

Changes in the composition of the Supervisory Board of Bank BGŻ BNP Paribas S.A.

current report no. 73/2015

date: 1 September 2015

The Management Board of Bank BGŻ BNP Paribas S.A. (hereinafter: "the Bank"), with reference to the current report No. 72/2015 dated 1 September 2015 hereby announces that the Bank's Extraordinary General Meeting held on 1 September 2015 ("EGM") appointed the following new members of the Bank's Supervisory Board:

- 1) **Stefaan Decraene,**
- 2) **Alain Van Groenendael,**
- 3) **Thomas Mennicken,**
- 4) **Piotr Mietkowski,**
- 5) **Józef Wancer .**

until the end of the current 3-year term which shall expire on the date of the Annual General Meeting held to approve the financial statements for the fiscal year 2015.

In connection with the above and considering the resignation of Mr. Michel Vial submitted on 31 August 2015 (*current report No. 70/2015 dated 31 August 2015*) as from 1 September 2015, the composition of the Bank's Supervisory Board is as follows:

1. Józef Wancer – chairman
2. Jarosław Bauc – deputy chairman, independent member
3. Jean-Paul Sabet – member (deputy chairman with effect from the day of the registration of amendments to the Bank's Articles of Association resulting from § 1 of Resolution No. 3 of the Extraordinary General Meeting dated 1 September 2015)
4. Stefaan Decraene - member
5. Jacques d'Estais - member
6. Alain Van Groenendael - member
7. Thomas Mennicken - member
8. Piotr Mietkowski - member
9. Monika Nachyła - member
10. Mariusz Warych – independent member

Hereby, the Bank discloses information on the expertise and experience of newly appointed members of the Bank's Supervisory Board:

Stefaan Decraene

Head of International Retail Banking at BNP Paribas, and Member of the BNP Paribas Group Executive Committee

Stefaan Decraene holds a Master's Degree in Applied Economics from the Catholic University of Leuven, Belgium.

He began his career in 1988 at Bacob Bank where he held several positions (Credit Analyst, Corporate Banker, Regional Director for SMEs, Antwerp and Limbourg, and Manager Corporate Banking) until 1998. In that year he was appointed Director Investment Banking at Artesia Banking Corporation and then became Chairman of the Management Board of Artesia Securities from 2000 to July 2001.

From July to November 2001 Stefaan Decraene worked as Head of Wholesale Banking at Dexia Bank Belgium, from November 2001 to August 2002 he served as Chairman of the Management Board at Artesia Bank Netherlands and then, from August 2002 to July 2003, was a Member of the Management Board of Dexia Bank Netherlands.

At Dexia Bank Belgium, Mr Decraene was a Member of the Management Board from July 2003 to January 2006, served as Chairman of the Management Board from January 2006 to August 2011, and was a Member of the Management Board of Dexia S.A. (Head of Retail and Commercial Banking for Belgium, Turkey and Luxembourg), and Head of AMS (Asset Management, Insurance and Investment Services) from November 2008 to August 2011. He was also President of Febelfin from December 2008 till August 2011.

Stefaan Decraene holds also the following positions:

- Member of the Board of Directors Bank of the West, BancWest Corporation since 2011,
- Member of the Board of Directors TEB Holding in Turkey,
- Non-executive Member of the Board of Directors BNP Paribas Fortis in Belgium since 2013.

Based upon the submitted statement, Mr. Decraene does not run any activity competitive to the Bank, and is not a partner in a competitive company nor is he a member of a body of a company competing with the Bank and is not a member of any other legal competitive entity. Additionally, Mr. Decraene is not entered in the Register of Insolvent Debtors.

Alain Van Groenendael

Chairman of BNP Paribas Personal Finance

Alain Van Groenendael graduated from ICHEC Brussels Management School in 1984 (BA degree in Business and Finance) and from College in Brussels as Commercial Engineer in 1985.

Alain Van Groenendael has about 30 years experience in International Retail Banking.

