

Satisfaction of a Condition Precedent to Closing the Sale of 100% of Shares in a Subsidiary, CCC Germany GmbH and the Acquisition of a Minority Stake in HR Group Holding S.à r.l. with its registered office in Luxembourg

(Current Report No. 03/2019)

08.01.2019 / the Issuer/

Legal basis:

Article 17 Section 1 of the MAR – confidential information

Further to current report No. 52/2018 of 24 November 2018, regarding the Issuer's execution of: (i) a conditional agreement regarding the sale of shares in HR Group Holding S.à. r.l. with its registered office in Luxembourg ("**HR Group**") with capiton V GmbH & Co. Beteiligungs KG with its registered office in Berlin ("**capiton**"), (ii) a conditional agreement regarding the sale of shares in HR Group with Flo Mağazacılık ve Pazarlama A.Ş with its registered office in Istanbul (together with the share purchase agreement entered into with capiton referred to as the **Share Purchase Agreements-HR Group**) and (iii) a conditional agreement regarding the sale of shares in CCC Germany GmbH with its registered office in Frankfurt on Main ("**CCC Germany GmbH**") with an HR Group subsidiary, Blitz 18-535 GmbH with its registered office in Munich ("**Blitz GmbH**") (jointly the "**Transaction**"), the Management Board of CCC S.A. (the "**Issuer**") hereby gives notice that on 8 January 2019 the Issuer has learned that on 7 January 2019 one of the conditions precedent to the closing of the Transaction set forth in the Share Purchase Agreements - HR Group had been satisfied, *i.e.*:

- a) on 19 December 2018, the German federal antitrust authority (German: *Bundeskartellamt*) issued a decision stating that there are no substantive grounds to object to the concentration of undertakings to consist in the Issuer acquiring a total of 30.55% of the shares in the share capital of HR Group, carrying the right to 30.55% of the total number of votes at the Shareholders Meeting of HR Group (upon conversion into debt of the preferred shares in HR Group acquired by the Issuer) and Blitz GmbH acquiring 100% shares in CCC Germany GmbH;
- b) on 7 January 2019, the Austrian federal antitrust authority (German: *Bundeswettbewersbehörde*) issued a decision stating that the Austrian authorities have not opted for a Phase 2 investigation, meaning that there were no substantive grounds to object to the concentration of undertakings to consist in the Issuer acquiring a total of 30.55% shares in the share capital of HR Group, carrying the right to 30.55% of the total number of votes at the Shareholders Meeting of HR Group (upon conversion into debt of the preferred shares in HR Group acquired by the Issuer) and Blitz GmbH acquiring 100% of the shares in CCC Germany GmbH.

Signed by:

1/ Karol Półtorak - Vice President of Management Board

2/ Marcin Czyczerski - Vice President of Management Board



CCC S.A., ul. Strefowa 6, 59-101 Polkowice, NIP 692-22-00-609, Sąd Rejonowy dla Wrocławia-Fabrycznej we Wrocławiu, IX Wydział Gospodarczy KRS 0000211692, kapitał zakładowy: 4.116.400 PLN, w całości wpłacony.

CCC S.A., 6 Strefowa Street, 59-101 Polkowice, NIP 692-220-06-09, District Court for Wrocław – Fabryczna, Administrative Section IX of the National Court Register KRS 0000211692, The initial capital - 4 116 400 PLN, paid in full.