



Bank Millennium S.A.

16th February, 2022

Current Report no. 7/2022

SUBJECT: SECOND NOTIFICATION OF THE PROPOSED DIVISION OF MILLENNIUM DOM MAKLERSKI S.A., WHERE BANK MILLENNIUM S.A. IS ONE OF THE ACQUIRING ENTITIES

Further to current report No. 16/2021 dated 10 May 2021 and supplemented by report No. 26/2021 dated 10 August 2021, the Management Board of Bank Millennium S.A. with its registered office in Warsaw (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 a second notification about the proposed division 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 “**Company Being Divided**” or “**MDM**”), (the “**MDM Division**”).

Further to current report No. 16/2021 dated 10 May 2021 and current report No. 26/2021 dated 10 August 2021, the Management Board of the Bank announces the following information again and makes a notification of the MDM Division.

The MDM Division 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 Company Being Divided 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 Company Being Divided 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 Company Being Divided.

The MDM division plan (the “**MDM Division 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/plan_podzialu_MDM).

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 Division, the shareholders may review the following information posted on the Bank's website, i.e. the shareholders are provided with:

- 1) the MDM Division 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/plan_podzialu_MDM;
- 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/plan_podzialu_MDM;
- 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/plan_podzialu_MDM;
- 4) the management board's reports of the Bank and MDM dated 10 May 2021, prepared for the purposes of the MDM Division, available at: https://www.bankmillennium.pl/plan_podzialu_MDM; and
- 5) the opinion of the statutory auditor regarding the audit of the MDM Division Plan in terms of its correctness and accuracy, available at: https://www.bankmillennium.pl/plan_podzialu_MDM

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).