

## **Current Report No. 11/2021**

<b>Date:</b>	19 July 2021
<b>Subject:</b>	Conclusion of subscriptions for series E shares and sale of part of series A and series B shares by public offering
<b>Legal basis:</b>	§ 16 item 1 of the Ordinance of the Minister of Finance of 29 March 2018 on the current and periodic reports disclosed by securities issuers and on the equivalence of information disclosures required by the laws of non-EU member states

### **Content of the report:**

The Management Board of ONDE S.A. with its registered office in Toruń (the “**Company**”) hereby releases information concerning the concluded public subscription of 8,250,000 (eight million two hundred and fifty thousand) series E shares of the Company of a new issue (the “**New Shares**”) and the public sale of 8,846,700 (eight million eight hundred forty-six thousand seven hundred) existing series A and series B shares of the Company (including 7,704,200 (seven million seven hundred four thousand two hundred) series A ordinary bearer shares and 1,142,500 (one million one hundred forty-two thousand five hundred) series B ordinary bearer shares) (the “**Sale Shares**”) (the New Shares and the Sale Shares to be referred to hereinafter as the “**Offer Share**”), related to the fact that the Company is seeking the admission and introduction to trading on the regulated market (main market) operated by the Warsaw Stock Exchange (the “**WSE**”), of all, i.e., 46,780,000 existing series A, series B, series C and series D shares of the Company (“**Existing Shares**”), including the Sale Shares, as well as the New Shares and 8,250,000 (eight million two hundred and fifty thousand) rights to shares regarding the New Shares. The offerors of the Sale Shares sold by public offering were Erbud S.A. with its registered office in Warsaw and Jacek Leczkowski.

#### **1. Date of commencement and conclusion of subscription or sale:**

From 24 June 2021 to 1 July 2021, subscriptions were accepted from retail investors.

From 24 June to 1 July 2021, the bookbuilding process for institutional investors was under way, while from 2 to 7 July 2021, subscriptions were accepted from institutional investors.

On 7 July 2021, substitute investors were placing their subscriptions.

#### **2. The date of allocation of securities:**

The allocation of the Offer Shares took place on 8 July 2021.

#### **3. The number of securities subscribed for or sold:**

The public subscription concerned 8,250,000 (eight million two hundred and fifty thousand) New Shares.

The public sale concerned 8,846,700 (eight million eight hundred forty-six thousand seven hundred) Sale Shares.

#### **4. The rate of reduction in individual tranches, if in at least one tranche the number of securities allocated was lower than the number of securities for which subscriptions were placed:**

The Offer Shares were offered in two tranches: (i) the retail investors tranche; and (ii) the institutional investors tranche.

Only the New Shares were offered to investors in the retail investors tranche. Institutional investors were offered both the New Shares and the Sale Shares.

Reduction only applied to the subscriptions for the New Shares offered in the retail investors tranche. The average reduction ratio of the subscriptions was 89.426% (eighty-nine and 426/1000 per cent).

**5. The number of securities for which subscriptions were placed under the subscription or sale scheme:**

Under the public subscription for the New Shares:

- a. retail investors placed subscriptions for a total of 12,935,141 (twelve million nine hundred thirty-five thousand one hundred forty-one) New Shares; and
- b. institutional investors placed subscriptions for a total of 6,882,264 (six million eight hundred eighty-two thousand two hundred sixty-four) New Shares.

Under the public sale of the Sale Shares, institutional investors placed subscriptions for a total of 8,846,700 (eight million eight hundred forty-six thousand seven hundred) Sale Shares. Retail investors were not entitled to subscribe for the Sale Shares.

**6. The number of securities that were allocated under the subscription or sale carried out:**

Under the public subscription for the New Shares:

- a. individual investors were allocated 1,367,736 (one million three hundred sixty-seven thousand seven hundred thirty-six) New Shares;
- b. institutional investors were allocated 6,882,264 (six million eight hundred and eighty-two thousand, two hundred and sixty-four) New Shares.

The total number of New Shares allocated in all investor tranches amounted to 8,250,000 (eight million two hundred and fifty thousand).

