

BNP Paribas Fortis

Naamloze Vennootschap
(*public company limited by shares*) in Brussels,
Warandeberg 3.

Brussels Business Register
Company number: 0403.199.702

Incorporated under the name of "Banque de la Société Générale de Belgique" by deed dated 5 December 1934, published in the Annexes to the Belgian Official Gazette on 14 December 1934 (Compendium of Deeds and Documents relating to Trading Companies, record No 15.109).

Extended by deed dated 19 May 1964, published in the Annexes to the Belgian Official Gazette on 4 June 1964, record No 16.410.

Memorandum and Articles of Association amended by deeds dated:

- 21 April 1936 (Annexes to the Belgian Official Gazette of 27/28 April 1936, No 6139)
- 2 April 1940 (Annexes to the Belgian Official Gazette of 15/16 April 1940, No 4177)
- 22 April 1952 (Annexes to the Belgian Official Gazette of 16 May 1952, No 10375)
- 28 April 1953 (Annexes to the Belgian Official Gazette of 15/16 May 1953, No 10498)
- 27 April 1954 (Annexes to the Belgian Official Gazette of 2/3/4 May 1954, No 9818)
- 5 April 1955 (Annexes to the Belgian Official Gazette of 28 April 1955, No 9176)
- 23 April 1957 (Annexes to the Belgian Official Gazette of 28 April 1957, No 9637)
- 22 April 1958 (Annexes to the Belgian Official Gazette of 5/6 May 1958, No 10566)
- 28 April 1959 (Annexes to the Belgian Official Gazette of 8/9 May 1959, No 11287)
- 25 April 1961 (Annexes to the Belgian Official Gazette of 1 May 1961, No 10648)
- 24 April 1962 (Annexes to the Belgian Official Gazette of 16 May 1962, No 12104)
- 28 May 1963 (Annexes to the Belgian Official Gazette of 8 June 1963, Nos 16164 and 16502bis)
- 19 May 1964 (Annexes to the Belgian Official Gazette of 4 June 1964, No 16410)
- 28 July 1964 (Annexes to the Belgian Official Gazette of 14 August 1964, No 26815)
- 30 November 1965 (Annexes to the Belgian Official Gazette of 8 December 1965, No 34533)
- 24 June 1969 (Annexes to the Belgian Official Gazette of 19 July 1969, No 2058-1)
- 29 March 1974 (Annexes to the Belgian Official Gazette of 25 April 1974, No 1289-1)
- 13 June 1974 (Annexes to the Belgian Official Gazette of 11 July 1974, No 2828-1)
- 17 July 1974 (Annexes to the Belgian Official Gazette of 2 August 1974, No 3333-1)
- 12 August 1975 (Annexes to the Belgian Official Gazette of 28 August 1975, No 3322-1)
- 3 September 1975 (Annexes to the Belgian Official Gazette of 2 October 1975, No 3545-4)
- 30 September 1975 (Annexes to the Belgian Official Gazette of 25 October 1975, No 3779-15)
- 28 October 1975 (Annexes to the Belgian Official Gazette of 13 November 1975, No 3921-9)
- 4 December 1978 (Annexes to the Belgian Official Gazette of 28 December 1978, No 2570-10)
- 29 December 1978 (Annexes to the Belgian Official Gazette of 24 January 1979, No 122-24)
- 2 February 1979 (Annexes to the Belgian Official Gazette of 24 February 1979, No 351-18)
- 5 March 1979 (Annexes to the Belgian Official Gazette of 28 March 1979, No 511-21)
- 28 March 1979 (Annexes to the Belgian Official Gazette of 26 April 1979, No 688-22)
- 24 April 1979 (Annexes to the Belgian Official Gazette of 11 May 1979, No 834-3)
- 24 April 1979 (Annexes to the Belgian Official Gazette of 11 May 1979, No 834-6)

