sent no later than fourteen days before the proposed date of the meeting The notification of the calling of the Supervisory Board to a meeting should specify the proposed date and time, place and agenda of the meeting as well as the method of using the means of remote direct communication.
3. The meetings of the Supervisory Board are convened as necessary, no less frequently, however than once a quarter.
4. A member of the Supervisory Board, as well as the Management Board of the Bank, may request that the Chairperson or the Vice Chairperson of the Supervisory Board convene a meeting of the Supervisory Board, quoting the proposed agenda. The Chairperson, and if necessary the Vice Chairperson, convenes meetings of the Supervisory Board within two weeks of receiving the request. If the Chairperson or the Vice Chairperson of the Supervisory Board fail to convene the meeting within two weeks of receiving the request mentioned in this para. 4, the applicant may convene a meeting of the Supervisory Board independently, specifying the proposed date and time, the place and agenda of the meeting.
5. The meetings of the Supervisory Board are minuted.

§ 19

1. For the validity of the resolutions of the Supervisory Board, it is required that all of the members of the Supervisory Board be notified in writing about the meeting and at least a half of the members of the Supervisory Board be present in the meeting, including the Chairperson or Vice Chairperson. If due to the absence of the Chairperson and the Vice Chairperson in the meeting of the Supervisory Board, the Supervisory Board cannot pass valid resolutions, the meeting of the Supervisory Board shall be convened again, providing for fourteen-day's prior notice sent immediately after the end of the first meeting of the Supervisory Board, with the same agenda. At the further meeting of the Supervisory Board, the presence of the Chairperson or Vice Chairperson is not necessary for passing valid resolutions by the Supervisory Board. During a meeting, the Supervisory Board may not pass resolutions on issues not included in the agenda unless all Members of the Supervisory Board are present and no one opposed the passing of the resolution.
2. Resolutions of the Supervisory Board are adopted by an ordinary majority of votes of Board members present at the meeting. In the case where the number of votes is equal, the Chairperson of the Supervisory Board shall have the casting vote.
3. Resolutions concerning matters specified in § 20 para. 1 item 1 section k) below are adopted provided a majority of independent members of the Supervisory Board cast their votes for such resolutions.

§ 20

1. The competencies of the Supervisory Board, besides the rights and duties provided for in legal regulations and provisions of these Articles of Association, include also:
   1) adoption of resolutions concerning:
      a) the annual financial plan of the Bank,
      b) appointment and dismissal of members of the Management Board of the Bank and approval of internal division of responsibilities between the members of the Management Board,
      c) approval of making equity investments by the Bank, if the value of such an investment (understood as the purchase price or sale price of a specific asset) exceeds the equivalent of 40,000,000 (forty million) zlotys, except entering into securities underwriting agreements, whereas the term "equity investment" should be understood as the purchase and sale of shares/interest, joining and withdrawal from commercial law companies,
      d) expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct, if their value amounts at least to 10,000,000 (ten million) zlotys, however, the resolution of the Supervisory Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfying of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (*umowa leasingu*), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,
      e) approving motions of the Management Board of the Bank concerning the establishment of a Bank branch abroad,
      f) adoption of regulations for granting credits, loans, bank guarantees or suretyships to members of governing bodies of the Bank, persons in managerial positions and entities related to them organisationally and in terms of capital,
      g) appointment of an audit firm to audit the Bank's financial statements, consolidated financial statements of the Group and the attestation of sustainable development reporting,
      h) specification of principles of remuneration and amount of remuneration for members of the Management Board,
      i) approval of the management strategy of the Bank, as prepared by the Management Board,
      j) giving consent to conducting operations the purpose of which is to contract a liability or dispose of assets with the total value in relation to one entity exceeding 10% of shareholders' equity, with the exception of banking operations referred to in § 5 para. 2, operations referred to in § 6 item 3, and contracting lombard loans,
      k) giving consent to conducting transactions with the Bank affiliated entities which may not be classified jointly as typical transactions conducted as part of the current activities of the Bank, concluded on market conditions,
      l) (deleted)
      m) establishment of the consolidated text of the Articles of Association immediately after the General Meeting which resolved the amendments to the

Articles of Association and introduction of other editorial amendments specified in the General Meeting's resolution,

2) exercising continuous supervision over the Bank's operations, and in particular:
   a) evaluation of the report of the Management Board of the Bank on the Bank's operations, including sustainability reporting and the Bank's financial statements for the previous financial year, as regards their compliance with books of accounts and documents, as well as the facts, evaluation of the motions of the Management Board of the Bank concerning the profit distribution or loss coverage,
   b) evaluation of the report on operations, including sustainability reporting and financial statements for the previous financial year for the Bank group, as regards their compliance with books of accounts and documents, as well as the facts,
   c) suspension - for valid reasons - of individual or all members of Management Board of the Bank in their duties,
   d) delegation of members of the Supervisory Board for a period not exceeding three months to perform temporarily the duties of members of the Management Board of the Bank who have been dismissed, who resigned or cannot hold their functions for other reasons,
   e) submission of an annual written report to the General Meeting on the results of the evaluation mentioned in sections a), b) and f),
   f) supervision over the implementation of the internal control system and evaluation of the adequacy and efficiency of the Bank's internal control system.

2. The Supervisory Board provides opinions to any motions and issues that require a resolution of the General Meeting except for draft resolutions relating to organisational and formal matters. The members of the Supervisory Board participate in the General Meetings. Failure to provide the opinion by the Supervisory Board does not limit the right of the Management Board to convene the General Meeting or include specific issues in the agenda of that General Meeting.
3. The Supervisory Board represents the Bank in the agreements and disputes with the members of the Management Board of the Bank, acting through two members authorised by the Supervisory Board.
4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.
5. The Supervisory Board creates internal committees composed of members of the Supervisory Board, and in particular the Audit Committee, Remuneration Committee, Nomination Committee and Risk Committee. The organisation, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board.
6. The majority of the Audit Committee members fulfil conditions of independence stipulated in the Act on Statutory Auditors, Audit Firms and Public Oversight, and at least one of them has qualifications knowledge and skills in accounting or auditing of financial statements or attestation of sustainability reporting. The above independence requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in § 16 para. 4.

3. MANAGEMENT BOARD OF THE BANK

§ 21

1. 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).

2. The members of the Management Board of the Bank are: President, First Vice President, Vice Presidents and/or Members of the Management Board, who are appointed, dismissed and suspended in their activities by the Supervisory Board.
3. Members of the Management Board of the Bank should possess knowledge, skills and experience adequate to the functions they perform and the duties entrusted to them and should be of a good repute due to the performance of those duties.
4. At least half of the members of the Management Board of the Bank should have good knowledge of the banking market in Poland, i.e. they should permanently reside in Poland, have a good command of Polish and have gained the required experience on the Polish market.

§ 22

1. The Management Board of the Bank runs the Bank's affairs and represents the Bank against third parties.
2. The competencies of the Management Board of the Bank include any matters that have not been reserved in legal regulations or these Articles of Association to the competencies of the other governing bodies of the Bank. In particular the following matters require a resolution of the Management Board of the Bank:
   1) preparing a draft of the management strategy of the Bank and submission of the same to the Supervisory Board for approval;
   2) preparing the financial plan and accepting the report from the plan execution;
   2a) acceptance of the report on the activity of the Bank, including sustainability reporting, Bank's financial statements and report on the activity of the Group, including sustainability reporting and consolidated financial statements of the Group;
   3) determination of the human resources policy, in particular with regard to the principles of remuneration, the employment structure and profile, and the principles of the social policy,
   4) determination of the Bank product policy,
   5) determination of the organisational structure of the Bank,
   6) setting up and winding down the Bank committees, and determination of their competencies,
   7) appointing commercial representatives,
   8) determination of the area of management supervised by the particular members of the Management Board of the Bank,
   9) passing and submitting to the Supervisory Board for approval of the By-laws of the Management Board of the Bank,
   10) determination of the principles of functioning of the internal control and audit,
   11) subject to § 20 para. 1 item 1 section d), decisions on purchasing or selling real estate or the perpetual usufruct right, if their value is lower than 10,000,000 (in words: ten million) zlotys but higher than 5,000,000 (five million) zlotys, however the resolution of the Management Board of the Bank is not required when the acquisition or disposal of the share in real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (*umowa leasingu*), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,

12) subject to item 11 and para. 3 and para. 4 below, making decisions on assuming obligations and managing a right, if the total value of the same with regard to one entity exceeds 5% of equity,
13) providing the Supervisory Board with a quarterly report on equity investments made in the value lower than the amount specified in § 20 para. 1 item 1 section c),
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.

