

Conclusion of a significant transaction between related parties

(Current Report No. 56/2023)

08.11.2023 /Issuer/.

Legal basis:

Article 17 sec. 1 MAR - confidential information

Article 90k in conjunction with Article 90k sec. 1 of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies (Journal of Laws 2022.2554, 2022.12.09).

With reference to current report No. 53/2023 of September 28, 2023. CCC S.A. with its seat in Polkowice (the "**Issuer**"), acting based on Article 90k in connection with Article 90i sec. 1 of the Act of July 29, 2005 on public offering and the conditions for introducing financial instruments to organized trading system and on public companies, informs that on November 8, 2023:

- a) The Extraordinary Meeting of Shareholders of CCC Factory sp. z o.o., based in Polkowice (the "**Acquired Company**") adopted a resolution on the merger of CCC Factory sp. z o.o. with CCC.eu sp. z o.o.,
- b) The Extraordinary Meeting of Shareholders of CCC.eu sp. z o.o. with its seat in Polkowice (the "**Acquiring Company**") adopted a resolution on the merger of CCC Factory sp. z o.o. with CCC.eu sp. z o.o.

Thus, the shareholders of the Target Company and the shareholders of the Acquiring Company agreed to the merger plan dated September 28, 2023, as agreed and signed by the boards of directors of the merging companies, and resolved to merge the Target Company and the Acquiring Company (the "**Merger**").

The Merger was effected pursuant to Article 492 § 1sec. 1 in conjunction with the second sentence of Article 515 § 1 of the Code of Commercial Partnerships and Companies, by transferring all the assets of the Target Company to the Acquiring Company (merger by acquisition), in exchange for the Acquiring Company's own shares acquired by the Acquiring Company as a result of the Merger with the Target Company. As part of the Merger, the sole shareholder of the Target Company, i.e. the Issuer, will be issued the Acquiring Company's own shares acquired as a result of the Merger. As a result of the Merger, the Merging Company will, as of the date of the Merger, assume the rights and obligations of the Target Company (universal succession), and the Target Company will be deleted from the Register of Entrepreneurs of the National Court Register.

The Target Company and the Acquired Company belong to the CCC S.A. Capital Group. The Issuer holds 100% of shares in the share capital of the Target Company. The Issuer also directly holds 54.73% of shares in the share capital of the Merging Company and indirectly (through the companies: The Target Company and CCC Shoes&Bags sp. z o. o.). 45.27% of shares in the Merging Company. As a result of the registration of the Merger in the Register of Entrepreneurs of the National Court Register, the Issuer will directly hold 80.05% of shares in the share capital of the Merging Company. At the same time, the Issuer will hold indirectly (through CCC Shoes&Bags sp. z o. o.) 19.95% of shares in the share capital of the Merging Company.

The transaction in question, which was entered into between related parties of the Issuer, was considered by the Issuer's Management Board to be material within the meaning of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading and Public Companies, due to the value of the transaction, which exceeds 5% of the total assets of the Target Company within the meaning of the Accounting Act of September 29, 1994, as determined based on the last approved financial statements of the Target Company. The value of the transaction amounted to PLN 153.5 million. To determine the market value of the transaction in question, the Issuer used the appraisal of the market value of the Target Company's assets prepared for the purpose of the transaction of making a contribution-in-kind by the Target Company to the Acquiring Company in the form of an organized part of the Target Company's enterprise and taking up shares in the increased share capital of the Acquiring Company, carried out on August 31, 2023, which the Issuer reported in current report No. 47/2023 of August 31, 2023.

The conclusion of the transaction in question is justified by the interests of the Issuer and the Issuer's non-affiliated shareholders, including minority shareholders, as the transaction in question is the implementation of the Issuer's previously signaled decision to simplify the structure of the CCC S.A. Capital Group.

Signatures:

1/ Karol Pótorak - Vice President of the Management Board

2/ Łukasz Stelmach - Proxy.