

**Management Board resolution on the increase in the share capital by way of issuing 2,000,000 ordinary bearer shares of H series, within the limits of the authorized capital, the depriving its current shareholders of the pre-emptive right with respect to the series H shares in entirety and the amendment of the Articles of Association and the commencement of a private placement of the ordinary bearer series H shares**

**(Current report No. 46/2017)**

06.09.2017 /Issuer/

Legal basis:

Article 17 Section 1 of MAR – confidential information

***Not for release, publication or distribution directly or indirectly, in or into the United States of America, Australia, Canada or Japan or in any other jurisdiction where to do so would be restricted or prohibited by law.***

The Management Board of CCC S.A. (the „**Issuer**”; the “**Company**”) hereby notifies that on 6 September 2017 it adopted a resolution on the increase in the share capital of the Issuer, by way of issuing ordinary bearer series H shares, within the limits of the authorized capital, on the depriving its current shareholders of the pre-emptive right with respect to the series H shares in entirety and on the amendment of the Articles of Association (the “**Resolution**”).

The Management Board of the Issuer, acting on the basis of the authorization granted in § 6a of the Articles of Association of the Company, pursuant to the Resolution, increased the share capital of the Company from the amount of PLN 3,916,400.00 (three million nine hundred sixteen thousand four hundred) to the amount of PLN 4,116,400.00 (four million one hundred sixteen thousand four hundred), i.e. by the amount of PLN 200,000.00 (two hundred thousand) by way of issuing 2,000,000 (two million) shares of H series with a nominal value of PLN 0.10 (10/100) each (“**Series H Shares**”).

On 6 September 2017 the Supervisory Board of the Issuer granted consent to the depriving the Issuer’s current shareholders of the pre-emptive right with respect to the Series H Shares in entirety.

The issue price of the Series H Shares will be determined by the Issuer’s Management Board after the completion of the accelerated book-building process, depending on the level of interest of the investors with respect to the acquisition of the Series H Shares and after obtaining approval of the Supervisory Board of the Issuer.

The Series H Shares are to be issued and will be offered under a private placement (pol. *subskrypcja prywatna*) in the meaning of Article 431 § 2 Section 1 of the Commercial Companies Code of 15 September 2000 (Journal of Laws of 2017, Item 1577) (the “**Offering**”). The Offering will take form of an undocumented public offering to professional clients within the meaning of Article 3 Section 39b of the Act of 29 July 2005 on Trading in Financial Instruments (Journal of Laws of 2016, Item 1636, as amended) (the “**Professional Clients**”) in Poland and private placement to (i) qualified institutional buyers in the United States of America in a private placement under Section 4(a)(2) under the U.S. Securities Act of 1933, as amended or pursuant to another exemption from the registration requirements of the U.S. Securities Act of 1933, as amended, and (ii) institutional investors outside the United



CCC S.A. ul. Strefowa 6, 59-101 Polkowice,  
tel. (076) 845 84 00, fax. (076) 845 84 31, www.ccc.eu, ccc@ccc.eu, NIP 692-22-00-609

Sąd Rejonowy dla Wrocławia-Fabrycznej we Wrocławiu IX Wydział Gospodarczy Krajowego Rejestru Sądowego KRS 0000211692  
Wysokość kapitału zakładowego – 3 916 400,00 PLN, Wysokość kapitału wpłaconego – 3 916 400,00 PLN

States of America in accordance with Regulation S under the Securities Act.

The public offering of the Series H Shares, which will be launched immediately following the publication of this current report, will be conducted through an accelerated book-building process among the Professional Clients, on the terms set forth in the Resolution and the Placement Agreement.

The Series H Shares will firstly be offered to the Professional Clients, who: a) will be the Issuer's shareholders at the end of the day, on which the Management Board adopted the Resolution (the "**Preference Day**"), and b) who meet the criteria for participating in the Offering, in particular, produce, in the book-building process, a document confirming that a given entity being a Professional Client was the Issuer's shareholder on the Preference Day (the "**Eligible Investors**").

