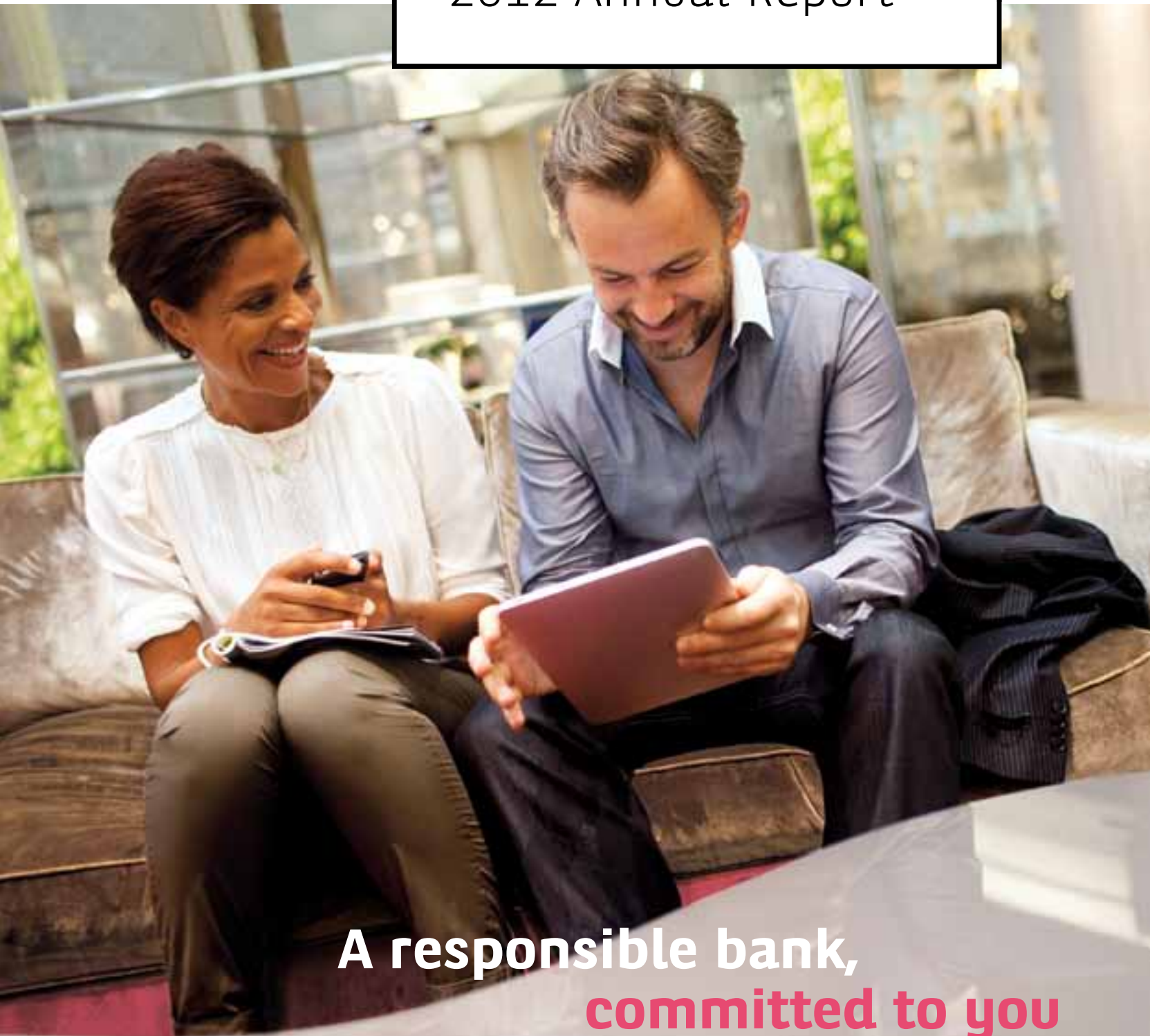




# 2012 Annual Report



**A responsible bank,  
committed to you**



**BNP PARIBAS** | The bank for a changing world

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# A RESPONSIBLE BANK DEDICATED TO ITS CUSTOMERS

**W**ith a presence in 78 countries and nearly 190,000<sup>(1)</sup> employees, including more than 145,000 in Europe, BNP Paribas is a leading bank in the euro zone and a first-class player on a global scale.



#### Europe

**145,300** employees, including  
**58,600** in France  
**18,600** in Italy  
**18,200** in Belgium  
**4,000** in Luxembourg

#### Americas

**18,500** employees, including  
**14,900** in North America  
**3,600** in South America

#### Asia-Pacific

**14,100** employees

#### Africa

**8,600** employees

#### Middle East

**2,100** employees

**BNP PARIBAS WAS NAMED  
 2012 "BANK OF THE YEAR"  
 BY FINANCIAL MAGAZINE  
 INTERNATIONAL  
 FINANCING REVIEW (IFR).**

This award bears witness to the strength of the Group's diversified, balanced business model and its robustness. Its customer commitment and responsible business practices form an integral part of its values. BNP Paribas thus ranks top among the world's banks in the Vigeo World 120 Corporate Social Responsibility index.

It ranks highly in its three core activities:

**RETAIL BANKING**  
**INVESTMENT SOLUTIONS**  
**CORPORATE & INVESTMENT BANKING**

In Europe, the Group has four domestic markets: Belgium, France, Italy and Luxembourg; and BNP Paribas Personal Finance is the leader in personal loans.

BNP Paribas is rolling out its retail banking integrated model in the Mediterranean basin countries, Turkey and Eastern Europe and boasts a large network in the western part of the United States.

In its Corporate & Investment Banking and Investment Solutions activities, BNP Paribas also enjoys top positions in Europe, a strong presence in the Americas and solid and fast-growing businesses in Asia-Pacific.

(1) Workforce at 31/12/2012.

# CONVERSATION WITH

**BAUDOIN PROT,**

Chairman

**JEAN-LAURENT BONNAFÉ,**

Chief Executive Officer

BNP Paribas proved robust across all its business activities in 2012 in spite of the difficult economic environment and new international regulations. Baudouin Prot, Chairman of the Board of Directors, and Jean-Laurent Bonnafé, Chief Executive Officer, take a look at the 2012 results and the challenges facing the Group in 2013.

## HOW WOULD YOU ASSESS BNP PARIBAS' PERFORMANCE IN 2012?

**Baudouin Prot:** Our Group once again proved highly robust in a difficult economic environment. Our robustness is underpinned by three main strengths: our business model as a diversified universal bank, one which we firmly intend to pursue, our international presence, which enables us to support our customers throughout the world, and last but not least, the expertise and commitment of our staff, who strive daily to satisfy our customers.

**Jean-Laurent Bonnafé:** In 2012, this was reflected in very solid results, with revenues of EUR 39.1 billion, costs contained to EUR 26.6 billion, modest growth in the cost of risk in the operating divisions to EUR 3.9 billion, and net earnings of EUR 6.6 billion, an increase of 8.3% on the previous year.

## THESE RESULTS ARE NO DOUBT ONE OF THE REASONS FOR BNP PARIBAS BEING NAMED 2012 "BANK OF THE YEAR" BY INTERNATIONAL FINANCING REVIEW (IFR)?

**J.-L. B.:** Winning this award was a superb achievement. It's the first time in 18 years that a continental European bank has won it. It rewards the Group's sound strategy, its ability to adapt, its profitability, its robust balance sheet and its customer commitment. It is also a much deserved reward for the CIB teams, who were praised by *IFR* for their performance and their ability to support their clients worldwide. We are all extremely proud of it.

## WHAT WERE THE CHALLENGES IN 2012?

**J.-L. B.:** There were many—commercial, managerial, regulatory, but also challenges related to our image and profitability. We took them all on. We met our commercial targets, the management team put in place at the end of 2011 really made their mark in 2012 and we delivered the best net earnings of all the euro zone

banks. As regards the Basel III regulatory requirements, we are probably the first banking Group to have met them fully in 2012, without having to raise new capital. At the year-end, we had a capital ratio of 9.9%, well above the 9% target we had set ourselves, and we met the new Basel III liquidity coverage ratio.

**B. P.:** As far as our image is concerned—which has been given a rough ride by the crisis like the rest of the banking sector—I think we have also made a lot of progress, proving not only that we are able to support our customers but also that we are a responsible bank serving the economy and respectful of social and environmental issues. This responsibility, which is illustrated in our Charter called "Our Mission, Our Responsibility", is based on four commitments inspired by our core values: remaining true to our primary mission of long-term service to our clients, being prepared to take risks while ensuring close risk control through a prudent model that has proved its worth, following a strict business ethic by providing our clients only with products that serve their interests, and being a responsible bank, aware of our social and environmental responsibility and leading by example in this field.



Frankfurt



San Francisco



Paris



Mumbai



Marseille



Baudouin Prot

Jean-Laurent Bonnafé

“The challenges in 2012 were many-commercial, managerial, regulatory, but also challenges related to our image and profitability. We took them all on.”



The 2012 Annual Report's interviews are on [www.bnpparibas.com/en/about-us](http://www.bnpparibas.com/en/about-us)



## HOW IS THE CLIMATE LOOKING IN 2013?

**B. P.:** In 2012, concerns were all about the survival of the euro, which I think were unfounded. These fears have receded thanks to the action taken by European governments and the European Central Bank, and the focus of concern has now shifted to the ability of economies, particularly in Europe, to generate growth and create jobs. I think the main challenge for the European countries is to make sure they are competitive without hindering efforts to clean up their public finances. That said, the IMF estimates world growth at 3.5% in 2013, more than 6% in the emerging economies and 8% in China. We must seize these opportunities.

## WHAT ARE YOUR TARGETS FOR 2013 IN THIS ENVIRONMENT?

**J.-L. B.:** First of all, we have to lay the groundwork for tomorrow's retail bank. Customers' needs are changing and so are their banking habits. We have to anticipate these new needs. The Group has continued to invest in multi-channel banking, distance banking and

online banking. But in the retail banking business, things are beginning to snowball. Our customers are now more mobile, more versatile, more likely to do most of their banking online. We have to be prepared for that.

**B. P.:** In CIB, we have to continue improving and streamlining our new "Originate to Distribute" model introduced in 2012, particularly in our global business lines such as Fixed Income and Corporate Banking. Investment Solutions must capitalise on the biggest growth areas, especially in Asia-Pacific, whilst maintaining its leading positions across Europe.

## WHAT ABOUT THE 2014-2016 DEVELOPMENT PLAN?

**J.-L. B.:** 2013 will largely be devoted to a strategic analysis of our activities by geography and business line, so that by next year we will have drawn up our 2014-2016 plan and set a medium-term development framework for the Group. However, we have already launched two initiatives, starting with "Simple and Efficient", a plan that aims to make us

more efficient and versatile. It represents an investment of EUR 1.5 billion spread over three years and should improve our operating performance by EUR 2 billion a year by 2015-2016.

**B. P.:** In February 2013, we also unveiled a strategic plan for Asia-Pacific, which should enable us to significantly strengthen our positions in that region. We believe that, building on an already strong base, we can accelerate our growth and push revenues up from EUR 2 billion today to more than EUR 3 billion in 2016. ■

## Philippe Bordenave

### Chief Operating Officer

#### HOW HAS THE BNP PARIBAS GROUP ADAPTED TO THE NEW BASEL III REGULATIONS?

We launched our adaptation plan in summer 2011 with the aim of swiftly complying with the new Basel III capital requirements, a target we achieved at the end of 2012. The plan, which mainly involved our CIB activities, resulted in a reduction of about 10% of the Group's risk-weighted assets. In addition, we only distributed a quarter of our 2011 net earnings in dividends, enabling us to reinvest the bulk of our earnings in the company. At 31 December 2012, our Common Equity Tier 1 (CET 1) capital stood at EUR 65.1 billion, more than double its end-2008 level. Our fully loaded CET 1 ratio was therefore 9.9% at the end of 2012, well ahead of our stated target of 9%. In addition, BNP Paribas was basically compliant with the 100% LCR requirement already at year end 2012.

#### WON'T THE NEW LIQUIDITY RATIO REDUCE THE BANK'S CAPACITY TO FINANCE THE ECONOMY?

No. BNP Paribas intends to continue supporting its customers over the long-term. Complying with Basel III, and particularly with its liquidity requirements, must not restrict our ability to finance our clients' expansion plans. On the contrary, we must take a balanced approach, taking account of the various possible ways of financing the economy. We have sufficient liquidity reserves to do that. At end-2012, they stood at EUR 289 billion, including EUR 221 billion available immediately. We also have access to a diversified range of funding sources on highly competitive terms.

#### WHAT LEVERS DOES BNP PARIBAS HAVE TO IMPROVE ITS PROFITABILITY?

We were among the first banks in the euro zone to comply with the new Basel III regulations, without having to raise new capital. Having achieved that, our main challenge now becomes improving our profitability. For a Group like ours, profitability results from the combination of three factors: capital, revenues and costs.

Our comfortable capital position –the result of our early compliance with Basel III–gives us a lead over our competitors. That's a strength we must preserve, as it enables us to pursue our development.

As regards revenues, we must exploit growth opportunities outside Europe until such time as the European economies bounce back. That's the reason behind our growth strategy in Asia-Pacific, which is one of the key focuses of our 2014-2016 development plan.

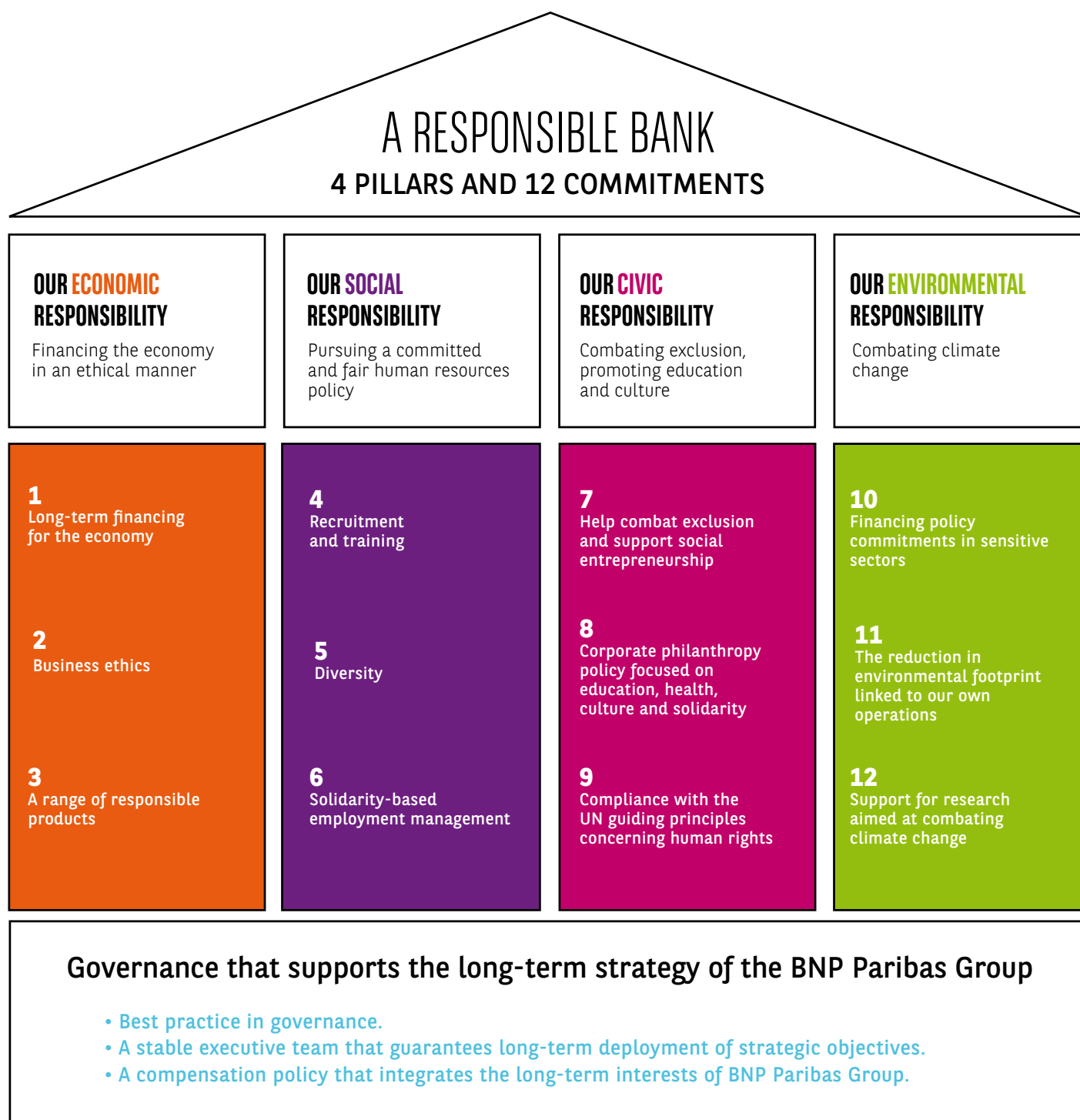
Lastly, early this year BNP Paribas unveiled its "Simple and Efficient" plan, an ambitious plan aiming to simplify and improve our day-to-day business practices. It is not a question of temporarily compressing costs, but of radically transforming the Group to make it more flexible and responsive. In short, the plan aims to make us more efficient for both our customers and our staff.

*"We must take a balanced approach, taking account of the various possible ways of financing the economy."*



# A RESPONSIBLE BANK, COMMITTED TO YOU

Since 2012, BNP Paribas's responsibility policy has been built on 4 pillars, with 12 commitments. The Group's good governance practices, which guarantee the long-term interests of the business, represent the foundations of this structure. All the Group's business lines, networks, subsidiaries and countries apply this policy, using the same structure, while adapting it to their specific characteristics.





## Forceful public positions

BNP Paribas' approach to corporate social responsibility (CSR) is framed by the fundamental and sector-specific public positions it has adopted. With a presence in 78 countries, BNP Paribas carries out its operations in full respect of universal rights and principles, as a contributor to or active member of:

- the United Nations Global Compact ("Advanced" level); BNP Paribas is a committee member of the Global Compact France;
- the UN Women's Empowerment Principles;
- the UNEP Finance Initiative;
- the Carbon Disclosure Project;
- the Roundtable on Sustainable Palm Oil (RSPO);
- Businesses for Human Rights (Entreprises pour les Droits de l'Homme, EDH);
- Businesses for the Environment (Entreprises pour l'Environnement, EpE);
- Sida-Entreprises (an association for combating AIDS).

The Group participates actively in designing solutions and implementing long-term practices specific to the finance sector within the framework of:

- the Equator Principles;
- the Principles for Responsible Investment;
- the Institutional Investors Group on Climate Change;
- the Climate Principles.

Finally, the Group has also sought to formalise its voluntary commitments in several areas:

- a Responsibility Charter, formalising its commitments, so as to earn the trust of its customers, drawn up in 2012 and distributed to all the Group's employees and many of its customers;
- a commitment to the environment;
- a commitment to human rights (BNP Paribas human rights declaration), a new commitment signed by general management in 2012;
- a policy of combating corruption;
- a Charter for Responsible Representation with respect to public authorities, drawn up in 2012, formalising the transparency of the business ethics rules that the Group and its employees must adhere to when performing representation activities; BNP Paribas is the first European bank to have adopted an internal charter for its lobbying practices;
- the BNP Paribas suppliers' CSR Charter, published in 2012;
- financing and investment policies for palm oil, defence, nuclear energy, paper pulp and coal-fired power.

## Progress acknowledged by extrafinancial rating agencies

BNP Paribas has very high rankings in the authoritative CSR indexes:

- BNP Paribas is ranked no.1 in the banking sector for CSR in the Vigeo World 120 index. Taking all sectors together, BNP Paribas is ranked 4th in France, 11th in Europe and 12th globally in terms of CSR commitment.
- BNP Paribas is the only French bank included in the Dow Jones Sustainability Indexes.

- The Group's carbon reporting was rated 86/100 by the Carbon Disclosure Project in 2012.
- BNP Paribas is also included in other benchmark indexes such as the Ethibel Sustainability Index (Excellence Global and Excellence Europe), Aspi, the FTSE4Good Index Series and the Stoxx Global ESG Leaders Index.

## CSR taken to highest level in organisation

In 2012, CSR became a Group function, reporting to one of the Group's Chief Operating Officers. The assignments and responsibilities of the CSR function are clearly defined in a directive from general management.

A network of 130 CSR managers completes this structure and facilitates across the Group's business lines and subsidiaries the implementation of the CSR policy in all the activities and countries where the Group has a presence.

The full BNP Paribas **2012 Corporate Social Responsibility Report** is available on the Group's website.

