



The second notification on the planned merger

current report no. 08/2016

date: 21 March 2016

In connection with the first notification on the planned merger, published on 26 February 2016 in the current report 06/2016, the Management Board of Bank BGŻ BNP Paribas S.A. with its registered office in Warsaw, address: ul. Kasprzaka 10/16, 01-211 Warszawa, Polska, entered in the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City of Warsaw, 12th Business Division of the National Court Register, under No. KRS 0000011571, REGON: 010778878; NIP: 5261008546; with a share capital (paid up capital) of PLN 84,238,318 ("**BGŻ BNPP**"), acting pursuant to Article 504 in conjunction with Article 402¹ of the Commercial Companies Code (the "**CCC**"), hereby **notifies for the second time** of the planned merger of BGŻ BNPP with Sygma Bank Polska S.A. with its registered office in Warsaw, address: ul. Suwak 3, 02-676 Warszawa, Polska, entered in the Register of Entrepreneurs of the National Court Register by the District Court for the Capital City of Warsaw, 13th Business Division, under No. KRS 0000569806, REGON: 362178499; NIP: 5213702622; with a share capital (paid up capital) of PLN 25,000,000 ("**Sygma Bank Polska**"), to be effected pursuant to Article 492 § 1 item 1 of the CCC, by way of transferring all property (all assets and liabilities) of Sygma Bank Polska (the non-surviving entity) to BGŻ BNPP (the surviving entity), on the terms and conditions set forth in the merger plan agreed by the Management Board of BGŻ BNPP and Sygma Bank Polska on 10 December 2015 and published in current report No. 87/2015 of 10 December 2015, available on the website of BGŻ BNPP as of that date: <http://www.bgzbnpparibas.pl/english/investor-relations/merger-plan-sygma-bank.asp>

(the "**Merger Plan**").

Extraordinary General Meeting of BGŻ BNPP on the adoption of a resolution on the merger of BGŻ BNPP with Sygma Bank Polska has been convened for 30 March 2016. Convocation of the Extraordinary General Meeting has been announced in the form of current report no. 05/2016 dated 26 February 2016.

As of 26 February 2016 until the day of completion of an Extraordinary General Meeting of BGŻ BNPP on the adoption of a resolution on the merger of BGŻ BNPP with Sygma Bank Polska, BGŻ BNPP makes available on its website, address:

<http://www.bgzbnpparibas.pl/english/investor-relations/notification-on-the-planned-merger.asp>

the following documents referred to in Article 505 § 1 of the CCC (and enables the printout):

1. Merger Plan;
2. Financial Statements of BGŻ BNPP and reports of the Management Board of BGŻ BNPP on BGŻ BNPP's activities in the financial years 2014, 2013 and 2012, including certified auditors' opinions and reports;
3. Draft resolution of the Extraordinary General Meeting of BGŻ BNPP regarding the merger of BGŻ BNPP with Sygma Bank Polska;
4. Draft resolution of the Extraordinary General Meeting of Sygma Bank Polska regarding the merger of BGŻ BNPP with Sygma Bank Polska;
5. Valuation of the assets of BGŻ BNPP as at 30 November 2015;
6. Valuation of the assets of Sygma Bank Polska as at 30 November 2015;
7. Statement containing information about the accounting status of Sygma Bank Polska as at 30 November 2015 r.

The shareholders that agreed to BGŽ BNPP's use of electronic means of communications for exchanging information may be sent such copies electronically.

This notification is the second notification to the shareholders, within the meaning of Article 504 § 1 of the CCC.

Legal basis:

Article 5, section 1, item 13) of the Minister of Finance Ordinance dated 19 February 2009 regarding current and periodical information disclosed by issuers of securities and conditions for recognizing as equivalent information required by the laws of a non-member state (consolidated text: Journal of Laws of 2014, item 133) in conjunction with Article 504 section 1 of the Commercial Companies Code (consolidated text: Journal of Laws of 2013, item 1030, as amended)