

Current report no. 20/2022

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Disclosure of delayed inside information on the decision of the Management Board of MLP Group S.A. to undertake analysis and preliminary work by MLP Group S.A. for the purpose of preparing and possibly taking action to increase the Company's share capital as authorized by the Company's Articles of Association (authorized capital) through the issuance of common shares.

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The Management Board ("**Management Board**") of MLP Group S.A. ("**Issuer**", "**Company**") acting pursuant to Article 17 (1) and (4) of Regulation No. 596/2014 of the European Parliament and of the Council of April 16, 2014 on Market Abuse (the "**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 (the "**MAR Regulation**"), hereby provides delayed inside information on the Management Board's decision on the Company's decision to undertake analysis and preliminary work for the purpose of preparing and possibly taking action to increase the Company's share capital by issuing ordinary shares pursuant to the authorization contained in Article 9a of the Company's Articles of Association, within the limits of the provisions of Article 9a of the Company's Articles of Association introducing a target share capital increase, by an amount not exceeding PLN 655,335.75 ("**Inside Information**").

Pursuant to Article 17(4) of the MAR Regulation, the public disclosure of the Inside Information in question was delayed on November 22, 2022.

Content of delayed Inside Information:

The Management Board announces that on November 22, 2022 it made a decision that MLP Group S.A. (the "**Issuer**", the "**Company**") will engage in the analysis and will perform preliminary work for the purpose of preparing and possibly taking action to increase the Company's share capital through the issuance of no more than 2,621,343 ordinary series F bearer shares pursuant to the authorization contained in Article 9a of the Company's Articles of Association (the "**Series F Shares**").

The Management Board decided to conduct economic and legal analyses aimed at selecting the optimal legal and economic structure, from the Company's point of view, that would enable the issuance of Series F Shares by way of a public offering, while excluding the obligation to prepare a prospectus.

Reasons justifying the delay in providing the Inside Information:

In the opinion of the Management Board - at the time of the decision to delay - the delay in the disclosure of the Inside Information met the conditions set forth in the MAR Regulation and the European Securities and Markets Authority's guidelines on the Market Abuse Regulation of October 20, 2016, issued pursuant to Article 17 (11) of the MAR Regulation. In the opinion of the Management Board, immediate disclosure of the Inside Information, and therefore even before the stage of the Company's analyses of the possible issue of Series F Shares and its course, could have violated the

legally justified interests of the Company and its capital group. Communicating to the public about the commencement of economic and legal analyses, could be perceived as a decision to start work directly related to the conduct of the offering. In the event of a negative outcome of these analyses and, as a result, the Company's failure to proceed with work directly related to carrying out the offering, the immediate communication of inside information would have a negative impact on the Company's credibility. It could also have a negative impact on the success of a possible issuance of Series F Shares. Accordingly, immediate disclosure of the Confidential Information could have negatively affected the Issuer's ability to achieve its business and financial objectives. In addition, the probability of the actual issuance was difficult to determine at the time of the decision to delay the Inside Information.

In the opinion of the Management Board, there were no indications that delaying the disclosure of the above Inside Information could mislead investors, particularly given the lack of prior public announcements on the part of the Company on the matter to which the Inside Information relates (with particular reference to the lack of announcements ruling out the possibility of a share issue). Accordingly, premature publication of the Inside Information could mislead investors as to the likelihood of the occurrence and conditions of a possible share issue, as well as result in investors making an erroneous assessment of this information in terms of, among other things, its impact on the Issuer's share price.

At the same time, the Management Board assures that it has taken the steps required by the MAR Regulation to maintain the confidentiality of the delayed Inside Information until it is made public, in particular, through the internal information circulation and protection procedure implemented at the Company's group level. At the time of the decision to delay public disclosure of the Confidential Information, in accordance with Article 18 of the MAR Regulation, a list of persons with access to the Inside Information was compiled, which was monitored on an ongoing basis and updated as necessary. The Inside Information was delayed until November 29, 2022.

Bearing in mind the legitimate interests of the Issuer and its shareholders, as well as meeting the legal requirements of the MAR Regulation, the Issuer will provide information on further actions, if such information has the valence of Inside Information, in a separate report.

Pursuant to the wording of the third paragraph of Article 17(4) of the MAR Regulation, immediately after the delayed Inside Information is made public, the Issuer shall inform the Polish Financial Supervision Commission of the delayed disclosure of the Inside Information, together with an indication of the fulfillment of the prerequisites for such delay. At the same time, the delayed Inside Information will not be disclosed to the public if, prior to the deadline for its public disclosure, it loses the value of inside information, in particular as a result of the Issuer's withdrawal from its intention to increase the share capital through the issue of Series F Shares.

It is the Company's intention to issue the Series F Shares through a public offering addressed exclusively to certain categories of investors for whom no prospectus or other offering document is required for such offering.

Disclaimer:

This current report is for informational purposes only, and the purpose of its publication by the Company is solely to provide information on the Company's activities in connection with the Company's intention to raise funds through the issuance of Series F Shares with the simultaneous deprivation of the Company's existing shareholders' pre-emptive rights to the Series F Shares in their entirety, in order to further the Issuer's development. This current report does not serve in any way, directly or indirectly, to promote the subscription of new issue shares and is not promotional material prepared or published by the Company for the purpose of promoting new issue shares or their subscription or encouraging, directly or indirectly, their purchase or subscription. The Company has not yet published any material aimed at promoting new issue shares or their subscription.

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Legal basis:

Article 17 (1) and (4) MAR Regulation - inside information