

Report no. 40/2018

Date: 2018-12-21

Legal basis: Art. 17(1) of the Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC

Subject: Conclusion of a framework agreement with an investor

The Management Board of ABC Data S.A. (the “**Issuer**”) gives notice that today the Issuer has agreed on the terms and conditions of a transaction with a strategic investor, which the Issuer informed about in the content of current report No. 39/2018 dated 21 December 2018. On 21 December 2018, the Issuer concluded with MCI.PRIVATEVENTURES (a closed-end investment fund), acting for MCI.EUROVENTURES 1.0 (a subfund, “**MCI**”), MCI Venture Projects spółka z ograniczoną odpowiedzialnością S.K.A. [a Polish limited liability company and a limited joint-stock partnership] (“**MCI SVP**”), ALSO Holding AG (the “**Investor**”) and Roseville Investments sp. z o.o. (“**BidCo**”) (hereinafter jointly referred to as the “**Parties**”) a *framework agreement* (the “**Framework Agreement**”).

The Framework Agreement sets out the terms and conditions for a transaction involving an announcement by MCI, MCI SPV, the Investor and BidCo of a joint call for subscription for the sale of 100% of shares of the Issuer and then disposal of undertakings by the Issuer and by the Issuer’s subsidiary – ABC Data Marketing sp. z o.o. (“**ABC Data Marketing**”).

The subject of sale will essentially be all assets and non-property assets comprising the Issuer’s undertakings and ABC Data Marketing (including fixed assets, intangible assets, inventories and receivables) as well as liabilities (mainly trade and financial). The subject of sale will also be shares and stocks in the Issuer’s subsidiaries: ABC Data sro with its registered office in Bratislava, Slovakia; UAB ABC Data Lietuva with its registered office in Vilnius, Lithuania; ABC Data Distributie SRL with its registered office in Bucharest, Romania; ABC Data Hungary Kft with its registered office in Budapest, Hungary; iSource S.A. with its registered office in Warsaw, Poland; and S4E S.A. with its registered office in Cracow, Poland.

The conclusion of an agreement for a sale of the Issuer’s undertaking and ABCD Marketing will depend on the eligible entities meeting or surrendering a number of conditions, including expression of a consent by the general meeting of shareholders of ABC Data Marketing to dispose of the undertaking, obtaining of necessary antitrust approvals by BidCo, obtaining of key contractors’ consents to transfer (assign) agreements by the Issuer, obtaining of tax certificates referred to in Art. 306(g) of the Tax Code by the Issuer and ABC Data Marketing as well as on a settlement and a call.

Pursuant to the Framework Agreement, the provisional sale price of the Issuer’s undertaking has been set to PLN 141,100,000 (one hundred forty-one million one hundred thousand zloty), whereas the sale price of ABC Data Marketing – PLN 35,000,000 (thirty-five million zloty). The sale price of the Issuer’s undertaking may be subject to adjustment based on the mechanism set out in the Framework Agreement.

MCI has granted a guarantee in order to secure the Issuer’s liability under the Framework Agreement up to an amount of PLN 155,000,000.00 (one hundred and fifty-five million zloty 0/100). The guarantee has been granted under a guarantee agreement concluded between the Issuer and MCI.

Date	Surname, name	Title/function
2018-12-21	Ilona Weiss	President of the Management Board
2018- 12-21	Andrzej Kuźniak	Vice-President of the Management Board