

FINANCIAL SUPERVISION AUTHORITY

Current report no. 11 / 2024

Date of issue: 2024-04-19

Abbreviated issuer name

CASPAR AM SA

Subject:

Adoption and signing by a subsidiary of a plan of merger between F-Trust S.A. and iWealth Management Sp. z o.o.

Legal basis:

Article. 17(1) of the MAR Regulation - confidential information.
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Report content:

The Management Board of Caspar Asset Management Spółka Akcyjna based in Poznań ("the Issuer"), in relation to the Current Report no. 27/2023 dated 25 October 2023 and the Current Report no. 9/2024 dated 29 March 2024 informs you that on 19 April 2024 the Board received the information from Issuer's subsidiary, i.e. F-Trust Spółka Akcyjna based in Poznań („F-Trust”), on adoption on 19 April 2024 by the Management Board of F-Trust of the resolution on adoption of the plan of merger between F-Trust Spółka Akcyjna and iWealth Management Spółka z ograniczoną odpowiedzialnością and on agreeing and signing on the same day of the merger plan, as defined in s. 498 in relation to s. 499 of the Act dated 15 Sept 2000 Code of Commercial Partnerships and Companies (i.e. Dz. U. of 1024 item 18 as amended "CCPC"),

According to the Merger Plan, the companies shall be merged under s. 492 §(1)(1) by way of the takeover of iWealth by F-Trust through the transfer of all iWealth's assets to F-Trust (merger through takeover). The planned merger is to be conducted under the provisions concerning the model merger mode (s. 491-497 CCPC) taking into account the specificity of mergers of companies (s. 498 et seq. CCPC). As a result of the merger with iWealth, F-Trust's share capital is to be increased from the current amount of 2 216 582,00 PLN (say: two million two hundred and sixteen thousand five hundred and eight-two złoty 00/100) to the amount of 3 463 411,00 PLN (say: three million four hundred sixty-three thousand four hundred and eleven złoty 00/100), namely by the amount of 1 246 829,00 PLN (say: one million two hundred and forty-six thousand eight hundred and twenty-nine złoty 00/100), through the issuance of 1 246 829 (say: one million two hundred forty-six thousand eight hundred and twenty-nine) new registered ordinary shares with the nominal value of 1,00 PLN (say: one złoty 00/100) per share.

At the present stage it was agreed that the rate of exchange of iWealth's shares for F-Trust's stock shall amount to 1:15,8172628033542, which means that 15,8172628033542 stocks in F-Trust's stock capital shall correspond to 1 share in iWealth's share capital after the merger, where the fractional values of the stock after the exchange rate is used shall be rounded off in accordance with mathematical rules to the closest integer (positive whole number).

The merger shall depend on adoption of the resolutions of extraordinary general meeting of F-Trust and extraordinary general meeting of iWealth, as defined in s. 506 § 1-5 CCPC. The merger shall not be reported to the President of Competition and Consumer Protection as the merging companies do not meet the prerequisites under s. 13(1) of the Act dated 16 Feb 2007 on Competition and Consumer Protection. The merger shall not require obtaining by F-Trust of the permission of Financial Supervision Authority referred to in s. 32(2) of the Act dated 27 May 2004 on Investment Funds and Alternative Investment Fund Management as F-Trust has the permission to act as intermediary in alienating and repurchasing units of investment funds or participation shares of foreign funds and open investment funds located in EEA member countries. F-Trust is also entered into the register of investment company agents referred to in s. 79(8) of the Act dated 29 July 2005 on Trading in Financial Instruments and will still be registered therein after the merger.

As a result of potential merger, under s. 493 § 1 CCPC, iWealth shall be dissolved without liquidation proceedings on the day of entering the merger into the register of business entities kept by National Court Register. Under s. 493 § 2 CCPC the merger shall take place on the day it is entered into the register of business entities kept by the National Court Register having jurisdiction over F-Trust's head office. As a result of the merger, under s. 494 § 1 CCPC, F-Trust shall acquire all the rights and obligations of iWealth.

Issuer's Management Board stipulates that agreeing and signing the Merger Plan shall not guarantee that the transaction will take place. Irrespective of the existence of a certain degree of uncertainty whether the planned transaction will take place, the Issuer held that adoption of the resolution of F-Trust's Management Board and signing the Merger Plan shall constitute a subsequent stage of the process spread over time which on its own met the criteria of confidential information.

The Issuer shall inform about the subsequent stages of the transaction in subsequent current notifications.

The Merger Plan shall be forthwith made public on F-Trust's website under the address:

<https://www.f-trust.pl> oraz [iWealth https://iwealth.pl](https://iwealth.pl).

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CASPAR AM SA

RB 11 2024

CASPAR ASSET MANAGEMENT SA (issuer's full name)	
CASPAR AM SA (issuer's abbreviated name)	Other finance (fin) (sector according to the classification of the Warsaw Stock Exchange)
61-888 (Postcode)	POZNAN (town/city)
PÓLWIEJSKA (street)	32 (number)
61/855-16-14 (phone)	61/855-16-14 ext.11 (fax)
am@caspar.com.pl (e-mail)	CASPAR.COM.PL (www)
779-236-25-43 (tax no.)	301186397 (company no.)

Signatures of the persons representing the company

Date	Name and surname	Position/function	Signature
2024-03-29	Kanna Kijanowska	President of the Management Board	
2024-03-29	Krzyszof Jeske	Vice-President of the Management Board	

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