

## **Acquisition by the Issuer of a minority stake in HR Group Holding S.à r.l. with its registered office in Luxembourg and sale of 100% of the shares in a subsidiary, CCC Germany GmbH**

**(Current Report No. 05/2019)**

31.01.2019 /the Issuer/

Legal basis:

Article 17 Section 1 of MAR – confidential information

With reference to the current report No. 52/2018 of 24 November 2018 and current report No. 03/2019 of 8 January 2019, considering that conditions precedent set out in the share purchase agreements have been satisfied, the Management Board of CCC S.A. (the “**Issuer**”) hereby informs that on 30 and 31 January 2019 the following transactions were closed: (i) the Issuer acquired a minority stake in HR Group Holding S.à r.l. with its registered office in Luxembourg (“**HR Group**”), and (ii) the Issuer sold 100% of shares in its subsidiary, CCC Germany GmbH.

On 30 January 2019, in execution of the conditional share purchase agreement regarding the sale of shares in HR Group entered into on 24 November 2018 with Flo Mağazacılık ve Pazarlama A.Ş with its registered office in Istanbul (“**Flo**”), the Issuer acquired from Flo a total of: (i) 289,586,875 ordinary shares in HR Group with the nominal value of EUR 0.01 each, representing 18.32% of the share capital of HR Group and carrying 289,586,875 votes at the shareholders’ meeting of HR Group (the “**Shareholders’ Meeting**”), representing 18.32% of the total number of votes in HR Group, and (ii) 20,000,000 preferred shares in HR Group with the nominal value of EUR 0.01 each, representing 1.27% of the share capital of HR Group and carrying 20,000,000 votes at the Shareholders’ Meeting, constituting 1.27% of the total number of votes in HR Group (the “**Preferred Shares-Flo**”), in aggregate 309,586,875 shares representing 19.59% of the HR Group share capital, for the total purchase price of EUR 11,336,521.37.

On 31 January 2019, in execution of the conditional share purchase agreement regarding the shares in HR Group entered on 24 November 2018 with capiton V GmbH & Co. Beteiligungs KG with its registered office in Berlin (“**capiton**”) (the “**Share Purchase Agreement-capiton**”), the Issuer acquired from capiton in total: (i) 183,890,869 ordinary shares in HR Group with the nominal value of EUR 0.01 each, representing 11.63% of the share capital of HR Group and carrying 183,890,869 votes at the Shareholders’ Meeting, constituting in aggregate 11.63% of the total number of votes in HR Group, and (ii) 11,009,346 preferred shares in HR Group with the nominal value of EUR 0.01 each, representing 0.70% of the share capital of HR Group and carrying 11,009,346 votes at the Shareholders’ Meeting, representing 0.70% of the total number of votes in HR Group (the “**Preferred Shares-capiton**”); in aggregate 194,900,215 shares representing approximately 12.33% of the share capital of HR Group for the purchase price of EUR 14,559,895.48 in total.

Also in execution of the Share Purchase Agreement-capiton, the Preferred Shares-Flo and Preferred Shares-capiton were converted into HR Group's receivables due from the Issuer under a loan agreement entered into between HR Group and the Issuer on 31 January 2019 ("**Loan Agreement**") by way of redemption. The value of the loan granted under the Loan Agreement amounts to EUR 20,161,804.40 and corresponds to the purchase price paid by the Issuer for the Preferred Shares-Flo and Preferred Shares-capiton. The loan bears interest at 8% per annum.

Additionally, in performance of the conditional share purchase agreement of 24 November 2018, the Issuer sold to Blitz 18-535 GmbH with its registered office in Munich, i.e. subsidiary of HR Group, shares constituting 100% of the share capital of CCC Germany GmbH for the purchase price of EUR 1.00.

With the closing of the transaction on 31 January 2019, the remaining transaction agreements concluded by the Issuer came into force, of which the Issuer informed in current report No. 52/2018 of 24 November 2018, i.e. operational contribution agreement, shareholders' agreement and option agreement.

Additionally, in performance of the operational contribution agreement, on 31 January 2019, the Issuer and HR Group entered into a loan agreement on the basis of which HR Group will be granted a loan up to EUR 41,500,000.00 which will bear interest at 8% per annum. HR Group will use such resources to effect the integration of CCC Germany GmbH with HR Group consisting in the closing down of selected loss-making shops run by CCC Germany GmbH, the rebranding of selected shops operated by CCC Germany under the "CCC" brand to the "RENO" brand, which will continue to operate, and the integration of the remaining operations of CCC Germany GmbH headquarters with HR Group. The loan will be disbursed in tranches, in accordance with the conditions provided for by the parties in the operational contribution agreement and the loan agreement.

As a result of the transaction, the Issuer acquired in aggregate 30.55% shares in the share capital of HR Group carrying in total 30.55% of the total number of votes at the Shareholders' Meeting.

*Signatures:*

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

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