**In order for the Eligible Investors to participate in the private placement of the Series H Shares at preferential terms such Eligible Investors shall submit on 7 September 2017, until 11:00 AM CET a document confirming that such Eligible Investor was a shareholder of the Issuer on the Preference Day (such document shall indicate at least the identity of a shareholder and a number of shares held by such a shareholder at the end of the day hereof, i.e. 6 September 2017), to the respective Manager (as defined below) where the relevant shareholder submitted its book-building order.**

The Eligible Investors, that confirm their right in the manner specified above, shall have preferential allocation rights with regard to the Series H Shares. While allocating the Series H Shares, the Management Board of the Issuer shall follow the principle of proportionality, taking into account: (i) the ratio of the number of shares held by the given Eligible Investor on the Preference Day to the total number of shares in the Issuer, and (ii) the ratio of the number of the Series H Shares declared to be taken up by the given Eligible Investor to the total number of the Series H Shares declared to be taken up by all the Eligible Investors.

The Series H Shares will be ultimately offered to such Eligible Investors who will be indicated in the resolution of the Issuer's Management Board adopted after the completion of the book-building process.

Agreements concerning the subscription for the Series H Shares are expected to be executed and payments for the Series H Shares are expected to be made to the Offering Agent's subscription account indicated in the subscription agreement by 13 September 2017.

Pursuant to the provisions of the Resolution, the wording of the Resolution may be amended at any time by the Issuer's Management Board, in particular with respect to the number of Series H Shares to be issued and the value of the increase in the share capital of the Issuer. The Issuer's Management Board also decided to execute the Placement Agreement between the Issuer, Citigroup Global Markets Limited, Domem Maklerskim Banku Handlowego S.A., Goldman Sachs International and UBS Limited.

On 6 September 2017, the Company entered into a conditional placement agreement concerning Series H Shares (the "**Placement Agreement**") with Citigroup Global Markets Limited, Domem Maklerskim Banku Handlowego S.A. acting also as the offering agent ("**Offering Agent**"), Goldman Sachs International and UBS Limited (each of them individually as a "**Manager**" and collectively, the "**Managers**"). Pursuant to the Placement Agreement,



CCC S.A. ul. Strefowa 6, 59-101 Polkowice,  
tel. (076) 845 84 00, fax. (076) 845 84 31, [www.ccc.eu](http://www.ccc.eu), [ccc@ccc.eu](mailto:ccc@ccc.eu), NIP 692-22-00-609

Sąd Rejonowy dla Wrocławia-Fabrycznej we Wrocławiu IX Wydział Gospodarczy Krajowego Rejestru Sądowego KRS 0000211692  
Wysokość kapitału zakładowego – 3 916 400,00 PLN, Wysokość kapitału wpłaconego – 3 916 400,00 PLN

the Managers undertook to render services for the purpose of the placement of Series H Shares on the terms set out in that agreement, and in particular to use their best efforts to procure potential investors and procure the subscriptions and payment for the shares by such investors. However, the Managers are under no obligation to guarantee the success of the issue of Series H Shares. The Placement Agreement contains standard conditions to the Managers' undertakings encountered in such agreements entered into in connection with transactions similar to the Series H Shares offering, including conditions related to force majeure and the occurrence of a material adverse change in the Company's situation. The Placement Agreement also contains representations and warranties concerning the Company, its capital group and the operations of the former, within the standard scope of such representations and warranties made by the issuers of securities in such agreements related to transactions similar to the Series H Shares offering. The Placement Agreement is governed by the laws of England and subject to jurisdiction of English courts. On the terms defined in the Placement Agreement, the Managers and other persons named in the Placement Agreement shall 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 customary exemptions, the Company has agreed not to issue, sell or offer shares for a period of 180 days following the listing date without the consent of the Managers.

The proceeds from the offering of Series H Shares will be used to finance further sustainable growth and development of the Issuer's capital group, as well as to maintain the Issuer's financial leverage ratio (Net debt / LTM EBITDA) in the mid-term within the range of 1-2x, with the longer-term objective for the financial leverage ratio to be closer to 1x.

Additionally, acting pursuant to the provisions of § 38 Section 1 Item 2 of the Ordinance of the Minister of Finance of 19 February 2009 regarding current and periodic information provided by issuers of securities [...], the Issuer's Management Board hereby discloses the wording of § 6 Sections 1 and 2 of the Issuer's Articles of Association, which have been amended by the Resolution in relation to the increase in the share capital by way of issuing the Series H Shares. Pursuant to the Resolution, § 6 Sections 1 and 2 of the Issuer's Articles of Association reading as follows:

