



BNP PARIBAS

Additional information for the General Meeting of May 14th, 2014.

BNP Paribas' governance, transparency and policy around Corporate Officers compensation are aligned with both regulation, AFEP MEDEF recommendations, and best practices in the industry. Some additional information appear to be useful for the Shareholders in the context of the General Meeting: those additional information are presented hereafter.

Chairman classification

Since 2011, Baudouin Prot is not considered as an Executive Chairman, the mission statement of the Chairman has not changed since the beginning of his mandate. The Board decided that Baudouin Prot will not receive any annual bonus as from 2013. Furthermore, for 2014, the Board of Directors and its Remuneration committee are working on a change of the compensation structure of the Chairman with the aim of (i) reducing significantly the incentive part, and (ii) focusing on corporate governance issues.

Severance indemnities of Chief Operating Officers ("COO")

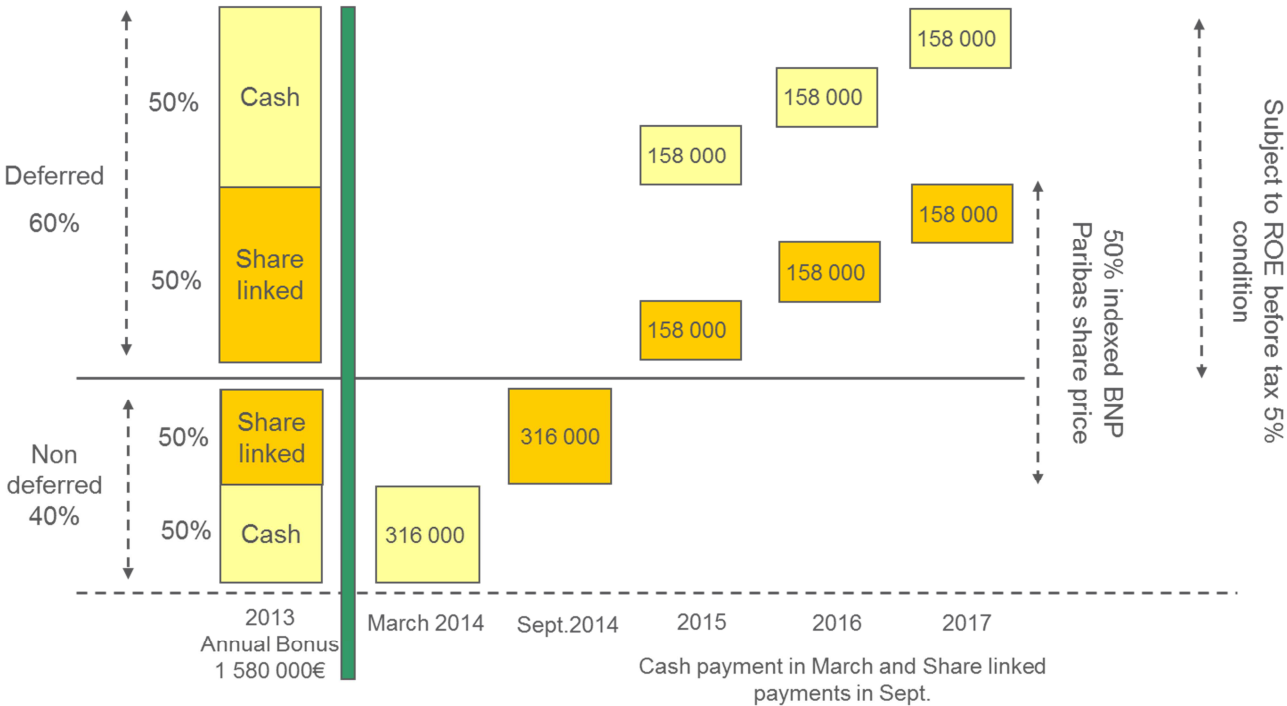
All BNP Paribas COO's were employees of the bank before being promoted to a Corporate Officer function. There is no severance payment in case of revocation of the COOs. If such a revocation occurs, when the COO recovers a position as an employee of the Bank, Labor code and collective bargaining agreements apply to him as to any other employee: in such a situation, none of them would receive an indemnity in excess of 2 times their total annual compensation.

