

Changes in the Articles of Association of the CCC S.A.

(Current report No. 38/2017)

08.06.2017 /the Issuer/

Legal basis:

Art. 56(1)(2) Act on offering – current and periodic information

Acting pursuant to article 38 § 1 item 2 of the Ordinance of Minister of Finance of the 19th February 2010 on current and periodic information relayed by issuers of securities [...], the Management Board of the CCC S.A. conveys the content of the records in § 6a. and § 6b. of the Articles of Association after the changes adopted by the General Meeting of Shareholders on June 8, 2017:

- §6a. sections 1 and 2 of the Articles of Associations are replaced by the following wording:

- „1. *The Management Board of the Company is authorized to increase the Company's share capital by the amount not exceeding PLN 200,000.00 (two hundred thousand zlotys) by issuing no more than 2,000,000 (two million) ordinary bearer shares with a nominal value of PLN 0.10 (ten groszy) within the new issue of the Company's shares (authorized capital). The Company's Management Board may exercise the authorization granted to it by making one or several subsequent increases of the Company's share capital. The Company's Management Board may issue shares only in exchange for cash contributions.*
2. *The authorization of the Company's Management Board to increase the Company's share capital within the limits of the authorized capital expires after the lapse of 3 (three) years after making the entry into the register of entrepreneurs the amendment to the Company's Articles of Association made by the resolution of the Ordinary General Meeting No. 23/OMG/2017 of 8 June 2017."*

- §6a. section 5 of the Articles of Associations is replaced by the following wording:

- „5. *Subject to paragraph 4, 6 and 7, and unless otherwise stated in the Commercial Companies Code, the Management Board of the Company decides on all matters related to the increase of the Company's share capital within the limits of the authorized capital. The Management Board is empowered in particular to:*
 - a) *determine, with the approval of the Company's Supervisory Board, the issue price of shares of given issue ("**New Shares**"), whereas the issue price of each New Shares of given issue made within the above-mentioned authorized capital may not be lower than: (i) arithmetic mean of daily volume-weighted average price of the Company's shares listed on the Warsaw Stock Exchange for the period of 3 (three) months directly preceding the resolution of the Company's Management Board to this effect; and (ii) PLN 180 (one hundred and eighty zlotys);*
 - b) *enter into agreements on investment underwriting (subemisja inwestycyjna) or firm commitment underwriting (subemisja usługowa) or other agreements securing the success of issuance of the New Shares;*
 - c) *take actions to dematerialize the rights to the New Shares and the New Shares as well as enter into agreements with National Depository for Securities (KDPW) for registration of the rights to the New Shares and the*



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Tel: (076) 845 84 00, fax (0-76) 845 84 31, www.ccc.eu, ccc@ccc.eu, NIP 692-220-06-09

District Court for Wrocław – Fabryczna, Administrative Section IX of the National Court Register KRS 0000211692
The initial capital – 3 916 400,00 PLN, The amount of paid capital – 3 916 400,00 PLN

New Shares;

- d) *take actions in order to apply for admission and introduction of rights to the New Shares and the New Shares to trading on the regulated market operated by the Warsaw Stock Exchange on which the Company's shares are listed."*

- In §6a. section 6 and 7 is added to the Articles of Association in the following wording:

„6. *Subject to section 7 below, in case it is decided by the Management Board to exclude the pre-emptive rights of the existing shareholders with respect to the New Shares of given issue, after obtaining the consent of the Supervisory Board, the Management Board is obliged to offer the issued shares firstly to the professional clients, who:*

- e) *will be the Company's shareholders at the end of the day, on which the Management Board adopts a resolution on increasing the Company's share capital within the authorized capital ("**Preference Day**"), and*

- f) *present in the bookbuilding process a document confirming that a given entity being a professional client is the Company's shareholder on the Preference Day ("**Eligible Investors**").*

7. *The Eligible Investors shall have the right of first refusal with regard to the New Shares of given issuance. While allocating the New Shares of given issue, the Management Board shall follow the principle of proportionality, taking into account: (i) the ratio of the number of shares held by the given Eligible Investor in accordance with the document referred to in Section 6 point b) above, to the total number of shares in the Company, and (ii) the ratio of the number of the New Shares declared to be taken up by the given Eligible Investor to the total number of the New Shares declared to be taken up by all the Eligible Investors."*

- §6b. of the Articles of Association is replaced by the following new wording:

„§6b.

1. *The conditional share capital of the Company amounts to not more than PLN 200,400 (two hundred and four hundred thousand zlotys) and is divided into: (a) no more than 4,000 series E bearer ordinary shares with a nominal value of PLN 0.10 (ten groszy) each; (b) 2.000.000 (two million) ordinary bearer G-series shares with a nominal value of PLN 0.10 (ten groszy) each.*
2. *The purpose of the conditional increase of the share capital referred to in item 1 letter (a) above is granting the rights to subscribe for series E shares to the holders of subscription warrants issued pursuant to the resolution of the Extraordinary General Shareholders Meeting No. 6 as of 19 December 2012 (as amended).*
3. *The purpose of the conditional increase of the share capital referred to in item 1 letter (b) above is granting the rights to series G shares to the holders of series C subscription warrants issued pursuant to the resolution of the Ordinary General Meeting No. 22 as of 8 June 2017 on the conditional increase of the Company's share capital by way of issue of series G shares and issue of series C subscription warrants in connection with the issue of exchangeable debt instruments, excluding in full the pre-emptive rights of the shareholders with respect to series G shares issued within the conditional share capital and series C subscription warrants, as well as on the amendment to the Articles of Association.*
4. *The person entitled to take up series E shares are the holders of subscription warrants issued by the Company pursuant to Resolution No. 6 of the Extraordinary General Meeting dated 19 December 2012 (as amended), who are entitled to exercise their*



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right to take up series E shares until 30 June 2018.

5. *The persons entitled to take up series G shares are the holders of series C subscription warrants issued by the Company pursuant to Resolution No. 22 of the Ordinary General Meeting dated 8 June 2017, who are entitled to exercise their right to take up series G shares until 30 June 2023.*
6. *Series E and G Shares shall be taken up in exchange for cash contributions.”*

To determine the uniform text of the Articles of Association, the Ordinary General Meeting authorized the Supervisory Board of the Company.

Signatures:

1/ Marcin Czyczerski – Vice President of the Management Board

2/ Mariusz Gnych – Vice President of the Management Board



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