„§ 6

1. *The share capital of the Company is PLN 3,916,400.00 (three million, nine hundred sixteen thousand four hundred).*
2. *The share capital is divided into 39,164,000 (thirty nine million, one hundred sixty four thousand shares) of a par value of PLN 0.10 (10/100) each, including:*
  - 1) *6,650,000 (six million, six hundred fifty thousand) preference registered shares of A1 series, numbered 0.000.001 to 6.650.000;*
  - 2) *13,600,000 (thirteen million, six hundred thousand) ordinary bearer shares of A2 series, numbered 00.000.001 to 13.600.000;*
  - 3) *9,750,000 (nine million, seven hundred fifty thousand) ordinary bearer shares of B series, numbered 0.000.001 to 9.750.000;*
  - 4) *2,000,000 (two million) ordinary bearer shares of C series, numbered*



0.000.001 to 2.000.000;

5) 6,400,000 (six million, four hundred thousand) ordinary bearer shares of D series, numbered 0.000.001 to 6.400.000. and;

6) 764,000 (seven hundred sixty four thousand) ordinary bearer shares of E series, numbered 0.000.001 to 764.000;

shall be replaced with the following:

„§ 6

1. The share capital of the Company is PLN 4,116,400.00 (four million, one hundred sixteen thousand four hundred).

2. The share capital is divided into 4,116,400.00 (four million, one hundred sixteen thousand four hundred) shares of a par value of PLN 0.10 (10/100) each, including:

1) 6,650,000 (six million, six hundred fifty thousand) preference registered shares of A1 series, numbered 0.000.001 to 6.650.000;

2) 13,600,000 (thirteen million, six hundred thousand) ordinary bearer shares of A2 series, numbered 00.000.001 to 13.600.000;

3) 9,750,000 (nine million, seven hundred fifty thousand) ordinary bearer shares of B series, numbered 0.000.001 to 9.750.000;

4) 2,000,000 (two million) ordinary bearer shares of C series, numbered 0.000.001 to 2.000.000;

5) 6,400,000 (six million, four hundred thousand) ordinary bearer shares of D series, numbered 0.000.001 to 6.400.000. and;

6) 764,000 (seven hundred sixty four thousand) ordinary bearer shares of E series, numbered 0.000.001 to 764.000;

7) 2,000,000 (two million) ordinary bearer shares of H series, numbered 0.000.001 to 2.000.000.”

Pursuant to the Resolution, the Issuer's Management Board authorized the Supervisory Board of the Issuer to prepare a consolidated text of the Issuer's Articles of Association taking into account the amendment concerning the increase in the Issuer's share capital referred to in the Resolution.

The Company will seek the admission and introduction of the Series H Shares and, if the regulatory conditions for such admission and introduction are satisfied, of the rights to the Series H Shares (“RTSs”), to trading on the regulated market operated by the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) (the “WSE”) (the “Admission”). For the purpose of the Offering and the Admission, the disclosure to the public of a prospectus or an information memorandum is not required and the Company will not carry out any promotional activities in respect of the Offering or Series H Shares.



## **Disclaimer:**

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 subscription for the new shares. This current report is by no means intended, whether directly or indirectly, to promote the subscription of the new shares and does not represent promotional material prepared or published by the Company for the purpose of promoting the new shares or their subscription or for the purpose of encouraging an investor, whether directly or indirectly, to acquire or subscribe for the new shares. The Company has not published and has no intention of publishing any materials aimed at promoting the new shares or their subscription after the date of this current report.

This material or any part hereof is not intended for distribution, whether directly or indirectly, within the territory of or in the United States of America or other jurisdictions where such distribution, publication or use may be subject to restrictions or may be prohibited by law. The securities referred to in this material have not been and will not be registered under the U.S. Securities Act of 1933, as amended and may only be offered or sold within the United States under an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

## *Signatures:*

- 1/ Marcin Czaczycki – Vice President of the Management Board*
- 2/ Karol Półtorak – Vice President of the Management Board*



**CCC S.A. ul. Strefowa 6, 59-101 Polkowice,  
tel. (076) 845 84 00, fax. (076) 845 84 31, [www.ccc.eu](http://www.ccc.eu), [ccc@ccc.eu](mailto:ccc@ccc.eu), NIP 692-22-00-609**

Sąd Rejonowy dla Wrocławia-Fabrycznej we Wrocławiu IX Wydział Gospodarczy Krajowego Rejestru Sądowego KRS 0000211692  
Wysokość kapitału zakładowego – 3 916 400,00 PLN, Wysokość kapitału wpłaconego – 3 916 400,00 PLN