



**BNP PARIBAS**

**12 June 2009**

## **NOTICE**

### **BNP Paribas 2008 dividend**

#### **Rights issue further to payment of dividend in shares**

The purpose of this notice is to describe the main characteristics of the dividend payment in shares approved by BNP Paribas' Shareholders Meeting of 13 May 2009.

#### **ISSUER**

BNP Paribas, a limited company (*société anonyme*) with share capital of EUR 2,465,512,758, whose registered office is located at 16 bd des Italiens - 75009 Paris, France, and registered under SIREN No. 662 042 449 – RCS Paris.

BNP Paribas is listed in Compartment A of NYSE Euronext Paris.

#### **PURPOSE OF TRANSACTION**

The Board of Directors proposed to the Shareholders Meeting the option to pay the dividend in shares in order to continue strengthening the capital.

#### **CHARACTERISTICS OF SECURITIES OFFERED**

➤ **Nature, category, par value, eligibility date**

The shares offered were new ordinary shares with a par value of EUR 2.00, fully paid up on subscription date.

They bear rights from 1 January 2009 and will therefore entitle the holder to dividends for 2009 and subsequent fiscal years.



➤ **Nature of rights attached to the new shares**

The newly issued ordinary shares have the same rights and restrictions as the outstanding ordinary shares, as described in the Company's Articles of Association, the 2008 registration document and annual financial report, and the update of this document available on the Company's website ([www.bnpparibas.com](http://www.bnpparibas.com)).

➤ **Projected date for listing the new shares on NYSE Euronext Paris**

The Company will apply for admission to trade the new ordinary shares, which are immediately fungible with the existing ordinary shares, on NYSE Euronext Paris with effect from 16 June 2009.

No applications will be made to list the newly issued ordinary shares on other stock markets.

➤ **Designation of newly issued shares on NYSE Euronext Paris**

The newly issued ordinary shares will be registered in the Bulletin de la Cote Officielle under the following designation:

BNP Paribas  
APE code: 6419 Z

➤ **Percentage of the capital represented by the newly issued shares**

Effective from 16 June 2009, BNP Paribas' share capital will be increased by EUR 42,840,508 raising it from EUR 2,465,512,758 to EUR 2,508,353,266. It will be divided into 1,254,176,633 fully paid-up shares with a par value of EUR 2.00 each. The issue premium on this transaction will be EUR 706,225,774.38.

The aggregate nominal value of the newly issued ordinary shares will represent approximately 1.71% of BNP Paribas' share capital.

The shares will be divided into two categories:

- 1,066,951,964 ordinary shares;
- 187,224,669 non voting shares.

## **CHARACTERISTICS OF THE TRANSACTION**

### **1 - Approval of rights issue**

In the third resolution of the Extraordinary Shareholders Meeting of 13 May 2009, the Company proposed to pay the dividend in ordinary shares to the ordinary shareholders.

### **2 - Beneficiaries**

Shareholders with ordinary shares on the evening of 19 May 2009 were eligible for the subscription of the new ordinary shares.



### 3 - Conditions

#### ➤ **Share subscription price**

The subscription price is set at EUR 34.97 per share. This price is equal to 90% of the average opening price of the twenty trading sessions preceding the day of the decision to pay the dividend, less the net dividend amount, rounded up to the next euro cent.

If the amount of dividend for which the option is exercised does not correspond to a whole number of shares, BNP Paribas' Shareholder Meeting has approved a resolution allowing the ordinary shareholders to obtain the immediately higher number of shares by paying, on the date on which they exercise their option, the difference in cash or, conversely, to receive the immediately lower number of shares and the difference in cash.

#### ➤ **Subscription period and procedure**

The ordinary shareholders had the option of requesting payment of the full dividend to which they were entitled, in cash or in new ordinary shares from 20 May 2009 through 8 June 2009 included, from their custody account keepers.

#### ➤ **Date set for payment in shares**

The shares will be allotted on 16 June 2009 to those ordinary shareholders who have opted for payment of the dividend in shares.

### 4 - Information for beneficiaries

The 2008 registration document and annual financial report and its update were filed with the Autorité des Marchés Financiers on 11 March and 14 May 2009, respectively, under Nos. D.09-0114 and D.09-0114-A01.

## DISCLAIMER

*This notice is for information only and does not constitute an offer to buy financial instruments. This notice and any other document relating to the payment of the dividend in shares may be distributed outside France only in compliance with the laws and regulations that are locally applicable, and may not be considered an offer to buy financial instruments in the countries where such an offer would not comply with locally applicable laws. The option to receive a dividend for the 2008 fiscal year in shares is not available to shareholders residing in jurisdictions where such option would require registration or approval by the local securities regulator. Shareholders residing outside of France are required to inform themselves of any local restrictions that apply to them and to comply with such restrictions. Orders received from such jurisdictions will not be accepted. This option is available to shareholders residing in a member-state of the European Community, a state party to the Agreement on the European Economic Area or in the United States of America. Shareholders are required to inform themselves of the conditions and consequences relating to such an option that may apply under local law. When deciding whether to receive a dividend in shares, shareholders are required to consider the risks associated with an investment in shares.*

