



Announcement - Before trading hours

Warsaw, 11 March 2013

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KBC Bank NV (“KBC”) and Banco Santander S.A. (“Santander”) announce that they are exploring options for the sale of shares in Santander’s subsidiary Bank Zachodni WBK S.A. (“BZ WBK”).

KBC and Santander have appointed a syndicate of banks to explore a potential sale of shares in BZ WBK in 2013. Exact timing of the sale of shares will depend on market conditions.

The syndicate includes Deutsche Bank, Citi, Morgan Stanley, BofA Merrill Lynch, Credit Suisse, KBC Securities and Santander Investment who have been appointed Joint Global Coordinators and Joint Bookrunners. Dom Maklerski BZ WBK will be Joint Global Coordinator, Joint Bookrunner and Offering Agent. Goldman Sachs and UBS will also act as Joint Bookrunners. It is envisaged that the syndicate will be supplemented with junior members.

Information about BZ WBK

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 position in this market segment. Over the past several years, BZ WBK has expanded its presence in retail banking by increasing its branch presence and growing its retail lending. By the end of 2012, BZ WBK’s loan portfolio was almost evenly balanced between the retail and business and corporate banking segments. As of 31 December 2012, 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 offer has been supplemented by other financial products and services offered by BZ WBK subsidiaries. The BZ WBK Group established a strong presence in asset management (ranked top 5 in the market in terms of assets under management based on data as of 31 December 2012) and brokerage (7.3% market share in equity market trading and 11.9% market share in future contracts market trading according to data from the Warsaw Stock Exchange for 2012).

The core pillars of the BZ WBK Group’s strategy are strong capital and funding position, focus on risk management and efficiency and strong corporate culture. The BZ WBK management team has over the past several years focused on diversifying the income of the Group, targeted growth in the most profitable market segments and placed strong emphasis on customer service and satisfaction. The strategy and approach to business resulted in 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 with Kredyt Bank consolidated the BZ WBK Group’s position as one of the three leading banks in the country (together with Poland’s two largest banks, PKO Bank Polski and Bank Pekao), with a significant gap between them and the rest of the market in terms of the size of the branch network. The BZ WBK Group’s market share in total loans and total

deposits increased to 7.5% and 8.7% respectively, and the BZ WBK Group improved its position in retail banking and, in particular, in the mortgage market.

Following the merger with Kredyt Bank, the BZ WBK Group offers its services through 889 branches (as of 31 December 2012) across the country, as well as SME and Business & Corporate Centers located in all the major regions of the country. The BZ WBK Group also uses other distribution channels, including online banking, call centers, mobile banking and the ATM network. The aggregated customer base of the BZ WBK Group increased substantially as a result of the merger with Kredyt Bank. As of 31 December 2012, the aggregated BZ WBK Group and Kredyt Bank Group had approximately 4.1 million clients, including 3.8 million individual customers, 262 thousand SME customers and 7.3 thousand corporate customer groups.

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