

**Issued by:** OPTeam S.A.

**Issued on:** 11.03.2020

**Subject:** Conclusion of the preliminary contract of sales of shares of Centrum Rozliczeń Elektronicznych Polskie ePłatności S.A. and disclosure to the public of delayed inside information on initiating the negotiations of certain documents by OPTeam S.A.

**Current report no** 2/2020

**Legal basis:** Art. 17 of the Market Abuse Regulation – inside information.

**Report content:** The Management Board of OPTeam S.A. (“Issuer”) hereby discloses to the public that on 11 March 2020 Innova AF II Sàrl seated in Luxembourg („Innova”), the Issuer and certain third persons, acting as Sellers, and Rementi Investments S.A. (“Buyer”), acting as the Buyer, have concluded a preliminary agreement on sales of 100% of shares in the authorized capital of Centrum Rozliczeń Elektronicznych Polskie ePłatności S.A. („PeP”) („Agreement”). The Buyer is a company in 100% indirectly dependent on Nets A/S, a Europe-wide provider of payment processing services.

According to the Agreement: (i) the Issuer shall sell and the Buyer shall purchase 8 668 034 shares in the PeP authorized capital (constituting 20.51% of the PeP authorized capital and authorizing the Issuer to execute 8 668 034 votes at the PeP General Meeting of Shareholders, i.e. 20.51% of the total number of votes at the PeP General Meeting of Shareholders), i.e. all shares held by the Issuer, and (ii) Innova and other shareholders of PeP shall sell and the Buyer shall purchase all their shares in the PeP authorized capital held by, respectively, Innova nad such other shareholders capital (constituting 79.49% of the PeP authorized capital and authorizing the Innova and the other shareholders to execute 79.49% of the total number of votes at the PeP General Meeting of Shareholders) – in each case provided that the relevant requirements of the Agreement are met, including obtaining the consents of the Office of Competition Protection and the Polish Financial Supervision Authority.

The price to be paid by the Buyer to the Issuer for shares in the authorized capital of PeP in accordance with the Agreement is EUR 68 625 769.84 (say: sixty eight million six hundred twenty five thousand seven hundred sixty nine Euro and eighty four eurocents) and may be

subject to increase or decrease upon closing the transaction in accordance with the provisions of the Agreement.

The Agreement contains provisions typical of this type of contract. The Issuer will inform about the conclusion of the final contract in performance of the Agreement in a separate report.

The Issuer hereby also discloses to the public the inside information that on 6 March 2020 the Issuer and the Buyer started negotiations on that the conditions of certain contracts concluded by the Issuer and PeP shall be maintained, that the Issuer shall not initiate competitive actions against PeP and that the Issuer shall not hire PeP employees. The Issuer decided to delay disclosure to the public of inside information since, in its opinion, disclosure of this inside information was likely to prejudice the legitimate interests of the Issuer. Moreover, in the Issuer's opinion, the delay of disclosure to the public of inside information did not mislead the public and the Issuer was able to ensure the confidentiality of that information. On the present day the Issuer decided to disclose this delayed inside information to the public.