BNP PARIBAS

The wording of Resolutions taken by the Extraordinary General Meeting of BNP Paribas Bank Polska SA held on 3 June 2013

Resolution No. 1
concerning election of the Chairman of the Extraordinary General Meeting

The Extraordinary General Meeting of BNP Paribas Bank Polska SA elects **Mr Yvan De Cock** as the Chairman of the Extraordinary General Meeting.

Resolution No. 1 was taken unanimously. Votes were validly cast for 16,739,799 shares, which represented 58.34% of the Bank's share capital. In total, there were 16,739,799 votes cast validly, including 16,739,799 votes cast "for" the resolution, 0 votes "against" the resolution and 0 abstentions.

Resolution No. 2
concerning approval of the Agenda

The Extraordinary General Meeting of BNP Paribas Bank Polska SA approves the presented Agenda of the Meeting:

AGENDA of the Extraordinary General Meeting of BNP Paribas Bank Polska SA held on 3 June 2013

1. opening of the Extraordinary General Meeting.
2. election of the Extraordinary General Meeting Chairman.
3. confirmation of a correct manner of convening the Extraordinary General Meeting and its ability to pass resolutions.
4. approval of the Extraordinary General Meeting Agenda.
5. election of the Secretary of the Extraordinary General Meeting.
6. adopting a resolution regarding determining the Final Decrease Amount, the Minimum Increase Amount, the Final Nominal Value and the nominal value of the Series "O" Shares, the Maximum Increase Amount and the Minimum Number of Series "O" Shares and the Maximum Number of Series "O" Shares pursuant to the Resolution of the Annual General Meeting of BNP Paribas Bank Polska SA of April 4, 2013 and regarding the amendments to the Statute of BNP Paribas Bank Polska SA.
7. adopting a resolution regarding amendments of articles 9 and 15 to the Statute of BNP Paribas Bank Polska SA.
8. closing of the Meeting.

Resolution No. 2 was taken unanimously. Votes were validly cast for 16,739,799 shares, which represented 58.34% of the Bank's share capital. In total, there were 16,739,799 votes cast validly, including: 16,739,799 votes cast "for" the resolution, 0 votes "against" the resolution and 0 abstentions.

Resolution No. 3
concerning election of the Secretary of the Extraordinary General Meeting

The Extraordinary General Meeting of BNP Paribas Bank Polska SA elects **Mr Yvan De Cock** as the Secretary of the Extraordinary General Meeting.

Resolution No. 3 was taken unanimously. Votes were validly cast for 16,739,799 shares, which represented 58.34% of the Bank's share capital. In total, there were 16,739,799 votes cast validly, including: 16,739,799 votes cast "for" the resolution, 0 votes "against" the resolution and 0 abstentions.

Resolution No. 4

concerning determining the Final Decrease Amount, the Minimum Increase Amount, the Final Nominal Value and the nominal value of the Series "O" Shares, the Maximum Increase Amount and the Minimum Number of Series "O" Shares and the Maximum Number of Series "O" Shares pursuant to the Resolution of the Annual General Meeting of BNP Paribas Bank Polska SA of April 4, 2013 and regarding the amendments to the Statute of BNP Paribas Bank Polska SA

In relation to the Resolution No. 12 adopted on April 4, 2013 by the Annual General Meeting of BNP Paribas Bank Polska SA (the **"Bank"**) regarding a decrease of the share capital by way of reducing the nominal value of shares with a concurrent increase of the share capital through the issuance of Series "O" shares, with pre-emptive rights for the Series "O" shares excluded, and authorizing the Board of Executives of BNP Paribas Bank Polska SA to apply for the admission and listing of shares on the regulated market, dematerialize shares and conclude an agreement with Krajowy Depozyt Papierów Wartościowych S.A. (**"Resolution No. 12"),** this Extraordinary General Meeting hereby resolves, as follows:

§1

In pursuance of the provisions of the Resolution No. 12, it is hereby resolved that:

a) the Final Decrease Amount is **PLN 300,128,005.96** (say: three hundred million one hundred and twenty eight thousand five zlotys and 96/100)
b) the Minimum Increase Amount is **PLN 300,128,010** (say: three hundred million one hundred and twenty eight thousand ten zlotys);
c) the Final Nominal Value and therefore the nominal value of each of the Series "O" Shares is **PLN 35** (say: thirty five zlotys);
d) the Maximum Increase Amount is **PLN 300,131,510** (say: three hundred million one hundred and thirty one thousand five hundred ten zlotys);
e) the Minimum Number of Series "O" Shares is **8,575,086** (say: eight million five hundred and seventy five thousand eighty six shares);
f) the Maximum Number of Series "O" Shares is **8,575,186** (say: eight million five hundred and seventy five thousand one hundred eighty six shares).

