

FORM TO EXERCISE THE RIGHT TO VOTE BY PROXY

It refers to exercising the right to vote by a proxy at the Annual General Meeting of BNP Paribas Bank Polska SA with its registered office in Warsaw, convened for 4 April 2013 at 10:00 a.m. at ul. Suwak 3 in Warsaw.

I. INFORMATION ON A SHAREHOLDER:

(name, surname/shareholder's business name)

(residence address/ registered office address)

PESEL (national identification number) / REGON (business registration number) _____

II. INFORMATION ON PROXY:

(name, surname/ proxy's business name)

(residence address/ registered office address)

PESEL (national identification number) / REGON (business registration number) _____

_____, _____
(date) (place)

(Shareholder's signature)

III. VOTES CAST WITH RESPECT TO RESOLUTIONS:

RESOLUTION No. 1
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

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.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____
- (*delete as appropriate)

_____ / _____
(date) (place)

(Shareholder's signature)

RESOLUTION No. 2
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

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 2012 Annual Separate Financial Statements of BNP Paribas Bank Polska SA and 2012 Annual Consolidated Financial Statements of BNP Paribas Bank Polska SA Group, the 2012 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 2012 and the BNP Paribas Bank Polska SA Supervisory Board's Report for the financial year 2012.
7. adopting resolutions regarding the following issues:
 - a) consideration and approval of the 2012 Annual Separate Financial Statements of BNP Paribas Bank Polska SA and the 2012 Board of Executives' Report regarding BNP Paribas Bank Polska SA activity including the 2012 Corporate Governance Report of BNP Paribas Bank Polska SA,
 - b) consideration and approval of the 2012 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 2012 including the 2012 Corporate Governance Report of BNP Paribas Bank Polska SA,
 - c) approval of the 2012 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 2012 fiscal year,
 - e) approval of the discharge of duties of BNP Paribas Bank Polska SA Supervisory Board's members in the 2012 fiscal year,
 - f) distribution of the 2012 profit,
8. adopting a resolution regarding a decrease of the share capital by way of decreasing the nominal value of shares.
9. adopting a resolution regarding an amendment to the Articles of Association of BNP Paribas Bank Polska SA.
10. adopting a conditional resolution regarding a further decrease of the share capital by way of decreasing 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 Management Board of BNP Paribas Bank Polska S.A. to apply for the admission and listing of shares on a regulated market, dematerialize shares and conclude an agreement with KDPW S.A.; the condition of effectiveness of the resolution's provisions is a prior registration of changes resulting from resolutions mentioned in points 8 & 9 above by the Registry Court.
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.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
 - pursuant to the following rules* _____
- (*delete as appropriate)

_____, _____
(place) (date)

(Shareholder's signature)

RESOLUTION No. 3
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

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.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____
- (*delete as appropriate)

_____ / _____
(date) (place)

(Shareholder's signature)

RESOLUTION No. 4
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning approval of the Annual Separate Financial Statements of BNP Paribas Bank Polska SA for the 2012 fiscal year and the Board of Executives' Report regarding BNP Paribas Bank Polska SA activity in the 2012 fiscal year including the 2012 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 2012 fiscal year, including the separate balance sheet disclosing total assets and liabilities amounting to PLN 19,245,705 thousand (in words: nineteen billion two hundred and forty five million seven hundred and five thousand zlotys) and separate profit and loss statement for the same fiscal year disclosing a net profit amounting to PLN 29,288 thousand (in words: twenty nine million two hundred and eighty eight thousand zlotys),
- the Board of Executives' Report regarding BNP Paribas Bank Polska SA activity in the 2012 fiscal year, and
- 2012 Corporate Governance Report of BNP Paribas Bank Polska SA.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____

(*delete as appropriate)

_____ (place) _____ (date)

_____ (Shareholder's signature)

RESOLUTION No. 5
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning approval of the Annual Consolidated Financial Statements of BNP Paribas Bank Polska SA Group for the year 2012 and the Board of Executives' Report on BNP Paribas Bank Polska SA Group Activity in 2012 including the 2012 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 2012 fiscal year, including the consolidated balance sheet disclosing total assets and liabilities amounting to PLN 20,830,812 thousand (in words: twenty billion eight hundred and thirty million eight hundred and twelf thousand zlotys) and consolidated profit and loss statement for the same fiscal year disclosing a net profit amounting to PLN 30,841 thousand (in words: thirty million eight hundred and forty one thousand zlotys)
- the Board of Executives' Report on BNP Paribas Bank Polska SA Group Activity for the 2012 fiscal year, and
- 2012 Corporate Governance Report of BNP Paribas Bank Polska SA.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____

