Globalworth Poland Real Estate N.V.

(a public limited liability company ('naamloze vennootschap') incorporated under Dutch law, with its corporate seat in Amsterdam, the Netherlands)

On the basis of this document (the "Prospectus") Globalworth Poland Real Estate N.V. (the "Company" or the "Issuer"), a public limited liability company ('*naamloze vennootschap*') incorporated under Dutch law, with its corporate seat in Amsterdam, is seeking to admit to listing and trading on the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*; the "WSE") 286,624,204 newly issued ordinary shares with a nominal value of EUR 1.00 per share.

On 26 April 2018 the General Meeting authorized the issuance of up to 350,000,000 ordinary shares with a nominal value of EUR 1.00 per share as part of a private placement (the "**Private Placement**"). The Company carried out the Private Placement between 11 June 2018 to 12 June 2018 and 286,624,204 shares (the "**New Shares**") were issued and purchased by investors. The Private Placement consisted of a private placement for institutional investors ("**Institutional Investors**") in the Republic of Poland (the "**Polish Institutional Private Placement**") and outside the United States (excluding the Republic of Poland) in reliance on Regulation S under the U.S. Securities Act of 1933, as amended from time to time (the "**U.S. Securities Act**") (the "**International Private Placement**"). There was no public offering and no offering to retail investors.

This Prospectus constitutes a prospectus in the form of a single document within the meaning of Article 3 of European Union (EU) Directive 2003/71/EC, as amended (the "**Prospectus Directive**") and has been prepared in accordance with the provisions of the European Commission Regulation (EC) 809/2004, as amended and Chapter 5.1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) and the rules promulgated thereunder. This Prospectus has been filed with, and was approved on 2 August 2018, by the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*; the "**AFM**"), which is the competent authority for the purpose of the relevant implementing measures of the Prospectus Directive in the Netherlands. Based on Article 5:6 paragraph 1 under (a) of the Dutch Financial Supervision Act, the Netherlands is the home member state of the Issuer and the AFM is solely authorized to approve this Prospectus. The Issuer will be authorized to list the New Shares on the WSE once the AFM has notified the approval of the Prospectus to the Polish Financial Supervisory Authority (*Komisja Nadzoru Finansowego*; the "**PFSA**"), for passporting. The PFSA is the competent authority for the purposes of the relevant implementing measures of the Prospectus Directive in the Republic of Poland.

The shares of the Company have been admitted to listing and trading on the regulated market of the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*; the "**WSE**") and have been listed in the continuous trading system, under the abbreviated name GPRE and ticker code GPR and the ISIN code: NL00122235980 since 13 April 2017. Application will be made based on this Prospectus to admit the New Shares to listing and trading on the WSE (the "**Admission**"). The Issuer expects that the date on which trading in the New Shares on the WSE will commence is in mid-July 2018 (the "**Listing Date**").

This Prospectus does not constitute an offer to sell the New Shares.

The Shares have not been and will not be registered under the U.S. Securities Act or the securities laws of any State or other jurisdiction of the United States and may not be offered or sold within the United States of America except pursuant to an exemption from, or in a transaction not subject to, the registration requirement of the U.S. Securities Act.

The date of this Prospectus is 2 August 2018

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SUMMARY

Summaries of prospectuses are made up of disclosure requirements known as 'Elements' as included in annex XXII of the prospectus regulation, as amended. These elements are numbered in Sections A - E (A.1 - E.7). This summary contains all the Elements required to be included in a summary of a prospectus for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary together with an indication that such Element is 'not applicable'.		
Section A - Introduction and warnings		
Element	**Description**	**Disclosure requirement**
A.1	Introduction and warnings	This summary should be read as introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of the prospectus as a whole by the investor. Where a claim relating to the information contained in the prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or it does not provide, when read together with the other parts of the prospectus, key information in order to aid investors when considering whether to invest in such securities. Any decision to invest in these securities should be based on consideration of the Prospectus as a whole by the investor, including the risk factors and the consolidated financial statements and other financial information.
A.2	Consent by the Company to the use of the Prospectus for subsequent resale or final placement of securities by financial intermediaries	Not applicable. We have not granted such consent and the shares will not be the subject of subsequent resale or final placement by financial intermediaries.
Section B - Issuer and any guarantor		
Element	**Description**	**Disclosure requirement**
B.1	Legal and commercial name	Globalworth Poland Real Estate N.V. (the "**Company**")

B.2	Domicile, legal form, legislation and country of incorporation	The Company is a public company with limited liability (*naamloze vennootschap*) incorporated under the laws of and domiciled in the Netherlands. The Company has its statutory seat (*statutaire zetel*) in Amsterdam, the Netherlands.
B.3	Current operations and principal activities	Globalworth Poland Real Estate N.V. is a unique Polish pure office and High-street mixed-use platform. The Group believes it holds an attractive, diversified and well-balanced portfolio of thirteen properties, which consists of ten pure office properties and three large-scale High-street mixed-use properties (consisting of both office and retail components) in prime cities in Poland. The Group focuses its operational activities on the active management of its tenant base, closely monitoring the Polish real estate market to ensure it meets the expectations of its current and future tenants. Property management activities are outsourced to leading property management companies. As of 31 December 2017, the Group had a property portfolio of twelve properties in six prime cities in Poland (Warsaw, Kraków, Wrocław, Katowice, Łódź and Gdańsk) with an aggregate fair value of EUR 680 million. The properties had a total GLA of 242,558 m^2, 64.1% of which comprised pure office, 22.3% of which comprised High-street retail and 13.6% of which comprised High-street office. Total annualized NOI of the properties as of 31 December 2017 amounted to EUR 45.7 million (including commitments under the Rental Guarantees). The Group's portfolio assets are modern, with a weighted average age of 6.5 years calculated based on NOI and the most recent major refurbishment/revitalization date.
B.4a	Significant recent trends affecting the Company and the industries in which it operates	The Company purchased the Warta Tower property on 14 March 2018 and intends to hold such office building as part of its income-producing portfolio. The property comprises of approximately 28,000 m^2 of GLA and has an annualized contracted rental income of approximately EURO 5.9 million at current occupancy of approximately 92%. Its weighted average lease length is approximately 3.5 years currently. The acquisition price was EURO 55.0 million at an attractive entry yield of approximately 11.5% (based on NOI in place and ERVs for vacancies), that is approximately EURO 1,960 per m^2 GLA. On 16 April 2018 the Company entered into a loan agreement with an affiliate of the main shareholder of the Company - Globalworth Asset Managers S.R.L., i.e. Globalworth Finance Guernsey Limited, as lender on the basis of which the Company may request the lender to make available to the Company a loan structured in two tranches for the combined amount of up to EUR 400 million with the purpose of: (i) a refinancing of the existing financial indebtedness of the Company and its subsidiaries, (ii) the potential acquisition of two new assets currently under due diligence. As of the date of the Prospectus the Group has repaid the majority of its external bank financing from the proceeds of the aforementioned loan agreement. On 25 May 2018, the Group purchased the West Link property. The building's GLA amounts to 14,200 m^2 (14,400 m^2 including lettable storage area), the annual contracted rental income of the building generated by the occupancy ratio of 100% amounts to EUR 2.5 million, and its WALT exceeds six years. The main tenant is Nokia Solutions and Network sp. z o.o. On 21 June 2018 the Group purchased from SOF-10 Quattro NL 100% of the shares in Blackwyn Investments holding the legal title to an office building complex under the name of Quattro Business Park in Cracow, located at Aleja Generała Tadeusza Bora-Komorowskiego 25, Kraków. The Quattro Business Park's GLA amounts to 60,200 m^2, the annual contracted rental income generated by the occupancy ratio of 99% amounts to EUR 10.7 million and WALT amounts to three years. Tenants include Capgemini, Google and Luxoft. On 12 July 2018, the Group purchased from ERE III 100% of the shares in Spektrum Tower sp z o.o. holding the legal title to the real property located in Warsaw and to the Spektrum Tower building located at ul. Twarda 18, in Warsaw, Poland. The Spektrum Tower's GLA amounts to 29,500 m^2, the annual contracted rental income of the building generated by the occupancy ratio of 93% amounts to EUR 6.3 million and WALT amounts to five years years. The building is multi-tenanted and has over 50 tenants.

		In the first quarter of 2018, the Group entered into 15 new leases / renewals which have increased the occupancy from 92.4% to 93.2% (excluding commitments under the Rental Guarantees, but including the newly acquired Warta Tower property). The newly signed leases and renewals cover approximately 11,400 m^2 representing 4.2% of the total portfolio as of 31 March 2018. The Group believes that it will continue to attract tenants for its projects, in particular in the Hala Koszyki, Supersam, Nordic and Tryton projects. In the current quarter of 2018 leading up to the Prospectus Date, the Company purchased the West Link, Quattro Business Park and Spektrum Tower properties and intends to hold such office buildings as part of its income-producing portfolio. The Group continued to enter into new leases / renewals in line with previous practice and expectations and such leases related also to the newly-acquired West Link property. The Group believes that it will continue to attract tenants for its projects and pursue its acquisition strategy.
B.5	The group and the Company's position within the group	Globalworth Poland Real Estate N.V. Group (the **"Group"**) owns and manages yielding real estates throughout Poland. The Issuer is the parent holding company of the following entities: Bakalion Sp. z o.o.; Centren Sp. z o.o.; Dolfia Sp. z o.o.; Ebgaron Sp. z o.o.; Hala Koszyki Sp. z o.o. (formerly Lenna Investments Sp. z o.o.); Lamantia Spółka z ograniczoną odpowiedzialnością Sp. k.; Lamantia Sp. z o.o.; Dom Handlowy Renoma Sp. z o.o.; Dom Handlowy Renoma Spółka z ograniczoną odpowiedzialnością Sp. k.; Dom Handlowy Supersam Sp. z o.o.; Nordic Park Offices Spółka z ograniczoną odpowiedzialnością Sp. k.; Nordic Park Offices Sp. z o.o.; Akka SCSp; Charlie SCSp; December SCSp; Akka RE Sp. z o.o.; Charlie RE Sp. z o.o.; December RE Sp. z o.o.; IB 14 FIZ Aktywów Niepublicznych; GPRE Management Sp. z o.o.; Lima Sp. z o.o.; Griffin Premium RE Lux S.á r.l.; Ormonde Sp. z o.o.; Emfold investments Sp. z o.o.; Emfold investments Spółka z ograniczoną odpowiedzialnością Sp. k.; Wetherall Investments Sp. z o.o.; Iris Capital Sp. z o.o.; A4 Business Park Iris Capital Spółka z ograniczoną odpowiedzialnością Sp. k.; Wagstaff Investments Sp. z o.o.; West Gate Wrocław Sp. z o.o.; Echo – West Gate Spółka z ograniczoną odpowiedzialnością Sp. k.
B.6	Major shareholders of the Company	As of the date of this Prospectus, Globalworth Holding B.V. holds 302,973,736 shares constituting 68.43% of the Company's share capital enabling it to exercise 68.43% of the overall number of votes at the General Meeting. Except as set out above, the Majority Shareholder does not hold any other voting rights in the Company and are not entitled to any preferences regarding the voting rights.
B.7	Selected historical key financial information	**Selected Data from Consolidated Statement of Profit or Loss and Consolidated Statement of Other Comprehensive Income**

in EUR thousands (unless otherwise indicated)	Year ended 31 December			Three month period ended 31 March	
	2017	**2016**	**2015***	**2018**	**2017**
	(audited)	*(unaudited)*		*(unaudited)*	
Revenue	**45,805**	**33,901**	**30,276**	**16,776**	**9,677**
Operating expenses	(14,075)	(10,805)	(8,657)	(5,131)	(3,558)
Net operating income	**31,730**	**23,096**	**21,619**	**11,645**	**6,119**
Administrative expenses	**(7,821)**	**(4,502)**	**(4,827)**	**(1,189)**	**(1,036)**
Fair value movement	3,199	21,407	30,285	3,179	(22,599)
Other expenses	(721)	(731)	**(155)**	(125)	(115)
Other income	284	893	**38**	101	79
Profit before net financing costs	**26,671**	**40,163**	**46,960**	**13,611**	**(17,552)**
Finance cost	(9,559)	(22,675)	(11,109)	(5,200)	(3,770)
Finance income	25,479	422	157	459	15,884
Profit before tax	**42,591**	**17,910**	**36,008**	**8,870**	**(5,438)**
Income tax (expenses)/gain	(11,271)	(5,672)	(4,346)	(2,269)	308

Profit for the year	**31,320**	**12,238**	**31,662**	**6,601**	**(5,130)**
Other comprehensive income transferable later on to the profit/(loss)					
Foreign currency translation reserve	10,313	(3,271)	(562)	-	1,629
Other comprehensive income/(loss)	10,313	(3,271)	(562)	-	1,629
Earnings per share (in EUR)	**0.20**	**0.09**	**0.24**	**0.04**	**(0.04)**
Total comprehensive income/(loss) for the year, net of tax	**41,633**	**8,967**	**31,100**	**6,601**	**(3,501)**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Selected Data from the Consolidated Statement of Financial Position

	As of 31 December			**Three month period ended 31 March**	
	2017	**2016**	**2015***	**2018**	**2017**
	(EUR thousands) (audited)	*(EUR thousands unaudited)*		*(EUR thousands unaudited)*	
ASSETS					
Non-current assets					
Investment property	680,130	470,380	422,675	740,127	472,177
Long term loans	-	790	523	44	227
Available for sale financial assets	5,897	-	-	-	-
Other long-term assets	47	-	-	75	-
Other receivables	69	10	-	-	9
Long term restricted cash	2,958	2,550	2,540	2,958	3,378
Deferred tax assets	-	7,674	2,096	-	-
	689,101	**481,404**	**427,834**	**749,237**	**475,791**
Current assets					
Short-term loans	60	-	-	-	7
Trade and other receivables	10,634	3,813	6,149	12,965	7,678
Income tax receivable	1	32	31	-	39
Debentures	18,389	-	-	18,567	-
Available for sale financial assets	4,346	-	-	-	-
Other financial assets	-			4,448	-
Cash and cash equivalents	34,685	16,573	15,146	38,314	14,889
	68,115	**20,418**	**21,326**	**74,294**	**22,613**
TOTAL ASSETS	**757,216**	**501,822**	**449,160**	**823,531**	**498,404**
EQUITY AND LIABILITIES					
Issued share capital	156,133	45	-	156,133	133,930
Share premium	44,026	-	-	44,026	41,259
Other reserves	8,121	-	-	8,121	
Foreign currency translation reserve	5,171	(5,142)	(1,871)	-	(3,513)
Net assets attributable to shareholders	-	41,334	86,349	-	3,944
Retained earnings	31,320	-	-	43,092	-
Total	**244,771**	**36,237**	**84,478**	**251,372**	**175,620**
LIABILITIES					
Non-current liabilities					
Bank loans	278,690	252,535	170,582	278,728	239,376
Other borrowings	-	137,919	96,166	-	21
Deferred tax liability	19,020	15,658	4,802	20,843	7,958

Guarantees retained from contractors	537	357	1,656	863	446
Deposits from tenants	5,834	2,991	2,774	6,259	3,484
	304,081	**409,460**	**275,980**	**306,693**	**251,285**
Current liabilities					
Bank loans	26,202	49,050	80,104	26,817	61,338
Derivative financial instruments	-	-	1,308	-	-
Other borrowings	165,413	16	-	223,646	-
Guarantees retained from contractors	508	133	19	342	127
Trade and other payables	15,238	6,583	6,925	14,207	9,860
Deposits from tenants	270	343	346	375	174
Income tax payable	733	-	-	79	-
	208,364	**56,125**	**88,702**	**265,466**	**71,499**
Total liabilities	**512,445**	**465,585**	**364,682**	**572,159**	**322,784**
TOTAL EQUITY AND LIABILITIES	**757,216**	**501,822**	**449,160**	**823,531**	**498,404**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Selected Data from the Consolidated Statement of Cash Flows

	Year ended 31 December			**Three month period ended 31 March**	
	2017	**2016**	**2015***	**2018**	**2017**
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Profit before tax	**42,591**	**17,910**	**36,008**	**8,870**	**(5,438)**
Adjustments to reconcile profit before tax to net cash flows					
Fair value movement on investment property	(3,199)	(21,407)	(30,285)	(3,179)	22,599
Net financing (income)/costs	(16,469)	22,253	10,952	4,601	(12,114)
Operating profit before changes in working capital	**22,923**	**18,756**	**16,675**	**10,292**	**5,047**
Decrease/(increase) in trade and other receivables	(3,609)	(14)	(667)	(1,158)	(2,786)
(Decrease)/increase in trade and other payables	2,671	45	1,377	(822)	339
Movements in deposits from tenants and other deposits	2,052	(806)	2,044	237	204
VAT settlements	1,066	2,086	(1,478)	255	358
Other items	(1,444)	(865)	4	(47)	(68)
Income tax paid	41	(211)	9	(1,085)	4
Cash flow from operating activities	**23,700**	**18,991**	**17,964**	**7,672**	**3,098**
Investing activities					
Purchase of investment property	-	-	(63,773)	-	-
Capital expenditure on investment property	(14,621)	(14,499)	(2,101)	(3,763)	(2,803)
Expenditure on investment property under construction	-	(24,966)	(38,356)	-	-
Rental Guarantee Payment (CAPEX)	3,986	-	-	1,191	-
Payment on acquisition of subsidiaries less cash acquired	(155,151)	-	-	(55,384)	-
Dividend received	3	-	-	-	-

Movements in loans granted...	(27,466)	-	(382)	20	-
Interest received	32	17	8	16	-
Cash flow from investing activities	**(193,217)**	**(39,448)**	**(104,604)**	**(57,920)**	**(2,803)**
Financing activities					
Proceeds from share issuance .	29,129	-	-	-	-
Bank loan proceeds	11,098	138,990	106,356	2,095	1,325
Bank loan repayments	(8,702)	(87,996)	(27,097)	(1,510)	(2,738)
Proceeds from borrowings......	164,194	4,316	16,475	55,000	1,465
Repayment of borrowings	(1,118)	(24,281)	-	-	-
Payment of other financing costs	-	(30)	(20)	-	(8)
Interest paid...........................	(7,337)	(8,498)	(8,868)	(1,708)	(1,681)
Change in restricted cash........	(12,873)	(1,388)	4,357	(220)	926
Cash flows from financing activities	**174,391**	**21,113**	**91,203**	**53,657**	**(711)**
Net increase/(decrease) in cash and cash equivalents..................	**4,874**	**656**	**4,563**	**3,409**	**(416)**
Cash and cash equivalents at the beginning of the period................	10,010	9,961	5,410	15,657	10,010
Translation differences	773	(607)	(12)	-	486
Cash and cash equivalents at the end of the period..................	**15,657**	**10,080**	**9,961**	**19,066**	**10,080**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

B.8 Selected key pro forma financial information

The unaudited pro forma financial information is provided for illustrative purposes only in accordance with Annex II of the Commission Regulation 809/2004/EC. It does not purport to represent what the actual results of operations or financial position of the Company would have been had the Recent Acquisitions been completed at 1 January 2017, nor is it necessarily indicative of the results or financial position of the Company for any future periods. The unaudited pro forma financial information represents information prepared based on estimates and assumptions deemed appropriate by the Company. Because of its nature, the unaudited pro forma financial information is based on a hypothetical situation and, therefore, does not represent the actual financial position or results of operations of the Company. The assumptions used in the preparation of the unaudited pro forma financial information may prove not to be correct.

The table below represents how the income statement for the twelve month period ended 31 December 2017 would have looked if the Recent Acquisitions had been completed at 1 January 2017. The pro forma financial information has been compiled by the management board to illustrate the impact of the Recent Acquisitions on the Company's financial position as at December 31, 2017 and its financial performance for the year ended December 31, 2017 as if the acquisitions had taken place as at January 1, 2017. As part of this process, information about the Company's financial position and financial performance has been extracted by the management board from the Company's consolidated financial statements for the year ended December 31, 2017, on which an independent auditor's report has been published.

Pro forma consolidated Statement of Profit or Loss for the year ended 31 December 2017

(all amounts in EUR thousands unless otherwise stated)

	Consolidated Statement Profit or loss for the period ended December 31st, 2017 (audited)	Warta Tower Sp. z o.o. Sp. k. acquisition*	Blackwyn Investments Sp. z o.o. acquisition*	Spektrum Tower Sp. z o.o. acquisition*	EPP portfolio acquisition*	Shareholder loans interest elimination	EPP portfolio bank borrowings and IC loans interest elimination	Warta Tower bank borrowings interest elimination	Pro forma consolidated Statement of Profit or loss for the period ended December 31st, 2017 (unaudited)
Note		1	2	3	4	5	6	7	
	(EUR thousands)								
Revenue.....	45,805	7,264	11,964	5,280	15,258	0	0	0	85,571
Operating expenses....	(14,075)	(2,287)	(2,502)	(2,338)	(4,680)	0	0	0	(25,882)
Net operating income.......	**31,730**	**4,977**	**9,462**	**2,942**	**10,578**	**0**	**0**	**0**	**59,689**
Administrative expenses....	(7,821)	(220)	(206)	(194)	(24)	0	0	0	(8,465)
Fair value movement..	3,199	(17,464)	(8,343)	(5,891)	0	0	0	0	(28,499)
Other expenses....	(721)	(11)	(18)	0	(239)	0	0	0	(989)
Other income.......	284	4	10	132	0	0	0	0	430
	(5,059)	**(17,691)**	**(8,557)**	**(5,953)**	**(263)**	**0**	**0**	**0**	**(37,523)**
Profit before net financing costs...........	**26,671**	**(12,714)**	**905**	**(3,011)**	**10,315**	**0**	**0**	**0**	**22,166**
Finance cost............	(9,559)	(1,959)	(5,745)	(3,233)	(4,004)	405	3,475	1,959	(18,661)
Finance income.......	25,479	3,669	7,914	6,902	471	(995)	(5,597)	(3,625)	34,218
	15,920	**1,710**	**2,169**	**3,669**	**(3,533)**	**(590)**	**(2,122)**	**(1,666)**	**15,557**
Profit before tax .	**42,591**	**(11,004)**	**3,074**	**658**	**6,782**	**(590)**	**(2,122)**	**(1,666)**	**37,723**
Income tax (expenses).	(11,271)	0	850	0	(1,111)	0	0	0	(11,532)
Profit for the year.....	**31,320**	**(11,004)**	**3,924**	**658**	**5,671**	**(590)**	**(2,122)**	**(1,666)**	**26,191**

** For 12 months ended December 31st, 2017, assuming that the transaction has been completed on January 1st, 2017. EPP portfolio is described in section: Basis of preparation of the Pro forma Financial Information.*

Pro forma consolidated Statement of Financial Position as at 31 December 2017 – Assets

(all amounts in EUR thousands unless otherwise stated)

	Consolidated Statement of Financial Position as at December 31st, 2017 (audited)	Warta Tower Sp. z o.o. Sp. k. acquisition	Blackwyn Investments Sp. z o.o. acquisition*	Spektrum Tower Sp. z o.o. acquisition*	Share Capital increase as a result of Private Placement	Pro forma consolidated Statement of Financial position as at December 31st, 2017 (unaudited)
Note		1	2	3	7	
			(EUR thousands)			
ASSETS						
Non-current assets						
Investment property	680,130	55,000	140,373	102,000	0	977,503
Long-term loans	0	0	0	0	0	0
Available for sale financial assets	5,897	0	3	4	0	5,904
Other long-term assets	47	1	0	0	0	48
Other receivables	69	0	0	0	0	69
Long-term restricted cash	2,958	0	0	0	0	2,958
Deferred tax assets	0	0	0	0	0	0
Total non-current assets	**689,101**	**55,001**	**140,376**	**102,004**	**0**	**986,482**
Current assets						
Short-term loans	60	0	0	0	0	60
Trade and other receivables	10,634	179	258	299	0	11,370
Income tax receivable	1	0	0	0	0	1
Debentures	18,389	0	0	0	0	18,389
Available for sale financial assets	4,346	0	0	0	0	4,346
Cash and cash equivalents	34,685	2,816	3,525	4,842	219,627	265,495
Total current assets	**68,115**	**2,995**	**3,783**	**5,141**	**219,627**	**299,661**
TOTAL ASSETS	**757,216**	**57,996**	**144,159**	**107,145**	**219,627**	**1,286,143**

** Acquisition took place December 22nd 2017, therefore Financial Statements of all EPP portfolio entities were consolidated as at December 31st 2017. EPP portfolio is described in section: Basis of preparation of the Pro forma Financial Information.*

Pro forma consolidated Statement of Financial Position as at 31 December 2017– Equity and Liabilities

(all amounts in EUR thousands unless otherwise stated)

	Consolidated Statement of Financial Position as at December 31st, 2017	Warta Tower Sp. z o.o. Sp. k. acquisition	Blackwyn Investments Sp. z o.o. acquisition*	Spektrum Tower Sp. z o.o. acquisition*	Share Capital increase as a result of Private Placement including loans conversion	Pro forma Consolidated Statement of Financial Position as at December 31st, 2017 (unaudited)
Note		1	2	3	7	
	(EUR thousands)					
EQUITY AND LIABILITIES						
Equity						
Issued share capital	156,133	0	0	0	286,624	442,757
Share premium	44,026	0	0	0	156,376	200,402
Other reserves	8,121	0	0	0	0	8,121
Foreign currency translation reserve	5,171	0	0	0	0	5,171
Net assets attributable to shareholders	0	0	0	0	0	0
Retained earnings	31,320	0	0	0	(590)	30,730
Total equity	**244,771**	**0**	**0**	**0**	**442,410**	**687,181**
Non-current liabilities						
Bank loans	278,690	0	92,716	65,571	0	436,977
Other borrowings	0	6,993	44,821	38,086	(6,993)	82,907
Deferred tax liability	19,020	0	0	0	0	19,020
Guarantees retained from contractors	537	0	0	0	0	537
Deposits from tenants	5,834	339	894	2,062	0	9,129
Total non-current liabilities	**304,081**	**7,332**	**138,431**	**105,719**	**(6,993)**	**548,570**
Current liabilities						
Bank loans	26,202	0	4,921	0	0	31,123
Other borrowings	165,413	50,377	0	0	(215,790)	0
Guarantees retained from contractors	508	0	0	646	0	1,154
Trade and other payables	15,238	287	692	780	0	16,997
Deposits from tenants	270	0	115	0	0	385
Income tax payable	733	0	0	0	0	733
Total current liabilities	**208,364**	**50,664**	**5,728**	**1,426**	**(215,790)**	**50,392**
TOTAL EQUITY AND LIABILITIES	**757,216**	**57,996**	**144,159**	**107,145**	**219,627**	**1,286,143**

** Acquisition took place December 22nd, 2017, therefore Financial Statements of all EPP portfolio entities were consolidated as at December 31st 2017. EPP portfolio is described in section: Basis of preparation of the Pro forma Financial Information.*

B.9	Profit forecast or estimate	Not applicable.
B.10	Qualifications in the auditor's report	Not applicable. There were no such qualifications.
B.11	Working capital	The Company is of the opinion that the Group has sufficient working capital for its present requirements, that is for at least the next twelve months commencing as of the date of this Prospectus.
Section C – Securities		
Element	**Description**	**Disclosure requirement**
C.1	Type of security and security codes	The admission to trading and listing on the WSE relates to the New Shares, which are 286,624,204 newly issued ordinary shares with a nominal value of EUR 1.00 per share, to be listed together with the remaining shares of the Company under the ISIN code: NL00122235980.
C.2	Currency of the securities issue	The New Shares are denominated in EUR.
C.3	Number of shares issued, par value per share	286,624,204 newly issued ordinary shares with a nominal value of EUR 1.00 per share
C.4	Rights attached to the securities	The New Shares were issued pursuant to (i) a resolution of the General Meeting at the proposal of the Board, or (ii) a resolution of the Board, if by resolution of the General Meeting the Board has been authorized for a specific period not exceeding five years to issue Shares. Unless otherwise stipulated at its grant, the authorization cannot be withdrawn. A resolution of the General Meeting to issue Shares or to grant rights to subscribe to Shares or a resolution of the General Meeting to authorize the Board of Directors as the Company Body to issue Shares or to grant rights to subscribe to Shares can only be adopted with a qualified majority of at least seventy-five percent (75%) of the votes cast in the event that it concerns the issuance of Shares or the granting of rights to subscribe to Shares in excess of ten percent (10%) of the total number of issued and outstanding Shares of the Company on the day on which such a resolution is taken. The General Meeting has designated the Board, for a period that ends 36 months following the IPO, as the corporate body authorized to issue Shares or grant rights to subscribe for Shares. Pursuant to this designation, the Board may resolve to issue Shares or grant rights to subscribe up to a maximum of 10% of the total number of shares issued and outstanding on the day after settlement of the offering in connection with or on the occasion of mergers and acquisitions and strategic alliances and up to an additional 5% following settlement in respect of shares issued under a remuneration scheme (the "**Initial Authorization to Issue Shares**"). In addition to the Initial Authorization to Issue Shares, the General Meeting has designated the Board, for a period that ends 36 months following 26 April 2018, as the competent body to issue Shares and/or grant rights to subscribe for Shares up to a maximum of 350,000,000 Shares (the "**Additional Authorization to Issue Shares**" and together with the Initial Authorization to Issue Shares, the "**Authorization to Issue Shares**"). The minimum price per Share in the Additional Authorization to Issue Shares shall amount to the EPRA Triple Net Asset Value (EPRA NNNAV), as set out in the Company's annual report for the 12-month period ending 31 December 2017, i.e. EUR 1.57.

		The Authorization to Issue Shares may from time to time be extended by a resolution of the General Meeting for a period not exceeding five years. The Articles of Association stipulate that pre-emptive rights may be limited or excluded by a resolution of the General Meeting at the proposal of the Board. Resolutions put to the General Meeting to limit or exclude pre-emptive rights shall include an explanation in writing of the reasons for the resolution and the choice of the proposed issue price. The General Meeting may also designate this authority to the Board for a period not exceeding five years, and only if the Board at that time is also authorized to issue Shares. If this authority is designated to the Board, the Board may limit or exclude pre-emptive rights. If less than one half of the issued capital of the Company is represented at the General Meeting, a majority of at least two-thirds of the votes cast shall be required for a resolution of the General Meeting to limit or exclude a pre-emptive right or to designate this authority to the Board of Directors. In addition, a resolution of the General Meeting to limit or exclude a pre-emptive right or to designate this authority to the Board of Directors can only be adopted with a qualified majority of at least seventy-five percent (75%) of the votes cast in the event that it pertains to an issuance of Shares (or the granting of rights to subscribe to Shares) in excess of ten percent (10%) of the total number of issued and outstanding Shares of the Company on the day on which such a resolution is taken. Unless otherwise stipulated at its grant, the designation cannot be withdrawn. The General Meeting has designated the Board, for a period that ends on 36 months following the IPO, as the corporate body authorized to limit or exclude pre-emptive rights in relation to an issuance of Shares to be issued pursuant to the Initial Authorization to Issue Shares. In addition, the General Meeting has designated the Board, for a period that ends on 36 months following 26 April 2018, as the corporate body authorized to limit or exclude pre-emptive rights in relation to an issuance of Shares to be issued pursuant to the Additional Authorization to Issue Shares.
C.5	Restrictions on the free transferability of the securities	The transferability of the New Shares is not restricted.
C.6	Listing and admission to trading	The New Shares will be subject to admission and introduction to trading on the main market of the Warsaw Stock Exchange.
C.7	Dividend policy	The Articles of Incorporation of the Issuer stipulate that the dividend policy of the Company is to distribute on a semi-annual basis not less than 90% of the Company's funds from operations (post tax) for the period to its shareholders. The Company is planning to make regular dividend distributions, and the first dividend is expected to be paid in 2018 based on the funds from operations (post tax) in the period commencing with the completion of the Initial Public Offering.
Section D – Risks		
Element	**Description**	**Disclosure requirement**
D.1	Key risks relating to the Company's business and industry	**Risk Factors Relating to the Macroeconomic, Political and Legal Environment in Poland** Political, economic and legal risks associated with Poland, its neighboring countries and the European Union could have a material adverse effect on the Group. The locations of the Group's properties are exposed to regional risks and could lose some of their appeal. The Polish real estate market is highly competitive. The Polish real estate market is cyclical.

		Changes in tax laws or their interpretation could affect the Group's financial condition and the cash flows available to the Group. **Risk Factors Relating to the Group's Business** The Group may fail to implement its strategy. The Group would face various risks associated with a REIT status following its conversion into a REIT. The valuation of real estate is inherently subjective and uncertain and is based on assumptions which may prove to be inaccurate or affected by factors outside the Group's control, and is subject to fluctuation. The Group's consolidated balance sheet and income statement may be significantly affected by fluctuations in the fair market value of its properties as a result of revaluations.
D.3	Key information on the key risks that are specific to the securities	The Shares may not be eligible to be admitted to trading or listing on the regulated market (main market) of the WSE. In the event of a breach or suspected breach of law in relation to the Private Placement, or the application for the admission and introduction of the Shares to trading on a regulated market, the PFSA may, inter alia, prohibit or suspend the Private Placement and issue an order to stay the application or prohibit the application for the admission or introduction of the Shares to trading on the regulated market. Trading in the Shares on the WSE may be suspended. The Company's failure to meet the requirements set forth in the WSE rules or the Polish Act on Public Offering may cause the Shares to be delisted.

The Polish translation of the summary below has not been part of the approval process of this Prospectus by the AFM. In case of any possible discrepancy in the explanation of definitions, the English summary of this Prospectus prevails.

Poniższe tłumaczenie podsumowania na język polski nie stanowiło części procedury zatwierdzania Prospektu przez AFM. W przypadku jakichkolwiek ewentualnych różnic w opisie definicji, obowiązuje podsumowanie niniejszego Prospektu sporządzone w języku angielskim.

PODSUMOWANIE

<table>
<tr><td colspan="3">Podsumowania prospektów obejmują obowiązkowo ujawniane informacje zwane „elementami” zawartymi w załączniku XXII rozporządzenia o prospekcie, ze zmianami. Elementy te podzielone są na podrozdziały od A do E (A.1 – E.7).

Niniejsze podsumowanie zawiera wszystkie elementy, które mają zostać obowiązkowo włączone do treści podsumowania prospektu dla takiego rodzaju papierów wartościowych i emitenta. Ponieważ niektóre z elementów nie wymagają omówienia w ramach podsumowania, w numeracji elementów mogą pojawić się luki.

Nawet jeśli dany element musi zostać włączony do treści podsumowania ze względu na rodzaj papierów wartościowych i emitenta, możliwe jest, że dla danego elementu nie zostaną podane żadne informacje. W takim przypadku w podsumowaniu pojawi się krótka notka o treści „nie dotyczy” w odniesieniu do takiego element.</td></tr>
<tr><td colspan="3">Dział A - Wstęp i ostrzeżenia</td></tr>
<tr><td>Element</td><td>Opis</td><td>Wymogi informacyjne</td></tr>
<tr><td>A.1</td><td>Wstęp i ostrzeżenia</td><td>Niniejsze podsumowanie należy czytać jako wstęp do prospektu emisyjnego.

Każda decyzja o inwestycji w papiery wartościowe powinna być oparta na rozważeniu przez inwestora całości prospektu emisyjnego.

W przypadku wystąpienia do sądu z roszczeniem odnoszącym się do informacji zawartych w prospekcie emisyjnym skarżący inwestor może, na mocy ustawodawstwa krajowego państwa członkowskiego, mieć obowiązek poniesienia kosztów przetłumaczenia prospektu emisyjnego przed rozpoczęciem postępowania sądowego.

Odpowiedzialność cywilna dotyczy wyłącznie tych osób, które przedłożyły podsumowanie, w tym jego tłumaczenia, jednak tylko w przypadku, gdy podsumowanie wprowadza w błąd, jest nieprecyzyjne lub niespójne w przypadku czytania go łącznie z innymi częściami prospektu emisyjnego bądź gdy nie przedstawia, w przypadku czytania go łącznie z innymi częściami prospektu emisyjnego, najważniejszych informacji mających pomóc inwestorom przy rozważaniu inwestycji w dane papiery wartościowe.

Każda decyzja o inwestycji w papiery wartościowe powinna być oparta na rozważeniu przez inwestora całości Prospektu, włącznie z czynnikami ryzyka i skonsolidowanym sprawozdaniem finansowym i innymi informacjami finansowymi.</td></tr>
<tr><td>A.2</td><td>Zgoda Spółki na wykorzystanie prospektu emisyjnego do celów późniejszej odsprzedaży papierów wartościowych lub ich ostatecznego plasowania przez pośredników finansowych</td><td>Nie dotyczy. Nie wyrażamy takiej zgody, a akcje nie będą przedmiotem późniejszej odsprzedaży papierów wartościowych lub ich ostatecznego plasowania przez pośredników finansowych.</td></tr>
</table>

Dział B – Emitent i gwarant		
Element	**Opis**	**Wymogi informacyjne**
B.1	Prawna (statutowa) i handlowa nazwa emitenta	Globalworth Poland Real Estate N.V. ("**Spółka**")
B.2	Siedziba oraz forma prawna emitenta, ustawodawstwo, zgodnie z którym emitent prowadzi swoją działalność, a także kraj siedziby emitenta.	Spółka jest spółką publiczną z ograniczoną odpowiedzialnością (*naamloze vennootschap*) założoną i prowadzącą działalność zgodnie z przepisami prawa holenderskiego. Siedzibą (*statutaire zetel*) Spółki jest Amsterdam w Holandii..
B.3	Opis i główne czynniki charakteryzujące podstawowe obszary bieżącej działalności emitenta oraz rodzaj prowadzonej przez emitenta działalności	Globalworth Poland Real Estate N.V. to unikalna na rynku polskim spółka skoncentrowana na wysokiej klasy nieruchomościach biurowych i biurowo-handlowych położonych w centrach lub przy głównych ulicach miast. Grupa uważa, że jest właścicielem atrakcyjnego, zdywersyfikowanego i zrównoważonego portfela, na który składa się łącznie trzynaście nieruchomości – dziesięć nieruchomości biurowych oraz trzy duże nieruchomości biurowo-handlowe położone w centrach lub przy głównych ulicach największych miast w Polsce. Grupa koncentruje swoją działalność operacyjną na aktywnym zarządzaniu swoją bazą najemców, ścisłym monitoringu polskiego rynku nieruchomości w celu zapewnienia, że oczekiwania jej obecnych i przyszłych najemców zostaną zaspokojone. Działalność w zakresie zarządzania nieruchomościami jest zlecana na rzecz wiodących spółek specjalizujących się w zarządzaniu nieruchomościami. Na dzień 31 grudnia 2017 r. Grupa miała w swoim portfelu dwanaście nieruchomości w sześciu największych miastach w Polsce (Warszawie, Krakowie, Wrocławiu, Katowicach, Łodzi i Gdańsku) o łącznej wartości godziwej 680 milionów EUR. Łączna powierzchnia najmu nieruchomości (GLA) wynosiła 242.558 m^2, z czego 64,1% stanowiły powierzchnie czysto biurowe, 22,3% – powierzchnie handlowe zlokalizowane przy głównych ulicach miast, a 13,6% – powierzchnie biurowe przy głównych ulicach miast. Na dzień 31 grudnia 2017 r. uroczniony dochód operacyjny netto (*ang. net operating income, NOI*) z wynajmu tych nieruchomości ogółem sięgnął 45,7 mln EUR (włącznie ze przychodami z tytułu Gwarancji Czynszu). Aktywa portfelowe Grupy są nowoczesne a średni wiek aktywów ważony NOI i obliczony na podstawie dat ostatnich kapitalnych remontów/rewitalizacji wynosi sześć i pół roku.
B.4a	Informacja na temat najbardziej znaczących tendencji z ostatniego okresu mających wpływ na emitenta oraz na branże, w których emitent	Spółka kupiła nieruchomość Warta Tower w dniu 14 marca 2018 r. i zamierza zachować ten budynek biurowy jako część swojego portfela nieruchomości generujących zyski. Nieruchomość obejmuje powierzchnię najmu (GLA) około 28.000 m^2 a jej uroczniony dochód z tytułu zawartych umów najmu wynosi szacunkowo 5,9 milionów EUR przy obecnym obłożeniu wynoszącym około 92%. Średnia ważona długości umów najmu w tej nieruchomości wynosi obecnie około 3,5 roku. Cena nabycia wynosiła 55,0 milionów EUR przy atrakcyjnym zysku początkowym wynoszącym około 11,5% (na podstawie istniejącego dochodu operacyjnego netto oraz szacunkowej wartości najmu (ang. Estimated Rental Value – ERV) dla wolnych powierzchni), co stanowi około 1.960 EUR na metr kwadratowy GLA. W dniu 16 kwietnia 2018 r. Spółka zawarła umowę pożyczki z podmiotem powiązanym głównego akcjonariusza Spółki - Globalworth Asset Managers S.R.L., tj. Globalworth Finance Guernsey Limited, jako pożyczkodawcą, na podstawie której Spółka może żądać od pożyczkodawcy udostępnienia Spółce pożyczki

	prowadzi działalność.	w dwóch transzach na łączną kwotę do 400 milionów EUR na następujące cele: (i) refinansowanie istniejącego zadłużenia finansowego Spółki i jej spółek zależnych, (ii) potencjalne nabycie dwóch nowych aktywów, których badanie due diligence jest w toku. Na datę Prospektu Grupa spłaciła większość swojego zadłużenia zewnętrznego wobec banków z wpływów z powyższej umowy pożyczki. W dniu 25 maja 2018 r. Grupa kupiła nieruchomość West Link. Powierzchnia najmu (GLA) budynku wynosi 14.200 m^2 (14.400 m^2 przy uwzględnieniu powierzchni magazynowych na wynajem), roczny dochód z czynszu umownego budynku generowany dzięki współczynnikowi wynajmu wynoszącemu 100% równy jest kwocie 2,5 miliona EUR, a WALT (średnia ważona okresu najmu) przekracza sześć lat. Głównym najemcą jest spółka Nokia Solutions and Network sp. z o.o. W dniu 21 czerwca 2018 r. Grupa nabyła od SOF-10 Quattro NL 100% udziałów w holdingu Blackwyn Investments posiadającym tytuł prawny do kompleksu biurowego o nazwie Quattro Business Park w Krakowie, zlokalizowanego przy Alejach Generała Tadeusza Bora-Komorowskiego 25 w Krakowie. Powierzchnia najmu budynku Quattro Business Park wynosi 60.200 m^2, jej uroczniony dochód z tytułu zawartych umów najmu wynosi szacunkowo 10,7 milionów EUR przy obecnym obłożeniu wynoszącym około 99%. Średnia ważona długości umów najmu w tej nieruchomości wynosi obecnie około trzech lat. Do najemców należą Capgemini, Google and Luxoft. W dniu 12 lipca 2018, Grupa nabyła od ERE III 100% udziałów w Spektrum Tower sp z o.o. posiadającym tytuł prawny do gruntów oraz do budynku biurowego o nazwie Spektrum Tower zlokalizowanego przy ul. Twardej 18, w Warszawie. Powierzchnia najmu budynku Spektrum Tower wynosi 29.500 m^2, jej uroczniony dochód z tytułu zawartych umów najmu wynosi szacunkowo 6,3 milionów EUR przy obecnym obłożeniu wynoszącym około 93%. Średnia ważona długości umów najmu w tej nieruchomości wynosi obecnie około pięciu lat. Budynek jest wynajmowany ponad 50 najemcom. W pierwszym kwartale 2018 r. Grupa zawarła 15 umów stanowiących nowe lub przedłużone umowy najmu, które zwiększyły współczynnik wynajmu z 92,4% do 93,2% (z wyłączeniem zobowiązań z tytułu Gwarancji Najmu, lecz włącznie z niedawno nabytą nieruchomością Warta Tower). Nowe umowy najmu i przedłużenia umów najmu obejmują szacunkowo 11.400 m^2 stanowiących 4,2% łącznej wartości portfela na dzień 31 marca 2018 r. Grupa uważa, że będzie nadal pozyskiwała najemców dla swoich projektów, w szczególności w Hali Koszyki, Supersamie, w projektach Nordic i Tryton. W bieżącym kwartale 2018 r. do Daty Prospektu Spółka kupiła nieruchomości West Link, Quattro Business Park oraz Spektrum Tower i zamierza zachować te budynki biurowe w swoim portfelu nieruchomości generujących dochody. Grupa kontynuowała swoją działalność w zakresie zawierania nowych umów najmu / przedłużania istniejących umów najmu zgodnie ze swoja istniejącą praktyką i oczekiwaniami, a wspomniane umowy najmu dotyczyły także niedawno nabytej nieruchomości West Link. Grupa uważa, że będzie nadal pozyskiwała najemców dla swoich projektów i będzie realizowała swoją strategię inwestycyjną.
B.5	Opis grupy kapitałowej emitenta oraz miejsca emitenta w tej grupie	Grupa kapitałowa Globalworth Poland Real Estate N.V. („**Grupa**") posiada i zarządza nieruchomościami generującymi zyski w całej Polsce. Emitent jest spółką dominującą następujących podmiotów: Bakalion Sp. z o.o.; Centren Sp. z o.o.; Dolfia Sp. z o.o.; Ebgaron Sp. z o.o.; Hala Koszyki Sp. z o.o. (uprzednio: Lenna Investments Sp. z o.o.); Lamantia Spółka z ograniczoną odpowiedzialnością Sp. k.; Lamantia Sp. z o.o.; Dom Handlowy Renoma Sp. z o.o.; Dom Handlowy Renoma Spółka z ograniczoną odpowiedzialnością Sp. k.; Dom Handlowy Supersam Sp. z o.o.; Nordic Park Offices Spółka z ograniczoną odpowiedzialnością Sp. k.; Nordic Park Offices Sp. z o.o.; Akka SCSp; Charlie SCSp; December SCSp; Akka RE Sp. z o.o.; Charlie RE Sp. z o.o.; December RE Sp. z o.o.; IB 14 FIZ Aktywów Niepublicznych; GPRE Management Sp. z o.o.; Lima Sp. z o.o.; Griffin Premium RE Lux S.á r.l.; Ormonde Sp. z o.o.; Emfold investments Sp. z o.o.; Emfold investments Spółka z ograniczoną odpowiedzialnością Sp. k.; Wetherall Investments Sp. z o.o.; Iris Capital Sp. z o.o.; A4 Business Park Iris Capital Spółka z ograniczoną odpowiedzialnością Sp. k.; Wagstaff Investments Sp. z o.o.; West Gate Wrocław Sp. z o.o.; Echo – West Gate Spółka z ograniczoną odpowiedzialnością Sp. k.

B.6 Znaczni akcjonariusze Spółki

Na datę niniejszego Prospektu, Globalworth Holding B.V. posiada 302.973.736 akcji stanowiących 68,43% kapitału zakładowego Spółki i uprawniających do wykonywania 68,43% łącznej liczby głosów na Walnym Zgromadzeniu.

Oprócz wymienionych powyżej Akcjonariusz Większościowy nie posiada żadnych innych praw głosu w Spółce i nie jest w żadnym zakresie uprzywilejowany co do praw głosu.

B.7 Wybrane najważniejsze historyczne informacje finansowe

Wybrane pozycje skonsolidowanego rachunku zysków i strat i skonsolidowanego sprawozdania z całkowitych dochodów

	Za rok zakończony 31 grudnia			**Za okres trzech miesięcy zakończony 31 marca**	
w tys. EUR (chyba że zaznaczono inaczej)	**2017**	**2016**	**2015***	**2018**	**2017**
	(zbadane)	*(niezbadane)*		*(niezbadane)*	
Przychody	**45.805**	**33.901**	**30.276**	**16.776**	**9.677**
Koszty operacyjne	(14.075)	(10.805)	(8.657)	(5.131)	(3.558)
Dochód operacyjny netto	**31.730**	**23.096**	**21.619**	**11.645**	**6.119**
Koszty administracyjne	**(7.821)**	**(4.502)**	**(4.827)**	**(1.189)**	**(1.036)**
Zmiana wartości godziwej	3.199	21.407	30.285	3.179	(22.599)
Inne koszty	(721)	(731)	**(155)**	(125)	(115)
Inne dochody	284	893	**38**	101	79
Zysk przed uwzględnieniem kosztów finansowania netto	**26.671**	**40.163**	**46.960**	**13.611**	**(17.552)**
Koszty finansowe	(9.559)	(22.675)	(11.109)	(5.200)	(3.770)
Dochód finansowy	25.479	422	157	459	15.884
Zysk brutto	**42.591**	**17.910**	**36.008**	**8.870**	**(5.438)**
Podatek dochodowy (koszt)/przychód	(11.271)	(5.672)	(4.346)	(2.269)	308
Zysk	**31.320**	**12.238**	**31.662**	**6.601**	**(5.130)**
Inne całkowite dochody, które mogą podlegać reklasyfikacji do wyniku finansowego w późniejszym okresie					
Różnice kursowe z przeliczenia operacji zagranicznych	10.313	(3.271)	(562)	-	1.629
Inne całkowite dochody	10.313	(3.271)	(562)	-	1.629
Zysk na jedną akcję (w EUR)	**0,20**	**0,09**	**0,24**	**0,04**	**(0,04)**
Całkowite dochody ogółem	**41.633**	**8.967**	**31.100**	**6.601**	**(3.501)**

**Zgodnie z korektą Spółki w związku z dostosowaniem do zasad rachunkowości Globalworth oraz zapewnienia porównywalności ze skonsolidowanymi sprawozdaniami finansowymi za lata zakończone 31 grudnia 2017 r. i 2016 r.; zob. także „Istotne informacje – Prezentacja informacji finansowych i innych."*

Wybrane pozycje skonsolidowanego sprawozdania z sytuacji finansowej

	Na dzień 31 grudnia			**Za okres trzech miesięcy zakończony 31 marca**	
	2017	**2016**	**2015***	**2018**	**2017**
	(w tys. EUR) (zbadane)	*(w tys. EUR niezbadane)*		*(w tys. EUR niezbadane)*	
AKTYWA					
Aktywa trwałe					
Nieruchomości inwestycyjne	680.130	470.380	422.675	740.127	472.177
Kredyty i pożyczki długoterminowe	-	790	523	44	227
Aktywa finansowe przeznaczone do sprzedaży	5.897	-	-	-	-
Pozostałe aktywa długoterminowe	47	-	-	75	-
Pozostałe należności	69	10	-	-	9

Długoterminowe środki pieniężne o ograniczonej możliwości dysponowania	2.958	2.550	2.540	2.958	3.378
Aktywa z tytułu podatku odroczonego	-	7.674	2.096	-	-
	689.101	**481.404**	**427.834**	**749.237**	**475.791**
Aktywa obrotowe					
Kredyty i pożyczki krótkoterminowe	60	-	-	-	7
Należności handlowe i pozostałe	10.634	3.813	6.149	12.965	7.678
Należności z tytułu podatku dochodowego	1	32	31	-	39
Dłużne papiery wartościowe	18.389	-	-	18.567	-
Aktywa finansowe przeznaczone do sprzedaży	4.346	-	-	-	-
Pozostałe aktywa finansowe	-			4.448	-
Środki pieniężne i zrównane z nimi	34.685	16.573	15.146	38.314	14.889
	68.115	**20.418**	**21.326**	**74.294**	**22.613**
SUMA AKTYWÓW	**757.216**	**501.822**	**449.160**	**823.531**	**498.404**
KAPITAŁ WŁASNY I ZOBOWIĄZANIA					
Kapitał zakładowy	156.133	45	-	156.133	133.930
Nadwyżka wartości emisyjnej nad wartością nominalną akcji (agio)	44.026	-	-	44.026	41.259
Pozostałe rezerwy	8.121	-	-	8.121	
Różnice kursowe z przeliczenia	5.171	(5.142)	(1.871)	-	(3.513)
Aktywa netto przypisywane akcjonariuszom	-	41.334	86.349	-	3.944
Zysk zatrzymany	31.320	-	-	43.092	-
Ogółem	**244.771**	**36.237**	**84.478**	**251.372**	**175.620**
PASYWA					
Zobowiązania długoterminowe					
Kredyty bankowe	278.690	252.535	170.582	278.728	239.376
Pozostałe pożyczki	-	137.919	96.166	-	21
Zobowiązania z tytułu podatku odroczonego	19.020	15.658	4.802	20.843	7.958
Gwarancje zatrzymane od wykonawców	537	357	1.656	863	446
Kaucje i zaliczki otrzymane od najemców	5.834	2.991	2.774	6.259	3.484
	304.081	**409.460**	**275.980**	**306.693**	**251.285**
Zobowiązania krótkoterminowe					
Kredyty bankowe	26.202	49.050	80.104	26.817	61.338
Pochodne instrumenty finansowe	-	-	1.308	-	-
Pozostałe pożyczki	165.413	16	-	223.646	-
Gwarancje zatrzymane od wykonawców	508	133	19	342	127
Zobowiązania handlowe i pozostałe	15.238	6.583	6.925	14.207	9.860
Kaucje i zaliczki otrzymane od najemców	270	343	346	375	174
Należny podatek dochodowy	733	-	-	79	-
	208.364	**56.125**	**88.702**	**265.466**	**71.499**
Zobowiązania razem	**512.445**	**465.585**	**364.682**	**572.159**	**322.784**
KAPITAŁ WŁASNY I ZOBOWIĄZANIA RAZEM	**757.216**	**501.822**	**449.160**	**823.531**	**498.404**

** Zgodnie z korektą Spółki w związku z dostosowaniem do zasad rachunkowości Globalworth oraz zapewnienia porównywalności ze skonsolidowanymi sprawozdaniami finansowymi za lata zakończone 31 grudnia 2017 r. i 2016 r.; zob. także „Istotne informacje – Prezentacja informacji finansowych i innych."*

Wybrane pozycje skonsolidowanego sprawozdania z przepływów pieniężnych

	Za rok zakończony 31 grudnia			Za okres trzech miesięcy zakończony 31 marca	
	2017	**2016**	**2015***	**2018**	**2017**
	(w tys. EUR) (zbadane)	*(w tys. EUR) (niezbadane)*		*(w tys. EUR) (niezbadane)*	
Zysk brutto	**42.591**	**17.910**	**36.008**	**8.870**	**(5.438)**
Korekty w celu uzgodnienia zysku brutto do przepływów pieniężnych netto					
Zmiana wartości godziwej nieruchomości inwestycyjnych......................	(3.199)	(21.407)	(30.285)	(3.179)	22.599
Koszty (dochód) finansowania netto.................	(16.469)	22.253	10.952	4.601	(12.114)
Zysk operacyjny przed zmianą kapitału obrotowego	**22.923**	**18.756**	**16.675**	**10.292**	**5.047**
Zmiana stanu należności handlowych i pozostałych	(3.609)	(14)	(667)	(1.158)	(2.786)
Zmiana stanu zobowiązań handlowych i pozostałych	2.671	45	1.377	(822)	339
Zmiana dot. kaucji i zaliczek otrzymanych od najemców i innych	2.052	(806)	2.044	237	204
Rozrachunki z tytułu VAT	1.066	2.086	(1.478)	255	358
Pozostałe pozycje	(1.444)	(865)	4	(47)	(68)
Podatek dochodowy zapłacony	41	(211)	9	(1.085)	4
Przepływy pieniężne z działalności operacyjnej............	**23.700**	**18.991**	**17.964**	**7.672**	**3.098**
Działalność inwestycyjna					
Nabycie nieruchomości inwestycyjnych......................	-	-	(63.773)	-	-
Inwestycje w nieruchomości inwestycyjne..........................	(14.621)	(14.499)	(2.101)	(3.763)	(2.803)
Nakłady na nieruchomości inwestycyjne w budowie	-	(24.966)	(38.356)	-	-
Gwarancja Zapłaty Czynszu (CAPEX)	3.986	-	-	1.191	-
Płatność z tytułu nabycia spółek zależnych pomniejszona o nabyte środki pieniężne	(155.151)	-	-	(55.384)	-
Wpływu z dywidendy............	3	-	-	-	-
Zmiana stanu udzielonych pożyczek	(27.466)	-	(382)	20	-
Odsetki otrzymane.................	32	17	8	16	-
Przepływy pieniężne z działalności inwestycyjnej..........	**(193.217)**	**(39.448)**	**(104.604)**	**(57.920)**	**(2.803)**
Działalność finansowa					
Wpływy z emisji akcji...........	29.129	-	-	-	-
Wpływy z kredytów bankowych	11.098	138.990	106.356	2.095	1.325
Spłata kredytów bankowych...	(8.702)	(87.996)	(27.097)	(1.510)	(2.738)
Wpływy z otrzymanych pożyczek	164.194	4.316	16.475	55.000	1.465
Spłata otrzymanych pożyczek	(1.118)	(24.281)	-	-	-
Płatności pozostałych kosztów finansowania	-	(30)	(20)	-	(8)
Odsetki zapłacone	(7.337)	(8.498)	(8.868)	(1.708)	(1.681)

		Zmiana stanu środków pieniężnych o ograniczonej możliwości dysponowania...... (12.873) (1.388) 4.357 (220) 926				

Zmiana stanu środków pieniężnych o ograniczonej możliwości dysponowania......	(12.873)	(1.388)	4.357	(220)	926
Przepływy pieniężne z działalności finansowej..............	**174.391**	**21.113**	**91.203**	**53.657**	**(711)**
Zmiana stanu środków pieniężnych i zrównanych z nimi netto...................................	**4.874**	**656**	**4.563**	**3.409**	**(416)**
Środki pieniężne i zrównane z nimi na początku okresu..............	10.010	9.961	5.410	15.657	10.010
Różnice kursowe..........................	773	(607)	(12)	-	486
Środki pieniężne i zrównane z nimi na koniec okresu	**15.657**	**10.010**	**9.961**	**19.066**	**10.080**

** Zgodnie z korektą Spółki w związku z dostosowaniem do zasad rachunkowości Globalworth oraz zapewnienia porównywalności ze skonsolidowanymi sprawozdaniami finansowymi za lata zakończone 31 grudnia 2017 r. i 2016 r.; zob. także „Istotne informacje – Prezentacja informacji finansowych i innych.”*

B.8 Wybrane najważniejsze informacje finansowe *pro forma*

Niezbadane informacje finansowe pro forma zostały przedstawione wyłącznie w celach ilustracyjnych zgodnie z Załącznikiem II do Rozporządzenia Komisji 809/2004/WE. Informacje te nie mają na celu przedstawienie jakie byłyby rzeczywiste wyniki działalności lub sytuacji finansowej Spółki gdyby Ostatnie Zakupy zostały zrealizowane na dzień 1 stycznia 2017 r. ani nie musza wskazywać na wyniki lub sytuację finansową Spółki w okresach w przyszłości. Niezbadane informacje finansowe pro forma stanowią informacje przygotowane na podstawie danych szacunkowych i założeń, które zostały uznane za właściwe przez Spółkę. Ze względu na swój charakter, podstawą niezbadanych informacji finansowych pro forma jest sytuacja hipotetyczna a tym samym nie odpowiadają one rzeczywistej sytuacji finansowej lub wynikom operacyjnym Spółki. Założenia wykorzystane dla przygotowania niezbadanych informacji finansowych pro forma mogą okazać się nieprawidłowe.

Tabela poniżej przedstawia jak wyglądałby rachunek zysków i strat za okres dwunastu miesięcy zakończony 31 grudnia 2017 r. gdyby Ostatnie Zakupy zostały dokonane w dniu 1 stycznia 2017 r. Informacje finansowe pro forma zostały zebrane przez zarząd w celu odzwierciedlenia wpływu Ostatnich Zakupów na sytuację finansową Spółki na dzień 31 grudnia 2017 r. oraz na jej wyniki finansowe za rok zakończony 31 grudnia 2017 r. gdyby ostatnie akwizycje zostały dokonane w dniu 1 stycznia 2017 r. W ramach tego procesu zarząd pozyskał informacje na temat sytuacji finansowej i wyników finansowych Spółki ze skonsolidowanego sprawozdania finansowego Spółki za rok zakończony 31 grudnia 2017 r., w stosunku do którego opublikowana została opinia niezależnego biegłego rewidenta.

Skonsolidowany rachunek zysków i strat pro forma za rok zakończony 31 grudnia 2017

(wszystkie kwoty w tys. EUR chyba że zaznaczono inaczej)

	Skonsolidowany rachunek zysków i strat za okres zakończony 31 grudnia 2017 r. (zbadane)	**Nabycie Warta Tower Sp. z o.o. Sp. k.***	**Nabycie Blackwyn Investments Sp. z o.o.***	**Nabycie Spektrum Tower Sp. z o.o.***	**Nabycie portfela EPP ***	**Eliminacja odsetek od pożyczek akcjonariuszy**	**Eliminacja odsetek z tytułu kredytów w bankowych w ramach portfela EPP oraz pożyczek IC**	**Eliminacja odsetek od kredytów w bankowych związanych z Warta Tower**	**Skonsolidowany rachunek zysków i strat pro forma za okres zakończony 31 grudnia 2017 r. (niezbadane)**
Nota		1	2	3	4	5	6	7	
					(w tys. EUR)				
Przychody	45.805	7.264	11.964	5.280	15.258	0	0	0	85.571
Koszty operacyjne.....	(14.075)	(2.287)	(2.502)	(2.338)	(4.680)	0	0	0	(25.882)
Przychody operacyjne netto	**31.730**	**4.977**	**9.462**	**2.942**	**10.578**	**0**	**0**	**0**	**59.689**
Koszty administracyjne	(7.821)	(220)	(206)	(194)	(24)	0	0	0	(8.465)
Zmiana wartości godziwej	3.199	(17.464)	(8.343)	(5.891)	0	0	0	0	(28.499)
Pozostałe koszty	(721)	(11)	(18)	0	(239)	0	0	0	(989)
Pozostałe przychody......	284	4	10	132	0	0	0	0	430
	(5.059)	**(17.691)**	**(8.557)**	**(5.953)**	**(263)**	**0**	**0**	**0**	**(37.523)**
Zysk przed uwzględnieniem kosztów finansowania netto	**26.671**	**(12.714)**	**905**	**(3.011)**	**10.315**	**0**	**0**	**0**	**22.166**
Koszty finansowe	(9.559)	(1.959)	(5.745)	(3.233)	(4.004)	405	3.475	1.959	(18.661)
Przychody finansowe	25.479	3.669	7.914	6.902	471	(995)	(5.597)	(3.625)	34.218
	15.920	1.710	**2.169**	**3.669**	**(3.533)**	(590)	**(2.122)**	(1.666)	**15.557**
Zysk brutto ..	**42.591**	**(11.004)**	**3.074**	**658**	**6.782**	**(590)**	**(2.122)**	**(1.666)**	**37.723**
Podatek dochodowy (koszt)...........	(11.271)	0	850	0	(1.111)	0	0	0	(11.532)
Zysk netto	**31.320**	**(11.004)**	**3.924**	**658**	**5.671**	**(590)**	**(2.122)**	**(1.666)**	**26.191**

** Za okres 12 miesięcy kończący się 31 grudnia 2017 roku, przy założeniu, że transakcja miała miejsce w dniu 1 stycznia 2017 roku. Portfel EPP został opisany w części podstawa dla sporządzenia Informacji Finansowej Pro Forma.*

Skonsolidowane sprawozdanie z sytuacji finansowej pro forma na dzień 31 grudnia 2017 r. – Aktywa

(wszystkie kwoty w tys. EUR chyba że zaznaczono inaczej)

	Skonsolidowane sprawozdanie z sytuacji finansowej na dzień 31 grudnia 2017 r. (zbadane)	Nabycie Warta Tower Sp. z o.o. Sp. k.	Nabycie Blackwyn Investments Sp. z o.o.*	Nabycie Spektrum Tower Sp. z o.o.*	Podwyższenie kapitału zakładowego wskutek przeprowadzenia oferty prywatnej	Skonsolidowane sprawozdanie z sytuacji finansowej pro forma na dzień 31 grudnia 2017 r. (niezbadane)
Nota		**1**	**2**	**3**	**8**	
	(w tys. EUR)					
AKTYWA						
Aktywa trwałe						
Nieruchomości inwestycyjne .	680.130	55.000	140.373	102.000	0	977.503
Kredyty i pożyczki długoterminowe	0	0	0	0	0	0
Aktywa finansowe dostępne do sprzedaży............................	5.897	0	3	4	0	5.904
Pozostałe aktywa długoterminowe	47	1	0	0	0	48
Pozostałe należności	69	0	0	0	0	69
Długoterminowe środki pieniężne o ograniczonej możliwości dysponowania	2.958	0	0	0	0	2.958
Aktywa z tytułu podatku odroczonego	0	0	0	0	0	0
Aktywa trwałe ogółem..........	**689.101**	**55.001**	**140.376**	**102.004**	**0**	**986.482**
Aktywa obrotowe						
Kredyty i pożyczki krótkoterminowe	60	0	0	0	0	60
Należności handlowe i pozostałe	10.634	179	258	299	0	11.370
Należności z tytułu podatku dochodowego	1	0	0	0	0	1
Dłużne papiery wartościowe ..	18.389	0	0	0	0	18.389
Aktywa finansowe dostępne do sprzedaży............................	4.346	0	0	0	0	4.346
Środki pieniężne i ich ekwiwalenty	34.685	2.816	3.525	4.842	219.627	265.495
Aktywa obrotowe ogółem	**68.115**	**2.995**	**3.783**	**5.141**	**219.627**	**299.661**
SUMA AKTYWÓW.............	**757.216**	**57.996**	**144.159**	**107.145**	**219.627**	**1.286.143**

** Nabycie nastąpiło w dniu 22 grudnia 2017, w związku z tym, sprawozdania finansowe spółek posiadających portfel EPP zostały skonsolidowane na dzień 31 grudnia 2017 roku. Portfel EPP został opisany w części podstawa dla sporządzenia Informacji Finansowej Pro Forma.*

Skonsolidowane sprawozdanie z sytuacji finansowej pro forma na dzień 31 grudnia 2017 r. – Kapitał własny i zobowiązania

(wszystkie kwoty w tys. EUR chyba że zaznaczono inaczej)

	Skonsolidowane sprawozdanie z sytuacji finansowej na dzień 31 grudnia 2017 r.	Nabycie Warta Tower Sp. z o.o. Sp. k.	Nabycie Blackwyn Investments Sp. z o.o.*	Nabycie Spektrum Tower Sp. z o.o.*	Podwyższenie kapitału zakładowego wskutek przeprowadzenia oferty prywatnej z uwzględnieniem konwersji zadłużenia	Skonsolidowane sprawozdanie z sytuacji finansowej pro forma na dzień 31 grudnia 2017 r. (niezbadane)
Nota		1	2	3	7	
	(W tys. EUR)					
KAPITAŁ WŁASNY I ZOBOWIĄZANIA						
Kapitał własny						
Kapitał zakładowy	156.133	0	0	0	286.624	442.757
Nadwyżka wartości emisyjnej nad wartością nominalną akcji (agio)	44.026	0	0	0	156.376	200.402
Pozostałe kapitały rezerwowe	8.121	0	0	0	0	8.121
Różnice kursowe z przeliczenia jednostek zagranicznych	5.171	0	0	0	0	5.171
Aktywa netto przypisywane akcjonariuszom	0	0	0	0	0	0
Zyski zatrzymane	31.320	0	0	0	(590)	30.730
Kapitał własny razem	**244.771**	**0**	**0**	**0**	**442.410**	**687.181**
Zobowiązania długoterminowe						
Kredyty bankowe	278.690	0	92.716	65.571	0	436.977
Pozostałe pożyczki	0	6.993	44.821	38.086	(6.993)	82.907
Rezerwa z tytułu odroczonego podatku dochodowego	19.020	0	0	0	0	19.020
Gwarancje zatrzymane od wykonawców..................................	537	0	0	0	0	537
Depozyty otrzymane od najemców.	5.834	339	894	2.062	0	9.129
Zobowiązania długoterminowe razem	**304.081**	**7.332**	**138.431**	**105.719**	**(6.993)**	**548.570**
Zobowiązania krótkoterminowe						
Kredyty bankowe	26.202	0	4.921	0	0	31.123
Pozostałe pożyczki	165.413	50.377	0	0	(215.790)	0
Gwarancje zatrzymane od wykonawców..................................	508	0	0	646	0	1.154
Zobowiązania handlowe i pozostałe	15.238	287	692	780	0	16.997
Depozyty otrzymane od najemców.	270	0	115	0	0	385
Należny podatek dochodowy	733	0	0	0	0	733
Zobowiązania krótkoterminowe razem	**208.364**	**50.664**	**5.728**	**1.426**	**(215.790)**	**50.392**
KAPITAŁ WŁASNY I ZOBOWIĄZANIA RAZEM	**757.216**	**57.996**	**144.159**	**107.145**	**219.627**	**1.286.143**

Element	Opis	Wymogi informacyjne
		* *Nabycie nastąpiło w dniu 22 grudnia 2017, w związku z tym, sprawozdania finansowe spółek posiadających portfel EPP zostały skonsolidowane na dzień 31 grudnia 2017 roku. Portfel EPP został opisany w części podstawa dla sporządzenia Informacji Finansowej Pro Forma.*
B.9	Prognozowane lub szacowane zyski	Nie dotyczy.
B.10	Zastrzeżenia w raporcie biegłego rewidenta	Nie dotyczy. Nie istnieją takie zastrzeżenia.
B.11	Kapitał obrotowy	Spółka uważa, że Grupa posiada kapitał obrotowy wystarczający na jej obecne potrzeby, to znaczy przynajmniej a okres kolejnych dwunastu miesięcy rozpoczynający się w dacie Prospektu.
Dział C – Papiery Wartościowe		
Element	**Opis**	**Wymogi informacyjne**
C.1	Typ papierów wartościowych i kodów identyfikacyjnych	Dopuszczenie do obrotu i notowań na GPW dotyczy Nowych Akcji, które stanowi 286,624,204 nowowyemitowanych akcji zwykłych o wartości nominalnej 1,00 EUR każda i które mają być notowane łącznie z pozostałymi akcjami Spółki pod następującym kodem ISIN: NL00122235980.
C.2	Waluta emisji papierów wartościowych	Nowe Akcje są denominowane w euro.
C.3	Liczba akcji wyemitowanych, wartość nominalna akcji	286.624.204 nowowyemitowanych akcji zwykłych o wartości nominalnej 1,00 EUR każda.
C.4	Prawa związane z papierami wartościowymi	Nowe Akcje zostały wyemitowane na podstawie (i) uchwały Walnego Zgromadzenia podjętej na podstawie propozycji Rady Dyrektorów lub (ii) uchwały Rady Dyrektorów, jeżeli Rada Dyrektorów została upoważniona na mocy uchwały Walnego Zgromadzenie, na czas określony nieprzekraczający pięciu lat, do emisji Akcji. Jeżeli nie postanowiono inaczej w chwili jego udzielenia, upoważnienie nie może zostać odwołane. Uchwała Walnego Zgromadzenia o emisji Akcji lub przyznaniu prawa do objęcia Akcji lub uchwała Walnego Zgromadzenie o upoważnieniu Rady Dyrektorów jako Organu Spółki uprawnionego do emisji Akcji lub do przyznania prawa do objęcia Akcji może zostać podjęta wyłącznie kwalifikowaną większością siedemdziesięciu pięciu procent (75%) oddanych głosów jeżeli dotyczy to emisji Akcji lub przyznania praw do objęcia Akcji stanowiących więcej niż dziesięć procent (10%) łącznej liczby wyemitowanych i istniejących w obrocie Akcji Spółki w dniu podjęcia takiej uchwały. Walne Zgromadzenie wyznaczyło Radę Dyrektorów, na okres upływający 36 miesięcy po Pierwszej Ofercie Publicznej, jako organ korporacyjny upoważniony do emitowania Akcji lub przyznawania praw do objęcia Akcji. Zgodnie z decyzją Walnego Zgromadzenia Rada Dyrektorów może postanowić o emisji Akcji lub przyznaniu praw do objęcia nie więcej niż 10% łącznej liczby akcji wyemitowanych i istniejących w dniu następującym po rozliczeniu oferty w związku z połączeniami i przejęciami oraz sojuszami strategicznymi lub w przypadku połączeń i przejęć oraz sojuszów strategicznych oraz nie więcej niż dodatkowo 5% po rozliczeniu w stosunku do akcji

		wyemitowanych w ramach programu wynagrodzeń („**Pierwsze Upoważnienie do Emisji Akcji**”). Oprócz Pierwszego Upoważnienia do Emisji Akcji, Walne Zgromadzenie powołało Radę Dyrektorów na okres upływający 36 miesięcy od dnia 26 kwietnia 2018 r. jako organ upoważniony do emisji Akcji lub przyznawania praw do objęcia nie więcej niż 350.000.000 Akcji („**Dodatkowe Upoważnienie do Emisji Akcji**” a łącznie z Pierwszym Upoważnieniem do Emisji Akcji, „**Upoważnienie do Emisji Akcji**”). Cena minimalna za Akcję w ramach Dodatkowego Upoważnienia do Emisji Akcji równa jest wartości określonej jako Potrójna Wartość Aktywów Netto EPRA (*ang. EPRA Triple Net Asset Value*) (EPRA NNNAV), przedstawionej w sprawozdaniu rocznym Spółki za okres 12 miesięcy upływający 31 grudnia 2017 r., tj. 1,57 EUR. Upoważnienie do Emisji Akcji może być okresowo przedłużane na mocy uchwały Walnego Zgromadzenie na okres nie dłuższy niż pięć lat. Statut stanowi, że prawo poboru może zostać ograniczone lub wyłączone na mocy uchwały Walnego Zgromadzenia na wniosek Rady Dyrektorów. Uchwały zaproponowane Walnemu Zgromadzeniu dotyczące ograniczenia lub wyłączenia prawa poboru powinny zawierać pisemne uzasadnienie uchwały oraz proponowanej ceny emisyjnej. Walne Zgromadzenie może także przekazać swoje uprawnienie Radzie Dyrektorów na okres nie dłuższy niż pięć lat oraz wyłącznie jeżeli Rada Dyrektorów jest w danym czasie także upoważniona do emisji Akcji. Jeżeli uprawnienie to zostanie przekazane Radzie Dyrektorów, Rada Dyrektorów może ograniczyć lub wyłączyć prawa poboru. Jeżeli mniej niż połowa wyemitowanego kapitału jest reprezentowana na Walnym Zgromadzeniu, wymagana jest większość dwóch trzecich oddanych głosów dla podjęcia uchwały Walnego Zgromadzenia o ograniczeniu lub wyłączeniu prawa poboru lub przekazania jego uprawnień Radzie Dyrektorów. Ponadto uchwała Walnego Zgromadzenia o ograniczeniu lub wyłączeniu prawa poboru lub o przekazaniu tego uprawnienia Radzie Dyrektorów może zostać podjęta wyłącznie kwalifikowaną większością siedemdziesięciu pięciu procent (75%) oddanych głosów jeżeli dotyczy to emisji Akcji (lub przyznania praw do objęcia Akcji) stanowiących więcej niż dziesięć procent (10%) łącznej liczby wyemitowanych i istniejących w obrocie Akcji Spółki w dniu podjęcia uchwały. Jeżeli w danym upoważnieniu nie zostanie postanowione inaczej, powołanie nie może zostać wycofane. Walne Zgromadzenie powołało Radę Dyrektorów, na okres upływający 36 miesięcy po Pierwszej Ofercie Publicznej, jako organ korporacyjny upoważniony do ograniczania lub wyłączania prawa poboru w związku z emisją Akcji, które zostaną wyemitowane na podstawie Pierwszego Upoważnienia do Emisji Akcji. Ponadto Walne Zgromadzenie powołało Radę Dyrektorów, na okres upływający 36 miesięcy od dnia 26 kwietnia 2018 r., jako organ korporacyjny upoważniony do ograniczania lub wyłączania prawa poboru w związku z emisją Akcji, które zostaną wyemitowane na podstawie Dodatkowego Upoważnienia do Emisji Akcji.
C.5	Ograniczenia swobodnej zbywalności papierów wartościowych	Zbywalność Nowych Akcji nie jest ograniczona.
C.6	Notowanie i dopuszczenie do obrotu	Nowe Akcje będą przedmiotem dopuszczenia i wprowadzenia do obrotu na rynku podstawowym Giełdy Papierów Wartościowych w Warszawie.
C.7	Polityka dywidendy	Zgodnie z postanowieniami Aktu Założycielskiego Emitenta polityką dywidendy Spółki jest wypłata co pół roku nie mniej niż 90% wyniku z działalności operacyjnej za dany okres do podziału pomiędzy jej akcjonariuszy. Spółka planuje regularne wypłaty dywidendy, a pierwsza wypłata dywidendy planowana jest na rok 2018 z wyniku z działalności operacyjnej pomniejszonego o koszty finansowania bankowego za okres od zakończenia Pierwszej Oferty Publicznej.

<table>
<tr><td colspan="3">Dział D – Ryzyko</td></tr>
<tr><td>Element</td><td>Opis</td><td>Wymogi informacyjne</td></tr>
<tr><td>D.1</td><td>Główne czynniki ryzyka dotyczące działalności Spółki i branży, w której prowadzi ona działalność</td><td>Ryzyka związane z warunkami makroekonomicznymi, politycznymi i otoczeniem prawnym w Polsce

Ryzyka polityczne, gospodarcze i prawne dotyczące Polski, jej krajów ościennych i Unii Europejskiej mogą wywrzeć istotny niekorzystny wpływ na Grupę.

Lokalizacja nieruchomości Grupy narażona jest na ryzyka regionalne, które mogą skutkować częściową utratą ich atrakcyjności.

Polski rynek nieruchomości charakteryzuje się wysoką konkurencyjnością.

Polski rynek nieruchomości jest cykliczny.

Zmiany przepisów podatkowych lub ich interpretacji mogą wpływać na sytuację finansową Grupy oraz przepływy pieniężne dostępne dla Grupy.

Ryzyka związane z działalnością Grupy

Grupa może nie zrealizować swojej strategii.

Grupa narażona będzie na różnego rodzaju ryzyka związane ze statusem REIT po konwersji na fundusz inwestycyjny typu REIT.

Wycena nieruchomości jest z natury subiektywna i niepewna oraz dokonywana jest na podstawie założeń, które mogą okazać się niedokładne lub mogą podlegać czynnikom będącym poza kontrolą Grupy oraz podlega wahaniom.

Znaczące wahania wartości godziwej nieruchomości wynikające ze zmiany wyceny mogą istotnie wpływać na skonsolidowany bilans i rachunek wyników Grupy.</td></tr>
<tr><td>D.3</td><td>Główne czynniki ryzyka charakterystyczne dla papierów wartościowych</td><td>Ryzyko, że Akcje nie będą podlegały dopuszczeniu do obrotu lub notowań na rynku regulowanym (rynku podstawowym) GPW.

W przypadku naruszenia lub domniemanego naruszenia przepisów prawa w związku z Ofertą Prywatną albo wnioskiem o dopuszczenie i wprowadzenie Akcji do obrotu na rynku regulowanym KNF może między innymi zakazać lub zawiesić Ofertę Prywatną oraz wydać postanowienie o zawieszeniu wniosku lub zakazaniu wnioskowania o dopuszczenie i wprowadzenie Akcji do obrotu na rynku regulowanym.

Obrót Akcjami na GPW może zostać zawieszony.

Jeżeli Spółka nie spełni wymagań określonych w regulaminie GPW lub przepisach Polskiej Ustawy o Ofercie Publicznej, Akcje mogą zostać wykluczone z obrotu na GPW.</td></tr>
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RISK FACTORS

Prospective investors should carefully review and consider the following risk factors and the other information contained in this Prospectus prior to making any investment decision with respect to the Shares. The occurrence of one or more of these risks alone or in combination with other circumstances may have a material adverse effect on the Group's business, cash flows, financial condition, results of operations or prospects, with a consequential adverse effect on the market value of the Shares or on the Company's ability to make distributions to its shareholders.

Even though the following risk factors cover all risks the Company currently believes to be material, the risks discussed below may, in retrospect, turn out not to be complete or prove not to be exhaustive and therefore may not be the only risks to which the Group is exposed. The order in which the risks are presented below does not reflect the likelihood of their occurrence nor the magnitude or significance of the individual risks. Additional risks and uncertainties of which the Company is not currently aware or which it does not consider significant at present could likewise have a material adverse effect on the Group's business, cash flows, financial condition, results of operations or prospects. The market price of the Shares could fall if any of these risks were to materialize, in which case investors could lose all or part of their investment.

Risk Factors Relating to the Macroeconomic, Political and Legal Environment in Poland

Political, economic and legal risks associated with Poland, its neighboring countries and the European Union could have a material adverse effect on the Group

All of the Group's revenues are attributable to operations in Poland, which is a market subject to greater risk than more developed markets such as, for example, Germany. Poland still presents various risks to investors, such as instability or changes in national or local government authorities, changes to business practices or customs, and changes in taxation legislation or regulation. In particular, the Group may be affected by rules and regulations regarding foreign ownership of real estate. Such rules may change quickly and significantly and, as a result, impact the Group's ownership and may cause it to lose property or assets without legal recourse. Since the October 2015 parliamentary elections in Poland, the new government has initiated a number of new legislative measures affecting key institutions in Poland, introducing new taxes (such as a tax on financial institutions and a commercial tax) and imposing a ban on retail sales on two Sundays per month.

