



BNP PARIBAS

Draft Resolutions for the Annual General Meeting held on May 23, 2012

Draft

Resolution No. 1

dated May 23, 2012

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 May 23, 2012

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 2011 Annual Separate Financial Statements of BNP Paribas Bank Polska SA and 2011 Annual Consolidated Financial Statements of BNP Paribas Bank Polska SA Group, the 2011 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 2011 and the BNP Paribas Bank Polska SA Supervisory Board's Report for the financial year 2011.
7. adopting resolutions regarding the following issues:
 - a) consideration and approval of the 2011 Annual Separate Financial Statements of BNP Paribas Bank Polska SA and the 2011 Board of Executives' Report regarding BNP Paribas Bank Polska SA activity including the 2011 Corporate Governance Report of BNP Paribas Bank Polska SA,

- b) consideration and approval of the 2011 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 2011 including the 2011 Corporate Governance Report of BNP Paribas Bank Polska SA,
 - c) approval of the 2011 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 2011 fiscal year,
 - e) approval of the discharge of duties of BNP Paribas Bank Polska SA Supervisory Board's members in the 2011 fiscal year,
 - f) distribution of the 2011 profit,
- 8. adopting a resolution regarding the transfer of the positive difference, resulting from the tax settlement of purchase of the organised part of the enterprise of BNP Paribas Branch in Poland by BNP Paribas Bank Polska SA, to additional capital.
 - 9. adopting a resolution regarding BNP Paribas Bank Polska SA share capital increase through the Series N shares issue with pre-emptive rights excluded and regarding authorization for the Board of Executives of BNP Paribas Bank Polska SA to apply for introduction of the series N shares to trading on the regulated market, dematerialization of shares and signing an agreement with KDPW SA (the National Depository of Securities).
 - 10. adopting a resolution regarding amendments to Article 6 of the Statute of BNP Paribas Bank Polska SA in relation to the share capital increase.
 - 11. adopting resolutions regarding changes of the Regulations of the Supervisory Board of BNP Paribas Bank Polska SA.
 - 12. information about implementation by BNP Paribas Bank Polska SA of the Compensation Policy for executives and other employees whose professional activities have significant impact on the risk profile of the Bank (under KNF Resolution 258/2011).
 - 13. adopting a resolution regarding changes in the composition of the Supervisory Board of BNP Paribas Bank Polska SA.
 - 14. adopting a resolution regarding remuneration for the members of the Supervisory Board of BNP Paribas Bank Polska SA.
 - 15. closing of the Meeting.

Draft

Resolution No. 3

dated May 23, 2012

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 May 23, 2012

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 2011 fiscal year and the Board of Executives' Report regarding BNP Paribas Bank Polska SA activity in the 2011 fiscal year including the 2011 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 2011 fiscal year, including the separate balance sheet disclosing total assets and liabilities amounting to PLN 20,723,168 thousand (in words: twenty billion seven hundred and twenty three million one hundred sixty eight thousand zlotys) and separate profit and loss statement for the same fiscal year disclosing a net profit amounting to PLN 21,033 thousand (in words: twenty one million thirty three thousand zlotys),
- the Board of Executives' Report regarding BNP Paribas Bank Polska SA activity in the 2011 fiscal year, and
- 2011 Corporate Governance Report of BNP Paribas Bank Polska SA.

Draft

Resolution No. 5

dated May 23, 2012

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 2011 and the Board of Executives' Report on BNP Paribas Bank Polska SA Group Activity in 2011 including the 2011 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 2011 fiscal year, including the consolidated balance sheet disclosing total assets and liabilities amounting to PLN 22,479,304 thousand (in words: twenty two billion four hundred and seventy nine million three hundred and four thousand zlotys) and consolidated profit and loss statement for the same fiscal year disclosing a net profit amounting to PLN 39,442 thousand (in words: thirty nine million four hundred and forty two thousand zlotys)
- the Board of Executives' Report on BNP Paribas Bank Polska SA Group Activity for the 2011 fiscal year, and
- 2011 Corporate Governance Report of BNP Paribas Bank Polska SA.

Draft

Resolution No. 6

dated May 23, 2012

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning approval of the 2011 BNP Paribas Bank Polska SA Supervisory Board's Report

The Annual General Meeting of BNP Paribas Bank Polska SA, after consideration, approves the 2011 BNP Paribas Bank Polska SA Supervisory Board's Report.

