



# current report no. 17/2012

date: 25 June 2012

## Registration of the BNP Paribas Bank Polska share capital increase and a relevant amendment to 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 2009 No. 33, item 259 as amended)

### 1. Share capital increase

The Board of Executives of BNP Paribas Bank Polska SA (hereinafter "the Bank") informs you that today it has received a court decision along with a registration certificate dated 23 June 2012 issued by the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register (file no. WA.XIII NS-REJ. KRS/022360/12/392) concerning registration of the Bank's share capital increase.

The share capital was raised from PLN 1,206,175,300 to the amount of **PLN 1,434,646,300**, i.e. by PLN 228,471,000 as a result of issuance of **4,569,420** ordinary bearer shares of Series N.

After the registration of the capital increase, the Bank's share capital amounts to **PLN 1,434,646,300** and is divided into **28 692 926** ordinary bearer shares with a nominal value of PLN 50 each, which entitle to execute 28,692,926 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	bearer shares	common shares	634 060	31 703 000	cash	19.12.1990	from full payment
B	bearer shares	common shares	1 115 940	55 797 000	cash	30.04.1991	from full payment
C	bearer shares	common shares	2 000 000	100 000 000	cash	14.07.1994	01.01.1994
D	bearer shares	common shares	1 250 000	62 500 000	cash	11.07.1996	01.01.1995
E	bearer shares	common shares	1 250 000	62 500 000	cash	11.04.1997	01.01.1996
F	bearer shares	common shares	625 000	31 250 000	cash	04.06.1998	01.01.1997
G	bearer shares	common shares	740 000	37 000 000	cash	04.06.1998	01.01.1997
H	bearer shares	common shares	761 500	38 075 000	cash	08.10.1999	01.01.1999
I	bearer shares	common shares	1 675 300	83 765 000	cash	03.07.2000	01.01.1999
J	bearer shares	common shares	5 025 900	251 295 000	cash	28.06.2001	01.01.2000
K	bearer shares	common shares	1 693 480	84 674 000	cash	02.01.2007	01.01.2006
L	bearer shares	common shares	5 243 532	262 176 600	Net assets of Dominet Bank SA	31.07.2009	01.01.2009
M	bearer shares	common shares	2 108 794	105 439 700	cash	14.09.2009	01.01.2009
N	bearer shares	common shares	4 569 420	228 471 000	cash	23.06.2012	01.01.2012
<b>Total number of shares</b>			<b>28 692 926</b>				
<b>Total share capital</b>				<b>1 434 646 300</b>			
<b>Nominal value of 1 share = PLN 50</b>							

### 3. Shareholders' structure

As at 25 June 2012 the shareholders' 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 AGM	% of votes at the AGM
BNP Paribas*		28,661,545	99.89%	28,661,545	99.89%
	Fortis Bank SA/NV*	23,418,013	81.62%	23,418,013	81.62%
	Dominet SA**	5,243,532	18.27%	5,243,532	18.27%
Others		31,381	0.11%	31,381	0.11%
<b>Total</b>		<b>28,692,926</b>	<b>100.00%</b>	<b>28,692,926</b>	<b>100.00%</b>

\* BNP Paribas SA is the controlling entity of Fortis Bank SA/NV, based in Brussels, holding 74.93% of its shares.

\*\* Fortis Bank SA/NV holds 100% shares of Dominet SA.

### 4. Amendment 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 1,206,175,300 (in words: one billion two hundred and six million one hundred seventy five thousand 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 the nominal value of PLN 50 (in words: fifty zlotys) each".

Currently binding wording:

**"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."**

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. 12 of the Annual General Meeting held on 23 May 2012.

Signatures of the Bank's representatives:

date	name	position	signature
25. 06.2012	Frederic Amoudru	president of the board	