## CONVENING NOTICE ORDINARY GENERAL MEETING

THE SHAREHOLDERS OF BNP PARIBAS
ARE CONVENED BY THE BOARD OF DIRECTORS
TO THE ORDINARY GENERAL MEETING, TO BE HELD ON:

## FRIDAY, 24 SEPTEMBER 2021

at 10.00 am at the Carrousel du Louvre 99, rue de Rivoli in Paris 1<sup>st (1)</sup>

The main items (in particular the meeting agenda and the procedures for participating) are available on the website: <a href="https://invest.bnpparibas.com">https://invest.bnpparibas.com</a>

#### BNP PARIBAS

Société anonyme with capital of EUR 2,499,597,122 Head Office: 16, boulevard des Italiens 75009 Paris - Trade Register No. 662 042 449 Paris

Protect the environment by using the Internet to participate in our General Meeting

(1) Or in any other place deemed appropriate considering the development of the health situation in France. Depending on the evolution of legal provisions relating to the state of health emergency, it may be decided that the General Meeting be held without the physical presence of shareholders and other persons entitled to attend. Shareholders are invited to regularly look at the section dedicated to the Ordinary General Meeting on the BNP Paribas website "invest.bnpparibas.com".



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This English translation is for the convenience of English-speaking readers. However, only the French text has any legal value. Consequently, the translation may not be relied upon to sustain any legal claim, nor should it be used as the basis of any legal opinion. BNP Paribas expressly disclaims all liability for any inaccuracy herein.

## **AGENDA**

- Report of the Board of directors;
- Distribution of a dividend;
- Authority to complete legal formalities.

# DRAFT **RESOLUTIONS**

#### FIRST RESOLUTION

#### Distribution of a dividend

The General Meeting, in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, having reviewed the Board of directors' report, after appropriation by the General Meeting of 18 May 2021 of the net income for the financial year ended on 31 December 2020 as follows:

(in euros)	
Net income	4,404,217,721.41
Retained earnings	30,503,038,299.14
TOTAL	34,907,256,020.55
Dividend	1,387,276,402.71
Retained earnings	33,519,979,617.84
TOTAL	34,907,256,020.55

resolves, after acknowledging the sums under the item "Retained earnings", to distribute an additional dividend in the amount of EUR 1,937,187,769.55, corresponding to a distribution of EUR 1.55 per ordinary share with a par value of EUR 2, it being specified that full powers are given to the Board of directors to post the portion of the dividend corresponding to the treasury shares held by BNP Paribas to the "Retained earnings" account.

This decision is in line with recommendation ECB/2021/31 of 23 July 2021 of the European Central Bank.

In application of articles 117 quater and 200 A of the French General Tax Code, dividends received as from 1 January 2018 are subject (on a gross basis and except for income-related exemptions) to a deduction at source which is final, except when there is an option to apply the progressive income tax scheme. In this case, the proposed dividend is eligible for the rebate provided for in Article 158 3. 2° of the French General Tax Code and the withholding tax is deductible from the tax due.

The ex-dividend date for the additional dividend will be on 28 September 2021, payable in cash on 30 September 2021 with a record date at close of business on 29 September 2021.

After taking into account this decision of the General Meeting, the net income for the financial year ended 31 December 2020 will therefore have been appropriated in total as follows:

(in euros)	
Net income	4,404,217,721.41
Retained earnings	30,503,038,299.14
TOTAL	34,907,256,020.55
Dividend	3,324,464,172.26
Retained earnings	31,582,791,848.29
TOTAL	34,907,256,020.55

## DRAFT **RESOLUTIONS**

In accordance with article 243 bis, paragraph 1 of the French General Tax Code, the dividends for the last three financial years were as follows:

(in euros)

FINANCIAL YEAR	Par value of the share	Number of shares	Dividend per share	Amount of dividends eligible for the rebate provided by article 158 3. 2° of the French General Tax Code
2017	2.00	1,248,958,360	3.02	3,771,854,247.20
2018	2.00	1,249,072,110	3.02	3,772,197,772.20
2019	2.00	1,249,798,561	-	-

The above breakdown only relates to dividends in the absence of payment of any other category of distributed income referred to in article 243 *bis*, paragraph 1 of the French General Tax Code.