(*delete as appropriate)

_____ (place) _____ (date)

(Shareholder's signature)

RESOLUTION No. 6
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning approval of the 2012 BNP Paribas Bank Polska SA Supervisory Board's Report

The Annual General Meeting of BNP Paribas Bank Polska SA, after consideration, approves the 2012 BNP Paribas Bank Polska SA Supervisory Board's Report.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____
- (*delete as appropriate)

_____ (place) _____ (date)

(Shareholder's signature)

RESOLUTION No. 7
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning the approval of the discharge of duties of BNP Paribas Bank Polska SA Board of Executives' members in the 2012 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 approve the discharge of duties in the 2012 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 (from May 13, 2012)

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
 - pursuant to the following rules* _____
- (*delete as appropriate)

_____ (place) _____ (date)

_____ (Shareholder's signature)

RESOLUTION No. 8
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning the approval of the discharge of duties of BNP Paribas Bank Polska SA Supervisory Board's members in the 2012 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 2012 fiscal year of the following Supervisory Board members:

- Camille Fohl** – Chairman,
- Jarosław Bauc** – Deputy Chairman,
- Lars Machenil** – Deputy Chairman (until February 1, 2012),
- Mark Selles** – Board Member (until May 23, 2012),
- Jean Deullin** - Board Member,
- Monika Bednarek** – Board Member,
- Andrzej Wojtyna** – Board Member.
- Francois Benaroya** - Board Member (from May 23, 2012),
- Filip Dierckx** – Deputy Chairman (from May 23, 2012),
- Helene Dubourg** - Board Member (from May 23, 2012).

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules*

(*delete as appropriate)

_____ (place) _____ (date)

_____ (Shareholder's signature)

RESOLUTION No. 9
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning distribution of the 2012 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 2011 fiscal year amounting to PLN **29 287 457,52** (say: twenty-nine million two hundred eighty-seven thousand four hundred fifty-seven zlotys 52/10) shall be distributed as follows:

- a portion of the profit of PLN **2 343 000** to be allocated to additional capital,
- a portion of the profit of PLN **26 944 457.52** to be allocated to general risk fund.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____

(*delete as appropriate)

_____ (place) _____ (date)

(Shareholder's signature)

RESOLUTION No. 10
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning a decrease of the share capital by way of decreasing the nominal value of shares

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

§1

1. The share capital will be decreased by PLN 130 265 884.04 (one hundred thirty million two hundred sixty five thousand eight hundred eighty four zloty four grosz), that is from PLN 1 434 646 300 (one billion four hundred thirty four million six hundred forty six thousand three hundred zloty) to PLN 1 304 380 415.96 (one billion three hundred four million three hundred eighty thousand four hundred fifteen zloty ninety six grosz).
2. The share capital of the Bank will be decreased by way of decreasing the nominal value of each share of the Bank from PLN 50 (fifty zloty) to PLN 45.46 (forty five zloty forty six grosz).
3. In relation to the share capital decrease referred to in Sections 1 and 2 of this Resolution, the contributions made by the Bank's shareholders against the share capital will 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, being PLN 130 265 884.04 (one hundred thirty million two hundred sixty five thousand eight hundred eighty four zloty four grosz), will be transferred to a separate reserve capital of the Bank pursuant to the first sentence of Article 457 § 2, the first sentence, of the CCC.
5. The share capital decrease effected pursuant to this Resolution is related to the issuance of Series "O" shares by the Bank. The purpose of the decrease of the Bank's share capital pursuant to this Resolution (and also pursuant to Resolution No. [3] of this Annual General Meeting, as proposed by the Management Board, concerning a further decrease of the share capital with its concurrent increase through the issuance of new shares), is to decrease the nominal value of the Bank's shares which should facilitate acquiring of New capital of the Bank through the issuance of new shares. Article 456 of the CCC shall not apply to the decrease of the share capital pursuant to this Resolution because the amount to be transferred to the reserve capital pursuant to Section 4 above, according to Article 457 § 3 of the CCC in relation to Article 457 § 1 item 2 of the CCC – does not exceed 10% of the decreased share capital.

6. The Management Board of the Bank is hereby requested to:

- a) cause the making of a notarized statement by all members of the Management Board to the effect that all conditions for a share capital decrease set out in the CCC and in this Resolution have been satisfied, pursuant to the second sentence of Article 458 § 3 of the CCC; and
- b) file an application with the Registry Court for the registration of the share capital decrease and the associated amendments to the Articles of Association of the Bank in the Register of Entrepreneurs – promptly upon receiving the Polish Financial Supervision Authority approval of the amendment to the Articles of Association.

