



Report number: **25/2022**

Date of issue: **2022-06-14 14:29**

Subject: **Resolution adopted by the Annual General Meeting of CNT S.A. on authorising the Management Board to repurchase own shares for redemption.**

Contents of the report:

The Management Board of Centrum Nowoczesnych Technologii S.A. informs that on 14 June 2022 Annual General Meeting of CNT S.A. adopted a resolution on authorising the Management Board to repurchase own shares for redemption, with the following content:

"RESOLUTION NO. 17

of the AGM of CNT S.A. with its registered office in Sosnowiec, Partyzantów 11

of 14 June 2022

on authorising the Management Board to repurchase own shares for redemption

§1

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

1) To create, pursuant to Article 362 § 2 (3) in connection with Article 396 § 5 of the Commercial Companies Code, and pursuant to § 14 (1) (6) of the Company's Articles of Association, a reserve capital in the amount of PLN 13,500,000.00 (thirteen million five hundred thousand zlotys) (the "Reserve Capital"), earmarked in its entirety to finance the buy-back of the Company's own shares (the "Own Shares") by transferring to this capital the amount of 13. 500,000.00 PLN (thirteen million five hundred thousand PLN) coming from the reserve capital created from the Company's profits from previous years, which amount, pursuant to Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution among the Company's shareholders.

2) To give its consent and authorise the Management Board of the Company to repurchase the Company's own shares for redemption, representing not more than 600,000 (six hundred thousand) shares with a nominal value of PLN 4 (four) each (the "Own Shares" or the "Equity Shares") with the proviso that the repurchase of the Own Shares by the Company shall take place in accordance with the following conditions:





- a) The Company shall acquire the Equity Shares from 29 June 2022 and shall continue for a period not exceeding 13 July 2022 (the "Share Buyback Period");
- b) The consideration for the Treasury Shares will be paid from the reserve capital created from profit or any other amount which, pursuant to Article 348 § 1 of the Commercial Companies Code, may be allocated for distribution, with the total amount to be allocated by the Company for the acquisition of Treasury Shares not exceeding PLN 13,500,000.00 (thirteen million five hundred thousand zlotys);
- c) Own Shares shall be repurchased over-the-counter by means of a tender offer for the disposal of Own Shares, addressed to all shareholders of the Company (the "Buyback Offer");
- d) Own Shares may be acquired directly by the Company or through an investment firm;
- e) The purpose of the buyback of the Own Shares is their redemption and subsequent reduction of the Company's share capital in accordance with Article 359 of the Commercial Companies Code.
- 3) The repurchase price per Treasury Share in the Buyback Offer will be the same for all Shareholders and will amount to PLN 22.50 (twenty-two zlotys and fifty cents) per Treasury Share.
- 4) The invitation to submit offers to sell the Company's shares as part of the Buyback Offer will be addressed to Shareholders in a manner generally available, in particular through the website.
- 5) In order to redeem the Treasury Shares, immediately after the expiry of the Share Buyback Period, the Management Board of the Company shall convene a General Meeting of the Company with an agenda including at least the adoption of resolution(s) on the redemption of the Treasury Shares and the reduction of the Company's share capital as a result of the redemption of the Treasury Shares and the amendment of the Company's Articles of Association.

§2

1) The Management Board will carry out the repurchase of Treasury Shares ensuring equal access of Shareholders to the exercise of the right to sell Treasury Shares; in particular, each Shareholder, in response to the invitation to submit offers to buy back shares, will be able to submit an offer to sell all the shares in the Company to which he/she is entitled.

If the number of shares offered by Shareholders is higher than the number of shares in the Buyback Offer, the acquisition of the Own Shares will take place on the basis of a proportional reduction of the offers made and after rounding the number of shares down to the nearest whole number.

2) The Company's Board is authorised to take all factual and legal actions required to buy back the Company's Own Shares for redemption in accordance with the content of this resolution.

§3 This resolution shall enter into force as of the date of its adoption."





CNT CENTRUM NOWOCZESNYCH TECHNOLOGII
SPÓŁKA AKCYJNA

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