#### SECOND RESOLUTION

#### **Authority to complete legal formalities**

The General Meeting hereby grants full powers to the bearer of an original, extract or copy of the minutes of this Ordinary General Meeting to carry out all legal and administrative formalities and to comply with all filing, disclosure and publication requirements stipulated by current legislation as applicable to the resolutions set out above.

# PARTICIPATING IN OUR **GENERAL MEETING**

Shareholders will have to comply with the health measures applicable at the time of the meeting. These measures will be posted on the Company's website. Shareholders are invited to regularly look at the section dedicated to the Ordinary General Meeting on the BNP Paribas website "invest.bnpparibas.com".

### **VIA** THE INTERNET

BNP Paribas provides all its shareholders, regardless of the number of shares held, with the option to send their voting instructions, request an admission card, appoint or revoke a proxy via internet before the Shareholders' Ordinary General Meeting under the following conditions:

#### **IF YOU HOLD REGISTERED SHARES**

You may vote by internet using the Votaccess system *via* the following website: **https://planetshares.bnpparibas.com**.

If you hold **fully registered shares**, you must login to the Planetshares website with your usual login details.

If you hold **administered registered shares**, you must login to Planetshares using the ID number displayed on the top right-hand side of your voting form. If you no longer have your user name and/or password, you may call **0 800 600 700** Service & appel or from abroad +33 (0)1 40 14 80 37.

After having logged in, you can access Votaccess by clicking on the "Participating in the General Meeting" icon.

You will then be redirected to Votaccess, the online voting website, where you may enter your voting instruction, request an admission card or appoint or revoke a proxy. Furthermore, *via* the same site, you will be able to access the General Meeting documents.

#### **IF YOU HOLD BEARER SHARES**

You must find out whether your custodian uses the Votaccess system and, if applicable, whether this access is subject to special conditions of use.

If your custodian is connected to Votaccess, please identify yourself with your usual login details. You then click on the icon which appears on the line corresponding to your BNP Paribas shares and follow the instructions on the screen to access the Votaccess website. You may enter your voting instruction, request an admission card or appoint or revoke a proxy. Via the same site, you may access the General Meeting documents.



The secure site dedicated to voting prior to the meeting will open from Monday 6 September 2021 on.

You can vote *via* the internet prior to the Meeting until the day before the event, *i.e.* **Thursday 23 September 2021**, at 3.00 pm (Paris time).

Shareholders are nevertheless advised to vote well before this date.



In accordance with article 18 of the BNP Paribas Articles of association, the entire General Meeting will be broadcast live on our website https://invest.bnpparibas.com.

A video of this broadcast will then be permanently available on the same site, throughout the year until the following General Meeting.

### WITH THE PAPER FORM

#### **PARTICIPATION PROCEDURE**

In order to attend this Meeting in person, be represented or vote by post, your BNP Paribas shares just have to be recorded in your name, whether they are registered or bearer shares, **on the second working day before the meeting**, *i.e.* **Wednesday 22 September 2021** at 0.00 am (Paris time).

#### YOU FALL INTO ONE OF THE FOLLOWING CASES:

#### YOU WISH TO ATTEND THE MEETING

#### ■ if you hold BEARER shares:

You must request an admission card which is essential to enter the meeting and vote by:

- ticking the box before "I wish to attend the shareholders' meeting and request an admission card" at the top of the voting form;
- returning this form as soon as possible to the financial intermediary who manages your share account and who will forward your request by drawing up a participation certificate.

#### ■ if you hold REGISTERED shares:

You can:

- request an admission card which will enable you to enter the meeting room more quickly, by returning the voting form in the envelope sent to you, after ticking the box before "I wish to attend the shareholders' meeting and request an admission card";
- or go directly to the entrance desk specially set up for this purpose. Make sure you have proof of identity with you.