- 5 November 1979 (Annexes to the Belgian Official Gazette of 22 November 1979, No 1909-10)
- 27 April 1982 (Annexes to the Belgian Official Gazette of 20 May 1982, No 1014-6)
- 27 April 1982 (Annexes to the Belgian Official Gazette of 20 May 1982, No 1014-9)
- 25 May 1982 (Annexes to the Belgian Official Gazette of 19 June 1982, No 1195-17)
- 27 May 1982 (Annexes to the Belgian Official Gazette of 19 June 1982, No 1195-21)
- 18 June 1982 (Annexes to the Belgian Official Gazette of 13 July 1982, No 1392-4)
- 29 June 1982 (Annexes to the Belgian Official Gazette of 21 July 1982, No 1505-23)
- 5 August 1982 (Annexes to the Belgian Official Gazette of 24 August 1982, No 1717-33)
- 26 April 1983 (Annexes to the Belgian Official Gazette of 20 May 1983, No 1348-8)
- 2 June 1983 (Annexes to the Belgian Official Gazette of 24 June 1983, No 1627-21)
- 24 June 1983 (Annexes to the Belgian Official Gazette of 21 July 1983, No 1905-20)
- 29 July 1983 (Annexes to the Belgian Official Gazette of 18 August 1983, No 2132-13)
- 30 August 1983 (Annexes to the Belgian Official Gazette of 17 September 1983, No 2297-07)
- 27 September 1983 (Annexes to the Belgian Official Gazette of 21 October 1983, No 2520-20)
- 27 October 1983 (Annexes to the Belgian Official Gazette of 19 November 1983, No 2774-12)
- 25 November 1983 (Annexes to the Belgian Official Gazette of 17 December 1983, No 3038-14)
- 28 December 1983 (Annexes to the Belgian Official Gazette of 24 January 1984, No 669-19)
- 25 May 1984 (Annexes to the Belgian Official Gazette of 23 June 1984, No 2048-25)
- 3 August 1984 (Annexes to the Belgian Official Gazette of 25 August 1984, No 2597-3)
- 27 March 1985 (Annexes to the Belgian Official Gazette of 26 April 1985, No 850426-79)
- 5 April 1985 (Annexes to the Belgian Official Gazette of 3 May 1985, No 850503-24)
- 23 April 1985 (Annexes to the Belgian Official Gazette of 18 May 1985, No 850518-159)
- 23 May 1985 (Annexes to the Belgian Official Gazette of 20 June 1985, No 850620-188)
- 29 May 1985 (Annexes to the Belgian Official Gazette of 25 June 1985, No 850625-181)
- 20 June 1985 (Annexes to the Belgian Official Gazette of 17 July 1985, No 850717-334)
- 3 September 1985 (Annexes to the Belgian Official Gazette of 26 September 1985, No 850926-153)
- 7 November 1985 (Annexes to the Belgian Official Gazette of 29 November 1985, No 851129-81)
- 5 December 1985 (Annexes to the Belgian Official Gazette of 1 January 1986, No 860101-350)
- 27 December 1985 (Annexes to the Belgian Official Gazette of 28 January 1986, No 860128-34)
- 28 January 1986 (Annexes to the Belgian Official Gazette of 21 February 1986, No 860221-69)
- 28 February 1986 (Annexes to the Belgian Official Gazette of 26 March 1986, No 860326-325)
- 28 March 1986 (Annexes to the Belgian Official Gazette of 24 April 1986, No 860424-321)
- 22 April 1986 (Annexes to the Belgian Official Gazette of 22 May 1986, No 860522-195)
- 14 May 1986 (Annexes to the Belgian Official Gazette of 11 June 1986, No 860611-565)
- 9 June 1986 (Annexes to the Belgian Official Gazette of 5 July 1986, No 860705-96)

