

**Raport bieżący: 42/2018**

**Data: 2018-05-23** g. 20:58

**Skrócona nazwa emitenta: SERINUS ENERGY plc**

**Temat: Zawiadomienie o nabyciu akcji oraz zmianie udziału w ogólnej liczbie głosów w Serinus Energy plc**

Podstawa prawna: Art. 70 pkt 1 Ustawy o ofercie - nabycie lub zbycie znacznego pakietu akcji

**Treść raportu:**

Kierownictwo SERINUS ENERGY plc informuje o otrzymaniu w dniu 23 maja 2018 roku od Kulczyk Investments S.A., datowanego na 22 maja 2018 roku, zawiadomienia na podstawie art. 69 ustawy z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych („Ustawa”). Treść tego zawiadomienia znajduje się w dalszej części niniejszego raportu bieżącego.

Jednocześnie Spółka informuje, iż do Spółki wpłynęło zawiadomienie dotyczące aktualnego udziału Kulczyk Investments S.A. w Spółce, datowane na 23 maja 2018 r., przygotowane zgodnie z regulacjami AIM w Wielkiej Brytanii. W załączeniu do raportu bieżącego Spółka przekazuje oryginalną treść tego zawiadomienia.

*Treść zawiadomienia otrzymanego na podstawie art. 69 Ustawy*

„Działając na podstawie art. 69 ust. 1 pkt 2 ustawy z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych („Ustawa”), Kulczyk Investments S.A. niniejszym informuje o nabyciu akcji Serinus Energy plc („Spółka”) oraz o zmianie dotychczas posiadanego udziału w ogólnej liczbie głosów na walnym zgromadzeniu Spółki.

W związku z podwyższeniem kapitału zakładowego Spółki oraz przydziałem nowowyemitowanych akcji, w dniu 18 maja 2018 roku Kulczyk Investments S.A. objęła 5.653.272 (słownie: pięć milionów sześćset pięćdziesiąt trzy tysiące dwieście siedemdziesiąt dwie) akcje Spółki, dające prawo do 5.653.272 (słownie: pięciu milionów sześciuset pięćdziesięciu trzech tysięcy dwustu siedemdziesięciu dwóch) głosów na walnym zgromadzeniu Spółki. Jednocześnie - w związku z przeprowadzoną przez Spółkę emisją nowych akcji - udział Kulczyk Investments S.A. w ogólnej liczbie głosów spadł poniżej 50% (słownie: pięćdziesięciu procent).

Przed objęciem akcji, o którym mowa powyżej, Kulczyk Investments S.A. posiadała 78.602.655 (słownie: siedemdziesiąt osiem milionów sześćset dwa tysiące sześćset pięćdziesiąt pięć) akcji Spółki, stanowiących 52,17% (słownie: pięćdziesiąt dwa i siedemnaście setnych procenta) kapitału zakładowego Spółki, uprawniających do wykonywania 78.602.655 (słownie: siedemdziesięciu ośmiu milionów sześciuset dwóch tysięcy sześciuset pięćdziesięciu pięciu) głosów na walnym zgromadzeniu Spółki, co stanowiło 52,17% (słownie: pięćdziesiąt dwa i siedemnaście setnych procenta) ogólnej liczby głosów na walnym zgromadzeniu Spółki.

W wyniku przeprowadzonej emisji akcji i podwyższenia kapitału zakładowego Spółki, o którym mowa powyżej, Kulczyk Investments S.A. posiada 84.255.927 (słownie: osiemdziesiąt cztery miliony dwieście pięćdziesiąt pięć tysięcy dziewięćset dwadzieścia siedem) akcji Spółki, stanowiących 38,77% (słownie: trzydzieści osiem i siedemdziesiąt siedem setnych procenta) kapitału zakładowego Spółki, uprawniających do wykonywania 84.255.927 (słownie: osiemdziesięciu czterech milionów dwustu pięćdziesięciu pięciu tysięcy dziewięćset dwudziestu siedmiu) głosów na walnym zgromadzeniu Spółki, co stanowi 38,77% (słownie: trzydzieści osiem i siedemdziesiąt siedem setnych procenta) ogólnej liczby głosów na walnym zgromadzeniu Spółki.

