

Notification of BNP PARIBAS SA on the change of share in the total number of votes

Current Report No. 43/2015 dated 6 May 2015

The Management Board of Bank BGŻ BNP Paribas S.A. (the "Bank") (previously operating under the business name "Bank Gospodarki Żywnościowej S.A."), hereby announces that on 6 May 2015 a notification on the change of share in the total number of votes in the Bank, prepared by BNP PARIBAS SA with its registered office in Paris, France ("BNP PARIBAS"), was delivered to the Bank's registered office.

BNP PARIBAS notified the Bank on the change of share in the total number of votes which occurred on 30 April 2015, i.e. upon the registration of: (i) the merger of the Bank and BNP Paribas Bank Polska S.A. ("BNPP Polska") by way of transferring all property (all assets, equity and liabilities) of BNPP Polska to the Bank in exchange for shares to be issued by the Bank (the "Merger"); and (ii) the increase in the share capital of the Bank by PLN 28,099,554.00, by way of issuing 28,099,554 series I ordinary bearer shares of the Bank with the nominal value of PLN 1.00 each (the "Merger Shares") – in the register of entrepreneurs of the National Court Register, maintained by the District Court for the capital city of Warsaw, XII Economic Division of the National Court Register (the "Registration"). As a result of the Merger, BNP Paribas Fortis SA/NV, a subsidiary of BNP PARIBAS, acquired 23,884,620 Merger Shares as a shareholder of BNPP Polska.

Prior to the Registration BNP PARIBAS held in total 50,524,889 shares in the Bank, representing 90.00% of its share capital. Such number of shares represented 50,524,889 votes and 90.00% of the total number of votes in the Bank.

After the Registration BNP PARIBAS holds in total 74,409,509 shares in the Bank, representing 88.33% of its share capital. Such number of shares represents 74,409,509 votes and 88.33% of the total number of votes in the Bank, and:

- a) 50,524,889 shares in the Bank, representing 59.98% of its share capital and equivalent to 50,524,889 votes and 59.98% of the total number of votes, are held directly; and
- b) 23,884,620 shares in the Bank, representing 28.35% of its share capital and equivalent to 23,884,620 votes and 28.35% of the total number of votes, are held indirectly through BNP PARIBAS's subsidiary, BNP Paribas Fortis SA/NV.

BNP PARIBAS's share in the total number of votes in the Bank therefore dropped below 90% of the total number of votes and simultaneously changed by at least 1% of the total number of votes.

Except for BNP Paribas Fortis SA/NV, BNP PARIBAS has no subsidiaries which hold shares in the Bank.

BNP PARIBAS is not a party to any agreement on the transfer of right to exercise voting rights vested in the Bank's shares, within the meaning of Article 87 Section 1 Item 3 Letter c 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).

Legal basis:

Article 70 Section 1 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,