

Current Report **No 14/2025**

Report Date:

20 May 2025, 5:21 PM

Abbreviated name of the issuer:

Murapol S.A.

Subject:

Notification from a shareholder of the Company, regarding the launch of the sale of the shares in the Company under an accelerated bookbuilding process

Legal basis:

Article 17 section 1 MAR - inside information

The Report:

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, INTO OR IN THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH THIS ANNOUNCEMENT, OFFER OR SALE WOULD BE PROHIBITED BY APPLICABLE LAW. THIS ANNOUNCEMENT DOES NOT CONSTITUTE OR FORM A PART OF AN OFFER FOR THE SALE OF, OR THE SOLICITATION OF AN OFFER TO BUY, THE SECURITIES REFERRED TO HEREIN IN ANY JURISDICTION, INCLUDING THE UNITED STATES, CANADA, AUSTRALIA, SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH THIS ANNOUNCEMENT OR OFFER OR SALE WOULD BE PROHIBITED BY APPLICABLE LAW.

The Management Board of Murapol S.A. (the "**Company**") hereby announces that on 20 May 2025, the Company received a notification from **AEREF V PL Inwestycje sp. z o.o.**, with its registered office in Warsaw, being the majority shareholder of the Company (the "**Selling Shareholder**"), regarding the Selling Shareholder's decision to launch and conduct an accelerated bookbuilding process (the "**Notification**"), which will commence without undue delay following the submission of the Notification and the publication of this current report by the Company, the purpose of which is to sell a total of approximately 6,120,000 dematerialized ordinary bearer shares of the Company held by the Selling Shareholder (the "**Offer Shares**") (the "**Offering**").

In accordance with the received Notification:

The Offering does not require the preparation, approval, or publication of a prospectus or any other information (offering) document pursuant to Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**") will be exclusively targeted at selected investors meeting certain criteria, i.e. institutional (qualified) investors and/or investors who intend to purchase securities for a total amount of at least EUR 100,000 per investor, as well as to selected institutional investors outside the United States of America, based on an exemption from the registration requirements for public offerings provided under Regulation S issued pursuant to the U.S. Securities Act of 1933, as amended, including in the United Kingdom and certain European Union Member States.



The Offer Shares will represent approximately 15% of the shares in the share capital of the Company and of the total voting rights in the Company.

The final number of Offer Shares to be sold in the Offering (the “**Sale Shares**”) and the sale price of the Sale Shares will be determined and announced as soon as practicable after the closing of the above-mentioned accelerated bookbuilding process which can be completed at any time. The Selling Shareholder reserve the right to change the terms or timing of the Offering at any time, or to suspend the Offering or cancel the Offering at any time.

It is the intention of the Selling Shareholder to remain a substantial investor in the Company and continue to support the Company in its development.

In connection with the Offering, Selling Shareholder has agreed to a lock-up towards Joint Bookrunners (as defined below), covering its respective remaining shares in the Company after the Offering, for a period starting from the date of conclusion of the placement agreement to 180 days after the settlement of the Offering, subject to the exemptions specified in the placement agreement, including those related to the sale of the Company's shares in over-the-counter transactions through a private placement.

Erste Securities Polska S.A., Pekao Investment Banking S.A., Banco Santander, S.A. and Santander Bank Polska S.A. - Santander Brokerage act as the joint global coordinators of the Offering (the “**Global Coordinators**”) and together with Bank Polska Kasa Opieki S.A. (Pekao Brokerage Office) are in a role of joint bookrunners (the “**Joint Bookrunners**”).

The Offer Shares are listed on a regulated market (main market) operated by the Warsaw Stock Exchange, ISIN: PLMURPL00190.

Please find attached the Notification submitted by the Selling Shareholder.

Schedules:

1. The Notification

IMPORTANT NOTICE

This announcement and the information contained herein are for information purposes only and do not constitute any advertisement within the meaning of Article 22 of the regulation (EU) 2017/1129 (the “**Prospectus Regulation**”).

This announcement and the information contained herein do not form or constitute and may not be regarded as an offer to sell or the solicitation of an offer to buy any of the securities referred to herein in any jurisdiction, including the United States, Canada, Australia, South Africa, Japan or any other jurisdiction in which such publication, offer, solicitation or sale would be unlawful. The securities may not be offered or sold in the United States absent registration or an applicable exemption from United States registration requirements. No public offer of securities is to be made in the United States, and neither this announcement nor any copy of it may be taken, transmitted or distributed, directly or indirectly, in or into or from the United States (including its territories and possessions, any state of the United States and the District of



Columbia), Canada, Australia, South Africa or Japan. Any failure to comply with this restriction may constitute a violation of United States, Canadian, Australian, South African or Japanese securities laws.

This announcement is for informational purposes only and any offer mentioned in this announcement is exclusively directed at persons (1) in the EEA who are qualified investors within the meaning of the Prospectus Regulation or who acquire the securities for a total consideration of at least EUR 100,000 per investor, and (2) in the United Kingdom who are qualified investors within the meaning of the Prospectus Regulation as it forms part of domestic law by virtue of the European Union (withdrawal) act 2018, who have professional experience in matters relating to investments, who fall within the provisions of article 19(5) of the Financial Services and Markets Act of 2000 (financial promotion) Order 2005 (as amended, the “**Order**”) or are high net worth entities falling within the provisions of article 49(2)(a) to (d) of the order or are persons to whom an offer of the placement shares may otherwise be lawfully communicated (all such persons being referred to as the “**Relevant Persons**”), and no one else can take any action on the basis thereof.

This announcement is not an offer of securities for sale in the United States. The securities to which this announcement relates have not been and will not be registered under the United States securities act of 1933, as amended (the “**Securities Act**”) and may not be offered or sold in the United States absent registration or an exemption from registration or in a transaction not subject to the registration requirements of the Securities Act. There will be no public offering of the securities in the United States.

This announcement does not, and shall not, in any circumstances constitute a public offering, or an offer to sell or to subscribe for, or a solicitation to offer to purchase or to subscribe for securities in any jurisdiction. The distribution of this announcement and the offering or sale of the securities in certain jurisdictions may be restricted by law.

This announcement does not constitute a recommendation concerning any securities.

In connection with the transaction referred to in this announcement, the Joint Bookrunners are providing offering and placement services for financial instruments to the Selling Shareholder only, and not to any other entities.

This announcement includes statements that are, or may be deemed to be, forward-looking. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “intends”, “expects”, “will”, or “may”, or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding intentions, beliefs or current expectations. No assurance can be given that the events and circumstances described in the forward-looking statements in this announcement will materialise. As a result, no undue reliance should be placed on these forward-looking statements as a prediction of actual events or otherwise.



Signatures of persons representing the Company:

- President of the Management Board – Nikodem Iskra
- Member of the Management Board – Iwona Sroka