Zgodnie z art. 69 ust. 4 pkt 5 Ustawy Kulczyk Investments S.A. informuje, że nie istnieją podmioty zależne od Kulczyk Investments S.A., które posiadałyby akcje Spółki.

Zgodnie z art. 69 ust. 4 pkt 6 Ustawy Kulczyk Investments S.A. informuje, że nie istnieją osoby trzecie, z którymi Kulczyk Investments S.A. miałyby zawarte umowy, których przedmiotem byłoby przekazanie uprawnienia do wykonywania prawa głosu ze stanowiących własność Kulczyk Investments S.A. akcji Spółki.

Zgodnie z art. 69 ust. 4 pkt 7 Ustawy Kulczyk Investments S.A. informuje, że liczba głosów, obliczona w sposób określony w art. 69b ust. 2 Ustawy, do których nabycia jest uprawniona lub zobowiązana Kulczyk Investments S.A., jako posiadacz instrumentów finansowych, o których mowa w art. 69b ust. 1 pkt 1 Ustawy, oraz instrumentów finansowych, o których mowa w art. 69b ust. 1 pkt 2 Ustawy, które nie są wykonywane wyłącznie przez rozliczenie pieniężne wynosi 0 (słownie: zero).

Zgodnie z art. 69 ust. 4 pkt 8 Ustawy Kulczyk Investments S.A. informuje, że liczba głosów, obliczona w sposób określony w art. 69b ust. 3 Ustawy, do których w sposób pośredni lub bezpośredni odnoszą się instrumenty finansowe, o których mowa w art. 69b ust. 1 pkt 2 Ustawy wynosi 0 (słownie: zero).”

## TR-1: Standard form for notification of major holdings

**NOTIFICATION OF MAJOR HOLDINGS** (to be sent to the relevant issuer and to the FCA in Microsoft Word format if possible)

<b>1a. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached<sup>i</sup>:</b>		SERINUS ENERGY PLC		
<b>1b. Please indicate if the issuer is a non-UK issuer</b> (please mark with an "X" if appropriate)				
Non-UK issuer				
<b>2. Reason for the notification</b> (please mark the appropriate box or boxes with an "X")				
An acquisition or disposal of voting rights				X
An acquisition or disposal of financial instruments				
An event changing the breakdown of voting rights				
Other (please specify) <sup>iii</sup> :				
<b>3. Details of person subject to the notification obligation<sup>iv</sup></b>				
Name		KULCZYK INVESTMENTS S.A.		
City and country of registered office (if applicable)		LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG		
<b>4. Full name of shareholder(s)</b> (if different from 3.) <sup>v</sup>				
Name				
City and country of registered office (if applicable)				
<b>5. Date on which the threshold was crossed or reached<sup>vi</sup>:</b>		18 MAY 2018		
<b>6. Date on which issuer notified (DD/MM/YYYY):</b>		23 MAY 2018		
<b>7. Total positions of person(s) subject to the notification obligation</b>				
	% of voting rights attached to shares (total of 8. A)	% of voting rights through financial instruments (total of 8.B 1 + 8.B 2)	Total of both in % (8.A + 8.B)	Total number of voting rights of issuer <sup>vii</sup>
Resulting situation on the date on which threshold was crossed or reached	38.77			38.77

Position of previous notification (if applicable)				
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**8. Notified details of the resulting situation on the date on which the threshold was crossed or reached<sup>viii</sup>**

**A: Voting rights attached to shares**

Class/type of shares ISIN code (if possible)	Number of voting rights <sup>ix</sup>		% of voting rights	
	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)	Direct (Art 9 of Directive 2004/109/EC) (DTR5.1)	Indirect (Art 10 of Directive 2004/109/EC) (DTR5.2.1)
JE00BF4N9R98	84,255,927		38.77	
<b>SUBTOTAL 8. A</b>	84,255,927		38.77	

**B 1: Financial Instruments according to Art. 13(1)(a) of Directive 2004/109/EC (DTR5.3.1.1 (a))**

Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Number of voting rights that may be acquired if the instrument is exercised/converted.	% of voting rights
		<b>SUBTOTAL 8. B 1</b>		

**B 2: Financial Instruments with similar economic effect according to Art. 13(1)(b) of Directive 2004/109/EC (DTR5.3.1.1 (b))**