Other information on BNP Paribas' economic, social, civic and environmental responsibility can be viewed in the **2012 Registration Document and Annual Financial Report**, available on the Group's website.



Further information is available at [www.bnpparibas.com](http://www.bnpparibas.com)

# ROBUST RESULTS DESPITE THE DIFFICULT ECONOMIC ENVIRONMENT

**B**NP Paribas delivered robust results in a persistently difficult economic environment in 2012, bearing witness to its sound business model. The Group has completed its adjustment plan and has significantly strengthened its capital ratios. BNP Paribas is one of the best capitalised of the large international banks under the new Basel III standards.

**EUR 39.1**  
billion  
revenues

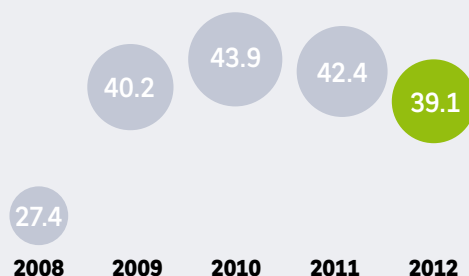
**EUR 12.5**  
billion  
gross operating income

**EUR 6.6**  
billion  
net income,  
Group share

**8.9%**  
return on equity

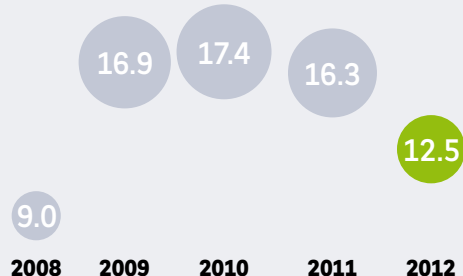
## REVENUES

(in billions of euros)



## GROSS OPERATING INCOME

(in billions of euros)



## NET INCOME, GROUP SHARE

(in billions of euros)



## EARNINGS PER SHARE<sup>(1)</sup>

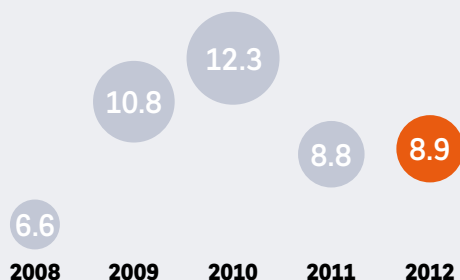
(in euros)



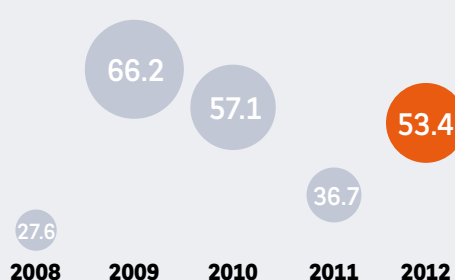
(1) Restated to account for the capital increase with maintained preferential subscription rights carried out in 2009.

**RETURN ON EQUITY<sup>(1)</sup>**

(in %)

**MARKET CAPITALISATION**

(in billions of euros)

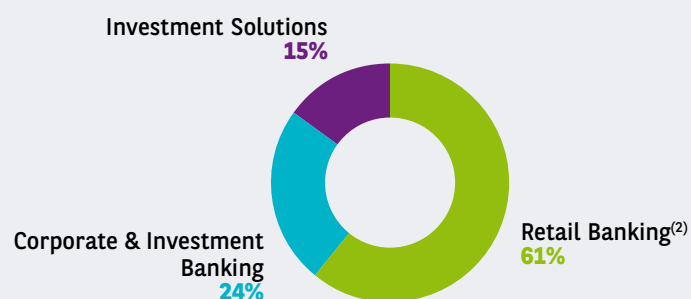


Source: Bloomberg.

(1) Return on equity is calculated by dividing net income Group share (adjusted for interest on undated super-subordinated notes deemed equivalent to preferred shares issued by BNP Paribas SA and treated as a dividend for accounting purposes) by average equity attributable to equity holders at 1 January and 31 December of the period concerned (after distribution and excluding undated super-subordinated notes deemed equivalent to preferred shares issued by BNP Paribas SA).

**Balance sheet figures** (in millions of euros)

	At 31 December 2011	At 31 December 2012
Total assets	1,965,283	1,907,290
Customer deposits	546,284	539,513
Loans and receivables due from customers	665,834	630,520
Shareholder's equity	75,370	85,886
International capital adequacy ratio	14.0%	15.6%
Tier 1 ratio	11.6%	13.6%

**LONG-TERM CREDIT RATINGS****A+****Standard & Poor's**negative outlook  
rating revised on 25 October 2012**A2****Moody's**stable outlook  
rating revised on 21 June 2012**A+****Fitch**stable outlook  
rating confirmed on 10 October 2012**ACTIVITIES REVENUES<sup>(1)</sup> IN 2012**

(1) Core businesses.

(2) Including 2/3 of Private Banking of the domestic markets in France (including PEL/CEL effects), Italy, Belgium and Luxembourg.

# THE EXECUTIVE COMMITTEE

The Executive Committee comprises the Chief Executive Officer, the Chief Operating Officers and the heads of the Group's operational entities and functions. The BNP Paribas Executive Committee was composed of 18 members at 31 December 2012.



**JEAN-LAURENT BONNAFÉ**  
Chief Executive Officer and Director



**PHILIPPE BORDENAVE**  
Chief Operating Officer



**GEORGES CHODRON DE COURCEL**  
Chief Operating Officer



**FRANÇOIS VILLEROY DE GALHAU**  
Chief Operating Officer



**JACQUES D'ESTAIS**  
Deputy Chief Operating Officer and Head of Investment Solutions, BNP Paribas Personal Finance, and International Retail Banking



**ALAIN PAPIASSE**  
Deputy Chief Operating Officer and Head of Corporate & Investment Banking



**JEAN CLAMON**  
Managing Director and Head of Compliance and Internal Control



**MARIE-CLAIRE CAPOBIANCO**  
Head of French Retail Banking



**STEFAN DECREAENE**  
Head of International Retail Banking



**YANN GÉRARDIN**  
Head of Global Equities & Commodity Derivatives



**MAXIME JADOT**  
Head of BNP Paribas Fortis



**FRÉDÉRIC JANBON**  
Head of Fixed Income



**FABIO GALLIA**  
Head of Italy and Chief Executive Officer and Director of BNL



**THIERRY LABORDE**  
Head of BNP Paribas Personal Finance



**ÉRIC LOMBARD**  
Head of BNP Paribas Cardif



**YVES MARTRENCHAR<sup>(1)</sup>**  
Head of Group Human Resources



**MICHEL KONCZATY**  
Head of Group Risk Management



**ÉRIC RAYNAUD**  
Head of the Asia-Pacific Region

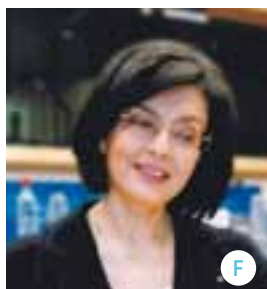
*The Executive Committee of BNP Paribas has been assisted by a permanent secretariat since November 2007.*

(1) Yves Martrenchar succeeds Frédéric Lavenir.

# THE BOARD OF DIRECTORS

The Board of Directors comprises 14 Directors elected for a term of three years by the shareholders at General Meeting. There are also 2 employee Directors elected by their respective electoral colleges.

The Board of Directors formulates BNP Paribas' strategy and overall business objectives based on proposals submitted by Executive Management. It examines and decides on strategic operations and oversees the implementation of the objectives it has approved, particularly in the course of discussions on the financial statements and on the budget. The Board is also kept regularly informed of the Group's cash position and ongoing commitments.



**A** **BAUDOUIN PROT**  
**Date of birth:**  
 24 May 1951  
**Term start and end dates:**  
 11 May 2011 - 2014 AGM  
**First elected to the Board on:**  
 7 March 2000  
**Principal function:**  
 Chairman of the BNP Paribas Board of Directors

**C** **JEAN-LAURENT BONNAFÉ**  
**Date of birth:**  
 14 July 1961  
**Term start and end dates:**  
 12 May 2010 - 2013 AGM  
**First elected to the Board on:**  
 12 May 2010  
**Principal function:**  
 Chief Executive Officer and Director of BNP Paribas

**E** **DENIS KESSLER**  
**Date of birth:**  
 25 March 1952  
**Term start and end dates:**  
 23 May 2012 - 2015 AGM  
**First elected to the Board on:**  
 23 May 2000  
**Principal function:**  
 Chairman and Chief Executive Officer of Scor SE

**G** **JEAN-FRANÇOIS LEPETIT**  
**Date of birth:**  
 21 June 1942  
**Term start and end dates:**  
 11 May 2011 - 2014 AGM  
**First elected to the Board on:**  
 5 May 2004  
**Principal function:**  
 Director of companies

**I** **THIERRY MOUCHARD**  
**Date of birth:**  
 4 July 1960  
**Term start and end dates:**  
 16 February 2012 (on which date Thierry Mouchard was elected by employees) - 15 February 2015  
**First elected to the Board on:**  
 16 February 2012  
**Principal function:**  
 Administrative Assistant, Customer Transactions Department

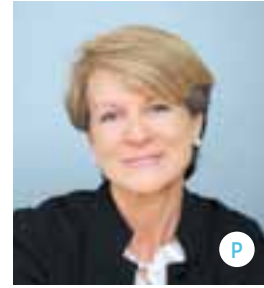
**B** **MICHEL PÉBEREAU**  
**Date of birth:**  
 23 January 1942  
**Term start and end dates:**  
 23 May 2012 - 2015 AGM  
**First elected to the Board on:**  
 14 May 1993  
**Principal function:**  
 Honorary Chairman of BNP Paribas

**D** **PIERRE-ANDRÉ DE CHALENDAR**  
**Date of birth:**  
 12 April 1958  
**Term start and end dates:**  
 23 May 2012 - 2015 AGM  
**First elected to the Board on:**  
 23 May 2012  
**Principal function:**  
 Chairman and Chief Executive Officer of Compagnie de Saint-Gobain

**F** **MEGLENA KUNEVA**  
**Date of birth:**  
 22 June 1957  
**Term start and end dates:**  
 12 May 2010 - 2013 AGM  
**First elected to the Board on:**  
 12 May 2010  
**Principal function:**  
 Chairman of the Governing Board of the European Policy Centre (Brussels)

**H** **NICOLE MISSON**  
**Date of birth:**  
 21 May 1950  
**Term start and end dates:**  
 Elected by BNP Paribas executives to a 3-year term running from 16 February 2012 - 15 February 2015  
**First elected to the Board on:**  
 1 July 2011  
**Principal function:**  
 Customer Advisor

**J** **LAURENCE PARISOT**  
**Date of birth:**  
 31 August 1959  
**Term start and end dates:**  
 23 May 2012 - 2015 AGM  
**First elected to the Board on:**  
 23 May 2006  
**Principal function:**  
 Vice-Chairman of the Board of Directors of Ifop SA



**K** **HÉLÈNE PLOIX**  
**Date of birth:** 25 September 1944  
**Term start and end dates:** 11 May 2011 - 2014 AGM  
**First elected to the Board on:** 21 March 2003  
**Principal function:** Chairman of Pechel Industries SAS, Pechel Industries Partenaires SAS and FSH SAS

**L** **LOUIS SCHWEITZER**  
**Date of birth:** 8 July 1942  
**Term start and end dates:** 12 May 2010 - 2013 AGM  
**First elected to the Board on:** 14 December 1993  
**Principal function:** Chairman of France Initiative - Honorary Chairman of Renault

**M** **MICHEL TILMANT**  
**Date of birth:** 21 July 1952  
**Term start and end dates:** 12 May 2010 - 2013 AGM  
**First elected to the Board on:** 12 May 2010  
**Principal function:** Manager of Strafin sprl (Belgium)

**N** **EMIEL VAN BROEKHOVEN**  
**Date of birth:** 30 April 1941  
**Term start and end dates:** 12 May 2010 - 2013 AGM  
**First elected to the Board on:** 12 May 2010  
**Principal function:** Economist, Honorary Professor at the University of Antwerp (Belgium)

**O** **DANIELA WEBER-REY**  
**Date of birth:** 18 November 1957  
**Term start and end dates:** 11 May 2011 - 2014 AGM  
**First elected to the Board on:** 21 May 2008  
**Principal function:** Partner at Clifford Chance, Frankfurt (Germany)

**P** **FIELDS WICKER-MIURIN**  
**Date of birth:** 30 July 1958  
**Term start and end dates:** 11 May 2011 - 2014 AGM  
**First elected to the Board on:** 11 May 2011  
**Principal function:** Co-founder and Partner at Leaders' Quest (United Kingdom)

## OTHER CORPORATE OFFICERS



**Q** **PHILIPPE BORDENAVE**  
**Date of birth:** 2 August 1954  
**Principal function:** Chief Operating Officer of BNP Paribas

**R** **GEORGES CHODRON DE COURCEL**  
**Date of birth:** 20 May 1950  
**Principal function:** Chief Operating Officer of BNP Paribas

**S** **FRANÇOIS VILLEROY DE GALHAU**  
**Date of birth:** 24 February 1959  
**Principal function:** Chief Operating Officer of BNP Paribas

## Compensation

The table below shows gross remuneration payable for the year to 31 December 2012, including Directors' fees and benefits in kind of the same period.

Compensation payable for 2012 <i>In euros</i>	Compensation		Directors' fees <sup>(3)</sup>	Benefits in kind <sup>(5)</sup>	Total Compensation <sup>(6)</sup>	
	Fixed <sup>(1)</sup>	Variable				
		Paid in 2013				Deferred
Baudouin PROT						
Chairman of the Board of Directors <i>(for 2011)</i>	850,000 <i>(941,667)</i>	330,000 <i>(471,970)<sup>(2)</sup></i>	495,000 <i>(707,956)</i>	93,010 <i>(91,796)</i>	3,701 <i>(3,926)</i>	1,716,404 <i>(2,166,394)</i>
Jean-Laurent BONNAFÉ						
Chief Executive Officer <i>(for 2011)</i>	1,150,000 <i>(820,833)</i>	672,000 <i>(463,106)<sup>(2)</sup></i>	1,008,000 <i>(694,659)</i>	143,540 <i>(97,087)</i>	3,108 <i>(3,197)</i>	2,870,811 <i>(2,020,548)</i>
Georges CHODRON de COURCEL						
Chief Operating Officer <i>(for 2011)</i>	600,000 <i>(600,000)</i>	356,000 <i>(305,143)<sup>(2)</sup></i>	534,000 <i>(457,714)</i>	98,558 <i>(106,133)</i>	4,141 <i>(4,141)</i>	1,494,141 <i>(1,366,998)</i>
Philippe BORDENAVE						
Chief Operating Officer <i>(for 2011 - Period from 01/12/2011 to 31/12/2011)</i>	580,000 <i>(48,333)</i>	344,000 <i>(25,842)<sup>(2)</sup></i>	516,000 <i>(38,763)</i>	7,500 <i>(4)</i>	2,879 <i>(13)</i>	1,442,879 <i>(112,951)</i>
François VILLEROY de GALHAU						
Chief Operating Officer <i>(for 2011 - Period from 01/12/2011 to 31/12/2011)</i>	450,000 <i>(37,500)</i>	300,000 <i>(33,321)<sup>(2)</sup></i>	230,000 <i>(22,214)</i>	86,042 <i>(4)</i>	3,114 <i>(260)</i>	983,114 <i>(93,295)</i>
<b>Total compensation payable to the Group's corporate officers for 2012</b>						<b>8,507,349</b>
<i>(for 2011)</i>						<i>(5,760,186)</i>

(1) Salary effectively paid in 2012.

(2) These amounts correspond to variable compensation in respect of 2011 and paid in 2012.

(3) Baudouin Prot does not receive any Directors' fees from any Group companies other than from BNP Paribas SA and Erbé. Directors' fees received from Erbé are deducted from his variable compensation.

Jean-Laurent Bonnafé does not receive any Directors' fees from any Group companies other than from BNP Paribas SA, BNP Paribas Fortis, BNL, BNP Paribas Personal Finance and Erbé. The Directors' fees received from BNP Paribas Fortis, BNL, BNP Paribas Personal Finance and Erbé are deducted from his variable compensation.

Georges Chodron de Courcel does not receive any Directors' fees from any Group companies other than from BNP Paribas Suisse, Erbé and BNP Paribas Fortis. The Directors' fees received from these companies are deducted from his variable compensation.

Philippe Bordenave does not receive any Directors' fees from any Group companies other than from BNP Paribas Personal Finance. The Directors' fees received from BNP Paribas Personal Finance are deducted from his variable compensation.

François Villeroy de Galhau does not receive any Directors' fees from any Group companies other than from BGL, BNL, BNP Paribas Fortis, BNP Paribas Leasing Solutions and Cortal Consors. The Directors' fees received from these companies are deducted from his variable compensation.

(4) Philippe Bordenave and François Villeroy de Galhau did not receive any Directors' fees between 1 December 2011, the start date of their term of office, and 31 December 2011.

(5) The Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officers each have a company car and a mobile telephone.

(6) Total compensation after deduction of Directors' fees from variable compensation.

## Directors' compensation

Directors who are not members of the Group<sup>(1)</sup> do not receive any compensation from BNP Paribas other than Directors' fees.

- By way of compensation for their activity on the Board of Directors, fees allocated to the Directors comprise a fixed component and a variable component based on attendance at Board meetings.
- At the joint proposal of the Corporate Governance and Nominations Committee and Compensation Committee, the Board of Directors decided to increase the fixed component of Directors' fees from EUR 14,864 to EUR 17,000, and from EUR 22,296 to EUR 25,500 for foreign Directors, with effect from 2013. In order to take account of the particular constraints they face, Board members residing abroad are paid 1.5 times the fixed portion of Directors' fees.
- The variable component of Directors' fees is calculated on the basis of EUR 2,123.43 per scheduled meeting (7 per year). In the event of an exceptional Board meeting, each Director present receives an additional fee on that basis plus 75%.
- Directors do not receive any fees for attending the strategic seminar.

- By way of compensation for their activity on specialised Committees, Directors receive a fixed component and a variable component of Directors' fees:

→ the fixed component of fees payable to the chairmen of Board committees was set at EUR 20,000 for the Chairmen of the Financial Statements Committee, Internal Control, Risk Management and Compliance Committee, and Compensation Committee, and at EUR 10,000 for the Chairman of the Corporate Governance and Nominations Committee. The fixed component for the other members of these committees was set at EUR 2,973;

→ the variable components based on attendance at committees' meetings was set at EUR 1,698.74 per meeting for committees' Chairmen and at EUR 1,061.71 per meeting for the other members of those committees.

Based on those rules, a total of EUR 814,997 was allocated in Directors' fees in 2012. This represents a decrease of 3.2% compared with 2011 (EUR 841,507) due to the lower number of Board meetings.

Note 8.e to the financial statements included in this 2012 Registration document and annual financial report contains a table showing the Directors' fees paid to the members of the Board of Directors.

(1) The Directors who are members of the Group are Jean-Marie Gianno (until 15 February 2012) then Thierry Mouchard (from 16 February 2012), Nicole Misson (from 16 February 2012), Baudouin Prot, Jean-Laurent Bonnafé and Michel Pébereau.



# RETAIL BANKING

With 7,150 branches in 41 countries, 135,000 employees, representing 71% of the Group's headcount, 22 million individual, professional and small business customers, 216,000 corporate and institutional customers and more than 12 million active customers at BNP Paribas Personal Finance, BNP Paribas generated more than half of its revenues from Retail Banking activities in 2012. BNP Paribas Retail activities comprises a set of Domestic Markets, International Retail Banking and BNP Paribas Personal Finance.





76,000  
employees



4,150  
branches



15 million  
individual customers

268,500  
wealth management clients

176,000  
business clients

## Domestic Markets

comprises the retail banking networks of BNP Paribas in France (FRB), Italy (BNL bc), Belgium (BNP Paribas Fortis) and Luxembourg (BGL BNP Paribas), together with three specialised activities: Arval (vehicle fleet contract hire), BNP Paribas Leasing Solutions (leasing solutions ranging from equipment leasing to long-term rental and asset management contracts) and BNP Paribas Personal Investors (online savings and brokerage). In addition, Wealth Management develops its private banking model in the domestic markets. Lastly, Cash Management and Factoring complete the services provided to corporate clients, deployed under the "One Bank for Corporates in Europe and Beyond" concept, in synergy with CIB's Corporate Banking unit. Domestic Markets operates in a total of 26 countries.



42,000  
employees



3,000  
branches



6 million  
individual customers

600,000  
small business clients<sup>(1)</sup>

42,000  
corporate clients<sup>(1)</sup>

## International Retail Banking

comprises all the Group's retail banking activities outside the euro zone, including the United States and 14 countries comprising the Europe Mediterranean region.

