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Asseco Business Solutions

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Lublin, 12 September 2017.

ANNOUNCEMENT OF MERGER OF ASSECO BUSINESS SOLUTIONS S.A. AND MACROLOGIC S.A.

The Management Board of Asseco Business Solutions S.A., having its registered office in Lublin, acting pursuant to Article 500 § 21 of the Act of 15 September 2000 the Code of Commercial Companies and Partnerships (“CCCP”), hereby informs that on 12 September 2017 a plan (“the Merger Plan”) was agreed and signed concerning the merger of Asseco Business Solutions S.A. with Macrologic S.A., having its registered office in Warsaw.

The merging entities shall be:

1. Asseco Business Solutions S.A., having its registered office in Lublin at ul. Konrada Wallenroda 4C, 20-607 Lublin, registered in the Companies’ Register at District Court Lublin-East, seated in Świdnik, VI Economic Department of the National Court Register, under KRS no.: 0000028257, tax ID NIP: 5222612717 and business ID REGON 017293003, share capital: PLN 167,090,655.00 fully paid up (“Asseco BS” or “the Acquiring Company”).
2. Macrologic S.A., having its registered office in Warsaw at ul. Księdza Ignacego Kłopotowskiego 22, 03-717 Warszawa, registered in the Companies’ Register at District Court for the Capital City of Warsaw, XIII Economic Department of the National Court Register, under KRS no.: 0000045462, tax ID NIP: 5220002825 and business ID REGON 012205939, share capital: PLN 1,888,719.00 fully paid up (“Macrologic” or “the Target Company”).

The merger of the Companies shall take place in accordance with the procedure provided for in Article 492 § 1(1) CCCP (merger by acquisition), i.e. by transferring all assets of Macrologic to Asseco BS; as a result of the merger, Macrologic shall be dissolved without liquidation (“the Merger”).

The current share capital of Macrologic amounts to PLN 1,888,719.00 and is divided into 1,888,719 ordinary bearer shares with a nominal value of PLN 1.00 each. Asseco BS holds directly 1,729,283 shares of Macrologic, which represents approximately 91.56% of the share capital of Macrologic and carries 1,729,283 votes at the General Meeting of Macrologic, i.e. approximately 91.56% of the total number of votes at the General Meeting of the same. Furthermore, Macrologic, as a subsidiary of Asseco BS, holds 159,436 shares of Macrologic (own shares), which represents approximately 8.44% of the share capital of Macrologic and carries 159,436 votes at the General Meeting of Macrologic, i.e. approximately 8.44% of the total number of votes at the General Meeting of the same. According to Article 364 § 2 CCCP, Macrologic shall not exercise the share rights attached to its own shares. Consequently, Asseco BS holds directly and indirectly (i.e. together with the subsidiary) the total of 1,888,719 shares of Macrologic, which represents 100% of the share capital of Macrologic and carries 1,888,719 votes at the General Meeting of Macrologic, i.e. 100% of the total number of votes at the General Meeting of the same.

Due to the fact that the Acquiring Company directly holds the shares of the Target Company in the quantity exceeding 90% of the total number of shares in Macrologic and is the sole shareholder of Macrologic that can exercise the share rights from Macrologic shares, the Merger shall be conducted pursuant to Article 515 § 1 CCCP, i.e. without increasing the share capital of the Acquiring Company and without exchanging the shares of Macrologic, as the Target Company, for the shares in the share capital of Asseco BS, as the Acquiring Company.

The Articles of the Target Company shall not be amended in connection with the Merger.

Asseco Business Solutions S.A., having its registered office in Lublin, at ul. Konrada Wallenroda 4c, postcode: 20-607, District Court Lublin-East in Lublin seated in Świdnik, VI Economic Department of the National Court Register, registration no.: KRS 0000028257 tax ID NIP: 522-26-12-717, business ID: REGON 017293003, share capital: PLN 167,090,965.00 (fully paid up).

Along with this announcement, Asseco BS makes public the Merger Plan together with the attached documents, as provided in Article 499 ff CCC. According to Article 516 § 5 CCCP, the merging companies shall not prepare the reports of the Management Boards justifying the Merger and shall not submit the Merger Plan for review by a certified auditor in terms of correctness and reliability.

The planned Merger of Asseco BS and Macrologic is intended to optimize the operations of the capital group, to achieve the synergy effect and to further develop Asseco BS’s IT expertise related to the ERP systems for the enterprise sector.



This announcement was also made public by the Company in Current Report No. 34/2017 .

President of the Management Board

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