3. The resolution of the Management Board mentioned in para. 2 item 12 is not required in the event of providing bank services determined in § 6 item 3), plus taking out lombard loans.
4. The decisions referred to in para. 2 item 11) and 12), can be taken by the Bank's committees and other persons holding managerial positions on the basis of authorisations granted under the resolution of the Management Board of the Bank.
5. The Management Board of the Bank operates based on By-laws passed by the Management Board and approved by the Supervisory Board.

§ 23

The resolutions of the Management Board of the Bank are adopted by absolute majority of votes cast, in the presence of at least a half of the Members of the Management Board of the Bank. In the case of an equal number of votes the President of the Management Board of the Bank shall have the casting vote.

§ 24

1. The appointment of a commercial representative requires the consent of all members of the Management Board of the Bank. Each member of the Management Board of the Bank may cancel the commercial representation.
2. The powers of attorney are granted by two members of the Management Board of the Bank acting jointly, one member of the Management Board acting with a commercial representative, or two commercial representatives acting jointly as well as proxies within the powers of attorney granted to them.

§ 25

1. The President of the Management Board of the Bank manages the current activities of the Bank and represents the Management Board of the Bank before third parties, plus coordinates the work of the other members of the Management Board of the Bank, convenes the meetings of the Management Board and chairs the meetings, plus applies to the Supervisory Board for appointing further members of the Management Board of the Bank. The President of the Management Board of the Bank shall supervise in particular, the Legal Line, Internal Audit Line and Compliance Line.
2. The basic duties of the member of the Management Board of the Bank appointed upon consent of the Polish Financial Supervision Authority include the management of risk, including credit risk.

§ 26

1. The declarations of will on behalf of the Bank are submitted by:
   1) two members of the Management Board acting jointly or one member of the Management Board together with the commercial representative or proxy acting within the power of attorney granted,
   2) two commercial representatives acting jointly,
   3) proxies acting jointly or alone within the powers of attorney granted.

2. Commercial representation granted in the Bank is a joint commercial representation authorising to act jointly with another commercial representative of a member of the Management Board.

IV. ORGANISATION OF THE BANK

§ 27

1. Bank's objectives and tasks are carried out by:
   1) branches, representative offices, brokerage house, other organisational units,
   2) areas, business lines, departments, offices and other organisational sections
   3) other than specified in items 1) and 2), organisational forms.
2. The organisational structure of the Bank is determined in the organisational regulations adopted according to the Bank's internal regulations.

V. BANK'S CAPITAL AND FUNDS

§ 28

1. The bank's own funds in a prudential sense are the sum of Common Equity Tier I capital, Additional Tier I capital and Tier II capital.
2. The bank's own funds in an accounting sense include:
   1) share capital (paid-up and registered),
   2) reserve capital,
   3) revaluation capital,
   4) AT1 capital bonds,
   5) general risk fund for unidentified risk of banking operations,
   6) valuation adjustment fund,
   7) undistributed profits from previous years,
   8) profit in the process of approval and net profit of the current reporting period, calculated in accordance with applicable accounting standards,
   9) specific funds, if established.

§ 29

1. The share capital of the Bank shall amount to PLN 147,949,302 (in words: one hundred forty-seven million nine hundred forty-nine thousand three hundred two zlotys) and shall be divided into 147,949,302 (in words: one hundred forty-seven million nine hundred forty-nine thousand three hundred two) inscribed shares and bearer shares with nominal value of PLN 1 (in words: one zloty) each, including:
   a) 15,088,100 (fifteen million eighty eight thousand, one hundred) series A shares, from number 00000001 to number 15088100;
   b) 7,807,300 (seven million eight hundred and seven thousand, three hundred) series B shares, from number 0000001 to number 7807300;
   c) 247,329 (two hundred and forty seven thousand, three hundred and twenty nine) series C shares, from number 000001 to number 247329;
   d) 3,220,932 (three million two hundred and twenty thousand, nine hundred and thirty two) series D shares, from number 0000001 to number 3220932;
   e) 10,640,643 (ten million six hundred and forty thousand, six hundred and forty three) series E shares, from number 00000001 to number 10640643;
   f) 6,132,460 (six million one hundred and thirty-two thousand, four hundred and sixty) series F shares, from number 0000001 to number 6132460;
   g) 8,000,000 (eight million) series G shares, from number 0000001 to number 8000000;

h) 5,002,000 (five million two thousand) series H shares from number 0000001 to number 5002000;
i) 28,099,554 (twenty-eight million ninety-nine thousand five hundred fifty-four) series I shares from number 00000001 to number 28099554;
j) 2,500,000 (two million five hundred thousand) series J shares from number 0000001 to number 2500000;
k) 10,800,000 (ten million eight hundred thousand) series K shares from number 00000001 to number 10800000;
l) 49,880,600 (forty-nine million eight hundred eighty thousand six hundred) series L shares, from number 00000001 to number 49880600;
m) 330,415 (three hundred thirty thousand four hundred fifteen) series M shares;
n) 199,969 (one hundred ninety-nine thousand nine hundred sixty nine) series N shares.

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2. All registered shares which have previously been deposited in the depository maintained by an investment company indicated by the Bank in accordance with Article 6 para. 1 of the Act on Trading in Financial Instruments, will be converted into bearer shares subject to their dematerialisation. The conversion of the registered shares deposited in the depository mentioned in the previous sentence into bearer shares will take place automatically, upon their dematerialisation. The dematerialisation of shares, in accordance with Article 5 para. 1 of the Act on Trading in Financial Instruments takes place upon the registration of shares on the basis of an agreement with the National Depository for Securities. All dematerialised shares of the Bank shall be the subject of an application for their admission to trading on the regulated market operated by the Warsaw Stock Exchange. The shares which have not been dematerialised remain registered shares in the form of a document.
3. The Bank may issue other shares.
4. The Bank's shares may be issued in the form of global share certificates.
5. Shareholders have the pre-emption right to claim new shares proportionally to the number of shares held.
6. In the event that a request is submitted to the Management Board of the Bank, by a shareholder entered into share register, for a duplicate of a share certificate that has been destroyed or lost, the provisions of the decree on the redemption of lost documents dated 10 December 1946 (Journal of Laws of 1947, No. 5, item 20) shall not apply. The request must include the series, number of the share it refers to and statement regarding loss or destruction of the share certificate. The Management Board of the Bank shall make an announcement on the destruction or loss of the share certificate, calling on those who are in possession of the share certificate to submit it to the Bank together with their claims thereto, within the period specified by the Management Board of the Bank, which shall in no case be shorter than one week, or else the share certificate will be cancelled by the Management Board of the Bank and the duplicate will be issued to the person entered in the share register as being entitled to it. If a person who claims to have rights to the share certificate submits the share certificate within the deadline, the Management Board of the Bank shall inform the requester of this fact, close the proceedings concerning the issuance of a duplicate of the share certificate and return the share certificate to the person who submitted it. If the person who does not claim to have rights to the share certificate submits the share certificate, the Management Board of the Bank shall award it to the person entered in the share register as being entitled to it. The costs of making the announcements and issuing the duplicate shall be incurred by the requester. The same rules shall apply to multiple-share certificates.

§ 29a

1. Pursuant to "Resolution No. 5 of the Extraordinary General Meeting of 31 January 2020 on the issuance of subscription warrants, conditional increase of share capital by way of the

issuance of Series M Shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to Series M Shares, amendments to the Articles of Association and dematerialisation, and applying for admission of Series M Shares, to trade on the regulated market", the Bank's share capital was conditionally increased by the amount not exceeding PLN 576,000 (in words: five hundred seventy-six thousand zlotys) by way of issuance of no more than 576,000 (in words: five hundred seventy-six thousand) ordinary bearer Series M Shares.

