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13 July 2017

PLAY COMMUNICATIONS S.A. ANNOUNCES PRICING OF ITS EUR 1,033 MM INITIAL PUBLIC OFFERING

- **The largest ever non-privatisation IPO of a Polish company**
- **One of the top 5 Polish IPOs ever¹**
- **The largest IPO in the telecommunications sector in Europe since June 2015**

PLAY Communications S.A. (the “Company”), 100% owner of mobile operator P4 sp. z o.o. (branded as PLAY; “PLAY”), one of Europe’s fastest growing telecom companies, today announces the pricing of its initial public offering (the “IPO” or the “Offering”) at PLN 36 per share (the “Offer Price”).

Commenting on today’s announcement, Jørgen Bang-Jensen, Chief Executive Officer of PLAY, said:

“Poland proves to be a great country to build a business from greenfield to a company servicing millions of customers. With Play listing on the WSE we continue our commitment to provide outstanding service for our customers and deliver attractive returns to our investors.”

Summary of the Offering

- The Offer Price has been set at PLN 36 per share
- The Offer Price for Authorised Employees has been set at PLN 30.6 per share
- The final price for the Offer Shares is identical for Retail Investors and Institutional Investors
- It was also determined that the Offering will include a maximum number of shares, i.e. 121,572,621 existing ordinary shares of PLAY Communications S.A., a Luxembourg incorporated company, held by Play Holdings 1 S.à r.l. (the “Selling Shareholder”), a company ultimately owned and controlled by Tollerton Investments Limited and Telco Holdings S.à r.l., including 11,052,056 over-allotment shares (“Offer Shares”)
- The total value of the Offering will amount to PLN 4.4 billion (approximately EUR 1.0² billion) if there are no stabilisation transactions and over-allotment option is exercised in full and PLN 4.0 billion (approximately EUR 0.9 billion) excluding the over-allotment option

¹ Includes IPOs of companies with business based primarily in Poland

² All PLN/EUR conversions are based on the National Bank of Poland PLN/EUR middle exchange rate of 4,2345 as of 13 July 2017

- At the Offer Price, the implied market capitalisation of the Company will be PLN 9.1 billion (approximately EUR 2.2 billion)³
- The final number of Offer Shares offered to Retail Investors and Authorized Employees has been set to 6,137,616 (ca. 5.0% of the Offer Shares); this includes 5,980,249 Offer Shares (ca. 4.9% of the Offer Shares) offered to Retail Investors and 157,367 Offer Shares (ca. 0.1% of the Offer Shares) offered to Authorized Employees; the remaining 115,435,005 Offer Shares have been offered to Institutional Investors (ca. 95.0% of the Offer Shares)
- Demand from Retail and Authorised Employees amounted to ca. 18 mln shares, resulting in overall ca. 193% oversubscription; specific oversubscription and reduction rates for orders submitted in the First and Second Subscription Periods will be communicated following Warsaw Stock Exchange settlement session on or about July 19, 2017
- The management board of PLAY is subscribing for 3,167,438 new shares at the Offer Price of PLN 36 per share and 538,325 shares are issued to 84 managers and key employees on or about the first listing date (the “New Shares”) in relation to incentive programs. In addition, 222,222 new shares will be authorized and available for issuance under future incentive programs dedicated to new managers and key employees joining PLAY or to add new participants or increase the value of the existing incentive programs dedicated to the managers and key employees
- Following completion of the Offering and assuming full exercise of the over-allotment option and issuance of New Shares, the free float will be approximately 47.9% of the Company’s share capital. The Selling Shareholder have granted the Global Coordinators an over-allotment option to acquire an additional 11,052,056 million existing ordinary shares at the Offer Price, exercisable for a period up to 30 days from 27 July, 2017
- The first day of listing and trading of the Company’s existing ordinary shares on the Warsaw Stock Exchange (“WSE”) is expected to be on 27 July 2017 (the “Listing Date”)
- The Company and the Selling Shareholder have agreed to customary lock-up arrangements not to sell any shares in the Company until 180 days after the Listing Date. The New Shares issued to the management board of PLAY, managers and key employees will also be subject to up to a 3- year lock up⁴; Offer Shares allocated to Authorised Employees will also be subject to up to a 1- year lock up
- J.P. Morgan, BofA Merrill Lynch and UBS Investment Bank are acting as Joint Global Coordinators and Joint Bookrunners for the Offering. Bank Zachodni WBK S.A. and PKO BP Securities are acting as Joint Bookrunners and Co-Offering Agents

³ Including New Shares

⁴ With the following schedule: 100% locked until the 1st IPO anniversary, 80% locked until the 2nd IPO anniversary and 40% locked until the 3rd IPO anniversary

Offering statement

This press release has been prepared in accordance with Article 10 of the Luxembourg law of 10 July 2005 on prospectuses for securities, as amended, and is subject to applicable securities law restrictions. This press release is available on the Company's website (www.playcommunications.com) and additionally, for information purposes only, on the websites of the Co-Offering Agents (www.dm.pkobp.pl and www.dmbzwbk.pl).

