

Subject: Listing of PBG shares in Alert List

The Management Board of PBG S.A. (the "Company", "PBG") announces that a legal analysis of the Company has been conducted after the WSE classified PBG shares in the Alert List. Given that the Company's Articles of Association do not provide for share cancellation, the only possibility would be to effect a reverse split of the shares using shares held by a designated shareholder to supplement any deficit related to such reverse split. Therefore, the analysis of options to remove PBG shares from the Alert List included a potential reverse split of the shares and determination of the exchange ratio to be used to exchange the Company shares for shares with a new par value. The Company's Management Board reports that the analysis found that a reverse split of the Company shares that would serve to remove the shares from the Alert List is not possible considering the terms of the arrangement with creditors, approved by the final decision of the District Court for Poznań-Stare Miasto of Poznań, 11th Commercial Insolvency and Arrangement Division (Case No. XI GUp 29/12), dated October 8th 2015 (the "Arrangement") for as long as the Company performs the Arrangement.

The reason is that the issue of Series H and Series I shares has not been closed and that certain circumstances may still occur leading to the creation of new Company shares (Series H shares and, consequently, Series I shares).

Series H shares are issued under the Arrangement, which provides for conversion of some debt claims into shares. The provisions of the Arrangement substitute all actions related to issuing shares, increasing the Company's share capital, acquiring and paying for shares. Therefore, shares are issued each time a new arrangement claim arises or is disclosed, such claims being classified to Group 5, Group 6, or Group 7 in accordance with the Arrangement.

Series I shares are issued pursuant to a resolution of the Company's General Meeting of July 31st 2015 in order to satisfy a requirement stipulated in the Arrangement, which is to ensure that the main shareholder holds 23.61% of the Company's share capital. Every time new Series H shares are issued and the eligible shareholder's interest in the Company's share capital changes (falls) below 23.61%, the shareholder is required to acquire such number of Series I shares that enables it to retain 23.61% of PBG's share capital. Series I shares are subscribed for through the exercise of rights attached to Series A warrants and a concurrent increase in the Company's share capital. Therefore, Series H shares will continue to be issued as long as Series I shares in the Company continue to be issued.

It is not possible to amend the terms and conditions of Series H shares and Series I shares while their issue is in progress as Series H shares are issued under the Arrangement and not under the

General Meeting's resolution. A change in the par value of the shares, provided for in the Arrangement, would require making amendments to the Arrangement. Pursuant to Art. 298 of the Bankruptcy and Restructuring Law (the provisions relevant for the Arrangement concluded by the Company), any amendments to the Arrangement with creditors are possible only in specific circumstances. The Law provides that if following approval of an arrangement, there has been a material change in economic relations which significantly affects the long-term growth or leads to a decline in income of the insolvent company's enterprise, the insolvent company and each creditor may request that the arrangement be amended. In view of the above, any amendments to the arrangement would only be possible if they pertained to the company's financial condition and a deterioration in its ability to perform the arrangement in accordance with its approved provisions. Given that any amendments to the Arrangement are an exception to the principle that it should be final and binding throughout its performance, Art. 298 of the Bankruptcy and Restructuring Law should be construed narrowly. Thus, save the above amendment, no other amendments to the Arrangement are possible. Therefore, the Company may not modify the terms and conditions of the Arrangement by changing the par value (and the issue price) of Series H shares.

In view of the above, the Company's Management Board would like to stress that the failure to effect a reverse split of the shares given the Company's current legal status is beyond the Company's control.

The Management Board further announces that it has requested the WSE Management Board to refrain from passing a resolution to delist the Company shares from trading on the WSE during that time.

Legal basis:
Art. 17(1) of the MAR

For the Company:
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