

**CURRENT REPORT 12/2022 - 1.06.2022****Registration of changes in the statute of MLP GROUP S.A.**

The Management Board of MLP Group S.A. with its registered office in Pruszków (the “**Company**”), in connection with adoption, on May 16<sup>th</sup>, 2022, by the Extraordinary General Meeting of the Company (“**EGM**”) of resolutions no. 1 and 2 on amending of the Company’s statute (the “**Statute**”), informs about receiving by the Company information that on June 1<sup>st</sup>, 2022 the District Court for the capital city of Warsaw in Warsaw, XIV Commercial Division of the National Court Register, has registered changes in the Statute in accordance with the above mentioned resolutions of the EGM, i.e. amendment of Articles 9a and 25.1 of the Statute, and an authorized capital in the amount of PLN 655,335.75 determined in the EGM’s resolution no 1.

As a result of the amendments in the text of the Statute, the Company’s Management Board provides below the new text of Articles 9a and 25.1. of the Statute:

Article 9a of the Statute:

*„9a.1 The Company’s Management Board is authorised, pursuant to Article 444 of the Commercial Companies Code, to increase the Company’s share capital by no more than PLN 655,335.75 (six hundred and fifty-five thousand three hundred and thirty-five zlotys and 75/100) (the “**Authorised Capital**”) through a single issue of series F shares, for a period not exceeding three years, starting from the date of registration by the competent registry court of an amendment to the statute which introduces the Management Board’s power contained herein. The Management Board may exercise the authorisation granted to it by making one increase of the share capital through an issue of series F shares, within the limits of the Authorised Capital. An increase of the share capital within the limits of the Authorised Capital may only be made for cash contributions.*

*9a.2 The Management Board is authorized to perform all activities related to the issue of shares within the limits of the Authorized Capital, in particular to:*

- 1) determine the amount of the share capital increase, including the minimum and maximum amount of the share capital increase,*
- 2) subject to the prior consent of the Supervisory Board, deprive shareholders of their preemptive rights to shares issued under the authorisation contained in this Article 9a,*
- 3) subject to obtaining the Supervisory Board’s subsequent consent, determine the issue price of the shares, however, if the existing shareholders are deprived of their pre-emptive rights to shares issued within the limits of the Authorised Capital, the price should be determined on the basis of book-building in an offer non-discriminatory to the Company’s existing shareholders,*
- 4) setting the opening and closing dates for the subscription of shares issued within the limits of the Authorised Capital,*
- 5) determine the terms and conditions for placing subscriptions for shares issued within the limits of the Authorised Capital, including the division of shares issued within the limits of the Authorised Capital into tranches and making shifts between tranches,*
- 6) conclude agreements with entities authorised to accept such subscriptions, as well as to determine the places where subscriptions for shares issued under the Authorised Capital will be accepted*
- 7) determine other principles of allocation and distribution of shares issued within the limits of the Authorised Capital within particular tranches,*
- 8) allocate shares issued within the limits of the Authorised Capital within particular tranches, however, in such a manner that allows the existing shareholders of the Company that are allowed addressees of the offering to be allotted with new series F shares in such numbers that allows them to*

*maintain their share in the share capital of the Company after the registration of the series F shares issuance,*

*9) conclude a firm commitment underwriting agreement or standby underwriting agreement, if the Management Board considers it appropriate,*

*10) conclude an agreement with Krajowy Depozyt Papierów Wartościowych S.A. (the Central Securities Depository of Poland) on the registration of securities, referred to in Article 5 of the Act of 29 July 2005 on trading in financial instruments (Journal of Laws of 2020, Item 89), in order to dematerialise them,*

*11) perform all factual and legal actions necessary to admit and introduce the shares issued under the Authorised Capital to trading on the regulated market on Giełda Papierów Wartościowych w Warszawie S.A. (the Warsaw Stock Exchange),*

*12) perform all factual and legal actions necessary to admit and introduce to trading on the regulated market on Giełda Papierów Wartościowych w Warszawie S.A. (the Warsaw Stock Exchange) the rights to shares created as a result of the subscription and allocation of shares issued within the limits of the Authorised Capital.*

*9a.3 Shares issued under the authorisation of the Management Board, within the limits of the Authorised Capital, shall not have any preference over the existing shares.*

*9a.4 This authorisation does not include the authorisation to increase the share capital from the Company's own funds.*

*9a.5 The resolution of the Company's Management Board adopted in accordance with Article 9a.1 above replaces the resolution of the General Meeting on the increase of the share capital and, for its validity, requires the form of a notarial deed. After subscription of the shares, the Management Board is entitled to introduce changes to the text of the statute which result from the issue within the limits of the Authorised Capital, by specifying the amount of the share capital and number of series F shares."*

Article 25.1 of the Statute:

*"The Management Board shall consist of two to five members, appointed and dismissed by the Supervisory Board. The President of the Management Board shall be elected by the Supervisory Board."*

Legal basis:

*Par. 5 point 1 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29<sup>th</sup>, 2018*