

Merger of BNP Paribas España into BNP Paribas

A merger of BNP Paribas España into BNP Paribas is being considered. The terms of this potential merger were approved by the Boards of Directors of BNP Paribas España and BNP Paribas during their respective meetings on March 28, 2019.

The merger project, signed on March 28, 2019, will be submitted to the shareholder's General Meeting of BNP Paribas España for approval on June 7, 2019.

Description of BNP Paribas España and shareholding

BNP Paribas España is a public limited company incorporated under Spanish law and carrying on banking activity.

BNP Paribas España's share capital is 99.7% owned by BNP Paribas and 0.3% by minority shareholders, both legal entity and individuals.

Reasons for the merger

The merger will be an internal integration and restructuring operation the purpose of which will be to simplify the organisational structure the BNP Paribas Group.

Terms of the merger

This merger will take the form of a semi-simplified merger in accordance with Article L 236-11-1 of the French Commercial Code, as BNP Paribas holds more than 90% of BNP Paribas España's voting rights.

BNP Paribas España's assets and liabilities will be transferred at their net book value as valued in BNP Paribas España's financial statements as at December 31, 2018.

BNP Paribas España's minority shareholders will receive, pursuant to the exchange ratio defined in the merger project, and on the basis of the number of shares held on the date of the approval of the merger project, 4,848 treasury shares of BNP Paribas, either in the form of whole shares or in cash for the portion corresponding to the rights representing fractional shares.

The shares allocated as compensation will be treasury shares held by BNP Paribas as part of its share buyback program. Therefore, this allocation will not result in a BNP Paribas's capital increase. These shares allocated by BNP Paribas will bear current dividend rights and will give the

right to any dividend, interim dividend or reserve distribution decided or paid as from their allocation.

The value of the contributions and the exchange ratio were subject of a report by merger experts, Mrs Agnès Piniot from Ledouble firm and Mr Olivier Péronnet from Finexsi firm, appointed by the President of the Paris Commercial Court on February 7, 2019.

For tax and balance-sheet purposes, the merger will have a retroactive effect as of January 1, 2019.

The merger will be completed and will become definitive on the completion date subject to the fulfilment of conditions precedent as defined in the merger treaty.

If the merger is not completed by December 31, 2019 at the latest, the terms of the merger project shall lapse.