

CAM Media SA

CURRENT REPORT NO. 27/2015

Subject:

Conclusion of a significant agreement by the Issuer and sale of assets of significant value

General legal basis:

Art. 56 sec. 1 point 2 of Act on Public Offering – current information

Contents of the report:

Acting under § 5 section 1, item 3, and in connection with § 9 as well as § 5 section 1, item 1, and in connection with § 7 of the Regulation of the Minister of Finance of 19 February 2009 on current and periodic information published by issuers of securities and conditions for recognition as equivalent of information required by the laws of a non- member state (Journal of Laws from 2014, item 133), the Management Board of CAM Media SA, with its head office in Warsaw, Poland (hereinafter referred to as the Issuer), hereby announces that yesterday, i.e., on July 1, 2015, the Issuer concluded with Ströer Poland sp. o.o. with its head office in Warsaw the agreement to sell 100% of the share capital of Ad-Vice limited liability company. The sales agreement was concluded as a result of the negotiations, which were conducted by the Parties on 25 June 2015.

Under the terms of the sales agreement, the Issuer sold to Ströer Poland sp. z o.o. 1,000 shares in the share capital of Ad-Vice Sp. z o.o. with its head office in Warsaw, with a par value of 50 zł each and the total nominal value of 50,000 zł, which represent 100% of the share capital and which carry a right to 100% of the total number of votes at the shareholders meeting. The sale price was set at 4,600,000 zł gross, the Parties agreed that this amount may vary depending on the financial performance of Ad-vice Sp. z o.o . as at 30 June 2015. In addition, the selling price may be reduced by an amount of liquidated damages specified in detail in the sales contract when the Issuer will be obligated to pay them to the buyer. The sale price is payable in three installments.

The sale of shares was made with provision to the right of property until the total payment of the first instalment of the sale price, with the first installment of the sale price amounting to 2,500,000 zł, was fully paid on 2 July 2015 and this day the ownership of shares in the share capital of Ad-Vice sp. z o. o. passed to the buyer. In addition, at the date of the sales agreement, the Parties entered into an agreement whereby the buyer took over the rights and obligations of the Issuer arising from the loan agreements concluded between the Issuer and Ad-vice sp. z o. o. of the total amount of 1,554,040.06 zł.

Securing claims of the Issuer for the payment of the second and third installments of the selling price is a statement of the buyer on submission to enforcement up to the amount of 2,100,000 zł, made under art. 777 § 1 point 5 of the Code of Civil Procedure. Securing claims of the buyer for the payment of liquidated damages is the Issuer's statement on submission to enforcement up to 400,000 zł, made under art. 777 § 1 point 5 of the Code of Civil Procedure.

The liability of the Issuer under the warranty for defects has been excluded. The issuer is responsible only to the extent specified in the sales contract, the buyer waived its right of redress in this regard, which is based on the provisions of the Civil Code, as well as the right to cancel or terminate the contract of sale in another way. The total liability of the Issuer is limited to an amount equal to the sale price. The liability of the Issuer under declared statements and warranties (except on title to the shares which are the subject of sale) expires on 31 March 2016, in relation to public liabilities on 31 December 2021.

The value of the agreement exceeds 10% of the equity of the Issuer (the criterion for considering the agreement a significant agreement).

Other terms and conditions of the agreement do not differ from those commonly used for this type of agreements.

The value of shares in the share capital of Ad-vice sp. z o. o., which are subject to the sales contract exceeds 10% of the equity of the Issuer (the criterion for recognizing the assets as assets of significant value).

The book value of these assets in the accounts of the Issuer is equal to the amount 4,255,426.99 zł.

The above assets were the subject of long term equity investment of the Issuer.

The Issuer or persons managing or supervising the Issuer are not associated with the entity purchasing the assets or persons managing it.

Neither the Issuer nor its subsidiary is not affiliated with the entity acquiring the assets.

Date of the report:

July 2, 2015