



Communiqué de presse – Hors séance boursière – Information réglementée*

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Bruxelles, 22 mars 2013

KBC a mis sa participation de 16,17% dans Bank Zachodni WBK sur le marché

Ce jour, KBC Bank SA a mis sa participation de 16,17% dans Bank Zachodni WBK sur le marché par le biais d'une offre secondaire de titres. Le processus du "bookbuilding" a débuté le 18 mars et était réservé à des investisseurs institutionnels autorisés. La vente de 15.125.964 actions offertes (représentant 16,17% des actions existantes BZ WBK) au prix final d'offre de 245 PLN par action a rapporté 37,1 milliards de PLN (0,9 milliard d'EUR) à KBC et renforce sa position de solvabilité déjà solide avec 0,6%. Le ratio Tier-1 augmentera dès lors à 14,7%. Pour KBC, cette cession constitue une étape majeure du déploiement du plan stratégique convenu avec la Commission européenne en 2009.

KBC et Santander, les actionnaires vendeurs, ont accordé une option inverse de couverture des surallocations (*reverse greenshoe option*) en vue de stabiliser jusqu'à 10% du volume final de l'offre ; Deutsche Bank AG, *London Branch*, a été nommé agent stabilisateur pour le compte des preneurs fermes. Consécutivement à la clôture de l'offre, KBC et Santander respecteront chacun une période d'incessibilité de 90 jours, tandis que BZ WBK respectera une période d'incessibilité de 180 jours, sous réserve de certaines exceptions, en particulier à la demande des autorités de contrôle ou par suite d'engagements.

Cette cession d'actions clôture le désinvestissement de Kredyt Bank et la présence bancaire du groupe KBC en Pologne. Le désinvestissement de Kredyt Bank libère pour KBC un volume de capital de 1,0 milliards d'EUR sous Bâle II, dont près de 0,6 milliards d'EUR au premier trimestre 2013. L'impact du désinvestissement de Kredyt Bank (y compris le désengagement de cette participation de 16,17%) sur le ratio Tier 1 total (pro forma) consolidé de KBC Groupe avoisine +1,3% dont près de +0,8% au dernier trimestre de 2012 et +0,6% au premier trimestre 2013.

Johan Thijs, CEO de KBC Groupe, a salué l'annonce d'aujourd'hui : *“Pour KBC, le désinvestissement de Kredyt Bank et notre désengagement du marché bancaire polonais ont été des décisions difficiles à prendre, d'autant plus que nous croyons dans le potentiel de ce marché. Néanmoins, la vente de notre participation dans BZ WBK constitue une nouvelle étape importante, et l'une des dernières, dans la réalisation de notre plan stratégique convenu avec la Commission européenne. Cette transaction réussie libère un volume de capital appréciable et a un impact favorable sur le compte de résultats de KBC et son ratio Tier 1.”*

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This announcement may contain projections or other forward-looking statements regarding future events or the future financial performance of BZ WBK. You can identify forward-looking statements by terms such as ‘expect’, ‘believe’, ‘anticipate’, ‘estimate’, ‘intend’, ‘will’, ‘could’, ‘may’ or ‘might’ or other similar expressions or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. KBC and Santander wish to caution you that these statements are only predictions and that actual events or results may and often do differ materially. Any forward-looking statements reflect KBC and Santander’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to BZ WBK’s business, results of operations,

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In connection with the Offering, the Managers and any of their affiliates, acting as investors for their own accounts, may purchase Shares and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of BZ WBK or related investments in connection with the Offering or otherwise. Accordingly, references in any applicable offering document, if produced and made available to any investors, to the Shares being offered, subscribed, acquired, placed or otherwise dealt in should be read as including any offer to, or subscription, acquisition, placing or dealing by, the Managers and any of their affiliates acting as investors for their own accounts. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

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In connection with the Offering, Deutsche Bank AG, London Branch as stabilization manager, or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, effect transactions with a view to supporting the market price of BZ WBK's shares at a higher level than that which might otherwise prevail in the open market. Deutsche Bank AG, London Branch is not required to enter into such transactions and such transactions may be effected on the Warsaw Stock Exchange and may be undertaken at any time during the period commencing on the date of the disclosure of the final offer price and ending no later than 30 calendar days after the allotment of the offer shares. However, there will be no obligation on Deutsche Bank AG, London Branch or any of its agents to effect stabilizing transactions and there is no assurance that stabilizing transactions will be undertaken. Such stabilizing measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilize the market price of BZ WBK's shares above the offer price. Save as required by law or regulation, neither Deutsche Bank AG, London Branch nor any of its agents intends to disclose the extent of any stabilization transactions conducted in relation to the Offering. In connection with the Offering, Deutsche Bank AG, London Branch as stabilization manager, may, for stabilization purposes, acquire up to a maximum of 10% of the total number of the offer shares comprised in the Offering.

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* Ce communiqué contient des informations soumises à la réglementation sur la transparence des entreprises cotées en Bourse.

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