#### IF YOU DO NOT WISH TO ATTEND THE MEETING

You just have to:

- fill in and sign the voting form;
- and return it:
  - if you hold bearer shares, to the financial intermediary who manages your share account and who will send the document, along with the participation certificate which he has prepared beforehand,
  - if you hold registered shares, send it to BNP Paribas Securities Services, in the enclosed envelope.

Postal votes will only be taken into account if the forms are duly completed and are received by BNP Paribas Securities Services at least one day before the General Meeting *i.e.* **Thursday 23 September 2021** by 3.00 pm (Paris time) at the latest.

#### REVOKE A PROXY BY POST(\*)

- In accordance with article R.22-10-24 of the French Commercial Code, you can revoke the proxy:
  - if you hold bearer shares, you must send a notice revoking the proxy to the financial intermediary who manages your share-account;
  - if you hold registered shares, you must send a notice revoking the proxy to BNP Paribas Securities Services – CTO Service Assemblées – Grands Moulins de Pantin – 9, rue du Débarcadère – 93761 Pantin Cedex.

#### APPOINT OR REVOKE A PROXY BY ELECTRONIC MAIL(\*)

Please note that you can notify your decision to either appoint or revoke a proxy by electronic mail, in accordance with the provisions of article R.22-10-24 *et seq.* of the French Commercial Code, by following the procedure below:

- you must send an email to the following address paris.bp2s.france.cts.mandats@bnpparibas.com. This email must contain as information: name of the Company concerned, date of the Meeting, your surname, first name, address and full bank details as well as, if applicable, the surname, first name and address of the proxy. You can also send a scanned version of your voting form as an attachment to the email address above;
- in addition, you must ask your financial intermediary managing your share account to send a written confirmation to the Service Assemblées Générales of BNP Paribas Securities Services - CTO Service Assemblées - Grands Moulins de Pantin - 9, rue du Débarcadère - 93761 Pantin Cedex.

<sup>(\*)</sup> In order to be taken into account, your instruction must be received by the Service Assemblées Générales of BNP Paribas Securities Services, by Thursday 23 September 2021 at 3.00 pm (Paris time) at the latest.

# HOW TO **VOTE?**

### HOW TO FILL IN THE PROXY OR THE CORRESPONDENCE VOTING FORM?

#### YOU WISH TO ATTEND THE MEETING IN PERSON:

- Please tick the box before "I wish to attend the shareholders' meeting and request an admission card";
- Please date the document and sign it in box Z at the bottom of this form.

#### A

### You have chosen to give your proxy to the Chairman of the General Meeting:

- Please tick the box before "I hereby give my proxy to the Chairman of the General Meeting";
- Please date the document and sign it in box Z at the bottom of this form.



#### You have chosen to vote by correspondence:

- Please tick the box before "I vote by post":
- Each numbered box represents the draft resolution presented or approved by the Board of directors, and included in the notice of meeting:
  - each empty box represents a YES VOTE,
  - each blackened box represents a NO VOTE or an ABSTENTION;
- Please date the document and sign it in box Z at the bottom of this form.



### This box is to be used to vote for resolutions not approved by the Board of directors.

■ To vote, please blacken the corresponding box.

### YOU CANNOT ATTEND AND YOU WISH TO VOTE BY CORRESPONDENCE OR BY PROXY:

- Choose one of the three options: A or B or C (one choice only);
- Please date the document and sign it in box Z at the bottom of this form.

#### **B**"

### This box is to be used if amendments or new resolutions are proposed during the meeting:

- To vote **NO, DO NOT BLACKEN ANYTHING** in this box;
- For any other choice, please blacken the corresponding hox



## You give your proxy to a person - an individual or a legal entity - you have chosen (your spouse or any other person attending the meeting):

- Please tick the box before "I hereby appoint";
- Please date the document and sign it in box Z at the bottom of this form;
- Please mention in **C** the person individual or legal entity who will be representing you (surname, first name, address).