It has 3 business lines:

- Retail Banking, with almost 7 million active customers;
- Wealth Management, in association with Investment Solutions;
- Corporate Banking, providing local access to all BNP Paribas products and services, as well as support in all the Group's countries through a network of 67 Business Centres, 22 Trade Centres and 15 Multinational Desks (MNC Desks).

(1) Outside Asia.



More than 16,000  
employees



20  
countries



More than 12 million  
active customers



Almost

EUR 123 billion  
of outstandings under management

## BNP Paribas Personal Finance

is the leader in personal loans in Europe<sup>(1)</sup> through its consumer credit and mortgage financing businesses. Through its Cetelem, Findomestic and AlphaCredit brands, it markets a range of products available at point of sale (stores and car dealerships), via its customer relations centres and online. It also offers a range of insurance and savings products for its customers in France and Italy.

BNP Paribas Personal Finance has developed a strategy of partnerships with retail groups, web merchants and other financial institutions based on its ability to offer integrated services suited to their business and their commercial strategy. It is also a leading player in responsible lending and financial literacy.

(1) Source: Annual Reports of personal finance companies.

# DOMESTIC MARKETS

Domestic Markets plays a strategic role for the Group, by providing a large base of deposits and off-balance sheet savings, supporting both retail and business clients, financing the economy and preparing the retail banking business of the future. 5 transversal missions – Business Development, IT, Operations, Human Resources and Communications – provide the business lines with their expertise.

With Domestic Markets, BNP Paribas is the leader in Cash Management in Belgium, Italy and France according to *Euromoney*, leading private banking operator in France according to *Professional Wealth Management* and *The Banker* and in Luxembourg (*Euromoney*), and no. 1 in Europe in equipment financing for small businesses according to Leaseurope rankings.

## 4 DOMESTIC MARKETS

### French Retail Banking

**6.9 million individual customers**

including 136,000 wealth management clients



**639,000 professional and small business customers**

**80,000 corporate and institutional clients**

**FOR THE SECOND TIME, FRB HAS WON "THE CUSTOMER SERVICE OF THE YEAR" AWARD IN THE BANKS CATEGORY<sup>(1)</sup>**



**2,200**  
branches



**217**  
wealth management centres



**58**  
small business centres



**28**  
business centres



**2.5 million**  
customers use the [bnpparibas.net](http://bnpparibas.net) website

(1) Source: Viseo Conseil.

### BNL bc (Italy)

**2.2 million individual customers**

including 28,100 wealth management clients



**144,800 small business customers**

**26,200 corporate clients**

**16,000 local authority clients**

**BNL IS THE BANK OF CHOICE FOR YOUNG GRADUATES IN ITALY<sup>(1)</sup>**



**890**  
branches



**33**  
wealth management centres



**42**  
small business centres



**5**  
trade centres



**100th**  
anniversary in 2013

(1) Source: "2013 Best Employer of Choice" survey.

## BNP Paribas Fortis (Belgium)

**3.6 million individual customers**

including 100,000 wealth management clients



**12,500 medium corporate clients**

**600 large corporate clients**

**710 public sector clients**

**BNP PARIBAS FORTIS IS THE LEADER IN PERSONAL, PROFESSIONAL AND SMALL BUSINESS BANKING IN BELGIUM<sup>(1)</sup>**



**938**  
branches



**37**  
wealth management centres



**22**  
business centres



**200,000**  
Facebook fans

(1) Source: Benchmarking Monitor.

## BGL BNP Paribas (Luxembourg)

**207,000 individual customers**

including 4,400 clients handled in wealth management centres



**39,800 professional and small business customers**

**BGL BNP PARIBAS NAMED "BANK OF THE YEAR" 2012 FOR THE SECOND CONSECUTIVE YEAR<sup>(1)</sup>**



**38**  
branches and wealth management centres



**EUR 1 billion**  
to support business activity in 2012

(1) Source: The Banker.

## 3 SPECIALISED ACTIVITIES

BNP Paribas Leasing Solutions

**EUR 19.4 billion**  
of outstandings under management

**282,000**  
new leasing deals originated

**IN 2012, THE FULL SERVICE LEASING RANGE WAS STRENGTHENED WITH THE LAUNCH OF BNP PARIBAS RENTAL SOLUTIONS**

Arval

**689,000**  
vehicles leased

**ARVAL IS NO. 1 IN FRANCE<sup>(1)</sup> AND ITALY<sup>(2)</sup> IN TERMS OF MULTI-BRAND VEHICLES LEASED IN 2012**

(1) Source: SNLVD.  
(2) Source: FISE ANIASA.

BNP Paribas Personal Investors

**1,459,000**  
customers

**EUR 35 billion**  
of assets under management

**CORTAL CONSORS GERMANY VOTED "BEST ONLINE BROKER" IN 2012<sup>(1)</sup>**

(1) Source: Focus Money and Euro am Sonntag magazines.

# INTERNATIONAL RETAIL BANKING

International Retail Banking comprises all the Group's retail banking activities outside the euro zone. It is split into five geographical regions: United States, Turkey, Mediterranean & Africa, Central & Eastern Europe and Asia.

## 5 GEOGRAPHICAL REGIONS



### United States

**United States // Bank of the West**

Employees: **9,630**  
Branches: **638**  
Business centres: **80**

**United States // First Hawaiian Bank**

Employees: **2,130**  
Branches: **63**



### Turkey

**Turkey // TEB**

Employees: **10,000**  
Branches: **528**  
Business centres: **17**



### Mediterranean & Africa

**Algeria // BNP Paribas**

Employees: **1,187**  
Branches: **70**  
Business centres: **13**

**Gabon // BICIG**

Employees: **496**  
Branches: **13**  
Business centre: **1**

**Morocco // BMCI**

Employees: **3,000**  
Branches: **334**  
Business centres: **13**

**Burkina Faso // BICIAB**

Employees: **324**  
Branches: **16**  
Business centre: **1**

**Guinea // BICIGUI**

Employees: **307**  
Branches: **23**  
Business centre: **1**

**Senegal // BICIS**

Employees: **550**  
Branches: **39**  
Business centre: **1**

**Ivory Coast // BICICI**

Employees: **517**  
Branches: **34**  
Business centre: **1**

**Mali // BICIM**

Employees: **86**  
Branches: **8**  
Business centre: **1**

**Tunisia // UBCI**

Employees: **1,260**  
Branches: **111**  
Business centres: **5**



### Central & Eastern Europe

**Poland // BNP Paribas**

Employees: **2,600**  
Branches: **234**  
Business centres: **5**

**Ukraine // UkrSibbank**

Employees: **8,460**  
Branches: **609**  
Business centres: **7**



### Asia

**China // Bank of Nanjing**

Employees: **4,400**  
Branches: **103**

**Vietnam // Orient Commercial Bank**

Employees: **1,900**  
Branches: **93**

# BNP PARIBAS PERSONAL FINANCE

## EUROPEAN NO. 1 IN PERSONAL LOANS<sup>(1)</sup>

**No. 1**

in personal loans in France and in Europe<sup>(1)</sup>

More than **16,000** employees in some twenty countries

Almost **EUR 123 billion** of outstandings under management

**68%** in consumer finance

More than **12 million** active customers

**32%** in mortgage loans

(1) Source: Annual Reports of personal finance companies.

### Responsible lending, a core pillar of BNP Paribas Personal Finance's strategy, means:

- Giving as many people as possible access to credit.
- Adapted offering for each customer.
- Helping customers in difficulty.
- Combating over-indebtedness.

### A full range of personal loans made via its main brands, Cetelem, Findomestic and AlphaCredit:

- At point of sale: stores, car dealerships.
- Directly through customer relations centres and online.

In France, BNP Paribas Personal Finance also offers a range of savings, protection and insurance products.

**355**

micro loans totalling EUR 724,155.



Cetelem customer satisfaction survey, 1st half 2012, measured in 11 countries.



# François Villeroy de Galhau

## Chief Operating Officer

### HOW WOULD YOU ASSESS THE 2012 RESULTS IN DOMESTIC MARKETS?

2012 was the first year for the new Domestic Markets division, which comprises our four domestic branch networks (France, Italy, Belgium and Luxembourg) plus three specialist business lines—Leasing Solutions, Arval and Personal Investors, which work closely together in the euro zone countries.

The economic environment was very difficult in 2012, with flat growth in the euro zone and low interest rates. As a result, our branch networks saw a slight decline in their revenues for the first time, coupled with an increase in the cost of risk, particularly in Italy. In spite of that, Domestic Markets delivered a remarkable performance as we practically matched our record high of 2011, with EUR 4 billion in pre-tax income. This result illustrates the substantial contribution made by Domestic Markets, which accounts for about 40% of total Group revenues.

Another reason for satisfaction is that we continued to support our customers, as witnessed by the growth in deposits across all four of our domestic markets. The loan book held steady over the year, with a slight rise of 1.2%, despite a slowdown in demand as the months went by.

### WHAT PROJECTS DID DOMESTIC MARKETS WORK ON IN 2012?

Domestic Markets gives the Group the big advantage of a retail banking presence in several European countries. Together, we are in the process of building Europe's largest retail bank. First of all, we confirmed the success of our "One Bank for Corporates in Europe and Beyond" model. This unique network enables us to support companies throughout the world no matter how big or small they are. It has proved a great success, attracting 4,770 new clients in two years, well above our targets. Moving

"We have to lay the groundwork for tomorrow's retail bank."

on to personal banking, last spring we launched our Priority package for affluent customers. It was an immediate success having already attracted 300,000 customers at end 2012. Our target is 800,000 by the end of 2016.

### WHAT ARE YOUR DEVELOPMENT PLANS FOR DOMESTIC MARKETS IN 2013?

We have to continue improving our operating efficiency and helping our customers weather the crisis, while laying the groundwork for tomorrow's retail bank. We believe our business is going to change more in the next few years than it has in the past decade. We have the ability to innovate. For our corporate, small business and wealth management customers we will continue with our innovation and leadership strategy, which has been so successful for us. And for our personal customers, our innovation will be more ground breaking. In 2013, we will be paving the way for two major changes: ramping up our all-mobile digital banking capability, which will be launched in four European countries, including Germany, and continuing to adapt our branch networks. There will still be branches tomorrow, but they won't be doing the same things. They'll be doing less day-to-day banking and more higher value-added advisory work.

### WHAT IS BNP PARIBAS' INVOLVEMENT IN CORPORATE SOCIAL RESPONSIBILITY?

CSR is very important for the Bank's image, for the pride and motivation of our people, and for what we are. We are a robust bank in terms of financial performance but also a responsible bank through our values and our commitments. We use four adjectives to describe our responsibility: economic (continuing to finance the economy in an ethical manner), social (pursuing a solidarity-based human resources policy), civic (helping the most needy and combating exclusion) and environmental (reducing our direct and indirect carbon footprint). For example, BNP Paribas now makes EUR 103 million available in micro loans and financing for social entrepreneurship. We have pledged to increase this figure to EUR 150 million in 2015.



# French Retail Banking

## Supporting all client communities

For several years now, French Retail Banking has been engaged in a personal service approach designed to provide the best possible service to each customer. This involves taking account of customers' needs at each milestone in their lives, from first job right through to retirement. Customer communities have therefore been identified, with specific product and service ranges for each one—students, young working people, families and seniors, which are enhanced on a regular basis. In September 2012, the Priority package was launched for customers whose wealth position or international lifestyle requires a dedicated service. Within three months, the package had already attracted more than 40,000 customers.

The same approach has also been developed for small business customers, where 6 communities have been identified: healthcare professionals, regulated professions, agriculture/viticulture, associations, local retailers and building trades.



Saint-Germain-en-Laye

Special attention has been paid to understanding the needs of these customers' communities in order to provide them with the best advice. Almost 100,000 diagnostics were carried out in 2012, particularly on protection and wealth management. Similarly, the relationship managers' targets have continued to evolve in the client's interest and are now more qualitative and collective.

Lastly, a number of relationship events punctuated the year. Thousands of local residents were invited to a "Café des voisins" (neighbourhood coffee morning) and more than 1,060 branches hosted "Parlons Vrai" (Straight Talking) workshops on 18 October 2012 for customers and prospective customers.

## Stronger support for entrepreneurship

Entrepreneurs and SMEs account for more than 60% of all jobs in France and are therefore of vital importance to the future. BNP Paribas announced 6 commitments in this area in May 2012:

- a lending envelope of EUR 5 billion for 40,000 projects over a 12-month period;
- an equity investment envelope of EUR 100 million;
- an immediate response to all applications for equipment loans under EUR 25,000;
- a second review and detailed explanation for all loan refusals;
- support for international expansion by putting the foreign subsidiaries of SMEs in touch with our local offices (134 business centres in Europe);
- the creation of 10 innovation centres to support innovative SMEs, including 4 opened at the end of 2012.

This dynamic approach and investment in the commercial network helped to win almost 8,000 SME customers in 2012.



Lille

**EUR 5** billion  
loan for  
**40,000** projects  
over a 12-month period

### A bank committed to lasting partnerships

FRB strengthened its commitment to the economic fabric by launching or extending partnerships in three areas:

- entrepreneurship, with the BFM awards, Croissance Plus and Trophée Cédants & Repreneurs d'Affaires;
- women entrepreneurs with the Women Business Mentoring Initiative, Women Equity for Growth, *Paris Pionnières* and *Normandie Pionnières*;
- innovation, with the Le Camping start-up incubator, France Clusters and Initiative France.



As partner to tennis, BNP Paribas is also involved in a business, family, educational and social role. Naturally the Bank attended all the major tennis tournaments, but also more than 220 regional tournaments. Lastly, FRB continued its commitment to the "7th art" by supporting more than 18 regional film festivals and offering one million reduced-price cinema tickets.



## BNL bc

In 2012, despite the difficult economic environment, BNL bc succeeded in:

- supporting both its personal and business customers (investment and financing) whilst developing commitments in financial education for its customers, with the EduCare programme;
- taking measures to improve cross-selling and the commercial offering;
- revising investment policies in the branch network to take a more selective and refocused approach: opening Creo ("I create") centres and private banking centres;
- engaging in a process of gradual adjustment in response to the new regulatory requirements (liquidity, equity and compliance);
- improving its operating performance whilst continuing to spread an effective risk and compliance culture at all levels.

### Retail & Private Banking

The retail and private banking business suffered in 2012 from low interest rates and a slowdown in loan applications, particularly in the residential mortgage sector.

Given these developments, the Bank adopted a broad set of commercial initiatives focusing on specific customers groups or products (including private banking and bancassurance, among others) and launched a number of new products, including BNL In Novo, Mutuo BNL Bundle and Conto Deposito New Cash.

In the small business segment, the commercial policy focused on setting up dedicated centres and promoting cash management services through an innovative, targeted advertising campaign coupled with a rigorous approach to risk management through selective lending policies.



## Commercial Banking

In 2012, commercial banking enjoyed significant growth in financing transactions, a sharp increase in cross-selling and improved customer relations and customer acquisition. It also extended its range of innovative products and services, particularly in cash management, financial import/export support and structured finance. Commercial banking now has a good position in the Italian market and is among the best ranked in the sector.

As part of the Group-wide projects for corporate customers, such as the "One Bank for Corporates in Europe and Beyond" programme, initiatives were taken to:

- spread risk, by capitalising on the agreements entered into with business networks (Reti Imprese) at local level;
- strengthen relations under agreements with trade associations (Confindustria, Confartigianato, Confagricoltura and Confcommercio).

Commercial banking was also attentive to the needs of local authorities and succeeded in adapting its business model to improve liquidity.



# BNP Paribas Fortis

## Retail & Private Banking (RPB)

In a climate of low interest rates, the bank adapted its offering by proposing Belgian corporate bonds, which proved highly popular with customers. Despite a less buoyant environment, lending increased driven mainly by loans to personal customers. Private Banking offered innovative investment products, including a socially responsible wealth management service, which was extremely successful.

Major investments were dedicated to multi-channel banking, particularly to expand the ATM network. The transfer of incoming telephone calls from the branches to the Contact Centre has greatly improved the bank's accessibility. The offering has also been enhanced with Easy Banking for tablets and smartphones, with more than 200,000 downloads in the space of a few months. New Mobile Banking apps have been developed, which were an immediate success with users. Customer satisfaction continued to improve thanks to active support from branch staff and deployment of the "One Bank Customer Satisfaction" plan across the entire bank.

## Corporate & Public Bank Belgium (CPBB)

In a climate of slowdown, CPBB did its utmost to remain the bank of choice for its customers, meeting their credit needs whilst managing risks prudently. Alongside traditional solutions, CPBB's relationship managers offered other financing solutions, which were reflected notably in some major bond issues.

As a universal bank, CPBB is positioned in the Belgian market as the bank that meets its customers' working capital needs, often through a proactive approach and a strong focus on developing closer relationships with its customers. CPBB also achieved some major milestones in integrating its factoring activities.

# BGL BNP Paribas

## Retail and Commercial Banking Luxembourg

In 2012, the bank completed a series of investments designed to give it an array of tools to deliver superior customer service. Retail banking successfully launched a new day-to-day banking offering and the availability of electronic account statements and advice notes. It also rolled out the BNP Paribas Priority offering for Premium customers.

Commercial banking deployed the Group project "One Bank for Corporates in Europe and Beyond".

In addition to setting up new leasing and factoring entities, and stepping up its cash management activities, a number of remarkable transactions were completed with Group entities that have specific expertise.

## Wealth Management Luxembourg

In 2012, BNP Paribas Wealth Management was voted "Best Private Bank in Luxembourg" by *Euromoney*, and given "Highly Commended" in the Best Private Bank in Luxembourg category by *Professional Wealth Management*.

Wealth Management Luxembourg developed new investment solutions to better support its customers in a fast-changing economic and market environment.

As well as developing a new advisory service, Wealth Management Luxembourg also launched an online account lookup service and access to recommendations and targeted financial information.

Lastly, the teams continued to develop the exclusive offering for Ultra High Net Worth clients.



**EUR 1.2**  
billion collected

**135,500**  
new clients

**64%**  
of business  
is done online

## BNP Paribas Personal Investors

### Strengthening its leadership position in Europe and in emerging markets

BNP Paribas Personal Investors' goal is to strengthen its leadership position in Europe and in emerging markets that enjoy strong savings capacity and to further develop synergies within the BNP Paribas Group.

Its strategy is based on four drivers:

- Strengthening online leadership through innovation and advisory;
- Achieving organic growth in Europe and fast-growing markets;
- Developing partnerships within BNP Paribas in financial advice and interface tools;
- Improving operational efficiency.

Bank deposit inflows grew sharply in 2012, rising by 23% to EUR 1.2 billion compared to 2011. Assets under management grew by 11%, thanks to positive net inflows as well as a positive performance effect. 135,500 new clients joined BNP Paribas Personal Investors, including 117,900 in Europe. 64% of BNP Paribas Personal Investors business is now done online, either via the Web or by mobile phone.

# BNP Paribas Leasing Solutions

## Supporting and facilitating its customers in their growth

BNP Paribas Leasing Solutions continued to build closer relationships with its strategic partners, renewing or signing new retail<sup>(1)</sup> and wholesale<sup>(2)</sup> agreements. It also expanded its range of international services, launching a programme with Bank of the West in the United States. This agreement enables BNP Paribas Leasing Solutions to offer its partners a “One Bank” approach and facilitate their growth in the US market.

In full service leasing, BNP Paribas Leasing Solutions has replaced its Artegy, Arius and Locatrice brands with a single brand: BNP Paribas Rental Solutions.

This new brand brings together teams of experts in rental equipment management, able to support their customers in their outsourcing projects throughout the asset life cycle, from the choice of equipment through to its return<sup>(3)</sup>.

(1) Financing of business equipment users.

(2) Distributor financing.

(3) For IT assets, utility and industrial vehicles.



## Arval

### A year of growth

In 2012, Arval continued to expand its geographical reach, opening Arval Denmark in January, Arval Finland in June and Arval China in October.

Following on from the Netherlands, Italy and Hungary, Arval obtained ISO 14001 environmental certification in France in January 2012 and in the United Kingdom in September 2012. With a view to targeting small businesses and the self-employed, Arval signed several partnerships with car manufacturers including Kia in France and Hyundai in France, Spain and the Czech Republic. MotorTrade, the online platform used to sell Arval's used vehicles, reached the 200,000 vehicles sold milestone in November.

Arval also won a number of awards in 2012, rewarding its quality of service and the added value delivered to its customers thanks to its expert advice.