Type of financial instrument	Expiration date <sup>x</sup>	Exercise/ Conversion Period <sup>xi</sup>	Physical or cash settlement <sup>xii</sup>	Number of voting rights	% of voting rights
			<b>SUBTOTAL 8.B.2</b>		

<b>9. Information in relation to the person subject to the notification obligation</b> (please mark the applicable box with an "X")			
Person subject to the notification obligation is not controlled by any natural person or legal entity and does not control any other undertaking(s) holding directly or indirectly an interest in the (underlying) issuer <sup>xiii</sup>			X
Full chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held starting with the ultimate controlling natural person or legal entity <sup>xiv</sup> (please add additional rows as necessary)			
Name <sup>xv</sup>	% of voting rights if it equals or is higher than the notifiable threshold	% of voting rights through financial instruments if it equals or is higher than the notifiable threshold	Total of both if it equals or is higher than the notifiable threshold

<b>10. In case of proxy voting, please identify:</b>	
Name of the proxy holder	
The number and % of voting rights held	
The date until which the voting rights will be held	

<b>11. Additional information<sup>xvi</sup></b>

<b>Place of completion</b>	LONDON
<b>Date of completion</b>	23 MAY 2018

**Annex: Notification of major holdings** (to be filed with the FCA only)

<b>A: Identity of the person subject to the notification obligation</b>	
Full name (including legal form for legal entities)	KULCZYK INVESTMENTS S.A.
Contact address (registered office for legal entities)	35, AVENUE MONTEREY, L-2163 LUXEMBOURG GRAND DUCHY OF LUXEMBOURG
E-Mail	
Phone number / Fax number	+353 20 27 20 30 20
Other useful information (at least legal representative for legal persons)	

<b>B: Identity of the notifier, if applicable</b>	
Full name	JUSTIN VAN SPALL
Contact address	3 GRAFTON STREET, LONDON W1S 4EE
E-Mail	j.vanspall@kulczykinvestments.com
Phone number / Fax number	+44 (0)203 205 2210
Other useful information (e.g. functional relationship with the person or legal entity subject to the notification obligation)	LEGAL COUNSEL

<b>C: Additional information</b>

Please send the completed form together with this annex to the FCA at the following email address: [Majorshareholdings@fca.org.uk](mailto:Majorshareholdings@fca.org.uk). Please send in Microsoft Word format if possible.

## Notes

<sup>i</sup> Please note that national forms may vary due to specific national legislation (Article 3(1a) of Directive 2004/109/EC) as for instance the applicable thresholds or information regarding capital holdings.

<sup>ii</sup> Full name of the legal entity and further specification of the issuer or underlying issuer, provided it is reliable and accurate (e.g. address, LEI, domestic number identity). Indicate in the relevant section whether the issuer is a non UK issuer.

<sup>iii</sup> Other reason for the notification could be voluntary notifications, changes of attribution of the nature of the holding (e.g. expiring of financial instruments) or acting in concert.

<sup>iv</sup> This should be the full name of (a) the shareholder; (b) the natural person or legal entity acquiring, disposing of or exercising voting rights in the cases provided for in DTR5.2.1 (b) to (h)/ Article 10 (b) to (h) of Directive 2004/109/EC; (c) all parties to the agreement referred to in Article 10 (a) of Directive 2004/109/EC (DTR5.2.1 (a)) or (d) the holder of financial instruments referred to in Article 13(1) of Directive 2004/109/EC (DTR5.3.1).

As the disclosure of cases of acting in concert may vary due to the specific circumstances (e.g. same or different total positions of the parties, entering or exiting of acting in concert by a single party) the standard form does not provide for a specific method how to notify cases of acting in concert.

