

5 April 2022

IR Newsletter 10/2022



Press review

Money.pl, 28 March 2022

By KRO

Disney Plus to be available in Poland already this summer. A specific launch date and subscription price have been set

Disney+ streaming platform informed of the date of market entry to Poland. Its offer will be available from 14 June 2022.

The platform will offer access to its proprietary productions' library to Polish viewers in two subscription models: one based on a monthly fee of PLN 28.99 and another with an annual fee of PLN 289.90.

Disney+ plans to debut on more or less the same date in 42 countries and 11 territories.

Press review

CIRE.pl, 28 March 2022

PEP 2040 document will be updated

Ministry of climate and environment protection is preparing the updated Polish Energy Policy for the period till 2040 (PEP2040). The updated document will include the role of small nuclear reactors, increase the planned share of renewable sources of energy as well as respond to the energy-related challenges posed by the war in Ukraine.

At present PEP2040 assumes that by 2030 the share of Renewable Energy Sources (RES) in the ultimately consumed energy will be at least 23%, which means that not less than 32% of produced electricity, not less than 28% of thermal energy and not less than 14% of energy used in transportation will come from renewable energy sources. Offshore wind power will reach 5.9 GW of installed capacity by 2030, increasing to 11 GW by 2040. Installed capacity of photovoltaic systems will in turn reach ca. 5-7 GW in 2030 and 10-16 GW in 2040.

The updated PEP2040 document will also include the small modular reactors (SMR and MMR) which have not been part of the document so far. More stress will be placed on the development of hydroelectric power while also revising, in connection with the war in Ukraine, the schedule of phasing out of some small coal-powered energy cells.

The Polish Energy Policy for the period till 2040, which was adopted by the government last year, covers three areas: fair transformation, building of a parallel, zero-emission energy system, and good air quality.

Press review

PAP, 31 March 2022

By gn/

“Rzeczpospolita”: Russia will cause interference in our network

“Rzeczpospolita” daily wrote that the operation of 5G communications in the 700 MHz frequency band, which has been designed for the units which are responsible for security and military communications, could be effectively disrupted by Russia. Russia will be also able to exert adverse influence on the 5G networks used for civilian purposes since it has actual possibilities of disrupting communications in the 700 MHz frequency band from locations in the Königsberg district. According to Exatel’s press office, which is quoted by “Rzeczpospolita”, *“wide scale interference with the operation of the 700 MHz frequency band is rather potential than actual risk,”* though *“of course in the present circumstances of the war waged by Russia one should take into account deliberate disruption of the network’s operation.”*

The PR unit of the Office of Electronic Communications (UKE), which has been also quoted by “Rzeczpospolita”, stated that the *“measurement of radio signal emission performed by UKE indicated that at present no TV transmitters operate in the 700 MHz band which could disrupt the operation of 5G networks in Poland. However, in the face of lack of any binding declarations from the Russian Federation regarding discontinuation of use of the 700 MHz band for TV transmission, one cannot be sure that TV broadcasting will not be resumed in the future”.*

Press review

Bankier.pl, 1 April 2022

By Michał Boroń

Play has finalized acquisition of UPC Polska

P4, the operator of Play telecommunication network (an Iliad Group company), informed of finalization of the transaction involving acquisition of 100% of shares in UPC Polska, a company which offers TV services and broadband Internet access using fiber-optic technology. The transactions value was PLN 7.013 billion, with PLN 5.5 billion having been financed with a loan.

When commenting on the transaction, the CEO of P4, Jean Marc Harion, said: *“the transaction is the confirmation of the ambitions of Play and Iliad Group in terms of accelerating the investments in fiber-optic networks in Poland, as well increase of [Play’s] contribution to the implementation of digital transformation of the economy by Poland.”*

Recent events

Current report 2/2022, 30 March 2022

Cyfrowy Polsat S.A. signs annex to share purchase agreement concerning PAK-Polska Czysta Energia sp. z o.o.

The Management Board of Cyfrowy Polsat S.A. (“**Company**”, “**Buyer**”), in connection with current report no. [38/2021](#) of 20 December 2021 on the execution of preliminary share purchase agreements concerning the acquisition of shares in PAK-Polska Czysta Energia sp. z o.o., Port Praski sp. z o.o. and Pantanomo Limited, announces that on 30 March 2022 the Company signed an annex (“**Annex**”) to the preliminary purchase agreement concerning the shares in PAK-Polska Czysta Energia sp. z o.o. with its registered office in Konin (“**PAK-PCE**”), representing 67% of PAK-PCE’s share capital (“**PAK-PCE Shares**”), executed on 20 December 2021 between the Company and ZE PAK S.A. with its registered office in Konin (“**ZE PAK**”), (the “**Agreement**”).

