

Current report no. 52/2021

Date prepared: 25-06-2021

Subject: Registration and termination of subscription for the Issuer's series D shares

Legal basis: Art. 56 sec. 1 point 2) of the Act on Public Offering - current and periodic information

Content:

The Management Board of ACTION S.A., referring to the current report No. 51/2021 of June 23, 2021, hereby informs that in connection with the registration on June 25, 2021 at the National Depository for Securities S.A. series D shares of the Company, their subscription was completed in the scope indicated in items 3 and 6 of this report. Series D shares were issued as part of the conversion of receivables into shares on the basis of a legally binding decision of the District Court for the capital city of Warsaw in Warsaw, 18th Commercial Division of August 7, 2020 on approval of the arrangement in the restructuring proceedings of the Company (file reference number XVIII GRs 1) / 19 (former X GRs 8/16) - hereinafter: "The Agreement").

In accordance with article 2.4. point (i) and Article 3. of the Agreement, new issue shares - series D shares, were assigned to Group IV creditors who are bondholders of the series ACT01 040717 bonds issued by the Company. Pursuant to Art. 169 paragraph. 3 of the Restructuring Law Act, the legally approved Arrangement replaces the activities related to the increase of the share capital specified in this provision. Pursuant to this regulation, as of December 15, 2020, the share capital of the Company was increased from PLN 1,695,700. up to PLN 2.003.700 i.e. by PLN 308,000, equal to the nominal value of 3.080.000 series D shares. 308 series D shares for each 1 series ACT01 040717 bond. Due to the fact that series ACT01 040717 bonds were dematerialized bearer securities, activities related to the registration and allocation of series D shares were carried out through the National Depository for Securities.

The increase of the Issuer's share capital related to the issue of series D shares was registered in the Register of Entrepreneurs of the National Court Register on February 22, 2021, about which the Company informed in the current report No. 10/2021 of February 22, 2021. The basis for entry of the change in the amount and structure of the Company's share capital in the register of entrepreneurs was the Arrangement, pursuant to Art. 169 of the Restructuring Law, and thus the registration did not require any changes to the Company's Articles of Association.

Pursuant to the provisions of Article 3 point 11 of the Arrangement, all converted series D shares will be dematerialized and will be admitted and introduced to trading on the regulated market operated by the Warsaw Stock Exchange S.A.

Detailed information on the completed subscription:

1. Subscription or sale start and end date:

Subscription start: 15.12.2020

End of subscription: 25.06.2021

The issue of series D shares was made as part of the conversion of receivables into shares on the basis of the Arrangement and in accordance with the regulations of the Restructuring Law, defining the moment of creation of share rights, referred to at the beginning of the report. Therefore, no subscription was carried out with respect to the series D shares, as the activities in this respect took place pursuant to the Agreement and Art. 169 of the Restructuring Law. The implementation of the Arrangement required the dematerialisation of series D shares and their registration on the eligible accounts. Therefore, the Company assumed that the subscription commencement date is the date on which the Agreement becomes final, and the end date is the date of registration of the shares in the National Depository for Securities S.A.

2. Date of allocation of securities:

25.06. 2021

Based on the circumstances indicated in point 1 above, the Company assumes that the allocation of series D shares took place on the day of their registration with the National Depository for Securities, i.e. on June 25, 2021.

3. Number of securities covered by subscription or sale:

The company issued 3.080.000 series D shares with a nominal value of PLN 0.10 under the Arrangement, each and such number of securities has been subscribed for.

In connection with the issued decisions on granting security I (about which the Issuer informed in the current report No. 16/2021 of March 8, 2021 and the current report No. 22/2021 of March 29, 2021), on the basis of which the Company was forbidden to make statements will to the National Depository for Securities concerning the registration of a total of 107.184 series D shares, all other series D shares, i.e. 2,972,816 shares, were registered under the subscription. The remaining series D shares will be registered after the above decisions on granting security cease to be binding.

4. Reduction rate in individual tranches, if the number of allotted securities in at least one tranche was lower than the number of subscribed securities.

The subscription of series D shares was carried out according to the parity of conversion of liabilities into shares specified in the Agreement, i.e. without reduction.

5. Number of securities subscribed under subscription or sale.

The subscription of series D shares was carried out pursuant to the Arrangement and Art. 169 paragraph. 3 of the Restructuring Law. Subscriptions for series D shares were not required, and the legally approved Agreement replaced the activities specified in this provision related to increasing the share capital, joining the Company, taking up series D shares and making a contribution.