In addition, adverse political or economic developments in neighboring countries could have a significant negative impact on, among other things, gross domestic product, foreign trade or economies in general of individual countries. The region in which the Group operates have experienced and may still be subject to potential political instability caused by changes in governments, political deadlock in the legislative process, tension and conflict between federal and regional authorities, corruption among government officials and social and ethnic unrest. In particular, the armed conflict in the territory of Ukraine and uncertainties regarding the relationship with Russia may affect the attitude of investors towards the regional real estate market and their willingness to invest in companies with operations and assets in the countries neighboring with Ukraine and Russia.

Moreover, it cannot be foreseen whether the real estate market in Poland will continue to evolve favorably to the Issuer particularly because of the currently uncertain economic situation in Europe. Furthermore, the economic development of the European Union is at risk, for example due to high government debt in some countries, such as Greece, Cyprus, Portugal, Spain and Ireland. The economic development of the European Union is also at risk due to the outcome of the referendum held in the United Kingdom in June 2016, in which the majority of voters voted for the United Kingdom to leave the European Union. The outcome of the referendum has created an uncertain political and economic environment in the European Union that may last for a number of months or years and that may lead to other member states deciding to leave the European Union or the Eurozone. These developments, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, and may significantly reduce global market liquidity and restrict the ability of key market participants to operate in certain financial markets. The United Kingdom will leave the European Union on 29 March 2019 and it is currently not possible to determine with certainty the impact that such exit will have on the global economy and on the Group. Excessive public debt in the European Union could result in rising taxes, lower economic output, resurfacing of the Eurozone crisis and a declining proclivity to invest among private and institutional investors. Similar effects could be triggered by deflation. This instability, together with the resulting market volatility, entails a risk of contagion even for economically sound countries like Poland and may spread to the Polish financial sector and the Polish real estate market. The Group has no influence over any of these macroeconomic and political developments or other general trends, but may be severely adversely affected by them.

Any adverse revisions to Poland's ratings by international rating agencies may adversely impact the Group's ability to raise additional financing and the interest rates and other commercial terms under which such additional financing is available. This could hamper our ability to obtain financing for capital expenditures and to refinance or service our indebtedness, which could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group may not be able to realize its expected rates of return if the real estate markets in Poland become saturated and competition increases. Real estate markets may reach saturation if the supply of properties exceeds demand, including when foreign investors will select countries with a more stable economic, political and tax system. Saturation in these markets would result in an increase in vacancy rates and/or a decrease in market rental rates and sale prices. If vacancy rates rise and/or market rental rates decrease, the Group may not be able to realize its expected rates of return on its projects or may be unable to let or sell its properties at all, which could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The materialization of any of the foregoing risks would have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The locations of the Group's properties are exposed to regional risks and could lose some of their appeal

Each real estate location is affected on the one hand by macro-economic developments in Poland and on the other hand also by the unique conditions in the relevant regional markets in which the assets are located, including Warsaw, Wrocław, Łódź, Kraków, Katowice and Gdańsk. The Group's real estate portfolio focuses on office and High-street mixed-use premises, which significantly exposes the Group to negative developments in those segments of the real estate market in the regional markets where the Group operates, including intensified competition or increased saturation (see "*Market Overview*").

Insolvencies, close-downs or moves of large companies or companies from individual or several sectors as a consequence of adverse developments or for other reasons could have a negative effect on the economic development of the location in question and, consequently, on the Group's portfolio as a whole. The Group has no control over such factors. Negative economic developments at one or more of the regional markets could reduce the Group's rental income or result in a loss of rent, stemming from a number of tenants being unable to pay their rent in full or in part, as well as cause a decline in the market value of the Group's properties, which may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Polish real estate market is highly competitive

The Polish real estate market is currently characterized by competition between local, regional, national and international investors. The Group has been faced with a wide range of competitors in all areas of its business activities. The Group's business strategy and objective are to strengthen its current portfolio of real estate properties to generate stable returns to investors. Any purchases or contributions as part of capital increases against contributions in kind are only feasible if appropriate real estate portfolios or individual properties are available in the market at reasonable prices. Given the large number of market participants, and the size and fragmentation of the Polish real estate market on which the Group operates, the Group is subject to intense competition that could further intensify in the future in the course of possible industry consolidation, or as a result of potential additional competitors entering the market. Some of the Group's competitors have substantially greater financial resources or better financing opportunities, have larger or more diversified real estate holdings or, conversely, have more target-group-specific real estate holdings due to their greater specialization, or hold other competitive advantages over the Group.

The competition which the Group faces could, for example, result in a drop in rental income or sales proceeds in the future, particularly if the rental market experiences increasing saturation. On the other hand, when purchasing real estate portfolios, the competitive pressure and possible industry consolidation could drive purchase prices significantly upwards and make it difficult or even impossible for the Group to acquire additional real estate at acceptable market prices. This might jeopardize the implementation of Group's business strategy.

If the Group is unable to withstand the competition or sufficiently distinguish itself from its competitors, this may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Polish real estate market is cyclical

The Polish real estate market is cyclical. Consequently, the number of projects completed in Poland has varied from year to year, depending on, among other things, general macro-economic factors, changes in the demographics of specific metropolitan areas, availability of financing and market prices of existing and new projects. Typically, growing demand results in greater expectations regarding the achieved profits and an increase in the number of new projects, as well as increased activity on the part of the Group's competitors. Because of the significant lag time between the moment a decision is taken to construct a project and its actual delivery, due in part to the protracted process of obtaining the required governmental consents and construction time, there is a risk that once a project is completed, the market will be saturated and the developer will not be able to lease or sell the project with the anticipated level of profits. An upturn in the market is typically followed by a downturn as new developers are deterred from commencing new projects due to reduced profit margins. There can be no assurance that during a downturn in the market the Group will be able to continue to operate its projects as planned.

All such events may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Changes in tax laws or their interpretation could affect the Group's financial condition and the cash flows available to the Group

Tax regulations in Poland are complex and are subject to frequent changes. The tax law practice of the tax authorities is not homogenous and there are rather significant discrepancies between the judicial decisions issued by administrative courts in tax law matters. This also pertains to VAT regulations applicable to the acquisition of real estate and may lead to a situation in which VAT, generally amounting to 23% of the sale price of a real estate property, would not be refunded to a Group Company as input tax despite the expectation of a refund by such Company when it acts as a purchase of real estate. There is a risk that the subject of the acquisition may be effectively reclassified by the tax authorities as an organized part of the business and instead of being subject to VAT, the sale of an organized part of business may be subject to a civil transaction tax in the amount of 2% of the price payable by the purchaser based on the net market value of assets subject to sale. Depending on the wording of the provisions of the agreements related to the purchase of the property, there is a risk that if the purchaser of the property does not obtain a refund of the amount of the VAT paid, he will have to claim such amount from the seller, but no assurance may be made that the purchaser will be able to in fact recover such amount.

One may not exclude the risk that the specific individual tax interpretations already obtained and applied by the Group will be changed or deprived of their protective power, which could lead to tax exposures on the side of the Group. There is also a risk that if new tax law regulations are introduced, the Group will need to take actions to adjust thereto and possibly make changes in its corporate group structure, which may result in increased costs related to compliance with the changed or new regulations.

In light of the foregoing, there can be no assurance given that the tax authorities will not question the accuracy of tax reporting and tax payments made by the Group, in the scope of tax liabilities not barred by the statute of limitations, and that they will not determine tax arrears of the Group, which may have a material adverse effect on the business, financial standing, growth prospects or results of the Group.

Please note that starting from 15 July 2016, the General Anti-Abuse Rules ("**GAAR**") entered into force in Poland. GAAR applies to the tax benefits (exceeding PLN 100 thousand) gained following the day of entering these rules into force.

GAAR allows the tax authorities to disregard for tax purposes a legally valid transaction (relationship), if the primary aim of the transaction was tax avoidance – where "tax avoidance" is interpreted as "as an act (or series of acts) applied primarily in order to receive tax benefit, which in certain circumstances defeats the object and purpose of the tax act, provided the way of conduct in the particular case was artificial".

The way of conduct is considered artificial if, according to the existing circumstances, it would not be applied by an entity, which acts reasonably and is directed to lawful purposes other than tax benefits contradictory to the object and purpose of a tax act. In order to asses if a particular act was artificial, attention should be paid especially to: (i) unjustified split of an operation, (ii) involvement of intermediary entities without business substance, (iii) elements directed to achieve a result identical or similar to the initial state of facts, (iv) elements compensating or excluding each other, (v) economic risk exceeding the planned benefits other than tax benefits to the degree, that it must be decided that a rational entity would not have chosen this way of conduct.

A transaction shall be considered to have been carried out primarily with a view to generating a tax benefit where the other economic or commercial objectives behind the transaction as named by the taxpayer should be considered negligible.

A tax benefit refers to a situation in which:

1) a tax liability has not arisen, the date when a tax liability arises has been deferred or the tax liability has been reduced, or a tax loss has been incurred or overstated;

2) a tax overpayment or a right to claim a tax refund has arisen, or the amount of a tax overpayment or the amount of tax to be refunded has been increased.

Please note that the GAAR regulations have been introduced to the Polish tax law recently, and therefore it is hard to currently predict how this regulation will be interpreted by the tax authorities and administrative courts and applied in practice. If the tax authorities determine that pursuant to the GAAR regulations a transaction performed by the Group Companies should be subject to a less favorable tax approach, it cannot be excluded that such determination may adversely affect the Group's financial position, results or the market price of the Shares.

Furthermore, on 1 September 2016, the Act of 6 July 2016 on Retail Sales Tax came into force. Retail sellers are the taxpayers of such- tax. The tax is calculated on the revenues achieved on retail sales. Retail tax should be imposed on the excess of such revenues over the amount of PLN 17 million. The tax has two rates, one for sales between PLN 17 million and PLN 170 million, and one for sales above PLN 170 million per month. The two rates are 0.8% and 1.4%, respectively. Generally, the taxable amount should be determined on the basis of the volume of sales recorded with the use of cash registers, and should not include output VAT. The tax should be paid monthly no later than by 25th day of the following month.

On 19 September 2016, the European Commission ordered that Poland suspends the collection of such retail tax, as it breaches the EU's state aid rules as it in effect grants selective advantages to small retailers. As a result, collection of such tax was suspended. In accordance with the amendment to the Retail Sales Tax Act of 12 October 2017, the provisions of the act shall apply to the revenues on retail sales obtained after 1 January 2019. The imposition of such tax on certain of the Group's retail tenants could have a negative effect on their financial position and could potentially affect their ability to make timely payments of their rent and other obligations under the lease agreements entered into with the Group, which could adversely affect the Group's operations, financial position, development prospects, results or the market price of the Shares.

Moreover, on 1 January 2018, new regulations of the CIT Act relating to the taxation of commercial real estate (e.g. office buildings and trade and service buildings, such as shopping centers, department stores, stand-alone stores and boutiques, etc.) were introduced. The above tax refers to properties the initial value of which exceeds PLN 10 million. The tax rate amounts to 0.035%. The tax base is the income corresponding to the initial value of an initial fixed asset determined as at the first day of each month resulting from the records, reduced by the amount of PLN 10 million. However, taxpayers may deduct the amount of the above tax from advances on their corporate income tax. As a result, if a taxpayer generates sufficient income from which the new tax may be deducted, the imposition of this tax will not result in an overall increase in the tax burden. This may, not be the case, however, with respect to all of the tenants of the Group and should the imposition of this tax have a negative consequence on any of the tenants, this could potentially affect their ability to make timely payments of their rent and other obligations under the lease agreements entered into with the Group, which could adversely affect the Group's operations, financial position, development prospects, results or the market price of the Shares.

In addition to the above, on 1 January 2018, new regulations under the CIT Act relating to the tax-deductibility of borrowing costs in respect of debt financing (including loans granted by unrelated parties) were introduced. The statutory limit was set at the level of 30% of a ratio that refers to any costs of debt financing such as interest, commissions, fees, bonuses or interest component of lease instalments. The statutory limit does not apply to the excess of debt financing costs over interest income in the portion no greater than PLN 3,000,000 in the tax year. Borrowing costs which may not be deducted due to exceeding of statutory limit may be deducted in the following five tax years (within the amounts of the statutory limit).

Inconsistencies in the practice of the Polish tax authorities and judicial decisions in the area of tax law are not unusual. As a consequence, there is a risk that the Polish tax authorities may issue quite unexpected or even contradictory decisions in individual tax cases or rulings.

Due to frequent changes, which may have a retroactive effect, as well as due to the existing inaccuracies, the lack of a uniform interpretation of tax law and the relatively long period of limitations for tax liabilities, the risk related to the incorrect application of tax regulations in Poland may be higher than in the legal systems of more developed markets. As a result, the Group faces the risk that its activity in selected areas could be unsuited to the changing regulations and the changing practice in their application. Due to the foregoing, potential disputes with the Polish tax authorities cannot be ruled out, and, consequently, these tax authorities could challenge the tax settlements of the Group Companies regarding non-time-barred tax liabilities (including the due performance of the tax remitter's obligations by the Group Companies) and the determination of tax arrears for these entities. Any possible decisions, interpretations (including changes to the interpretations received by the Group Companies) and rulings unfavorable to the Group Companies may have a material adverse effect on the Group's business, financial condition and results of operations.

Moreover, in relation to the cross-border nature of the Group's business, the international agreements, including the double tax treaties, to which the Republic of Poland is a party, also have an effect on the Group's business. Different interpretations of the double tax treaties by the tax authorities as well as any changes to these treaties may have a material adverse effect on the business, financial standing or results of the Group or the price of the Shares.

The Group is subject to the risk of deteriorating general conditions for financing real estate acquisitions and refinancing existing real estate holdings

The Group intends to finance the future acquisition or contribution of real estate indirectly via property companies, potentially through bank loans, and therefore relies on the willingness of credit institutions to finance investments at suitable terms and conditions, including the furnishing of collateral. This applies likewise in the case of pending loan extensions or the refinancing of loans.

The general conditions for financing property acquisitions as well as refinancing property holdings are continually changing. The attractiveness of financing options depends on a wide variety of constantly shifting factors over which the Group has no influence and any of which could deteriorate significantly in the future. These include e.g. the interest rates on financing, the maximum amount financed, the covenants set forth in its financing documentation, the general tax environment as well as the assessment by credit institutions of the value of the properties and their ability to retain value as collateral for loans, or their assessment of the macro-economic environment. The occurrence or worsening of crises in international financial markets resulting, e.g. from threats to the continued existence or insolvency of banks vital to the banking system in the euro zone, or stepped-up regulatory requirements for the capital adequacy of banks, or specific requirements regarding a company rating, which the Company does not have to date, could also force credit institutions to reduce their risk and therefore their lending commitments. Any deterioration in financing offers could considerably limit the Group's business activities in relation to the acquisition and disposal of real estate.

If the Polish real estate market in general, or the Group or a potential buyer for the Group's properties in particular, were to fail to have sufficient funds available for debt financing, this could prevent real estate investments, real estate purchases and sales, financing arrangements, or loan extensions from taking place, or even necessitate foreclosure sales on the part of the Group on unfavorable terms.

The occurrence of one or more of the aforementioned risks associated with the Group's debt financing could have a material adverse effect on the business, financial standing or results of the Group Companies or the price of the Shares.

The Group's results could be negatively affected by the introduction of restrictions on retail trading on Sundays

Pursuant to the act of 10 January 2018 regarding restrictions on retail trading on Sundays and public holidays and on certain other days (the "**Act on Restricted Trading on Sundays**"), on Sundays and public holidays, retail outlets are prohibited: (i) to trade and to perform any activities related with trading; and (ii) to commission employees or any hired staff to work in retail trade, provided that such ban does not, in principle: apply: (a) on two consecutive Sundays preceding the first day of the Christmas holidays; (b) on a Sunday directly preceding the first day of Easter holidays; and (c) on the last Sunday in January, April, June and August. Under the Act on Restricted Trading on Sundays anyone who, in breach of the ban on trading and performance of any activities related to trading on Sundays or public holidays, commissions any work to an employee or any hired staff is subject to a fine of between PLN 1,000 and PLN 100,000.

Pursuant to the Act on Restricted Trading on Sundays, the ban on trading on Sundays came into force on 1 March 2018, although in the period from 1 March 2018 to 31 December 2018 the ban does not apply, in principle, to the first and last Sunday of each calendar month, and in the period from 1 January 2019 to 31 December 2019 the ban will not apply, in principle, to the last Sunday of each calendar month.

The introduction of restricted trading on Sundays in Poland may result in a significant decrease of sales revenues of some of the Group's lessors, as the decrease of demand of their customers will not be offset by the potential decrease of operating costs and greater demand, if any, on the remaining days of the week or increased sales on the internet. Consequently, the laws restricting Sunday trading, including on the terms as specified in the Act on Restricted Trading on Sundays could have a material adverse effect on the business, financial standing or results of the Group Companies or the price of the Shares.

The Group is exposed to risks related to the shift in the retail business market towards alternative shopping channels

Retail companies make up one of the Group's largest High-street tenant groups and the Group derives significant rental income from retail tenants. Increased competition from alternative shopping channels, such as internet-based retailers and mail order companies, may continue to have an effect on consumer spending levels at the Group's retail tenants. If the retail business model changes in a way that reduces retail companies' demand for real estate space, the Group's property portfolio could experience an increase in vacancy rates and/or lower like-for-like rental growth. For example, a further shift to digitalization, e-commerce and multi-channel retailing may decrease demand for retail space and make it more difficult for the Group to find suitable tenants and to re-let its available retail space, ultimately increasing the vacancy rate and/or reducing like-for-like rental growth of the property portfolio. This could have a material adverse effect on the business, financial standing or results of the Group Companies or the price of the Shares.

Changes in laws could adversely affect the Group

The Group's operations are subject to various regulations in Poland, such as fire and safety requirements, environmental regulations, labor laws, and land use restrictions. If the Group's projects and properties do not comply with these requirements, the Group may incur regulatory fines or damages.

Moreover, there can be no assurance that if perpetual usufruct fees in Poland are increased, the Group will be able to pass such costs onto its tenants in the form of increased service charges as such increase might lead to a given property becoming less competitive as compared to properties not situated on land subject to perpetual usufruct fees.

Furthermore, the imposition of more strict environmental, health and safety laws or enforcement policies in Poland could result in substantial costs and liabilities for the Group and could subject the properties that the Group owns or operates (or those formerly owned or operated by the Group) to more rigorous scrutiny than is currently applied. Consequently, compliance with these laws could result in substantial costs resulting from any required removal, investigation or remediation, and the presence of such substances on the Group's properties may restrict its ability to sell the property or use the property as collateral.

New, or amendments to existing, laws, rules, regulations, or ordinances could require significant unanticipated expenditures or impose restrictions on the use of the properties and could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Unlawful, selective or arbitrary government actions may impact the Group's ability to secure the agreements, contracts and permits required for it to develop its projects

Government authorities in Poland have a high degree of discretion and may not be subject to supervision by other authorities, requirements to provide a hearing or prior notice or public scrutiny. Therefore, government authorities may exercise their discretion arbitrarily or selectively or in an unlawful manner and may be influenced by political or commercial considerations. Such discretion may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group's assets and employees may become adversely affected by crime and corruption

Organised crime, including extortion and fraud, may pose a higher risk to businesses in Poland compared to certain businesses in Western Europe. The Group's property and employees may become targets of theft, violence and/or extortion. Threats or incidents of crime may force the Group to cease or alter certain activities or to liquidate certain investments, which may cause losses or have other negative impacts. Moreover, corruption and money laundering may be problems that may be more acute in Poland compared to certain countries in Western Europe.

Moreover, certain activities in the real estate sector have, from time to time, been subject to allegations of embezzlement of cash in connection with arranging large scale real estate transactions. Although the Group is currently not aware of any such fraud taking place within its business and has taken precautionary measures to reduce the risk as much as possible, it may become the target of fraud or other ill behaviour.

Such problems may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The land and mortgage registry systems in Poland are non-transparent and inefficient, and the Group's properties may be subject to restitution claims

The land and mortgage registry systems in Poland are non-transparent and inefficient, which may, inter alia, result in delays in the land acquisition process and the registration of many plots into one consolidated plot, which is a requirement before certain projects can be developed. This inefficiency could have a material adverse effect on the business, cash flows, financial condition, results of operations or prospects of the Group.

Moreover, the Group may be exposed to the inherent risk related to investing in real estate situated in Poland resulting from the unregulated legal status of some of such real properties. Following the introduction of nationalization in Poland, during the post-war years, many privately-owned properties and businesses were taken over by such states. In many cases, the requisition of the property took place in contravention of prevailing laws. After Poland moved to a market economy system in 1989-1990, many former property owners or their legal successors took steps to recover the properties or businesses lost after the war or to obtain compensation. For many years, efforts have been made to regulate the issue of restitution claims in Poland. Despite several attempts, no act comprehensively regulating the restitution process has been passed. Under the current law, former owners of properties or their legal successors may file applications with the authorities for the administrative decisions under which the properties were taken away from them to be revoked. As of the date of this Prospectus, the Group is not aware of any proceedings underway seeking the invalidation of administrative decisions issued by the authorities concerning properties held by the Group. There is no guarantee, however, that restitution claims may not be brought against the Group in the future, and this could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group's claims to the titles to properties may be subject to challenge in certain cases, and permits in relation to such properties may have been obtained in breach of applicable laws

It may be difficult or, in certain cases, impossible for the Group to establish with certainty that the title to a property has been vested in a relevant Group Company as real estate laws in Poland are complicated and often ambiguous and/or contradictory and the relevant registries may not be reliable. For example, under the laws of Poland, transactions involving real estate may be challenged on many grounds, including where the seller or assignor to a given property did not have the right to dispose of such property, for a breach of the corporate approval requirements by a counterparty or a failure to register the transfer of a title in an official register, when required. Also, even if a title to real property is registered, it may still be contested. Therefore, there can be no assurance that the Group Company's claim to a title would be upheld if challenged. Further, it is possible that permits, authorizations, re-zoning approvals or other similar decisions may have been obtained in breach of applicable laws or regulations. Such matters would be susceptible to subsequent challenge. For instance, there is a risk that even though the Group Companies possess final occupancy permits allowing the operation of the relevant buildings, such permits could be revoked by the relevant authorities in the future, preventing the operation of those buildings. Similar issues may arise in the context of compliance with privatization procedures and auctions related to the acquisition of land leases and development rights. It may be difficult, or impossible, to monitor, assess or verify these concerns. The Group Companies may also be deprived of title to their real properties as result of expropriation. The Polish Constitution provides that property (including real property) may be expropriated for "public needs" only (e.g., for the construction of objects serving communication, environmental protection, or monument protection needs, or for installing utilities or the occupation of property for military/defense purposes) and for fair compensation. If any of these permits, authorizations, re-zoning approvals or other similar requirements were to be challenged, this may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Risk Factors Relating to the Group's Business

The Group may fail to implement its strategy

The Group is in the process of implementing its strategy pursuant to which it plans to generate stable returns to investors and to strengthen its current portfolio of real estate properties by acquiring additional real estate properties that meet its stringent investment criteria.

As a result, certain properties and qualities of the portfolio may change in terms of geographic split, as well as the portfolio's split by asset classes. As a result, various metrics of the Group's business and recurring cash flows derived from rental income may change. Moreover, no assurance can be given that the Group's property portfolio or future investment strategies affected pursuant to the Group's strategy will enhance the value of its property portfolio and increase the Group's profitability. In particular, the success of the Group's business strategy relies on assumptions and contingencies that may prove to be partially or wholly incorrect and/or inaccurate. This includes assumptions with respect to the level of profitability of the acquisition targets to be completed in the future and investment criteria which have been developed by the Group for the purpose of achieving the expected level of returns on the acquired properties.

On 9 March 2017 the Issuer entered into the Acquisition Agreement to purchase various real estate properties. Under the terms of the Agreement, the completion of the acquisition of the Acquisition Assets remains subject to the satisfaction or waiver of certain conditions precedent. See "*Business of the Issuer – Material Agreements –*

Material agreements related to the acquisitions of Acquisition Assets." Therefore, the Issuer cannot give any assurance that it will be able to successfully complete the purchase of any of the Acquisition Assets.

The Group may fail to achieve its major goals due to internal and external factors of a regulatory, legal, financial, social or operational nature, some of which may be beyond the Group's control. In particular, volatile market conditions, a lack of capital resources needed for expansion and the changing price of available properties for sale in the relevant markets may hinder or make it impossible for the Group to implement the core elements of its strategy. Moreover, expanding its presence in the asset management sector may be hindered or even impossible due to increasing competition from other real estate managers and investors in the real estate market.

Although the Company's shareholders have been supportive of the Company's strategy in the past, there can be no assurance that they will continue to do so at an equivalent level as in prior years or at all. In addition, there can be no assurance that the Majority Shareholder will continue to support the Group's current strategy, continue to view the Company as an investment vehicle in Poland in the future and/or remain the Company's shareholder.

Should the Group experience these or other challenges, the Group may be unable to implement its strategy fully or at all; it may decide to change, suspend or withdraw from its strategy or development program, and it may be unable to achieve, or it could encounter delays in achieving, the planned synergies and desired benefits from its strategy and development program. This could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group would face various risks associated with a REIT status following its conversion into a REIT

The Company may consider a potential conversion of its structure into a real estate investment trust ("**REIT**") once the necessary legislation is adopted in Poland. See, "*Group Structure – Potential future conversion into a REIT.*" Currently, legislative efforts have stalled in Poland in connection with the drafting of a law that would provide for the establishment of REITs. The latest draft of the REIT regulations (the "**REIT Act**") was presented by the Polish Minister of Finance in April 2018 and continues to be discussed. However, it is currently unclear if the REIT Act will be adopted and in which form. In particular, the current draft of the REIT Act provides that to qualify as a REIT, a trust would have to invest primarily in residential properties. The Company currently does not hold residential properties and would therefore not qualify as a REIT under the current draft.

Therefore, no assurance can be given as to whether the Group will be able to comply with the provisions of such act to obtain and maintain REIT status. Moreover, under the terms of its credit facility agreements, the Company would have to obtain consent from its lenders to complete a corporate restructuring into a REIT. The Company's shareholders meeting (the "**General Meeting**") would also have to adopt appropriate resolutions. There can be no assurance that the Company would be able to obtain such consents and resolutions. Therefore, there is a risk that the Company will not be able to convert its structure into a REIT and enjoy the favorable tax treatment afforded to REITs.

If the Group is converted into a REIT structure following the adoption of the final REIT Act in Poland and following the determination that such conversion would be advantageous to its investors, it could be subject to various risks associated with the REIT status. While the REIT Act has not yet been finalized in Poland, it is likely that the Group would be subject to restrictions on investment and business activities with respect to the acquisition of investment property. Due to these restrictions, the Company may have to forego certain opportunities in the property and financing market, or may be able to only take advantage of such opportunities to a limited extent. The Company would also face the risk that if it fails to comply with certain legal requirements of the REIT Act, it would lose its REIT status. As there is no practice concerning the REIT Act, the approach that will be taken by the tax authorities in relation to REIT entities is currently unknown, and the materiality of the associated tax risk is hard to assess. A REIT company that fulfills the REIT conditions is exempted from corporate and trade taxes, but could lose this tax exemption status retrospectively if it infringes the REIT conditions. Moreover, the Company could be subject to the risk of (penalty) payments imposed by taxation authorities in case of non-compliance with the conditions of the REIT Act as well as face the risk of claims from the shareholders if the REIT status is lost. Any of these factors could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Property valuation is inherently subjective and uncertain and based on assumptions which may prove to be inaccurate or affected by factors outside of the Company's control

Property assets are inherently difficult to value due to their lack of homogeneity and liquidity. The valuation of property and property-related assets is also inherently subjective, in part because all property valuations are made on the basis of information and assumptions which may not prove to be accurate, and in part because of the individual nature of each property. Furthermore, the valuations of the Company's properties in the CBRE and Knight Frank Valuation Reports were made as at 31 December 2017, and the report does not reflect any changes in the value of the properties or market conditions since that time.

In determining the value of properties, the valuers are required to make key assumptions in respect of matters including, but not limited to, estimated rental values, market-based yields, the existence of willing buyers, title to the property, condition of structure and services, deleterious materials, environmental matters, statutory requirements and planning, expected future rental revenues from the property and other factors. In respect of properties which may require development, redevelopment or refurbishment, the development considered achievable, assumed timescale, the assumed future development costs and an appropriate finance rate and profit rate and/or discount rate are also used to determine the property value together with market evidence and recent comparable properties where appropriate.

Such assumptions may prove to be inaccurate. Incorrect assumptions underlying the valuations could negatively affect the valuation of any of the Company's property assets and thereby have a material adverse effect on the Company's financial condition, business, prospects and results of operations. This is particularly the case in periods of volatility or when there is limited property transactional data against which property valuations can be benchmarked.

Property valuations are complex and involve data which is not publically available and involve a degree of subjective judgement. There can also be no assurance that valuations will be reflected in actual transaction prices, even where any such transactions occur shortly after the relevant valuation date, or that the estimated yield and estimated rental value will prove to be attainable.

The Company may invest in properties through investments in various property owning vehicles; where a property or an interest in a property is acquired through another company or an investment structure, the value of the entity or investment structure may not be the same as the value of the underlying property due, for example, to tax, environmental, contingent, contractual or other liabilities, or structural considerations. As a result, there can be no assurance that the value of investments made through those structures will fully reflect the value of the underlying property.

A decrease in the value of the real estate properties of the Group may also negatively affect the Group's covenants to maintain certain levels of loan-to-value ratios established in connection with the Group's loans incurred to finance projects and the ability of the Group to raise and service its debt funding. Each such event may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group's consolidated balance sheet and income statement may be significantly affected by fluctuations in the fair market value of its properties as a result of revaluations

The Group's income-generating properties and properties under development are independently revalued on at least semi-annual basis in accordance with its accounting policy. Consequently, in accordance with IAS 40 "Investment Property" as adopted by the EU, any increase or decrease in the value of its properties accounted for in accordance with fair value models recorded as a revaluation gain or loss in the Company's consolidated income statement for the period during which the revaluation occurs. Moreover, projects under construction which cannot be reliably valued at fair value are valued at historical cost decreased by impairment, if any. Such properties are tested for impairment on, at least, a semi-annual basis. If the criteria for impairment are satisfied, a loss is recognized in the Group's consolidated income statement.

As a result, the Group can have significant non-cash revaluation gains or losses from period to period depending on the changes in the fair value of its investment properties, which could negatively impact dividend capacity.

If market conditions and the prices of comparable real properties continue to be volatile, the Group may continue to experience significant revaluation gains or losses from the Group's existing properties in the future. If a substantial decrease in the fair market value of its properties occurs, over the longer term, this may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group's growth and profitability will depend on the Group's ability to identify and acquire attractive income-generating properties

In accordance with its strategy, the Group intends to expand its business by acquiring additional real estate properties that meet its stringent investment criteria. Accordingly, the growth and profitability of the Group and the success of its proposed business strategy depends, in part, on its continued ability to locate and acquire yielding properties at attractive prices and on favorable terms and conditions.

The choice of suitable locations for the purchase of pure office and High-street mixed-use assets is an important factor in the success of individual projects and in their respective value. Ideally, these assets should be located (i) within or near a city center, with well-developed transportation infrastructure in close proximity and (ii) within local areas with a sufficient population to support the development.

The ability to identify and secure accretive value-added acquisition opportunities involves uncertainties and risks, including the risk that the acquisition does not generate income at the assumed levels, if at all, after the Group has carried out business, technical, environmental, accounting and legal examinations of the property or project. In addition, the Group also faces the risk that competitors may anticipate certain investment opportunities and compete for their acquisition. Additionally, any potential acquisition of properties may give rise to pre-acquisition costs that have to be paid by the Group even if the purchase of a property is not concluded. There can be no assurance that the Group will be able to: (i) identify and secure investments that satisfy its rate of return objective and realize their values; and (ii) acquire properties suitable for management in the future at attractive prices or on favorable terms and conditions.

In order to finalize the acquisition of a real estate property, the Group may be required to obtain anti-monopoly clearance from the Polish anti-monopoly regulator. If it fails to obtain such clearance, it will be prohibited from executing the transaction.

Moreover, as a part of its strategy, the Group intends to focus on maximizing the operating performance and efficiency of the active management of its income-generating property portfolio. In pursuing this objective, the Group may expend considerable resources (including funds and management time) on properties that do not generate the expected returns and maintain certain ratios at the required level due to, for example, a decrease in demand for rental units or in rental levels which are not possible to anticipate.

The failure of the Group to identify and acquire suitable properties could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

The Group might not receive adequate information on risks relating to, or might make errors in judgment regarding, future acquisitions of real estate

The acquisition of real estate requires a precise analysis of the factors that create value, in particular the levels of future rental values and the potential for the improvement of the net operating income ("**NOI**"). Such an analysis is subject to a wide variety of factors as well as subjective assessments and is based on various assumptions. It is possible that the Group or its service providers will misjudge individual aspects of a given project when making acquisition decisions or those assessments on which the Group bases its decision are inaccurate or based on assumptions that turn out to be incorrect. Such judgment errors may lead to an inaccurate analysis and valuation of the properties by the Group in connection with investment decisions that may only become apparent at a later stage and force us to revise the Group's valuation amounts downwards. The Group can also not guarantee that the service provider it chooses to carry out its due diligence when purchasing property will identify all the risks related to the property in question. In addition, the Group cannot guarantee that it will be able to have recourse to the seller of the property for not disclosing such risks. If the Group does not find out about these risks, this could lead the Group to economic and financial disadvantages. The Group cannot guarantee that it will be able to pursue remedies against the respective seller for the non-disclosure of such risks. The occurrence of one or several of such risks could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group depends on contractors and subcontractors to refurbish or construct its projects

The Group relies on contractors and subcontractors for all of its refurbishment and construction activities. If it cannot enter into construction agreements and/or subcontracting arrangements on acceptable terms (or at all) or if it enters into a dispute with a contractor or subcontractor, the Group will incur additional costs.

The competition for the services of quality contractors and subcontractors may cause delays in construction, exposing the Group to a loss of competitive advantage. Contracting and/or subcontracting arrangements may be on less favourable terms than would otherwise be available, which may result in increased development and construction costs. By relying on contractors and/or subcontractors, the Group becomes subject to a number of risks relating to these entities, such as quality of performance, varied work ethics, performance delays, construction defects and the financial stability (including potential insolvency) of the contractors and/or subcontractors. A shortage of workers would also have a detrimental effect on the Group's contractors and/or subcontractors and, as a result, on its ability to conclude the construction phase on time and within budget. The occurrence of one or several of such risks could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group Companies may be unable to attract and maintain suitable tenants

Competition for tenants in Polish real estate market is significant and increasing among real estate companies. The Group faces competition from local and international real estate companies in all of the regions where the Group is active. The Group competes with other real estate companies as well as investment funds, institutional investors, building contractors and individual owners of office properties to attract and retain suitable tenants on favorable conditions. Such competition may affect the Group's ability to attract and retain tenants and may reduce the rents that the Group is able to charge. Such competing properties may have vacancy rates that are higher than the vacancy rates of the Group's properties, which could result in their owners being willing to make space available at lower rental rates than the Group would normally be prepared to offer but which the Group may have to match. The Group's ability to successfully compete for tenants depends, in large part, on: (i) the level of its vacancy rates; (ii) the increase and maintenance of occupancy on best achievable market terms; (iii) the level of lease rent and rent collection; and (iv) optimization of property maintenance costs. If the Group is unable to attract and maintain suitable tenants, this may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group may be subject to tenant concentration risk

Although the Group leases the majority of our properties on a multi-tenant basis, it may face tenant concentration risk in the future. As of 31 December 2017, the Group's largest individual tenant had less than 7.9% of the Group's gross rental income. The Group's revenues may be in part dependent on the financial conditions of its largest tenants and the trends affecting their respective industries. Any deterioration in the business environments of the Group's largest tenants could, in turn, adversely affect their ability to meet their financial obligations towards the Group. The Group's largest individual tenants may also seek to renegotiate or terminate their leases. The renegotiation or termination of leases with the largest tenants could have a material adverse effect on the Group's business. If the Group's largest individual tenants terminate their leases, there can be no assurance the Group would be able to locate suitable replacement tenants on a timely basis on reasonable commercial terms, which may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group cannot guarantee that it will continue to generate rental income at assumed levels

Rental levels of the Group's properties are generally affected by overall conditions in the economy as well as the conditions of the portfolio itself, including future acquisitions of properties, the performance of the existing portfolio, the development of the selected existing projects, their infrastructure condition, the specific properties, and the vacancy rates. All these elements are subject to various factors, some of which are outside the Group's control. In particular, due to increased competition and pressure on rents and the worsening of the financial condition of tenants, the Group may not be able to renew the expiring leases of its current properties on favorable terms and conditions (if at all) or find and retain tenants willing to enter into leases on terms that are at least as favorable as those on which the Group has rented its properties thus far. In addition, the Group has no impact on the operations of its tenants and may not be able to monitor on an ongoing basis the tenants' turnover in order to ensure that the level of turnover reflects the best and actual performance efforts of its tenants. Consequently, the amounts of rental income generated by the Group's office and retail properties in the past cannot be used to predict future rental income and there can be no assurance that rental income will develop positively in the future.

In addition, rent adjustments carried out in respect of leases of the Group's properties may fail to meet expectations, which could have an adverse impact on the Group's future performance. Failure to meet expectations when negotiating rental adjustments with tenants could result from changing trends in the market, as well as other factors.

A less positive or negative development of rental income and profits could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group cannot give assurance that the Rental Guarantees, the NOI Guarantee and the EPP Rental Guarantees fully mitigate the risks related to certain unleased assets

The Group has entered into the Rental Guarantees and the NOI Guarantee to mitigate risks related to certain unleased assets as of 13 April 2017 and the EPP Guarantees to the mitigate certain risks related to certain assets as of 22 December 2017. See, "*Business of the Group – Material Agreements – Guarantees.*" The Rental Guarantees will expire on the fifth anniversary of the completion of the IPO, and the EPP Rental Guarantees were entered into for a term of three to five years, and there can be no assurance that all vacant premises will be leased until such term as well as that the guaranteed amounts will be sufficient to fully cover the incentives granted to new tenants. Moreover, the maximum amount payable under the NOI Guarantee amounts to EUR 11.5 million during the term of five years; therefore, there can be no assurance that such NOI Guarantee will be sufficient to cover the full amount of the difference between the actual net operating income and the guaranteed amount of EUR 11.5 million per annum during the full term of the Guarantee. If either of the Guarantees is terminated by the beneficiary during its term, the obligations of the guarantor thereunder will terminate. The NOI Guarantee expires upon the final and full satisfaction of all of the amounts due thereunder, and the guarantor's payment obligation partially expires if the guarantor does not receive the relevant NOI Guarantee notice within six months of the end of the NOI Guarantee period. The beneficiary may terminate the Rental Guarantees and the EPP Rental Guarantees at any time with one month's termination notice. Finally, neither the Rental Guarantees nor the NOI

Guarantee nor the EPP Rental Guarantees may fully cover all of the amounts that the Group would have received had it been successful in leasing out the assets subject to such guarantees.

The occurrence of one or more of the aforementioned risks associated with the Guarantees could have a material adverse effect on the business, financial standing or results of the Group Companies or the price of the Shares.

The property management companies managing the Group's real estate properties may fail to comply with the terms of the management agreements

The Group concluded property management agreements with Colliers, EPP, Cushman and Cream and depends on such entities for the management of its real estate properties. The Group is unable to ensure that the property managers will comply with all of their respective obligations under such property management agreements, which could, among other things, result in certain of the tenants not being satisfied with the condition of the properties. Moreover, any such agreements can be terminated by either party and the Group may be unable to efficiently find a suitable replacement property manager with the required expertise. The occurrence of any one or more of the aforementioned risks could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Declines in the consumer price index may expose the Group to risks relating to indexation clauses in its rental contracts

The Group mainly concludes lease agreements with its tenants that run for several years. As of 31 December 2017 the average contracted lease agreement was 4.6 years. The Group largely depends on its ability to adjust the rent levels of its lease agreements during the lease term to properly reflect market trends, as well as its financing and business expectations. The Company's typical lease terms include an indexation that is linked to the consumer price index announced by Eurostat and almost all of the Group's portfolio rent is subject to indexation. The rental proceeds may decrease if the macroeconomic environment worsens and hence consumer prices decline. The same may apply if a lease contains no or only a partial indexation or equivalent adjustment clause so that the applicable rent will remain constant for all or a portion of the lease or adjust disproportionately to the increase in the consumer price index, even if the Group's costs of maintaining the property have increased or the current market rent has risen significantly. The occurrence of any one or more of the aforementioned risks could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The termination or expiration of lease agreements or the inability to rent out existing unoccupied space could have lasting negative effects on the Group's profitability and on the value of the Group's portfolio

For the Group to be profitable over the long term, the income-generating properties it owns and intends to acquire in the future must be rented out without interruptions to the greatest extent possible. The same applies to maintaining the value of the properties the Group owns and thus the value of the overall portfolio. To the extent that leases are terminated or expire, the Group can give no assurance that the properties in question can be rented out again immediately. An increased vacancy rate would result in lower rental income from the management of the existing portfolio and in a lower value of the Group's properties and overall portfolio. The Group property portfolio features occupancy rates in the area of 98.5% (92.4% excluding master leases) as of 31 December 2017. The fixed costs for maintaining vacant spaces and the lack of rental income generated by such spaces could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group may be unable to fully recover the costs of operating the properties from the tenants

The majority of the Group's lease contracts are structured in a way that allow to pass on certain of the costs related to the leased property to the tenant, including marketing cost, electricity cost on common space, real estate taxes (the perpetual usufruct fees), building insurance, and maintenance. However, the Group is not able to pass on all such costs to the tenants, especially in a very competitive environment, where the Company has to offer the attractive conditions to be able to compete with the other office buildings or has to improve the conditions offered to its tenants to be able to attract a new tenant to its retail project. Deteriorating market conditions, increased competition and tenants' requirements may further limit the Group's ability to transfer such costs, in full or in part, to the tenants. The service charges of the properties may increase due to a number of factors, including an increase in the electricity costs or an increase in the maintenance cost. Moreover, if vacancy rates increase, the Company has to cover the portion of the service charge that is related to the vacant space. Some lease agreements provide for the maximum value combined rental rate and service charged paid by the tenant. In such cases, if the maintenance charges increase, the Group is unable to pass on such costs to the tenants. Any significant increase in the property costs that cannot be compensated by increasing the level of costs incurred by the tenants may have an adverse effect on the Group's business, financial condition and results of operations and the price of Shares.

The Group may be materially affected by the loss of suitable tenants

The presence in the Group's retail properties of reputable retailer tenants which are attractive to customers, and which together provide a good merchandising mix, are important for the commercial success of these properties, as for all shopping centers. Such tenants play an import role in generating customer traffic and attracting and retaining other suitable tenants. It may be more difficult for the Group to attract tenants to enter into leases during periods when market rents are increasing or when general consumer activity is decreasing, or if there is competition for such tenants from competing developments. In addition, the termination of a lease agreement by any significant tenant may adversely affect the attractiveness of a project. The failure of such tenant to comply with these agreements, or its willingness to pay amounts due to the Group, its non-timely payments in full of rent, its bankruptcy or economic decline, may cause delays or result in a decrease in rental income (temporary or long-term) by renting below targeted rent levels, the effect of which the Group may not be able to off-set due to difficulties in finding a suitable replacement tenant. The Group's current tenant base is highly diversified and the Group's office tenants are primarily "blue clip" global tenants with strong turnover growth. If the Group fails to renew the leases of important tenants, or to replace such tenants in a timely manner, the Group may incur material additional costs or loss of revenues, which may, in turn, have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group faces risks associated with the deterioration of the creditworthiness of its current and future tenants, including the risk of insolvency and bankruptcy

The Group's business depends to a large extent on its ability to generate sufficient leasing revenues, which can be influenced by several factors, including the ability to attract and retain suitable, creditworthy tenants willing to enter into long term lease agreements on terms favorable to the Group. The creditworthiness of a tenant can decline over the short or medium term, entailing the risk that the tenant may become insolvent or otherwise unable to meet its obligations under the lease. For example, Pure, the Group's tenant in its Renoma and Supersam project, filed for bankruptcy in December 2017 and the Group is currently seeking to replace such tenant. If the Group's judgment about a tenant is incorrect, the income generated from leasing a property to such a tenant may be significantly lower than originally estimated, while operating costs would largely remain fixed or could even increase as a result of other independent factors. Any of these risks could have a material adverse effect the Group's business, financial condition, results of operations and the price of the Shares.

The Group faces risks related to the entry of IFRS 16

IFRS 16 was issued in January 2016 and establishes a new approach to lease agreements. The new standard will supersede current lease requirements under IFRS. The new standard will be effective for annual periods beginning on or after 1 January 2019, with limited early application permitted. The Group plans to adopt the new standard on the effective date. During 2016 and 2017, the Group carried out an impact assessment of all aspects of IFRS 16.

While landlord accounting will be substantially unchanged from current accounting, the implementation of the new standard will impact the lessee accounting significantly and thus might influence the real estate entities' business practices. IFRS 16 requires lessees to recognize most leases on their balance sheets. The new standard is a significant change in approach from current IFRS and will affect many entities across various industries. Lessees will have a single accounting model for all leases, with two exemptions (low value assets and short term leases). This may have a negative effect on the financial standing of the Group's lessees, which may as a consequence of the entry into force of the IFRS 16 face financial difficulties and want to change their lease agreements with the Group. Such changes in the condition of the Group's lessees may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group's properties could suffer damage due to undiscovered defects or external influences

The Group's properties could suffer damage due to undiscovered or underestimated defects or from external influences (e.g., earthquakes or floods). In addition to the significant health risks and related costs, the Group could also be required to pay for the removal and disposal of hazardous substances, as well as the related maintenance and restoration work, without the ability to pass those costs onto third parties. The occurrence of any such risk could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

If a given property is currently under renovation or modernization, there can be no assurance that any space which has not been pre-leased, can be let or otherwise marketed during or following the renovation or modernization phase on the appropriate terms and conditions. Such developments could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group may be materially affected by the maintenance and modernization obligations of real estate properties

The Group is obligated to maintain its rental properties according to contractual conditions and in accordance with applicable laws, including fire, environmental, and health and safety regulations. For this reason, and in order to prevent a decline in market value, the Group has to undertake maintenance measures. Additionally, regular extensions and adaptations to contemporary requirements (modernizations), particularly in the case of retail properties, are required, in order to improve the attractiveness of the properties. These measures may be extensive and therefore time- and cost-intensive. Risks may also arise from the fact that maintenance and/or modernization work could involve higher- than-expected costs or that unforeseen additional expenses may occur which cannot be passed on to tenants. Furthermore, maintenance and/or modernization measures may be delayed, e.g. during bad weather periods, or if the contractual partners commissioned with the work fail to perform or if unforeseen building defects occur. With respect to the modernization of properties, it is possible that in the case of an adaptation to contemporary requirements a change of use or reallocation of the previous use may occur which is not approved by the building authorities and/or cannot be carried out due to objections from neighbors. Moreover, more stringent fire, environmental, and health and safety regulations may be imposed. This may result in higher costs and/or inability to carry out such modernizations, and/or extensions and modernizations may be discontinued after significant expenditure has already occurred. The resulting additional costs and the reduction in rents and value of the property resulting from an inability to change its use could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group may face claims for defective construction and risks associated with adverse publicity

The construction, lease and sale of properties are subject to a risk of claims for defective construction, corrective or other works and associated adverse publicity. There can be no assurance that such claims will not be asserted against the Group in the future, or that such corrective or other works will not be necessary. Further, any claim brought against the Group, and the surrounding negative publicity concerning the quality of the Group's properties or projects, irrespective of whether the claim is successful, could also have a material adverse effect on how its business, properties and projects are perceived by target customers, tenants or investors. This could negatively affect the Group's ability to market, lease and sell its properties and projects successfully in the future, which could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group may be unable to recover damages under real estate purchase contracts

The Group has purchased its properties based on various purchase agreements. While these agreements contain representation and warranties regarding, among other things, the condition of the real estate property subject to the transaction and provide the Group with compensation for damages related to the breach of such representation and warranties, all of such purchase agreements contain a clause specifying the term of validity of the representations and warranties in the agreement and the Group may be unable to recover any damages from the sellers should it incur unforeseen costs in connection with the real properties following the expiry of the term of the real estate purchase agreement. This could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Due to the potentially illiquid nature of our properties and other factors, if the Group is unable to generate positive cash flows from its operating activities, it may be unable to sell any portion of its portfolio on favourable terms or at all

The Group generates cash principally from rental income that it obtains from its tenants. If it is unable to generate positive cash flows from operating activities in the future, the Group could be forced to sell some of its properties. During periods of low demand, low prices or rates, land and properties may become particularly illiquid, which could lead the Group to experience difficulties in successfully disposing of properties in a timely fashion, without extensive marketing efforts, or without reducing the sale prices of such properties. Furthermore, the location of our assets can contribute to illiquidity and volatility of valuation prices. Real estate valuations do not reflect the sale prices that could be realised if disposals were to occur under distressed or otherwise unfavourable conditions. Such unfavourable conditions, could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

If the Group were to attempt to dispose of an investment, there can be no guarantee that real estate market conditions would be favourable, that it could find a purchaser with a similar view of the value of that asset or that it could find any purchaser at all. In particular, the valuation of real estate assets held by the Group will be inherently subjective and based on a number of assumptions. The value of real estate assets may also be affected by a variety of factors, such as:

• the supply and demand of commercial real estate and the liquidity of the relevant market;

• interest, inflation and exchange rate fluctuations;

• general economic trends such as GDP growth, employment levels and investment;

• the availability and the creditworthiness of tenants;

• the attractiveness of real estate relative to other investment choices;

• potentially adverse tax consequences;

• changes in regulatory requirements and applicable laws; and

• the availability of financing to prospective buyers.

If the Group is unable to dispose of non-performing assets, its cash flows and aggregate yields may be negatively affected and it could be unable to monetise these assets in order to seek new investment opportunities, which could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group may be exposed to certain environmental liabilities and compliance costs

The environmental laws in Poland impose existing and potential requirements to conduct remedial action on sites contaminated with hazardous or toxic substances. Such laws often impose liability without regard to whether the owner of such site knew of, or was responsible for, the presence of such contaminating substances. In such circumstances, the owner's liability is generally not limited under such laws, and the costs of any required removal, investigation or remediation can be substantial. The presence of such substances on any of the Group's properties, or the liability for the failure to remedy contamination from such substances, could adversely affect the Group's ability to sell or let such property or to borrow funds using such property as collateral. In addition, the presence of hazardous or toxic substances on a property may prevent, delay or restrict the development or redevelopment of such property, which could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group Companies may be subject to legal disputes and risks

The Group's business involves the acquisition, rental, sale and administration of properties, including under cooperation agreements that, as a matter of ordinary course of business, expose the Group to a certain amount of small-scale litigation and other legal proceedings. Legal disputes which, taken individually, are relatively immaterial, may be joined with disputes based on similar facts such that the aggregate exposure of the Group might become material to its business. Furthermore, the Group may face claims and may be held liable in connection with incidents occurring on its sites such as accidents, injuries or fatalities. It is standard practice in real estate transactions for the seller to make representations and warranties in the purchase agreement concerning certain features of the property. Typically, the assurances the seller gives regarding the property in the purchase agreement do not cover all of the risks or potential problems that can arise for the Group in connection with the purchase of property by the Group. In addition, the Group may be unable, for a variety of reasons, including, in particular, the seller's insolvency, to enforce its claims under these assurances. If this were to occur, the Group may suffer a financial loss.

If the Group disposes of assets and is required to give representations and warranties about, and/or indemnities in respect of, those investments, it may be required to pay damages to the extent that any such representations or warranties turn out to be inaccurate and/or claims are made under such indemnities. The Group may become involved in disputes or litigation concerning such representations, warranties and indemnities and may be required to make payments to third parties as a result of such disputes or litigation.

Moreover, if the Group's properties are subjected to legal claims by third parties and no resolution or agreement is reached, these claims can delay, for significant periods of time, planned actions of the Group. Such situations may include, for example, claims from third parties relating to plots of land where the Group has developed and completed a real estate asset which it then intends to sell, as well as claims from third parties relating to land plots the Group needs to acquire in order to complete a particular project, which could delay the acquisition by the Group of such plots.

In addition, in connection with the criminal proceedings and the issuance in December 2017 of the order on the presentation of allegations against a former non-executive member of the Board, depending on the date and manner of completion of these proceedings, it cannot be excluded that a judgment in this case will adversely affect the Company's reputation and, consequently, could have a negative effect on its operations.

The occurrence of one or several of the aforementioned risks could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The related-party transactions carried out by the Group Companies could be questioned by the tax authorities

The Group Companies have carried out transactions with related parties including, without limitation, inter-company loans and loans from affiliates of its Majority Shareholder. Moreover, the Group Companies will continue to enter into related-party transactions following completion of the Private Placement, including in connection with the management of the Group's real estate portfolio. Please see "*Related-Party Transactions*". When concluding and performing related-party transactions, the Group Companies exercise efforts to take special care to ensure that such transactions comply with the applicable transfer pricing regulations. However, due to the specific nature of related-party transactions, the complexity and ambiguity of legal regulations governing the methods of examining the prices applied, as well as the difficulties in identifying comparable transactions for reference purposes, no assurance can be given that specific Group Companies will not be subject to inspections or other investigative activities undertaken by tax authorities or fiscal control authorities. Should the methods of determining arm's-length terms for the purpose of the above transactions be challenged, this may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

When leasing or selling real estate, the Group Companies could be faced with claims for guarantees for which it does not have adequate recourse

The Group provides different types of guarantees when it leases real estate, especially with regard to legal title and the absence of defects in quality, as well as existing contamination and the portfolio of leases. The same applies to the sale of real estate. Claims could be brought against the Group for breach of these guarantees. Defects of which the Group was not aware, but of which it should have been aware, when it concluded the transaction pose a particular risk. The Group's possible rights of recourse towards the sellers of properties could fail due to the inability of the persons in question to demonstrate that they knew or should have known about the defects, due to the expiration of the statute of limitations, due to the insolvency of the parties opposing the claim, or for other reasons. The occurrence of one or several of the aforementioned risks could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group's insurance may be inadequate

The Group's insurance policies may not cover it for all losses that may be incurred by the Group in the conduct of its business, and certain types of insurance are not available on commercially reasonable terms or at all. As a result, the Group's insurance may not fully compensate it for losses associated with damage to its real estate properties. In addition, there are certain types of risks, generally of a catastrophic nature, such as floods, hurricanes, terrorism or acts of war that may be uninsurable or that are not economically insurable. Other factors may also result in insurance proceeds being insufficient to repair or replace a property if it is damaged or destroyed, such as inflation, changes in building codes and ordinances and environmental considerations. The Group may incur significant losses or damage to its properties or business for which it may not be compensated fully or at all. As a result, the Group may not have sufficient coverage against all losses that it may experience. Should an uninsured loss or a loss in excess of insured limits occur, the Group could lose capital invested in the affected developments as well as anticipated future revenues from such project. In addition, the Group could be liable to repair damage caused by uninsured risks. The Group could also remain liable for any debt or other financial obligation related to such damaged property. No assurance can be given that material losses in excess of insurance coverage limits will not occur in the future. Any uninsured losses or losses in excess of insured limits could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group is dependent on a limited number of key members of its management

The Group's success and the proper execution of its business strategy depend on the activities and expertise of the members of its management. If the Group is unable to retain the key members of its management, this could result in a significant loss of expertise and could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Moreover, the Group relies on a skilled team of professionals, including its key management and project managers, mid-level managers, accountants and other financial professionals, in the operation of its projects. If the Group is unable to hire the necessary employees, staffing shortages may adversely affect its ability to adequately manage efficiently and operate its assets or force it to pay increased salaries to attract skilled professionals or the necessary employees. Furthermore, the future success of the Group depends on its ability to hire senior personnel. The failure by the Group to recruit and retain appropriate personnel may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group may be subject to risk from infringements of data protection regulations

The Group's use of personal data (i.e. any information directly or indirectly relating to an identified or identifiable natural person), particularly personal data pertaining to tenants, is subject to the provisions of the Polish, Luxembourg and Dutch data protection laws (as applicable). If third parties obtain unauthorized access to the personal data processed by the Group or if the Group itself or parties engaged by the Group (such as a data processor) infringes applicable data protection regulations, this might result in claims for damages, administrative sanctions (such as fines) and criminal sanctions and be detrimental to the Group's reputation, thus materially adversely affecting the Group's business, financial condition, results of operations and the price of the Shares.

The Group may be subject to information technology systems failures, network disruptions and breaches of data security

Information technology systems failures, including potential failures associated with upgrading the Group's systems, network disruptions resulting from, among other things, discontinuation of services from the system used for accounting, sales and payroll and human resources needs, could disrupt the Group operations by impeding its operational efficiencies, delaying processing of transactions and inhibiting its ability to protect customer or internal information. The Group's computer systems, including its backup systems, could be damaged or interrupted by power outages, computer and telecommunications failures, computer viruses, internal or external security breaches, events such as fires, floods, and/or errors by its employees. Although the Group has taken steps to address these concerns by implementing sophisticated network security, backup systems and internal control measures, the Group cannot guarantee that a system failure or data security breach, which may have to be notified to relevant authorities, will not occur, and that could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Risk Factors Relating to the Group's financial condition

The Group's leverage and debt service obligations are significant and could increase, adversely affecting its business, financial condition or results of operations

As of the Date of the Prospectus the Group is, and after the Private Placement will continue to be, highly leveraged and has significant debt service obligations. The Group had EUR 304,892 thousand of total non-current and current bank loans as of 31 December 2017. The Company's Net LTV ratio as of 31 December 2017 stood at 41% (excluding amortised cost).

The Group's high leverage could have material consequences for investors, including, but not limited to:

- increasing vulnerability to and simultaneously reducing flexibility to respond to downturns in the Group's business or general adverse economic and industry conditions, including adverse economic conditions in the jurisdictions in which the Group operates;
- limiting the Group's ability to obtain additional financing to fund future operations, capital expenditures, business opportunities, acquisitions and other general corporate purposes and increasing the cost of any future borrowings;
- forcing the Group to dispose of its properties in order to enable it to meet its financing obligations, including compliance with certain covenants under loan agreements (which have been described under "*Business of the Issuer – Material Agreements – Financing Agreements*");
- requiring the dedication of a substantial portion of the Group's cash flows from operations to the payment of the principal of and interest on its indebtedness, meaning that these cash flows will not be available to fund its operations, capital expenditures, acquisitions or other corporate purposes;
- limiting the Group's flexibility in planning for, or reacting to, changes in its business, the competitive environment and the real estate market; and
- placing the Group at a competitive disadvantage compared to its competitors that are not as highly leveraged.

Any of these or other consequences or events could have a material adverse effect on the Group's ability to satisfy its obligations.

If any of the Group Companies defaults under a credit agreement, it could go bankrupt and cross-default provisions would also negatively impact the financings extended to other Group Companies, which could have a negative effect on the Group's reputation, business, cash flows, financial condition and results of operations and the price of the Shares.

In addition, the Group may incur additional indebtedness in the future. The incurrence of additional indebtedness would increase the leverage-related risks described in this Prospectus and may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The dividend payout ratio may be lower than expected

The Articles of Incorporation of the Issuer stipulate that the dividend policy of the Company is to distribute on a semi-annual basis not less than 90% of the Company's funds from operations (post tax) for the period to its shareholders (see "*Dividend Policy*"). According to statutory regulations, particularly those of Dutch law, payment of dividends may be made only if the Company has sufficient freely distributable reserves, i.e. the Company's shareholders' equity exceeds the sum of its called up and paid-in share capital plus the reserves required to be maintained under Dutch law and the Articles of Association. The Company cannot guarantee that it will have sufficient freely distributable reserves in order to distribute 90% of the Company's funds from operations for the period to its shareholders. As a holding company, the Company's ability to pay dividends depends upon the ability of its subsidiaries to pay dividends and advance funds to the Company. Furthermore, there may be other reasons, such as unexpected regulatory changes, why the Company might not be able to comply with the assumed dividend payout ratio or pay out any dividend. The failure to pay out the dividend at the proposed level could have a material adverse effect on the Group's business activities and the price of the Shares.

The Group may incur substantial losses if it fails to meet the obligations and requirements of its debt financing and, furthermore, the restrictions imposed by its debt financing may prevent it from selling its projects

In order to secure its loans, the Group has in the past and/or may in the future mortgage its assets, pledge participation interests in its subsidiaries, enter into guarantees and undertake to creditors to refrain from any further encumbrance of its existing and future assets with regards to mortgages and pledges without their consent (*negative pledge*). In addition, the Group's loans contain restrictions on its ability to dispose of certain key assets, which in turn may be required in order to satisfy certain financial covenants. The Group could fail to make principal and/or interest payments due under the Group's third party financings or breach any of the covenants included in the loan agreements to which the Group has entered. In some cases, the Group may breach these covenants due to circumstances which may be beyond the control of the Group. These may include requirements to meet certain loan-to-value ratio, debt service coverage and working capital requirements. A breach of such covenants by the Group Companies could result in the forfeiture of its mortgaged assets, the acceleration of its payment obligations, the acceleration of payment guarantees, trigger cross-default clauses or make future borrowing difficult or impossible. In these circumstances, the Group Companies could also be forced in the long term to sell some of its assets to meet its loan obligations or the completion of its affected projects could be delayed or curtailed.

Any of the events described above could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

The Group might be unable to renew or refinance loans as they mature, or might be able to renew or refinance such loans only on less favorable terms

All of the Group Company's real estate developments have been financed through loans, which have been provided for a limited term. A Group Company might not be able to renew or refinance the remaining obligations in part or at all or might have to accept less favorable terms in respect of such refinancing. If a Group Company is unable to renew a loan or secure refinancing, the Group could be forced to sell one or more of its office properties in order to procure the necessary liquidity. Additionally, if the Group Company is not able to renew certain loans, those properties which are financed through loans will become low leveraged and, as a consequence, will not be able to generate the expected returns on equity. Any combination of the above would have material adverse effects on the Group's business, cash flows, financial condition and results of operations.

The Group is exposed to changes in foreign currency exchange rates

The Group's consolidated financial statements are presented in Euro, the property valuations are expressed in Euro, and the majority of the Group's revenues, specifically rent revenues, are expressed in Euro, while the Group's external debt is also expressed in Euro, which provides it with a natural hedge. However, the Company's functional currency during the period covered by the Consolidated Financial Statements was the PLN and certain of the Group's costs, such as certain maintenance and modernization costs, and labor and advisory costs, are incurred in Polish zloty.

Certain proceeds that the Company may receive from capital raisings may be denominated in Polish zloty. In making the assumptions regarding the level of equity required to implement its strategic objectives, the Group uses Euro as the reference currency. Additionally the majority of the investments that the Group plans to make as part of its business strategy will be expressed in Euro. Therefore, no assurance can be given that the proceeds derived from capital raisings that are denominated in Polish zloty will suffice to meet the investment requirements of the Group's contemplated acquisition pipeline.

Except for the financial statements of its Luxembourgish subsidiaries, the financial statements of the Group Companies are prepared in Polish zloty, whereas the valuations of the real estate properties are denominated in Euro. Therefore, negative changes in the exchange rates may have a material adverse effect on such financial results of the Group Companies and the Company's dividend capacity.

The Group Companies do not currently hedge against currency exchange risk, although they may engage in currency hedging in an attempt to reduce the impact of currency fluctuations and the volatility of returns that may result from their currency exposure by, *inter alia*, entering into derivatives transactions, obtaining debt financing denominated in Euro, as well as concluding agreements with contractors specifying remuneration expressed in Euro, there can be no assurance that such hedging will be fully effective or beneficial. When the Group exchanges Polish zlotys and Euros, it has to incur transaction costs in connection with such exchange.

For a sensitivity analysis of the foreign exchange risk, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Quantitative and Qualitative Disclosures about Market and Other Risks – Foreign exchange risk.*"

In addition, given that payments under most of the Group's leases are expressed as the Polish zloty-equivalent of a euro-denominated amount, some of the Group's tenants, specifically those leasing retail space, may face difficulties in meeting their payment obligations under such leases as they derive revenues in Polish zloty. Moreover, the Company faces foreign currency exchange risk in connection with payments under such leases as the amount of the payment under lease agreements is calculated as of the date of the issuance of the invoice and the Company bears the currency risk until the actual payment date. Consequently, any future material fluctuations of the Polish zloty against the Euro could significantly decrease the Group's income in terms of the Polish zloty and could have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

If general interest rates increase, this could result, among others, in higher financing costs and a negative impact on real estate values and the value of the Group's properties

The Group currently has and intends to incur certain indebtedness under existing debt facilities which is subject to variable interest rates. Interest rates are highly sensitive to many factors, including government monetary policies and domestic and international economic and political conditions, as well as other factors beyond the Group's control. Any changes in the relevant interest rates may increase the Group's costs of borrowing in relation to existing loans, thus impacting its profitability. Current and future tenants and potential purchasers of the Group's properties are (re)financing themselves at least in part by loans. If interest levels increase in the future, this would lead to higher financing costs for tenants and potential buyers of portfolio properties. This could have a negative effect on the willingness of potential purchasers to buy the properties and the ability of current and potential tenants to pay appropriate rents.

For a sensitivity analysis of the interest rate risk, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Quantitative and Qualitative Disclosures about Market and Other Risks – Interest rate risk.*"

Through its effect on the discount and equity capital interest rates, a rise or fall of the market interest rates affects indirectly the fair value valuation of the properties in the mid-term due to its impact on real estate yields, being an alternative asset class to more liquid asset classes. Therefore, rising interest rate levels and discount rates tend to result in a negative impact on the valuation. A negative impact on the valuation of the properties through associated unscheduled depreciations has an immediate effect on the Group's net assets and results of operations.

The need to hedge interest rate risk is regularly monitored by the Group on a case by case basis, except for those projects in which the lenders require it to hedge the relevant interest rate risk. Currently the Company has not entered into any transactions to hedge the interest rate risk but will consider entering into such transactions to take advantage of the attractive low interest rate environment. Changes in interest rates may have a material adverse effect on the Group's business, financial condition, results of operations and the price of the Shares.

Risk Factors Relating to the Shareholding Structure of the Company and Corporate Governance

The Majority Shareholder's interests may be contradictory to the interests of other shareholders

As of the date of the Prospectus, following the closing of the Private Placement, the Majority Shareholder holds 302,973,736 shares constituting 68.43% of the Company's share capital enabling it to exercise 68.43% of the overall number of votes at the General Meeting (see "*Majority Shareholder*"). The Majority Shareholder may exercise the voting rights attached to its Shares with respect to all matters they consider appropriate. Bearing in mind the volume of the block of shares held by the Majority Shareholder and its percentage in the total number of votes at a General Meeting, the Majority Shareholder may exercise control over the Group's business through, among other things, exercising voting rights at the General Meeting. The interests of the Majority Shareholder and the Company may conflict with the interests of the minority shareholders of the Company. Its control of the Company could delay, deter or prevent acts that the minority shareholders may favor, such as hostile takeovers, changes in control of the Company and changes in its board of directors (the "**Board**"). As a result of such actions, the price of the Shares could decline or shareholders might not receive a premium for its Shares in connection with a change of control of the Company.

Future offerings by the Company of debt or equity securities may adversely affect the market price of the Shares and dilute the shareholders' interests

To finance future operations, the Company may raise additional capital by offering debt or additional equity securities, including convertible notes, medium-term notes, senior or subordinated notes and ordinary shares. The issuance of equity or debt securities with conversion rights may dilute the economic and voting rights of existing shareholders, if made without granting pre-emptive or other subscription rights, or reduce the price of the Shares, or both. The exercise of conversion rights or options by the holders of convertible or warrant-linked bonds that the Company may issue in the future may also dilute the shareholders' interests (see: "*Description of share capital and corporate governance – Share capital – Pre-emptive Rights*"). Because any decision by the Company to issue additional securities depends on market conditions and other factors beyond the Company's control, the Company cannot predict or estimate the amount, timing or nature of any such future issuances. Thus, prospective investors bear the risk of the Company's future offerings reducing the market price of the Shares and diluting their interest in the Company.

Qualification as an alternative investment fund within the meaning of the AIFMD

Competent authorities may deem the Company or any other member of the Group operating in the EU to be, or the Company or any other member of the Group operating in the EU may in the future be qualified as, an alternative investment fund within the meaning of the Alternative Investment Fund Managers Directive (2011/61/EC, AIFMD).

The AIFMD entered into force on 21 July 2013. Its objective is to create a framework for the direct regulation and supervision of alternative investment fund managers at an EU level. The Company believes that neither it nor any other member of the Group operating in the EU qualifies as an alternative investment fund with a defined investment policy which is regulated under the AIFMD, because, among other things, they are business undertakings.

If this position is not accepted by the competent supervisory authorities in the EU and the Company or any other member of the Group operating in the EU are qualified as an alternative investment fund under the AIFMD, the relevant entity could be exposed to material fines, judicial penalties for non-compliance, a cease and desist order with respect to its operations, the appointment of a curator or other sanctions imposed by such competent authorities, including publication thereof. Any such sanctions could have a material adverse effect on the business, financial condition and results of operations of the Group and the Company. Furthermore, in such case the Company or any other member of the Group will be required to obtain a license or authorization, and could be required to cease its operations in the meantime. The obligation to obtain a license or authorization and to comply with the requirements of the AIFMD to its business operations in connection thereto, may have a material adverse effect on the Company's business, financial condition and results of operations or the ability of the Company to pay dividend (as the case may be). Failure to obtain a license or authorization may result in the Company or any other member of the Group operating in the EU having to cease its operations.

The interpretation of Polish tax laws related to the taxation of investors may be inconsistent, and such laws may change

The Polish legal system, and specifically the tax law regulations incorporated therein, is characterized by frequent changes, ambiguity and inconsistent tax law practice on the part of the tax authorities, and judicial decisions relating to the application of Polish tax law regulations may not be consistent. This applies in particular to issues relating to the taxation of income generated by investors in relation to their acquisition, holding and disposal of securities. Furthermore, no assurance may be given that amendments to tax laws that are unfavorable to investors will not be introduced or that the tax authorities will not establish a different interpretation of tax provisions that is unfavorable to investors, which could have an adverse effect on effective tax burdens and the actual profit of investors from their investment in the Shares.

Polish laws regarding nationalization of the private pension funds may be implemented in the future

Open pension funds ("**OFE**") are often important shareholders of companies listed on the WSE which actively impact the operations of such companies. Based on the declarations of the representatives of the Polish Council of Ministers, the regulations governing OFEs will soon be subject to material change. The Ministry of Family, Labor and Social Policy suggested that funds from the OFEs be transferred to a demographic reserve fund and that the amounts based on the value of assets accumulated in the accounts of the OFEs be transferred to subaccounts of the Polish Social Insurance Institution (ZUS). The most recent proposal of the Ministry of Development is that 25% of the OFEs be transferred to the demographic reserve fund and the remaining 75% be used to support the third pillar of the pension system, i.e. the so-called voluntary pension insurance, consisting of employee pension funds, individual pension accounts or individual pension insurance accounts.

As of the Prospectus Date, no details are available regarding the terms, form or deadline for adoption of the future regulations or the value of the assets held by the OFE which would be transferred to the demographic reserve fund or the third pillar of the insurance system, which causes uncertainty and concerns among Polish capital markets participants. In view of the above, investing in the Shares is subject to the risk of Company shareholders being uncertain of the conditions or the timing of transfer of the Shares that would be held by OFEs, which may adversely affect the price of the Shares.

Risk Factors Relating to Trading on the WSE

In the event of a breach or suspected breach of law in relation to the Private Placement, or the application for the admission and introduction of the New Shares to trading on a regulated market, the PFSA may, inter alia, prohibit or suspend the Private Placement and issue an order to stay the application or prohibit the application for the admission or introduction of the New Shares to trading on the regulated market

Pursuant to the Polish Act on Public Offering, in the event that an issuer, any selling shareholder or any other entities participating in an offering, subscription or sale carried out pursuant to such offering, themselves or on behalf of or upon instructions from the issuer or any selling shareholder, are in breach, or there is a reasonable suspicion of them being in breach, of the laws applicable to public offerings, subscriptions or sales of securities in Poland, or a reasonable suspicion that such breach may occur, in certain circumstances the PFSA may, among others: order that the commencement of the public offering be withheld or the offering, subscription or sale be delayed for up to ten business days; or prohibit the commencement of the public offering, subscription or sale or further activity in relation to it. Pursuant to the Polish Act on Public Offering, in certain circumstances the PFSA may also impose these sanctions if the issuer, or other entities acting on behalf or upon instructions from the issuer, are in breach, or there is a reasonable suspicion of them being in breach, of the law in connection with the application for the admission or introduction of securities to trading on the regulated market in the territory of Poland, or there is a reasonable suspicion that such breach may occur. In certain circumstances similar sanctions may also be applied if: (i) the public offering, subscription for or sale of securities pursuant to the offering or their admission or introduction to trading on the regulated market is detrimental to the investors' interests; (ii) there are circumstances proving that the issuer may cease to exist as a legal person; (iii) the issuer's activity has been or is being conducted in breach of applicable law and such breach could have a material influence on the valuation of the issuer's securities or may, under the provisions of the law, cause the issuer to go bankrupt or cease to exist as a legal person; or (iv) the legal status of securities is in breach of the provisions of applicable law or if based on applicable law there is a risk that such securities will be considered non-existent or burdened with a legal defect that has a material influence on their evaluation. Additionally, pursuant to the Polish Act on Trading in Financial Instruments, if the safety of trading on a regulated market so requires or if the interests of investors are prejudiced, the company operating a regulated market will suspend, at the request of the PFSA, the admission to trading on that market or the commencement of listing of securities or other financial instruments designated by the PFSA for a period not exceeding ten days. The occurrence of the circumstances mentioned above could have a material adverse effect on the success of the listing of the New Shares.

Trading in the Shares on the WSE may be suspended

The WSE may pass a resolution suspending trading in securities in accordance with the WSE Rules. The WSE may suspend trading in financial instruments at the request of a listed company in order to protect the interests and the safety of trading activities or upon a violation of the WSE regulations by a listed company. Trading may be suspended for a period of up to three months.

The PFSA is empowered under the Polish Act on Trading in Financial Instruments to direct the WSE to suspend trading in instruments quoted on the WSE for a period not exceeding one month. The PFSA may exercise this right if trading in specific securities or other financial instruments constitutes a threat to the proper functioning of the WSE or the safety of trading on the WSE, or if the interests of investors have been infringed. During a suspension of trading in securities, investors are unable to purchase and sell the affected securities on the stock market, which adversely affects the liquidity levels of such securities. Any off-market sale of suspended securities might be achieved only at a significant discount to their last traded price. There can be no assurance that trading in the Shares will not be suspended.

The Company's failure to meet the requirements set forth in the WSE rules or the Polish Act on Public Offering may cause the Shares to be delisted

Securities traded on the WSE may be delisted by the management board of the WSE. "The Warsaw Stock Exchange Rules" establish the basis for the optional and mandatory delisting of securities by the WSE. Securities are delisted when their transferability has been limited or when they are no longer dematerialized and have been converted to registered form, or a competent authority delist securities from a regulated market, or at the PFSA's request in connection with a material threat to the proper functioning of the WSE, the safety of trading on the WSE or to the interests of investors, among other matters specified in detail in the Polish Act on Trading in Financial Instruments. The PFSA may decide to delist a listed company's securities if the company breaches its duties under the Polish Act on Public Offering or certain obligations regarding disclosure of confidential information under the Polish Act on Trading in Financial Instruments. The WSE may decide to delist securities if a listed company, inter alia, repeatedly violates WSE regulations, submits an application for delisting, is declared bankrupt, fails to have any dealings in the given securities for a period of the last three months, or opens liquidation proceedings. There can be no assurance that no grounds for the delisting of the Shares will occur in the future. Upon the delisting of securities, investors can no longer trade in the affected securities on the WSE, which would have a material adverse effect on the liquidity of such securities. Any off-market sale of such securities may be achieved only at a significant discount to their last traded price.

The Issuer is not in full compliance with the Dutch Corporate Governance Code and the Corporate Governance Code of the Warsaw Stock Exchange and does not expect to be in full compliance in the near future

While the Issuer's corporate governance structure complies with the principles of Dutch law, the Issuer deviates in certain respects from the principles of good corporate governance and best practice provisions set forth in the Dutch Corporate Governance Code and the WSE Corporate Governance Rules contained in the "WSE Best Practices". In accordance with the comply or explain principle of the Dutch Corporate Governance Code, the reasoning behind any deviations from the principles and best practice provisions of the Dutch Corporate Governance Code is explained in the Issuer's annual report. The Issuer has adopted a policy that, whenever the Dutch Corporate Governance Code and the WSE Corporate Governance Rules contain conflicting provisions, the Issuer will, to the extent practicable, comply with the regulations of the WSE, as this is the main market on which the Issuer's Shares will be listed. See "*Description of share capital and corporate governance*". Investors generally consider companies that comply with the Dutch Corporate Governance Code and the WSE Corporate Governance Rules to be more transparent. Failure to fully comply with the Dutch Corporate Governance Code and the WSE Corporate Governance Rules may have an adverse effect on the price and liquidity of the Shares.

If the Company does not comply with the requirements as a listed company, the value of its Shares may be adversely affected

A publicly listed company is subject to a number of obligations including reporting and disclosure obligations. The Company has never been subject to such obligations and may fail to fulfill such obligations sufficiently. As a consequence, the Company may be subjected to fines, damage claims and negative investor perception and shareholders may not be provided on time or at all with price sensitive information or the content of materials made public may be of an unsatisfactory quality. In addition, the Company may be fined or other sanctions may be imposed on the Company for noncompliance with regulations relating to publicly listed companies. If any of the above risks materializes, the value of the Shares could be materially adversely affected.

The market price of the Shares may decrease and/or be highly volatile

The market price of the Shares may decrease and/or be highly volatile, and be subject to significant fluctuations caused by various factors, some or many of which are beyond the Group's control and not necessarily related to the Group's business, operations and prospects. These factors include: the overall condition of the Polish economy; conditions and trends in the banking sector in Poland and elsewhere in Europe; changes in market valuations of companies in the real estate industry; variations in the Group's quarterly operating results; fluctuations in stock market prices and volumes; potential changes in the regulatory regime; changes in financial estimates or recommendations by securities analysts regarding the Company or the Shares; announcements by the Group or its competitors of new services or technology, significant investments, acquisitions, or joint ventures. In addition, the equity market has generally been exposed to significant fluctuations in price which may be unrelated to or disproportionately high in relation to the results of operations of the companies in question. Such general market factors may have an adverse effect on the market price of the Shares, irrespective of the Group's results of operations.

The shares may have limited liquidity

The fact that the Shares are admitted to trading on the regulated market operated by the WSE does not guarantee a sufficient level of their liquidity. Listed companies from time to time experience significant fluctuations in securities trading volumes, which can have a negative impact on the market price of the Shares. If an appropriate level of trading in the Shares is not achieved or maintained, that could have a material impact on the liquidity and price of the Shares. Even if the appropriate level of trading in the Shares is achieved and maintained, the market price of the Shares may be below the price of such shares in the Private Placement.

Furthermore, the Shares may have a lower level of liquidity than the shares in comparable companies to the Company listed on other markets, especially in the US or in other Western European countries.

Any inadequate level of liquidity of the Shares may limit the ability of investors to sell the required number of the Shares at the expected share price. This could have a material adverse effect on the price of the Shares.

Future sales or the possibility of future sales of a substantial number of Shares by the Majority Shareholder may adversely affect the market price of the Shares.

As of the date of this Prospectus, 68.43% of the Shares, representing 68.43% of the votes at the General Meeting, are held by the Majority Shareholder. The Majority Shareholder has entered into a loan agreement with the Company that contains an option of conversion of debt into equity and amounts outstanding under such loan may be used by the Majority Shareholder to cover the purchase price for new shares in the future. See, "*Business of the Issuer – Material Agreements – Finance Agreements – Finance agreements with Majority Shareholder*." The Majority Shareholder will not be subject to a lock-up period following the first listing date of the New Shares on the WSE and, therefore, the Majority Shareholder may sell substantial numbers of its Shares in the public market, which may adversely affect the market price of the Shares. In addition, such sales could make it more difficult for the Company to raise capital through the issuance of equity securities in the future.

