

Current report 3/2015

Report date: 6 February 2015

Subject: Delayed disclosure of confidential information regarding failure to fulfil a condition precedent

Legal basis: 56 sec. 1 point 1) of the Act on Public Offerings - confidential information

Report content:

The Management Board of WIKANA S.A. (the "Issuer") hereby discloses confidential information the disclosure of which was delayed pursuant to art. 57 sec. 1 of the Act of 29 July 2005 on Public Offerings and the Terms for Introducing Financial Instruments to Organised Trading and on Public Companies and § 2 sec. 1 point 3 of the Ordinance of the Minister of Finance of 13 April 2006 on the types of information that may compromise the issuer's legitimate interests and on the issuer's handling of time-delayed disclosure of confidential information.

Notification regarding the disclosure delay, initially until 31 August 2014 and subsequently until the following dates, successively: 15 October 2014, 31 December 2014, 31 January 2015 and 28 February 2015, was by the Issuer via report to the KNF's non-public registry DIA-S on the following dates, respectively: 17 June 2014, 30 August 2014, 15 October 2014, 31 December 2014 and 31 January 2015.

The confidential information sent to the KNF on 17 June 2014 read as follows:

"Acting pursuant to art. 57 sec. 1 of the Act of 29 July 2005 on Public Offerings and the Terms for Introducing Financial Instruments to Organised Trading and on Public Companies (the "Act") (Polish Journal of Laws No. 184, item 1539, as amended) and § 2 sec. 1 point 1) of the Ordinance of the Minister of Finance of 13 April 2006 on the types of information that may compromise the issuer's legitimate interests and on the issuer's handling of time-delayed disclosure of confidential information (Polish Journal of Laws No. 67, item 476), the Management Board of Wikana S.A. (the "Issuer"), the Management Board of Wikana S.A. (the "Issuer") announces that it has decided to delay until 31 August 2014 fulfilment of the obligation referred to in art. 56 sec. 1 of the Act regarding information about failure to meet a condition precedent for entry into force of an agreement concerning performance of construction work as general contractor, as disclosed by the Issuer via current report 25/2014 of 6 May 2014, which was executed between one of its subsidiaries - Wikana Property Sp. z o.o. ACER S.K.A. (the "Subsidiary"), and Strabag Sp. z o.o., the subject of which was as follows:

- to develop a detailed design for the investment that the Commissioning Party intends to execute on a property situated in Piaseczno, comprising the construction of a multi-family residential building with underground car park and infrastructure (the "Investment"), including construction design optimisation;
- execution of the Investment as general contractor,

which provided that the Subsidiary would obtain by 16 June 2014 the funds necessary to finance the Investment – due to protracted administrative procedures connected with obtaining a permit for the demolition of buildings situated on the property where the Investment were to be carried out, alongside a decision permitting the removal of trees interfering with the planned Investment, as a consequence of which the Subsidiary entered into negotiations with other entities.

The reason justifying this delay is the fact that disclosing information right now about the failure to fulfil the Agreement's condition precedent and entry into negotiations with other contractors might have an adverse impact on such negotiations or their results and thus prejudice a legitimate interest of the Issuer.

Delaying disclosure of this information will not result in misleading the public, and the Issuer will ensure the confidentiality of such delayed information until compliance with the obligation is achieved."

The confidential information sent to the KNF on 30 August 2014 read as follows:

Acting pursuant to art. 57 sec. 1 of the Act of 29 July 2005 on Public Offerings and the Terms for Introducing Financial Instruments to Organised Trading and on Public Companies (the "Act") and § 2 sec. 1 point 3 of the Ordinance of the Minister of Finance of 13 April 2006 on the types of information that may compromise the issuer's legitimate interests and on the issuer's handling of time-delayed disclosure of confidential information, the Management Board of Wikana S.A. (the "Issuer") announces that due to the currently on-going negotiations it has decided to delay until 15 October 2014 compliance with the obligation referred to in art. 56 sec. 1 of the Act as it pertains to information about failure to meet a condition precedent for entry into force of an agreement concerning performance of construction work as general contractor (the "Agreement"), which was disclosed by the Issuer via current report 25/2014 of 6 May 2014.

Delay of compliance with the above obligation to 31 August 2014 was communicated by the Issuer via a report sent to the KNF's non-public registry DIA-S on 17 June 2014.

Disclosing information right now about the failure to fulfil the Agreement's condition precedent and the subsequent commencement of negotiations with other contractors might have an adverse impact on such negotiations or their results and thus prejudice a legitimate interest of the Issuer.

Delaying disclosure of this information will not result in misleading the public, and the Issuer will ensure the confidentiality of such delayed information until compliance with the obligation is achieved."

The confidential information sent to the KNF on 15 October 2014 read as follows:

Acting pursuant to art. 57 sec. 1 of the Act of 29 July 2005 on Public Offerings and the Terms for Introducing Financial Instruments to Organised Trading and on Public Companies (the "Act") and § 2 sec. 1 point 3 of the Ordinance of the Minister of Finance of 13 April 2006 on the types of information that may compromise the issuer's legitimate interests and on the issuer's handling of time-delayed disclosure of confidential information, the Management Board of Wikana S.A. (the "Issuer") announces that due continuing negotiations it has decided to delay until 31 December 2014 compliance with the obligation referred to in art. 56 sec. 1 of the Act as it pertains to information about failure to meet a condition precedent for entry into force of an agreement concerning performance of construction work as general contractor (the "Agreement"), which was disclosed by the Issuer via current report 25/2014 of 6 May 2014.

