

Current report no. 67/2017

Prepared on: 2017-08-30

Subject: Management Board statement on the planned merger of Companies of ACTION Capital Group.

Legal basis: Article 17(1) of the Market Abuse Regulation – confidential information

Content of the report:

The Management Board of ACTION S.A. in restructuring (Company, Issuer) informs that in connection to current report no. 54/2017 (which include information about the intent to start the merger procedure of Companies of Action Capital Group), current report 55/2017 (which include information about Plan of Merger Action S.A. in restructuring with subsidiaries companies of Action Capital Group), and current report 56/2017 (which include Report of the Management justifying merger of ACTION S.A. in restructuring with the subsidiaries companies of Action Capital Group) hereby the Management Board presents it's opinion about the merger of ACTION S.A. in restructuring with ACTINA Sp. z o.o., SFERIS Sp. z o.o., RETAILWORLD Sp. z o.o. oraz GRAM.PL Sp. z o.o.

The Management Board positively evaluates the planned merger and maintains it's current position (included in documents indicated in the current reports), that the initiated merger model will be the next and necessary stage of restructuring of the Company.

The Issuer's Management Board also upholds it's position, that the main goals of these activities are: a) an increase in margin from the sales by removing from the distribution channel subsidiaries carrying out retail sales, b) the extension of the recipient circle due to the acquisition of subsidiaries' contractors, c) ordering the structure within the ACTION S.A. Capital Group, d) Further reduce the cost of its business, e) simplify the ordering the structure within the ACTION S.A. Capital Group, simplification of the management of the Capital Group and facilitating its supervision, including in particular the areas of: financial liquidity monitoring, risk assessment, all indicators of effectiveness and costs reduction.

Increasing margins and customers will be a direct result of merger, by excluding indirect links. Reduction of operating costs of the ACTION SA Capital Group as a result from the merger will concern in particular costs related to the operating of management bodies, financial and accounting services as well as counterparties, storage and delivery systems.

The initiation and implementation of the merger procedure in the Management Board opinion will allow ACTION S.A.in restructuring also significantly simplifies the management procedure of ACTION SA Capital Group, streamlining operations and facilitating control of the ACTION SA Capital Group. - including in particular: liquidity control, risk assessment, performance indicators and cost reduction. These goals will be achieved through the above mentioned activities especially by cost reduction efforts while exploiting the synergy effect - by maintaining the most valuable resources from each of the merging Companies.

The above mentioned statement is in line with the statement of the Management Board presented in the Report of the Management Board of the Company justifying the merger of 31 July 2017.

The above position is in line with the position of the Management Board presented in the Report of the Management Board of the Company justifying the merger of 31 July 2017.

Legal basis:

§ 19 item 3 Regulation of the Minister of Finance of 19 February 2009 regarding current and periodic information to be published by issuers of securities and conditions for recognizing as equivalent the information required by laws of non-EU member states (Journal of Laws of 2014 No. 133).