

## **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

Acting under article 399 Para. 1, article 402<sup>1</sup> and article 402<sup>2</sup> of the Code of Commercial Companies and Partnerships and also Article 10 section 2 of the Bank's Statute, the Board of Executives of BNP Paribas Bank Polska Spółka Akcyjna with its registered office at ul. Suwak 3, 02-676 Warsaw, entered in the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register (KRS) under No. 6421, holding paid-up share capital of PLN 1 434 646 300 (hereinafter referred to as **the "Bank"**), hereby convenes an Extraordinary General Meeting (hereinafter also referred to as **"EGM"**).

### **1. DATE, HOUR AND PLACE OF THE EXTRAORDINARY GENERAL MEETING AND ITS DETAILED AGENDA**

#### **1.1 Date, hour and place**

The Extraordinary General Meeting will be held on **June 3, 2013 at 11.00 a.m. in Warsaw, at ul. Suwak 3.**

#### **1.2 Agenda:**

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 determining the Final Decrease Amount, the Minimum Increase Amount, the Final Nominal Value and the nominal value of the Series "O" Shares, the Maximum Increase Amount and the Minimum Number of Series "O" Shares and the Maximum Number of Series "O" Shares pursuant to the Resolution of the Annual General Meeting of BNP Paribas Bank Polska S.A. of April 4, 2013 and regarding the amendments to the Statute of BNP Paribas Bank Polska S.A.
7. adopting a resolution regarding amendments of articles 9 and 15 to the Statute of BNP Paribas Bank Polska S.A.
8. closing of the Meeting.

### **2. COMMUNICATION BETWEEN SHAREHOLDERS AND THE BANK BY ELECTRONIC MEANS**

Subject to limitations provided under the Code of Commercial Companies and Partnerships, the Bank's shareholders can contact the Bank using electronic means of communication as far as the scope defined in this notice is concerned. In particular, the Bank's shareholders can file applications and make requests regarding the meeting agenda, ask questions and send notices and documents.

The shareholders can communicate with the Bank by electronic means, using an electronic channel only, that is electronic mail and the specially dedicated email address: [walnezgromadzenie@bnpparibas.pl](mailto:walnezgromadzenie@bnpparibas.pl), otherwise the mailing shall be considered not served. A risk of disclosure of data to an unauthorised person in connection with the use of an electronic form of communication with the Bank by the Bank's shareholder is on the part of the shareholder.

In the event a shareholder sends the Bank, by electronic means, documents which were originally executed in a language other than Polish or English, the shareholder shall attach their translation into Polish prepared by a sworn translator.

Any documents sent by a shareholder to the Bank, as well as by the Bank to the shareholder by electronic means, should be scanned to the PDF format.

Should any doubts arise, the Bank is always entitled to request the document originals.

### **3. RIGHT OF THE BANK'S SHAREHOLDER TO DEMAND PUTTING SPECIFIC ISSUES ON THE EGM AGENDA**

A shareholder or shareholders of the Bank, representing at least one twentieth of the Bank's share capital can demand that specific issues be added to the agenda of the EGM. Such a demand should be reported to the Bank's Board of Executives no later than twenty one days prior to the EGM date, i.e. by **13 May 2013** at the latest.

A demand to put specific issues on the EGM agenda should contain a justification or a draft resolution regarding the recommended agenda item. Such a demand can be made in writing and provided to the following address: 02-676 Warsaw, ul. Suwak 3, or by electronic means, pursuant to the rules described in item 2 above.

A shareholder shall attach to the notification, submitted in an electronic form or in writing, documents and information enabling to identify him as a shareholder holding the right to make such a demand, and also documents and information that enable to identify and confirm the powers of attorney of any persons representing or acting on behalf of the shareholder, as specified in item 6.2 herein below.

The Board of Executives will immediately announce changes to the agenda introduced at the demand of a shareholder or shareholders, however eighteen days prior to the predetermined date of the EGM at the latest. A new agenda will be announced in the manner appropriate for convening the General Meeting.

### **4. RIGHT OF A SHAREHOLDER TO FILE DRAFT RESOLUTIONS REGARDING ISSUES ADDED TO THE EGM AGENDA OR ISSUES THAT ARE TO BE ADDED TO THE AGENDA BEFORE THE EGM DATE**

A shareholder or shareholders of the Bank representing at least one twentieth of the Bank's share capital can, prior to the EGM date, submit draft resolutions to the Bank, in writing to the following address: 02-676 Warsaw, ul. Suwak 3, or by electronic means, pursuant to the rules described in item 2 above, regarding issues on the EGM agenda or issues that are to be put on the EGM agenda.

