

Conclusion of a conditional sales agreement regarding the acquisition by a subsidiary of the Issuer of a majority stake in Karl Voegele AG ("Voegele") and the assignment of claims from a loan granted to Voegele by a shareholder

(Current Report No. 17/2018)

22.05.2018 / The Issuer /

Legal basis:

Art. 17 sec. 1 of MAR - confidential information

The Management Board of CCC S.A. (hereinafter: "Issuer", "Company") hereby informs that on May 22, 2018, the subsidiary of the Issuer, NG2 Suisse GmbH, based in Zug as the buyer ("NG2 Suisse", "Buyer") concluded with KAVO-Holding AG, based in Zug (Switzerland), as the seller ("Kavo", "Seller") and PhiRam Holding AG, based in Uznach (Switzerland), a fully controlled by Max Manuel Voegele as guarantor ("PhiRam", "Guarantor") conditional sales agreement ("Sales Agreement") for a total of CHF 10 million, which concerns the purchase by the Buyer of a majority stake of 1.400 shares of Karl Voegele AG company, based in Uznach (Switzerland) ("Company", "Voegele"), constituting 70% of the share capital of Voegele ("Shares", "Transaction") and assignment of claims under a shareholder loan granted to the Company for the Buyer ("Loan").

The implementation of the Transaction is conditional upon the fulfillment of a number of typical conditions, including the finalization of the due diligence and the absence of a significant negative change until its closure. The Guarantor is jointly and severally liable for the liabilities of the Seller under the Sales Agreement.

Closing of the Transaction and its settlement will take place on the day of signing the disposing agreement and is planned until the end of the first half of 2018 or no later than September 30, 2018 in the event of such a decision of the parties to the Sale Agreement.

The Buyer and the Guarantor also entered into a shareholders' agreement governing the mutual rights and obligations of the Company's shareholders and restrictions on the disposal of the Company's shares ("Shareholders Agreement"), which will come into force as of the date of execution of the Sales Agreement. Pursuant to the Share Purchase Agreement, the Purchaser was granted the option to purchase the remaining 30% of Voegele shares ("Other Shares") from the Guarantor (Call Option), and the Guarantor was granted the option of selling Other Voegele Shares to the Buyer (Put Option). The Parties to the Shareholders' Agreements determined that the price for the Remaining Shares was determined to be four times EBITDA minus the net debt, calculated on the basis of the audited annual financial report for 2021 prepared in accordance with IAS / IFRS. The parties can execute options after the year 2021.

The Company will conduct Purchase Price Allocation (PPA) along with a full analysis of Net Assets, including, in particular, disclosure of the value of the acquired company's trademark. Disclosures in accordance with IFRS 3 shall occur within one year of the transaction date. The intention of the Company is to perform this in the shortest possible period, while maintaining the full integrity of the process.

At the end of 2017, Voegele had a network of 219 stores under the following brands: Voegele and Bingo. Voegele is undergoing restructuring. According to data received from the Sellers and prepared in accordance with Swiss GAAP FER, net sales revenues in 2017 amounted to CHF 172 million, EBITDA for 2017 amounted to -5.9 million CHF, EBITDA according to Voegele plan for 2019: + CHF 0.7 million; at the end of April 2018: equity was CHF 51.3 million, cash balance was CHF 9 million, current liabilities CHF 9 million.

This transaction is the next stage of implementation of the CCC S.A. Capital Group strategy in the area of sales network development, enabling CCC to enter the new market on the basis of the second

most recognizable brand with nearly 100 years of tradition in the Swiss market.

Signatures:

1/ Karol Półtorak - Vice President of the Management Board

2/ Mariusz Gnych - Vice President of the Management Board

