



BNP PARIBAS

current report no. 11/2014

date: 11 April 2014

BNP Paribas Bank Polska - intention to increase free float

Legal grounds: Article 56 Para. 1, item 1 of Act dated July 29, 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to an Organized Trading System, and on Public Companies (consolidated text: Journal of Laws of 2013, item 1382) – confidential information

BNP Paribas Bank Polska SA (the "**Bank**"), a member of BNP Paribas Group, has confirmed today 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 5,026,539 series "O" shares. The transaction aims to fulfill 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 in the second quarter of 2014 subject to market conditions. All details of the Offering will be available in the prospectus when approved by KNF and published, and as amended from time to time taking into account any further updates required under Polish law.

The Global Coordinator of the offering will be Citigroup (through Citigroup Global Markets Ltd and Dom Maklerski Banku Handlowego). The Joint Bookrunners will be Citigroup Global Markets Ltd, Dom Maklerski Banku Handlowego and BNP Paribas. The Offering Agent will be Dom Maklerski Banku Handlowego.

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).

Disclaimer:

This report constitutes fulfilment of the Bank's reporting obligations, is for informational and promotional purposes only and under no circumstances shall constitute an offer or invitation, or form a 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. The Prospectus will be published and 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>. Before making a decision to acquire the Company's shares in the Offering the investors should carefully read the Prospectus with all published supplements and update reports thereto.

This report 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 report (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. 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 report 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 report or any of its contents.

BNP Paribas Bank Polska SA with its registered office in Warsaw at ul. Suwak 3, entered in the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register (KRS) under No. 6421, NIP (tax identification number): 676-007-83-01, holding paid-up share capital of PLN 1,304,380,415.96 | www.bnpparibas.pl

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

This report includes forward-looking statements, including, particularly, the Company's strategic financial objectives. Such forward-looking statements rely on numerous assumptions concerning the Company's current and future operations and the environment in which it operates and will operate in the future. These assumptions include, in particular, the Company'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 Company'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 Company or its 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 Company.

Signatures of the Bank's representatives:

date	name	position	signature
11.04.2014	Frederic Amoudru	president of the board	