A shareholder shall attach to the notification, submitted in an electronic form or in writing, documents and information enabling to identify him as a shareholder holding the right to make such draft resolution, and also documents and information that enable to identify and confirm the powers of attorney of any persons representing or acting on behalf of the shareholder, as specified in item 6.2 herein below.

The Bank shall announce draft resolutions at its website forthwith.

## **5. RIGHT OF A SHAREHOLDER TO SUBMIT DRAFT RESOLUTIONS REGARDING ISSUES PUT ON THE AGENDA DURING THE EGM**

During the EGM meeting, each of the Bank's shareholders can propose draft resolutions regarding issues on the agenda.

## **6. INFORMATION ABOUT THE MANNER OF EXERCISING A VOTING RIGHT BY A PROXY, INCLUDING IN PARTICULAR FORMS USED WHILE VOTING BY PROXY, AND ABOUT THE MANNER OF NOTIFYING THE BANK USING ELECTRONIC MEANS OF COMMUNICATION ABOUT APPOINTING A PROXY**

Any shareholder of the Bank can participate in the EGM and exercise his/her voting right in person or by a proxy.

A power of attorney to participate in the EGM and to exercise voting rights is granted in writing or in an electronic form.

A form that enables a proxy to exercise voting rights is available at the Bank's website from the date of convening the EGM. It is not required to use the form. It contains instructions on exercising voting rights by a proxy, however it does not substitute a power of attorney granted to the proxy by a shareholder. The Bank will not check whether the proxies exercise their voting right in line with the instructions that they received from their respective principals.

### **6.1 Power of attorney in writing**

In the event a shareholder grants a power of attorney in writing, a proxy shall provide the following documents for inspection when making a list of attendees (unless such documents have been sent to the Bank beforehand):

- (a) original of the power of attorney,
- (b) an official copy of a register where the shareholder is registered, or another document that confirms the authorisation of the persons acting on behalf of the shareholder; and
- (c) a document that enables an identification of the proxy.

In the event any of the documents listed above is executed in a language other than Polish or English, the proxy shall append such a document with its translation into Polish prepared by a sworn translator.

### **6.2. The manner of notifying the Bank using electronic means of communication about granting a power of attorney**

Shareholders shall notify the Bank about granting a power of attorney in an electronic form using a specially dedicated email address: [walnezgromadzenie@bnpparibas.pl](mailto:walnezgromadzenie@bnpparibas.pl). In the notification about granting the power of attorney, the Bank's shareholder gives his/her telephone number and email address, and also the telephone number and email address of a proxy, by means of which the Bank can communicate with the shareholder and proxy. A notification about granting a power of attorney should also contain the scope of the power of attorney, namely, indicate the number of shares from which the voting rights will be exercised, and the date of the EGM at which the rights will be exercised.

Together with the notification of granting the power of attorney in an electronic form, the shareholder shall send a scan of the power of attorney signed.

In the event the power of attorney is not granted by a shareholder that is a natural person, the shareholder shall send the following to the Bank:

- (a) a scan of an official copy of a register where the shareholder is registered; or
- (b) a scan of another document that confirms the authorisation of people acting on behalf of such a shareholder.

If the power of attorney is granted to an entity other than a natural person, the Bank shall be provided additionally with the following:

- (a) a scan of an official copy of a register where the proxy is registered; or
- (b) a scan of another document that confirms that such a proxy exists.

In the event any of the documents listed above is executed in a language other than Polish or English, the shareholder shall append such a document with a scan of its translation into Polish prepared by a sworn translator.

The rules described above are applied accordingly to the notification sent to the Bank by electronic means about a revocation of a power of attorney.

A notification about granting or revoking a power of attorney in an electronic form should be sent by 3.00 p.m. on the day preceding the EGM date at the latest.

The rules described above shall not release the proxy from the duty to present documents that confirm his/her identification, when making a list of attendees authorised to participate in the EGM.

### **6.3. A verification of validity of the power of attorney and identification of a shareholder and a proxy**

In order to verify the validity of a power of attorney granted in an electronic form and in order to identify the shareholder and the proxy, the Bank has the right to contact the shareholder or the proxy by telephone, using the number indicated by the shareholder pursuant to item 6.2. above, or by sending an email to the shareholder or the proxy to his/her return email address.

