

**Conclusion of a placement agreement and commencement of the book-building process for an offering by way of private subscription of new series N ordinary bearer shares issued by CCC S.A.****(Current Report No. 13/2025)**

17 March 2025/Issuer/

Legal basis:  
Article 17(1) of MAR – inside information

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With reference to the current reports No. 5/2025 of 17 February 2025 and No. 11/2025 of 17 March 2025 the Management Board of CCC S.A. with its registered office in Polkowice (the “**Issuer**” or the “**Company**”) announces that on 17 March 2025 the Company and Powszechna Kasa Oszczędności Bank Polski S.A. Oddział – Biuro Maklerskie w Warszawie with its registered office in Warsaw (the “**Offering Agent**”), Trigon Dom Maklerski S.A. (together with the Offering Agent “**Global Coordinators**”), Bank Handlowy w Warszawie Spółka Akcyjna - Departament Maklerski Banku Handlowego, Citigroup Global Markets Europe AG, Bank Polska Kasa Opieki Spółka Akcyjna – Biuro Maklerskie Pekao, Pekao Investment Banking Spółka Akcyjna, BNP PARIBAS, mBank S.A., Santander Bank Polska S.A. – Santander Biuro Maklerskie, BANCO SANTANDER S.A. and WOOD & Company Financial Services, A.S. Spółka Akcyjna, Oddział w Polsce (together with the Global Coordinators, hereinafter as the “**Managers**”) entered into a conditional share placement agreement (the “**Placement Agreement**”) and that the process of book-building commenced for a private subscription of no more than 10,000,000 series N ordinary bearer shares (the “**New Issue Shares**”) issued by the Company (the “**New Shares Offer**”).

The New Shares Offer is conducted on the terms set out in Resolution No. 5/NWZA/2025 of Extraordinary General Meeting of the Company of 17 March 2025 (the “**Issue Resolution**”) and the Management Board Resolution of 17 March 2025 on the (i) determination of the method for setting the issue price of series N shares, (ii) determination of the terms and conditions for the offering, conducting book-building process, subscription and acquisition of series N shares, (iii) approval of template of subscription agreement for series N shares (subscription agreement for series N shares) and (iv) giving consent for the CCC S.A. to conclude a placement agreement for the purpose of offering and subscriptions of series N shares (the “**Management Board Resolution**”).

According to the Placement Agreement and the Issue Resolution, conducting the New Shares Offer and admission of New Issue Shares to trading on the regulated market operated by the Warsaw Stock Exchange (the “**WSE**”), do not require the Company to prepare or publish the prospectus or other information or offering document, within the meaning of the applicable laws.

The book-building process for the New Issue Shares will commence immediately after the publication of this current report and will be carried out under the accelerated book-building procedure, as described below.

The New Issue Shares may only be offered and sold outside the United States in offshore transactions, as defined in and in accordance with Regulation S under the U.S. Securities Act of 1933, as amended, or pursuant to another exemption from the obligation to register, or by transactions that are not subject to such registration.

The New Shares Offer will be exempt from the obligation to publish a prospectus within the meaning of the applicable laws or any other information or offering document for its purposes and will be addressed solely to investors, who have been invited by the investment firm conducting the book-building process to participate in the offer and meet the following conditions: (i) are qualified investors within the meaning of Article 1 (4)(a) of the Prospectus Regulation; or/and (ii) the number of investors to whom the New Issue Shares will be offered will be less than 150 natural or legal persons, other than qualified investors (Article 1(4)(b) of the Prospectus Regulation); or/and (iii) they subscribe for securities with an aggregate value of at least EUR 100,000 per investor, as referred to in Article 1(4)(d) of the Prospectus Regulation, including investors who:

