



## Intention to merge Bank BGŻ BNP Paribas S.A. with Sygma Bank Polska S.A.

### current report no. 81/2015

date: 18 November 2015

Bank BGŻ BNP Paribas S.A. (the "**Bank**") hereby informs that on [18] November 2015 the Bank's Management Board decided to start a procedure that will result in a merger of the Bank (as the surviving bank) with Sygma Bank Polska S.A. ("**Sygma Bank Polska**") (as the target bank) pursuant to Article 492 §1 Section 1 of the Commercial Companies Code (merger by acquisition).

The main rationale for the Bank's merger with Sygma Bank Polska is to create a larger universal bank offering clients a wider range of "consumer finance" products. It is expected that the merger of the Bank with Sygma Bank Polska will bring benefits to both banks, their clients as well as their shareholders (including the Bank's minority shareholders) and make it possible to achieve the following objectives:

- a) improved competitive position on the retail banking market;
- b) wider product range;
- c) expanded sales network;
- d) capital reinforcement;
- e) synergies.

Sygma Bank Polska is currently a member of BNP Paribas Personal Finance Group, that is a part of a leading international banking group – BNP Paribas. It specializes in granting active support to retail chains through financial and other services, earmarked for their clients, in particular credit cards, installment loans and cash loans. On July 28, 2015 the Bank executed a preliminary agreement on the acquisition of 100% of shares in Sygma Bank Polska (see current report No. 63/2015). On November 17, 2015 the Polish Financial Supervision Authority (PFSA) issued a decision on the absence of grounds for an objection to the said transaction (see current report No. 79/2015). At the same time BNP Paribas Personal Finance Société Anonyme with its registered office in Paris, France obtained from PFSA the clearance for the sale of shares in Sygma Bank Polska to the Bank. Therefore all the conditions precedent specified in the preliminary agreement on the acquisition of 100% of shares in Sygma Bank Polska have been satisfied (see current reports No. 66/2015, 75/2015, 79/2015 and 80/2015).

Bank BGŻ BNP Paribas is a member of BNP Paribas Group, a leading international banking group. The Bank is a universal commercial bank, listed on the Warsaw Stock Exchange. The Bank offers its retail clients savings and investment products and a wide range of loans, while businesses (micro enterprises, SMEs and corporations) are provided with solutions for financing their operations on the Polish and international markets. The Bank also offers its services to enterprises from the agriculture and food sector, it specializes in financing agriculture, food economy and regional infrastructure.

The contemplated merger will be completed upon the acquisition of all the Sygma Bank Polska shares by the Bank and obtaining of the requisite consents, including regulatory consents for the merger.

Details of the merger will be agreed as a result of work and analysis undertaken, to be notified by the Bank in further current reports.

*Legal basis:*

*article 56 item 1, point 2) 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 in conjunction with § 5 item 1 point 13) and § 19 of the Ordinance of the Minister of Finance Regulation of 19 February 2009 concerning Current and Periodic Information Provided by Issuers of Securities and Conditions for Recognizing as Equivalent Information Required by the Laws of a Non-Member State.*