

Current Report No. 19/2021

Subject matter: Mabion S.A. concludes a placement agreement and commences the book-building process for an offering by way of private subscription of new Series U ordinary bearer shares issued by Mabion S.A.

Legal basis:

Article 17 Section 1 of MAR - confidential information

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PLEASE SEE THE IMPORTANT NOTICES AT THE END OF THIS CURRENT REPORT.

The Management Board of Mabion S.A. with its registered office in Konstancin Łódzki (the "Issuer" or the "Company") announces that on 4 March 2021 the Company and mBank S.A. (the "Manager") entered into a conditional share placement agreement (the "Placement Agreement"), and that the process of book-building commenced for a private subscription of no more than 2,430,554 Series U ordinary bearer shares (the "Series U Shares", the "New Shares"), to be issued by the Company (the "Offer").

The Offer of New Shares is conducted on the terms set out in Resolution No. 4/II/2021 of Extraordinary General Meeting of the Company of 23 February 2021 (the "Issue Resolution") and the Management Board Resolution of 3 March 2021 regarding the determination of the terms of the offer, conducting a book-building process, subscription, acquisition and allotment of Series U shares, and the terms of the book-building process for those shares, approval of Series U share subscription agreement forms and giving consent to Mabion S.A. to enter into a placement agreement for the purpose of offering and subscriptions for the Series U shares (the "Management Board Resolution")

Conducting the Offer and admission of Series U Shares and, subject to the satisfaction of the regulatory requirements for such admission and introduction, also the admission and introduction of rights to Series U Shares ("RTS") to trading on the regulated market operated by the Warsaw Stock Exchange (the "WSE"), will not require the Company to prepare or publish an issue prospectus or other information or offering document within the meaning of the relevant regulations.

The book-building process for the New Shares will commence immediately after the publication of this current report, and it will be conducted as an accelerated book-building process on the terms described below.

The New Shares will be offered in the territory of Poland in a public offer exempted from the obligation to publish an issue prospectus within the meaning of the relevant regulations, or other information or offering document for the purposes of such an offer, addressed exclusively to: (a) qualified investors within the meaning of Article 1 Section 4(a) of the Prospectus Regulation; or (b) investors acquiring securities with a total value of at least EUR 100,000 per investor, referred to in Article 1 Section 4(d) of the Prospectus Regulation, including the Eligible Investors (as defined below) within the meaning of the Issue Resolution.

The investors to whom the offers will be made to subscribe for the New Shares in a private placement within the meaning of Article 431 § 2 Clause 1 of the Commercial Companies Code, will be selected based on the outcome of the book-building process. The invited investors participating in the book-building process will submit their declarations of interest to the Manager. The declarations of interest will specify, in particular, the proposed issue price and the number of the New Shares that the investor is willing to subscribe for. In order to participate in the book-building process, each investor should conclude (if not already a party to such an agreement) an appropriate agreement for acceptance and transmission of orders with the Manager.

The Company's shareholders who satisfy the criteria set out in the Issue Resolution (the "Eligible Investors") and participate in the book-building process will enjoy preemptive rights to subscribe for the New Shares on the terms set out in the Issue Resolution. According to the Issue Resolution, upon satisfying the requirements stipulated therein, the Eligible Investors will have the preemptive right to acquire New Shares in a number that enables them to maintain their share in the total number of votes at the General Meeting of the Company at least at the same level as that held as at the end of the day of adopting the Issue Resolution. Additionally, on the terms set out in the Issue Resolution, the Eligible Investors, who are Qualified Investors and who at the end of the Preference Day hold shares in the Company, the joint nominal value of which consists at least 0,5% (half percent) of the Company's share capital, are entitled to the preemptive right to acquire Series U Shares before the other investors. .

In order to exercise the priority right to subscribe for the New Shares on the terms set out in the Issue Resolution, the Eligible Investors should submit by 9 March 2021 information regarding the number of shares of the Company they held at the close of business on 23 February 2021. Such information should specify at least the shareholder's details and the number of Company shares held by that shareholder at the close of business on 23 February 2021. The information should be sent to the Manager.

