

Current Report No. 34/2022

Date: 2022-06-22

Re: Resolution of the Ordinary General Meeting on merger with the Issuer's subsidiary

Legal basis: Article 17(1) MAR – public disclosure of inside information

Content of the Report:

The Board of Directors of ACTION S.A. (hereinafter: "the Company", or "the Issuer") hereby informs that earlier today, i.e. on 22nd June 2022, the Ordinary General Meeting of ACTION S.A. adopted a resolution on the Company's merger (as an Acquiring Company) with ACTIVEBRAND Spółka z ograniczoną odpowiedzialnością with its registered seat in Kraków (as an Acquired Company). In addition, the Board hereby informs that on the same date, the Ordinary General Meeting of the Acquired Company also adopted a respective resolution on the merger.

In the light of the adopted resolution and the Merger Plan, the merger is carried out by transferring all assets owned by the Acquired Company to the Acquiring Company, i.e. a merger by acquisition pursuant to the provisions of Article 492 § 1 of the CCC. Concerning that the Acquiring Company directly owns 100% of all shares in ACTIVEBRAND Sp. z o.o.'s share capital, a merger by acquisition will be carried out – pursuant to Article 514 § 1 CCC and Article 516 § 6 in conjunction with Articles 516 § 5 and 500 § 21 of the CCC – without increasing the Issuer's share capital.