

Acquisition of Cogent Investment Operations Limited

Creating a Pan-European leader in Investment Services

Analysts and Investors conference call
May 17, 2002

- The transaction
- BNP Paribas Securities Services and Cogent
- Strategic rationale and Industrial Project
- Deal structure, consideration assessment elements , and impact for BNP Paribas

Appendix

- BNP Paribas Securities Services acquires* 100% of Cogent Investment Operations Limited from the AMP group
- The total consideration** paid in cash is € 363 million, of which
 - a maximum of € 272 million down-payment based on Cogent H1 2002 budgeted revenues and
 - a maximum of € 91 million deferred payment subject to price revision mechanism
- AMP and its fully-owned investment management subsidiary Henderson Global Investors have committed to continue using the Cogent and BP2S combined service offering for not less than 5 years at mutually agreed conditions

* Subject to regulatory approvals and final due diligences

** In addition, BNP Paribas will take over AMP subordinated loan to Cogent, amounting to c. € 13 million

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Appendix

BNP Paribas Group

Retail

PBAM

Corporate &
Investment
Banking

Private Banking

Asset Management

BP2S
BNP Paribas Securities Services

Insurance

- ▶ Strong and growing contributor to PBAM division results
- ▶ No 1 in Europe

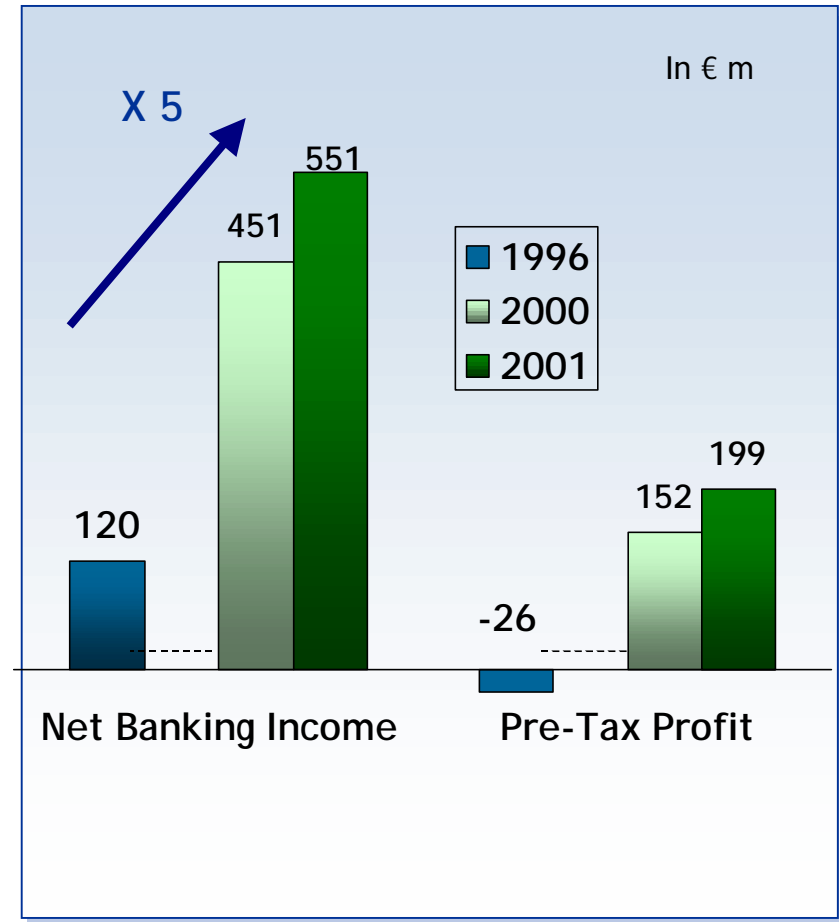
- BP2S provides a complete range of Securities Services to financial institutions

- Global and local custody
- Fund administration and performance measurement
- Listed securities and derivatives clearing
- Issuer services
- Liquidity products through cash and equity financing