- 9 June 1986 (Annexes to the Belgian Official Gazette of 5 July 1986, No 860705-98)
- 1 July 1986 (Annexes to the Belgian Official Gazette of 19 July 1986, No 860719-816)
- 28 August 1986 (Annexes to the Belgian Official Gazette of 24 September 1986, No 860924-206)
- 30 October 1986 (Annexes to the Belgian Official Gazette of 28 November 1983, No 861 128-152)
- 30 December 1986 (Annexes to the Belgian Official Gazette of 24 January 1987, No 870124-139)
- 28 January 1987 (Annexes to the Belgian Official Gazette of 21 February 1987, No 860221-101)
- 27 February 1987 (Annexes to the Belgian Official Gazette of 27 March 1987, No 870327-410)
- 27 March 1987 (Annexes to the Belgian Official Gazette of 22 April 1987, No 870422-347)
- 30 April 1987 (Annexes to the Belgian Official Gazette of 27 May 1987, No 870527-159)
- 26 May 1987 (Annexes to the Belgian Official Gazette of 19 June 1987, No 870619-506)
- 25 August 1987 (Annexes to the Belgian Official Gazette of 18 September 1987, No 870918-97)
- 28 December 1987 (Annexes to the Belgian Official Gazette of 22 January 1988, No 880122-193)
- 28 December 1987 (Annexes to the Belgian Official Gazette of 22 January 1988, No 880122-191)
- 5 February 1988 (Annexes to the Belgian Official Gazette of 2 March 1988, No 880302-127)
- 12 February 1988 (Annexes to the Belgian Official Gazette of 3 March 1988, No 880303-80)
- 22 March 1988 (Annexes to the Belgian Official Gazette of 16 April 1988, No 8804 16-77)
- 23 March 1988 (Annexes to the Belgian Official Gazette of 20 April 1988, No 880420-181)
- 29 April 1988 (Annexes to the Belgian Official Gazette of 25 May 1988, No 880525-107)
- 31 May 1988 (Annexes to the Belgian Official Gazette of 22 June 1988, No 880622-196)
- 8 July 1988 (Annexes to the Belgian Official Gazette of 3 August 1988, No 880803-199)
- 4 October 1988 (Annexes to the Belgian Official Gazette of 27 October 1988, No 881027-129)
- 26 October 1988 (Annexes to the Belgian Official Gazette of 22 November 1988, No 881122-190)
- 30 November 1988 (Annexes to the Belgian Official Gazette of 24 December 1988, No 881224-497)
- 28 December 1988 (Annexes to the Belgian Official Gazette of 27 January 1989, No 890127-89)
- 28 December 1988 (Annexes to the Belgian Official Gazette of 27 January 1989, No 890127-87)
- 3 February 1989 (Annexes to the Belgian Official Gazette of 24 February 1989, No 890224-27)
- 23 February 1989 (Annexes to the Belgian Official Gazette of 17 March 1987, No 890317-213)
- 21 March 1989 (Annexes to the Belgian Official Gazette of 20 April 1989, No 890420-19)
- 24 March 1989 (Annexes to the Belgian Official Gazette of 25 April 1989, No 890425-14)
- 12 April 1989 (Annexes to the Belgian Official Gazette of 9 May 1989, No 890509-389)
- 24 April 1989 (Annexes to the Belgian Official Gazette of 25 May 1989, No 890525-180)
- 12 May 1989 (Annexes to the Belgian Official Gazette of 8 June 1989, No 890608-34)

- 25 May 1989 (Annexes to the Belgian Official Gazette of 22 June 1989, No 890622-143)
- 25 May 1989 (Annexes to the Belgian Official Gazette of 22 June 1989, No 890622-167)
- 1 August 1989 (Annexes to the Belgian Official Gazette of 31 August 1989, No 890831-37)
- 29 September 1989 (Annexes to the Belgian Official Gazette of 25 October 1989, No 891025-30)
- 10 November 1989 (Annexes to the Belgian Official Gazette of 5 December 1989, No 891205-83)
- 24 April 1990 (Annexes to the Belgian Official Gazette of 23 May 1990, No 900523-228)
- 24 December 1990 (Annexes to the Belgian Official Gazette of 18 January 1991, No 910118-184)
- 23 December 1991 (Annexes to the Belgian Official Gazette of 14 January 1992, No 920114-297)
- 28 April 1992 (Annexes to the Belgian Official Gazette of 22 May 1992, No 920522-299)
- 30 December 1992 (Annexes to the Belgian Official Gazette of 26 January 1993, No 930126-147)
- 28 December 1993 (Annexes to the Belgian Official Gazette of 25 January 1994, No 920125-127)
- 27 May 1994 (Annexes to the Belgian Official Gazette of 22 June 1994, No 940622-321)
- 18 October 1994 (Annexes to the Belgian Official Gazette of 11 November 1994, No 941111-382)
- 28 December 1994 (Annexes to the Belgian Official Gazette of 21 January 1995, No 950121-561)
- 28 December 1995 (Annexes to the Belgian Official Gazette of 20 January 1996, No 960120-601)
- 10 October 1996 (Annexes to the Belgian Official Gazette of 7 November 1996, No 961107-115)
- 25 October 1996 (Annexes to the Belgian Official Gazette of 22 November 1996, No 961122-38)
- 27 December 1996 (Annexes to the Belgian Official Gazette of 23 January 1997, No 970123-347)
- 24 April 1997 (Annexes to the Belgian Official Gazette of 17 May 1997, No 970517-277)
- 30 December 1997 (Annexes to the Belgian Official Gazette of 23 January 1998, No 980123-47)
- 6 June and 15 June 1998 (Annexes to the Belgian Official Gazette of 1 July 1998, No 980701-553)
- 23 November 1998 (Annexes to the Belgian Official Gazette of 19 December 1998, No 981219-18)
- 23 June 1999 (Annexes to the Belgian Official Gazette of 21 July 1986, No 990721-4)
- 25 May 2000 (Annexes to the Belgian Official Gazette of 17 June 2000, No 20000617-578)
- 23 November 2001 (Annexes to the Belgian Official Gazette of 20 December 2001, No 20011220-107)
- 28 April 2005 (Annexes to the Belgian Official Gazette of 23 May 2005, No 05071774)
- 26 April 2007 (Annexes to the Belgian Official Gazette of 16 May 2007, No 07070725)
- 14 December 2007 (Annexes to the Belgian Official Gazette of 7 January 2008, No 08003520)
- 19 December 2007 (Annexes to the Belgian Official Gazette of 14 January 2008, No 08008043)