The Company and ZE PAK (“**Parties**”) signed the Annex in order to:

- change the long-stop date set for the fulfillment of all conditions precedent set out in the Agreement; and
- provide for a down payment that the Company will make to ZE PAK against the purchase price of the PAK-PCE shares in an amount not exceeding a total of: (i) the base price for the PAK-PCE Shares set out in the Agreement, i.e. PLN 193,104,000 (one hundred ninety three million one hundred four thousand PLN) and (ii) the purchase price of additional shares in PAK-PCE that are to be issued pursuant to an additional commitment under the Agreement (“**New Shares**”), and then sold to the Buyer, amounting to PLN 607,355,000 (six hundred seven million three hundred and fifty five thousand PLN), subject to adjustments related to the working capital settlements contemplated in the Agreement (“**Down Payment**”).

Recent events

The long-stop date under the Agreement is changed to reflect information received by the Company and ZE PAK that one of the conditions precedent cannot be fulfilled by the originally adopted date, i.e. by 31 March 2022. Consequently, the Annex postpones the long-stop date to 30 September 2022.

The Down Payment can be disbursed to ZE PAK in a single payment or in installments, upon ZE PAK's written request and within 3 (three) business days of its receipt by the Company. As a precondition for the Down Payment disbursement, ZE PAK will establish a collateral in the form of an ordinary pledge and registered pledge on PAK-PCE shares representing 67% of the PAK-PCE share capital.

The Parties also agreed in the Annex that the Company's disbursement of each installment of the Down Payment to ZE PAK will discontinue, as of that day, the accrual of interest on a portion of the PAK-PCE Shares base purchase price corresponding to that Down Payment installment, if the accrual of such interest was required under the Agreement.

On 30 March 2022, the Company's Supervisory Board resolved, among other things, to: (i) approve the acquisition of the PAK-PCE Shares by the Company; (ii) approve the acquisition of the New Shares by the Company (jointly the "**Transaction**"), (iii) authorize the Company's Management Board to take any actual and legal actions necessary to complete the transactions contemplated in the Agreement, which includes the execution and performance of the preliminary purchase agreement for the PAK-PCE Shares; (iv) approve the execution of the Annex; and (v) authorize the Company to make the Down Payment.

The Transaction qualifies as a material related-party transaction within the meaning of Article 90h of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies of 29 July 2005 (Journal of Laws from 2021, item 1983, as amended).

As the Transaction will be executed at arm's length, it will not prejudice the interests of the Company or its shareholders who are not related parties, including minority shareholders. For the purpose of the Transaction and establishing the price of the acquired entities the Company has obtained an independent fairness opinion from Deloitte Advisory sp. z o.o., confirming the pricing fairness.

Recent events

Current report 3/2022, 1 April 2022

Cyfrowy Polsat S.A. purchases shares in Port Praski sp. z o.o. and executes an annex to the preliminary share purchase agreement for Pantanomo Limited