## A new Retail model, a rise in multinational clientele

In 2012, IRB's 3 business lines developed their policy of supporting local banks. In **Retail Banking**, a benchmark model has been defined, enabling the IRB countries to develop their personal and small business banking activities in a coordinated fashion, tailored to their local markets. In **Corporate Banking**, IRB has developed a clientele of multinational companies (with 700 new clients) benefiting from the Group's "One Bank for Corporates in Europe and Beyond" programme, which includes Bank of the West. In addition, a closer working relationship has been forged with CIB, particularly in North Africa and Turkey. Lastly, **Wealth Management** has expanded its business to two new countries—Poland and Tunisia.

In the **United States**, Bank of the West has bolstered its sales team and enhanced its product and service offering, and in particular its online and mobile banking capability. New loan application processes for SMEs have been introduced, leading to a sharp

rise in new lending and the loan book. First Hawaiian Bank again achieved a remarkable commercial performance and confirmed its position as leader in the Hawaiian market.

In **Turkey**, 2012 saw strong business growth and an improvement in sales force efficiency following the post-merger reorganisation. The corporate offering has been rounded out, notably thanks to closer cooperation with CIB. For personal customers, the Priority package developed by BNP Paribas was launched successfully.

In **Ukraine**, the restructuring programme was pursued to make the bank more secure in a difficult environment. The targeted relaunch of the business focused on multinationals, consumer finance and deposit gathering.

In **Poland**, in parallel with a cost adjustment plan, which produced tangible results as of 2012, expansion through organic growth continued, with growth in the customer deposit base.

IRB continued to invest in **Mediterranean & Africa**, deploying its multi-channel strategy in Morocco and Tunisia and new online solutions in Algeria, as well as developing shared service centres in sub-Saharan Africa. 60 new branches were opened in the region.

Lastly, in **China**, BNP Paribas increased its interest in Bank of Nanjing to 14.6% at the year end. It has developed significant synergies with this bank.



Istanbul

## A year of constraints and undiminished development capacity

For Personal Finance, 2012 was marked by a worse than expected world economic environment and, in France, the impact of consumer finance reforms, which required major transformation and financial efforts.

In parallel, strategic partnerships were forged during the year, which will be major growth drivers in the future: with Russian bank Sberbank, Cora hypermarkets, creating 50 new jobs in France, and Leclerc hypermarkets.

In the various countries, efforts made began to pay dividends. In **Italy**, in a market in decline for the past four years, Findomestic gained market share and was awarded top place in Lombard's "Italian Financial Elite" rankings. In **Germany**, Personal Finance became a major player in e-commerce with 100,000 customers through its partners. In **Belgium**, AlphaCredit's market share grew to 20% and a direct selling platform was introduced to step up cross-selling activities.

**Central Europe** posted some good performances. This area is a major growth driver, particularly by developing insurance business. In addition, Cetelem took top place in the Hungarian bank rankings and in Bulgaria, Personal Finance was named "Best non-Bank Credit Institution". PF Inside, the consumer finance business within the Group's retail banking arm, enjoyed strong growth, especially in **Ukraine, China, Turkey** and **Poland**.

Having gained market share in all its international operations, BNP Paribas Personal Finance is ready to tackle 2013 with growth projects in car financing, e-commerce, expansion of the offer and pricing optimisation.



# Winning and retaining **our customers' trust**

Listening to their customers is a day-to-day priority for all Retail Banking staff, with the aim of delivering superior service that better meets their needs. Our customers' trust is our most valuable asset. All entities are therefore involved in individual or collective initiatives to take the customer relationship one step further.



## Supporting companies in their **international expansion**



In 2010, BNP Paribas launched its pan-European service called "One Bank for Corporates in Europe", designed to support companies in their international expansion. For the first time, corporate clients had access to seamless banking services throughout the whole of Europe from a single entry point.

Given its success, the project has been extended yet further. Just two years after its launch, the results are conclusive, with more than 4,700 new customers gained by the end of 2012.

"One Bank for Corporates in Europe and Beyond" is now an extensive network covering 36 countries, 220 business centres and more than 1,700 relationship managers specifically dedicated to corporate clients.

### **"One Bank for Corporates in Europe and Beyond" in 2012:**

**4,700**  
new customers

**36 countries**  
covered

**more than 1,700**

dedicated relationship managers

**220**  
business centres

## Academies to support SMEs and families

All IRB banks rally round to support their customers. After Turkey and Algeria, Tunisia launched an SME Academy in 2012. In Turkey, TEB now helps households to manage their budgets via the TEB Family Academy.

## Expertise in the four corners of the world

Arval opened a new subsidiary in Denmark in January 2012, followed by a subsidiary in Finland in June and an office in China in October. Similarly, its operations in Australia and New Zealand were strengthened in May 2012 with a new partnership within the PHH Arval Global Alliance.

Arval can now offer its entire range of solutions to companies operating in these countries.



Visit the dedicated website  
[www.workingcapital.bnpparibasfortis.be](http://www.workingcapital.bnpparibasfortis.be)

### BELGIUM

## A new tool for optimising working capital

The crisis has reinforced the need for companies to optimise use of their working capital. Corporate & Public Bank Belgium (CPBB) therefore launched a campaign on this theme in early 2012. In addition to advertisements, a dedicated website and a survey conducted among entrepreneurs in association with the Belgian financial weekly *Trends-Tendances*, CPBB has also created an essential tool called Working Capital Scan. It is used by the relationship

managers to benchmark the factors influencing a company's working capital requirements against those of its competitors and the sector. This strategy combines the bank's experience in cash management, foreign trade solutions and factoring, and helps customers to optimise their customer and supplier payment periods and manage risks more effectively.



### FRANCE

## "Parlons Vrai" (Straight Talking) workshops, the Bank that tells it like it is

Since 2010, BNP Paribas has organised "Straight Talking" theme-based workshops in its branches to answer questions about everyday issues, such as online shopping and savings products. The seven topics proposed, which have no commercial purpose, are drawn up in partnership with the independent association "la Finance pour tous". On 18 October 2012, FRB held its first national day of "Straight Talking" workshops, with 1,060 workshops on the same day, bringing together more than 10,000 customers and prospective customers. The event was highly appreciated by participants, winning a satisfaction rate of 97.4%. Other dates will be set aside in 2013.

**LUXEMBOURG**

## Commitment to companies and a new everyday banking offer

- The “one billion euros for the businesses in Luxembourg” campaign in 2012 aimed to support SMEs in their activities and investment plans, underscoring the bank’s strong commitment and determination to fulfil its role of responsible bank in financing the country’s economy.
- Thanks to the new everyday banking offer “*Compte Courant à la Carte*”, customers can choose the products and services that suit them thanks to a Basic menu coupled with a range of Options (cards, insurance, loans, etc.). The offer guarantees customers more transparent, flexible pricing.
- The “Meet the Experts” conference cycle organised by BGL BNP Paribas Wealth Management helps to build closer relationships with customers, who can put their questions and obtain advice from the bank’s wealth management experts.



**ITALY**

## Investing in the Web and social networks

- BNL People now puts faces to the names of various BNL staff, encouraging electronic contact between customers and employees. Through BNL People, the bank has improved its profile on Facebook and Twitter and has engaged in dialogue with new customers, capitalising on its most valuable asset: its people.
- Mestiere Impresa is a BNL initiative aimed at sole traders, professionals and SMEs. Through a dedicated website ([www.mestiereimpresa.it](http://www.mestiereimpresa.it)), small businesses can dialogue with BNL experts and find information and services useful to their business. Mestiere Impresa confirms BNL’s commitment to small businesses and their projects.

## Customer satisfaction throughout the relationship

Improving customer satisfaction is a core aim of BNP Paribas Personal Finance’s responsible credit programme and forms an integral part of the bank’s business plan with the aim of building lasting relationships with its customers. Customer satisfaction was measured in eleven countries in the first half of 2012, with an overall satisfaction rate of 95%, including 59% of customers who said they were very satisfied and 36% who said they were satisfied.

In 2012, Cetelem in France asked market research firm Ipsos to devise a satisfaction barometer for its customers debt collection. The initial results of the survey were interesting as seven out of ten customers said they were satisfied with the way Cetelem’s teams supported them and handled their problem.



Further information is available at [www.cetelem.com](http://www.cetelem.com)



# Innovation is central to our business

Innovation is central to the strategy of our Retail Banking business, as witnessed notably by the boom in mobile and online banking. Innovation in all its forms—not just technological—is a growth driver that will lay the groundwork for tomorrow's bank.



Saint-Germain-en-Laye

## BELGIUM

### Anticipating customer needs

Retail & Private Banking's strategy consists of getting closer to its customers. Customers are increasingly using channels such as PC Banking, Easy Banking and Self & Phone Banking, but still expect their relationship manager to contact them proactively with suggestions. This approach—which is crucial if RPB wants to cater to rapidly changing customer expectations—

is supported by follow-up reports and training for its employees, as well as more contact opportunities focusing on the key times in our customers' lives. This strategy helped to improve the customer satisfaction rate by 4% compared with the previous year and to increase the recommendation rate to 2.3% among customers whose main banker is BNP Paribas Fortis.



Brussels

### Lease Offers Evolutive "Moving the goalposts"

Lease Offers is an online financing proposal and portfolio management tool made available by BNP Paribas Leasing Solutions to equipment distributors. In 2012, this extranet has been enriched by the "Evolutive" feature, enabling distributors to enter their changes in a single click and completely independently, without changing the financing decision obtained. Each time, the distributor also obtains an update of the online contractual documents. This feature, which compresses processing times to a minimum, is better tailored to the distributors' selling process, as they first seek a financing agreement before tailoring the proposal more specifically to their customers' needs.



**FRANCE**

## **Mobility** to encourage development

**B**NP Paribas follows new trends in customs and behaviour by continuously innovating for its customers, particularly by encouraging their mobility and access to new management and payment methods. At the end of 2012, FRB launched two new applications: "My accounts" for managing accounts on iPad and "My transfers" for transferring money easily and free of charge using a mobile phone. FRB is also investing in developing contactless mobile payments, particularly through its BNP Paribas Mobile package, which combines m-payment, m-banking and telephony in partnership with Orange.

At present, more than 630,000 customers use their mobile for banking transactions and BNP Paribas' applications have been downloaded more than 2.0 million times.

**MOROCCO**

## **IPad Application** Customer Contact

**B**MCI, in collaboration with DMS Digital Development, has developed an iPad Customer Contact application to strengthen its capability in remote acquisition of Moroccan customers living abroad.

**TURKEY**

## Developing creative ideas with the customers of **tomorrow's bank**

**T**EB won an award for its Open Innovation competition, aimed at gathering creative ideas from Turkish customers, students and young graduates in order to develop the bank's innovative projects.

**LUXEMBOURG**

## A dedicated offering **for NGOs**

"Clic ONG" is an integrated service concept for NGOs and associations giving them access to the entire range of financial and extra-financial products and services dedicated to them in just one click, thereby strengthening BGL BNP Paribas' commitment to social responsibility and community outreach.



## Making the difference with a **new branch concept**

**T**he new bank branch focusing on ease of use and new technology, a unique, innovative concept in Luxembourg, reflects the bank's determination and ability to push ahead in a changing world.

## Arval forges new partnerships

To consolidate its presence on the SME market, Arval has developed several branded partnerships with well-reputed car manufacturers and dealerships.

In March 2012, Arval became the supplier for Kia France's long-term rental fleet offering. In October, the partnership with Hyundai in France and Spain was extended to the Czech Republic.

In November, Arval and Orange launched the "Bureau nomade" (roaming office), which combines car rental and connected tablet.

These partnerships illustrate Arval's goal of giving its customers the benefit of its in-depth knowledge of the sector and its innovative spirit in terms of mobility.



## Green Rating and Employment Rating

Cortal Consors launched the Employment Rating, which measures the number of jobs created by the companies in which 475 European equity funds invest. This rating supplements the Green Rating, which measures their greenhouse gas emissions. 40% of Cortal Consors customers said that the environmental considerations were important in their choice of investment (source: Cortal Consors Ipsos 2011 customer satisfaction barometer). Lastly, to clarify the nature of SRI funds for investors, Cortal Consors and BNP Paribas Wealth Management have created the SRI Revealer, which assesses the degree to which a fund manager takes account of environmental, social and governance (ESG) factors in fund asset selection.

### ITALY

## Launch of the digital signature

In Italy, Findomestic is the first credit institution to implement a digital signature for loan applications made through e-merchants. Time gains and security are the key benefits of this crucial step in online loan distribution.



Visit the dedicated website  
[www.findomestic.it](http://www.findomestic.it)



Further information is available at  
[www.cetelem.com](http://www.cetelem.com)

## The new "Cetelem revolving credit" for controlled borrowing

Cetelem proposes a choice of six different repayment periods based on the last time the revolving credit was used, interest rates that encourage faster repayment, and the option to change the monthly repayment amount if needed. To assess the responsible nature of this new product, Cetelem France has asked Vigeo to audit the product features, the clarity of its contractual aspects and the quality of its commercialisation.

# A network in direct contact with **social reality**

The CSR commitment of the Retail Banking entities is based on the belief that a large organisation such as BNP Paribas must be built not only on ambition but also on ethics combined with economic performance. This commitment translates into concrete economic, social and outreach actions aimed at combating all forms of exclusion.



## FRANCE

### "Projet Banlieues"

Through "Projet Banlieues", the Bank has committed EUR 4.5 million a year to supporting disadvantaged urban areas. Since 2006, under the wing of the BNP Paribas Foundation, the branch network in France has worked tirelessly at grass roots level with a number of neighbourhood outreach associations. Through the involvement of its Foundation, branch network and employees, BNP Paribas provides financial and human support to more than 250 organisations involved in social and professional integration, business start-ups, education, and integration through sports and culture.

**250** organisations involved in social and professional integration supported by BNP Paribas

**EUR 4.5** million a year

### Supporting **women entrepreneurs**

BNP Paribas has been involved for some years now alongside national and regional networks for women entrepreneurs.

This is reflected in partnerships between the Bank and associations such as *Paris Pionnières* (pre-incubation, incubation and post-incubation), *Normandie Pionnières* and *Women Business Mentoring Initiative*. These networks support women who set up their own business and help to promote the role of women in the economy and society.

In 2010, the Bank sponsored the creation of *Women Equity for Growth*, the first Index for SMEs run by women, another illustration of its efforts to promote women entrepreneurs.

In 2012, at the government's behest, the Bank took part in several regional round tables and working groups to set up regional networks.



## ITALY

**Solidarity** through education and microcredit

BNL will celebrate its one hundredth anniversary in 2013, using the occasion to reaffirm its commitments as a responsible bank. BNL has therefore been supporting Italy's economic, social and cultural development for a hundred years. Today, BNL is seen as the first bank in Italy to have

committed to community outreach, thanks to a partnership with Telethon dating back to 1992, a European record in loyalty and fund raising, which is recognised by two out of every three customers<sup>(1)</sup>. In 2012, BNL continued its free EduCare seminar cycles, which aim to improve the financial knowledge of its customers.

A major new event of the year was the launch of the PerMicro centres, which provide people excluded from mainstream banking with microloans for business start-ups.

(1) 2012 Ipsos Brand Monitor and 2012 Eurisko Multifintrack.

## Identifying clients in difficulties to give them early help

Identifying customers in a potentially fragile position and offering them assistance before their first default: this preventive approach was recently implemented by Cetelem in France to combat overindebtedness.

Looking out for signs of difficulties throughout the contract, for example unusual use of revolving credit or the occurrence of major events that could upset the household budget (job loss, illness, divorce, retirement, etc.) and offering customers assistance if they wish: this system was recently put in place by Cetelem, and may go as far as solutions in partnership with the *Crésus* association, which works to combat overindebtedness.

### LUXEMBOURG

## A training and entrepreneurial laboratory to encourage business start-ups

The skills lending programme enables BGL BNP Paribas to identify, structure and support existing skills among the Group's employees in Luxembourg and match them to the needs of NGOs and associations.

Launched in 2012, the "lux future lab", which comprises two platforms—one entrepreneurial and one dedicated to training and education—aims to have an impact on the country's social and

economic dynamics by encouraging people at a turning point in their personal development to embark on training, implement entrepreneurial ideas and interact. The entrepreneurial platform, which is a start-up incubator, already hosts 8 companies with more than 45 employees, whilst the training and education platform hosted a summer school for high school children in August 2012.

PerCorsi  
Findomestic  
Educazione finanziaria



GRUPPO BNP PARIBAS

## Financial education for everyone

In Italy, Findomestic continues to promote its training modules available online through PerCorsi, its financial education programme. In 2012, Findomestic organised its first financial literacy day, which attracted more than 300 customers who followed the training sessions in Findomestic branches.

## Solidarity-based leasing: focus on education



Diokoul

BNP Paribas Leasing Solutions in France takes action to promote access to education and involves its partners (IT equipment manufacturers and distributors<sup>(1)</sup> and software developers) in its outreach work. It partners the *Vision du Monde* association, providing financing for a school in Diokoul in Senegal and campaigning to raise awareness in Senegal about schooling for girls. Its partners also contribute to these initiatives through voluntary contributions, calculated by tranche of lease finance. They may also encourage their employees to make donations, as does BNP Paribas Leasing Solutions.

(1) Office, telecoms and IT equipment

## Thousands of donations for education and training

In the United States, Bank of the West donated USD 6 million to more than 2,000 charities, particularly in the field of financial education and training.



# INVESTMENT SOLUTIONS



25,650  
employees<sup>(1)</sup>



70  
countries

Combining BNP Paribas' activities related to the collection, management, development, protection and administration of client savings and assets, Investment Solutions offers a broad range of high value-added products and services around the world, designed to meet all the requirements of individual, corporate and institutional investors.

(1) Including share of BNP Paribas Wealth Management employees.

Hong Kong

## BNP Paribas Cardif

BNP Paribas Cardif's role is to insure individuals, their families and their property. It markets its savings and protection products and services through several distribution channels.

**GLOBAL PLAYER IN PERSONAL INSURANCE**



7,540  
employees



38  
countries

## BNP Paribas Securities Services

European leader in securities services for a clientele of asset managers, financial institutions and corporates, BNP Paribas Securities Services meets all their needs throughout the investment cycle.

**EUROPEAN CUSTODIAN OF THE YEAR**  
(*Funds Europe, 2012*)



7,830  
employees



32  
countries

## BNP Paribas Wealth Management

BNP Paribas Wealth Management is the Group's private banking arm. It serves a clientele of affluent or wealthy individuals, shareholder families and entrepreneurs seeking a bank that can look after all their wealth and financial planning needs. This global approach is based on high value-added services and personalised solutions.

**BEST PRIVATE BANK EUROPE**  
(*Private Banker International, 2012*)



6,070  
employees



28  
countries

## BNP Paribas Investment Partners

BNP Paribas Investment Partners is the Group's asset management arm. It provides clients with access to the best asset management experts thanks to a business model that combines the expertise and independence of its 22 partners with the power and robustness of a major asset manager.

**NO. 6 IN EUROPE**  
(*IPE Magazine, July 2012*)



3,340  
employees



40  
countries

## BNP Paribas Real Estate

BNP Paribas Real Estate provides a clientele of property investors, users, developers, local authorities and private individuals with a comprehensive range of services covering all stages in a property's life cycle, including Property Development, Transaction, Advisory, Expertise, Property Management and Investment Management.

**NO. 1 IN CORPORATE REAL ESTATE SERVICES  
IN CONTINENTAL EUROPE**  
(*Property Week, June 2012*)



3,120  
employees



36  
countries

# STRONG POSITIONS IN EUROPE, INTERNATIONAL EXPANSION



## BNP Paribas Cardif

### Sustained activity despite a difficult environment

BNP Paribas Cardif, the Group's life and P&C insurance subsidiary, insures people, their families and their property through savings and protection products and services. Its expertise in marketing and distributing insurance products contributes to the success of its partners worldwide.

In 2012, whilst playing its role as an operator in the real economy and long-term investor, it was able to support its clients in facing the economic uncertainties, despite the difficult conditions.

Thanks to its robust business model based on a diversified business mix, broad geographical footprint and numerous partnerships, BNP Paribas Cardif has succeeded in maintaining a high level of activity.

In addition, as part of its corporate social responsibility programme, BNP Paribas Cardif continued its commitment to developing responsible products and services and to promoting financial education.

## BNP Paribas Securities Services

### Strong business momentum and continued internationalisation

BNP Paribas Securities Services launched a local custody service in the United States in October 2012, enabling it to provide post-market services to financial institutions and institutional investors in the world's biggest financial market. This is a major milestone in its globalisation strategy, which aims to support its clients in their business activities in the world's major market places. This new development also meets current regulatory issues intended to strengthen management of all operational controls.

