

**CNT****CENTRUM NOWOCZESNYCH TECHNOLOGII  
SPÓŁKA AKCYJNA**

Report number: **13/2019**

Date of issue: **2019-06-06 12:56**

Subject: **The Annual General Meeting of CNT S.A. adopts a resolution on authorizing the Management Board to repurchase its own shares for the redemption.**

Contents of the report:

Management Board of Centrum Nowoczesnych Technologii S.A. (the "Issuer", the "Company") hereby informs that on 6 June 2019 The Annual General Meeting of CNT S.A. adopted a resolution on authorizing the Management Board to repurchase its own shares for the redemption, in the following wording:

"Resolution No. 15

of the Annual General Meeting of the Company

Centrum Nowoczesnych Technologii S.A.

dated on 6 June 2019

on the authorization of the Management Board to purchase the Company's own shares for their redemption

§1

The Ordinary General Meeting of Centrum Nowoczesnych Technologii Spółka Akcyjna with its registered office in Sosnowiec, acting pursuant to Article 362 § 1 point 8 of the Commercial Companies Code, hereby resolves to:

1) To give consent and authorize the Company's Management Board to repurchase the Company's own shares for their redemption, constituting not more than 6.49% of the Company's share capital, i.e. 590,000 shares with a nominal value of PLN 4.00 each (the "Own Shares"), provided that the Company shall acquire its Own Shares under the following conditions:

a) The repurchase of the Company's Own Shares will take place commencing on 12 June 2019 and will last no longer than until 27 June 2019 (the "Share repurchase period"),

b) Remuneration for Own Shares shall be paid from the supplementary capital created from profit or any other amount which, under Art. 348 § 1 of the Commercial Companies Code, may be allocated for distribution, provided that the total amount allocated by the Company for the share repurchase does not exceed PLN 8,850,000,000.00,

c) The Own Shares will be repurchased outside the regulated market by one or more invitations to tender



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for the sale of Own Shares addressed to all shareholders of the Company (the "Redemption Offer"),

d) The Company's Own Shares may be acquired directly by the Company or by the investment firm,

e) The purpose of share repurchasing is to redeem them and subsequently reduce the Company's share capital, as specified in Art. 359 of the Commercial Companies Code.

2) The share repurchase price in a given Buy-Back Offer will be the same for all the Shareholders. The Management Board is authorised to purchase up to PLN 15.00 for 1 Own Share. The repurchase price per own Share in the Share Repurchase Offer shall be the same for all Shareholders and shall amount to PLN 15.00 per 1 Share.

3) The invitation to submit offers for the sale of the Company's shares in each Repurchase Offer will be addressed to the Shareholders in a generally accessible manner, in particular via the website.

4) In order to redeem Own Shares, immediately after the expiry of the Share Repurchase Period, the Company's Management Board shall convene the Company's General Meeting with the agenda including at least adoption of resolution(s) on redemption of Own Shares and reduction of the Company's share capital as a result of redemption of Own Shares and an amendment to the Company's Articles of Association.

## §2

1) The Management Board shall repurchase Shares with equal access of the Shareholders to the exercise of the right to sell the Shares. In particular, each shareholder, in response to an invitation to tender for the sale of shares, shall be able to submit an offer to sell all the Company's shares that he/she is entitled to. If the number of shares offered by the Shareholders is higher than the number of shares determined by the Company's Management Board in a given Repurchase Offer, the share repurchase shall be based on the principle of proportional reduction of the submitted offers and shall be rounded down to the nearest integer.

2) The Management Board of the Company is hereby authorised to take all factual and legal actions necessary to repurchase the Company's Shares for their redemption under this resolution.

3) The Management Board may resign or terminate the share repurchase before the expiry of the authorization period, prior to reaching the maximum number of Own Shares or before the amount referred to in § 1 Sec. 1 (b) above is reached.

## §3

This Resolution shall come into force upon its adoption.

**Legal basis:** Article 17(1) MAR - confidential information.

