

**PROXY FOR PARTICIPATION AT ANNUAL GENERAL MEETING OF BNP PARIBAS BANK  
POLSKA SA CONVENED FOR 23 MAY 2012.**

**for entities who are not natural persons**

I / we, the undersigned, ..... (*name and surname*) acting on behalf of: ..... with its registered office in..... hereby represent that ..... (*shareholder's name and surname/company*) (hereinafter "**the Shareholder**") has the right in respect of the number of ordinary bearer shares (.....) registered in their name in BNP Paribas Bank Polska SA with a registered office in Warsaw (hereinafter "**the Bank**")

and therefore I/we authorise:

Mr/Ms....., holding passport / identity card / other official ID document no. ....,

or

..... (*the company*) with its registered office in .....

to represent the Shareholder at the Annual General Meeting of the Bank, convened for 23 May 2012 at 8:00 a.m. at ul. Suwak 3 in Warsaw (hereinafter "**the Annual General Meeting**") and in particular to attend and speak at the Annual General Meeting, to sign a list of attendees and exercise voting rights on behalf of the Shareholder attached to .....(*number*) shares/ all shares pursuant to the instruction on the manner of voting / at the proxy's discretion.

\_\_\_\_\_  
[name and surname, position and date]

\_\_\_\_\_  
[name and surname, position and date]

**INFORMATION FOR THE SHAREHOLDER:**

1. In the event there is a discrepancy in the Bank's Shareholder's data indicated in the proxy and data contained in a list of shareholders prepared on the basis of a register received from the National Depository of Securities (Krajowy Depozyt Papierów Wartościowych SA) and forwarded to the Bank pursuant to Art. 406(3) of the Code of Commercial Companies, the Bank's Shareholder may not be allowed to attend the Annual General Meeting.
2. Use of this form is exclusively to the decision of the Bank's Shareholder. The Shareholder has a right to appoint proxy in a different form, provided that the content of such a proxy enables:
  - (a) identification of the Shareholder casting vote and his/her proxy;
  - (b) casting vote pursuant to Article 4 § 1 item 9 of the Code of Commercial Companies;
  - (c) raising objections by Shareholders voting against a resolution.