6. Number of securities that were allocated under the subscription or sale.

2.972.816 series D shares with a nominal value of PLN 0.10. each.

In connection with the issued decisions on granting the security referred to in point 3 above, 107.184 series D shares in total have not been allocated and registered. These shares will be allocated and registered after the above decisions on granting security cease to be binding.

7. The price at which the securities were purchased (acquired).

Series D shares were acquired according to the debt-to-share conversion parity specified in the Agreement. The issue price for one series D share was PLN 3.14.

8. Number of people who subscribed for the securities covered by subscription or sale in particular tranches.

The subscription of series D shares was carried out pursuant to the Agreement and Art. 169 paragraph. 3 of the Restructuring Law. Subscriptions for series D shares were not required. Series D shares were registered on 112 securities accounts.

9. Number of people who were allocated securities under the subscription or sale in individual tranches.

The allocation of series D shares was made to the bondholders of series ACT01 040717 bonds, which were dematerialized bearer securities. Activities related to the registration and allocation of series D shares were carried out through the National Depository for Securities S.A. Series D shares were registered on 112 securities accounts.

10. Names of (business names) of the underwriters who took up the securities as part of the performance of underwriting agreements, specifying the number of securities they took up, along with the actual price of a security unit, being the issue or sale price, net of consideration for taking up a security unit, in the performance of the underwriting agreement, acquired by the underwriter.

The company has not concluded an underwriting agreement for series D shares.

11. Value of the subscription or sale, understood as the product of the number of securities covered by the offer and the issue price or the selling price.

PLN 9.671.200.

12. Total specification of the amount of costs which have been included in the costs of the issue, with an indication of the amount of costs according to their titles, broken down at least into the following costs: a) preparation and conduct of the offer, b) remuneration of underwriters, separately for each of them, c) preparation of an issue prospectus, including consultancy costs, d) promotion of the offer - along with the methods of settling these costs in the accounting books and the manner of their recognition in the issuer's financial statements.

The total amount of costs included in the costs of the current issue is PLN 55 thousand. PLN.

The company incurred the above-mentioned costs of preparing and conducting the issue of series D shares, including: as remuneration, consultancy in the registration of shares and their admission and introduction to trading on the regulated market, fees for registration of the share capital increase at the registry court, registration of issued shares at the National Depository for Securities Valuables SA, costs of admitting and introducing these shares to trading on the Warsaw Stock Exchange, tax on civil law transactions.

The company did not incur costs due to the underwriters' fees, preparation of the prospectus or promotion of the offer.

The costs of the current issue of shares constitute other prepayments and will ultimately be charged to the Company's supplementary capital resulting from the surplus of the issue price over the nominal value of the issued shares.

13. Average cost of subscription or sale per security covered by the subscription or sale.

- average cost of the issue of 1 series D share: PLN 0.02.

14. The method of paying for the subscribed (purchased) securities.

Series D shares were paid for as part of the conversion of part of the receivables resulting from the series ACT01 040717 bonds issued by the Company into shares pursuant to the Agreement and Art. 169 paragraph. 3 of the Restructuring Law, according to which the legally approved Agreement replaced the activities specified in this provision, related to, inter alia, with making a contribution.

- date of emergence of the debt subject to conversion into shares: 4.07.2014.

- the subject of the debt subject to conversion into shares: a claim covered by the Arrangement for the redemption of 10.000 series ACT01 040717 bonds with a nominal value of PLN 10,000. each with outstanding interest.

- value of receivables subject to conversion into shares, including its valuation: PLN 9.671.200 based on Article. 3.4. and 3.5. Layout; the valuation was not prepared pursuant to Art. 169 paragraph. 3 of the Restructuring Law and Art. 6a sec. 5 point 2) of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies.

- description of the transaction resulting in the receivables subject to conversion into shares: issue by the Company on July 4, 2014 of 10.000 bearer bonds, dematerialized, coupon, unsecured, series ACT01 040717 with a nominal value of PLN 10.000. each and with a total nominal value of the issue amounting to PLN 100.000,000. with the maturity date on 4 July 2017.

- entities that took up (purchased) the Issuer's securities, indicating their number: bondholders of series ACT01 040717 bonds. Series D shares were registered on 112 securities accounts.

Legal basis: § 16 sec. 1 of the Regulation of the Minister of Finance of March 29, 2018 on current and periodic information provided by issuers of securities and the conditions for recognizing as equivalent information required by the laws of a non-member state (Journal of Laws of 2018, item 757, as amended) changes).