2. Persons entitled to take up Series M Shares are holders of subscription warrants, series A1, A2, A3, A4, A5 and A6 issued by the Bank under the Resolution referred to in para. 1 above. The rights to take up Series M Shares arising from the Warrants may be exercised on the following dates:
   a) rights arising from Series A1 Warrants - in a period from 01 April 2021 to 30 September 2021,
   b) rights arising from Series A2 Warrants - in a period from 31 March 2022 to 30 September 2022,
   c) rights arising from Series A3 Warrants - in a period from 31 March 2023 to 30 September 2023,
   d) rights arising from Series A4 Warrants - in a period from 31 March 2024 to 30 September 2024,
   e) rights arising from Series A5 Warrants - in a period from 31 March 2025 to 30 September 2025,
   f) rights arising from Series A6 Warrants - in a period from 31 March 2026 to 30 September 2026.

§ 29b

1. Pursuant to 'Resolution No. 39 of the Ordinary General Meeting of the Bank dated 27 June 2022 on the issuance of subscription warrants, conditional increase of share capital by way of the issuance of Series N Shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to Series N Shares, amendments to the Articles of Association and applying for admission of Series N Shares to trade on the regulated market', as subsequently amended by Resolution No. 8 of the Extraordinary General Meeting of the Bank dated 15 December 2026, the Bank's share capital has been conditionally increased by the amount not exceeding PLN 267,993 (in words: two hundred and sixty-seven thousand, nine hundred and ninety-three zlotys) by way of the issuance of no more than 267,993 (in words: two hundred and sixty-seven thousand, nine hundred and ninety-three) ordinary bearer Series N Shares.

2. Persons entitled to take up series N shares are holders of subscription warrants, series B1, B2, B3, B4 issued by the Bank under the Resolution referred to in para. 1 above. The rights to take up series N shares arising from the Warrants may be exercised on the following dates:
   a) rights arising from Series B1 Warrants – in a period from 31 March 2024 to 30 September 2024,
   b) rights arising from Series B2 Warrants – in a period from 31 March 2025 to 30 September 2025,
   c) rights arising from Series B3 Warrants – in a period from 31 March 2026 to 30 September 2026,
   d) the rights arising from Series B4 Warrants – in a period from 31 March 2027 to 30 September 2027.

§ 30

1. The Bank's shares may be redeemed.
2. The method, procedure and terms of redemption of shares is determined each time by the General Meeting.
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.

§ 31

1. Series B registered shares are preference shares.
2. The preference mentioned in para. 1 covers the right to acquire the payment of full nominal amount per share in the case of liquidation of the Bank after creditors' claims have been satisfied, before the payments per ordinary shares, where the payments may be insufficient to cover the nominal value of those shares as a result of the execution of the right of preference.
3. In the case where B series registered shares are converted into bearer shares, the preference mentioned in para. 2 shall expire.

§ 32

1. Additional capital is established from net profit deductions in a financial year and a surplus obtained at issuing shares above their nominal value, remaining after covering the costs of issuance, from additional capital payments made by shareholders in exchange for assigning special rights to their existing shares without increasing the share capital.
2. Reserve capital is established from net profit deductions in a financial year, earmarked for covering the balance sheet loss and other purposes or expenditures .
3. The general risk fund is earmarked for unidentified risk related to banking operations and is established from net profit deductions in the amount resolved by the General Meeting.
4. Special purpose funds may be established from net profit deductions on the basis of resolutions of the General Meeting. The General Meeting, when establishing a special purpose fund, determines its purpose.
5. The General Meeting decides on the use of the supplementary and reserve capitals, and a part of the supplementary capital in the amount of one-third of the share capital may be used only to cover balance sheet losses.
6. The following are allocated to cover the balance sheet loss:
   1) Reserve capital,
   2) Supplementary capital,
   3) General risk fund for unidentified risk of banking activity,
   4) Special purpose funds indicated in para. 4, if they are established.

VI. PROCEDURE OF ISSUANCE OF INTERNAL REGULATIONS

§ 33

1. The internal regulations of the Bank are issued by:
   1) Bank bodies in the form of resolutions,
   2) Members of the Management Board in the form of circular letters or other internal legal acts, and

3) Persons holding positions specified in the methodology of internal legislation, in the form of circular letters or other internal legal acts.

2. The detailed principles and methods of issuing internal regulations within the Bank and also scope and types of such regulations, are defined in the internal legislative methodology resolution of the Management Board of the Bank.

§ 34

A company social benefit fund is created in the Bank. The principles of creation and utilisation of that fund are specified in separate regulations.

VII. PRINCIPLES OF FUNCTIONING OF THE INTERNAL CONTROL SYSTEM

§ 35

1. The Bank has a system of internal audit which has been adapted to the organisational structure, which includes organisational units and basic organisational sections of the Bank and Bank's subsidiaries.
2. The purpose of the Bank's system of internal control is supporting the decision making processes which contribute to ensuring the following:
   1) effectiveness and efficiency of the Bank's operations,
   2) reliability of financial reporting,
   3) following the principles of risk management in the Bank,
   4) compliance of the Bank's operations with legal provisions, internal regulations and market standards.
3. The following have been separated under the Bank's internal control system:
   1) control function whose responsibilities shall include ensuring the observing of control mechanisms relating in particular to risk management in the Bank, which covers positions, groups of people or organisational units responsible for performance of tasks allocated to such function,
   2) independent compliance unit whose responsibility shall include identification, assessment, control and monitoring the risk of non-compliance of the Bank's operations with the legal provisions, internal regulations and market standards, as well as presenting respective reports,
   3) independent internal audit unit whose responsibilities shall include examining and assessment, in an independent and objective manner, of adequacy and effectiveness of the risk management system and internal control system, excluding the internal audit unit.
4. The Bank has an individual organisational unit executing internal audit, and its task is audit and evaluation, in an independent and objective manner, of the adequacy and efficiency of the internal audit system and providing opinions on the Bank's management system including effectiveness of managing risk concerning the Bank's operations. Detailed principles of the internal audit system are stipulated in the Bank's internal regulations.
5. Operationally, the Managing Director of the Internal Audit Line shall report directly to the President of the Management Board.

VIII. FINANCIAL MANAGEMENT OF THE BANK, PROFIT DISTRIBUTION, ACCOUNTING

§ 36

The financial management of the Bank is conducted on the basis of annual financial plans approved by the Supervisory Board. Detailed principles of financial management of the Bank are determined by the Management Board of the Bank.

§ 37

The balance sheet profit of the Bank, decreased by deductions resulting from tax liabilities and equivalent payments pursuant to appropriate legal regulations, is appropriated for the following:
1) additional capital,
2) reserve capital,
3) general risk fund for unidentified risk related to banking operations,
4) dividend,
5) other purposes,

on the basis of and in the amount determined in the resolution of the General Meeting.

§ 38

The Bank keeps accounting on the basis of regulations in force in that respect.

§ 39

1. The annual financial statements, including the balance sheet, profit and loss account, and other components of the financial statements, as well as the report on the Bank's operations, are drawn up in accordance with rules and within deadlines specified in separate regulations.
2. The financial year shall be the calendar year.

IX. FINAL PROVISIONS

§ 40

1. In the case of liquidation of the Bank and appointment of liquidators, the rights and duties of the Management Board of the Bank shall cease.
2. The General Meeting and the Supervisory Board retain their rights during the entire duration of the liquidation until its conclusion.

§ 41

In all matters not regulated in these Articles of Association, legal regulations in force shall apply."

§ 2

The Resolution shall come s into force on the day it has been passed, subject to obtaining the permission of the Polish Financial Supervision Authority to amend the Bank's Articles of Association as set out in Resolution No. 9 of the Extraordinary General Meeting of the Bank of 15 December 2026.

RESOLUTION No. 12

of the Extraordinary General Meeting of
BNP Paribas Bank Polska S.A.
dated 15 December 2026
(draft)

on adoption of the consolidated text of the Articles of Association of BNP Paribas Bank Polska S.A.

§ 1

The General Meeting, acting pursuant to Article 430 § 1 of the Commercial Companies Code and § 12 section 2 point 1) of the Articles of Association of BNP Paribas Bank Polska Spółka Akcyjna, hereby resolves to adopt the consolidated text of the Articles of Association as follows:

"ARTICLES OF ASSOCIATION
OF BNP PARIBAS BANK POLSKA SPÓŁKA AKCYJNA

I. GENERAL PROVISIONS

§ 1

(deleted)

§ 2

1. The Bank operates under the name of "BNP Paribas Bank Polska Spółka Akcyjna". The Bank may use the short name of "BNP Paribas Bank Polska S.A."
2. The Bank shall have legal personality.
3. The seat of the Bank shall be the capital city of Warsaw.
4. The Bank shall operate both inside and outside the territory of the Republic of Poland.
5. The Bank may establish, transform, and liquidate branches, representative offices, and other organisational units both in Poland and abroad.