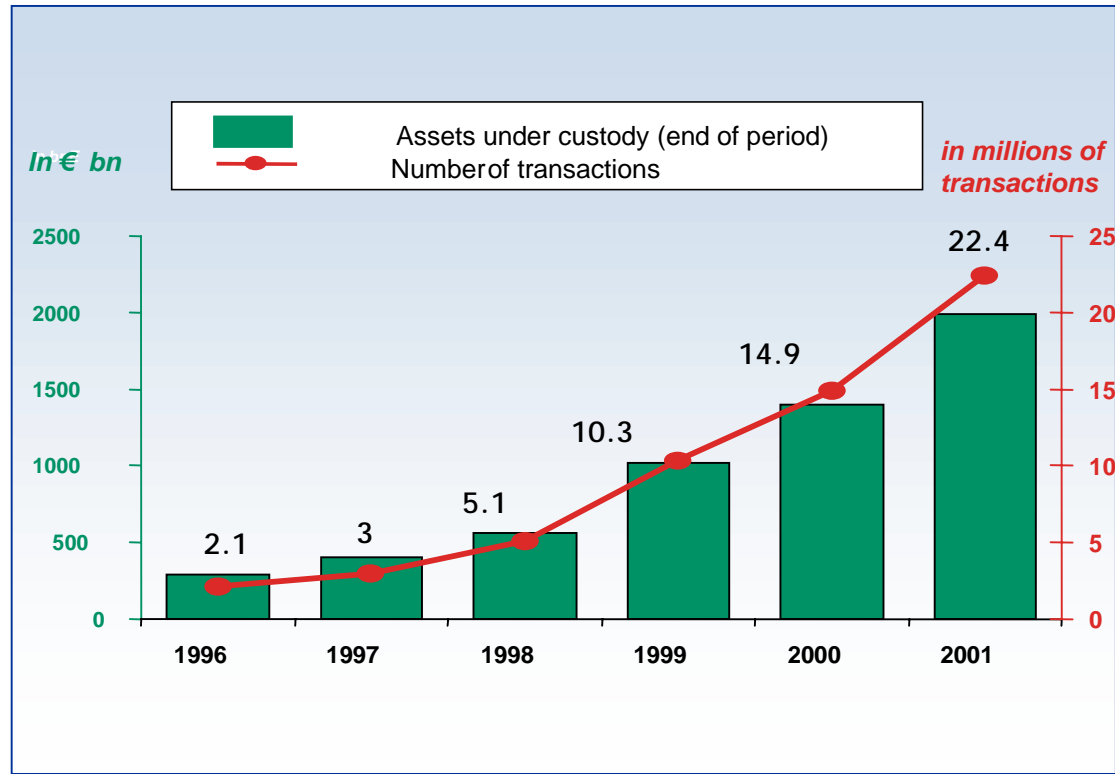
- BP2S activity is of an industrial nature :

