



## **Conclusion of a credit agreement with a consortium of banks for new financing and other financing documents of the Issuer and its subsidiaries**

**(Current report no. 32/2021)**

02.06.2021 /Issuer/

Legal basis:

Article 17 sec. 1 of MAR - confidential information

With reference to the current report No. 24/2021 of 14th May 2021 The Management Board of CCC S.A. based in Polkowice (hereinafter: the "**Issuer**") announces that due to the finalization of the negotiations based on the Term Sheet concluded on 14 May 2021 with a consortium of banks, confirming the terms of the new financing for the Issuer and selected subsidiaries of the Issuer, on 2 June 2021 a credit agreement (the "**New Financing Agreement**") was concluded between, among others, the Issuer, as a borrower and guarantor, its selected subsidiaries (collectively, the "**CCC Subsidiaries**"), i.e., CCC.eu sp. z o.o, CCC Shoes & Bags sp. z o.o. and CCC Factory sp. z o.o. as borrowers and guarantors and Garda sp. z o.o. (off price operator) as guarantor, as well as mBank S.A. as agent, Bank Polska Kasa Opieki S.A. as collateral agent and the following financial institutions (including their related parties) as lenders - Bank Handlowy w Warszawie S.A, Bank Millennium S.A., BNP Paribas Bank Polska S.A., Bank Polska Kasa Opieki S.A., mBank S.A., Powszechna Kasa Oszczędności Bank Polski S.A., Santander Bank Polska S.A. and Santander Factoring sp. z o.o. (collectively, the "**Financial Institutions**").

The New Financing Agreement provides for the granting of the following credits in PLN up to a total amount of PLN 885,962,000:

1. a 4-year amortized term credit A (repayable in installments) in the amount of PLN 437,601,000 and
2. 3-year non-amortized revolving working capital credit B (repayable on the final repayment date) up to a total maximum amount of PLN 448,361,000, as well as possible uses in the form of sub-limits under reverse factoring, guarantees/accruals and overdraft facilities, (collectively, the "**Credits**") as well as
3. additional (optional) C-credit that may be granted by Financial Institutions and other approved entities under certain conditions in the future.
- 4.

Credits are made available to the Issuer and selected CCC Subsidiaries (in the case of (i) Term Credit A - CCC.eu sp. z o.o. and CCC Shoes & Bags sp. z o.o., and (ii) Revolving Working Capital Credit B - CCC.eu sp. z o.o., CCC Shoes & Bags sp. z o.o. and CCC Factory sp. z o.o.).

The Credits are made available to refinance existing financial indebtedness of the CCC Capital Group excluding eObuwie.pl S.A. and its subsidiaries (hereinafter: "**CCC Group**"), to refinance capital expenditures incurred by the Issuer and to finance general corporate purposes of the Issuer and CCC Subsidiaries.

The interest rate on the Credits is variable, based on a base rate of WIBOR plus a margin, the level of which depends on the level of the ratio of net exposure to operating profit plus amortization cost (EBITDA) in such a way that if the level of the ratio is lower, the margin applied will also be lower.



t: +48 (76) 84 58 400 | t: +48 (76) 84 58 500  
f: +48 (76) 84 58 431 | ccc@ccc.eu | www.ccc.eu

The New Financing Agreement also contains clauses typical of credit agreements that limit or obligate certain actions, in particular limiting the Issuer's ability to pay dividends depending on, among other things, the satisfaction of certain financial ratios.

The credits will be disbursed subject to the fulfillment of standard conditions precedent to disbursement in transactions of this type, including, among other things, the delivery to the Financial Institutions of standard documents and certificates, an information package, extracts from registers, opinions of financial and legal advisers and the conclusion of collateral documents.

The period during which the Credits may be made available (disbursed) is for (i) Term Credit A - the period ending 30 days after the last of the conditions precedent to its disbursement has been satisfied, and (ii) Revolving Working Capital Credit B - the period ending on the date of its final repayment.

The Amortized Term Credit A will be repaid on a quarterly basis commencing on 31 October 2021 until the final repayment date on 30 June 2025, and the Non-amortised Revolving Credit Facility B is scheduled to be repaid on 30 June 2024.

