

POLISH FINANCIAL SUPERVISION AUTHORITY
Current Report No 2/2021

Date: February 8, 2021

Abbreviated name of issuer:
DEBICA

Subject: Registration of amendments to the Company's Articles of Association.

Legal grounds:
Art. 56 item 1 (2) of the Act on Public Offering Act

Report content:
With reference to current reports 28/2018 of October 23, 2018 and 5/2020 of March 24, 2020. The Management Board of TC Dębica SA (the "Company") announces that on February 8, it received information that on January 22, 2021, the District Court in Rzeszów, XII Economic Department of the National Court Register, registered amendments to the Company's Articles of Association (the "Articles"). The amendments were adopted by the Company's Extraordinary General Meeting of Shareholders on October 23, 2018 (in Resolution 7).

The Company's Articles of Association are amended by adding § 6a, with the following wording:

„§ 6a

1. The Company's Management Board is authorized to increase the share capital by an amount not exceeding PLN 82,816,500.00 (eighty-two million, eight hundred and sixteen thousand, five hundred zloty) by way of one or several share capital increases within the limits specified above, through the issue of bearer shares ("authorized capital").
2. The authorization referred to in paragraph 1 shall expire 3 years from the date of registration in the Register of Entrepreneurs of the National Court Register of the amendment to the Company's Articles of Association providing for this authorized capital.
3. A condition of the Company's Management Board performing a share capital increase within the limits of the authorized capital is obtaining the consent of the Company's Supervisory Board to perform such an increase and adoption of the relevant resolution by the Management Board.
4. The Company's Management Board is authorized to determine the detailed terms and conditions as well as manner of conducting subscription of shares issued in connection with the increase of the share capital within the limits of the authorized capital, and in the event of a decision to issue shares under closed or open subscription, in particular to
 - determine the opening and closing dates for the subscription of shares,
 - determine the manner and conditions for the submission of subscriptions,
 - perform the allocation of shares, including the allocation of shares not covered by the exercise of pre-emptive rights.

5. A resolution of the Company's Management Board regarding determining the issue price of shares issued within the scope of the authorized capital shall require the consent of the Company's Supervisory Board.
6. The Company's Management Board is authorized, with the consent of the Company's Supervisory Board, to deprive shareholders of their pre-emptive rights (in whole or in part) to shares issued within the limits of the authorized capital increase.
7. If the Management Board of the Company, with the consent of the Supervisory Board, deprives the shareholders of the pre-emptive right (in full or in part) to shares issued within the limits of the authorized capital increase, the Management Board of the Company shall offer the shares issued within the meaning of Article 431 § 2(1) of the Commercial Companies Code by way of private subscription.
8. When increasing the capital within the authorized capital, the Company's Management Board may issue shares only in exchange for cash contributions.
9. The Company's Management Board may not issue preferred shares to shareholders who subscribe for shares in connection with a share capital increase within the authorized capital, nor may it grant them personal privileges.
10. Save as otherwise provided by law or this paragraph, the Company's Management Board shall be authorized to decide on all matters related to increasing the share capital within the limits of the authorized capital, in particular the Company's Management Board shall be authorized to:
 - 1) take all actual and legal actions in order to admit the shares to trading on the regulated market operated by the Warsaw Stock Exchange, including performing all actions and submitting all motions, documents or notices in order to admit the shares to trading on the regulated market operated by the Warsaw Stock Exchange
 - 2) to adopt resolutions and take all other factual and legal actions on the dematerialization of shares and to conclude agreements with the National Depository for Securities on the registration and dematerialization of shares."