§ 3

(deleted)

II. SUBJECT MATTER AND SCOPE OF THE BANK'S ACTIVITY

§ 4

The Bank shall carry out banking activity for the benefit of natural persons, legal persons, and organisational units without legal personality, as long as they have legal capacity.

§ 5

1. The subject matter of the Bank's activity shall be to carry out banking operations and provide financial services.
2. The Bank shall perform the following banking operations:
   1) taking of deposits payable on demand or at a specified maturity, and operation of such deposits' accounts,
   2) operation of other bank accounts,

3) granting credits and cash loans,
4) issuing and confirming bank guarantees, and opening and confirming letters of credit,
5) issuing of bank securities,
6) performance of bank monetary settlements,
7) operations involving cheques and bills of exchange, and operations relating to warrants,
8) providing payment services:
   a) issuing payment instruments, including payment cards
   b) providing the payment initiation service
   c) providing the account information service,
   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),
9) (deleted),
10) purchasing and selling cash receivables,
11) (deleted),
12) purchasing and selling foreign currencies,
13) granting and confirming suretyships,
14) performance of commissioned activities related to the issue of securities,
15) intermediation in money transfers and foreign exchange settlements,
16) issue of electronic money,
17) consultancy in relation to structured deposits.

3. In addition to the performance of the banking operations, the Bank, within the scope laid down in the Act on Banking Law, may also:
   1) (deleted),
   2) (deleted),
   3) (deleted),
   4) swap debt for debtor's assets on terms agreed with the debtor,
   5) purchase and sell real property,
   6) provide financial consulting and advisory services,
   7) carry out brokerage activity (run a brokerage undertaking) by performing the following operations:
      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,
   8) perform non-brokerage operations consisting in:
      a) offering financial instruments not admitted to organised trading,
      b) executing orders to buy or sell financial instruments not admitted to organised trade, for the account of the ordering party,
      c) buying or selling financial instruments on own account,
      d) consulting services for enterprises regarding capital structure, enterprise strategy or other issues related to such structure or strategy,

e) consulting and other services regarding merger, division or takeover of enterprises,
f) receiving and transmitting orders to buy or sell financial instruments not admitted to organised trading,

with the proviso that the subject of the activities defined in sec. b) may also be bonds issued by the Bank Gospodarstwa Krajowego in favour of funds created, entrusted or transferred to this bank under separate legal acts, guaranteed by the Treasury and bonds issued by the Bank Guarantee Fund or an entity managing assets mentioned in Article 224, para. 1 of the Act of 10 June 2016 on the Bank Guarantee Fund, Deposit Guarantee System and Compulsory Restructuring, and with the proviso that the activities specified in sec. c) are not performed as part of acting as the market maker on shares or derivative instruments in which the underlying instrument are shares.

9) (deleted),
10) fulfil the function of a depositary within the meaning of the provisions of law regarding the organisation and operation of pension funds,
11) perform the function of a depositary within the meaning of the provisions of law regarding investment funds and management of alternative investment funds and running registers and lists of participants in investment funds,
12) operation of securities deposit,
13) (deleted),
14) provide financial-settlement and advisory services in respect of financial markets instruments,
15) provide factoring and forfaiting services and intermediation in the provision thereof,
16) (deleted),
17) provide insurance intermediation services within the scope authorised by the provisions of the Insurance Distribution Act,
18) provide financial leasing and act as intermediary in provision of leasing,
19) (deleted),
20) issue electronic identification means within the meaning of the Act on Trust Services and Electronic Identification,
21) provide services of reporting to the trade repositories within the meaning of the Regulation of the European Parliament and of the Council (EU) No 648/2012 on OTC derivatives, central counterparties and trade repositories,
22) keep securities accounts (fiduciary activities).

4. If in the light of the legal provisions in force it is required to obtain a special permit to perform any of the operations listed in this Article, the Bank shall perform them only after having obtained the permit and only within the scope specified in the permit.
5. The Bank may, under a contract, outsource some operations falling into the scope of its activity to other entities, including other banks.

§ 6

Additionally, the Bank may:

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) (deleted),
3) carry out deposit operations in the interbank market,
4) receive suretyships and guarantees,
5) (deleted),
6) (deleted),
7) (deleted),
8) perform upon mandate, activities being in the scope of activity of other banks or lending institutions or financial institutions, in particular the members of the majority shareholder's group,

9) act as a bondholders' agent within the meaning of the Act on Bonds.

IIa. OTHER RIGHTS OF THE BANK

§ 6a

1. The Bank has the right to perform actions provided for domestic banks and related to handling applications in proceedings regarding childcare allowance referred to in the provisions of the Law on State Aid in Childcare.
2. The Bank has the right to provide to its affiliated entities or its parent entity services related to use of the Bank's systems, infrastructure and information technology, including data processing services, ICT security services, services securing data processing, software and IT infrastructure maintenance services and advisory services in the above scope.

III. BANK'S GOVERNING BODIES

§ 7

The Bank shall have the following bodies:
1) General Meeting,
2) Supervisory Board,
3) Management Board of the Bank.

1. GENERAL MEETING

§ 8

1. The General Meeting may be convened in the form of an ordinary General Meeting or extraordinary General Meeting. The General Meeting shall be convened by the Management Board.
2. The Ordinary General Meeting shall be held once a year, not later than within 6 months from the end of each financial year.
3. The Extraordinary General Meeting shall be convened as required by the Management Board of the Bank upon its own initiative or upon the motion of the Supervisory Board, or at the request of a shareholder or shareholders representing jointly at least 1/20 of the share capital. The request of the shareholder or shareholders should be submitted to the Management Board of the Bank in writing or in the electronic form.
4. The Supervisory Board shall have the right to convene:
   - Ordinary General Meeting, should the Management Board of the Bank fail to do so within the time limit laid down in para. 2;
   - Extraordinary General Meeting, if the Supervisory Board deems advisable to convene it.
5. A shareholder or shareholders representing jointly at least 1/20 of the Bank's share capital may demand that Extraordinary General Meeting be convened, as well as that certain matters be put on the agenda of this General Meeting. Shareholders representing at least half of the Bank's share capital or having at least half of total votes at the Bank may convene an Extraordinary General Meeting. Shareholders shall appoint the chairperson of such Extraordinary General Meeting.
6. The General Meeting is convened through an announcement made on the Bank's website and in the manner specified for the submission of current information in accordance with the provisions on public offer and terms of introduction of financial instruments to organised trading, and on public companies, at least twenty-six days before the date of the General Meeting.

7. Cancelling or changing the date of the General Meeting, which has been convened at the request of the shareholders of the Bank, may only be possible at the consent of the shareholders that requested such a meeting. In any other cases the General Meeting may be cancelled if there are extraordinary obstacles for it to be held. In case the General Meeting date is changed or the meeting cancelled, the new date should be fixed in such a manner that the shareholders of the Bank are notified of the new date of the General Meeting not later than three weeks in advance of such date.

§ 9

1. All matters put on the General Meeting's agenda by the Management Board of the Bank shall be presented to the Supervisory Board for consideration beforehand. A shareholder or shareholders representing jointly at least 1/20 of the Bank's share capital may demand that certain matters be put on the agenda of the next General Meeting. A shareholder or shareholders shall submit such a request in writing or by electronic mail to the Management Board of the Bank, which in turn shall present it together with its opinion to the Supervisory Board.
2. The request mentioned in para. 1, containing the statement of reasons or the draft resolution concerning the proposed item on the agenda, should be submitted to the Management Board of the Bank not later than 21 days before the appointed date of the General Meeting.
3. Removal of an item from the agenda or resignation from processing a matter put on the agenda at the request of the shareholders of the Bank shall require a resolution to be passed by the General Meeting of the Bank and consent of all the shareholders of the Bank, who had requested to put such an item on the agenda of the General Meeting.