In relation to the transactions referred to in points (b) to (h) of Article 10 of Directive 2004/109/EC (DTR5.2.1 (b) to (h)), the following list is provided as indication of the persons who should be mentioned:

- in the circumstances foreseen in letter (b) of Article 10 of that Directive (DTR5.2.1 (b)), the natural person or legal entity that acquires the voting rights and is entitled to exercise them under the agreement and the natural person or legal entity who is transferring temporarily for consideration the voting rights;

- in the circumstances foreseen in letter (c) of Article 10 of that Directive (DTR5.2.1 (c)), the natural person or legal entity holding the collateral, provided the person or entity controls the voting rights and declares its intention of exercising them, and natural person or legal entity lodging the collateral under these conditions;

- in the circumstances foreseen in letter (d) of Article 10 of that Directive (DTR5.2.1 (d)), the natural person or legal entity who has a life interest in shares if that person or entity is entitled to exercise the voting rights attached to the shares and the natural person or legal entity who is disposing of the voting rights when the life interest is created;

- in the circumstances foreseen in letter (e) of Article 10 of that Directive (DTR5.2.1 (e)), the controlling natural person or legal entity and, provided it has a notification duty at an individual level under Article 9 (DTR 5.1), under letters (a) to (d) of Article 10 of that Directive (DTR5.2.1 (a) to (d)) or under a combination of any of those situations, the controlled undertaking;

- in the circumstances foreseen in letter (f) of Article 10 of that Directive (DTR5.2.1 (f)), the deposit taker of the shares, if he can exercise the voting rights attached to the shares deposited with him at his discretion, and the depositor of the shares allowing the deposit taker to exercise the voting rights at his discretion;

- in the circumstances foreseen in letter (g) of Article 10 of that Directive (DTR5.2.1 (g)), the natural person or legal entity that controls the voting rights;

- in the circumstances foreseen in letter (h) of Article 10 of that Directive (DTR5.2.1 (h)), the proxy holder, if he can exercise the voting rights at his discretion, and the shareholder who has given his proxy to the proxy holder allowing the latter to exercise the voting rights at his discretion (e.g. management companies).

<sup>v</sup> Applicable in the cases provided for in Article 10 (b) to (h) of Directive 2004/109/EC (DTR5.2.1 (b) to (h)). This should be the full name of the shareholder who is the counterparty to the natural person or legal entity referred to in Article 10 of that Directive (DTR5.2) unless the percentage of voting rights held by the shareholder is lower than the lowest notifiable threshold for the disclosure of voting rights holdings in accordance with national practices (e.g. identification of funds managed by management companies).

<sup>vi</sup> The date on which threshold is crossed or reached should be the date on which the acquisition or disposal took place or the other reason triggered the notification obligation. For passive crossings, the date when the corporate event took effect.

<sup>vii</sup> The total number of voting rights shall be composed of all the shares, including depository receipts representing shares, to which voting rights are attached even if the exercise thereof is suspended.

<sup>viii</sup> If the holding has fallen below the lowest applicable threshold in accordance with national law, please note that it might not be necessary in accordance with national law to disclose the extent of the holding, only that the new holding is below that threshold.

<sup>ix</sup> In case of combined holdings of shares with voting rights attached "direct holding" and voting rights "indirect holding", please split the voting rights number and percentage into the direct and indirect columns – if there is no combined holdings, please leave the relevant box blank.

<sup>x</sup> Date of maturity/expiration of the financial instrument i.e. the date when right to acquire shares ends.

<sup>xi</sup> If the financial instrument has such a period – please specify this period – for example once every 3 months starting from [date].

<sup>xii</sup> In case of cash settled instruments the number and percentages of voting rights is to be presented on a delta-adjusted basis (Article 13(1a) of Directive 2004/109/EC) (DTR 5.3.3.A).

<sup>xiii</sup> If the person subject to the notification obligation is either controlled and/or does control another undertaking then the second option applies.

<sup>xiv</sup> The full chain of controlled undertakings starting with the ultimate controlling natural person or legal entity has to be presented also in the cases, in which only on subsidiary level a threshold is crossed or reached and the subsidiary undertaking discloses the notification as only thus the markets get always the full picture of the group holdings. In case of multiple chains through which the voting rights and/or financial instruments are effectively held the chains have to be presented chain by chain leaving a row free between different chains (e.g.: A, B, C, free row, A, B, D, free row, A, E, F etc.).

<sup>xv</sup> The names of controlled undertakings through which the voting rights and/or financial instruments are effectively held have to be presented irrespectively whether the controlled undertakings cross or reach the lowest applicable threshold themselves.

<sup>xvi</sup> Example: Correction of a previous notification.