The interpretation of Polish laws and regulations governing investing in shares, including tax laws and regulations applicable to investors, may be unclear, and Polish tax laws and regulations may change

The Polish legal system, including the tax regulations incorporated therein, is subject to frequent changes. Furthermore, some provisions of Polish law, specifically tax law, are ambiguous, and often there is no unanimous or uniform interpretation of the law or uniform practice by the public authorities, including the tax authorities, or the courts as far as the application of Polish law. Because of frequent changes in law and, specifically, tax law and the varying interpretations thereof, the risk connected with Polish tax law may be greater than that in other developed markets. The above is true in particular with respect to issues related to income tax applicable to income generated by investors in relation to the acquisition, holding and sale of securities. No assurance may be given that changes to the tax law, including tax treaties, which may prove unfavorable to investors will not be introduced or that the Polish tax authorities will not take a new, different and unfavorable interpretation of tax provisions, which could have an adverse effect on the tax charges incurred and the actual profit generated by investors from their investment in the Shares. In particular, any changes in regulations on capital gains tax or changes to the Dutch-Polish Double Taxation Treaty may influence the returns made by investors. This risk could have material adverse effects on the price of the Shares.

The value of the Shares for foreign investors may decrease due to exchange rate fluctuations

The market price of the Shares traded on the WSE is denominated in Polish Zloty. Consequently, payments for the New Shares will be made by foreign investors in PLN and, accordingly, foreign investors must convert amounts into PLN at a certain exchange rate, which could be different from the exchange rate prevalent in the future. Consequently, the return on investment in the Shares will depend not only on changes in the price of the Shares during the investment period, but also on fluctuations in the exchange rate between PLN and the investors' domestic currencies. Exchange rate risk will also apply to any cash disbursements under rights associated with the Shares, including the payment of dividends, which, if any are made, may be made in PLN.

As the Company is established and organized under Dutch law, shareholders may have different rights and obligations from those of shareholders in Polish companies listed on the WSE and the legislation, interpretation and application of legal acts may be different in the Netherlands from the ones in Poland

The Company is organized and exists under the laws of the Netherlands. Accordingly, the Company's corporate structure as well as rights and obligations of its shareholders may be different from the rights and obligations of shareholders of Polish companies listed on the WSE. The exercise of certain shareholders' rights for Polish investors in the Company may be more difficult and costly than the exercise of rights in a Polish company. Resolutions of the General Meeting may be taken with majorities different from the majorities required for adopting equivalent resolutions in Polish companies. Any action to contest any corporate action of the Company must be filed with, and will be reviewed by, a Dutch court, in accordance with Dutch law.

In particular, in case of the Company's insolvency, Polish investors may face difficulties in pursuing claims due to differences in insolvency, reorganization, liquidation, administration, arrangement or other scheme with creditors regimes in Poland and the Netherlands. For those reasons Polish investors as creditors may encounter difficulties in the conduct of proceedings with respect to the Company.

Even though Directive 2007/36/EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders in listed companies have been transposed into the national law of Poland and the Netherlands, there still might be differences in regulation of the shareholder rights and exercise thereof between the countries. In addition, even where the regulation is comparable, there might still be differences in its interpretation and application.

Investors in the Shares are generally subject to Dutch dividend withholding tax at a rate of 15% on dividends distributed by the Issuer. Generally, the Issuer is responsible for the withholding of such dividend withholding tax at source. Investors in the Shares may also be subject to Dutch taxation on income and capital gains derived from their investment in the Issuer. See also "*Taxation*".

The marketability of the Shares may decline and the market price of the Shares may fluctuate

The Issuer cannot assure that the marketability of the Shares will improve or remain consistent. The market price of the Shares may fluctuate widely, depending on many factors beyond the Issuer's control. These factors include, amongst other things, actual or anticipated variations in operating results and earnings by the Issuer and/or its competitors, changes in financial estimates by securities analysts, market conditions in the industry and in general the status of the securities market, governmental legislation and regulations, as well as general economic and market conditions, such as recession.

The New Shares have been issued at not be less than the EPRA Triple Net Asset Value (EPRA NNNAV), i.e. EUR 1.57, and there can be no assurance that the market price of the Shares will not be below such price at the time of issuance of the New Shares or that the market price of the Shares will not fall below such price following the admission of the New Shares to Listing.

The market price of the Shares is also subject to fluctuations in response to further issuance of shares by the Issuer, sales of Shares by the Majority Shareholder, the liquidity of trading in the Shares, capital reduction or purchases of Shares by the Issuer, as well as investor perception. As a result of these or other factors, the Issuer cannot assure that the public trading market price of the Shares will not decline.

IMPORTANT INFORMATION

Important Notice

Bank Zachodni WBK S.A. (the "**Listing Agent**") is acting for the Issuer and no one else in connection with the Listing, and will not be responsible to anyone other than the Issuer for providing the protections afforded to their respective clients, or for providing advice in relation to the Private Placement or the Listing.

Capitalized terms used in this Prospectus and not otherwise defined herein have the meaning ascribed to such terms in "*Abbreviations and Definitions*". Certain industry terms and other terms used in this Prospectus are explained in "*Abbreviations and Definitions*".

Unless indicated or implied otherwise, in this Prospectus the terms "Group" refer to Globalworth Poland Real Estate N.V. together with all of its subsidiaries. The terms "Issuer" and "Company" refer solely to Globalworth Poland Real Estate N.V. without its subsidiaries.

Unless indicated otherwise, references to statements as to beliefs, knowledge, expectations, estimates and opinions of the Issuer are those of the Board.

Neither the Issuer nor the Global Coordinator make any assurance as to the compliance with the law of the investment in the New Shares by any investor.

This Prospectus has been prepared solely in connection with the admission to listing and trading of the New Shares on the WSE and has not been prepared in connection with the Private Placement and is not intended to provide information to prospective investors in the context of evaluating a possible investment in the New Shares. It contains selected and summarized information, does not express any commitment or acknowledgement or waiver and does not create any express or implied right towards anyone. The contents of this Prospectus are not to be construed as an interpretation of the Issuer's obligations, of market practice or of contracts entered into by the Issuer.

Responsibility statements

The Issuer accepts responsibility for the information contained in this Prospectus. To the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in this document is in accordance with the facts and contains no omission likely to affect its import. Potential investors should not assume that the information in this Prospectus is accurate as of any other date than the date of this Prospectus and they should only rely on the information contained in this Prospectus and any supplement drawn up to amend any material mistakes or inaccuracies or to reflect any new development which occurs between the date of this Prospectus and the time when trading in the Shares begins on the WSE or the Private Placement of the New Shares is closed.

The Global Coordinator makes no representation, warranty or undertaking, express or implied, and accept no responsibility or liability as to the accuracy or completeness of the information contained in this Prospectus or any other information provided by the Issuer in connection with the New Shares, their distribution and listing on the WSE.

No representation or warranty, express or implied, is made by the Global Coordinator as to the accuracy, completeness or verification of the information set forth in this Prospectus or any other information provided by the Issuer in connection with the New Shares or their distribution, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation in this respect, whether made in the past or the future. The Global Coordinator assumes no responsibility for its accuracy, completeness or verification and accordingly disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this document or any such statement.

Notice to Prospective Investors

Prospective investors are expressly advised that an investment in the Shares entails financial risk. In making an investment decision, prospective investors must rely on their own examination of the Group.

This Prospectus does not constitute an offer to sell or a solicitation by or on behalf of the Issuer or the Global Coordinator to any person to subscribe for any of the Shares in any jurisdiction. The distribution of this Prospectus in certain jurisdictions is restricted by law. Persons into whose possession this Prospectus may come are required by the Issuer and the Global Coordinator to inform themselves about and to observe such restrictions. No action has been taken by the Issuer or the Global Coordinator that would permit a public offer of the New Shares, or possession or distribution of this Prospectus or any other offering material or application form relating to the New

Shares in any jurisdiction. This Prospectus may not be used for, or in connection with, any offer to, or solicitation by, anyone in any jurisdiction or under any circumstances in which such offer or solicitation is not authorized or is unlawful. Neither the Issuer nor any of the Global Coordinator accepts any responsibility for any violation by any person, whether or not such a person is a prospective investor in the Shares, of any of these restrictions.

The Issuer has submitted the Prospectus to the AFM. The Prospectus has been prepared in accordance with the Regulation 809/2004 and Chapter 5.1 of the Dutch Financial Supervision Act (*Wet op het financieel toezicht*) and the rules promulgated thereunder, as well as with the Act on Public Offering and other applicable legislation governing the listing of securities in Poland. The Prospectus was approved by the AFM and published in Poland.

Neither of the Issuer, the Global Coordinator nor any of their respective representatives, is making any representation to any offeree or purchaser of the Shares regarding the legality of an investment in the Shares by such offeree or purchaser under the laws applicable to such offeree or purchaser. The contents of this Prospectus should not be construed as legal, financial or tax advice. The investors are advised to consult their own legal adviser, independent financial adviser or tax adviser for legal, financial or tax advice.

Neither the delivery of this Prospectus under any circumstances create any implication that there has been no change in the Issuer's affairs since the date hereof or that the entirety of the information set forth in this Prospectus is correct as of any time subsequent to its date.

This Prospectus does not constitute, and may not be used for the purposes of, an offer or an invitation to purchase or subscribe for any Shares by any person.

Presentation of financial and other information

The audited consolidated financial statements of the Issuer for the three years ended 31 December 2017, 2016 and 2015 (the "**Audited Consolidated Financial Statements**") and the interim consolidated condensed financial statements for the three month period ended 31 March 2018 (the "**Interim Condensed Consolidated Financial Statements**", jointly with the Audited Consolidated Financial Statements, the "**Consolidated Financial Statements**") have been incorporated by reference in this Prospectus. The Consolidated Financial Statements present the historical results of the companies forming the Globalworth Poland Real Estate N.V. Group. Please note that the financial statements for the years ended 31 December 2017 are statutory financial statements whereas the financial statements for the years ended 31 December 2016 and 2015 are non-statutory financial statements of the Issuer.

The Audited Consolidated Financial Statements have been prepared in accordance with IFRS as adopted by the European Union. The Interim Condensed Consolidated Financial Statements have been prepared in accordance with IAS 34 Interim Financial Reporting adopted in the European Union. The audited consolidated financial statements of the Issuer for the year ended 31 December 2017 have also been prepared in accordance with Part 9 of Book 2 of the Dutch Civil Code. Presentation of the financial information in accordance with IFRS requires the management to make various estimates and assumptions which may impact the values shown in the financial statements and notes thereto. The actual values may differ from such assumptions.

The consolidated financial statements for the year ended 31 December 2017 were audited by Ernst & Young Accountants LLP with its registered office in Rotterdam. The consolidated financial statements for the years ended 31 December 2016 and 2015 were audited by Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. with its registered office in Warsaw.

The Interim Condensed Consolidated Financial Statements for the three month period ended 31 March 2018 have not been audited or reviewed.

The Consolidated Financial Statements are incorporated herein by reference. Please see "*– Documents Incorporated by Reference.*"

Due to becoming a part of the Globalworth Group, the Issuer adjusted the presentation of the consolidated financial statements of the Issuer for the year ended 31 December 2017 compared with the presentation in the consolidated financial statements of the Issuer for the year ended 31 December 2016, to conform to the Globalworth's accounting policies. The adjusted presentation for the year ended 31 December 2016 served as the opening balance in the financial statements for the year ended 31 December 2017. For illustrative purposes only, to ensure comparability of the presentation, the Issuer has made corresponding adjustments to the financial statements for the year ended 31 December 2015, which are being presented below in this Prospectus.

Therefore, the consolidated financial statements of the Issuer for the year ended 31 December 2015 presented in this Prospectus are not derived from the Consolidated Financial Statements, but include the adjustments that have been made to conform to the Globalworth's accounting policies and to ensure comparability with the financial information for the financial years ended 31 December 2017 and 2016, as included in the consolidated financial statements of the Issuer for the year ended 31 December 2017.

The following changes have been introduced to the financial statements for the years ended 31 December 2016 and 31 December 2015:

As at 31 December 2016	Approved (EUR thousands)	Adjustments 1	2	3	4	Amended (EUR thousands)	
Assets							**Assets**
Non-current assets							**Non-current assets**
Completed investment property	470,380					470,380	Investment property*
Investment property under construction	-						
Long-term loans	790					790	Long-term loans
Other receivables	10					10	Other receivables
Long-term restricted cash	2,406	144				2,550	Long-term restricted cash
Deferred tax assets	7,674					7,674	Deferred tax assets
	481,260	**144**	**-**	**-**	**-**	**481,404**	
Current assets							**Current assets**
Rent and other receivables	3,813					3,813	Trade and other receivables
Income tax receivable	32					32	Income tax receivable
Restricted cash	6,707	(6,707)					
Cash and short-term deposits	10,010	6,563				16,573	Cash and cash equivalents
	20,562	**(144)**	**-**	**-**	**-**	**20,418**	
Total assets	**501,822**	**-**	**-**	**-**	**-**	**501,822**	**Total assets**
Equity and liabilities							**Equity and liabilities**
							Total equity
Issued share capital	45					45	Issued share capital
Foreign currency translation reserve	(5,142)					(5,142)	Foreign currency translation reserve
Net assets attributable to shareholders	41,334					41,334	Net assets attributable to shareholders
Equity attributable to equity holders of the parent	36,237	-	-	-	-	36,237	Equity attributable to equity holders of the parent
Non-current liabilities							**Non-current liabilities**
Bank loans	252,535					252,535	Bank loans
Other borrowings	137,919					137,919	Other borrowings
Deferred tax liability	15,658					15,658	Deferred tax liability
			357			357	Guarantees retained from contractors
Deposits from tenants and other deposits	3,348		(357)			2,991	Deposits from tenants
	409,460	**-**	**-**	**-**	**-**	**409,460**	
Current liabilities							**Current liabilities**
Bank loans	49,050					49,050	Bank loans
Other borrowings	16					16	Other borrowings
			133			133	Guarantees retained from contractors
Trade and other payables	3,260			3,323		6,583	Trade and other payables
Capex payables	3,323			(3,323)			
Deposits from tenants and other deposits	476		(133)			343	Deposits from tenants
	56,125	**-**	**-**	**-**	**-**	**56,125**	
Total equity and liabilities	**501,822**	**-**	**-**	**-**	**-**	**501,822**	**Total equity and liabilities**

1) Combining "Cash and short-term deposits" and "Short-term restricted cash" into one position i.e. "Cash and cash equivalents", reclassification of bank accounts according to the new reporting categories;
2) Separating the guarantees retained from contractors from deposits from tenants (previously all deposits was presented under the same line "Deposits from tenants and other deposits");
3) Transfer of "Capex payables" from the separate line into the aggregated position of "Trade and other payables";
4) Combining "Completed investment property" and "Investment property under construction" into one position i.e. "Investment property". As at 31 December 2016 there were no investments under construction;

Year ended 31 December 2016	Approved (EUR thousands)	Adjustments 5	6	7	8	9	Amended (EUR thousands)	
Rental income	23,688	9,856	357				33,901	Revenue
Service charge and marketing income	9,856	(9,856)						
Property operating expenses	(11,135)				330		(10,805)	Operating expenses
Net rental income	**22,409**	**-**	**357**	**-**	**330**	**-**	**23,096**	**Net operating income**
Administrative expenses	(4,013)			30		(519)	(4,502)	Administrative expenses
Valuation gain/(loss) from investment property	21,737				(330)		21,407	Fair value movement
			(357)			(374)	(731)	Other expenses
						893	893	Other income
	17,724	**-**	**(357)**	**30**	**(330)**	**-**	**17,067**	
Operating profit	**40,133**	**-**	**-**	**30**	**-**	**-**	**40,163**	**Profit/(loss) before net financing costs**
								Net financing costs
Finance cost	(22,645)			(30)			(22,675)	Finance cost
Finance income	422						422	Finance income
	(22,223)	**-**	**-**	**(30)**	**-**	**-**	**(22,253)**	
Profit/(loss) before tax	**17,910**	**-**	**-**	**-**	**-**	**-**	**17,910**	Profit/(loss) before tax
Income tax (expenses)/gain	(5,672)						(5,672)	Income tax (expenses)/gain
Profit/(loss) for the year	**12,238**	**-**	**-**	**-**	**-**	**-**	**12,238**	**Profit/(loss) for the year**

5) Combining "Rental income" and "Service charge and marketing income" into one position i.e. "Revenue";
6) Changing the presentation of bad debt allowance from "Rental income" (as a diminishing position) to "Other expenses";
7) Changing the presentation of bank charges from "Administrative expenses" to "Finance cost";
8) Changing the presentation of agent fees from "Property operating expenses" to "Fair value movement";
9) Transfer of other income and other expenses from "Administrative expenses" to "Other income" and "Other expenses" line;

Year ended 31 December 2016	Approved (EUR thousands)	Adjustments 7	8	10	Amended (EUR thousands)	
Profit/(loss) before tax	**17,910**			-	**17,910**	**Profit/(loss) before tax**
Adjustments to reconcile profit before tax to net cash flows						Adjustments to reconcile profit before tax to net cash flows
Valuation (gain)/loss on investment property and impairment	(21,737)		330		(21,407)	Fair value movement on investment property
Finance income	(422)			422		
Finance expense	22,645	30		(422)	22,253	Net financing costs
	18,396	**30**	**330**		**18,756**	**Operating profit before changes in working capital**
Working capital adjustments						
Decrease/(increase) in rent and other receivables	(14)				(14)	Decrease/(increase) in trade and other receivables
(Decrease)/increase in trade and other payables	45				45	(Decrease)/increase in trade and other payables
Movements in deposits from tenants and other deposits	(806)				(806)	Movements in deposits from tenants and guarantees retained from contractors
VAT settlements	2,086				2,086	VAT settlements
Other Items	(535)		(330)		(865)	Other Items
Income tax paid	(211)				(211)	Income tax paid
Net cash flow from operating activities	**18,961**	**30**	**-**	**-**	**18,991**	**Cash flows from operating activities**
Investing activities						**Investing activities**
Capital expenditure on investment property	(14,499)				(14,499)	Capital expenditure on investment property
Expenditure on investment property under construction	(24,966)				(24,966)	Expenditure on investment property under construction
Interest received	17				17	Interest received
Net cash flow from investing activities	**(39,448)**		**-**	**-**	**(39,448)**	**Cash flows from financing activities**
Financing activities						**Financing activities**
Bank loan proceeds	138,990				138,990	Bank loan proceeds
Bank loan repayments	(87,996)				(87,996)	Bank Repayments

Year ended 31 December 2016	Approved (EUR thousands)	Adjustments 7	8	10	Amended (EUR thousands)	
Proceeds from borrowings	4,316				4,316	Proceeds from borrowings
Repayment of borrowings	(24,281)				(24,281)	Repayment of borrowings
		(30)			(30)	Payment of other financing costs
Interest paid	(8,498)				(8,498)	Interest paid
Change in restricted cash	(1,388)				(1,388)	Change in restricted cash
Net cash flow from financing activities	**21,143**	**(30)**		**-**	**21,113**	**Cash flows from financing activities**
Net increase in cash and cash equivalents	**656**	**-**			**656**	**Net increase/(decrease) in cash and cash equivalents**
Cash and cash equivalents at the beginning of the period	9,961				9,961	Cash and cash equivalents at the beginning of the period
Translation differences	(607)				(607)	Translation differences
Cash and cash equivalents at the end of the period	**10,010**			**-**	**10,010**	**Cash and cash equivalents at the end of the period**

10) Combining "Finance income" and "Finance expenses" into one position i.e. "Net financing costs".

As at 31 December 2015	Approved (EUR thousands)	Adjustments 1	2	3	4	Amended (EUR thousands)	
ASSETS							**ASSETS**
Non-current assets							**Non-current assets**
Completed investment property	385,825				36,850	422,675	Investment property
Investment property under construction	36,850				(36,850)	-	
Long term loans	523					523	Long-term loans
Other receivables	-					-	Other receivables
Long-term restricted cash	2,540					2,540	Long-term restricted cash
Deferred tax assets	2,096					2,096	Deferred tax assets
	427,834	**-**	**-**	**-**	**-**	**427,834**	
Current assets							**Current assets**
Rent and other receivables	6,149					6,149	Trade and other receivables
Income tax receivable	31					31	Income tax receivable
Restricted cash	5,185	(5,185)				-	
Cash and short-term deposits	9,961	5,185				15,146	Cash and cash equivalents
	21,326	**-**	**-**	**-**	**-**	**21,326**	
TOTAL ASSETS	**449,160**	**-**	**-**	**-**	**-**	**449,160**	**TOTAL ASSETS**

As at 31 December 2015	Approved (EUR thousands)	Adjustments 1	2	3	4	Amended (EUR thousands)	
EQUITY AND LIABILITIES							**EQUITY AND LIABILITIES**
							Total equity
Issued share capital	-					-	Issued share capital
Foreign currency translation reserve	(1,871)					(1,871)	Foreign currency translation reserve
Net assets attributable to shareholders	86,349					86,349	Net assets attributable to shareholders
Equity attributable to equity holders of the parent	**84,478**	**-**	**-**	**-**	**-**	**84,478**	Equity attributable to equity holders of the parent
Non-current liabilities							**Non-current liabilities**
Bank loans	170,582					170,582	Bank loans
Other borrowings	96,166					96,166	Other borrowings
Deferred tax liability	4,802					4,802	Deferred tax liability
			1,656			1,656	Guarantees retained from contractors
Deposits from tenants and other deposits	4,430		(1,656)			2,774	Deposits from tenants
	275,980	**-**	**-**	**-**	**-**	**275,980**	
Current liabilities							**Current liabilities**
Bank loans	80,104					80,104	Bank loans
Derivative financial instruments	1,308					1,308	Derivative financial instruments

As at 31 December 2015	Approved (EUR thousands)	Adjustments 1	2	3	4	Amended (EUR thousands)	
Other borrowings	-					-	Other borrowings
			19			19	Guarantees retained from contractors
Trade and other payables	3,197			3,728		6,925	Trade and other payables
Capex payables	3,728			(3,728)		-	
Deposits from tenants and other deposits	365		(19)			346	Deposits from tenants
	88,702	**-**	**-**	**-**	**-**	**88,702**	
Total equity and liabilities	**449,160**	**-**	**-**	**-**	**-**	**449,160**	**Total equity and liabilities**

Year ended 31 December 2015	Approved (EUR thousands)	Adjustments 5	6	7	8	9	Amended (EUR thousands)	
Rental income	21,316	8,934	26				30,276	Revenue
Service charge and marketing income	8,934	(8,934)					-	
Property operating expenses	(8,729)				72		(8,657)	Operating expenses
Net rental income	**21,521**	**-**	**26**	**-**	**72**	**-**	**21,619**	**Net operating income**
Administrative expenses	(4,938)			20		91	(4,827)	Administrative expenses
Valuation gain/(loss) from investment property	30,357				(72)		30,285	Fair value movement
			(26)			(129)	(155)	Other expenses
						38	38	Other income
	25,419	**-**	**(26)**	**20**	**(72)**	**-**	**25,341**	
Operating profit	**46,940**	**-**	**-**	**20**	**-**	**-**	**46,960**	**Profit/(loss) before net financing costs**
								Net financing costs
Finance cost	(11,089)			(20)			(11,109)	- Finance cost
Finance income	157						157	- Finance income
	(10,932)	**-**	**-**	**(20)**	**-**	**-**	**(10,952)**	
Profit/(loss) before tax	**36,008**	**-**	**-**	**-**	**-**	**-**	**36,008**	**Profit/(loss) before tax**
Income tax (expenses)/gain	(4,346)						(4,346)	Income tax (expenses)/gain
Profit/(loss) for the year	**31,662**	**-**	**-**	**-**	**-**	**-**	**31,662**	**Profit/(loss) for the year**

Year ended 31 December 2015	Approved (EUR thousands)	Adjustments 7	8	10	Amended (EUR thousands)	
Profit/(loss) before tax	**36,008**	**-**	**-**		**36,008**	**Profit/(loss) before tax**
Adjustments to reconcile profit before tax to net cash flows					-	Adjustments to reconcile profit before tax to net cash flows
Valuation (gain)/loss on investment property and impairment	(30,357)		72		(30,285)	Fair value movement on investment property
Finance income	(157)			157	-	
Finance expense	11,089	20		(157)	10,952	Net financing costs
	16,583	**20**	**72**	**-**	**16,675**	**Operating profit before changes in working capital**
Working capital adjustments						
Decrease/(increase) in rent and other receivables	(667)				(667)	Decrease/(increase) in trade and other receivables
(Decrease)/increase in trade and other payables	1,377				1,377	(Decrease)/increase in trade and other payables
Movements in deposits from tenants and other deposits	2,044				2,044	Movements in deposits from tenants and guarantees retained from contractors
VAT settlements	(1,478)				(1,478)	VAT settlements
Other Items	76		(72)		4	Other items
Income tax paid	9				9	Income tax paid
Net cash flow from operating activities	**17,944**	**20**	**-**	**-**	**17,964**	**Cash flows from operating activities**
Investing activities						**Investing activities**
Purchase of investment property	(63,773)				(63,773)	Purchase of investment property
Capital expenditure on investment property	(2,101)				(2,101)	Capital expenditure on investment property
Expenditure on investment property under construction	(38,356)				(38,356)	Expenditure on investment property under construction

Movements in loans granted	(382)				(382)	Movements in loans granted
Interest received	8				8	Interest received
Net cash flow from investing activities	**(104,604)**	**-**	**-**	**-**	**(104,604)**	**Cash flows from investing activities**

		Adjustments				
Year ended 31 December 2015	**Approved (EUR thousands)**	**7**	**8**	**10**	**Amended (EUR thousands)**	
Financing activities						**Financing activities**
Bank loan proceeds	106,356				106,356	Bank loan proceeds
Bank loan repayments	(27,097)				(27,097)	Bank loan repayments
Proceeds from borrowings	16,475				16,475	Proceeds from borrowings
Repayment of borrowings	-				-	Repayment of borrowings
		(20)			(20)	Payment of other financing costs
Interest paid	(8,868)				(8,868)	Interest paid
Change in restricted cash	4,357				4,357	Change in restricted cash
Net cash flow from financing activities	**91,223**	**(20)**	**-**	**-**	**91,203**	**Cash flows from financing activities**
Net increase in cash and cash equivalents	**4,563**		**-**	**-**	**4,563**	**Net increase / (decrease) in cash and cash equivalents**
Cash and cash equivalents at the beginning of the period	5,410				5,410	Cash and cash equivalents at the beginning of the period
Translation differences	(12)				(12)	Translation differences
Cash and cash equivalents at the end of the period	**9,961**	**-**	**-**	**-**	**9,961**	**Cash and cash equivalents at the end of the period**

The Group's consolidated financial statements for years 2015, 2016 and 2017 are presented in Euro, the property valuations are expressed in Euro, and the majority of the Group's revenues, specifically rent revenues, are expressed in Euro, while the Group's external debt is also expressed in Euro. However, the Company's functional currency until 31 December 2017 was the PLN and certain of the Group's costs, such as certain maintenance and modernization costs, and labor and advisory costs, were incurred in Polish zloty. From 1 January 2018 the Group changed the functional currency from PLN to EUR.

Unless otherwise indicated, financial and statistical data included in this Prospectus are expressed in EUR.

Unless otherwise indicated, all financial data pertaining to the Issuer presented herein is based on the Consolidated Financial Statements, or has been calculated based thereon.

This Prospectus also contains unaudited pro forma financial information. The unaudited pro forma financial information is provided for illustrative purposes only in accordance with Annex II of the Commission Regulation 809/2004/EC. It does not purport to represent what the actual results of operations or financial position of the Company would have been had the Recent Acquisitions been completed at 1 January 2017, nor is it necessarily indicative of the results or financial position of the Company for any future periods. The unaudited pro forma financial information represents information prepared based on estimates and assumptions deemed appropriate by the Company. Because of its nature, the unaudited pro forma financial information is based on a hypothetical situation and, therefore, does not represent the actual financial position or results of operations of the Company. The assumptions used in the preparation of the unaudited pro forma financial information may prove not to be correct. The pro forma financial information has been compiled by the management board to illustrate the impact of the Recent Acquisitions on the Company's financial position as at December 31, 2017 and its financial performance for the year ended December 31, 2017 as if the acquisitions had taken place as at January 1, 2017. See "*Business of the Issuer – Recent Acquisitions.*"

Certain figures included in this Prospectus have been subject to rounding adjustments and presented in EUR million (not in EUR thousand as in the Consolidated Financial Statements). Accordingly, in certain instances the sum of numbers in a column or a row in tables contained in this Prospectus may not conform exactly to the total figure given for that column or row. Some percentages in the tables in this Prospectus have also been rounded, and accordingly the totals in these tables may not exactly add up to 100%. Percentage changes during the compared periods were computed on the basis of the original (not rounded) amounts.

Alternative Performance Measures

Certain financial measures in this Prospectus, including NOI, FFO, AFFO, Net LTV, EPRA NAV and EPRA NNNAV (collectively, the "**APMs**"), are not specifically defined under IFRS. Potential investors should take into consideration that these financial measures are neither standardized nor applied in a consistent manner by companies, and that other companies may calculate such measures differently than the Company. These financial measures should be considered together with their most directly comparable IFRS financial measures and should not by themselves be seen as a basis to compare different companies. Furthermore, NOI, FFO, AFFO, Net LTV, EPRA NAV and EPRA NNNAV are not recognized as financial measures by IFRS and do not substitute the financial measures presented in the income statement and the statement of cash flows prepared in accordance with IFRS.

The APMs are presented in this Prospectus because the Group believes that they are among the measures used by management to evaluate the financial performance of the Group and they are frequently used by securities analysts, investors and other interested parties to perform their own evaluation. These measures may not be comparable to other similarly titled measures of other companies and are not measurements under IFRS, and investors should not consider such items as alternatives to net income/loss, operational income or any other performance measures derived in accordance with IFRS.

Unless otherwise indicated, all references in this Prospectus to "PLN", "Polish Zloty" and "zloty" are to the lawful currency of Poland. References to "EUR", "Eur" or "€" are to the lawful currency of the European Economic and Monetary Union.

Market, economic and industry data

Certain macroeconomic and statistical data included in this Prospectus has been derived from publicly available sources, the reliability of which may vary. Macroeconomic and statistical data concerning Poland is mostly based on information published by the Polish Central Statistical Office (*Główny Urząd Statystyczny*, or "**GUS**"). In any case, macroeconomic and statistical data, as well as the source data on which it is based, may not have been extracted or derived from a source in a manner analogous to that used in other countries. There is no guarantee that a third party using different methods of gathering, analyzing and processing information would obtain the same results.

Market data and certain industry data and forecasts used, as well as statements made herein regarding the Issuer's position in the industry were estimated or derived based upon assumptions the Board deems reasonable and from the Company's own research, surveys or studies conducted at its request by third parties, or derived from publicly available sources (Eurostat, IMF and GUS). Industry publications generally state that the information they contain has been obtained from sources believed to be reliable, but that the accuracy and completeness of such information is not guaranteed and that the projections they contain are based on a number of significant assumptions. Industry statistical data has been derived from reports on the relevant real estate markets prepared by JLL, the Group's real estate advisors ("**JLL**"). When searching for, processing and preparing macroeconomic, market, industry and other data from sources other than the Issuer, such as governmental publications, third party publications, industry publications and general interest publications, the Issuer has identified the sources. Where information has been sourced from a third party, the Issuer confirms that this information has been accurately reproduced and that as far as the Issuer is aware and is able to ascertain from the information published by these third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading.

The Issuer does not intend, nor is it obligated, to update the data presented herein, save for obligations arising under provisions of law.

Enforceability of civil claims

The Issuer is incorporated under the laws of the Netherlands and has its statutory seat in Amsterdam, the Netherlands. The Netherlands is a member of the EU. Therefore any judgment issued by a court in a EU Member State in civil or commercial matter shall be recognized and enforced in Poland under Regulation No 44/2001. Investors who will attempt to enforce a judgment issued by a court outside the EU may face difficulties. In general, foreign court judgments issued in civil matters may be enforced in the Netherlands pursuant to the general provisions of the Dutch Civil Procedure Code. Foreign judgments may be enforced in the Netherlands provided that, inter alia, they are final and conclusive and do not infringe the basic principles of the Dutch legal system (public policy). The Issuer cannot provide assurance that all conditions precedent required for enforcement of foreign judgments in the Netherlands will be satisfied, or that a particular judgment will be enforced in the Netherlands.

No incorporation of website information

Except as disclosed below in "- *Documents Incorporated by Reference*", the contents of the Issuer's website and any other website referenced herein do not form part of this Prospectus.

Documents incorporated by reference

The Issuer's Articles of Association (*statuten*) (in the Dutch and English language) and the Consolidated Financial Statements for the years ended 31 December 2017, 2016 and 2015 and the three month periods ended 31 March 2018 are incorporated by reference into this Prospectus. No other documents or information form part of, or are incorporated by reference into, this Prospectus. Copies of our Consolidated Financial Statements for the years ended 31 December 2017, 2016 and 2015 and the three month periods ended 31 March 2018 may be obtained free of charge for the life of this Prospectus by sending a request in writing to us at the Issuer's business address: Claude Debussylaan 15, 1082MC Amsterdam, the Netherlands. Such Consolidated Financial Statements are also available via www.globalworth.pl.

Consolidated Financial Statements for the year ended 31 December 2017

Consolidated Financial Statements for the year ended 31 December 2016

Consolidated Financial Statements for the year ended 31 December 2015

Interim Condensed Consolidated Financial Statements for the three-month period 31 March 2018

Forward-looking statements

This Prospectus includes forward-looking statements, which include all statements other than statements of historical facts, including, without limitation, any statements preceded by, followed by or that include the words "targets", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "would", "could" or similar expressions of the negative thereof. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond the Issuer's control that could cause the Issuer's actual results, financial condition, results of operations or developments to differ materially from any future results, financial condition, results of operations or developments expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding the Issuer's present and future business strategies and the environment in which it currently operates and will operate in the future. Among the important factors that could cause the Issuer's actual results, financial condition, results of operations or developments to differ materially from those expressed in such forward-looking statements are those factors discussed in the "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Risk Factors*" sections and elsewhere in this Prospectus. These forward-looking statements speak only as of the date of this Prospectus. The Issuer expressly disclaims any obligation or undertaking to disseminate any updates or revisions to any forward-looking statements contained herein in order to reflect any change in its expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based, unless required to do so by the Dutch Act on Financial Supervision, the Polish Act on Public Offers, the WSE Corporate Governance Rules, the Dutch Corporate Governance Code, the Dutch Civil Code or any other law or regulation to which the Issuer is subject.

Investors should be aware that several important factors and risks cause actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements. These factors include:

- *Risks relating to macroeconomic conditions, including*: political, economic and legal risks associated with Poland, its neighboring countries and the European Union could have a material adverse effect on the Group; the locations of the Group's properties are exposed to regional risks and could lose some of their appeal; the Polish real estate market is highly competitive; the Polish real estate market is cyclical; changes in tax laws or their interpretation could affect the Group's financial condition and the cash flows available to the Group;
- *Risks relating to the Group's business, including, but not limited to*: the valuation of real estate is inherently subjective and uncertain, is based on assumptions which may prove to be inaccurate or affected by factors outside the Group's control, and is subject to fluctuation; the Group's consolidated balance sheet and income statement may be significantly affected by fluctuations in the fair market value of its properties as a result of revaluations; the Group's growth and profitability will depend on the Group's ability to identify and acquire attractive income-generating properties;
- *Risks relating to the Group's financial condition, including, but not limited to*: the Group's leverage and debt service obligations are significant and could increase, adversely affecting its business, financial condition or results of operations; the dividend payout ratio may be lower than expected; the Group may incur substantial losses if it fails to meet the obligations and requirements of its debt financing and, furthermore, the restrictions imposed by its debt financing may prevent it from selling its projects; the Group might be unable to renew or refinance loans as they mature, or might be able to renew or refinance such loans only on less favorable terms; the Group is exposed to changes in foreign currency exchange rates.

This list of important factors is not exhaustive. When relying on forward-looking statements, investors should carefully consider the foregoing factors and other uncertainties and events, especially in light of the political, economic, social and legal environment in which the Issuer operates. The Issuer does not make any representation, warranty or prediction that the factors anticipated by such forward-looking statements will be present, and such forward-looking statements represent, in each case, only one of many possible scenarios and should not be viewed as the most likely or standard scenario.

The Issuer undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.

Exchange rate information

The tables below present the mid, highest and lowest rates, as well as period-end rates as announced by the NBP for exchange transactions between PLN and EUR during the respective periods. The Issuer cannot guarantee, however, that the actual value of PLN corresponds to the given value of EUR or that it might have corresponded or been translated into EUR at the referred rate.

PLN/EUR Exchange Rate

	PLN/EUR exchange rate			
	Mid	**High**	**Low**	**Period-end**
2015	4.18	4.36	3.98	4.26
2016	4.36	4.50	4.24	4.42
2017	4.26	4.42	4.17	4.17

Source: NBP

On 30 May 2018, the PLN/EUR exchange rate announced by the NBP was PLN 4.32 per EUR 1.

DIVIDENDS AND DIVIDEND POLICY

Dividends Paid in the Past

In the period covered by the Consolidated Financial Statements, the Issuer has not paid any dividend from the net profit generated thereby.

Dividend Policy

Starting from 2018 the Articles of Incorporation of the Issuer stipulate that the dividend policy of the Company is to distribute on a semi-annual basis not less than 90% of the Company's funds from operations (post tax) ("**FFO**") for the period to its shareholders. The Group defines FFO as profit before tax less profit / (loss) on sale of the property, less net gains / (losses) on investment property, less net tax payments but excluding impact of one-off non-recurring items and non-cash items. The Company is planning to make regular dividend distributions. On 13 June 2018, following the completion of the Private Placement, the Company announced that the amount of dividend to be paid to be paid in respect to 2017 financial year amounts to PLN 48,703,312, with the amount of dividend per share amounting to PLN 0.11. 18 June 2018 has been determined as the record date for the payment of the dividend and 28 June 2018 has been determined as the payment of the dividend.

All Shares, including the New Shares, carry equal rights to dividends (and advance dividend payments, respectively) and entitle the holders to participate in the Issuer's profit from the date of their purchase and the dividend date is set after the date of purchase (or registration) of the Shares.

For more detailed information regarding dividend payments please see "*Description of Share Capital and Corporate Governance – Dividends and other distributions*".

For more detailed information regarding the taxation of dividends please see "*Taxation–Personal Income Tax and Corporate Income Tax*".

CAPITALIZATION AND INDEBTEDNESS

The following tables present the capitalization, net financial debt and contingent liabilities of the Group as of 30 April 2018, each based on the financial information of the Group. The capitalization of the Group changed following the Private Placement and the implementation of the capital increase through the issuance of the New Shares. This section should be read together with the Consolidated Financial Statements and the notes thereto.

Representation Concerning Working Capital

The Company is of the opinion that the Group has sufficient working capital for its present requirements, that is for at least the next twelve months commencing as of the date of this Prospectus.

Capitalization and Indebtedness

The table below presents the capitalization of the Group as of 30 April 2018. The information included in the right-hand column shows the adjustment of the Group's capitalization as of 30 April 2018 assuming completion of the Private Placement as of that date, i.e. after the issuance of 286,624,204 New Shares at the Offer Price of EUR 1.57 per Offer Share, the receipt by the Company of net proceeds amounting to approximately EUR 443 million.

in EUR thousands	**As of 30 April 2018 before execution of the Private Placement**	**As of 30 April 2018 after the issue of 286,624,204 New Shares at the Offer Price of EUR 1.57**
	(unaudited)	
Total current debt(1)	**242,157**	**18,512**
of which guaranteed	-	-
of which secured(2)	3,509	3,509
of which unsecured not guaranteed	238,648	15,002
Total non-current debt(3)	**350,356**	**274,002**
of which guaranteed	-	-
of which secured(2)	89,888	89,888
of which unsecured not guaranteed	260,469	184,114
Shareholders' Equity(4)	**247,438**	**690,438**
Issued share capital	156,133	442,757
Share premium	44,026	200,402
Other reserves	8,121	8,121
Foreign currency transactions reserve	-	-
Retained earnings	39,158	39,158
Net assets attributable to shareholders	-	-
Total(5)	**839,952**	**982,952**

(1) Corresponds to the consolidated statement of financial position items "bank loans" and "other borrowings" and "guarantees retained from contractors", "trade and other payables", as well as "deposits from tenants" and "income tax payable".
(2) Secured by encumbrances on the property of the Group.
(3) Consists of the sum of the consolidated statement of financial position items "bank loans", "other borrowings", "deferred tax liability", "guarantees retained from contractors" as well as "deposits from tenants".
(4) Corresponds to the consolidated statement of financial position item "total equity".
(5) Corresponds to the consolidated statement of financial position item "total equity and liabilities".

The table below presents the net financial debt of the Group as of 30 April 2018. The information included in the right-hand column shows the hypothetical adjustment of net financial debt as of 30 April 2018 assuming completion of the Private Placement as of that date, i.e. after the issuance of 286,624,204 New Shares at the Offer Price of EUR 1.57 per Offer Share, the receipt by the Company of net proceeds amounting to approximately EUR 443 million and the repayment by the Company of EUR 227,669,863 under the EPP Transaction Loan and EUR 72,330,136 under the GF Loan Agreement.

in EUR thousands	As of 30 April 2018 before execution of the Private Placement	As of 30 April 2018 after the issue of 286,624,204 New Shares at the Offer Price of EUR 1.57
	(unaudited)	
A. Cash balances(1)	57,694	37,818
B. Bank balances (cash equivalent)	0	0
C. Trading Securities	0	0
D. Liquidity (A)+(B)+(C)	57,694	37,818
E. Current financial receivables	23,015	23,015
F. Current bank debt(2)	249	249
G. Current portion of non-current bank debt(3)	3,260	3,260
H. Other current financial liabilities(4)	223,646	0
I. Current financial debt (F)+(G)+(H)(5)	227,155	3,509
J. Net current financial indebtedness (I)–(E)–(D)	146,446	(57,324)
K. Non-current bank loans(6)	89,888	89,888
L. Bonds issued	0	0
M. Other non-current borrowings	232,504	156,150
N. Non-current financial liabilities (K)+(L)+(M)	322,392	246,037
O. Net financial debt (J)+(N)	**468,838**	**188,713**
Net Loan-to-Value (Net LTV) in %	4	5
Net Loan-to-Value (Net LTV) including other borrowings in %	32	21

(1) Corresponds to the sum of the consolidated statement of financial position items "long-term restricted cash", and "cash and cash equivalents".
(2)Represents the amount of accrued interest on "bank loans".
(3) Represents the amount of current portion on "bank loans" excluding accrued interest on "bank loans".
(4) Corresponds the consolidated statement of financial position item "other borrowings" within non-current liabilities.
(5) Corresponds to the consolidated statement of financial position item "bank loans" within current liabilities.
(6) Corresponds to the consolidated statement of financial position item "bank loans" within non-current liabilities.

Since 30 April 2018, no material changes in capitalization, indebtedness and liquidity of the Issuer have occurred except for the completion of the Private Placement, including the receipt of EUR 450,000,000 in equity from the issuance and sale of the New Shares and repayment of the EPP Transaction Loan and the GF Loan Agreement, in the amounts set out above.

Indirect and Conditional Indebtedness

For information on indirect and conditional indebtedness, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations –Contingent Liabilities*".

SELECTED HISTORICAL FINANCIAL INFORMATION

The financial information summarized below for the financial years 2017, 2016 and 2015 and the three month period ended 31 March 2018 and 2017 is taken or derived from the Consolidated Financial Statements. The Consolidated Financial Statements for the financial year 2017 were audited by EY Netherlands. The Consolidated Financial Statements for the financial years 2016 and 2015 were audited by EY Poland. EY Netherlands and EY Poland issued an unqualified audit opinion with respect to the Consolidated Financial Statements. The interim condensed consolidated financial statements the three month period ended 31 March 2018 have not been audited or reviewed. Please note that due to becoming a part of the Globalworth Group, the Issuer adjusted the presentation of the consolidated financial statements of the Issuer for the year ended 31 December 2017 and made adjustments to the financial statements for the years ended 31 December 2016 and 2015, to conform to the Globalworth's accounting policies, as described in more detail in "Important Information – Presentation of financial and other information." The Company's management reporting and accounting records have not been audited.

This section should be read along with the information provided in "Management's Discussion and Analysis of Financial Condition and Results of Operations" as well as in the Consolidated Financial Statements and notes thereto and other financial data presented elsewhere in the Prospectus.

Selected Data from Consolidated Statement of Profit or Loss and Consolidated Statement of Other Comprehensive Income

	Year ended 31 December			Three month period ended 31 March	
in EUR thousands (unless otherwise indicated)	**2017**	**2016**	**2015***	**2018**	**2017**
	(audited)	*(unaudited)*		*(unaudited)*	
Revenue	**45,805**	**33,901**	**30,276**	**16,776**	**9,677**
Operating expenses	(14,075)	(10,805)	(8,657)	(5,131)	(3,558)
Net operating income	**31,730**	**23,096**	**21,619**	**11,645**	**6,119**
Administrative expenses	**(7,821)**	**(4,502)**	**(4,827)**	**(1,189)**	**(1,036)**
Fair value movement	3,199	21,407	30,285	3,179	(22,599)
Other expenses	(721)	(731)	(155)	(125)	(115)
Other income	284	893	38	101	79
Profit before net financing costs	**26,671**	**40,163**	**46,960**	**13,611**	**(17,552)**
Finance cost	(9,559)	(22,675)	(11,109)	(5,200)	(3,770)
Finance income	25,479	422	157	459	15,884
Profit before tax	**42,591**	**17,910**	**36,008**	**8,870**	**(5,438)**
Income tax (expenses)/gain	(11,271)	(5,672)	(4,346)	(2,269)	308
Profit for the year	**31,320**	**12,238**	**31,662**	**6,601**	**(5,130)**
Other comprehensive income transferable later on to the profit/(loss)					
Foreign currency translation reserve	10,313	(3,271)	(562)	-	1,629
Other comprehensive income/(loss)	10,313	(3,271)	(562)	-	1,629
Earnings per share (in EUR)	**0.20**	**0.09**	**0.24**	**0.04**	**(0.04)**
Total comprehensive income/(loss) for the year, net of tax	**41,633**	**8,967**	**31,100**	**6,601**	**(3,501)**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Selected Data from the Consolidated Statement of Financial Position

	As of 31 December			As of the three month period ended 31 March	
	2017	**2016**	**2015***	**2018**	**2017**
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
ASSETS					
Non-current assets					
Investment property	680,130	470,380	422,675	740,127	472,177
Long term loans	-	790	523	44	227

	As of 31 December			As of the three month period ended 31 March	
	2017	2016	2015*	2018	2017
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Available for sale financial assets	5,897	-	-	-	-
Other financial assets	-	-	-	6,033	-
Other long-term assets	47	-	-	75	-
Other receivables	69	10	-	-	9
Long term restricted cash	2,958	2,550	2,540	2,958	3,378
Deferred tax assets	-	7,674	2,096	-	-
	689,101	**481,404**	**427,834**	**749,237**	**475,791**
Current assets					
Short-term loans	60	-	-	-	7
Trade and other receivables	10,634	3,813	6,149	12,965	7,678
Income tax receivable	1	32	31	-	39
Debentures	18,389	-	-	18,567	-
Available for sale financial assets	4,346	-	-	-	-
Other financial assets	-	-	-	4,448	-
Cash and cash equivalents	34,685	16,573	15,146	38,314	14,889
	68,115	**20,418**	**21,326**	**74,294**	**22,613**
TOTAL ASSETS	**757,216**	**501,822**	**449,160**	**823,531**	**498,404**
EQUITY AND LIABILITIES					
Issued share capital	156,133	45	-	156,133	133,930
Share premium	44,026	-	-	44,026	41,259
Other reserves	8,121	-	-	8,121	
Foreign currency translation reserve	5,171	(5,142)	(1,871)	-	(3,513)
Net assets attributable to shareholders	-	41,334	86,349	-	3,944
Retained earnings	31,320	-	-	43,092	-
Total	**244,771**	**36,237**	**84,478**	**251,372**	**175,620**
LIABILITIES					
Non-current liabilities					
Bank loans	278,690	252,535	170,582	278,728	239,376
Other borrowings	-	137,919	96,166	-	21
Deferred tax liability	19,020	15,658	4,802	20,843	7,958
Guarantees retained from contractors	537	357	1,656	863	446
Deposits from tenants	5,834	2,991	2,774	6,259	3,484
	304,081	**409,460**	**275,980**	**306,693**	**251,285**
Current liabilities					
Bank loans	26,202	49,050	80,104	26,817	61,338
Derivative financial instruments	-	-	1,308	-	-
Other borrowings	165,413	16	-	223,646	-
Guarantees retained from contractors	508	133	19	342	127
Trade and other payables	15,238	6,583	6,925	14,207	9,860
Deposits from tenants	270	343	346	375	174
Income tax payable	733	-	-	79	-
	208,364	**56,125**	**88,702**	**265,466**	**71,499**
Total liabilities	**512,445**	**465,585**	**364,682**	**572,159**	**322,784**
TOTAL EQUITY AND LIABILITIES	**757,216**	**501,822**	**449,160**	**823,531**	**498,404**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Selected Data from the Consolidated Statement of Cash Flows

	Year ended 31 December			Three month period ended 31 March	
	2017	2016	2015*	2018	2017
	(EUR thousands) (audited)	*(EUR thousands) (unaudited*		*(EUR thousands) (unaudited*	
Profit before tax	**42,591**	**17,910**	**36,008**	**8,870**	**(5,438)**
Adjustments to reconcile profit before tax to net cash flows					
Fair value movement on investment property	(3,199)	(21,407)	(30,285)	(3,179)	22,599
Net financing (income)/costs	(16,469)	22,253	10,952	4,601	(12,114)
Operating profit before changes in working capital	**22,923**	**18,756**	**16,675**	**10,292**	**5,047**
Decrease/(increase) in trade and other receivables	(3,609)	(14)	(667)	(1,158)	(2,786)
(Decrease)/increase in trade and other payables	2,671	45	1,377	(822)	339
Movements in deposits from tenants and other deposits	2,052	(806)	2,044	237	204
VAT settlements	1,066	2,086	(1,478)	255	358
Other items	(1,444)	(865)	4	(47)	(68)
Income tax paid	41	(211)	9	(1,085)	4
Cash flow from operating activities	**23,700**	**18,991**	**17,964**	**7,672**	**3,098**
Investing activities					
Purchase of investment property	-	-	(63,773)	-	-
Capital expenditure on investment property	(14,621)	(14,499)	(2,101)	(3,763)	(2,803)
Expenditure on investment property under construction	-	(24,966)	(38,356)	-	-
Rental Guarantee Payment (CAPEX)	3,986	-	-	1,191	-
Payment on acquisition of subsidiaries less cash acquired	(155,151)	-	-	(55,384)	-
Dividend received	3	-	-	-	-
Movements in loans granted	(27,466)	-	(382)	20	-
Interest received	32	17	8	16	-
Cash flow from investing activities	**(193,217)**	**(39,448)**	**(104,604)**	**(57,920)**	**(2,803)**
Financing activities					
Proceeds from share issuance	29,129	-	-	-	-
Bank loan proceeds	11,098	138,990	106,356	2,095	1,325
Bank loan repayments	(8,702)	(87,996)	(27,097)	(1,510)	(2,738)
Proceeds from borrowings	164,194	4,316	16,475	55,000	1,465
Repayment of borrowings	(1,118)	(24,281)	-	-	-
Payment of other financing costs	-	(30)	(20)	-	(8)
Interest paid	(7,337)	(8,498)	(8,868)	(1,708)	(1,681)
Change in restricted cash	(12,873)	(1,388)	4,357	(220)	926
Cash flow from financing activities	**174,391**	**21,113**	**91,203**	**53,657**	**(711)**
Net increase/(decrease) in cash and cash equivalents	**4,874**	**656**	**4,563**	**3,409**	**(416)**
Cash and cash equivalents at the beginning of the period	10,010	9,961	5,410	15,657	10,010
Translation differences	773	(607)	(12)	-	486
Cash and cash equivalents at the end of the period	**15,657**	**10,010**	**9,961**	**19,066**	**10,080**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Alternative Performance Measures

The Board evaluates the Group's results based on certain profitability, debt and liquidity ratios and indicators. The ratios and indicators presented in this section are Alternative Performance Measures ("**APMs**") within the meaning of the ESMA Guidelines on Alternative Performance Measures. These measures have not been audited or reviewed by an independent auditor unless stated otherwise. The Alternative Performance Measures are not recognized as financial measures by IFRS and cannot serve as substitutes to the financial measures presented in the "*Consolidated Statement of Profit or Loss*" and the consolidated statement of cash flows prepared in accordance with IFRS. They are neither standardized nor applied in a consistent manner by companies; moreover, other companies may calculate such measures differently than the Company. The performance measures should be read exclusively as additional information rather than instead of the financial information prepared in accordance with IFRS. These financial measures should be considered together with their most directly comparable IFRS financial measures and should not by themselves be seen as a basis to compare different companies. The Alternative Performance Measures should be analyzed in conjunction with the Consolidated Financial Statements. In the Company's opinion, the other financial data or ratios presented in the Prospectus are not Alternative Performance Measures.

The tables below present the key Alternative Performance Measures used by the Board and the methods for their calculation in the periods indicated.

	As of 31 December			**As of the three month period ended 31 March**	
	2017	**2016**	**2015***	**2018**	**2017**
Net Operating Income (NOI) in EUR thousands(1)	31,730	23,096	21,619	11,645	6,119
Balance sheet equity ratio in %	32	7	19	31	35
Net Loan-to-Value ratio (Net LTV) in %(2)	41	62	57	37	61
Funds from Operations (FFO) in EUR thousands(3)	16,167	10,275	7,813	8,740	3,366
Funds from Operations (FFO) per share in EUR(3)	0.10	0.08	0.06	0.06	0.03
Adjusted Funds from Operations (FFO)	4,111	(2,440)	6,681	7,746	1,570
Adjusted Funds from Operations (FFO) per share	0.03	(0.02)	0.05	0.05	0.01
EPRA Net asset value (EPRA NAV) in EUR thousands(4)	264,130	188,233	186,131	273,924	186,170
EPRA Net asset value (EPRA NAV) per share in EUR (4)	1.69	1.41	1.39	1.75	1.39
EPRA Triple Net asset value (EPRA NNNAV) in EUR thousands(4)	244,771	174,172	180,644	251,372	175,620
EPRA Triple Net asset value (EPRA NNNAV) per share in EUR(4)	1.57	1.30	1.35	1.61	1.31
Number of shares	156,133,179	133,931,912	133,931,912	156,133,179	133,931,912

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**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

(1)The Company calculates NOI according to the following formula:

		As of 31 December			*As of the three month period ended 31 March*	
		2017	***2016***	***2015***	***2018***	***2017***
				(EUR thousands)		
A.	*Revenue*..	*45,805*	*33,901*	*30,276*	*16,776*	*9,677*
B.	*Operating expenses*.......................................	*(14,075)*	*(10,805)*	*(8,657)*	*(5,131)*	*(3,558)*
C.	***NOI (A)+(B) (unaudited)***.............................	***31,730***	***23,096***	***21,619***	***11,645***	***6,119***

(2)The Company calculates Net LTV (excluding inter-company loans and loans from the Majority Shareholder and its affiliates) according to the following formula (it should be noted that the Company believes that this ratio, calculated without taking into account the loans under the GF Loan Agreement, is more illustrative for investors as the loan can be converted into the equity of the Company):

		As of 31 December			*As of the three month period ended 31 March*	
		2017	***2016***	***2015***	***2018***	***2017***
				(EUR thousands, unless otherwise indicated)		
A.	*Non-current bank loans**...	*278,690*	*252,535*	*170,582*	*278,728*	*239,376*
B.	*Current bank loans***..	*26,202*	*49,050*	*80,104*	*26,817*	*61,338*
C.	*Cash and cash equivalents and restricted cash****.................	*24,320*	*11,225*	*10,876*	*31,579*	*10,594*
D.	***Net financial liabilities (unaudited) (A)+(B)-(C)***....................	***280,572***	***290,360***	***239,810***	***273,966***	***290,120***
E.	***Investment property***..	***680,130***	***470,380***	***422,675***	***740,127***	***472,177***
F.	***Net Loan-to-Value (Net LTV) in% (unaudited) (D)/(E)***........	***41***	***62***	***57***	***37***	***61***

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**Consists of the sum of the consolidated statement of financial position item "bank loans" within non-current liabilities.*
***Consists of the sum of the consolidated statement of financial position item "bank loans" within current liabilities.*
****Corresponds to the consolidated statement of financial position items "cash and short-term deposits" as well as part of the restricted cash consisting of debt service reserve account maintained at the request of the bank lenders and to be ultimately used to repay the loans.*

The Net LTV ratio including inter-company loans and loans from the Majority Shareholder and its affiliates is presented below (it should be noted that the Company believes that the ratio without taking into account the loans under the GF Loan Agreement is more illustrative for investors as the loan can be converted into the equity of the Company):

		As of 31 December			As of the three month period ended 31 March	
		2017	**2016**	**2015**	**2018**	**2017**
		(EUR thousands, unless otherwise indicated)				
A.	Non-current bank loans*	278,690	252,535	170,582	278,728	239,376
B.	Current bank loans**	26,202	49,050	80,104	26,817	61,338
C.	Other borrowings	165,413	137,935	96,166	223,646	21
D.	Cash and cash equivalents and restricted cash***	24,320	11,225	10,876	31,579	10,594
E.	**Net financial liabilities (unaudited) (A)+(B)+(C)-(D)**	**445,985**	**428,295**	**335,976**	**479,612**	**290,141**
F.	**Investment property**	**680,130**	**470,380**	**422,675**	**740,127**	**472,177**
G.	**Net Loan-to-Value (Net LTV) in% (unaudited) (E)/(F)**	**66**	**91**	**79**	**67**	**61**

**Consists of the sum of the consolidated statement of financial position item "bank loans" within non-current liabilities.*
***Consists of the sum of the consolidated statement of financial position item "bank loans" within current liabilities.*
****Corresponds to the consolidated statement of financial position items "cash and short-term deposits" as well as part of the restricted cash consisting of debt service reserve account maintained at the request of the bank lenders and to be ultimately used to repay the loans.*

(3) The Company calculates FFO and AFFO according to the following formula:

		As of 31 December			As of the three month period ended 31 March	
		2017	**2016**	**2015**	**2018**	**2017**
		(EUR thousands, unless otherwise indicated)				
A.	Net operating income	31,730	23,096	21,619	11,645	6,119
B.	Administrative expenses	(7,821)	(4,502)	(4,827)	(1,189)	(1,036)
C.	Finance income	32	17	8	16	-
D.	Adjusted interest expenses*	(7,337)	(8,498)	(8,868)	(1,708)	(1,681)
E.	**Other income**	284	893	38	101	79
F.	**Other expenses**	(721)	(731)	(157)	(125)	(115)
G.	**FFO (unaudited) (A)+(B)+(C)+(D)+(E)+(F)**	16,167	10,275	7,813	8,740	3,366
H.	Capitalized maintenance expenses (unaudited)	12,056	12,715	1,132	994	1,796
I.	**AFFO (unaudited) (G)-(H)**	4,111	(2,440)	6,681	7,746	1,570
J.	**FFO per share in EUR (unaudited)**	0.10	0.08	0.06	0.06	0.03
K.	**AFFO per share in EUR (unaudited)**	0.03	(0.02)	0.05	0.05	0.01

**Interest on bank loans excluding impact of amortized cost.*

(4) The Company calculates EPRA NAV and EPRA NNNAV according to the following formula:

		As of 31 December			As of the three month period ended 31 March	
		2017	**2016**	**2015**	**2018**	**2017**
		(EUR thousands, unless otherwise indicated)				
A.	Total equity*	244,771	174,172	180,644	251,372	175,620
B.	Deferred tax assets related to investment properties	64	1,211	293	-	-
C.	Deferred tax liabilities related to investment properties	(19,367)	(15,309)	(4,472)	(22,552)	(10,557)
D.	Fair value of financial instruments	-	-	-	-	9
E.	Deferred tax related to financial instruments	(56)	37	(1,308)	-	(2)
F.	**EPRA NAV (unaudited) (A)-(B)-(C)-(D)-(E)**	**264,130**	**188,233**	**186,131**	**273,924**	**186,170**
G.	Fair value of bank debt	-	-	-	-	-
H.	**EPRA NNNAV (F)+(B)+(C)+(D)+(E)**	**244,771**	**174,172**	**180,644**	**251,372**	**175,620**
I.	**EPRA NAV per share in EUR (unaudited)**	**1.69**	**1.41**	**1.39**	**1.75**	**1.39**
J.	**EPRA NNNAV per share in EUR (unaudited)**	**1.57**	**1.30**	**1.35**	**1.61**	**1.31**

** For 2016 and 2015 corresponds to the sum of the consolidated statement of financial position items "total" within equity and "other borrowings" within non-current and current liabilities less "Long term loans" within non-current assets.*

The table below presents the definitions of the Alternative Performance Measures and the rationale for their use.

Name of Alternative Performance Measure	Definition	Rationale for using the Alternative Performance Measure
NOI	The Company defines "NOI" as the revenues from real estate operations less property-related operating costs.	The Company uses NOI because it is commonly disclosed by real estate companies and allows investors to compare the Company with other real estate companies. NOI is a key financial figure of the operating business of the Company. NOI is used to measure the ability of properties to produce income streams.
Balance sheet equity ratio....................................	The Company defines "Balance sheet equity ratio" as the ratio (expressed as a percentage) of the total equity in the consolidated statement of financial position to total equity and liabilities in the consolidated statement of financial position.	This ratio indicates how much debt a Company is using to finance its assets relative to the amount of value represented in equity in the balance sheet.
Net Loan-to-Value ratio (Net LTV)	The Company defines "Net Loan-to-Value ratio" (Net LTV) as the ratio of financial liabilities net of cash to the fair value of an investment property.	The Company uses the Net Loan-to-Value (Net LTV) ratio because it is commonly disclosed by real estate companies and allows investors to compare the Company with other real estate companies. The Net LTV ratio does not include the inter-company loans and loans from the Majority Shareholder and its affiliates. Net LTV ratio allows the Company to assess the relation of the Company's financial liabilities relative to the fair value of the Company's investment properties.
Funds from Operations (FFO)............................	The Company defines "Funds from Operations" (FFO) as net rental income minus administrative, personnel and interest expenses and other operating expenses, plus interest income and other operating income.	Funds from Operations (FFO) is a key financial figure of the operating business of the Company. FFO is used for the value oriented management of the Company to represent the generated financial resources that are available for capital requirements, the repayment of debt and dividend payments to the shareholders.
Adjusted Funds from Operations (AFFO)	The Company defines "Adjusted Funds from Operations" (AFFO) as net rental income minus administrative, personnel and interest expenses, other operating expenses and capitalized maintenance expenses, plus interest income and other operating income.	Adjusted Funds from Operations (AFFO) is a key financial figure of the operating business of the Company. AFFO is used for the value oriented management of the Company to represent the generated financial resources that are available for the repayment of debt and dividend payments to the shareholders.
EPRA Net asset value (EPRA NAV)	The Company defines "EPRA Net asset value" (EPRA NAV) as net asset value, which is calculated in accordance with the definition recommended by EPRA and calculated as total equity less non-controlling interests, less hybrid capital, less deferred tax assets, plus deferred tax liabilities and plus derivative financial instruments. The Company treats intragroup debt as equity for the purpose of calculation of this measure.	The Company uses "EPRA Net asset value" (EPRA NAV) because it is commonly disclosed by real estate companies and allows investors to compare the Company with other real estate companies. This measure allows the Company to determine the fair value of the net assets and liabilities within an ongoing real estate investment company with a long-term investment strategy.
EPRA Triple Net asset value (EPRA NNNAV)	The Company defines "EPRA Triple Net asset value" (EPRA NNNAV) as net asset value, which is calculated in accordance with the definition recommended by EPRA and calculated as EPRA NAV less deferred tax assets, plus deferred tax liabilities, less derivative financial instruments and less fair value of debt. The Company treats intragroup debt as equity for the purpose of calculation of this measure.	The Company uses "EPRA Triple Net asset value" (EPRA NNNAV) because it is commonly disclosed by real estate companies and allows investors to compare the Company with other real estate companies. This measure allows the Company to determine net asset value including fair value adjustments in respect of all material balance sheet items which are not reported at their fair value as part of the EPRA NAV.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Prospective investors should read the following discussion of the Group's financial condition and results of operations in conjunction with "Risk Factors", "Selected Historical Financial Information", "Business of the Issuer", the Consolidated Financial Statements, as well as the other financial and business information contained in this Prospectus.

*This Prospectus contains the audited consolidated financial statements of the Issuer for the three years ended 31 December 2017, 2016 and 2015 (the "**Audited Consolidated Financial Statements**") and the interim consolidated condensed financial statements for the three month period ended 31 March 2018 (the "**Interim Condensed Consolidated Financial Statements**", jointly with the Audited Consolidated Financial Statements, the "**Consolidated Financial Statements**"). The Consolidated Financial Statements present the historical results of the companies forming the Globalworth Poland Real Estate N.V. Group prepared on a carve-out basis from the operations of Griffin Topco II S.à r.l. and Griffin Topco III S.à r.l as if the Group existed starting from 1 January 2014. Prior to 3 March 2017, such entities were owned directly or indirectly by Griffin Topco II S.à r.l and Griffin Topco III S.à r.l under the control of OCM Luxembourg EPF III S.à r.l and were managed together as a single economic entity during the reporting periods. With effect from 3 March 2017, the Issuer became the legal parent of the Group's companies following a reorganization through the sale of businesses and contributions of shares by Griffin Topco II S.à r.l and Griffin Topco III S.à r.l in exchange for share in the Company (the "**Reorganization**"). Due to becoming a part of the Globalworth Group, which occurred on 6 December 2017, the Issuer adjusted the presentation of the consolidated financial statements of the Issuer for the year ended 31 December 2017 and made adjustments to the financial statements for the years ended 31 December 2016 and 2015, to conform to the Globalworth's accounting policies, as described in more detail in "Important Information – Presentation of financial and other information. The Consolidated Financial Statements for the year ended 31 December 2017 were audited by Ernst & Young Accountants LLP with its registered office in Rotterdam. The Consolidated Financial Statements for the years ended 31 December 2016 and 2015 were audited by Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. with its registered office in Warsaw.*

*Any financial data not referred to as "**audited**" in this Prospectus have not been taken from the audited Consolidated Financial Statements.*

Due to the presentation of figures in thousands of EUR or millions of EUR and the application of standard commercial rounding principles resulting in whole numbers, the figures presented may not always add up to the totals shown.

Overview

Globalworth Poland Real Estate N.V. is a unique Polish pure office and High-street mixed-use platform founded by Griffin Real Estate, one of Poland's leading real estate investment managers operating on the commercial real estate market in Poland. The Group believes it holds an attractive, diversified and well-balanced portfolio of nine Polish properties, which consists of nine pure office properties and three large-scale High-street-mixed-use properties (consisting of both office and retail components) in prime cities in Poland. The Group defines "High-street" as references to locations of mixed-use properties (Hala Koszyki, Supersam and Renoma) including office and retail components of significant sizes which are located in city centers of Warsaw, Katowice and Wroclaw, respectively, along commonly recognizable main traffic routes.

The Group focuses its operational activities on the active management of its tenant base, closely monitoring the Polish real estate market to ensure it meets the expectations of its current and future tenants. Property management activities are outsourced to leading property management companies.

As of 31 December 2017, the Group had a property portfolio of twelve properties in six prime cities in Poland (Warsaw, Kraków, Wrocław, Katowice, Łódź and Gdańsk) with an aggregate fair value of EUR 680 million.

The properties had a total GLA of 242,558 m^2, 64.1% of which comprised pure office, 22.3% of which comprised High-street retail and 13.6% of which comprised High-street office. Total annualized NOI of the properties as of 31 December 2017 amounted to EUR 45.7 million (including commitments under the Rental Guarantees). The Group's portfolio assets are modern, with a weighted average age of 6.5 years calculated based on NOI and the most recent major refurbishment/revitalization date.

The Group has been generating strong and stable rental income from a high-quality tenant base. The Company believes it has an attractive occupancy rate by market standards as well as a balanced tenant structure and longstanding business relationships with the majority of its tenants. As of 31 December 2017, the average occupancy stood at 98.5% (92.4% excluding commitments under the Rental Guarantee) and the property portfolio had an average WAULT of 4.5 years (assuming the exercise of potential break options by tenants) and 4.6 years (assuming such options are not exercised), based on contracted GRI. As of 31 December 2017, with the total non-current and current bank loans of EUR 308 million (excluding amortised cost), the Company's Net LTV stood at 41.0%.

Material Factors Affecting Results of Operations

The discussion sets forth those factors which the Company believes to materially affect its income and expenses, and that had a material effect on the Group's business development in the periods covered by the Consolidated Financial Statements included in this Prospectus, and that may continue to have such an effect in the future.

The Group's results of operations significantly depend on rental income generated by the Existing Assets. Expenses reflect mainly costs of financing and administrative expenses. Additionally, earnings may be affected by the regular revaluation of the properties in accordance with IAS 40.

General economic conditions affecting the real estate market **-** The level of rents that can be achieved for new or successor tenants of real properties and the current market values for real properties, depend on the prevailing general economic and financial conditions in the market for such properties, such as demographic developments, population migration, changes to interest rates, the rate of inflation, supply and demand for office and mixed-use properties and the general attractiveness of Poland as a business and investment location compared to other countries. The following factors can significantly affect real estate markets and, as a result, our results of operations:

Supply and demand. Rental rates are significantly affected by supply and demand for a property. A lack of demand or an excess supply of available properties can increase vacancies and lower rental rates. The attractiveness of a property's location and condition will also impact demand. Changes in supply and demand will impact our rental income and investment yields.

Local market factors. Local market trends have a significant impact on supply, rental rates and rental income streams. Vacancy rates, as well as the ability to re-invoice property related expenses to tenants and to affect rent increases, will also impact rental rates.

Competition. Competition for tenants can decrease rental rates, decrease lease renewals and increase vacancies. The Group intends to continue to expand its portfolio of real properties through future investment property acquisitions and to lease the acquired real properties at economically attractive conditions. The availability of attractive acquisition opportunities depends on the supply and demand situation in the real estate market. In pursuing its acquisition strategy, the Group is in competition with numerous domestic and foreign property investors in connection with leasing of its properties. As a result, the Group's continued expansion of its property portfolio depends on the sufficient supply of suitable properties at appropriate price levels and the Company's ability to acquire, and finance the acquisition of, such properties. Competition for property acquisition opportunities can limit the Group's ability to acquire properties at attractive prices and can restrict its ability to grow its property portfolio and achieve its investment strategy.

Property valuation **-** The Company has elected to account for investment property using the fair value model under IAS 40 Investment Property and IFRS 13 Fair Value Measurement and Market Value. CBRE has appraised the fair values of nine properties and Knight Frank has appraised the market value of five properties (West Gate, West Link, A4 Business Park, Tryton Business House and Warta Tower), respectively, forming the Group's portfolio as at 31 December 2017, which will be subject to at least semi-annual revaluation in accordance with EU IFRS disclosure requirements. The company received the Knight Frank's statements that the Market Value of the valued properties estimated as at valuation date has not changed until 31 December 2017. The fair value of the Group's property portfolio will continue to be determined on the basis of reports of external appraisers who hold recognized and relevant professional qualifications, and have recent experience in appraising assets of similar class and location. Income producing properties are mainly appraised through a method that capitalizes present and future net cash flows. Rental values and market yields are key factors that influence the calculations of an external appraiser's estimate of the fair value of properties. Any increase or decrease in the fair value of a property will be recorded in the income statement for the period during which the revaluation occurred. The fair value of an investment property may vary significantly from period to period, as valuations are based on market factors. Fair value can therefore have a significant impact on the non-cash items reflected in the income statement, depending on the size of a revaluation for a given period.

Political and regulatory factors **-** Political and legal decisions have a material effect on the development of the market for real properties in Poland and the Group's business activities. For example, changes to the building, safety and environmental laws as well as changes to tax law have a considerable influence on the development of the market for real properties in Poland and therefore on the Group's earnings.

Income from rents and leases **-** the Group's results of operations are driven by the level of income from the leasing of its investment properties. Almost all of the rental contracts entered into by the Group in the past contain rent adjustment clauses aimed at maintaining value by connecting the level of rental payments to a reference index, which usually is the consumer price index announced by Eurostat. With respect to new and successor tenants, the level of rental income depends on the general market rent level, the location and size of the relevant properties and other property-specific characteristics, as well as the prevailing vacancy rate at the time of leasing.

Cost of financing **-** The availability and cost of procuring financing are of material importance to the implementation of the Group's projects and for the Group's development prospects. The cost of third-party financing for the acquisition of properties have a significant influence on the Group's earnings. To the extent the interest rate is not hedged, any increase or reduction in the general interest level may result in an increase or decrease in the Group's (re)financing costs.

Operating expenses related to rental income **-** The level of profit generated from the leasing of investment properties corresponds to the income from the leasing of the Group's investment properties less the operating expenses for achieving rental income that are not recharged to tenants, and is therefore influenced by the level of such operating expenses.

Development **-** During the stage of development assets such as Supersam and Hala Koszyki did not contribute to the revenues thus incurring costs (e.g. administration costs). Additionally, any capex and fit-out expenses incurred during commercialization of such properties impacted cash flows of the Group as well as decreased the valuation of the properties.

Basis of Presentation of Financial Condition and Results of Operations

Significant accounting principles

In certain cases, the preparation of the Group's Consolidated Financial Statements requires the use of estimates and assumptions by the Company's Board. The assumptions and estimates affect the reported amounts of assets, liabilities, income and expenses and the disclosure of contingent assets and liabilities. These assumptions and estimates relate primarily to the determination of useful lives, the fair value of land, buildings (investment properties and investment properties under construction and receivables, the calculation of the fair value of financial instruments, and the recognition and measurement of provisions. Any changes to these assumptions and estimates can have a significant impact on the results presented in the Consolidated Financial Statements, and actual results could differ materially from the assessments made by the Board. For a description of the Company's significant accounting principles, see "*Summary of significant accounting policies*" in the Consolidated Financial Statements.

Development Perspectives and Recent Events

This section of the Prospectus includes forward-looking statements. The statements do not constitute assertions or representations as to the Issuer's future financial results. The Issuer's actual results may differ significantly from the trends presented below or those which result from the representations below relating to the future due to many factors, including those discussed below, in other sections of the Prospectus and specifically in "Risk Factors" (see "Important Information - Forward-looking Statements"). Investors should not base their investment decisions on the forward-looking statements presented below.

Development perspectives

In the first quarter of 2018, the Group entered into 15 new leases / renewals which have increased the occupancy from 92.4% to 93.2% (excluding commitments under the Rental Guarantees, but including the newly acquired Warta Tower property). The newly signed leases and renewals cover approximately 11,400 m^2 representing 4.2% of the total portfolio as of 31 March 2018. The Group believes that it will continue to attract tenants for its projects, in particular in the Hala Koszyki, Supersam, Nordic and Tryton projects.

On 14 March 2018 the Group purchased the Warta Tower and on 21 June 2018 the Quattro Business Park properties and intends to hold such office buildings as part of its income-producing portfolio. The Company is also pursuing other acquisition opportunities and believes that it will increase its property portfolio.

Significant recent trends affecting the Company and the industries in which it operates

In the current quarter of 2018 leading up to the Prospectus Date, the Company purchased the West Link and Quattro Business Park properties and intends to hold such office building as part of its income-producing portfolio. The Group continued to enter into new leases / renewals in line with previous practice and expectations and such leases related also to the newly-acquired West Link property. The Group believes that it will continue to attract tenants for its projects and pursue its acquisition strategy.

Recent events

The Company purchased the Warta Tower property on 14 March 2018 and intends to hold such office building as part of its income-producing portfolio. The property comprises of approximately 28,000 m^2 of GLA and has an annualized contracted rental income of approximately EURO 5.9 million at current occupancy of approximately 92%. Its weighted average lease length is approximately 3.5 years currently. The acquisition price was EURO

55.0 million at an attractive entry yield of approximately 11.5% (based on NOI in place and ERVs for vacancies), that is approximately EURO 1,960 per m^2 GLA.

On 16 April 2018 the Company entered into a loan agreement with an affiliate of the main shareholder of the Company - Globalworth Asset Managers S.R.L., i.e. Globalworth Finance Guernsey Limited, as lender, on the basis of which the Company may request the lender to make available to the Company a loan structured in two tranches for the combined amount of up to EUR 400 million with the purpose of: (i) a refinancing of the existing financial indebtedness of the Company and its subsidiaries, (ii) the potential acquisition of two new assets currently under due diligence. As of the date of the Prospectus the Group has repaid the majority of its external bank financing from the proceeds of the aforementioned loan agreement.

On 14 June 2018 the Company completed the Private Placement, raising EUR 450,000,000.

On 21 June 2018 the Group purchased from SOF-10 Quattro NL 100% of the shares in Blackwyn Investments holding the legal title to an office building complex under the name of Quattro Business Park in Cracow, located at Aleja Generała Tadeusza Bora-Komorowskiego 25, Kraków. The Quattro Business Park's GLA amounts to 60,200 m^2, the annual contracted rental income generated by the occupancy ratio of 99% amounts to EUR 10.7 million and WALT amounts to three years. Tenants include Capgemini, Google and Luxoft.

On 12 July 2018, the Group purchased from ERE III 100% of the shares in Spektrum Tower sp z o.o. holding the legal title to the real property located in Warsaw and to the Spektrum Tower building located at ul. Twarda 18, in Warsaw, Poland. The Spektrum Tower's GLA amounts to 29,500 m^2, the annual contracted rental income of the building generated by the occupancy ratio of 93% amounts to EUR 6.3 million and WALT amounts to five years years. The building is multi-tenanted and has over 50 tenants.

Explanation of the Key Income Statement Items

The key income statement items of the Issuer are defined and explained below.

Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. The Group has concluded that it is the principal in most of its revenue arrangements since it is the primary obligor, it has pricing latitude and is also exposed to credit risks. Revenues from electricity, heating and water reinvoicing are presented net of corresponding cost.

The specific recognition criteria described below must also be met before revenue is recognised.

Revenues include also headline rent and the average amount of service charges for each part of the building that was not leased to third parties within a period of 5 years from the date of IPO and the coverage of the rent-free periods under the signed lease agreements which are secured by Rental Guarantees. Revenue from Rental Guarantees is recognised on a monthly basis. Additionally, the entity recognizes annual revenue resulting from the NOI Guarantee, according to which the Guarantor is obliged to pay to the Beneficiaries an amount equal to difference between the assumed NOI, amounting to EUR 11,500,000 p.a. and the actual NOI, calculated on the basis of rental income, operating expenses, overdue payments provision and refundable tenants incentives.

Operating expenses

Operating expenses are comprised of service costs and expenditures related to works carried out on properties and include expenses directly related to rental income and include costs, such as day-to-day property administration, utilities, property taxes, maintenance costs, insurance premium, valuation fees, service cost, that are for the account of property owner. Operating expenses are expensed as incurred.

Administrative expenses

Administrative expenses are expenses not directly related to rental income from operating the investment property but rather are related to the organization as a whole and cannot be passed on tenants in full, such as asset management fees, legal and consulting costs, accounting costs or bank charges.

Finance costs

The Group's finance costs include mainly interest and other costs that the Group incurs in connection with the third-party financing, inter-company loans and related party financing for the acquisition or development of properties. The Group's finance costs comprise also net foreign exchange losses.

Results of Operations

The table below presents selected information relating to the results of the Group for the indicated periods.

	Year ended 31 December			Three month period ended 31 March	
	2017	2016	2015*	2018	2017
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Revenue	**45,805**	**33,901**	**30,276**	**16,776**	**9,677**
Operating expenses	(14,075)	(10,805)	(8,657)	(5,131)	(3,558)
Net operating income	**31,730**	**23,096**	**21,619**	**11,645**	**6,119**
Administrative expenses	**(7,821)**	**(4,502)**	**(4,827)**	**(1,189)**	**(1,036)**
Fair value movement	3,199	21,407	30,285	3,179	(22,599)
Other expenses	(721)	(731)	(155)	(125)	(115)
Other income	284	893	38	101	79
Profit before net financing costs	**26,671**	**40,163**	**46,960**	**13,611**	**(17,552)**
Finance cost	(9,559)	(22,675)	(11,109)	(5,200)	(3,770)
Finance income	25,479	422	157	459	15,884
Profit before tax	**42,591**	**17,910**	**36,008**	**8,870**	**(5,438)**
Income tax (expenses)/gain	(11,271)	(5,672)	(4,346)	(2,269)	308
Profit for the year	**31,320**	**12,238**	**31,662**	**6,601**	**(5,130)**
Other comprehensive income transferable later on to the profit/(loss)					
Foreign currency translation reserve	10,313	(3,271)	(562)	-	1,629
Other comprehensive income/(loss)	10,313	(3,271)	(562)	-	1,629
Earnings per share (in EUR)	**0.20**	**0.09**	**0.24**	**0.04**	**(0.04)**
Total comprehensive income/(loss) for the year, net of tax	**41,633**	**8,967**	**31,100**	**6,601**	**(3,501)**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Revenue

Revenue increased by EUR 11,904 thousand, or 35.1%, from EUR 33,901 thousand in the year ended 31 December 2016 to EUR 45,805 thousand in the year ended 31 December 2017. This increase was primarily due to revenue for Hala Koszyki for the entire year (opening in October 2016), increase of the average annual occupancy ratio and the payments under the Rental and NOI Guarantees.

