



Draft Resolutions for the Annual General Meeting held on April 7, 2014

Draft

Resolution No. 1

dated April 7, 2014

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 7, 2014

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 of the Annual General Meeting.
2. election of the Annual General Meeting Chairman.
3. confirmation of a correct manner of convening the Annual General Meeting and its ability to pass resolutions.
4. approval of the Annual General Meeting Agenda.
5. election of the Secretary of the Annual General Meeting.
6. presentation of the 2013 Annual Separate Financial Statements of BNP Paribas Bank Polska SA and 2013 Annual Consolidated Financial Statements of BNP Paribas Bank Polska SA Group, the 2013 Board of Executives' Report regarding BNP Paribas Bank Polska SA activity and the Board of Executives' Report regarding BNP Paribas Bank Polska SA Group activity in 2013 and the BNP Paribas Bank Polska SA Supervisory Board's Report for the financial year 2013.
7. adopting resolutions regarding the following issues:
 - a) consideration and approval of the 2013 Annual Separate Financial Statements of BNP Paribas Bank Polska SA and the 2013 Board of Executives' Report regarding BNP Paribas Bank Polska SA activity including the 2013 Corporate Governance Report of BNP Paribas Bank Polska SA,
 - b) consideration and approval of the 2013 Annual Consolidated Financial Statements of BNP Paribas Bank Polska SA Group and the Board of Executives' Report

- regarding BNP Paribas Bank Polska SA Group activity in 2013 including the 2013 Corporate Governance Report of BNP Paribas Bank Polska SA,
- c) approval of the 2013 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 2013 fiscal year,
 - e) approval of the discharge of duties of BNP Paribas Bank Polska SA Supervisory Board's members in the 2013 fiscal year,
 - f) distribution of the 2013 profit,
8. adopting a resolution concerning an increase of the share capital through the issuance of series "O" shares, with preemptive rights for the series "O" shares excluded, and authorizing the Board of Executives of BNP Paribas Bank Polska SA to apply for the admission of shares to trading, and listing them on a regulated market, to dematerialize shares and enter into an agreement with Krajowy Depozyt Papierów Wartościowych S.A. and repealing the Resolution No. 4 and 5 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. of 9 October 2013
 9. adopting a resolution regarding amendments to the Statute of BNP Paribas Bank Polska SA.
 10. information on "Variable Compensation Policy for Executives and Other Individuals who have a significant influence on the risk profile at BNP Paribas Bank Polska SA" (according to KNF Resolution No. 258/2011)
 11. adopting a resolution regarding changes in the composition of the Supervisory Board of BNP Paribas Bank Polska SA.
 12. adopting a resolution regarding remuneration for the members of the Supervisory Board of BNP Paribas Bank Polska SA.
 13. closing of the Meeting.

Draft

Resolution No. 3

dated April 7, 2014

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 7, 2014

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 2013 fiscal year and the Board of Executives' Report regarding BNP Paribas Bank Polska SA activity in the 2013 fiscal year including the 2013 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 2013 fiscal year, including the separate balance sheet disclosing total assets and liabilities amounting to PLN 19,653,614 thousand (in words: nineteen billion six hundred and fifty three million

six hundred and fourteen thousand zlotys) and separate profit and loss statement for the same fiscal year disclosing a net profit amounting to PLN 86,271 thousand (in words: eighty six million two hundred and seventy one thousand zlotys),

- the Board of Executives' Report regarding BNP Paribas Bank Polska SA activity in the 2013 fiscal year, and
- 2013 Corporate Governance Report of BNP Paribas Bank Polska SA.

Draft

Resolution No. 5

dated April 7, 2014

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 2013 and the Board of Executives' Report on BNP Paribas Bank Polska SA Group Activity in 2013 including the 2013 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 2013 fiscal year, including the consolidated balance sheet disclosing total assets and liabilities amounting to PLN 21,117,256 thousand (in words: twenty one billion one hundred and seventeen million two hundred and fifty six thousand zlotys) and consolidated profit and loss statement for the same fiscal year disclosing a net profit amounting to PLN 102,283 thousand (in words: one hundred and two million two hundred and eighty three thousand zlotys)
- the Board of Executives' Report on BNP Paribas Bank Polska SA Group Activity for the 2013 fiscal year, and
- 2013 Corporate Governance Report of BNP Paribas Bank Polska SA.