- critical mass business
- recurring revenues
- intensive use of IT

- Fast growing and profitable business



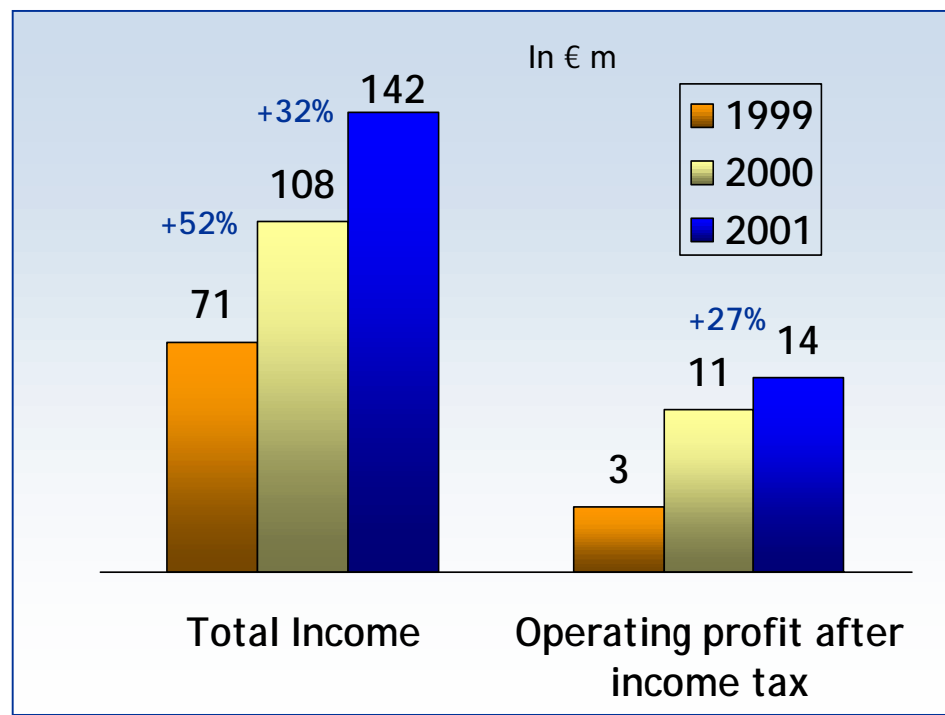
- Over € 2 trillion of assets under custody
- More than 2,000 funds under administration
- Global Custody network covering 70+ markets
- 2,200 people dedicated to securities services world-wide



BP2S ambition is to be the 'Premier pan-European Securities Services Bank for Financial Institutions'

Cogent : one of the major fund administration companies in the UK

- Fully owned subsidiary of AMP, leading international financial services company
- Established as AMP global investment operations platform after being spun off Henderson Global Investors
- Providing "one-stop-shop" for fund managers :
 - ▶ Value added "middle office" functionality
 - ▶ Full range of fund accounting and pricing facilities
 - ▶ Innovative, customer centric solutions to retail investors
 - ▶ Administration of retail saving plans
- A dynamic growth



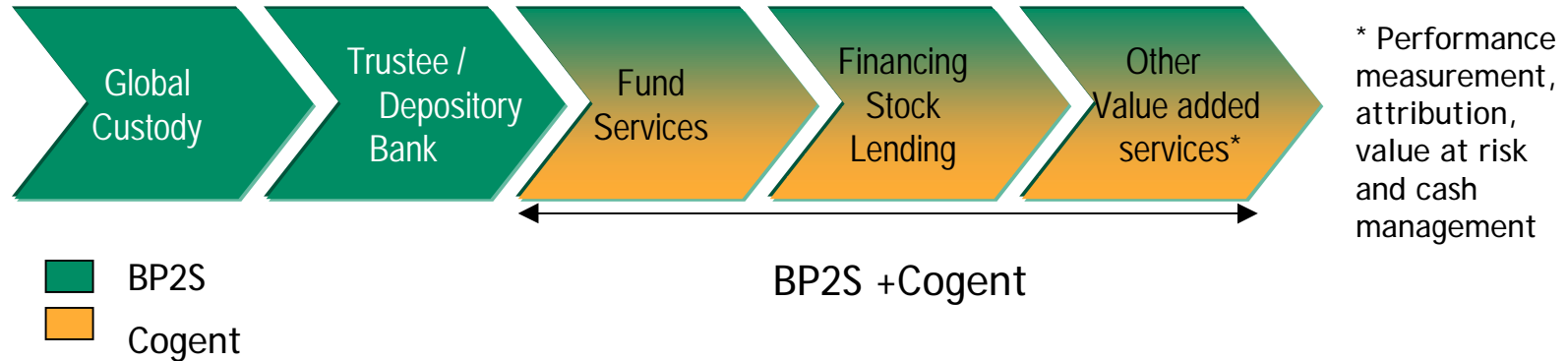
- Funds under Administration : € 229 bn
- Strong UK focus (72% of revenues)
 - Largest administrator of UK investment trusts & 6th largest administrator of UK unit trusts
 - Leading player in Personal Equity Plans (PEP) and Individual Savings Accounts (ISA) in the UK
 - Provider of the 1st comprehensive total outsource solution for a UK investment manager
 - A leading provider of offshore 3rd-party fund administration

