

Information

The Combined General Meeting will be held on Tuesday, May 19, 2020 at 10 a.m., at 3, Rue d'Antin, 75002 Paris, or in any other place in Paris that the Board of Directors would deem appropriate considering the development of the health situation in France.

Within the framework of Ordinance n° 2020-321 of March 25, 2020, adapting, because of the covid-19 pandemic, the rules of meeting and deliberation of assemblies and governing bodies of legal entities, and with the constant concern of ensuring, as well as possible, the security and protection of all stakeholders (including those of investors) at the General Meeting, this meeting will be held without the physical presence of the shareholders.

Under these conditions and in accordance with the above-mentioned Ordinance, you must, to exercise your rights:

- prioritise the use of the Internet to complete the participating formalities,
 - vote before the meeting on the resolutions proposed to you, thanks to:
 - the vote by correspondance,
 - the appointment of a proxy who will vote "pre-General Assembly" (the latter having then the possibility of communicating his voting instructions to the following address: paris.bp2s.france.cts.mandats@bnpparibas.com),
 - the proxy given to the Chairman of the General Meeting,
- the sole and only options now available due to the circumstances and imperatives mentioned above.

You can also ask questions in writing. These questions should:

- be sent by registered letter with acknowledgment of receipt, to the following address : Service Relations Actionnaires - ACI : CAA01B1 - 3, rue d'Antin - 75002 - Paris (France) or by email to the following address: "relations.actionnaires@bnpparibas.com",
 - at the latest the fourth business day preceding the date of the Annual General Meeting;
- mandatorily go along with a certificate of shareholding of your BNP Paribas shares in order to be duly taken into consideration.

As in previous years, the meeting will be broadcast live on the Internet at the address <http://invest.bnpparibas.com>.

Shareholders are invited to regularly look at the section dedicated to the 2020 General Meeting on the BNP Paribas website "invest.bnpparibas.com".

Finally, in line with recommendation ECB/2020/19 of the European Central Bank of March 27, 2020 relating to dividend distribution policies during COVID-19 pandemic, the draft resolution n°3 in the Convening Notice, already printed in tens of thousands of copies before this date, has been modified as herebelow: the shareholders will therefore find the modified text of this resolution, as well as the related "explanatory memorandum".

All other draft resolutions remain unchanged.

Text of the amended 3rd resolution

Third resolution (*Appropriation of net income for the year ended 31 December 2019*)

In consideration of the exceptional circumstances linked to the COVID-19 pandemic, the Annual General Meeting, in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, appropriates the net income of the BNP Paribas SA parent company financial statements as follows:

(in euros)

Net income for the financial year	7,490,411,514.10
Retained earnings	30,506,196,696.54
Total	37,996,608,210.64
Retained earnings	30,506,196,696.54
Other reserves	7,490,411,514.10
Total	37,996,608,210.64

This decision to suspend the payment of the dividend initially proposed in the amount of 3,874,375,539.10 euros is in line with recommendation ECB/2020/19 of the European Central Bank of March 27, 2020 relating to dividend distribution policies during COVID-19 pandemic.

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 allowance provided by article 158 3. 2° of the French General Tax Code
2016	2.00	1,247,618,791	2.70	3,368,570,735.70
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

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.

Presentation of the 3rd amended resolution

THIRD RÉSOLUTION

The third resolution proposes the allocation of the Company's 2019 income.

BNP Paribas SA posted net income of EUR 7,490.41 million, along with retained earnings carried forward of EUR 30,506.20 million, thus taking the total amount to be appropriated to EUR 37,996.61 million.

In consideration of the exceptional circumstances linked to the COVID-19 pandemic, the BNP Paribas Board of Directors has decided to suspend the payment of the dividend initially planned in the amount of € 3,874.38 million and consequently to propose to shareholders to allocate € 30,506.20 million to the retained earnings and € 7,490.41 million in other reserves. To achieve that goal, the Board of Directors has decided to replace the draft third resolution as stated in the notice of meeting published in the BALO on March 2, 2020, by that appearing in BALO on April 10, 2020 with the removal of the provisions pursuant to the payment of the dividend.

This decision is in line with recommendation ECB/2020/19 of the European Central Bank of March 27, 2020 relating to dividend distribution policies during COVID-19 pandemic.

Moreover, in the aforementioned recommendation, the ECB indicated that "it will continue to assess the economic situation and determine whether it is appropriate to continue to suspend dividends after October 1, 2020".

In this context and subject to the above, the Board of Directors may, after October 1, 2020, convene a General Meeting in order to proceed with an exceptional distribution for the benefit of its shareholders, replacing the dividend.