§ 10

1. Shareholders may attend General Meetings in person or by proxy.
2. The power of attorney to participate in the General Meeting and to exercise the voting right must be drawn up in the written form, otherwise invalid, and it should be enclosed with the minutes. The representatives of shareholders and their proxies should present excerpts from registers or other documents mentioning persons authorised to represent those entities. The power of attorney to participate in the General Meeting and to exercise the voting right may also be in the electronic form. The provision of a power of attorney in the electronic form does not require a secure digital signature verifiable with the use of a valid qualified certificate. Detailed principles of the shareholders' participation in the General Meeting and the procedure applied during the General Meeting, as well as the method of communication of shareholders with the Bank using the electronic communication media, including the notification on the provision of a power of attorney in the electronic form, are contained in the Regulations of the General Meeting.
3. The voting shall be open. Secret ballot shall be ordered in the case of voting on elections or applications for dismissal of members of the Bank's bodies or liquidators, or for holding them liable, as well as on staff matters. Apart from the above, secret ballot shall be held upon demand of at least one of the shareholders present or one of shareholder proxies present.
4. Each share shall confer one vote at the General Meeting.

§ 11

The General Meeting shall be opened by the Chairperson or Vice Chairperson of the Supervisory Board. Should none of them be able to open the General Meeting, the meeting shall be opened by a member of the Supervisory Board. Should those persons be absent, the General Meeting

shall be opened by the President of the Management Board of the Bank or the person appointed by the Management Board of the Bank. The General Meeting shall elect a Chairperson from among the persons entitled to vote at the General Meeting or their proxies.

§ 12

1. The subject matter of the Ordinary General Meeting shall be to:
   1) examine and approve the report of the Management Board of the Bank on the Bank's operations, including sustainability reporting and financial statements for the previous financial year,
   2) examine and approve the activity report of the Management Board of the Bank on the Bank's group, including sustainability reporting and consolidated financial statements of the group for the previous financial year,
   3) pass a resolution on profit distribution or covering a loss,
   4) grant members of the Bank's bodies the vote of acceptance for the performance of their duties.
2. The competencies of the General Meeting include, moreover, passing of resolutions in the following matters:
   1) amendment to the Articles of Association of the Bank;
   2) appointing and dismissing the members of the Supervisory Board;
   3) increasing or decreasing the share capital of the Bank;
   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;
   5) redemption of shares and determination of detailed conditions of such redemption;
   6) merger or liquidation of the Bank, choice of liquidators or the method of liquidation;
   7) determination of the principles of remuneration and the remuneration of the Members of the Supervisory Board;
   8) matters submitted by the Supervisory Board or Management Board of the Bank;
   9) matters submitted by the shareholders in compliance with the regulations in force and these Articles of Association;
   10) approval of the procedure on the appointment and dismissal of the Supervisory Board Members;
   11) other matters reserved by law and the provisions of these Articles of Association.
3. Purchase or sale of real property, share in real property, or the right of perpetual usufruct shall not require a resolution of the General Meeting.

§ 13

1. The General Meeting may pass resolutions only if it has been convened in compliance with § 8 and if shareholders representing at least 50% of the share capital are present. If less than 50% of the share capital is represented at the General Meeting, the Management Board convenes a General Meeting with the same agenda once again, setting a new date of such a meeting on the first possible date allowed by the law. Should this be the case, the next General Meeting shall be valid irrespective of the percentage of share capital represented, notwithstanding unconditionally binding provisions of the Code of Commercial Companies and Partnerships.

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.

§ 14

1. The Bank may issue registered shares and bearer shares.
2. Bearer shares shall not be convertible into registered shares unless the obligation to convert results from the law.

§ 15

General Meetings of Shareholders shall be held at the Bank's registered office.

2. SUPERVISORY BOARD

§ 16

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.
2. The Supervisory Board elects the Chairperson and the Vice Chairpersons from among its members.
3. At least two members of the Supervisory Board should be independent members. Independent members of the Supervisory Board should not be related to the Bank, the Bank shareholders or employees in a manner which could significantly affect or give rise to a justified assumption that it significantly affects the ability of the independent member of the Supervisory Board to make unbiased decisions.
4. A person who jointly meets the following conditions is deemed to be an independent member of the Supervisory Board:
   a) s/he does not hold and has not held within the last five years, the function of a member of the management board or another managerial function, regardless of the legal form of employment, whether in the Bank, its subsidiaries and parent entity;
   b) s/he is not and has not been employed in the Bank, its subsidiaries or parent entity, or in associated entities of the Bank, within the last three years;
   c) s/he does not receive any additional remuneration apart from the consideration due for the membership in the Supervisory Board, or any other financial benefits from the Bank, its subsidiaries or its parent entity, with the exception of benefits owed to him/her as a consumer who has entered into an agreement on standard terms with the Bank, its subsidiary or parent entity;
   d) s/he is not a shareholder or member of the management, managerial personnel or employee of the shareholder holding shares representing more than 5% of the general number of votes at the General Meeting of the Bank, nor is a member of the management, managerial personnel or employee of the shareholder of the Bank holding such number of shares which makes it possible to effectively control the Bank;

e) s/he has not had, during the year preceding the election for the Supervisory Board and does not currently have, any material commercial or business connections with the Bank, its subsidiaries and parent entity which could significantly affect his/her independence;
f) s/he is not and has not been within the last three years a statutory auditor or employee, member of the management, managerial personnel or shareholder of an entity providing statutory auditor's services to the Bank, its subsidiaries or parent entity;
g) s/he is not a member of a management board in another company in which a member of the Management Board of the Bank is a member of the supervisory board;
h) s/he does not have material connections with members of the Management Board of the Bank manifested in the joint shareholding in other companies or governing bodies of those companies;
i) s/he is not and has not been, within the last three years, a spouse, partner or relative of a member of the Management Board of the Bank, or an employee holding a position in the Bank who is directly subordinated to the Management Board of the Bank or a member of the Management Board of the Bank.

5. Whenever due to the expiry of mandates of certain members of the Supervisory Board, or whenever due to the General Meeting being incapable of appointing one or more members of the Supervisory Board, the number of members of the Supervisory Board is lower than that specified in the resolution of the General Meeting appointing members of the Supervisory Board of the Bank, but not lower than 5 (five), the Supervisory Board will be able to adopt valid resolutions until its composition is supplemented. In such a case the Management Board immediately convenes the General Meeting in order to supplement the composition of the Supervisory Board. If the number of independent members of the Supervisory Board is lower than the number of independent members of the Supervisory Board specified in para. 3, and the number of the members of the Supervisory Board is not less than 5 (five), the Supervisory Board will be able to adopt valid resolutions until its composition is supplemented with an appropriate number of independent members. In such a case the Management Board shall immediately convene the General Meeting in order to supplement the composition of the Supervisory Board with the appropriate number of the independent members.
6. Members of the Supervisory Board may perform their duties only personally, and members of the Supervisory Board may participate in the adoption of resolutions by the Supervisory Board, casting their votes in writing via another member of the Supervisory Board. The vote cast in writing via another member of the Supervisory Board may not concern matters introduced to the agenda at the meeting of the Supervisory Board. The adoption of resolutions under this procedure may not concern the election of the Chairperson and the Vice Chairperson of the Supervisory Board, appointment of a member of the Management Board as well as a dismissal and suspension of those persons in their duties.
7. A member of the Supervisory Board can be reappointed for the Supervisory Board but for no more than four successive terms of office and not earlier than a year before the end of the current term.

§ 17

1. Without prejudice to the provisions of § 16 para. 1, the mandate of the member of the Supervisory Board shall expire at the latest on the date of convening the General Meeting approving the financial statements of the Bank for the last full year of fulfilling the functions of the members of the Supervisory Board. The mandate of a member of the Supervisory Board appointed before the end of a given term of office of the Supervisory Board, shall expire at the same time when the mandates of the other member of the Supervisory Board expire. The mandate of a member of the Supervisory Board shall also

expire due to the member's death or resignation from the Supervisory Board or recalling the member from the Supervisory Board.

2. The appointment of a new member for the Supervisory Board to replace the member whose mandate expired during the term of office of the Supervisory Board takes place in accordance with the rules specified in § 16.