- 24 April 2008 (Annexes to the Belgian Official Gazette of 20 May 2008, No 08073568)
- 29 September 2008 (Annexes to the Belgian Official Gazette of 16 October 2008, No 08163709, and of 5 November 2008, No 08174514).
- 10 December 2009 (Annexes to the Belgian Official Gazette of 5 January 2010, No 10000994)
- 19 April 2012 (Annexes to the Belgian Official Gazette of 16 May 2012, No 12089996)
- 11 December 2012 (Annexes to the Belgian Official Gazette of 8 January 2013, No 13004390).
- 21 April 2016 (Annexes to the Belgian Official Journal of 13 May 2016, with numbers 16065959 and 16065960)
- 8 December 2016 (Annexes to the Belgian Official Journal of 24 January 2017, with numbers 16065959 and 16065960)
- 20 April 2017 (Annexes to the Belgian Official Journal of 15 May 2017, with numbers 17068667 and 17068668).
- 18 December 2019 (amendment to the memorandum and articles of association) - Annexes to the Belgian Official Journal of 5 February 2020, with numbers 20020094 and 20020095.
- 22 April 2021.

COORDINATED MEMORANDUM AND ARTICLES OF ASSOCIATION

(22 April 2021)

CHAPTER ONE

Name - Registered Office - Object - Duration

Article 1. - A public company limited by shares was incorporated on 5 December 1934 to carry out banking business. The Company's name is currently **BNP Paribas Fortis**. Any and all documents issued by the company under any previous registered or commercial names or abbreviated names, even after publication of the name change, shall be read as being issued by the company under its current registered name. The name of the company shall be identical in Dutch, French, English and German.

It is an entity of public interest.

The Company may carry out its business under the following names: the Company name, the trade names “BNP Paribas”, “Fintro” and “Hello bank!”, as well as “Fortis Bank” in Dutch and German and “Fortis Banque” in French, “Generale Bank” or “G-Bank” in Dutch and “Générale de Banque” or “G-Banque” in French, the names “ASLK” or “ASLK-Bank” in Dutch, “CGER” or “CGER-Banque” in French, and “ASRK” or “ASRK-Bank” in German, the names “Krediet aan de Nijverheid” in Dutch, “Crédit à l'Industrie” in French, and “Kreditanstalt für die Industrie” in German, and the name “Fortis MeesPierson”.

The Company may, subject to a resolution by the Board of Directors, carry out business under one or more names other than those specified in this article.

Article 2. - The Registered Office is located at Warandeberg 3, 1000 Brussels. It may be transferred to any other location subject to a resolution to this effect being adopted by the Board of Directors.

The Company may establish regional offices, subsidiary offices and agencies both in Belgium and abroad.

Article 3. - The Corporate purpose is to undertake all and any business consistent with the status of credit institutions. It may also carry out any other operations or transactions directly or indirectly connected with its objects or conducive to their attainment.

The Company may essentially hold interests in partnerships and companies within the limits laid down by the law relating to credit institutions.

Article 4. - The Company started operating on 1 January 1935. The duration of the Company is indefinite. The Company may be dissolved by resolution of the General Meeting in accordance with the provisions for amending the Memorandum and Articles of Association.

CHAPTER II.

Company's capital - Shares – Debentures – Profit-sharing Certificates

Article 5. - § 1. The subscribed and fully paid up shared capital amounts to ten billion, nine hundred and sixty-four million, seven hundred and sixty-seven thousand, six hundred and thirty-four Euros and forty cents (**10,964,767,634.40 EUR**). It is represented by five hundred and sixty-five million one hundred and ninety-four thousand, two hundred and eight (**565,194,208**) no-par-value voting shares.

