

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

DATE: April 28th 2023

Subject: [Execution by RAFAKO's subsidiary of conditional agreement with PBG S.A. in restructuring in liquidation for purchase of shares in RAFAKO Engineering sp. z o.o. \[CR 50/2023\]](#)

Text of the report:

The Management Board of RAFAKO S.A. w restrukturyzacji (in restructuring) of Racibórz (the "**Company**") – further to the Company's Current Report No. 49/2023 of April 27th 2023, announcing that on April 27th 2023 an agreement was signed between the Company and PBG S.A. w restrukturyzacji w likwidacji (in restructuring in liquidation) of Wysogotowo ("**PBG**") governing settlement of their mutual claims and sale of PBG's shareholding in RAFAKO Engineering sp. z o.o. ("**RENG**") – announces that on April 28th 2023 a conditional agreement was signed between RAFAKO INNOVATION sp. z o.o., of Racibórz, a wholly-owned subsidiary of the Company ("**RI**"), as the buyer, and PBG as the seller, for the sale of 3,481 (three thousand, four hundred and eighty-one) shares in RENG held by PBG (the "**Share Purchase Agreement**").

The key provisions of the Share Purchase Agreement concern:

1. sale by PBG to RI of 3,481 (three thousand, four hundred and eighty-one) shares in RENG held by PBG (the "**Shares**");
2. conditions precedent to the entry into force of the Share Purchase Agreement and purchase of the Shares by RI, i.e.:
 - i. PBG's obtaining its bondholders' consent to disposal of the Shares in accordance with the provisions of the Share Purchase Agreement;
 - ii. approval by the judge in charge of PBG's restructuring proceedings of disposal of the Shares in accordance with the provisions of the Share Purchase Agreement;
 - iii. payment by RI of a portion of the price, as specified in the Share Purchase Agreement.

Legal basis:

Article 17(1) of the Market Abuse Regulation – inside information.

Radosław Domagalski-Łabędzki – President of the Management Board

Dawid Jaworski – Vice President of the Management Board