



CURRENT REPORT No. 56/2023

COMPLETION OF THE BOOK-BUILDING

Date of issue: 13/06/2024

Report number: 56/2023

Abbreviated name of the issuer: **MIRBUD S.A.**

Subject: **Completion of the book-building process for the private offering of new series L ordinary bearer shares issued by MIRBUD S.A. The determination of the issue price of the new series L shares issued by the Company along with the number of series L shares. The conclusion of a price annex.**

Legal basis: Article 17(1) MAR Regulation – confidential information

Report content:

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With reference to current report No. 55/2024, the Management Board of MIRBUD S.A., with its registered office in Skierniewice (the “**Company**”), announces that on 13 June 2024 it received from IPOPEMA Securities S.A. (“**IPOPEMA**”) information on the completion of the accelerated book-building process for the ordinary series L bearer shares (the “**Series L Shares**”) issued pursuant to Resolution No. 4/2024 of the Management Board of the Company dated 10 June 2024 on increasing the share capital of MIRBUD S.A. within the limits of the authorised capital by way of issuing ordinary series L shares, depriving the existing shareholders of the entire pre-emptive right to all such series L shares, the dematerialisation of such series L shares and the rights to such series L shares, the application for the admission and introduction of such series L shares or rights to such series L shares to trading on a regulated market, amendments to the company's articles of association, and authorisation to conclude an agreement on the registration of such series L shares and rights to such series L shares with a



securities depository (the “**Issue Resolution**”), offered by way of private subscription with the exclusion of the pre-emptive right, in accordance with the provisions of the Issue Resolution.

In connection with the completion of the accelerated book-building process, the Management Board of the Company pre-allocated the Series L Shares to the eligible investors in accordance with the allotment rules set out in the Issue Resolution, and on 13 June 2024 adopted a resolution on the determination of the final number of Series L Shares and the issue price of the Series L Shares, the conclusion of a price annex and the determination of the initial allocation list (the “**Management Board Resolution**”). In connection with the above, the Eligible Investors and the Designated Eligible Investors will be offered a total of 18,348,800 (in words: eighteen million three hundred forty eight thousand eight hundred) Series L Shares (the “**Final Number of the Series L Shares**”) for subscription, at the issue price of PLN 11.00 (in words: eleven polish zlotys) per one Series L Share (the “**Issue Price of the Series L Shares**”).

In connection with the adoption of the Management Board Resolution, in the execution of the terms of the agreement to act as transaction advisor and offer shares (the “**Mandate Agreement**”) dated 10 June 2024, on 13 June 2024 the Company concluded with IPOPEMA a pricing annex to the Mandate Agreement, which indicates that in the public offering of the Series L Shares the Company will offer a number of Series L Shares equal to the Final Number of the Series L Shares at the Issue Price of the Series L Shares.

Capitalised terms in this current report have the meanings given to them in the Issue Resolution as indicated in the Subscription Rules attached to current report No. 55/2024 dated 10 June 2024.

IMPORTANT INFORMATION

This current report has been prepared in accordance with Article 17 (1) of Regulation (EU) 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 Directive 2003/124/EC, 2003/125/EC and 2004/72 EC and Article 56(1)(2) act of 29 July 2005 on public offering, the conditions governing the introduction of financial instruments to organised trading, and on public companies.

This current report is for informational purposes only. The Company publishes it solely for the purpose of providing relevant information regarding the terms of the offering of shares in it. This current report does not serve in any way, directly or indirectly, to promote the offer, subscription or purchase of the shares in the Company referred to in this current report (the “**Series L Shares**”), and does not constitute advertising or promotional material prepared or published by the Company for the purpose of promoting the Series L Shares, their subscription or offer, or to encourage investors, directly or indirectly, to subscribe for the Series L Shares. The Company has not yet published, and does not intend to publish after the date of this current report, any materials to promote the Series L Shares or their subscription. This current report is not an advertisement within the meaning of Article 22 of the Prospectus Regulation.

This current report and the information contained herein are not intended for publication, announcement or distribution, directly or indirectly, in whole or in any part, in the United States, Australia, Canada, Japan, South Africa or other countries where publication, announcement or distribution would be unlawful. This current report is for informational purposes only and does not



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The Series L Shares are not being offered to the public in the United States of America, the United Kingdom or any other country outside of Poland. Any offering of Series L Shares will be made in accordance with the rules under the Prospectus Regulation and exempt from the requirement to prepare a prospectus.

No prospectus will be provided in connection with the matters that are the subject of this current report and the preparation of such prospectus is not required (pursuant to the Prospectus Regulation). This current report and the description of the terms and conditions of the offering of the New Shares Offering contained herein are for informational purposes only; the information contained herein is addressed solely to persons who are: (i) qualified investors within the meaning of the Prospectus Regulation; or (ii) investors referred to in Article 1.(4)(d) of the Prospectus Regulation (all such persons collectively referred to as “**Eligible Persons**”). This current report and the terms and conditions described herein may not be relied upon or used by persons other than Eligible Persons. Persons distributing this current report must make sure that it is distributed in accordance with the law. Any investment or investment activities covered by this current report and the terms and conditions described herein are available only to Eligible Persons and may be undertaken only by Eligible Persons.

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The Manager is acting solely for the Company and not for any other party in connection with the offer or subscription of the Series L Shares and will not be liable to anyone other than the Company in the context of providing coverage to its clients or providing advice with respect to the offer or subscription of the Series L Shares or other matters referred to in this current report. Other than any duties and obligations that may be imposed on the Manager under applicable law, neither the Manager nor any of its affiliates assumes any responsibility for the content of the information contained in this current report or for any other statements made or purported to be made by or on behalf of the Manager or its affiliates in connection with the Company, the Series L Shares, their offering or subscription. Accordingly, the Manager and each of its affiliates will have no liability, whether arising in tort, contract or otherwise (except as noted above), with respect to any statements or other information contained in this current report, and makes no representation or warranty, express or implied, as to the accuracy, completeness or sufficiency of the information contained in this current report. The Manager may participate in the offering on a commercial basis.

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This current report does not identify or suggest, and is not intended to identify or suggest, any risks (direct or indirect) that may be associated with an investment in the Series L Shares. Any investment decision to subscribe for or purchase Series L Shares under the offer or subscription of such shares must be made solely on the basis of publicly available information that has not been independently verified by the Manager.

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Signatures of representatives:

Jerzy Mirgos – President of the Management Board

Paweł Korzeniowski – Member of the Management Board