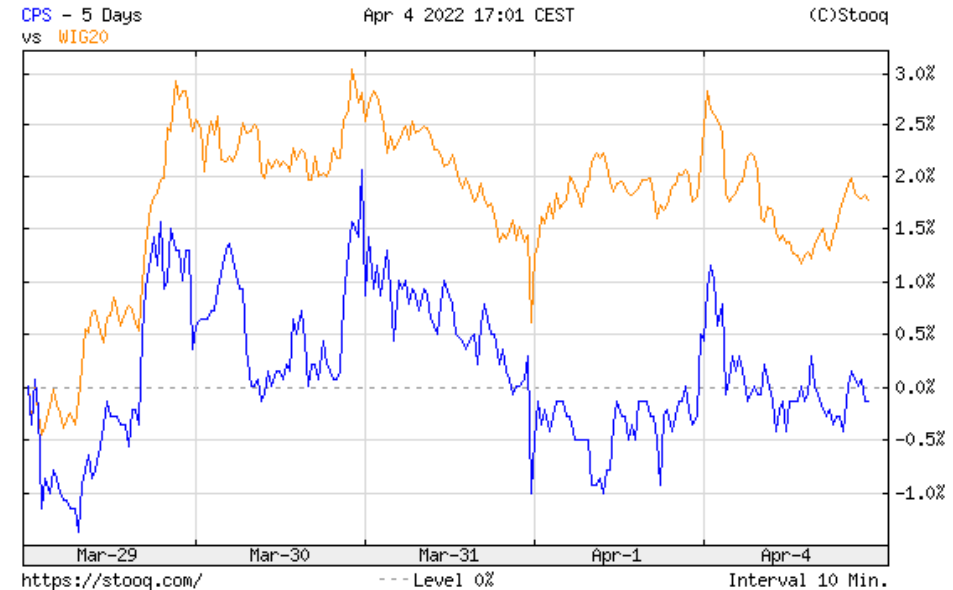
The Management Board of Cyfrowy Polsat S.A. ("**Company**"), in connection with current report no. [38/2021](#) of 20 December 2021 on the Company's execution of preliminary share purchase agreements concerning shares in PAK-Polska Czysta Energia sp. z o.o., Port Praski sp. z o.o. and Pantanomo Limited, announces that on 1 April 2022, the Company signed the final share purchase agreement with Embud 2 spółka z ograniczoną odpowiedzialnością S.K.A., whereby the Company purchased 1,070,000 (one million seventy thousand) shares in Port Praski sp. z o.o. with its registered office in Warsaw ("**Port Praski**"), representing approximately 66.94% of the share capital and carrying 66.94% of the votes at the shareholders' meeting of Port Praski ("**Port Praski Shares**"). The purchase price for the Port Praski Shares was set at PLN 553,652,167.50 (five hundred fifty three million six hundred fifty two thousand one hundred sixty seven PLN 50/100).

Additionally, in relation to the ongoing analyses of the ultimate capital structure in which the Cypriot law company Pantanomo Limited with its registered office in Limassol ("**Pantanomo**") participates, on 1 April 2022, the Company and the Cypriot law company Tobe Investments Group Limited with its registered office in Limassol ("**Tobe**") executed an annex ("**Annex**") to the preliminary share purchase agreement concerning 4,705 (four thousand seven hundred and five) shares in Pantanomo, representing approximately 32% of Pantanomo's share capital, executed between the Company and Tobe on 20 December 2021 ("**Agreement**") ("**Transaction**").

In the Annex the Company and Tobe ("**Parties**") agreed, among other things, to postpone the Transaction closing date. As amended by the Annex, the Agreement now provides that the Transaction closing date will be agreed in writing by the Parties and will occur no later than on 31 May 2022. If the Transaction closing date is not scheduled by the Parties for 31 May 2022 at the latest, the Agreement will expire.

Cyfrowy Polsat shares

| Date | Maximum price (PLN) | Minimum price (PLN) | Closing price (PLN) | Change (%) | Turnover (mPLN) |
|------------|---------------------|---------------------|---------------------|------------|-----------------|
| 2022-03-28 | 28.54 | 27.78 | 27.80 | - 1.42 | 9.24 |
| 2022-03-29 | 28.52 | 27.64 | 28.14 | 1.22 | 14.22 |
| 2022-03-30 | 28.66 | 27.98 | 28.62 | 1.71 | 12.87 |
| 2022-03-31 | 28.52 | 27.76 | 27.76 | - 3.00 | 17.37 |
| 2022-04-01 | 28.18 | 27.66 | 28.18 | 1.51 | 10.13 |
| 2022-04-04 | 28.60 | 27.82 | 28.00 | - 0.64 | 6.13 |



Investor's calendar

| Date | Event |
|------------------------------|---|
| 20 – 22 April 2022 | RCB Investor Conference, Zürs 2022 (virtual event) |
| 27 April – 11 May 2022 | Closed period prior to the publication of Q1 2022 results |
| 11 May 2022 | Quarterly report for Q1 2022 |
| 3 – 17 August 2022 | Closed period prior to the publication of H1 2022 results |
| 17 August 2022 | Consolidated semi-annual report for the 1st half of 2022 |
| 26 October – 9 November 2022 | Closed period prior to the publication of Q3 2022 results |
| 9 November 2022 | Quarterly report for Q3 2022 |