



Draft Resolutions for the Annual General Meeting held on April 23, 2015

Draft

Resolution No. 1

dated April 23, 2015

Of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning election of the Chairman of the Annual General Meeting

The Annual General Meeting of BNP Paribas Bank Polska SA elects:

..... as the Chairman of the Annual General Meeting.

Draft

Resolution No. 2

dated April 23, 2015

Of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning approval of the Agenda

The Annual General Meeting of BNP Paribas Bank Polska SA approves the presented Agenda of the Meeting:

1. Opening the Annual General Meeting.
2. Election of the AGM Chairman.
3. Confirmation of a correct manner of convening the AGM and its ability to pass resolutions.
4. Approval of the AGM Agenda.
5. Election of the Returning Committee/Secretary of the AGM.
6. Presentation of the 2014 Annual Separate Financial Statements of BNP Paribas Bank Polska SA and 2014 Annual Consolidated Financial Statements of the BNP Paribas Bank Polska SA Group, the 2014 Board of Executives' Report regarding BNP Paribas Bank Polska SA activity and the Board of Executives' Report regarding the BNP Paribas Bank Polska SA Group activity in 2014 and the 2014 BNP Paribas Bank Polska SA Supervisory Board's Report.
7. Adopting resolutions regarding the following issues:
 - a) consideration and approval of the 2014 Annual Separate Financial Statements of BNP Paribas Bank Polska SA and the 2014 Board of Executives' Report regarding BNP Paribas Bank Polska SA activity including the 2014 Corporate Governance Report of BNP Paribas Bank Polska SA,
 - b) consideration and approval of the 2014 Annual Consolidated Financial Statements of the BNP Paribas Bank Polska SA Group and the Board of Executives' Report regarding the BNP Paribas Bank Polska SA Group activity in 2014 including the 2014 Corporate Governance Report of BNP Paribas Bank Polska SA,
 - c) approval of the 2014 BNP Paribas Bank Polska SA Supervisory Board's Report,

- d) approval of the discharge of duties of BNP Paribas Bank Polska SA Board of Executives' members in the 2014 fiscal year,
 - e) approval of the discharge of duties of BNP Paribas Bank Polska SA Supervisory Board's members in the 2014 fiscal year,
 - f) distribution of the 2014 profit.
8. Information and adoption of a resolution regarding the acknowledgement of information about the implementation of "The Corporate Governance Principles for Supervised Institutions," issued by the Polish Financial Supervision Authority, in BNP Paribas Bank Polska SA and the adoption of the Corporate Governance Principles by the Annual General Meeting with respect to the rules concerning the Bank's shareholders and the General Meeting.
 9. Adopting a resolution regarding election of the Supervisory Board members for the next tenure.
 10. Adopting a resolution regarding remuneration for the Supervisory Board members.
 11. Closing of the Meeting.

Draft

Resolution No. 3

dated April 23, 2015

Of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning election of the Secretary of the Annual General Meeting

The Annual General Meeting of BNP Paribas Bank Polska SA elects:

..... as the Secretary of the Annual General Meeting.

Draft

Resolution No. 4

dated April 23, 2015

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning approval of the Annual Separate Financial Statements of BNP Paribas Bank Polska SA for the 2014 fiscal year and the Board of Executives' Report regarding BNP Paribas Bank Polska SA activity in the 2014 fiscal year including the 2014 Corporate Governance Report of BNP Paribas Bank Polska SA

Having taken into consideration the opinion of the Supervisory Board of BNP Paribas Bank Polska SA and the opinion of certified auditors, pursuant to Article 395 para. 5 section 1) of the Code of Commercial Companies and Partnerships and Article 9 section 1) of the Bank's Statute, the Annual General Meeting of BNP Paribas Bank Polska SA hereby approves:

- Annual Separate Financial Statements of BNP Paribas Bank Polska SA for the 2014 fiscal year, including the separate balance sheet disclosing total assets and liabilities amounting to PLN 22,818,160 thousand (in words: twenty two billion eight hundred and eighteen million one hundred sixty thousand zlotys) and separate profit and loss statement for the same fiscal year disclosing a net profit amounting to PLN 137,112 thousand (in words: one hundred thirty seven million one hundred and twelve thousand zlotys),
- the Board of Executives' Report regarding BNP Paribas Bank Polska SA activity in the 2014 fiscal year, and
- 2014 Corporate Governance Report of BNP Paribas Bank Polska SA.

Draft

Resolution No. 5

dated April 23, 2015

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning approval of the Annual Consolidated Financial Statements of BNP Paribas Bank Polska SA Group for the year 2014 and the Board of Executives' Report on BNP Paribas Bank Polska SA Group Activity in 2014 including the 2014 Corporate Governance Report of BNP Paribas Bank Polska SA

Having taken into consideration the opinion of the Supervisory Board of BNP Paribas Bank Polska SA and the opinion of certified auditors, pursuant to Article 395 para. 5 of the Code of Commercial Companies and Partnerships and Article 9 section 1) of the Bank's Statute, the Annual General Meeting of BNP Paribas Bank Polska SA hereby approves:

- Annual Consolidated Financial Statements of BNP Paribas Bank Polska SA Group for the 2014 fiscal year, including the consolidated balance sheet disclosing total assets and liabilities amounting to PLN 23,199,679 thousand (in words: twenty three billion one hundred and ninety nine million six hundred and seventy nine thousand zlotys) and consolidated profit and loss statement for the same fiscal year disclosing a net profit amounting to PLN 103,176 thousand (in words: one hundred and three million one hundred and seventy six thousand zlotys)
- the Board of Executives' Report on BNP Paribas Bank Polska SA Group Activity for the 2014 fiscal year, and
- 2014 Corporate Governance Report of BNP Paribas Bank Polska SA.