Geographical expansion continued, with new operations launched in Colombia and Chile. Two acquisitions in Italy—Credem, a depository bank, and Anima, a fund administrator—have significantly strengthened its positioning with institutional clients.

BNP Paribas Securities Services won a large number of new mandates during the year. Commercial momentum was driven by its diverse geographical and client mix, as well as the range of services offered.

Assets under custody and administration reached a record high thanks to the inflow of new global assets and some major migrations of fund assets.

### Major awards won in 2012

- Best custodian in France (*Custody Risk*);
- Fund administrator of the year in the United States (*Custody Risk*);
- Best custodian in Europe (*Funds Europe*);
- The "Innovation in Clearing & Settlement Technology" award (*The Banker*).





# BNP Paribas Wealth Management

## Continued drive to win new customers

Faced with some challenging developments in the wealth management market, BNP Paribas Wealth Management continued its strategy of differentiation by building ever-closer relationships with its clients, particularly through planning and forecasting the product offering to make regulatory constraints an opportunity to provide them with support.

The goal of strong client and geographical growth is driven by strict monitoring of business activity to ensure rapid expansion in target markets, which are the Group's European domestic markets as well as the United States through Bank of the West, and in fast-growing markets particularly in Asia and the Middle East.

Stronger synergies with the Group's other businesses, especially CIB, is also a core pillar of Wealth Management's strategy, enabling clients to benefit from all the Group's products and services whilst delivering customised solutions to the wealthiest clients by training dedicated, specialist teams.

Continued work on strategic projects designed to provide Wealth Management with effective management tools will strengthen its ability to provide clients with the right advice and a fast response.

The Wealth Management University, with its new specific training courses, will help guarantee a high level of expertise among staff in its various offices.

# BNP Paribas Investment Partners

## Increasingly responsible investment

BNP Paribas Investment Partners continues its programme to adapt its business to the new market and regulatory environment. It has proved its robustness in a tense climate, particularly by strengthening its inflows and market share in euro money market products (11% market share in Europe, up 1.5 percentage points<sup>(1)</sup>). Meanwhile, BNP Paribas Investment Partners has been rewarded for its investment management performances worldwide<sup>(2)</sup>. As a responsible asset manager, it also contributes to financing the long-term economy through the launch of two private debt funds, thereby meeting corporate financing needs. BNP Paribas Asset Management signed the United Nations Principles for Responsible Investment (PRI) in 2006 and last July was joined in this initiative by the whole of BNP Paribas Investment Partners, which now includes environmental, social and governance (ESG) criteria in its fund management policy. Leveraging the strength of the BNP Paribas Group whilst reaffirming its own expertise, BNP Paribas Investment Partners has adopted a new by-line: the asset manager for a changing world.



(1) Source: Lipper Feri ("Money Market EUR" fund sector) at 30/11/2012.

(2) "Highly Commended Americas Fixed Income Manager" for FFTW and "European Equities Manager of the Year" by *Global Investor/ISF Magazine*; *Mieux Vivre Votre Argent* Corbeilles awards for the BNP Paribas offering, the only banking network to win awards for short and long term; three "Best of the Best" Awards from *Asia Asset Management*.

# BNP Paribas Real Estate

## Sustained growth for a stronger European leader

BNP Paribas Real Estate, a major player in the European property market, enjoyed buoyant activity in 2012 despite the slowdown in the property markets. All of its businesses contributed to this performance:

- Commercial Property Development pre-let almost 140,000 sq.m. of office space representing a business volume of EUR 1.1 billion, including two major projects outside France, one in London (St-Pancras) and one in Rome (BNL's head office).
- Advisory (Transaction, Consulting, Valuation) gained market share in France and Germany. In the United Kingdom, the business refocused its activities on Transaction in London.
- Property Management increased its portfolio of managed office properties by 1 million sq.m., bringing the total portfolio to more than 32 million sq.m.
- In Residential Property, although reservations for new homes fell by more than 20% compared with 2011, the decline was well below the French market average, which fell by 30%.

In 2012, BNP Paribas Real Estate Services launched an ambitious expansion plan to strengthen its European leading positions in Advisory, Property Management and Investment Management, by combining organic growth with acquisitions.



This plan has already led to targeted recruitments, the acquisition of a Dutch company and preparations for opening a representative office in Singapore and Hong Kong in 2013.

Almost  
**140,000 sq. m.**  
of office space pre-let  
representing a business  
volume of EUR 1.1 billion.

More than  
**32** million sq. m. managed  
in office properties.

# Diversified and broadly available customer offering



## Serving and listening to our customers

The Investment Solutions business lines are resolutely client-oriented. They endeavour to meet client expectations effectively by focusing on innovation in the product and service offering. Their diversified and highly complementary offering covers all the needs of investors, whether individual, corporate or institutional.

The Investment Solutions business lines adapt their organisation structure to keep ever closer to their clients and they can be reached through various distribution channels:

- direct;
- via the BNP Paribas Group's retail branch networks;
- through independent advisers and distribution partnerships with other players such as banks, insurance companies and distributors.

**B**NP Paribas Cardif in the Netherlands has reaffirmed its position as top<sup>(1)</sup> insurer for its customer approach through various initiatives.

It continues to re-write its contractual documentation based on the "B1" simplification standard, which aims to make it understandable by 95% of the population. To give consumers their say, a customer council has been set up with a view to gaining a better understanding of their needs and lifestyles. The council meets quarterly and comprises policyholders and managers from the company. One of the main issues addressed is new product development. Meanwhile, a new media platform—Generation F (for Finance)—compiles the insights of a consumer panel on economic issues in real time. In 2012, all these efforts were rewarded by the KKV label, which certifies the quality of the client approach at national level.



Madrid

(1) A national benchmark puts BNP Paribas Cardif Netherlands in top position (source: survey conducted by the website [www.independen.nl](http://www.independen.nl), in particular via the TV programme "Kassa" on 12 November 2011).



## Philanthropy: a unique approach

**A** pioneer in this area since 2008, BNP Paribas Wealth Management offers solutions tailored to clients wishing to engage in individual philanthropy, through a team of specialists:

- customised support in philanthropy to help bring personal projects to fruition;
- the *Fondation de l'Orangerie* for Individual Philanthropy, designed specifically to collect donations from clients and allocate them as effectively as possible to the selected projects.

Apart from this offering, BNP Paribas Wealth Management encourages philanthropy through other initiatives such as the "BNP Paribas Prize for Individual Philanthropy" (awarded since 2008), the publication of studies and sponsoring the Philanthropy chair at Essec Business School.



Further information is available at [www.bnpparibas.com](http://www.bnpparibas.com)

## Investment Academy for customer training

**F**rom investment basics in Paris to asset allocation in Singapore, bond strategies in New York and risk management in Amsterdam... BNP Paribas Investment Partners (BNPP IP) shares its expertise with its clients worldwide through its financial education programme—the Investment Academy. This training, provided by BNPP IP experts, helps clients to develop their knowledge of investment strategies and gain an understanding of the new regulations governing the financial markets. The Investment Academy held 63 sessions in some twenty countries in 2012, training more than 1,300 clients. It received the "Most Innovative Award for Investor Education" in the "Best of the Best" *Asia Asset Management Awards*.

## Helping customers to understand regulatory changes

**T**he Securities Services business is a central cog in adapting the financial system to the new regulatory challenges, such as AIFMD, Dodd Frank Act, Emir and the UCITS, T2S and FATCA directives.

BNP Paribas Securities Services, a leading player in this business, gives its clients the benefit of its in-depth knowledge of current regulatory changes, acquired through its active participation in marketplace work and consultations with regulators.

Throughout the year, clients are kept informed about changes and their practical consequences on their business activities through white papers, discussion papers and seminars.



Pantin

Investment Solutions // **Innovation**

# An innovative spirit firmly rooted in the business lines

**R**esponsible innovation is a core element of Investment Solutions' culture and is supported and promoted by management at all levels of the business. To encourage responsible innovation among the teams worldwide, a community of innovation officers across the 5 business lines regularly share their experience and expertise. Their aim is to spread this spirit of innovation throughout all Investment Solutions activities in order to meet client needs as effectively as possible with innovative products.

## Sustainable and responsible investment (SRI) funds reporting

**A** recognised expert in performance and risk engineering solutions for asset managers, BNP Paribas now offers a specific reporting system for SRI funds.

The reports describe the environmental and social behaviour of the assets held by the fund, including the extrafinancial criteria applied by the asset manager. They help funds managers to communicate with their end clients.



At THEAM we believe your investment needs are unique. We focus on your goals and guidelines and provide our expertise so that together we can build an investment solution tailored to your needs.

THEAM is the new BNP Paribas Investment Partner specialising in index, active systematic, guaranteed and alternative investments.



**THEAM**  
BNP PARIBAS GROUP

theamfunds.com

THEAM, 1 bd Haussmann, 75009 Paris, Share capital of 8317840 euros – RCS Paris 428 753 214 – an asset management company registered with the «Autorité des Marchés Financiers» under number GP 04000048.

## An innovative investment fund

**T**HEAM, a BNP Paribas Investment Partners investment company specialising in index-based, active systematic, guaranteed and alternative investment management, has launched a new fund called THEAM Quant Equity Eurobloc Covered Edhec. This innovative fund, which leverages the expertise of BNP Paribas' asset management and investment banking teams, combines two performance drivers: effective exposure to the euro zone equity markets, using the Edhec methodology, which maximises the risk-reward ratio based on criteria other than traditional capitalisation weightings, and a Buy Write option strategy on the Euro Stoxx 50 to limit the downside. The innovative nature of this strategy has already won two awards from the French financial press: the "Prix de l'Innovation des Placements Financiers" in the *Tribune* magazine's Sicav 2012 awards, and the "Actif de bronze de l'Innovation" at the *Agefi* "Actifs du Patrimoine 2012" awards.



Further information is available at  
[www.bnpparibas-ip.fr](http://www.bnpparibas-ip.fr)

## An interactive portal for more effective property management

Leading French player in Property Management, BNP Paribas REPM, a subsidiary of BNP Paribas Real Estate, has launched E@syTech, the first interactive portal accessible to anyone involved in managing office buildings (owners, users, service providers). This innovative platform gives them easy access to operating services and a maximum of information in real time for more effective and responsive property management.

Developed in partnership with Ocea Smart Building, a subsidiary of Suez Environnement, the portal is currently being rolled out to the 2,000 buildings managed by BNP Paribas REPM in France (totalling 14 million sq. m.).



Further information is available at [www.realestate.bnpparibas.com](http://www.realestate.bnpparibas.com)

## Making our customers experts

In a complex economic environment, clients need points of reference. To help them take the right wealth management and financial decisions for their needs, BNP Paribas Wealth Management has developed innovative offerings covering all its expertise.

- Through videos available on the Internet and "Meet the Experts" conferences, BNP Paribas Wealth Management specialists address a broad range of issues covering the economy, investment support, diversification (philanthropy, art or luxury property) and wealth planning and financing solutions.
- The "Next Generation" programme teaches the heirs of major clients around the world the basics of wealth management.



# “Responsible” products at the heart of our offering

Investment Solutions and its business lines have a keen sense of corporate social responsibility. They take an assertive approach and have implemented a strategy in line with that of the BNP Paribas Group. The 5 business lines making up Investment Solutions each have their own CSR officer. This community meets regularly to share best practices and work together on joint projects.

In 2012, an action plan was drawn up and implemented based on 3 core pillars: developing and promoting responsible products and services, employee commitment, and implementing a formal CSR governance framework. In parallel, taking action to make employees aware of and inform them about CSR issues is crucial if they are to become true stakeholders.

Paris



## France: improving access to insurance

In 2012, BNP Paribas Cardif pursued its wide-ranging programme to improve access to insurance for vulnerable populations, an action it first started in 2008. After asthma sufferers and paraplegics, BNP Paribas Cardif has now made it easier for tetraplegics and people with heart diseases to obtain loan insurance.

It improves their insurability by incorporating factors such as the much better preventive measures now taken, medical progress and the insured's individual position (age, profession, state of health) in its risk calculation.



## Responsible investment

BNP Paribas Investment Partners, a top-ranking asset manager, has formalised the responsible investor approach it has pursued for the last 10 years through a Corporate Social Responsibility Charter. It seeks to combine the performance expected by its clients with the new social and environmental challenges in today's

fast changing society. It focuses on two key priorities. The first is promoting investment solutions that contribute to a more responsible economy by applying environmental, social and governance (ESG) criteria in its investment choices and continuing to develop a socially responsible investment (SRI) offering. The second is to lead

by example in its organisation and day-to-day activities. BNP Paribas Investment Partners supports its clients seeking responsible investment opportunities, thereby consolidating its role as asset manager for a changing world.

# CORPORATE & INVESTMENT BANKING

BNP Paribas CIB provides its clients with corporate banking, advisory and capital markets services. With a strong base in Europe and far-reaching ambitions in Asia and North America in particular, BNP Paribas CIB is positioned as the European partner of choice for many corporates and financial institutions worldwide.





**EUR 9.7**  
billion of revenues



More than  
**19,000**  
employees



Operations in almost  
**45** countries



**15,000**  
customers around  
the globe

## Corporate Banking

Corporate Banking comprises all financing services for corporate clients, from transaction banking to specialised financing solutions, including vanilla lending, structured financing, cash management and international trade finance. This range has recently been expanded with a line of products dedicated to the gathering of corporate deposits ("Corporate Deposit").

**No. 2 Worldwide Trade Finance Provider**  
(*Euromoney*, 2012)

**No. 1 Bookrunner in EMEA syndicated loans by number of deals**  
(*Dealogic*, 2012)

**No. 5 in Cash Management Worldwide**  
(*Euromoney*, 2012)

## Corporate Finance

Corporate Finance offers advisory services for mergers and acquisitions and primary equity capital market transactions. The M&A teams advise both buyers and targets and also offer advice on other strategic financial issues, privatisations, etc. Primary capital market services include IPOs, equity issues, secondary issue placements, and convertible/exchangeable bond issues.

**Best M&A House in France**  
(*Euromoney*, 2012)

**No. 3 Bookrunner for EMEA equity-linked issues**  
(*Dealogic*, 2012)

## Global Equities & Commodity Derivatives

BNP Paribas CIB's Global Equities & Commodity Derivatives (GECD) business offers equity, commodity, index and fund derivatives, as well as financing solutions and an integrated equity brokerage platform.

**Structured Products House of the Year**  
(*Risk Magazine*, 2012)

**Commodity Finance & Structured Products**  
(*Commodity Business Awards*, 2012)

## Fixed Income

Fixed Income provides credit, currency and interest-rate products and offers a broad range of services extending from origination to sales and trading via structuring, syndication, research and electronic platforms. Its global network of experts has built a large and diversified client base of asset managers, insurance companies, banks, corporates, governments and supranational organisations.

**No. 1 Bookrunner for euro bond issues**  
(*Thomson Reuters*, 2012)

**No. 8 Bookrunner for international bond issues in all currencies**  
(*Thomson Reuters*, 2012)

**No. 4 Overall European Fixed Income-6.2% market share**  
(*Greenwich Survey*, 2012)

# Georges Chodron de Courcel

**Chief Operating Officer**

## HOW WOULD YOU ASSESS INVESTMENT SOLUTIONS' RESULTS IN 2012 AND WHAT ARE ITS PLANS FOR 2013?

Investment Solutions performed extremely well in 2012, with revenues up 5% and pre-tax income up more than 37%, topping EUR 2 billion for the first time. Insurance, Securities Services and Wealth Management all enjoyed strong business momentum and continued to invest in their development, particularly in Asia-Pacific. Asset Management saw a decline in its assets under management and, therefore, its revenues, but was able to cut costs thanks to an adaptation plan announced at the end of 2011. In 2013, Investment Solutions will continue to be a growth driver for the Group and will continue to invest, both in fast-growing countries, particularly in Asia-Pacific, and in targeted client segments in Europe in its traditional business franchises.

## HOW WOULD YOU ASSESS CIB'S 2012 RESULTS?

2012 was a watershed year for CIB. It had to adapt quickly to a new environment, while preserving both its ability to finance its clients and its expertise. A tough challenge, which was justly rewarded when BNP Paribas won the prestigious "Bank of the Year" award from *IFR* magazine.

Revenues were down about 10% excluding the impact of disposals, in line with the impact announced in the adaptation plan, mainly in Corporate Banking. The Capital Markets business was resilient in a very strained European environment.

We have maintained a good level of operating efficiency thanks to effective cost control under the adaptation plan. Our cost/income ratio was about 62% in 2012, excluding the impacts of the adaptation plan, among the best in the industry.

We continued to roll out our "Originate to Distribute" model, which enables us to meet client needs while scaling back our assets. We continued to gather deposits from clients, with the total deposit base now reaching more than EUR 55 billion. CIB's return on equity was just over 18% before tax, a good performance in a persistently difficult climate.

## WHAT ABOUT INTERNATIONAL RETAIL BANKING AND PERSONAL FINANCE?

Europe Mediterranean delivered double-digit growth in deposits and 3.5% growth in loans (like-for-like and at constant exchange rates), driven by sustained activity in Turkey. Pre-tax income rose sharply to more than EUR 250 million. BancWest, our retail banking arm in the US, delivered a quality commercial performance. Deposits were up more than 8% while loans were up 3.5% (at constant exchange rates). We continued to modernise the branch network and develop our mobile banking capability.

BancWest posted pre-tax income of EUR 859 million, an excellent performance.

Moving on to Personal Finance, the year was marked by the signing of many new partnerships, including Sony in Germany and Cora in France, as well as continued development of

*"Developing in Asia-Pacific is a key driver for the Group's future profitability and BNP Paribas is already one of the best positioned international banks in Asia-Pacific."*

the joint venture with Commerzbank in Germany. We have also signed an agreement with Sberbank in Russia, which should make us a major player in consumer finance in that country.

All in all, despite the impact of new restrictive regulations in France, Personal Finance achieved pre-tax income of EUR 1.3 billion in 2012.



# BNP PARIBAS CIB, A MAJOR PLAYER RECOGNISED BY THE *IFR*<sup>(1)</sup>

After 2011, the year of momentous change for the banking industry as a whole and for corporate and investment banks in particular, 2012 was the year of adaptation to face profound structural changes, especially in terms of capital and liquidity, the basic raw materials for the banking world.

Beginning in late fall 2011, BNP Paribas CIB continued its efforts in 2012 to reduce its US dollar funding needs and its risk-weighted assets (RWA). The ambitious goal—i.e. EUR -45 billion in RWA and EUR -65 billion in US dollars funding—was reached, ahead of schedule, by April for the US dollars funding target and by the end of September for the RWA target.

(1) BNP Paribas was named "Bank of the Year" by the *International Financing Review* awards 2012.

At the same time, BNP Paribas CIB designed and is now implementing its transformation to remain sustainable, profitable and competitive with its clients, more than ever, as the first priority.

Recalibrated, BNP Paribas CIB is well positioned for upcoming growth opportunities, with strong strategic levers:

- its diversified client franchise of both corporate and institutional clients, multinational companies for their worldwide business development and local clients for their regional expansion

thanks to its geographic mix, combining a global reach with a strong regional footprint;

- its product mix balancing an industrial and efficient approach to flow and transaction banking, with tailor-made solutions for selected clients.



## Corporate Banking

### A new integrated approach to serve our clients

Corporate Banking did not escape the effects of the 2012 economic environment and played a key role both in the CIB's adaptation plan and in CIB's transformation by: (i) reducing RWAs while continuing to serve clients and (ii) by consolidating and strengthening the corporate bank capabilities while enhancing the deposit offer.

In this challenging context, Corporate Banking maintained its strong origination capabilities in every region combined with its capacity to structure tailor made financing solutions

and its worldwide sectorial expertise, to meet clients' requests:

- EUR 9 billion financing package to support the **demerger of SNAM SpA from the ENI group**;
- EUR 2 billion high yield bond issue in euros and US dollars for **Schaeffler** and bookrunner for the syndication of the EUR 1.4 billion equivalent 5Y institutional loan tranche;

- USD 527 million equivalent senior secured credit facilities to support the USD 983 million equivalent brownfield **urban toll road expansion project in Lima**;
- **Thai Airways**: JPY 15.9 billion European Export Credit Loan to finance the acquisition of its 1st A380-800;
- **AB InBev**: USD 14 billion acquisition facilities (incl. a USD 6 billion bridge to bond) for the USD 20 billion acquisition of Grupo Modelo;
- **Caterpillar**: USD 22 million deal, US Exim covered and funded by a US ad hoc vehicle;
- **Yanggu Xiangguang Copper Co**: USD 248 million 24-Month Pre-Financing Term Loan Facility. Largest US dollars onshore loan raised for a privately owned company in China this year;
- **Hong Kong Broadband Network Limited**: HKD 2.95 billion 5-Year Term Loan Facility.

