



Bank Millennium S.A.

Date: May 10, 2021

Current Report No. 16/2021

Subject: FIRST NOTIFICATION OF THE PROPOSED DIVISION OF MILLENNIUM DOM MAKLERSKI S.A., WHERE BANK MILLENNIUM S.A. THE ACQUIRING ENTITY

The Management Board of Bank Millennium S.A. with its registered office in Warsaw, postal address: ul. Stanisława Żaryna 2A, 02-593 Warsaw, entered in the Register of Business Entities kept by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS No. 0000010186, NIP 526-02-12-931, with a fully paid-up share capital of PLN 1,213,116,777.00 (the "Bank"), acting pursuant to Article 539 §1 and 2 and Article 540 of the Commercial Companies Code (the "CCC"), in conjunction with Article 4021 of the CCC, hereby provides its shareholders with the first notification about the proposed demerger of Millennium Dom Maklerski S.A. with its registered office in Warsaw, entered in the Register of Business Entities kept by the District Court for the Capital City of Warsaw in Warsaw, XIII Commercial Division of the National Court Register, under KRS No. 0000053322 (the "Demerged Company" or "MDM"), through a transfer to the Bank of a part of the property of the Demerged Company (the "MDM Demerger").

The MDM Demerger will be effected in accordance with the procedure specified in Article 529 § 1.4 of the CCC, i.e. through:

- a) a transfer to the Bank of a part of the property (assets and liabilities) and the rights and obligations of the Demerged Company in the form of an organised part of the enterprise of MDM connected with the provision of brokerage services (the "Brokerage Business"); and
- b) the retaining by MDM of a part of the property (assets and liabilities) and the rights and obligations of the Demerged Company in the form of an organised part of the enterprise of MDM connected with the remaining business activity (the "Non-Regulated Business").

The Bank's share capital will not be increased in connection with the transfer to the Bank of a part of the property (assets and liabilities) and the rights and obligations of the Demerged Company.

The MDM demerger plan (the "MDM Demerger Plan") has been made available pursuant to Article 535 § 3 of the CCC by being posted on the Bank's website (at https://www.bankmillennium.pl/mdm_demerger_plan).

Pursuant to Article 540 §3¹ of the CCC, the Bank hereby announces that until the completion of the general meeting of the shareholders of the Bank, the agenda of which will include the adoption of a resolution on the MDM Demerger, the shareholders may review the following information posted on the Bank's website, i.e. the shareholders are provided with:

- 1) the MDM Demerger Plan (which also contains the information and documents referred to in Article 534 § 2 of the CCC, except for the representation referred to in Art. 534 § 2.4 of the CCC with respect to the Bank, for which no such representation is necessary), available at: https://www.bankmillennium.pl/mdm_demerger_plan;
- 2) the Bank's financial statements and the management board's reports on the activities of the Bank for the last three financial years, including auditor's reports, available at: https://www.bankmillennium.pl/mdm_demerger_plan;
- 3) the financial statements and the management board's reports on the activities of MDM for the last three financial years, including auditor's reports, available at https://www.bankmillennium.pl/mdm_demerger_plan; and
- 4) the management board's reports of the Bank and MDM dated [10 May 2021], prepared for the purposes of the MDM Demerger, available at: https://www.bankmillennium.pl/mdm_demerger_plan.

Furthermore, the Bank explains that the opinion of the statutory auditor regarding the audit of the MDM Demerger Plan in terms of its correctness and accuracy, as referred to in Article 537 § 1 of the CCC, will be made available on the Bank's website immediately after it is prepared by a statutory auditor that will be appointed by the competent registry court so that the shareholders can review the opinion pursuant to Article 540 § 3¹ of the CCC. The information that the opinion of the statutory auditor is available for review will be communicated in the form of a current report supplementing this notification.

Legal basis:

Article 539 § 1 and 2 and Article 540 in conjunction with Article 402¹ of the Act of 15 September 2000 - the Commercial Companies Code (Journal of Laws of 2020, item 1526, as

amended) and Article 56 section 1.2 of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies (Journal of Laws of 2020, item 2080, as amended).