



# current report no. 14/2014

date: 23 April 2014

## Information on the conclusion of the Annex No. 2 to the Underwriting Agreement and on making the lock-up undertakings regarding shares of BNP Paribas Bank Polska S.A.

Legal basis: Article 56 Para. 1, item 1 and Article 56 Para. 5 of Act 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 and an amendment of confidential information

The Board of Executives of BNP Paribas Bank Polska S.A. (the "**Bank**"), in connection with the current report no. 18/2013, hereby discloses the following information.

On 23 April 2014 Citigroup Global Markets Limited and BNP Paribas, as the underwriters of the Offering (as defined below), and Dom Maklerski Banku Handlowego S.A. ("**DMBH**"), for the purpose of an issue and offering of no less than 5,026,539 series "O" ordinary bearer shares in the Bank with a nominal value of PLN 45.46 each (the "**Offering**"), entered with the Bank into an Amendment Agreement (Annex No. 2) (the "**Annex No. 2**") to the underwriting agreement concerning purchase orders of institutional investors dated 20 June 2013, on the conclusion of which the Bank informed in the current report no. 18/2013 (the "**Underwriting Agreement**"), amending the Underwriting Agreement.

The selected provisions of the Underwriting Agreement, as amended by the Annex No. 2, are described in the Bank's prospectus (the "**Prospectus**") approved by the Polish Financial Supervision Authority on 22 April 2014, which will be published on 23 April 2014 on the Bank's website at <http://www.bnpparibas.pl> and on the website of the Offering Agent at <http://www.dmbh.pl> (sections "*Underwriting, Stabilisation and Lock-Up—Underwriting Agreement*" and "*Underwriting, Stabilisation and Lock-Up—Lock-Up Agreements—Bank*").

In connection with entering into the Annex No. 2, the Bank (in the Underwriting Agreement, as amended by the Annex No. 2) and BNP Paribas Fortis SA/NV and "Dominet" S.A. w likwidacji (in a separate agreement) made the lock-up undertakings regarding shares of BNP Paribas Bank Polska S.A., on the terms and conditions set out in section "*Underwriting, Stabilisation and Lock-Up—Lock-Up Agreements*" of the Prospectus.

Information regarding entering into the Annex No. 2, amending the Underwriting Agreement, and lock-up undertakings have also been included in the update report no. 1 to the Prospectus available on the Bank's website at <http://www.bnpparibas.pl> and on DMBH's website at <http://www.dmbh.pl>.

### **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 was approved by the Polish Financial Supervision Authority and together with all published supplements and update reports is the sole legally binding document containing information about the Company and the offering of its shares in Poland (the "**Offering**"). The Prospectus has been published and is 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.*

*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.*

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Signatures of the Bank's representatives:

date	name	position	signature
23.04.2014	Frederic Amoudru	president of the board	