§ 18

1. The Supervisory Board acts pursuant to the By-laws passed by the Board itself.
2. The meetings of the Supervisory Board are convened and chaired by the Chairperson, and in his or her absence, the Vice Chairperson. The meetings of the Supervisory Board are convened in the form of a written notification sent no later than fourteen days before the proposed date of the meeting. The notification of the calling of the Supervisory Board to a meeting should specify the proposed date and time, place and agenda of the meeting as well as the method of using the means of remote direct communication.
3. The meetings of the Supervisory Board are convened as necessary, no less frequently, however than once a quarter.
4. A member of the Supervisory Board, as well as the Management Board of the Bank, may request that the Chairperson or the Vice Chairperson of the Supervisory Board convene a meeting of the Supervisory Board, quoting the proposed agenda. The Chairperson, and if necessary the Vice Chairperson, convenes meetings of the Supervisory Board within two weeks of receiving the request. If the Chairperson or the Vice Chairperson of the Supervisory Board fail to convene the meeting within two weeks of receiving the request mentioned in this para. 4, the applicant may convene a meeting of the Supervisory Board independently, specifying the proposed date and time, the place and agenda of the meeting.
5. The meetings of the Supervisory Board are minuted.

§ 19

1. For the validity of the resolutions of the Supervisory Board, it is required that all of the members of the Supervisory Board be notified in writing about the meeting and at least a half of the members of the Supervisory Board be present in the meeting, including the Chairperson or Vice Chairperson. If due to the absence of the Chairperson and the Vice Chairperson in the meeting of the Supervisory Board, the Supervisory Board cannot pass valid resolutions, the meeting of the Supervisory Board shall be convened again, providing for fourteen-day's prior notice sent immediately after the end of the first meeting of the Supervisory Board, with the same agenda. At the further meeting of the Supervisory Board, the presence of the Chairperson or Vice Chairperson is not necessary for passing valid resolutions by the Supervisory Board. During a meeting, the Supervisory Board may not pass resolutions on issues not included in the agenda unless all Members of the Supervisory Board are present and no one opposed the passing of the resolution.
2. Resolutions of the Supervisory Board are adopted by an ordinary majority of votes of Board members present at the meeting. In the case where the number of votes is equal, the Chairperson of the Supervisory Board shall have the casting vote.
3. Resolutions concerning matters specified in § 20 para. 1 item 1 section k) below are adopted provided a majority of independent members of the Supervisory Board cast their votes for such resolutions.

§ 20

1. The competencies of the Supervisory Board, besides the rights and duties provided for in legal regulations and provisions of these Articles of Association, include also:
   1) adoption of resolutions concerning:

a) the annual financial plan of the Bank,
b) appointment and dismissal of members of the Management Board of the Bank and approval of internal division of responsibilities between the members of the Management Board,
c) approval of making equity investments by the Bank, if the value of such an investment (understood as the purchase price or sale price of a specific asset) exceeds the equivalent of 40,000,000 (forty million) zlotys, except entering into securities underwriting agreements, whereas the term "equity investment" should be understood as the purchase and sale of shares/interest, joining and withdrawal from commercial law companies,
d) expression of consent to the acquisition or disposal of real estate, a share in real estate or perpetual usufruct, if their value amounts at least to 10,000,000 (ten million) zlotys, however, the resolution of the Supervisory Board is not required when the acquisition or disposal of the real estate, interest in real estate or perpetual usufruct right is related to the satisfying of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (*umowa leasingu*), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,
e) approving motions of the Management Board of the Bank concerning the establishment of a Bank branch abroad,
f) adoption of regulations for granting credits, loans, bank guarantees or suretyships to members of governing bodies of the Bank, persons in managerial positions and entities related to them organisationally and in terms of capital,
g) appointment of an audit firm to audit the Bank's financial statements, consolidated financial statements of the Group and the attestation of sustainable development reporting,
h) specification of principles of remuneration and amount of remuneration for members of the Management Board,
i) approval of the management strategy of the Bank, as prepared by the Management Board,
j) giving consent to conducting operations the purpose of which is to contract a liability or dispose of assets with the total value in relation to one entity exceeding 10% of equity, with the exception of banking operations referred to in § 5 para. 2, operations referred to in § 6 item 3, and contracting lombard loans,
k) giving consent to conducting transactions with the Bank affiliated entities which may not be classified jointly as typical transactions conducted as part of the current activities of the Bank, concluded on market conditions,
l) (deleted)
m) establishment of the consolidated text of the Articles of Association immediately after the General Meeting which resolved the amendments to the Articles of Association and introduction of other editorial amendments specified in the General Meeting's resolution,

2) exercising continuous supervision over the Bank's operations, and in particular:
a) evaluation of the report of the Management Board of the Bank on the Bank's operations, including sustainability reporting and the Bank's financial statements for the previous financial year, as regards their compliance with books of accounts and documents, as well as the facts, evaluation of the

motions of the Management Board of the Bank concerning the profit distribution or loss coverage,

b) evaluation of the report on operations, including sustainability reporting and financial statements for the previous financial year for the Bank group, as regards their compliance with books of accounts and documents, as well as the facts,

c) suspension - for valid reasons - of individual or all members of Management Board of the Bank in their duties,

d) delegation of members of the Supervisory Board for a period not exceeding three months to perform temporarily the duties of members of the Management Board of the Bank who have been dismissed, who resigned or cannot hold their functions for other reasons,

e) submission of an annual written report to the General Meeting on the results of the evaluation mentioned in sections a), b) and f),

f) supervision over the implementation of the internal control system and evaluation of the adequacy and efficiency of the Bank's internal control system.

2. The Supervisory Board provides opinions to any motions and issues that require a resolution of the General Meeting except for draft resolutions relating to organisational and formal matters. The members of the Supervisory Board participate in the General Meetings. Failure to provide the opinion by the Supervisory Board does not limit the right of the Management Board to convene the General Meeting or include specific issues in the agenda of that General Meeting.
3. The Supervisory Board represents the Bank in the agreements and disputes with the members of the Management Board of the Bank, acting through two members authorised by the Supervisory Board.
4. The Supervisory Board may adopt resolutions in writing or using means of direct remote communication.
5. The Supervisory Board creates internal committees composed of members of the Supervisory Board, and in particular the Audit Committee, Remuneration Committee, Nomination Committee and Risk Committee. The organisation, competencies and scope of the responsibilities of the internal committees are specified in the By-laws of the Supervisory Board.
6. The majority of the Audit Committee members fulfil conditions of independence stipulated in the Act on Statutory Auditors, Audit Firms and Public Oversight, and at least one of them has qualifications knowledge and skills in accounting or auditing of financial statements or attestation of sustainability reporting. The above independence requirement is deemed satisfied if the terms and conditions set forth in this paragraph are fulfilled by persons specified in § 16 para. 4.

3. MANAGEMENT BOARD OF THE BANK

§ 21

1. 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).
2. The members of the Management Board of the Bank are: President, First Vice President, Vice Presidents and/or Members of the Management Board, who are appointed, dismissed and suspended in their activities by the Supervisory Board.
3. Members of the Management Board of the Bank should possess knowledge, skills and experience adequate to the functions they perform and the duties entrusted to them and should be of a good repute due to the performance of those duties.

4. At least half of the members of the Management Board of the Bank should have good knowledge of the banking market in Poland, i.e. they should permanently reside in Poland, have a good command of Polish and have gained the required experience on the Polish market.

§ 22

1. The Management Board of the Bank runs the Bank's affairs and represents the Bank against third parties.
2. The competencies of the Management Board of the Bank include any matters that have not been reserved in legal regulations or these Articles of Association to the competencies of the other governing bodies of the Bank. In particular the following matters require a resolution of the Management Board of the Bank:
   1) preparing a draft of the management strategy of the Bank and submission of the same to the Supervisory Board for approval;
   2) preparing the financial plan and accepting the report from the plan execution;
   2a) acceptance of the report on the activity of the Bank, including sustainability reporting, Bank's financial statements and report on the activity of the Group, including sustainability reporting and consolidated financial statements of the Group;
   3) determination of the human resources policy, in particular with regard to the principles of remuneration, the employment structure and profile, and the principles of the social policy,
   4) determination of the Bank product policy,
   5) determination of the organisational structure of the Bank,
   6) setting up and winding down the Bank committees, and determination of their competencies,
   7) appointing commercial representatives,
   8) determination of the area of management supervised by the particular members of the Management Board of the Bank,
   9) passing and submitting to the Supervisory Board for approval of the By-laws of the Management Board of the Bank,
   10) determination of the principles of functioning of the internal control and audit,
   11) subject to § 20 para. 1 item 1 section d), decisions on purchasing or selling real estate or the perpetual usufruct right, if their value is lower than 10,000,000 (in words: ten million) zlotys but higher than 5,000,000 (five million) zlotys, however the resolution of the Management Board of the Bank is not required when the acquisition or disposal of the share in real estate, interest in real estate or perpetual usufruct right is related to the satisfaction of the Bank's claims against its debtor, securing the Bank's receivables, or is subject to a lease agreement (*umowa leasingu*), in which the Bank is the financing party, including in particular any acquisition in the performance of the lease agreement, disposal after the termination of the lease terms or during the same, as well as disposal after the termination of the lease agreement concerning particular real estate, interest in real estate or perpetual usufruct right, regardless of the value of such real estate, interest therein or perpetual usufruct right,
   12) subject to item 11 and para. 3 and para. 4 below, making decisions on assuming obligations and managing a right, if the total value of the same with regard to one entity exceeds 5% of equity,
   13) providing the Supervisory Board with a quarterly report on equity investments made in the value lower than the amount specified in § 20 para. 1 item 1 section c),
   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.