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- Cogent is an outstanding opportunity
 - to enter the United Kingdom : first European market for investment and management services
 - to extend BP2S products and services breadth for European institutional clients
 - to create scale and value thanks to business combination with BP2S

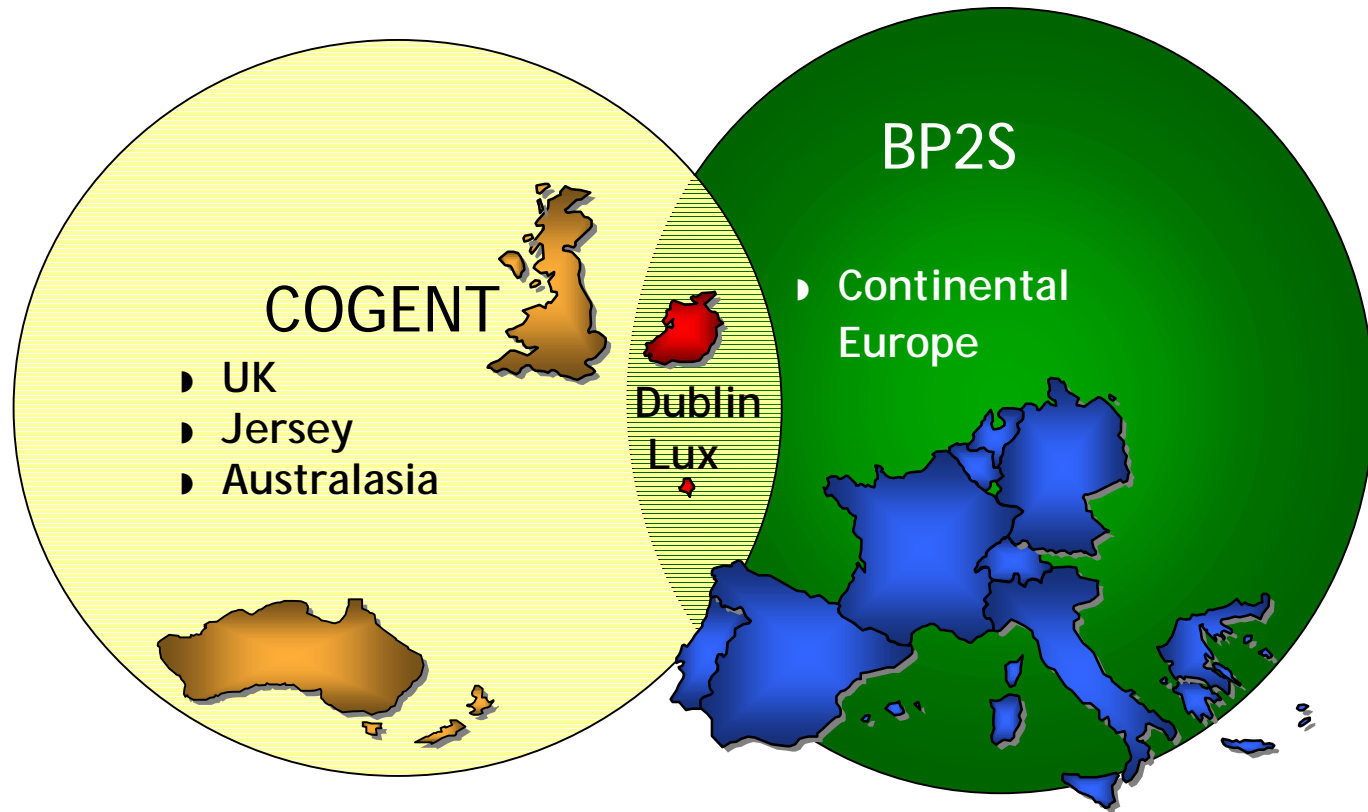
- The UK market represents
 - 30% of European Institutional Investors financial assets and 15% of the world-wide market (USD 10 000 bn)
 - 62% of European pension funds market
 - A large global custody market
- The UK market in asset servicing (one of BP2S core business) leaves significant room for outsourcing
 - In house servicing still represents 39% of the market
 - Cogent's market share : 7% of outsourced market



