



Determination by the Management Board of the issue price, the number of the series J ordinary bearer shares and series K ordinary registered shares; conclusion of the pricing supplement to the placement agreement

current report no. 33/2018

date: 14 June 2018

Not for release, publication or distribution directly or indirectly, in or into the United States of America, Australia, Canada, Japan or in any other jurisdiction where to do so would be restricted or prohibited by law.

Further to current reports No. 27/2018 dated 18 May 2018 and No. 31/2018 dated 11 June 2018, the Management Board of Bank BGŻ BNP Paribas S.A. (the "**Company**") hereby informs that, acting in order to implement the resolution No. 37 of the Ordinary General Meeting of the Company dated 18 May 2018 concerning: an increase of the share capital by way of the issuance of series J ordinary bearer shares and series K ordinary registered shares in the private subscription (*subskrypcja prywatna*), the waiver of the pre-emptive rights of the present shareholders to subscribe for all the series J shares and all the series K shares, the dematerialization and the seeking of admission to trading and the introduction of the series J shares and of the rights to series J shares to trading on the regulated market operated by the Warsaw Stock Exchange and the amending of the Company's Articles of Association (the "**Resolution concerning the Increase of the Share Capital**"), and taking into account the results of the completed series J shares bookbuilding process, determined the issue price of the series J shares at PLN 60.15 (sixty and 15/100) per one series J share. In connection with the foregoing, the issue price of the series K shares, pursuant to § 1 Section 8 of the Resolution concerning the Increase of the Share Capital, was also determined at PLN 60.15 (sixty and 15/100) per one series K share.

The Management Board of the Company also informs that it determined the total number of the series J shares at 2,500,000 (two million five hundred thousand) shares and the total number of series K shares at 10,800,000 (ten million eight hundred thousand) shares, whereas with respect to series K shares resolved to offer 4,800,000 (four million eight hundred thousand) series K shares to BNP Paribas SA and 6,000,000 (six million) series K shares to BNP Paribas Fortis SA.

Moreover, on 14 June 2018 the Company concluded a pricing supplement to the placement agreement dated 11 June 2018, as communicated by the Company in current report No. 31/2018 dated 11 June 2018. Under the pricing supplement the Management Board determined the issue price of the series J shares and number of the series J shares offered, as provided by this current report, as well as an initial allocation list of the series J shares with 2,460,000 series J shares to be offered to BNP Paribas SA.

Series J shares and series K shares will be offered in a private subscription within the meaning of Article 431 § 2 Clause 1 of the Commercial Companies Code, with the waiver of pre-emptive rights of the present shareholders of the Company, by way of a private placement addressed to not more than 149 selected investors.

Legal basis

Article 17, item 1 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

Disclaimer:

This current report was prepared in accordance with Article 17 Section 1 of Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.

This current report is solely for information purposes and is published by the Company exclusively in order to provide essential information on the determination of the issue price and number of the series J shares and series K shares, to be offered by the Company to the investors and the Company concluding the pricing supplement to the placement agreement. This current report is by no means intended, whether directly or indirectly, to promote the subscription of the new issue shares and does not represent promotional material prepared or published by the Company for the purpose of promoting the new issue shares or their subscription or for the purpose of encouraging an investor, whether directly or indirectly, to subscribe for them.

This material, and any of its part, is not intended for distribution, whether directly or indirectly, within the territory of or in the United States of America or other jurisdictions where such distribution, publication or use may be subject to restrictions or may be prohibited by law. The securities referred to in this material have not been and will not be registered under the U.S. Securities Act of 1933, as amended and may only be offered or sold within the United States under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.