



current report no. 35/2013

date: 7 November 2013

Making by BNP PARIBAS S.A. a non-binding proposal to purchase shares of Bank Gospodarki Żywnościowej S.A.

Legal basis: Article 56 Section 1 Item 1 of the Act of 29 July 2005 on Public Offering and Conditions Governing the Introduction of Financial Instruments to an Organized Trading System, and on Public Companies (Journal of Laws of 2005 No. 184, item 1539, as amended) – confidential information

The Board of Executives of BNP Paribas Bank Polska S.A. (the "**Bank**") informs that on 6 November 2013 the Bank was informed by BNP PARIBAS S.A. ("**BNP PARIBAS**"), its indirect parent company, that BNP PARIBAS made a non-binding proposal to purchase from Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A. and Rabobank International Holding B.V. (jointly "**Rabo**") shares of Bank Gospodarki Żywnościowej S.A. ("**BGZ**"), with its registered office in Warsaw. BGZ is a public company whose shares are listed on the Warsaw Stock Exchange. According to BNP PARIBAS, the non-binding proposal concerns the shares representing 98.5% of BGZ share capital and carrying 98.5% of the votes at its general meeting and is subject to a number of conditions, including, without limitation, a satisfactory outcome of a due diligence analysis of BGZ, obtaining the required corporate, antimonopoly and regulatory consents, including that of the PFSA. However, at present, there is no assurance that the non-binding proposal made by BNP PARIBAS will be accepted by Rabo and that the conditions for the proposal and purchase of the shares by BNP PARIBAS will be satisfied, or when would the share transfer be transacted, if at all.

Disclaimer:

*This report constitutes fulfilment of reporting obligations, is for informational and promotional purposes only and under no circumstances shall constitute an offer or invitation, or form the 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 public offering of its shares in Poland (the "**Offering**"). The Company will be authorized to carry out the Offering in Poland once the Prospectus has been approved by the Polish Financial Supervision Authority. For the purposes of the Offering in Poland and admission of the Company's shares to trading on the Warsaw Stock Exchange, the Prospectus will be made 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>.*

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.

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Signatures of the Bank's representatives:

date	name	position	signature
7.11.2013	Frederic Amoudru	president of the board	