Revenue increased by EUR 3,625 thousand, or 12.0%, from EUR 30,276 thousand in the year ended 31 December 2015 to EUR 33,901 thousand in the year ended 31 December 2016. This increase was primarily due to the acquisition of Green Horizon in 2015, the commencement of operations by Supersam in fourth quarter of 2015 and the commencement of operations by Hala Koszyki in fourth quarter of 2016.

Revenue increased by EUR 7,099 thousand, or 73.4%, from EUR 9,677 thousand in the three month period ended 31 March 2017 to EUR 16,776 thousand in the three month period ended 31 March 2018. This increase was primarily due to the acquisition of A4 Business Park and Tryton Business House in December 2017, as well as Warta Tower in March 2018 and increase of the average annual occupancy ratio and the payments under the Rental and NOI Guarantees.

Operating expenses

Operating expenses increased by EUR 3,270 thousand, or 30.3%, from EUR 10,805 thousand in the year ended 31 December 2016 to EUR 14,075 thousand in the year ended 31 December 2017. This increase was primarily due to operating costs for Hala Koszyki for the entire year (opening in October 2016), an increase in the minimal wage that came into effect in Poland, which resulted in an increase of property administrative expenses, and an increase in the real estate tax.

Operating expenses increased by EUR 2,148 thousand, or 24.8%, from EUR 8,657 thousand in the year ended 31 December 2015 to EUR 10,805 thousand in the year ended 31 December 2016. This increase was primarily due the acquisition of Green Horizon in 2015, the commencement of operations by Supersam in fourth quarter of 2015 and the commencement of operations by Hala Koszyki in fourth quarter of 2016.

Operating expenses increased by EUR 1,573 thousand, or 44.2%, from EUR 3,558 thousand in the three month period ended 31 March 2017 to EUR 5,131 thousand in the three month period ended 31 March 2018. This increase was primarily due to the acquisition of A4 Business Park and Tryton Business House in December 2017, as well as Warta Tower in March 2018.

The following tables show the break-down of the operating expenses:

	Year ended 31 December			Three month period ended 31 March	
	2017	2016	2015*	2018	2017
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Operating expenses					
Utilities	5,148	3,996	3,404	(2,004)	(1,438)
Property administration	5,488	3,985	2,928	(1,864)	(1,513)
Real estate taxes	2,322	1,832	1,533	(846)	(561)
Marketing services	1,117	992	792	(223)	(46)
Other cost of sales	-	-	0	(194)	-
	14,075	**10,805**	**8,657**	**(5,131)**	**(3,558)**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Net operating income

Net operating income increased by EUR 8,634 thousand, or 37.4%, from EUR 23,096 thousand in the year ended 31 December 2016 to EUR 31,730 thousand in the year ended 31 December 2017. This increase was primarily due to operating activity of Hala Koszyki for the entire year and increase of the average annual occupancy ratio and the payments under the Rental and NOI Guarantees.

Net operating income increased by EUR 1,477 thousand, or 6.8%, from EUR 21,619 thousand in the year ended 31 December 2015 to EUR 23,096 thousand in the year ended 31 December 2016. This increase was primarily due to acquisition of Green Horizon in March 2015 and the commencement of operations by Hala Koszyki in fourth quarter of 2016.

Net operating income increased by EUR 5,526 thousand, or 90.3%, from EUR 6,119 thousand in the three month period ended 31 March 2017 to EUR 11,645 thousand in the three month period ended 31 March 2018. This increase was primarily due to the acquisition of A4 Business Park and Tryton Business House in December 2017, and increase of the average annual occupancy ratio and the payments under the Rental and NOI Guarantees.

Administrative expenses

Administrative expenses increased by EUR 3,319 thousand, or 73.7%, from EUR 4,502 thousand in the year ended 31 December 2016 to EUR 7,821 thousand in the year ended 31 December 2017. This increase was primarily due to Q1 reorganisation and IPO preparation costs, costs related to acquisition of three assets in December 2017 (due diligence, legal, tax and finance advisors costs) and due diligence and transaction costs for other potential acquisitions.

Administrative expenses decreased by EUR 325 thousand, or 6.7%, from EUR 4,827 thousand in the year ended 31 December 2015 to EUR 4,502 thousand in the year ended 31 December 2016. This decrease was primarily due to a decrease in all of the categories of administrative expenses, mainly asset management services and other operating expenses.

Administrative expenses increased by EUR 153 thousand, or 14.8%, from EUR 1,036 thousand in the three month period ended 31 March 2017 to EUR 1,189 thousand in the three month period ended 31 March 2018. This increase was primarily due to the acquisition of A4 Business Park, Tryton Business House and West Gate in December 2017.

The following table shows the break-down of the administrative expenses:

	Year ended 31 December			Three month period ended	
	2017	2016	2015*	2018	2017
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Administrative expenses					
Legal and consulting costs	5,634	1,825	1,983	(643)	(709)
Asset management services	532	2,032	2,286		
Other	1,655	645	558	(546)	(327)
Total administrative expenses	**7,821**	**4,502**	**4,827**	**(1,189)**	**(1,036)**

As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."

Fair value movement

Fair value movement decreased by EUR 18,208 thousand, from EUR 21,407 thousand in the year ended 31 December 2016 to EUR 3,199 thousand in the year ended 31 December 2017. This decrease was primarily due to negative FX movements on the valuation of investment properties.

Fair value movement decreased by EUR 8,878 thousand, from EUR 30,285 thousand in the year ended 31 December 2015 to EUR 21,407 thousand in the year ended 31 December 2016. This decrease was primarily due to higher yield compression in 2015.

Fair value movement increased/decreased by EUR 25,778 thousand from loss in EUR 22,599 thousand in the three month period ended 31 March 2017 to gain in EUR 3,179 thousand in the three month period ended 31 March 2018. This increase was primarily due to revaluation of Warta Tower acquired in March 2018.

Profit before net financing costs

Profit before net financing costs decreased by EUR 13,492 thousand, or 33.6%, from EUR 40,163 thousand in the year ended 31 December 2016 to EUR 26,671 thousand in the year ended 31 December 2017. This decrease was primarily due to negative FX movements on the valuation of investment properties and higher administrative costs in 2017 comparing to 2016.

Profit before net financing costs decreased by EUR 6,797 thousand, or 14.5%, from EUR 46,960 thousand in the year ended 31 December 2015 to EUR 40,163 thousand in the year ended 31 December 2016. This decrease was primarily due to lower net gains on investment properties.

Profit before net financing costs increased by EUR 31,163 thousand from loss in EUR 22,599 thousand in the three month period ended 31 March 2017 to gain in EUR 13,611 thousand in the three month period ended 31 March 2018. This increase was primarily due to the acquisition of A4 Business Park and Tryton Business House in December 2017, increase of the average annual occupancy ratio and the payments under the Rental and NOI Guarantees and positive changes on investment properties revaluation.

Finance income

Finance income increased by EUR 25,057 thousand, or 5,938%, from 422 thousand in the year ended 31 December 2016 to EUR 25,479 thousand in the year ended 31 December 2017. This increase was primarily due to net positive FX movements on the bank loans.

Finance income increased by EUR 265 thousand, or 169%, from 157 thousand in the year ended 31 December 2015 to EUR 422 thousand in the year ended 31 December 2016. This increase was primarily due to higher interest from loans to related parties.

Finance income decreased by EUR 15,425 thousand, or 97.1%, from EUR 15,884 thousand in the three month period ended 31 March 2017 to EUR 459 thousand in the three month period ended 31 March 2018. This decrease was primarily due to negative foreign exchange movements in comparison to positive foreign exchange movements in the first quarter of 2017.

Finance cost

Finance cost decreased by EUR 13,116 thousand, or 58%, from EUR 22,675 thousand in the year ended 31 December 2016 to EUR 9,559 thousand in the year ended 31 December 2017. This decrease was primarily due to lower bank interest rates and net positive FX movements on the bank loans and intercompany loans as well as due do contribution of loans from related parties in exchange for the shares.

Finance cost increased by EUR 11,566 thousand, or 104%, from EUR 11,109 thousand in the year ended 31 December 2015 to EUR 22,675 thousand in the year ended 31 December 2016. This increase was primarily due to higher foreign exchange losses and higher interest on loans from related parties.

Finance cost increased by EUR 1,430 thousand, or 37.9%, from EUR 3,770 thousand in the three month period ended 31 March 2017 to EUR 5,200 thousand in the three month period ended 31 March 2018. This increase was primarily due to higher interest on bank loans and new loans received for the acquisition of the new properties in December 2017 and in March 2018.

The following table shows the break-down of finance cost:

	Year ended 31 December			Three month period ended 31 March	
	2017	2016	2015*	2018	2017
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Interest:	**(8,820)**	**(13,682)**	**(12,113)**	**(5,064)**	**(2,694)**
Bank borrowings	(7,679)	(9,108)	(8,179)	(1,816)	(2,001)
Loans from related parties	(1,103)	(4,566)	(3,683)	(3,233)	(692)
Other interest expenses	(38)	(8)	(251)	(15)	(1)
Net foreign exchange gains/(losses) on financial activities	-	(11,648)	(3,184)	(120)	-
Bank charges	(563)	(44)	(20)	(15)	(1,075)
Commissions and bank fees	(176)	(10)	(647)	-	-
Fair value gains/(losses) on financial instruments:	-	1,277	2,455	-	-
Interest rate swap	-	1,277	2,455	-	-
Financial expenses	**(9,559)**	**(24,107)**	**(13,509)**	**(5,200)**	**(3,770)**
Minus: Capitalized costs and foreign exchange differences	-	1,432	2,400	-	-
Total finance cost	**(9,559)**	**(22,675)**	**(11,109)**	**(5,200)**	**(3,770)**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Profit before tax

Profit before tax increased by EUR 24,681 thousand, from EUR 17,910 thousand in the year ended 31 December 2016 to EUR 42,591 thousand in the year ended 31 December 2017. This increase was primarily due to higher NOI and lower finance cost in 2017 in comparison to 2016 and was in part offset by negative FX movements.

Profit before tax decreased by EUR 18,098 thousand, from EUR 36,008 thousand in the year ended 31 December 2015 to EUR 17,910 thousand in the year ended 31 December 2016. This decrease was primarily due to lower valuation gains from investment properties and higher finance cost.

Profit before tax increased by EUR 14,308 thousand from loss in EUR 5,438 thousand in the three month period ended 31 March 2017 to gain in EUR 8,870 thousand in the three month period ended 31 March 2018. This increase was primarily due to the acquisition of A4 Business Park and Tryton Business House in December 2017, increase of the average annual occupancy ratio and the payments under the Rental and NOI Guarantees and positive changes on investment properties revaluation.

Income tax (expenses)/gain

Income tax expenses increased by EUR 5,599 thousand, from the gain of EUR 5,672 thousand in the year ended 31 December 2016 to EUR 11,271 thousand in the year ended 31 December 2017. This increase was primarily due to an increase of deferred tax liabilities.

Income tax expenses increased by EUR 1,326 thousand, from the gain of EUR 4,346 thousand in the year ended 31 December 2015 to EUR 5,672 thousand in the year ended 31 December 2016. This increase relates to deferred tax and was primarily due to an increase of deferred tax liabilities and was in part offset by an increase of deferred tax assets.

Income tax expenses increased by EUR 2,577 thousand from income in EUR 308 thousand in the three month period ended 31 March 2017 to expenses in EUR 2,269 thousand in the three month period ended 31 March 2018. This increase relates to deferred tax and was primarily due to an increase of deferred tax liabilities and was in part offset by an increase of deferred tax assets.

The right to reduce income tax expires in 2018 (EUR 791 thousand), in 2019 (EUR 1,202 thousand), in 2020 (EUR 744 thousand), in 2021 (EUR 736 thousand), in 2022 (EUR 11,104 thousand).

Net profit for the year

Net profit for the year increased by EUR 19,082 thousand, from a profit of EUR 12,238 thousand in the year ended 31 December 2016 to EUR 31,320 thousand in the year ended 31 December 2017. This increase was primarily due to higher NOI and lower finance cost in 2017 in comparison to 2016 and was in part offset by negative FX movements and higher income tax expenses.

Net profit for the year decreased by EUR 19,424 thousand, from a profit of EUR 31,662 thousand in the year ended 31 December 2015 to EUR 12,238 thousand in the year ended 31 December 2016. This decrease was primarily due to lower valuation gains from investment properties, higher finance cost and higher income tax expenses.

Net profit/loss for the period increased by EUR 11,731 thousand from loss in EUR 5,130 thousand in the three month period ended 31 March 2017 to profit in EUR 6,601 thousand in the three month period ended 31 March 2018. This increase was primarily due to higher NOI and positive fair value movement in 2018 in comparison to losses for the three month period ended 31 March 2017 partly offset by positive foreign exchange movements and higher income tax expenses.

Consolidated Statement of Financial Position

The table below presents selected information relating to the key items of the consolidated statement of financial position of the Group for the indicated periods.

	As of 31 December			As of three month period ended 31 March	
	2017	**2016**	**2015***	**2018**	**2017**
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
ASSETS					
Non-current assets					
Investment property	680,130	470,380	422,675	740,127	472,177
Long term loans	-	790	523	44	227
Available for sale financial assets	5,897	-	-	-	-
Other financial assets	-	-	-	6,033	-
Other long-term assets	47	-	-	75	-
Other receivables	69	10	-	-	9
Long term restricted cash	2,958	2,550	2,540	2,958	3,378
Deferred tax assets	-	7,674	2,096		
	689,101	**481,404**	**427,834**	**749,237**	**475,791**
Current assets					
Short-term loans	60	-	-	-	7
Trade and other receivables	10,634	3,813	6,149	12,965	7,678
Income tax receivable	1	32	31	-	39
Debentures	18,389	-	-	18,567	-
Available for sale financial assets	4,346	-	-	-	-
Other financial assets	-	-	-	4,448	-
Cash and cash equivalents	34,685	16,573	15,146	38,314	14,889
	68,115	**20,418**	**21,326**	**74,294**	**22,613**
TOTAL ASSETS	**757,216**	**501,822**	**449,160**	**823,531**	**498,404**
EQUITY AND LIABILITIES					
Issued share capital	156,133	45	-	156,133	133,930
Share premium	44,026	-	-	44,026	41,259
Other reserves	8,121	-	-	8,121	
Foreign currency translation reserve	5,171	(5,142)	(1,871)	-	(3,513)
Net assets attributable to shareholders	-	41,334	86,349	-	3,944
Retained earnings	31,320	-	-	43,092	-
Total	**244,771**	**36,237**	**84,478**	**251,372**	**175,620**
LIABILITIES					
Non-current liabilities					
Bank loans	278,690	252,535	170,582	278,728	239,376
Other borrowings	-	137,919	96,166	-	21

	As of 31 December			As of three month period ended 31 March	
	2017	2016	2015*	2018	2017
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Deferred tax liability	19,020	15,658	4,802	20,843	7,958
Guarantees retained from contractors	537	357	1,656	863	446
Deposits from tenants	5,834	2,991	2,774	6,259	3,484
	304,081	**409,460**	**275,980**	**306,693**	**251,285**
Current liabilities					
Bank loans	26,202	49,050	80,104	26,817	61,338
Derivative financial instruments	-	-	1,308	-	-
Other borrowings	165,413	16	-	223,646	-
Guarantees retained from contractors	508	133	19	342	127
Trade and other payables	15,238	6,583	6,925	14,207	9,860
Deposits from tenants and other deposits	270	343	346	375	174
Income tax payable	733	-	-	79	-
	208,364	**56,125**	**88,702**	**265,466**	**71,499**
Total liabilities	**512,445**	**465,585**	**364,682**	**572,159**	**322,784**
TOTAL EQUITY AND LIABILITIES	**757,216**	**501,822**	**449,160**	**823,531**	**498,404**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Investment property

Investment property increased by EUR 209,750 thousand, or 44.6%, from EUR 470,380 thousand as of 31 December 2016 to EUR 680,130 thousand as of 31 December 2017. This increase was primarily due to the acquisition of three properties in 2017 and increased valuation of other assets.

Investment property increased by EUR 47,705 thousand, or 11.3%, from EUR 422,675 thousand as of 31 December 2015 to EUR 470,380 thousand as of 31 December 2016.

In 2015 the Group possessed eight investment properties and one property under construction. At the end of 2016 all nine properties were completed. As of 31 December 2017 the Group possessed twelve investment properties and none investment properties under construction.

The transfer of property from investment property under construction to completed investment property is related to Hala Koszyki in 2016 and Supersam in 2015.

Investment property increased by EUR 59,997 thousand, or 8.8%, from EUR 680,130 thousand as of 31 December 2017 to EUR 740,127 thousand as of 31 March 2018. This increase was primarily due to the acquisition of Warta Tower in March 2018.

The Group's investment properties have been revalued to fair value using the following methods:

- Income method (Renoma, Batory Office Building, Philips House, Bliski Centrum, Nordic Park, Lubicz Office Centre, A4 Business Park, Tryton Business House, West Gate, Hala Koszyki, Warta Tower 2015, 2016, 2017 and 2018 and Supersam 2016; 2017, 2018),
- Mixed method (residual method) (Hala Koszyki and Supersam - 2015).

The income approach and investment method (capitalization technique) involves the conversion of a rental income flow from property into an appropriate capital sum. The income flow can be actual or notional. If the property is not let, the full rental value can be estimated from an analysis of rental transactions in respect of similar properties in the market.

In the mixed approach (residual method) the value of the property amounts to the value of the development project at completion appraised in the income approach and investment method less total development costs to be incurred.

Long term loans

No long term loans granted existed as of 31 December 2017.

Long term loans granted increased by EUR 267 thousand, or 51.1%, from EUR 523 thousand as of 31 December 2015 to a EUR 790 thousand as of 31 December 2016. This increase was primarily due to an increase in the loans granted to related parties.

As of 31 March 2018 the Company presented the loan granted in the amount of EUR 44 thousand.

Trade and other receivables

Trade and other receivables increased by EUR 6,821 thousand, or 178.9%, from EUR 3,813 thousand as of 31 December 2016 to a EUR 10,634 thousand as of 31 December 2017. This increase was primarily due to outstanding payments related to Rental and NOI Guarantee and the acquisition of three properties in 2017.

Trade and other receivables decreased by EUR 2,336 thousand, or 38%, from EUR 6,149 thousand as of 31 December 2015 to a EUR 3,813 thousand as of 31 December 2016. This decrease was primarily due to lower VAT receivables in Hala Koszyki and Supersam.

Trade and other receivables increased by EUR 2,331 thousand, or 21.9%, from EUR 10,634 thousand as of 31 December 2017 to EUR 12,965 thousand as of 31 March 2018. This increase was primarily due to outstanding payments related to the Rental and NOI Guarantee and the acquisition of Warta Tower in March 2018.

Cash and cash equivalents

Cash and cash equivalents increased by EUR 18,112 thousand, or 109.3%, from EUR 16,573 thousand as of 31 December 2016 to EUR 34,685 thousand as of 31 December 2017. This increase was primarily due to free cash generated from the Group operating activity in 2017 as well as the acquisition of three properties in 2017.

Cash and cash equivalents increased by EUR 1,427 thousand, or 9.4%, from EUR 15,146 thousand as of 31 December 2015 to EUR 16,573 thousand as of 31 December 2016. This increase was primarily due to the establishment of a debt service reserve account after refinancing of the bank loan incurred in connection with the Renoma project.

Cash and cash equivalents increased by EUR 3,629 thousand, or 9.6%, from EUR 37,643 thousand as of 31 December 2017 to EUR 41,272 thousand in as of 31 March 2018. This increase was primarily due to free cash generated from the Group operating activity in the first quarter of 2018 as well as the acquisition of Warta Tower in March 2018.

Bank loans

Non-current Bank loans increased by EUR 26,155 thousand, or 10.4%, from EUR 252,535 thousand as of 31 December 2016 to EUR 278,690 thousand as of 31 December 2017. This increase was primarily due to the refinancing of the Supersam loan that matured in 2016 and Dolfia and Lamantia bank loans that matured in June 2018 as well as utilization of the loan in Hala Koszyki.

Non-current Bank loans increased by EUR 81,953 thousand, or 48.0%, from EUR 170,582 thousand as of 31 December 2015 to EUR 252,535 thousand as of 31 December 2016. This increase was primarily due to the refinancing of the Renoma loan that matured in 2016.

Non-current Bank loans slightly increased by EUR 38 thousand, from EUR 278,690 thousand as of 31 December 2017 to EUR 278,728 thousand as of 31 March 2018. This increase results mainly from presentation of bank loans in amortised cost.

Other borrowings

Other borrowings increased by EUR 27,478 thousand, or 19.9%, from EUR 137,935 thousand as of 31 December 2016 to EUR 165,413 thousand as of 31 December 2017. This increase was primarily due to new loans received for the acquisition of the new properties in 2017 and was in part offset by the contribution of the loans existing as of 31 December 2016 to the Group in exchange for the shares.

Other borrowings increased by EUR 41,769 thousand, or 43.4%, from EUR 96,166 thousand as of 31 December 2015 to EUR 137,935 thousand as of 31 December 2016. This increase was primarily due to an injection of additional funds in the form of loans received from related parties.

Other borrowings increased by EUR 58,233 thousand, or 35.2%, from EUR 165,413 thousand as of 31 December 2017 to EUR 233,646 thousand as of 31 March 2018. This increase was primarily due to the new loan received for the acquisition of the Warta Tower in March 2018 and accrued interests for the first quarter of 2018.

Deposits from tenants

Deposits from tenants increased by EUR 2,770 thousand, or 83.1%, from EUR 3,334 thousand as of 31 December 2016 to EUR 6,104 thousand as of 31 December 2017. This increase was primarily due to acquisition of three properties in 2017 and office lease progress in Hala Koszyki and Supersam.

Deposits from tenants increased by EUR 214 thousand, or 6.9%, from EUR 3,120 thousand as of 31 December 2015 to EUR 3,334 thousand as of 31 December 2016. This decrease was primarily due to the partial replacement of the deposits with bank guarantees.

Deposits from clients increased by EUR 530 thousand, or 8.7%, from EUR 6,104 thousand as of 31 December 2017 to EUR 6,634 thousand as of 31 March 2018. This increase was primarily due to the acquisition of Warta Tower.

Deferred tax liability

Deferred tax liability increased by EUR 3,362 thousand, or 21.5%, from EUR 15,658 thousand as of 31 December 2016 to EUR 19,020 thousand as of 31 December 2017. This increase was primarily due to an increase in the fair value of the investment properties.

Deferred tax liability increased by EUR 10,856 thousand, or 226.1%, from EUR 4,802 thousand as of 31 December 2015 to EUR 15,658 thousand as of 31 December 2016. This increase was primarily due to an increase in the fair value of the investment properties.

Deferred tax liability increased by EUR 1,823 thousand, or 9.6%, from EUR 19,020 thousand as of 31 December 2017 to EUR 20,843 thousand as of 31 March 2018. This increase was primarily due to an increase the difference between tax value and fair value of the investment properties.

Trade and other payables

Trade and other payables increased by EUR 8,655 thousand, or 131.5%, from EUR 6,583 thousand as of 31 December 2016 to EUR 15,238 thousand as of 31 December 2017. This increase relates mainly to operating activity of Hala Koszyki for the entire year and provision for Capex works performed in 2017 but not yet invoiced.

Trade and other payables decreased by EUR 342 thousand, or 4.9%, from EUR 6,925 thousand as of 31 December 2015 to EUR 6,583 thousand as of 31 December 2016.

Trade and other payables increased EUR 4,347 thousand, or 44.1%, from EUR 9,860 thousand in the three month period ended 31 March 2017 to EUR 14,207 thousand in the three month period ended 31 March 2017. The increase was primarily due to increase of the scope of activities as a result of acquisition of new projects.

Liquidity and Sources of Funding

The Group's total indebtedness (total current and non-current liabilities) consist primarily of bank loans, other borrowings, and CAPEX payables), as shown in the following table as of the dates indicated:

	As of 31 December			As of three month period ended 31 March	
	2017	2016	2015*	2018	2017
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
LIABILITIES					
Non-current liabilities					
Bank loans	278,690	252,535	170,582	278,728	239,376
Other borrowings	-	137,919	96,166	-	21
Deferred tax liability	19,020	15,658	4,802	20,843	7,958
Guarantees retained from contractors	537	357	1,656	863	446
Deposits from tenants	5,834	2,991	2,774	6,259	3,484
	304,081	**409,460**	**275,980**	**306,693**	**251,285**
Current liabilities					
Bank loans	26,202	49,050	80,104	26,817	61,338
Derivative financial instruments	-	-	1,308	-	-
Other borrowings	165,413	16	-	223,646	-
Guarantees retained from contractors	508	133	19	342	127
Trade and other payables	15,238	6,583	6,925	14,207	9,860
Deposits from tenants	270	343	346	375	174
Income tax payable	733	-	-	79	-
	208,364	**56,125**	**88,702**	**265,466**	**71,499**
Total liabilities	**512,445**	**465,585**	**364,682**	**572,159**	**322,784**

As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."

Non-current liabilities are those with a remaining term of more than one year. Current liabilities are those with a remaining term of up to one year.

The Group has not entered into any capital line of credit or similar funding sources. As of 31 December 2017 and as of 31 March 2018 the Group, with the exception of its property financings, funded itself exclusively from operating cash flow.

The Group has incurred bank loans provided by various banks. All of the loans are secured by mortgages on the properties being financed. All of the Group's properties are encumbered with a mortgage. As of 31 December 2017, the Group had bank loans amounting to EUR 304,892 thousand to finance its properties. The majority of the Group's borrowings are at floating rates of interest. As of 31 March 2018, the Group had bank loans amounting to EUR 305,545 thousand to finance its properties.

The following table shows the Group's property financings from banks as of 31 December 2017:

Bank	Interest rate	Maturity	Total	Long-term	Short-term
Loan 1	EURIBOR 3M + margin	April 2019	34,647	33,843	804
Loan 2	EURIBOR 3M + margin	March 2020	44,846	42,225	2,621
Loan 3	EURIBOR 3M + margin	February 2018	6,216	-	6,216
Loan 4	EURIBOR 3M + margin	January 2034	7,284	6,951	333
Loan 5	EURIBOR 3M + margin	February 2018	7,171	-	7,171
Loan 6	EURIBOR 3M + margin	July 2034	13,466	12,464	1,002
Loan 7	NBP reference rate less social indicator	June 2034	4,320	3,869	451
Loan 8	WIBOR 1M + margin	February 2018	251	-	251
Loan 9	EURIBOR 1M + margin	August 2026*	52,148	50,769	1,379
Loan 10	EURIBOR 1M + margin	June 2026	95,650	91,259	4,391
Loan 13	EURIBOR 3M + margin	June 2027	38,893	37,310	1,583
Total			**304,892**	**278,690**	**26,202**

** The construction loan to be converted into investment loan until March 2018. The maturity of investment loan is August 2026.*

As of 31 December 2015 the Group had EUR 47,039 thousand in undrawn bank facilities, whereas of 31 December 2016 such amount stood at EUR 12,812 thousand and EUR 2,711 thousand at 31 December 2017.

The following table shows the Group's property financings from banks as of 31 March 2018:

Bank	Interest rate	Maturity	Total	Long-term	Short-term
Loan 1	EURIBOR 3M + margin	April 2019	34,677	33,870	807
Loan 2	EURIBOR 3M + margin	March 2020	44,478	41,858	2,620
Loan 3	EURIBOR 3M + margin	June 2018	6,207	-	6,207
Loan 4	EURIBOR 3M + margin	January 2034	7,248	6,916	332
Loan 5	EURIBOR 3M + margin	June 2018	7,162	-	7,162
Loan 6	EURIBOR 3M + margin	July 2034	13,303	12,300	1,003
Loan 7	NBP reference rate less social indicator	June 2034	4,237	3,789	448
Loan 8	WIBOR 1M + margin	May 2018	603	-	603
Loan 9	EURIBOR 1M + margin	August 2026*	53,880	52,230	1,650
Loan 10	EURIBOR 1M + margin	June 2026	95,045	90,645	4,400
Loan 13	EURIBOR 3M + margin	June 2027	38,705	37,120	1,585
Total			**305,545,**	**278,728,**	**26,817**

** The construction loan to be converted into investment loan until March 2018. The maturity of investment loan is August 2026.*

As of 31 March 2018 the Group had EUR 971.5 thousand in undrawn bank facilities.

Other borrowings

As a result of the Reorganisation, the vast majority of the other borrowings, presented in the Consolidated Financial Statements at the year ended 31 December 2016 were contributed to the Group in exchange for shares.

In December 2017 the Group received a loan at fixed interest rate from Globalworth Finance Guernsey Limited, the entity related with the major shareholder. The loan was granted in order to acquire three new projects – i.e. Tryton Business House, A4 Business Park and West Gate. Loan has the convertible option embedded – the entire principal amount, interest accrued and other sums due from the borrower to the lender can be converted into shares to be issued by the Issuer. The loan can be converted based on 60-day volume weighted average price of the shares of GPRE at the Stock Exchange as of the date of conversion. Conversion is subject to notice from the lender and approval by the general meeting of shareholders.

At the year ended 31 December 2017 the balance of the other borrowings was as follows:

Lender	**Total**	**Below 1 year**	**After 1 year but no more than 5 years**	**More than 5 years**
Globalworth Finance Guernsey Limited................................	165,413	165,413	-	-
	165,413	**165,413**	**-**	**-**

At the year ended 31 March 2018 the balance of the other borrowings was as follows:

Lender	**Total**	**Below 1 year**	**After 1 year but no more than 5 years**	**More than 5 years**
Globalworth Finance Guernsey Limited................................	223,646	223,646	-	-
	223,646	**223,646**	**-**	**-**

Consolidated Statement of Cash Flows

The following table sets forth the Group's cash flow data for the periods indicated:

	Year ended 31 December			**Three month period ended 31 March**	
	2017	**2016**	**2015***	**2018**	**2017**
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Profit before tax	**42,591**	**17,910**	**36,008**	**8,870**	**(5,438)**
Adjustments to reconcile profit before tax to net cash flows					
Fair value movement on investment property.....................	(3,199)	(21,407)	(30,285)	(3,179)	22,599
Net financing (income)/costs..	(16,469)	22,253	10,952	4,601	(12,114)
Operating profit before changes in working capital	**22,923**	**18,756**	**16,675**	**10,292**	**5,047**
Decrease/(increase) in trade and other receivables.............	(3,609)	(14)	(667)	(1,158)	(2,786)
(Decrease)/increase in trade and other payables.................	2,671	45	1,377	(822)	339
Movements in deposits from tenants and other deposits....	2,052	(806)	2,044	237	204
VAT settlements...	1,066	2,086	(1,478)	255	358
Other items	(1,444)	(865)	4	(47)	(68)
Income tax paid..	41	(211)	9	(1,085)	4
Cash flow from operating activities	**23,700**	**18,991**	**17,964**	**7,672**	**3,098**
Investing activities					
Purchase of investment property	-	-	(63,773)	-	-
Capital expenditure on investment property........................	(14,621)	(14,499)	(2,101)	(3,763)	(2,803)
Expenditure on investment property under construction....	-	(24,966)	(38,356)	-	-
Rental Guarantee Payment (CAPEX)	3,986	-	-	1,191	-
Payment on acquisition of subsidiaries less cash acquired	(155,151)	-	-	(55,384)	-
Dividend received	3	-	-	-	-
Movements in loans granted..	(27,466)	-	(382)	20	-
Interest received	32	17	8	16	-
Cash flow from investing activities..	**(193,217)**	**(39,448)**	**(104,604)**	**(57,920)**	**(2,803)**
Financing activities					
Proceeds from share issuance..	29,129	-	-	-	-
Bank loan proceeds..	11,098	138,990	106,356	2,095	1,325

	Year ended 31 December			Three month period ended 31 March	
	2017	**2016**	**2015***	**2018**	**2017**
	(EUR thousands) (audited)	*(EUR thousands) (unaudited)*		*(EUR thousands) (unaudited)*	
Bank loan repayments	(8,702)	(87,996)	(27,097)	(1,510)	(2,738)
Proceeds from borrowings	164,194	4,316	16,475	55,000	1,465
Repayment of borrowings	(1,118)	(24,281)	-	-	-
Payment of other financing costs	-	(30)	(20)	-	(8)
Interest paid	(7,337)	(8,498)	(8,868)	(1,708)	(1,681)
Change in restricted cash	(12,873)	(1,388)	4,357	(220)	926
Cash flow from financing activities	**174,391**	**21,113**	**91,203**	**53,657**	**(711)**
Net increase/(decrease) in cash and cash equivalents	**4,874**	**656**	**4,563**	**3,409**	**(416)**
Cash and cash equivalents at the beginning of the period	10,010	9,961	5,410	15,657	10,010
Translation differences	773	(607)	(12)	-	486
Cash and cash equivalents at the end of the period	**15,657**	**10,010**	**9,961**	**19,066**	**10,080**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Cash flow from operating activities

Cash flow from operating activities increased by EUR 4,709 thousand, or 24.8%, from EUR 18,991 thousand in the year ended 31 December 2016 to EUR 23,700 thousand in the year ended 31 December 2017. This increase was primarily due to the commencement of operations by Hala Koszyki in fourth quarter of 2016 as well as increased occupancy in the portfolio.

Cash flow from operating activities increased by EUR 1,027 thousand, or 5.7%, from EUR 17,964 thousand in the year ended 31 December 2015 to EUR 18,991 thousand in the year ended 31 December 2016. This increase was primarily due to the commencement of operations by Supersam in fourth quarter of 2015 and the commencement of operations by Hala Koszyki in fourth quarter of 2016.

Cash flow from operating activities increased by EUR 4,574 thousand, or 147.6%, from EUR 3,098 thousand in the three month period ended 31 March 2017 to EUR 7,672 thousand in the three month period ended 31 March 2018. This increase/decrease was primarily due to the acquisition of A4 Business Park, Tryton Business House and West Gate in December 2017 and Warta Tower in March 2018.

Cash flow from investing activities

Cash flow from investing activities amounted to a cash outflow of EUR 39,448 thousand in the year ended 31 December 2016 as compared to a cash outflow of EUR 193,217 in the year ended 31 December 2017. This decrease was primarily due to acquisition of three office buildings in December 2017.

Cash flow from investing activities amounted to a cash outflow of EUR 104,604 thousand in the year ended 31 December 2015 as compared to a cash outflow of EUR 39,448 in the year ended 31 December 2016. This increase was primarily due to the fact that Green Horizon was acquired in 2015 while there were no new acquisitions in 2016.

Cash flow from investing activities to a cash outflow of EUR 57,920 thousand in the three month period ended 31 March 2018 as compared to a cash outflow of EUR 2,803 in the three month period ended 31 March 2017. This increase was primarily due to the acquisition of Warta Tower in March 2018.

Cash flow from financing activities

Cash flow from financing activities amounted to a cash inflow of EUR 21,113 thousand in the year ended 31 December 2016 as compared to a cash inflow of EUR 174,391 thousand in the year ended 31 December 2017. This increase was primarily due to a loan received from Globalworth Finance Guernsey Limited.

Cash flow from financing activities amounted to a cash inflow of EUR 91,203 thousand in the year ended 31 December 2015 as compared to a cash inflow of EUR 21,113 thousand in the year ended 31 December 2016. This decrease was primarily due to the fact that the bank loan for the acquisition of Green Horizon was incurred in 2015 while there were no new acquisitions in 2016.

Cash flow from financing activities amounted to a cash inflow of EUR 53,657 thousand in the three month period ended 31 March 2018 as compared to a cash outflow of EUR 711 in the three month period ended 31 March 2017.

This increase was primarily due to a loan received from Globalworth Finance Guernsey Limited for the acquisition of Warta Tower.

No significant change with respect to financial or trading position

Except for (i) the purchase of the Warta Tower, West Link and Quattro Business Park properties; (ii) the execution by the Company on 16 April 2018 of the GF Loan Agreement on the basis of which the Company may request the lender to make available to the Company a loan structured in two tranches for the combined amount of up to EUR 400 million; (iii) the repayment by the Group of the majority of its external bank financing from the proceeds of the aforementioned loan agreement; (iv) the execution by the Group on 25 May 2018 of a facility agreement with Landesbank and Deutsche Pfandbriefbank AG as the lenders in the combined amount of up to EUR 100,000,000; (v) the completion of the Private Placement and (vi) the repayment of EUR 227,669,863.01 due under the EPP Loan and EUR 72,330,136 under the GF Loan Agreement, there has been no significant change in the financial or trading position of the Group since 31 December 2017.

Contingent Liabilities

As of 31 December 2017 the Group had mortgages on investment properties in the amount of EUR 596.6 million, whereas the value of such mortgages as of 31 December 2016 and 31 December 2015 amounted to EUR 728.2 million and EUR 453.4 million, respectively. As of 31 March 2018 the Group had mortgages on investment properties in the amount of EUR 596.6 million, whereas the value of such mortgages as of 31 March 2017 amounted to EUR 728.2 million. In addition to the mortgages, the Group's contingent liabilities consisted of various types of security established in favor of its bank lenders and liabilities toward third parties incurred in connection with its real estate investment activities.

The liabilities towards bank lenders consisted of the following:

- Financial and registered pledges over bank accounts of the borrowers,
- Registered and civil pledges over the shares of the borrowers being limited liability partnerships,
- Registered and civil pledges over the general and limited partner's rights in the borrowers being limited partnerships,
- Registered and civil pledges over the shares of selected limited partners and general partners holding rights in the borrowers being limited partnerships,
- Registered pledges over collection of movable assets and property rights of the borrowers,
- Power of attorney to bank accounts of the borrowers,
- Security assignment in relation to rights under existing and future contracts including, but not limited to insurance agreements, lease agreements, lease guarantees, agreement with general contractor and other relevant contracts,
- Security assignment in relation to rights under subordinated debt,
- Subordination of the existing intercompany debts,
- Blank promissory notes with promissory note declarations,
- Statements on voluntary submission to execution.

For a description of the financing secured by such documents, please see, "*Material Agreements – Financing Agreements*."

In addition, as of 31 December 2017 and 31 March 2018, the Group had the following liabilities towards other third parties (i.e., non-financing banks) that related to its real estate investment activities:

- Amended agreement regarding terms of an investment implementation project containing a contractual penalty – payment in case of disposal of the investment property without transferring commitments resulting from the agreement, including the payment of compensation, to a new entity,
- Amended agreement regarding terms of an investment implementation project containing compensation resulting from permission to implement the investment and establishment of the right of way – payment after entering the right of way into the land and mortgage register,
- Agreement –resulting in an obligation of a contractual penalty payment for a breach of agreement related to information obligations, complaints withdrawal etc. – payment in case of failure to fulfil the commitments resulting from agreement and receiving a request for payment,

- Amended agreement requiring compensation payment resulting from establishment of the right of way and permission to implement one of the investments,
- Amended agreement, which results in an obligation to cover a part of land lot renovation costs on the condition that the right of way is established and invoices are provided by the Building Works and Property Agency,
- Appendix to Agreement concerning one of the investments design preparation – single premium payment after the completed investment if the design solutions used by the architect with their final optimization allow the investor to achieve the investment budgetary objective,
- Cost overruns guarantee agreement, and
- Transmission service easement for investment property regarding a transformer station.

Capital Expenditures

In the years ended 31 December 2017, 2016 and 2015 the Group had incurred capital expenditures (consisting of the sum of the consolidated statement of cash flow position items "capital expenditure on investment property" and "expenditure on investment property under construction") in the amount of EUR 14,621 thousand, EUR 39,465 thousand, and EUR 40,457 thousand, respectively. In 2015 and 2016, these expenditures consisted primarily of expenditures related Supersam and Hala Koszyki development process continuation as well as building refurbishments, fit-out expenses and maintenance expenditures in connection with pure office projects and office component in Renoma. In 2017 the Group had incurred capital expenditures in the amount of EUR 14,621 thousand. In the three month period ended 31 March 2018 the Group had incurred capital expenditures in the amount of EUR 994 thousand.

The Group also plans to incur further capex at the level of approximately EUR 10 million in 2018 primarily in connection with fit-out works resulting from signed lease agreements, continuation of the refurbishment program of selected assets as well as maintenance and improvement of other assets in the portfolio.

The Group's capital expenditures comprise of maintenance capital expenditures (related to regular maintenance and recurring repairs of its properties, which are included in the profit and loss account through services charges on occupied space or void costs on vacant space); building capital expenditures (related to long-term investments to sustain or improve the values and conditions of the properties, modernization measures to increase quality or flexibility of letting space, which are capitalized, however, the investment properties are remeasured in fair value and the differences between the fair value and historical cost are recognized in the profit and loss account under other operating revenue/costs); tenant improvements (directly linked to lease agreements such as fit-out works or cash contributions to tenant fit-out works, which are capitalized, however, the investment properties are remeasured in fair value and the differences between the fair value and historical cost are recognized in the profit and loss account under other operating revenue/costs); and leasing costs (related to fees paid for new leases and renewals in case of processes in which real estate agencies are involved, which are capitalized).

If capital expenditures or fit-out works are reimbursed on the basis of RGA the costs are substracted from capitalized costs. The remaining fit-out works are amortized over the lease agreement period.

Quantitative and Qualitative Disclosures About Market and Other Risks

The financial risk that the Group is exposed to comprises market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The primary objectives of the financial risk management function are to establish risk limits, and then ensure that exposure to risks stays within these limits.

The Group's principal financial liabilities, other than derivatives, are loans and borrowings incurred to finance the acquisition and development of the Group's property portfolio.

The Group has rent and other receivables, trade and other payables and cash and short-term deposits that arise directly from its operations.

It is the Group's policy that no trading in derivatives for speculative purposes may be undertaken.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Group's market risks arise from open positions in (a) foreign currencies and (b) interest-bearing assets and liabilities, to the extent that these are exposed to general and specific market movements. The Group has a natural hedge on currency risk, as its rental revenue and valuations of its properties are denominated in EUR and its financing debt obligations are also primarily denominated in EURO. Moreover, in terms of the interest rate risk, the vast majority of its leases include an indexation that is linked to the consumer price index announced by Eurostat. As all of the current bank financing of the Group is determined at a floating rate of interest, the Group intends to consider whether to hedge certain of its loans to take advantage of the attractive low interest rate environment.

Sensitivities to market risks included below are based on a change in one factor while holding all other factors constant. In practice, this is unlikely to occur, and changes in some of the factors may be correlated - for example, changes in interest rate and changes in foreign currency rates.

Foreign exchange risk

Currency risk results from the fact that the functional currency of the Group is Polish zloty. Therefore the positions originally in EUR must be denominated in PLN. The main euro positions are investment properties, which are valued in euro by external appraisers, and loans and borrowings denominated in EUR. The Group does not apply hedge accounting in accordance with IAS 39. The Group manages foreign currency risk by matching its principal cash outflows to the currency in which the principal cash inflows (such as rental revenue) are denominated. This is generally achieved by obtaining financing in the relevant currency.

The following table presents sensitivities to reasonably possible changes in EUR at the financial position with all other variables held constant.

	Increase/(decrease) (in percentages)	Effect on equity	Effect on Profit/(loss) before tax (in EUR thousand)
2017			
EUR/PLN	+1	-	2,585
EUR/PLN	-1	-	(2,585)
2016			
EUR/PLN	+1	-	629
EUR/PLN	-1	-	(629)
2015			
EUR/PLN	+1	-	1,156
EUR/PLN	-1	-	(1,156)

Interest rate risk

Interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to its long-term debt obligations with floating interest rates.

To manage its interest rate risk, the Group enters into interest rate swaps, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount. These swaps are designated to mitigate the risk associated with underlying debt obligations. After taking into account the effect of interest rate swaps and CAPs the interest rate risk exposure as at December 2015 in 30% was covered by an IRS contract and 19% by CAP contract concluded by the Group. As at 31 December 2016 and 31 December 2017 the interest rate risk exposure in 15% were covered by CAP contract.

The analysis below describes reasonably possible movements in interest rates with all other variables held constant, showing the impact on profit before tax and equity. It should be noted that the impact of movement in the variable is not necessarily linear.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed-to-floating interest rates of the debt and derivatives are all constant and using the hedge designations in place at the reporting date:

- the sensitivity of the consolidated statement of profit or loss is the effect of the assumed changes in interest rates on finance income less finance expense for one year, based on the floating rate financial liabilities held at the reporting date, including the effect of hedging instruments;
- the sensitivity of equity is calculated by revaluing swaps designated as cash flow hedges, for the effects of the assumed changes in interest rates.

	Increase/(decrease) in percentage points	Effect on equity	Effect on profit/(loss) before tax (in EUR thousands)
2017			
EURIBOR	+1	-	(3,022)
EURIBOR	-1	-	3,022
WIBOR	+1	-	-
WIBOR	-1	-	-
NBP reference rate	+1	-	(59)
NBP reference rate	-1	-	59

	Increase/(decrease) in percentage points	Effect on equity	Effect on profit/(loss) before tax (in EUR thousands)
2016			
EURIBOR	+1	-	(2,978)
EURIBOR	-1	-	2,978
WIBOR	+1	-	(243)
WIBOR	-1	-	243
NBP reference rate	+1	-	(56)
NBP reference rate	-1	-	56

	Increase/(decrease) in percentage points	Effect on equity	Effect on profit/(loss) before tax (in EUR thousands)
2015			
EURIBOR	+1	-	(2,167)
EURIBOR	-1	-	2,167
WIBOR	+1	-	(402)
WIBOR	-1	-	402
NBP reference rate	+1	-	(59)
NBP reference rate	-1	-	59

Price risk

The Group is exposed to price risk other than in respect of financial instruments, such as property price risk and property rent levels fluctuations risk.

The Group leases out its properties to retail and office tenants. Rents, in medium term, may fluctuate in connection with changes in supply of the premises to let. This however in long term shall remain constant.

The majority of Group's assets are investment properties that are exposed to the risk of real estate's prices fluctuation. In order to manage the impact of the prices changes on the Group's assets, the investment properties are valued by external valuers once a year. The effect of valuation is reflected in Group's consolidated statement of comprehensive income.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risks from both its leasing activities and financing activities, including deposits with banks and financial institutions and derivatives.

Tenant receivables

Tenants are assessed according to Group criteria prior to entering into lease arrangements. Credit risk is managed by requiring tenants to pay deposits or provide bank guarantees. Outstanding tenants' receivables are regularly monitored. An impairment analysis is performed at each reporting date on an individual basis for major tenants. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial asset. At the Group level there is no significant concentration of risk in relation to any of the customers of the Group. The relation of revenue from sales to major tenants to Group's total rental income has been analyzed in the following table, the revenue from rent from major tenant does not exceed 11% of the Group's rental income.

	Share in total rental income (in percentages)		
	2017	2016	2015*
Concentration of credit risk			
Tenant A...	8	7	11
Tenant B	5	7	7
Tenant B	5	7	7
Griffin Topco II/Griffin Topco III (as Guarantors under the Rental Guarantee and the NOI Guarantee	15	-	-

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed in accordance with the Group's policy. Investments of surplus funds are made only with reputable institutions. The Group places only short-term deposits, which are highly liquid and of the certain rates of return. The Group's maximum exposure to credit risk for the components of the consolidated statement of financial position at 31 December 2017, 2016 and 2015 is the carrying amounts of each class of financial instruments.

Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans. The table below summarizes the maturity profile of the Group's financial liabilities based on contractual undiscounted payments (including interest payments):

Year ended 31 December 2017	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total	Difference to carrying amount	Carrying amount
Bank loans	88	17,202	10,310	119,329	201,494	**348,423**	(43,531)	**304,892**
Other borrowings	-	-	171,113	-	-	**171,113**	(5,700)	**165,413**
Deposits from tenants..............	25	17	228	2,774	3,060	**6,104**	-	**6,104**
Guarantees retained from contractors................................	250	149	109	536	1	**1,045**		**1,045**
Trade and other payables	1,461	12,593	1,184	-	-	**15,238**		**15,238**
	1,824	**29,961**	**182,944**	**122,639**	**204,555**	**541,923**	**(49,231)**	**492,692**

Year ended 31 December 2016	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total	Difference to carrying amount	Carrying amount
Bank loans	-	4,583	44,971	130,127	163,619	**343,300**	**(41,715)**	**301,585**
Other borrowings	-	-	16	55,056	82,863	**137,935**		**137,935**
Deposits from tenants...............	66	131	146	1,820	1,171	**3,334**		**3,334**
Guarantees retained from contractors................................	-	119	14	346	11	**490**		**490**
Trade and other payables	3,654	2,929	-	-	-	**6,583**		**6,583**
	3,720	**7,762**	**45,147**	**187,349**	**247,664**	**491,642**	**(41,715)**	**449,927**

Year ended 31 December 2015*	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total	Difference to carrying amount	Carrying amount
Bank loans	-	4,996	79,450	159,422	28,637	272,505	(21,819)	250,686
Derivative financial instruments..	-	660	648	-	-	1,308	-	1,308
Other borrowings..........................	-	-	-	50,870	46,739	97,609	(1,443)	96,166
Guarantees retained from contractors....................................	-	-	19	1,656	-	1,675	-	1,675
Deposits from tenants...................	2	5	339	1,838	936	3,120	-	3,120
Trade and other payables	1,947	4,943	35	-	-	6,925	-	6,925
	1,949	**10,604**	**80,491**	**213,786**	**76,312**	**383,142**	**(23,262)**	**359,880**

**As adjusted by the Company to conform to the Globalworth's accounting policies and to ensure comparability with the consolidated financial statements for the years ended 31 December 2017 and 2016, please see, "Important information – Presentation of financial and other information."*

Bank loans presented as short-term as of 31 December 2015 relate to a maturing bank facility refinanced in June 2016.

Critical Accounting Policies and Estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected in future periods. Estimates and judgements are continually evaluated and are based on historical experience as adjusted for current market conditions and other factors.

Investment property

Investment properties are buildings let by Group Companies, grouped together because of the risks and valuation method in two classes of investment property (High-street mixed-use properties and office buildings). The fair value of such investment properties in Poland is classified at Level 3 of the fair value hierarchy.

The fair value of properties yielding fixed income is determined by appraisers. Whereas most of the lease agreements entered into by the Group are denominated in euros, the valuation of investment properties has been prepared in EUR and converted into PLN as per the average exchange rate at the balance sheet date.

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of transactions and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expenses already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Such differences in interpretation may arise for a wide variety of issues depending on the conditions prevailing in the respective Group Company's domicile.

BUSINESS OF THE ISSUER

Overview

Globalworth Poland Real Estate N.V. is a unique Polish pure office and High-street mixed-use platform. GPRE, a leading real estate investment company active in Poland, with total yielding assets valued at approximately EUR 680 million as of 31 December 2017, holds 111,890,933 shares constituting 71.66% of the Company's share capital enabling it to exercise 71.66% of the overall number of votes at the General Meeting. The Group believes it holds an attractive, diversified and well-balanced portfolio of thirteen Polish properties, which consists of ten pure office properties and three large-scale High-street mixed-use properties (consisting of both office and retail components) in prime cities in Poland. The Group focuses its operational activities on the active management of its tenant base, closely monitoring the Polish real estate market to ensure it meets the expectations of its current and future tenants. Property management activities are outsourced to leading property management companies.

Following the completion of its initial public offering ("**IPO**"), and the raising of net proceeds of EUR 28 million (PLN 120 million) from a share capital increase, the Company has been listed on the primary market of the Warsaw Stock Exchange since 13 April 2017, under the abbreviated name GPRE and ticker code GPR and the ISIN code: NL00122235980.

As of 31 December 2017, the Group had a property portfolio of twelve properties in six prime cities in Poland (Warsaw, Kraków, Wrocław, Katowice, Łódź and Gdańsk) with an aggregate fair value of EUR 680 million (excluding real estate acquisitions afterwards), based on the Valuation Reports.

The properties had a total GLA of 242,558 m^2, 64.1% of which comprised pure office, 22.3% of which comprised High-street retail and 13.6% of which comprised High-street office. Total annualized NOI of the properties as of 31 December 2017 amounted to EUR 45.7 million (including commitments under the Rental Guarantees). The Group's portfolio assets are modern, with a weighted average age of 6.5 years as of 31 December 2017 (excluding real estate acquisitions afterwards), calculated based on NOI and the most recent major refurbishment / revitalization date.

The Group has been generating strong and stable rental income from a high-quality tenant base. The Company believes it has an attractive occupancy rate by market standards as well as a balanced tenant structure and longstanding business relationships with the majority of its tenants. As of 31 December 2017, the average occupancy stood at 98.5% (92.4% excluding commitments under the Rental Guarantees) and the property portfolio had an average WAULT of 4.5 years (assuming the exercise of potential break options by tenants) and 4.6 years (assuming such options are not exercised), based on contracted GRI. As of 31 December 2017, with the total non-current and current bank loans of EUR 308 million (excluding amortised cost), the Company's Gross / Net LTV stood at 45% / 41% (excluding amortised cost).

The Company was founded on 21 December 2016 by Griffin through a carve-out of existing pure office and High-street mixed-use properties from bigger Griffin's portfolio in Poland. A part of the Company's highly experienced management has been involved in acquiring, developing and operating the real estate portfolio of the Group. The Company believes that it has excellent access to additional proprietary growth based on its network and sourcing capabilities due, in large part, to its close relationships with leading real estate industry specialists. Moreover, the Company has long-standing relationships with some of the principal financial institutions in Poland and believes it will be able to raise the necessary financing for future acquisitions.

Prior to the incorporation of the Issuer, the Group Companies operated as part of Griffin. Following the successful completion of the Tender Offer for the shares in the Company in December 2017 through the purchase of a majority stake in the Company, Globalworth became the Majority Shareholder of the Company. Globalworth is a leading real estate investment company active in the SEE and CEE regions (including through GPRE in Poland). With over 75 professionals managing its portfolio, Globalworth acquires, develops and directly manages primarily high-quality office and logistics/light-industrial real estate assets, aiming to become the partner of first choice for the wide variety of high-quality tenants looking to expand in these regions. Globalworth was admitted to AIM in July 2013. Since then, has assembled through acquisitions and developments a high-quality portfolio worth over Euro 1 billion in Romania, including some of the most prominent office buildings in Bucharest, such as Globalworth Tower, Globalworth Plaza and Globalworth Campus. The team of over 75 professionals and executives, all with significant expertise in all aspects of investment and asset management, is led by Ioannis Papalekas, Founder and CEO, and Dimitris Raptis, Deputy CEO and CIO, each with a track record of over 20 years. The company is one of the leading companies on the SEE and CEE office real estate markets.

The Group is committed to implement its strategy pursuant to which it plans to generate stable returns to investors and to strengthen its current portfolio of real estate properties by acquiring additional real estate properties that meet its stringent investment criteria.

The Company is not established for the main purpose of generating return for its investors by means of divestment of its subsidiaries or associated companies.

The Issuer's History

The Issuer was established on 21 December 2016 as a carve-out of existing real estate assets that were previously owned and operated by Griffin. The real estate properties of the Group Companies have been acquired, redeveloped and leased since their acquisitions with the following key milestones:

- 2012 - purchase of the Hala Koszyki (Q2), Renoma (Q4) project;
- 2013 - purchase of the Batory Building I (Q1), Philips House (Q1), Supersam (Q2), and Nordic Park (Q4) projects;
- 2014 - purchase of the Bliski Centrum (Q1), Lubicz Office Center (Q2) projects;
- 2015 - purchase of the Green Horizon (Q1) project and the opening of the Supersam project, excluding the office component (Q4);
- 2016 - opening of the Hala Koszyki (Q4), following its successful redevelopment;
- 2017 - securing new projects through forward funding (West Link in Wroclaw) and ROFO purchase (Browary J and Beethovena I&II in Warsaw) (Q2), purchase of A4 Business Park in Katowice, Tryton Business House in Gdańsk and West Gate in Wrocław (Q4),
- 2018 - purchase of Warta Tower in Warsaw (Q1), West Link in Wrocław and Quattro Business Park in Kraków properties (Q2).

The Company completed an IPO, raising net proceeds of EUR 28 million (PLN 120 million) from a share capital increase, and has been listed on the primary market of the Warsaw Stock Exchange since 13 April 2017.

On 6 December 2017 Globalworth Asset Managers S.R.L. ("**Globalworth**") became the majority shareholder of the Company, following the completion of a tender offer. The Majority Shareholder acquired the majority stake in the Company from Globalworth on 18 June 2018 pursuant to a share purchase agreement whereby the Majority Shareholder acquired 111,890,933 shares in the Company from Globalworth. Following the closing of the Private Placement, the Majority Shareholder holds 302,973,736 shares constituting 68.43% of the Company's share capital enabling it to exercise 68.43% of the overall number of votes at the General Meeting.

Competitive Strengths

The Company believes that the following competitive strengths provide it with a strong operational platform building on experience, in-depth market knowledge and strong relationships with high-quality tenants, highly experienced management team with a strong track record in value-add asset management with deep knowledge of the Group's property portfolio represent the primary drivers for the Group's business success:

Diversified and balanced Polish office and High-street mixed-use portfolio

The Group's portfolio is diversified geographically, by property type and GLA and NOI split among assets. As of 31 December 2017, the Group had a property portfolio of twelve properties in six prime cities in Poland (Warsaw, Kraków, Wrocław, Katowice, Łódź and Gdańsk with an aggregate fair value of EUR 680 million (excluding real estate acquisitions afterwards) with 60.6% of the properties by NOI located in the largest and most attractive office Polish markets of Warsaw, Kraków and Wrocław.

As of 31 December 2017, the pure office, High-street retail and High-street office assets comprised 54.6%, 28.7% and 16.7% of the total GAV, respectively. The properties had a total GLA of 242,558 m^2, with the pure office, High-street retail and High-street office assets comprising 64.1%, 22.3% and 13.6% of the total GLA, respectively. The Group's portfolio is modern, with a weighted average age of 6.5 years, based on NOI and the most recent major refurbishment / revitalization dates, with 82.0% of the portfolio GLA younger than 7 years and 62.0% of the portfolio GLA newly developed.

Total annualized NOI of the properties as of 31 December 2017 amounted to EUR 45.7 million (including rental income from vacant space and commitments under the Rental Guarantees), with the pure office, High-street retail and High-street office assets generating 59.2%, 25.1% and 15.7% of total annualized NOI, respectively.

Stable return profile from a "blue chip" tenant base

The Company's rental properties have a tenant mix of diversified and economically strong tenants across various industries and service sectors. The Company's tenant base highly-diversified and the Company's office tenants are primarily "blue chip" global tenants with strong turnover growth. As of 31 December 2017, the total contracted GRI stood at EUR 45.5 million (excluding vacants, including commitments under the Rental Guarantees). The Group is not dependent on any single tenant with the top ten tenants generating 38.1% of the total GRI. The Group's top clients by GRI include leading companies such as Infosys, Nokia, Rockwell, Hewlett-Packard, Intel, PKP Cargo, IBM, International Paper, Capita and Mindspace.

The average occupancy stood at 98.5% (92.4% excluding commitments under Rental Guarantees). The property portfolio had an average WAULT of 4.5 years, assuming the exercise of potential break options by tenants, and 4.6 years, assuming such options are not exercised, based on contracted GRI. The office tenants and retail tenants constitute 75.0% and 25.0% of the total GRI, respectively. The Group's office tenant base comprises the following sectors (in terms of the GRI): business services (20%), IT, telecoms, technology (32%), banking, insurance, financial (8%), professional services (12%), industrial and consumer goods (10%) and other (18%). The Group's retail tenant base comprises the following sectors (in terms of the GRI): clothing and footwear (36%), restaurants and food court (19%), health and beauty (9%) and other (36%). This high diversification across various tenant sectors results in the Group not being dependent on any particular industry and also underpins the stability of its NOI. The payments under most of the lease agreements of the Group are expressed as the Polish zloty-equivalent of a Euro-denominated amount and the Group has incurred financing costs expressed in Euro, therefore, the Group is naturally hedged against fluctuations of the PLN/EUR exchange rate. In addition, the Group's typical lease terms include an indexation that is linked to the consumer price index announced by Eurostat and almost all of the Group's portfolio rent is subject to indexation.

Attractive financing structure with headroom for deleveraging

As of 31 December 2017, with the total non-current and current bank loans of EUR 308 million, the Company's Gross / Net LTV stood at 45% / 41% (excluding amortised cost). The bank loans have an average maturity of 7.4 years, an average margin of 2.24% (including bank guarantee fund fees, if applicable) and an average amortization of 2.24% per annum. Interest rates of all of the bank loans are floating and the Group can therefore take advantage of the current low interest rates. The Group believes that it has ample coverage of amortization through the attractive cash flow of the platform, which continuously enhances the equity basis and that potential valuation gains will have an additional positive impact on the Net LTV ratio.

Experienced management with a strong track record in value-add asset management and acquisitions

The members of the Board have extensive knowledge and long-standing experience in the real estate industry, including restructurings and financings, and have deep insights into the Group's property portfolio. These individuals have been involved in the acquisition and intense active asset management of all of such properties, including in the successful redevelopment of key projects.

Given its recent incorporation, the Company's organization is efficiently set up and is able to operate without any structural legacy problems. Because of the flat corporate hierarchy, the Board is in a position to take quick decisions regarding Company's operations, including future real estate property acquisitions, and implement them efficiently.

Scalable independent platform with access to additional proprietary growth opportunities

Capitalizing on its existing platform, real property management skills and broad experience in the Polish real estate market, the Company is well-placed to expand its real property portfolio by acquiring investment / income-producing properties with value added potential in Poland. The Company has been set up as a standalone organization, with a fully-independent organizational structure, which includes administration, asset management, IR/PR, finance, investment, leasing, legal and technical.

The Company believes that it is well-positioned for future growth and has excellent access to additional proprietary growth based on its network and sourcing capabilities due, in large part, to its close relationships with leading real estate industry specialists.

The Group has adopted a focused acquisition strategy that contains stringent criteria for further acquisitions. All future acquisitions are targeted to consist of pure office or dominant office components in High-street mixed-use assets, which are located in central and leading cities in Poland and which will rather not require extensive renovation. The Company is planning to purchase assets with a good tenant mix in multi-tenant buildings or single-tenant buildings with long leases, primarily focusing on buildings with vacancies of less than 15% with high solvency tenants. The minimum asset value of each acquisition property should be EUR 10 million. The Company believes that it will benefit from its long-term and very good relationships with financial institutions and will be able to secure the needed financing for its acquisitions on attractive terms.

Exclusive focus on the attractive Polish real estate market

The Group intends to conduct operations solely in Poland, where all of its existing real estate properties are located and where it intends to make future acquisitions. Poland is a country with strong microeconomic fundamentals and an attractive real estate market and the Company believes its geographic focus provides it with a strong competitive advantage.

With a population of approximately 38 million people, Poland is the European Union's sixth largest country by population (source: *Euromonitor Passport*, *Country Report*) and due to its size, constitutes the single largest internal market within the Central Eastern European ("**CEE**") region. Poland is the sixth largest economy in the

European Union in terms of nominal GDP (PLN 1,790 billion in 2015) (source: *Central Office of Statistics (GUS, Eurostat)*), characterized by favorable growth prospects and a supportive macroeconomic environment. Real GDP growth is expected to continue, as forecasts for 2018 indicate growth amounting to 3.5% (source: *Economist Intelligence Unit*). As compared to Western Europe, where the real GDP growth is expected to be at the level of 1.7% in 2018, or the Central Eastern European region, where the real GDP growth is forecasted to be at the level of 2.9% in 2018 (source: *Economist Intelligence Unit*), Poland is expected to outpace both regions, making it the fastest growing economy in Europe in 2018 (source: *International Monetary Fund*).

Another key driver of expected GDP growth is the estimated level of the considerable infrastructure investments supported by EU funds, amounting to a total of EUR 78 billion between 2014 and 2020 (source: *European Commission*). Polish government officials expect these funds to produce an overall boost to the economy of about 2 percentage points of GDP by 2020 (source: *Euromonitor Passport, Country Report*).

Strategy

The Group is in the process of implementing its strategy pursuant to which it plans to generate stable returns to investors and to strengthen its current portfolio of real estate properties by acquiring additional real estate properties that meet its stringent investment criteria.

Attractive dividend policy and decreased Net LTV ratio

The Articles of Incorporation of the Issuer stipulate that the dividend policy of the Company is to distribute on a semi-annual basis not less than 90% of the Company's funds from operations (post tax) for the period to its shareholders. The Company is planning to make regular dividend distributions, and the first dividend is expected to be paid in June 2018.

The Company's Gross / Net LTV ratios as of 31 December 2017 stood at 45 / 41% (excluding amortised cost), with a mid-term target of 50-55%. The Group believes that it has ample coverage of amortization through an attractive cash flow of the platform, which continuously enhances the equity basis, and that potential valuation gains will have an additional positive impact on the Gross / Net LTV ratios.

Focused acquisition strategy

The Group has adopted a focused acquisition strategy that contains stringent criteria for further acquisitions. All future acquisitions are targeted to consist of pure office, dominant office components in High-street mixed-use properties which are located in central and leading cities in Poland and which will rather not require extensive renovation. The Company is planning to purchase assets with a good tenant mix in multi-tenant buildings or single-tenant buildings with long leases, primarily focusing on buildings with vacancies of less than 15% with high solvency tenants. The minimum asset value of each acquisition property should be EUR 10 million. The Company believes that it will benefit from its very good relationships with banks and will be able to secure the needed financing for its acquisitions on attractive terms.

The Company believes it is able to identify assets through its own excellent network and sourcing capabilities and currently has the advanced pipeline of approximately EUR 425 million GAV under due diligence following the acquisition of Warta Tower asset in Warsaw in March 2018, the West Link property in May 2018 and the Quattro Business Park in June 2018.

Description of the Property Portfolio

The table below shows the key data of the Existing Assets as of 31 December 2017:

Property name	Completion / Extended refurbishment /Revitalization	GLA	Occupancy[1]	WAULT[2]	NOI[3]	Initial Yield[4]	GAV[5]	LTV[6]
		(m²)	*(%)*	*(years)*	*(EUR m)*	*(%)*	*(EUR m)*	*(%)*
					(unaudited)			
Green Horizon	2012/2013	33,510	100,0%	5.6	5.2	7.3%	71.3	63.3%
A4 Business Park	2014/2015/ 2016	30,556	96.4%	4.5	5.0	7.3%	68.5	0.0%
Tryton Business House	2015	24,016	88.3%	4.0	3.8	6.8%	56.4	0.0%
Lubicz Office Center	2000/2009	23,986	97.1%	3.5	5.0	7.1%	70.7	49.0%
West Gate	2015	16,646	99.4%	5.1	2.9	7.0%	41.9	0.0%
Nordic Park	2000	9,024	74.2%	3.2	1.9	7.8%	24.0	57.1%

Property name	Completion / Extended refurbishment /Revitalization	GLA	Occupancy[1]	WAULT[2]	NOI[3]	Initial Yield[4]	GAV[5]	LTV[6]
		(m^2)	*(%)*	*(years)*	*(EUR m)*	*(%)*	*(EUR m)*	*(%)*
					(unaudited)			
Batory Building I	2000	6,610	90.1%	3.7	1.0	9.0%	11.4	54.5%
Bliski Centrum	2000	4,920	96.5%	6.2	1.0	7.3%	13.7	54.6%
Philips House	1999	6,217	90.9%	4.4	1.1	8.6%	13.3	53.7%
Total pure office		**155,483**	**94.6%**	**4.5**	**27.0**	**7.3%**	**371.7**	**30.8%**
Renoma	1930/2009	40,604	94.3%	3.8	8.0	5.8%	139.1	69.3%
Supersam	1937/2015	24,223	88.9%	4.9	3.9	6.4%	61.5	63.9%
Hala Koszyki	1909/2016	22,246	77.7%	5.8	6.7	6.2%	108.4	53.6%
Total High-street mixed-use		**87,074**	**88.6%**	**4.8**	**18.6**	**6.0%**	**309.1**	**62.7%**
Total portfolio		**242,558**	**92.4%**	**4.6**	**45.7**	**6.7%**	**680.8**	**45.3%**

Source: The Company (unaudited)

[1] Excluding NOI / Rental guarantees, as of 31/12/2017 (98.5% including Rental Guarantees)
[2] WAULT excl. potential break options exercised by tenants as of 31/12/2017(4.5y incl. break options)
[3] Non-audited preliminary figures; static approach, i.e. leased income plus ERV on vacancy annualized
[4] Yield defined as NOI divided by GAV
[5] CBRE and Knight Frank appraisal reports. As of 31 December 2017
[6] Gross LTV on GAV of EUR 680 million, as outlined in CBRE and Knight Frank valuation reports as of 31/12/2017, debt outstanding in the amount of EUR308 million

Recent Acquisitions

Since the completion of the IPO the Group completed the purchase of seven properties: A4 Business Park, Tryton Business House, West Gate, Warta Tower, West Link, Quattro Business Park and Spektrum Tower (collectively referred to as the "**Recent Acquisitions**").

The A4 Business Park, Tryton Business House, West Gate properties were purchased in the year ended 31 December 2017. The Company purchased the Warta Tower property on 14 March 2018 and intends to hold such office building as part of its income-producing portfolio. The property comprises of approximately 28,000 m^2 of GLA and has an annualized contracted rental income of approximately EURO 5.9 million at current occupancy of approximately 92%. Its weighted average lease length is approximately 3.5 years currently. The acquisition price was EURO 55.0 million at an attractive entry yield of approximately 11.5% (based on NOI in place and ERVs for vacancies), that is approximately EURO 1,960 per m^2 GLA – very competitive in comparison with other centrally located properties. The purchase was financed with a convertible intercompany loan granted by Globalworth Finance Guernsey Limited (a subsidiary of Company's significant shareholder Globalworth Asset Managers SRL), to be either fully or partially refinanced in the future.

On 25 May 2018, the Group purchased the West Link property. The building's GLA amounts to 14,200 m^2 (14,400 m^2 including lettable storage area), the annual contracted rental income of the building generated by the occupancy ratio of 100% amounts to EUR 2.5 million, and its WALT exceeds six years. The main tenant is Nokia Solutions and Network sp. z o.o.

On 21 June 2018, the Group purchased from SOF-10 Quattro NL B.V. ("**SOF-10 Quattro**") 100% of the shares in Blackwyn Investments spółka z ograniczoną odpowiedzialnością ("**Blackwyn Investments**") holding the legal title to an office building complex under the name of Quattro Business Park in Cracow, located at Aleja Generała Tadeusza Bora-Komorowskiego 25 in Cracow, Poland ("**Quattro Business Park**"). The Quattro Business Park's GLA amounts to 60,200 m^2, the annual contracted rental income generated by the occupancy ratio of 99% amounts to EUR 10.7 million and WALT amounts to three years. Tenants include Capgemini, Google and Luxoft.

On 12 July 2018, the Group purchased from ERE III fourteen S.a.r.l., an entity controlled by Europa Fund III LP ("**ERE III**") 100% of the shares in Spektrum Tower sp z o.o. ("**Spektrum Tower sp. z o.o.**") holding the legal title to the real property located in Warsaw and to the Spektrum Tower building located at ul. Twarda 18, in Warsaw, Poland ("**Spektrum Tower**"). The Spektrum Tower's GLA amounts to 29,500 m^2, the annual contracted rental income of the building generated by the occupancy ratio of 93% amounts to EUR 6.3 million and WALT amounts to five years years. The building is multi-tenanted and has over 50 tenants.

Description of the Existing Assets

Pure office portfolio

Green Horizon Office Center in Łódź

Green Horizon is a modern office building certified in the multi-criterion LEED building assessment system at the Gold Level. The building was developed by Skanska Property Poland and constructed by Skanska S.A. It consists of two technically and legally separate seven-story buildings and offers 33,510 m^2 of GLA. The typical floor plate in building A is 2,895 m^2 and in building B is 2,202 m^2. The property has two-story underground parking offering 407 parking spaces. Building A was opened in December 2012 and building B in May 2013.

The property is held under the mix of the ownership right (2,623 m^2) and the perpetual usufruct right (8,075 m^2) expiring on 5 December 2089 with the ownership right to the buildings and occupies a 10,698 m^2 site in total.

The property is located at ul. Pomorska 106A, in the northeast corner of Łódź's central business district with a short drive to ul. Piotrkowska – the representative promenade in Łódź. The main campus of the University of Łódź as well as major traffic arteries (Rondo Solidarności) are in the immediate vicinity of the building, which enjoys excellent exposure and visibility to passing traffic.

The property is 100.0 % let as of 31 December 2017, with an average remaining lease term of 5.6 years, weighted by GRI. The operational costs are fully recoverable via service charges. Major tenants in the building are Infosys, McCormick, Capita, Skanska, PKO BP and PwC. The most significant terms of the lease agreements concluded with major tenants are set out in "*-Material Agreements*." The property is managed by Cushman & Wakefield Polska Sp. z o.o. Details of the property management agreement are described in "*-Material Agreements*".

A4 Business Park

A4 Business Park is a complex of three office buildings with GLA of 30,556 m^2, located in Katowice. The goal was to create an office complex naturally integrated into the existing urban fabric. The classic and modest design meant that A4 Business Park has become a fixture in Katowice's landscape and one of the city's landmarks. The stone façade and carefully finished details gave the buildings an elegant, timeless character. The whole complex consists of two 10-story buildings and one 7-story building and offers 605 parking places. They not only allow easy communication inside the Park but are also a great place to relax. The uniqueness of the A4 Business Park project is guaranteed by its unique location inside a park, which contributed to its overall atmosphere. Carefully arranged roads make a part of the development of the plot, while a free-standing parking lot adds to the convenience. The complex offers class A office space and has a BREEAM Interim certificate at the "very good" level.

The property is 96.4% let (100% including commitments under Rental Guarantee) as of 31 December 2017, with an average remaining lease term of 4.5 years, weighted by GRI. The operational costs are fully recoverable via service charges. Major tenants in the building are Rockwell, PKP Cargo and IBM. The most significant terms of the lease agreements concluded with major tenants are set out in "- *Material Agreements*." The property is managed by EPP Property Management. Details of the property management agreement are described in "-*Material Agreements*".

Tryton Business House in Gdańsk

Tryton Business House, an office building with GLA of 24,016 m^2, is located in one of the best-known Gdańsk spots, on Jana z Kolna street, not far away from Gdańsk Shipyard. The location guarantees an excellent access to the city transportation (buses, trams), which means easy access to other parts of the conglomeration. The building is about 20 minutes' drive from Lech Wałęsa Airport. Tryton Business House consists of one 11-story tower and two six-story buildings connected by covered passages allowing communication without the need to go outside, and 727 parking spaces. The property offers standard A-class offices and has a BREEAM certificate at the "excellent" level.

The property is 88.3%let (100% including commitments under Rental Guarantee) as of 31 December 2017, with an average remaining lease term of 4.0 years, weighted by GRI. The operational costs are fully recoverable via service charges. Major tenants in the building are Intel, Kainos, PGS Software, Ciklum, Asseco, mBank, Eltel and EY. The most significant terms of the lease agreements concluded with major tenants are set out in "- *Material Agreements*." The property is managed by EPP Property Management. Details of the property management agreement are described in "- *Material Agreements*".

Warta Tower in Warsaw

Warta Tower is a modern office building. The building consists of 21 floor tower surrounded by 6-storey podium divided in four sectors and offers approximately 28,000 m^2 of GLA, together with 532 underground parking spaces located on 3 underground floors. The typical floor plate in the tower is 660 m^2. The building was completed in 2000. The building offers class A office space and has a BREEAM certificate at the "very good" level.

The property is held under the perpetual usufruct right (8,272 m^2) expiring on 5 December 2089 with the ownership right to the building and occupies a 8,272 m^2 site in total.

The property is located in Extended CBD zone of Warsaw, at Chmielna 85/87, close to many public transportation facilities, including the metro, trains, buses and trams. The advantage of the location is its central location, outstanding architecture and quality of the lobby. The property is 92% let currently, with an average remaining lease term of 3.5 years as of 31 December 2017, weighted by GRI. The operational costs in respect of the let accommodation are fully recoverable via service charges. The main tenant in the building is WARTA insurance company (a subsidiary of Talanx International AG) accounting for 63% of total GRI. Other major tenants include ZDM, ITMagation, KBC Bank and Luxmed. The above mentioned top-5 tenants account for 76% of total GRI. The most significant terms of the lease agreements concluded with major tenants are set out in "-*Material Agreements*". The property is managed by Cream sp. z o.o. Details of the property management agreement are described in "-*Material Agreements*".

Lubicz Office Center I & II in Kraków

Lubicz Office Center is a modern office complex consisting of two class A buildings of high standards of finishing. Building I is six stories tall with two levels of underground parking while building II is seven stories tall with one level of underground parking. The complex offers 23,986 m^2 of GLA and 333 parking spaces. The typical floor plate in building I is 3,540 m^2 and in building II is 980 m². Building I was opened in 2000 and building II in 2009. With respect to the building I, there is outline planning permission for an extension of 1,600 m^2 GLA which the directors aim to develop by 2019 (the value of the extension and its development costs are not explicitly reflected in the fair values of the asset).

The property is held under ownership right occupies a 12,169 m^2 site.

The property is located on two buildings at ul. Lubicz 23 and ul. Lubicz 23A in Kraków, in the historical and most prestigious part of the city. The main railway station Kraków Główny, Galeria Krakowska shopping center, and the Old Town Square are within walking distance. Its location near a major transportation hub in Kraków, Rondo Mogilskie, provides excellent access to public transportation and fast connections with all districts of the city.

The property is 97.1% (100% including commitments under Rental Guarantee) let as of 31 December 2017, with an average remaining lease term of 3.5 years, weighted by GRI. The operational costs in respect of the let accommodation are fully recoverable via service charges. The property has tenants from various industries such as banking, IT and BPO. Major tenants in the building are International Paper, Capita, Deutsche Bank, BNP Paribas Bank, Avenade, BZWBK and Lumesse. The most significant terms of the lease agreements concluded with major tenants are set out in "-*Material Agreements*." The property is managed by Colliers International. Details of the property management agreement are described in "-*Material Agreements*."

Quattro Business Park in Kraków

Quattro Business Park is a modern, class A office complex of leasable area of 60,200 m². It is composed of four, fourteen-storey office buildings, erected in 2010-2014, one seven-storey completed in 2015, as well as a free-standing, multi-storey car park with eight overground levels.

The property in located at Aleja Generała Tadeusza Bora-Komorowskiego 25 in Cracow, the most dynamic regional office market in the entire CEE region. With a number of office developments and commercial schemes nearby, the vicinity of the buildings forms a vibrant business hub. Amongst others, the immediate neighbourhood of Quattro Business Park comprises Rondo Business Park office scheme, Krokus and Serenada shopping centres, Swing Hotel, Aqua Park and a Multiplex cinema. The location's extensive retail offering is complemented by services available within Quattro Business Park including restaurants, canteents, newspaper stands, pharmacies and medical centers. The property benefits from excellent connections to all parts of the city, providing direct access to the A4 motorway and the Cracow ring road. In addition to good access by car, there is a wide offering of bus lines close by. Moreover, delivery of a new tram line with a stop next to Quattro Business Park is planned in the near future.

Buildings A and B were subjected to BREEAM-In Use certification, and were graded "Excellent" in the Asset category. Buildings C and D got "Very Good" BREEAM certificates. The Quattro Business Park's annual contracted rental income generated by the occupancy ratio of 99% amounts to EUR 10.7 million and WALT amounts to three years. Tenants include Capgemini, Google and Luxoft. The property is managed by Buma Service Sp. z.o.o. Details of the property management agreement are described in "-*Material Agreements*".

West Gate in Wrocław

West Gate is a modern office building with 16,646 m^2 GLA and located in the North-Western part of Wrocław. Thanks to nearby bypass, the building is well-connected with the city center. The building has been designed in the letter „L" shape, with each floor of about 2,700 m^2; is modern and yet timeless. The property is equipped with the 2-story underground parking lot for about 320 cars. West Gate is adjacent to West Link, currently under construction, which will extend further the office zone in the junction of Lotnicza / Na Ostatnim Groszu. Its minimalist form with a graphite, stone facade, is supplemented with large, glass spaces that make offices well-lighted. The nearby Western Park located across Lotnicza street makes a nice background for the building. West Gate's well-thought design perfectly highlights the space and its business-like nature. The property offers standard A-class offices and has a BREEAM certificate at the "excellent" level.

