



current report no. 15/2013

date: 10 June 2013

BNP Paribas Bank Polska - intention to increase free float

Legal grounds: Article 56 Para. 1, item 1 of the Act on Public Offering and Conditions of Financial Instruments Introduction into an Organized Trading System, and on Public Companies (*Journal of Laws of 2005 no. 184, item 1539 as amended*) – confidential information

BNP Paribas Bank Polska SA (the "Bank"), a member of BNP Paribas Group, confirms its intention to increase its share capital through a public offering of shares (the "Offering") and to increase the free float of shares listed on the Warsaw Stock Exchange.

The Offering is expected to consist of up to 8,575,186 series "O" shares. The transaction aims to fulfil BNP Paribas S.A.'s commitment to the Polish Financial Supervision Authority ("KNF") to increase the Bank's free float of shares to 15%.

The Offering is proposed to be made available to institutional and retail investors in Poland and to selected institutional investors abroad (but outside the U.S.). It is expected to be completed mid 2013. All details of the Offering will be available in the prospectus when approved by KNF and published, and as amended, taking into account any further updates required under Polish law.

Citi (through Citigroup Global Markets Limited and Dom Maklerski Banku Handlowego SA) shall act as Global Coordinator and Joint Bookrunner. BNP Paribas. shall act as Joint Bookrunner and Dom Maklerski Banku Handlowego as Offering Agent. ING Bank N.V., Dom Inwestycyjny BRE Banku S.A. and Banco Santander S.A. shall act as Co-lead Managers.

The Offering is subject to market and other conditions customary in an international offering, including receipt of all necessary regulatory approvals and registrations (including approval of the prospectus by the KNF).

The Bank's long-term ambition is to steadily build a strong, universal bank in the Polish market that would be the pillar of the BNP Paribas Group's operations in Poland and would rank among the top ten banks in Poland with a market share of approximately 5% in terms of assets. The Bank intends to develop its presence and market share in all its main operating segments of individual customers (retail/private banking), micro, small and medium-sized enterprises, and domestic and international corporates. The Bank is focused on gradual, sustainable and profitable growth, whilst maintaining a prudent risk profile.

Assuming continuing growth in the economy, taking into account the planned offering, the Management Board aims to achieve the following targets in/over the medium term (the next three to four years):

- grow recurring revenues at a Compound Annual Growth Rate of between 6% and 8% over that period;
- reduce the cost income ratio to below 60%, down from 74.0% in 2012;
- improve the return on equity to above 10%, up from 1.9% in 2012;
- reduce the share of impaired loans in credit portfolio to approximately 8%, down from 11.24% in 2012, and maintain it at that level,

whilst maintaining for the Bank on a standalone basis:

- capital adequacy ratio above 12%;
- tier 1 ratio above 9%; at Bank level tier 1 ratio will be maintained above 8.5%, and
- ratio of loans to deposits in PLN below 110%.

Disclaimer:

This communication constitutes fulfilment of the Bank's reporting obligations, is for informational purposes only and under no circumstances shall constitute an offer or invitation, or form the 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 will be the sole legally binding document containing information about the Company and the offering of its shares in Poland (the "Offering"). The Company will be authorized to carry out the Offering to the public in Poland once the Prospectus has been approved by the Polish Financial Supervision Authority. For the purposes of the Offering in Poland and admission of the Company's shares to trading on the Warsaw Stock Exchange, the Prospectus will be made 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 communication 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 communication (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 where such an offer or solicitation would be unlawful. 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 communication 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 communication or any of its contents.

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

This announcement includes forward-looking statements, including, particularly, the Bank's strategic financial objectives. Such forward-looking statements rely on numerous assumptions concerning the Bank's current and future operations and the environment in which it operates and will operate in the future. These assumptions include, in particular, the Bank's ability to implement its strategy, as well as the expectations concerning profitability and growth, developments in the Polish and EU banking sectors, capital expenditures, capital adequacy, availability of financing and intended restructuring and reorganisation activities of the Group. These forward looking statements are based on the Management Board's present views and they necessarily depend on circumstances that will only materialise in the future and are inherently subject to known and unknown issues involving various risks that are outside the Bank's control. This means that certain material risks could cause the events reflected in the forward looking statements to deviate significantly from the actual course of affairs and, therefore, cause the actual performance of the Bank or their financial condition, results or prospects to deviate materially from those expressed in or ensuing from such forward-looking statements, as well as from the historical performance, results and achievements of the Bank.

Signatures of the Bank's representatives:

date	name	position	signature
10.06.2013	Frederic Amoudru	president of the board	