He has worked for Citibank in Belgium, United Kingdom and France, lastly as CEO for Western Europe, Consumer Banking.

Alain Van Groenendael was Chairman and CEO of Finaref, financial services company of Group P.P.R. (Pinault-Printemps-Redoute).

He joined BNP Paribas Personal Finance in 2008, as Deputy CEO, Head of International and Marketing and Sales. He is, since June 2015, Chairman of BNP Paribas Personal Finance.

Besides, Alain Van Groenendael holds the following mandates:

- Member of the Boards of Directors of companies belonging to RCS Group - a South African-based consumer finance group, including: RCS Investment Holdings Limited, RCS Collections Proprietary Limited, RCS Home Loans, and RCS Cards Proprietary Limited (Republic of South Africa),
- Member of the Supervisory Board of Commerz Finanz (Germany),
- Member of the Board of Directors of Ekspres Bank (Denmark),
- Member of the Board of Directors of Banco Cetelem (Spain),
- Member of the Board of Directors of U.C.I., S.A. (Spain),
- Member of the Board of Directors of Union de Creditos Inmobiliarios, S.A. EFC (Spain),

- Member of the Board of Directors of Findomestic Banca (Italy),
- Member of the Board of Directors of Banco BNP Paribas Personal Finance (Portugal),
- Member of the Board of Directors of Creation Consumer Finance Limited (UK),
- Member of the Board of Directors of Creation Financial Services Limited (UK),
- Member of the Board of Directors of Cetelem Bank (Russia),
- Member of the Supervisory Board of Cetelem Slovensko (Slovakia),
- Member of the Board of Directors of TEB Tüketici Finansman A.S (Turkey).

Based upon the submitted statement, Mr. Van Groenendael does not run any activity competitive to the Bank, and is not a partner in a competitive company nor is he a member of a body of a company competing with the Bank and is not a member of any other legal competitive entity. Additionally, Mr. Van Groenendael is not entered in the Register of Insolvent Debtors.

Thomas Mennicken

Head of Corporate & Institutional Banking of BNP Paribas Fortis and Head of BNP Paribas CIB Corporate Clients Financing & Advisory EMEA

Thomas Mennicken graduated from the 'Université Libre de Bruxelles' (Solvay Business School) in 1990.

He started his career with BNP Paribas in 1994 as Head of the Bond Option Desk at Paribas Capital Markets in Paris. In 1997 he moved to London to head up the Market Risk Analytics at Paribas Group Risk Management. In 2000 he became Head of Market & Counterparty Risk Analytics and in 2007, Head of Risk Architecture at BNP Paribas Group Risk Management.

Prior to that, he was Trader at JP Morgan in Brussels and New York.

In May 2009, he was appointed Member of the Executive Board and Chief Risk Officer of BNP Paribas Fortis.

In June 2014, he took the position of Head of Corporate & Institutional Banking BNP Paribas Fortis and Head of Corporate Banking Europe.

In addition to his responsibilities of Head of CIB BNP Paribas Fortis, he was appointed Head of the newly created CIB Corporate Clients Financing & Advisory EMEA business line at BNP Paribas Group level on 19 November 2014.

Thomas Mennicken holds the following mandates:

- Member of the Board of Directors of BNP Paribas Fortis
- Member of the Executive Committee of BNP Paribas Fortis

Based upon the submitted statement, Mr. Mennicken does not run any activity competitive to the Bank, and is not a partner in a competitive company nor is he a member of a body of a company competing with the Bank and is not a member of any other legal competitive entity. Additionally, Mr. Mennicken is not entered in the Register of Insolvent Debtors.

Piotr Mietkowski

Managing Director at BNP Paribas, Head of Corporate Finance Central & Eastern Europe, CIS & Israel

Piotr Mietkowski holds a Master's Degree in Economics and Finance from Université Paris Dauphine and Postgraduate Degree from Institut d'études politiques Paris. He has over 20 years of corporate finance experience.

He joined BNP Paribas in 1993, first in Business Development Department and since 1998, in Corporate Finance.