Together with the New Financing Agreement, the Issuer has also entered into commission agreements relating to the arrangement commission, for the agent and for the collateral agent payable in connection with the New Financing Agreement.

In connection with the New Financing Agreement, it is assumed that annexes to separate credit agreements binding the Issuer and selected Subsidiaries of CCC with selected Financial Institutions will be concluded in order to adapt the said separate credit agreements to the terms of the New Financing Agreement.

The New Financing Agreement provides for the establishment by the Issuer and its selected subsidiaries of joint securities for the repayment of the Credits granted thereunder and individual securities under separate financing agreements relating thereto. In particular, these securities will include (i) registered pledges on collections of assets and rights constituting an organizational whole with variable composition, forming part of enterprises, as well as selected assets, trademarks, and stocks of the Issuer and CCC Subsidiaries, (ii) registered and financial pledges on shares in CCC Subsidiaries and shares in eObuwie.pl S.A, (iii) registered and financial pledges on bank accounts held for the Issuer and the Subsidiaries of CCC (together with powers of attorney to such accounts), (iv) transfers to secure the rights of the Issuer and the Subsidiaries of CCC under selected insurance contracts and significant commercial contracts, (v) mortgages on the properties of the Issuer and CCC Factory sp. z o.o., as well as (vi) notarial statements on submitting to execution made by the Issuer and the Subsidiaries of CCC.

The funding provided under the New Funding Agreement will be supplemented by:

- BGK instruments, i.e., credits and reverse factoring in the total amount of approximately PLN 785,703,200 under existing bilateral agreements and bilateral agreements being finalized, which are or will be guaranteed by Bank Gospodarstwa Krajowego, with maturities exceeding one year, initially planned by the Company to be refinanced with funds made available under Credit C,



t: +48 (76) 84 58 400 | t: +48 (76) 84 58 500  
f: +48 (76) 84 58 431 | ccc@ccc.eu | www.ccc.eu

- existing bonds of the Issuer up to the amount of PLN 210,000,000,
- other financing provided for in the New Financing Agreement as permitted debt.

Additionally, with reference to current report No. 16/2021 of 31 March 2021 and current report No. 21/2021 of 30 April 2021, the Issuer informs that the conclusion of the New Financing Agreement will enable the fulfillment of conditions precedent for the closing of the transaction with the investors (i.e., Cyfrowy Polsat S.A. and A&R Investments Limited) described in current report No. 16/2021.

In addition, the Issuer announces that in connection with the conclusion of the New Financing Agreement, the following additional documents relating to the financing of CCC Group and eObuwie.pl S.A. were also concluded today:

- Annex No. 3 to the multi-purpose credit limit agreement of 21 November 2019 between the Issuer, CCC.eu Sp. z o.o., eObuwie.pl S.A., Gino Rossi S.A. as borrowers and Powszechna Kasa Oszczędności Bank Polski S.A. as lender (referred to in current report No. 58/2019 of 21 November 2019), pursuant to which, among others, Gino Rossi S.A. and eobuwie.pl S.A. ceased to be borrowers under the indicated credit agreement and, accordingly, the multi-purpose credit limit granted under the indicated credit agreement was reduced accordingly by excluding from this limit the credits taken by eObuwie.pl S.A. in the total amount of PLN 161,600,000, and
- credit agreement between eObuwie.pl S.A. as the borrower and Powszechna Kasa Oszczędności Bank Polski S.A. as the lender, pursuant to which a multi-purpose credit limit in the amount of PLN 161,600,000 was granted, with the availability period until 21 November 2022 and a variable interest rate determined based on the WIBOR base rate plus a margin.

The conclusion of the New Financing Agreement and related documents, as well as additional financing documents indicated above between the Issuer, CCC Subsidiaries, eObuwie.pl S.A. and Financial Institutions is the final stage of works on refinancing of debt of the CCC Group, whose aim is to ensure a stable, long-term level of financing for the CCC Group, in accordance with the business assumptions of the GO.22 strategy and key strategic projects covered by it.