3. The resolution of the Management Board mentioned in para. 2 item 12 is not required in the event of providing bank services determined in § 6 item 3), plus taking out lombard loans.
4. The decisions referred to in para. 2 item 11) and 12), can be taken by the Bank's committees and other persons holding managerial positions on the basis of authorisations granted under the resolution of the Management Board of the Bank.
5. The Management Board of the Bank operates based on By-laws passed by the Management Board and approved by the Supervisory Board.

§ 23

The resolutions of the Management Board of the Bank are adopted by absolute majority of votes cast, in the presence of at least a half of the Members of the Management Board of the Bank. In the case of an equal number of votes the President of the Management Board of the Bank shall have the casting vote.

§ 24

1. The appointment of a commercial representative requires the consent of all members of the Management Board of the Bank. Each member of the Management Board of the Bank may cancel the commercial representation.
2. The powers of attorney are granted by two members of the Management Board of the Bank acting jointly, one member of the Management Board acting with a commercial representative, or two commercial representatives acting jointly as well as proxies within the powers of attorney granted to them.

§ 25

1. The President of the Management Board of the Bank manages the current activities of the Bank and represents the Management Board of the Bank before third parties, plus coordinates the work of the other members of the Management Board of the Bank, convenes the meetings of the Management Board and chairs the meetings, plus applies to the Supervisory Board for appointing further members of the Management Board of the Bank. The President of the Management Board of the Bank shall supervise in particular, the Legal Line, Internal Audit Line and Compliance Line.
2. The basic duties of the member of the Management Board of the Bank appointed upon consent of the Polish Financial Supervision Authority include the management of risk, including credit risk.

§ 26

1. The declarations of will on behalf of the Bank are submitted by:
   1) two members of the Management Board acting jointly or one member of the Management Board together with the commercial representative or proxy acting within the power of attorney granted,
   2) two commercial representatives acting jointly,
   3) proxies acting jointly or alone within the powers of attorney granted.
2. Commercial representation granted in the Bank is a joint commercial representation authorising to act jointly with another commercial representative of a member of the Management Board.

IV. ORGANISATION OF THE BANK

§ 27

1. Bank's objectives and tasks are carried out by:
   1) branches, representative offices, brokerage house, other organisational units,
   2) areas, business lines, departments, offices and other organisational sections
   3) organisational forms other than as specified in items 1) and 2)..
2. The organisational structure of the Bank is determined in the organisational regulations adopted according to the Bank's internal regulations.

V. BANK'S CAPITAL AND FUNDS

§ 28

1. The bank's own funds in a prudential sense are the sum of Common Equity Tier I capital, Additional Tier I capital and Tier II capital.
2. The bank's own funds in an accounting sense include:
   1) share capital (paid-up and registered),
   2) reserve capital,
   3) revaluation capital,
   4) AT1 capital bonds,
   5) general risk fund for unidentified risk of banking operations,
   6) valuation adjustment fund,
   7) undistributed profits from previous years,
   8) profit in the process of approval and net profit of the current reporting period, calculated in accordance with applicable accounting standards,
   9) specific funds, if established.

§ 29

1. The share capital of the Bank shall amount to PLN 147,949,302 (in words: one hundred forty-seven million nine hundred forty-nine thousand three hundred two zlotys) and shall be divided into 147,949,302 (in words: one hundred forty-seven million nine hundred forty-nine thousand three hundred two) inscribed shares and bearer shares with nominal value of PLN 1 (in words: one zloty) each, including:
   a) 15,088,100 (fifteen million eighty-eight thousand, one hundred) series A shares, from number 00000001 to number 15088100;
   b) 7,807,300 (seven million eight hundred and seven thousand three hundred) series B shares, from number 0000001 to number 7807300;
   c) 247,329 (two hundred forty-seven thousand three hundred and twenty-nine) series C shares, from number 000001 to number 247329;
   d) 3,220,932 (three million two hundred twenty thousand nine hundred and thirty two) series D shares, from number 0000001 to number 3220932;
   e) 10,640,643 (ten million six hundred forty thousand, six hundred and forty three) series E shares, from number 00000001 to number 10640643;
   f) 6,132,460 (six million one hundred thirty-two thousand four hundred and sixty) series F shares, from number 0000001 to number 6132460;
   g) 8,000,000 (eight million) series G shares, from number 0000001 to number 8000000;
   h) 5,002,000 (five million two thousand) series H shares from number 0000001 to number 5002000;
   i) 28,099,554 (twenty-eight million ninety-nine thousand five hundred fifty-four) series I shares from number 00000001 to number 28099554;
   j) 2,500,000 (two million five hundred thousand) series J shares from number 0000001 to number 2500000;

k) 10,800,000 (ten million eight hundred thousand) series K shares from number 00000001 to number 10800000;
l) 49,880,600 (forty-nine million eight hundred eighty thousand six hundred) series L shares, from number 00000001 to number 49880600;
m) 330,415 (three hundred thirty thousand four hundred fifteen) series M shares;
n) 199,969 (one hundred ninety-nine thousand nine hundred sixty nine) series N shares.

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2. All registered shares which have previously been deposited in the depository maintained by an investment company indicated by the Bank in accordance with Article 6 para. 1 of the Act on Trading in Financial Instruments, will be converted into bearer shares subject to their dematerialisation. The conversion of the registered shares deposited in the depository mentioned in the previous sentence into bearer shares will take place automatically, upon their dematerialisation. The dematerialisation of shares, in accordance with Article 5 para. 1 of the Act on Trading in Financial Instruments takes place upon the registration of shares on the basis of an agreement with the National Depository for Securities. All dematerialised shares of the Bank shall be the subject of an application for their admission to trading on the regulated market operated by the Warsaw Stock Exchange. The shares which have not been dematerialised remain registered shares in the form of a document.
3. The Bank may issue other shares.
4. The Bank's shares may be issued in the form of global share certificates.
5. Shareholders have the pre-emption right to claim new shares proportionally to the number of shares held.
6. In the event that a request is submitted to the Management Board of the Bank, by a shareholder entered into share register, for a duplicate of a share certificate that has been destroyed or lost, the provisions of the decree on the redemption of lost documents dated 10 December 1946 (Journal of Laws of 1947, No. 5, item 20) shall not apply. The request must include the series, number of the share it refers to and statement regarding loss or destruction of the share certificate. The Management Board of the Bank shall make an announcement on the destruction or loss of the share certificate, calling on those who are in possession of the share certificate to submit it to the Bank together with their claims thereto, within the period specified by the Management Board of the Bank, which shall in no case be shorter than one week, or else the share certificate will be cancelled by the Management Board of the Bank and the duplicate will be issued to the person entered in the share register as being entitled to it. If a person who claims to have rights to the share certificate submits the share certificate within the deadline, the Management Board of the Bank shall inform the requester of this fact, close the proceedings concerning the issuance of a duplicate of the share certificate and return the share certificate to the person who submitted it. If the person who does not claim to have rights to the share certificate submits the share certificate, the Management Board of the Bank shall award it to the person entered in the share register as being entitled to it. The costs of making the announcements and issuing the duplicate shall be incurred by the requester. The same rules shall apply to multiple-share certificates.