Draft

Resolution No. 7

dated May 23, 2012

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 2011 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 2011 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,

Jacek Obłəkowski - Vice President (until March 18, 2011),

Philippe Van Hellemont – Vice President (until May 10, 2011),

Michel Thebault – Vice President,

Marta Oracz – Member of the Board,

Stéphane Rodes – Member of the Board,

Wojciech Kembłowski - Member of the Board (from May 11, 2011)

Draft

Resolution No. 8

dated May 23, 2012

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 2011 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 2011 fiscal year of the following Supervisory Board members:

Camille Fohl – Chairman,
Jarosław Bauc – Deputy Chairman,
Lars Machenil – Deputy Chairman,
Mark Selles – Board Member,
Jean Deullin – Board Member,
Monika Bednarek – Board Member,
Andrzej Wojtyna – Board Member.

Draft

Resolution No. 9

dated May 23, 2012

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning distribution of the 2011 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 **21 032 978.01** (say: twenty one million thirty two thousand nine hundred seventy eight and 1/100) shall be distributed as follows:

- a portion of the profit of PLN **1 682 638.24** to be allocated to additional capital,
- a portion of the profit of PLN **19 350 339.99** to be allocated to general risk fund,
- unsettled retained earnings balance of PLN **0.22** to be allocated to general risk fund.

Draft

Resolution No. 10

dated May 23, 2012

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning the transfer of the positive difference, resulting from the tax settlement of purchase of the organised part of the enterprise of BNP Paribas Branch in Poland by BNP Paribas Bank Polska SA, to additional capital

The Annual General Shareholders Meeting of BNP Paribas Bank Polska SA resolves as follows:

Pursuant to Article 20 of the Bank's Statute, having considered the motion of the BNP Paribas Bank Polska SA Board of Executives and BNP Paribas Bank Polska SA Supervisory Board, the Annual General Meeting of BNP Paribas Bank Polska SA resolves to transfer the positive difference of PLN 15 161 024,48 (say: fifteen million one hundred sixty one thousand twenty four and 48/100), resulting from the tax settlement of purchase of the organised part of the enterprise of BNP Paribas Branch in Poland, to additional capital.

Draft

Resolution No. 11

dated May 23, 2012

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning BNP Paribas Bank Polska SA share capital increase through the Series N shares issue with pre-emptive rights excluded and regarding authorization for the Board of Executives of BNP Paribas Bank Polska SA to apply for introduction of the series N shares to trading on the regulated market, dematerialization of shares and signing an agreement with KDPW SA (the National Depository of Securities)

Having considered the Board of Executives' motion and the Supervisory Board's opinion, the Annual General Meeting of BNP Paribas Bank Polska SA hereby adopts the following resolution:

§ 1

1. The share capital of BNP Paribas Bank Polska SA shall be increased by PLN 228,471,000 (in words: two hundred and twenty eight million four hundred and seventy one thousand zlotys) through the issuance of 4,569,420 (in words: four million five hundred and sixty nine thousand four hundred and twenty) series N shares.
2. All series N shares issued are bearer shares with the nominal value of PLN 50 each.
3. Series N shares shall be acquired at the issue price fixed by the Bank's Board of Executives.
4. Series N shares shall be fully covered by cash payments prior to the registration of the share capital increase.
5. The series N shares pre-emptive rights of the existing Shareholders shall be excluded. The shareholders agree with the opinion of the Bank Board of Executives that exclusion of the series N shares pre-emptive rights is in the Bank's interest. Such position has been substantiated in a written opinion expressed by the Board of Executives and presented to the shareholders.

6. The series N shares shall be offered by the Board of Executives to Fortis Bank S.A./NV based in Brussels.
7. The series N shares acquisition agreement shall be concluded by 30 May 2012.
8. The series N shares shall entitle the shareholder to dividend effective from the date of profit distribution for the accounting year 2012.

§2

1. The General Shareholders Meeting has decided to introduce the series N shares and series N shares allotment certificates (PDA) to listing on the stock exchange market.
2. The Bank Board of Executives shall be authorized to take any legal and factual actions that are necessary to admit the series N shares to the trading on the Warsaw Stock Exchange. The Bank Board of Executives shall be specifically authorized to file respective motions or submit required notifications to the Financial Supervision Authority, conclude an agreement on series N shares dematerialization with the National Depository for Securities (KDPW), register the series N shares in the register maintained by KDPW, likewise file respective motions for introduction of the series N shares to trading on the Warsaw Stock Exchange.
3. The Bank Board of Executives shall fix the date for commencing the actions, referred to in item 2 above, necessary to introduce the series N shares to trading on the stock market.

§3

The Resolution becomes effective on the day of its adoption.

