

**Execution of agreements to acquire Series L and Series M shares in CCC S.A.****(Current Report No. 17/2023)**

27.04.2023 /Issuer/

Legal basis:  
Article 17 Section 1 of MAR – inside information

THIS CURRENT REPORT AND THE INFORMATION HEREIN, IS RESTRICTED AND IS NOT FOR PUBLICATION, RELEASE, TRANSMISSION, DISTRIBUTION, OR FORWARDING DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, THE REPUBLIC OF SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH PUBLICATION, RELEASE OR DISTRIBUTION WOULD BE UNLAWFUL. FURTHER, THIS CURRENT REPORT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER OF SECURITIES IN ANY JURISDICTION. PLEASE SEE THE IMPORTANT NOTICES AT THE END OF THIS CURRENT REPORT.

With reference to current reports No. 13/2023 and 14/2023, the Management Board of CCC S.A. with its registered office in Polkowice (the “**Issuer**” or the “**Company**”) announces that the Issuer executed agreements with investors to acquire 8,121,465 Series M ordinary bearer shares in the Company (“**Series M Shares**”). The required cash contributions for all Series M Shares were made in full.

In addition, the Issuer announces that the Issuer executed an agreement with Ultro S.à r.l (“**Ultro**”) to acquire 5,878,535 Series L ordinary registered shares in the Company (“**Series L Shares**”). The required cash contributions for all Series L Shares were made in full.

**IMPORTANT NOTICES**

This current report was prepared in accordance with Article 17 Section 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 and Article 56 Section 1 Item 2 of the Act of 29 July 2005 on Public Offerings, the Conditions for Introducing Financial Instruments to an Organized Trading System, and Public Companies.

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.

This current report and the information contained in it is not for publication, release, transmission distribution or forwarding, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Japan or South Africa or any other jurisdiction in which publication, release or distribution would be unlawful. This current report is for information purposes only and does not constitute an offer to sell or issue, or the solicitation of an offer to buy, acquire or subscribe for shares in the capital of the Company in the United States, Australia, Canada, Japan or South Africa or any other state or jurisdiction. This current report has not been approved by



t: +48 (76) 84 58 400 | t: +48 (76) 84 58 500

f: +48 (76) 84 58 431 | [ccc@ccc.eu](mailto:ccc@ccc.eu) | [www.ccc.eu](http://www.ccc.eu)

any supervising authority or stock exchange. Any failure to comply with these restrictions may constitute a violation of the securities laws of such jurisdictions.

The Placing Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered, sold, pledged, taken up, resold, transferred or delivered, directly or indirectly, in or into the United States absent registration under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The Placing Shares have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any state securities commission in the United States or any other U.S. regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Placing Shares. Subject to certain exceptions, the securities referred to herein may not be offered or sold in the United States, Australia, Canada, Japan, South Africa or to, or for the account or benefit of, any national, resident or citizen of the United States, Australia, Canada, Japan, the Republic of South Africa.

No public offering of the Placing Shares is being made in the United States, United Kingdom or elsewhere outside of Poland. All offers of the Placing Shares will be made pursuant to an exemption under the Prospectus Regulation (EU) 2017/1129, as amended from time to time (including any relevant implementing measure in any member state, the “**Prospectus Regulation**”), from the requirement to produce a prospectus. This current report is being distributed to persons in the United Kingdom only in circumstances in which section 21(1) of the Financial Services and Markets Act 2000, as amended (“FSMA”) does not apply.

No prospectus will be made available in connection with the matters contained in this current report and no such prospectus is required (in accordance with the Prospectus Regulation) to be published. This current report and the terms and conditions set out herein are for information purposes only and are directed only at persons who are: (a) persons in Member States of the European Economic Area who are qualified investors (within the meaning of article 2(e) of the Prospectus Regulation (“Qualified Investors”)); and (b) in the United Kingdom, Qualified Investors who are persons who (i) have professional experience in matters relating to investments falling within the definition of “investment professionals” in article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”); (ii) are persons falling within article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of the Order; or (iii) are persons to whom it may otherwise be lawfully communicated; (all such persons together being referred to as “relevant persons”). This current report and the terms and conditions set out herein must not be acted on or relied on by persons who are not relevant persons. Persons distributing this current report must satisfy themselves that it is lawful to do so. Any investment or investment activity to which this current report and the terms and conditions set out herein relates is available only to relevant persons and will be engaged in only with relevant persons.

