

**Disclosure of delayed information regarding the execution by CCC S.A. of a term sheet summarizing the initial terms of an acquisition by CCC S.A. of a minority stake in HR Group Holding S.à r.l with its registered office in Luxembourg, and a disposal by CCC S.A. of all shares in CCC Germany GmbH with its registered office in Frankfurt Maine, and regarding a decision of the Management Board of the Company to continue negotiations aimed at determining the final terms of the contemplated transaction**

**(Current Report No. 50/2018)**

08.11.2018 /Issuer/

Legal basis:

Article 17 Section 1 of MAR - inside information

Further to media speculation, the Management Board of CCC S.A. (the “**Issuer**”, the “**Company**”), acting pursuant to Article 17 Section 1, 4 and 7 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the “**MAR Regulation**”) discloses delayed information regarding the execution by CCC S.A. of a term sheet summarizing the initial terms of an acquisition by CCC S.A. of a minority stake in HR Group Holding S.à r.l with its registered office in Luxembourg, and a disposal by CCC S.A. of all shares in CCC Germany GmbH with its registered office in Frankfurt Maine, and regarding a decision of the Management Board of the Company to continue negotiations aimed at determining the final terms of the contemplated transaction (the “**Inside Information**”).

In connection with media reports concerning the potential purchase of shares in HR Group Holding S.à r.l and the possible sale of shares in CCC Germany GmbH by the Issuer, pursuant to Article 17 Section 7 of MAR the Management Board of the Company decided to make public the following Inside Information. The disclosure of the Inside Information to the public was delayed on 10 September 2018, pursuant to Article 17 Section 4 of MAR Regulation.

The final terms of the Transaction, in case of its signing and completion, may be different from the below described initial terms.

Contents of the delayed Inside Information:

“The Management Board of the Issuer announces that it has decided to execute with capiton V GmbH & Co. Beteiligungs KG with its registered office in Berlin (“**Capiton**”) a term sheet setting out the initial terms of a potential transaction (the “**Transaction**”) in which:

- (i) the Issuer would acquire a minority stake representing 32.84% of shares in the share capital of HR Group Holding S.à r.l with its registered office in Luxembourg (“**HR**”, the “**Target Company**”), of which 13.26% directly from Capiton and approximately 19.59% in directly from Flo Mağazacılık ve Pazarlama A.Ş with its registered office in Istanbul; the stake would comprise ordinary and preferred shares carrying in aggregate no more than 32.84% of the votes at the shareholders’ meeting of the Target Company, constituting 32.84% of the total number of votes in the Target Company. The Target Company is the holding company of the HR Group and its subsidiaries operate shoe stores in several Western European countries, including under the “**RENO**” brand in Germany. The price for the acquired stake will be equal to the total nominal value of the ordinary shares and the total issue value of the preferred

shares, increased by interest accruing at 8% per annum, due for the relevant periods between the acquisition and disposal of the individual classes of shares by the particular sellers;

- (ii) the Issuer would sell to a subsidiary of the Target Company 100% of shares in the share capital of CCC Germany GmbH with its registered office in Frankfurt Maine (“**CCC Germany**”) (the “**Merger**”). The price for the shares in CCC Germany will continue to be negotiated between the parties. As a result of the Merger, the business of CCC Germany will be completely integrated with the business of the acquiring company. As part of this integration, the non-profitable stores operated by CCC Germany will be closed and selected stores operated thus far by CCC Germany under the “CCC” brand will be re-branded to “RENO”; the Issuer will cover part of the costs related to closing the non-profitable stores;
- (iii) a shareholders’ agreement for the Target Company would be signed, guaranteeing the rights of the Issuer as a minority shareholder of the Target Company, including in particular the Issuer’s option to purchase the remaining shares of the Target Company held by Capiton, to be exercised by the Issuer, respectively, in the 13th and 25th month after the acquisition of shares of the Target Company.
- (iv) the conclusion of a commercial cooperation agreement regarding supplies of goods, whereby HR and the Company will commence cooperation in the seasons of autumn/winter 2019/2020, spring/summer 2020 and autumn/winter 2020/2021 in terms of supplies of shoes under the Target Company’s own brand and that of CCC as well as joint procurement of other brands of products, in particular by jointly negotiating with suppliers in order to obtain more favorable terms for supplies.

The Management Board of the Issuer also announces that it has decided to continue negotiations aimed at determining the final terms of the Transaction.”

Substantiation of the delay in disclosure of the Inside Information to the public:

The Management Board of the Issuer believes that the decision to delay the disclosure of the Inside Information satisfied, at the time of making that decision, the conditions set out in the MAR Regulation and in the guidelines issued by the European Securities and Markets Authority under the MAR Regulation of 20 October 2016.

In the view of the Issuer’s Management Board, disclosing the Inside Information immediately, during the negotiations conducted by the Company, a process extending over time and aimed at facilitating the Transaction, would have infringed the legitimate interests of the Company and its capital group by adversely affecting the course of the negotiations and undermining the Issuer’s negotiating position, or even entirely frustrating the success of the negotiations in the future.

The occurrence of any of the foregoing circumstances could have an adverse effect on the achievement of the business and financial goals adopted by the Issuer, and furthermore the likelihood of the actual completion of the Transaction was unknown at the time of making the decision on the delay.

In the opinion of the Management Board of the Company, there were no reasons to believe that a delay in the disclosure of the Inside Information could be misleading to the public, in particular due to the absence of any earlier public announcements from the Company concerning the matter to which the Inside Information pertains. Furthermore, the delayed Inside Information concerns negotiations of a potential Transaction, the outcome of which has not only yet to be determined, but is above all difficult to predict. A premature publication of the Inside Information may mislead investors as to the

likelihood of the occurrence and terms of the contemplated Transaction and result in the public making an incorrect assessment of the information and its potential impact on the Issuer's value.

The Management Board of the Issuer also states that they have taken steps, as required under MAR, to ensure the confidential treatment of the Inside Information until its becoming public, specifically by following internal procedures governing the circulation and protection of information implemented at the Group level. At the time of making the decision to delay the disclosure of the Inside Information to the public, pursuant to Article 18 of the MAR, a list of individuals having authorized access to the Inside Information was made, which was systematically monitored and updated on an as-needed basis.

The Inside Information was delayed until 15 November 2018.

Considering the legitimate interests of the Issuer and its shareholders, and with a view to complying with the legal requirements stipulated by the MAR, in a separate report the Issuer will give notice of subsequent stages of the contemplated Transaction, including information on the completion of negotiations and the conclusion of the Transaction and its terms, if such information represents inside information.

Inside Information may be made public also before the expiry of that time limit, if the Issuer enters into conditional agreements or other arrangements, whereby the parties will agree to execute final agreements to finalize the Transaction with, as the case may be, (i) Capiton in respect of the acquisition of a minority stake representing 33% of the shares in the Target Company; or (ii) the Target Company in respect of the sale of 100% of the shares in CCC Germany, or should any other decisions be made regarding the Transaction.

Pursuant to Article 17 Section 4 paragraph 3 of the MAR, promptly upon the disclosure of delayed inside information, the Issuer will notify the Polish Financial Supervision Authority of the delay in disclosure of the inside information specifying the reasons therefor, pursuant to Article 4 Section 3 of the Commission Implementing Regulation (EU) 2016/1055.

The Inside Information will not be disclosed to the public if it ceases to be inside information before the scheduled date of its publication, in particular as a result of the Issuer deciding to abandon the Transaction.

#### *Signatures:*

*1/ Karol Półtorak - Vice President of Management Board*

*2/ Marcin Czyczerski - Vice President of Management Board*