

## **CURRENT REPORT**

RB 34/2021 - 15.12.2021

## Cancellation of the share buy-back offer under the second tranche of the share buy-back program and announcement of a new share buy-back offer

The Management Board of Selenium FM S.A. with its registered office in Wrocław ("Company" or "Issuer") in reference to the Invitation to submit share sale offers by the Shareholders announced on 2.12.2021. (hereinafter referred to as "Share buyback offer"), acting within the limits of the authorization expressed in Resolution No. 10 of the Company's Annual General Meeting of 27.05.2021. regarding authorization of the Management Board to acquire own shares in the name and on behalf of the Company and determining the principles of acquisition of own shares by the Company, hereby notifies that today (15.12.2021) it adopted a resolution by virtue of which it decided to cancel the Share Buy-Back Offer published together with the current report No. RB 32/2021 dated 02.12.2021.

The reason for cancellation of the Share Buy-back Offer of 02.12.2021 is the decision of the Issuer's Management Board to increase the price per share proposed within the 2nd tranche of the buyback of the Company's own shares.

Accordingly, at the same time, the Management Board of the Company acting pursuant to:

- Resolution No. 10 of the Ordinary General Meeting of Shareholders of the Company of 27 May 2021 regarding authorization of the Management Board to acquire own shares in the name and on behalf of the Company and determining the principles of acquisition of own shares by the Company; and
- Resolution of the Management Board of the Company of 8.10.2021 on launching a share buy-back program and conducting the first tranche of the buy-back of the Company's own shares, of which the Company informed in the current report no. RB 25/2021 on 08.10.2021,
- in connection with the above mentioned cancellation of the Share Buy-back Offer as of 02.12.2021 hereby gives notice that today (15.12.2021), by virtue of a resolution to carry out the second tranche of the buy-back of the Company's own shares, it has decided to announce a new offer to buy back the Company's own shares under the second tranche of the buy-back.

Under the new share buyback offer in the second tranche of the share buyback:

- a) not more than 1,000,000 (one million) own shares of the Company with the total nominal value of PLN 50,000.00 (fifty thousand zlotys) will be purchased,
- b) own shares will be purchased at the price of PLN 24.00 (twenty four) per share, which was determined taking into account the conditions resulting from the resolution of the AGM,
- c) own shares will be purchased through a brokerage house Santander Bank Polska S.A. Santander Biuro Maklerskie in an OTC transaction or transactions. The transactions will be carried out on the basis of offers to sell the Company's shares submitted by the Company's Shareholders in response to the invitation to submit offers to sell the Company's shares announced by the Company (hereinafter referred to as the "Offer"),
- d) the schedule of Selena FM S.A.'s own share buyback is as follows:
  - Offer announcement date: 15.12.2021,
  - the date for commencement of acceptance of offers for sale from shareholders: 16.12.2021,
  - the closing date for receipt of offers to sell from shareholders: 23.12.2021,
  - the expected settlement date for the Company's purchase of treasury shares: 29.12.2021.

The subject of the acquisition shall be ordinary bearer shares with the nominal value of PLN 0.05 (five groszy), coded PLSELNA00010, fully paid-up, fully transferable and free of any encumbrances or restrictions imposed on third parties in

Legal basis: Article 17(1) MAR – inside information



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bond or in kind (such as, in particular, ordinary, fiscal, registered or financial pledge, pre-emption right, priority right or seizure in enforcement proceedings).

The Company's own shares acquired by the Company may be intended for: a) redemption of the Company's own shares; b) further resale of the Company's own shares; c) exchange for shares or stocks in the course of the Company's acquisitions or restructuring; d) establishing a security for liabilities incurred by the Company, in particular a pledge, registered pledge, financial pledge or assignment by way of security; e) any other legally permissible method of distribution by the Company's Management Board taking into account the needs resulting from the Company's operations, upon consent of the Supervisory Board.

In the event that the total number of shares covered by all the offers for sale made by the Shareholders within the deadline for acceptance of the offers for sale is higher than the number of shares indicated in the Offer, i.e. higher than 1,000,000 shares, the Company shall purchase the shares using a proportional reduction of the submitted offers for sale; the fractional numbers of shares shall be rounded down to the nearest whole number; all the offers made by the Shareholders shall be accepted by the Company in such proportion that the Company shall purchase the shares in the proportionally reduced amount as described. In the event that there are any unallocated shares remaining after the application of the proportional reduction in accordance with the rules indicated above, such shares will be allocated sequentially from the offers to sell covering the largest number of shares to the offers to sell covering the smallest number of shares until the pool of shares is completely exhausted.

The invitation to tender offers for the sale of shares in Selena FM S.A. will be made public today, i.e. 15.12.2021: in the form of a current ESPI report (the Invitation is attached hereto), on the website of Selena FM S.A. and, immediately after the Company's publication, on the website of the brokerage house Santander Bank Polska S.A. – Santander Biuro Maklerskie.

Legal basis: Article 17(1) MAR – inside information