The property is 99.4% let as of 31 December 2017, with an average remaining lease term of 5.1 years weighted by GRI. The operational costs in respect of the let accommodation are fully recoverable via service charges. Major tenants in the building are Nokia, Deichmann, Aviva, K&D Foods and Enel-Med. The most significant terms of the lease agreements concluded with major tenants are set out in "*-Material Agreements*." The property is managed by EPP Property Management. Details of the property management agreement are described in "*-Material Agreements*."

<u>West Link in Wrocław</u>

West Link is a pure office project located in Wrocław. The West Link project is located west of the city center within a block of Lotnicza, Na Ostatnim Groszu and Legnicka streets, all of which are strategic communication arteries for Wroclaw. West Link is adjacent to West Gate. The corner location along such principal roads guarantees convenient access for users of public transport (by way of a number of bus and tram lines) and drivers alike. The city center and the Wroclaw airport are conveniently accessible within a few minutes' drive. The location provides exceptional visibility and exposure and is a very well recognized locale within the city.

The building's GLA amounts to 14,200 m^2 (14,400 m^2 including lettable storage area), the annual contracted rental income of the building generated by the occupancy ratio of 100% amounts to EUR 2.5 million, and its WALT exceeds six years. The main tenant is Nokia Solutions and Network sp. z o.o. (which is also the main tenant at West Gate, an adjacent high-quality office property which comprises a further 16,600 m^2 constituting part of the Company's portfolio). The most significant terms of the lease agreements concluded with major tenants are set out in "*-Material Agreements*." The property is managed by EPP Property Management. Details of the property management agreement are described in "*-Material Agreements*."

<u>Nordic Park in Warsaw</u>

Nordic Park is a modern office building with a very good parking ratio of one parking unit per 44 m^2 of GLA. The building has eight levels with office areas on the ground floor and levels 3 to 7 and offers 9,024 m² of GLA. The typical floor plate is approximately 1,730 m^2. The property has a 4-story underground parking offering 206 parking spaces on levels -1 to 2. The building was opened in 2000.

The property is held under the perpetual usufruct right expiring on 14 May 2095 with the ownership right to the building and occupies a 3,993 m^2 site.

The property is located at ul. Herberta 8, on the eastern edge of Warsaw's city center, in a few hundred meter proximity to the central business district although not in an established office location. The building has convenient access to city center amenities. The neighborhood of the Poniatowski bridge enables a quick and easy connection with districts located on the right bank of the Vistula river.

The property is 74.2% let (99.7% including commitments under Rental Guarantee) as of 31 December 2017, with an average remaining lease term of 3.2, weighted by GRI. The operational costs in respect of the let accommodation are fully recoverable via service charges. Major tenants in the building are Baxter, Vedim, Korean Cultural Centre, Ech&W and Związek Banków Polskich. The most significant terms of the lease agreements concluded with major tenants are set out in "*-Material Agreements*". The property is managed by Colliers International. Details of the property management agreement are described in "*-Material Agreements*".

<u>Batory Building I in Warsaw</u>

Batory Building I is a modern office building which is part of a business complex of two buildings. The six-story building offers 6,610 m^2 of GLA, together with 134 underground and 96 above-ground parking spaces. The typical floor plate is 1,220 m^2. The building was completed in 2000.

The property is held under ownership right and occupies a 6,041 m^2 site.

The property is located in Włochy district, at Al. Jerozolimskie 212B, one of the biggest communication routes in Warsaw. The advantage of the location is high visibility of the building given its proximity to the new bypass road, easy access to city center by car and convenient access to public transport facilities.

The property is 90.1% let (91.9% including commitments under Rental Guarantee) as of 31 December 2017, with an average remaining lease term of 3.7 years, weighted by GRI. The operational costs in respect of the let accommodation are fully recoverable via service charges. Major tenants in the building are Solid Group, Impuls Leasing, ZST and Curver Poland. The most significant terms of the lease agreements concluded with major tenants are set out in "-*Material Agreements*". The property is managed by Colliers International. Details of the property management agreement are described in "-*Material Agreements*".

Bliski Centrum in Warsaw

Bliski Centrum is a modern office building of 4,920 m² GLA. The typical floor plate is 730 m^2. The building consists of six floors and has 87 car parking spaces. The building was opened in 2000.

The property is held under the perpetual usufruct right expiring on 24 February 2096 with the ownership right to the building and occupies a 1,916 m^2 site.

Bliski Centrum is located at ul. Żurawia 8 in a prominent neighborhood and prestigious location within Warsaw's central business district. Due to the excellent access to public transport facilities (underground and bus and tram lines), the building has easy access to other parts of the city. Hotels, restaurants and a shopping center are located in close proximity to the property.

The property is 96.5% (100% including commitments under Rental Guarantee) let as of 31 December 2017, with an average remaining lease term of 6.2 years, weighted by GRI. The operational costs in respect of the let accommodation are fully recoverable via service charges. The major tenant in the building is EuroZet (formerly named Radio Zet), a subsidiary of Lagardère Groupe. The most significant terms of the lease agreement concluded with major tenant are set out in "-*Material Agreements*". The property is managed by Colliers International. Details of the property management agreement are described in "-*Material Agreements*".

Philips House in Warsaw

Philips House is a modern office building which offers 6,217 m^2 of GLA and 171 parking spaces. The typical floor plate is 1,350 – 1,650 m^2. The building was completed in 1999.

The property is held under ownership right and occupies a 5,973 m^2 site.

The property is located at Al. Jerozolimskie 195A, one of the biggest communication routes in Warsaw. The advantage of the location is excellent visibility given its location on one of the main streets in Warsaw, easy access to city center by car and convenient access to public transport.

The property is 90.9% let (100% including commitments under Rental Guarantee) 31 December 2017, with an average remaining lease term of 4.4 years, weighted by GRI. The operational costs in respect of the let accommodation are fully recoverable via service charges. Major tenants in the building are Philips, Trane and eConsulting. The most significant terms of the lease agreement concluded with major tenant are set out in "-*Material Agreements*". The property is managed by Colliers International. Details of the property management agreement are described in "-*Material Agreements*".

Spektrum Tower in Warsaw

Spektrum Tower is a modern, 30-storey office building which offers 29,500 m^2 of GLA and 318 parking spaces located on 5 underground floors. The lower floors of the building, located in the podium, provide access to a variety of services for both tenants and visitors, including a restaurant, café and a large fitness centre. The floorplates are easily divisible enabling flexible arrangements meeting wide spectrum of tenant's needs. Spektrum Tower is located in the very heart of Warsaw central business district and therefore can be easily reached using all means of public transport, including the metro. The thorough refurbishment of the building, carried out in 2015, was awarded with Very Good BREEAM Major Refurbishment certification, giving important green credentials to the building.

The property is 93% let as at 12 July 2018, with WALT amounting to 4.9 years weighed with GRI. The operational costs in respect of the let accommodation are fully recoverable via service charges. The building is multi-tenanted and has over 50 tenants. The most significant terms of the lease agreement concluded with major tenant are set out in "- *Material Agreements*". The property is managed by GPRE Property Management. Details of the property management agreement are described in "- *Material Agreements*".

High-street mixed-use portfolio

Renoma in Wrocław

Renoma is a modern High-street mixed-use retail and office complex with unique, modernist architecture dating back to 1930. It was originally developed by the Wertheim family and was inspired by the stunning success of the KaDeWe department store in Berlin opened in 1907. The lower floors of the building have been reconfigured as a shopping center in which over 120 stores are located, while the higher floors are used for offices. Renoma offers 29,944 m^2 of retail GLA and 10,661 m^2 of office GLA. In total it has also 630 parking spaces. The building was modernized and revitalized and its reopening took place in April 2009.

The property is held under the perpetual usufruct right expiring on 5 December 2089 with the ownership right to the building and occupies a 13,395 m^2 site.

The building is located at ul. Świdnicka 40 in Śródmieście district, in the heart of Wrocław's High-street and is a unique building combining High-street retail with office functions. The building is well served by public transport (four tram and six bus routes) and benefits from excellent visibility.

The property is 94.3% let as of 31 December 2017, with an average remaining lease term of 3.8 years, weighted by GRI. The leases tend to be of a general contractual rental nature with some of leases making provision for an additional rent calculated as the positive difference between a stated percentage of a tenant's net sales and their base rent. The operational costs in respect of the let accommodation are fully recoverable via service charges. Major tenants in the High-street retail portion of the building are Go Sport, Pure, Zara, TK Maxx, Empik, Smyk, Luxmed while the whole office portion is leased to Hewlett-Packard. The most significant terms of the lease agreements concluded with major tenants are set out in "*-Material Agreements*". The property is managed by EPP Property Management. Details of the property management agreement are described in "*-Material Agreements*".

Supersam in Katowice

Supersam is a modern High-street mixed-use retail and office complex. The six-story building offers 64 retail units on the 17,540 m^2 of retail GLA as well as 6,683 m^2 of office GLA. In total the building has 385 parking spaces which are located on the fourth and fifth stories and on the roof. Supersam was built in the place of a former retail hall and the retail portion was reopened in October 2015, while the offices were completed in third quarter 2016.

The property is held under the mix of the ownership right (892 m^2) and the perpetual usufruct right (9,764 m^2) expiring on 5 December 2089 with the ownership right to the building and occupies a 10,656 m^2 site.

Supersam is located at ul. Piotra Skargi 8 in Katowice, the most important economic, academic and cultural center in Southern Poland. The building is situated in the heart of the city center at the top of Katowice's successfully revitalized high street, next to the main bus station and in the vicinity of the central railway station.

The property is 88.9% let (96.8% including commitments under Rental Guarantee) as of 31 December 2017, with an average remaining lease term of 4.7 years to nearest break options, weighted by GRI. The leases tend to be of a general contractual rental nature. The majority of operational costs in respect of the let accommodation are covered via service charges, however service charge caps agreed for selected tenants may create a potential service charge shortfall not recovered from tenants which is then covered by the NOI Guarantee. Major tenants in the building are Groupon, JAMF, Cityspace, Aldi, Sports Direct, Reserved, Pure Jatomi Fitness, Empik and Smyk. The most significant terms of the lease agreements concluded with major tenants are set out in "*-Material Agreements*". The property is managed by EPP. Details of the property management agreement are described in "*-Material Agreements*".

Hala Koszyki in Warsaw

Hala Koszyki is a mixed-use office, gastronomy and leisure property on the site of the former highly popular city market hall dating back to 1909 and maintains the Art Nouveau facade of the original hall. The complex consists of a market hall filled with 37 restaurants, cafes, other service units on 6,516 m^2 retail GLA and is surrounded by three modern office buildings offering 15,711 m^2 of GLA. The property also offers 202 parking spaces. The property was reopened, after redevelopment, in October 2016.

The property is held under the perpetual usufruct right expiring on 12 May 2097 with the ownership right to the buildings and occupies a 9,386 m^2 site.

Hala Koszyki is located in the southern part of the central business district, at ul. Koszykowa 63, near Al. Niepodległości and Konstytucji Square (a popular meeting point). The location ensures convenient access to all districts of the city. The building neighborhood consists of university, residential and office buildings, hotels, and restaurants.

The property is 77.7% let (100% including commitments under Rental Guarantee) as of 31 December 2017, with an average remaining lease term of 5.8 years, weighted by GRI. The leases tend to be of a general contractual rental nature with the majority of leases making provision for an additional rent calculated as the positive difference between a stated percentage of a tenant's net sales and their base rent. The majority of operational costs in respect of the let accommodation are covered via service charges, however service charge caps agreed for selected tenants may create a service charge shortfall not recovered from tenants. Major tenants in the office component are Multimedia, Eneris, Symphar, Mindspace, while in the retail component: Piotr i Paweł, Rossmann, Duka, Restaurant Gessler and Bierhalle. The most significant terms of the lease agreements concluded with major tenants are set out in "*-Material Agreements*". The property is managed by EPP. Details of the property management agreement are described in "*-Material Agreements*".

Analysis of the Existing Assets

The Company's rental properties have a tenant mix of diversified and economically strong tenants across various industries and service sectors. The Company's office tenants are primarily "blue chip" global tenants with strong turnover growth, whereas the retail tenant base is highly-diversified. As of 31 December 2017, the total contracted GRI stood at EUR 45.5 million (excluding vacants, including commitments under the Rental Guarantees), with the top ten tenants generating 38.1% of the total contracted GRI. The Group's top clients by GRI include leading companies such as Infosys, Nokia, HP, Rockwell, PKP Cargo, Intel, IBM, International Paper, Capita and Mindspace.

The property portfolio had an average WAULT of 4.5 years, assuming the exercise of potential break options by tenants, and 4.6 years, assuming such options are not exercised, based on contracted GRI. The office tenants and retail tenants constitute 75.0% and 25.0% of the total GRI, respectively. The Group's office tenant base comprises the following sectors (in terms of the GRI): business services (20%), IT, telecoms, technology (32%), banking, insurance, financial (8%), professional services (12%), industrial and consumer goods (10%) and other (18%). The Group's retail tenant base comprises the following sectors (in terms of the GRI): clothing and footwear (36%), restaurants and food court (19%), health and beauty (9%) and other (36%). This high diversification across various tenant sectors results in the Group not being dependent on any particular industry and also underpins the stability of its rental income.

An analysis of the Existing Assets in respect of geographic, sectoral, tenant, vacancy and lease expiry profiles, rental and yield information as of 31 December 2017 is provided in the tables below.

Geographic profile

	By GLA	By NOI
	(%)	
Warsaw	20.2	25.7
Wrocław	23.6	23.9
Katowice	22.6	19.6
Kraków	9.9	11.0
Łódź	13.8	11.4
Gdańsk	9.9	8.4
Total	**100.0**	**100.0**

Source: Company

The majority of the Group's Existing Assets, as measured by GLA and NOI, are located in Warsaw and Wrocław. The assets in Warsaw represented 20.2% and 25.7% of the of the total GLA and NOI as of 31 December 2017, respectively, whereas the Wrocław assets represented 23.6% and 23.9% of the of the total GLA and NOI as of 31 December 2017, respectively.

Sectoral profile

	By GLA	By NOI
	(%)	
Pure office	64.1	59.2
High-street retail	22.3	25.1
High-street office	13.6	15.7
Total	**100.0**	**100.0**

Source: Company

The majority of the Group's Existing Assets are pure office assets, which constituted 64.1% and 59.2% of the total GLA and NOI as of 31 December 2017, respectively. The Group's High-street retail Existing Assets constituted 22.3% and 25.1% of the total GLA and NOI as of 31 December 2017, respectively.

Tenant profile

	Based on GLA	Based on GRI
	(%)	
> 5,000 m^2	45.0	39.2
1,000 – 5,000 m^2	37.6	35.6
< 1,000 m^2	17.4	25.2
Total	**100.0**	**100.0**

Source: Company

For the tenant profile table, the following key is applicable:

- Tenants occupying a rentable area in excess of 5,000 m^2, comprising large international tenants. These include Infosys Poland, Nokia, Hewlett-Packard, Rockwell, PKP Cargo, Intel, IBM, International Paper and Capita.
- Tenants occupying a rentable area between 1,000 m^2 and 5,000 m^2 comprising smaller international and national tenants, smaller listed tenants, major franchisees and medium to large professional firms. These include inter alia, LPP Group, Philips, Eurozet, Pure, Empik, Mindspace, Deutsche Bank, TK Maxx, Multimedia, Kainos, Baxter.
- Other local tenants and sole proprietors. This comprises approximately 280 tenants.

Main tenants

The table below shows the ten largest tenants in terms of annualized rental income of the Group's portfolio:

	Annualized contractual rent (in EUR)	**Share in the total rent p.a. (incl. rent guarantees) in %**
Infosys Poland Sp. z o.o.	3.6	7.9
Hewlett-Packard	2.5	5.4
International Paper	1.8	4.0
Capita	1.6	3.4
EuroZet	1.5	3.2
Multimedia	1.5	3.2
LPP Group	1.5	3.2
Philips	1.3	2.8
Inditex Group	1.2	2.6
Deutsche Bank	0.9	1.9
Total	17.3	37.7

Vacancy profile

The vacancy profile indicated below reflects the vacancy percentage (including vacant space covered by Rental Guarantee) in terms of current GLA by type of asset.

Sector	**Vacancy % based on total GLA***
Pure office	3.5
High-street retail	1.3
High-street office	2.8
Total	7.6

Lease expiry profile (including Rental Guarantee)

	Based on GLA	**Based on NOI**
	(%)	
31 December 2018	2.5	3.1
31 December 2019	4.6	6.7
31 December 2020	11.0	10.4
31 December 2021	14.2	14.9
31 December 2022	40.0	38.9
After 31 December 2022	27.8	26.0
Total	100.0	100.0

Weighted average rental per square meter (including also other rental incomes apart from these ones generated by office, retail and storage GLAs)

Weighted average rental per square meter per sector is presented in the table below (excluding Master Lease).

Sector	**EUR / m^2 per month**
Pure office	14.4
High-street retail	18.6
High-street office	17.2
Total	**15.7**

Overview of the Acquisition Assets

The table below shows the key data of the Acquisition Assets (the targeted NOI, initial yield and GAV presented below are as of the completion of the projects and cover the 100% stake in each property).

New Assets	Location	Completion Date	GLA	NOI	GAV	Equity obtained from IPO
			(m^2)	*(EUR m)*	*(EUR m)*	*(EUR m)*
Beethovena (Stage I)...	Warszawa	March 2019	17,845	3.1	42.1	3.3
Beethovena (Stage II) .	Warszawa	September 2019	16,380	2.7	36.9	3.3
Browary (J).................	Warszawa	November 2018	14,979	3.4	54.3	3.3
Total assets.................			**49,204**	**9.1**	**133.3**	**9.9**

** Average initial yields weighted by GAV*

Description of the Acquisition Assets

Beethovena (I & II)

Beethovena Business Park will be a pure office project located in Warsaw, with two stages to be completed in March 2019 and September 2019, respectively. The total GLA of Beethovena I and Beethovena II is planned to amount to 34,225 m^2. The business park will consist of two, five-story buildings with a total of 675 parking units.

The project will be strategically located at the junction of Beethovena, Idzikowskiego and Witosa streets (in the Mokotów district), and thus will be directly linked to the southern and eastern districts of Warsaw. This location ensures an excellent connection to the city center as well as to Chopin Airport (which is only a 15-minute drive away). A new tram connecting the Wilanów district with the West railway station, with a stop just adjacent to Beethovena, is scheduled for completion in the years 2018-2020.

Browary (J)

Browary will be a pure office project located in Warsaw to be completed in November 2018. The total GLA of Browary is planned to amount to 14,979 m^2. The project will have 104 parking spaces.

The Browary project occupies one of the most dynamic and fastest growing commercial and residential areas in Warsaw – the Wola district, to be classified from 2017 as Warsaw CBD West (already agreed by the Warsaw Research Forum). Thanks to the second metro line, which runs through Wola (the closest metro station is only a few minutes' walk from the Browary site), the location guarantees convenient access to all the areas of the city. In addition to its close proximity to a metro station, the location is exceptionally well serviced by numerous bus and tram lines. Retail and leisure offers, including a selection of restaurants, bars, cafes and hotels, are available nearby.

Material Agreements

Agreement related to the purchase of shares in the Company by Globalworth

Investment Agreement

On 3 October 2017 the Company entered into an investment agreement with Globalworth Asset Managers S.R.L., as the buyer, the major former shareholders of the Company: Griffin Netherlands II B.V and GT Netherlands III B.V., as the sellers and Griffin Topco II s. à r.l and Griffin Topco III s. à r.l., as the guarantors (the "**Investment Agreement**") pursuant to which Globalworth agreed to announce the Tender Offer for the Company's shares at a price of PLN 5.5 per share. Under the Investment Agreement, the Company gave certain warranties to Globalworth regarding, among others, its operations, corporate structure, financial statements and real properties. The Investment Agreement also regulates the principles of liability of the Company towards the Globalworth, in particular in relation to the Company's warranties being not true, inaccurate or misleading as at the date of the execution of the Investment Agreement and limits the aggregate liability of the Company towards Globalworth.

Organisation Agreement

On 28 November 2017 the Company entered into an organisation agreement with Globalworth Real Estate Investments Limited (the "**Organisation Agreement**"). Under the Organisation Agreement, the Company undertook to carry out certain actions following and resulting from the acquisition of control over the Company by Globalworth Asset Managers S.R.L. as a subsidiary of Globalworth Real Estate Investments Limited ("**GREIL**"). These actions include, among others, the implementation of certain procedures and changes in the operations of the Company in order to comply with the practices observed by the capital group of GREIL. The parties to the Organisation Agreement also agreed on the principles of entering into related party transactions and the intragroup disclosure of confidential information in compliance with applicable law and other rules. The execution of the Organisation Agreement was one of the conditions under which the Tender Offer was announced.

Material agreements related to acquisitions of the Acquisition Assets

ROFO Agreement

The ROFO Agreement was executed on 9 March 2017 between Echo, the Issuer and an entity from the Issuer's capital group that purchased bonds issued by subsidiaries of Echo (the "**Bondholder**") (the **"ROFO Agreement**"). The ROFO Agreement entered into force on 19 April 2017. The ROFO Agreement covers all of the ROFO Assets. Echo indirectly holds 100% of the shares or interest in the companies that are the direct holders (i.e. owners and/or perpetual usufruct holders) of each ROFO Asset (the "**ROFO SPVs**") and the ROFO SPVs are developing the ROFO Assets. The Issuer invested (indirectly through the Bondholder) through the purchase of the bonds, on the terms and conditions set out in the ROFO Agreement, in each of the ROFO Assets the amount of 25% of the funds required by each of the ROFO SPVs (less the external construction bank financing at a loan to cost ratio of 65%) to complete the development of each respective ROFO Asset. Based on the construction budget presented by Echo to the Issuer in connection with the execution of the ROFO Agreement, the amount of the contribution (the investment) made by the Issuer under the ROFO Agreement amounted to EUR 9,900,000. The Issuer, acting through the Bondholder, acquired the initial bonds subscribed for in June and December 2017.

If the cash flows of ROFO SPV are expected to be negative in a given calendar month, Echo shall procure that the respective issuer of bonds shall send an offer to the Bondholder regarding the issuance of subsequent bonds, substantially on the same terms as the initial bonds, in the amount equal to 1/3 of the amount which Echo or a company from the Echo capital group, as applicable, declares to contribute to ROFO SPV, as evidenced in such written request (the "**Additional Funding**"). If the Bondholder does not provide a ROFO SPV with the Additional Funding in the amount required, Echo shall have the right to cause that Echo or a company from the Echo capital group provides such missing amount of Additional Funding by extending a loan to such ROFO SPV (the "**Equity Loan**"). If the Bondholder does not provide Additional Funding, the Bondholder's share in the profit (as defined in the ROFO Agreement) shall decrease proportionally and all references to a 25% Bondholder share in profit shall automatically be replaced with a decreased rate, calculated as the percentage of the Bondholder's actual contribution under the Bonds to the total costs required by the ROFO SPV to develop the ROFO Project (such costs to include the Equity Loan for the Additional Funding and Echo's agreed return).

Each time that the ROFO SPV makes any distribution of profit or any proceeds to its shareholders, Echo or the relevant Echo group entity shall be entitled to receive 75% of the amount which is to be distributed and the Bondholder shall be entitled to receive the remaining 25% (as may be adjusted in connection with the subsequent issuance of bonds (each a "**Profit Share**"). The Bondholder's receivables of the Profit Share shall be subordinated towards any ROFO SPVs senior debt as well as towards any debt under the Equity Loan and the Option Agreement. If the closing of a sale of the ROFO Project does not occur before the lapse of 15-year period from the date the Initial Bonds are issued, then the Bondholder undertook not to enforce any claims related to the Bonds towards the Issuer; and Echo undertook to purchase all the Bonds for the price amounting to 25% of the net asset value of the ROFO Project. Therefore, the maximum exposure of the Issuer to potential losses in connection with the development of the ROFO Projects is limited to the purchase price of the ROFO Bonds.

Prior to any intended sale of any of the ROFO Assets, the respective ROFO SPV, in the case of an asset deal, or the respective entities controlling ROFO SPVs' partners, in the case of a share deal, will deliver to the Issuer a written notice specifying the ROFO Asset that it intends to sell and any other information on the ROFO Asset that it deems necessary and as listed in the ROFO Agreement (the "**Sale Notice**"). Following the receipt of the Sale Notice, the Issuer shall have a period of 30 days to consider whether to submit an offer (irrevocable and unconditional) and to conduct a due diligence in respect of the ROFO Asset. Following such period, the respective ROFO SPV, or an entity controlling such ROFO SPV, shall have 30 days to either accept or reject the offer. If the offer is accepted by the respective ROFO SPV, or an entity controlling such ROFO SPV, the parties shall enter into good faith negotiations regarding the specific terms of the transaction documents in respect of the ROFO Asset which shall last for a period of 60 days. In the event the offer is rejected, the respective ROFO SPV, or an entity controlling such ROFO SPV, shall be free to sell the ROFO Asset to any third party, provided, however, that within 18 (eighteen) months of such rejection the ROFO Asset may not be sold for a price lower than the price set out in the offer and/or on worse payment terms than the terms set out in the offer. If the respective ROFO SPV wishes to sell the ROFO Asset at a price lower than the price set out in the offer and/or on worse payment terms than as set out in the offer prior to the lapse of the 18 month period referred to above, it shall re-submit the Sale Notice and the 18 month period shall start anew. The respective ROFO SPV is obliged to deliver to the Issuer the Sale Notice when: (i) the ROFO Asset is completed (when the final occupancy permit is issued); and (ii) the occupancy level of the ROFO Asset exceeds 95%.

Moreover, the respective ROFO SPV will deliver to the Issuer a Sale Notice after the satisfaction or waiver of the conditions precedent specified in the ROFO Agreement, including: (i) the issuance of a final occupancy permit for the building constructed on the property irrespective of whether such permit contains any conditions or post-issuance obligations; (ii) achieving at least 60% of the commercialization of the building constructed on the property; (iii) the execution of a rental guarantee agreement between Echo as the tenant and the relevant ROFO SPV as the landlord; (iv) the obtaining of the relevant antimonopoly clearance, or return of the notification, or issuance of a decision on the discontinuation of the proceedings or the lapse of a period for the issuance of the anti-monopoly clearance; and (v) the obtaining of the relevant tax ruling.

If by 31 March 2020 (the "**Long Stop Date**") not all the conditions precedent listed in the ROFO Agreement have been satisfied (or waived), the ROFO Agreement shall expire, partially with respect to such ROFO Assets upon the lapse of the Long Stop Date, unless the parties agree otherwise in writing and the parties shall have no claims against one another. The purchase of the ROFO Assets at their completion by the Issuer will be executed either through the direct acquisition of assets or through the acquisition of shares or interest in the ROFO SPVs.

If the Issuer decides to exercise its right and to acquire the remaining 75% stake in the ROFO Assets, it will have to contribute additional equity. The amount of the additional equity to be contributed will be based on the final price based on the property value for a given ROFO Asset at the time of execution of the remaining 75% stake purchase; external bank financing will be assumed at a Net LTV ratio of 55%. The equity contribution for the acquisition of the remaining 75% stake shall be equal to 75% of the amount constituting the difference between the property value and the external bank financing. The method of financing of this equity injection is not currently known.

Share purchase agreement regarding A4 Business Park in Katowice, Tryton Business House in Gdańsk and West Gate Lotnicza 12 in Wrocław

On 3 October 2017 the Company as the purchaser concluded a preliminary share purchase agreement with Echo Polska Properties (Cyprus) PLC and Echo Polska Properties N.V., as the sellers (the "**Sellers**"), regarding 100% of shares in the subsidiaries of the Sellers (the "**Subsidiaries**"), being general and limited partners of the following companies: (i) A4 Business Park – Iris Capital spółka z ograniczoną odpowiedzialnością spółka komandytowa; (ii) Emfold Investments spółka z ograniczoną odpowiedzialnością spółka komandytowa; and (iii) Echo – West Gate spółka z ograniczoną odpowiedzialnością spółka komandytowa, holding legal rights to the real properties in Katowice ("**A4 Business Park**"), Gdańsk ("**Tryton Business House**") and Wrocław ("**West Gate**"), respectively (the "**EPP Properties**") on which the following office building complexes are located: A4 Business Park, Tryton Business House and West Gate Lotnicza 12, respectively (the "**Purchase Transaction**").

The agreed gross asset value for the above-mentioned properties was set at approximately EUR 160 million. The price for the shares in the Subsidiaries was calculated based on the GAV, as adjusted for the Subsidiaries' cash, debt and working capital position. Under the preliminary agreement, the Sellers granted standard warranties and indemnities to the Company that are customary for this type of transactions.

Following fulfillment of the conditions precedent specified in the preliminary share purchase agreement on 22 December 2017 IB 14 FUNDUSZ INWESTYCYJNY ZAMKNIĘTY AKTYWÓW NIEPUBLICZNYCH (the controlled by the Company concluded a final share purchase agreement regarding the Purchase Transaction. The aggregate value of the deal was approximately EURO 160 million.

The purchase agreement regarding Warta Tower in Warsaw

On 14 March 2018 the Company, acting through its controlled companies, concluded a purchase agreement with KREH2 spółka z ograniczoną odpowiedzialnością and Chmielna S.á r.l. Under the Agreement the purchasers purchased 100% of interests in Chmielna Inwestycje KREH2 spółka z ograniczoną odpowiedzialnością spółka komandytowa (the "**Chmielna Inwestycje**"), holding legal rights to the office building Warta Tower in Warsaw. The total consideration for the interest in Chmielna Inwestycje amounted to approximately €55 million, to be adjusted to reflect the net asset value as of the date of the execution of the agreement on the basis of the closing balance sheet of Chmielna Inwestycje. The acquisition was financed through a second tranche of capital made available to the Company by the affiliate of its main shareholder – Globalworth Asset Managers S.R.L. i.e. Globalworth Finance Guernsey Limited under a short-term bridging loan dated 19 December 2017, amounting to €55 million. Under the agreement the sellers granted standard warranties and indemnities to the purchasers which are customary for this type of the transaction. The sellers' obligations under the agreement are subject to the guarantee (*poręczenie*) of Kulczyk Real Estate Holding S.á r.l.

The purchase agreement regarding West Link in Wroclaw

On 25 May 2018, the Company through its controlled entity acting as the purchaser and Echo Investment S.A. ("**Echo**") and the entities controlled by it acting as the sellers, concluded a final share purchase agreement regarding the purchase of 100% of the shares in the general partner and the limited partner (jointly, the "**West Link Target Companies**") of West Gate II – Projekt Echo – 114 Spółka z ograniczoną odpowiedzialnością sp.k., the owner of the real property in Wrocław and the "West Link" office building located thereon ("**West Link**").

The price for the shares in the West Link Target Companies was calculated on the basis of the consideration as being approximately EUR 35.8 million adjusted to the West Link Targets' estimated cash, debt and working capital positions and is subject to further post-closing adjustments based on the final cash, debt and working capital positions of the Targets as well as the costs of fit-out works and other lease-related costs. The payment thereof was conducted by way of remittances and offsetting various balance items. Under the final share purchase agreement, the sellers granted standard representations and warranties which are customary for such types of transactions. Pursuant to the final share purchase agreement, Echo undertook to carry out and settle the outstanding works with respect to the West Link building and to procure the removal of certain defects in the building identified by the purchaser (the "**West Link Defects**"). In relation to the West Link Defects, Echo undertook to provide an unconditional, irrevocable, payable on first demand bank guarantee to the benefit of the purchaser, which may be used by the purchaser in case Echo does not pay to the purchaser a guarantee payment associated with West Link Defects that remain unrepaired. Echo has also granted a corporate guarantee to the purchaser regarding fulfilment of obligations by other sellers towards the purchaser arising under the final share purchase agreement. The terms of the aforementioned guarantees are in line with market conditions.

Management of the properties

Green Horizon Office Center in Łódź

On 27 March 2015, Centren sp. z o. o. ("**Centren**") and Cushman & Wakefield entered into a property management agreement with respect to Green Horizon. The property management agreement was concluded for an indefinite period.

Under the property management agreement, Centren appointed Cushman & Wakefield as the property manager of Green Horizon in exchange for remuneration. In accordance with the property management agreement, its purpose is the professional property management and maintenance of Green Horizon. Centren is entitled to issue instructions regarding execution of property management services.

The property management agreement may be terminated by either party with a three-month notice effective at the end of the calendar month.

Cushman & Wakefield is entitled to terminate the property management agreement with a one-month notice in case insolvency proceedings against Centren are initiated, or Centren does not pay remuneration under the property management agreement on a timely basis, or the execution of the instructions issued by Centren would lead to the violation of the applicable law.

Centren is entitled to terminate the property management agreement with a one-month notice, in case Centren decides to sell Green Horizon, or Centren's shareholders decide to sell at least 33% of the shares in Centren's share capital, or insolvency proceedings against Cushman & Wakefield are initiated. In addition, Centren is entitled to terminate the property management agreement with immediate effect in case of violation of the obligations stemming from the property management agreement, the lease agreements regarding Green Horizon or the applicable law.

The total cumulative liability of Cushman & Wakefield under the property management agreement will not exceed EUR 5 million. This limitation does not apply to intentional damage.

Lubicz Office Center I & II in Kraków

On 1 September 2016, Bakalion sp. z o. o. ("**Bakalion**") and Colliers entered into a property management agreement with respect to Lubicz Office Center. The property management agreement was concluded for an indefinite period. The agreement was amended on 10 January 2018.

Under the property management agreement, Bakalion appointed Colliers as the property manager of the Lubicz Office Center in exchange for remuneration. In accordance with the property management agreement, its purpose is the property management and maintenance of the Lubicz Office Center without deterioration, and with an increase in its value, if possible.

The property management agreement may be terminated in the following cases: by either party with a three-month notice effective at the end of the calendar month; by Colliers with a one-month notice, in case Bakalion does not pay remuneration under the property management agreement or does not make other payments on a timely basis to third persons related to the Lubicz Office Center operation; by Bakalion with a two-month notice, in case Bakalion decides to sell the Lubicz Office Center or Bakalion's shareholders decide to sell at least 33% of the shares in Bakalion's share capital.

In addition, Bakalion is entitled to terminate the property management agreement with immediate effect in case of gross and repeated negligence by Colliers in respect of the obligations stemming from the property management agreement, the lease agreements regarding the Lubicz Office Center or the applicable law.

The total cumulative liability of Colliers under the property management agreement will not exceed EUR 5 million. This limitation does not apply to intentional damage.

Nordic Park in Warsaw

On 28 September 2015, Kafue Investments sp. z o. o., currently operating under the business name Nordic Park Offices sp. z o. o. sp. k. ("**Nordic**") and Colliers entered into a property management agreement with respect to

Nordic Park. The property management agreement was concluded with retroactive effect from 1 July 2015 for an indefinite period. The agreement was amended on 10 January 2018.

Under the property management agreement, Nordic appointed Colliers as the property manager of the Nordic Park in exchange for remuneration. In accordance with the property management agreement, its purpose is the property management and maintenance of the Nordic Park without deterioration, and with an increase in its value, if possible.

The property management agreement may be terminated in the following cases: by either party with a three-month notice effective at the end of the calendar month; by Colliers with a one-month notice, in case Nordic does not pay remuneration under the property management agreement or does not make other payments on a timely basis to third persons related to the Nordic Park operation; by Nordic with a two-month notice, in case Nordic decides to sell the Nordic Park or Nordic's shareholders decide to sell at least 33% of the shares in Nordic's share capital; and by Nordic with a two-month notice, in case one of the lessees of the Nordic Park becomes a corporate customer of Colliers.

In addition, Nordic is entitled to terminate the property management agreement with immediate effect in case of gross and repeated negligence by Colliers in respect of the obligations stemming from the property management agreement, the lease agreements regarding the Nordic Park or the applicable law.

The total cumulative liability of Colliers under the property management agreement will not exceed EUR 5 million. This limitation does not apply to intentional damage.

Batory Building I in Warsaw

On 28 September 2015, Dolfia sp. z o. o. ("**Dolfia**") and Colliers entered into a property management agreement with respect to Batory Building I. The property management agreement was concluded with retroactive effect from 1 July 2015 for an indefinite period. The agreement was amended on 10 January 2018.

Under the property management agreement, Dolfia appointed Colliers as the property manager of the Batory Building I in exchange for remuneration. In accordance with the property management agreement, its purpose is the property management and maintenance of the Batory Building I without deterioration, and with an increase in its value, if possible.

The property management agreement may be terminated in the following cases: by either party with a three-month notice effective at the end of the calendar month; by Colliers with a one-month notice, in case Dolfia does not pay remuneration under the property management agreement or does not make other payments on a timely basis to third persons related to the Batory Building I operation; by Dolfia with a two-month notice, in case Dolfia decides to sell the Batory Building I or Dolfia's shareholders decide to sell at least 33% of the shares in Dolfia's share capital; and by Dolfia with a two-month notice, in case one of the lessees of the Batory Building I becomes a corporate customer of Colliers.

In addition, Dolfia is entitled to terminate the property management agreement with immediate effect in case of gross and repeated negligence by Colliers in respect of the obligations stemming from the property management agreement, the lease agreements regarding the Batory Building I or the applicable law.

The total cumulative liability of Colliers under the property management agreement will not exceed EUR 5 million. This limitation does not apply to intentional damage.

Bliski Centrum in Warsaw

On 28 September 2015, Ebgaron sp. z o. o. ("**Ebgaron**") and Colliers entered into a property management agreement with respect to Bliski Centrum. The property management agreement was concluded with retroactive effect from 1 July 2015 for an indefinite period. The agreement was amended on 10 January 2018.

Under the property management agreement, Ebgaron appointed Colliers as the property manager of the Bliski Centrum in exchange for remuneration. In accordance with the property management agreement, its purpose is the property management and maintenance of the Bliski Centrum without deterioration, and with an increase in its value, if possible.

The property management agreement may be terminated in the following cases: by either party with a three-month notice effective at the end of the calendar month; by Colliers with a one-month notice, in case Ebgaron does not pay remuneration under the property management agreement or does not make other payments on a timely basis to third persons related to the Bliski Centrum operation; by Ebgaron with a two-month notice, in case Ebgaron decides to sell the Bliski Centrum or Ebgaron's shareholders decide to sell at least 33% of the shares in Ebgaron's share capital; and by Ebgaron with a two-month notice, in case one of the lessees of the Bliski Centrum becomes a corporate customer of Colliers.

In addition, Ebgaron is entitled to terminate the property management agreement with immediate effect in case of gross and repeated negligence by Colliers in respect of the obligations stemming from the property management agreement, the lease agreements regarding the Bliski Centrum or the applicable law.

The total cumulative liability of Colliers under the property management agreement will not exceed EUR 5 million. This limitation does not apply to intentional damage.

Philips House in Warsaw

On 27 September 2016, Lamantia sp. z o. o. sp. k. ("**Lamantia**") and Colliers entered into a property management agreement with respect to Philips House. The property management agreement was concluded with retroactive effect from 1 April 2016 for an indefinite period.

Under the property management agreement, Lamantia appointed Colliers as the property manager of the Philips House in exchange for remuneration. In accordance with the property management agreement, its purpose is the property management and maintenance of the Philips House without deterioration, and with an increase in its value, if possible.

The property management agreement may be terminated in the following cases: by either party with a three-month notice effective at the end of the calendar month; by Colliers with a one-month notice, in case Lamantia does not pay remuneration under the property management agreement or does not make other payments on a timely basis to third persons related to the Philips House operation; by Lamantia with a two-month notice, in case Lamantia decides to sell the Philips House or Lamantia's shareholders decide to sell at least 33% of the shares in Lamantia's share capital; and by Lamantia with a two-month notice, in case one of the lessees of the Philips House becomes a corporate customer of Colliers.

In addition, Lamantia is entitled to terminate the property management agreement with immediate effect in case of gross and repeated negligence by Colliers in respect of the obligations stemming from the property management agreement, the lease agreements regarding the Philips House or the applicable law.

The total cumulative liability of Colliers under the property management agreement will not exceed EUR 5 million. This limitation does not apply to intentional damage.

Tryton Business House in Gdansk

On 21 December 2016, Emfold Investments spółka z ograniczoną odpowiedzialnością spółka komandytowa ("**Emfold Investments**"), Echo – West Gate Spółka z ograniczoną odpowiedzialnością – spółka komandytowa ("**Echo – West Gate**") and EPP Property Management – Minster Investments spółka z ograniczoną odpowiedzialnością-spółka komandytowa entered into a property management agreement with respect to the Tryton Business House property. Such agreement was amended on 22 December 2017 by an annex entered into by and between Emfold, EPP Property Management – Grupa EPP Spółka z ograniczoną odpowiedzialnością spółka komandytowa, Echo Polska Properties and the Issuer. Pursuant to the agreement, EPP is engaged as the property manager in exchange for remuneration. The property management agreement was concluded for a definite period until 31 December 2018. Each party may terminate the Agreement at any time, subject to giving at least three months' prior written notice of such termination to the other Party, provided, however that Emfold Investments is not entitled to terminate the Agreement prior to 30 June 2018 if based on the share purchase agreement dated 3 October 2017 executed between Echo Polska Properties N.V., Echo Polska Properties (Cyprus) PLC (acting as the sellers) and the Issuer (acting as the buyer), as amended, the sellers are timely and properly removing all the defects on the Tryton Business House property, as set out in the defects list set forth in the share purchase agreement. Emfold Investments may terminate the agreement with immediate effect in situations specified therein, in particular, in case of substantial and continuous breach by EPP of its obligations.

A4 Business Park in Katowice

On 1 June 2016 A4 Business Park – „Iris Capital" spółka z ograniczoną odpowiedzialnością – spółka komandytowa („**Iris Capital**") and EPP Property Management – Grupa EPP spółka z ograniczoną odpowiedzialnością – spółka komandytowa entered into a property management agreement with respect to the Stage I and Stage II of the A4 Business Park property. Such agreement was amended on 22 December 2017 by an annex entered into by and between Iris Capital, EPP Property Management – Grupa EPP Spółka z ograniczoną odpowiedzialnością spółka komandytowa, Echo Polska Properties and the Issuer. Pursuant to the agreement, EPP is engaged as the property manager in exchange for remuneration. The property management agreement was concluded for a definite period until 31 December 2018. Each party may terminate the Agreement at any time, subject to giving at least three months' prior written notice of such termination to the other Party, provided, however that Iris Capital is not entitled to terminate the Agreement prior to 30 June 2018 if based on the share purchase agreement dated 3 October 2017 executed between Echo Polska Properties N.V., Echo Polska Properties (Cyprus) PLC (acting as the sellers) and the Issuer (acting as the buyer), as amended, the sellers are timely and properly removing all the defects on the Stage I and Stage II of the A4 Business Park property, as set out in the defects list set forth in the share purchase agreement. Iris Investments may terminate the agreement with immediate effect in situations specified therein, in particular, in case of substantial and continuous breach by EPP of its obligations.

On 28 April 2017 Iris Capital and EPP Property Management – Grupa EPP spółka z ograniczoną odpowiedzialnością – spółka komandytowa entered into a property management agreement with respect to the Stage III of the A4 Business Park property. Such agreement was amended on 22 December 2017 by an annex entered into by and between Iris Capital, EPP Property Management – Grupa EPP Spółka z ograniczoną odpowiedzialnością spółka komandytowa, Echo Polska Properties and the Issuer. Pursuant to the agreement, EPP is engaged as the property manager in exchange for remuneration. The property management agreement was concluded for a definite period until 31 December 2018. Each party may terminate the Agreement at any time, subject to giving at least three months' prior written notice of such termination to the other Party, provided, however that Iris Capital is not entitled to terminate the Agreement prior to 30 June 2018 if based on the share purchase agreement dated 3 October 2017 executed between Echo Polska Properties N.V., Echo Polska Properties (Cyprus) PLC (acting as the sellers) and the Issuer (acting as the buyer), as amended, the sellers are timely and properly removing all the defects on the Stage III of the A4 Business Park property, as set out in the defects list set forth in the share purchase agreement. Iris Investments may terminate the agreement with immediate effect in situations specified therein, in particular, in case of substantial and continuous breach by EPP of its obligations.

West Gate in Wroclaw

On 1 June 2016, Echo – West Gate Spółka z ograniczoną odpowiedzialnością – spółka komandytowa ("**Echo – West Gate**") and EPP entered into a property management agreement with respect to the West Gate property. Such agreement was amended on 22 December 2017 by an annex entered into by and between Echo – West Gate, EPP, Echo Polska Properties N.V., and the Issuer.

Under the property management agreement, Echo – West Gate appointed EPP as the property manager of the West Gate property in exchange for remuneration. In accordance with the property management agreement, EPP is to act as the exclusive manager of the West Gate property and shall act with due diligence and professional care and skill in performing property management services. The property management agreement was concluded for a definite period until 31 December 2018. Each party may terminate the Agreement at any time, subject to giving at least three months' prior written notice of such termination to the other Party, provided, however that Echo – West Gate is not entitled to terminate the Agreement prior to 30 September 2018 if based on the share purchase agreement dated 3 October 2017 executed between Echo Polska Properties N.V., Echo Polska Properties (Cyprus) PLC (acting as the sellers) and the Issuer (acting as the buyer), as amended, the sellers are timely and properly removing all the defects on the West Gate property, as set out in the defects list set forth in the share purchase agreement. Echo – West Gate may terminate the agreement with immediate effect in situations specified therein, in particular, in case of substantial and continuous breach by EPP of its obligations.

West Link in Wrocław

On 16 April 2018, West Gate II – 14 spółka z ograniczoną odpowiedzialnością – spółka komandytowa ("**West Gate II**") and Mokulele Sp. z o.o. ("**Mokulele**") entered into a property management agreement with respect to the West Link property.

Under the property management agreement, West Gate II appointed Mokulele as the property manager of the West Link property in exchange for remuneration. In accordance with the property management agreement, its purpose is the professional property management and maintenance of the West Link property without deterioration.

The property management agreement was concluded for an indefinite period agreement with the possibility of termination with one-month's notice by either party effective as of the date of the end a calendar month, provided that West Gate II may unilaterally specify a different period for the termination to become effective. In addition, West Gate II is entitled to terminate the agreement with immediate effect in cases of substantial and continuous breach by Mokulele of its obligations or if Mokulele breaches applicable law.

Renoma in Wrocław

On 28 June 2016, Dom Handlowy Renoma sp. z o. o. sp. k. ("**Renoma**") and EPP entered into a property management agreement with respect to Renoma.

Under the property management agreement, Renoma appointed EPP as the property manager of the Renoma in exchange for remuneration. In accordance with the property management agreement, its purpose is the professional property management and maintenance of the Renoma without deterioration.

EPP took over managerial responsibilities on 1 December 2016. The property management agreement was concluded for a period of 12 months from that moment. After the lapse of such period, the property management agreement became an indefinite period agreement with the possibility of termination with a three-month notice by either party.

Renoma is entitled to terminate the property management agreement with immediate effect in case of gross negligence by EPP in respect of the obligations stemming from the property management agreement, the lease agreements regarding Renoma or the applicable law.

Supersam in Katowice

On 1 February 2017, DH Supersam Katowice sp. z o.o. ("**Supersam**") and EPP entered into a property management agreement with respect to the Supersam.

Under the property management agreement, Supersam appointed EPP as the property manager of the Supersam in exchange for remuneration. In accordance with the property management agreement, its purpose is the property management and maintenance of the Supersam without deterioration, and with an increase in its value, if possible. The property management agreement was concluded for a definite period of 24 months starting on 1 February 2017. After the lapse of such period, the property management agreement becomes an indefinite period agreement with the possibility of termination with a three-month notice, effective at the end of the calendar month.

In addition, Supersam is entitled to terminate the property management agreement with immediate effect in situations specified therein, in particular, in case of gross and repeated negligence by EPP in respect of the obligations stemming from the property management agreement. From the moment of conversion into an indefinite period agreement, EPP is entitled to terminate the property management agreement with one-month notice if Supersam does not pay remuneration on a timely basis.

The total cumulative liability of EPP under the property management agreement will not exceed PLN 2 million. This limitation does not apply to intentional damage.

Hala Koszyki in Warsaw

On 18 October 2016, Hala Koszyki sp. z o. o. ("**Hala Koszyki**") and EPP entered into a property management agreement with respect to Hala Koszyki.

Under the property management agreement, Hala Koszyki appointed EPP as the property manager of the Hala Koszyki in exchange for remuneration. In accordance with the property management agreement, its purpose is the professional property management and maintenance of the Hala Koszyki without deterioration.

The property management agreement was concluded for a definite period of 24 months starting on 18 October 2016. After the lapse of such period, the property management agreement becomes an indefinite period agreement with the possibility of termination with a three-month notice, effective at the end of the calendar month.

In addition, Hala Koszyki is entitled to terminate the property management agreement with immediate effect in case of gross and repeated negligence by EPP in respect of the obligations stemming from the property management agreement. From the moment of conversion into an indefinite period agreement, EPP is entitled to terminate the property management agreement with one-month notice if Hala Koszyki does not pay remuneration on a timely basis.

The total cumulative liability of EPP under the property management agreement will not exceed PLN 2 million. This limitation does not apply to intentional damage.

Warta Tower in Warsaw

On 13 April 2018, Warta Tower Sp. z o.o. ("**Warta Tower**") and Cream Sp. z o.o. ("**Cream**") entered into a property management agreement with respect to the Warta Tower property.

Under the property management agreement, Warta Tower appointed Cream as the property manager of the Warta Tower property in exchange for remuneration. In accordance with the property management agreement, its purpose is the professional property management and maintenance of the Warta Tower property without deterioration.

The property management agreement was concluded for a definite period of 9 months starting on 13 March 2018. After the lapse of such period, the property management agreement becomes an indefinite period agreement with the possibility of termination with a three-month notice, effective at the end of the calendar month.

Following the first nine months of the term of the agreement, each party may terminate the agreement with three months' notice. In addition, Cream is entitled to terminate the property management agreement with one-month notice if Warta Tower does not pay remuneration on a timely basis; Warta Tower is entitled to terminate the property management agreement with two months' notice should it decide to sell the Wola Tower property or its shareholders decide to sell more than 33% of the share capital in Warta Tower; Warta Tower may terminate with one-month notice if Cream breaches its non-compete obligation under the management agreement. Warta Tower is entitled to terminate the property management agreement with immediate effect in case of gross and repeated negligence by Cream or breaches of applicable law, lease agreements or the management agreements.

Quattro Business Park in Kraków

On 1 December 2014, Blackwyn Investments Sp. z o.o. ("**Blackwyn**") and Buma Service Sp. z o.o. ("**Buma**") entered into a property management agreement with respect to Quattro Business Park in Kraków.

Under the property management agreement, Blackwyn appointed Buma as the property manager of the Quattro Business Park in exchange for remuneration. In accordance with the property management agreement, its purpose is property management, facility management and infrastructure facility management of the Quattro Business Park.

The property management agreement was concluded for an indefinite period and may be terminated with a three-month notice. In addition, Blackwyn is entitled to terminate the property management agreement with immediate effect in case of the failure by Buma to exercise due care in the implementation of its obligations under the agreement and in connection with breaches by Buma of such agreement. Buma is entitled to terminate the property management agreement with if Blackwyn is in arrears in payment of two months' remuneration.

Spektrum Tower in Warsaw

On 12 July 2018 Spectrum Tower Sp z o.o. ("**Spectrum Tower Sp. z o.o.**") and GPRE Property Management Sp. z o.o. ("**GPRE Property Management**") entered into a property management agreement with respect to Spektrum Tower in Warsaw.

Under the property management agreement, Spectrum Tower Sp. z o.o. appointed GPRE Property Management as the property manager of the Quattro Business Park in exchange for remuneration. In accordance with the property management agreement, its purpose is property management, facility management and infrastructure facility management of the Quattro Business Park.

The property management agreement was concluded for an indefinite period and may be terminated with one-month notice. In addition Spectrum Tower Sp. z o.o. is entitled to terminate the property management agreement with immediate effect in case of the failure by GPRE Property Management to exercise due care in the implementation of its obligations under the agreement and in connection with breaches of law by GPRE Property Management. If Spectrum Tower Sp. z o.o. incurs damages as a result of the failure to perform or the improper performance of the agreement by GPRE Property Management, or if Spectrum Tower Sp. z o.o. terminates the agreement with immediate effect, GPRE Property Management shall be required to apy a contractual penalty equal to 50% of its monthly remuneration.

Guarantees

Rental Guarantees (Oaktree Capital Management)

On 9 March 2017, GT II, GT III and each holder of title to the Existing Asset concluded rental guarantee agreements (the "**Rental Guarantees**") in respect of certain assets specified below, related to premises that were not leased or pre-leased by 13 April 2017. Pursuant to each Rental Guarantee, GT II or GT III guaranteed to each holder of title to the Existing Asset that each holder of title to the Existing Asset will: (i) receive the headline rent and the average amount of service charges (subject to annual reconciliation and also including any void costs arising from the lack of a tenant due to ongoing refurbishment or fit-out works) for each part of the building that is not leased to third parties within a period of five years from the date of the IPO (i.e. the Rental Guarantees enter into force on 13 April 2017 and will remain in force for a period of five years from such date), (ii) receive the rent under both signed and new lease agreements in the full amount, i.e. all amounts of rent reductions or rent-free periods under such lease agreements will be covered by the rental guarantee, (iii) receive the leasing and agent fees related to the leasing of the property (regarding signed lease agreements) as well as agent fees related to the new leases in the negotiations of which the guarantor was not involved, and (iv) receive all amounts equal to budgeted fit-out costs, with respect to both signed and new lease agreements (also if the property is not fully leased at the end of the five-year term, the guarantors will cover the costs of any fit-out works for the remaining vacant space, if such space will be leased) and outstanding general capex works. The guarantor's liability to cover the costs set out in items (ii), (iii) and (iv) is subject to capped amounts set out in each of the Rental Guarantees and expires after 60 calendar months following 13 April 2017. As of 31 December 2017 the aforementioned capped amounts under the Rental Guarantees amounted to in aggregate EUR 13.9 million. The Rental Guarantees cover the vacant premises as of 13 April 2017 and if any vacant premises are leased thereafter, they will no longer be covered by the Rental Guarantees, even if a new lease is terminated or otherwise expires within the five-year guarantee period. The beneficiary may terminate the Rental Guarantees at any time with one month's termination notice. The Rental Guarantees are secured in accordance with the Support Letter (see, "*– Security of the Guarantees and NOI Guarantee*").

The Rental Guarantees were concluded in respect of the following assets: (i) Hala Koszyki; (ii) Renoma; (iii) Batory; (iv) Philips House; (v) Supersam; (vi) Nordic Park; (vii) Bliski Centrum; (viii) CB Lubicz I/II; and (ix) Green Horizon. The Rental Guarantees cover the office premises and parking spaces (regardless of the type of asset, whether strictly office or mixed-use), excluding any retail premises, which are separately covered by the NOI Guarantee, as described below in subsection "- *NOI Guarantee*".

Under the Rental Guarantees, the guarantor is allowed to seek new tenants. Any income received by each holder of title to the Existing Asset under any newly executed lease agreement will reduce the payments under the Rental Guarantees. The Guarantor received total remuneration of EUR 105,719.32 for granting the Rental Guarantees.

NOI Guarantee (Oaktree Capital Management)

On 9 March 2017, GT II and the respective owners and perpetual usufructuaries of Hala Koszyki, Renoma and Supersam concluded the NOI Guarantee agreement (the "**NOI Guarantee**"), under which the guarantor undertook to the beneficiaries that if the yearly actual net operating income during a five-year period starting on 13 April 2017 is less than EUR 11,500,000 p.a. (the "**Guaranteed Amount**"), the guarantor shall pay to the respective owners and perpetual usufructuaries of Hala Koszyki, Renoma and Supersam an amount equal to the difference between the Guaranteed Amount (multiplied by the ratio calculated by the division of the weighted average area of the premises that are subject to any lease agreement with total leasable area, if such ratio is lower than 85%) and the actual net operating income. The maximum aggregate amount payable within the five-year guarantee term by the guarantor is EUR 11.50 million (which amount would be reduced if any of the assets are sold or otherwise disposed of prior to the expiry of the NOI Guarantee or any of the beneficiaries assigns or transfers, in whole or in any part, its rights and obligations under the NOI Guarantee to any third party in breach of the provisions of the NOI Guarantee). The NOI Guarantee expires upon the final and full satisfaction of all the amounts due thereunder, and the guarantor's payment obligation partially expires if the guarantor does not receive the relevant NOI Guarantee notice within six months of the end of the NOI Guarantee period. Payments due under the NOI Guarantee shall be paid on an annual basis. The actual net operating income amount shall be generally calculated as income derived from any lease agreement of the premises less the sum of operating expenses, overdue payments provision and refundable tenant incentives. The NOI Guarantee is secured in accordance with the Support Letter (see, *"– Security of the Guarantees and NOI Guarantee"*). The NOI Guarantee was concluded in respect of the retail components of the following assets: (i) Hala Koszyki; (ii) Renoma; and (iii) Supersam. The NOI Guarantee only covers retail premises regardless of the mixed-use nature of the three assets covered by it. The amount of NOI is calculated on the basis of the High-street retail component only and does not cover the parts comprising office or other types of premises. The Guarantor is entitled to an annual remuneration of EUR 9,200 for granting the NOI Guarantee.

Security of the Guarantees and NOI Guarantee

On 2 October 2017, Oaktree European Principal Fund III, LP and Oaktree European Principal Fund III (Parallel), LP (the "**Oaktree Funds**"), GT II, GT III, the Issuer, the beneficiaries under the Rental Guarantees and Globalworth Real Estate Investments Limited executed a support letter regarding the Rental Guarantees and the NOI Guarantee (the "**Support Letter**"). Pursuant to the Support Letter the Oaktree Funds undertook that GT II and GT III will open an escrow bank account for an initial amount of EUR 15,000,000 which shall be used exclusively for the purposes of making payments due by any guarantor to any beneficiary under and in accordance with the Rental Guarantees and/or the NOI Guarantee. In implementation of the Support Letter, an escrow agreement was executed on 23 January 2018 and the payment of EUR 15,000,000 was made on 24 January 2018. Furthermore, under the Support Letter the Oaktree Funds, following reduction of the initial amount to zero, will, to the extent Oaktree Funds has sufficient cash or undrawn commitments from limited partners available, use their reasonable endeavours to provide financial support to the respective guarantor with regard to any further guaranteed payments should a guarantor fail to make such payments. The Support Letter shall remain in full force and effect until 2 April 2020.

EPP Rental Guarantees (ECHO Polska Properties)

On 22 December 2017, Echo Polska Properties (Cyprus) PLC, as the guarantor, and Iris Capital spółka z ograniczoną odpowiedzialnością spółka komandytowa ("**Iris Capital**"), Emfold Investments spółka z ograniczoną odpowiedzialnością spółka komandytowa ("**Emfold Investments**") and Echo – West Gate spółka z ograniczoną odpowiedzialnością spółka komandytowa ("**Echo – West Gate**") as beneficiaries, entered into rental guarantee agreements in connection with the purchases of the A4 Business Park, Tryton Business House and West Gate properties (the "**EPP Rental Guarantees**"). The guarantees with Iris Capital (A4 Business Park) and Emfold Investments (Tryton Business House) were entered into for a term of three years in relation to premises that were not leased or pre-leased by 22 December 2017. Pursuant to each Rental Guarantee, the beneficiary will: (i) receive the headline rent and the average amount of service charges (subject to annual reconciliation and also including any void costs arising from the lack of a tenant due to ongoing refurbishment or fit-out works) for each part of the building that is not leased to third parties within a period of three years starting from 22 December 2017, (ii) receive the rent under both signed and new lease agreements in the full amount, i.e. all amounts of rent reductions or rent-free periods under such lease agreements will be covered by the rental guarantee, (iii) receive the agent fees related to the new leases in the negotiations of which the guarantor was not involved, and (iv) receive all amounts equal to budgeted fit-out costs with respect to new lease agreements. The guarantees with Iris Capital

(A4 Business Park), Emfold Investments (Tryton Business House) and Echo – West Gate (West Gate) were entered into for a term of five years in relation to specific leases with key tenants. Pursuant to each Rental Guarantee, the beneficiary will receive the headline rent and service charge amount under such specific lease agreement within a period five years starting from 22 December 2017 (i.e. the Rental Guarantee will cover such amounts in case of earlier termination of lease agreement, break option utilization, lease expiry prior to the end of guaranteed period). The beneficiary may terminate the Rental Guarantees at any time with one month's termination notice. Under the EPP Rental Guarantees, the guarantor is allowed to seek new tenants. The beneficiaries paid to the guarantor a one-off fee for the execution of the EPP Rental Agreements, out of which: (i) Iris Capital paid EUR 1,119,787, (ii) Echo-West Gate paid EUR 1,505,913 and (iii) Emfold Investments paid EUR 374,300. Two beneficiaries are entitled to use funds blocked on the escrow account held by the beneficiary's financing bank to pay for the fit-out works with respect to the free space or pay the fit-out contribution to the tenant leasing the free space, which amount to: (i) EUR 752,540.5 with respect to Iris Capital and (ii) EUR 1,117,204.00 with respect to Emfold Investments. Echo-West Gate is entitled to an one-off payment in the amount of PLN 300,760.40 net being the equivalent of the fit-out contribution for one of the premises.

Financing agreements

Financings from the Majority Shareholder

GF Loan Agreement

On 16 April 2018 the Company entered into a loan agreement with an affiliate of the Majority Shareholder of the Company - Globalworth Finance Guernsey Limited, as lender (the "**GF Loan Agreement**") on the basis of which the Company may request the lender to make available to the Company a loan structured in two tranches ("**Tranche A Loan**" and "**Tranche B Loan**") for the combined amount of up to EUR 400 million with the purpose of: (i) a refinancing of the existing financial indebtedness of the Company and its subsidiaries (the "**Refinancing**"), (ii) the potential acquisition of two new assets currently under due diligence (the "**Pipeline Assets**").

Pursuant to the GF Loan Agreement the Tranche A loan is committed and shall be for up to EUR 233 million, whereas the Tranche B loan shall be for up to EUR 167 million and may be made available at the lender's discretion. Both tranches shall be repaid seven years from their utilization. The loans will bear fixed interest from the date of utilization at a level of 5% p.a., which will be accrued on the loan balance and due at repayment. The arrangement fee for the loans is equal to 1% of the amount of the loan, which will be accrued on the loan balance and due at repayment. The GF Loan Agreement provides for certain undertakings, representations and events of default customary for financings of such type.

Furthermore, following completion of the acquisition of the Pipeline Assets the lender may request that a security package over these assets is established, including guarantees, pledges and mortgages, to the extent respective security interest will be per-mitted under the bank financing arrangements in place in respect of the acquired assets.

The GF Loan Agreement also provides that both the Company and the lender shall have an option to convert the loans (including interest and related fees) into new shares to be issued by the Company, subject to obtaining appropriate corporate authorizations to issue shares for the purpose of implementing the conversion. The conversion price shall be equal to 60-day volume weighted average price of the shares of the Company at the Warsaw Stock Exchange as of the date of submission of the conversion notice by the respective party.

Following the execution of the GF Loan Agreement the Company submitted to the relevant lenders termination notices in respect of the existing financial indebtedness and paid off the bank financings in full so that the Refinancing has been substantially completed as of the date of this Prospectus.

Please note that the GF Loan Agreement is not important for the calculation of any covenants under the remaining financing agreements entered into by the companies of the Group, as such agreements are entered into by special purpose vehicles of the Group in connection with specific real estate projects and calculations of ratios for the purposes of compliance with financial covenants is made on a standalone basis without taking into account the indebtedness of the Company.

The Company repaid EUR 72,330,136 of the outstanding amount under the GF Loan Agreement with the proceeds from the Private Placement on 13 June 2018. Following such repayment, as of 13 June 2018, the outstanding principal amount of the loan under the EPP Transaction Loan amounted to EUR 167,329,825.

A4 Business Park in Katowice, Tryton Business House in Gdańsk, West Gate in Wrocław and Warta Tower in Warsaw

On 18 December 2017 the Company as borrower entered into a loan agreement with an affiliate of its Majority Shareholder - Globalworth Finance Guernsey Limited ("**Globalworth Finance**") on the basis of which Globalworth Finance will make available to the Company a loan in the amount of EUR 165 million in order to finance the acquisition by the Company of A4 Business Park in Katowice, Tryton Business House in Gdańsk and West Gate Lotnicza 12 in Wrocław (the "**EPP Transaction Loan**"). Pursuant to the Loan Agreement the EPP

Transaction Loan shall be repaid six months from its utilization, however, the Company may request Globalworth Finance to extend the repayment date by up to six months and the extension shall be in Globalworth Finance's discretion. The EPP Transaction Loan bears fixed interest from the date of its utilization at market rate. The Loan Agreement provides for a list of undertakings, representations and events of default standard for financings of such type. Furthermore, Globalworth Finance may request that a security package over the acquired assets is established, including guarantees, pledges and mortgages, to the extent respective security interest will be permitted under the bank financing arrangements in place in respect of the acquired assets. The Loan Agreement also provides that Globalworth Finance shall have an option to convert the EPP Transaction Loan (including interest and related fees) into shares of the Company to be issued by the Company, subject to the approval of the general meeting of the Company. The conversion price shall be equal to 60-day volume weighted average price of the shares of the Company at the Warsaw Stock Exchange as of the date of submission of the conversion notice by Globalworth Finance. In addition to the EPP Transaction Loan, the Loan Agreement provides the Company with an option to obtain within two months from the date of the Loan Agreement additional loans to finance other acquisitions contemplated by the Company in the total amount of EUR 65 million, the making available of such loan remains, however, at the discretion of Globalworth Finance. The other terms of such loans are to be identical with the terms of the EPP Transaction Loan.

As of 31 December 2017, the total outstanding amount under the facility agreement including accrued interests amounted to EUR 165,413 thousand. The EPP Transaction Loan was repaid in full with the proceeds from the Private Placement on 13 June 2018.

Bank financings related to property acquisitions

Green Horizon Office Center in Łódź

Facility agreement between Bank Polska Kasa Opieki S.A. as the agent, arranger and original lender, Pekao Bank Hipoteczny S.A. as the original lender and Centren Sp. z o.o. as the borrower

On 24 March 2015, Bank Polska Kasa Opieki S.A. ("**Bank Pekao**"), Pekao Bank Hipoteczny and Centren entered into a facility agreement for two term loan facilities in relation to the Green Horizon project. The agreement was amended on 27 March 2015, 25 January 2017 and 10 April 2017. The investment loan is divided into two sub-tranches: 1) sub-tranche 1, in the aggregate amount not exceeding the lowest of: i) EUR 46,500,000, or ii) 70% of the market value of the Green Horizon project as shown in the initial valuation or iii) 70% of the net purchase transaction costs (without applicable VAT); and 2) sub-tranche 2, in the aggregate amount not exceeding the lowest of: i) the total investment tranche commitments being EUR 49,750,000, or ii) 75% of the market value of the Green Horizon project as shown in the initial valuation or iii) 75% of the net purchase transaction costs (without applicable VAT), decreased by the disbursed amount of sub-tranche 1. The VAT loan amounts to up to PLN 65,000,000, but no more than necessary to cover the amount of payable VAT.

The purpose of the investment loan was to partially finance the Green Horizon project.

The VAT tranche was payable until the earliest of the following dates: i) six months from the date on which the funds were to be disbursed to the escrow account; ii) 31 December 2015; or iii) the date on which the funds should have been repaid or prepaid prior to the above dates pursuant to the agreement. The repayment of the VAT tranche took place on 8 June 2015.

0.5% of the funds under sub-tranche 1 and 5% of the funds under sub-tranche 2 are payable quarterly. The remaining outstanding amount of the funds is payable in full on the final repayment date, which is the earliest of the following dates: i) five years from the date on which the funds were to be disbursed to the escrow account; ii) 30 June 2020; iii) six months prior to the earlier of the date on which Griffin TopCo III S.à r.l. or Oaktree European Principal Fund III LP is dissolved, ceases to exist or its liquidation commences, or iv) the date on which the funds should have been repaid or prepaid prior to the above dates pursuant to the agreement (for example, due to an event of default).

The interest rate of the investment tranche is variable and is based on an applicable margin (2.40% in the case of sub-tranche 1 or 3% in the case of sub-tranche 2) and three-month EURIBOR determined as set forth in the agreement. Subject to the provisions of the agreement, Centren may prepay the loan in whole or in part after notifying Bank Pekao at least ten business days prior to the prepayment. The prepayment should amount to at least EUR 1,000,000 or a multiple of such amount.

The agreement contains provisions regarding the maintenance of a debt service cover ratio of at least 120% and the maintenance of a loan to value ratio not exceeding 75%. As of 31 December 2017, the debt service cover ratio stood at 194% and the maintenance of a loan to value ratio stood at 63.3%.

Centren is required to maintain accounts only with Bank Pekao. Moreover, Centren may not carry on any business other than maintaining and managing the Green Horizon project, nor dispose of any part of its assets, except as specified in the agreement. Furthermore, subject to the provisions of the agreement, Centren cannot acquire or make an offer to purchase any business or assets of any other person, be a creditor in respect of any financial indebtedness, incur any financial indebtedness or grant any guarantees. The agreement also contains provisions with respect to events of default, including, among others, non-payment, insolvency or bankruptcy proceedings involving Centren, cessation of business, cross-default, negative pledge and provisions related to the operation of the building.

The obligations under this agreement have been secured by: i) a first-ranking joint mortgage over the Green Horizon project (the real estate properties together with the infrastructure situated thereon) in the amount of EUR 99,500,000 and PLN 130,000,000; ii) a first-ranking registered pledge over all of the shares in Centren in the amount of up to 200% of the sum of the total investment tranche commitments; iii) a first-ranking registered pledge over a set of movables and rights of Centren in the amount of up to 200% of the sum of the total investment tranche commitments; iv) a first-ranking registered pledge over all of the bank accounts of Centren; v) a power of attorney for Bank Pekao to all of the bank accounts of Centren; vi) the security assignment of Centren's monetary claims to Bank Pekao under, inter alia, insurance agreements relating to the assets of Centren, lease agreements, building contracts and management contracts.

As of 31 December 2017, the total outstanding amount under the facility agreement amounted to EUR 45,120 thousand.

As of the date of this Prospectus this loan has been repaid in full.

Lubicz Office Center I & II in Kraków

Facility Agreement between Bakalion as the borrower, Dolfia as the guarantor and Westdeutsche Immobilienbank AG as the arranger, facility agent, original lender and security agent

On 10 April 2014, Bakalion and Westdeutsche Immobilienbank AG ("**WI**") entered into a facility agreement (amended on 18 June 2014, 1 April 2014, 17 March 2017 and 15 September 2017) for a maximum amount of the lowest of the following values: i) EUR 34,646,656; ii) 65% of the market value of the Lubicz Office Center; or iii) the amount of the facility enabling Bakalion to maintain the level of its interest service cover ratio at no lower than 200%, for the purpose of financing the total net cost of the acquisition and operation of the Lubicz Office Center. Individual loans within the facility are granted upon the request of Bakalion.

The loan is to be repaid in quarterly instalments. The facility bears interest quarterly at floating rates based on EURIBOR plus a margin (in the amount of 2.65%). The final repayment date falls three years after the first loan payment is made by WI.

The facility agreement contains provisions with respect to the maintenance of an interest service cover ratio above 200%, a debt service cover ratio above 110% and a loan to value ratio of a maximum level of 65% throughout the duration of the facility agreement. As of 31 December 2017, the interest service cover ratio stood at 524%, the debt service cover ratio at 524% and the loan to value ratio at 55.9%.

The agreement also includes provisions that are typically found in loan agreements of this type with respect to events of default related to, among others, non-payment, breaches of financial covenants, negative pledge, misrepresentation, cross-default, the misuse of a loan, the insolvency of Bakalion, a material adverse change in the activity of Bakalion, the initiation of bankruptcy proceedings against Bakalion or a change in the ownership of the Lubicz Office Center. Bakalion is not allowed to assign its rights and obligations stemming from the facility agreement without the prior written consent of WI.

The facility is secured by: i) first-ranking mortgages over the Lubicz Office Center project in the amount of EUR 62,394,984; ii) registered pledges over the shares in Bakalion in the amount of EUR 62,394,984; iii) a subordination agreement; iv) pledges over accounts; v) the assignment of a management agreement, leases, guarantees, insurance and other rights; vi) a statement on submission to enforcement; and vii) a security assignment agreement.

As of 31 December 2017, the total outstanding amount under the facility agreement amounted to EUR 34,647 thousand.

Nordic Park in Warsaw

Facility Agreement between mBank Hipoteczny S.A. as the lender and Nordic Park Offices Sp. z o.o. Sp. k. as the borrower

On 27 June 2014, mBank Hipoteczny S.A. ("**mBank**") and Kafue Investments Sp. z o.o., currently Nordic Park, entered into a facility agreement for up to the amount of EUR 15,750,000 in relation to the Nordic Park project. By way of the second amendment to the agreement dated 23 December 2014, the parties adopted the consolidated text of the agreement. On 22 September, 2017 the third amendment, allowing the change of control due to sale of the entity's shares to IB 14 FIZAN, was signed.

The loan can be used for: i) the partial repayment of the amounts payable to Griffin Finance III Sp. z o.o. on the basis of a loan agreement dated 23 December 2013; ii) the financing of an arrangement fee payable to mBank; and iii) the establishment of a debt service reserve.

The final repayment date is 27 June 2034.

The loan is to be paid in monthly annuity instalments pursuant to the repayment schedule. The interest rate is variable and is based on a 2.6% margin and three-month EURIBOR determined as set forth in the agreement. Nordic Park may prepay the loan in whole or in part after notifying mBank at least ten business days prior to the prepayment. The prepayment should amount to at least EUR 1,000,000 or a multiple of such amount and will be subject to any applicable administrative costs.

The agreement contains provisions regarding the maintenance of a debt service cover ratio of at least 100% until 30 April 2017 and at least 120% subsequent to such date. As of 31 December 2017, the debt service cover ratio stood at 162%. The agreement also includes provisions regarding the merger, transformation or de-merger of Nordic Park, a change in the share capital of Nordic Park and assignments and transfers by Nordic Park. Nordic Park is required to maintain accounts only with mBank and cannot, without the prior written consent of mBank, maintain any other account with any other bank or financial institution. Moreover, Nordic Park may not carry on any business other than the business of the operation of the Nordic Park project nor dispose of any part of its assets, except as specified in the agreement. Furthermore, Nordic Park cannot purchase or make an offer to purchase any business or assets of any other person, including shares, bonds and other securities, without the consent of mBank. Subject to the provisions of the agreement, Nordic Park cannot be a creditor in respect of any financial indebtedness, incur or have any financial indebtedness of any other person or grant any guarantees. The agreement also contains provisions related to the operation of the building as well as provisions with respect to events of default related to, among others, non-payment, insolvency or bankruptcy proceedings involving Nordic Park and cross-default provisions.

The receivables of mBank have been secured by: i) a mortgage over the Nordic Park project (the office building and the land on which it is situated) up to the amount of EUR 23,625,000; ii) a security assignment agreement; iii) a subordination agreement; iv) a power of attorney to the bank accounts of Nordic Park; v) a statement on submission to enforcement made by Nordic Park entitling mBank to file a petition to declare enforceability until 15 July 2037; vi) a promissory note issued by Nordic Park and guaranteed by Griffin TopCo III S.à r.l. including a promissory note declaration; vii) a financial and registered pledge agreement over shares in the share capital of Nordic Park Offices Sp. z o.o., a general partner of Nordic Park, along with a statement on submission to enforcement; viii) a pledge agreement over receivables arising from participation in AKKA SCSP, a limited partner of Nordic Park; ix) a registered pledge agreement over receivables payable to the general partner arising from participation in Nordic Park; x) a registered pledge agreement over receivables payable to the limited partner arising from participation in Nordic Park; xi) a suretyship agreement between Nordic Park, mBank and Ebgaron, along with a statement on submission to enforcement made by Ebgaron entitling mBank to file a petition to declare enforceability until 15 July 2037; xii) a mortgage over the real estate in respect of which Ebgaron is the perpetual usufructuary up to the amount of EUR 31,500,000; xiii) a support agreement between Nordic Park, mBank and Griffin III S.à r.l ; and xiv) a debt service reserve.

As of 31 December 2017, the total outstanding amount under the facility agreement amounted to EUR 13,679 thousand.

As of the date of this Prospectus this loan has been repaid in full.

Philips House and Batory Building I in Warsaw

<u>Credit Facility Agreement between Lamantia and Dolfia as the borrower and guarantor, Bakalion as the guarantor and Westdeutsche Immobilienbank as the arranger, facility agent and original lender</u>

On 12 February 2013, Lamantia, Dolfia and WI entered into a credit facility agreement, as amended by way of supplemental amendments executed on 17 December 2015, 1 April 2016, 17 March 2017, 15 September 2017 and 8 February 2018 covering two facilities: in respect of Lamantia, for a maximum amount of the lowest of the following values – i) EUR 8,000,000, ii) PLN 32,813,500, or iii) the amount of the facility enabling Lamantia to maintain its interest cover ratio at a level no lower than 135%, for the purpose of the purchase of the Philips House; and in respect of Dolfia, for the maximum amount of the lowest of the following values – i) EUR 6,950,000, ii) PLN 28,440,800, iii) the amount of the facility enabling Dolfia to maintain its interest cover ratio at a level no lower than 135%, for the purpose of the purchase of the Batory Building I. Individual loans within the facility are granted upon the request of Lamantia or Dolfia. Both Lamantia and Dolfia are permitted to take out only one loan.

The credit facility is to be repaid in thirteen quarterly instalments. The facility bears interest quarterly at floating rates based on EURIBOR plus a margin (in the amount of 2.5%). However, prior to 28 February 2016, the interest rate had been fixed. The final repayment date falls five years after the first loan payment is made by WI.

The facility agreement contains provisions with respect to the maintenance of an interest cover ratio above 120%, a debt service cover ratio of at least 110% and a loan to value ratio of a maximum level of at least 78% throughout the duration of the credit facility agreement. As of 31 December 2017, the interest cover ratio stood at 510%, the debt service cover ratio at 218% and the loan to value ratio of at 56.3%.

The agreement also includes provisions that are typically found in loan agreements of this type with respect to events of default related to, among others, non-payment, breaches of financial covenants, negative pledge, misrepresentation, cross-default, the misuse of a loan, the insolvency or initiation of insolvency proceedings involving Lamantia, Dolfia or Bakalion, material adverse changes in the activities of Lamantia, Dolfia or Bakalion. Lamantia and Dolfia are not allowed to assign its rights and obligations stemming from the credit facility agreement without the prior written consent of WI.

The facility is secured by, among others: i) a mortgage over the Philips House and Batory Building I projects in the amount of EUR 62,394,984; ii) a registered pledge over shares in Lamantia and Dolfia in the amount of EUR 62,394,984; iii) a registered pledge over assets of Lamantia and Dolfia; iv) a registered pledge over bank accounts; v) the assignment of leases, guarantees, insurance, property management and other rights; and vi) a statement on submission to enforcement.

As of 31 December 2017, the total outstanding amount under the credit facility agreement amounted to EUR 7,161 thousand in connection with the Philips House and EUR 6,207 thousand in connection with the Batory Building I.

On 8 February 2018 Lamantia and Dolfia signed amendment to the Credit Facility Agreement which extended the repayment date until 13 June 2018.

As of the date of this Prospectus this loan has been repaid in full.

Bliski Centrum in Warsaw

Facility Agreement between mBank Hipoteczny S.A. as the lender and Ebgaron as the borrower

On 17 December 2013, mBank and Ebgaron entered into a facility agreement for two loans in relation to the purchase of the Bliski Centrum project, i.e.: i) an investment loan for up to EUR 8,500,000; and ii) a VAT loan for up to PLN 10,000,000 or the amount of VAT payable under the relevant sale agreement, whichever of these amounts is lower. By way of the second amendment to the agreement dated 23 December 2016, the parties adopted the consolidated text of the agreement. On 21 September, 2017 the third amendment, allowing the change of control due to sale of the entity's shares to IB 14 FIZAN, was signed.

The investment loan can be used for: i) the partial repayment of the purchase price and transactional costs; ii) financing the arrangement fee payable to mBank; iii) the establishment of a debt service reserve.

The VAT loan was repaid on 15 July 2014. The final repayment date of the investment loan is 16 January 2034.

The investment loan is to be paid in quarterly annuity instalments pursuant to the repayment schedule. From 15 January 2017 until 15 January 2020, the investment loan is to be paid in monthly annuity instalments based on 34-year amortization. From 15 January 2020 until 16 January 2034, the investment loan is to be paid in monthly annuity instalments based on 25-year amortization. The rest of the principal together with interest and other costs and expenses is due 16 January 2034.

The interest rate of the investment loan is variable and is based on an applicable margin (3% until 15 January 2017 and 2.6% from 15 January 2017) and three-month EURIBOR as set forth in the agreement. Ebgaron may prepay the loan in whole or in part after notifying mBank at least ten business days prior to the prepayment, subject to administrative costs. The prepayment should amount to at least EUR 1,000,000 or a multiple of such amount.