- (a) were shareholders of the Company, holding at the end of the second business day preceding the day of the Management Board Resolution (i.e. at the end of 13 March 2025) shares of the Company entitling them to at least 0.1% (one tenth of a percent) of the total number of votes in the Company (the “**Preference Date**”) and;
- (b) confirm the fact that they held the Company's shares on the Preference Date during the book-building process by submitting a certificate or certificates confirming the holding of the Company's shares and the number of shares issued by the investment company maintaining the securities account of the relevant entity or another document which, in the opinion of the investment firm conducting the book-building process, constitutes sufficient evidence of the investor's shareholding at the end of the Preference Date (whereby the shareholding being determined individually for each shareholder, and for shareholders that are investment funds and pension funds, it can be determined jointly for all funds managed by the same investment fund company or pension fund company) (“**Eligible Investors**”); or/and
- (c) concluded with the Company share purchase agreements concerning shares of Modivo S.A. with its registered office in Zielona Góra, the conclusion of which the Company announced in current report No. 5/2025 of 17 February 2025.

The investors to whom the offers will be made to subscribe for the New Issue Shares in a private placement within the meaning of Article 431 § 2(1) of the Commercial Companies Code, will be selected based on the outcome of the book-building process. The invited investors participating in the book-building process will submit their declarations of interest to the Managers. The declarations of interest will specify, in particular, the proposed number of the New Issue Shares that the investor is willing to subscribe for at a specified issue price level of the New Issue Shares. In order to participate in the book-building process, each investor should conclude (if not already a party to such an agreement) an appropriate agreement for acceptance and transmission of orders with the Manager with which the investor intends to file its declaration of interest.

The Eligible Investors, who participated in the book-building process will enjoy preference right to subscribe for the New Issue Shares on the terms set out in the Issue Resolution (the “**Preference Right**”). According to the Issue Resolution, upon satisfying the requirements stipulated therein, the Eligible Investors will have the Preference Right to subscribe for the New Issue Shares in accordance with the allocation principles described below.

In order to exercise the Preference Right to subscribe for the New Issue Shares on the terms set out in the Issue Resolution, the Eligible Investors should submit by no later than the end of the book-building process, the completion of which is expected to be on 18 March 2025 at: 5:30 p.m. Polish time, a certificate or certificates confirming their holding of the Company's shares as at the close of business on the Preference Date, issued by the investment company maintaining the Eligible Investor's securities account. Such information should specify at least the shareholder's details and the number of Company shares held by that shareholder at the close of business on Preference Date. The information should be sent to the Manager which the Eligible Investors investor intends to use as an intermediary in the book-building process for the New Issue Shares.

Pursuant to the Management Board Resolution, the selection of investors, to whom offers to acquire New Issue Shares will be made, will take into account the results of the book-building process for the New Issue Shares, which will be carried out in particular taking into account the following principles:

Eligible Investors who have participated in the book-building process for the New Issue Shares are entitled to the Preference Right, whereby the New Issue Shares will be pre-allocated as part of the book-building process according to the following rules:

- (1) firstly, the Eligible Investors will be pre-allocated the New Issue Shares to which they are entitled under the Preference Right; and
- (2) secondly, i.e. after the pre-allocation pursuant to (1) above, the Management Board may, at its discretion in consultation with the Managers, pre-allocate such New Issue Shares to investors who are eligible to participate in the New Issue Shares Offer on the terms and conditions set out in the Management Board Resolution.

In accordance with the terms and conditions of subscription adopted in the Management Board Resolution (“**Subscription Rules**”), the subscription declaration to subscribe for the New Issue Shares to be placed by Ultro shall include also all the New Issue Shares to be subscribed for by the entity (or entities) exercising in whole or in part Ultro's Preference Right (if applicable).

The Subscription Rules are attached to this report.

Upon completion of the book-building process for the New Issue Shares, the Company, in consultation with the Managers, will determine: (i) the issue price of the New Issue Shares, (ii) the total number of New Issue Shares to be offered to investors and (iii) the list of investors to whom offers to subscribe New Issue Shares will be made, indicating in particular the number of shares of a given series to be offered by the Company (initial allocation list); the Company will disclose to the public, in the form of a current report, information on the

total number of New Issue Shares that will be the subject of subscription offers made by the Company to the investors.

Immediately after the information referred to above has been disclosed, the Company will commence the conclusion of agreements to subscribe for the New Issue Shares (subscription agreements for the New Issue Shares) with the investors in the initial allocation list and investors will be required to pay the issue price for the New Issue Shares they subscribe for.