Draft

Resolution No. 6

dated April 7, 2014

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning approval of the 2013 BNP Paribas Bank Polska SA Supervisory Board's Report

The Annual General Meeting of BNP Paribas Bank Polska SA, after consideration, approves the 2013 BNP Paribas Bank Polska SA Supervisory Board's Report.

Draft

Resolution No. 7

dated April 7, 2014

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 2013 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 2013 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 Kembłowski - Member of the Board,
Adam Parfiniewicz – Member of the Board.

Draft

Resolution No. 8

dated April 7, 2014

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 2013 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 2013 fiscal year of the following Supervisory Board members:

Camille Fohl – Chairman (until April 4, 2013),
Jean-Paul Sabet – Chairman (from April 4, 2013),
Jarosław Bauc – Deputy Chairman,
Jean Deullin - Board Member,
Filip Dierckx – Deputy Chairman,
Francois Benaroya - Board Member,
Monika Bednarek – Board Member,
Helene Dubourg - Board Member,
Yvan De Cock – Board Member (from April 4, 2013).
Andrzej Wojtyna – Board Member.

Draft

Resolution No. 9

dated April 7, 2014

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning distribution of the 2013 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 2013 fiscal year

amounting to PLN **86 270 586,52** (say: eighty six million two hundred seventy thousand five hundred eighty six 52/100) shall be distributed as follows:

- the portion of the profit of **PLN 7 000 000** to be allocated for additional capital,
- the portion of the profit of **PLN 79 243 028,81** to be allocated to general risk fund,
- the portion of the profit of **PLN 27 557,71** to be allocated to retained earnings.

Draft

Resolution No. 10

dated April 7, 2014

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning an increase of the share capital through the issuance of series "O" shares, with preemptive rights for the series "O" shares excluded, and authorizing the Board of Executives of BNP Paribas Bank Polska SA to apply for the admission of shares to trading, and listing them on a regulated market, to dematerialize shares and enter into an agreement with Krajowy Depozyt Papierów Wartościowych S.A. and repealing the Resolution No. 4 and 5 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. of 9 October 2013

Having considered the request of the Board of Executives of BNP Paribas Bank Polska SA (the "**Bank**") and the opinion of the Supervisory Board of the Bank, acting pursuant to Articles 431, 432 and 433 of the Commercial Companies Code (the "**CCC**") and Article 27 para. 2 items 3a and 3b of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and on Public Companies of July 29, 2005 (the "**Offering Act**") and Article 5 of the Act on Trading in Financial Instruments of July 29, 2005 (the "**Trading Act**"), the Annual General Meeting of the Bank hereby resolves as follows:

§1

1. The share capital of the Bank shall be increased by no less than PLN 45.46 (say: forty five zlotys and 46/100) (the "**Minimum Increase Amount**") and no more than PLN 228,506,462.94 (say: two hundred twenty eight million five hundred six thousand four hundred sixty two zlotys and 94/100) (the "**Maximum Increase Amount**") by way of issuing no less than 1 (say: one) and no more than 5 026 539 (say: five million twenty six thousand five hundred thirty nine) series O ordinary bearer shares, each with the nominal value of PLN 45.46 (say: forty five zlotys and 46/100) ("**Series O Shares**").
2. The Series O Shares will be acquired in an open subscription, within the meaning of Article 431 § 2 item 3 of the CCC, conducted in the form of a public offering, within the meaning of the Offering Act.
3. In line with the Bank's interests, preemptive rights of the Bank's existing shareholders shall be entirely excluded with respect to the Series O Shares. The resolution of the Board of Executives expressing its written opinion substantiating the exclusion of the preemptive rights with respect to the Series O Shares, and the method of determination of the issue price of the Series O Shares is hereby acknowledged. The said resolution of the Board of Executives is attached to this Resolution.
4. The Series O Shares may be covered with cash contributions only.
5. The Series O Shares to be issued pursuant to this Resolution shall participate in the dividend as of January 1, 2014, which means that for the first time they will be entitled to dividend for the accounting year 2014, on the same terms as all other shares of the Bank.