Corporate Banking and Fixed Income united to bridge the gap between borrowers' needs and investors' expectations along an "Originate to Distribute" approach, thus helping corporate clients meet their financing needs while providing investor clients with alternative investments and interesting yields:

- **Bartec**: EUR 348 million senior credit facilities used by Charterhouse Capital Partners to acquire Bartec from Capvis for EUR 713 million. Ahead of the general syndication, 2 banks and 2 funds committed to the facilities;
- **Telenet**: EUR 175 million new Term Loan entirely sold into the institutional investors market;
- **Agrokor**: a new benchmark EUR 300 million and a debut dual-tranche EUR 325 million and USD 300 million HY bond issues.

To better respond to corporates' cash management needs, Corporate Banking continued to proactively develop its cash management franchise by investing in its services throughout Europe and Asia:

- **Schlumberger**: Corporate Banking provided cash management and trade finance, transactions management connectivity and domestic zero balance account cash pooling;
- **Thalès**: Australian dollars and foreign currency liquidity management in Australia, international payments and onshore foreign currency accounts and multi-channel connectivity;
- Cash Management mandates for **UCB India** and **UCB China**;
- **Helmann**: Multicountry Cash Management Mandate.

In the field of Trade Solutions, with over 100 trade centres and expert services, BNP Paribas continued to attract large corporates:

- **Bombardier**: EUR 200 million payable program for the financing of some of their key suppliers;

- **Rhodia** : Increase of the existing uncommitted Utexam Just-in-Time facility for the purchase of Indian guar splits.

2012 also saw the creation of a "Corporate Deposit Line", aiming at providing clients with a complete offering that meets their needs in terms of liquidity management.



## Corporate Finance

### A partner of choice in a difficult environment

Macroeconomic uncertainties have significantly reduced the pace of M&A and ECM activities around the globe in 2012. In this challenging environment, BNP Paribas has continued to accompany its clients as a partner of choice in advisory services for their strategic initiatives, especially for their cross-border acquisitions as highlighted by landmark transactions:

- advisor to **KGHM** (Poland) in the acquisition of **Quadra FNX Mining** (Canada);
- advisor to **Minmetals Resources** (China) in the acquisition of **Anvil Mining** (Democratic Republic of Congo);
- advisor to **GDF Suez** (France) for the recommended cash offer by **Electrabel** on the 30% stake in **International Power plc** (UK);
- advisor to **Air Liquide** (France) for the acquisitions of Gasmedi (Spain) and LVL Medical (France);
- advisor to **Marubeni Corporation** (Japan) for the acquisition of a 22% stake in ACR Capital Holdings (Singapore).

### YOUR SUCCESS IN THE AMERICAS: SIGNED, SEALED AND DELIVERED.

 <b>US\$500 million</b> 4.25% due 2045 Joint Bookrunner November 2012	 <b>US\$425 million</b> 4.87% due 2025 Joint Bookrunner January 2012	 <b>US\$430 m/US\$50 m</b> 2.40% 2022 / 3.00% 2028 Joint Bookrunner Oct/Dec 2012
 <b>US\$1.75 billion</b> 0.25% Repurchase Cum Jan Sub First Emerging Market Bond II Joint Bookrunner Jan/Feb 2012	 <b>US\$800 million</b> 4.82% due 2017 Joint Bookrunner February 2012	 <b>€750 million</b> 3.75% due 2023 Joint Bookrunner July 2012
 <b>US\$3 billion</b> 0.25% due 2015 Joint Bookrunner December 2012	 <b>US\$6 billion</b> 0.87% due 2017 Joint Bookrunner September 2012	 <b>US\$4 billion</b> 1.00% due 2017 Joint Bookrunner August 2012
 <b>US\$1 billion</b> 0.75% due 2017 Joint Bookrunner November 2012	 <b>US\$3 billion</b> 1.50% due 2017 Joint Bookrunner March 2012	 <b>US\$3 billion</b> Three Tranche due 2015/2017/2022 Joint Bookrunner February 2012
 <b>US\$2.3 billion</b> Acquisition of CIP investment in the Great Southwest solar project Placed Advisor September 2012	 <b>US\$4 billion</b> Lead-Off Facility Joint Lead Arranger & Joint Bookrunner May 2012	 <b>US\$250 million</b> Convertible Bond Lead-Off Bookrunner December 2012

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A global network of financial expertise

We strive for your success

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### YOUR SUCCESS IN ASIA-PACIFIC: SIGNED, SEALED AND DELIVERED.

 <b>US\$500 million</b> 2.87% due 2017 Joint Bookrunner June 2012	 <b>₩100 billion</b> Three Tranche due 2014/2015/2017 Largest ever Korean Treasury Joint Bookrunner May 2012	 <b>CHF 180 m/US\$750 m</b> 1.50% 2018 / 3.00% 2017 Joint Bookrunner Apr/Feb 2012
 <b>CHF 1 billion</b> 1.80% due 2015 Cash Loan Joint Bookrunner May 2012	 <b>US\$500 million</b> 2.20% due 2017 Cash Loan Joint Bookrunner September 2012	 <b>US\$500 million</b> 4.27% due 2018 Joint Bookrunner Apr/Feb 2012
 <b>€450 million</b> 4.25% due 2022 Joint Bookrunner July 2012	 <b>¥15.9 billion</b> European Export Credit Loan Acquisition of Thai Royal SBO debt Arranger, Facility Agent, Security Trustee September 2012	 <b>US\$400 million</b> Three Loan, Revolving Credit Facility Bookrunner, Mandated Lead Arranger June 2012
 <b>HK\$2.95 billion</b> 5-Year Term Loan Facility Bookrunner, Mandated Lead Arranger June 2012	 <b>US\$795 million</b> 5-Year Term Loan Facility Bookrunner, Mandated Lead Arranger April 2012	 <b>US\$700 million</b> 5.75% Floating Rate Facility Bookrunner, Mandated Lead Arranger December 2012
 <b>HK\$7 billion</b> Initial Public Offering Joint Bookrunner July 2012	 <b>US\$400 million</b> Convertible Bond Joint Bookrunner September 2012	 <b>HK\$2.3 billion</b> Top 50 Financial 300,000,000 Shares Joint Bookrunner July 2012

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### YOUR SUCCESS IN EMEA: SIGNED, SEALED AND DELIVERED.

 <b>CHF 1 billion</b> 3.00% due 2015 Issuance of Cash Loan Joint Bookrunner November 2012	 <b>US\$3 billion</b> Three Tranche due 2012/2013/2012 Joint Bookrunner November 2012	 <b>US\$500 m/€600 m/€500 m</b> Three Currency Hybrid Capital Joint Structuring Advisor & Bookrunner June 2012
 <b>US\$700 m/€750 m</b> Dual Currency High-Coupon Joint Bookrunner September 2012	 <b>US\$750 m/CHF 320 m</b> Repurchase of Cash Loan Joint Bookrunner March 2012	 <b>€5.4 billion</b> Loan for 2 Exchange Offer Joint Dealer Manager March 2012
 <b>US\$7 billion</b> Three Tranche due 2012/2012/2042 Joint Bookrunner March 2012	 <b>€472 million</b> Mortgage bond subscribed by a consortium of French investors, Refinancing of the "Lumière" Building Sole Arranger, Structuring Advisor, Placement Agent June 2012	 <b>US\$160 million</b> Special purpose vehicle used to refinance First 5+ year aircraft in a series Lead Arranger, Mandated Lead Debt Arranger, Facility Agent April 2012
 <b>€62 million</b> Structured note financing of a new cable fiber network issued by Telecom Mobile Sole Arranger September 2012	 <b>€115 million</b> 5-Year Convertible AEW Europe Debt Fund is member of the syndicate M.A. Co-ordinator, Agent August 2012	 <b>€1 billion</b> Convertible Bond Joint Bookrunner December 2012
 <b>€1.45 billion</b> Initial Public Offering Joint Bookrunner October 2012	 <b>€2.5 billion</b> Rights Issue Joint Bookrunner November 2012	 <b>€500 million</b> Accelerated bookbuilding for the sale of Preferred Shares Joint Bookrunner March 2012

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In ECM, BNP Paribas led a wide variety of equity-linked issues across Europe, such as **Deutsche Post's** EUR 1 billion and **Subsea 7's** USD 700 million convertible bonds, as well as more complex structures such as **Camfin's** EUR 150 million bond exchangeable into **Pirelli** shares and **GBL's** EUR 400 million bond exchangeable into **Suez Environnement** shares. Worth noting are also the jumbo EUR 7.5 billion **Unicredit's** rights issue and **Telefonica Deutschland's** EUR 1.45 billion IPO.

Outside Europe, BNP Paribas also led various equity transactions: in Asia, examples include **Inner Mongolia Yitai Coal's** HKD 7 billion H-share IPO on the Hong Kong Stock Exchange, **Golden Agri Resources'** USD 400 million convertible bond, **China State Construction International's** HKD 2.3 billion shares top-up placement; and, in the US, **Meritor's** USD 250 million convertible bond.

# Global Equities & Commodity Derivatives

## Tailor-made solutions for increasingly specific needs

In 2012, GECD focused on providing solutions, through innovation, to its worldwide clients—institutionals, corporates and individuals—who face important financial issues in today's economy.

These issues included, for investors, the need for capital protection, increased yield, and guarantees against unwanted financial risk. As an example, GECD developed capital guaranteed products for retirement funds.

For corporates, issues included access to capital, protection against risks linked to their activities and management of unwanted financial risks, for example energy costs for industrial companies.

GECD played the role of an intermediary, creating bridges between corporate and institutional clients, by providing derivatives solutions dedicated to their needs.

All in all, GECD has played a critical role in the healthy functioning of the economy by serving its clients' needs.



# Fixed Income

## A major and innovating player

Despite a persistently difficult economic outlook, BNP Paribas proved to be one of the outstanding banks in the global fixed-income markets. Facing headwinds stemming from the euro zone debt crisis and US fiscal uncertainty, Fixed Income has continued to develop an extensive suite of products and solutions for investors and liability managers, providing pricing and liquidity across Credit, Rates and FX, while remaining steadfast in identifying and delivering funding opportunities for new and existing borrowers worldwide.

CIB's primary reach in 2012 is exemplified by the work with major issuers in North America (**Ford Motor Credit Company, AT&T, Disney, Xerox, Time Warner, IBM**), Latin America (**CFE, Línea Amarilla, Cemex, Vale, Odebrecht**), Asia-Pacific (**Lotte, SK Telecom, LG, Westfield, Sydney Airport**) and Central Eastern Europe, Middle East & Africa (**PGNiG, Agrokor, Dolphin Energy, Teva, IPIC**). In Europe, BNP Paribas executed the first ever Nordic corporate Dim Sum (**Volvo**), the first ever triple-currency hybrid capital transaction (**BG Group**), the largest

**"GREENWICH  
SHARE LEADER"  
AWARD**

Greenwich Associates named BNP Paribas "Greenwich Share Leader" for Overall European Fixed-Income Market Share.

euro private placement listed in Paris (**Plastic Omnium**) and the largest retail transaction (**Enel**). In the public-sector space, BNP Paribas was a Top-5 lead manager for US Government-Sponsored Enterprises (GSEs) and partnered with key agencies and supranationals, including **Development Bank of Japan, International Finance Corporation (IFC), European Financial Stability Fund (EFSF), European Investment Bank (EIB) and Exportation and Development Canada (EDC)**.

And in the FIG (Financial Institutions Group) world, BNP Paribas repeatedly broke new ground with structured subordinated bank capital transactions.

Amid shifting regulatory dynamics, BNP Paribas will continue to play a pivotal role in re-shaping the global funding model across the issuer spectrum.

## BNP Paribas Principal Investments / Business News



# BNP PARIBAS PRINCIPAL INVESTMENTS

BNP Paribas Principal Investments manages the Group's portfolio of listed and unlisted investments with a view to extracting value over the medium term.

The Listed Investment Management unit acquires and manages minority interests in listed companies, predominantly French large caps.

The Unlisted Investment Management unit acquires and manages minority equity interests or mezzanine investments in unlisted companies in the domestic markets, either directly or indirectly through funds, thereby helping to finance the economy.

# A trusted partner worldwide

At CIB, clients are its “raison d’être”. CIB’s businesses develop long-term relationships with their 15,000 clients (corporates, investors and financial institutions), and are their trusted partner. CIB understands their needs and thanks to its comprehensive offer, provides them with efficient, comprehensive and bespoke solutions. With its global footprint, CIB accompanies them in their growth and expansion beyond their region.



## Alternative funding and flow

Cortex FX, an advanced multi-product platform offering a fully-integrated trading environment, was successfully launched in 2012 and affirmed BNP Paribas’ commitment to offering best pricing and best practice to clients. We consistently ranked in the Top 5 for interest rate products, including 5th for Rates globally (*Total Derivatives*), 3rd for EUR Rates Derivatives overall (*Risk Interdealer*) and 4th for EUR Rates overall (*Euromoney*).

In the primary markets, corporates looked to the private placement (PP) market for alternative funding options: Hera launched an ultra-long 15-year issue, while unrated debut credits sought financing in USD (Illy NL) and EUR (Plastic Omnium’s EUR 250 million, the largest Paris-listed debut EUR PP in bond format)—confirmation of our peerless knowledge of investor demand for unconventional assets.

## Third Party funding

In an environment of highly constrained liquidity, especially in US dollars and over the long term, Export Finance teams undertook to develop and promote to clients all the available third party funding tools, that would allow BNP Paribas to arrange financing, including in US dollars, for medium term and large sums, without committing liquidity. This helped BNP Paribas to continue serving important clients and preserve the Export Finance franchise.



## Partnering with clients

Over the past 25 years, Global Equities & Commodity Derivatives (GECD) has developed strong and lasting relationships with its broad range of worldwide clients, based on in-depth knowledge. As a result, GECD understands clients' concerns and can anticipate and meet their needs. These capabilities enable GECD to provide long-term client-oriented strategies, and deliver win-win opportunities for clients.

To maintain these long-term relationships with its clients, GECD organises, for example, educational opportunities to promote discussions on current topics with industry experts as well as enhance their understanding of investment solutions.



### "One Bank for Corporates in Europe and Beyond" **3,500 new clients in 2 years time**

In February 2011, BNP Paribas announced its ambition to become "THE Bank for Corporates in Europe". Key drivers to support this ambition were a harmonised product offering and services across Europe thanks to an unrivalled

geographic network. By on boarding more than 3,500 new clients in the last two years, Corporate Banking Europe proves that large corporates value highly this approach and therefore team with BNP Paribas in their European expansion.



# Innovation, a way of thinking and a way of acting

“Feel free to bring new ideas, to implement them. Be imaginative, take action”, such is the watchword of CIB. Innovation is a mindset embedded within CIB: it is a key element in a constrained environment to help CIB continue serving and supporting its clients with new solutions. Thanks to its “CIB Innovation Awards”, CIB encourages and promotes innovation in various fields such as behaviors, client solutions or internal services and tools.



## Promoting access to the European convertible bond market

When Steinhoff International successfully launched a EUR 390 million convertible bond in 2010, the transaction was an absolute first-of-a-kind deal since no South African issuer had ever tapped the European equity-linked market before. Since then, BNP Paribas has continued to support this client, acting in 2012 for the third consecutive year as Joint Bookrunner of a new EUR 420 million convertible bond, following a former EUR 468 million issue in 2011. These landmark transactions pave the way for growing companies in the emerging markets to access a deep source of funding through the European equity-linked capital markets.

## A new type of mortgage bond

Tishman Speyer finalised the refinancing of a EUR 472 million existing mortgage loan on the Lumière building (the largest privately owned office building in Paris-Bercy St-Émilion) through a mortgage bond arranged by BNP Paribas and placed with a consortium of French large institutional investors, along with BNP Paribas. The new financing agreement is among the first of its kind in Europe to be structured through a mortgage bond private placement secured by a first-ranking mortgage on

the building. This refinancing is one of the largest real estate loans closed this year in Europe for a single asset. BNP Paribas acted as sole arranger, structuring advisor and placement agent in this transaction, leveraging its Real Estate franchise.





## An innovative global one-stop-shop platform

**G**ECD strives to anticipate client needs and drives its innovation to best serve them. GECD's client-driven innovation has produced, for example, Smart Derivatives, an innovative global one-stop-shop platform dedicated to derivatives.

The platform accompanies professional investors from market opportunities to pricing and trading on primary and secondary markets, in a customised environment. The platform offers direct access to innovative products, with continuous contact with sales representatives. Clients gain in transparency given they have nonstop easy access to their portfolio details. They can also develop their own investment strategies via the proposed tailored trading ideas.



Further information is available at [www.bnpparibas.com](http://www.bnpparibas.com)

## Subordinated Bank Capital

**T**he past year saw a renaissance in the efficacy of subordinated debt within a bank's capital structure, characterised by diversity, regulatory uncertainty and innovation. At the same time, long awaited insurance regulatory changes continue to be delayed, resulting in issuers taking advantage

of existing structures or innovating further to make additional economic and rating efficiencies. BNP Paribas was at the forefront of all the key, ground-breaking bank transactions, including, among others, the first emerging market Basel III-compliant offering (Banco do Brasil), the first

publicly-offered Basel III-compliant European transaction with contractual loss absorption (UBS) and the first bank S&P-compliant Tier 2 capital transaction (Danske Bank) and Australia's inaugural covered bond (CBA).



São Paulo

# CSR: an integral part of the business model

**C**IB approaches Corporate Social Responsibility (CSR) as a business proposition. It is rooted in its client as well as its product approach. CIB tries to anticipate not only its impact on the environment but also on the end communities it serves. In addition, CIB develops businesses that answer CSR concerns. Whether it is climate change or social development, CIB promotes a wide variety of projects ranging from renewable energies to the social initiatives of a regional authority.

## First “sustainable bond”

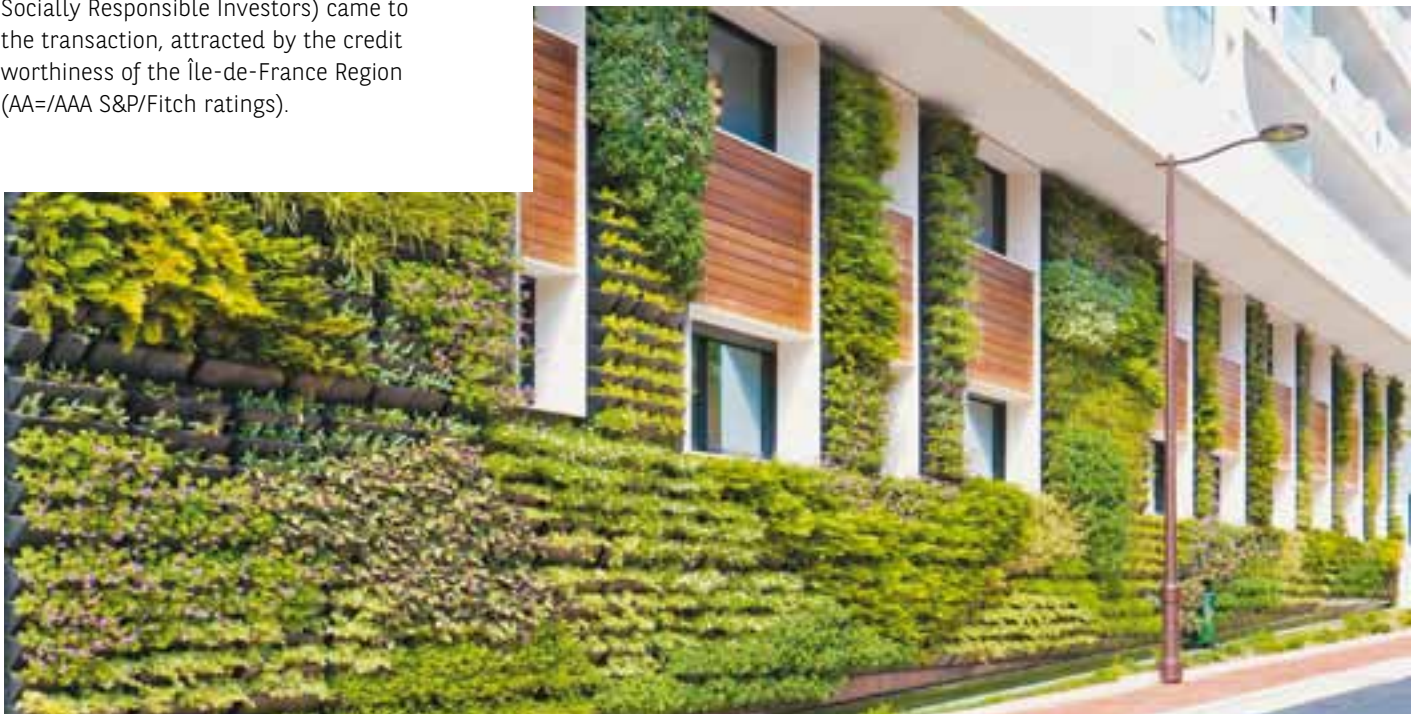
**B**NP Paribas led the first “sustainable bond” on the euro market for the French Île-de-France Region in April 2012, a breakthrough among French authorities. The objective of this ground-breaking transaction—a EUR 350 million, 12-year bond issue—was clearly stated: fund a series of projects that purposely have a social or environmental impact. Thus, the Region committed to using 50% of the funds for environmental projects (for example, the construction of energy neutral schools) and 50% for social and solidarity based developments such as affordable housing. 23 investors (both “classic” and SRI—Socially Responsible Investors) came to the transaction, attracted by the credit worthiness of the Île-de-France Region (AA-/AAA S&P/Fitch ratings).

