

Registration in the National Court Register of the merger of Bank Gospodarki Żywnościowej S.A. with BNP Paribas Bank Polska S.A., amendments to the articles of association and a share capital increase and the satisfaction of a condition specified in the resolution of the Management Board of Bank Gospodarki Żywnościowej S.A. on the indication of the reference day in connection with the merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A.

**Current report no. 36/2015 dated 30 April 2015**

The Management Board of Bank BGŻ BNP Paribas S.A. (the "Bank", "BGŻ") (previously operating under the business name "Bank Gospodarki Żywnościowej S.A."), with reference to the current report No. 13/2015 of 25 February 2015, hereby announces that on 30 April 2015 the Bank learnt that on 30 April 2015 the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register registered the merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A. ("BNPP Polska") (the "Merger"). Concurrently with the registration of the Merger, the previous business name of the Bank: "Bank Gospodarki Żywnościowej S.A." was changed to "Bank BGŻ BNP Paribas S.A."

The Merger was executed pursuant to Article 492 § 1 item 1 of the Commercial Companies Code of 15 September 2000 (consolidated text: Journal of Laws of 2013, item 1030) through a transfer of all property (all assets, equity and liabilities) of BNPP Polska (the target company) to BGŻ (the bidding company), with a concurrent increase of the share capital of BGŻ through the issuance of the series I shares of BGŻ that will be delivered by BGŻ to the existing shareholders of BNPP Polska (merger by take-over).

BGŻ is a universal bank offering a broad range of products and financial services to institutional and retail customers. BGŻ offers its products and services mainly to customers in the Agro sector and is the leader in that sector, which sector also comprises a significant part of the portfolio of BGŻ.

BNPP Polska, taken over as a result of the Merger, provides universal banking services in Poland and offers a very broad range of products and services, including deposit taking and lending to retail and corporate clients and financial market products and provides investment banking services to Polish and multinational companies, financial institutions and local governments.

In relation to the Merger, the District Court for the Capital City of Warsaw in Warsaw, 12th Commercial Division of the National Court Register, also registered in the National Court Register the amendments to the articles of association of the Bank, adopted by the Extraordinary General Meeting of BGŻ on 25 February 2015.

The Bank announces that on 30 April 2015 the share capital of the Bank was increased from PLN 56,138,764 (fifty-six million one hundred and thirty-eight thousand seven hundred and sixty-four zlotys) up to PLN 84,238,318 (eighty-four million two hundred thirty-eight thousand three hundred and eighteen zlotys), that is by PLN 28,099,554 (twenty-eight million ninety-nine thousand five hundred and fifty-four zlotys) and is divided into 84,238,318 (eighty-four million two hundred thirty-eight thousand three hundred and eighteen) registered and bearer shares with a nominal value of PLN 1 (one zloty) each, including:

- a) 15,088,100 (fifteen million eighty-eight thousand one hundred) series A shares, from number 00000001 to number 15088100;
- b) 7,807,300 (seven million eight hundred and seven thousand three hundred) series B shares, from number 00000001 to number 7807300;

- c) 247,329 (two hundred and forty-seven thousand three hundred and twenty-nine) series C shares, from number 000001 to number 247329;
- d) 3,220,932 (three million two hundred and twenty thousand nine hundred and thirty-two) series D shares, from number 0000001 to number 3220932;
- e) 10,640,643 (ten million six hundred and forty thousand six hundred and forty-three) series E shares, from number 00000001 to number 10640643;
- f) 6,132,460 (six million one hundred and thirty-two thousand four hundred and sixty) series F shares, from number 0000001 to number 6132460;
- g) 8,000,000 (eight million) series G shares, from number 0000001 to number 8000000;
- h) 5,002,000 (five million and two thousand) series H shares, from number 0000001 to number 5002000; and
- i) 28,099,554 (twenty-eight million ninety-nine thousand five hundred and fifty-four) series I shares, from number 00000001 to number 28099554.

Following the registration of the increase of the share capital of the Bank, the total number of votes attached to all the issued shares of the Bank is 84,238,318 (eighty-four million two hundred thirty-eight thousand three hundred and eighteen).

In addition, due to the Merger, the condition of entry into force was satisfied with respect to the resolution of the Management Board of the Bank of 29 April 2015 on the indication of the reference day in connection with the merger of Bank Gospodarki Żywnościowej S.A. and BNP Paribas Bank Polska S.A. the adoption of which was disclosed by the Bank in its current report No. 35/2015 of 29 April 2015.

At the same time, attached to this report, the Bank submits a [consolidated text of its articles of association](#) incorporating the amendments registered by the court on 30 April 2015 in relation to the Merger and the share capital increase of the Bank by the value of the issued series I shares of the Bank, as well as a [summary of the previous and current wording of the amended provisions of the articles of association of the Bank](#).

Legal basis:

Article 56 Section 1 Item 1 of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (consolidated text: Journal of Laws of 2013, item 1382) and § 5 section 1 items 9 and 14, § 15, § 20 and § 38 section 1 item 2 of the Regulation of the Minister of Finance dated on 19 February 2009 regarding the current and interim reports issued by issuers of securities as well as the terms of considering as equivalent the information required by laws of a non-member state (consolidated text: Journal of Laws of 2014, item 133).