



# current report no. 21/2014

date: 27 May 2014

## Registration of the BNP Paribas Bank Polska SA share capital increase and agreeing on the consolidated text of the Bank's Statute

Legal basis: Article 5 para. 1 item 9, Article 15 and Article 38 para. 1 item 2 of the Minister of Finance Ordinance dated 19 February 19 2009 regarding the current and periodic information disclosed by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (Journal of Laws of 2014, item 133)

### 1. Share capital increase

The Board of Executives of BNP Paribas Bank Polska SA (hereinafter "the **Bank**") informs that it acquired information that on 27 May 2014 the District Court for the Capital City of Warsaw, 13<sup>th</sup> Commercial Division of the National Court Register registered the increase in the Bank's share capital.

Due the share capital increase, the share capital of the Bank was raised from PLN 1,304,380,415.96 to the amount of **PLN 1,532,886,878.90**, i.e. by PLN 228,506,462.94 as a result of issuance of **5,026,539** series O ordinary bearer shares.

After the registration of the capital increase, the Bank's share capital amounts to **PLN 1,532,886,878.90** and is divided into **33,719,465** ordinary bearer shares with a nominal value of PLN **45.46** each which carry the right to 33,719,465 votes at the Bank's General Meeting.

### 2. Share capital structure

The Bank's share capital structure is as follows:

SHARE CAPITAL							
Series/ issue	Type of shares	Type of preference	Number of shares	Issue value (at nominal value, in PLN)	Capital contribution method	Date of registration	Eligibility for dividend (date)
A	ordinary shares	none	634,060	28,824,367.60	cash	19.12.1990	from full payment
B	ordinary shares	none	1,115,940	50,730,632.40	cash	30.04.1991	from full payment
C	ordinary shares	none	2,000,000	90,920,000.00	cash	14.07.1994	01.01.1994
D	ordinary shares	none	1,250,000	56,825,000.00	cash	11.07.1996	01.01.1995
E	ordinary shares	none	1,250,000	56,825,000.00	cash	11.04.1997	01.01.1996
F	ordinary shares	none	625,000	28,412,500.00	cash	04.06.1998	01.01.1997
G	ordinary shares	none	740,000	33,640,400.00	cash	04.06.1998	01.01.1997
H	ordinary shares	none	761,500	34,617,790.00	cash	08.10.1999	01.01.1999
I	ordinary shares	none	1,675,300	76,159,138.00	cash	03.07.2000	01.01.1999
J	ordinary shares	none	5,025,900	228,477,414.00	cash	28.06.2001	01.01.2000
K	ordinary shares	none	1,693,480	76,985,600.80	cash	02.01.2007	01.01.2006
L	ordinary shares	none	5,243,532	238,370,964.72	Net assets of Dominet Bank SA	31.07.2009	01.01.2009
M	ordinary shares	none	2,108,794	95,865,775.24	cash	14.09.2009	01.01.2009
N	ordinary shares	none	4,569,420	207,725,833.20	cash	23.06.2012	01.01.2012
O	ordinary shares	none	5,026,539	228,506,462.94	cash	27.05.2014	01.01.2014
<b>Total number of shares</b>			<b>33,719,465</b>				
<b>Total share capital</b>				<b>1,532,886,878.90</b>			
<b>Nominal value of 1 share = PLN 45.46</b>							

### 3. Shareholding structure

As at 27 May 2014 the shareholding structure specifying all shareholders entitled to exercise at least 5% of the total voting rights at the General Meeting of the Bank is as follows:

Shareholder	Number of shares held	% of shares held	Number of votes at the GSM	% of votes at the GSM
<b>BNP PARIBAS SA (indirectly through*:</b>	28,661,545	85.00%	28,661,545	85.00%
<b>BNP Paribas Fortis SA/NV</b>				
<b>directly</b>	23,418,013	69.45%	23,418,013	69.45%
<b>indirectly through Dominet SA in liquidation**</b>	5,243,532	15.55%	5,243,532	15.55%
<b>Others</b>	5,057,920	15.00%	5,057,920	15.00%
<b>Total</b>	<b>33,719,465</b>	<b>100.00%</b>	<b>33,719,465</b>	<b>100.00%</b>

\* BNP PARIBAS SA is the controlling entity of BNP Paribas Fortis SA/NV, based in Brussels, holding 99.93% of its shares.

\*\* BNP Paribas Fortis SA/NV holds 100% shares of Dominet SA in liquidation.

### 4. Amendments to the Statute

With reference to the share capital increase, Article 6 of the Bank's Statute was amended accordingly:

*Former wording:*

"Article 6

The share capital of the bank is PLN 1 304 380 415.96 (one billion three hundred four million three hundred eighty thousand four hundred fifteen zlotys ninety six grosz) and is divided into 28 692 926 (twenty eight million six hundred ninety two thousand nine hundred twenty six) ordinary bearer shares, each with the nominal value of PLN 45.46 (forty five zloty forty six grosz)."

**Currently binding wording:**

"Article 6

**The share capital of the Bank is PLN 1 532 886 878.90 (one billion five hundred thirty two million eight hundred eighty six thousand eight hundred seventy eight zloty ninety grosz) and is divided into 33 719 465 (thirty three million seven hundred nineteen thousand four hundred sixty five) ordinary bearer shares, each with the nominal value of PLN 45.46 (forty five zloty forty six grosz)."**

Enclosed please find [the consolidated text of the Bank's Statute](#) determined by the Supervisory Board based on the consolidated text of the Statute binding to date, and taking into account the amendment adopted by Resolution No. 11 of the Annual General Meeting held on 7 April 2014 and the statement of the Board of Executives of the Bank specifying the value of the Bank's share capital of 7 May 2014.

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Signatures of the Bank's representatives:

date	name	position	signature
27.05.2014	Frederic Amoudru	president of the board	