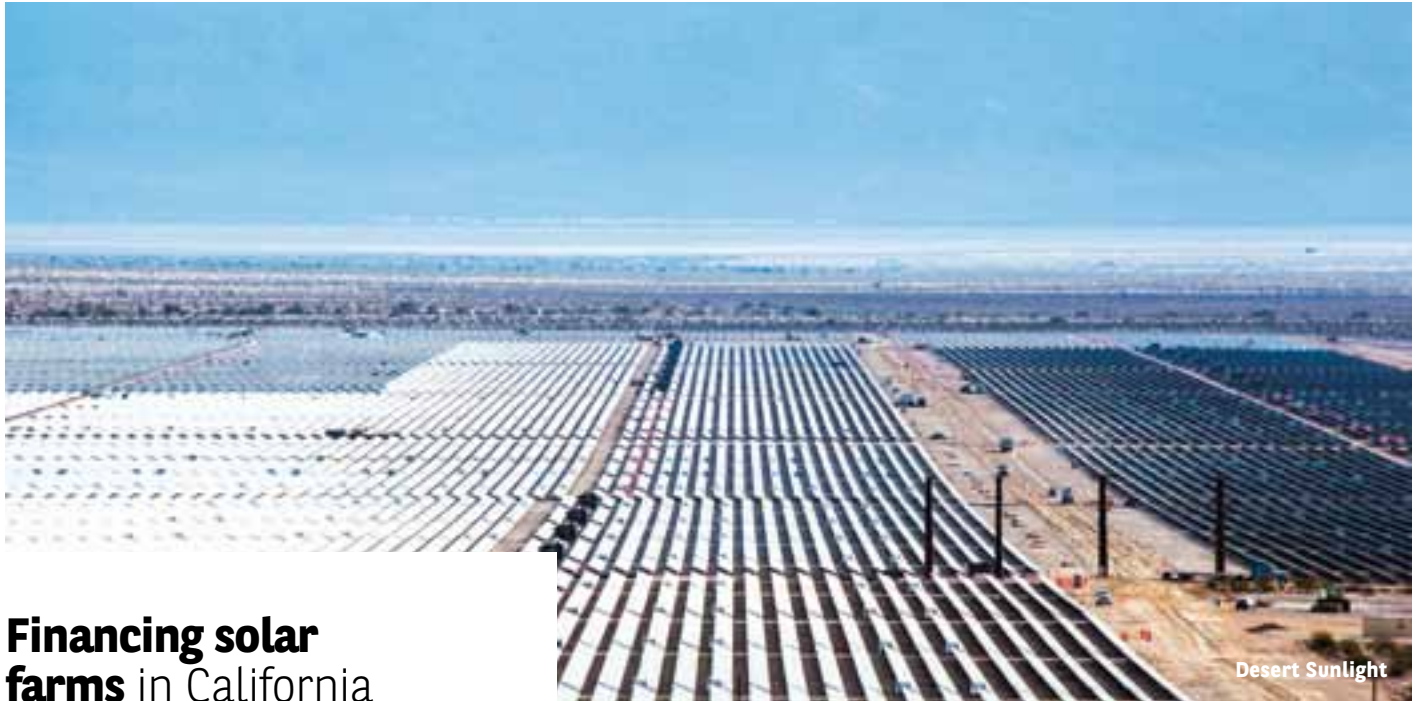
## A new CSR network

**C**IB has set up in 2012 a CSR network aiming at extending the reach of corporate social responsibility within the CIB organisation through a collaborative and transversal approach.

15 CIB CSR coordinators have been designated for each of CIB’s business lines & coverage, regions & key hubs as well as functions. CIB CSR coordinators are senior

executives of their respective entity, whose CSR mission is to see that business is conducted responsibly in their entity, ensuring a consistent response to local challenges. They will also contribute to the development of existing and future businesses/initiatives with positive environmental or social impact.





## Financing solar farms in California

Desert Sunlight is the largest photovoltaic project approved for US Federal land.


**B**NP Paribas advised Sumitomo in a government subsidised equity participation in the Desert Sunlight project, one of the largest solar farms being built in California. This project is a landmark one for Sumitomo Corporation of the Americas. With a USD 2.8 billion total cost, it is the largest photovoltaic project approved for US Federal land. In addition to a debt financing guaranteed by the US Government,

it benefits from various subsidies that enhanced the economic value to the owners. It is being built by First Solar Inc., and owned by General Electric, NextEra Energy and Sumitomo. The Bank advised Sumitomo on their 5 acquisitions in the renewable energy space in the USA.

## Supporting growth in wind energy

**W**ith its unrivalled expertise in building and servicing gearboxes for the automotive industry, ZF Friedrichshafen is now expanding that knowledge to the wind power industry. ZF's gearbox know-how allows windmills to produce more renewable "green" energy. A "sustainable" success story which started in 2011 with the acquisition of Hansen Transmission in Belgium, but which took a passage to India in 2012. Both times, BNP Paribas played a significant role. In 2012, BNP Paribas granted an INR 2 billion facility to ZF Wind Power to set up its wind energy service strategy for the Asian market. On top of that, BNP Paribas now also delivers cash management services for the Indian operations of ZF Friedrichshafen.



A close-up photograph of a woman with long, dark braids, wearing a vibrant pink button-down shirt. She is looking down intently at a white document she is holding. The background is a soft, out-of-focus blue and white, suggesting an office or professional setting. The lighting is warm and focused on her face and the document.

**T**he BNP Paribas Group employs almost 190,000 people in 78 countries. Its Human Resources policy seeks to retain and motivate its staff over the long term, and to help the organisation adjust to its new economic environment. The main focuses of the Group's employment management policy are therefore internal mobility, active development of its people's skills and the continued promotion of all forms of diversity.

# HUMAN RESOURCES

# 84%

of employees are proud to work for BNP Paribas, according to the 2012 Global People Survey.

## Core values and management principles

In 2012, BNP Paribas made major efforts to adjust to its new environment. In this context, the cohesion and sense of belonging in the Group is fostered by shared values (Creativity, Responsiveness, Ambition and Commitment) and by the four principles that underpin our shared management vision: Client Focus, Risk-Aware Entrepreneurship, People Care and Lead by Example. The Group Academies are the main vector for spreading the Group's corporate culture. The Risk Academy, launched in 2010, is designed to strengthen the risk culture within the Group, whilst the Management Academy, set up in 2011, aims to harmonise managerial practices and support their implementation.

### Breakdown by geographical area



- France: 31%
- Italy: 10%
- Belgium: 10%
- Luxembourg: 2%
- Europe (excluding domestic markets): 24%
- North America: 8%
- Asia-Oceania: 7%
- Africa: 5%
- South America: 2%
- Middle East: 1%

### Breakdown by business line



- 71% Retail Banking
- 14% Investment Solutions
- 11% Corporate & Investment Banking
- 4% Group functions & other activities

## First European agreement on **employment management**

In July, BNP Paribas signed an employment management agreement in Europe with the two European trade union federations, FECEC<sup>(1)</sup> and UNI<sup>(2)</sup>, and a delegation of officers from its European Works Council.

The agreement, which is the first for BNP Paribas on a European scale, sets out the common rules and approaches for BNP Paribas Group entities operating in the 20 European countries covered by the European Works Council:

- the approach and tools for planning and forecasting change to prepare employees for future developments and enable solutions to be found for their specific situation;
- social support for entities affected by transformation programmes, where they have consequences on jobs.

The agreement bears witness to the BNP Paribas Group's new dimension, its commitment to the principle of solidarity-based human resource management and its focus on social dialogue.

It comprises the first part of a European social charter, which will be gradually extended to encompass other issues such as gender equality and the prevention and monitoring of psychosocial risks.

(1) Fédération Européenne des Cadres des Établissements de Crédit et Institutions Financières.

(2) Union Network International–Europa Finances.



## 10 principles for **more mobility**

**A**fter a period of strong growth in staff numbers, the BNP Paribas Group is now in a period of consolidation. Mobility is therefore a key means of filling vacancies and meeting staff needs in the various Group entities.

The results of the 2012 Global People Survey show that the opportunity for career development within BNP Paribas is a prime source of employee engagement. In addition, more employees said that they would like to move to another Group entity or function than in 2011. A dynamic approach to mobility will help to improve collective efficiency and Group performance and will be a source of motivation for employees, by focusing on their personal aspirations.

To support and accompany growth in internal mobility, it is important to define the framework and the related stakes involved. The Group has therefore defined 10 Mobility Principles to be applied by all Group entities. These principles reflect a mind-set. They promote a way of thinking and behaving in order to develop creative solutions and encourage "thinking out of the box". Each entity must implement these principles in line with their own specific needs, in order to make internal mobility a transparent, effective process.



## Innovation at the heart of BNP Paribas' strategy

BNP Paribas promotes responsible innovation through its Innovation Awards, a competition open to all Group employees, now in its 6th year.

Each year, the awards are presented to the best projects illustrating tomorrow's BNP Paribas, rewarding the innovative talent of the employees behind them. The awards are a driver of innovation management.

For the 2012 edition, specific criteria were added to strengthen the importance attached by the Group to Corporate Social Responsibility. In selecting the winners, therefore, a special focus was placed on innovations aiming to combat climate change and those designed to improve the social impact of BNP Paribas' offering.

19 winners were selected from among more than 620 projects across 17 countries.

BNP Paribas has demonstrated its position as a responsible bank committed to its customers worldwide through initiatives such as French Retail Banking's "Small Business Centres", with more than 110 centres open at end-2012, tangible proof of the Bank's commitment to supporting the real economy, or the innovative Cash Advance service developed by BICIG Gabon to encourage the use of banking among populations in cut-off areas of the country.



## Yves Martrenchar

### Head of Group Human Resources



#### WHAT ARE YOUR FIRST IMPRESSIONS SINCE BEING APPOINTED HEAD OF HUMAN RESOURCES OF THE BNP PARIBAS GROUP IN SEPTEMBER 2012?

Since I first joined BNP Paribas, which already goes back some years now, I have always been involved with clients and management. And I have always believed that two of our Management Principles—People Care and Client Focus—are closely connected and sit well together, as they are both intricately linked with the human dimension of our business. I have found employees who are truly committed, proud to belong to BNP Paribas, not scared of hard work and happy to be a part of the Bank's daily ventures.

#### WHAT WAS YOUR FIRST ACTION?

I already knew Retail Banking in the world pretty well, but much less so CIB and Investment Solutions. So my priority was to go out and meet them in New York, London, Singapore and Hong Kong. And I don't intend to stop there. I'll continue to travel regularly because I need to meet people.

"Pride in belonging to a Group that looks to the future is a feeling I come across everywhere"

#### IS THERE A "BNP PARIBAS CULTURE"?

The cultures within the Group are extremely varied and it wouldn't be true to say that you find the same thing in Singapore as you do in New York. However, pride in belonging to a Group that looks to the future despite the economic and financial crisis, and also commitment and respect for people, I find that everywhere.

#### WHAT ARE THE HUMAN RESOURCES CHALLENGES OVER THE NEXT THREE YEARS?

First, we have to support our staff and manage change at a time when the economic and regulatory environment is evolving continuously and requires the ability to adjust quickly. We must also look carefully at the expectations of our younger employees, who are a bit different from their elders, and find out what really motivates them today. We must also make sure that people are rewarded fairly for what they do and the way they behave, not just in terms of pay but also career opportunity. Lastly, we need to gear up in terms of internal mobility, whether between business lines or geographies. That's a major challenge.

#### HOW DO YOU PLAN TO RISE TO THE MOBILITY CHALLENGE?

First of all, mobility must enable us to control employment within the Group, by making sure that people working in environments where staff numbers are set to decline can move to jobs in Group entities that need more people. With one golden rule: wherever possible, internal mobility will take precedence over external recruitment.

Secondly, mobility must become a career management tool; for tomorrow's managers by giving them the opportunity to gain experience in a broad range of rich and diverse environments; but also for all staff, and particularly our younger people, who must stop thinking that if they want a change of career, they have to leave BNP Paribas. We must be able to tell them and show them that they can have a rich and diversified career within the Group.

## Sustained efforts in **managerial skills development**



In its second year of existence, the Management Academy, a genuine driver of change, clarified its objectives.

As regards the Group's senior managers, its objectives are to:

- develop the sense of belonging to the Group;
- disseminate strategy and ways of responding to the operating environment;
- encourage managerial development in connection with the four Management Principles.

The Group's senior managers have a dedicated training programme, which is regularly enhanced ("My Way to Innovation" seminar, practice workshops) and a cycle of conferences, totalling 12 in 2012. For example, conferences were organised in Brussels on the theme "Smart Simplicity" in April 2012, in Hong Kong on "The Great Reset" in May, and in Paris on "Intercultural Management" in September and "Leading through Uncertainty" in December.

Senior managers also have a dedicated Intranet portal which is regularly updated and new resources added.

An online survey and interviews with Group senior managers conducted in December reveal that they are satisfied with this new offering.

In addition, with a view to developing skills throughout the entire Group, the Academy works with the business lines to define and implement specific actions for their managers, particularly through access to common resources.



## Promoting diversity, a key challenge

In July, BNP Paribas obtained a four-year renewal of the Diversity label awarded by Afnor in 2009.

This renewal acknowledges the Group's long-term commitment to combating discrimination and promoting diversity.

In the past few years, many actions have been taken in a number of fields, including gender equality, disability employment and integration and age diversity. These are all issues that are seen as increasingly important by employees, as measured by the annual Global People Survey.

Renewal of the Diversity label bears witness to the Group's deep and lasting

commitment at all levels of the organisation: Senior Management, Human Resources teams, managers and, more generally, all employees, who make diversity a reality in their day-to-day actions.

To take this even further, a Diversity governance framework was introduced in October 2012. Diversity Officers, who may be either HR or operations staff, have been appointed to run the local Diversity committees and to ensure consistency between the local Diversity policies and the Group's strategy. They are also responsible for spreading good practices and information effectively.



## Corporate Philanthropy for a changing world

**2,167**  
projects supported

**EUR 38.8**  
million commitment  
(in 2012)

Through its many business activities, the BNP Paribas Group aims to promote a changing world.

Corporate philanthropy brings together institutions and individuals around shared values and projects. It contributes to a harmonious development of the cultural, economic and social environment in which the Group operates.

BNP Paribas Corporate Philanthropy, as an integral part of the Group's corporate social responsibility policy, is involved in 5 fields of action: Culture, Social inclusion, Education, Health and Environment.

As the "historic" actor and the reference of BNP Paribas Corporate Philanthropy, the BNP Paribas Foundation provides advice and help to coordinate the philanthropic actions led by the various entities within the Group.

### What is Corporate Philanthropy?

Corporate Philanthropy is about financial, human or material support for activities that represent a benefit to society. It is a voluntary, long-term commitment by BNP Paribas to provide support without any expectation of direct corporate gain.

### 5 fields of action

#### Social inclusion

Employee commitment, Combating exclusion, Promoting inclusion, etc.

**1,352** projects  
**EUR 14.7**  
million

#### Education

Equal opportunity, Budget education

**444** projects  
**EUR 10.5**  
million

#### Culture

Heritage protection, Supporting performing arts, etc.

**187** projects  
**EUR 9**  
million

#### Health

Innovative medical research

**161** projects  
**EUR 3.4**  
million

#### Environment

Research into climate change, Public awareness

**23** projects  
**EUR 1.2**  
million





# BNP PARIBAS AND ITS SHAREHOLDERS

## Communication with shareholders

**B**NP Paribas endeavours to provide all shareholders with clear, consistent, high-quality information at regular intervals, in accordance with best market practice and the recommendations of stock market authorities.

- The **Investor Relations** team informs institutional investors and financial analysts about the Group's strategies, major events concerning the Group's business and the Group's quarterly results. A Relations Officer is responsible for liaising with managers of ethical and socially responsible funds.
- The **Individual Shareholder Relations** Department provides information and deals with queries from the Group's 560,000 or so individual shareholders (internal source and 31 December 2012 TPI Survey).
- Shareholders receive a half-yearly **financial newsletter** informing them about important events concerning the Group, and a summary of matters discussed during the Annual General Meeting is sent out at the start of July.

- At least three times a year, individual shareholders are invited to attend **presentations** in French cities, during which the Group's accomplishments and strategy are presented by General Management. Shareholders can also meet and talk to BNP Paribas representatives during the Actionaria shareholder fair held every year in Paris.

### 2013 calendar<sup>(1)</sup>:

- **Thursday, 14 February:** publication of 2012 results;
- **Friday, 3 May:** publication of 2013 1st quarter results;
- **Wednesday, 15 May:** Annual General Meeting;
- **Wednesday, 31 July:** publication of 2013 2nd quarter and half-year results;
- **Thursday, 31 October:** results for the 3rd quarter and first 9 months of 2013.

(1) Subject to alteration.



### The BNP Paribas website ([www.invest.bnpparibas.com](http://www.invest.bnpparibas.com))

This website can be used to:

- obtain information on the BNP Paribas Group (press releases, key figures, details of significant events);
- look up and download all financial documents (Annual Reports, Registration documents and all presentations aimed at intended for French or foreign institutional investors, analysts and individual shareholders);
- look up the dates of important forthcoming events (Annual General Meeting, results announcements and shareholder seminars);
- obtain information about the share performance and comparisons with major indexes;
- calculate returns using a special application;
- consult a specific section dedicated to the Annual General Meeting of Shareholders (attending the meeting, ways of voting, practical matters).

### The "Cercle des Actionnaires"



In 1995, the "**Cercle BNP Paribas**" was set up for individual shareholders holding at least 200 shares. The Cercle currently has 68,000 shareholder members.

- Three times a year, they receive *la Vie du Cercle* magazine, inviting them to:
  - cultural events in which the Bank is involved;
  - training sessions on stock market trading, wealth management and economic news, in partnership with the Bank's relevant teams;
  - scientific conferences and visits to industrial sites.
- More than 450 events were proposed in 2012 by the "Cercle des actionnaires" team.
- A **dedicated "Cercle des Actionnaires" website** ([www.cercle-actionnaires.bnpparibas.com](http://www.cercle-actionnaires.bnpparibas.com)) featuring all offers and services available, including those available through the **Cercle membership card**.
- A **special French toll-free number: 0 800 666 777**, can be called to obtain the "*BNP Paribas en actions*" telephone news service (share price, shareholders' events, news and interviews, etc.).

## Shareholder Liaison Committee

Upon its formation in 2000, BNP Paribas created a Shareholder Liaison Committee to help the Group improve communications with its individual shareholders.

Headed by Baudouin Prot, the committee includes 10 shareholders who are both geographically and socio-economically representative of the individual shareholder population, along with two employees or former employees. Each member serves a 3-year term. All shareholders are eligible to be candidates when the committee is re-elected.

The main topics of discussion in 2012 included:

- BNP Paribas' ownership structure and changes therein, particularly among individual shareholders;
- the periodical publications which provide information on the Group's achievements and strategy;
- proposals submitted to "Cercle des Actionnaires" members;
- the draft 2011 Registration document and Annual Report;
- quarterly results presentations;
- initiatives taken in preparation for the Annual General Meeting;
- the Bank's participation in the Actionaria shareholder fair. At this event, several Liaison Committee members explained the role played by the committee to people who visited the Group's stand.

The Liaison Committee members were also consulted during the survey conducted by the Brand, Communications and Quality function on the relevance of the content and form of our written materials for different types of investors.

## BNP Paribas registered shares

At 31 December 2012, 57,740 shareholders held BNP Paribas registered shares.

