

**Published by:** OPTeam SA

**Date prepared:** 2016-06-22

**Subject:** Disclosure on agreements concluded with Innova fund.

**Current report no:** 25/2016

**Legal basis:** Art.57 section 3 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies and §5 section 1 item 1 and item 3 of the Ordinance of the Minister of Finance of 19 February 2009 on current and interim information submitted by issuers of securities, and on conditions of considering as equivalent the information required by law of a non-member state.

**Report content:**

The Management Board of OPTeam SA (the Issuer) announces, that in order to finance the purchase of 50% of shares of Centrum Rozliczeń Elektronicznych Polskie ePłatności S.A. with its seat in Rzeszów at ul.Lisa Kuli 3, 35-032 Rzeszów (Centre of Electronic Clearance Polish ePayment, hereinafter: Polish ePayment) held by Polska Wytwórnia Papierów Wartościowych SA with its seat in Warsaw at ul.R.Sanguszki 1, 00-222 Warszawa (Polish Security Printing Works, hereinafter: PWPW), on which the Issuer notified in the following current reports: no 9/2016 of 15.04.2016 and no 24/2016 of 22.06.2016, on 12.02.2016 concluded a conditional loan agreement (hereinafter: Funding Transaction) with Innova AF II S.à r.l. (société à responsabilité limitée) fund, the company established according to the law provisions of the Grand Duchy of Luxembourg with its seat in Luxembourg (Innova). The aim of the agreement is financing the total price of Polish ePayment shares purchase from PWPW. The agreement has been concluded provided that the conditions precedent would be fulfilled i.e., i.a. entering with Innova into agreement of pledge on shares held by OPTeam and on shares, which the Issuer intended to acquire from PWPW.

Provisions of the loan agreement are typical of this type of agreements.

On 12.02.2016, the Issuer concluded also a preliminary agreement on sale of 75 % of Polish ePayment shares to the benefit of Innova, i.e. in total 21,288,158 Polish ePayment shares, including: 7,096,053 C series shares taken up and held by the Issuer, constituting 25 % of Polish ePayment share capital and corresponding to around 20.58 % of votes at the general meeting of the company, as well as 14,192,105 Polish ePayment shares of A, B and D series, which the Issuer was to acquire from PWPW with condition precedent acquisitions of Polish ePayment shares from PWPW by the Issuer.

The Parties agreed on the sale price of 75 % of Polish ePayment shares in the following manner: the sale price will constitute the product of the number of sold shares and unit price for one share paid by the Issuer to PWPW.

The provisions of the preliminary shares sale agreement are typical of such type of agreements.

The Issuer announces that disclosure on concluding with Innova the agreements specified above was delayed on 12.02.2016 pursuant to Art.57 section 1 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies (hereinafter: the Public Offering Act), because the agreements were concluded with conditions precedent and due to the fact, that disclosure of this information might have influenced negotiations held by the Issuer or circumstances related to negotiations on acquiring from PWPW shares of Polish ePayment.

At the same time, the Issuer announces, that in relation to the agreements with Innova fund described above, on 15.04.2016 entered into agreement for a regular and registered pledge on Polish ePayment shares belonging to the Issuer, representing 50% of share capital and around 41.16 % of votes at the general meeting of Polish ePayment. In the agreement the Issuer acts as a Pledger and Innova as the Pledgee.

The subject matter of the agreement with Innova is granting a regular registered pledge on 14,192,105 (fourteen million one hundred ninety two thousand one hundred and five) ordinary registered shares of Polish ePayment company of nominal value of PLN 1.00 (one zloty) each and total nominal value of PLN 14,192,105 (fourteen million one hundred ninety two thousand one hundred and five), representing 50% of Polish ePayment share capital and around 41.16% of votes at the general meeting of the company's shareholders (the Pledged Shares).

The book value of Pledged Shares in the accounts of the Issuer amounts to PLN 5,994,584.71 (five million nine hundred ninety four thousand five hundred eighty four zlotys seventy one grosz).

