

Completion of the private placement of series J ordinary bearer shares and series K ordinary registered shares

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Further to current reports No. 27/2018 dated 18 May 2018, No. 31/2018 dated 11 June 2018, No. 33/2018 dated 14 June 2018 and No. 35/2018 dated 19 June 2018, the Management Board of Bank BGŻ BNP Paribas S.A. (the "**Company**") hereby gives notice of the completion of the subscription for 2,500,000 (two million five hundred thousand) series J ordinary bearer shares with a nominal value of PLN 1 (one) each (the "**Series J Shares**") and 10,800,000 (ten million eight hundred thousand) series K ordinary registered shares with a nominal value of PLN 1 (one) each (the "**Series K Shares**", and jointly with the Series J Shares - the "**New Issue Shares**").

The New Issue Shares were offered by way of a private subscription (*subskrypcja prywatna*) within the meaning of Article 431 § 2 item 1 of the Commercial Companies Code (the "**Offering**"), by way of a private placement, i.e. an offer addressed to not more than 149 selected investors. The issue of the New Issue Shares materialized in connection with the conclusion of subscription agreements concerning all the New Issue Shares. The subscription for the New Issue Shares was conducted pursuant to 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 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 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.

1) Date of commencement and conclusion of subscription or sale:

The bookbuilding process was conducted from 12 to 14 June 2018, while the New Issue Shares subscription agreements were signed on 19 June 2018.

2) The date of allocation of securities:

Not applicable. The issue of the New Issue Shares materialized in connection with the execution of subscription agreements concerning all the New Issue Shares. The New Issue Shares subscription agreements were signed on 19 June 2018.

3) The number of securities subscribed for or sold:

The subscription concerned 2,500,000 (two million five hundred thousand) Series J Shares and 10,800,000 (ten million eight hundred thousand) Series K Shares.

4) The ratio of reduction in individual tranches, if in at least one tranche the number of securities allocated was lower than the number of securities for which subscriptions were placed:

Not applicable.

5) The number of securities for which subscriptions were placed under the subscription or sale scheme:

No subscriptions were placed within the meaning of the Commercial Companies Code. Within the framework of the Offering 2,500,000 (two million five hundred thousand) Series J Shares were subscribed under the Series J Shares subscription agreements and 10,800,000 (ten million eight hundred thousand) Series K Shares were subscribed under the Series K Shares subscription agreements.

6) The number of securities that were allocated under the subscription or sale carried out:

Not applicable. Within the framework of the Offering 2,500,000 (two million five hundred thousand) Series J Shares were subscribed under the Series J Shares subscription agreements and 10,800,000 (ten million eight hundred thousand) Series K Shares were subscribed under the Series K Shares subscription agreements.

7) The price at which the securities were acquired (purchased):

The Series J Shares were taken up at the issue price in the amount of PLN 60,15 (sixty and 15/100) per one Series J Share.

The Series K Shares were taken up at the issue price in the amount of PLN 60,15 (sixty and 15/100) per one Series K Share.

8) The number of persons who placed subscriptions for the securities subject to subscription or sale in individual tranches:

Not applicable. The Offering was not divided into tranches and no subscriptions were received for the New Issue Shares. Within the framework of the subscription 2,500,000 (two million five hundred thousand) Series J Shares were subscribed under the Series J Shares subscription agreements and 10,800,000 (ten million eight hundred thousand) Series K Shares were subscribed under the Series K Shares subscription agreements.

9) The number of persons to whom securities were allocated within the framework of the subscription or sold in individual tranches:

Within the framework of the subscription, the New Issue Shares were subscribed by three investors whereas one of the investors subscribed for Series J Shares as well as Series K Shares.

10) The name (business name) of underwriters who acquired securities under underwriting agreements, specifying the number of securities acquired, along with the actual unit price of the securities, constituting the issue price or sale price, upon deducting the remuneration for the acquisition of one security, pursuant to the underwriting agreement, by the underwriter:

Not applicable. The issue of the New Issue Shares did not involve any underwriting liabilities.

11) The value of the subscription or sale performed, understood as the product of the number of the securities which the offer concerned and the issue or sale price:

The value of the Offering was PLN 799,995,000.00 (seven hundred ninety nine million nine hundred ninety five thousand).

12) The aggregate amount of all costs counting towards the issue costs, with an indication of the amount of costs by each title, divided at least into the costs of: a) preparing and carrying out the offering, b) the underwriters' fees, separately for each underwriter, c) the drafting of an issue prospectus, including the fees of professional advisers, d) the promotion of the offer - as well as the methods of settlement of the costs in the accounts and their presentation format in the financial statements of the issuer:

On account of the lack, as at the date of submitting this current report, of a final settlement of the costs of the issue of the New Issue Shares, the Company shall prepare and make available to the public a current report on the final amount of issue costs, including the costs by type and the method of their settlement in the Company's accounts and their presentation format in the Company's financial statements, after receipt and acceptance of all invoices from the entities involved in the work on preparing and conducting the Offering.

13) The average cost of effecting the subscription or sale per one unit of the security which the subscription or sale concerns:

On account of the lack, as at the date of submitting this current report, of a final settlement of the costs of the issue of the New Issue Shares the Company shall prepare and make available to the public a current report on the cost of the subscription incurred by the Company as averaged for one New Issue Share, after receipt and acceptance of all invoices from the entities involved in the work on preparing and conducting the Offering.

14) The manner of payment for the securities acquired (subscribed for):

The New Issue Shares were subscribed for in exchange for cash contributions.

Legal basis

§ 16 Section 1 of Regulation of the Minister of Finance of 29 March 2018 on the current and periodic reports disclosed by the securities issuers and on equivalence of information disclosures required by law of non-EU member states.

Disclaimer:

This current report was prepared in accordance with the Regulation of the Minister of Finance of 29 March 2018 on the current and periodic reports disclosed by the securities issuers and on equivalence of information disclosures required by law of non-EU member states.

This current report is solely for information purposes and is published by the Company exclusively in order to provide information on the completion of the private subscription of the series J shares and series K shares. This current report is by no means intended, whether directly or indirectly, to promote the subscription of the series J shares and series K shares and does not represent promotional material prepared or published by the Company for the purpose of promoting the series J shares and series K shares or

their subscription or to encourage, directly or indirectly, to acquire the series J shares and series K shares.

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