### Registered shares held directly with BNP Paribas

Shareholders who hold registered shares directly with BNP Paribas:

- have access to "PlanetShares" ([www.planetshares.bnpparibas.com](http://www.planetshares.bnpparibas.com)), a fully secure dedicated web server, allowing them to view registered share accounts and account movements, as well as place and track orders;<sup>(1)</sup>
- can call a **French toll-free number: 0 800 600 700** to place buy and sell orders<sup>(1)</sup> and to obtain any information;
- pay no custody fees;
- benefit from special, discounted brokerage fees;
- are automatically invited to Annual General Meetings (online if they wish) without the need for an ownership certificate;
- automatically receive all documents regarding the Bank which are sent to shareholders.

Holding registered shares directly with BNP Paribas is not compatible with registering them in a PEA tax-efficient share saving plan. In this case, it is better to hold them in an administered account.

### Registered shares held in an administered account

This type of account combines the main benefits of holding shares in bearer form with those of holding registered shares directly with BNP Paribas:

- shares can be sold at any time and held through the shareholder's usual broker;
- the shareholder can have a single share account, backed by a cash account;
- the shareholder is automatically invited to attend and vote at Annual General Meetings, without the invitation being sent through a third party;
- shareholders may receive notice of meetings and vote at Annual General Meetings online.

<sup>(1)</sup> Subject to their having previously signed a "brokerage service agreement" (free of charge).

## Annual General Meeting

The last Annual General Meeting took place on 23 May 2012. It was webcast live and the text of the resolutions and video of the meeting can also be viewed on the BNP Paribas website. All the resolutions on the agenda were passed with a comfortable majority.

As part of its corporate responsibility policy and in conjunction with the Shareholder Liaison Committee, the Bank agreed to donate EUR 12 for every investor attending the meeting to the "*Coup de pouce aux projets du personnel*" (a helping hand for employee projects) programme. The programme was specifically developed by the BNP Paribas Foundation to encourage public-interest initiatives for which Bank staff personally volunteer their time and efforts. 1,789 shareholders attended the meeting and the total amount collected was therefore EUR 21,468, in addition to the funds that the Bank already grants to this programme via the BNP Paribas Foundation. The 2012 contributions were allocated to 51 projects.

## Annual General Meeting: practical information

### Notice of meetings

→ Holders of registered shares automatically receive a full invitation pack by post (and/or online if they wish) containing the agenda, the proposed resolutions and a postal voting form.

→ Holders of bearer shares are notified via announcements in the press, particularly investor and financial journals. In addition to legal requirements, and in order to boost attendance, BNP Paribas sends the notices of meeting and a postal voting form to shareholders who own over a certain number of shares (set at 250 shares in 2012). These same documents are freely available on the website.

More than 86,000 of the Bank's shareholders received the information needed to participate in 2012.

Staff at all BNP Paribas branches are specifically trained to provide the necessary assistance and carry out the required formalities.

### Attendance at meetings

Any shareholder may attend a General Meeting provided that their shares have been recorded in their accounts for at least 3 trading days prior to the meeting. Holders of bearer shares must also present an entry card or certificate evidencing ownership of the shares.

### Voting

Since 1998, an electronic voting system has been available to shareholders.

Shareholders who are unable to attend an Annual General Meeting may use the postal voting form/proxy enclosed with the notice of meeting. This form enables them to vote by post or give their proxy to their spouse or any other person or legal entity.

## Share capital

At 31 December 2012, BNP Paribas' share capital stood at EUR 2,484,523,922 divided into 1,242,261,961 shares with a par value of EUR 2 each.

**None of the Bank's shares entitle their holders to an increased dividend or double voting rights or limit the exercise of voting rights.**

## Breakdown of share capital

At 31 December 2012

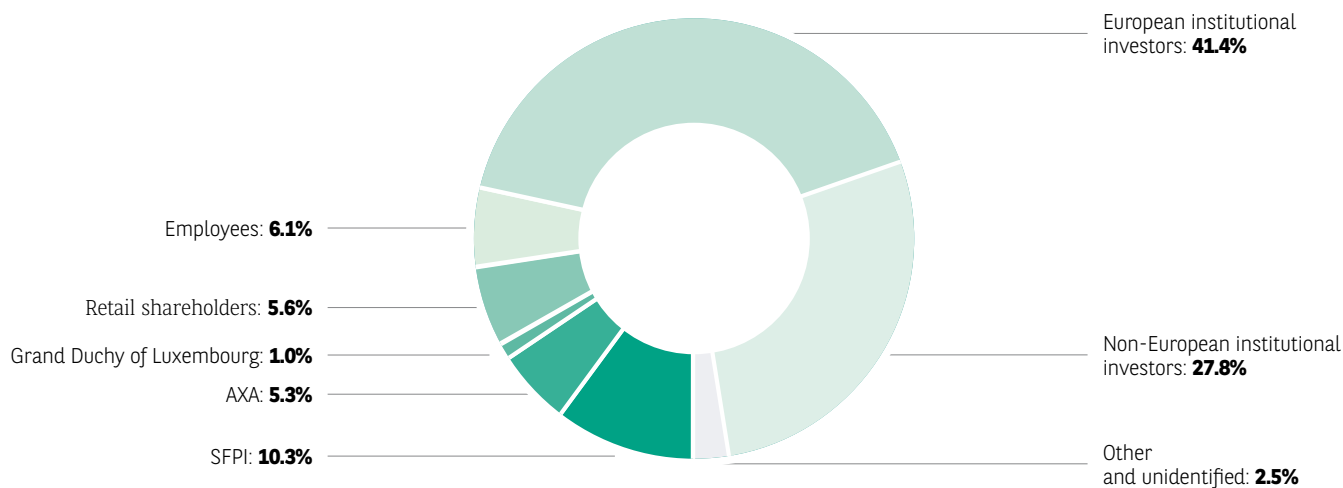
Shareholder	Number of shares (in millions)	% of share capital
SFPI*	127.75	10.3%
AXA	65.74	5.3%
Grand Duchy of Luxembourg	12.87	1.0%
Employees	75.42	6.1%
- o/w corporate mutual funds	56.27	4.5%
- o/w direct ownership	19.14	1.6%
Corporate officers	0.60	NS
Treasury shares**	3.93	0.3%
Retail shareholders	69.00	5.6%
Institutional investors	856.42	68.9%
(o/w "Socially Responsible Investors")	(5.61)	(0.5%)
- Europe	512.71	41.3%
- Outside Europe	343.71	27.6%
Other and unidentified	30.54	2.5%
<b>TOTAL</b>	<b>1,242.26</b>	<b>100%</b>

(\*) Société Fédérale de Participations et d'Investissement: public-interest société anonyme (public limited company) acting on behalf of the Belgian government.

(\*\*) Excluding trading desks' working positions.

## BNP PARIBAS OWNERSHIP STRUCTURE (BASED ON VOTING RIGHTS)

At 31 December 2012



To the Company's knowledge, no shareholder other than SFPI or AXA owns more than 5% of its capital or voting rights.

## Listing information

ISIN code FR0000131104.

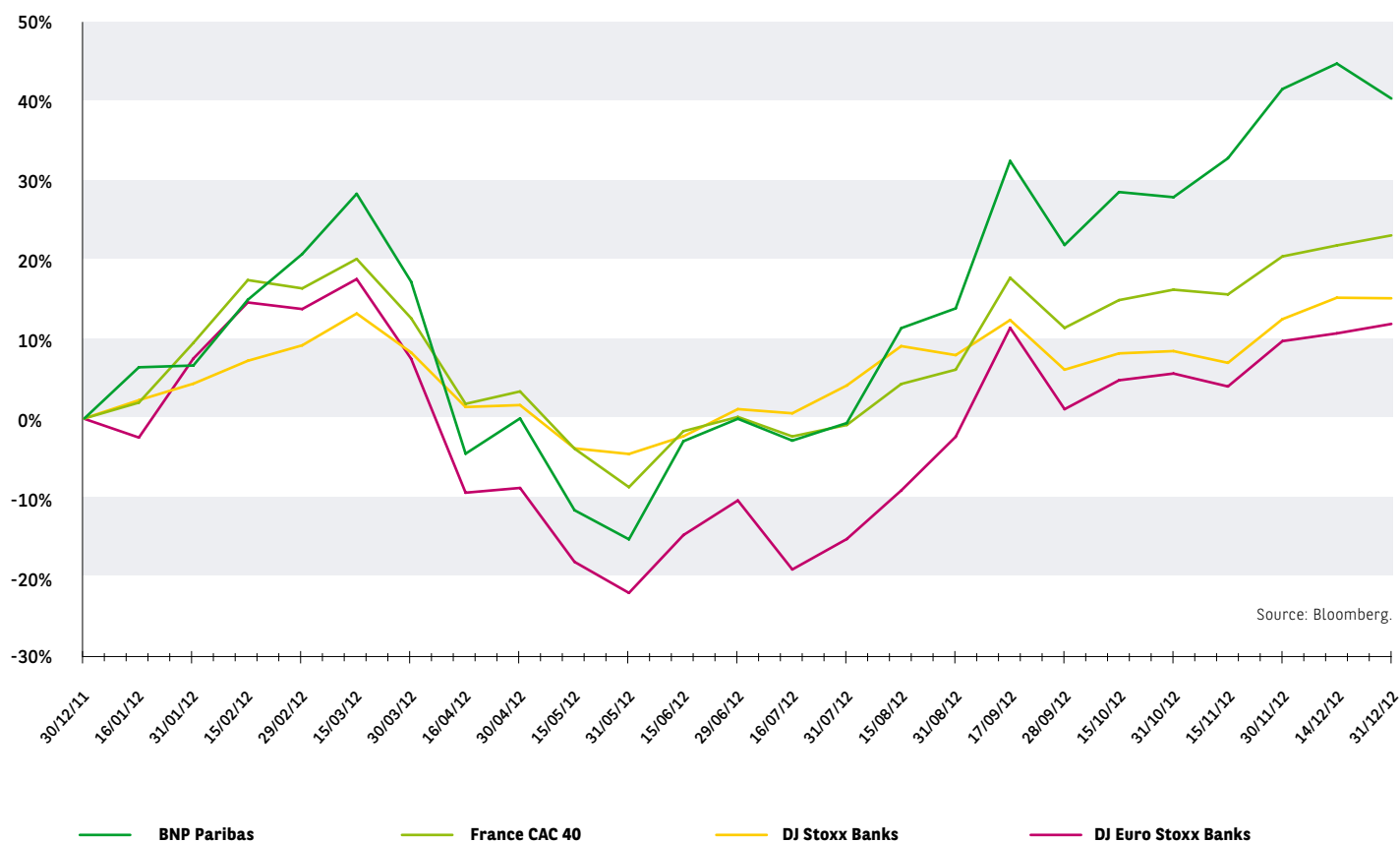
- Listing on the Cash Settlement Market of the Paris Stock Exchange on 18 October 1993.
- BNP became a constituent of the CAC 40 index, of the Euro STOXX 50 index and of the Dow Jones STOXX 50 index.
- BNP Paribas shares are also included in the main benchmark indexes for sustainable development: Aspi Eurozone, FTSE4Good (Global and Europe 50), DJSI World and Ethibel.
- The shares are also traded on SEAQ International in London, on the Frankfurt Stock Exchange, on the MTA International exchange in Milan since 24 July 2006.
- A Level 1 144A ADR programme is active in the USA (2 ADRs correspond to 1 BNP Paribas share). The ADRs have been traded on OTCQX International Premier since 14 July 2010.

## Share performance in 2012

- In 2012, the BNP Paribas share price increased by 40.3%, closing at EUR 42.59 on 31 December 2012. It thus outperformed the CAC 40 (+15.2%), the DJ STOXX Banks (+23.1%) and DJ Euro STOXX Banks (+12.0%).
- At 31 December 2012, BNP Paribas' market capitalisation was EUR 53.4 billion, ranking it 5th among CAC 40 stocks.
- In terms of free float, BNP Paribas ranked 3rd among CAC 40 stocks. BNP Paribas had the 10th-largest free float in the DJ Euro STOXX 50 index at end-2012.

## COMPARISON WITH THE DJ EURO STOXX BANKS, DJ STOXX BANKS AND CAC 40 INDEXES

(in % rebased on share price)





## Key shareholder data

In euros	2008	2009	2010	2011	2012
Earnings per share <sup>(1)</sup> *	2.99	5.20	6.33	4.82	<b>5.16</b>
Net assets per share <sup>(2)</sup> *	47.31	50.93	55.48	58.25	<b>60.80</b>
Net dividend per share*	0.97	1.50	2.10	1.20	<b>1.50<sup>(3)</sup></b>
Payout rate (%) <sup>(4)</sup>	33.0	32.3	33.4	25.1	<b>29.7<sup>(3)</sup></b>
Share price					
High <sup>(5)</sup> *	73.29	58.58	60.38	59.93	<b>44.83</b>
Low <sup>(5)</sup> *	27.70	20.08	40.81	22.72	<b>24.54</b>
Year-end*	29.40	55.90	47.61	30.35	<b>42.61</b>
CAC 40 index on 31 December	3,217.97	3,936.33	3,804.78	3,159.81	<b>3,641.07</b>

(1) Based on the average number of shares outstanding during the year.

(2) Before dividends. Net carrying value based on the number of shares outstanding at year-end.

(3) Subject to approval at the Annual General Meeting of 15 May 2013.

(4) Dividend recommended at the Annual General Meeting expressed as a percentage of earnings per share.

(5) Registered during trading.

(\*) Data in the above table have been adjusted to reflect the share issue with preferential subscription rights between 30 September and 13 October 2009 (adjustment coefficient=0.971895).

## Dividend

The Group's objective is to adjust the dividend to reflect variations in income and to optimise management of available capital.

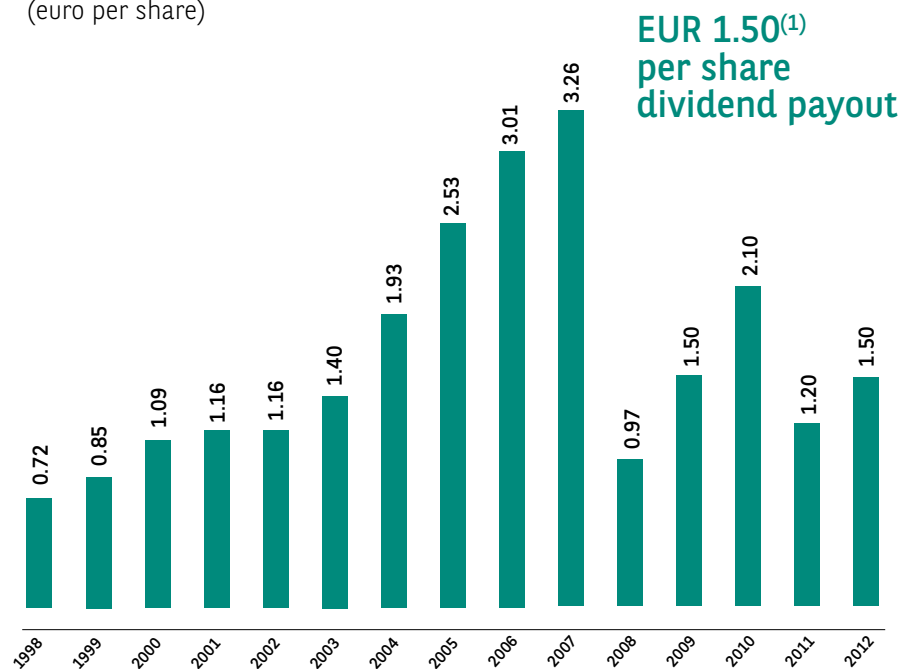
At the 15 May 2013 Annual General Meeting, the Board of Directors will recommend a dividend of EUR 1.50 per share, an increase of 25% relative to 2012. The shares will go ex-dividend on 21 May and the dividend will be paid on 24 May 2013, subject to approval at the Annual General Meeting.

The total amount of the proposed payout is EUR 1,863 million, compared with EUR 1,449 million in 2012, representing an increase of 28.6%. The payout rate is 29.7%<sup>(1)</sup>.

(1) Dividend recommended at the 15 May 2013 Annual General Meeting expressed as a percentage of net income Group share.

## DIVIDEND EVOLUTION

(euro per share)



Dividends for 1998-2008 have been adjusted to reflect:

- the two-for-one share split carried out on 20 February 2002;
- capital increases with preferential subscription rights maintained in March 2006 and from 30 September to 13 October 2009.

(1) Subject to the approval of the Annual General Meeting of 15 May 2013.

# CONTACTS

## Investor relations and Financial information

### Individual shareholders

Toll-free number in France: 0 800 600 700  
(for holders of registered shares<sup>(1)</sup>)

Email: [relations.actionnaires@bnpparibas.com](mailto:relations.actionnaires@bnpparibas.com)

Tel.: + 33 (0)1 42 98 21 61

### Financial analysts and institutional investors

Email: [investor.relations@bnpparibas.com](mailto:investor.relations@bnpparibas.com)

Tel.: + 33 (0)1 40 14 63 58

## Press relations

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Tel.: + 33 (0)1 40 14 40 02

+ 33 (0)1 57 43 79 95

(1) For shareholders who have signed in advance a stock market services contract (free of charge).

# OTHER PUBLICATIONS

- 2012 Annual Report
- 2012 Corporate Social Responsibility Report
- 2012 Registration Document and Annual Financial Report
- 2013 At a glance Brochure

### are available at

[www.bnpparibas.com](http://www.bnpparibas.com)



**For further information and to obtain  
all the Group's financial news** (press releases,  
results announcements, investor days, etc.),  
visit our website [www.invest.bnpparibas.com](http://www.invest.bnpparibas.com)

### Visit our citizen blog:

[www.forachangingworld.com](http://www.forachangingworld.com)


# BNP PARIBAS


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RCS Paris 662 042 449  
*Société anonyme*  
(Public Limited Company)  
with capital of EUR 2,484,523,922

[www.bnpparibas.com](http://www.bnpparibas.com)

 @BNPParibas\_com

 [www.youtube.com/bnpparibas](http://www.youtube.com/bnpparibas)

### DESIGN AND PUBLISHING

Brand, Communications and Quality – BNP Paribas

### ADVISORY, DESIGN AND PRODUCTION

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## Great stories are often born of chance encounters.

1973. Philippe Charrier, the then President of the French Tennis Federation, wishes to build private boxes facing the centre court at the Roland Garros stadium. The plans are brought to BNP, which agrees to provide financing for the works. To mark this partnership, those three letters appear on the famous courtside banner. Henceforth, BNP is the official sponsor of Roland Garros, the French Open.

Over these 40 years, tennis has evolved to become one of the most popular sports in the world. During the same 40 years, BNP has also enjoyed considerable expansion and is today known as BNP Paribas, one of the world's leading banking and finance groups. And the Group has meanwhile remained loyal to the sport of tennis. However, the story of tennis is not only the story of the top players - from the ball-boys and -girls to the line judges, from the journalistic story of all those connected with the game - from the match umpire, from the spectator applauding in the stands to the family watching the matches on TV. And BNP Paribas is supporting everyone connected with tennis through the Group's involvement in the sport at all levels all over the world: traditional tennis, wheelchair tennis, single tournaments, team events, family clubs - everyone from those just learning the game to those competing in the top tournaments on the pro circuit. In addition, the BNP Paribas wearetennis.com site provides hundreds of thousands of fans with exclusive access to the best in tennis - both what takes place out on the courts and what is happening behind the scenes. For forty years and counting, BNP Paribas has been writing the story of tennis with all of you.

BNP PARIBAS  
**40 YEARS**  
OF PARTNERSHIP WITH  
ROLAND GARROS



Official partner of 4 ATP Masters 1000, The Davis Cup and Fed Cup by BNP Paribas

Title sponsor of the 2012 BNP Paribas WTA Championships

Official sponsor of the Roland Garros ball-boys and ball-girls' selection

More than 40 000 guests every year

Title sponsor of the BNP Paribas World Team Cup

"The legacy which is central to our long relationship with tennis is also one of the essential values that our clients expect from their bank. The BNP Paribas Group is established in close to 80 countries and employs some 190,000 people. Our sports sponsorship provides us with an opportunity to share our passion for tennis with clients, the public and our own staff all over the world. We are proud that we have been able to help bring this fine game to a wider audience, not least through Roland-Garros."

*Philippe Charrier*  
Jean-Laurent Bonenfant  
CEO of BNP Paribas

BNP PARIBAS | The bank for a changing world

WEARETENNIS.COM

CELEBRATING 40 YEARS OF PARTNERSHIP WITH ROLAND-GARROS, BNP PARIBAS INVITES YOU TO VISIT [WWW.WEARETENNIS.COM](http://WWW.WEARETENNIS.COM). EXPERIENCE UNFORGETTABLE MOMENTS.



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to all our **clients** around the world for  
choosing us as their bank

to all our **staff** around the world for  
their commitment

BNP Paribas, a responsible bank  
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