§2

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

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____

(*delete as appropriate)

(place)

(date)

(Shareholder's signature)

RESOLUTION No. 11
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning an amendment to the Articles of Association of BNP Paribas Bank Polska SA.

In relation to the Resolution No. [1] of the Annual General Meeting of BNP Paribas Bank Polska S.A. (the "**Bank**"), it is hereby resolved to amend the Articles of Association as follows:

§1

In relation to a decrease of the share capital pursuant to the Resolution No. 10 on the decrease of the share capital by way of decreasing the nominal value of shares adopted by this Annual General Meeting, the wording of § 6 of the Articles of Association of the Bank reading:

„§6

The share capital of the Bank amounts to PLN 1 434 646 300 (one billion four hundred thirty four million six hundred forty six thousand three hundred zloty) 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 50.00 (fifty zloty)."

is replaced with the following:

„§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 zloty ninety six grosz) 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 zloty forty six grosz)."

§2

The Supervisory Board is hereby authorized to adopt a unified text of the Articles of Association of the Bank reflecting the amendment made on the basis of this Resolution.

§3

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

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____

(*delete as appropriate)

_____, _____
(place) (date)

(Shareholder's signature)

RESOLUTION No. 12
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

concerning a decrease of the share capital by way of decreasing 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 Management Board of BNP Paribas Bank Polska S.A. to apply for the admission and listing of shares on a regulated market, dematerialize shares and conclude an agreement with Krajowy Depozyt Papierów Wartościowych S.A.

After having considered a request from the Management Board of BNP Paribas Bank Polska S.A. (the "**Bank**") and an 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 14 Section 2, Article 15 Section 2 and Article 27 Section 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 will be decreased by no more than PLN 443 592 635.96 (four hundred forty three million five hundred ninety two thousand six hundred thirty five zloty ninety six grosz) (the "**Maximum Decrease Amount**") and no less than [●] (say: [●]) (the "**Minimum Decrease Amount**"), which means that the share capital will be decreased from PLN 1 304 380 415,96 (one billion three hundred four million three hundred eighty thousand four hundred fifteen zloty ninety six grosz) to no less than PLN 860 787 780 (eight hundred sixty million seven hundred eighty seven thousand seven hundred eighty zloty) and no more than [●] (say: [●]).
2. The share capital of the Bank will be decreased by way of decreasing the nominal value of each share of the Bank from PLN 45.46 (forty five zloty forty six grosz) to no less than PLN 30.00 (thirty zloty) and no more than [●] (say: [●]).
3. The final amount of the decrease of the Bank's share capital (the "**Final Decrease Amount**") and the resulting final nominal value of the Bank's shares (the "**Final Nominal Value**") will be determined within the boundaries set out in Sections 1 and 2 above in a resolution of an Extraordinary General Meeting of the Bank to be convened by the Management Board pursuant to § 2 Section 6 of this Resolution. The Final Nominal Value will be a difference between the amount of PLN 45.46 (forty five zloty forty six grosz) and the quotient of (i) the Final Decrease Amount and (ii) 28 692 926 (that is, the number of shares of the Bank not including the series "O" shares referred to in § 2 of this Resolution).
4. In relation to the decrease of the share capital pursuant to Sections 1–3 above of this Resolution, the contributions made by the Bank's shareholders to the share capital will not be returned in any form; neither will they be released from their obligations to make contributions against the share capital.

