



## Current Report No. 7 / 2016

**Date:** 2016-02-25

**Name:** GRUPA KAPITAŁOWA IMMOBILE S.A.

**Subject:** The announcement about merging with subsidiary

**Legal basis:** Article 56 Section 1 Item 2 of the Public Offering Act - current and periodic information

### Content:

Grupa Kapitałowa IMMOBILE SA with its registered office in Bydgoszcz (the "Company") announces that the Management Board adopted today a resolution to approve the concept of connection and submission to the public until 29.02.2016r of the plan of the Company's merger with its subsidiary HOTEL 1 GKI Sp. z o.o. with its registered office in Bydgoszcz.

Companies involved in the merger:

- Grupa Kapitałowa IMMOBILE SA with its registered office in Bydgoszcz (Acquiring Company) by Fordońska 40, 85-719 Bydgoszcz, registered in the District Court in Bydgoszcz, XIII Commercial Division of the National Court Register, under KRS number 0000033561, VAT payer of NIP: 554-030-90-05, REGON: 090549380; with its share capital in the amount of 18 215 733 PLM. The Company is a public company within the meaning of the Commercial Companies Code, listed on the Warsaw Stock Exchange

- HOTEL 1 GKI Sp. o.o. with its registered office in Bydgoszcz (Target Company) by Fordonska 40, 85-719 Bydgoszcz, registered in the District Court in Bydgoszcz, XIII Commercial Division of the National Court Register, under KRS number 0000597253, VAT payer of NIP: 5542922980 REGON 341513310, with its share capital of 11,458,200 PLN.

In connection with the holding by Grupa Kapitałowa IMMOBILE SA 100% of the shares in HOTEL 1 GKI Sp. o.o., merger will be hold through the acquisition by simplified procedure referred in article 516 § 6 of the Code of Commercial Companies, the application of which, consequently, will turn off the use of art. 494 § 4, art. 499 § 1 point 2-4, art. 501-503, 505 § 1 point 4-5, art. 512 and 513 of the Code of Commercial Companies.

The merger will be held through the acquisition of all assets of Hotel 1 GKI, without increasing the share capital of the Grupa Kapitałowa IMMOBILE SA, which is in accordance with art. 515 §1 of the Code of Commercial Companies. For the purposes of determining the conditions of the connection, the auditor's report will not be required.

According to the article. 500 § 2 and 21 and art. 505 of the Code of Commercial Companies, at company's website will be posted the merger plan and the following documentation:

Grupa Kapitałowa IMMOBILE S.A.

85-719 Bydgoszcz, ul. Fordońska 40, T +48 52 561 23 30, F +48 52 321 00 78, [www.immobile.com.pl](http://www.immobile.com.pl)

NIP 554-030-90-05, Regon 090549380, Sąd Rej. Bydgoszcz, XIII Wydz. Gospodarczy, KRS 0000033561

Kapitał zakładowy 18.215.733,00 zł (opłacony w całości)



GRUPA KAPITAŁOWA  
**IMMOBILE**

- Financial statements and the report of management on the activities of the merging companies: for the last three financial years in the case of Grupa Kapitałowa IMMOBILE SA, and for the entire period of activity for the HOTEL 1 GKI Sp. o.o., together with the opinion and report of the auditor, if the opinion or report were prepared.

The planned merger is caused by owning by Grupa Kapitałowa IMMOBILE SA a 100% of the shares in HOTEL 1 GKI Sp. o.o. and sale of all properties owned by 1 HOTEL GKI Sp. o.o. (Formerly Hotel 1 Sp. z o.o. 1 S.K.A.) to the subsidiaries of the Grupa Kapitałowa IMMOBILE SA.

The merger will bring economics and financial benefits:

- a) reduce of management costs,
- b) improvement of cash management,
- c) elimination of consolidation measures,
- d) tax optimization,
- e) simplification of management structure.

The merger will be held through the acquisition of all assets of Hotel 1 GKI, without increasing the share capital of the Grupa Kapitałowa IMMOBILE SA, which is in accordance with art. 515 §1 of the Code of Commercial Companies.

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**Note:** Polish version of this report is legally binding. English version is for reference only.

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