

Current Report 11/2013 of 15 May 2013

Resolution of the Management Board on increasing the share capital within the limits of the authorised capital and the Resolution of the Supervisory Board on approval for the exclusion of the pre-emption rights of the existing shareholders.

Legal basis: Article 56.1.1 of the Public Offering Act – confidential information

The Management Board of Infovide-Matrix S.A. hereby announces that, pursuant to Resolution 5 of the Extraordinary General Meeting of the Shareholders dated 14 October 2010 amending the Articles of Association of Infovide-Matrix S.A. to authorise the management board to increase the share capital within the limits of the authorised capital, on 14 May 2013 a Session of the Management Board was held before Notary Sylwia Kubicka in Warsaw, during which the Board adopted a resolution to increase the share capital of the Company by way of private subscription of Series-H shares with the exclusion of the pre-emption rights of the existing shareholders.

The amendment of the Articles of Association was registered by the District Court for the Capital City of Warsaw, 12th Commercial Division for the National Court Register, on 09 November 2010, which the Company disclosed in its Interim Report 29/2010 of 23 November 2010.

While in session on 14 May 2013, the Management Board made the following decisions:

1. The share capital of the Company will be increased by PLN 64,182.40 (sixty-four thousand one hundred eighty-two zlotys 40/100), i.e. from PLN 1,183,488.10 (one million one hundred eighty-three thousand four hundred eighty-eight zlotys 10/100) to PLN 1,247,670.50 (one million two hundred forty-seven thousand six hundred seventy zlotys 50/100).
2. The increase of the share capital will be effected by the issuance of 641,824 (six hundred forty-one thousand eight hundred twenty-four) shares in Series H.
3. All the newly-issued shares in Series H will be bearer shares and will be offered in a private placement to Golville Trading Limited, a company incorporated under the laws of Cyprus, based in Limassol, Cyprus, wholly controlled by Michał Buda, president of the management board and founder of DahliaMatic Sp. z o.o.
4. Each newly-issued share in Series H has a nominal value of PLN 0.10 (ten groszy), and the issue price of the new shares in Series H is PLN 6 (six zlotys) per share.
5. The deadline for concluding the share placement agreement in order to take up the shares is set at 31.12.2013 at the latest.

6. The newly-issued shares in Series H will be paid for in cash. The shares must be paid up before the increase of the share capital is registered.
7. The existing shareholders' pre-emption rights to take up newly-issued shares in Series H in proportion to their respective shareholdings are wholly excluded (exclusion of pre-emption rights).
8. The newly-issued shares will participate in dividend for 2013, i.e. for the period starting on 1 January 2013.

The Management Board resolved to apply for the admission of Series-H shares and rights in Series-H shares to trading on the Warsaw Stock Exchange (Giełda Papierów Wartościowych w Warszawie SA) and to effect their dematerialisation.

Due to the increase of the share capital, the Management Board of Infovide-Matrix S.A. decided to amend §6.1 of the Articles of Association of Infovide-Matrix S.A., to read as follows:
"§ 6

1. The share capital is PLN 1,247,670.50 (one million two hundred forty-seven thousand six hundred seventy zlotys 50/100) and is divided into 12,476,705 (twelve million four hundred seventy-six thousand seven hundred five) bearer shares of PLN 0.10 (ten groszy) in nominal value each, including:
 - a. 2,660,000 (two million six hundred sixty thousand) ordinary bearer shares in Series A;
 - b. 940,000 (nine hundred forty thousand) ordinary bearer shares in Series B;
 - c. 686,000 (six hundred eighty-six thousand) ordinary bearer shares in Series C;
 - d. 754,000 (seven hundred fifty-four thousand) ordinary bearer shares in Series D;
 - e. 231,000 (two hundred thirty-one thousand) ordinary bearer shares in Series E;
 - f. 5,263,881 (five million two hundred sixty-three thousand eight hundred eighty-one) ordinary bearer shares in Series F;
 - g. 1,300,000 (one million three hundred thousand) bearer shares in Series G;
 - h. 641,824 (six hundred forty-one thousand eight hundred twenty-four) ordinary bearer shares in Series H."

According to the Management Board's decision, the resolution will go into effect on the day when the Supervisory Board of Infovide-Matrix S.A. adopts the resolution under §6.4 of the Articles of Association.

The Management Board of Infovide-Matrix S.A. further announces that, on 15 May 2013, the Supervisory Board of Infovide-Matrix S.A. passed Resolution 16 on approval of the exclusion of the pre-emption rights of the existing shareholders with regard to Series-H shares and to setting the issue price of Series-H bearer shares at PLN 6 (six zlotys) per share.