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Resolution No. 6

dated April 23, 2015

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning approval of the 2014 BNP Paribas Bank Polska SA Supervisory Board's Report

The Annual General Meeting of BNP Paribas Bank Polska SA, after consideration, approves the 2014 BNP Paribas Bank Polska SA Supervisory Board's Report.

Draft

Resolution No. 7

dated April 23, 2015

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning the approval of the discharge of duties of BNP Paribas Bank Polska SA Board of Executives' members in the 2014 fiscal year

pursuant to Article 395 para. 2 section 3) of the Code of Commercial Companies and Partnerships and Article 9 section 1) of the Bank's Statute, the Annual General Meeting of BNP

Paribas Bank Polska SA approves the discharge of duties in the 2014 fiscal year of the following BNP Paribas Bank Polska SA Board of Executives' members:

Frederic Amoudru – President of the Board
Jan Bujak - Senior Vice President,
Jaromir Pelczarski - Vice President,
Michel Thebault – Vice President,
Marta Oracz – Member of the Board,
Stéphane Rodes – Member of the Board,
Wojciech Kemblowski - Member of the Board,
Adam Parfiniewicz – Member of the Board.

Draft

Resolution No. 8

dated April 23, 2015

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning the approval of the discharge of duties of BNP Paribas Bank Polska SA Supervisory Board's members in the 2014 fiscal year

pursuant to Article 395 para. 2 section 3) of the Code of Commercial Companies and Partnerships and Article 9 section 1) of the Bank's Statute, the Annual General Meeting of BNP Paribas Bank Polska SA approves the discharge of duties in the 2014 fiscal year of the following Supervisory Board members:

Jean-Paul Sabet – Chairman,
Jarosław Bauc – Deputy Chairman,
Filip Dierckx - Deputy Chairman,
Monika Bednarek – Board Member,
Andrzej Wojtyna – Board Member,
Yvan De Cock - Board Member,
Jean-Marc Buresi - Board Member (from April 7,2014),
Francois Benaroya - Board Member (until June 30,2014),
Helene Dubourg - Board Member (until April 6,2014),
Jean Deullin - Board Member (until April 6,2014).

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Resolution No. 9

dated April 23, 2015

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning distribution of the 2014 profit

Pursuant to Article 395 para. 2 section 2) of the Code of Commercial Companies and Partnerships, Article 9 section 2), Article 20 and Article 21 of the Bank's Statute and having

considered the BNP Paribas Bank Polska SA Board of Executives' motion and the BNP Paribas Bank Polska SA Supervisory Board's opinion, the Annual General Meeting of BNP Paribas Bank Polska SA resolves that the net profit of the BNP Paribas Bank Polska SA for the 2014 fiscal year amounting to PLN **137 111 646,32** (say: one hundred thirty seven million one hundred eleven thousand six hundred forty six and 32/100) shall be distributed as follows:

- the portion of the profit of **PLN 11 000 000** to be allocated for additional capital,
- the portion of the profit of **PLN 116 339 385,40** to be allocated to general risk fund,
- the portion of the profit of **PLN 9 772 260,92** to be allocated to retained earnings.

Draft

Resolution No. 10

dated April 23, 2015

of the Annual General Meeting of BNP Paribas Bank Polska SA

adoption of a resolution regarding the acknowledgement of information about the implementation of "The Corporate Governance Principles for Supervised Institutions," issued by the Polish Financial Supervision Authority, in BNP Paribas Bank Polska SA and the adoption of the Corporate Governance Principles by the Annual General Meeting with respect to the rules concerning the Bank's shareholders and the General Meeting.

the Annual General Meeting of BNP Paribas Bank Polska SA:

- 1) the acknowledgement of information about the implementation of "The Corporate Governance Principles for Supervised Institutions," issued by the Polish Financial Supervision Authority, in BNP Paribas Bank Polska SA within the scope specified in the appendix to the resolution,
- 2) and adoption of the Corporate Governance Principles by the Annual General Meeting with respect to the rules concerning the Bank's shareholders and the General Meeting.

Draft

Resolution No. 11

dated April 23, 2015

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning appoints the Supervisory Board's composition

The Annual General Meeting of Fortis Bank Polska SA in connection with expire cadence of the Supervisory Board appoints the Supervisory Board composition as follows:

1. **Jean-Paul Sabet** – Chairman,
2. **Jarosław Bauc** – Deputy Chairman,
3. **Filip Dierckx** - Deputy Chairman,
4. **Monika Bednarek** – Board Member,
5. **Andrzej Wojtyna** – Board Member,
6. **Yvan De Cock** - Board Member,
7. **Jean-Marc Buresi** - Board Member

on the next five-year tenure which shall expire on the date of the Annual General Meeting approving financial statements for the financial year 2019.

Draft

Resolution No. 12

dated April 23, 2015

Of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning remuneration for the Supervisory Board members

Pursuant to Article 9 section 6) of the Bank's Statute, the Annual General Meeting of BNP Paribas Bank Polska SA resolves that the monthly remuneration for the Supervisory Board's members shall remain unchanged.