



# current report no. 22/2014

date: 28 May 2014

## Notification on the change of share in the total number of votes

Legal grounds: Article 70, item 1 of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to an Organized Trading System, and on Public Companies (consolidated text: Journal of Laws of 2013, item 1382)

The Board of Executives of BNP Paribas Bank Polska SA (the "**Bank**") hereby informs that on 27 May 2014 the Bank received from BNP Paribas Fortis SA/NV (the "**BNP Paribas Fortis**") a notification, under the Article 69 of the Act on Public Offering and Conditions Governing the Introduction of Financial Instruments to an Organized Trading System, and on Public Companies (consolidated text: Journal of Laws of 2013, item 1382) (the "**Public Offering Act**"), on the change of share in the total number of votes in the Bank from 99.89% to 85.00%, i.e. a decrease of 14.89%.

The decrease in the share of BNP Paribas Fortis in the total number of votes in the Bank took effect on 27 May 2014, upon registration of the increase in the share capital of the Bank by PLN 228,506,462.94, by way of issuing 5,026,539 series O ordinary bearer shares of the Bank with the nominal value of PLN 45.46 each, in the National Court Register, by the District Court for the capital city of Warsaw, XIII Economic Division of the National Court Register (the "**Registration**"). Additionally, neither BNP Paribas Fortis nor any of its subsidiaries have taken up any of the issued series O ordinary bearer shares of the Bank.

Prior to the Registration, BNP Paribas Fortis had held in total 28,661,545 shares of the Bank, representing 99.89% of its share capital and carrying the right to 28,661,545 votes at the general meeting of the Bank, which constituted 99.89% of the total number of votes at the general meeting of the Bank, of which:

- a) 23,418,013 shares of the Bank, representing 81.62% of its share capital and carrying the right to 23,418,013 votes at the general meeting of the Bank, which constituted 81.62% of the total number of votes at the general meeting of the Bank, had been held directly; and
- b) 5,243,532 shares of the Bank, representing 18.27% of its share capital and carrying the right to 5,243,532 votes at the general meeting of the Bank, which constituted 18.27% of the total number of votes at the general meeting of the Bank, had been held indirectly through "Dominet" Spółka Akcyjna w likwidacji, a wholly-owned subsidiary of BNP Paribas Fortis (the "**Dominet**").

After the Registration, BNP Paribas Fortis holds in total 28,661,545 shares of the Bank, representing 85.00% in its share capital and carrying the right to 28,661,545 votes at the general meeting of the Bank, which constitute 85.00% of the total number of votes at the general meeting of the Bank, of which:

- a) 23,418,013 shares of the Bank, representing 69.45% in its share capital and carrying the right to 23,418,013 votes at the general meeting of the Bank, which constitute 69.45% of the total number of votes at the general meeting of the Bank, are being held directly; and
- b) 5,243,532 shares of the Bank, representing 15.55% in its share capital and carrying the right to 5,243,532 votes at the general meeting of the Bank, which constitute 15.55% of the total number of votes at the general meeting of the Bank, are being held indirectly through Dominet.

Except for Dominet, BNP Paribas Fortis has no other subsidiaries which hold shares in the Bank.

BNP Paribas Fortis 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 Public Offering Act.

### **Disclaimer:**

*This report constitutes fulfilment of the Bank's reporting obligations, is for informational and promotional purposes only and under no circumstances shall constitute an offer or invitation, or form a basis for a decision to invest in the securities of BNP Paribas Bank Polska S.A. (the "**Company**"). The prospectus (the "**Prospectus**") prepared in connection with the offering and admission of the Company's shares to trading on the Warsaw Stock Exchange was approved by the Polish Financial Supervision Authority and together with all published supplements and update reports is the sole legally binding document containing information about the Company and the offering of its shares in Poland (the "**Offering**"). The Prospectus has been published and is available on the Company's website <http://www.bnpparibas.pl> and on the website of the Offering Agent, Dom Maklerski Banku Handlowego S.A., <http://www.dmbh.pl>.*

*This report does not constitute a recommendation within the meaning of the Regulation of the Polish Minister of Finance Regarding Information Constituting Recommendations Concerning Financial Instruments or Issuers Thereof dated October 19, 2005.*

*This report (and the information contained herein) does not contain or constitute an offer of securities for sale, or solicitation of an offer to purchase securities, in the United States, Australia, Canada or Japan, or any other jurisdiction. The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons. No public offering of the securities will be made in the United States.*

*This report is being distributed only to and is directed only at (a) persons outside the United Kingdom, (b) persons who have professional experience in matters relating to investments, i.e. investment professionals within the meaning of Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), and (c) high net worth companies, unincorporated associations and other persons to whom it may lawfully be communicated in accordance with Article 49(2)(a) to (d) of the Order (all such persons together being referred to as "relevant persons"). The securities will be available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be only with, relevant persons. Any person who is not a relevant person should not act or rely on this report or any of its contents.*

*Not for release, directly or indirectly, in or into the United States of America, Australia, Canada or Japan.*

Signatures of the Bank's representatives

| date          | name and surname | position               | signature |
|---------------|------------------|------------------------|-----------|
| 28.05.2014 r. | Frédéric Amoudru | President of the Board |           |