

To file

Warsaw, September 21, 2020

Regional Court in Poznań

ul. Stanisława Hejnowskiego 2
61-736 Poznań

REGIONAL COURT IN POZNAŃ
9/21/2020
ATT. file + 2 docs.....
..... TIME

Piotr Krupa

PESEL (Personal Identification Number):
70071800999
ul. Hoża 43/49, m. 163
00-681 Warsaw

with att. + motion for possible cost
exemption 9⁵⁸

**1) Bola Investments Ltd with its registered office
in Cyprus**

registration number in the Register of Companies of
Cyprus: HE 334845
Chytron, 30, flat/office A32
1075 Nicosia

**2) Allegro.pl sp. z o.o. with its registered office
in Poznań**

National Court Register (KRS) No.: 0000635012
ul. Grunwaldzka 182
60-166 Poznań

Value in dispute: PLN 120,000,000.00

Court fee: 200.000

**Lawsuit to invalidate the Agreement with a motion for exemption from the costs of proceedings
in their entirety and for a court-appointed attorney.**

I. I hereby request:

- 1) the invalidation of the Agreement concerning the sale of shares in eBilet sp. z o.o., concluded between Bola Investments Ltd and Allegro.pl sp. z o.o. on April 19, 2019, as well as the Preliminary Agreement of October 31, 2018 between the same parties preceding that Agreement;
- 2) securing of the claim by prohibiting the defendants during the trial:
 - a) from disposing under any legal titles of the shares in eBilet Polska sp. z o.o. (KRS 000496514), including by exercising the "put" and "call" options under the of agreement concerning the sale of shares in eBilet sp. z o.o., concluded between Bola Investments Ltd and Allegro.pl sp. z o.o. on April 19, 2019;
 - b) from taking other actions to dispose of the shares in question;
 - c) from disposing of the business in the form of the "eBilet" Internet ticketing portal.
- 3) examination of the claim at the court hearing, also in the absence of the claimant;
- 4) ordering the defendants to reimburse the claimant with the costs of the trial, including the costs of legal representation, according to the standards prescribed by law.

II. In addition, I hereby request:

- 1) taking of documentary evidence attached to the content of the statement of claim in order to prove the facts indicated in the statement of reasons;
- 2) ordering the defendants to produce the Agreement of April 19, 2019 concluded between them as well as the preliminary Agreement of October 31, 2018, concluded between the same parties that preceded that Agreement, and taking of those agreements as evidence to prove their content;
- 3) admitting and taking of an accounting and financial forensic expert's opinion as evidence to prove whether: (a) the financial statements of eBilet sp. z o.o. for 2014 or 2015 reveal shares in a company incorporated under the law of the Republic of Cyprus under the name of Bola Investments Ltd, and (b) whether those financial statements contain any amounts that would be equivalent to the shares in eBilet Polska sp. z o.o. transferred to Bola Investments Ltd under the Agreement of September 26, 2014 between eBilet sp. z o.o. and Bola Investment Limited;
- 4) ordering Bola Investments Limited to attach to the case file the agreement of September 26, 2014 concluded between eBilet sp. z o.o. and Bola Investment Limited, whereby Bola Investment Limited received 169,300 shares in eBilet Polska sp. z o.o. – to prove the content of the Agreement; alternatively, ordering eBilet sp. z o.o. (service address: al. Księcia Józefa Poniatowskiego nr 1, lok. 01.045, 03-091 Warsaw) to present that agreement;
- 5) fully exempting me from court costs, and also appointing legal adviser Bogudar Kordasiewicz, license number WA - 5201 as an attorney for me (justification attached to the statement of claim).

Grounds

I. Main claim

1. On April 19, 2019, an Agreement was concluded under which Bola Investments Ltd, a company registered in Cyprus, entered in the companies register of the Republic of Cyprus under number HE 334845, sold 80 % of shares in eBilet Polska sp. z o.o. (KRS [National Court Register No.] 0000496514) to Allegro.pl sp. z o.o. with its registered office in Poznań, for the price of PLN 95,894,000.00. In the Agreement, the parties granted to each other a call option and a put option (hereinafter the 'put' and 'call' options) for the remaining 20 % of shares in eBilet Polska sp. z o.o.
2. The transaction of April 19, 2019 was based on the Preliminary Agreement concluded on October 31, 2018. The parties to the Agreement of April 19, 2019 were, apart from Bola Investments Ltd and Allegro.pl sp. z o.o., Marek Przezwański, Stanisław Matuszewski and Marcin Matuszewski.
3. Contrary to the declarations of intent contained in the Agreement of April 19, 2019, the Agreement did not transfer the rights to the sold shares to Allegro.pl sp. z o.o. due to the fact that the rights to the said shares did not belong to the seller (Bola Investments Ltd) since Bola Investments Ltd obtained the rights to the sold **shares on the basis of an invalid legal transaction concluded on September 26, 2014.**