As anticipated, the subscription agreements for the New Issue Shares will be executed by the investors by 27 March 2025 (with detailed information concerning the conclusion of New Issue Shares subscription agreements to be included in the invitation to conclude such agreement), and the cash payments for the particular series of the New Issue Shares will be made within the time limits specified in the subscription agreements for the New Issue Shares.

Pursuant to the Placement Agreement, the Managers agreed to provide services to the Company for the purpose of the placement of the New Issue Shares on the terms set out in that agreement, and in particular to use their best efforts to solicit potential investors. The Placement Agreement does not constitute an obligation on the part of the Managers to purchase or sell any financial instruments and does not guarantee the admission and/or introduction of the financial instruments to the organized system of trading, the conduct of the New Shares Offer or placement or any part of any other financial instruments of the Company. The Placement Agreement contains standard conditions precedent to the Managers' undertakings encountered in such agreements entered into in connection with transactions similar to the offer of the New Shares Offer, including conditions related to force majeure and the occurrence of a material adverse change in the Company's situation, as well as defining the conditions for its termination that are typical for this kind of agreements. Pursuant to the Placement Agreement, the Managers may terminate the agreement in the events specified therein and specifically in a situation where any of the representations and warranties of the Company made in the Placement Agreement appear to be inconsistent with the factual or legal status, or if there is a significant change in the situation on the financial markets that adversely affects the possibility of conducting the New Shares Offer. The Placement Agreement also contains representations and warranties concerning the Issuer, its capital group and their operations, within the standard scope of such representations and warranties made by the issuers of securities in such agreements related to transactions similar to the New Shares Offer. The Placement Agreement is governed by the laws of Poland and is subject to the jurisdiction arbitration court (*Sąd Arbitrażowy przy Krajowej Izbie Gospodarczej*). On the terms defined in the Placement Agreement, the Managers and other persons named in the Placement Agreement will be indemnified and held harmless against certain claims, liabilities or costs that might be sought from or raised against the Managers or other designated persons in connection with the Placement Agreement (indemnity clause).

Subject to the customary exemptions, the Issuer has agreed not to issue, sell or offer shares for a period of 180 days following the initial listing date of the New Issue Shares

In connection the Placement Agreement, Ultro has agreed under the Lock-up Letter dated 17 March 2025 that, without the consent of the Offering Agent (unless the market price of the Company's shares exceeds PLN 250.00), it will not, inter alia, pledge, sell or offer its shares in the Company, including the New Issue Shares for a period of 180 days from the initial listing date of the New Issue Shares. In addition, Ultro is not prohibited

from pledging (or similarly encumbering) any shares in the Company held by Ultro to financial institutions in connection with or for the purposes of financing arrangements between Ultro and such financial institutions and such other exemptions as may be required to give effect to: (i) any intra-group transfer of the Company's shares to any entity that is directly or indirectly controlled by Dariusz Miłek; or (ii) any non-public transactions or arrangements (other than market-oriented public offerings or private placements) that may result in a transfer of the Company's shares, provided that in any such case, the entity that acquires the Company's shares will assume the obligations set out in the Lock-up Letter for the remaining period.

## IMPORTANT NOTICES

This current report was prepared in accordance with Article 17(1) of the Regulation 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.

This current report is solely for information purposes and is published by the Company exclusively in order to provide essential information on the terms of offering for its shares. This current report is by no means intended, whether directly or indirectly, to promote the offering, subscription or purchase of the shares of the Company referred to in this current report (the "**Placing Shares**") and does not represent advertisement or promotional material prepared or published by the Company for the purpose of promoting the Placing Shares or their subscription, purchase or offering or for the purpose of encouraging an investor, whether directly or indirectly, to acquire or subscribe for the Placing Shares. The Company has not published and has no intention of publishing any materials aimed at promoting the Placing Shares or their subscription or purchase after the date of this current report.

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*Signatures:*

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

2/ *Łukasz Stelmach* - *Vice-President of the Management Board*