

Current report no. 6/2023

Date: 2023-02-07

ERBUD S.A.

Subject:

Second notice to shareholders of ERBUD S.A. of its intention to merge with its subsidiary ERBUD INDUSTRY sp. z o.o.

Legal basis:

Other regulations

Report content:

The Management Board of ERBUD S.A. with its registered office in Warsaw ("Acquiring Company"), acting pursuant to Article 504(1) and (2) of the Commercial Companies Code, hereby notifies the shareholders of the Acquiring Company for the second time of the planned merger of the Acquiring Company with ERBUD INDUSTRY sp. z o.o. with its registered office in Warsaw, address: Franciszka Klimczaka 1 Street, 02-797 Warsaw, entered in the Register of Entrepreneurs of the National Court Register maintained by the District Court for the Capital City of Warsaw in Warsaw, 13th Commercial Division of the National Court Register under the following number: 0000042078, Tax Identification Number (NIP): 8792294552, Business Identification Number (REGON): 130867110, with a share capital of PLN 9,000,000 ("Acquired Company") ("Merger").

The Merger shall be effected by transferring to the Acquiring Company - as the sole shareholder of the Acquired Company - all assets of the Acquired Company, and dissolving the Acquired Company without liquidation. As a result of the Merger, the Acquiring Company will, as of the date of the Merger, enter into all the rights and obligations of the Acquired Company. Considering that all shares in the Acquired Company are held by the Acquiring Company, the Merger will be implemented without increasing the share capital and without any amendments to the Articles of Association of the Acquiring Company.

On January 23, 2023, the Management Board of the Acquiring Company and the Management Board of the Acquired Company agreed on and signed the Plan of Merger, which was made available to the public on January 23, 2023 on the website of the Acquiring Company: <https://www.erbud.pl/> under the tab "Merger" and on the website of the Acquired Company: <https://www.erbud-industry.pl/> under the tab "Merger" (the "Plan of Merger").

Pursuant to Article 500(21) of the Code of Commercial Companies, the Plan of Merger shall be currently available and shall remain available on the aforementioned websites of the companies subject to the Merger continuously from January 23, 2023 until the conclusion of the General Meeting of the Acquiring Company and the General Meeting of Shareholders of the Acquired Company, at which resolutions on the Merger shall be adopted.

The Management Board of the Acquiring Company further announces that the documents specified in Article 505(1) of the Code of Commercial Companies, in particular:

- 1) Plan of Merger, including, inter alia, draft resolutions of the General Meeting of the Acquiring Company and the Meeting of Shareholders of the Acquired Company on the Merger, determination of the value of the assets of the Acquired Company and a statement containing information on the accounting status of the Acquired Company prepared for the purposes of the Merger;

- 2) the financial statements and reports of the Management Boards of the Acquiring Company and the Acquired Company for the last three financial years, together with the auditor's opinions and reports (if any).
 - were made available for inspection on January 23, 2023 on the aforementioned websites of the Acquiring Company and the Acquired Company, are currently available and will remain available on the aforementioned websites continuously until the conclusion of the General Meeting of the Acquiring Company and the General Meeting of Shareholders of the Acquired Company, at which the resolutions on the Merger will be adopted.

Furthermore, on the same date, the shareholders of the Acquiring Company may familiarise themselves with the aforementioned documentation at its registered office: in Warsaw, at Franciszka Klimczaka 1 Street, on working days from 09:00 to 16:00.

Due to the fact that the Acquiring Company holds all the shares in the share capital of the Acquired Company:

- i. The Merger Plan will not be audited by an auditor appointed by the registry court,
- ii. Management Boards of companies are not required to prepare a report justifying the Merger, as referred to in Article 501 of the Code of Commercial Companies and
- iii. under the Merger, there will be no increase in the share capital of the Acquiring Company and no amendments to the Articles of Association of the Acquiring Company will be made. Accordingly, the auditor's opinion on the Plan of Merger, the reports justifying the Merger and the draft amendments to the Articles of Association of the Acquiring Company have not been made available for inspection by the shareholders.

This notice shall be the second (last) of two notices of the Merger required by the Companies Act.