

Current Report No. 3/2021

Date: April 15th 2021

Disclosure of delayed inside information about MLP Group S.A. Management Board's decision to undertake analysis and preliminary work for the purpose of preparing, and potentially taking steps to carry out, an increase in the Company's share capital pursuant to the authorisation provided for in the Company's Articles of Association (authorised share capital) through the issue of ordinary shares

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Acting pursuant to Articles 17(1) and 17(4) of Regulation (EC) No. 596/2014 of the European Parliament and of the Council of April 16th 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 ("**MAR**"), the Management Board of MLP Group S.A. (the "**Company**") hereby publishes delayed inside information on the adoption by the Management Board of MLP Group S.A. of a decision on the Company undertaking analysis and preliminary work for the purpose of preparing, and potentially taking steps to carry out, an increase in the Company's share capital pursuant to the authorisation provided for in Art. 9a of the Company's Articles of Association through the issue of ordinary shares within the limit set out in Art. 9a of the Company's Articles of Association, providing for an authorised share capital increase of not more than PLN 815,096, under which the Company's share capital has already been increased by PLN 401,750, as announced by the Management Board of the Company in Current Reports No. 18/2020 and No. 28/2020. In connection with the increase of the Company's share capital by PLN 401,750, as at the date of this Current Report the remaining authorised capital is PLN 413,346 ("**Inside Information**").

Pursuant to Art. 17(4) of MAR, the disclosure of the inside information was delayed on March 10th 2021.

Content of the delayed inside information:

The Company's Management Board announces that on March 10th 2021 it decided that MLP Group S.A. (the "**Company**") would undertake analyses and preliminary work for the purpose of preparing, and potentially taking steps to carry out, an increase in the Company's share capital through the issue of up to 1,653,384 Series E ordinary bearer shares pursuant to the authorisation provided for in Art. 9a of the Company's Articles of Association ("**Series E Shares**").

The Company's Management Board decided that economic and legal analyses would be undertaken to select a legal and economic structure that would be optimum from the Company's perspective and would enable the issue of Series E Shares to be carried out through a public offering without the obligation to prepare a prospectus.

MLP GROUP S.A.

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District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, No. KRS 0000053299,
Tax Identification Number (NIP): 534-10-12-136, Industry Identification Number (REGON): 010971300, share capital: PLN 4,930,063.75, paid in full

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Reasons for delayed disclosure of the Inside Information:

In the opinion of the Company's Management Board, at the time of the decision on delayed disclosure of the Inside Information, it met the conditions set out in MAR and the guidelines under the Market Abuse Regulation, issued by the European Securities and Markets Authority pursuant to Article 17(11) of MAR on October 20th 2016. The Company's Management Board believes that immediate disclosure of the Inside Information before the Company commenced analysis of the proposed issue of Series E Shares and the issue process, could have prejudiced legitimate interests of the Company and its Group. Public disclosure of information on commencement of economic and legal analyses could have been construed as a decision to commence work directly related to conducting an offering. Had these analyses proven unsatisfactory and had the Company failed to commence work directly related to conducting an offering, immediate disclosure of the inside information would have adversely affected the Company's credibility and could have prejudiced the success of a potential issue of Series E Shares. This is why immediate disclosure of the Inside Information could have compromised the Company's ability to achieve its business and financial objectives. Furthermore, at the time of the decision to delay disclosure of the Inside Information it was difficult to determine the probability of the issue being actually carried out.

In the opinion of the Company's Management Board, there were no reasons to believe that delayed disclosure of the Inside Information could be misleading for investors, in particular in view of the lack of any previous public announcements from the Company regarding the subject matter of the Inside Information (and in particular the lack of any announcements excluding the possibility of share issuance). Therefore, early publication of the Inside Information could have misled investors as to the likelihood and the terms and conditions of a potential share issue, and result in an incorrect assessment of such information by investors in terms of, among other things, its impact on the price of Company shares.

The Company's Management Board also assures that it took the steps required by MAR to keep the delayed Inside Information confidential until it was disclosed to the public, relaying in this respect in particular on the internal information flow and protection procedure implemented at the Group level. At the time of the decision to delay disclosure of the Inside Information in accordance with Article 18 of MAR, a list of persons having access to the Inside Information was prepared, and the list was monitored on an ongoing basis and updated as needed. The disclosure of the Inside Information was delayed until April 15th 2021.

Given the legitimate interests of the Issuer and its shareholders, and in compliance with the legal requirements of MAR, the Company will provide information on further steps in a separate report, if such information represents inside information.

Pursuant to the third subparagraph of Article 17(4) of MAR, immediately after the delayed inside information is disclosed to the public, the Company will inform the Polish Financial Supervision Authority that disclosure of the information was delayed and will provide an explanation of how the conditions for such delay were met. The delayed Inside Information will not be published if it ceases to be inside information before the lapse of its publication date, in particular as a result of the abandonment by the Company of the intention to increase its share capital through the issue of Series E Shares.

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The Management Board further announces that on April 15th 2020 Pekao Investment Banking S.A. was mandated to act as global coordinator and joint bookrunner (“**Pekao IB**”), and Bank Polska Kasa Opieki Spółka Akcyjna – Biuro Maklerskie Pekao was mandated to act as joint bookrunner and settlement agent („**BM Pekao**”). Furthermore, the Company reports that no final decision has formally been made to increase the share capital of the Company, and the work to develop a detailed schedule of the offering of Series E Shares is still in progress. Relevant resolutions that may be passed by the governing bodies of the Company concerning the issue of Series E Shares will be published in separate current reports.

It is the Company’s intention to conduct, in cooperation with Pekao IB and BM Pekao, the issue of Series E Shares through a public offering addressed only to the categories of investors in the case of which no prospectus or other offering document is required for the purposes of such offering.

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Legal basis:

Article 17(1) and Article 17(4) of MAR – Inside information

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