§ 2. Partly paid up shares and shares fully paid up in advance shall be in registered form. Fully paid up shares shall be in registered or bearer form or in dematerialised form. At the request and cost of the Shareholders, the shares may be, in registered or dematerialised form, in accordance with the legal stipulations.

§ 3. The Board of Directors may decide upon the splitting of shares into fractions. In this instance, the rights attached to shares shall be exercised per fraction.

Article 6. - The Board of Directors shall be authorised to increase the capital in one or more instalments by a maximum amount of ten billion nine hundred and sixty-four million seven hundred and sixty-seven thousand six hundred and thirty-four Euros and forty cent (EUR 10,964,767,634.40 EUR).

Within these limits, the Board of Directors may decide to increase the capital by cash or non-cash contributions or by incorporations of available or non-available reserves with or without issuance of new shares.

In the event of an increase in capital being made by means of contributions in cash or in kind, and when the issue price of shares includes an share premium, the amount of this premium shall be allocated to a so-called non-available "share premium" reserve, which, on an equal basis with other contributions of assets, shall constitute a guarantee in favour of third parties and, subject to its capitalisation by the Board of Directors as provided for above, may only be reduced or abolished by a resolution of the Extraordinary General Meeting held in accordance with the provisions of Section 7:208 of the Belgian Companies and Associations Code.

This authorisation shall be conferred on the Board of Directors for a period of five years with effect from the publication of the present amendments to the Memorandum and Articles of Association adopted by the General Meeting of Shareholders on twenty two April two thousand and twenty one. It may be renewed on one or more occasions in accordance with the provisions of the Belgian Companies and Associations Code.

Article 7. - In the event of an increase in capital, the shares to be issued for cash shall be offered on a pre-emptive basis to the holders of shares existing at the time of the issuance, in proportion to their holdings. Pre-emption rights shall be exercised within the period and on the conditions determined by the General Meeting or the Board of Directors as the case may be.

However, subject to the conditions for a quorum and majority laid down for amending the Memorandum and Articles of Association, the General Meeting may decide in the Company's interest that all or part of the new shares to be issued for cash shall not be offered on a pre-emptive basis to the existing shareholders.

When deciding to increase the capital within the limits laid down in Article 6, the Board of Directors is authorised, in the Company's interest, to limit or waive shareholders' pre-emptive rights, including in favour of one or more specific persons even though they may not be staff members of the company or one of its subsidiaries.

The Board of Directors shall in all circumstances be entitled to enter into any agreements, at such terms and conditions as they deem fit, to ensure the subscription of all or part of the new shares to be issued.

Article 8. - Any instalments payable on shares not fully paid up on application shall be paid at such time and place as defined by the Board of Directors.

Any shareholder who has not paid an instalment within a fortnight of notification sent to him by registered mail shall be liable to pay to the Company interests at the statutory rate as from the day on which the instalment was due and payable.

Furthermore, if no effect has been given to a second notification within one month, the Board of Directors is entitled to pronounce the forfeiture of the shareholder and to have sold its shares at a value determined by an independent expert, without prejudice to the right to claim from the shareholder the outstanding balance and any interest or damages.

All payment called shall be applied to the paying up of all the shares held by the shareholder.

Article 9. - The Board of Directors may authorise shareholders to pay up their shares in advance; in this event it shall determine the conditions on which payments in advance shall be allowed.

Article 10. – Any transfer of registered share, which is not fully paid up, may not take place, except by virtue of a special authorisation, specific to each transfer, granted by the Board of Directors in favour of a transferee approved by the latter.

Transferring operations of registered shares or conversion of shares in one or another forms specified in Article 5, § 2, shall be suspended for ten business days prior to the date of the General Meeting of Shareholders and on the day of the Meeting.

Article 11. - The Company shall only recognise one holder for each share or fraction with respect to the exercise of the rights conferred on shareholders.

In the event of shares are owned by several persons or encumbered with any usufruct or pledge, the Company shall be entitled to suspend the exercise of the attached rights until such time as one single person has been appointed to act as holder of these rights in relation to the Company.

Article 12. - Subject to the limits laid down in Article 6 and at all times in pursuance of Section 7:22 of the Belgian Companies and Associations Code, the Board of Directors is authorised to issue any kind of titles (including, but not limited to convertible debentures, profit participation certificates, certificates or subscription rights) provided that they have not been prohibited pursuant to the Belgian Companies and Associations Code.

When making such issuances, the Board may, in the Company's interest, limit or waive all or part of the existing shareholders' pre-emption rights.