This current report has been issued by, and is the sole responsibility of, the Company. No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by the Managers of the offering of the Placing Shares (the “**Managers**”), or by any of their or their respective affiliates or agents as to or in relation to, the accuracy or completeness of this current report or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.

None of the Managers will be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in relation to the offering and/or subscription of the Placing Shares and/or any other matter referred to in this current report. Apart from the responsibilities and liabilities, if any, which may be imposed on the Managers by the applicable regulatory regime, none of the Managers nor any of their respective affiliates accepts any responsibility whatsoever for the contents of the information contained in this current report or for any other statement made or purported to be made by or on behalf of the Managers or any of their respective affiliates in connection with the Company, the Placing Shares or their offering and/or subscription. The Managers and each of their respective affiliates accordingly disclaim and shall not bear all and any responsibility and liability whatsoever, whether arising in tort, contract or otherwise (save as referred to above) in respect of any statements or other information contained in this current report and no representation or warranty, express or implied, is made by the Managers or any of their respective affiliates as to the accuracy, completeness or sufficiency of the information contained in this current report. The Managers may participate in the Offering on commercial terms.

The distribution of this current report and/or the offering and/or subscription of the Placing Shares in certain jurisdictions may be restricted by law. No action has been taken by the Company or the Managers or any of their respective affiliates that would, or which is intended to, permit an offering of the Placing Shares in any



t: +48 (76) 84 58 400 | t: +48 (76) 84 58 500

f: +48 (76) 84 58 431 | ccc@ccc.eu | www.ccc.eu

jurisdiction or result in the possession or distribution of this current report or any other offering or publicity material relating to the Placing Shares in any jurisdiction where action for that purpose is required.

Persons distributing any part of this current report must satisfy themselves that it is lawful to do so. Persons (including, without limitation, nominees and trustees) who have a contractual or other legal obligation to forward a copy of this current report should seek appropriate advice before taking any such action. Persons into whose possession this current report comes are required by the Company and the Managers to inform themselves about, and to observe, such restrictions.

This current report contains (or may contain) certain forward-looking statements with respect to certain of the Company's current expectations and projections about future events. These statements, which sometimes use words such as "aim", "anticipate", "believe", "intend", "plan", "estimate", "expect" and words of similar meaning, reflect the Company's management board's beliefs and expectations and involve a number of risks, uncertainties and assumptions which may occur in the future, are beyond the Company's control and could cause actual results and performance to differ materially from any expected future results or performance expressed or implied by the forward-looking statement. Statements contained in this current report regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. The information contained in this current report is subject to change without notice and, except as required by applicable law, the Company does not assume any responsibility or obligation to update publicly or review any of the forward-looking statements contained in it, nor do they intend to. You should not place undue reliance on forward-looking statements, which speak only as of the date of this current report. No statement in this current report is or is intended to be a profit forecast or profit estimate or to imply that the earnings of the Company for the current or future financial years will necessarily match or exceed the historical or published earnings of the Company. As a result of these risks, uncertainties and assumptions, the recipient should not place undue reliance on these forward-looking statements as a prediction of actual results or otherwise.

This current report does not identify or suggest, or purport to identify or suggest, the risks (direct or indirect) that may be associated with an investment in the Placing Shares. Any investment decision to subscribe for or acquire the Placing Shares in the offering, subscription and/or sale of such shares must be made solely on the basis of publicly available information, which has not been independently verified by the Managers.

The information in this current report may not be forwarded or distributed to any other person and may not be reproduced in any manner whatsoever. Any forwarding, distribution, reproduction or disclosure of this information in whole or in part is unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions.

This current report does not constitute an invitation to underwrite, subscribe for or otherwise acquire or dispose of any securities in any jurisdiction. This current report does not constitute a recommendation concerning any investor's option with respect to the offering and/or subscription of the Placing Shares. Each investor or prospective investor should conduct his, her or its own investigation, analysis and evaluation of the business and data described in this current report and publicly available information. The price and value of securities can go down as well as up. Past performance is not a guide to future performance.

### **Signatures:**

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

2/ *Łukasz Stelmach* - Proxy