



**Current Report No.** 37/2023

**Report date:** 4 October 2023

**Subject:** Disclosure of delayed inside information on commencement of negotiations regarding the termination of the joint venture agreement with HB Reavis Holding and the buy-out of shares in Port Praski City II sp. z o.o. and Port Praski Medical Center sp. z o.o.

Acting pursuant to Article 17 (1) and (4) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 (the “**MAR**”), Cyfrowy Polsat S.A. (the “**Company**”) publishes the following inside information concerning the commencement of negotiations by the Company and its subsidiaries regarding the termination of the Joint Venture Agreement between Port Praski City II sp. z o.o. with its registered office in Warsaw, Port Praski Medical Center sp. z o.o. with its registered office in Warsaw and Pantanomo Limited with its registered office in Limassol, Cyprus, on the one part, and HB Reavis Holding CZ a.s. with its registered office in Prague, Czech Republic, on the other part, and a buy-out by Pantanomo Limited of 50% of shares in Port Praski City II sp. z o.o. and Port Praski Medical Center sp. z o.o. (“**Inside Information**”).

The disclosure of the Inside Information to the public was delayed on 28 August 2023 on the basis of Article 17 paragraph 4 of the MAR.

#### **Contents of the delayed Inside Information:**

The Management Board of Cyfrowy Polsat S.A. (the “**Company**”) hereby announces its decision that the Company and its subsidiaries will commence negotiations concerning: (i) the termination of the Joint Venture Agreement (the “**JV Agreement**”) concluded between Port Praski City II sp. z o.o. with its registered office in Warsaw (“**PPII**”), Port Praski Medical Center sp. z o.o. with its registered office in Warsaw (“**PPMC**”) and Pantanomo Limited with its registered office in Limassol, Cyprus (“**Pantanomo**”), on the one part, and HB Reavis Holding CZ a.s. with its registered office in Prague, Czech Republic (“**HBR**”), on the other part; and (ii) a buy-out by Pantanomo from HBR of 50% of shares in PPII and PPMC (the “**Transaction**”).

The Company announced the execution of the JV Agreement and the agreement on disposal of 50% of the shares in PPII and PPMC in its Current Report No. 18/2022 dated 21 July 2022.

The Company points out that the negotiations are on an initial stage and their outcome as well as the likelihood of successful completion are still uncertain. The completion of the Transaction depends on a number of factors, the most important of which include working out detailed Transaction terms and the documents necessary to carry it out, as well as obtaining the necessary approvals from the competent bodies of the entities involved in the Transaction.

The Company will report further steps in the pending negotiations in separate current reports.



At the same time, the Company's Management Board also announces that no binding decisions have been made with respect to the execution by the Company and its subsidiaries of the proposed Transaction, and it is not certain that such decisions will be made in the future. The Company will report to the public on the process in accordance with the binding provisions of law."

**Explanation for the delay in disclosure of the Inside Information to the public:**

The Management Board of the Company assesses that at the time the decision was made the delay in disclosing the above Inside Information met the conditions set out in the MAR and the guidelines of the European Securities and Markets Authority for delaying disclosure of inside information of 13 April 2022.

In the opinion of the Management Board, immediate disclosure of the Inside Information would have created a risk of adverse effects on the negotiations, the terms of the Transaction and the likelihood of finalizing and concluding the documentation necessary for the Transaction. At the time when the Company engaged in the contemplated actions, the outcome of the negotiations and, inevitably, the likelihood of their positive conclusion, were uncertain.

In addition, disclosure of information about the commencement of discussions with HBR regarding the Transaction may have affected the Company shares price before the Company's Management Board and HBR's competent bodies took their final decisions as to the execution of the Transaction, which may have unfavorably affected the Company's ability to achieve its business and financial objectives.

In the opinion of the Management Board of the Company, there were no reasons to believe that a delay in the disclosure of the Inside Information could be misleading to the public and the investors as to the likelihood and terms of the Transaction, or distort the assessment of the information and its potential impact of the value of the Company, in particular due to the absence of any earlier public announcements from the Company concerning the matter to which the Inside Information pertains. In this situation, there were no grounds to believe that a delay in making the Inside Information public contrasts with market expectations based on the communications carried out by the Company to date.

The Company's Management Board warrants that it has taken the steps required under the MAR to ensure the confidential treatment of the Inside Information until its becoming public, specifically by following internal procedures governing the circulation and protection of information implemented at the Group level. At the time of making the decision to delay the disclosure of the Inside Information to the public, pursuant to Article 18 of the MAR, a list of individuals having authorized access to the Inside Information was made, which was systematically monitored and updated on an as-needed basis.

Considering the legitimate interests of the Company and its shareholders, and with a view to complying with the legal requirements stipulated by the MAR, in a separate report the Company will announce a successful completion of the negotiations, as the case may be, and proceeding to the implementation of the Transaction, as well as its terms, should such information be classified as inside information.



Inside Information may be made public also before the expiry of that time limit, if the Company enters into conditional agreements or other arrangements, whereby the participating entities will agree to execute the Transaction.

Pursuant to Article 17 Section 4 paragraph 3 of the MAR, promptly upon the disclosure of delayed inside information, the Company will notify the Polish Financial Supervision Authority of the delay in disclosure of the inside information specifying the reasons therefor.

*Legal basis: Article 17 paragraphs 1 and 4 of the Regulation (EU) No 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.*

Signed by:

/-/ Mirosław Błaszczyk

Mirosław Błaszczyk  
President of the Management  
Board

/-/ Katarzyna Ostap-Tomann

Katarzyna Ostap-Tomann  
Member of the Management  
Board

/-/ Tomasz Gillner-Gorywoda

Tomasz Gillner-Gorywoda  
Registered Proxy