



Expected impact of the Visa Europe takeover by Visa Inc. transaction on Bank BGŻ BNP Paribas S.A. financial results

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The Management Board of Bank BGŻ BNP Paribas S.A. (hereinafter: *the Bank*) hereby announces that the Bank received the information regarding the potential participation of the Bank in allocation of settlement of the Visa Europe Limited (Visa Europe) takeover by Visa Inc. transaction (hereinafter: *the Transaction*).

As a Visa Europe member, Bank BGŻ BNP Paribas S.A. will be one of the Transaction beneficiaries.

Pursuant to the information received, the potential Transaction settlement impact on the Bank amounts to ca. EUR 8.7 million. The Bank's share in the sale proceeds includes:

- EUR 6.5 million in cash – equivalent of PLN 27.6 million (at the average NBP exchange rate of 28 December 2015),
- EUR 2.2 million in shares – equivalent of PLN 9.3 million (at the average NBP exchange rate of 28 December 2015).

The above amounts can be adjusted with the Transaction costs and following potential justified requests for adjustment of the awarded amounts submitted by Visa Europe members. Visa Europe members hold the right to appeal. The process of reviewing appeals will last until 1 March 2016. On 1 March 2016, the allocation decisions will become final and binding.

The Transaction is contingent on obtaining relevant regulatory consents and its closing is scheduled for Q2 2016.

Furthermore, the Transaction provides for the earn-out - a deferred payment payable in cash after 16 quarters from the Transaction settlement. The impact of the deferred payment (earn-out) on the Bank's result is unknown. The condition for taking advantage of the earn-out option is being qualified to up-front allocation and membership in Visa for 4 subsequent years from the Transaction closing date.

Legal basis:

article 56 item 1, point 1) of the Act on Public Offerings and Conditions for Introducing Financial Instruments to an Organized Trading System and on Public Companies of 29 July 2005