

Current report No. 5/2018

From: **Kino Polska TV S.A.**

Issued on: 14 May 2018

Subject: **The first notification of the intention to merge Cable Television Networks & Partners Sp. z o.o., KPTV Media Sp. z o.o. and Cyfrowe Repozytorium Filmowe sp. o.o. with "Kino Polska TV" S.A.**

Legal basis: Other regulations

Contents of the report:

"Kino Polska TV" SA with its registered office in Warsaw ("the Acquiring Company", "Issuer") acting pursuant to art. 504 in connection with art. 4021 § 1 of the Code of Commercial Companies, hereby for the first time notifies the Issuer's shareholders about the intention to merge the Issuer with:

- Cable Television Networks & Partners Sp. z o.o. with headquarters in Warsaw, ul. Puławska 435A 02-801 Warsaw, entered in the Register of Entrepreneurs kept by the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register under the number KRS 0000378839,
- KPTV Media Sp. z o.o. with headquarters in Warsaw, ul. Puławska 435A 02-801 Warsaw, entered in the Register of Entrepreneurs kept by the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register under the number KRS 0000429756,
- Cyfrowe Repozytorium Filmowe Sp. z o.o. with headquarters in Warsaw, ul. Puławska 61 02-595 Warsaw, entered in the Register of Entrepreneurs kept by the District Court for the capital city of Warsaw, XIII Commercial Division of the National Court Register under the number KRS 0000344814 ("Acquired Companies"),

hereinafter jointly referred to as "Companies". The merger will take place through the takeover of Acquired Companies by the Acquiring Company.

The Acquiring Company informs that the merger plan pursuant to art. 500 § 21 of the Code of Commercial Companies is available free of charge on the website of the Issuer [www.kinopolska.pl](http://www.kinopolska.pl) and websites of the Acquired Companies [www.zoomtv.pl](http://www.zoomtv.pl), [www.repozytoriumfilmowe.pl](http://www.repozytoriumfilmowe.pl) and [www.kptvmedia.pl](http://www.kptvmedia.pl) and will be available without interruption until the end of the General Meeting undertaking resolution on the merger.

The shareholders of the Acquiring Company from May 14, 2018 until the date of the General Meeting, the subject matter of which will be the resolution on the merger, may be read in the office of "Kino Polska TV" S.A. at 435A Puławska Street in Warsaw, with documents, referred to in art. 505 § 1 items 1-4 of the Code of Commercial Companies.

Since 100% of the shares of the Acquired Companies belong to the Acquiring Company, the merger will take place in accordance with art. 516 § 6 of the Code of Commercial Companies, applying the provisions regulating the simplified merger procedure, i.e.:

- a. the merger plan will not be examined by an expert,
- b. the share capital of the Acquiring Company will not be increased.

The merger of the Companies is based on art. 492 § 1 item 1 of the Code of Commercial Companies by transferring all assets of Cable Television Networks & Partners Sp. z o.o. with headquarters in Warsaw, KPTV Media Sp. z o.o. with headquarters in Warsaw and Cyfrowe Repozytorium Filmowe Sp. z o.o. with headquarters in Warsaw to the company "Kino Polska TV" S.A. as a result of the merger, the Acquired Companies will cease to exist.

According to art. 506 § 1 and art. 516 § 6 of the Code of Commercial Companies, the merger of the Companies will take place pursuant to the resolutions of the General Meeting of the Acquiring Company and General Meetings of Shareholders of the Acquired Companies, agreeing to the merger plan.

According to art. 494 § 1 of the Code of Commercial Companies, the Acquiring Company will enter into all rights and obligations of the Acquired Companies as at the merger date.

At the same time, the Issuer announces that information on the intent of the merger was provided by the Issuer in the current report No. 4/2018.

Signed by:

Bogusław Kisielewski, President of the Management Board

Marcin Kowalski, Member of the Management Board