



BNP PARIBAS

Draft Resolutions for the Extraordinary General Meeting held on October 9, 2013

Draft

Resolution No. 1

dated October 9, 2013

of the Extraordinary General Meeting of BNP Paribas Bank Polska SA

concerning election of the Chairman of the Extraordinary General Meeting

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

..... as the Chairman of the Extraordinary General Meeting.

Draft

Resolution No. 2

dated October 9, 2013

of the Extraordinary General Meeting of BNP Paribas Bank Polska SA

concerning approval of the Agenda

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

1. opening of the Extraordinary General Meeting.
2. election of the Extraordinary General Meeting Chairman.
3. confirmation of a correct manner of convening the Extraordinary General Meeting and its ability to pass resolutions.
4. approval of the Extraordinary General Meeting Agenda.
5. election of the Secretary of the Extraordinary General Meeting.
6. adopting a resolution regarding 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 pre-emptive rights for the series O shares excluded, and authorizing the Management Board 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.
7. adopting a resolution regarding the amendments to the Statute of BNP Paribas Bank Polska SA.
8. closing of the Meeting.

Draft

Resolution No. 3

dated October 9, 2013

of the Extraordinary General Meeting of BNP Paribas Bank Polska SA

concerning election of the Secretary of the Extraordinary General Meeting

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

..... as the Secretary of the Extraordinary General Meeting.

Draft

Resolution No. 4

dated October 9, 2013

of the Extraordinary General Meeting of BNP Paribas Bank Polska SA

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 pre-emptive rights for the series O shares excluded, and authorizing the Management Board 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.

Having considered the request of the Management Board of BNP Paribas Bank Polska S.A. (the "**Bank**") and the opinion of the Supervisory Board of the Bank, acting pursuant to Articles 455, 457 and 458 of the Code of Commercial Companies (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 Extraordinary General Meeting of the Bank hereby resolves as follows:

§1

1. The share capital of the Bank shall be decreased by PLN 300,128,005.96 (say: three hundred million one hundred twenty eight thousand five zlotys and 96/100), which means that the share capital will be decreased from PLN 1,304,380,415.96 (say: one billion three hundred four million three hundred eighty thousand four hundred fifteen zlotys and 96/100) to PLN 1,004,252,410 (say: one billion four million two hundred fifty two thousand four hundred ten zlotys).
2. The share capital of the Bank shall be decreased by way of reducing the nominal value of each share of the Bank from PLN 45.46 (say: forty five zlotys and 46/100) to PLN 35.00 (thirty five zlotys).
3. In relation to the share capital decrease pursuant to items 1 and 2 above, the contributions made by the Bank's shareholders to the share capital shall not be returned in any form; neither will they be released from their obligations to make contributions against the share capital.

4. The amount of the share capital decrease of PLN 300,128,005.96 (say: three hundred million one hundred twenty eight thousand five zlotys and 96/100) shall be transferred to the supplementary capital of the Bank.
5. The decrease of the share capital pursuant to this Resolution is related to a proposed issuance of the Bank's Series "O" shares, to be effected pursuant to § 2 of this Resolution. The purpose of the Bank's share capital decrease is to reduce the nominal value of its shares which should facilitate raising capital through the issuance of new shares. In accordance with Article 457 § 1 item 1 of the CCC, Article 456 of the CCC shall not apply to the decrease of the share capital pursuant to this Resolution due to the fact that it is effected concurrently with an increase of the Bank's share capital at least to the original amount of the share capital prior to the decrease. The terms of the share capital increase are governed by § 2 of this Resolution.

§2

1. In relation to the share capital decrease of by way of reducing the nominal value of shares pursuant to § 1 of this Resolution - the share capital of the Bank shall be increased by PLN 300,128,005.96 (say: three hundred million one hundred twenty eight thousand five zlotys and 96/100) by way of issuing 8,575,086 (say: eight million five hundred seventy five thousand eighty six) series O ordinary bearer shares, each with the nominal value of PLN 35.00 (say: thirty five zlotys) ("**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, pre-emptive rights of the Bank's the existing shareholders shall be entirely excluded with respect to the Series O Shares. The resolution of the Management Board 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 Management Board 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, 2013, which means that for the first time they will be entitled to dividend for the accounting year 2013, on the same terms as all other shares of the Bank.
6. The Management Board is hereby authorized to take all legal and factual actions in order to decrease and 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 issue price of the Series O Shares and set a price range for the purpose of book building, as well as the maximum price;
 - b) specify the date or dates of opening and closing subscriptions for the Series O Shares;
 - c) 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;

- d) 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
 - e) 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 Management Board 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 Management Board 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 Management Board decides to withdraw from or suspend the public offering, it may refrain from specifying a new date for conducting the public offering, which shall then be determined and announced at a later date.

§3

1. The Extraordinary General Meeting of the Company hereby gives its consent to the Management Board of the Company 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 referred to as the "**NDS**") and their dematerialization pursuant to the Trading Act.
2. The Extraordinary General Meeting of the Company hereby authorizes the Management Board of the Company 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:
- a) conduct the public offering of the Series O Shares,
 - b) 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
 - c) 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.

§4

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

Draft

Resolution No. 5

dated October 9, 2013

of the Extraordinary 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. 4 adopted by this Extraordinary General Meeting of BNP Paribas Bank Polska S.A. (the "**Bank**"), the Extraordinary General Meeting hereby amends the Statute of the Bank as follows:

§1

In relation to the decrease of the share capital pursuant to the Resolution No. 4 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 pre-emptive rights for the series O shares excluded, and authorizing the Management Board 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.* adopted by this Extraordinary General Meeting – the wording of § 6 of the Bank's Statute provided below:

„§6

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

shall be as follows:

„§6

The share capital of the Bank amounts to PLN 1 304 380 420 (one billion three hundred four million three hundred eighty thousand four hundred twenty zlotys) and is divided into 37 268 012 (thirty seven million two hundred sixty eight thousand twelve) ordinary bearer shares, each with the nominal value of PLN 35.00 (thirty five zlotys)."

§2

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.

§3

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