### Please indicate your surname, first name and address:

- If these data already show, please check them and correct if necessary;
- If the person who signs is not the shareholder, he/she must indicate his/her surname, first name and his/her role (legal agent, guardian, etc.).



This box must show a date and a signature for all shareholders.



THE OWNER OF THE SHARES MUST DATE AND SIGN THIS FORM. IN THE EVENT OF JOINT OWNERSHIP, EACH JOINT OWNER MUST SIGN. IN CASE OF LIFE TENANCY, THE TENANT FOR LIFE MUST DATE AND SIGN.

#### PARTICIPATION FORM TEMPLATE

Important: Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important: Before selecting please refer to instructions on reverse side

Quelle que soit l'option choisie, noircir comme ceci 
a la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this , date and sign at the bottom of the form UP LE DÉSIRE ASSISTER À CETTE ASSEMBLÉE et demande une carte d'admission : dater et signer au bas du formulaire / I WISH TO ATTEND THE SHAREHOLDERS' MEETING and request an admission card : date and sign at the bottom of the form. ASSEMBLÉE GÉNÉRALE ORDINAIRE convoquée pour le vendredi 24 septembre 2021 à 10h au Carrousel du Louvre, 99 rue de Rivoli 75001 PARIS, ou en tout autre lieu estimé opportun CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY BNP PARIBAS au vu de l'évolution de la situation sanitaire en France. S A au Capital de €2 499 597 122 Siège social :16, boulevard des Italiens ORDINARY GENERAL MEETING to be held on Friday September 24, 2021 at 10.00 am at Carrousel du Louvre, 99 rue de Rivoli in Paris 1<sup>st</sup>, or in any other place deemed appropriate considering the development of the health situation in France. 75009 PARIS R.C.S PARIS 662 042 449 В A Sur les projets de résolutions non agréés, je vote en noirclissant la case correspondant à mon choix. On the draft resolutions not approved, it cast my vote the box of my ☐ JE DONNE POUVOIR A : ct. au verso (4)

Pour me représenter à l'Assemblée

I HEREBY APPOINT : See reverse (4)

To représent me at the above mentione

M., Mrne ou Mile, Raison Sociale / Mr, Mrs or Miss, Corporate Name ☐ JE VOTE PAR CORRESPONDANCE / I VOTE BY POST ☐ JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE Je vote OUI à tous les projets de résolutions présentés ou agréés par le Conseil d'Adn ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant con l'une des cases "Non" ou "Abstention", I vote YES all the draft resolutions approved by of Directors. EXCEPT those indicated by a shaded box. like this e., for which I vote No o I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL 9 10 8 B . . . lon / No 🗆 Abs. 🗆 ATTENTION : Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque 18 20 CAUTION: As for bearer shares, the present instructions will be valid only if they are directly returned to your bank. 15 17 19 C Oui / Yes 🗆 0000 Nom, prénom, adresse de l'actionnaire (se modification de ces récembles doient être divendes à l'établissement concerné de l'action de l'actionnaire de l'actionnaire (et au l'actionnaire, d'actionnaire, d'actionnaire de l'actionnaire de l'acti Non / No 🗆 Abs. 27 28 29 30 Out / Yes 
Non / No F 0 0 0 G Oui / Yes 🗆 Non / 35 37 39 40 TO 0 0 B' Non / No 🗆 Abs. 🗆 43 44 45 46 47 48 **B**" Si des amendements ou des résolutions nouvelles étaient présentés en assemblée, je vote NON sauf si je signale un autre choix e Z in case amendments or new resolutions are proposed during the meeting, I vote NO unless I indicate another choice by shading the corresponding box. - Je donne pouvoir au Président de l'assemblée générals. I appoint the Chairman of the general meeting ....... Je donne procumtion (cf. au verso renvoi (4)) à M., Mme ou Mile, Raison Sociale Lappoint (see reverse (4)) Mr. Mrs or Miss, Corporate Name to vote on my behal  $\Box$ Pour être prise en consideration, toute formale doit parveira au juiss land :