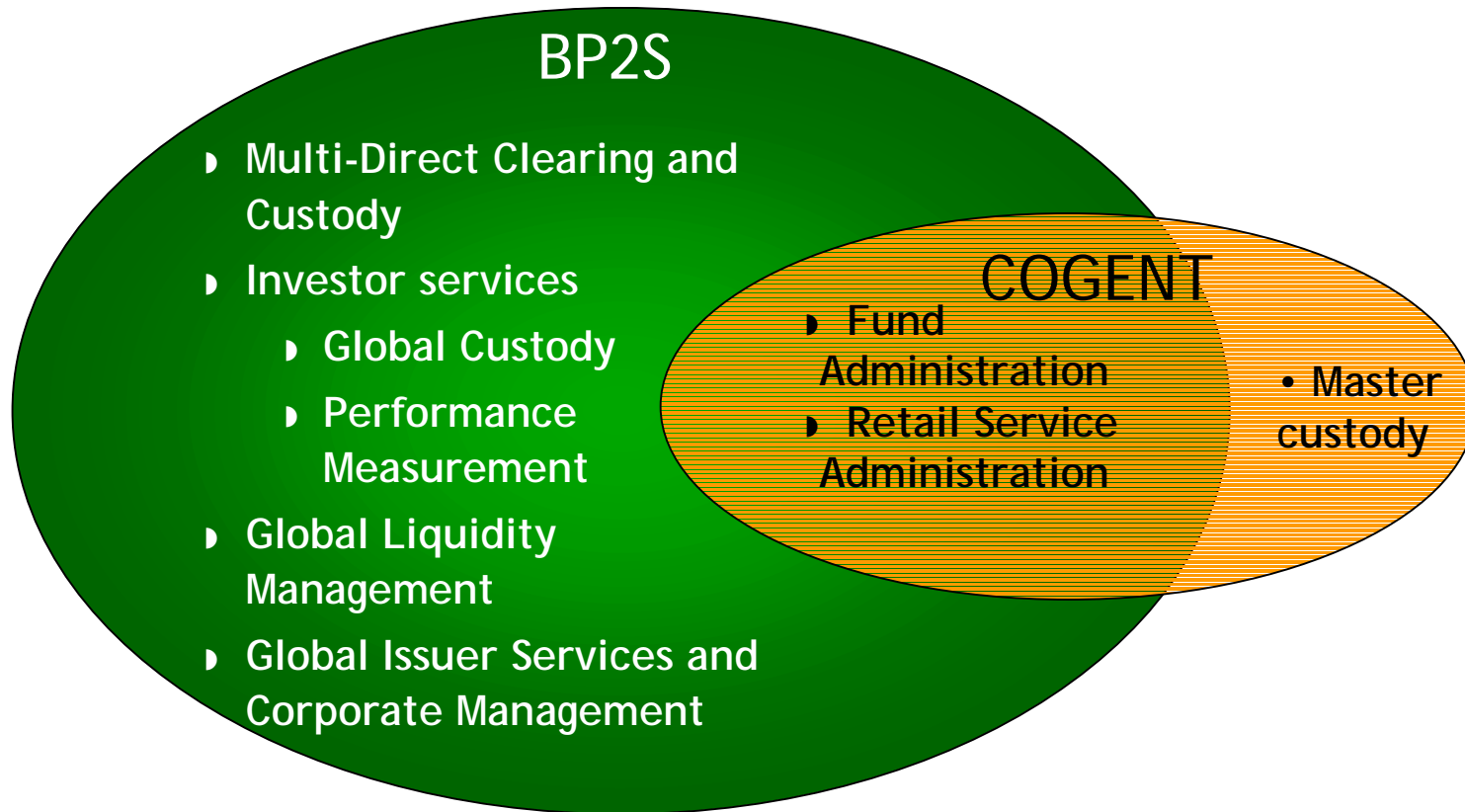
- Acquisition allows BP2S to provide true 'one-stop shop' solution with complementary product and geography mix (limited overlap)
- BP2S gains access to UK investment services market and extends its service offering to a broader client base
- BP2S provides Cogent clients with a variety of services throughout Europe
- BP2S benefits from an enlarged basis of assets and clients for securities lending