In order to secure Innova's receivables in Funding Transaction, the Pledger shall establish a first-ranking regular pledge to the benefit of the Pledgee on Pledged Shares (Regular Pledge). Furthermore, in order to secure the Pledgee's receivables up to the maximum sum of the guarantee amounting to PLN 105,000,000 (one hundred five million zlotys) under the agreement concluded with Innova and included in the report, which disclosure was delayed on 12.02.2016, the Pledger established the highest-ranking Registered Pledge to the benefit of Pledgee on Pledged Shares (Registered Pledge).

As an additional guarantee for repayment of the Pledgee receivables, the Pledger transferred to the Pledgee all financial claims the Pledger shall be entitled to as a shareholder of Polish ePayment. The transfer shall become effective as of the date of breaching the provisions of the Funding Transaction by the Issuer and shall incorporate every property right the Pledger is entitled to on this day at the latest.

The Parties agreed that the registered pledge and the regular pledge on Pledged Shares shall be established for the period of the pledge and they shall expire respectively as the result of the earlier of the following events: (a) fully and irrevocably satisfying all receivables secured by the pledge or (b) as a result of a waiver of registered pledge or regular pledge by the Pledgee.

The provisions of the agreement concluded by the Issuer and Innova are typical of this type of contracts.

Simultaneously, the Issuer announces, that on 15 April 2016 entered with Innova into agreement of regular pledge and registered pledge, subject to acquisition of Polish ePayment shares from PWPW by the Issuer. In the agreement the Issuer acts as a Pledger and Innova as the Pledgee.

The aim of concluding the agreement of regular and registered pledge is securing Innova's receivables in terms of performing the Funding Transaction.

The subject matter of the agreement is establishing regular and registered pledge on Polish ePayment shares held by PWPW to the benefit of the Pledgee i.e. 14,192,105 (fourteen million one hundred ninety two thousand one hundred and five) A, B and D series ordinary registered shares of the nominal value of PLN 1.00 (one zloty) each and total nominal value of PLN 14,192,105 (fourteen million one hundred ninety two thousand one hundred and five zlotys), representing 50 % of Polish ePayment share capital and around 58.84 % of votes at the general meeting of the company's shareholders (Pledged Securities from PWPW), subject to acquisition of aforementioned shares from PWPW by the Issuer.

In order to secure Innova's receivables in Funding Transaction, the Pledger shall establish a first-ranking regular pledge to the benefit of the Pledgee on Pledged Shares (Regular Pledge). Furthermore, in order to secure the Pledgee's receivables up to the maximum sum of the guarantee amounting to PLN 105,000,000 (one hundred five million zlotys) under the agreement concluded with Innova and included in the report, which disclosure was delayed on 12.02.2016, the Pledger established the first-ranking Registered Pledge to the benefit of Pledgee on Pledged Shares (Registered Pledge).

As an additional guarantee for repayment of the Pledgee receivables, the Pledger transferred to the Pledgee all financial claims the Pledger shall be entitled to as a shareholder of Polish ePayment. The transfer shall become effective as of the date of breaching the provisions of the Funding Transaction by the Issuer and shall incorporate every property right the Pledger is entitled to on this day at the latest.

The Parties agreed that the registered pledge and the regular pledge on Pledged Shares shall be established for the period of the pledge and they shall expire respectively as the result of the earlier of the following events: (a) fully and irrevocably satisfying all receivables secured by the pledge or (b) as a result of a waiver of registered pledge or regular pledge by the Pledgee.

The provisions of the agreement concluded by the Issuer and Innova are typical of this type of contracts.

The Issuer announces that disclosure on concluding with Innova the agreements of pledge on Polish ePayment shares specified above was delayed on 15.04.2016 pursuant to Art.57 section 1 of the Public Offering Act, due to the fact that the agreement of pledge on shares which the Issuer was about to acquire from PWPW is a conditional agreement and, that disclosure on agreements of pledge without delay might have harmed the competitive position of the Issuer in the industry or the market it operates on.

The criterion assumed for recognising the agreements with Innova as material is the parameter of 10% of the Issuer's equity.