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sur 1" convocation / on 1st notification
à la banque / to the bank 25/09/2014 s 15h, heure de Peris / on Deptember 23, 2014 st 3pn, Peris time
à la société / to the company -Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouveir au président / pouveir à mandataire), cella wast automatiquement pouveir au Président de l'assentiales générale - If the form is returned dated and signed but no choice in checked platiniation card / poutal vote / pouve of attorney to the President / pouve of attorney to a representative), this automatiquement pouveir au président de l'assentiales générale - If the Connet Mineritary

# PRESENTATION OF THE RESOLUTIONS

The 2020 Universal Registration Document has been filed with the French Financial Markets Authority (Autorité des Marchés Financiers – AMF) on 2 March 2021. It is available on https://invest.bnpparibas.com/. It will also be available during registration at the Meeting. This notice of meeting has also been posted online.

#### THE BOARD PROPOSES THE ADOPTION OF TWO RESOLUTIONS

#### FIRST RESOLUTION

The first resolution proposes the payment of an additional dividend on the 2020 net income.

In accordance with the Group's distribution policy, the pay-out ratio objective is 50% of 2020 net income.

The General Meeting of 18 May 2021 resolved to pay (effective 26 May 2021) a dividend per share of EUR 1.11 in cash corresponding to a dividend payout of 21% of the BNP Paribas Group's consolidated net income, the maximum resulting from the European Central Bank recommendation on 15 December 2020 on dividend distribution policies during the Covid-19 pandemic (ECB/2020/62).

After the European Central Bank decided on 23 July 2021 to revoke its restriction recommendation, the Board of directors proposes to you at this General Meeting to pay an additional dividend of EUR 1.55 per share payable in cash, corresponding to a payout ratio of 29% of the 2020 net income.

The ex-dividend date for the additional dividend would be on 28 September 2021, payable in cash on 30 September 2021 with a record date at close of business on 29 September 2021.

#### SECOND RESOLUTION

It is a standard resolution for the issuance of the powers necessary for completing the publications and legal formalities of this Meeting.

# BNP PARIBAS SA FIVE-YEAR FINANCIAL SUMMARY

## (PARENT COMPANY FINANCIAL STATEMENTS)

	2016	2017	2018	2019	2020
Share capital at year-end					
a) Share capital (in euros)	2,494,005,306	2,497,718,772	2,499,597,122	2,499,597,122	2,499,597,122
b) Number of shares in issue	1,247,002,653	1,248,859,386	1,249,798,561	1,249,798,561	1,249,798,561
c) Number of convertible bonds in issue	None	None	None	None	None
Results of operations for the year (in millions of euros)					
a) Total revenues, excluding VAT	32,458	27,707	33,333	40,100	32,108
b) Earnings before taxes, depreciation, amortisation and impairment	10,153	3,003	4,631	7,611	7,159
c) Income tax expense	(278)	345	557	(325)	(653)
d) Earnings after taxes, depreciation, amortisation and impairment	9,266	3,157	5,027	7,490	4,404
e) Total dividend payout <sup>(1)</sup>	3,367	3,772	3,774	0	1,387(1)
Earnings per share (in euros)					
a) Earnings after taxes, but before depreciation, amortisation and impairment	7.92	2.68	4.15	5.83	5.21
b) Earnings after taxes, depreciation, amortisation and impairment	7.43	2.53	4.02	5.99	3.52
c) Dividend per share <sup>(1)</sup>	2.70	3.02	3.02	0	1.11(1)
Employee data					
a) Number of employees at year-end	51,498	53,078	54,299	53,880	52,590
b) Total payroll expense (in millions of euros)	4,263	4,441	4,208	4,797	4,721
c) Total social security and employee benefit charges paid (in millions of euros)	1,599	1,577	1,604	1,535	1,485

<sup>(1)</sup> For 2020, as approved at the Annual General Meeting of 18 May 2021.

