



Entering into preliminary agreements for the purchase of shares in Sygma Bank Polska S.A. and in Laser Services Polska S.A.

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The Management Board of Bank BGŻ BNP Paribas SA (hereinafter: "the Bank" or "BGŻ BNPP") hereby informs that on 28 July 2015, BGŻ BNPP and Sygma Banque SA, with its registered office in Paris, France, at Rue de Londres 18, 75009 Paris, France ("Sygma Banque") entered into the following agreements:

- 1) a preliminary share purchase agreement, requiring BGŻ BNPP and Sygma Banque to enter into the definitive share purchase agreement whereby BGŻ BNPP shall purchase from Sygma Banque (or a legal successor of Sygma Banque), 1,000 (one thousand) registered shares in Sygma Bank Polska Spółka Akcyjna, with its registered office in Warsaw, at ul. Suwak 3, 02-676 Warsaw ("Sygma Bank Polska"), which shares represent 100% of shares of Sygma Bank Polska and 100% of the votes at the General Meeting of Sygma Bank Polska, for the total price of PLN 200 million.

The definitive agreement for the purchase of shares in Sygma Bank Polska shall be entered into subject to the following conditions precedent: (i) registering Sygma Bank Polska in the Register of Entrepreneurs of the National Court Register (KRS); (ii) obtaining necessary approvals from the Polish Financial Supervision Authority as required under the Banking Law Act (as defined below) (iii) entry into force of the resolution of the Supervisory Board of BGŻ BNPP approving the acquisition of shares in Sygma Bank Polska by BGŻ BNPP.

- 2) a preliminary share purchase agreement, requiring BGŻ BNPP and Sygma Banque to enter into the definitive share purchase agreement whereby BGŻ BNPP shall purchase from Sygma Banque (or a legal successor of Sygma Banque), 100% of shares in Laser Services Polska Spółka Akcyjna, with its registered office in Warsaw, at ul. Suwak 3, 02-676 Warsaw ("LSP"), for a total price of PLN 11 million.

The definitive agreement for the purchase of shares in LSP shall be entered into subject to satisfaction of the following conditions precedent: (i) the acquisition of 100% of shares in Sygma Bank Polska by BGŻ BNPP; (ii) entry into force of the resolution of the Supervisory Board of BGŻ BNPP approving the acquisition of shares in LSP by BGŻ BNPP.

Sygma Banque and BGŻ BNPP are affiliated entities belonging to the BNP PARIBAS Group. Sygma Banque is owned in 100% by LaSer Group belonging in 100% to BNP Paribas Personal Finance. As part of a French restructuring engaged by BNP Paribas Personal Finance, Sygma Banque will merge into BNP Paribas Personal Finance, which will become Sygma Banque's legal successor.

Sygma Bank Polska SA will be a Polish licensed bank created through the transformation of Sygma Banque SA Oddział w Polsce ("the Branch") (branch of Sygma Banque operating in Poland) into a domestic bank, by the contribution of the banking enterprise of the Branch to the Sygma Bank Polska, on the basis of Article 42a - 42f of the Act of 29 August 1997 on the Banking Law ("Banking Law"), on the basis of the decision of the Polish Financial Supervision Authority ("KNF") issued on July 24, 2015. Sygma Bank Polska SA is expected to be registered by National Court Register in the coming weeks. Sygma Bank Polska SA will continue the activity and strategy of Sygma Banque SA Oddział w Polsce.

LSP is a company providing Sygma Banque SA Oddział w Polsce with intermediary services of organizing and offering consumer credits and loans, and of performing other banking activities.

Sygma Banque SA Oddział w Polsce is consumer finance specialist, present in Poland since 1998. It specializes in an active support of retail sales networks through financial and non-financial services earmarked for their clients, in particular credit cards, installment loans and cash loans. Sygma Banque SA Oddział w Polsce has over 1 million active clients and total PLN 1.4 billion loans outstanding.

The Management Board expects that the acquisition, which will complement BGŻ BNPP product offering in the consumer finance market in Poland, will have a positive impact on its earnings and a slightly negative impact on its solvency ratios.

The acquisition of Sygma Bank Polska by BGŻ BNPP is consistent with BNP Paribas SA' commitments to KNF made at the time of the acquisition of Bank Gospodarki Żywnościowej S.A., namely to integrate the activity of Sygma Banque SA Oddział w Polsce into BGŻ BNPP.

Legal basis:

article 56 item 1, point 1) of the Act on Public Offerings and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies of 29 July 2005