



current report no. 11/2013

date: 10 May 2013

Registration of a change in the share capital of BNP Paribas Bank Polska 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 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 decrease

The Board of Executives of BNP Paribas Bank Polska SA (hereinafter "the Bank") informs you that it has been notified today about registration on 10 May 2013 of the Bank's share capital decrease by the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register following Resolutions No. 10 and No. 11 of the Annual General Meeting held on 4 April 2013.

The Bank's share capital was decreased from PLN 1,434,646,300 to the amount of **PLN 1,304,380,415.96**, i.e. by PLN 130,265,884.04 by way of decreasing the nominal value of each share from PLN 50 to **PLN 45.46**.

After the capital decrease registration, the Bank's share capital amounts to **PLN 1,304,380,415.96** and is divided into **28 692 926** ordinary bearer shares with a nominal value of **PLN 45.46** 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	Current nominal value in PLN	Capital contribution method	Date of registration	Eligibility for dividend (date)
A	bearer shares	common shares	634 060	28 824 367.60	cash	19.12.1990	from full payment
B	bearer shares	common shares	1 115 940	50 730 632.40	cash	30.04.1991	from full payment
C	bearer shares	common shares	2 000 000	90 920 000.00	cash	14.07.1994	01.01.1994
D	bearer shares	common shares	1 250 000	56 825 000.00	cash	11.07.1996	01.01.1995
E	bearer shares	common shares	1 250 000	56 825 000.00	cash	11.04.1997	01.01.1996
F	bearer shares	common shares	625 000	28 412 500.00	cash	04.06.1998	01.01.1997
G	bearer shares	common shares	740 000	33 640 400.00	cash	04.06.1998	01.01.1997
H	bearer shares	common shares	761 500	34 617 790.00	cash	08.10.1999	01.01.1999
I	bearer shares	common shares	1 675 300	76 159 138.00	cash	03.07.2000	01.01.1999
J	bearer shares	common shares	5 025 900	228 477 414.00	cash	28.06.2001	01.01.2000
K	bearer shares	common shares	1 693 480	76 985 600.80	cash	02.01.2007	01.01.2006
L	bearer shares	common shares	5 243 532	238 370 964.72	Net assets of Dominet Bank SA	31.07.2009	01.01.2009
M	bearer shares	common shares	2 108 794	95 865 775.24	cash	14.09.2009	01.01.2009
N	bearer shares	common shares	4 569 420	207 725 833.20	cash	23.06.2012	01.01.2012
Total number of shares			28 692 926				
Total share capital				1 304 380 415.96			
Nominal value of 1 share = PLN 45.46							

3. Shareholders' structure

As a result of the capital decrease the shareholders' structure remained unchanged. It is only the nominal value of each particular shareholder's stock in the share capital that has been adjusted accordingly.

Entity name	Number of shares	% of the share capital	Share capital (in PLN)	Number of votes at the general meeting	Share (%) in the total number of votes at the GM
BNP Paribas	28,661,545	99.89%	1,302,953,835.70	28,661,545	99.89%
BNP Paribas Fortis SA/NV (former Fortis Bank SA/NV)	23,418,013	81.62%	1,064,582,870.98	23,418,013	81.62%
Dominet SA (in liquidation)	5,243,532	18.27%	238,370,964.72	5,243,532	18.27%
Minority shareholders	31,381	0.11%	1,426,580.26	31,381	0.11%
Total:	28,692,926	100.00%	1,304,380,415.96	28,692,926	100.00%

BNP Paribas SA based in Paris is the parent entity (74.93% shares) of BNP Paribas Fortis SA/NV based in Brussels.

BNP Paribas Fortis SA/NV based in Brussels is the parent entity (100% of shares) of Dominet SA

4. Amendment to the Statute

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

Former wording:

"Article 6.

The share capital of the Bank is PLN 1,434,646,300 (in words: one billion four hundred thirty four million six hundred 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."

Currently binding wording:

"Article 6.

The share capital of the Bank is PLN 1,304,380,415,96 (in words: one billion three hundred four million three hundred eighty thousand four hundred fifteen zlotys and 96/100) 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 45.46 (in words: forty five zlotys and 46/100) each."

We enclose [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 4 April 2013.

Signatures of the Bank's representatives:

date	name	position	signature
10.05.2013	Frederic Amoudru	president of the board	