CHAPTER III

Board of Directors - Executive Board – Supervision

Article 13. - The Company shall be managed by a Board of Directors made up of not less than five and not more than thirty-five Directors, who may or may not be shareholders, appointed for a period not exceeding six years.

The outgoing Directors shall remain in office until the end of the Annual General Meeting.

On the proposal of the Board of Directors, the General Meeting may confer the title of Honorary Director on former Directors.

The Chairman of the Board of Directors is free, when he deems appropriate, to invite the Honorary Directors to attend meetings of the Board of Directors.

Article 14. - In the event of vacancy of a directorship due to death, resignation or for any other reason, within the limitations laid down by law and the supervisor, the remaining Directors of the Board of Directors may appoint a temporary Director until the following General Meeting, which shall then proceed with the appointment of a definitive Director.

Unless otherwise decided by the General Meeting, any Director appointed under such conditions shall be elected only for such period as shall be necessary to complete the term of office of his predecessor.

Article 15. – Without prejudice to the legal provisions applicable to credit institutions, the Board of Directors shall appoint one of its members as Chairman. His removal shall be conducted in accordance with the same procedure. The Board may elect Vice-Chairmen.

The Board of Directors shall appoint a Secretary, whom may not be a Director.

Article 16. - The Board of Directors shall be convened and chaired over by the Chairman or, where the latter is prevented from doing so, by any one of the Vice-Chairmen or, in their absence, by any Director appointed by his colleagues.

The Board of Directors shall be convened each time the interests of the Company so require and each time two or more members of the Board of Directors request that it be convened.

The meetings are held at the place mentioned in the convening notice.

Article 17. - Except in events of "force majeure" resulting from war, disturbances or other public calamities, the Board of Directors' proceedings and resolutions shall be valid only if not less than half the Board Members are present or represented.

Meetings may, if appropriate, be held physically at the place indicated in the convening notices, or remotely by means of telecommunication techniques that allow one another to be heard and consulted at the same time. Directors participating in the meeting by means of telecommunication techniques are deemed to be in attendance at the Meeting.

Any Member unable to attend or absent may, either by written proxy or e-mail, delegate any colleague to attend meetings of the Board of Directors and vote in his stead. In such a case, the delegating Member shall be considered present as regards voting. However, no delegate may represent more than two colleagues.

Every Member of the Board of Directors shall also be allowed, but only if not less than half the Members are present in person, to express his opinion and cast his votes by letter or e-mail.

Any decision of the Board of Directors shall be taken by an absolute majority of votes. Should the voting be equal, the Chairman of the meeting shall have a casting vote.

If, at any meeting where there is a quorum to validly deliberate, one or more Members abstain from voting, in accordance with Section 7:96 of the Belgian Companies and Associations Code due to a direct or indirect interest of patrimonial nature, resolutions shall be validly taken if deliberated by a majority of the other Members. A director having a conflict of interest as referred to in Section 7:96 of the Belgian Companies and Associations Code may not participate in the deliberations of the Board of Directors on these transactions or resolutions, nor in the voting in that respect.

Resolutions of the Board of Directors may be taken by unanimous written agreement of all Directors, with the exception of those resolutions for which the law and/or the articles of association explicitly exclude this possibility.

Article 18. - The proceedings of the Board of Directors shall be recorded in minutes to be signed by a majority of the Members who attended and voted at the meeting; the delegates shall moreover sign on behalf of those Members who were absent or unable to attend and whom they are representing. The minutes of the meeting shall be drafted on loose sheets to be bound at the end of each year. Proxy forms as well as opinions expressed and votes cast by letter or e-mail shall be enclosed therewith.

Any copies or excerpts to be produced before Courts or elsewhere shall be signed by the Chairman or by any two Members of the Board of Directors.

Article 19. - The Board of Directors shall be empowered to perform any acts necessary or relevant for attaining the Company's purposes, with the exception of such acts, which are required by law to be performed by the General Meeting of Shareholders. In addition, the Board of Directors is empowered to perform any acts, which are specifically required by applicable law to be performed by it.

Article 20. – In the absence of internal rules to the contrary, the directors are remunerated for their mandate..

In addition to a percentage of profits as determined below, the General Meeting may allocate the Directors a fixed indemnity or attendance fees to be charged to the overhead costs.

The Board of Directors may allocate to those Directors who are entrusted with special duties or missions certain indemnities to be charged to the overhead costs.