Combined businesses will create scale and value for BP2S as a whole (1/3)

- Local presence in 17 countries
- Global Custody in more than 70 countries

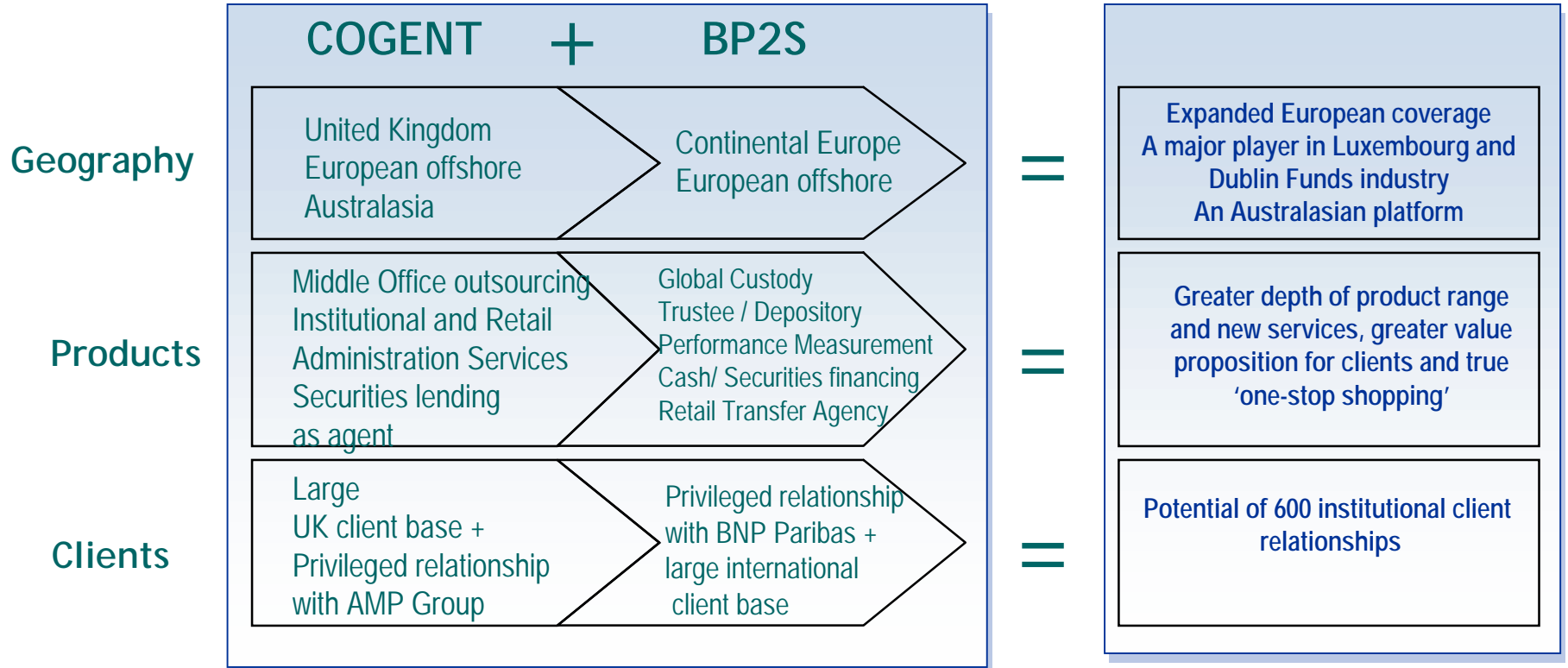


- A combined diversity for a better enhancement of products



- Resulting in a more balanced portfolio of activities and clients
 - Between custody /non-custody related activities
 - Between broker-dealers/global custodians and Institutional Investors

Combined businesses will create scale and value for BP2S as a whole (3/3)