The agreement contains provisions regarding the maintenance of a debt service cover ratio of at least 120% and at least 100% between the period of 1 January 2017 and 31 December 2019. As of 31 December 2017, the debt service cover ratio stood at 219%.

The agreement also includes provisions regarding the merger, transformation or de-merger of Ebgaron, a change in the share capital of Ebgaron and assignments and transfers by Ebgaron. Ebgaron is required to maintain accounts only with mBank and cannot, without the prior written consent of mBank, maintain any other account with any other bank or financial institution. Moreover, Ebgaron may not carry on any business other than the operation of the Bliski Centrum project, nor dispose of any part of its assets, except as specified in the agreement. Furthermore, Ebgaron cannot purchase or make an offer to purchase any business or assets of any other person, including shares, bonds and other securities, without the consent of mBank. Subject to the provisions of the agreement, Ebgaron cannot be a creditor in respect of any financial indebtedness, incur or have any financial indebtedness of any other person or grant any guarantees. The agreement also contains provisions related to the operation of the building as well as provisions with respect to events of default related to, among others, non-payment, insolvency or bankruptcy proceedings involving Ebgaron and cross-default.

The receivables of mBank have been secured by: i) a mortgage over the Bliski Centrum project (the office building and the land on which it is situated) up to the amount of EUR 21,761,905; ii) a registered pledge agreement over shares in the share capital of Ebgaron; iii) a security assignment agreement; iv) a subordination agreement; v) a power of attorney to bank accounts; vi) a statement on submission to enforcement; vii) a suretyship agreement between Ebgaron, mBank and Nordic Park Offices, along with a statement on submission to enforcement made by Nordic Park entitling mBank to file a petition to declare enforceability until 16 January 2037; viii) a mortgage over the real estate in respect to which Nordic Park is the perpetual usufructuary, up to the amount of EUR 17,000,000; ix) a promissory note; and ix) a debt service reserve.

As of 31 December 2017, the total outstanding amount under the facility agreement amounted to EUR 7,463 thousand.

As of the date of this Prospectus this loan has been repaid in full.

Renoma in Wrocław

Facility Agreement between Renoma as the borrower, Dom Handlowy Renoma sp. z o.o. as the general partner and Bank Gospodarstwa Krajowego as the lender

On 17 June 2016, Renoma and Bank Gospodarstwa Krajowego ("**BGK**") entered into a facility agreement for a maximum of the lower of the following values: EUR 100,121,000 or 72% of the market value of the Renoma project, for the purposes of refinancing existing debt. The facility agreement was amended on 29 December 2016 and 13 October 2017.

Individual loans within the facility are granted upon the request of Renoma. The loan is to be repaid in quarterly instalments. The loan bears interest quarterly at floating rates based on EURIBOR plus a margin (in the amount of 2.05%). The final repayment date is 25 June 2026.

The facility agreement contains provisions with respect to the maintenance of a debt service cover ratio and future debt service cover ratio above 110% and a loan to value ratio of a maximum level of 72% throughout the duration of the facility agreement. As of 31 December 2017, the debt service cover ratio and future debt service cover ratio stood at 153% and the loan to value ratio at 69.05%.

The facility agreement also includes provisions typically found in facility agreements of this type with respect to events of default related to, among others, non-payment, breaches of financial covenants, negative pledge, negative equity capital, misrepresentation, cross-default provisions, the misuse of the loans, the insolvency of Renoma, a material adverse change in the activity of Renoma, the initiation of bankruptcy proceeding against Renoma as well as in regard of mergers, acquisitions or investments and several undertakings in respect of the Renoma project. Renoma is not allowed to assign its rights and obligations under the facility agreement without the prior written consent of BGK. Renoma is not permitted to execute lease agreements on conditions contrary to the facility agreement.

The facility is secured by, among others: i) mortgages over the Renoma project in the amounts of EUR 150,181,500 and EUR 26,400,000; ii) a registered pledge over bank accounts; iii) the assignment of rights from existing and future contracts; iv) financial, registered and civil pledges over shares in Renoma; v) registered pledges over a collection of movable assets and property rights; and vi) the subordination of intercompany loans.

As of 31 December 2017, the total outstanding amount under the facility agreement amounted to EUR 96,366 thousand.

As of the date of this Prospectus this loan has been repaid in full.

Supersam in Katowice

Facility Agreement between Supersam as the borrower and Bank Gospodarstwa Krajowego as the lender

On 26 June 2017, Supersam and Bank Gospodarstwa Krajowego ("BGK") entered into a facility agreement for a maximum of the lower of the following values: EUR 41,191,017 or 74% of the market value of the Supersam project, for the purposes of refinancing existing debt. The facility agreement was amended on 30 June 2017, 25 July 2017 and 4 September 2017.

The loan is to be repaid in quarterly instalments. The loan bears interest quarterly at floating rates based on EURIBOR plus a margin (in the amount of 2.05%). The final repayment date is 25 March 2027.

The facility agreement contains provisions with respect to the maintenance of a debt service cover ratio and future debt service cover ratio of at least 110% and a loan to value ratio of a maximum level of 74% as of the first loan utilization and an time thereafter until 31 December 2017, 67% in the year 2018 and 65.5% at any time from 1 January 2019. As of 31 December 2017, the debt service cover ratio and future debt service cover ratio stood at 148% and the loan to value ratio at 70.20%.

The facility agreement also includes provisions typically found in facility agreements of this type with respect to events of default related to, among others, non-payment, breaches of financial covenants, negative pledge, negative equity capital, misrepresentation, cross-default provisions, the misuse of the loans, the insolvency of Supersam, a material adverse change in the activity of Supersam, the initiation of bankruptcy proceeding against Supersam as well as in regard of mergers, acquisitions or investments and several undertakings in respect of the Supersam project. Supersam is not allowed to assign its rights and obligations under the facility agreement without the prior written consent of BGK. Supersam is not permitted to execute lease agreements on conditions contrary to the facility agreement.

The facility is secured by, among others: i) various mortgages over the Supersam project; ii) a registered pledge over bank accounts; iii) the assignment of rights from existing and future contracts; iv) financial, registered and civil pledges over shares in Supersam; v) registered pledges over a collection of movable assets and property rights; and vi) the subordination of intercompany loans.

As of 31 December 2017, the total outstanding amount under the facility agreement amounted to EUR 39,323 thousand.

As of the date of this Prospectus this loan has been repaid in full.

Hala Koszyki in Warsaw

<u>Facility Agreement between Grayson as the borrower, Grayson Investments sp. z o.o. as the shareholder and BGK as the lender</u>

On 17 September 2014, Grayson and BGK entered into a facility agreement, as amended by annexes executed on 11 December 2014, 15 June 2015, 18 November 2016, 18 January 2017, 31 August 2017, 29 September 2017, 13 October 2017, 29 December 2017, 30 January 2018, 29 March 2018, covering: i) a construction facility for a maximum amount of EUR 60,836,551; ii) an investment facility for EUR 60,836,551; and iii) a VAT facility for PLN 13,000,000 for the purposes of financing or refinancing existing debt, the costs of construction works as well as VAT costs related to such purchase and construction works. Individual loans within the facility are granted upon the request of Grayson.

The loan bears interest monthly at floating rates. Such interest is calculated based on: i) in regard to the construction loan –one-month EURIBOR plus an applicable margin; and ii) in regard to the VAT loan –one-month WIBOR plus an applicable margin. The investment loan bears interest quarterly at a floating rate based on three-month EURIBOR plus an applicable margin.

The final repayment date in respect of the specific loans is the earliest of the following dates: i) for the construction loan, 30 May 2018 or 12 months after the first loan payment is made by BGK; ii) for the investment loan, 31 August 2026 or 9 years after the utilization of the investment loan; and iii) for the VAT loan, 30 November 2018 or 6 months after the utilization of the investment loan. The investment loan should be repaid in quarterly instalments, whereas the VAT loan should be repaid in monthly instalments.

The facility agreement contains provisions with respect to the maintenance of a debt service cover ratio and future debt service cover ratio above 120%, a loan to cost ratio of a maximum level of 75% and a loan to value ratio of a maximum level of 70% throughout the duration of the facility agreement. As of 31 December 2017, the loan to value ratio stood at 52.3% and the loan to cost ratio stood at 69.9%, whereas the remaining ratios were not yet applicable, as they will have to be complied with once the investment facility is paid out.

The agreement also includes provisions typically found in loan agreements of this type with respect to events of default related to, among others, non-payment, breaches of financial covenants, negative pledge, negative equity capital, misrepresentation, cross-default provisions, the misuse of a loan, the insolvency of Grayson, a material adverse change in the activity of Grayson, the initiation of bankruptcy proceedings against Grayson. Grayson is not allowed to assign its rights and obligations under the facility agreement without the prior written consent of BGK. Grayson is not permitted to execute lease agreements on conditions contrary to the facility agreement.

The facility is secured by, among others: i) a mortgage over the Hala Koszyki project; ii) registered and financial pledge over shares; iii) security assignment; iv) registered pledge over assets; v) account pledge; vi) accounts powers of attorney; vii) deposit agreement; viii) submission to enforcement; ix) a cost overrun guarantee; x) a blank promissory note; xi) a deposit agreement.

As of 31 December 2017, the total outstanding amount under the facility agreement amounted to EUR 52,194 thousand and PLN 1,047 thousand in connection with a VAT facility.

Investment Agreement in regard to a loan for the implementation of an urban revitalization project between Grayson as the borrower and BGK as the lender

On 30 June 2014, Grayson and BGK entered into an investment agreement, as amended by annexes executed on 3 October 2014, 9 April 2015, 18 November 2016, 7 March 2017, 30 November 2017, 29 December 2017 in regard to a PLN 25,000,000 loan for the implementation of an urban revitalization project within Hala Koszyki.

The loan is to be repaid in quarterly instalments. The interest rate of the loan is determined based on the reference rate of the Polish National Bank and multiplied by 0.2282. As of the date of execution of the investment agreement, the loan bore interest annually in the amount of 0.57%. The grace period for the repayment of the loan ended on 29 June 2016. Repayment of the loan commenced on 30 June 2016. The final repayment date is 30 June 2034.

The loan is secured by: i) a blank promissory note with a promissory note declaration; ii) first-ranking mortgages over the Hala Koszyki project; iii) registered and financial pledges over shares in Grayson Investment sp. z o.o.; iv) the assignment of leases, guarantees, insurance and other rights; v) registered and financial pledges over accounts along with powers of attorney over such accounts; vi) a cost overrun guarantee; vii) a debt service reserve; and viii) a deposit/escrow account.

As of 31 December 2017, the total outstanding amount under the credit facility agreement amounted to PLN 24,700 thousand.

West Link in Wrocław

Facility Agreement between Bakalion, Emfold Investments, and West Gate Wrocław as the borrowers and Landesbank Hessen-Thüringen Girozentrale and Deutsche Pfandbriefbank AG as the lenders.

Under the Agreement entered into on 25 May 2018, Landesbank Hessen-Thüringen Girozentrale and Deutsche Pfandbriefbank AG as the lenders agreed to make available to Bakalion, Emfold Investments, and West Gate Wrocław as the borrowers a total amount not exceeding 100,000,000 EUR. The amounts will be used by the borrowers in particular for the repayment of the existing bank indebtedness of the borrowers resulting from loan agreements, repayment of the intra-group indebtedness of the borrowers resulting from the loans granted to the borrowers by other companies from the Company's capital group, and for general business purposes of the borrowers.

The loan bears fixed interest amount calculated on the basis of the Euro Swap Rate plus the Banks' margin - with respect to the part of the loan amount including no more than the first 95,000,000 EUR utilised by the borrowers, and a variable EURIBOR interest rate plus the banks' margin - with respect to the remaining part of the loan amount. The loan matures 7 years after the date of signing the loan agreement. Furthermore, the parties agreed that West Gate II – Projekt Echo – 114 spółka z ograniczoną odpowiedzialnością spółka komandytowa - the owner of the real property in Wrocław and the “West Link” office building located thereon may accede to the loan agreement as an additional borrower, provided that it enters into a relevant accession agreement with the lenders and the borrowers. The security of the loan is standard for this type of agreement.

Material agreement entered into in connection with the Private Placement

On 11 April 2018 the Company executed a commitment letter (the “**Growthpoint Commitment Letter**”) with Growthpoint Properties Limited and Growthpoint Properties International Proprietary Limited (“**Growthpoint**”), pursuant to which Growthpoint agreed to subscribe for New Shares in the Private Placement. Growthpoint agreed to subscribe for New Shares, and the Company agreed to allocate to Growthpoint, such number of New Shares as would result in Growthpoint’s and its associates’ total direct or indirect shareholding being less than 30.0% of the fully diluted share capital of the Company. The number of the New Shares to be subscribed for by Growthpoint shall be calculated in such a way as will ensure that: (a) Growthpoint and its associates will not be directly or indirectly interested in ordinary shares carrying 30% or more of the votes exercisable at a general meeting of the company at the time of completion of the private placement; and (b) the amount invested by Growthpoint is no less than EUR 120,000,000 and no more than EUR 150,000,000.

On 8 June 2018 the Company executed a commitment letter (the “**Globalworth Commitment Letter**”) with Globalworth Real Estate Investments Ltd (“**Globalworth**”), pursuant to which Globalworth agreed to subscribe for New Shares in the Private Placement. Globalworth agreed to subscribe for New Shares by placing a subscription of a minimum of EUR 300,000,000.

The commitments described above were subject to the following conditions: (a) the passing at the general meeting of the Company to be held on 26 April 2018 (or at any adjourned meeting) of resolutions approving the issue of the New Shares and exclusion or limitation of pre-emptive rights in this respect; (b) the receipt by Growthpoint of an underwriting fee equal to 1.5% of its respective equity investment for the commitments; and (c) the New Shares being allotted and validly issued to Growthpoint at the offer price of EUR 1.57, as fully paid ordinary shares in the capital of the Company (subject only to the admission to listing on the Warsaw Stock Exchange, which shall occur on or before 31 July 2018).

Other material agreements

On 28 November 2017 the Company entered into an organisation agreement with Globalworth Real Estate Investments Limited (the "**Organisation Agreement**"). Under the Organisation Agreement, the Company undertook to carry out certain actions following and resulting from the acquisition of control over the Company by Globalworth Asset Managers S.R.L., as an offeror under the Tender Offer and a subsidiary of Globalworth Real Estate Investments Limited ("**GREIL**"). These actions include, among others, the implementation of certain procedures and changes in the operations of the Company in order to comply with the practices observed by the capital group of GREIL. The parties to the Organisation Agreement also agreed on the principles of entering into related party transactions and the intragroup disclosure of confidential information in compliance with applicable law and other rules.

The execution of the Organisation Agreement was one of the conditions under which the Tender Offer was announced.

Investments

Investments in the last three financial years up to the date of the Prospectus

Apart from the acquisition of the Existing Assets, no material investments were made between 1 January 2015 and the date of this Prospectus. The purchases of the Existing Assets were financed through bank loans and equity in the form of share capital and/or intragroup loans.

Investments in the current financial year and future investments

Apart from the acquisitions described in the section entitled "*Material agreements – Material agreements related to acquisitions of Acquisition Assets*", no other material investments by the Group in real estate have been contractually agreed and there are no binding commitments to do so in the current financial year 2017 or in the future. The planned property acquisitions will be financed with funds to be raised through subscription of the New Shares as part of the Private Placement as well as bank loans.

Intellectual Property

Due to the nature of its business, industrial property rights are of no particular significance to the Company. The Company does not depend on any patents or licenses that are of material significance to its business. The Company uses the wordmark "Globalworth" as well as the domain www. Globalworth.pl; the Company registered them for the protection of such property rights.

Information Technology

Due to the very limited nature of its activities, the Issuer has IT infrastructure that is appropriate for the scale of its activities.

Property, Plant and Equipment

Apart from the portfolio properties held in the form of shares in property companies, including the associated technical and operating equipment, the Company does not have any material property, plant and equipment as of the date of this Prospectus. The Company's business premises are leased.

Insurance Coverage

For the limitation of risks, the Group has concluded customary insurance policies with AIG, particularly including liability insurance (including building owner liability insurance policies) and buildings insurance policies for its real estate portfolio (including for theft, fire, act of property terrorism, natural hazards and loss of rent).

In addition, the Company has concluded a so-called D&O liability insurance policy (a third-party liability insurance for members of executive bodies and managers of the Company and all Group Companies) that covers the members of the Board in connection with breaches of their obligations associated with their work on the Board. The limit of liability is EUR 25 million per occurrence. There is no deductible for claims against the directors where they are not indemnified but where the company is indemnifying them the company will incur a deductible of USD 50 thousand in connection with claims filed in the United States and EUR 50 thousand in connection with claims filed in rest of the world in connection with securities claims. Finally, the Company has also concluded an IPO insurance policy in connection with the IPO; the limit of liability under such policy is EUR 25 million per occurrence, and a maximum of EUR 25 million in a six-year period. The deductible is USD 150,000 per claim in connection with claims filed in the United States and EUR 100,000 per claim in connection with claims filed in the rest of the world.

The insurance policies contain market-standard exclusions and deductibles. The Company believes that its insurance coverage is in line with market standards in the commercial real estate industry. There is, however, no guarantee that it will not suffer any losses for which no insurance coverage is available or that the losses will not exceed the amount of insurance coverage under existing insurance policies. Please see "*Risk factors - The Group's insurance may be inadequate*."

Research and Development

Due to the subject matter of its business, the Issuer conducts no research or development.

Environmental Protection

The Group is not aware of any environmental issues that could materially affect the utilization of its real estate portfolio. As part of its investment process, the Group conducts customary environmental reviews similar to reviews conducted by other real estate companies in Poland. Moreover, the Group manages its properties by implementing practices aimed at ensuring compliance with applicable environmental regulations, including those related to waste disposal and energy efficiency, which are also designed to minimize the risk of future environmental hazards. Please see however "*Risk factors - The Group may be exposed to certain environmental liabilities and compliance costs.*"

Legal, Administrative and Arbitration Proceedings

There are no governmental, legal or arbitration proceedings, including any such proceedings pending or threatened of which the Issuer is aware, during a period covering at least the past 12 months which may have, or have had in the recent past, significant effects on the Issuer's and or the Group's financial position or profitability.

Employees

As of the date of this Prospectus, the Group has 52 employees, including 10 non-executive directors, with personnel assigned to the following eight areas: administration, asset management, IR/PR, finance, investment, leasing, legal and technical.

As of the date of this Prospectus, there are no trade unions either in the Company or in any other Group Company, and no collective labor agreements or social agreements are in force.

PRO FORMA FINANCIAL INFORMATION

The unaudited pro forma financial information is provided for illustrative purposes only in accordance with Annex II of the Commission Regulation 809/2004/EC. It does not purport to represent what the actual results of operations or financial position of the Company would have been had the Recent Acquisitions had taken place as at 1 January 2017, nor is it necessarily indicative of the results or financial position of the Company for any future periods. The unaudited pro forma financial information represents information prepared based on estimates and assumptions deemed appropriate by the Company. Because of its nature, the unaudited pro forma financial information is based on a hypothetical situation and, therefore, does not represent the actual financial position or results of operations of the Company. The assumptions used in the preparation of the unaudited pro forma financial information may prove not to be correct.

The pro forma financial information presented in the table below has been compiled by the management board to illustrate the impact of the Recent Acquisitions on the Company's financial position as at 31 December 2017 and its financial performance for the year ended 31 December 2017 as if the acquisitions had taken place as at 1 January 2017.

Pro forma consolidated Statement of Profit or loss for the year ended 31 December 2017

(all amounts in EUR thousands unless otherwise stated)

	Consolidated Statement Profit or loss for the period ended December 31st, 2017 (audited)	Warta Tower Sp. z o.o. Sp. k. acquisition*	Blackwyn Investments Sp. z o.o. acquisition*	Spektrum Tower Sp. z o.o. acquisition*	EPP portfolio acquisition*	Share-holder loans interest elimination	EPP portfolio bank borrowings and IC loans interest elimination	Warta Tower bank borrowings interest elimination	Pro forma consolidated Statement of Profit or loss for the period ended December 31st, 2017 (unaudited)
Note		1	2	3	4	5	6	7	
						(EUR thousands)			
Revenue	45,805	7,264	11,964	5,280	15,258	0	0	0	85,571
Operating expenses	(14,075)	(2,287)	(2,502)	(2,338)	(4,680)	0	0	0	(25,882)
Net operating income	**31,730**	**4,977**	**9,462**	**2,942**	**10,578**	**0**	**0**	**0**	**59,689**
Administrative expenses	(7,821)	(220)	(206)	(194)	(24)	0	0	0	(8,465)
Fair value movement	3,199	(17,464)	(8,343)	(5,891)	0	0	0	0	(28,499)
Other expenses	(721)	(11)	(18)	0	(239)	0	0	0	(989)
Other income	284	4	10	132	0	0	0	0	430
	(5,059)	**(17,691)**	**(8,557)**	**(5,953)**	**(263)**	**0**	**0**	**0**	**(37,523)**
Profit before net financing costs	**26,671**	**(12,714)**	**905**	**(3,011)**	**10,315**	**0**	**0**	**0**	**22,166**
Finance cost	(9,559)	(1,959)	(5,745)	(3,233)	(4,004)	405	3,475	1,959	(18,661)
Finance income	25,479	3,669	7,914	6,902	471	(995)	(5,597)	(3,625)	34,218
	15,920	**1,710**	**2,169**	**3,669**	**(3,533)**	**(590)**	**(2,122)**	**(1,666)**	**15,557**
Profit before tax	**42,591**	**(11,004)**	**3,074**	**658**	**6,782**	**(590)**	**(2,122)**	**(1,666)**	**37,723**
Income tax (expenses)	(11,271)	0	850	0	(1,111)	0	0	0	(11,532)
Profit for the year	**31,320**	**(11,004)**	**3,924**	**658**	**5,671**	**(590)**	**(2,122)**	**(1,666)**	**26,191**

** For 12 months ended December 31st, 2017, assuming that the transaction has been completed on January 1st, 2017. EPP portfolio is described in section: Basis of preparation of the Pro forma Financial Information.*

Pro forma consolidated Statement of Financial Position as at December 31st, 2017 – Assets

(all amounts in EUR thousands unless otherwise stated)

	Consolidated Statement of Financial Position as at December 31st, 2017 (audited)	Warta Tower Sp. z o.o. Sp. k. acquisition	Blackwyn Investments Sp. z o.o. acquisition*	Spektrum Tower Sp. z o.o. acquisition*	Share Capital increase as a result of Private Placement	Pro forma consolidated Statement of Financial position as at December 31st, 2017 (unaudited)
Note		1	2	3	8	
					(EUR thousands)	
ASSETS						
Non-current assets						
Investment property	680,130	55,000	140,373	102,000	0	977,503
Long-term loans	0	0	0	0	0	0
Available for sale financial assets	5,897	0	3	4	0	5,904
Other long-term assets	47	1	0	0	0	48
Other receivables	69	0	0	0	0	69
Long-term restricted cash	2,958	0	0	0	0	2,958
Deferred tax assets	0	0	0	0	0	0
Total non-current assets	**689,101**	**55,001**	**140,376**	**102,004**	**0**	**986,482**
Current assets						
Short-term loans	60	0	0	0	0	60
Trade and other receivables	10,634	179	258	299	0	11,370
Income tax receivable	1	0	0	0	0	1
Debentures	18,389	0	0	0	0	18,389
Available for sale financial assets	4,346	0	0	0	0	4,346
Cash and cash equivalents	34,685	2,816	3,525	4,842	219,627	265,495
Total current assets	**68,115**	**2,995**	**3,783**	**5,141**	**219,627**	**299,661**
TOTAL ASSETS	**757,216**	**57,996**	**144,159**	**107,145**	**219,627**	**1,286,143**

** Acquisition took place December 22nd 2017, therefore Financial Statements of all EPP portfolio entities were consolidated as at December 31st 2017. EPP portfolio is described in section: Basis of preparation of the Pro forma Financial Information.*

Pro forma consolidated Statement of Financial Position as at December 31st, 2017– Equity and Liabilities

(all amounts in EUR thousands unless otherwise stated)

	Consolidated Statement of Financial Position as at December 31st, 2017	Warta Tower Sp. z o.o. Sp. k. acquisition	Blackwyn Investments Sp. z o.o. acquisition*	Spektrum Tower Sp. z o.o. acquisition*	Share Capital increase as a result of Private Placement including loans conversion	Pro forma Consolidated Statement of Financial Position as at December 31st, 2017 (unaudited)
Note		1	2	3	7	
					(EUR thousands)	
EQUITY AND LIABILITIES						
Equity						
Issued share capital	156,133	0	0	0	286,624	442,757
Share premium	44,026	0	0	0	156,376	200,402
Other reserves	8,121	0	0	0	0	8,121
Foreign currency translation reserve	5,171	0	0	0	0	5,171

Net assets attributable to shareholders	0	0	0	0	0	0
Retained earnings	31,320	0	0	0	(590)	30,730
Total equity	**244,771**	**0**	**0**	**0**	**442,410**	**687,181**
Non-current liabilities						
Bank loans	278,690	0	92,716	65,571	0	436,977
Other borrowings	0	6,993	44,821	38,086	(6,993)	82,907
Deferred tax liability	19,020	0	0	0	0	19,020
Guarantees retained from contractors	537	0	0	0	0	537
Deposits from tenants	5,834	339	894	2,062	0	9,129
Total non-current liabilities	**304,081**	**7,332**	**138,431**	**105,719**	**(6,993)**	**548,570**
Current liabilities						
Bank loans	26,202	0	4,921	0	0	31,123
Other borrowings	165,413	50,377	0	0	(215,790)	0
Guarantees retained from contractors	508	0	0	646	0	1,154
Trade and other payables	15,238	287	692	780	0	16,997
Deposits from tenants	270	0	115	0	0	385
Income tax payable	733	0	0	0	0	733
Total current liabilities	**208,364**	**50,664**	**5,728**	**1,426**	**(215,790)**	**50,392**
TOTAL EQUITY AND LIABILITIES	**757,216**	**57,996**	**144,159**	**107,145**	**219,627**	**1,286,143**

** Acquisition took place December 22nd, 2017, therefore Financial Statements of all EPP portfolio entities were consolidated as at December 31st 2017. EPP portfolio is described in section: Basis of preparation of the Pro forma Financial Information.*

Introduction

Globalworth Poland Real Estate N.V. (further "**Parent company**") and its subsidiaries (further called together "**Group**") owns and manages yielding real estates throughout Poland. The main area of business activities of the Group is to manage an unique Polish pure office and high-street mixed-use platform. The Group focuses its operational activities on the active management of its tenant base, closely monitoring the Polish real estate market to ensure that the current portfolio meets the expectations of its current and future tenants.

The principal activity of Globalworth Poland Real Estate N.V. as the parent company is the holding of interests in and rendering management and advisory services to other companies in the Globalworth Group.

Execution by the company of the advisory, management and financial functions serves to:

- supervision of the implementation of the Group's strategy;
- ensure a quick flow of information across the Group;
- strengthening the efficiency of cash and financial management of individual entities;
- strengthening the market position of the Group as a whole.

This unaudited Pro forma financial information is prepared to illustrate the financial situation of the Group including Globalworth Poland Real Estate N.V. as the parent company after the acquisition of several real estate entities which are described below.

It is prepared by applying certain pro forma adjustments to the consolidated financial statements of Globalworth Poland Real Estate N.V. as at December 31st, 2017.

The Group acquired the following real estate entities:

Warta Tower Sp. z o.o. spółka komandytowa and its shareholders: Warta Tower Sp. z o.o., Warta LP Sp. z o.o., on March 14th, 2018 (further called together "**Warta Tower**"),

Blackwyn Investments Sp. z o.o. on June 21st 2018, (further called **Blackwyn**),

Spektrum Tower Sp. z o.o. on July 12th 2018, (further called **Spektrum**),

Echo Polska Properties entities (further called together "**EPP portfolio**"), which includes: Emfold Investments Sp. z o.o. sp. komandytowa and its shareholders Emfold Investments Sp. z o.o. and Ormonde Sp. z o.o.; A4 Business Park – Iris Capital Sp. z o.o. sp. komandytowa and its shareholders Iris Capital Sp. z o.o. and Wetherall Investments Sp. z o.o.; West Gate Wrocław Sp. z o.o. sp. komandytowa and its shareholders West Gate Wrocław Sp. z o.o. and Wagstaff Investments Sp. z o.o. (together acquired on December 22nd 2017).

This Pro forma financial information describes a hypothetical situation and has been prepared only for illustrative purposes and does not purport to represent what the actual consolidated results of the operations of the Group would have been had the acquisitions and other significant events occurred on the moments in time assumed, nor are they necessarily indicative of future consolidated results of operations or financial position.

In addition, it is based on available information and various assumptions that management believes to be reasonable.

Because of its nature, the Pro forma financial information addresses a hypothetical situation and, therefore, does not represent the company's actual financial position or results.

The actual results for the year ended December 31st, 2017 and financial position as at December 31st, 2017 may differ significantly from this reflected in the unaudited Pro forma financial information for a number of reason, including, but not limited to, differences between the assumptions used to prepare the unaudited Pro forma financial information and actual amounts. The Pro forma financial information addresses a hypothetical situation and, therefore, does not represent the company's actual financial position or results.

Purpose of the Pro forma consolidated Financial Information

This unaudited Pro forma consolidated financial information is prepared on a voluntarily basis, considering none of the acquisitions on a standalone basis is significant. The information has been prepared in accordance with Annex II of the Commission Regulation 809/2004/EC.

This unaudited Pro forma financial information has been prepared to illustrate the effects:

- On the operational performance of the Group for the period ended December 31st 2017 of the acquisition of the EPP Portfolio, Blackwyn, Spektrum and Warta Tower, assuming that transaction had been completed on January 1st 2017.
- On the financial position of the Group as at December 31st 2017 assuming that the acquisition of the EPP Portfolio, Blackwyn, Spektrum and Warta Tower both had been completed on December 31st 2017.

This unaudited Pro forma financial information should be read in conjunction with historical financial statements of the Group including the related notes thereto, as well as other information and analysis appearing elsewhere in this prospectus.

Basis of preparation of the Pro forma consolidated Financial Information

The unaudited pro forma financial information includes the Pro forma Statement of Profit or loss the year ended December 31st 2017 and the Pro forma statement of financial position as at December 31st 2017 and notes to the Pro forma financial information, and has been prepared on the base of:

- The audited consolidated financial statements of the Group for the year ended December 31st 2017,
- The audited financial statements for the year ended December 31st 2017 of Warta Tower Sp. z o.o. spółka komandytowa (acquired on March 14th, 2018),
- The audited financial statements for the year ended December 31st 2017 of Blackwyn Investments Sp. z o.o. (acquired on June 21st, 2018),
- The audited financial statements for the year ended December 31st 2017 of Spektrum Tower Sp. z o.o. (acquired on July 12th, 2018),
- The audited financial statements for the year ended December 31st 2017 of the Echo Polska Properties entities (further "**EPP portfolio**"), which includes: Emfold Investments Sp. z o.o. sp. komandytowa and its shareholders Emfold Investments Sp. z o.o. and Ormonde Sp. z o.o.; A4 Business Park – Iris Capital Sp. z o.o. sp. komandytowa and its shareholders Iris Capital Sp. z o.o. and Wetherall Investments Sp. z o.o.; West Gate Wrocław Sp. z o.o. sp. komandytowa and its shareholders West Gate Wrocław Sp. z o.o. and Wagstaff Investments Sp. z o.o. (acquired on December 22nd 2017). As at December 31st 2017 the Group had the control over the above mentioned entities and, consequently, the financial statements were consolidated in a full method, however the Group has consolidated the results of these entities for the period since December 22nd till 31st 2017. This Pro forma financial information includes the results of these entities assuming that they had been acquired on January 1st 2017.

This unaudited Pro forma financial position presents the effects of the acquisition of several entities (described above), assuming that the transaction has been completed on December 31st 2017, therefore all equity items of these entities were eliminated and the net effects of these transaction were recognized as a change in other borrowings taking into account the transactions effectively had been financed by the Group shareholder borrowings and the effects on its financial performance for the year ended December 31st 2017 as if the acquisitions had taken place as at January 1st 2017.

This unaudited Pro forma financial information is prepared in euro, rounded to the nearest thousand unless otherwise indicated, being the presentation currency of the Group.

The assets and liabilities denominated in other currencies than euro are translated into euros at the rate of exchange prevailing at the reporting date and their statements of Profit or loss are translated at average exchange rate for the year.

This unaudited Pro forma financial information has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS") and in line with the group accounting policy adopted by the Group in its consolidated financial statements for the year ended December 31st 2017.

The Group applied all standards and amendments, which are affective for reports prepared for periods beginning on or after January 1st, 2017. Especially, the Group applied Amendments to IAS 12 concerning Deferred Tax Assets for unrealized tax losses as well as Amendments to IAS 7 concerning Disclosure Initiative. These new standards and amendments do not impact this Pro forma financial information.

The Group has analysed the potential impact to the Group's Financial Statements of the amendments of the following standards which are affective from January 1st, 2018. These are:

IFRS 15 Revenue from contracts with customers which according to, an entity will recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This analysis has led to the conclusion that the implementation of the IFRS 15 will not affect presentation of financial revenue in material way.

IFRS 9 Financial instruments which changes the rules for presentation and valuation of financial instruments. The Group has performed an impact assessment of IFRS 9 implementation and concluded, that it will affect in changing of presentation of ROFO bonds. Presented before, as assets available for sale and measured at fair value through other comprehensive income, ROFO bonds will be valued at fair value through profit and loss under IFRS 9. Additionally, IFRS 9 requires to record expected credit loss on all debt securities, loans and trade receivables, either on a 12-month or lifetime basis. The Group's analysis has led to the conclusion that there should be no significant change in amount of the impairment, so the impact to Group's financial statements will be immaterial. IFRS 9 does not change the general principles of how an entity accounts for effective hedges, so the Group does not expect that applying the new hedging requirements will have any significant impact on the financial statements.

The financial statements of Warta Tower, Blackwyn, Spektrum and EPP Portfolio entities are maintained in accordance with Polish Accounting Standards, however specific items were adopted or/and adjusted in accordance with Group's accounting policy rules for the purpose of the Pro forma financial information. When necessary, adjustments are made to the financial statements of these entities to bring their financial data into line with the Group's accounting policies. The nature of these adjustments are explained below in the Notes to the Pro forma financial information.

In order to illustrate effect of acquisition of Portfolio entities according to the IFRS 3 and group accounting policy rules, all assets and liabilities items were presented in this Pro forma financial information assuming this was an assets acquisition. Considering this fact:

- no deferred tax assets and liabilities items were recognised,
- no goodwill resulting from the acquisition settlement was recognised.

The brief description of the Group accounting policy, which is necessary to understand this Pro forma financial information, is presented below:

Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the companies in the Group, is classified as investment property. Investment property comprises freehold land, freehold buildings and land held under perpetual usufruct (approach is the same as for freehold properties).

Investment property is measured initially at cost, including related transaction costs. After initial recognition, investment property is stated at fair value.

The basis for determining the fair value of Group's property portfolio is the market-based measurement, which is the estimated amount for which a property could be exchanged on the date of valuation, under current market conditions between market participants in an arm's length transaction, after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion, i.e. acted in their economic best interest.

Fair value calculated using cash flow projections is based on the terms of the lease agreements and, in case of vacancy on the rent that is considered would be obtainable on an open market letting as at the date of valuation.

The valuation by the professional appraiser takes account of lease incentives, agent fees, property interests, financial leasing related to perpetual usufruct of land compensations and letting fees. The fair value of investment property reflects, among others, rental income from current leases and assumptions about rental income from future leases in the light of current market conditions. The fair value also reflects, on a similar basis, any cash outflows that could be expected in respect of the property.

The impact of fair value revaluation is presented in the Statement of the Profit or loss as the Fair value movements.

Interest bearing loans, borrowings and debentures

All loans, borrowings and debentures are initially recognised at fair value less directly attributable transaction costs. After initial recognition, they are subsequently measured at amortised cost using the effective interest rate method. This is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset/liability.

Other borrowings

On December 19th 2017 the Group received a loan at fixed interest rate from Globalworth Finance Guernsey Limited, the entity related with the Major Shareholder.

In order to present the net effects of the acquisition transactions was recognized as a change in other borrowings taking into account the transactions effectively had been financed by the Group shareholder borrowings.

Deposits from tenants and other deposits received

Deposits from tenants and other deposits liabilities are initially recognised at fair value and subsequently measured at amortised cost. Any difference between the initial fair value and the nominal amount is included as a component of operating lease income and recognised on a straight-line basis over the lease term.

Trade and other payables, deposits from tenants and other deposits are non-interest bearing and have settlement dates within one year, except for tenant deposits which are payable on lease termination.

Asset acquisition

During the first half of 2018 year the Group acquired the total of shares of entity holding an office buildings let under operating leases. The acquisition was made to give the Group access to those assets. The existing strategic management function and associated processes were not acquired with the property and, as such, the assumption is to consider this transaction as an asset acquisition.

Consolidation of subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

The Group controls an investee if, and only if, it has:

- Power over the investee (i.e., existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee;
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights results in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements;
- The Group's voting rights and potential voting rights.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of Other Comprehensive Income are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Notes to the Pro forma consolidated Financial Information

Note 1. Adjustments to the audited Warta Tower Sp. z o.o. sp. komandytowa financial statements for the year ended December 31st 2017

(all amounts in EUR thousands unless otherwise stated)

	Standalone financial statements before adjustments (audited)*	**Long term letting fees adj.**	**Short term letting fees adj.**	**Inventories and other assets reclass.**	**Acquisition Price Settlement**	**Standalone financial statements including adjustments**
Comment		1	2	3	4	
ASSETS						
Non-current assets						
Investment property	55,000					55,000
Long-term loans	0					0
Available for sale financial assets	0					0
Other long-term assets	1					1
Other receivables	190	(190)				0
Long-term restricted cash	0					0
Deferred tax assets	0					0
Total non-current assets	**55,191**	**(190)**	**0**	**0**	**0**	**55,001**
Current assets						
Short-term loans	0					0
Trade and other receivables	100			79		179
Income tax receivable	0					0
Debentures	0					0
Available for sale financial assets	0					0
Inventories	22			(22)		0
Other short term assets	148		(91)	(57)		0
Cash and cash equivalents	2,816					2,816
Total current assets	**3,086**	**0**	**(91)**	**0**	**0**	**2,995**
TOTAL ASSETS	**58,277**	**(190)**	**(91)**	**0**	**0**	**57,996**
EQUITY AND LIABILITIES						
Equity						
Issued share capital	14,513				(14,513)	0
Share premium	17,461				(17,461)	0
Other reserves	0				0	0
Foreign currency translation reserve	(225)				225	0
Net assets attributable to shareholders	0				0	0
Retained earnings	(24,475)	(190)	(91)		24,756	0

	Standalone financial statements before adjustments (audited)*	Long term letting fees adj.	Short term letting fees adj.	Inventories and other assets reclass.	Acquisition Price Settlement	Standalone financial statements including adjustments
Total equity	**7,274**	**(190)**	**(91)**	**0**	**(6,993)**	**0**
Non-current liabilities	,					
Bank loans	0					0
Other borrowings	0				6,993	6,993
Deferred tax liability	0					0
Guarantees retained from contractors	0					0
Deposits from tenants	339					339
Total non-current liabilities	**339**	**0**	**0**	**0**	**6,993**	**7,332**
Current liabilities						
Bank loans	0					0
Other borrowings	50,377					50,377
Guarantees retained from contractors	0					0
Trade and other payables	287					287
Deposits from tenants	0					0
Income tax payable	0					0
Total current liabilities	**50,664**	**0**	**0**	**0**	**0**	**50,664**
TOTAL EQUITY AND LIABILITIES	**58,277**	**(190)**	**(91)**	**0**	**0**	**57,996**

STATEMENT OF PROFIT OR LOSS						
Revenue	7,264					7,264
Operating expenses	(2,287)					(2,287)
Net operating income	**4,977**	**0**	**0**	**0**	**0**	**4,977**
Administrative expenses	(220)					(220)
Fair value movement	(17,182)	(190)	(92)			(17,464)
Other expenses	(11)					(11)
Other income	4					4
	(17,409)	**(190)**	**(92)**	**0**	**0**	**(17,691)**
Profit before net financing costs	**(12,432)**	**(190)**	**(92)**	**0**	**0**	**(12,714)**
Finance cost	(1,959)					(1,959)
Finance income	3,669					3,669
	1,710	**0**	**0**	**0**	**0**	**1,710**
Profit before tax	**(10,722)**	**(190)**	**(92)**	**0**	**0**	**(11,004)**
Income tax (expenses)	0					0
Profit for the year	**(10,722)**	**(190)**	**(92)**	**0**	**0**	**(11,004)**

** The financial statements of Warta Tower Sp. z o.o. sp. komandytowa have been audited by PricewaterhouseCoopers Sp. z o.o.*

Adjustments made in line with the group accounting policy:

1. In accordance with the group accounting policy the fair value of investment properties includes letting fees which had been paid in order to acquire new tenants. Consequently, each change of investment properties is accounted through fair value movement in Statement of Profit or loss.
2. In accordance with the group accounting policy the fair value of investment properties includes letting fees which had been paid in order to acquire new tenants. Consequently, each change of investment properties is accounted through fair value movement in Statement of Profit or loss.
3. Inventories consists law-value property equipments, and is presented including other assets, as the other receivables (advance paid).

Adjustments made due to acquisition agreement terms as well as the acquisition accounting treatment:

4. The acquisition of shares was made to give the Group access to those assets. The existing strategic management function and associated processes were not acquired with the property and, as such, the assumption is to consider this transaction as an asset acquisition. Considering the agreements terms and other circumstances, the Warta Tower financial data are presented with the assumption the acquisition is financed by loans granted by the Parent company shareholder.

Note 2. Adjustments to the audited Blackwyn Investments Sp. z o.o. financial statements for the year ended December 31st 2017

(all amounts in EUR thousands unless otherwise stated)

	Standalone financial statements before adjustments (audited)*	**Deffered tax asset elimination**	**Deffered tax liabilities elimination**	**Other borrowings reclassification**	**Fair value movements adj.**	**Fair value movements adj.**	**Acquisition Price Settlement**	**Standalone financial statements including adjustments**
Comment		1	2	3	4	5	6	
ASSETS								
Non-current assets								
Investment property	140,373							140,373
Long-term loans	0							0
Available for sale financial assets	3							3
Other long-term assets	0							0
Other receivables	0							0
Long-term restricted cash	0							0
Deferred tax assets	400	(400)						0
Total non-current assets	**140,776**	**(400)**	**0**	**0**	**0**	**0**	**0**	**140,376**
Current assets								
Short-term loans	0							0
Trade and other receivables	258							258
Income tax receivable	0							0
Debentures	0							0
Available for sale financial assets	0							0
Inventories								0
Other short term assets	0							0

	Standalone financial statements before adjustments (audited)*	Deffered tax asset elimination	Deffered tax liabilities elimination	Other borrowings reclassification	Fair value movements adj.	Fair value movements adj.	Acquisition Price Settlement	Standalone financial statements including adjustments
Cash and cash equivalents	3,525							3,525
Total current assets	**3,783**	**0**	**0**	**0**	**0**	**0**	**0**	**3,783**
TOTAL ASSETS	**144,559**	**(400)**	**0**	**0**	**0**	**0**	**0**	**144,159**
EQUITY AND LIABILITIES	,							
Equity								
Issued share capital	1						(1)	0
Share premium	0						0	0
Other reserves	6,591						(6,591)	0
Foreign currency translation reserve	73						(73)	0
Net assets attributable to shareholders	0						0	0
Retained earnings	(161)	(400)	2,129				(1,568)	0
Total equity	**6,504**	**(400)**	**2,129**	**0**	**0**	**0**	**(8,233)**	**0**
Non-current liabilities								
Bank loans	92,716							92,716
Other borrowings	36,051			537			8,233	44,821
Deferred tax liability	2,129		(2,129)					0
Guarantees retained from contractors	0							0
Deposits from tenants	894							894
Total non-current liabilities	**131,790**	**0**	**(2,129)**	**537**	**0**	**0**	**8,233**	**138,431**
Current liabilities								
Bank loans	4,921							4,921
Other borrowings	537			(537)				0
Guarantees retained from contractors	0							0
Trade and other payables	692							692
Deposits from tenants	115							115
Income tax payable	0							0
Total current liabilities	**6,265**	**0**	**0**	**(537)**	**0**	**0**	**0**	**5,728**
TOTAL EQUITY AND LIABILITIES	**144,559**	**(400)**	**0**	**0**	**0**	**0**	**0**	**144,159**

STATEMENT OF PROFIT OR LOSS								
Revenue	11,964							11,964
Operating expenses	(2,502)							(2,502)
Net operating income	**9,462**	**0**	**0**	**0**	**0**	**0**	**0**	**9,462**
Administrative expenses	(206)							(206)
Fair value movement	(7,041)				7,041	(8,343)		(8,343)
Other expenses	(18)							(18)
Other income	10							10
	(7,255)	**0**	**0**	**0**	**7,041**	**(8,343)**	**0**	**(8,557)**
Profit before net financing costs	**2,207**	**0**	**0**	**0**	**7,041**	**(8,343)**	**0**	**905**
Finance cost	(5,745)							(5,745)
Finance income	7,914							7,914
	2,169	**0**	**0**	**0**	**0**	**0**	**0**	**2,169**
Profit before tax	**4,376**	**0**	**0**	**0**	**7,041**	**(8,343)**	**0**	**3,074**
Income tax (expenses)	(879)	(400)	2,129		0			850
Profit for the year	**3,497**	**(400)**	**2,129**	**0**	**7,041**	**(8,343)**	**0**	**3,924**

** The financial statements of Blackwyn Investments Sp. z o.o. have been audited by Deloitte Audyt Sp. z o.o. sp. komandytowa*

Adjustments made in line with the group accounting policy:

1. In accordance with the group accounting policy all assets and liabilities items were presented in this Pro forma financial information assuming this was an assets acquisition. Considering this fact: no deferred tax assets and liabilities items were recognised, as well as no goodwill resulting from the acquisition settlement was recognised.

2. In accordance with the group accounting policy all assets and liabilities items were presented in this Pro forma financial information assuming this was an assets acquisition. Considering this fact: no deferred tax assets and liabilities items were recognised, as well as no goodwill resulting from the acquisition settlement was recognised.

3. Intercompany borrowings are presented as long-term liabilities according to the subrogation agreement and amendments signed regarding extension of the maturity date.

Adjustments made due to acquisition agreement terms as well as the acquisition accounting treatment:

4. Taking into consideration the accounting treatment of the acquisition transactions as an asset deal and the agreements terms, it has been assumed that only fair value movements resulting from the exchange rate differences for twelve months of 2017 should be reflected in the Pro forma Statement of the Profit or loss – therefore total fair value movements is eliminated. The adjustments were calculated on the base of standalone financial statements and trial balance of Blackwyn as at December 31st, 2017.

5. Taking into consideration the accounting treatment of the acquisition transactions as an asset deal and the agreements terms, it has been assumed that only fair value movements resulting from the exchange rate differences for twelve months of 2017 should be reflected in the Pro forma Statement of the Profit or loss. The adjustments were calculated on the base of standalone financial statements and trial balance of Blackwyn as at December 31st, 2017. The amount of adjustment reflects the difference between the property value expressed in euro as at December 31st2017 and December 31st, 2016.

6. The acquisition of shares was made to give the Group access to those assets. The existing strategic management function and associated processes were not acquired with the property and, as such, the assumption is to consider this transaction as an asset acquisition. Considering the agreements terms and other circumstances, the Blackwyn financial data are presented with the assumption the acquisition is financed by loans granted by the Parent company shareholder.

Note 3. Adjustments to the audited Spektrum Tower Sp. z o. o. financial statements for the year ended December 31st 2017

(all amounts in EUR thousands unless otherwise stated)

	Standalone financial statements before adjustments (audited)*	Letting fees reclass.	Administration costs reclass.	Tenants Deposits reclass.	Contractors deposit reclass.	Fair value movements adj.	Fair value movements adj.	Acquisition Price Settlement	Standalone financial statements including adjustments
Comment		1	2	3	4	5	6	7	
ASSETS									
Non-current assets									
Investment property	99,122	2,878							102,000
Long-term loans	0								0
Available for sale financial assets	4								4
Other long-term assets	0								0
Other receivables	0								0
Long-term restricted cash	0								0
Deferred tax assets	0	0							0
Total non-current assets	**99,126**	**2,878**	**0**	**0**	**0**	**0**	**0**	**0**	**102,004**
Current assets									
Short-term loans	0								0
Trade and other receivables	3,177	(2,878)							299
Income tax receivable	0								0
Debentures	0								0
Available for sale financial assets	0								0
Inventories									0
Other short term assets	0								0
Cash and cash equivalents	4,842								4,842
Total current assets	**8,019**	**(2,878)**	**0**	**0**	**0**	**0**	**0**	**0**	**5,141**
TOTAL ASSETS	**107,145**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**107,145**
EQUITY AND LIABILITIES	,								
Equity									
Issued share capital	26,652							(26,652)	0
Share premium	0							0	0
Other reserves	0							0	0
Foreign currency	134							(134)	0

	Standalone financial statements before adjustments (audited)*	Letting fees reclass.	Administration costs reclass.	Tenants Deposits reclass.	Contractors deposit reclass.	Fair value movements adj.	Fair value movements adj.	Acquisition Price Settlement	Standalone financial statements including adjustments
translation reserve									
Net assets attributable to shareholders	0							0	0
Retained earnings	(38,911)							38,911	0
Total equity	**(12,125)**	**0**	**0**	**0**	**0**	**0**	**0**	**12,125**	**0**
Non-current liabilities									
Bank loans	65,571								65,571
Other borrowings	50,211							(12,125)	38,086
Deferred tax liability	0								0
Guarantees retained from contractors	0								0
Deposits from tenants	0			2,062					2,062
Total non-current liabilities	**115,782**	**0**	**0**	**2,062**	**0**	**0**	**0**	**(12,125)**	**105,719**
Current liabilities									
Bank loans	0								0
Other borrowings	0								0
Guarantees retained from contractors	0				646				646
Trade and other payables	780								780
Deposits from tenants	2,708			(2,062)	(646)				0
Income tax payable	0								0
Total current liabilities	**3,488**	**0**	**0**	**(2,062)**	**0**	**0**	**0**	**0**	**1,426**
TOTAL EQUITY AND LIABILITIES	**107,145**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**107,145**
STATEMENT OF PROFIT OR LOSS									
Revenue	5,280								5,280
Operating expenses	(2,532)		194						(2,338)
Net operating income	**2,748**	**0**	**194**	**0**	**0**	**0**	**0**	**0**	**2,942**
Administrative expenses	0		(194)						(194)
Fair value movement	(150)					150	(5,891)		(5,891)
Other expenses	0								0
Other income	132								132
	(18)	**0**	**(194)**	**0**	**0**	**150**	**(5,891)**	**0**	**(5,953)**
Profit before net financing costs	**2,730**	**0**	**0**	**0**	**0**	**150**	**(5,891)**	**0**	**(3,011)**

Finance cost	(3,233)								(3,233)
Finance income	6,902								6,902
	3,669	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**3,669**
Profit before tax	**6,399**	**0**	**0**	**0**	**0**	**150**	**(5,891)**	**0**	**658**
Income tax (expenses)	0								0
Profit for the year	**6,399**	**0**	**0**	**0**	**0**	**150**	**(5,891)**	**0**	**658**

** The financial statements of Spektrum Tower Sp. z o. o. have been audited by KPMG Audyt Sp. z o. o. sp. komandytowa*

Adjustments made in line with the group accounting policy:

1. In accordance with the group accounting policy the fair value of investment properties includes letting fees which had been paid in order to acquire new tenants. Consequently, the value of these letting fees were reclassified to the investment property value.
2. In accordance with the group accounting policy the corporate costs are excluded from Net Operating Income and they are presented as administrative expenses.
3. In accordance with the group accounting policy tenants deposits are presented as a non-current liabilities according to the maturity date of these tenants deposits.
4. In accordance with the group accounting policy contractors deposits are presented as a non-current liabilities according to the maturity date of these contractors deposits.
5. Taking into consideration the accounting treatment of the acquisition transactions as an asset deal and the agreements terms, it has been assumed that only fair value movements resulting from the exchange rate differences for twelve months of 2017 should be reflected in the Pro forma Statement of the Profit or loss – therefore total fair value movements is eliminated. The adjustments were calculated on the base of standalone financial statements and trial balance of Spektrum as at December 31st, 2017.
6. Taking into consideration the accounting treatment of the acquisition transactions as an asset deal and the agreements terms, it has been assumed that only fair value movements resulting from the exchange rate differences for twelve months of 2017 should be reflected in the Pro forma Statement of the Profit or loss. The adjustments were calculated on the base of standalone financial statements and trial balance of Spektrum as at December 31st, 2017. The amount of adjustment reflects the difference between the property value expressed in euro as at December 31st2017 and December 31st, 2016.
7. The acquisition of shares was made to give the Group access to those assets. The existing strategic management function and associated processes were not acquired with the property and, as such, the assumption is to consider this transaction as an asset acquisition. Considering the agreements terms and other circumstances, the Spektrum financial data are presented with the assumption the acquisition is financed by loans granted by the Parent company shareholder. Given the fact that Spektrum has negative equity as at December 31st, 2017, the value of the IC loan were decreased by this amount.

Note 4. Adjustments to the audited EPP Portfolio Statements of Profit or Loss for the year ended December 31st 2017

(all amounts in EUR thousands unless otherwise stated)

This note discloses the adjustments to the audited EPP Portfolio financial statements and only includes adjustments to the statement of profit or loss for the year ended December 31st 2017. Because on December 22nd 2017 the group acquired all shares of the entities included in the EPP Portfolio, as at December 31st 2017 all balance sheet items were consolidated in a full method in the audited financial statements for the year ended December 31st 2017 of the group.

	Consolidated results before adjustments (audited)*	Excluding results	Including result	Fair value move-	Fair value move-	**Total adjustments**
Comment	*1*	2	3	4	5	
			(EUR thousands)			
STATEMENT OF PROFIT OR LOSS						
Revenue	*424*	(424)	15,682			15,258
Operating expenses	*(129)*	129	(4,809)			(4,680)
Net operating income	***295***	**(295)**	**10,873**	**0**	**0**	**10,578**
Administrative expenses	*(80)*	80	(104)			(24)

Fair value movement	*(885)*	885	(970)	(885)	970	0
Other expenses	*(20)*	20	(259)			(239)
Other income	*0*	0	0			0
	(985)	**985**	**(1,333)**	**(885)**	**970**	**(263)**
Profit before net financing costs	***(690)***	**690**	**9,540**	**(885)**	**970**	**10,315**
Finance cost	*(446)*	446	(4,450)			(4,004)
Finance income	*5,470*	(5,470)	5,941			471
	5,024	**(5,024)**	**1,491**	**0**	**0**	**(3,533)**
Profit before tax	***4,334***	**(4,334)**	**11,031**	**(885)**	**970**	**6,782**
Income tax (expenses)	*(801)*	801	(1,912)			(1,111)
Profit for the year	***3,533***	**(3,533)**	**9,119**	**(885)**	**970**	**5,671**

**The EPP portfolio financial statements as at and for the year ended December 31st 2017 have been audited by Ernst&Young Audit Sp. z o.o.*

1. The Group has consolidated the results of these entities for the period since December 22nd (when the acquisition transaction was executed) till 31st 2017. Results for 9 days of 2017 were included in the Consolidated Statement of Profit or loss for the period ended December 31st, 2017.
2. Excluding the results for the period since December 22nd till 31st, 2017 from the Consolidated Statement of Profit or loss for the period ended December 31st, 2017.
3. Including the results of these entities for the full year ended December 31st, 2017, assuming that they had been acquired on January 1st, 2017.
4. The Group acquired the total of shares of entities holding office buildings let under operating leases. The acquisition was made to give the Group access to these assets. The existing strategic management function and associated processes were not acquired with the property and, as such, the assumption is to consider this transaction as an asset acquisition. Therefore, any fair value movement items should be recognized. The adjustments were calculated on the base of standalone financial statements and trial balance of EPP Portfolio entities as at December 31st, 2017.
5. The Group acquired the total of shares of entities holding office buildings let under operating leases. The acquisition was made to give the Group access to these assets. The existing strategic management function and associated processes were not acquired with the property and, as such, the assumption is to consider this transaction as an asset acquisition. Therefore, any fair value movement items should be recognized. The adjustments were calculated on the base of standalone financial statements and trial balance of EPP Portfolio entities as at December 31st, 2017.

Note 5. Elimination of interest and FX differences concerning Globalworth loans granted to the EPP Portfolio acquisition purposes

According to the assumption of the Pro forma Statement of Profit or loss, the acquisition of the EPP Portfolio took place January 1st, 2017 and it was financed by the Parent company share capital increase. In consequences, all finance costs and income which relates to the interests and exchange rate of Globalworth loans granted to finance this acquisition were excluded from the pro forma Statement of Profit or loss. Therefore the pro forma Statement of Profit or loss doesn’t include costs of financing this acquisition. The adjustments were calculated on the base of standalone financial statements and trial balance of Globalworth Poland N.V. as at December 31st, 2017.

Note 6. Elimination of interest and FX differences concerning EPP Portfolio entities interest- bearing liabilities for 12 months 2017

According to the assumption of the pro forma Statement of Profit or loss, the acquisition of EPP Portfolio took place January 1st, 2017 and it was financed by the Parent company share capital increase. In consequences, all finance costs and income which relates to the interest - bearing liabilities for the year ended December 31st 2017 of all EPP Portfolio entities, were excluded from the pro forma Statement of Profit or loss.

Note 7. Elimination of interest and FX differences concerning Warta Tower interest- bearing liabilities for 12 months 2017

According to the assumption of the pro forma Statement of Profit or loss, the acquisition of Warta Tower took place January 1st, 2017 and it was financed by the Parent company share capital increase. In consequences, all finance costs and income which relates to the interest - bearing liabilities for the year ended December 31st 2017 of Warta Tower, were excluded from the pro forma Statement of Profit or loss.

Note 8. Use of proceeds received from the Parent company share capital increase

The aggregate gross proceeds from the Private Placement is approximately EUR 450 million and the aggregate net proceeds from the Private Placement is approximately EUR 443 million, including a EUR 286,6 million increase of issued share capital and a EUR 156,4 million increase in share premium increase after deducting underwriting commissions and expenses of approximately EUR 7 million.

The Group applied these proceeds for the repayment of entire loans granted by the Parent company shareholder, the purchase of certain new properties and general corporate purposes.

Independent auditor’s assurance report on the compilation of pro forma financial information included in a prospectus

To: the shareholders of Globalworth Poland Real Estate N.V.

We have completed our assurance engagement to report on the compilation of pro forma consolidated financial information of Globalworth Poland Real Estate N.V. (formerly known as Griffin Premium RE.. N.V., the “Company”). The pro forma consolidated financial information consists of the pro forma consolidated statement of profit or loss for the year ended December 31, 2017 and the pro forma consolidated statement of financial position as at December 31, 2017 and related notes as included in the prospectus issued by the Company. The applicable criteria on the basis of which the management board has compiled the pro forma consolidated financial information are specified in the pro forma consolidated financial information which are included in the prospectus.

The pro forma consolidated financial information has been compiled by the management board to illustrate the impact of the acquisitions set out in the notes of the pro forma consolidated financial information on the Company’s financial position as at December 31, 2017 and its financial performance for the year ended December 31, 2017 as if the acquisitions had taken place as at January 1, 2017. As part of this process, information about the Company’s financial position and financial performance has been extracted by the management board from the Company’s consolidated financial statements for the year ended December 31, 2017, on which an independent auditor’s report has been published.

Management board’s responsibility for the pro forma consolidated financial information

The management board is responsible for compiling the pro forma financial information on the basis of the criteria that are specified in the pro forma financial information which are included in the prospectus.

Auditor’s responsibilities

Our responsibility is to express an opinion, as required by item 7 of Annex II of the Commission Regulation (EC) No 809/2004, as to the proper compilation of the pro forma consolidated financial information and the consistency of accounting policies.

We conducted our engagement in accordance with Dutch law, including Dutch Standard on Auditing 3420, “Assurance-opdrachten om te rapporteren over het opstellen van pro forma financiële informatie die in een prospectus is opgenomen” (Assurance Engagements to Report on the Compilation of Pro Forma Financial Information included in a Prospectus) issued by the NBA (Koninklijke Nederlandse Beroepsorganisatie van Accountants **-** The Royal Netherlands Institute of Chartered Accountants). This standard requires that we comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the management board has compiled, in all material respects, the pro forma consolidated financial information on the basis of the criteria specified in the pro forma consolidated financial information which are included in the prospectus.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the pro forma consolidated financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the pro forma consolidated financial information.

The purpose of pro forma consolidated financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on historical unadjusted financial information of the Company as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at December 31, 2017 would have been as presented.

A reasonable assurance engagement to report on whether the pro forma consolidated financial information has been compiled, in all material respects, on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the management board in the compilation of the pro forma consolidated financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the pro forma consolidated financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the auditor’s judgment, having regard to the auditor’s understanding of the nature of the Company, the event or transaction in respect of which the pro forma consolidated financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the pro forma consolidated financial information.

We are independent of the Company in accordance with the Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in The Netherlands. Furthermore we have complied with the Verordening gedrags- en beroepsregels accountants (VGBA, Dutch Code of Ethics).

We apply the Nadere voorschriften kwaliteitssystemen (NVKS, Regulations for Quality management systems) and accordingly maintain a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- the pro forma consolidated financial information of the Company has been compiled, in all material respects, on the basis of the criteria specified in the pro forma consolidated financial information which are included in the prospectus; and
- that basis is consistent with the accounting policies of the Company as described in the consolidated financial statements of the Company for the year ended December 31, 2017.

Restriction on Use

The pro forma consolidated financial information is prepared for the purpose of inclusion in the prospectus. As a result, the pro forma consolidated financial information may not be suitable for another purpose. This report is required by the Commission Regulation (EC) No 809/2004 and is given for the purpose of complying with that Regulation and inclusion in the prospectus and for no other purpose.

Utrecht, July 31, 2018
Ernst & Young Accountants LLP

Signed by J.H.A. de Jong

The information contained in this section has been extracted from publicly available documents and information. The source of any external information is always given if such information is used in this section. The Issuer does not intend to and does not undertake to update the data concerning the market or the industry as presented in this section, subject to the duties resulting from generally binding regulations.

The economic situation in the European Union

The global financial crisis significantly affected real GDP growth in the European Union. According to Eurostat, the EU's economy shrank both in 2009 and 2012. However, since 2013, economic conditions have been consistently improving. According to Eurostat, the rate of growth of the EU's real GDP in 2017 was positive, at 2.6%. Poland was the only EU Member State to maintain positive real GDP growth in 2009. In 2017, the growth rate of real GDP in Poland was 4.6%. In 2009, the real GDP growth rates of the largest countries in the EU, such as France, the United Kingdom and Germany, were negative, at 2.9%, 4.2% and 5.6%, respectively, while in 2017 those rates were positive, at 1.8%, 1.8% and 2.2%, respectively.

The table below presents changes of real GDP in the European Union and selected EU Member States in 2009-2017 and estimations for 2018 and 2019.

Member State/EU	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018 *E	2019 *E
						(%)					
Belgium	(2.3)	2.7	1.8	0.2	0.2	1.4	1.4	1.5	1.7	1.8	1.7
France	(2.9)	2.0	2.1	0.2	0.6	0.9	1.1	1.2	1.8	2.0	1.8
Spain	(3.6)	0.0	(1.0)	(2.9)	(1.7)	1.4	3.4	3.3	3.1	2.6	2.1
Netherlands	(3.8)	1.4	1.7	(1.1)	(0.2)	1.4	2.3	2.2	3.2	2.9	2.5
Germany	(5.6)	4.1	3.7	0.5	0.5	1.9	1.7	1.9	2.2	2.3	2.1
Poland	2.8	3.6	5.0	1.6	1.4	3.3	3.8	2.9	4.6	4.2	3.6
Italy	(5.5)	1.7	0.6	(2.8)	(1.7)	0.1	1.0	0.9	1.5	1.5	1.2
United Kingdom	(4.2)	1.7	1.5	1.5	2.1	3.1	2.3	1.9	1.8	1.4	1.1
Czech Republic	(4.8)	2.3	1.8	(0.8)	(0.5)	2.7	5.3	2.6	4.4	3.2	2.9
Hungary	(6.6)	0.7	1.7	(1.6)	2.1	4.2	3.4	2.2	4.0	3.7	3.1
European Union	(4.3)	2.1	1.7	(0.4)	0.3	1.8	2.3	2.0	2.6	2.3	2.0

Source: Eurostat.

**European Economic Forecast – Winter 2018*

According to the European Commission (source: *European Economic Forecast – Winter 2018*), the European Union's real GDP growth rate is projected at 2.3% in 2018 and 2.0% in 2019.

Economic conditions in Poland

As the Group conducts its activities only in Poland, the local macroeconomic conditions affected and in the future will affect the Group's financial position, performance and development.

The table below presents changes in the key macroeconomic indicators for Poland in 2009–2017. In 2017, the consumer price index increased by 2% in comparison to the 2016. According to the Central Statistical Office in Poland, annual domestic demand growth amounted to 4.7% in 2017. Real annual GDP growth rate was 4.6% in 2017. Retail sales in 2016 increased by 6.2% in comparison to the previous year.

	Year ended 31 December								
	2009	2010	2011	2012	2013	2014	2015	2016	2017
					(%)				
Real GDP growth rate	2.8	3.6	5.0	1.6	1.4	3.3	3.8	2.9	4.6
Retail sales	1.7	(1.0)	3.2	0.5	1.3	3.9	5.4	6.2	*
Domestic demand	(0.2)	4.2	4.2	(0.5)	(0.6)	4.7	3.3	2.2	4.7
Consumer price index	3.5	2.6	4.3	3.7	0.9	0.0	(0.9)	(0.6)	2.0
Total average monthly real gross remuneration in national economy	2.0	1.4	1.4	0.1	2.8	3.2	4.5	4.3	3.4

Source: GUS.

**Not available.*

Poland's economy is one of the fastest growing economies in the EU, and Poland is also one of the largest EU Member States in terms of population. According to Eurostat, as of 1 January 2017, Poland, with a population of almost 38 million, was ranked sixth among EU Member States by population. With GDP at EUR 465.7 billion in 2017, Poland was the eighth largest economy in the EU (source: *Eurostat*), as a consequence it is the largest single internal market within the Central and Eastern Europe (the "**CEE**") region. Despite the financial crisis in 2009, Poland was the only EU Member State to have maintained a positive real GDP growth rate. In 2010, real GDP in Poland grew at the rate of 3.6%, and accelerated to 5% in 2011. In 2012, 2013, 2014 and 2015, Poland's real GDP growth rate was 1.6%, 1.4%, 3.3% and 3.8%, respectively, and in 2017 Poland was the sixth fastest growing economy in the EU (source: *Eurostat*), ahead of such countries as the United Kingdom, Germany and France (the GDP growth rates of which in 2017 were 1.8%, 2.2% and 1.8%, respectively). The key driver of economic growth in Poland is increasing consumer demand, fueled by growing employment and salaries, as well as the positive sentiment of households. Economic growth was also supported by rising business investments, markedly higher household spending on dwellings and growing exports.

According to the European Commission's forecast, Poland's real GDP in 2018 and 2019 will grow at the rate of 4.2% and 3.6%, respectively, which compares with the 2.3% and 2.0% growth rate for the entire EU in the same years. According to the NBP (National Bank of Poland), the real GDP growth rate in Poland will be relatively stable, settling at an average of 3.9% in 2018–2020. Economic growth will be driven largely by strong consumer demand and business investments.

These positive macro trends are expected to continue in the future. One of the key drivers of the expected GDP growth is the estimated level of structural investments supported by the EU funds, amounting to an estimated total of EUR 78–83 billion between 2014 and 2020 (source: *European Commission, Euromonitor Passport*). Polish government officials expect these funds to produce an overall boost to the economy of about two percentage points of GDP by 2020 (source: *Euromonitor Passport, Country Report*).

The Polish Real Estate Market

Overview

The real estate market in Poland has developed rapidly over the last decade, initially boosted by EU accession in 2004.

With around 13.8 million m² of modern retail space, 13.5 million m² of warehousing and nearly 10 million m² of office stock, Poland is the largest commercial real estate market in the entire Central and Eastern Europe region.

More importantly, according to JLL Transparency Index, its real estate market is regarded as transparent as that of Germany, Denmark, Belgium, Switzerland and Sweden, with only five European countries falling into the "highly transparent" category ahead of Poland.

Office Segment

Office developers active in Poland are typically international, or national companies with years of experience in commercial development.

Robust leasing activity is underpinning the positive office market sentiment in Poland's Big 7 cities. In particular the expansionary demand and numerous newcomers to the market in Warsaw drove net absorption to an all-time high of 362,000 m^2 in 2017. Warsaw came in with the second best result, after Paris (440,000 m^2), among major European cities. However, it should be underlined that Paris' total office stock is almost ten times that of Warsaw. So in relative terms, looking at absorption versus supply, Warsaw takes first position, outperforming Western European cities such as Dublin, Frankfurt, Brussels, Madrid, Barcelona, Berlin and Lisbon, which are recognized as highly competitive locations for attracting companies following Brexit.

The take-up in Poland's major markets last year was 1.5 million m^2 in gross terms and 1.1 million m^2 in net terms. 2016 saw also sound demand for office space with 1.3 million m^2 transacted on. Market sentiment for 2018 remains as favourable as ever.

Undoubtedly, Poland enjoys a Europe-wide or even global reputation for the very high quality, multilingual and cost effective business services it provides to corporations across the globe, a fact shown by sustainable positions in a range of global industry rankings.

A total of 1.8 million m^2 is currently under construction in Poland's biggest 7 cities, and the prevailing tenant-favourable market conditions undoubtedly encourage office space occupiers. They also put downward pressures on rents, which are approaching the bottom of the rental cycle. However, upward rental pressures are visible in cities such as the Tri-City, Katowice, Poznań and Łódź. Such situation is due to limited availability of new product and favourable position of several landlords across these markets.

Office market in Poland – key figures

	Warsaw	Kraków	Wrocław	Tri-City	Katowice	Poznań	Łódź
Total Stock (m^2)	5,283,500	1,099,600	905,800	697,800	460,600	455,300	437,800
Vacancy Rate (%)	11.7%	9.8%	9.4%	8.2%	11.3%	8.6%	9.5%
Demand - 2017 (m²)	820,100	200,800	169,500	113,200	30,900	78,200	58,500
Completions – 2017 (m²)	275,400	190,400	53,600	65,800	17,500	26,300	74,000
Under Construction (m²)...............	750,000	338,00	286,000	172,000	34,000	105,000	109,000

Source: JLL, Q4 2017

Retail Segment

In April 2018, total retail stock in Poland amounted to over 13.8 million m² of GLA, composed of various retail formats as presented in the table below:

Total retail stock by retail format in Poland

Retail format	GLA (m^2)	No of schemes	% of total stock
Shopping centers...........................	9,847,000	410	71%
Retail parks....................................	1,560,000	98	11%
Stand-alone retail warehouses.......	2,191,000	264	16%
Outlet centers.................................	239,000	14	2%
Total	**13,837,000**	**786**	**100%**

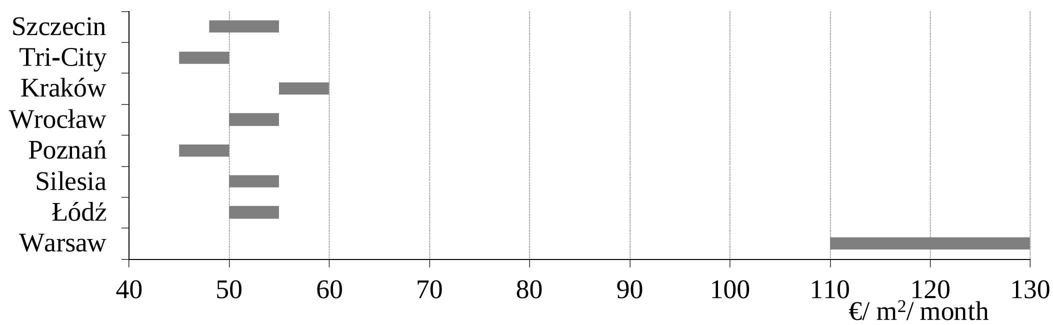
Source: JLL, April 2018

In contrast to most other European markets, where the historically developed high streets are still the dominating segment of the retail market and shopping centers play an important, yet somewhat complementary role, in Poland it is the latter segment that dominates the retail landscape in absence of meaningful high street retail provision.

Shopping Centre Market

Various retail formats are present on the Polish market; however, shopping and shopping & leisure centers accounting for 71% of the total modern retail supply, proved to be the most popular ones among the clients. At present, 410 shopping centers operate across Poland, totalling 9.85 million m^2 of GLA.

Prime rents in major agglomerations (€ / m^2 / month)



Source: JLL, Q1 2018 (applicable for 100 m^2 unit located on the ground floor of best retail center in the city)

Among major agglomerations the highest vacancy as of H2 2017 was registered in Silesia Agglomeration (6.1%). On the other side Warsaw recorded the lowest vacancy rate (2.7%). Obviously, the situation differs substantially depending on the market and the quality of individual projects.

Office Market in Warsaw

Warsaw wins big. The growth in the market here has been robust enough to cause significant improvements in a variety of real estate indicators, and also attract investors, but without running too hot. All that results from the constantly increasing levels of business activity in the capital of Poland combined with developing infrastructure and good quality of living which support that growth. Warsaw is now the undisputed regional leader and the outlook here remains as favourable as ever.

The city is, without doubt, continuously building on its vast potential. It proves, quarter after quarter, that the current market sentiment is more than just a fad and that it's here to stay. This is reflected by JP Morgan's recent decision to enter the Warsaw market. That firm has noted the diverse opportunities that the capital offers and its decision is likely to have a ripple effect. One of the beneficiaries, as the brightest hotspot on the Warsaw office map, is the area near Daszyńskiego roundabout – one of the largest construction sites in Europe and a place every company wants to be in. In a few years it will have been completely transformed into an ultra-modern business hub and a symbol of the city's economic strength. Another trend that's becoming increasingly noticeable in Warsaw is demand for flexible offices. Business centres and co-working spaces are developing rapidly and starting to play an important role in the market. However, Warsaw is facing some challenges, with the biggest of those continuing to be the war for talent. That shines a spotlight on the central areas of Warsaw, as the recruiting advantages of a central location boost both demand and supply there.

Such good market sentiment has resulted in extraordinary demand, which totalled 820,100 m² in Warsaw in 2017, i.e. 9% higher than 2016 and almost equal to the record-breaking 2015. The City Centre leads the way in terms of occupier activity, with 208,400 m² leased, of which 125,400 m² was located in the City Centre West subzone. Mokotów followed closely, with 204,600 m² transacted on, and third place was taken by the CBD.

Renewals amounted to 210,100 m² and expansions accounted for 91,500 m² (up 20% on 2016). The most notable deals were a 18,600 m² pre-let by City Service Poland in Generation Park X, a renewal for 18,300 m² by Millennium Bank in Harmony Office Centre, a new deal by JP Morgan for 15,600 m² in Atrium Garden, a renewal and expansion for 13,400 m² by Alior Bank in Łopuszańska Business Park B, and a renewal and expansion for 13,200 m² by AstraZeneca in Postępu 14.

The amount of new supply coming to the market in 2017 was lower than that in 2016, totalling 275,400 m², of which 77% was completed outside of the central areas of Warsaw. The largest openings included: Business Garden 3–7 (54,800 m², Żwirki i Wigury corridor); West Station II (35,000 m², Jerozolimskie corridor); and D48 (23,400 m², Mokotów). The volume of completions is expected to decrease further in 2018 and then to pick up in 2019–2020.

The under-construction volume currently amounts to 750,000 m², most of which is due for completion in 2019 and 2020, as mentioned above. That situation results from a number of large-scale on-going projects, which take longer to build. It is interesting that 78% of total volume is located in the central areas of Warsaw. This may result in a possible shortage of new space in non-central locations in the mid-term perspective.

The lower completions volume in 2017 and the robust demand last year resulted in a steady decrease in the vacancy rate throughout Warsaw, with that rate now at its lowest since 2013. Currently 11.7% of space in Warsaw is vacant (which is 2.5 pp lower than Q4 2016). For central areas the rate is 9.1% (6.2 pp lower than in Q4 2016, which shows remarkable absorption of office space), while for non-central Warsaw the figure is 13.2%. This situation is expected to continue in the mid-term perspective.

Prime headline rents remained relatively stable in 2017. A slight correction was seen in Q2 in the upper rental band for the CBD, where rents are currently quoted at €20.5–€23.0 / m² / month (down from €20.5–€23.5 / m² / month). Prime assets located in the best non-central areas lease for €11.0–€16.0 / m² / month.

