

## Purchase of shares in Sygma Bank Polska S.A. and in Laser Services Polska S.A. by Bank BGŻ BNP Paribas S.A.

current report no. 85/2015

date: 1 December 2015

Referring to information provided in current report of Bank BGŻ BNP Paribas S.A. (hereinafter: "**the Bank**") No. 63/2015 dated 28 July 2015, and in subsequent current reports of the Bank (No. 66/2015 dated 04 August 2015, No. 75/2015 dated 07 October 2015, No. 79/2015 dated 17 November 2015 and No. 80/2015 dated 18 November 2015) the Management Board of the Bank hereby informs that on 1 December 2015 the Bank concluded the final share purchase agreement with BNP Paribas Personal Finance Société Anonyme with its registered office in Paris, France (hereinafter: "**BNP Paribas PF**"), the legal successor of Sygma Banque Société Anonyme) on the purchase of shares in Sygma Bank Polska Spółka Akcyjna, with its registered office in Warsaw (hereinafter: "**Sygma Bank Polska**").

Based on the said agreement, the Bank purchased from BNP Paribas PF 1,000 (one thousand) registered shares in Sygma Bank Polska, which represent 100% of the share capital of Sygma Bank Polska and 100% of the votes at the general meeting of Sygma Bank Polska, for the price of PLN 200 million.

The definitive agreement on the purchase of shares in Sygma Bank Polska was concluded after satisfaction of the following conditions precedent:

- a) registering Sygma Bank Polska in the register of entrepreneurs of the National Court Register (KRS) (current report No. 66/2015);
- b) entry into force of the resolution of the Bank's Supervisory Board regarding the consent to the Bank and BNP Paribas PF (as the legal successor of Sygma Banque Société Anonyme) entering into the agreement on the purchase of 100% shares in Sygma Bank Polska and the agreement on the purchase of 100% of the shares in Laser Services Polska Spółka Akcyjna, with its registered office in Warsaw (hereinafter: "**LSP**") (current report No. 75/2015);
- c) obtaining necessary approvals from the Polish Financial Supervision Authority (hereinafter: "**the PFSA**") as required under the Banking Law Act, i.e. i) decision of the PFSA on the absence of grounds for an objection to the intended direct acquisition of shares in Sygma Bank Polska by the Bank, pursuant to Article 25j of the Banking Law Act (current report No. 79/2015) and ii) approval obtained from the PFSA for the sale by BNP Paribas PF of shares in Sygma Bank Polska, pursuant to Article 28 Section 1 of the Banking Law Act (current report No. 80/2015).

Concurrently, as a result of the purchase of 100% shares in Sygma Bank Polska by the Bank, the final condition precedent for entering into the definitive agreement for the purchase of 100% shares in LSP by the Bank has been satisfied. Therefore, on 1 December 2015 the Bank entered into the definitive share purchase agreement based on which the Bank purchased from BNP Paribas PF 273,438 (two hundred seventy-three thousand four hundred and thirty-eight) registered shares in LSP, representing 100% of LSP's share capital and 100% of the votes at the general meeting of LSP, for the price of PLN 11 million.

The Management Board expects that the acquisition of Sygma Bank Polska together with LSP, which will complement the Bank's product offering in the consumer finance market in Poland, which will have a positive impact on the Bank's earnings and a slightly negative impact on its solvency ratios.

The acquisition of shares of Sygma Bank Polska by the Bank is consistent with BNP PARIBAS Group's commitments towards the PFSA made at the time of the acquisition of shares in Bank Gospodarki Żywnościowej S.A., and it constitutes a milestone in the process of the planned merger of Sygma Bank Polska with the Bank (see also current report No. 81/2015 dated 18 November 2015).

*Legal basis:*

*article 56 item 1, p. 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*