Piotr Mietkowski was engaged in the following transactions:

- Heineken – acquisition of a 51% stake in Pivovarna Lasko (2015),
- BNP Paribas – €900m acquisition of BGZ in Poland (2014),
- HFSF – recapitalization of the Greek banks (2013-2014),
- CEZ – analysis related to its attempted new nuclear development project (2013),
- Neuca and Penta Investments – acquisition of Polish operations of Mediq International (2013),
- KGHM – acquisition of Quadra FNX (2012),
- PPC – analysis and negotiations related to its call option in DEPA (2011),
- State Oil Company of the Azerbaijan Republic (SOCAR) – acquisition of 100% of Esso Schweiz (Switzerland) from Exxon Mobil (2011),
- Tauron – acquisition of GZE (2011),
- Dalkia – sale of Dalkia Polska (2010),
- Advisory to EnBW for the swap of its stake in PT with J&T's stake in PRE (2010),
- Istrabenz – sale of Droga Kolinska (2010),
- Kraft – sale of assets in Romania (2010),
- Serbian Government – privatisations of DDOR (2007), Continental Banka (2005), Novosadska Banka (2005) and Jubanka (2005).

At present he holds the position of Managing Director - Head of Corporate Finance Central and Eastern Europe, CIS & Israel (CIB Corporate Finance – Paris).

Based upon the submitted statement, Mr. Mietkowski does not run any activity competitive to the Bank, and is not a partner in a competitive company nor is he a member of a body of a company competing with the Bank and is not a member of any other legal competitive entity. Additionally, Mr. Mietkowski is not entered in the Register of Insolvent Debtors.

Józef Wancer

President of the Management Board of Bank BGŻ BNP Paribas S.A. (until 31 August 2015)

Józef Wancer graduated from Economics at the City College of New York as well as Management and Interpersonal Relationships at Webster University in Vienna.

For nearly 25 years he worked at Citibank as vice president and on managerial positions, among others, at Citibank branches in Japan, Austria, the United Kingdom and France. In the early 1990s, he began his management activity in Poland. He was an independent consultant who participated in establishing Citibank in Warsaw. In 1992 he organized Bank Rolno-Przemysłowy and from 1993 to 1994 he was General Director of Legler Polonia. For four years (1991-1994) he was Member of the Supervisory Board of Powszechny Bank Kredytowy (PBK). In the years 1995-2000 he was Vice president and President of the Management Board of Raiffeisen Centrobank in Warsaw. Then, he held the position of President of the Management Board of Bank BPH from 2000-2010. From 2010 to 2013 he was an advisor to the Management Board of Deloitte Poland and from 2011 to 2013 a Deputy Chairman of the Supervisory Board of Alior Bank.

Since September 2013 he has been associated with Bank BGŻ as President of the Management Board. Since April 30, 2015 until August 31, 2015 continued as President of the Management Board of Bank BGŻ BNP Paribas S.A. (CEO).

Besides, Jozef Wancer holds the following positions:

- Member of the Supervisory Board of KRUK S.A.,
- Member of the Board and Chairman of the Finance Committee of the Auschwitz-Birkenau Foundation,
- Member of the Board of Directors of the American Chamber of Commerce in Poland,
- Member of the Council of the Business Centre Club.

For his outstanding achievements in banking in the transformation period, Józef Wancer was honoured with the Gold Cross of Merit and the Order of Polonia Restituta.

Based upon the submitted statement, Mr. Józef Wancer does not run any activity competitive to the Bank, and is not a partner in a competitive company nor is he a member of a body of a company competing with the Bank and is not a member of any other legal competitive entity. Additionally, Mr. Wancer is not entered in the Register of Insolvent Debtors.

Legal basis:

§5 section 1 point 22 and §28 of the Ordinance of the Minister of Finance dated February 19, 2009 on the current and periodic reports disclosed by the securities issuers and on equivalence of information disclosures required by law of non-EU member states (consolidated text Journal of Laws of 2014, item 133)