

Disclosure of delayed inside information regarding the commencement of negotiations with MKK3 sp. z o.o. concerning an investment in eobuwie.pl S.A.**(Current Report No. 14/2021)**

31.03.2021 /the Issuer/

Legal basis:

Article 17 Section 1 of the MAR – inside information

The Management Board of CCC S.A. with its registered office in Polkowice (“**CCC**”) hereby provides to the public the delayed information that has been delayed on the basis of the Article 17 Section 1 and 4 of Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation) and repealing the Directive 2003/6/WE of the European Parliament and of the Council as well as Commission Directives 2003/124/WE, 2003/125/WE and 2004/72/WE (the “**MAR**”), i.e. the delayed information regarding the commencement of negotiations with MKK3 sp. z o.o. (“**MKK3**”) concerning an investment in eobuwie.pl S.A. (“**eobuwie**”) (“**Inside Information**”).

Pursuant to Article 17 Section 4 of the MAR, the disclosure of the Inside Information to the public was delayed on 18 March 2021.

Contents of the delayed Inside Information:

The Management Board of CCC announces that following the preliminary discussions with MKK3, a minority shareholder holding a stake of 25.01% of the total number of shares in eobuwie, in which CCC holds indirectly 74.99% of the total number of shares, on 18 March 2021 CCC and MKK3 agreed preliminary, non-binding boundary terms of an acquisition by CCC or a member of the CCC Group from MKK3 of 25.01% of shares in eobuwie (the “**Terms**”) set out in an agreement on the sale of shares in eobuwie of 26 August 2015 (as amended) (the “**2015 Investment Agreement**”), disclosed by CCC in its current report No. 51/2015, and commenced negotiations in order to agree on binding terms of the transaction contemplated in the Terms.

Pursuant the Terms, subject to agreeing and execution of a binding agreement on the performance of the transactions set out in the Terms (the “**New Agreement**”), CCC or a member of the CCC Group will purchase from MKK3 a total of 20% of shares in eobuwie (the “**Stake**”) for a total price of PLN 720 million (the “**Price**”) on a date no later than 30 September 2021. Additionally, pursuant to the Terms, subject to agreeing of the binding New Agreement, CCC or a member of the CCC Group will make an irrevocable offer to MKK3 to acquire the remaining 5.01% of shares in eobuwie held by MKK3 (the “**Put Option**”) for a total price of PLN 180 million (the “**Option Price**”), generally being in force from 1 January 2023 to 31 December 2025, or until the date of allotment of the shares in eobuwie offered in its initial public offering. The New Agreement will also set out new rules of corporate governance for the parties in eobuwie, including the removal of certain restrictions on transferability and ability to encumbrance of shares in eobuwie, restrictions to certain rights of MKK3 as of the date of transfer of the Stake to CCC or a member of the CCC Group and the security interests to be provided by CCC and CCC Shoes & Bags sp. z o.o. for MKK3 claims for the payment



of the Price and Option Price, as well as the terms of termination of the 2015 Investment Agreement (the “**Transaction**”).

According to the Terms, the New Agreement concerning the Transaction should be executed by 31 March 2021, otherwise the Terms would expire. As long as the negotiations concerning the New Agreement are in progress, the result of the negotiations concerning the Transaction is uncertain.

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

In the opinion of the Management Board of the Issuer 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 on 20 October 2016 by the European Securities and Markets Authority under Article 17 Section 11 of the MAR.

In the opinion of the Management Board of the Issuer, immediate disclosure the Inside Information, during the preliminary actions conducted by the Company, a phase of 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 or even preclude their successful finalization, in particular due to the uncertainty as to the outcome of the negotiations and the ability to execute the New Agreement in the short period of time allowed for it in the Terms.

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 issue was unknown at the time of making the decision on the delay.

The Management Board is convinced that there were no premises indicating that the delay in disclosure of the Inside Information might mislead the public or the investors as to the likelihood of the occurrence and terms of the 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 the time of its public disclosure, specifically by the internal procedures governing the circulation and protection of information implemented at the level of the Company’s capital group. 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 ongoing basis.

The Inside Information was delayed until 31 March 2021.

Considering the legitimate interests of the Issuer and its shareholders, and with a view to complying with the legal requirements of MAR, the Issuer will issue a separate report to announce further actions, should such information be classified as inside information.

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



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disclosure of the inside information specifying the reasons therefor, pursuant to Article 4 Section 3 of the Commission Implementing Regulation (EU) 2016/1055.

The delayed Inside Information will not be disclosed to the public if it ceases to be classified as inside information before the scheduled date of its publication, in particular as a result of the Issuer or MKK3 deciding to withdraw from the Transaction, and in particular if the parties fail to agree the binding New Agreement.

Signatures:

1/ Karol Półtorak - Vice President of Management Board

2/ Hanna Kamińska - Registered Proxy