5. The Final Decrease Amount will be transferred to the supplementary capital of the Bank.
6. 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 further decrease the nominal value of its shares which should facilitate the capitalization of the Bank through the issuance of new shares. Article 456 of the CCC shall not apply to the decrease of the share capital pursuant to this Resolution because it is effected – in accordance with Article 457 § 1 item 1 of the CCC – 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 decrease of the share capital by way of decreasing the nominal value of shares pursuant to § 1 of this Resolution – the share capital of the Bank will be increased by way of issuing new Series "O" ordinary bearer shares („**Series "O" Shares**") on the following terms:
 - a) the minimum number of the Series "O" Shares (the „**Minimum Number of Series "O" Shares**") will be the quotient of (rounded up to a whole number): (i) the Final Decrease Amount and (ii) the Final Nominal Value;
 - b) the maximum number of the Series "O" Shares will be 14 786 422 (fourteen million seven hundred eighty six thousand four hundred twenty two) (the „**Maximum Number of Series "O" Shares**"), subject to § 2 item 6.b) below;
 - c) the share capital will be increased by no less than the product of the Final Nominal Value and the Minimum Number of Series "O" Shares (the "**Minimum Increase Amount**") and no more than the product of the Final Nominal Value and the Maximum Number of Series "O" Shares (the "**Maximum Increase Amount**");
 - d) the nominal value of the Series "O" Shares will be equal to the Final Nominal Value.
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 its the existing shareholders are entirely excluded with respect to the Series "O" Shares. The Annual General Meeting hereby acknowledges the Management Board's resolution expressing its written opinion substantiating the exclusion of the preemptive rights with respect to the Series "O" Shares, and the method of determining the issue price of the Series "O" Shares. The said Management Board's resolution is attached to this Resolution.
4. The Series "O" Shares will only be covered with cash contributions.
5. The Series "O" Shares to be issued pursuant to this Resolution will 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 Final Nominal Value, being at the same time the nominal value of the Series "O" Shares, the Final Decrease Amount, the Minimum Increase Amount, the Minimum Number of Series "O" Shares and the Maximum Increase Amount will be determined, on terms specified in this Resolution, in a resolution of the Extraordinary General Meeting to be convened by the Management Board on such date as will enable the completion of a public offering of the Series "O" Shares by the end of 2013. The said Extraordinary General Meeting:
 - a) will also pass a resolution amending the Bank's Articles of Association in relation to the decrease of its share capital referred to in § 1 of this Resolution and related to the increase of the Bank's share capital referred to in § 2 of this Resolution, and
 - b) may decrease the Maximum Amount of Series "O" Shares, however within the boundaries specified in this Resolution.
7. The Management Board is hereby requested to convene the Extraordinary General Meeting for the purpose of adopting the resolutions referred to in § 1 Section 3 and § 2 Section 6 of this Resolution. Additionally, 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 set out detailed terms of subscription for and allotment of the Series "O" Shares, that is, among other things, to:
 - a) determine, pursuant to Article 432 § 4 of the CCC, the final number of the offered Series "O" Shares and the final amount by which the share capital of the Company 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; if the Management Board does not exercise its authority, referred to above, the highest amount of Series "O" Shares to be offered shall be the quotient of: (i) the Maximum Increase Amount and (ii) the Final Nominal Value, and the highest amount by which the share capital is to be increased will be equal to the Maximum Increase Amount;
 - b) 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;
 - c) specify the date or dates of opening and closing subscriptions for the Series "O" Shares;
 - d) 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;
 - e) conclude 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 agreements; and
 - f) conclude agreements aimed at stabilizing the price of the Bank's shares and rights to 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.

8. 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, including applying to the Polish Financial Supervision Authority for an approval of the relevant prospectus.
9. The Management Board is hereby authorized to withdraw from or suspend the public offering at any time, provided that after the commencement of 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 will then be announced at a later date.

§3

1. The Annual 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 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, that is , among other things, 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 WSE; and
 - b) conclude 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 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 WSE, 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 conclude, in compliance with the Trading Act, an agreement with NDS regarding the registration of the Shares in the deposit of securities kept by 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 WSE.

§4

The provisions of this Resolution concerning the decrease and increase of the share capital of the Bank will take effect under the condition precedent that the Registry Court registers the amendments resulting from the following resolutions of this Annual General Meeting:

Resolution No. 10 on decreasing the share capital by way of decreasing the nominal value of the shares and Resolution No. 11 regarding amendments to the Articles of Association.

§5

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

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
 - pursuant to the following rules* _____
- (*delete as appropriate)

_____ (place) _____ (date)

_____ (Shareholder's signature)

RESOLUTION No. 13
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

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 4, 2013 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 April 4, the BNP Paribas Bank Polska SA Supervisory Board composition will be as follows:

1.
2.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy’s discretion, or*
- pursuant to the following rules* _____
- (*delete as appropriate)

(place) (date)

(Shareholder’s signature)

RESOLUTION No. 14
of the Annual General Meeting
BNP Paribas Bank Polska SA
of April 4, 2013

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.

Votes:

| | | |
|-------------------------------------|--|--|
| <input type="checkbox"/> For | <input type="checkbox"/> Against <input type="checkbox"/> Objection | <input type="checkbox"/> I abstain from voting |
| Number of shares: | Number of shares: | Number of shares: |
| Contents of the objection: _____ | | |

SHAREHOLDER'S INSTRUCTION TO THE PROXY:

- at the proxy's discretion, or*
- pursuant to the following rules* _____
- (*delete as appropriate)

_____ (place) _____ (date)

(Shareholder's signature)