Under the public sale of the Sale Shares institutional investors were allocated 8,846,700 (eight million eight hundred and forty-six thousand seven hundred). Retail investors were not entitled to place subscription for the Sale Shares, and consequently were not allocated any Sale Shares.

**7. The price at which the securities were acquired (purchased):**

The New Shares were acquired at the following issue prices:

- a. in the retail investor tranche at PLN 26.00 (twenty-six 00/100) per New Share; and
- b. in the institutional investor tranche at PLN 26.00 (twenty-six 00/100) per New Share.

The Sale Shares were acquired at PLN 26.00 (twenty-six 00/100) per Sale Share.

**8. The number of persons who placed subscriptions for the securities subject to subscription or sale in individual tranches:**

In the retail investor tranche, ca. 5.3 thousand investors subscribed for the New Shares offered for subscription. Due to the fact that the allocation process for the New Shares was processed by means of an IT system operated by the WSE as at the date of this current report the exact number of the retail investors who placed subscriptions for the New Shares is unknown. After the Company receives and verifies a number of retail investors who subscribed for the New Shares, it will prepare and make available to the public a separate current report on the number of these investors.

In the institutional investor tranche, 200 (two hundred) investors subscribed for the Sale Shares offered for sale and 176 (one hundred and seventy-six) investors subscribed for the New Shares offered for subscription.

**9. The number of persons to whom securities were allocated within the framework of the subscription or sold in individual tranches:**

In the retail investor tranche, the New Shares were allocated to ca. 5.3 thousand investors within the framework of the subscription. Due to the fact that the allocation process for the New Shares was processed by means of an IT system operated by the WSE as at the date of this current report the exact number of the retail investors to whom the New Shares were allocated is unknown. After the Company receives and verifies a number of retail investors to whom the New Shares were allocated, it will prepare and make available to the public a separate current report on the number of these investors.

In the institutional investor tranche, the Sale Shares were allocated to 200 (two hundred) within the framework of the sale and the New Shares were allocated to 176 (one hundred seventy-six) investors within the framework of the subscription.

**10. The name (business name) of underwriters who acquired securities under underwriting agreements, specifying the number of securities acquired, along with the actual unit price of the securities, constituting the issue price or sale price, upon deducting the remuneration for the acquisition of one security, pursuant to the underwriting agreement, by the underwriter:**

Not applicable. The issue of the New Shares and the sale of the Sale Shares did not involve any underwriting commitments.

**11. The value of the subscription or sale performed, understood as the product of the number of the securities which the offer concerned and the issue or sale price:**

The value of the performed subscription of the New Shares understood as the product of the number of the New Shares being offered and the issue price amounted to PLN 214,500,000.00 (two hundred and fourteen million five hundred thousand 00/100).

The value of the performed sale of the Sale Shares understood as the product of the number of the Sale Shares being offered and the sale price amounted to PLN 230,014,200.00 (two hundred and thirty million fourteen thousand and two hundred 00/100).

**12. The aggregate amount of all costs counting towards the issue costs, with an indication of the amount of costs by each title, divided at least into the costs of: a) preparing and carrying out the offering, b) the underwriters' fees, separately for each underwriter, c) the drafting of an issue prospectus, including the fees of professional advisers, d) the promotion of the offer - as well as the methods of settlement of the costs in the accounts and their presentation format in the financial statements of the issuer:**

In view of the lack of the final cost settlement of the offering by the release date of this current report, the Company will prepare and make available to the public a separate current report on the final amount of the issue costs, including the costs by type, as well as the methods of their recognition in the Company's books of account and the manner of their presentation in the Company's financial statements after receiving and accepting all invoices from entities involved in the preparation and implementation of the offering.

**13. The average cost of conducting the subscription or sale per one unit of the security which the subscription or sale concerns:**

The Company will prepare and make available to the public a separate current report on the average subscription or sale costs incurred by the Company per Offer Share after receiving and accepting all invoices from entities involved in the preparation and implementation of the offering.

**14. The manner of payment for the securities acquired (subscribed for):**

The Offer Shares were acquired or purchased in exchange for cash contributions.