Draft

Resolution No. 12

dated May 23, 2012

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning amendments to Article 6 of the Statute of BNP Paribas Bank Polska SA

1. Due to the increase of BNP Paribas Bank Polska SA share capital by the issuance of Series N ordinary bearer shares, pursuant to Article 9 section 4) of the Bank's Statute, Annual General Meeting of BNP Paribas Bank Polska SA amends Article 6 of the Statute of BNP Paribas Bank Polska as follows:

Article 6 shall read as follows:

"The share capital of the Bank is PLN 1,434,646,300 (in words: 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 (in words: twenty eight million six hundred ninety two thousand nine hundred and twenty six) ordinary bearer shares with a nominal value of PLN 50.00 (in words: fifty zlotys) each."

2. The Resolution becomes effective on the day of its adoption.

Draft

Resolution No. 13

dated May 23, 2012

of the Annual General Meeting of BNP Paribas Bank Polska SA

concerning amendments to the Regulations of the Supervisory Board of BNP Paribas Bank Polska SA

Pursuant to Article 9 section 10) of the Bank's Statute, the Annual General Meeting of BNP Paribas Bank Polska SA hereby adopts the Regulations of the Board of directors of BNP Paribas Bank Polska SA, which constitute an enclosure to the present resolution.

Draft

Resolution No. 14

dated May 23, 2012

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 May 23, 2012 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 23 May 2012, the BNP Paribas Bank Polska SA Supervisory Board composition will be as follows:

1.
2.

Draft

Resolution No. 15

dated May 23, 2012

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.

The Board of Executives' justification for draft resolutions of the Annual General Meeting of BNP Paribas Bank Polska SA scheduled for 23 May 2012

The Board of Executives' justification for **draft resolution No. 10** of the Annual General Meeting scheduled for 23 May 2012, **concerning the transfer of the positive difference, resulting from the tax settlement of purchase of the organised part of the enterprise of BNP Paribas Branch in Poland by BNP Paribas Bank Polska SA, to additional capital.**

The equity of BNP Paribas Bank Polska SA, as at December 31, 2011, includes a non-standard item described in the financial statement as 'BNPP Branch transaction'. It amounts to PLN 15 161 024.48. This item results from final tax settlements of the purchase of the banking business from BNP Paribas Warsaw Branch which took place in 2010. According to the acquisition accounting policy assumed by the Bank, results of such transactions, including deferred taxes, shall be recognized through equity, therefore the recognition of the abovementioned figure remains in concordance with the accounting rules followed by the Bank. Nevertheless, it is appropriate to transfer this amount to a known and defined part of the Bank's own fund in order not to keep items whose place and role within equity is not defined.

The transfer to additional capital is obvious as this is a part of equity that the Bank is legally obliged to build up until it reaches one third of the share capital value.



The Board of Executives' justification for **draft resolution No. 11** of the Annual General Meeting scheduled for 23 May 2012, **concerning BNP Paribas Bank Polska SA share capital increase through the Series N shares issue with pre-emptive rights excluded and regarding authorization for the Board of Executives of BNP Paribas Bank Polska SA to apply for introduction of the series N shares to trading on the regulated market, dematerialization of shares and signing an agreement with KDPW SA (the National Depository of Securities).**

The adoption of Resolution No. 11 by the Bank's Annual General Meeting aims at the quick and effective strengthening of the Bank's capital base. The capital increase takes into account the financial supervision requirements regarding bank capital adequacy, as stipulated under KNF Resolution No. 153/2011 dated 7 June 2011, which becomes effective on 30 June 2012.



The Board of Executives' justification for **draft resolution No. 12** of the Annual General Meeting scheduled for 23 May 2012, **concerning amendments to Article 6 of the Statute of BNP Paribas Bank Polska SA.**

The purpose of adopting Resolution No. 11 by the Bank's Annual General Meeting is to carry out the provisions of Resolution No. 11 of BNP Paribas Bank Polska SA Annual General Meeting and provisions of Article 431 para. 1 of the Code of Commercial Companies and Partnerships.



The Board of Executives' justification for **draft resolution No. 13** of the Annual General Meeting scheduled for 23 May 2012, **concerning amendments to the Regulations of the Supervisory Board of BNP Paribas Bank Polska SA**

The adoption of Resolution No. 13 by the Bank's Annual General Meeting results from the need to adjust the provisions of the Regulations of the Supervisory Board of BNP Paribas Bank Polska SA to the binding law regulations and best practices of public companies, in particular with respect to:

- competence of the Supervisory Board committees; and
- rights and duties of the Supervisory Board members.

The amendments result also from the implemented improvements in the Supervisory Board's work organization.