

**CNT****CENTRUM NOWOCZESNYCH TECHNOLOGII
SPÓŁKA AKCYJNA**Report number: **16/2019**Date of issue: **2019-06-12 17:21**Subject: **Publication of the Offer for the Share Repurchase.**

Contents of the report:

With reference to the current report no. 13/2019, the Management Board of Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec (the "Issuer", the "Company") hereby informs that on 12 June 2019 it adopted a resolution on the adoption and publication of the Offer for the Share Repurchase carried out under the authorization granted by resolution no. 15 of the Ordinary General Meeting of Centrum Nowoczesnych Technologii S.A. of 6 June 2019.

Acting under Resolution No. 15 of the Ordinary General Meeting of the Company of 6 June 2019 on authorization of the Management Board to repurchase shares for redemption, adopted under Art. 362 § 1 point. 8 of the Commercial Companies Code, the Management Board of CNT S.A. adopted the Shares Repurchase Offer in the wording constituting an Appendix hereto and decided to make it public. Within the scope of the authorization granted and on the basis of Art. 362 § 2 of the Commercial Companies Code, the Management Board decided on the following principles and conditions for the acquisition of Own Shares:

- a) the acquired Own Shares, i.e. shares of Centrum Nowoczesnych Technologii S.A. with its registered office in Sosnowiec, designated with ISIN securities code: PLERGLO0014, shall be fully paid up;
- b) Share Repurchase by the Company must be fully transferable and free from encumbrances, such as in particular ordinary, fiscal, register or financial pledge, attachment in enforcement proceedings, option, pre-emptive right or first option or any other right, encumbrance or restriction established for the benefit of third parties of a material or bond nature;
- c) Own Shares shall be repurchased between 13 June 2019 and 24 June 2019;
- d) the purpose of share repurchasing is to redeem them and then reduce the Company's share capital in compliance with Art. 359 of the Commercial Companies Code;
- e) The Shares shall be repurchased through mBank S.A. with its registered office in Warsaw (the "Intermediary Entity") outside the regulated market by an invitation to tender for the sale of Own Shares of the Company addressed to all shareholders of the Company (the "Offer"), which in each case shall not constitute: (i) a public call for subscription for the sale or exchange of shares referred to in Article 73 et seq. of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2019, item 623) (the "Public Offering Act"), or (ii) an offer within the meaning of Article 66 of the Act of 23 April 1964 of the Civil Code (Journal of Laws of 2018, item 1025, as amended), ensuring equal access of the Company's shareholders to



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

the exercise of the right to sell Own Shares. In particular, each shareholder in response to the invitation to tender for the sale of shares may submit an offer to sell all the Company's shares to which he or she is entitled;

f) if the total number of the Company's shares covered by all the Sale Offers submitted at the time of acceptance of the Sale Offers is higher than the number of shares in the Share Repurchase Offer (590,000), the Company shall reduce the number of shares covered by the Sale Offers proportionally;

g) the total nominal value of the acquired Own Shares shall not exceed 6.49% of the Company's share capital;

h) the total number of Shares repurchased as part of the Offering shall not exceed 590,000 shares with a value of PLN 4.00 each;

i) before starting to buy Own Shares, the Company will publish the terms and conditions of the Offer in the form of a current report, published on the Company's website and on the website of the Intermediary Entity, bearing in mind the fact that the Company is a public company and to ensure that the shareholders of the Company are treated equally, in accordance with Article 20 of the Act on Public Offering;

j) the price offered by the Company will be PLN 15.00 per Share;

k) the total share repurchase price, increased by the costs of their acquisition, shall not be higher than the reserve capital established for this purpose from the amount which, pursuant to Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution; however, the total amount which the Company shall allocate for the share repurchase shall not exceed PLN 8,850,000.00

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

