



Conditional preliminary agreements for the sale of shares in eobuwie.pl S.A. executed with Cyfrowy Polsat S.A. and A&R Investment Limited

(Current Report No. 16/2021)

31.03.2021 (Issuer)

Legal basis:
Article 17 Section 1 of the MAR – inside information

With reference to Current Report No. 8/2021 dated 11 March 2021 the Management Board of CCC S.A., with its registered office in Polkowice (“**CCC**”) announces that on 31 March 2021, CCC Shoes & Bags sp. z o.o. (“**CCC S&B**”) executed with Cyfrowy Polsat S.A. („**CP SA**”) and A&R Investments Limited („**A&R**”), a shareholder of the Luxembourg company InPost S.A. (the “**Investors**” and each individually an “**Investor**”), two conditional preliminary agreements concerning the sale of shares in eobuwie.pl S.A. (“**eobuwie**”). The agreements set out the terms on which CCC S&B will sell to each of the Investors a minority stake in eobuwie representing 10% of the eobuwie share capital each (each a “**Stake**”) for PLN 500 million for each Stake, that is for PLN 1 billion for both (the “**PSPAs**”) (the “**Transaction**”).

According to the PSPAs, as a condition precedent to the closing of the Transaction and transfer of the Stakes to the Investors, CCC S&B must obtain the required consents and decisions of the banks funding the CCC group companies and consent of the eobuwie general meeting for the sale of eobuwie shares by CCC S&B to the Investors. The conditions precedent should be fulfilled by 30 April 2021 or by a later date that may be determined in accordance with the PSPAs.

On the date of execution of the PSPAs, CCC received information that the conditions precedent concerning the eobuwie general meeting’s consent had been fulfilled and consents from some of the banks had been received.

According to the PSPAs, the Stakes should be transferred upon fulfillment of the conditions set out in the PSPAs, within 6 months following the date of execution of the PSPAs. Each of the Investors may terminate or withdraw from the PSPA in certain circumstances described in the PSPA, in particular if the conditions precedent are not fulfilled on or before the lapse of the deadlines set out in the PSPAs.

Additionally, on 31 March 2021 CCC and CCC S&B executed a shareholders’ agreement with the Investors, setting out corporate governance rules for eobuwie including, without limitation: (i) the terms of appointment of members of eobuwie corporate bodies; (ii) a list of reserved matters that require Investors’ consent; (iii) CCC’s right to drag-along the Investors (provided that the sale price is higher by 10% than the price paid by the Investors for the Stakes); (iv) the Investors’ tag-along right if CCC decides to sell eobuwie shares; and (v) the rules of exit from the investment in eobuwie (the “**SHA**”). Generally, the corporate governance rules set



t: +48 (76) 84 58 400 | t: +48 (76) 84 58 500

f: +48 (76) 84 58 431 | ccc@ccc.eu | www.ccc.eu

out in the SHA will become effective as of the moment of acquisition by CCC S&B from MKK3 sp. z o.o. of a stake of eobuwie representing 20% of the eobuwie share capital.

Signatures:

1/ Karol Pótorak - Vice President of Management Board

2/ Hanna Kamińska - Registered Proxy