§ 29a

1. Pursuant to "Resolution No. 5 of the Extraordinary General Meeting of 31 January 2020 on the issuance of subscription warrants, conditional increase of share capital by way of the issuance of Series M Shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to Series M Shares, amendments to the Articles of Association and dematerialisation, and applying for admission of Series M Shares, to trade on the regulated market", the Bank's share capital has been conditionally increased by the amount not exceeding PLN 576,000 (in words: five hundred seventy-six

thousand zlotys) by way of issuance of no more than 576,000 (in words: five hundred seventy-six thousand) ordinary bearer Series M Shares.

2. Persons entitled to take up Series M Shares are holders of subscription warrants, series A1, A2, A3, A4, A5 and A6 issued by the Bank under the Resolution referred to in para. 1 above. The rights to take up Series M Shares arising from the Warrants may be exercised on the following dates:
   a) rights arising from Series A1 Warrants - in a period from 01 April 2021 to 30 September 2021,
   b) rights arising from Series A2 Warrants - in a period from 31 March 2022 to 30 September 2022,
   c) rights arising from Series A3 Warrants - in a period from 31 March 2023 to 30 September 2023,
   d) rights arising from Series A4 Warrants - in a period from 31 March 2024 to 30 September 2024,
   e) rights arising from Series A5 Warrants - in a period from 31 March 2025 to 30 September 2025,
   f) rights arising from Series A6 Warrants - in a period from 31 March 2026 to 30 September 2026.

§ 29b

1. Pursuant to 'Resolution No. 39 of the Ordinary General Meeting of the Bank dated 27 June 2022 on the issuance of subscription warrants, conditional increase of share capital by way of the issuance of Series N Shares, depriving the existing shareholders of the pre-emption right to subscription warrants and pre-emption right to Series N Shares, amendments to the Articles of Association and applying for admission of Series N Shares to trade on the regulated market', as subsequently amended by Resolution No. 8 of the Extraordinary General Meeting of the Bank dated 15 December 2026, the Bank's share capital has been conditionally increased by the amount not exceeding PLN 267,993 (in words: two hundred and sixty-seven thousand, nine hundred and ninety-three zlotys) by way of the issuance of no more than 267,993 (in words: two hundred and sixty-seven thousand, nine hundred and ninety-three) ordinary bearer Series N Shares.

2. Persons entitled to take up Series N Shares are holders of subscription warrants, series B1, B2, B3, B4 issued by the Bank under the Resolution, referred to in para. 1 above. The rights to take up Series N Shares arising from the Warrants may be exercised on the following dates:

   a) rights arising from Series B1 Warrants – in a period from 31 March 2024 to 30 September 2024,

   b) rights arising from Series B2 Warrants – in a period from 31 March 2025 to 30 September 2025,

   c) rights arising from Series B3 Warrants – in a period from 31 March 2026 to 30 September 2026,

   d) the rights arising from Series B4 Warrants – in a period from 31 March 2027 to 30 September 2027.

§ 30

1. The Bank's shares may be redeemed.

2. The method, procedure and terms of redemption of shares is determined each time by the General Meeting.
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.

§ 31

1. Series B registered shares are preference shares.
2. The preference mentioned in para. 1 covers the right to acquire the payment of full nominal amount per share in the case of liquidation of the Bank after creditors' claims have been satisfied, before the payments per ordinary shares, where the payments may be insufficient to cover the nominal value of those shares as a result of the execution of the right of preference.
3. In the case where B series registered shares are converted into bearer shares, the preference mentioned in para. 2 shall expire.

§ 32

1. Additional capital is established from net profit deductions in a financial year and a surplus obtained at issuing shares above their nominal value, remaining after covering the costs of issuance, from additional capital payments made by shareholders in exchange for assigning special rights to their existing shares without increasing the share capital.
2. Reserve capital is established from net profit deductions in a financial year, earmarked for covering the balance sheet loss and other purposes or expenditures .
3. The general risk fund is earmarked for unidentified risk related to banking operations and is established from net profit deductions in the amount resolved by the General Meeting.
4. Special purpose funds may be established from net profit deductions on the basis of resolutions of the General Meeting. The General Meeting, when establishing a special purpose fund, determines its purpose.
5. The General Meeting decides on the use of the supplementary and reserve capitals, and a part of the supplementary capital in the amount of one-third of the share capital may be used only to cover balance sheet losses.
6. The following are allocated to cover the balance sheet loss:
   5) Reserve capital,
   6) Supplementary capital,
   7) General risk fund for unidentified risk of banking activity,
   8) Special purpose funds indicated in para. 4, if they are established.

VI. PROCEDURE OF ISSUANCE OF INTERNAL REGULATIONS

§ 33

1. The internal regulations of the Bank are issued by:
   1) Bank bodies in the form of resolutions,
   2) Members of the Management Board in the form of circular letters or other internal legal acts, and
   3) Persons holding positions specified in the methodology of internal legislation, in the form of circular letters or other internal legal acts.

2. The detailed principles and methods of issuing internal regulations within the Bank and also scope and types of such regulations, are defined in the internal legislative methodology resolution of the Management Board of the Bank.

§ 34

A company social benefit fund is created in the Bank. The principles of creation and utilisation of that fund are specified in separate regulations.

VII. PRINCIPLES OF FUNCTIONING OF THE INTERNAL CONTROL SYSTEM

§ 35

1. The Bank has a system of internal audit which has been adapted to the organisational structure, which includes organisational units and basic organisational sections of the Bank and Bank's subsidiaries.
2. The purpose of the Bank's system of internal control is supporting the decision making processes which contribute to ensuring the following:
   1) effectiveness and efficiency of the Bank's operations,
   2) reliability of financial reporting,
   3) following the principles of risk management in the Bank,
   4) compliance of the Bank's operations with legal provisions, internal regulations and market standards.
3. The following have been separated under the Bank's internal control system:
   1) control function whose responsibilities shall include ensuring the observing of control mechanisms relating in particular to risk management in the Bank, which covers positions, groups of people or organisational units responsible for performance of tasks allocated to such function,
   2) independent compliance unit whose responsibility shall include identification, assessment, control and monitoring the risk of non-compliance of the Bank's operations with the legal provisions, internal regulations and market standards, as well as presenting respective reports,
   3) independent internal audit unit whose responsibilities shall include examining and assessment, in an independent and objective manner, of adequacy and effectiveness of the risk management system and internal control system, excluding the internal audit unit.
4. The Bank has an individual organisational unit executing internal audit, and its task is audit and evaluation, in an independent and objective manner, of the adequacy and efficiency of the internal audit system and providing opinions on the Bank's management system including effectiveness of managing risk concerning the Bank's operations. Detailed principles of the internal audit system are stipulated in the Bank's internal regulations.
5. Operationally, the Managing Director of the Internal Audit Line shall report directly to the President of the Management Board.

VIII. FINANCIAL MANAGEMENT OF THE BANK, PROFIT DISTRIBUTION, ACCOUNTING

§ 36

The financial management of the Bank is conducted on the basis of annual financial plans approved by the Supervisory Board. Detailed principles of financial management of the Bank are determined by the Management Board of the Bank.

§ 37

The balance sheet profit of the Bank, decreased by deductions resulting from tax liabilities and equivalent payments pursuant to appropriate legal regulations, is appropriated for the following:

1) additional capital,
2) reserve capital,
3) general risk fund for unidentified risk related to banking operations,
4) dividend,
5) other purposes,

on the basis of and in the amount determined in the resolution of the General Meeting.

§ 38

The Bank keeps accounting on the basis of regulations in force in that respect.

§ 39

1. The annual financial statements, including the balance sheet, profit and loss account, and other components of the financial statements, as well as the report on the Bank's operations, are drawn up in accordance with rules and within deadlines specified in separate regulations.
2. The financial year shall be the calendar year.

IX. FINAL PROVISIONS

§ 40

1. In the case of liquidation of the Bank and appointment of liquidators, the rights and duties of the Management Board of the Bank shall cease.
2. The General Meeting and the Supervisory Board retain their rights during the entire duration of the liquidation until its conclusion.

§ 41

In all matters not regulated in these Articles of Association, legal regulations in force shall apply."

§ 2

The Resolution shall come into force on the day it has been passed, subject to obtaining the permission of the Polish Financial Supervision Authority to amend the Bank's Articles of Association as set out in Resolution No. 9 and Resolution No. 10 of the Extraordinary General Meeting of the Bank of 15 December 2026.