

Current report no. 35 / 2019

Date: 2019-12-06

Abridged name of issuer: MABION S.A.

Subject: Registration of conditional increase of share capital and amendment to the Articles of Association

Legal grounds: Art. 56 section 1 point 2 of the Public Offering Law – current and periodical information

Contents of the report:

The Management Board of Mabion S.A. (“Issuer”, “Company”) informs that on the date of 6 December 2019 it learned of the registration dated 5 December of the conditional increase of the Company’s share by the Regional Court for Łódź-Śródmieście in Łódź, XX Commercial Division of the National Court Register (Court) by the maximum amount of PLN 40 283.50 pursuant to Resolution no. 3/XI/2019 of the Extraordinary Meeting of the Company’s Shareholders held on 29 November 2019, which concerned conditional increase of the Company’s share capital through emission of series T common bearer shares while simultaneously waiving the pre-emptive right of the current shareholders of the Company in full, emission of series C subscription warrants while simultaneously waiving the pre-emptive right of the current shareholders of the Company in full, and amendment of the Articles of Association, the adoption of which the Issuer reported in current report no. 32/2019.

The Company’s share capital was increased conditionally through emission by maximum 402 835 of series T common bearer shares with nominal value of PLN 0.10, maximum total nominal value of PLN 40 283.50. The aim of the conditional increase of share capital was to grant rights to acquire series T shares to the holder of subscription warrants – the European Investment Bank.

Upon registration of the aforementioned conditional increase of share capital, the nominal value of the conditional increase of Mabion S.A. share capital listed in the Register of Entrepreneurs of the National Court Register – with consideration of the conditional increase of share capital through emission of series R shares and series S shares exercised under Resolution no. 25/VI/2018 of the Ordinary Meeting of the Company’s Shareholders dated 28 June 2018 – comes to PLN 52 783.50.

Simultaneously, pursuant to the aforementioned Resolution no. 3/XI/2019 of the Extraordinary Meeting of the Company’s Shareholders held on 29 November 2019, the Court registered the appropriate amendment to the Articles of Association, which saw addition of the new § 9b as follows:

“§9b

1. The share capital of the Company was increased conditionally by the maximum amount of PLN 40 283.50 (in words: forty thousand two hundred eighty-three PLN 50/100) through emission of maximum 402.835 (in words: four hundred two thousand eight hundred thirty-five) series T common bearer shares with nominal value of PLN 0.10 (in words: zero PLN 10/100) each and maximum total nominal value of PLN 40 283.50 (in words: forty thousand two hundred eighty-three PLN 50/100) in order to grant rights to acquire series T shares to the holders of series C Subscription Warrants issued pursuant to Resolution no. 3/XI/2019 of the Extraordinary Meeting of the Company’s Shareholders held on 29 November 2019.
2. The entities authorised to acquire series T shares will be the holders of series C Subscription Warrants as discussed in section 1.
3. The right to acquire series T shares can be exercised until 29 November 2029.”

The Management Board of the Issuer is attaching the consolidated text of the Company’s Articles of Association, which includes the aforementioned amendment.