The Bank can undertake other additional measures to identify a shareholder and/or proxy in order to verify the validity of the power of attorney granted in an electronic form, however any such actions will be commensurate with the purpose.

A notification about granting or revocation of the power of attorney in an electronic form which fails to meet the requirements indicated in item 6.2 above shall be ineffective towards the Bank.

Shareholders shall be allowed to take part in the EGM upon producing their identity document, and proxies upon producing their identity document and their power of attorney granted in writing or in an electronic form (in this case the proxy shall produce a printout of his/her power of attorney). Representatives of legal persons or organisational units having no legal status should, additionally, present valid official copies of the entries in respective registers, listing all persons authorised to represent the entities in question.

## **7. POSSIBILITY AND MANNER OF PARTICIPATION IN THE EGM USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide for a possibility of participation in the EGM using electronic means of communication.

## **8. INFORMATION ABOUT THE MANNER OF EXPRESSING ONE'S VIEWS DURING THE EGM USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide for a possibility of expressing one's views during the EGM using electronic means of communication.

## **9. INFORMATION ABOUT THE MANNER OF EXERCISING VOTING RIGHTS BY POST OR USING ELECTRONIC MEANS OF COMMUNICATION**

The Bank does not provide for a possibility of exercising voting rights by post or using electronic means of communication.

## **10. DATE OF REGISTRATION OF PARTICIPATION IN THE EGM**

Pursuant to Article 406 (1) of the Code of Commercial Companies and Partnerships, the date of registration of one's participation in the EGM is **18 May 2013** (hereinafter referred to as the "**Registration Date**") falling 16 days before the EGM date.

## **11. INFORMATION ABOUT THE RIGHT TO PARTICIPATE IN THE EGM**

Only the persons being the Bank's shareholders as at the Registration Date shall have the right to participate in the EGM.

However, the participation right is vested only in the shareholders who would apply, not earlier than on the EGM notice date and not later than on 20 May 2013 to the entities holding their securities accounts for issuing inscribed certificates confirming the right to participate in the EGM.

## **12. LIST OF SHAREHOLDERS**

A list of shareholders authorised to participate in the EGM shall be made available at the Bank's registered office in Warsaw at ul. Suwak 3, from 9:00 a.m. to 3:00 p.m., three days before the EGM date.

A shareholder of the Bank can demand that a list of shareholders authorised to participate in the EGM be sent to him/her, by email and free of charge, while he/she provides his/her email address where the list should be sent to. Such a demand should be sent to the Bank at the address indicated in item 2 of this notice.

A shareholder of the Bank has the right to demand copies of requests regarding issues covered by the agenda, within a week before the EGM.

### **13.ACCESS TO DOCUMENTATION**

The full text of documentation to be presented during the EGM along with draft resolutions, will be published at the Bank's website on the day when the EGM is convened and made available at the following address: 02-676 Warsaw, u. Suwak 3.

Comments of the Board of Executives or Supervisory Board regarding issues on the agenda of the EGM or issues to be put on the agenda before the date of the EGM, will be available on the Company's website and at the following address: 02-676 Warsaw, ul. Suwak 3, immediately after their formulation.

### **14.ADDRESS OF THE BANK WEBSITE WHERE INFORMATION REGARDING THE EGM WILL BE PUBLISHED**

Any information regarding the EGM are published at the Bank's website: <http://www.bnpparibas.pl/english/general-meeting.htm>

### **The Bank presents the wording of the proposed amendments to the Statute and the current wording of the modified provision:**

Article 6 of the Bank's Statute shall read as follows:

#### **"Article 6**

***The share capital of the Bank amounts to no less than PLN 1 304 380 420 (say: one billion three hundred four million three hundred eighty thousand four hundred twenty zlotys) and no more than PLN 1 304 383 920 (say: one billion three hundred four million three hundred eighty three thousand nine hundred twenty zlotys) and is divided into no less than 37 268 012 (say: thirty seven million two hundred sixty eight thousand twelve) and no more than 37 268 112 (say: thirty seven million two hundred sixty eight thousand one hundred twelve) ordinary bearer shares, each with the nominal value of PLN 35.00 (say: thirty five zlotys)."***

The final amount of the share capital and the wording of Article 6 of the Bank's Statute within the boundaries set out in Resolution determining the Final Decrease Amount, the Minimum Increase Amount, the Final Nominal Value and the nominal value of the Series "O" Shares, the Maximum Increase Amount and the Minimum Number of Series "O" Shares and the Maximum Number of Series "O" Shares pursuant to the Resolution of the Annual General Meeting of BNP Paribas Bank Polska S.A. of April 4, 2013 and regarding the amendments to the Statute of BNP Paribas Bank Polska S.A. will be determined by the Bank's Board of Executives pursuant to Article 431 § 7 of the Code of Commercial Companies and Partnerships in conjunction with Article 310 of the Code of Commercial Companies and Partnerships.