§2

In relation to the decrease of the share capital pursuant to the Resolution No. 12, subject to the provisions of this Resolution – the wording of §6 of the Bank's Statute provided below (subject to the decrease of the share capital based on Resolution No. 10 regarding a decrease of the share capital by way of decreasing the nominal value of shares and Resolution No. 11 regarding an amendment to the Statute of BNP Paribas Bank Polska SA passed by the Annual General Meeting of the Bank on April 4, 2013):

„§6

The share capital of the Bank amounts to PLN 1,304,380,415.96 (one billion three hundred four million three hundred eighty thousand four hundred fifteen zlotys and 96/100) and is divided into 28,692,926 (twenty eight million six hundred ninety two thousand nine hundred twenty six) bearer shares, each with the nominal value of PLN 45.46 (forty five zlotys and 46/100)"

will be replaced with the following:

„§6

The share capital of the Bank amounts to no less than PLN 1 304 380 420 (say: one billion three hundred four million three hundred eighty thousand four hundred twenty zlotys) and no more than PLN 1 304 383 920 (say: one billion three hundred four million three hundred eighty three thousand nine hundred twenty zlotys) and is divided into no less than 37 268 012 (say: thirty seven million two hundred sixty eight thousand twelve) and no more than 37 268 112 (say: thirty seven million two hundred sixty eight thousand one hundred twelve) ordinary bearer shares, each with the nominal value of PLN 35.00 (say: thirty five zlotys)."

§3

The final amount of the share capital and the wording of § 6 of the Bank's Statute within the boundaries set out in this Resolution will be determined by the Board of Executives pursuant to Article 431 § 7 of the Code of Commercial Companies and Partnerships (the "CCC") in conjunction with Article 310 of the CCC.

§4

The Supervisory Board is hereby authorized to adopt a unified text of the Bank's Statute reflecting the amendment made on the basis of this Resolution and the Board of Executives' resolution referred to in §3 of this Resolution.

§5

This Resolution becomes effective as of the date of its adoption.

Resolution No. 4 was taken unanimously. Votes were validly cast for 16,739,799 shares, which represented 58.34% of the Bank's share capital. In total, there were 16,739,799 votes cast validly, including: 16,739,799 votes cast "for" the resolution, 0 votes "against" the resolution and 0 abstentions.

Resolution No. 5
concerning amendments of articles 9 and 15 to the Statute of BNP Paribas Bank Polska SA:

The Extraordinary General Meeting of BNP Paribas Bank Polska SA resolve to amend the Bank's Statute, as follows:

§1

The existing § 15, section 3, item 6 of the Bank's Statute shall have the following wording:

"approval of the Board of Executives' motions regarding participation as a member/partner (shareholder) in another bank, company or another commercial organisation, with the exclusion of: (i) Stock Exchange investments concluded for a term no longer than 6 months; and (ii) investments in shares or holdings of companies in order to generate mid- and long-term profits from capital value growth, with the intention of reselling them in the future (under capital development), within the limits (for a single investment and for all investments) set up by the Supervisory Board,"

§2

The first paragraph of §9 shall be numbered as section 1 and new §9, section 2 of the following wording shall be added:

"Acquisition or sale of real estate, perpetual usufruct right or share in a real estate item requires no resolution of the General Meeting of Shareholders".

§3

This Resolution becomes effective on the day of its adoption.

Resolution No. 5 was taken unanimously. Votes were validly cast for 16,739,799 shares, which represented 58.34% of the Bank's share capital. In total, there were 16,739,799 votes cast validly, including: 16,739,799 votes cast "for" the resolution, 0 votes "against" the resolution and 0 abstentions.