An organisation whose success results from a client-focused culture and strong multicultural profile

- The Industrial Project aims at :
 - generating € 31 million synergies before tax in 2005

In € million

Total synergies before tax

of which revenues synergies

of which cost synergies

2003

2004

2005

11

25

31

9

21

27

2

4

4

- creating further synergy momentum after 2005
- building additional Assets under Custody of € 100 bn over the next 3 years
- project assumes integration costs before tax of € 30 million from 2002 to 2004

- Revenue synergies before tax : € 27 million in 2005
 - Extended geographic coverage for current clients : no overlap on clients portfolio with Cogent
 - New clients
 - Diversified products/ services coverage
 - Custody and net interest earnings on idle cash
- Cost synergies before tax : € 4 million in 2005
 - Mostly on support functions

Focus on client delivery and business continuity

A well defined integration management project

Top Management

Integrate the management team
Define integration principles
Define responsibilities
for the next phase

Phase 1 : 8 days

Working Groups

Detailed communication
to clients and to staff
Detailed integration process
Integration projects

Phase 2 : 8 weeks

Project Mode

Implement the Projects:

- Facilities
- Product development
- IT migration or roll-out

Phase 3 : 8 months

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Appendix

- Price

- Goodwill
- Net Asset Value estimated as at 30/06/02
- Total price*

€ million
327
36
<hr/>
363

- Payment structure

- NAV and a maximum of 72% of goodwill paid cash at completion date
- Remainder of goodwill paid cash 12 months after completion subject to price revision mechanism based on targeted revenues (retention of clients) for 2002

- Acquisition totally financed through BNP Paribas own resources

* Maximum price assuming no downward price revision in June 2003

- Total maximum price paid corresponds to 25.7 times Cogent 2001 operating profit after income tax

- Current 2002 P/E ratios of fund management services providers
 - Bisys **33x**
 - DST Systems **28x**
 - Fiserv **31x**

In € millions	2002	2003	2004	2005
Impact on BNP Paribas attributable net income before goodwill amortization	-5	+6	+23	+32
Impact on BNP Paribas attributable net income after goodwill amortization	-16	-16	+1	+10
EPS dilution/ accretion	-0.39%	-0.35%	+0.03%	
Impact on ROE	-6 bps	-5 bps	+2 bps	
Impact on Cooke ratio	-10 bps	-10 bps	-9 bps	

* Based on payment of maximum goodwill and assumed amortization over 15 years

- BP2S has a proven track record for making of the transaction a success :
 - 1995-1996 JP Morgan Europe
 - 1999 BNP merger with Paribas
 - 2000-2001 Securities Services activity incorporated (BP2S)
 - 2001 Gain of AXA's custody and depositary business
 - 2002 Cogent !
- The Cogent transaction is fully consistent with BNP Paribas policy as regards strategic external growth
 - Fast growing markets
 - European leadership
 - Strong and sustainable profitability

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Matrix of combined service offering / countries

		Domestic Custody	Global Custody	Fund Accounting	Transfer Agency Registrar	Corporate Secretary	Performance Measurement	Compliance Monitoring	Retail Savings Administration	Financing	Master Custody	
Europe	UK	●		▲	▲	● ▲	●	● ▲	▲	● ▲		
	Belgium	●	●	●	●		●	●		●		
	Dublin		●	● ▲	● ▲	●	●	● ▲				
	France	●	●	●	●	●	●	●	●	●		
	Greece	●								●		
	Germany	●	●	●	●		●	●		●		
	Italy	●	●	●	●			●	●	●		
	Jersey			▲	▲	▲						
	Luxembourg	●	●	● ▲	● ▲	● ▲	●	● ▲	●	●	●	
	Netherlands	●									●	
	Portugal	●									●	
	Spain	●	●	●	●			●	●	●	●	
	Switzerland	●									●	
Australasia	Australia			▲	▲	▲	▲	▲		▲	▲	
	New Zealand			▲	▲		▲	▲			▲	
	Japan									●		
Americas	US (New York)									●		

▲ Cogent ● BP2S