6. The Board of Executives is hereby authorized to take all legal and factual actions in order to increase the share capital of the Bank pursuant to this Resolution, and to determine the detailed terms of the subscription for and allotment of the Series O Shares, and in particular to:
- a) determine the final number of the offered Series O Shares pursuant to Article 54 of the Offering Act; if the Board of Executives does not exercise its authority, referred to above, the number of the offered Series O Shares amounts to the maximum number of the Series O Shares referred to in § 1 item 1 of this Resolution,
 - b) determine, pursuant to Article 432 § 4 of the CCC, the final amount by which the share capital of the Bank is to be increased in relation to the issuance of the Series O Shares, provided that the amount so determined cannot be lower than the Minimum Increase Amount or higher than the Maximum Increase Amount; for the avoidance of doubt, the Board of Executives is entitled not to use the authorization referred to in this section;
 - c) determine the issue price of the Series O Shares and set a price range for the purpose of book building, as well as the maximum price;
 - d) specify the date or dates of opening and closing subscriptions for the Series O Shares;
 - e) determine the terms of subscriptions for and allotment of the Series O Shares, including in particular the number of tranches and the categories of investors authorized to place subscriptions for the Series O Shares in particular tranches, and the terms of transfers, if any, between particular tranches of the Series O Shares and categories of investors, for the purpose of allotment of the shares;
 - f) enter into agreements in order to secure the success of the subscription for the Series O Shares, both free of charge and for a consideration, including standby and investment underwriting agreement or agreements; and
 - g) enter into agreements aimed at stabilizing the price of the Series O Shares and the rights to the Series O Shares ("**RTS**") on the regulated market operated by the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie S.A. - hereinafter "**WSE**") in compliance with the relevant laws and regulations.
7. The Board of Executives is hereby authorized to take all factual and legal actions for the purpose of offering the Series O Shares in a public offering, in particular applying to the Polish Financial Supervision Authority for an approval of the relevant prospectus.
8. The Board of Executives is hereby authorized to withdraw from or suspend the public offering at any time, provided that after the commencement of the subscriptions for the Series O Shares under the public offering, a decision to withdraw from or suspend the public offering may only be made for valid reasons. If the Board of Executives decides to withdraw from or suspend the public offering, it may refrain from specifying a new date for conducting the public offering, which may then be determined and announced at a later date.

§2

1. The Annual General Meeting of the Bank hereby gives its consent to the Board of Executives of the Bank to take all actions aimed at conducting the public offering of the Series O Shares and having the Series O Shares admitted to trading and listed on the regulated market operated by the WSE, together with Series L, M and N shares of the Bank (the "**Series L, M and N Shares**"), which had not been listed on such markets, and in particular to:
- a) apply for the admission to trading and listing of the Series O Shares, RTS and the Series L, M and N Shares on the regulated market operated by the WSE; and
 - b) enter into an agreement for the registration of the Series O Shares, RTS and the Series L, M and N Shares in the deposit of securities kept by the National Depository for Securities (Krajowy Depozyt Papierów Wartościowych S.A., hereinafter "**NDS**") and their dematerialization pursuant to the Trading Act.

2. The Annual General Meeting of the Bank hereby authorizes the Board of Executives of the Bank to take all legal and factual actions, as required by the relevant provisions of law and regulations, resolutions and guidelines of the WSE, the NDS and the Polish Financial Supervision Authority, to:
- conduct the public offering of the Series O Shares,
 - dematerialize the Series O Shares, RTS and the Series L, M and N Shares, and in particular to enter into, in compliance with the Trading Act, an agreement with the NDS regarding the registration of the shares in the deposit of securities kept by the NDS; and
 - have the Series O Shares, RTS and the Series L, M and N Shares admitted to trading and listed on the regulated market operated by the WSE.