The initial delay in complying with the above obligation until 31 August 2014, and subsequently until 15 October 2014, was communicated by the Issuer via reports sent to the KNF's non-public registry DIA-S on 17 June 2014 and 30 August 2014, respectively.

Disclosing information right now about the failure to fulfil the Agreement's condition precedent and the subsequent commencement of negotiations with other contractors might

have an adverse impact on such negotiations or their results and thus prejudice a legitimate interest of the Issuer.

Delaying disclosure of this information will not result in misleading the public, and the Issuer will ensure the confidentiality of such delayed information until compliance with the obligation is achieved."

The confidential information sent to the KNF on 31 December 2014 read as follows:

Acting pursuant to art. 57 sec. 1 of the Act of 29 July 2005 on Public Offerings and the Terms for Introducing Financial Instruments to Organised Trading and on Public Companies (the "Act") and § 2 sec. 1 point 3 of the Ordinance of the Minister of Finance of 13 April 2006 on the types of information that may compromise the issuer's legitimate interests and on the issuer's handling of time-delayed disclosure of confidential information, the Management Board of Wikana S.A. (the "Issuer") announces that due continuing negotiations it has decided to delay until 31 January 2015 compliance with the obligation referred to in art. 56 sec. 1 of the Act as it pertains to information about failure to meet a condition precedent for entry into force of an agreement concerning performance of construction work as general contractor (the "Agreement"), which was disclosed by the Issuer via current report 25/2014 of 6 May 2014.

The initial delay in complying with the above obligation until 31 August 2014, and subsequently until 15 October 2014 and 31 December 2014, was communicated by the Issuer via reports sent to the KNF's non-public registry DIA-S on the following dates, respectively: 17 June 2014, 30 August 2014 and 15 October 2014.

Disclosing information right now about the failure to fulfil the Agreement's condition precedent and the subsequent commencement of negotiations with other contractors might have an adverse impact on such negotiations or their results and thus prejudice a legitimate interest of the Issuer.

Delaying disclosure of this information will not result in misleading the public, and the Issuer will ensure the confidentiality of such delayed information until compliance with the obligation is achieved."

The confidential information sent to the KNF on 31 January 2015 read as follows:

Acting pursuant to art. 57 sec. 1 of the Act of 29 July 2005 on Public Offerings and the Terms for Introducing Financial Instruments to Organised Trading and on Public Companies (the "Act") and § 2 sec. 1 point 3 of the Ordinance of the Minister of Finance of 13 April 2006 on the types of information that may compromise the issuer's legitimate interests and on the issuer's handling of time-delayed disclosure of confidential information, the Management Board of Wikana S.A. (the "Issuer") announces that it has decided to delay until 28 February 2015 compliance with the obligation referred to in art. 56 sec. 1 of the Act as it pertains to information about failure to meet a condition precedent for entry into force of an agreement concerning performance of construction work as general contractor (the "Agreement"), which was disclosed by the Issuer via current report 25/2014 of 6 May 2014.

Notification regarding the disclosure delay, initially until 31 August 2014 and subsequently until the following dates, successively: 15 October 2014, 31 December 2014 and 31 January 2015, was sent by the Issuer via reports to the KNF's non-public registry DIA-S on the following dates, respectively: 17 June 2014, 30 August 2014, 15 October 2014 and 31 December 2014.

The Issuer decided to delay disclosure of the above information in consideration of continuing negotiations aimed at definitively resolving the matter of developing the

investment in Piaseczno, in the course of which various scenarios are being contemplated, including ones not based on a general contractor agreement.

Disclosing information right now about the failure to fulfil the Agreement's condition precedent and the subsequent commencement of negotiations might have an adverse impact on such negotiations or their results and thus prejudice a legitimate interest of the Issuer.

Delaying disclosure of this information will not result in misleading the public, and the Issuer will ensure the confidentiality of such delayed information until compliance with the obligation is achieved."

The Issuer decided to delay disclosure of the above information in connection with negotiations being conducted with Strabag Sp. z o.o. regarding amendment of the Agreement, which would facilitate joint development of the Investment (including, among others, through extending the condition precedent period for the Agreement's entry into force) and also due to having commenced simultaneous negotiations with other contractors, including negotiations that could alternatively resolve the Investment development issue based on a solution other than a general contractor agreement. According to the Issuer, who in the present case exercised its right to delay disclosure of information, earlier disclosure of information regarding failure to meet the condition precedent for the Agreement's entry into force, with simultaneous commencement of negotiations, might have an adverse impact on the negotiations or results thereof and thus prejudice a legitimate interest of the Issuer, as noted in reports sent to the KNF's non-public registry DIA-S.

The Issuer announces that the talks did not result in amendment of the Agreement or the signing of an agreement with a different contractor, therefore in the course of the negotiations the Subsidiary decided to sell the property that was to be used in the Investment.

To this end, the Subsidiary on 5 February 2015 executed a preliminary agreement on the property's sale, as will be presented in detail by the Issuer in the next current report.

Taking the above into consideration, i.e. completion of negotiations and final resolution of the Investment debacle, the Issuer considered it appropriate to disclose confidential information early.

President of the Management Board
Robert Pydzik

Member of the Management Board
Agnieszka Maliszewska