

Completion of negotiations with minority shareholders of Modivo S.A. and conclusion of conditional agreements obliging the sale of Modivo S.A. shares to CCC S.A. using funds from the issue of new shares of CCC S.A.

(Current Report No. 5/2025)

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Legal basis:

Article 17 (1) MAR - confidential information

With reference to current report No. 4/2025 dated February 17, 2025, The Management Board of CCC S.A. with its registered office in Polkowice ("**Company**" or "**CCC**") hereby informs that on February 17, 2025, the Company completed negotiations with the minority shareholders of Modivo S.A. with its registered office in Zielona Góra ("**Modivo**"), i.e. A&R Investments Limited with its registered office in Birkirkara ("**A&R**"), EMBUD 2 spółka z ograniczoną odpowiedzialnością S.K.A. with its registered office in Warsaw ("**EMBUD 2**"), MKK3 sp. z o.o. with its registered office in Zielona Góra ("**MKK3**") and Orion 47 Damian Zapłata S.K.A. with its registered office in Warsaw (collectively, the "**Modivo Minority Shareholders**"), on the terms and conditions of the sale of the Modivo shares by the Modivo Minority Shareholders to CCC using the proceeds from the issuance of the Company's Series N shares (the "**New Shares**") (collectively, the "**Transaction**").

The purpose of the Transaction is to fully consolidate Modivo's ownership structure, which the Company believes is necessary for further comprehensive operational integration of Modivo with other entities in the CCC Group ("**CCC Group**"), including, among other things, cost, process, tools and human resources management aspects, as well as aimed at optimizing and ensuring full access of all CCC Group entities to an integrated customer base and, consequently, further increasing the profitability of CCC Group operations.

To this end, on February 17, 2025, the Company entered into conditional agreements with the Modivo Minority Shareholders, which obligate the sale of Modivo shares, specifying the terms and conditions for the sale by the Minority Shareholders to CCC of a total of 2,290,505 (two million two hundred and ninety thousand five hundred and five) Modivo shares representing 22.81% (twenty-two and eighty-one hundredths percent) of Modivo's share capital and entitling to 2.290,505 (two million two hundred and ninety thousand five hundred and five) votes at the general meeting of Modivo (the "**Total Shares**"), i.e. all of Modivo's shares owned by Modivo Minority Shareholders (the "**Conditional Commitment Agreements**").

Settlement of the aggregate Price by the Company for the Total Shares will be made as follows: (i) approximately PLN 1.36 billion (one billion, three hundred and sixty million zlotys) will be paid by the Company to the Minority Shareholders with the cash that the Company plans to raise from the issuance of New Shares and; (ii) PLN 50 million will be settled by contractual set-off of the mutual receivables of the Company and the sellers under the Conditional Commitment Agreements (and the disposition agreements entered into in performance thereof) and the agreements to acquire 2.500,000 Series D subscription warrants of the Company, which the Company plans to issue to A&R and EMBUD 2, at an issue price of PLN 20 per warrant, entitling them to acquire, upon fulfillment of the conditions set forth in the General Meeting's resolution on the issue of subscription warrants, 2,500,000 Series O ordinary bearer shares of the Company, at an issue price equal to the issue price of the New Shares (the "**Warrants**"). The total valuation of the Total Shares will be approximately PLN 1.41 billion. The detailed parameters of the issuance of the New Shares and the issuance of the Warrants as part of the conditional increase in the Company's share capital are set forth in draft resolutions published by the Company in a separate current report on the convening of an Extraordinary General Meeting to adopt the resolutions necessary for the implementation of the Transaction.

The transfer of the Total Shares by the Minority Shareholders to the Company shall be effected by the parties entering into disposition agreements on the terms and conditions set forth in the Conditional Commitment Agreements, upon the fulfillment or waiver of all conditions precedent to the Transaction, which include the adoption by the Company's general meeting of a resolution on the issuance of New

Shares and a resolution on the issuance of Warrants as part of a conditional increase in the Company's share capital, the obtaining by the Company of the approval of the financing banks of the CCC Group entities in connection with the acquisition of the Total Shares, and the consummation of the issuance of the New Shares (the "**Conditions Precedent**").

If the Conditions Precedent are not fulfilled or waived by the date specified in the Conditional Commitment Agreement, generally falling within 6 months from the date of the Company's resolution to issue New Shares or September 30, 2025, whichever comes first, the Conditional Commitment Agreements will be terminated with immediate effect.

On February 17, 2025, the Management Board received from the Company's shareholder, ULTRO S.à r.l. ("**Ultró**") a declaration to provide the Company with equity financing in the amount of approximately PLN 500 million through the issuance of New Shares, i.e. at a level that would ensure that the Shareholder's current capital commitment to the Company would be maintained or increased. In addition, Ultró informed the Company that it had entered into a conditional agreement with A&R and EMBUD 2 for profit sharing and minimum return on investment in the Warrants. Based on the agreement, Ultró will ensure that these entities receive an agreed rate of return, while Ultró has the right to demand that EMBUD and A&R sell all or part of the Warrants they have subscribed for.

Signatures:

1/ Karol Półtorak - Vice President of the Management Board

2/ Łukasz Stelmach - Vice President of the Management Board