§3

The Annual General Meeting of the Bank hereby repeals the Resolution No. 4 of the Extraordinary General Meeting of BNP Paribas Bank Polska S.A. of 9 October 2013 concerning a decrease of the share capital by way of reducing the nominal value of shares with a concurrent increase of the share capital through the issuance of series "O" shares, with preemptive rights for the series O shares excluded, and authorizing the Board of Executives of BNP Paribas Bank Polska S.A. to apply for the admission of shares to trading, and listing them on a regulated market, to dematerialize shares and enter into an agreement with Krajowy Depozyt Papierów Wartościowych S.A. and the Resolution No. 5 of the Extraordinary General Meeting of BNP Paribas Bank Polska SA of 9 October 2013 concerning the amendments to the Statute of BNP Paribas Bank Polska SA.

§4

This Resolution becomes effective as of the date of its adoption.

Draft

Resolution No. 11

dated April 7, 2014

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning the amendments to the Statute of BNP Paribas Bank Polska SA:

In relation to the Resolution No. 10 of the Annual General Meeting of BNP Paribas Bank Polska S.A. (the "**Bank**"), hereby amends the Statute of the Bank as follows:

§1

The wording of § 6 of the Bank's Statute provided below:

"§6

The share capital of the Bank is PLN 1,304,380,415.96 (in words: one billion three hundred four million three hundred eighty thousand four hundred fifteen zlotys and 96/100) and is divided into 28 692 926 (in words: twenty eight million six hundred ninety two thousand nine hundred and twenty six) ordinary bearer shares with a nominal value of PLN 45.46 (in words: forty five zlotys and 46/100) each."

will be replaced with the following:

„§6

The share capital of the Bank is no less than PLN 1,304,380,461.42 (in words: one billion three hundred four million three hundred eighty thousand four hundred sixty one zlotys and 42/100)

and no more than 1,532,886,878.90 (in words: one billion five hundred thirty two million eight hundred eighty six thousand eight hundred seventy eight zlotys and 90/100) is divided into no less than 28 692 927 (in words: twenty eight million six hundred ninety two thousand nine hundred and twenty seven) and no more than 33 719 465 (in words: thirty three million seven hundred nineteen thousand four hundred sixty five) ordinary bearer shares with a nominal value of PLN 45.46 (in words: forty five zlotys and 46/100) each.”

§2

The final amount of the share capital and the wording of § 6 of the Bank’s Statute within the boundaries set out in this Resolution will be determined by the Bank’s Board of Executives pursuant to Article 431 § 7 of the Commercial Companies Code (the “CCC”) in conjunction with Article 310 of the CCC.

§3

The Supervisory Board is hereby authorized to adopt a unified text of the Bank’s Statute reflecting the amendment made on the basis of this Resolution and the Board of Executives’ task referred to in §2 of this Resolution

§4

This Resolution becomes effective as of the date of its adoption.

Draft

Resolution No. 12

dated April 7, 2014

Of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning changes in the composition of the BNP Paribas Bank Polska SA Supervisory Board

Pursuant to Article 9 section 5) of the Bank’s Statute, the Annual General Meeting of BNP Paribas Bank Polska SA appoints as from April 7, 2014 the following persons as members of the BNP Paribas Bank Polska SA Supervisory Board for the current five-year tenure which shall expire on the date of the Annual General Meeting approving financial statements for the financial year 2014:

- 1.
- 2.

Due to the aforesaid appointments and resignation of the following Board’s Members from the position in the BNP Paribas Bank Polska Supervisory Board:

- 1.
- 2.

effective 7 April 2014, the BNP Paribas Bank Polska SA Supervisory Board composition will be as follows:

- 1.
- 2.

Draft

Resolution No. 13

dated April 7, 2014

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.