



Current report No. 10/2021 of May 12, 2021

General legal basis (selected in ESPI):

art. 17 sec. 1 of MAR - confidential information

Report subject:

Second notification of Shareholders of the intention to merge with a subsidiary

Report content:

P.A. NOVA Spółka Akcyjna with its registered office at ul. Górnych Wałów 42, 44-100 Gliwice, entered into the register of entrepreneurs of the National Court Register under number 0000272669 kept by the District Court in Gliwice, 10th Commercial Division of the National Court Register, NIP 6310200417, REGON 003529385, the amount of the share capital is PLN 10,000,000.00 (fully paid) (hereinafter: the "Issuer" or the "Acquiring Company"), acting pursuant to Art. 504 § 1 and § 2 of the Code of Commercial Companies (hereinafter referred to as "CCC"), hereby notifies - for the second time - about the intention to merge P.A. NOVA Spółka Akcyjna as the Acquiring Company of Galeria Zamoyska Sp. z o.o. with its seat in Gliwice (hereinafter also: "Acquired Company"), ul. Górnych Wałów 42, 44-100 Gliwice, entered into the register of entrepreneurs kept by the District Court in Gliwice, 10th Commercial Division of the National Court Register, KRS number: 0000327164, NIP: 6312582512.

The Management Board of the Company also informs that the planned merger will take place pursuant to Art. 492 §1 point 1 and article. 515 §1 of the Commercial Companies Code, ie by transferring all the assets of the acquired company - Galeria Zamoyska Sp. z o.o. - to the acquiring company - P.A. NOVA S.A., by acquisition, in accordance with the arrangements made in the merger plan of April 28, 2021, without increasing the share capital of the acquiring company. The announcement of the merger plan in the Court and Economic Monitor was not necessary, pursuant to Art. 500 §21 of the Commercial Companies Code.

The management boards of the merging Companies will not prepare a report justifying the merger, its legal basis and economic justification in accordance with Art. 516 §6 of the Commercial Companies Code. The merger plan pursuant to Art. 516 §6 of the Commercial Companies Code, will not be submitted by the statutory auditor. The statement containing information on P.A.'s accounting status was not attached to the merger plan.



P.A. NOVA S.A. prepared for the purposes of the merger (Art. 499 §4 of the Commercial Companies Code), because the acquiring company, in accordance with the provisions on public offering and conditions for introducing financial instruments to an organized trading system and on public companies, publishes and makes available to shareholders semi-annual financial statements. The merger plan was published on the Company's website www.panova.pl from April 28, 2021, i.e. at least one month before the planned date of the Shareholders' Meeting of the acquired company, at which the resolution on the merger is to be adopted. Shareholders may read the documents referred to in Art. 505 §1 of the Commercial Companies Code at the registered office of the Company in Gliwice, at the address: ul. Górnych Wałów 42, on business days from 8:00 a.m. to 4:00 p.m. as well as on the Company's website www.panova.pl, starting from the date of the first notification of the intention to merge, i.e. on April 28, 2021, continuously until the date of adopting a resolution on connection.

This notification is the second notification.

Legal basis: Art. 56 sec. 1 point 2 of the Act on public offering and conditions for introducing financial instruments to an organized trading system and on public companies in connection with Art. 504 §1 and §2 and art. 4021 §1 of the Commercial Companies Code