Pursuant to the Resolution of the Management Board, as part of the book-building process and with the particular issue price, the New Shares will be initially allotted based on the following terms: (i) subject to the subsection (ii) below, each Eligible Investor, who takes part in the Book-building Process and files a declaration or declarations of acquisition of the New Shares for a price not lower than the issue price of the New Shares established by the Management Board in accordance with the Issue Resolution, shall be entitled to a preemptive right to acquire the New Shares in a number not lower than the number of the New Shares that- following the issue of the New Shares - enables such Eligible Investor to maintain the share in Company's share capital not lower than the share in Company's share capital the Eligible Investor held at the end of the Preference Day; ; (ii) the Eligible Investors, who are Qualified Investors and who at the end of the Preference Day hold shares in the Company, the joint nominal value of which consists at least 0,5% (half percent) of the Company's share capital, are entitled to the preemptive right to acquire Series U Shares before the other

investors.

The issue price of the New Shares will be determined by the Management Board of the Company primarily based on the results of the book-building process among institutional investors, taking into consideration all circumstances that affect the determination of the issue price, including, first of all, the macroeconomic and economic situation, the trend prevailing on the equity markets at the time of the book-building for the New Shares, the financial standing of the Company at the time of the public offering of the New Shares, current developments and their impact on the prospects of the Company's business, as well as based on the recommendations of the Manager involved in the offering and in the book-building for the New Shares.

Promptly upon the Company making public, in the form of a current report, the set issue price of the New Shares and the number of Series U shares which will be offered for subscription by the Company to investors, the Company will proceed to the execution of agreements to take up the New Shares (subscription agreements for the New Shares) and investors will be required to pay the issue price for the New Shares they take up.

As anticipated, the agreements to take up Series U Shares will be executed by the investors by 12 March 2021 and the cash payments for the New Shares will be made within the time limits specified in the agreements to take up such New Shares, i.e. 12 March 2021.

Pursuant to the Placement Agreement, the Manager agreed to provide services to the Company for the purpose of the placement of the New Series on the terms set out in that agreement, and in particular to use their best efforts to solicit potential investors and solicit the subscriptions and payment for the shares by such investors. The Placement Agreement does not constitute an obligation on the part of the Manager to purchase or sell any financial instruments and does not guarantee the admission and/or introduction of the financial instruments to the organized system of trading, the conduct of the Offer or placement or any part of any other financial instruments of the Company. The Placement Agreement contains standard conditions precedent to the Manager's undertakings encountered in such agreements entered into in connection with transactions similar to the offer of the New Shares, including conditions related to force majeure and the occurrence of a material adverse change in the Company's situation, as well as defining the conditions for its termination that are typical for this kind of agreements. Pursuant to the Placement Agreement, the Manager may terminate the agreement in the events specified therein and specifically in a situation where any of the representations and warranties of the Company made in the Placement Agreement appear to be inconsistent with the factual or legal status, or if there is a significant change in the situation on the financial markets that adversely affects the possibility of conducting the Offer. The Placement Agreement also contains representations and warranties concerning the Issuer and its operations, within the standard scope of such representations and warranties made by the issuers of securities in such agreements related to transactions similar to the New Shares. On the terms defined in the Placement Agreement, the Manager and other persons named in the Placement Agreement will be indemnified and held harmless against certain claims, liabilities or costs that might be sought from or raised against the Manager or other designated persons in connection with the Placement Agreement (indemnity clause).

The Issuer has agreed not to issue, sell or offer shares within 120 days of the initial listing date of the RTS, subject to customary exemptions including the issue and offering of up to 10,500,000 ordinary series V shares the issuance and offering of which is expected to be approved by the Company's

general meeting to be held on 22 March 2021. In addition the Company's shareholders - Twiti Investments Limited, Polfarmex S.A. and Glatton sp. z o.o. - have agreed that in case they subscribe for the New Shares, without the consent of the Manager, they will not sell or offer the New Shares acquired in the Offering within 120 days of the initial listing date of the RTS, subject to the transfers within the shareholders' group, transfers required by law or appropriate decisions of authorities, as well as a possible sale of the Company's shares to a strategic investor as part of the potentially contemplated process of acquiring the Company's shares by such investor.

IMPORTANT NOTICES

This current report was prepared in accordance with Article 17 Section 1 of the Regulation No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC and Article 56 Section 1 Item 2 of the Act of 29 July 2005 on Public Offerings, the Conditions for Introducing Financial Instruments to an Organized Trading System, and Public Companies.

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