

Current Report **No 39/2025**

Report Date:

27 November 2025, 5:24 PM

Abbreviated name of the issuer:

Murapol S.A.

Subject:

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

Legal basis:

Article 17(1) of 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 OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED UNDER APPLICABLE LAW OR SUBJECT TO RESTRICTIONS.

The Management Board of Murapol S.A. (the “**Company**”) hereby announces that on 27 November 2025, the Company received a notification from AEREF V PL Inwestycje sp. z o.o., with its registered office in Warsaw (the “**Selling Shareholder**”), being the majority shareholder of the Company, regarding the Selling Shareholder’s decision to conduct an accelerated bookbuilding process for the shares in the Company (the “**Notification**”), which will commence immediately following the submission of the Notification and the publication of this current report by the Company, the purpose of which is the sale of ordinary bearer shares in the Company held by the Selling Shareholder, representing approx. 18.00% of the Company’s share capital and approx. 18.00% of the total number of votes in the Company (the “**Offer Shares**”) with the option to increase the transaction, subject to satisfactory price level and demand (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 a 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**”) and will be targeted at: (i) selected Polish 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 at (ii) selected foreign institutional investors outside of the United States of America, including in the United Kingdom and certain EEA Member States, in each case in accordance with an exemption from the offering registration requirements as set out under Regulation S issued pursuant to the U.S. Securities Act of 1933, as amended.

The Offer Shares will be offered to: (i) up to the number of shares representing approx. 10.0% of the Company's share capital and approx. 10.00% of the total number of votes in the Company – to the investors taking part in the bookbuilding process with the option to increase the transaction, subject to satisfactory price level and demand and (ii) up to the number of 3,264,000 shares, representing approx. 8% of the Company's share capital and approx. 8% of the total number of votes in the Company – to Hampont sp. z o.o. with its registered office in Warsaw ("**Hampont**"), holding, as at the date of this notification (including through the agreement on acting in concert and taking into account the settlement of the share purchase transaction executed with the Selling Shareholder before the submission of this Notification) the shares in the Company representing approx. 15.39% of the Company's share capital and approx. 15.39% of the total number of votes in the Company, as well as to Hampont's associated investor.

The final number of the Offer Shares to be sold in the Offering and the sale price of the shares in the Offering (which will be the same for all the investors, including for Hampont and Hampont's associated investor) will be determined and announced after the closing of the accelerated bookbuilding process. The Selling Shareholder reserves the right to change the terms and/or the timetable of the Offering at any time, and to suspend the Offering or cancel it at any time.

After the completion of the Offering and assuming the sale of all the Offer Shares, the Selling Shareholder will hold shares representing approx. 19.65% of the Company's share capital and approx. 18.65% of the total number of votes in the Company or less (in the case of the increase of the size of the transaction). The intention of Hampont and its associated investor is, depending on the final number of the Offer Shares sold in the Offering, the purchase from the Selling Shareholder, after 1 April 2026, of shares representing at least 10% of the Company's share capital and of the total number of votes in the Company.

In connection with the Offering, the Selling Shareholder (in relation to the shares remaining in its possession after the Offering), Hampont and Hampont's associated investor, have undertaken lock-up obligations towards the Joint Bookrunners (as defined below), covering their shares in the Company, for a period of 180 days after the settlement of the Offering, subject to certain exemptions, including those related to the future sale by the Selling Shareholder of the shares in the Company, inter alia through private placement to Hampont and to Hampont's associated investor.

Erste Securities Polska S.A., IPOPEMA Securities S.A., Pekao Investment Banking S.A., Banco Santander, S.A. and Santander Bank Polska S.A. – Santander Brokerage are acting as the joint global coordinators of the Offering (the "**Global Coordinators**") and together with Bank Polska Kasa Opieki S.A. – Pekao Brokerage, as the joint bookrunners (the "**Joint Bookrunners**").

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

The Notification submitted by the Selling Shareholder constitutes a schedule to this current report.



Schedules:

1. The Notification

IMPORTANT NOTICE

This current report and the information contained herein are for information purposes only and do not constitute any advertisement within the meaning of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on a 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**”).

This current report 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 in Poland, 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 offer of securities is to be made in the United States, and neither this report nor any part thereof may be published, transmitted or distributed, directly or indirectly, in or into 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 securities laws in those jurisdictions.

This offering of securities referred to in this report is only addressed to and directed at: (i) investors in Poland, who (a) are qualified investors within the meaning of the Prospectus Regulation and/or (b) who acquire the securities for a total consideration of at least EUR 100,000 per investor; and/or (ii) selected foreign institutional investors outside of the United States of America, including in the United Kingdom and certain EEA Member States, in each case in accordance with an exemption from the offering registration requirements as set out under Regulation S issued pursuant to the U.S. Securities Act of 1933, as amended.

In the United Kingdom the offering may be directed only at persons 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 (i) 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 (ii) fall within the provisions of Article 49(2)(a) to (d) of the Order or (iii) are persons to whom such materials may otherwise be lawfully communicated.

This report is not an offer of securities for sale in the United States. The securities to which this report relates have not been and will not be registered under the United States Securities Act of 1933, as amended 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 United States Securities Act of 1933, as amended.



This report 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 report and the offering or sale of the securities in certain jurisdictions may be restricted under applicable law.

This report does not constitute an investment recommendation or inducement concerning any securities.

In connection with the transaction referred to in this report, the Global Coordinators are providing services to the Selling Shareholder only, and not to any other entities.

This report 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 report will materialise. As a result, no undue reliance should be placed on these forward-looking statements.

Signatures of persons representing the Company:

- Member of the Management Board – Iwona Sroka
- Member of the Management Board – Przemysław Kromer