Current wording of Article 6 of the Bank's Statute including the decrease of the share capital based on Resolution No. 10 regarding a decrease of the share capital by way of decreasing the nominal value of shares and the Resolution No. 11 regarding an amendment to the Statute of BNP Paribas Bank Polska S.A. passed by the Annual General Meeting of the Bank on April 4, 2013:

#### **"Article 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) bearer shares, each with the nominal value of PLN 45.46 (forty five zlotys and 46/100)."*

Current wording of Article 6 of the Bank's Statute not including the decrease of the share capital based on Resolution No. 10 regarding a decrease of the share capital by way of decreasing the nominal value of shares and the Resolution No. 11 regarding an amendment to the Statute of BNP Paribas Bank Polska S.A. passed by the Annual General Meeting of the Bank on April 4, 2013:

*"Article 6*

*The share capital of the Bank is PLN 1 434 646 300 (say: one billion four hundred and thirty four million six hundred and forty six thousand and three hundred zlotys) and is divided into 28 692 926 (say: twenty eight million six hundred ninety two thousand nine hundred and twenty six) ordinary bearer shares with a nominal value of PLN 50.00 (say: fifty zlotys) each."*

Article 15, section 3, item 6 of the Bank's Statute shall read as follows:

**„Article 15, section 3, item 6**

***approval of the Board of Executives' motions regarding participation as a member/partner (shareholder) in another bank, company or another commercial organisation, with the exclusion of: (i) Stock Exchange investments concluded for a term no longer than 6 months; and (ii) investments in shares or holdings of companies in order to generate mid- and long-term profits from capital value growth, with the intention of reselling them in the future (under capital development), within the limits (for a single investment and for all investments) set up by the Supervisory Board,"***

Current wording of Article 15, section 3, item 6 of the Bank's Statute:

**„Article 15, section 3, item 6**

*approval of the Board of Executives motions regarding participation as a shareholder in establishment of another bank, company or another commercial organisation, with the exclusion of the Stock Exchange investments concluded for a term no longer than 6 months,"*

Amendment of Article 9 of the Bank's Statute:

The first paragraph of Article 9 shall be numbered as section 1 and new Article 9, section 2 of the following wording shall be added:

**„Article 9, section 2**

***Acquisition or sale of real estate, perpetual usufruct right or share in a real estate item requires no resolution of the General Meeting of Shareholders."***

**Pursuant to Article 455 para. 2 of the Code of Commercial Companies and Partnerships, the Bank discloses the aim of the proposed share capital decrease (including the amendment to Article 6 of the Statute), the amount by which the share capital is to be decreased and the share capital decrease method.**

The share capital decrease proposed in the resolution referred to in item 6 of the EGM agenda is related to the issue of the Series "O" Shares and is to facilitate the capital acquisition by the Bank through the issue of new shares.

The purpose of adopting the above resolution is to: (i) determine, pursuant to § 2 item 6 of Resolution 12 of the Annual General Meeting dated 4 April 2013 (hereinafter referred to as the "**Capital Decrease and Increase Resolution**"), the following: the Final Nominal Value and at the same time the nominal value of the Series "O" Shares, the Final Decrease Amount, the Minimum Increase Amount, the Minimum Number of the Series "O" Shares, the Maximum Increase Amount and the Maximum Number of the Series "O" Shares (pursuant to definitions included in the Capital Decrease and Increase Resolution), and (ii) make a relevant amendment to the Statute.

The Final Decrease Amount proposed in the resolution in question is PLN 300 128 005.96 (say: three hundred million one hundred and twenty eight thousand five zlotys and 96/100)

The resolution in question provides also for the increase of the Bank's share capital by the amount not lower than the PLN 300 128 010 (say: three hundred million one hundred and twenty eight thousand ten zlotys) and not higher than PLN 300 131 510 (say: three hundred million one hundred and thirty one thousand five hundred ten zlotys), through the issue of the Series "O" Shares.

The proposed share capital decreases is to be made by reducing the nominal value of each share.