



GRUPA PBG

**CURRENT REPORT FILED WITH
THE POLISH FINANCIAL SUPERVISION AUTHORITY**

DATE: July 3rd 2015

Subject: **Conclusion of agreement on placement of RAFAKO S.A. shares**

Text of the report:

Current Report No. 19/2015

The Management Board of RAFAKO S.A. (the “**Company**” announces that on July 3rd 2015, in connection with the public offering of up to 15,331,998 new Series J ordinary shares with a par value of PLN 2 per share (“**Series J Shares**”) with the pre-emptive rights of existing shareholders waived (the “**Offering**”), the Company concluded a share placement agreement (the “**Agreement**”) with Powszechna Kasa Oszczędności Bank Polskim Spółka Akcyjna Oddział - Dom Maklerski PKO Banku Polskiego w Warszawie of Warsaw and Trigon Dom Maklerski S.A. of Kraków (“**Joint Bookrunners**”). On the terms specified in the Agreement, each Joint Bookrunner undertook to provide the Company, while exercising due care expected of a professional organisation, with financial services necessary to organise and carry out the Offering and placement of Series J Shares among investors, in accordance with the Agreement.

The Agreement defines customary conditions precedent and termination events, including force majeure events as well as the terms concerning compliance with representations and warranties made by the Company in the Agreement. If any of the conditions precedent is not fulfilled or waived, the Joint Bookrunners’ obligation to place Series J Shares among Investors as part of the Offering expires. Joint Bookrunners may also terminate the Agreement in the cases provided for therein, particularly if a representation or warranty made by the Company is found to be a false statement of fact or law or if the situation on the financial markets changes significantly, adversely affecting the Offering.

The Agreement does not oblige the Joint Bookrunners, acting jointly or separately, to purchase or sell any financial instruments nor is it a guarantee of successful preparation or execution of any introduction of financial instruments to organised trading, execution of the Offering or placement of any part of other financial instruments. In particular, the Agreement does not represent a guarantee of sale of Series J Shares or rights thereto, nor does it oblige the Joint Bookrunners, acting jointly or separately, to guarantee (by underwriting or otherwise) that investors will place subscription orders for or pay for Series J Shares.

The Agreement also includes representations and warranties concerning the Company, its Group and their operations, typically made by issuers of securities in agreements of such type, entered into for the purposes of transactions similar to the Offering.

The Agreement contains lock-up provisions customarily applied for the purposes of offerings similar to the Offering. In particular, the Company agreed that within 360 days from the first listing of the rights to Series J Shares it shall not, without the Joint Bookrunners’ prior written consent: (a) directly or indirectly offer, issue, purchase, pledge, sell, enter into agreements for the sale of or in any other way dispose of, grant options for, enter into agreements for

purchase of options for, purchase options for, enter into agreements for the sale or grant of options for, rights or warrants for the purchase, disposal or sale of Company shares, or securities convertible into Company shares or incorporating other rights to purchase Company shares, nor shall it, with respect to the above, apply for the approval of an issue prospectus or another offering document under the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies; (b) enter into swap transactions or other agreements under which financial consequences of the ownership of Company shares are transferred, in full or in part, directly or indirectly, to another entity, irrespective of whether such swap or transaction described in item (a) above or this item (b) is to be settled through the delivery of Company shares or other securities referred to above, in cash or otherwise; (c) publicly announce any intention which would result in any of the transactions indicated in (a) or (b) above.

In the Agreement, the Company agreed to indemnify the Joint Bookrunners and other specified persons against specified claims, liabilities and expenses which may be brought against or incurred by the Joint Bookrunners or such other persons in connection with the Offering (Indemnity Clause).

The legal basis for publication of this Current Report is Art. 56.1.1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies, dated July 29th 2005 (consolidated text in Dz.U. of 2013, item 1382).

Disclaimer

This material or any part hereof is not intended for distribution, directly or indirectly, in or to the United States, Canada, Japan, Australia or any other jurisdiction where public distribution of the information contained in this material may be limited or prohibited by law.

This material has been prepared for promotional purposes only and it does not constitute an offer or invitation to subscribe for or purchase any securities issued by RAFAKO S.A. (the “**Company**”). Upon approval by the Polish Financial Supervision Authority, the issue prospectus, prepared in connection with the public offering of Company shares in Poland (the “**Offering**”) (the “**Prospectus**”), will be, together with any published supplements and update notices concerning the Prospectus, the only legally binding document containing information on the Company and the public offering of its shares in Poland. The Prospectus will be published and made available on the Company’s website (www.rafako.com.pl).

This material is not a recommendation within the meaning of the Minister of Finance’s Regulation on information which constitutes recommendations concerning financial instruments or their issuers, dated October 19th 2005. Prior to making a decision to purchase Company shares in the Offering, investors should read the Prospectus, including any published supplements and update notices to the Prospectus.

This material does not constitute an offer to sell or an invitation to subscribe for or purchase any Company securities in the territory of the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “US Securities Act”), and they may not be offered or sold in the United States unless they are registered under the US Securities Act or exempted from the registration requirements of the US Securities Act. The securities will not be offered to the public in the United States.

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Agnieszka Wasilewska-Semail, President of the Management Board
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