

**NOTICE
OF THE ANNUAL GENERAL MEETING**

Acting under article 399 Para. 1, article 402¹ and article 402² 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 SA 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 1,206,175,300 (hereinafter referred to as "**the Bank**"), hereby convenes an Annual General Meeting (hereinafter also referred to as "**AGM**").

1. DATE, HOUR AND PLACE OF THE ANNUAL GENERAL MEETING AND ITS DETAILED AGENDA

1.1 Date, hour and place

The Annual General Meeting will be held on **23 May 2012 at 8.00 a.m. in Warsaw, at ul. Suwak 3.**

1.2 Agenda:

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.

2. COMMUNICATION BETWEEN SHAREHOLDERS AND THE BANK BY ELECTRONIC MEANS

Subject to limitations provided under the Code of Commercial Companies, 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, 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 AGM 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 AGM. Such a demand should be reported to the Bank's Board of Executives no later than twenty one days prior to the AGM date, i.e. by **2 May 2012** at the latest.

A demand to put specific issues on the AGM 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 General Meeting 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 AGM AGENDA OR ISSUES THAT ARE TO BE ADDED TO THE AGENDA BEFORE THE AGM DATE

A shareholder or shareholders of the Bank representing at least one twentieth of the Bank's share capital can, prior to the AGM 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 AGM agenda or issues that are to be put on the AGM 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 GENERAL MEETING

During the AGM 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 AGM and exercise his/her voting right in person or by a proxy.

A power of attorney to participate in the AGM 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 AGM. 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. 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 General Meeting 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 AGM 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 AGM.

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 and 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 and 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 General Meeting 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 AGM USING ELECTRONIC MEANS OF COMMUNICATION

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

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

The Bank does not provide for a possibility of expressing one's views during the AGM 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 ANNUAL GENERAL MEETING

Pursuant to Article 406 (1) of the Code of Commercial Companies, the date of registration of one's participation in the AGM is **7 May 2012** (hereinafter referred to as the **Registration Date**) falling 16 days before the AGM date.

11. INFORMATION ABOUT THE RIGHT TO PARTICIPATE IN THE ANNUAL GENERAL MEETING

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

However, the participation right is vested only in the shareholders who would apply, not earlier than on the AGM notice date and not later than on 7 May 2012 (i.e. the Registration Date) to the entities holding their securities accounts for issuing inscribed certificates confirming the right to participate in the General Meeting.

12. LIST OF SHAREHOLDERS

A list of shareholders authorised to participate in the General Meeting 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 AGM date.

A shareholder of the Bank can demand that a list of shareholders authorised to participate in the AGM 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 AGM.

13. ACCESS TO DOCUMENTATION

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

Comments of the Board of Executives or Supervisory Board regarding issues on the agenda of the General Meeting or issues to be put on the agenda before the date of the General Meeting, 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 AGM WILL BE PUBLISHED

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



The Bank presents the wording of the proposed amendment 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 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."

Current wording of Article 6 of the Bank's Statute:

"Article 6

The share capital of the Bank is PLN 1,206,175,300 (in words: one billion two hundred and six million one hundred seventy five thousand and three hundred zlotys) and is divided into 24,123,506 (in words: twenty four million one hundred twenty three thousand five hundred and six) ordinary bearer shares with a nominal value of PLN 50.00 (in words: fifty zlotys) each."