Variable compensation payment structure

In accordance with the French and European Regulation, annual variable compensation of Corporate Officers is deferred over 3 years for at least 40% of the global amount (effective deferral rate is 60% for MM. Bonnafé, Bordenave, Chodron de Courcel). 50% of the entire amount of variable compensation must be indexed on the BNP Paribas share price, and the deferred part over 3 years must include a “clawback” condition, whose goal is, in very bad times, to prevent from paying bonuses already granted.

The actual payments of the fraction of deferred bonus indexed to the BNP Paribas share's performance (“share-linked”, also known as phantom share plan) will fully depend on the BNP Paribas share price (under such indexation, both initial value of the share price and final value of the share price at each payment date are determined using the same methodology than for the other concerned employees of the Bank, based on an average value on the BNP Paribas share price, over roughly 40 days at grant date and payment date for 2013). Hedging strategies are prohibited.

For illustrative purpose, please find below the breakdown of M. Jean-Laurent Bonnafé 2013 variable compensation payment, by payment date and nature of payment.



Comments:

- 93 646€ of director fees has been deducted from the march 2014 payment
- Share linked payments will be fully indexed on the market value of the BNP Paribas share price

Deferred bonuses paid to Corporate Officers in 2013 in connection with previous years

Say on Pay information includes the global amount of variable compensation paid to Corporate Officers. The breakdown of this global amount (in euros) is presented below:

Deferred compensation plan	Performance condition	B Prot	JL Bonnafe	P Bordenave	G de Courcel	F Villeroy de Galhau
Related to 2012 (paid in september)	N/A	183 635	373 862	191 390	198 078	166 915
Related to 2011	ROE before tax 2012 > 5% (reached)	271 477	266 347	165 567	175 487	61 815
Related to 2010	ROE before tax 2012 > 5% (reached)	317 916	258 038	123 543	209 009	44 423
Related to 2009	ROE before tax 2012 > 5% (reached)	186 603	55 362	34 977	117 868	7 013
Sub total of deferred compensation amounts paid in 2013*		959 631	953 609	515 477	700 442	280 166
Related to 2012 (paid in march)	N/A	109 693	230 163	164 500	79 442	63 958
TOTAL of variable compensation amounts paid in 2013**		1 069 324	1 183 772	679 977	779 884	344 124

*as indicated in the convening notice of the 2014 AGM

** as indicated in the table p51 of the 2013 registration document

Performance condition achievement

Stock Option and Performance Shares plans were subject to performance conditions (please refer to note 7.e of the 2013 Registration document and annual financial report). The achievement of performance conditions for 2009 Stock Options plan (under which some options have been exercised in 2013 by MM. Prot, Bordenave and Villeroy de Galhau) and 2010 Performance Shares plans (vested in 2013 for MM. Bordenave and Villeroy de Galhau) is detailed hereafter.

2009 Stock Option Plan

Award Date	Vesting date	Measurement	Exercise year	BNP Paribas performance	Index Performance	Comment
06/04/2009	08/04/2013	First	2009	76%	64%	Performance achieved
		Second	2010	118%	104%	Performance achieved
		Third	2011	84%	76%	Performance achieved
		Fourth	2012	79%	70%	Performance achieved

2010 Performance Share plan

Award Date	Vesting date	Measurement	Annual growth of EPS		3-year growth of EPS	Comment
06/08/2010	05/03/2013	First	2009-2010	21.73%	N/A	Performance achieved
		Second	2010-2011	-24%	N/A	Performance not achieved – 1/3 of the award forfeited
		Fourth	2011-2012	7%	-1%	Performance achieved

Please note that Corporate Officers do not benefit from Stock Options plans since 2009, and do not benefit from Performance Shares plans.

Conditional long term incentive plan valuation and accounting

The valuation method used to calculate the fair value of this employee share options plan according to IFRS2 standard is performed by an independent third party, using a Monte Carlo model. The main underlying assumptions at grant date (May 2013) used in the valuation are the following:

- Zero coupon bonds based on Euribor data
- BNP Paribas volatility: 27.73%
- Volatility Index SX7E : 25.98%
- Correlation between BNP Paribas and SX7E : 88.28%

According to the accounting method, the fair value of the plan is adjusted at each closing date based on updated market data, in order to converge to the ultimate payment, if any, to be performed. The difference in fair value between December 2013 and May 2013 is due to changes in market data, especially with respect to the BNP Paribas share price, which increases from 42.15 Euro as at May 2nd 2013 to 56.65 Euro as at December 31st, 2013.