#### **BNP Paribas Group consolidated results**

6 W 6 3	2017	2018	2019	2020
(In millions of euros)	2017	2016	2019	
Revenues	43,161	42,516	44,597	44,275
Operating expenses	(29,944)	(30,583)	(31,337)	(30,194)
Gross Operating income	13,217	11,933	13,260	14,081
Cost of risk	(2,907)	(2,764)	(3,203)	(5,717)
Operating income	10,310	9,169	10,057	8,364
Non operating items	1,000	1,039	1,337	1,458
PRE-TAX INCOME	11,310	10,208	11,394	9,822
NET INCOME GROUP SHARE	7,759	7,526	8,173	7,067

# PRACTICAL INFORMATION

#### FOR SHAREHOLDERS ATTENDING THE MEETING

## ON 24 SEPTEMBER 2021, THE MEETING WILL BEGIN AT 10.00 AM PRECISELY. SHAREHOLDERS WILL BE WELCOME FROM 8.30 AM.

Due to security measures at the entrance of the reception area, we kindly ask shareholders to arrive early enough to sign the attendance list and show proof of identity.

Shareholders are prompted to use Votaccess if their custodian is connected to this system. The request for an admission card and its printing only takes a few minutes.

Shareholders will have to comply with the health measures applicable at the time of the meeting. These measures will be posted on the Company's website. Shareholders are invited to regularly look at the section dedicated to the Ordinary General Meeting on the BNP Paribas website "invest.bnpparibas.com".

#### YOU ARE ADVISED TO:

- 1. have your admission card and proof of identity, in order to sign the attendance list;
- 2. make sure you have been given an electronic voting box with the instructions for use before you enter the meeting room (it should have been given to you when signing the attendance list);
- 3. comply with the voting procedures that you will receive during the meeting.

To allow for a proper calculation of the votes and quorum, shareholders are reminded that attendance sheets will not be available from 10.15 am.

# HOLDERS OF REGISTERED SHARES: OPT FOR ELECTRONIC CONVENING

By choosing to be notified of the General Meeting by email every year, you will be supporting our sustainable development approach. The email message will provide you with all the necessary information and access to the voting site before the meeting.

As a holder of registered shares, you may subscribe to this service online by logging onto the site https://planetshares.bnpparibas.com.

Go to the menu "My personal information/My subscriptions", subscribe to this service and register your email address.

You are holders of **fully registered shares**: log in using the User ID and password already provided to you and that you generally use to check your account on the Planetshares site.

You are holders of **administered registered shares**: your ID is displayed on the top right of your voting form. If you do not have your password, ask for it to be sent to you on the Planetshares site by clicking the link "First log-in" or the "Forgot password" link. You can also contact the 0 800 600 700 Forest appeal | support line or from abroad on +33 (0)1 40 14 80 37.

If you wish to return to receiving your convening notice by post, all you have to do is send us an email or log into Planetshares using the same procedure as when you registered.

## REQUEST FOR **DOCUMENTS AND INFORMATION**

#### FORM TO BE SENT TO:

**BNP PARIBAS SECURITIES SERVICES CTO - SERVICES ASSEMBLÉES GRANDS MOULINS DE PANTIN** 93761 PANTIN CEDEX

#### **ORDINARY GENERAL MEETING ON FRIDAY 24 SEPTEMBER 2021**

	The undersigned
	Surname and first name:
	Address:
	Zip Code: City:
	Holding:
	<ul> <li>registered shares,</li> <li>bearer shares in the books of<sup>(1)</sup>:</li> </ul>
	bearer strates in the books of
	kindly asks BNP Paribas to send documents and information as stated in article R.225-83 and article R.225-88 of the French Commercial Code, in view of the Ordinary General Meeting of 24 September 2021.
	(1) Name and address of the custodian in charge of your shares.
la.	
In:	
Date2021	
Signature	

PLEASE NOTE: As per paragraph 3 of article R.225-88 of the French Commercial Code, the holders of registered shares may obtain these documents from the bank for each further General Meeting.



## **NOTES**



