



Communiqué de presse – Hors séance boursière – Information réglementée*

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Bruxelles, 18 mars 2013

KBC Bank offre sa participation de 16,2% de Bank Zachodni WBK sur le marché et Banco Santander met en vente un maximum de 5,2% de son unité polonaise

KBC Bank S.A. (« KBC ») et Banco Santander S.A. (« Santander ») annoncent ce jour une offre secondaire par voie d'un placement intégral ("l'Offre") d'un maximum de 19 978 913 actions existantes Bank Zachodni WBK S.A. (« BZ WBK »). Par cette offre, KBC compte écouler 15 125 964 (soit 16.17%) d'actions existantes BZ WBK en circulation. Santander s'attend à vendre un minimum de 195 216 actions supplémentaires (soit 0,21% des actions existantes en circulation) et un maximum de 4 852 949 actions, soit 5,19%, d'actions existantes BZ WBK en circulation. Si l'Offre est entièrement souscrite, le free float de BZ WBK sera d'environ 30% à l'issue de l'opération.

Le placement de ces actions permettra à Santander de respecter son engagement envers l'organe de régulation polonais, en ce sens que 30% du capital de BZ WBK sera détenu par d'autres actionnaires minoritaires avant fin 2014. Santander restera le principal actionnaire de BZ WBK.

Les actionnaires vendeurs concèdent aux souscripteurs une option de surattribution (« reverse greenshoe ») jusqu'à concurrence de 10% du volume final de l'Offre. KBC et Santander s'accorderont sur une période d'incessibilité de 90 jours, et BZ WBK de 180 jours, consécutivement à la clôture de l'offre.

L'Offre est réservée aux investisseurs institutionnels éligibles et se situera dans une fourchette indicative de PLN 240 à PLN 270. Le prix de vente définitif sera fixé par voie d'un processus bookbuilding, à l'issue de la période du lundi 18 mars 2013 au jeudi 21 mars 2013 au plus tard.

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Information about BZ WBK *(Texte uniquement disponible en anglais)*

BZ WBK is a universal bank offering a wide range of products and services to both retail and corporate customers. Historically, the strength of BZ WBK has been in business and corporate banking and BZ WBK has achieved strong market positions in this market segment. Over the past few years BZ WBK has expanded its presence in retail banking by increasing its branch presence and its retail loan book. As of 31 December 2012, the BZ WBK Group's market share in terms of total gross loans and deposits stood at 4.3% and 5.3%, respectively, according to data from the National Bank of Poland. BZ WBK's traditional banking product range has been supplemented by other financial products and services offered by BZ WBK subsidiaries, including Dom Maklerski BZ WBK. The BZ WBK Group has established a strong presence in brokerage (a 7.3% market share in equity market trading and 11.9% market share in future contracts market trading according to data from the WSE for 2012).

The core pillars of the BZ WBK Group's strategy are a strong capital and funding position, a focus on risk management and efficiency, and a strong corporate culture. The BZ WBK management team has over the past several years focused on diversifying the income of BZ WBK, targeted growth in the most profitable market segments, and placed a strong emphasis on customer service and satisfaction. The results of this strategy and approach to business have been a balanced growth in loans and deposits and an increased presence in the profitable retail and SME segments, all of which have led to a strong and stable financial performance. BZ WBK has been one of the most profitable banks in Poland in terms of ROE and has had one of the strongest net income growth rates in the Polish banking sector in recent years.

On 4 January 2013, BZ WBK merged with Kredyt Bank, a medium sized credit institution with a strong focus on retail banking and the mortgage market. The Merger resulted in the BZ WBK Group becoming (together with Poland's two largest banks, PKO Bank Polski and Bank Pekao) one of the three leading banks in the country, with a significant gap between them and the rest of the market in terms of the size of their respective branch networks. The BZ WBK Group's market share in terms of total loans and total deposits increased to 7.5% and 8.7% respectively according to data from NBP, and the BZ WBK Group improved its position in retail banking and, in particular, in the mortgage market.

As of 31 December 2012, the BZ WBK Group had a network of 889 branches comprising 519 BZ WBK branches and 370 Kredyt Bank branches. In addition, the BZ WBK offers its services through SME and Business & Corporate Centers located in all the major regions of the country. The BZ WBK Group also utilizes other distribution channels, including online banking, call centers, mobile banking and an ATM network. The customer base of the BZ WBK Group following the Merger increased substantially as a result of acquisition of the Kredyt Bank Group customers. As of 31 December 2012, the aggregated customer base of the BZ WBK Group and the Kredyt Bank Group had approximately 4.1 million clients, including 3.8 million individual customers, 274.5 thousand SME customers and 7.3 thousand corporate customer groups.

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