Article 21. – The Board of Directors shall appoint an Executive Board in accordance with Section 24 of the Law of 25 April 2014 on the status and supervision of credit institutions and listed companies, which is composed exclusively of members of the Board of Directors. The Executive Board has all powers granted to a management board in accordance with the Belgian Companies and Associations Code, with the exception of the powers reserved to the Board of Directors in accordance with the Law of 25 April 2014 on the status and supervision of credit institutions and listed companies and/or the Belgian Companies and Associations Code.

Without prejudice to the legal provisions applicable to credit institutions, the Board of Directors shall appoint the Chairman and the members of the Executive Board. Without prejudice to the legal provisions applicable to credit institutions, the terms of office of the Chairman and Members of the Executive Board may be revoked by the Board of Directors. As regards the Chairman of the Executive Board, this shall be on the proposal of the Chairman of the Board of Directors and as for the Members of the Executive Board, it shall be on the proposal of the Chairman of the Executive Board after consultation with

the Chairman of the Board of Directors. The Chairman of the Executive Board shall be known as the Chairman of the Bank.

The Board of Directors shall determine the remuneration of the Members of the Executive Board.

Decisions of the Executive Board may also be taken by unanimous written decision of all members

Article 22. - The Board of Directors or the Executive Board, both acting within the limits of their respective duties and powers, are empowered:

1°) to set up one or several advisory committees and determine their titles, spheres of activity and powers, which they shall be free to modify at any time. They shall appoint the members of such committees and fix their remuneration.

2°) to entrust one or more officers with the management of all or a specific part of the Company's business. They shall fix their remuneration as well as their duties and powers, which they shall be free to modify at any time.

3°) to delegate special powers to any proxy of their choice.

The Board of Directors shall in any event set up from among its members the advisory committees, which are required to be set up in accordance with the relevant applicable legal provisions. These committees are composed exclusively of non-executive directors, including at least one independent director as referred to in Section 7:87 of the Belgian Companies and Associations Code. The Board of Directors determines the internal rules governing these committees.

Article 23. - In all legal acts, also in court in the capacity of plaintiff or defendant, the company shall be represented by two directors who are also member of the Executive Board or by special proxy holders.

Article 24. – The operations of the Company shall be supervised by one or more accredited Auditors appointed in accordance with the legislation on the status and control of credit institutions.

CHAPTER IV

General Meetings

Article 25. - The Annual General Meeting shall be held each year on the Thursday preceding the last Wednesday in April of every year at ten o'clock in Brussels or in any of the Brussels municipalities at such place as shall be specified in the notice of meeting. If this day coincides with a public holiday or a day on which banks are closed for business, the meeting shall be held on the following bank business day.

An Ordinary General Meeting may be convened on an extraordinary basis each time the Company's interests so require. Such a meeting shall be convened upon Shareholders' request together holding at least one-tenth of the capital of the Company.

The Extraordinary General Meetings shall also be held in Brussels or in any of the Brussels municipalities at such place as shall be specified in the notice of convening

The notices of convening stipulate the agenda and are established in accordance to applicable legal provisions.

Article 26. - In order to be admitted to the General Meeting, the holders of dematerialized shares shall deposit, at least five working days prior to the date set for the general meeting, at the registered office of the company or any other place referred to in the convening notice, a certificate drawn up by the acknowledged account holder or settlement institution, determining the unavailability of the dematerialized shares until the date set for the general meeting. The registered shareholders are entitled to attend the Meeting upon producing evidence of identity on the condition that they have informed the Board of Directors of their intention to attend the Meeting at least five business days prior to the Meeting.

Holders of debentures, warrants and certificates issued with the collaboration of the Company may attend the General Meeting but only with an advisory vote. In order to be admitted to the General Meeting, holders of dematerialised shares such as debentures, warrants or certificates issued with the collaboration of the Company should deposit, at the Company's registered office or the institutions stipulated in the notice of meeting, at least five days prior to the date of the Meeting, a statement drawn up by the approved institution where the account is held or the settlement institution confirming that the securities concerned shall be unavailable until the date of the Meeting. Holders of securities such as debentures or warrants or certificates in registered form issued with the collaboration of the Company may attend Meetings upon producing evidence of identity on the condition that they have informed the Board of Directors of their intention to attend the Meeting at least five business days prior to the Meeting.

Persons who shall be convened to a General Meeting by virtue of the applicable legal provisions and who participate in or are represented at a Meeting are considered to be validly convened.

Article 27. - Any shareholder may appoint a special proxy to represent him at the General Meeting.