Competition Analysis

Batory Building I, Warsaw, Existing

Selected competition	**Developer/ Owner**	**Address**	**Status**	**Completion date**	**Total office area (m²)**	**Vacant space (m²)**	**Asking headline rent (€/m²/ month)**	**Service charges (PLN/m²/ month)**
Batory Building I	Globalworth	Jerozolimskie 212 A	Existing	2000	6,610	654*	11.50	16.00
Astrum Business Park I	Prochem	Łopuszańska 95	Existing	2016	22,570	2,475	12.50	17.00
Bolero Office Point I&II&III	Real Management	Równoległa 4	I – existing, 2014 II&III - planned	I – 2014 II&III - tbc	I – 9,661 II – 8,900 III – 11,900	I – 0 II – 8,900 III – 11,900	11.50	15.00
Flanders Business Park A-E	Liebrecht &wooD	Flisa	A&B – existing C – under construction D&E – planned	A – 2009 B – 2000 C – 8 mth pre-let D&E – 18-24 month pre-let	A – 8,520 B – 5,364 C – 7,395 D – 6,400 E – 6,977	A – 0 B – 611 C – 7,395 D – 6,400 E – 6,977	12.50-13.00	16.00-22.00
Jutrzenki Business Park A&B&C	OKRE Development	Jutrzenki 116	A&B – existing C - planned	A&B – 2006/2008 C – 20	A&B – 5,476 C – 2,460	A&B – 0 C – 2,460	11.00	18.50

				month pre-let				
Łopuszańska Business Park B	Starwood	Łopuszańska 38	existing	2013	16,524	0	n/a	

Source: JLL, Q4 2017

**including premises covered with Rental Guarantee*

Bliski Centrum, Warsaw, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/month)
Bliski Centrum	Globalworth	Żurawia 8	Existing	2000	4,920	170*	16.50	25.00
Liberty Corner	GLL Real Estate Partners	Mysia 5	Existing	2003	5,118	0	24.00	28.00
N21	IVG Poland	Nowogrodzka 21	Existing	2008	3,323	0	19.00	23.50
Nautilus	Platan Group	Nowogrodzka 11	Existing	1998	7,215	826	17.00	26.00
M76	Raiffeisen Immobilien	Marszałkowska 76	Existing	2002	5,600	744	21.00	25.00
Wspólna Center	CA Immo Real Estate	Wspólna 47/49	Existing	2000	7,471	87	17.00	23.50

Source: JLL, Q4 2017

** including premises covered with Rental Guarantee*

Nordic Park, Warsaw, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/month)
Nordic Park	Globalworth	Kruczkowskiego 8	Existing	2000	9,024	2,324*	17.00	25.00
Hortus	Nieruchomości Powiśle	Topiel 12	Existing	2011	10,600	0	n/a	
Nautilus	Platan Group	Nowogrodzka 11	Existing	1998	7,215	826	17.00	26.00
Ludna 2	Solec 22 Sp. z o. o.	Ludna 2	Existing	1998	10,000	238	12.84	18.20
Innovation Park	IQ Investments	Kruczkowskiego 2	Existing	2014	11,453	0	n/a	
Carpathia Office	GD&K Consulting	Zajęcza 15	Existing	2015	4,700	391	n/a	19.00
The Tides	The Tides Property Group	ul. Wioślarska 6	Existing	2016	12,000	4,500	19.00-23.00	19.00
Solec 38	Solec Development	Solec 38	Existing	2004	2,700	0	n/a	n/a

Source: JLL, Q4 2017

**including premises covered with Rental Guarantee*

Company House I (Philips HQ), Warsaw, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/month)
Philips House	Globalworth	Jerozolimskie 195 b	Existing	1999	6,217	568*	14.10**	16.00
Flanders Business Par A-E	Liebrecht &wooD	Flisa	A&B – existing C – under construction D&E – planned	A – 2009 B – 2000 C – 8 mth pre-let D&E – 18-24 month pre-let	A – 8,520 B – 5,364 C – 7,395 D – 6,400 E – 6,977	A – 0 B – 611 C – 7,395 D – 6,400 E – 6,977	12.50-13.00	16.00-22.00

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/m onth)
Kopernik A-E	RREEF	Jerozolimskie 172-180	Existing	2002-2007	A – 5,351 B – 2,729 C – 3,863 D – 4,730 E – 5,996	A – 3,000 B – 494 C – 354 D – 0 E – 1,533	12.75-12.95	15.50-18.50
Mistral A/B	VIENNA INSURANC E GROUP	Jerozolimskie 162	Existing	2001-2007	21,803	3,600	12.75	15.00
Oxygen Park A&B	Golden Star Estate	Jutrzenki 137	Existing	2001	A – 8,543 B – 8,770	0	n/a	
Libra Business Center I	VIENNA INSURANC E GROUP	Daimlera 2	Existing	2012	15,000	317	13.50	14.50

Source: JLL, Q4 2017

**including premises covered with Rental Guarantee*

*** Rent rate higher due to location closer to the city center, better exposed to the main artery, freehold title to the land and recent building revitalization*

Warta Tower, Warsaw, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/m onth)
Warta Tower	Globalworth	Chmielna 85/87	Existing	2000	28,091	2,137	14.00	22.00
Millennium Plaza	Atlas Estates	Jerozolimskie 123a	Existing	1999	32,606	7,547	13.50	20.00
Prosta Office Centre	Cromwell Poland	Prosta 51	Existing	2007	19,549	6,041	17.00	19.27
Sienna Center	CA Immo Real Estate	Sienna 73-75	Existing	1998	19,391	0	16.50	21.50
Brama Zachodnia	IMMOFINA NZ	Jerozolimskie 92	Existing	2001	23,754	1,545	13.75	18.00
Central Tower	CPI Poland	Jerozolimskie 81	Existing	1996 (modernized 2006)	14,444	1,752	16.00-17.00	22.00

Source: JLL, Q4 2017

Browary Warszawskie J, Warsaw, Planned

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/m onth)
Browary Warszawskie J	Echo Investment	Grzybowska 62	Under construction	H2 2018	14,979	8,264	19.00	19.00
ArtN	Capital Park	Żelazna 51/53	Under construction	2020	39,100	39,100	19.00-21.50	19.00
Chmielna 89	Cavatina	Chmielna 89	Under construction	2019/2020	24,000	24,000	18.00-21.00	18.00
Generation Park Z	Skanska Property Poland	Towarowa /Prosta	Under Construction	2019	17,000	17,000	18.50	18.00
Nowogrodzka Square	Yareal Polska	Jerozolimskie 93	Under construction	2018	10,900	8,400	21.00	15.00

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/month)
Spark B-C	Skanska	Wolska 6	Under construction	B – 2019 C - 2018	B – 15,700 C – 11,400	B – 15,700 C – 4,200	17.25-17.75	18.00

Source: JLL

Moje miejsce (Beethovena) I&II, Warsaw, Planned

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/month)	Service charges (PLN/m^2/ month)
Moje miejsce (Beethovena) I & II	Echo Investment	Beethovena 1 / Sobieskiego	Under construction/ Planned	I – H1 2019 II – H2 2019	I - 17,845 II – 16,380	I - 17,845 II – 16,380	13.75	-
Beethoven Point	Inter Estate	Bobrowiecka 1	Planned	20 month pre-let	6,500	6,500	16.00	20.00
Bobrowiecka 8	Spectra Development	Bobrowiecka 8	Existing	2017	20,000	9,000	14.00	16.50
Domaniewska	Skanska Property Poland	Domaniewska/Puławska	Planned	2020	29,600	29,600	15.00	16.00
Hello	Skanska Property Poland	Sobieskiego	Planned	18 month pre-let	12,000	12,000	14.25	17.00
Witosa Point	Todan Development	Idzikowskiego 16	Under construction	2018	6,300	6,300	13.50-14.00	16.00

Source all charts: JLL

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings in each of the sub-markets of properties owned by the Issuer. Competition will of course also be formed by other office buildings in Warsaw, but the Company believes that the buildings presented in the tables form the most direct competition to the specific office assets of the Issuer.

Retail Market in Warsaw

Hala Koszyki and its competition

Hala Koszyki is a refurbished mixed-use development with long historical trade roots dating back to 1909. The scheme is centrally located on Koszykowa Street. It was redeveloped and reopened in 2016 and currently offers 6,500 m² of retail space on 2 trading floors and ca. 15,700 m² of office space. The scheme does not house any fashion retailers, but positions itself more as a dining and convenience shopping destination.

Due to its size and retail offer we see main competition coming from high-street restaurants and cafes, especially those located on popular Chmielna, Nowy Świat, Poznańska, or Parkingowa streets. Due to its exceptional design and atmosphere as a dining destination, Hala Koszyki's catchment area expands far beyond its direct vicinity and is a destination that attracts clientele from entire Warsaw and beyond. Therefore, its competitors there include also other existing and planned mix-use projects with a broad and attractive dining offer, however it has to be highlighted that none of the schemes listed below has such a purpose planned and comprehensive offer as Hala Koszyki offers. These include:

- Soho Factory (owned by Yareal) in Kamionek area of Praga district, on Mińska Street, in place of historical buildings of the former factory. The whole complex combines office, residential, retail, cultural and entertainment facilities. Among its famous tenants are Warszawa Wschodnia restaurant by Mateusz Gessler or the Neon Museum.
- Hala Gwardii (owned by the City and managed by CBR Events) is a new gastronomic place on the map of Warsaw, located in strict City Centre at Plac Żelaznej Bramy 1 Square. In 2017 CBR Events signed a three-year lease agreement with the City. The historic building houses now a numerous restaurants, including Tel Aviv Urban Food, Warburger, or Kiełba w Gębie among others. The restaurants are open on weekends.
- Burakowska Street (owned by private individuals) is well known meeting and dining destination in the fringe of Śródmieście, Żoliborz and Wola districts. Among restaurants operating there, there is the famous Mielżyński restaurant. In addition, the offer is complemented by several interior designers and home accessories stores. The vicinity of Burakowska street has been subject to extensive residential developments, which additionally strengthen its direct catchment area.

- Art N (owned by Capital Park S.A.) planned in Wola district, on Żelazna 51/53 Street at the site of the former Norblin factory. The entire complex will be multifunctional with a unique design. In addition to the retail area of ca. 20,000 m² (across three levels) full of cafes and restaurants, the project will consist of 40,000 m² of office space, three-storey underground car park, BioBazaar with fresh, ecological foodstuffs, Open Museum of the Former Norblin Factory. Preparatory works have already started with completion scheduled for 2020.
- Centrum Praskie Koneser (owned by BBI Development S.A.) in Praga district, on Ząbkowska Street, in place of historical buildings of the former Warsaw Vodka Distillery "Koneser". The whole complex will combine office, residential, hotel, retail, cultural and entertainment facilities. Some of the residential and office building have been already completed. Finalization of the entire project is scheduled 2018. The retail part will provide 21,000 m² of GLA. 30% of that space will be devoted for gastronomy (restaurants, bars, cafes). The remaining area will be let to retailers representing other categories such as fashion, health & beauty, sport and fitness.
- EC Powiśle (Copernicus Square), owned by Tristan Capital Partners and White Star Real Estate, in Śródmieście district, Powiśle area – a regeneration project of the former power plant "Powiśle". The whole complex will combine office, residential, and retail uses. The retail part will provide ca. 15,500 m² of GLA. Completion of this project is scheduled for Q4 2018.
- Bohema in Praga Północ district (owned by Okam Capital Sp. z o.o.), in place of the former "Pollena" cosmetics factory on Szwedzka Street, next to the future metro station (under construction). The project by Okam Capital will be featuring the following uses: residential, retail, and office. Retail and entertainment area will occupy ca. 22,000 m² comprising fresh market of 2,000 m² among others. Completion of first phase of the project is expected in 2019.

Partial competition may also come from retail units located in the ground floors of residential and office buildings, as well as food court offer in centrally located shopping centers such as Złote Tarasy.

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings to the property owned by the Issuer. Competition will also arise from other retail schemes in Warsaw, but the Company believes that the buildings presented in the tables are the most direct competition to the specific asset of the Issuer.

Office Market in Wrocław

Wrocław is the third largest office market in Poland and a vibrant agglomeration. The recent robust developer activity here has resulted in substantial growth of the total supply in the city, which is supported by continuous confidence in Wrocław from occupiers. 2017 was particularly spectacular for Wrocław in terms of demand, reaching record-breaking result. One of the city's key features is its ability to attract new investors, with recent entrants including Dropl, Epiq Systems, Infor, Mahle, Red Embedded, Sigma AB, SmartStream, Ryanair and Xylem Shared Services. This has resulted in increased leasing activity year on year.

Wrocław is one of the key locations for modern business services sector in Poland. The sector employs some 40,000 staff and that figure is constantly growing. In 2017 the new supply in Wrocław reached 53,600 m². Furthermore, what stands out in Wrocław is the construction activity. Currently it amounts to almost 286,000 m² and 35% of that volume is already pre-leased.

In 2015 the market saw exceptional take-up figures reaching over 127,000 m². In 2016 the robust leasing activity continued in Wrocław. As already mentioned, 2017 saw an all-time-high result of 169,500 m². Such a result was possible due to a number of large leases signed in the city. Wrocław also boasts a high share of pre-lets in total demand (29%). Largest transactions included a pre-let for 15,500 m² by Credit Agricole in Business Garden, a renewal for 14,200 m² by Credit Suisse in Grunwaldzki Center and a new contract for 13,100 m² in Business Garden I by Capgemini.

The vacancy rate increased in Wrocław along with the large completion volume and reached 12.5% at the end of 2016. However, the remarkable absorption volumes in the city contributed to the fall of the rate in 2017 and currently it stands at 9.4%.

After a 5% fall observed in 2014, prime headline rents were stable and ranged between €14.0 and €14.5 m²/ month until the end of 2016. In H1 2017 the correction of the lower rental band was observed from €14.0 to € 13.9 / m² / month.

Competition to West Gate, Wrocław, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/ month)
West Gate	Globalworth	Lotnicza 12	Existing	2015	16,646	97	14.50	17.30
Business Garden Wrocław	Vastint	Legnicka 48-50	I-Existing II-Under Construction	I-2016 II-2019	I-36,600 II-68,000	I-868 II-44,500	14.50	16.00
Millennium Towers I&II&IV	DESCONT DEVELOPER	Strzegomska 42	Existing	2001-2013	23,700	0	13.00-14.00	14.00-15.00
Green Towers A&B	PZU Asset Management	Śrubowa 1	Existing	2012-2013	21,925	1,985	14.20	20.00
West House 1A&1BI&1BII	Archicom	Strzegomska 140-142	Existing	2008-2014	22,000	3,841	12.35-13.00	13.70-15.30
Diamentum Office	Cavatina	Robotnicza 42a	Under construction	2018	8,841	8,841	13.50	14.50

Source: JLL, status as of Q4 2017

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings in each of the sub-markets of properties owned by the Issuer. Competition will of course also be formed by other office buildings in Wrocław, but the Company believes that the buildings presented in the tables form the most direct competition to the specific office assets of the Issuer.

Competition West Link, Wrocław, Prefunded, Under Construction

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/ month)
West Link	Griffin PRE	Lotnicza / Legnicka	Under construction	2018	14,390	327	14.50	15.00
Business Garden Wrocław	Vastint	Legnicka 48-50	I-Existing II-Under Construction	I-2016 II-2019	I-36,600 II-68,000	I-868 II-44,500	14.50	16.00
Millennium Towers I&II&IV	DESCONT DEVELOPER	Strzegomska 42	Existing	2001-2013	23,700	0	13.00-14.00	14.00-15.00
Green Towers A&B	PZU Asset Management	Śrubowa 1	Existing	2012-2013	21,925	1,985	14.20	20.00
West House 1A&1BI&1BII	Archicom	Strzegomska 140-142	Existing	2008-2014	22,000	3,841	12.35-13.00	13.70-15.30
Diamentum Office	Cavatina	Robotnicza 42a	Under construction	2018	8,841	8,841	13.50	14.50

Source: JLL, status as of Q4 2017

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings in each of the sub-markets of properties owned/prefunded by the Issuer. Competition will of course also be formed by other office buildings in Wrocław, but the Company believes that the buildings presented in the tables form the most direct competition to the specific office assets of the Issuer.

Retail Market in Wrocław

Set out below is a table presenting major existing shopping centers in the Wrocław market.

Major existing shopping centers in Wrocław

Scheme	Owner	Opening	Location	GLA (m^2)	Units	Food store	DIY	Other major tenants
Renoma	Globalworth	2002; 2009	ul. Świdnicka 40	30,000*	120	Biedronka	n/a	TK Maxx, Inditex Group, LPP Group, New Look, Go Sport, Kinderplaneta, Empik, Smyk
Magnolia Park	Union Investment	2007; 2015	ul. Legnicka 58	100,000	250	Tesco	Castorama	Saturn, Decathlon, Peek&Cloppenburg, Inditex Group, LC Waikiki, H&M, Intersport, C&A, LPP Group, TK Maxx, Helios

Scheme	Owner	Opening	Location	GLA (m²)	Units	Food store	DIY	Other major tenants
Wroclavia	Unibail Rodamco	2017	ul. Sucha 1	64,000	180	Carrefour, Biedronka	n/a	Inditex Group, LPP Group, Sfera, H&M, Peek & Cloppenburg, Steve Madden, Empik, Cinema City, CityFit, Go Sport
Aleja Bielany S.C.	Ikea Centres	1998; 2015	ul. Czekoladowa 9	62,000	200	Tesco	OBI and IKEA next site	H&M, Smyk, LPP Group, Rossmann, Sports Direct, Empik, RTV Euro AGD, TK Maxx, Helios
Pasaż Grunwaldzki	Redefine / Echo	2007	Pl. Grunwaldzki 22	50,000	200	Delikatesy Tradycja & Jakość	n/a	Saturn, H&M, Inditex Group, Empik, Smyk, LC Waikiki, New Yorker, LPP Group, Kinderplaneta, Multikino
Galeria Dominikańska	Atrium Poland RE	2001	Pl. Dominikański 3	32,400	100	Carrefour Market	n/a	Media Markt, Van Graaf, Inditex Group, LPP Group, Rossmann, Mango, New Yorker, Martes Sport, Empik
Arkady Wrocławskie	LC Corp S.A.	2007	ul. Powstańców Śląskich 2-4	30,000	110	Piotr i Paweł	n/a	OH Kino, Rossmann, RTV Euro AGD, KappAhl, H&M, New Yorker, Cubus, Pepco, Quicksilver, Sportisimo, Fitness Academy

Source: JLL, April 2018

n/a – not available
** approx. GLA of retail component*

Renoma and its competition

Renoma shopping center is a refurbished department store with long historical trade roots dating back to 1930. This shopping and cultural center is located prominently in downtown, on Świdnicka Street. The scheme was redeveloped and reopened in 2009 and currently offers 30,000 m^2 of retail GLA on 5 trading floors. Considering strict city center area we see main competition coming from similar in size and retail offer, however more neighbouring in character shopping centers, namely Arkady Wrocławskie (0.5 km south of Renoma), Galeria Dominikańska (1 km north-east of Renoma) and newly open Wroclavia (1 km south-east of Renoma). In terms of positioning Renoma offers more up-market brands, for a number of which Renoma is their only location in the entire Wrocław region e.g. Henri Lloyd, Armani Jeans, Patrizia Pepe, and Liu Jo among others. Moreover, Renoma benefits from the extended homeware and home accessories offer, which is one of its unique selling points. Competing schemes include:

- Wroclavia shopping & leisure center located 1 km south-east of Renoma, next to the main train station and coach terminal. The center of 64,000 m^2 is the second largest after Magnolia Park in the Wrocław agglomeration. The project developed by Unibail-Rodamco houses 180 brands, both mass market, and more up-market ones, such as Massimo Dutti, Uterque, Lacoste, Guess, and Calvin Klein.
- Pasaż Grunwaldzki shopping & leisure center, significant in size (50,000 m^2), is also a popular retail destination in the city. However, it is located farther away from the city center, some 3 km north-east of Renoma, and has a natural barrier in a form of Odra River, which in a way separates it from the core downtown area, therefore their catchment areas overlap only to certain extent.
- Very limited competition comes from the nearby high-street retailing, however, these are mostly small unit shops located on the ground floors of old tenements, and some in office buildings and small department stores, e.g. Kameleon on Szewska street, Likus Concept Store on Świdnicka street, or Feniks and Pasaż Pod Błękitnym Słońcem located on Rynek square. The retail offer on Wrocław high street is much narrowed when it comes to popular chain brands. Only few have opened their premises there: H&M, Escada & Salvatore Ferragamo, Diesel, Super-Pharm, Hebe, Rossmann, Kruk, Empik, Tiger, Biedronka and Burger King fast-food restaurant. Also, Wrocław Główny Main Train Station, which is located in close proximity (1 km south-east of Renoma) is mostly gastronomy oriented being let to such tenants as McDonald's, KFC, Sphinx, Starbucks and Costa Coffee.

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings to the property owned by the Issuer. Competition will also arise from other retail schemes in Wrocław, but the Company believes that the buildings presented in the tables are the most direct competition to the specific asset of the Issuer.

Office Market in Katowice

Katowice is the largest city in and the capital of Śląskie voivodeship. Total office stock in the city now stands at approximately 460,600 m², which makes Katowice the fifth largest market in Poland. Further 34,200 m² is under construction, however more than half of that volume is contributed by a single development – phase one of .KTW (18,200 m²). Vast majority of new and pipeline projects are located along the Drogowa Trasa Średnicowa road (DTŚ) in the centre of Katowice.

Between 2010 and today, the market activity has mostly been driven by business services centres, which now lease ca. 47% of the occupied existing stock. Demand in 2015 surged to 63,000 m², a 31% increase compared with 2014. In 2016 the volume decreased to 40,900 m² and a large portion of that figure was generated by Silesia Business Park. Rather moderate occupier activity (30,900 m²) in Katowice in 2017 was a result of a lack of available modern product. 2018 is expected to perform visibly better due to a number of deals to be closed in pipeline developments.

The vacancy rate in Katowice has seen a significant volatility in 2016. It increased to 17.4% in Q1 2016 (from 13.2% in Q4 2015) and after some further fluctuations settled at 14.0% in Q4 2016. In Q4 2017 existing buildings provided around 52,000 m² of immediate available space for rent, which corresponds to a 11.3% vacancy rate for the city (2.7 p.p. decrease y-o-y). However, it is important to note that a significant part of the vacant space is in poor-quality buildings, which are not a target for large corporations. Moreover, the space is scattered across almost 50 buildings and the number of decent-sized options is scarce.

Prime headline rents in Katowice were static over H1 2017 and ranged between €12.50 and €13.5 / m²/ month. In Q3 2017 small corrections of the both upper and lower band had place and currently, rents for the best office developments oscillate between €12.0 – €14.0 / m²/ month, but due to the market situation (limited options on the market), the prime rental levels may increase in the future.

Competition to A4 Business Park, Katowice, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/ month)
A4 Business Park I-III	Globalworth	Francuska 42	Existing	2014-2016	30,556	1,089*	14.00	16.00
Centrum Biurowe Francuska A&B	Globe Trade Center	Francuska 36	Existing	2010	21,471	5,344	12.00-13.50	16.83
Katowice Business Point	Starwood	Ks. Piotra Ściegiennego 3	Existing	2010	17,000	3,290	13.50	17.00
Silesia Star I&II	LC Corp	Uniwersytecka 18-20	Existing	2014-2016	25,100	728	13.25	16.00
Silesia Business Park A-D	A&B-Niam C&D-Skanska Property Poland	Chorzowska 150	A&B-Existing C –Existing D-Under construction	A&B-2014&2015 C –2016 D-2018	A&B-21,340 C –10,670 D-10,670	A&B-707 C –1,940 D-7,800	13.95	17.50
Altus	Maciej Jaglarz	Uniwersytecka 13	Existing	2003	15,220	650	12.90	20.19

Source: JLL, status as of Q4 2017

**including premises covered with Rental Guarantee*

Competition to Supersam office component, Katowice, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/ month)
Supersam	Globalworth	Piotra Skargi 6	Existing	2016	6,683	2,686*	13.50	16.00
Centrum Biurowe Francuska A&B	Globe Trade Center	Francuska 36	Existing	2010	21,471	5,344	12.00-13.50	16.83
Katowice Business Point	Starwood	Ks. Piotra Ściegiennego 3	Existing	2010	17,000	3,290	13.50	17.00
Silesia Star I&II	LC Corp	Uniwersytecka 18-20	Existing	2014-2016	25,100	728	13.25	16.00
Silesia Business Park A-D	A&B-Niam C&D-Skanska Property Poland	Chorzowska 150	A&B-Existing C –Existing D-Under construction	A&B-2014&2015 C –2016 D-2018	A&B-21,340 C –10,670 D-10,670	A&B-707 C –1,940 D-7,800	13.95	17.50
Altus	Maciej Jaglarz	Uniwersytecka 13	Existing	2003	15,220	650	12.90	20.19

Source: JLL, status as of Q4 2017

**including premises covered with Rental Guarantee*

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings to the property owned by the Issuer. Competition will also arise from other office buildings in Katowice, but the Company believes that the buildings presented in the tables are the most direct competition to the specific office asset of the Issuer.

Retail Market in Katowice

Set out below is a table presenting key existing shopping centers operating in the region.

Major existing shopping centers in Silesia

Scheme	Owner	Opening	Location	GLA (m^2)	Units	Food store	DIY	Other major tenant
Supersam	Globalworth	2015	ul. Piotra Skargi 6	17,500*	74	Aldi	-	Media Expert, Reserved, Empik, Smyk, CCC, SportsDirect.com
Silesia City Center	Allianz / ECE/ private investors	2005	ul. Chorzowska 107	85,500	310	Tesco Extra	-	Cinema City, Saturn, Van Graaf, Inditex Group, LPP Group, H&M, C&A
M1 Czeladź	Chariot Top Group	1997	ul. Będzińska 80	52,500	110	Bi1	OBI to be	Media Markt, H&M, Martes Sport, Reserved, New Yorker
Galeria Katowicka	EPF	2013	ul. 3-go Maja 30	49,700	220	Stokrotka	-	Multikino, RTV Euro AGD, Peek & Cloppenburg, TK Maxx, Inditex Group, LPP Group, C&A, Terranova
3 Stawy (S.C & RP)	Union Investment	1999	ul. Pułaskiego 60	48,200	51	Auchan	Leroy Merlin	RTV Euro AGD, H&M, Fitness Academy, Media Markt, Media Expert, Komfort
Forum Gliwice	Deka	2007	ul. Lipowa 1	42,300	130	Carrefour	-	Cinema City, RTV Euro AGD, H&M, New Yorker
Gemini Park Tychy	Gemini Holding	2018	ul. Towarowa 2c	36,600	130	Piotr i Paweł	-	H&M, New Yorker, TK Maxx, Martes Sport, Empik, Empik, CCC, Fabryka Formy, RTV Euro AGD, Jysk

Source: JLL, April 2018

**approx. size of retail component*

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings to the properties owned by the Issuer. Competition will of course also be formed by other retail schemes in Katowice, but the Company believes that the buildings presented in the tables form the most direct competition to the specific retail asset of the Issuer.

Supersam and its competition

Supersam is a newly open high-street mixed-use project centrally located on Piotra Skargi Street in Katowice. The scheme offers 17,500 m² retail GLA on 4 trading floors. Due to its size, location and retail offer we see main competition coming from other city center shopping centers, especially from Galeria Katowicka and Silesia City Center, however they both feature more upmarket positioning, whereas Supersam is focused on convenience offer and more mass market / discount orientated fashion:

- Galeria Katowicka shopping center located on 3-go Maja 30 Street. The retail scheme of 49,700 m² GLA is located just 5-minute walking distance from Supersam. Among its major tenants there are: Stokrotka, Multikino, RTV Euro AGD, Inditex Group brands, TK Maxx, Reserved, and Peek & Cloppenburg.
- Silesia City Center located on Chorzowska 107 Street, is the largest shopping center in Silesia region, offering 85,500 m² GLA. Among its major tenants there are: Tesco Extra, Cinema City, Inditex Group brands, LPP Group Brands, Van Graaf, Calvin Klein, H&M, Hugo Boss, Intersport, and New Look.

Libero shopping centre that is under construction will soon become competition for Supersam. The project by Echo Investment will be located on the corner of Kolejowa and Kościuszki streets. The project will offer 45,000 m² GLA. Among signed tenants there are Piotr i Paweł, Helios, Media Markt, Fabryka Formy, MK Bowling, H&M, or Forever21. The opening is scheduled for Q3 2018.

Partial competition may also come from retail units located on high streets such as Dyrekcyjna, 3 Maja, Stawowa, Warszawska, Mariacka and department stores located in this region, such as Galeria Skarbek on Mickiewicza Street, although this is considered rather minor.

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings to the properties owned by the Issuer. Competition will of course also be formed by other retail schemes in Katowice, but the Company believes that the buildings presented above form the most direct competition to the specific retail asset of the Issuer.

Office Market in Łódź

Łódź is the seventh largest market in Poland in terms of modern office stock but it is developing at an incredible pace. Although most of the regional markets outside of Warsaw are growing and attracting new investors, Łodź seems to be outpacing some of the traditionally larger markets.

It is home to one of the most spectacular redevelopment project across the whole country and is succeeding with that. The New Centre of Łódź has completely redefined the spirit of Łódź and brought it into the forefront of modern-era cities.

Commercial developers are confident that there is a great potential in the city, which is underlined by land transactions involving international giants such as Ghelamco Poland, Skanska Property Poland, HB Reavis (which chose Łodź as the location for its first project outside of Warsaw), Echo Investment and many others.

In the past that hadn't been the case: developer activity and office completion levels were quite subdued, usually varying from 20,000 m² to 30,000 m² a year. In 2014 that volume fell to 2,600 m². However, as Łódź successfully stayed on the radar of global corporations for several years in a row and made headlines with spectacular lease transactions, there was a definite boom in new constructions. In 2017 a record breaking 74,000 m² of modern office space entered the market, with the largest new developments being Przystanek mBank (24,700 m², entirely occupied by mBank) and Nowa Fabryczna (19,400 m², with largest tenants being Fujitsu Technology Solutions and Whirpool), both located within the New Centre of Łódź.

All the growth on the supply side of the market is a result of the great interest in Łódź from both local and international companies. There has been a visible shift in the perception of the city, from a location with industrial heritage to a vibrant business hub offering high quality staff and modern real estate. In 2014 and 2015 demand volumes were highly dependent on large deals by Infosys and mBank (more than 24,000 m² of office space, which was the largest transaction in the history of the Łódź market, and indeed all the markets outside of Warsaw); however, there were also a number of mid-level transactions. In 2016 and 2017 there was no leases on such a scale, but a variety of newcomers and robust growth by companies already present in the city resulted in the spectacular performance of Łódź. A key feature of Łódź is its constantly sound volumes of transacted space.

Sound developer activity and robust demand for offices resulted in a steady fall in the vacancy rate in Łódź. In 2009 the amount of empty space exceeded 20%, which would be a worrying statistic now. However, that is no longer the case and the vacancy rate is currently at a healthy level.

At the end of 2017, there was 41,000 m² of office space available to lease, scattered across 44 buildings. This translated to a vacancy rate of 9.5%, which is broadly in line with major office markets in Poland. However, firms looking for larger premises have to consider pipeline developments in order to secure desirable space.

In terms of rental conditions, Łodź remains one of the most competitive markets. Prime rents are usually €1–1.3 / m²/month lower than in Kraków and Wrocław, which gives Łódź an advantage while competing for new investors. Currently the prime headline rents vary between €11.5 and 13.2 / m² / month.

Competition to Green Horizon, Łódź, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m^2)	Vacant space (m^2)	Asking headline rent (€/m^2/ month)	Service charges (PLN/m^2/ month)
Green Horizon	Globalworth	Pomorska 106	Existing	2012	33,510	0	13.00	17.00
Hi Piotrkowska	Master Managemen t	Piotrkowska 155	Under construction	2019	18,345	18,345	12.00-15.00	16.00
Brama Miasta	Skanska Property Poland	Kilińskiego	A-planned B1&B2- Under construction	A – tbc B1&B2 -2019	A-12,500 B1&B2- 25,300	A-12,500 B1&B2- 25,300	13.50	17.00
Nowa Fabryczna A&B	Niam	Składowa/ Nowowęglowa	Existing	2017	A – 8,340 B – 11,110	A – 0 B – 450	12.80	17.00
Ogrodowa Office Łódź	Warimpex	Ogrodowa 8/10	Under construction	2018	24,720	15,484	13.50-14.90	15.00
University Business Park I&II	GTC	Wólczanska 178	Existing	I – 2010 II - 2016	I – 18,740 II – 18,680	I – 2,666 II – 868	13.00	15.15

Source: JLL, status as of Q4 2017

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings to the property owned by the Issuer. Competition will also arise from other office buildings in Łódź, but the Company believes that the buildings presented in the tables are the most direct competition to the specific office asset of the Issuer.

Office Market in Kraków

Kraków has always been a star among the office markets outside of Warsaw. It is the best outsourcing destination in Europe and shows no signs of slowing down: in 2017 the total stock has crossed one million square metre threshold. The growth in the city is sustained by strong demand year after year, which has led to the development of numerous office destinations within the city.

Kraków is the largest office market in Poland outside of Warsaw. Construction activity and pipeline for the coming years is quite extensive. Currently approximately 338,000 m² of office space is under construction within the city and 17% of that volume is already pre-leased. In 2017 approximately 190,400 m² of new office space entered the market in Kraków, which represents ca. 41% of space delivered across all regional markets. The largest developments completed were Enterprise Park E&F, O3 Business Campus II, Comarch HQ 7 and Equal Business Park B.

Office demand in Kraków reached record-breaking 226,200 m² in 2015 (one third of total demand in regional markets), partly due to large occupiers present in the city, namely Shell, Capgemini and CH2M Hill, deciding to relocate or renew their leases. In 2016 total demand amounted to 187,800 m², which is a volume slightly lower than that for the whole of 2015, however still very strong. In 2017 Kraków again proved to be a leading regional market with 200,800 m² transacted on.

Since 2012 the vacancy rate remained relatively stable, at a very low level of approximately 5-6% (no other city in Poland was characterized by such positive market conditions). Extensive new supply in 2016 (more than 149,300 m² completed), resulted in a slight increase in vacancy at the year's end to 7.2%. In 2017 the value of the index was gradually edging up, along with the new office developments entering the market. As of Q4 2017 vacancy rate stands at 9.8%, which translates into 107,700 m² of immediately available office space. The increase in vacancy impacts mostly older assets, which have to revise their strategies in order to attract new tenants. Moreover, there is a clear trend of relocations within the city, as a result of the expansion needs of growing companies that are not met by their current office premises.

Prime rents have been relatively stable in Kraków for the last five years, however some upward rental pressures are observed, especially in the city centre. Currently prime headline rents in the city range between €13.5 and 14.6 / m² / month, while average asking rents vary from €13.0 to 13.6 / m² / month.

Competition to Lubicz Office Center I&II, Kraków, Existing

Selected competition	Developer/ Owner	Address	Status	Completion date	Total office area (m²)	Vacant space (m²)	Asking headline rent (€/m²/ month)	Service charges (PLN/m²/m onth)
Lubicz Office Center	Globalworth	Lubicz 23a	Existing	2000 / 2009	23,986	690*	15.50	15.00
Browary Lubicz (Kotłownia, G, Pałac Goetzów)	Balmoral Properties	Lubicz	Existing	2013-2016	6,600	100	14.00-16.00	10.00-14.00
Chopin Office Center	Warimpex	Przy Rondzie 2	Planned	2020	22,100	22,100	14.90	18.00
Hi 5ive 1-5	Skanska Property Poland / Niam (bldgs. 1&2)	Pawia	1&2-Existing 3-Planned 4&5-Under construction	1&2-Q1 2018 3-2021 4&5-2020	1&2-20,577 3-10,075 4&5-30,447	1&2-584 3-10,075 4&5-30,447	15.00	14.50-16.50
Mogilska 43	Warimpex	Mogilska 43	Under construction	2019	12,400	4,900	14.50	16
Unity Office complex	GD&K Consulting	Lubomirskiego	Under construction	2019-2020	32,600	32,600	14.50-25.00	16.50

Source: JLL, status as of Q4 2017

**including premises covered with Rental Guarantee*

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings to the property owned by the Issuer. Competition will also arise from other office buildings in Kraków, but the Company believes that the buildings presented in the tables are the most direct competition to the specific office asset of the Issuer.

Office Market in Tri-City / Gdańsk

The strong developer confidence in the Tri-City is constantly proved by the construction activity in the region. Currently, there is approx. 172,000 m² of modern office space under development in the entire agglomeration. We estimate that modern office space in the Tri-City may cross a 1,000,000 m² threshold by the end of 2020.

The market is continuously and rapidly growing, which is underpinned by global brands entering the agglomeration on a regular basis (i.e. State Street, Swarovski, Thyssenkrupp) or expanding the range of services they currently offer. Moreover, constantly increasing scale of the market enlarges the tenant-pool that may be seeking relocation possibilities within the Tri-City agglomeration. Such momentum is expected to remain as the Tri-City is perceived as a excellent business location with a high quality of living.

Demand for offices in the city continues to be on a sound upward trend. After the strong 2014, totalling 66,500 m² in gross terms, more than 107,000 m² was leased by corporate clients, followed by 93,200 m² transacted on in the Tri-City in 2016. In 2017 the demand figure reached 113,200 m², which is the best result in the history of the market. The largest deals of that period comprised: a renewal for 15,100 m² by Energa in Olivia Business Centre, a renewal and expansion by Amazon for 7,100 m² in Olivia Business Centre and a 6,100 m² pre-let by Swarovski in Yoko (newcomer to the Tri-City market).

Sound take-up and net absorption figures registered in recent years caused vacancy decrease to 11.1% at the end of 2016. In 2017 there was a further fall in vacancy rate, as a result of exceptional demand and robust expansion of firms present in the region and currently amounts to 8.2% (lowest in Poland).

Since Q1 2015 the market has reached bottom in terms of rents, which as of Q4 2016 stood at €12.75-13.5 / m² / month. In Q1 2017 upper rental band increased by €0.5 and currently prime headline rents in the region range from €12.75 to €14.0 /m²/month. Some rental pressures are observed in the Tri-City due to relatively high position of just few developers on the market.

Competition to Tryton Business House, Gdańsk, Existing

Selected competition	**Developer/ Owner**	**Address**	**Status**	**Completion date**	**Total office area (m²)**	**Vacant space (m²)**	**Asking headline rent (€/m²/ month)**	**Service charges (m²/ month)**
Tryton Business House	Globalworth	Jana z Kolna 11	Existing	2016	24,016	2,820*	13.50	15.00
Opera Office	Sharow Capital	Zwycięstwa 13a	Existing	2012	7,600	4,217	13.50	15.00
C200	Inopa	Marynarki Polskiej 163	Existing	2016	17,600	1,984	11.40-11.90	15.00
Olivia Business Centre	Olivia Business Centre	Grunwaldzka 472	Gate,Tower, Point,Four,Six,Star- Existing Prime A&B – Under construction	Gate,Tower,Point,Four,Six,Star - 2011-Q1 2018 Prime A&B – 2018-2019	Gate,Tower,Point,Four,Six, Star – 119,181 Prime A&B – 54,200	Gate,Tower, Point,Four, Six,Star – 29,000 Prime A&B – 54,200	On application	11.00-16.00
Alchemia I-IV	I- Bluehouse Capital II-PHN III-IV – Torus	Grunwaldzka	I-III Existing IV-Under construction	I-2013 II-2015 III-2017 IV-2019	I-16,744 II-21,000 III-36,000 IV-34,000	I-0 II-0 III-13,720 IV-34,000	III-IV 13.50-13.90	15.00
Arkońska Business Park	A1&A2- Cromwell A3-A5- PZU Asset Management	Arkońska 6	Existing	A1&A2-2008 A3-A5-2009-2010	A1&A2- 11,294 A3-A5- 16,623	A1&A2- 5,466 A3-A5-277	A1&A2- 12.75 A3-A5- 13.00-14.00	A1&A2- 17.50 A3-A5- 21.00

Source: JLL, status as of Q4 2017

**including premises covered with Rental Guarantee*

The above selected competition is viewed by the Issuer as the most representative examples of competing buildings to the property owned by the Issuer. Competition will also arise from other office buildings in the Tri-City, but the Company believes that the buildings presented in the tables are the most direct competition to the specific office asset of the Issuer.

European comparison – Offices

Warsaw, together with other major Polish cities, is still lagging behind major European office hubs in terms of office stock. With a total office supply of approx. 10 million m^2 (5.3 million m^2 in Warsaw alone), the Polish office market is half the size of some German cities, e.g. Munich or Berlin office markets.

To catch up with other major cities in Europe in this respect, development activity remains substantial in Warsaw with an 14% under construction to stock ratio – the second highest indicator in Europe after Istanbul. However, it is important to stress that such developers activity is driven by vigorous absorption of new supply in Warsaw. In addition, Warsaw also remains first in terms of volume of under construction developments in CEE, while in the whole of Europe it is fifth, behind Paris, Istanbul, London and Berlin.

Poland is among the top countries in Europe in terms of employment growth. It is forecasted that employment in the services sector in 2017-2027 should increase by more than 500,000. The increase in headcount should have a positive impact on take-up levels and boost expansion of services in Poland.

Warsaw's market is highly absorptive and the figure reached an all-time high of 362,000 m^2 in 2017. Warsaw came in with the second best result, after Paris (440,000 m^2), among major European cities. However, it should be underlined that Paris' total office stock is almost ten times that of Warsaw. So in relative terms, looking at absorption versus supply, Warsaw takes first position, outperforming Western European cities such as Dublin, Frankfurt, Brussels, Madrid, Barcelona, Berlin and Lisbon, which are recognized as highly competitive locations for attracting companies following Brexit. Net Absorption represents the change in the occupied stock within a market during the survey period (normally delivered annually).

Prime headline rents in Warsaw are one of the lowest among key European cities providing attractive lease terms for occupiers. After a peak in 2007-H1 2008, office rents have been under downward pressures reaching €20.5-23/m^2/ month in 2017 for best quality assets in Warsaw.

Prime Headline Rents (€/ m^2/ month)

City	Prime Headline Rent (€/ m^2/ month)
London	111.2
Paris	64.6
Stockholm	59.3
Zurich	57.0
Dublin	53.8
Moscow	52.1
Milan	45.8
Frankfurt/M	38.0
Munich	37.0
Rome	35.8
Oslo	35.6
Manchester	34.4
Amsterdam	33.3
Helsinki	33.0
Madrid	31.3
Glasgow	30.3
Berlin	30.0
Hamburg	26.5
Vienna	26.0
Brussels	25.0
Barcelona	23.3
Warsaw	23.0
Budapest	22.5
Athens	22.0
Copenhagen	21.3
Prague	21.0
Lisbon	20.0
Utrecht	20.0
Bucharest	18.5
Rotterdam	17.5

City	Prime Headline Rent (€/ m^2/ month)
The Hague	16.3

Source: JLL, Q4 2017
Note: total occupancy cost including service charge also may show different order among the listed cities

The blended average vacancy rate in major Polish cities is estimated at around 10.8% versus the European average of 7.4%. Higher vacancy rates are typical for rapidly developing, smaller markets which are sensitive to both completions and net absorption levels. The lowest vacancy in Poland was registered in the Tri-City (8.2%) and the highest in Warsaw (11.7%).

Prime office yields in Warsaw stand at 5-5.25% for best quality assets located in the very center of Warsaw and leased at market rents and 5 or more years of outstanding length of the leases, and together with Prague are the lowest in CEE. However, when compared to other Western European cities, Poland's prime office yields are still considered attractive and much higher than those of its peers.

Prime Yields (%)

City	Prime yield (%)
Berlin	2.90
Paris CBD	3.00
Hamburg	3.05
Frankfurt	3.25
Munich	3.30
Dusseldorf	3.45
London West End	3.50
Stockholm	3.50
Helsinki	3.60
Oslo	3.75
Amsterdam	3.75
Madrid	3.75
Milan	3.75
Lyon	3.95
Barcelona	4.00
Copenhagen	4.00
Dublin	4.00
Rome	4.20
London City	4.25
Prague	4.85
Warsaw	5.00
Rotterdam	5.10
Glasgow	5.25
The Hague	5.30
Budapest	6.00
Bucharest	7.50

Source: JLL, Q4 2017

European comparison – Retail Market

One of the key differentiators of Poland's retail market as compared to those of the rest of Europe is the underdevelopment of high-street retailing. Unlike in the majority of European largest cities, the offer of Poland's high streets is predominantly gastronomy-oriented with fashion segment accounting for only 14% of units (average for seven largest agglomerations). The most popular fashion chains typically choose shopping centers as their core market segment, with only a relatively small number of chains operating in high street locations.

Mixed-use projects located by the main high streets started to appear in Warsaw in the late nineties and in the beginning of the century, whereas in the remaining major cities their development is still limited to single projects. These usually combine office and retail functions and are developed either as regeneration / revitalizations of existing old buildings.

In terms of shopping centers, which proved to be the key segment of Poland's retail market, with 256 m^2/ 1,000 residents, Poland has already exceeded the European density average of 220 m^2/ 1, 000 residents, however the limited high-street provision explains higher potential density.

In Q4 2017 prime shopping center rents in Poland, which concern units of approximately 100 m^2 earmarked for fashion and accessories and located within best performing schemes stood at €130/m^2/ month. However, such rental levels are achievable in only a handful of best centers in Warsaw. Rents in the remaining schemes in the capital city and other major agglomerations are considerably lower and stand at €45-60/ m^2/ month (but in some schemes they can be higher or lower). When compared to the rest of Europe, prime rental levels are on a par with those registered in Germany, slightly above those in the Czech Republic and much lower than those in the UK or Russia.

Country	Prime Rent (€/ m^2/ month)
United Kingdom	244
Russian Federation	233
France	192
Germany	140
Poland	**130**
Czech Republic	125
Hungary	80
Italy	78
Netherlands	67

Source: JLL, Q4 2017
Note: total occupancy cost including service charge also may show different order among the listed cities.

In Q4 prime shopping center yield in Poland stood at 4.9%, which is still above the level registered in most of the Western European markets (apart from Italy or the Netherlands). Such yield can be applicable for best in class schemes only. However, when compared to other countries from the CEE region, Poland along with the Czech Republic feature the lowest capitalization rates.

Country	Prime yield
Germany	3.9
United Kingdom	4.0
France	4.0
Sweden	4.0
Spain	4.25
Czech Republic	4.85
Poland	4.9
Italy	4.9
Netherlands	5.2
Hungary	6.0
Russian Federation	10.0

Source: JLL, Q4 2017

The Issuer's competitors

The Company believes that there are no competitors offering a portfolio of assets on the Polish market that would be similar to the Issuer's portfolio offering in terms of value, size and composition (a mix of pure office and high-street retail and office assets).

As a lessor of commercial space, the Group competes with other providers of commercial space. Depending on the location, the size of the usable space, equipment and rental price, the Group faces competition from not only local and domestic but also international lessors of commercial space. Such key competitors include Immofinanz, GTC, DAWM, Deka and PZU as well as the other competitors that have been listed as owners of projects listed as projects that are competitive to the projects of the Group in the preceding subchapters of this section.

Key trends in Polish Real Estate Market

Key trends in Polish Office Market

Warsaw

- Warsaw hit 5,000,000 m^2 of office space in 2016. According to JLL forecasts, in 2020 the total office stock will exceed the 6,000,000 m^2 threshold.
- High activity among tenants confirms the strengthening of established business locations in Warsaw as well as the growing importance of new locations (i.e. Rondo Daszyńskiego and Gdański Railway Station).

- Relocations, consolidations and new entries in Warsaw mainly target developments located in the wider city centre, however Mokotów still remains one of the major business hubs in the capital. Large occupiers choose mainly new office developments providing high quality, flexibility and sizable floor plates.
- Robust growth of the modern services sector (BPO/SSC) in Warsaw, particularly as the labour markets in the major agglomerations outside of the capital are saturating.
- Another trend that's becoming increasingly noticeable in Warsaw is demand for flexible offices. Business centres and co-working spaces are developing rapidly and starting to play an important role in the market. That concerns not only players present on the market but also a variety of newcomers, the most notable being Spaces and Cambridge Innovation Center. Also an international giant WeWork is about to enter Warsaw market.
- Strong construction activity – 750,000 m² - especially in the central part of Warsaw (80% of under construction volume), however located mainly in large-scale developments such as: Varso, The Warsaw Hub, Generation Park, Mennica Legacy, Spinnaker and due for completion in 2019-2020.
- Record-breaking absorption levels, reaching 362,000 m² in 2017.
- Decreasing vacancy rate– the downward trend for vacancy rate in Warsaw will remain at least until the end of 2018, as pipeline is contracting compared with 2016 and 2017. The index may edge up in 2020.
- Rents are envisaged at the bottom of the market and forecasted to remain in the mid-term perspective. However increasing material and labour costs may drive the rents up in the future.
- As the latest market data gathered by JLL shows, older office buildings will have to focus on smaller tenants and most likely adapt to multitenant needs.

Warsaw	2010	2011	2012	2013	2014	2015	2016	2017	2018F	2019F	2020F
Gross Take up (m^2)	549,200	573,400	608,500	633,600	612,400	834,000	754,900	820,100	845,100	862,500	923,600
Net absorption (m^2)	179,900	167,200	162,700	156,300	180,000	279,000	238,200	362,300	246,400	275,800	305,700

Regional markets

- In 2017, occupiers in regional cities leased extraordinary 675,000 m^2 which proves the positive market sentiment. Demand for office space is driven predominantly by the expanding SSC/BPO sector. Due to the forecasted furious increase in employment (more than 300,000 employees by 2020), demand for office space is forecasted to remain at a high level.
- JLL market data shows that developers are keen to start new, predominantly speculative developments, to fulfil the needs of booming SSC/BPO occupiers.
- Developer activity in the six largest regional markets (excl. Warsaw) remains robust with 1 million m^2 under construction. The highest pipeline volume is registered in Kraków and Wrocław (338,000 and 286,000 m^2 respectively).
- Despite such pipeline, vacancy rates are at a healthy level across the whole of Poland. Expanding activities of firms already present in Poland as well as a variety of newcomers drive net absorption high enough to absorb all the new supply coming to the market.
- Prime rental levels in the regional cities either reached the bottom of the rental cycle or already experience some upward rental pressures. Such situation occurs in the Tri-City, Katowice, Poznań and Łódź as there is a limited choice of new, modern product.

BPO/SSC market in Poland

Poland's position as one of the top locations on the global business services map is a result of numerous factors such as large and high-qualified labour force, cost-effectiveness of the country, constantly growing economy and high quality of life. The number of jobs in the sector is consistently rising, placing the industry among the major players on the labour market in Poland. In Q1 2016 – Q1 2017, foreign capital business services centers alone added as many as 32,000 jobs (15% growth y-o-y). Alongside these figures, there are also thousands jobs created by Polish companies.

In 2017, Poland was home to 1,078 (Polish and foreign) business services centers employing approximately 244,000 people (source: *Business services sector in Poland 2017, ABSL*). Given the industry's growth to date, it is estimated that by 2020 business services centers in Poland will employ more than 300,000 people.

Out of 724 companies with business services centers in Poland, 80 are investors featured on the Fortune Global 500 (2016) list, with 67,000 employees at 134 business services centers (27% of the jobs in the industry). Moreover, there is 47 centres with total employment exceeding 1,000 people.

The sector is a particularly crucial employer in the cities outside of Warsaw, with Krakow being the largest business services hub in Poland (55,800 staff). Moreover it is internationally recognized as the best outsourcing location in Europe. Other important BPO/SSC centers in Poland comprise Wrocław (40,000 employees working in the sector), the Tri-City (19,300), Katowice Agglomeration (19,000) and Łódź (18,100). Until recently, Warsaw has not played a major role on the business services sector map. However, along with rising salaries and saturating labour markets in regional cities, the circumstances have changed. Investors are more eager to start their operations in Warsaw, some of the examples of such actions include J.P Morgan, Credit Suisse, Dentons or Luxoft opening new business services centers in the capitol.

In terms of real estate market, business services sector plays a vital role as a source of new occupiers. In 2017, almost 60% of demand for markets outside of Warsaw was generated by companies from the sector. In the whole of Poland an astonishing 500,000 m² was leased for the companies from the sector. That trend has already been visible for the past couple of years and is expected to remain in the near future. Some examples of companies representing the sector include global brands such as Accenture, Cisco, Credit Suisse, Deutsche Bank, HSBC, IBM, J.P. Morgan, Lufthansa, Shell and UBS, to name but a few.

Share of Modern Business Services in occupied office stock, Poland

City	Total office stock (%)
Kraków	62
Wrocław	50
Łodź	48
Katowice	47
Poznań	35
Tri-City	32
Warsaw	9

Source: JLL, based on ABSL SSC/BPO employment figures; office data as of Q2 2017

Basic economic indicators, Poland

City	Higher education institutions	Students	Average salary (PLN/month)
Katowice	11	52,200	5,280.00
Krakow	21	154,300	4,640.00
Łódź	20	74,000	4,230.00
Poznań	23	112,000	4,770.00
Tri-City	20	87,500	5,020.00
Warsaw	70	240,000	5,740.00
Wrocław	25	120,000	4,800.00

Source: Central Statistical Office, 2016

Key trends in Polish Retail Market

- Despite the lower development activity as compared to the pre-crisis years, new shopping centers are still being developed across Poland. Some secondary and tertiary cities already display some symptoms of saturation with shopping center space, whereas there is still further development potential in some of the largest agglomerations and the smallest cities.
- In order to retain their competitive edge, some shopping centers are subject to modernizations, refurbishments and extensions that leverage on their appeal and customer experience. According to JLL in-house view, as the market matures and some older assets begin showing symptoms of obsolescence, this trend is expected to increase in importance.
- According to Centre for Retail Research, e-commerce accounts for ca. 4.3% of total retail sales in Poland. It is anticipated that the value of e-commerce market will increase from PLN 40 billion now to PLN 70 billion in 2020. Importantly, as online sales are predominantly popular among urban populations, the share of online sales in total retail sales in the largest cities is expected to be actually higher than the aforementioned number. According to PMR Research, products that are most sought after online include electronic equipment. However, the following segments also register dynamic growth: fashion, food and DIY.

- A growing number of retail schemes delivered during the last few years was designed according to the modern place-making principles, which include larger than before share of gastronomy and entertainment offer, attractive design corresponding and contributing to local environment, proper asset management and marketing. All these create a sense of place that enables these schemes to attract customers from beyond their core catchment areas.
- Transportation hubs, predominantly railway and bus stations across Poland, are being regenerated and increasingly more often retail use is being added on the top of their core function. This includes development of brand new retail schemes adjacent to the hub (Galeria Katowicka, Poznań City Centre, Forum Gdańsk) or total regeneration and refurbishment of the existing retail space within existing railway stations (Main railways stations in Warsaw, Wrocław and Krakow).
- Convenience centers of GLA between 2,000 and 5,000 m^2 are being developed across the country in all: largest agglomerations, mid-sized cities and even densely populated villages. These schemes usually include basic shops and services (bank, pharmacy, florist, laundry) in addition to food operator (supermarket, delicatessen or discount store).
- Consumer habits are changing and this change is most pronounced in the largest agglomerations. It is manifesting itself by the decreased propensity to spend long time in shopping centers, and the increased popularity of alternative retail places. Consumers value their time, which is an increasingly important commodity and are therefore attracted to retail places that allow easy and fast shopping. They are also keen to experience new retail and gastronomy concepts (pop-up stores, bazaars, fashion fairs, etc.), which are not necessarily the feature of traditional shopping centers.
- Large food discounter chains present on the Polish market are leveraging on their market profile by increasing the quality of what they offer and the overall aesthetics of their stores. As a result, the formerly tangible difference in positioning of discounters, supermarkets and delicatessen stores is becoming increasingly blurred.
- The purchasing power of Polish consumers is steadily increasing. According to Oxford Economics forecasts, by 2025 retail spending in Poland is expected to be 48% higher as compared to 2017. Importantly, the largest growth of spending power is expected in the largest cities.
- The rapid expansion of food hypermarkets seen in late 1990s and early 2000s has largely slowed down. This can be put down to factors such as increasing popularity of smaller food formats and the consolidation of this segment in the hands of only few international chains. Moreover, existing hypermarkets within larger retail schemes are often subject to downsizing in order to make room for additional unit shops.
- Starting from March 2018, trading is prohibited on second and third Sunday of each month, in addition to existing prohibitions in the holidays, and Christmas. There are, however, some exceptions such as Sunday before Christmas. Small shops of limited area run by the owner or their family members, bakeries, petrol stations, restaurants, cafes, and shops in hospitals, train stations, and airports are exempted from the prohibition. The new law assumes an extension of the ban to three Sundays per month in 2019 and to four Sundays in 2020.
- Poland remains an attractive market for newcomers. Some 214 brands have commenced operations in Poland since 2010, either as direct entry or by a franchisee. In the same period, approximately 40 brands decided to withdrew from the Polish market.

Polish Real Estate Investment Market

The Polish Investment market, which saw €4.538 billion traded in 2016, continued to perform strongly in 2017, with €5.03 billion traded. This volume was comparable to the best result for country investment volumes from 2006, equal to €5.05 billion. The sector split for 2017 comprised ca. €2.07 billion in retail, ca. €1.58 billion in offices, ca. €940 million in warehousing, ca. €342 million in the hotel sector with the remaining falling to mixed use and residential.

2017 saw over €2.07 billion of deals completed in the retail segment, compared to €1.96 billion in 2016. Some major transactions expected to close at the end of 2017 have moved to early 2018. The closing of one such transaction –Project Chariot, was witnessed on 4th January 2018 when Apollo Rida/ AXA / Ares sold 28 retail properties to a Griffin led consortium for a price close to €1 billion.

The major retail transactions completed in H2 2017 included the sale of Magnolia Park in Wrocław by Blackstone to Union Investment for price in the region of €380 million. Magnolia Park is a regional, prime and dominant shopping centre with approximately 100,000 m² of GLA let to tenants such as Tesco, Helios, Castorama, Decathlon, Saturn, P&C, InditexGroup brands, LPP Group brands, TK Maxx, and H&M.

Galeria Słoneczna was acquired by REICO Ceska Sportitelna for price of around €164 million from White Star Real Estate and Legend Eastern Europe (Poland) Limited Partnership, managed by White Star Real Estate. Galeria Słoneczna, located in Radom, is a modern, prime and dominant shopping centre with 40,900 m² let to Carrefour, Multikino, Inditex Group, LPP Group, TK Maxx, H&M, Intersport and RTV Euro AGD, amongst others.

In addition, Alfa in Białystok was sold by JWK Invest to NEPI Rockcastle for €92.3 million. Alfa Białystok is a 37,000 m² GLA fashion-led centre with tenants including Piotr i Paweł supermarket, Inditex brands, C&A, LPP brands, H&M, CCC, RTV Euro AGD, and Jatomi Fitness.

These transactions confirm that international investors remain very active on the Polish retail investment market. Prime yields achievable for best-in-class, dominant, major shopping centres in Poland currently stand at a level of 4.90%, while prime retail parks are expected to trade at approximately 7.00%.

The second half of the year was very busy for both office and logistics investment. We have seen large portfolio transactions closing across both sectors while the market was lacking large single asset deals. Interestingly, we have recorded the entire spectrum of transactions ranging from core, core+ through value-add to opportunistic. H2 2017 pushed the volumes significantly compared to H1 results, which were lagging behind H1 performance in past years (for offices and logistics).

In the office sector, for the second time in history, the regional markets outpaced Warsaw investments by over 50% with record-high investment activity in regional cities totalling over €950 million. Overall last year, the office investment market recorded weaker performance than in 2016 by 12% with volumes totalling about €1.58 billion, of which over €1.26 billion was closed in H2 2017. Prime yields have compressed since H1 and currently stand at 5.00%.

In the logistics sector, the 2017 volumes were record high, amounting to almost €940 million. It is worth noting that 2017's results were dominated by one large transaction, namely the pan-European acquisition of the Logicor platform, amounting to ca. €750 million for the Polish assets. Prime warehouse yields stand at 6.50% with exceptional, long leased assets trading well below 6.00%.

We expect much stronger volumes for 2018 with large scale transactions on the horizon in office investment sector for both Warsaw and the regional cities. At the same time, logistics investment is expected to continue at a very strong pace with both portfolios and large single assets expected to trade throughout this year.

The Polish market realised a considerable volume in hotel transactions in 2017, with ca. €342 million invested across two portfolio and 7 stand-alone deals. The transactions saw Middle Eastern, Turkish and Thai capital entering the market, with four assets trading in excess of €50 million.

Across the traditional sectors of retail, office and industrial the 2018 pipeline; committed, in due-diligence and in advanced marketing is high with expectations for the all-time volumes record of €5.05 billion, set in 2006, to be exceeded.

REAL ESTATE REGULATIONS IN POLAND

Information included in this section is of a general nature and describes the legal status as of the date of this Prospectus.

Regulatory Issues

General

Polish real estate law and development process regulations are primarily based on: (i) the Civil Code; (ii) the Act on Mortgages and Land and Mortgage Registers; (iii) the Act on Real Property Management; (iv) the Act on the Acquisition of Real Property by Foreigners; (v) the Act on Outline Planning and Spatial Development; and (vi) the Construction Law. Some provisions of the Act on the Protection of Agricultural and Forestry Land, the Environmental Protection Act, the Act on Structuring the Agricultural System, the Water Act, the Act on Forests and other acts may also be relevant in connection with business operations involving real property.

Please note that the following summary contains only a general overview of Polish real estate law.

Ownership of real property

The right of ownership (*własność*) is the most powerful right that can be obtained with regard to real property; however, it is subject to the limitations set forth in acts of law, the principles of coexistence within a community and the socioeconomic purpose of the ownership – the owner may, to the exclusion of other persons, use the real property (and in particular enjoy benefits and other income), as well as freely dispose of it. The Polish Civil Code makes a legal distinction between land and buildings or parts of buildings (separate premises). Each of land, building and separate premises may be subject to an individual ownership title. Ownership may be subject to encumbrances such as mortgages. The Polish Constitution provides that property (including real property) may be expropriated for "public needs" only and for fair compensation.

Right of perpetual usufruct ("RPU")

A right of perpetual usufruct is a restricted ownership right which may be established by a strictly defined group of owners (the State Treasury and local government entities or associations thereof) in favor of legal entity or natural person through the execution of an agreement on the granting of the RPU to a real property. Such an agreement must be made in the form of a notarial deed. For the establishment of an RPU it is necessary to make an entry in the land and mortgage register. Additionally, after the transformation of Poland in 1989, a number of state-owned enterprises which at the time were managing publicly owned properties were granted RPU to such properties by operation of law as of 5 December 1990. Such statutory acquisition of RPU was subsequently confirmed by relevant administrative decisions.

The rights of an entity which acquires RPU to a land (the perpetual usufructuary) are identical to the rights of an owner; however, such rights only exist for the time defined in the agreement and the perpetual usufructuary is required to use the land solely for the purposes stated in the agreement on the granting of the RPU. If the perpetual usufructuary uses the land in obvious breach of its designated use, the owners of the real property on which the RPU has been established may demand the termination of the agreement on the grant of the right of perpetual usufruct to the land. The maximum term of the RPU is 99 years; the minimum is 40 years. In the last 5 years of the term determined in a given agreement, the perpetual usufructuary may request an extension of the RPU for an additional period of between 40 and 99 years. In such cases, the grantor of the RPU may refuse the extension on the grounds of an "important public interest" only. The ownership title to a structure such as a building cannot be separated from the ownership title to the underlying land on which the structure is situated (i.e. ownership of real property extends to the space above and below it) if the structure is situated on land held under RPU.

Perpetual usufructuaries pay annual fees to the owner of the land (i.e. State Treasury, local government entities or associations thereof) by 31 March of each year, in advance, for the entire year. RPU fees are established as a percentage of the price of the land defined on the basis of the value thereof. The annual rates depend on the objective for which the right of perpetual usufruct to the land was granted and vary from 0.3% to 3% of the land's value.

Buildings and other structures on land subject to an RPU belong to the perpetual usufructuary and the ownership rights to such buildings and structures are connected with the RPU. Therefore, the transfer, encumbrance or other disposal of an RPU automatically applies to the ownership rights to the buildings and structures situated on the relevant land. Finally, as a consequence of this form of title, the perpetual usufructuary is entitled to recover the value of the buildings and structures existing on the land when the RPU expires, provided that such buildings and structures were built in accordance with the agreement establishing the RPU in question.

The transfer of real property

Agreements for the transfer of land ownership titles or RPU must be executed in the form of a notarial deed. Unless specific provisions of an agreement or the law provide otherwise, an agreement pursuant to which one party is under an obligation to transfer an ownership title or RPU to a piece of real property results in the transfer of such real property upon the execution thereof. In the case of a transfer of RPU, such transfer takes effect only as of the registration of the transfer in the land and mortgage register. If the agreement on disposal of ownership or RPU title to real property is conditional or subject to a deadline, another agreement, unconditional and not containing any deadlines, must be executed in order to validly and effectively transfer the title.

Acquisition of real property – statutory right of first refusal and other restrictions

Statutory right of first refusal

According to Polish law, free trading in real property is subject to certain restrictions, mostly on the basis of the regulations of the Act on Real Property Management, which grants a municipality (*gmina*) the right of first refusal in the case of the sale of, inter alia: (i) an undeveloped real property previously acquired by the seller from the State Treasury or a local government entity; (ii) the RPU to an undeveloped real property, regardless of the form of acquisition of such right by the transferor; and (iii) a real property entered in the register of historic monuments or the RPU to such real property.

Another restriction in real property trading applies to agricultural properties and arises from the Act on Structuring the Agricultural System. Under the Act, the Agricultural Property Agency (*Agencja Nieruchomości Rolnych*) is granted the right of first refusal in the case of sale of agricultural real property as well as sale of shares in a company holding such real property or if shares are otherwise transferred.

The principle of free trade in real property is subject to restrictions resulting from a statutory right of first refusal on the basis of other laws such as the Forests Act, the Act on Special Economic Zones or the Act on Revitalization.

Acquisition of real property by foreigners

Under Polish law, foreigners may own real property on the same terms as Polish nationals. However, in accordance with the Act on the Acquisition of Real Property by Foreigners: (i) the purchase of land by foreigners (or acquiring the RPU with respect to land); and (ii) the purchase of or subscription for shares in a commercial law company with its registered office in Poland (which owns or is the perpetual usufructuary of real property and as a consequence of the transaction the company would be controlled by a foreigner), is subject to the obtainment of relevant consent issued by way of an administrative decision by the minister competent for internal affairs. The above does not apply to the purchase of real property by entities from the European Economic Area or Switzerland.

Land Register and Land and Mortgage Register

All land, buildings and premises are recorded in the relevant registers maintained by the various district governors (*starosta*). The registers include the following data: (i) for land – the location, borders, area, class of land and land and mortgage register numbers; (ii) for buildings – the location, designated use, function and general technical data; and (iii) for premises – the location, function and usable area. The registers also contain certain other information, including, specifically, information on the owner and with respect to land owned by the state or local governments, information on other natural or legal persons who hold the land and buildings or any part thereof in their possession.

The legal status of a real property is reflected in the land and mortgage register maintained by the relevant district court. The court keeps a separate land and mortgage register for each piece of real property. The information included in such register is publicly available. Each land and mortgage register contains information about the registered real property, including, among other things, a description of the real property, the owner's name and any registered encumbrances on the real property. Under Polish law, there is a legal presumption that information in a land and mortgage register is consistent with the actual legal status. This presumption of accuracy of land and mortgage registers is related to the principle of warranty of the public reliability of land and mortgage registers.

Mortgages

A mortgage is a form of security established over one or several properties to ensure the due performance of a monetary obligation up to a specific maximum amount. The mortgage must be registered in the land and mortgage register. If the object of a mortgage is a right of perpetual usufruct, the mortgage will also cover the buildings and facilities within the used area which constitutes the ownership of the perpetual usufructuary. A mortgage is effective even if the ownership title (or the RPU) to the real property secured by the mortgage has been transferred. If the debtor defaults, the claims of the mortgagee should generally be satisfied in accordance with court enforcement proceedings. The mortgagee has preferential rights over personal creditors of the owner of the real property.

Lease Agreements

Leases (*najem*) constitute contracts whereunder the person authorized to dispose of a piece of real property delivers it for use in return for the payment of rent. The object of a lease agreement may be both movables and real property. Leases may be entered into for specified or unspecified terms. Under the Civil Code, any lease agreement executed for a period of more than ten years is considered to be executed for an unspecified term after the lapse of such term. If the agreement is entered into between two business entities, only after thirty years may a lease agreement be found to be established for an unspecified term. A lease agreement executed for an unspecified term may be terminated within the time provided in the agreement or stated in the law. Unless a lease agreement pursuant to which rent is due on a monthly basis provides otherwise, such agreement may be terminated one month in advance at the end of the calendar month during which the termination notice was delivered. The lease agreement executed for a definite period may be terminated only due to reasons explicitly described in the agreement or as stated in the law. There are several statutory termination options for both the landlord and the tenant. The tenant may terminate the lease with immediate effect if the leased object has defects preventing the tenant from its agreed use as of handover of the leased object or the defects occurred during the lease term and have not been removed by the landlord or it was not possible to remove them. The landlord may terminate the lease with immediate effect if: (i) the tenant uses the leased object in a manner contrary to the agreement or its intended use and does note remedy despite being called upon or if the tenant neglects the leased object to such an extent that it is exposed to loss or damage, (ii) the tenant fails to pay the rent in at least two complete periods of payment (in case of lease of premises, an additional, at least one month cur period applies) as well as (iii) the tenant (in case of lease of premises) breaches the binding house rules in a glaring or persistent manner or by his improper behavior renders it burdensome to use other premises in the building and (iv) the tenant, without landlord's authorization, subleases the premises or gives them in a gratuitous use.

Overview of the Development Process

The investment process is connected with the requirement to obtain several administrative and environmental decisions as well as the obligation to fulfil several legal requirements. Such administrative decisions include, in particular: (i) a decision on the environmental conditions for the relevant venture (*decyzja o środowiskowych uwarunkowaniach danego przedsięwzięcia*); (ii) a planning decision (*decyzja o warunkach zabudowy*) or a decision on the location of a public utility investment (*decyzja o lokalizacji inwestycji celu publicznego*) – only if no zoning plan exists for a given real property; (iii) a building permit (*decyzja o pozwoleniu na budowę*); and (iv) an occupancy permit (*decyzja o pozwoleniu na użytkowanie*).

The Construction Law provides for detailed regulations regarding the building processes. Construction works may be commenced only on the basis of a final building permit save for certain structures for which a building permit is not required. Depending on the type of structure, the finished structure may only be used if the investor: (i) notified the construction authority of the completion of the construction works and such authority did not issue a decision objecting thereto; and (ii) obtained an occupancy permit issued by the relevant public administration authority. An occupancy permit is issued after the investor delivers all the documents concerning the completed construction works and following an inspection of the building structures by the relevant authorities.

THE BOARD

This Chapter summarizes certain information concerning the Board. Among other things, it summarizes the Articles of Association, the Board Regulations (as they will read after the Conversion), in conjunction with the relevant provisions under Dutch corporate law.

Board structure

The Company has a one-tier board structure consisting of two executive directors ("**Executive Directors**") and eight non-executive directors ("**Non-Executive Directors**"), of whom four are independent. The Board is the statutory executive body (*raad van bestuur*) and the members are collectively responsible for the Company's management and the general affairs of the Company.

Board

Powers, responsibilities and function

The members of the Board may divide its duties among its members. Task that have not been specifically allocated fall within the power of the Board as a whole. The Executive Directors are in particular responsible for the day-to-day management of the Company. The Non-Executive Directors shall be entrusted with the supervision of the performance of the tasks by the members of the Board. The last cannot be deprived from the Non-Executive Directors by means of an allocation of duties. In addition, both Executive and Non-Executive Directors must perform such duties assigned to him or her. Pursuant to Dutch law and the Articles of Association, and Executive Director may not be allocated the tasks of: (a) serving as chairperson of the Board; (b) fixing the remuneration of a member of the Board; or (c) nomination members of the Board for appointment. Nor may an Executive Director participate in the adoption of resolutions (including any deliberations in respect of such resolutions) related to the remuneration of Executive Directors.

The Board may perform all acts necessary or useful for achieving the Company's objectives, with the exception of those acts that are prohibited or expressly attributed to the General Meeting by law or by the Articles of Association. In performing its duties, the Board is required to be guided by the interests of the Company and the Group, taking into consideration the interests of the Company's stakeholders (which includes the Shareholders and the Company's creditors, employees and clients) as well as the corporate social responsibility issues that are relevant to the business. The Board must submit certain important decisions to the General Meeting for approval, as more fully described below under "*Board decisions*". The lack of such approval, however, does not affect the authority of the Board or its members to represent the Company.

Subject to certain statutory exceptions, the Board as a whole is authorized to represent the Company. In addition, each Executive Director acting jointly with another member of the Board shall also be authorized to represent the Company. Pursuant to the Articles of Association, the Board is authorized, without prejudice to its responsibility, to appoint attorneys (*procuratiehouders*) who are authorized to represent the Company within the limits of their delegation

Pursuant to the Articles of Association, the Board may establish one or more sets of regulations dealing with such matters as its internal organization, the manner in which decisions are taken and any other matters concerning the Board (the "**Board Regulations**"). The Board Regulations will be placed on the Company's website as of Settlement and will apply in addition to the relevant provisions of the Articles of Association.

Composition

The Board is composed of the following members:

Name	Age	Position	Member as of	Scheduled for re-election
Executive Directors				
Małgorzata Turek	48	CEO, Executive director		Indefinite
Rafał Pomorski	34	CFO, Executive director		Indefinite
Non-Executive Directors				
Ioannis Papalekas	42	Non-executive director (chairman)		2021
Dimitris Raptis	42	Non-executive director		2021
Norbert Sasse	54	Non-executive director		2021
George Muchanya	46	Non-executive director		2020
Andreas Segal	48	Non-executive director, independent		2020

Name	Age	Position	Member as of	Scheduled for re-election
Marcus M.L.J. van Campen	73	Non-executive director, independent		2020
Thomas Martinus de Witte	51	Non-executive director, independent		2021
Claudia Pendred	60	Non-executive director, independent		2021

The Company's registered address (Claude Debussylaan 15, 1082MC Amsterdam) serves as the business address for all members of the Board.

Małgorzata Turek

Małgorzata Turek, has accumulated over 20 years of experience in the real estate sector while working for real estate investors and developers as well as for international law firms, and is a renowned professional in asset management, acquisitions and asset disposals.

In 2005, Ms. Turek decided to expand her career, while changing from law firms to real estate investors and developers. First, she worked for a leading Krakow-based development company (GD&K) where – as a management board member – she supervised all stages of development projects.

Prior to joining the Issuer she spent five years at various Skanska Property companies and all its property units in Poland. While at Skanska, Ms. Turek was COO at its office development division and a member of the management board supervising subsidiaries of the Skanska Property group. Her duties included supervising Skanska Property's transactions and operations. Recently she was also involved with transactions at Skanska's CEE level. During her tenure at Skanska, she executed transactions involving over EUR 1 billion worth of assets and commercialized over 300 000 m^2 of office space.

Ms. Turek graduated from the Law and Administration Department at the Jagiellonian University in Krakow. She is also a member of the Bar Association in Poland.

Rafał Pomorski

Rafał Pomorski will be the Chief Financial Officer and an Executive Director of the Board. Mr. Pomorski attended Marie Curie-Skłodowska University in Lublin, Poland from 2002 to 2007, where he obtained a Magister degree in Economics. Mr. Pomorski began his professional career in 2007 with PwC, where he served as an associate in the audit department until 2010. From 2011 to 2013 Rafał worked at MGPA as the Finance Manager for Poland, a title he retained until 2015 after BlackRock took over MGPA in 2013. Since 2015 to March 2017 Rafał Pomorski was the Senior Vice President in charge of Finance at Griffin Real Estate. Mr. Pomorski became a member of the global body for professional accountants, the ACCA (Association of Chartered Certified Accountants), in 2016.

Ioannis Papalekas

Founder of Globalworth, Ioannis Papalekas has nearly 20 years of real estate investment and development experience, predominantly in Romania, having created one of the most successful real estate development and investment groups in the Romanian real estate market.

He has significant experience in the acquisition, master planning, development, reconstruction, refurbishment, operation and asset management of land and buildings across all major asset classes in Romania. Before founding Globalworth, Ioannis was responsible for the acquisition, development and successful disposal of more than 400,000sqm of commercial (office, retail and logistics) space and 1,000 residential units in Romania.

Dimitris Raptis

Dimitris Raptis joined Globalworth in November 2012, following 16 years of experience in the financial services and real estate investment management industries with Deutsche Bank, the last 12 years as a senior member of the real estate investment management group of Deutsche Bank's Asset and Wealth Management division ("**RREEF**").

From 2008 to 2012, Dimitris was Managing Director and European Head of Portfolio Management for RREEF Opportunistic Investments ("**ROI**"). In this role he was responsible for overseeing ROI's acquisitions across Europe as well as managing ROI's pan-European real estate investment portfolio consisting of 40 investments with a gross asset value in excess of EUR 6bn.

From 2000 to 2008, Dimitris was a senior member of the team responsible for originating, structuring and executing real estate investments, with a main focus on the French, Italian and South-Eastern European markets with an enterprise value in excess of EUR 5.5bn across all major asset classes.

Norbert Sasse

Norbert Sasse is Chief Executive Officer of Growthpoint.

He has 10 years' experience in corporate finance with Ernst & Young Corporate Advisory (in South Africa and London) and Investec Corporate Finance (in South Africa). Norbert was instrumental in growing Growthpoint from a listed property fund having assets of ZAR 100 million and a market capitalisation of ZAR 30 million in 2001 to being South Africa's largest listed property company with assets of over ZAR 112 billion and a market capitalisation of ZAR 73 billion as at January 2017.

Norbert led Growthpoint's first offshore investment in Australia in 2009 by investing AUD 200 million in Orchard Industrial Fund, and subsequently renamed Growthpoint Properties Australia ("**GOZ**") a property company that was facing foreclosure. With a market capitalisation of AUD 250 million following the recapitalisation of the company by Growthpoint, GOZ has now grown to a market cap of AUD 2 billion.

Norbert was involved in establishing the Association of Property Loan Stock Companies (PLS Association) which has subsequently been renamed SAREIT (South African Real Estate Association). Norbert holds a BCom and Honours degree in Accounting from Rand Afrikaans University and is a Chartered Accountant.

George Muchanya

George Muchanya is responsible for Corporate Strategy at Growthpoint and is a member of the Executive Committee. After spending his initial career years as an engineer, George made a career change into banking in 2000 where he worked in retail product development, treasury and investment banking both in South Africa and the UK. This was followed by a brief period at a global management consulting firm. George joined Growthpoint in 2005, where he focuses largely on mergers and acquisitions. The period since he joined saw Growthpoint concluding transformational transactions including the expansion of Growthpoint into Australia, the acquisition of the iconic V&A in Cape Town, single and large property portfolio acquisitions, and the consolidation, through mergers and acquisitions, by Growthpoint of the South African listed property sector. George played an integral part in this transformation and was part of the frontline deal negotiation and execution team.

George holds a BSc in Engineering from the University of Natal, MBA from Wales University, a certificate in Corporate Finance from the London Business School as well as a leadership certificate from Harvard Business School.

Andreas Segal

Andreas Segal will be a Non-Executive Director of the Board, independent member. Mr. Segal holds a degree in law and a pre-degree in business administration and is also a graduate of the Advanced Management Program of the Harvard Business School.

Andreas Segal began his career in law and specialised in corporate and tax law. Afterwards he held positions in the investment banking department at Commerzbank AG. He subsequently worked for a German consumer electronics retail chain where he was working on the corporate and real estate restructuring side. Afterwards Mr. Segal has served as the Co-CEO and CFO of GSW Immobilien AG, a Berlin-based residential real estate platform listed on MDAX. Following this, Mr. Segal was the CFO and member of the management board of Deutsche Wohnen AG, the second largest residential real estate platform in Germany which is listed on the MDAX. He was also the deputy chairman of the supervisory board of GSW Immobilien AG. Andreas Segal was till 26 March 2018 the Deputy CEO and CFO of BUWOG AG, an Austrian-German residential real estate platform and developer listed on the ATX.

Marcus M.L.J. van Campen

Marcus van Campen will be a Non-Executive Director of the Board, independent member. Mr. van Campen is a graduate of the University of Nijmegen, the Netherlands, from where he graduated in 1968 and obtained a Master's degree in Law. Mr. van Campen began his professional career at Océ van der Grinten NV, where he worked in the legal department from 1968-1970, and subsequently served as the assistant to the Corporate Secretary between 1970-1974, and later (1974-1976) as the marketing manager of Self Copy International, a subsidiary specialising in the production and sales of auto copying paper in Italy and France, with production licensees in Great Britain and Scandinavian countries. Océ van der Grinten NV was listed on the Amsterdam Stock Exchange until 2012; it was taken over by Canon in 2012 and is currently active in the field of the production and sales of copying machines, printers and office systems. In the period from 1976-2002, Mr. van Campen served as the general counsel at Amstelland NV (currently AM NV). During his tenure, Amstelland NV's turnover increased from EUR 250 million in 1976 to EUR 3 billion in the year 2000. As the general counsel, Mr. van Campen was responsible for coordinating all aspects of corporate governance, compliance with stock exchange listing requirements as well as compliance with Dutch corporate law. He also played a leading role in advising the management board thereof on mergers and acquisitions and other major corporate transactions. Amstelland NV was listed on the Amsterdam Stock Exchange until 2006 and was one of the biggest companies in the Netherlands in the field of construction, production of and trade in building materials and project development until major divestitures in the year 2000 and 2001. It currently successfully operates in the area of project development.

Mr. van Campen currently serves as the director of Astarta Holding NV in Amsterdam, the Netherlands, a company listed on the Warsaw Stock Exchange, which is active in the agricultural sector in Ukraine; the director of Ovostar Union NV in Amsterdam, the Netherlands, also quoted on the Warsaw Stock Exchange, a very successful company in the field of eggs, egg products and poultry; and the director of the European subsidiaries (outside Italy) of Salvatore Ferragamo Spa in Florence, Italy, one of the principal players in the luxury sector, with subsidiaries located in France, Germany, Austria, Switzerland, Spain, Belgium, the Netherlands, Monte Carlo, United Kingdom and Denmark.

Marcus van Campen has extensive knowledge in the field of construction, real estate and project development, including in the financing thereof. He was involved in two initial public offerings of Dutch holding companies on the Warsaw Stock Exchange (Astarta Holding NV in 2006 and Ovostar Union NV in 2011). Mr. van Campen has extensive experience in corporate governance matters, monitoring activities carried out by financial supervision authorities such as the AFM, and in transparency requirements. He has also been a chairman and a member of the audit committee of both Ovostar Union NV and Astarta Holding NV.

Thomas Martinus de Witte

Thomas Martinus de Witte will be a Non-Executive Director of the Board, independent member. Thomas Martinus de Witte attended Erasmus University Rotterdam, from which he received both a Master's degree in Economics and a Master in Law degree in 1991. After receiving his Master's degrees, he continued to study postgraduate accountancy at Erasmus University Rotterdam until 1998. He has also participated in a number of INSEAD International Business Skills courses.

Mr. de Witte began his professional career with Arthur Andersen in 1991, where served as an auditor and financial consultant to clients in various industries. Beginning in 1998, his focus shifted to real estate and he was eventually named the audit director of the Financial Assurance Real Estate department of Arthur Andersen in the Netherlands. In 2002, after Arthur Andersen was taken over, he became a director at Deloitte and Touche Accountants, where his focus remained real estate companies. From 2003 to 2014, he served as CFO within the Vastned Group, which consisted of the Euronext listed investment companies Vastned Retail and Vastned Offices/Industrial. During his time as CFO, Mr. de Witte was responsible for a wide range of duties, including internal and external reporting, press releases, treasury/financing, corporate governance, risk management, IT, HR and tax; moreover, he also served as a supervisory board member of Belgium-listed subsidiaries Vastned Retail Belgium and Intervest Offices and statutory director of several other foreign subsidiaries of the group. From 2015 to the present day, Mr. de Witte is CFRO of Geneba Properties N.V., where he is responsible for finance, reporting and risk management. In addition, he currently holds two non-executive positions: serving as a member of the supervisory board and chairman of the audit committee of Staedion, a large housing association in the Hague and serving as a member of Raad van Toezicht and chairman of the financial commission of Koninklijke Diergaarde Blijdorp (Rotterdam Zoo).

