

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

DATE: September 28th 2020

Subject: Execution of agreement to sell RAFAKO EBUS shares and agreement to sell organised part of business

Contents:

Current Report No. 51/2020

Further to Current Report No. 48/2020 of September 10th 2020, Current Report No. 37/2020 of August 5th 2020, Current Report No. 2/2020 of January 16th 2020, Current Report No. 30/2020 of June 30th 2020 and Current Report No. 34/2020 of July 31st 2020, the Management Board of RAFAKO S.A. of Racibórz (the “**Company**”) announces that today the Company has entered into the following agreements:

- 1) an agreement to sell an organised part of business, operating as the Company’s branch under the name RAFAKO Spółka Akcyjna Oddział w Solcu Kujawskim (the “**Organised Part of Business**”), for PLN 30,985,000.00 (thirty million, nine hundred and eighty-five thousand złoty); the agreement was concluded between the Company and RAFAKO EBUS Sp. z o.o. of Racibórz (“**EBUS**”) with the participation of Agencja Rozwoju Przemysłu S.A. of Warsaw (“**ARP**”) (the “**Agreement to Sell the Organised Part of Business**”); and
- 2) an agreement to sell 100% of shares in the share capital of EBUS (the “**Shares**”) for PLN 15,000.00 (fifteen thousand złoty); the agreement was concluded between the Company and ARP (the “**Share Sale Agreement**”).

The total price provided for in the agreements is PLN 31,000,000.00.

The Share Sale Agreement was entered into after the Agreement to Sell the Organised Part of Business was concluded. The Share Sale Agreement includes a condition precedent, which is payment of the price for the Organised Part of Business (as provided for in the Agreement to Sell the Organised Part of Business), to be paid from the funds obtained by EBUS from ARP as a result of the adopted resolution to increase the share capital of EBUS as part of the closing process. The ownership of the Organised Part of Business will be transferred upon payment of the full price for the Organised Part of Business, while the ownership of the shares will be transferred upon payment of the full price for the EBUS shares. At the time of the transfer of ownership of all shares in EBUS to ARP, the Organised Part of Business will be owned by EBUS.

The Company has the right to rescind the Agreement to Sell the Organised Part of Business if the price for the Organised Part of Business is not paid to the Company by the deadline specified therein.

The Share Sale Agreement and the Agreement to Sell the Organised Part of Business contain standard liability clauses (commonly applied in transactions of this type) relating to the representations and warranties made by the Company. The Agreement to Sell the Organised Part of Business also contains non-competition and non-

solicitation clauses binding on the Company. Under the Agreement to Sell the Organised Part of Business, ARP may demand payment of contractual penalties by the Company in cases specified therein. The Company's aggregate liability under the Agreement to Sell the Organised Part of Business on account of contractual penalties for all events of default may not exceed PLN 9,000,000.00, and for all claims arising from the Agreement to Sell the Organised Part of Business, including contractual penalties, may not exceed the price for the Organised Part of Business.

The other terms and conditions of the Share Sale Agreement and the Agreement to Sell the Organised Part of Business do not differ from those commonly applied in agreements of this type.

The Company also notes that for formal reasons the Agreement to Sell the Organised Part of Business and the Share Sale Agreement were not concluded in performance of the preliminary agreements to sell the Organised Part of Business and the EBUS Shares signed on August 5th, which preliminary agreements have been terminated by the parties today.

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

Mariusz Zawisza, President of the Management Board
Radosław Domagalski-Łabędzki, Vice President of the Management Board