The Board of Directors may stipulate how the proxy forms are to be formulated and may require them to be deposited at such a place and within such a time period as it determines.

Co-owners, usufructuaries and bare owners, pledgees and pledgers shall be represented by one and the same person, respectively.

A list shall state the names of the shareholders present and, for each of them, the number of securities which entitle them to take part in the voting. The list must be signed by these shareholders or by their proxy.

Notwithstanding the statutory provisions applicable to credit institutions and those set forth in the Belgian Companies and Associations Code, shareholders may ask questions, in writing, relating to the reports of the Board of Directors and of the statutory auditor(s), as well as relating to the agenda items, to which a response will be given at the Meeting. Questions may be put forward in writing once notice of the meeting has been given, and these must be received by the Company no later than three business days before the Meeting. These questions may be addressed to the company by electronic means via the address mentioned in the notice of meeting.

Article 28. - All General Meetings shall be chaired over by the Chairman of the Board of Directors or, in his absence, by a Vice-Chairman or a Director designated by his colleagues.

Together with the present members of the Board of Directors, they shall complete the Bureau of the Meeting.

The Chairman appoints the Secretary, as well as two tellers if he believes this is warranted by the number of shareholders present and represented.

Article 29. - At General Meetings each share shall confer the right to one vote.

Votes shall be cast in the manner determined by the Bureau of the General Meeting.

In the event of an election, if no candidate obtains an absolute majority of votes, a run-off vote shall be taken in order to choose between the candidates with the highest numbers of votes. Should the voting be equal, the senior candidate in age shall be elected.

Article 30. - The minutes of General Meetings shall be signed by the Chairman, the other members of the Bureau and by any shareholders inquiring it.

Copies or excerpts for legal or other purposes shall be signed by the Chairman or two Members of the Board of Directors.

Article 31. - If a General Meeting of debenture holders is convened, the formalities specified in Article 26, paragraph 2 of the Memorandum and Articles of Association shall be compliant with in order to be admitted to the General Meeting Articles 27 and 28 of the Memorandum and Articles of Association shall apply *mutatis mutandis*.

CHAPTER V

Balance sheet – Profit distribution

Article 32. - On thirty-first December of each year, the Board of Directors shall compile an inventory of the movable and immovable securities and all active and passive debts of the Company, with an enclosure showing, in summary form, all its liabilities as well as, as the case may be, the Directors' debts to the Company.

At the same time, the Company's accounts shall be balanced and the balance sheet and profit and loss account compiled by the Board of Directors.

Article 33. - The net profit shall be distributed as follows: 1) Five per cent for the statutory reserve; until this allocation amounts to one tenth of the share capital; 2) the balance shall be shared by the General Meeting upon proposal by the Board of Directors as follows: i) an amount required for the payment to the shareholders in the form of dividend; ii) an amount required for the payment of the directors in the form of thousandth fraction, to be shared among the directors in accordance with internal regulations laid down by the Board of Directors; iii) an amount required for the payment of the employees as profit premium and iv) an amount may be allocated to the reserve or carried forward. The payment of the aforementioned amounts shall be performed at the date and place designated by the Board of Directors.

Article 34. - The Board of Directors is empowered to distribute an interim dividend at the terms and conditions laid down in section 7:213 of the Belgian Companies and Associations Code.

CHAPTER VI

Winding-up

Article 35. - In the event of the winding-up and liquidation of the Company for any reason whatsoever, the General Meeting shall appoint one or more liquidators, determine their powers and emoluments and decide upon the procedure for liquidation.

The net equity shall serve to repay the fully paid up amount of the shares. If not all shares are paid up to the same extent, the liquidators shall redress the balance either by calls or by a preliminary distribution.

The balance shall be distributed equally among all shares.

CHAPTER VII

Election of Domicile for Legal Purposes

Article 36. – All shareholders, members of the Board of Directors, liquidators and auditors shall, in the absence of having (elected) domicile in Belgium, be deemed to have elected domicile at the registered office of the company; all communications shall be validly made there.

FOR COORDINATION

Voor eensluidende vertaling ne varietur van het Nederlands naar het Engels
Gedaan te Overijse, op 4 augustus 2021
Identificatienummer VTI 2231808
Emmanuel Vande Broek – beëdigd vertaler-tolk
Certified true translation from Dutch into English
Done in Overijse, on 4 August 2021
Identification number VTI 2231808
Emmanuel Vande Broek - sworn translator-interpreter