Prospectus

For more information about the Company and the Offering reference is made to the prospectus dated 30 June 2017. The prospectus is available electronically via the Company's website (www.playcommunications.com), the website of the Luxembourg Stock Exchange (www.bourse.lu) and additionally, for information purposes only, on the websites of the Co-Offering Agents (www.dm.pkobp.pl and www.dmbzwbk.pl).

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About PLAY

PLAY is the second largest MNO in Poland based on reported number of subscribers, with over 14.3 million subscribers, as of March 31, 2017. It is also the number one brand in Poland based on SMARTSCOPE market research. It is also the market leader in subscriber net additions in Poland, with more than 48% of all contract subscriber net additions in the quarter ended March 31, 2017. PLAY's growth is underscored by the SMARTSCOPE research that ranked it with the highest "Brand Image Index" and "top of the mind advertising awareness" score of the four major MNOs in Poland. Further, PLAY has maintained growth in its contract subscriber base, which has steadily increased as a percentage of total reported subscriber base, from 47.3% as of December 31, 2014, to 60.5% as of March 31, 2017. Retail contract revenue represented 77.1%, 77.3% and 78.1% of total usage revenue

for the years ended December 31, 2014, 2015 and 2016 respectively and 80.5% of total usage revenue for the three months ended March 31, 2017. PLAY believes it will continue to increase its blended ARPU and maintain or continue to lower its already low churn rates, which are consistently below the average levels observed for its competitors in the market. In addition, contract subscribers provide the benefit of revenue stability and security due to fixed contract durations.

About the Polish Wireless Sector

The Polish mobile communications market is well balanced in terms of the relative market shares of the largest four MNOs, and the relatively similar manner in which they operate, particularly when compared to the fixed line market, which is more fragmented. In 2016, the Polish mobile communications market was the main revenue contributor to the Polish communications market, generating revenues of approximately PLN 26.3 billion based on the publicly reported revenues of the four major Polish MNOs (approximately five times the fixed line and fixed broadband market revenue). In terms of total number of users, Poland had approximately 52.0 million reported SIM cards, implying a penetration rate of 135.3% as of March 31, 2017. According to PMR, cumulative mobile communications revenues of the largest four MNOs have grown at a CAGR of 4.2% from 2014 to 2016, along with number of contract subscribers, which have grown from 28.3 million to 32.9 million over the same period. The Company believes there is still opportunity for further mobile communications service revenue growth in Poland, particularly driven by the increase in smartphone penetration which is expected to support an increase in data usage, mobile broadband services and growth in business customers.

Current pricing and market structure support mobile communications platform bundling, while fixed-mobile bundling uptake has been historically limited in Poland. Bundling in Poland is mainly relegated to double-play offers (these currently represent a 77% share of the total bundle uptake per UKE); primarily mobile telephony and mobile broadband. Historically, fixed-mobile bundling has not been very successful in the Polish market due to low speed infrastructure (due to topography that is more favourable to mobile over fixed-line technology) and a fragmented landscape of fixed broadband and cable television players, among other reasons. While, according to Analysys Mason, mobile communications operators cover more than 99% of the population, the fixed broadband market in Poland is fragmented, covering only 53% of Polish households with quality broadband access. For these reasons the importance of the mobile communications platform in Poland is paramount and, according to PMR, has led to mobile broadband representing 52% percent of all internet subscribers. As per the EU Digital Agenda Scoreboard 2016, Poland also had the sixth highest mobile broadband penetration in Europe, amounting to 114.6%, above the EU 28 average of 84.7% (as of June 30, 2016, and defined as subscriptions per 100 people).

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In connection with the Offering, a stabilisation manager, or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Sale Shares or effect other transactions with a view to supporting the market price of the Sale Shares at a higher level than that which might otherwise prevail in the open market. Such transactions may be effected on any stock market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the first day of listing of the Sale Shares on the Warsaw Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on the stabilisation manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Sale Shares above the offer price. Save as required by law or regulation, neither the stabilisation manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offering. Any Over-allotment Shares made available pursuant to the over-allotment arrangements, including for all dividends and other distributions declared, made or paid on the Sale Shares, will be purchased on the same terms and conditions as the Sale Shares being issued or sold in the Offering and will form a single class for all purposes with the other Sale Shares.

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