Claudia Pendred

Ms. Claudia Pendred has over 25 years of experience of investments and financing throughout Central and Eastern Europe, South Eastern Europe and North Africa.

Previously she was a Director for Property & Tourism at the European Bank for Reconstruction and Development (EBRD), where she expanded the bank's property activities into new countries and new products. Before that she was the EBRD Director for Romania and was based in Bucharest. Prior to the EBRD, Ms. Pendred worked at N.M. Rothschild & Sons, where most recently she was Director of Corporate Finance, focused on Central and Eastern Europe. Earlier on, she worked at J. Henry Schroder Wagg & Co in their International Finance Department and before that she worked with the World Bank in Washington DC.

Ms. Pendred is and has been on several Boards and Investment Committees including various property funds. Ms. Pendred holds an MBA from INSEAD Business School, an MA from Harvard University and a BA from the University of Oxford.

Appointment, suspension and removal

The Board shall consist of at least one (1) Executive Director and at least three (3) Non-Executive Directors, provided that the Board shall be comprised of a maximum of ten (10) directors and that the majority of the Board consists of Non-Executive Directors. The General Meeting appoints the members of the Board as described below. Each Executive Director member shall be appointed or re-appointed for a period to be determined by the General Meeting. Each Non-Executive Director shall be appointed or re-appointed for a period of not more than four years provided that, unless a Non-Executive Director resigns earlier, his appointment period shall end immediately after the annual General Meeting that will be held in the fourth calendar year after the date of his appointment. Only natural persons (not legal entities) may be appointed as Non-Executive Directors.

If a member of the Board is to be appointed, the Board shall make a binding nomination of at least the number of persons prescribed by law. The General Meeting may at all times overrule the binding nomination by a majority of at least two thirds of the votes cast representing more than half of the issued capital of the Company. If the General Meeting overrules the binding nomination, the Board may make a new binding nomination. The nomination shall be included in the notice of the General Meeting at which the appointment shall be considered. If a nomination has not been made or has not been made in due time, this shall be stated in the notice and the General Meeting shall be free to appoint a member of the Board at its discretion by a simple majority representing at least one-third of the issued capital of the Company.

The General Meeting may at any time dismiss or suspend any member of the Board. If the Board proposes the dismissal or suspension of a Board member to the General Meeting, the General Meeting can resolve upon such dismissal or suspension by a resolution adopted by a simple majority of the votes cast. If the Board has not made a proposal for the dismissal or suspension of a Board member, the General Meeting can only resolve upon the dismissal or suspension of such Board member by a resolution adopted by a majority of at least two thirds of the votes cast representing more than half of the issued capital. An Executive Director may also be suspended by the Board. A suspension may be discontinued at any time by the General Meeting.

If either the General Meeting or the Board has suspended a member of the Board, the General Meeting is required within three months after the suspension has taken effect to resolve either to dismiss such member, or to terminate or continue the suspension, failing which the suspension shall lapse. A resolution to continue the suspension may be adopted only once and in such event the suspension may be continued for a maximum period of three months.

The Board shall appoint one of the Non-Executive Directors to be the chairperson of the Board.

The Non-Executive Directors shall prepare a profile of the Board's scope and composition taking into account the nature of the Company's business, its activities, and the desired expertise, experience and independence of its members. The composition of the Board shall be such that the combined experience, expertise and independence of its members meets the Board profile and enables the Board to best carry out the variety of its responsibilities and duties to the Company and the Company's stakeholders, consistent with applicable law and regulations.

Board decisions

Pursuant to the Board Regulations, the Board may in principle pass resolutions only if at least the majority of the Board members are present. Board resolutions may at all times be adopted outside of a meeting, in writing or otherwise, provided that the proposal concerned is submitted to all Board members then in office and none of them objects to this manner of adopting resolutions. Where possible, resolutions shall be passed by unanimous vote. If this is not possible, the resolution shall be taken by a majority of votes. If there is a tie vote, the proposal shall be rejected.

An Executive Director acting jointly with another member of the Board is authorized to represent the Company.

Pursuant to Dutch law and the Articles of Association, the Board must obtain the approval of the General Meeting for resolutions regarding an important change of identity or character of the Company or its business. This includes in any event: (i) the transfer of all or substantially all business activities of the Company to a third party, (ii) the conclusion or cancellation of any long-lasting cooperation by the Company or a subsidiary with another legal entity or company or as a fully liable general partner of a limited partnership or a general partnership, provided that such cooperation or the cancellation thereof is of essential importance to the Company and (iii) the acquisition or disposal by the Company or a subsidiary of a participating interest in the capital of a company with a value of at least one-third of the sum of the assets according to the consolidated balance sheet of the Company's most recently adopted financial statements with explanatory notes thereto.

Conflicts of interest

Pursuant to the Board Regulations, each member of the Board is required to immediately report any (potential) conflict of interest to the chairman of the Board and the other members of the Board. The chairman of the Audit Committee must determine whether a reported (potential) conflict of interest qualifies as a conflict interest within the meaning of Section 2:129 Dutch Civil Code to which the following applies.

A member of the Board may not participate in the adoption of resolutions (including any deliberations) if he or she has a direct or indirect personal interest conflicting with the interests of the Company and the business connected therewith. If all members of the Board have a conflicting personal interest, the board and all of its conflicted Board members will retain decision-making authority. If a member of the Board does not comply with the provisions on conflicts of interest, the resolution concerned is subject to nullification (*vernietigbaar*) and this member may be held liable towards the Company.

All transactions in which there are conflicts of interest with members of the Board must be agreed on terms that are customary in the sector in which the Company operates.

Board Committees

The Board has appointed an Audit Committee, an Investment Committee and a Remuneration/Nomination Committee. These committees are tasked with preparing the decision-making of and advising the Board, although the Board remains collectively responsible for the fulfilment of the duties delegated to its committees. The Non-Executive Directors shall prepare and publish a report on its functioning and activities and of the committees during the preceding financial year. In accordance with the Articles of Association and the Board Regulations, the Board has drawn up rules on each committee's role, responsibilities and functioning. The committee regulations are incorporated in the Board Regulations that are published on the Company's website.

Audit Committee

The duties of the Audit Committee include supervising and monitoring, and advising the Board on, the effectiveness of the Company's internal risk management and control systems, supervising the enforcement of the relevant legislation and regulations, and supervising the effect of codes of conduct. The Audit Committee further supervises the submission of financial information by the Company, compliance with recommendations and observations of the Company's internal auditor and the external auditor, functioning of the internal audit department and the Company's policy on tax planning. It furthermore maintains contact with and supervises the external accountant and it prepares the nomination of an external accountant for appointment by the General Meeting.

The Audit Committee must hold at least four meetings per year, must be composed of a majority of independent members and must be chaired by an independent Non-Executive Director. The following Board members serve on the Audit Committee: Andreas Segal, Tom de Witte and George Muchanya.

Investment Committee

The duties of the Investment Committee include advising the Board on the issues related to all material decisions regarding the real estate portfolio of the Group, including the acquisitions and disposals of real estate assets.

The Investment Committee must hold at least four meetings per year. The following Board members serve on the Investment Committee: Ioannis Papalekas (as chairman), Dimitris Raptis and Norbert Sasse.

Remuneration/Nomination Committee

The duties of the Remuneration/Nomination Committee include advising the Board on the exercise of its duties regarding the remuneration policy, preparing proposals for the Board on these subjects and preparing the remuneration report as well as drawing up selection criteria and appointment procedures for Board members, periodically assessing the size and composition of the Board members and the functioning of the individual members, and making proposals for appointments and re-appointments.

The Remuneration/Nomination Committee must hold at least two meetings per year. The following Board members serve on the Remuneration/Nomination Committee: Dimitris Raptis (as chairman), Claudia Pendred and Marc van Campen.

Potential conflicts of interest and other information

Messrs Iannis Papalekas, the Company's Non-executive Director (Chairman), and Dimitris Raptis, the Company's Non-executive Directors, are directors in Globalworth Real Estate Investments Ltd and Globalworth Investment Advisers Ltd., a 100% subsidiary of GREIL. There have been in the past and there could be in the future conflicts of interest arising as a result of related party transactions between GREIL and its affiliates and the Company.

The Company has established procedures whereby such Non-executive Directors shall refrain from participating in decisions involving any personal conflict of interest, please see "*Board decisions – Conflicts of interests*" below.

Other than the above, the Company is not aware of any circumstance that may lead to a potential conflict of interest between the private interests or other duties of members of the Board vis-à-vis the Company. There is no family relationship between any members of the Board.

During the last five years, none of the members of the Board (i) has been convicted of fraudulent offenses, (ii) has served as a director or officer of any entity subject to bankruptcy proceedings, receivership or liquidation or (iii) has been subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies), or disqualification by a court from acting as a member of the administrative, management or supervisory body of an issuer, or from acting in the management or conduct of the affairs of any issuer.

Other than disclosed herein, the Company is not aware of any arrangement or understanding with major Shareholders, suppliers, customers or others pursuant to which any member of the Board was selected as a member of such body of the Company.

Board remuneration

The remuneration of the Executive Directors shall be determined by the Board with due observance of the remuneration policy adopted by the General Meeting (as summarized below). Executive Directors may not take part in the decision-making process in respect of the remuneration of Executive Directors. A proposal with respect to a remuneration scheme in the form of Shares or rights to Shares is submitted by the Board to the General Meeting for its approval. This proposal must set out at least the maximum number of Shares or rights to Shares to be granted to Executive Directors and the criteria for granting or amendment.

The remuneration of the Non-Executive Directors shall be determined by the General Meeting upon a proposal of the Board, with due observance of the remuneration policy adopted by the General Meeting. Non-Executive Directors may not receive Shares and/or options or similar rights to acquire Shares as part of their remuneration.

Remuneration policy components

Fixed annual base fee

<u>Executive Directors</u>

The Executive Directors as such, as well as in connection with their employment with, or services rendered to, any of the Group Companies, are entitled to an annual fixed remuneration. In this respect the annual fixed remuneration of Rafał Pomorski shall amount to a gross amount of PLN 480,000, of which up to a maximum gross amount of PLN 175,000 as to be determined shall be in connection with his role of Executive Director as such, and the annual fixed remuneration of Małgorzata Turek shall amount to a gross amount of PLN 840,000, of which up to a maximum gross amount of PLN 200,000 as to be determined shall be in connection with her role of Executive Director as such.

<u>Non-Executive Directors</u>

The current annual compensation of the Non-Executive Directors is as follows:

- Non-Executive Director: EUR 20,000;
- Membership committee of the Board of Directors: EUR 5,000 (per committee).

Annual variable remuneration

<u>Executive Directors</u>

The Executive Directors are entitled to an annual performance related variable compensation in connection with their employment with, or services rendered to, one or more Group Companies. The objective of the annual variable remuneration in cash (Performance Payment) is to ensure that the Executive Directors in connection with their employment with, or services rendered to, one or more Group Companies, will be focused on realising Group-wide and personal operational objectives leading to longer term value creation. The Performance Payment will be paid out when predefined targets are realised, while the maximum Performance Payment may be paid out in case of outperformance of the predefined targets. If realised performance is below a certain threshold level, no Performance Payment will be paid out.

Małgorzata Turek

Małgorzata Turek will be entitled to receive a Performance Payment in the gross amount of up to PLN 350,000, provided that the key performance indicators set out in the annual budget of the Group outlining the financial and other targets for the Group and its management have been met. Such indicators shall include, among others, the amount of dividend of the Company per share, the amount of funds from operations and the amount of per share net asset value of the Group. The Performance Payment will be payable following the approval of the Company's audited financial statements for the financial year to which such Performance Payment relates, however, not earlier than on 31 March of the subsequent year.

Rafał Pomorski

Rafał Pomorski will be entitled to receive a Performance Payment in the gross amount up to PLN 300,000; provided that the key performance indicators set out in the annual budget of the Group outlining the financial and other targets for the Group and its management have been met. Such indicators shall include, among others, the amount of dividend of the Company per share, the amount of funds from operations and the amount of per share net asset value of the Group. The Performance Payment will be payable following the approval of the Company's audited financial statements for the financial year to which such Performance Payment relates, however, not earlier than on 31 March of the subsequent year.

Pension and fringe benefits

<u>Executive Directors</u>

The Executive Directors are not entitled to any pension contributions.

The Executive Directors will be entitled to customary fringe benefits, such as expense allowances (including for the use of a private or leased car) and reimbursement of costs, in connection with their employment with, or services rendered to, one or more Group Companies.

<u>Non-Executive Directors</u>

The Non-Executive Directors will be entitled to reimbursement costs.

Adjustments to variable remuneration

Pursuant to Dutch law, the variable remuneration of managing directors may be reduced or managing directors may be obliged to repay (part of) their remuneration to the company if certain circumstances apply, which are summarized below.

Pursuant to Dutch law, the Board may adjust the variable remuneration to an appropriate level if payment of the variable remuneration were to be unacceptable according to the criteria of reasonableness and fairness. In addition, the Board will have the authority under Dutch law to recover from an Executive Director any variable remuneration awarded on the basis of incorrect financial data in respect of underlying targets or other circumstances of which the variable remuneration is dependent.

Service and severance agreements

Set out below are the material terms of the management contracts of the Executive Directors.

Małgorzata Turek

Małgorzata Turek, the Company's Executive Director and CEO has entered into a management contract with the Company and/or its subsidiary (the "**CEO Contracts**"). The CEO Contracts have been entered into for an unspecified term and each party will have a right to terminate the CEO Contracts with six months' notice (unless terminated by the Company with immediate effect for cause).

The CEO Contracts provide for the non-compete obligations of Małgorzata Turek during the term of the CEO Contracts, as well as for 12 months following their termination. During the non-compete period following the termination of the CEO Contracts, Małgorzata Turek will be entitled to receive monthly base remuneration for each month of the non-compete period.

Rafał Pomorski

Rafał Pomorski, the Company's Executive Director and CFO has entered into a management contract with the Company and/or its subsidiary (the "**CFO Contracts**"). The CFO Contracts have been entered into for an unspecified term and each party will have a right to terminate the CFO Contracts with six months' notice (unless terminated by the Company with immediate effect for cause).

The CFO Contracts provide for Rafał Pomorski's non-compete obligations during the term of the CFO Contracts, as well as for 12 months following their termination. During the non-compete period following the termination of the CFO Contracts, Rafał Pomorski will be entitled to receive monthly base remuneration for each month of the non-compete period.

Other than the entitlements during non-compete period as set out above, there any no severance arrangements in place with respect to the members of the Board.

Incentive schemes

Pursuant to the CEO Contracts and the CFO Contracts, it has been agreed that the Company will introduce a long-term incentive program for its Executive Directors under which, instead of receiving the annual performance bonus, they will have an option to acquire shares in the Company or will be entitled to similar instruments that will allow the Executive Directors to obtain the financial result as if they purchased shares in the Company (the "**LTI**"). The Executive Directors will be required to invest at least 50% but not more than 150% of their annual performance bonus into the LTI.

Within the LTI, the entry strike price will be equal to the multiple of the Offer Price and the number of shares in the Company (if applicable) acquired by the Executive Directors within the LTI, and will be subject to a 12-month lock-up. If the Executive Director terminates the CEO Contracts or, the CFO Contracts, as applicable, or such contracts are terminated by the Company and the Executive Director is deemed a bad leaver, the Executive Director will lose the right to acquire the shares in the Company within the LTI and the Company will have the right to require the Executive Director to sell all of its shares in the Company that are still subject to the lock-up for the entry price. If the Company terminates the CEO Contracts or, the CFO Contracts and the Executive Director is a good leaver, the Executive Director will have a right to acquire the shares in the Company to which he became entitled under the LTI and the Company will have the right to require the Executive Director to sell all of its shares in the Company that are still subject to the lock-up for the then current market price of the Company's shares as quoted on the relevant stock exchange.

Equity holdings

Current holdings

As of the date of this Prospectus none of the Directors hold have any Shares of the Company.

Liability of members of the Board

Under Dutch law, members of the Board may be liable towards the Company for damages in the event of improper or negligent performance of their duties. They may be jointly and severally liable for damages towards the Company for infringement of the Articles of Association or of certain provisions of the Dutch Civil Code. In addition, they may be liable towards third parties for infringement of certain provisions of the Dutch Civil Code. In certain circumstances, they may also incur additional specific civil and criminal liabilities.

Insurance

Members of the Board and certain other officers are insured under an insurance policy taken out by the Company against damages resulting from their conduct when acting in their capacities as members or officers. See "*Business of the Issuer – Insurance coverage*".

Indemnification

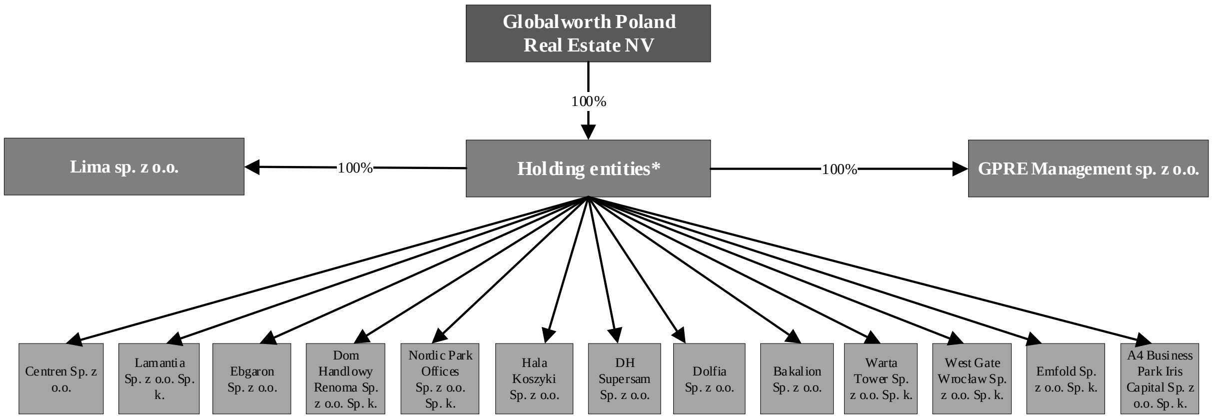
The Articles of Association include provisions regarding the indemnification of current and former members of the Board.

There shall, however, be no entitlement to reimbursement if and to the extent that: (i) a Dutch court has established in a final and conclusive decision that the act or failure to act of the person concerned may be characterized as willful (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*) conduct, unless Dutch law provides otherwise or this would, in view of the circumstances of the case, be unacceptable according to standards of reasonableness and fairness, or (ii) the costs or financial loss of the person concerned are covered by an insurance and the insurer has paid out the costs or financial loss.

GROUP STRUCTURE

Corporate Structure

The Group is structured as follows:



Source: The Company

** The holding companies are as follows: Akka Re Sp. z o.o., Akka SCSp, Charlie RE Sp. z o.o., December Re Sp. z o.o., December SCSp, Dom Handlowy Renoma Sp. z o.o., Griffin Premium RE Lux S.a.r.l., IB 14 FIZ AN, Lamantia Sp. z o.o., Nordic Park Offices Sp. z o.o., Warta Tower Sp. z o.o. (formerly: Kohala Sp. z o.o.), Warta LP (formerly: Kumu Sp. z o.o.), Iris Capital Sp. z o.o., Wetherall Investments Sp. z o.o., Emfold Investments Sp. z o.o., Ormonde Sp. z o.o., West Gate Wrocław Sp. z o.o. (formerly: Echo - West Gate Sp. z o.o.), Wagstaff Investments Sp. z o.o.*

The Reorganization

The Company was established in the Netherlands on 21 December 2016. At the date of its incorporation, the Company was a shelf company with no activities with Griffin Netherlands II BV ("**GN II**") and GT Netherlands III BV ("**GTN III**") being its shareholders. GN II and GTN III are owned by Griffin Topco II S.à r.l. ("**Topco II**") and Griffin Topco III S.à r.l. ("**Topco III**"), respectively. Topco II and Topco III are entities indirectly controlled by a fund managed by Oaktree.

In December 2016 up to 3 March 2017, a reorganization took place and following the completion of a number of steps comprising sales and in-kind contributions of shares, the Company became the holding company for entities including companies holding real estate properties (the "**Reorganization**"). Detailed steps of the Reorganization are described in the Financial Statements in Note 1.2 "*Reorganization*". Before the Reorganization, all companies holding properties were, directly and indirectly, fully-owned by Topco II and Topco III. The split was as follows:

- Renoma, Hala Koszyki, Supersam, Philips, Batory and Bliski – owned by Topco II; and
- Lubicz, Green Horizon and Nordic – owned by Topco III.

The main purpose of the Reorganization was to simplify the previous complex holding structure and to consolidate all of the investment properties held by separate entities under one joint stock company that will be listed on the stock exchange. Such structure allows for more efficient management of the various Group Companies and limits costs. In addition, all of the intragroup borrowings were fully consolidated under the Issuer, thus providing for transparency.

Significant subsidiaries

As of the Prospectus Date, the relevant details of the significant Group Companies, which are, directly or indirectly, fully-owned by the Issuer, are as follows:

IB 14 Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych

Globalworth Poland Real Estate N.V. owns 100% of the investment certificates issued by IB 14 Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych, which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	IB 14 Fundusz Inwestycyjny Zamknięty Aktywów Niepublicznych
Registered office and postal address:	Mokotowska 49 Street, Warsaw, Poland

Principal scope of business:	Investing in real estate entities

Hala Koszyki Sp. z o.o. (formerly: Lenna Investments Sp. z o.o.)

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Lenna Investments Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Hala Koszyki Sp. z o.o. (formerly: Lenna Investments Sp. z o.o.)
Registered office and postal address:	Marszałkowska 142 Street, Warsaw, Poland
Share capital:	PLN 79,000
Principal scope of business:	Owner of Hala Koszyki project

Lamantia Sp. z o.o.

Globalworth Poland Real Estate N.V. owns 100% of the shares in the share capital of Lamantia Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Lamantia Sp. z o.o.
Registered office and postal address:	Marszałkowska 142 Street, Warsaw, Poland
Share capital:	PLN 15,000
Principal scope of business:	General Partner to Lamantia Spółka z ograniczoną odpowiedzialnością Sp.k.

Nordic Park Offices Spółka z ograniczoną odpowiedzialnością

Globalworth Poland Real Estate N.V. owns 100% of the shares in the share capital of Nordic Park Offices Spółka z ograniczoną odpowiedzialnością, which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Nordic Park Offices Spółka z ograniczoną odpowiedzialnością
Registered office and postal address:	Marszałkowska 142 Street, Warsaw, Poland
Share capital:	PLN 15,000
Principal scope of business:	General Partner to Nordic Park Offices Spółka z ograniczoną odpowiedzialnością Sp.k.

Dom Handlowy Renoma Sp. z o.o.

Globalworth Poland Real Estate N.V. owns 100% of the shares in the share capital of Dom Handlowy Renoma Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Dom Handlowy Renoma Sp. z o.o.
Registered office and postal address:	Marszałkowska 142 Street, Warsaw, Poland
Share capital:	PLN 15,000
Principal scope of business:	General partner to Dom Handlowy Renoma Sp. z o.o. Sp.k.

Akka SCSp

Griffin Premium RE Lux Sarl owns 0.01% of the shares in the share capital of Akka SCSp, which authorizes it to exercise 0.01% of the votes at the meeting of the shareholders and Akka RE Sp. z o.o. owns 99.99% of the shares in the share capital of Akka SCSp, which authorizes it to exercise 99.99% of the votes at the meeting of the shareholders

Overview:

Name:	Akka SCSp
Registered office and postal address:	26A, Boulevard Royal, L-2449 Luxembourg
Share capital:	PLN 15,000

Principal scope of business: .... Limited partner to Nordic Park Offices Sp. z o.o. Sp.k.

Charlie SCSp

Charlie RE sp. z o.o. owns 99.99% of the shares in the share capital of Charlie SCSp, which authorizes it to exercise 99.99% of the votes at the meeting of the shareholders and Griffin Premium RE Lux Sarl owns 0.01% of the shares in the share capital of Charlie SCSp, which authorizes it to exercise 0.01% of the votes at the meeting of the shareholders

Overview:

Name:	Charlie SCSp
Registered office and postal address:........	26A, Boulevard Royal, L-2449 Luxembourg
Share capital:...	PLN 12,200
Principal scope of business:	Limited Partner to Lamantia Sp. z o.o. Sp.k.

December SCSp

December RE Sp. z o.o. owns 99.98% of the shares in the share capital of December SCSp, which authorizes it to exercise 99.98% of the votes at the meeting of the shareholders and Griffin Premium RE Lux Sarl owns 0.02% of the shares in the share capital of December SCSp, which authorizes it to exercise 0.02% of the votes at the meeting of the shareholders

Overview:

Name:	December SCSp
Registered office and postal address:........	26A, Boulevard Royal, L-2449 Luxembourg
Share capital:...	PLN 10,000
Principal scope of business:	Limited partner to Dom Handlowy Renoma Sp. z o.o. Sp.k.

Griffin Premium RE Lux Sarl

Globalworth Poland Real Estate N.V. owns 100% of the shares in the share capital of Griffin Premium RE Lux Sarl, which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Griffin Premium RE Lux Sarl
Registered office and postal address:	26A, Boulevard Royal, L-2449 Luxembourg
Share capital:...	PLN 60,000
Principal scope of business:	General Partner to Akka SCSp, Charlie SCSp and December SCSp

December RE Sp. z o.o.

IB 14 FIZAN owns 100% of the shares in the share capital of December RE Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	December RE Sp. z o.o.
Registered office and postal address:	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 31,000
Principal scope of business:	Limited Partner to December SCSp

Charlie RE Sp. z o.o.

IB 14 FIZAN owns 100% of the shares in the share capital of Charlie RE Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Charlie RE Sp. z o.o.
Registered office and postal address:	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 26,000

Principal scope of business: .... Limited Partner to Charlie SCSp

Akka RE Sp. z o.o.

IB 14 FIZAN owns 100% of the shares in the share capital of Akka RE Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Akka RE Sp. z o.o.
Registered office and postal address:	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 25,000
Principal scope of business:	Limited Partner to Akka SCSp

Lamantia Spółka z ograniczoną odpowiedzialnością Sp.k.

Charlie SCSp owns 99.50% of the shares in the share capital of Lamantia Spółka z ograniczoną odpowiedzialnością Sp.k., which authorizes it to exercise 99.50% of the votes at the meeting of the shareholders and Lamantia Sp. z o.o. owns 0.50% of the shares in the share capital of Lamantia Spółka z ograniczoną odpowiedzialnością Sp.k., which authorizes it to exercise 0.50% of the votes at the meeting of the shareholders.

Overview:

Name:	Lamantia Spółka z ograniczoną odpowiedzialnością Sp.k.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 988,650.26
Principal scope of business:	Owner of Philips House project

Dom Handlowy Renoma Spółka z ograniczoną odpowiedzialnością Sp. k. (formerly DH Renoma Sp. z o.o.)

December SCSp owns 99.00% of the shares in the share capital of Dom Handlowy Renoma Spółka z ograniczoną odpowiedzialnością S. k. (formerly DH Renoma Sp. z o.o.), which authorizes it to exercise 99.00% of the votes at the meeting of the shareholders and Dom Handlowy Renoma Sp. z o.o. owns 1% of the shares in the share capital of Dom Handlowy Renoma Spółka z ograniczoną odpowiedzialnością S. k. (formerly DH Renoma Sp. z o.o.), which authorizes it to exercise 1% of the votes at the meeting of the shareholders.

Overview:

Name:	Dom Handlowy Renoma Spółka z ograniczoną odpowiedzialnością Sp. k.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 118,868,000
Principal scope of business:	Owner of Renoma project

Nordic Park Offices Spółka z ograniczoną odpowiedzialnością Sp.k.

Akka SCSp owns 99.9% of the shares in the share capital of Nordic Park Offices Spółka z ograniczoną odpowiedzialnością Sp.k. (Kafue Investments Sp. z o.o.), which authorizes it to exercise 99.9% of the votes at the meeting of the shareholders and Nordic Park Offices Sp. z o.o. owns 0.1% of the shares in the share capital of Nordic Park Offices Spółka z ograniczoną odpowiedzialnością Sp.k. (Kafue Investments Sp. z o.o.), which authorizes it to exercise 0.1% of the votes at the meeting of the shareholders.

Overview:

Name:	Nordic Park Offices Spółka z ograniczoną odpowiedzialnością Sp.k.
Registered office and postal address:..........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 9,370,230
Principal scope of business:	Owner of Nordic Park project

GPRE Management sp. z o.o.

IB 14 FIZAN owns 100% of the shares in the share capital of GPRE Management sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	GPRE Management sp. z o.o.
Registered office and postal address:	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 56,000
Principal scope of business:	Management company

Lima sp. z o.o.

IB 14 FIZAN owns 100% of the shares in the share capital of Lima sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Lima sp. z o.o.
Registered office and postal address:..........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 5,000
Principal scope of business:	Management company

DH Supersam Katowice Sp. z o.o.

IB 14 FIZAN, wholly owned by the Issuer, owns 100% of the shares in the share capital of DH Supersam Katowice Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	DH Supersam Katowice Sp. z o.o.
Registered office and postal address:..........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 38,956,000
Principal scope of business:	Owner of Supersam project

Ebgaron Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Ebgaron Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Ebgaron Sp. z o.o.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 5,000
Principal scope of business:	Owner of Bliski Centrum project

Dolfia Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Dolfia Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Dolfia Sp. z o.o.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 10,000
Principal scope of business:	Owner of Batory Building I project

Bakalion Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Bakalion Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Bakalion Sp. z o.o.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 10,000

Principal scope of business: .... Owner of Lubicz Office Center project

Centren Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Centren Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Centren Sp. z o.o.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 5,000
Principal scope of business:	Owner of Green Horizon project

Iris Capital Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Iris Capital Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Iris Capital Sp. z o.o.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 5,000
Principal scope of business:	General Partner to A4 Business Park - Iris Capital Sp. z o.o. Sp. k.

Wetherall Investments Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Wetherall Investments Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Wetherall Investments Sp. z o.o.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 5,000
Principal scope of business:	Limited Partner to A4 Business Park - Iris Capital Sp. z o.o. Sp. k.

A4 Business Park - Iris Capital Sp. z o.o. Sp. k.

Wetherall Investments Sp. z o.o. owns 99.99% of the shares in the share capital of A4 Business Park - Iris Capital Sp. z o.o. Sp.k., which authorizes it to exercise 99.99% of the votes at the meeting of the shareholders and Iris Capital Sp. z o.o. owns 0.01% of the shares in the share capital of A4 Business Park -Iris Capital Sp. z o.o. Sp. k., which authorizes it to exercise 0.01% of the votes at the meeting of the shareholders.

Overview:

Name:	A4 Business Park - Iris Capital Sp. z o.o. Sp. k
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 2,250,000
Principal scope of business:	Owner of A4 Business Park project

West Gate Wrocław Sp. z o.o. (formerly: Echo - West Gate Sp. z o.o.)

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of West Gate Wrocław Sp. z o.o., (formerly: Echo - West Gate Sp. z o.o.) which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	West Gate Wrocław Sp. z o.o. (formerly: Echo - West Gate Sp. z o.o.)
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 5,000
Principal scope of business:	General Partner to West Gate Wrocław Sp. z o.o. Sp. k..

Wagstaff Investments Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Wagstaff Investments Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Wagstaff Investments Sp. z o.o
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 5,000
Principal scope of business:	Limited Partner to West Gate Wrocław Sp. z o.o. Sp. k.

West Gate Wrocław Sp. z o.o. Sp. k. (formerly Echo – West Gate Sp. z o.o. Sp.k.)

Wagstaff Investments Sp. z o.o. owns 99.99% of the shares in the share capital of West Gate Wrocław Sp. z o.o Sp. k. which authorizes it to exercise 99.99% of the votes at the meeting of the shareholders and West Gate Wrocław Sp. z o.o. owns 0.01% of the shares in the share capital of West Gate Wrocław Sp. z o.o Sp. k., which authorizes it to exercise 0.01% of the votes at the meeting of the shareholders.

Overview:

Name:	West Gate Wrocław Sp. z o.o. Sp. k. (formerly Echo – West Gate Sp. z o.o. Sp.k.)
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 2,000,000
Principal scope of business:	Owner of West Gate Wrocław project

Emfold Investments Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Emfold Investments Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Emfold Investments Sp. z o.o.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 5,000
Principal scope of business:	General Partner to Emfold Investments Sp. z o.o. Sp. k.

Ormonde Sp. z o.o.

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Emfold Investments Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Ormonde Sp. z o.o.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 5,000
Principal scope of business:	Limited Partner to Emfold Investments Sp. z o.o. Sp. k.

Emfold Investments Sp. z o.o. Sp. k.

Ormonde Sp. z o.o. owns 99.90% of the shares in the share capital of Emfold Investments Sp. z o.o. Sp. k. which authorizes it to exercise 99.90 % of the votes at the meeting of the shareholders and Emfold Investments Sp. z o.o. owns 0.1% of the shares in the share capital of Emfold Investments Sp. z o.o. Sp. k., which authorizes it to exercise 0.1% of the votes at the meeting of the shareholders.

Overview:

Name:	Emfold Investments Sp. z o.o. Sp. k.
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:..	PLN 5,000
Principal scope of business:	Owner of Tryton project

Warta Tower Sp. z o.o. (formerly: Kohala Sp. z o.o.)

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Warta Tower Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Warta Tower Sp. z o.o. *(formerly: Kohala Sp. z o.o.)*
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 5,000
Principal scope of business:	General Partner to Kohala Sp. z o.o. Sp. k.

Warta LP Sp. z o.o. (formerly: Kumu Sp. z o.o.)

IB 14 FIZAN, wholly-owned by the Issuer, owns 100% of the shares in the share capital of Warta LP Sp. z o.o., which authorizes it to exercise 100% of the votes at the meeting of the shareholders.

Overview:

Name:	Warta LP Sp. z o.o. *(formerly: Kumu Sp. z o.o.)*
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 5,000
Principal scope of business:	Limited Partner to Kohala Sp. z o.o. Sp. k.

Warta Tower Sp. z o.o. Sp. k. (formerly: Chmielna Inwestycje KREH2 Sp. z o.o. Sp. k.

Warta LP Sp. z o.o. *(formerly: Kumu Sp. z o.o.)* owns 99.90% of the shares in the share capital of Warta Tower Sp. z o.o. Sp. k. (formerly: Chmielna Inwestycje KREH2 Sp. z o.o. Sp. k.) which authorizes it to exercise 99.90 % of the votes at the meeting of the shareholders and Warta Tower Sp. z o.o. *(formerly: Kohala Sp. z o.o.)* owns 0.1% of the shares in the share capital of Warta Tower Sp. z o.o. Sp. k.(formerly: Chmielna Inwestycje KREH2 Sp. z o.o. Sp. k.) which authorizes it to exercise 0.1% of the votes at the meeting of the shareholders.

Overview:

Name:	*Warta Tower Sp. z o.o. Sp. k.* (formerly: Chmielna Inwestycje KREH2 Sp. z o.o. Sp. k.)
Registered office and postal address:........	Marszałkowska 142 Street, Warsaw, Poland
Share capital:...	PLN 60,532,900
Principal scope of business:	Owner of Warta Tower project

Potential future conversion into a REIT

The Company may consider a potential conversion of its structure into a REIT once the necessary legislation is adopted in Poland. Currently, legislative efforts have stalled in Poland in connection with the drafting of a law that would provide for the establishment of REITs. The latest draft of the REIT regulations (the "**REIT Act**") was presented by the Polish Minister of Finance in April 2018 and continues to be discussed. However, it is currently unclear if the REIT Act will be adopted and in which form and, consequently, no assurance can be given as to whether the Group will be able to comply with the provisions of such act to obtain and maintain REIT status. In particular, the current draft of the REIT Act provides that to qualify as a REIT, a trust would have to invest primarily in residential properties. The Company currently does not hold residential properties and would therefore not qualify as a REIT under the current draft.

DESCRIPTION OF SHARE CAPITAL AND CORPORATE GOVERNANCE

General

The Company was incorporated by a notarial deed as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under Dutch law on 21 December 2016. On 23 March 2017 the Company was converted into a public company (*naamloze vennootschap*) pursuant to a notarial deed of amendment and conversion in accordance with a resolution of the General Meeting (the "**Conversion**"). Following conversion the legal and commercial name of the Company was Griffin Premium RE.. N.V. Following the acquisition of a majority stake in the Company by Globalworth, on 26 April 2018 the name of the Company was changed to Globalworth Poland Real Estate N.V. pursuant to a notarial deed of amendment in accordance with a resolution of the General Meeting.

The Company is registered with the Trade Register of the Dutch Chamber of Commerce under number 67532837. Its official seat is in Amsterdam, the Netherlands. Its registered office is Claude Debussylaan 15, 1082 MC Amsterdam. The Company's telephone number is +31205792128.

Summary of key provisions of the Articles of Association

Set out below is an overview of the Company's share capital, certain significant provisions of Dutch corporate law as well as a brief summary of certain provisions of the Articles of Association as they will read after the Conversion and a description of the Company's compliance with the Dutch corporate governance code (the Dutch Code).

This summary does not purport to give a complete overview and should be read in conjunction with the Articles of Association, together with relevant provisions of applicable law, and does not constitute legal advice regarding these matters and should not be considered as such.

Corporate objects

Pursuant to Article 3 of the Articles of Association, the Company's corporate objects are:

- to incorporate, to participate in any way whatsoever in, to manage, to supervise businesses and companies;
- to finance businesses and companies;
- to borrow, to lend and to raise funds, including the issue of bonds, promissory notes or other securities or evidence of indebtedness as well as to enter into agreements in connection with aforementioned activities;
- to render advice and services to businesses and companies with which the Company forms a group and to third parties;
- to grant guarantees, to bind the Company and to pledge its assets for obligations of the Company, group companies and/or third parties;
- to acquire, alienate, manage and exploit registered property and items of property in general;
- to trade in currencies, securities and items of property in general;
- to develop and trade in patents, trademarks, licenses, know-how and other intellectual and industrial property rights;
- to perform any and all activities of an industrial, financial or commercial nature,

and to do all that is connected therewith or may be conducive thereto, all to be interpreted in the broadest sense.

Share capital

The Articles of Association provide for an authorized share capital of the Company equal to 600,000,000 divided into 600,000,000 Shares with a nominal value of EUR 1.00 each.

At the date of this Prospectus the Company's issued and outstanding share capital is EUR 442,757,383 consisting of 442,757,383 Shares, all of which are fully paid up and are subject to and have been created under Dutch law. No Shares are held in treasury.

As part of its initial public offering, the Company's share capital was increased through the issuance of 22,201,267 shares.

286,624,204 New Shares with a nominal value of EUR 1.00 each were issued as part of the Private Placement.

History of share capital

The Issuer was incorporated on 21 December 2016. At its incorporation, the Issuers issued share capital comprised of 45,000 shares.

During February and March 2017, the Company issued in aggregate 133,886,912 shares in connection with the Reorganization, which shares were paid up in kind comprising the relevant assets to establish the Reorganization (see for more information: "*Group Structure – The Reorganization*"). On 3 April 2017, as part of its initial public offering, the Company issued 22,201,267 shares. 286,624,204 New Shares with a nominal value of EUR 1.00 each were issued as part of the Private Placement.

Form and Transferability of Shares

The Shares are in registered form. However, for the purposes of listing on the WSE all the New Shares are registered with the NDS, the central securities depository and clearinghouse in Poland and no physical share certificates will be issued to shareholders. The Shares, while registered with the NDS will be in book entry form and shareholding will be evidenced by reference to securities accounts held for the shareholder by members of the NDS (e.g. brokers or custodians). Transfer of Shares takes place through the facilities of the NDS.

Issue of Shares and granting of rights to subscribe for Shares

Shares shall be issued pursuant to (i) a resolution of the General Meeting at the proposal of the Board, or (ii) a resolution of the Board, if by resolution of the General Meeting the Board has been authorized for a specific period not exceeding five years to issue Shares. Unless otherwise stipulated at its grant, the authorization cannot be withdrawn. A resolution of the General Meeting to issue Shares or to grant rights to subscribe to Shares or a resolution of the General Meeting to authorize the Board of Directors as the Company Body to issue Shares or to grant rights to subscribe to Shares can only be adopted with a qualified majority of at least seventy-five percent (75%) of the votes cast in the event that it concerns the issuance of Shares or the granting of rights to subscribe to Shares in excess of ten percent (10%) of the total number of issued and outstanding Shares on the day on which such a resolution is taken.

The General Meeting has designated the Board, for a period that ends 36 months following the Conversion, as the corporate body authorized to issue Shares and/or grant rights to subscribe for Shares. Pursuant to this designation, the Board may resolve to issue Shares or grant rights to subscribe for Shares up to a maximum of 10% of the total number of shares issued and outstanding on the day after settlement of the Offering in connection with or on the occasion of mergers and acquisitions and strategic alliances and up to an additional 5% following settlement in respect of shares issued under a remuneration scheme (the "**Initial Authorization to Issue Shares**").

In addition to the Initial Authorization to Issue Shares, the General Meeting has designated the Board, for a period that ends 36 months following 26 April 2018, as the competent body to issue Shares and/or grant rights to subscribe for Shares up to a maximum of 350,000,000 Shares (the "**Additional Authorization to Issue Shares**" and together with the Initial Authorization to Issue Shares, the "**Authorization to Issue Shares**"). The minimum price per Share in the Additional Authorization to Issue Shares shall amount to the EPRA Triple Net Asset Value (EPRA NNNAV), as set out in the Company's annual report for the 12-month period ending 31 December 2017, i.e. EUR 1.57.

The Authorization to Issue Shares may from time to time be extended by a resolution of the General Meeting for a period not exceeding five years.

The above provisions shall apply by analogy to the granting of rights to subscribe for Shares. They shall not apply to the issue of Shares to persons exercising a previously granted right to subscribe for Shares.

Pre-emptive rights

Dutch law and the Articles of Association give shareholders pre-emptive rights to subscribe on a pro rata basis for any issue of New Shares or upon a grant of rights to subscribe for Shares. Such pre-emptive rights do not apply, however, in respect of (i) Shares issued for a non-cash contribution (ii) Shares issued to employees of the Company or a group company of the Company and (iii) Shares issued to persons exercising a previously granted right to subscribe for Shares.

The Articles of Association stipulate that pre-emptive rights may be limited or excluded by a resolution of the General Meeting at the proposal of the Board. The General Meeting may also designate this authority to the Board for a period not exceeding five years, and only if the Board at that time is also authorized to issue Shares. If this authority is designated to the Board, the Board may limit or exclude pre-emptive rights. Resolutions put to the General Meeting to limit or exclude pre-emptive rights shall include an explanation in writing of the reasons for the resolution and the choice of the proposed issue price. If less than one half of the issued capital of the Company is represented at the General Meeting, a majority of at least two-thirds of the votes cast shall be required for a resolution of the General Meeting to limit or exclude a pre-emptive right or to designate this authority to the Board of Directors. In addition, a resolution of the General Meeting to limit or exclude a pre-emptive right or to designate this authority to the Board of Directors can only be adopted with a qualified majority of at least seventy-five percent (75%) of the votes cast in the event that it pertains to an issuance of Shares (or the granting of rights to subscribe to Shares) in excess of ten percent (10%) of the total number of issued and outstanding Shares on the day on which such a resolution is taken. Unless otherwise stipulated at its grant, the designation cannot be withdrawn.

The General Meeting has designated the Board, for a period that ends on 36 months following the Conversion, as the corporate body authorized to limit or exclude pre-emptive rights in relation to an issuance of Shares to be issued pursuant to the Authorization to Issue Shares. In addition, the General Meeting has designated the Board, for a period that ends on 36 months following 26 April 2018, as the corporate body authorized to limit or exclude pre-emptive rights in relation to an issuance of Shares to be issued pursuant to the Additional Authorization to Issue Shares.

Acquisition of Shares in the Company's capital

The Company may not subscribe for its own Shares on issue. The Company may acquire its own fully paid Shares (or depositary receipts therefor) at any time for no consideration. Furthermore, subject to certain provisions of Dutch law and the Articles of Association, the Company may acquire fully paid Shares (or depositary receipts therefor) in its own capital if (i) its shareholders' equity less the purchase price, does not fall below the sum of the paid-in and called-up share capital plus the reserves as required to be maintained by Dutch law or by the Articles of Association (such excess, the "**Distributable Equity**"), and (ii) the nominal value of the Shares (or depositary receipts therefor) which the Company acquires, holds or keeps in pledge or which are held by a subsidiary of the Company, does not exceed half of the issued capital of the Company.

Other than those Shares acquired for no consideration, Shares (or depositary receipts therefor) may only be acquired if the General Meeting has authorized the Board thereto. This authorization shall remain valid for a maximum of 18 months. In the authorization, the General Meeting must specify the number of Shares (or depositary receipts therefor) which may be acquired, the manner in which they may be acquired and the limits within which the price must be set.

The General Meeting has authorized the Board until the annual General Meeting to be held in 2019 to acquire a maximum of 10% of the issued Shares, at a purchase price not lower than the nominal value of the shares and not higher than 10% above the average of the closing price of the Shares on WSE for the five business days preceding the date on which the purchase is made.

No authorization from the General Meeting is required for the acquisition of fully paid Shares (or depositary receipts therefor) for the purpose of transferring these Shares to employees of the Company or of a Group company under a scheme applicable to such employees (e.g. a share option plan), provided that such Shares are listed on a stock exchange. Any Shares the Company holds may not be voted or counted for voting quorum purposes.

Reduction of share capital

The General Meeting may, at the proposal of the Board, resolve to reduce the Company's issued share capital by (i) cancelling Shares, or (ii) by amending the Articles of Association to reduce the nominal value of the Shares. A resolution to cancel may only relate to Shares held by the Company itself.

Dividends and other distributions

The Company may only make distributions to the Shareholders insofar as its equity exceeds the Distributable Equity.

Following the adoption of the annual accounts of the Company by the General Meeting, the Board may, determine which part of the profits shall be reserved, taking into account the Company's dividend policy, and the interest of the Company and the enterprise connected therewith. The General Meeting may resolve that the part of the profits remaining after reservation shall be distributed as a dividend on the Shares, also taking into account the Company's dividend policy; without such resolution, these profits shall also be reserved. According to the Articles of Association, the Company's dividend policy shall be to distribute on a semi-annual basis not less than 90% of the Company's FFO, all such dividends shall be declared prior to the end of the period in respect of which the relevant dividend is proposed to be paid. FFO means the Company's free funds from operations, estimated as the EPRA Earnings for the relevant period.

The Board may resolve (i) to distribute an interim dividend on Shares, and (ii) that distributions on Shares are made from the Distributable Equity.

The Board may determine that distributions on Shares will be made payable in euro or another currency. The General Meeting may at the proposal of the Board of Directors resolve that a distribution on Shares shall not be paid in whole or in part in cash but in Shares or in any other form (e.g. distribution of certain assets of the Company), or decide that Shareholders shall be given the option to receive the distribution in cash or other than in cash.

According to the Articles of Association, distributions on Shares shall be made payable within 30 days after they have been declared unless the Board determines another date of payment.

Each of the Shares entitles its holder to equal ranking rights to dividends and other distributions.

Claims to dividends and other distributions not made within five years from the date that such dividends or distributions became payable, will lapse and any such amounts will be considered to have been forfeited to the Company.

General Meeting

An annual General Meeting shall be held once every year within six months from the end of the preceding financial year. Other General Meetings are held as often as the Board deems such to be necessary. (In this section, the term 'Shareholders' also refers to persons to whom meeting rights accrue pursuant to Dutch law or the Articles of Association.)

A General Meeting shall be convened by the Board. The general meetings may be held at Amsterdam or Haarlemmermeer (including Schiphol Airport). One or more Shareholders who individually or jointly represent at least five per cent (5%) of the Company's issued capital may request the Board of Directors in writing to convene a General Meeting, stating specifically the subjects to be discussed. If the Board of Directors has taken insufficient action such that the meeting cannot be held within eight (8) weeks after receipt of the request, such Shareholder(s) shall have the right to request the provisional relief judge of the Dutch district court (*voorzieningenrechter*) to be authorized to convene a General Meeting as referred to in and in accordance with Sections 2:110 and 2:111 of the Dutch Civil Code.

Each Shareholder shall be entitled to attend the General Meeting, to address such meeting and, to the extent applicable, to exercise his or her voting rights. The Board must be notified in writing of a shareholder's intention to attend the meeting. Such notice must be received by the Board no later than on the date specified in the notice of the meeting. The Board may determine that the voting rights may be exercised by means of electronic communication.

Shareholders may only attend the General Meeting and participate in the voting in respect of Shares which are registered in their name on the record date as specified in the notice of the meeting. The record date will be on the 28th day prior to the date of the meeting.

The notice of the meeting shall be effected no later than on the 42nd day prior to the date of the meeting and shall state the items to be dealt with, the items to be discussed and which items are to be voted on, the place and time of the meeting, the procedure for participating at the meeting whether or not by written proxy-holder, the address of the website of the Company and, if applicable, the procedure for participating at the meeting and exercising one's right to vote by electronic means of communication.

Shareholders individually or jointly representing at least 3% of the issued share capital have the right to request the Board to place items on the agenda of the General Meeting. Such item shall be included in the notice or shall be notified in the same way as the other subjects for discussion, if the Company has received the request (including the reasons for such request) not later than 60 days before the day of the meeting.

Each Share entitles the holder to one vote at a General Meeting. Shareholders may vote by proxy. In the General Meeting, no voting rights may be exercised for any Share held by the Company or a subsidiary of the Company, nor for any Share for which the Company or a subsidiary of the Company holds the depositary receipts.

Except where Dutch law or the Articles of Association require a qualified majority, all resolutions shall be adopted by a simple majority of the votes cast.

With respect to resolutions of the General Meeting which can only be adopted if part of the issued capital is represented, a second General Meeting at which such resolutions could otherwise be adopted irrespective of the issued capital being represented, may not be convened in accordance with Section 2:120 paragraph 3 Dutch Civil Code.

Amendment of the Articles of Association

The General Meeting may resolve to amend the Articles of Association, subject to a proposal by the Board.

The General Meeting may furthermore resolve to change the corporate form of the Company. A change of the corporate form shall require a resolution to amend the Articles of Association, subject to a proposal by the Board.

The rights of Shareholders may be changed only by amending the Articles of Association in compliance with Dutch law.

Dissolution and liquidation

In the event of dissolution, the business of the Company will be liquidated in accordance with Dutch law and the Articles of Association, and the members of the Board (unless otherwise determined by the General Meeting) will become liquidators. During liquidation, the provisions of the Articles of Association will remain in force to the extent possible.

Any assets remaining after settlement of debts shall be distributed to the shareholders in proportion to the aggregate nominal value of the Shares held by each of them.

Corporate governance code

Application of the Corporate Governance Code of the Warsaw Stock Exchange and the Dutch Corporate Governance Code to the Company

On 9 December 2003, the Dutch Corporate Governance Committee, also known as the Tabaksblat Committee, released the Dutch Corporate Governance Code (the Dutch Code). With effect from 1 January 2009, the Dutch Code has been amended by the Frijns Committee. On 8 December 2016, the Committee published the revised Dutch Code. The revised Dutch Code has entered into force as of the financial year 2017. The Dutch Code contains principles and best practice provisions for management boards, supervisory boards, shareholders and general meetings of shareholders and audit and financial reporting.

In accordance with the WSE Rules, the Issuer as a public company listed on the Warsaw Stock Exchange should observe the principles of corporate governance set out in the WSE Best Practices. The WSE Best Practices is a set of recommendations and rules of procedure for governing bodies of publicly-listed companies and their shareholders. The WSE Rules and resolutions of the WSE management board and its council set forth the manner in which publicly-listed companies disclose information on their compliance with corporate governance rules and the scope of information to be provided. If a certain rule is not complied with by a publicly-listed company on a permanent basis or has been breached incidentally, such publicly-listed company is required to disclose this fact in the form of a current report. Furthermore, a publicly-listed company is required to attach to its annual report information on the scope in which it complied with the WSE Best Practices in a given financial year.

The Corporate Governance Code of the Warsaw Stock Exchange and the Dutch Code are mainly based upon the same or at least comparable principles of good corporate governance. However, in view of its listing on the Warsaw Stock Exchange, the Company shall apply the Corporate Governance Code of the Warsaw Stock Exchange and, therefore, it does comply with the Dutch Code to the extent that the Dutch Code does not deviate from the Corporate Governance Code of the Warsaw Stock Exchange.

Non-compliance with the Dutch code

The practices where the Company is not in compliance with the Dutch code are the following:

Composition and size

- *Best practice provision 2.1.1:*

  The non-executive board should prepare a profile, taking account of the nature and the activities of the enterprise affiliated with the company. The profile should address:

  i. the desired expertise and background of the non-executive board members;

  ii. the desired diverse composition of the non-executive board, referred to in best practice provision 2.1.5;

  iii. the size of the non-executive board; and

  iv. the independence of the non-executive board members.

  The profile should be posted on the company's website.

Globalworth Poland Real Estate N.V.`s does not comply entirely with this point. Profile of the non-executive board are posted on the company`s website but their do not contain all required information.

- *Best practice provision 2.1.7:*

  The composition of the non-executive board is such that the members are able to operate independently and critically vis-ŕ-vis one another, the management board, and any particular interests involved. In order to safeguard its independence, the non-executive board is composed in accordance with the following criteria:

  i. any one of the criteria referred to in best practice provision 2.1.8, sections i. to v. inclusive should be applicable to at most one non-executive board member;

ii. the total number of non-executive board members to whom the criteria referred to in best practice provision 2.1.8 are applicable should account for less than half of the total number of non-executive board members; and

iii. for each shareholder, or group of affiliated shareholders, who directly or indirectly hold more than ten percent of the shares in the company, there is at most one non-executive board member who can be considered to be affiliated with or representing them as stipulated in best practice provision 2.1.8, sections vi. and vii.

Four out of eight Non-Executive Directors do not qualify as independent within the meaning of the Dutch Code. These non-independent Executive Directors are, through their wider association with the group and its operations, considered to have unique knowledge of the group and its industry. The current board's diversity of professional expertise and demographics make it a highly effective board with regards to Globalworth Poland Real Estate N.V.'s current strategies.

- *Best practice provision 2.2.1:*

  A management board member is appointed for a maximum period of four years. A member may be reappointed for a term of not more than four years at a time.

  The diversity objectives from best practice provision 2.1.6 should be considered in the preparation of the appointment or reappointment.

At present, the Company does not fully comply with the Dutch Act on Management and Supervision, which – among others – aims at a representation of at least 30% of either gender in the Board of Directors. The Board of Directors continues to strive to achieve a balanced composition of the Board in terms of gender, but it will continue to select members primarily on the basis of expertise, experience, background and skills. The Board of Directors now has a composition of at least 20% of either gender. The current executive members of the Board (Małgorzata Turek and Rafał Pomorski) are appointed for an indefinite term. The purpose thereof is to safeguard the continuity of the Company and its Group Companies.

Organisation of the non-executive board and reports

- *Best practice provision 2.3.1:*

  The division of duties within the non-executive board and the procedure of the non-executive board should be laid down in the terms of reference. The non-executive board's terms of reference should include a paragraph dealing with its relations with the management board, the general meeting, the employee participation body (if any) and the executive committee (if any). The terms of reference should be posted on the company's website.

Globalworth Poland Real Estate N.V. has adopted the board's terms of reference but Non-Executive Director tasks are split into different categories. The terms of references are not posted on the company`s website.

- *Best practice provision 2.3.2:*

  If the non-executive board consists of more than four members, it should appoint from among its members an audit committee, a remuneration committee and a selection and appointment committee. Without prejudice to the collegiate responsibility of the non-executive board, the duty of these committees is to prepare the decision- making of the non-executive board. If the nonexecutive board decides not to establish an audit committee, a remuneration committee or a selection and appointment committee, the best practice provisions applicable to such committee(s) should apply to the entire non-executive board.

Globalworth Poland Real Estate N.V. has combined the remuneration committee and selection and appointment committee into one nomination and remuneration committee. Due to the size of the company it does not believe to be efficient to maintain a separate remuneration committee and selection and appointment committee.

- *Best practice provision 2.3.7:*

  The vice-chairman of the non-executive board should deputise for the chairman when the occasion arises.

  No formal vice-chairman has been appointed. If the chairman is not available to attend a board meeting, in practice one of the other independent Non-Executive Directors will chair the meeting.

Preventing conflicts of interest

- *Best practice provision 2.7.3:*

  A conflict of interest may exist if the company intends to enter into a transaction with a legal entity:
  in which a member of the management board or the non-executive board personally has a material financial interest; or

which has a member of the management board or the non-executive board who is related under family law to a member of the management board or the non-executive board of the company.

A management board member should report any potential conflict of interest in a transaction that is of material significance to the company and/or to such management board member to the chairman of the non-executive board and to the other members of the management board without delay. The management board member should provide all relevant information in that regard, including the information relevant to the situation concerning his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree.

A non-executive board member should report any conflict of interest or potential conflict of interest in a transaction that is of material significance to the company and/or to such non-executive board member to the chairman of the non-executive board without delay and should provide all relevant information in that regard, including the relevant information pertaining to his spouse, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree. If the chairman of the non-executive board has a conflict of interest or potential conflict of interest, he should report this to the vice-chairman of the non-executive board without delay.

Globalworth Poland Real Estate N.V for the most part complies with this provision, except that no formal chairman and vice-chairman has been appointed. If the chairman of the board has a conflict of interest or potential conflict of interest that is of material significance to the company and/or to him, in practice he shall report this immediately to the chairman of the audit committee and/or another Non-Executive Director.

- *Best practice provision 2.7.5:*

  All transactions between the company and legal or natural persons who hold at least ten percent of the shares in the company should be agreed on terms that are customary in the market. Decisions to enter into transactions with such persons that are of material significance to the company and/or to such persons should require the approval of the non-executive board. Such transactions should be published in the management report, together with a declaration that best practice provision 2.7.5 has been complied with.

On December 18, 2017 the entity and its significant shareholder Globalworth Asset Managers SRL, operating through its subsidiary Globalworth Finance Guernsey Limited, signed a short-term corporate loan agreement, under which Globalworth Poland Real Estate N.V. was granted a convertible loan amounting to EUR 165 million. A resolution of the managing directors accepting the loan agreement was adopted on December 18, 2017, yet it was not signed by the former Chairman of the Board of Directors. The resolution was signed by the Board on February 27, 2018.

Remuneration policy – management board

- *Best practice provision 3.1:*

  The remuneration policy applicable to management board members should be clear and understandable, should focus on long-term value creation for the company and its affiliated enterprise, and take into account the internal pay ratios within the enterprise. The remuneration policy should not encourage management board members to act in their own interest, nor to take risks that are not in keeping with the strategy formulated and the risk appetite that has been established. The non-executive board is responsible for formulating the remuneration policy and its implementation.

Globalworth Poland Real Estate N.V. has created its remuneration policy which is expected to be adopted in 2018.

Provision of information

- *Best practice provision 4.2.2:*

  The company shall formulate an outline policy on bilateral contacts with the shareholders and publish this policy on its website.

Globalworth Poland Real Estate N.V. has not adopted a bilateral contact policy yet, but expects to adopt this in 2018. Upon adoption Globalworth Poland Real Estate N.V. will publish the bilateral contact policy on the company's website at www.globalworth.pl.

- *Best practice provision 4.2.3:*

  Analyst meetings, analyst presentations, presentations to institutional or other investors and press conferences should be announced in advance on the company's website and by means of press releases. Analysts' meetings and presentations to investors should not take place shortly before the publication of the regular financial information. All shareholders should be able to follow these meetings and *presentations in real time, by means of webcasting, telephone or otherwise. After the meetings, the presentations should be posted on the company's website.*

The Company shall initially not enable shareholders to follow analyst meetings, presentations to (institutional) investors and press conferences in real time by means of webcasting, telephone or otherwise, since, considering the Company's size, it would create an excessive burden to provide such facilities. In this respect the Company does not comply with best practice provision 4.2.3 of the Dutch Code. The Company shall regularly examine whether it is desirable to provide those facilities and possibly amend its policy in this respect. In accordance with best practice provision 4.2.3 of the Dutch Code, the Company shall announce meetings with analysts, presentations to analysts, presentations to (institutional) investors and press conferences in advance on the Company's website and by means of press releases. After the meetings, the presentations shall be posted on the Company's website.

Casting votes

- *Best practice provision 4.3.3:*

  The general meeting of shareholders of a company not having statutory two tier status (structuurregime) may pass a resolution to cancel the binding nature of a nomination for the appointment of a member of the management board or of the non-executive board and/or a resolution to dismiss a member of the management board or of the non-executive board by an absolute majority of the votes cast. It may be provided that this majority should represent a given proportion of the issued capital, which proportion may not exceed one third. If this proportion of the capital is not represented at the meeting, but an absolute majority of the votes cast is in favour of a resolution to cancel the binding nature of a nomination, or to dismiss a board member, a new meeting may be convened at which the resolution may be passed by an absolute majority of the votes cast, regardless of the proportion of the capital represented at the meeting.

The Articles of Association provide that the Board may make binding nominations. The general meeting can overrule the binding nature of a nomination by a 2/3 majority of the votes cast, representing at least 50% of the issued share capital. Furthermore the Articles of Association provide that the general meeting may only adopt a resolution to suspend or dismiss a member of the Board (i) at the proposal of the Board by a simple majority of votes cast and (ii) without such proposal by a 2/3 majority votes cast, representing at least 50% of the issued share capital.

These provisions deviate from best practice provision 4.3.3: The purpose of these provisions is to safeguard the continuity of the Company and its Group companies.

One-tier governance structure

- *Best practice provision 5.1.3:*

  The chairman of the management board should not be an executive director or former executive director of the company, and should be independent within the meaning of best practice provision 2.1.8.

Mr. Krych was appointed to serve as the Non-Executive Chairman of the Board due to his unique in-depth knowledge of the real estate industry, especially the Polish office and high-street retail markets. The shareholders of the Company determined that he was the best candidate for the position despite not satisfying the independence criteria in light of the fact that during the initial period of operations immediately following the IPO, the Board should be chaired by an individual who is well-recognized in the market and who has extensive knowledge of the Group's real estate portfolio. On December 21, 2017, Mr. Krych resigned from the position of Non-Executive Chairman of the Board. In the upcoming months the shareholders will appoint a new Chairman of the Board.

Non-Compliance with the Corporate Governance Code of the Warsaw Stock Exchange

The practices where the Company is not in compliance with the Corporate Governance Code of the Warsaw Stock Exchange are the following:

Dividend payment date

Detailed principle No. IV.Z.16. of the Corporate Governance Code of the Warsaw Stock Exchange (i) requires that the dividend record date and the dividend payment date should be set so as to ensure that the period between them is no longer than 15 business days; and (ii) provides that a longer period between these dates requires a justification.

The Company cannot guarantee that it will adhere to the above principle since in accordance with Article 29.2 of the Articles of Association, unless the Board determines another date of payment, distributions on Shares shall be made payable within thirty days after they have been declared.

Real-time broadcasts of the General Meeting

Detailed principle No. IV.Z.2. of the Corporate Governance Code of the Warsaw Stock Exchange provides that if it is justified by the shareholder structure, the Company should ensure publicly available real-time broadcasts of general meetings. Pursuant to recommendation No. IV.R.2, if it is justified by the structure of shareholders or expectations of shareholders notified to the company, and if the Company is in a position to provide the technical infrastructure necessary for a general meeting to proceed efficiently using electronic communication means, the company should enable its shareholders to participate in a general meeting using such means, in particular through: (i) real-life broadcast of the general meeting; (ii) real-time bilateral communication where shareholders may take the floor during a general meeting from a location other than the general meeting; and (iii) exercise of the right to vote during a general meeting either in person or through a proxy.

The Company cannot guarantee that the above principles will be implemented, but will in each case analyse the Company's shareholding structure and the expectations of the shareholders which will have been communicated to it and will review whether ensuring publicly available real-time broadcasts of the general meetings is justified.

THE MAJORITY SHAREHOLDER

The Majority Shareholder

As of the date of this Prospectus Globalworth Holding B.V., a company incorporated in the Netherlands, with its registered office address at Prins Bernhardplein 200, 1097JB Amsterdam, the Netherlands, with registered number KvK 60940719 is our majority shareholder (the "**Majority Shareholder**"). The Majority Shareholder acquired the majority stake in the Company from Globalworth Assets Managers S.R.L. ("**Globalworth**") on 18 June 2018 pursuant to a share purchase agreement whereby the Majority Shareholder acquired 111,890,933 shares in the Company from Globalworth. Globalworth acquired shares in the Company in December 2017 after launching a public tender offer for the Company's shares.

As of the date of this Prospectus, following the closing of the Private Placement, the Majority Shareholder holds 302,973,736 shares constituting 68.43% of the Company's share capital enabling it to exercise 68.43% of the overall number of votes at the General Meeting. Each Share authorizes its holder to exercise one vote at the General Meeting. Except as stated above, the Majority Shareholder does not hold any other voting rights in the Company and is not entitled to any preferences regarding the voting rights.

Globalworth is a leading real estate investment company active in the SEE and CEE regions and Poland. With over 70 professionals managing its portfolio, Globalworth acquires, develops and directly manages primarily high-quality office and logistics/light-industrial real estate assets, aiming to become the partner of choice for the wide variety of high-quality tenants looking to expand in the region. Globalworth was admitted to AIM in July 2013. Since then, has assembled through acquisitions and developments a high-quality portfolio worth over Euro 1 billion, including some of the most prominent office buildings in Bucharest, such as Tower Center International, Globalworth Tower, Globalworth Plaza and Globalworth Campus. The team of over 70 professionals and executives, all with significant expertise in all aspects of investment and asset management, is led by Ioannis Papalekas, Founder and CEO, and Dimitris Raptis, Deputy CEO and CIO, each with a track record of over 15 years. The company is one of the leading companies on the CEE office real estate market.

Control over the Issuer

As of the date of this Prospectus, the Issuer is directly controlled by the Majority Shareholder, which holds 302,973,736 shares constituting 68.43% of the Company's share capital enabling it to exercise 68.43% of the overall number of votes at the General Meeting and is able to significantly influence the Company decisions by exercising voting rights at the General Meeting.

The Articles of Association provide for a provision preventing the abuse of control by the Company's majority shareholders by giving shareholders pre-emptive rights (if not restricted or limited in accordance with the Articles of Association) to subscribe on a pro rata basis for any issue of New Shares or upon a grant of rights to subscribe for Shares (see for more information: "*Description of share capital and corporate governance – Share capital – Pre-emptive Rights*").This provision is in line with the provision of the Dutch Civil Code as described below.

A mechanism preventing the majority shareholders from abusing control over the Company is also included in the provisions of the Dutch Civil Code concerning, in particular, Article 2:8 (a company and the members of its corporate bodies must act towards each other in accordance with reasonableness and fairness), Article 2:92 (a company is obliged to treat shareholders equally if they are in an equal position, unless there is a reasonable and objective justification for any unequal treatment), Article 2:96a (pre-emptive right on any issue of shares pro rata to the aggregated amount to the shares (if not restricted in the articles of association or by a resolution of the general meeting of shareholders), Article 2:107 (right of information from the management board and the supervisory board), and mandatory majority thresholds for certain resolutions such as merger and demerger, as well as consent rights for amendment to the articles of association depriving (minority) shareholders' rights.

For other rights accruing to the holders of shares please see, "*Description of Share Capital and Corporate Governance – Share capital*."

The Company is not aware of any agreements the operation of which may at a subsequent date result in a change in control over the Company, other than the GF Loan Agreement pursuant to which the debt under such loan agreement may be exchanged into equity of the Company.

Shareholdings Structure

The table below presents the Company's shareholding structure as of the date of this Prospectus (following the Private Placement):

Shareholder	Number of shares	% votes at the GM
Globalworth Holding B.V.	302,973,736	68.43
Growthpoint	95,541,401	21.58
Nationale Nederlanden OFE	15,600,000	3.52
European Bank for Reconstruction and Development	14,807,000	3.34
Other (freefloat)	13,835,246	3.12
Total	**442,757,383**	**100**

RELATED-PARTY TRANSACTIONS

According to International Accounting Standard 24 (IAS 24), entities and persons are considered to be related to a company if the entity or a close relative of the person:

- controls the company or is involved in its joint management, exercises significant influence over this company or holds a key position in the management of the company or a parent entity;
- is a member of the same group of companies;
- is associated with the company within the meaning of IAS 28 or a joint venture in which the company is a partner within the meaning of IAS 31;
- to the same extent as the company is a joint venture of the same third parties;
- is a company that is controlled by a related party, is significantly influenced by it or is subject to a joint management, in which a related party of that company is involved or in which such a person holds a key position in the management; or
- is a pension fund established for the benefit of the employees of the company or for the benefit of an entity related to that company for payments after termination of the employment relationship.

Material transactions and legal relationships which existed between the Group and the above-mentioned related persons and entities in the financial years 2015 to 2017, as well as in the current financial year 2018 up to and including the date of this Prospectus, are set out below.

Immediately prior to the Private Placement, Globalworth Asset Managers S.R.L. ("**Globalworth**") held 71.66% of the Company's outstanding share capital and of the voting rights in the Company. As of the date of this Prospectus, following the Private Placement, and the transfer of all of the Company's Shares held by Globalworth to the Majority Shareholder on 18 June 2018, the Majority Shareholder holds 68.43% of the Company's outstanding share capital and of the voting rights in the Company. As a result, the Company is directly controlled by the Majority Shareholder.

Prior to 6 December 2017, the date of the acquisition of the Group by the Globalworth Group, the following Companies were treated as related parties: Griffin Advisors sp. z o.o., which was a company the board member of which was also a board member of certain Group Companies, entered into sublease agreements with all Polish entities of the Group Companies; these lease agreements related to the rental of small office spaces that serves as the registered headquarters of such companies. Fundacja Edukacyjna Jana Karskiego, which was a foundation in which certain of the Non-executive Directors were also board members, Blue Gas N'R'G Sp. z o.o. and Blue Gas N'R'G Holding Sp. z o.o., which were entities in which one of the Non-executive Directors was also a supervisory board member, leased their offices from Bliski Centrum, Bliski Centrum and Batory Building I, respectively, E-Toto Zakłady Bukmacherskie Sp. z o.o., which was entity in which one of the Non-executive Directors was also a governing body member, leased their offices from Bliski Centrum. City Space – GP sp. z o.o., a company controlled by Echo Investment S.A., leases office space from Lamantia sp. z o.o., the owner of Philips House and City Space – SPV 1 sp. z o.o., a company controlled by Echo Investment S.A., leases office space from DH Supersam sp. z o.o., the owner of Supersam. Until March 2017 the Group Companies received management and advisory services from: Griffin Real Estate sp. z o.o., which was a company in which a member of the board was also a member of the board in other Group Companies and Apenon sp. z o.o., which was a company in a member of the board is also a member of the board in other Group Companies, as well as development management services from AMV Consulting, which was a consulting company owned by a former management board member of one of the Group Companies rendering management services to the Group. Hala Koszyki entered into a lease agreement with Multimedia Polska S.A. which was a company related to the Oaktree Group.

During the period of 2015 – 2017 as well as in the current financial year 2018 the Group Companies granted loans to related parties as well as received a number of loans from related parties. The main purpose for granting and receiving the loans was to manage the liquidity of the Group Companies.

The Group Companies entered into property management agreements with EPP covering the Renoma, Supersam and Hala Koszyki assets. See, *"Business of the Issuer – Material Agreements – Management of the Properties."*

The Group Companies entered into the Rental Guarantee and the NOI Guarantee with Griffin. See *"Business of the Group – Material Agreements – Guarantees."*

The Group Companies entered into Acquisition Agreement with Echo. See *"Business of the Issuer – Material Agreements –Material agreements related to the acquisitions of Acquisition Assets."*

Following the acquisition of the Group by the Globalworth Group, the Company entered into the following loan agreement agreements: (i) the GF Loan Agreement providing for a loan of up to EUR 400 million; and (ii) the EPP Transaction Loan in the amount of EUR 165 million plus optional additional loans to finance other acquisitions contemplated by the Company in the total amount of EUR 65 million. Following the closing of the Private Placement, on 13 June 2018, the Company repaid EUR 72,330,136, which constituted the full amount outstanding under the GF Loan Agreement. In addition, the Company repaid EUR 227,669,863 under the EPP Transaction Loan. Following such repayment, as of 13 June 2018, the outstanding principal amount of the loan under the EPP Transaction Loan amounted to EUR 167,329,825.

THE CAPITAL MARKET IN POLAND AND CERTAIN DUTCH AND POLISH REGULATIONS RELATED TO THE PURCHASE AND SALE OF SHARES

Information included in this section is of a general nature and describes the legal status as of the date of this Prospectus. Therefore, investors should review the relevant regulations and consult their own legal advisor about the laws and regulations concerning the purchase, ownership and sale of the Shares.

Dutch Capital Markets Regulations

Disclosure rules

Home member state for purposes of the Transparency Directive

On admission of the Shares to listing the Warsaw Stock Exchange, the Company will be a public company with limited liability (*naamloze vennootschap*) incorporated under Dutch law. The Netherlands is the home member state of the Company for the purposes of Directive 2004/109/EC, as amended (the "**Transparency Directive**"). As a consequence, the Company will be subject to financial and other reporting obligations under the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht;* the "**FSA**") and the Financial Reporting Supervision Act (*Wet toezicht financiële verslaggeving,* the "**FRSA**"), which both implement the Transparency Directive in the Netherlands.

Please also see "*—Polish Capital Markets Regulations*" below.

Disclosure of information

The Company is required to publish its annual report (consisting of the audited annual accounts, the annual report and the responsibility statement) within four months after the end of each financial year and its half-yearly report (consisting of the half-yearly unaudited accounts, the half-yearly report and the responsibility statement) within three months after the end of the first six months of each financial year. Both the annual report and the half-yearly report of the Company are required to be made available to the public during a period of at least 10 years.

Financial Reporting Supervision Act

On the basis of the FRSA, the AFM supervises the application of financial reporting standards by, amongst others, companies whose corporate seat is in the Netherlands and whose securities are listed on a regulated stock exchange.

Pursuant to the FRSA, the AFM has an independent right to (i) request an explanation from the Company regarding its application of the applicable financial reporting standards and (ii) recommend the Company to make further explanations available. If the Company does not comply with such a request or recommendation, the AFM may request that the Enterprise Chamber of the Amsterdam Court of Appeal (*Ondernemingskamer van het Gerechtshof te Amsterdam,* the "**Enterprise Chamber**") orders the Company to (i) provide an explanation of the way it has applied the applicable financial reporting standards to its financial reports or (ii) prepare its financial reports in accordance with the Enterprise Chamber's instructions.

Shareholder disclosure and reporting obligations

<u>Long positions</u>

Pursuant to the FSA, upon the Company becoming a listed company, each shareholder who holds a substantial holding in the Company should forthwith notify the AFM of such substantial holding. Substantial holding means the holding of at least 3% of the Shares or the ability to vote on at least 3% of the voting rights of such Shares. Any person who, directly or indirectly, acquires or disposes of an interest in the share capital or voting rights of the Company must without delay give notice to the AFM, if, as a result of such acquisition or disposal, the percentage of capital interest or voting rights held by such person, directly or indirectly, reaches or crosses the following thresholds: 3%, 5%, 10%, 15%, 20%, 25%, 30%, 40%, 50%, 60%, 75% and 95%.

In addition, any person whose capital interest or voting rights reaches or crosses a threshold due to a change of the outstanding share capital of the Company or in votes that can be cast on the outstanding share capital of the Company, as notified by the Company to the AFM, must give notice to the AFM no later than the fourth trading day after the AFM has published the change in the share capital and/or voting rights in the public register.

Equally, if the composition of a notified holding differs from the previous notification, because options or any other form of negotiable security, not being options, were converted into shares or depositary receipts for shares or vice versa, or because shares were exchanged for depositary receipts or vice versa, a notice must be given to the AFM within four trading days of the moment of change. The same applies if the different composition was caused by the exercise of rights to acquire voting rights.

The notification to the AFM should indicate whether the interest is held directly or indirectly, and whether the interest is an actual or a potential interest.

For the purpose of calculating the percentage of capital interest or voting rights, amongst others, the following interests must be taken into account: (i) shares or depositary receipts for shares or voting rights directly held (or acquired or disposed of) by any person, (ii) shares or depositary receipts for shares or voting rights held (or acquired or disposed of) by such person's controlled undertakings or by a third party for such person's account or by a third party with whom such person has concluded an oral or written voting agreement (including a discretionary power of attorney), (iii) voting rights acquired pursuant to an agreement providing for a temporary transfer of voting rights against a payment, (iv) shares or depositary receipts for shares or voting rights which such person, or any controlled undertaking or third party referred to above, may acquire pursuant to any option or other right held by such person (including, but not limited to, on the basis of convertible or exchangeable bonds).

For the same purpose of calculating the percentage of capital interest or voting rights a person disposes of, one should take into account: (i) financial instruments of which the value depends on the increase in value of the shares or dividend rights and which will be settled other than in those shares, (ii) options for acquiring shares or depositary receipts, and (iii) negotiable instrument's which provide for an economic position similar to the economic position of a holder of shares or depositary receipts.

As mentioned above, a person is deemed to hold the interest in the share capital or voting rights that is held by its controlled undertakings as defined in the FSA. The controlled undertaking does not have a duty to notify the AFM because the interest is attributed to the undertaking in control, which as a result has to notify the interest as an indirect interest. Any person, including an individual, may qualify as an undertaking in control for the purposes of the FSA. A person who has a 3% or larger interest in the share capital or voting rights and who ceases to be a controlled undertaking for purposes of the FSA must without delay notify the AFM. As of that moment, all notification obligations under the FSA will become applicable to the formerly controlled undertaking.

A holder of a pledge or right of usufruct in respect of shares or depositary receipts for shares can also be subject to the reporting obligations of the FSA, if such person has, or can acquire, the right to vote on the shares or, in the case of depositary receipts for shares, the underlying shares. If a pledgee or usufructuary acquires the voting rights on the shares or depositary receipts for shares, this may trigger a corresponding reporting obligation for the holder of the shares or depositary receipts for shares.

Special rules apply with respect to the attribution of shares or depositary receipts for shares or voting rights which are part of the property of a partnership or other community of property.

Short positions

In addition to the above described notification obligations pertaining to capital interest or voting rights, pursuant to Regulation (EU) No 236/2012, notification must be made of any net short position of 0.2% in the issued share capital of the Company, and of every subsequent 0.1% above this threshold. Notifications starting at 0.5% and every subsequent 0.1% above this threshold will be made public via the short selling register of the AFM.

Furthermore, gross short positions shall be notified in the event that a threshold is reached, exceeded or fallen below. The same subsequent disclosure thresholds as for holders of capital interests and/or voting rights apply.

The AFM keeps a public register of all notifications made pursuant to these disclosure obligations and publishes all notifications received by it. The notifications referred to in this paragraph should be made in writing by means of a standard form or electronically through the notification system of the AFM.

Company disclosures

Under the FSA, the Company is required to file a report with the AFM without delay after the date of listing the Shares setting out its issued and outstanding share capital and voting rights. Thereafter, the Company is required to notify the AFM without delay of any changes in its share capital if its share capital has changed by 1% or more compared to the previous disclosure in respect of its share capital. The AFM must be notified of other changes in the Company's issued and outstanding share capital or voting rights within eight days after the end of the quarter in which the change occurred. The AFM will publish all such notifications relating to the Company's issued and outstanding share capital and voting rights in a public register.

Furthermore, each member of the Board must immediately give written notice to the AFM of all Shares and voting rights in the Company held by him or her at the time of admission of Shares to listing on the WSE and thereafter of any change in his or her holding of shares and voting rights in the Company. Such notifications are disclosed in a public register kept by the AFM.

Non-compliance with disclosure obligations

Non-compliance with the disclosure obligations set out in the paragraph above is an economic offence and may lead to criminal charges. The AFM may impose administrative penalties or a cease-and-desist order under penalty for non-compliance. If criminal charges are pressed, it is no longer allowed to impose administrative penalties and vice versa. Furthermore, a civil court can impose measures against any person who fails to notify or incorrectly notifies the AFM of matters required to be correctly notified. A claim requiring that such measures be imposed may be instituted by, amongst others, the Company and/or one or more shareholders who alone or together with others represent(s) at least 3% of the Company's issued and outstanding share capital. The measures that the civil court may impose include:

- an order requiring the person violating the disclosure obligations under the FSA to make the appropriate disclosure;
- suspension of voting rights in respect of such person's shares for a period of up to three years as determined by the court;
- voiding a resolution adopted by a General Meeting, if the court determines that it is plausible that the resolution would not have been adopted but for the exercise of the voting rights of the person who is obliged to notify, or suspension of a resolution until the court makes a decision about such voiding; and
- an order to the person violating the disclosure obligations under the FSA to refrain, during a period of up to five years as determined by the court, from acquiring the shares and/or voting rights in the shares.

Takeover regulations

European Union takeover regulations

The European Directive on Takeover Bids (2004/25/EC) has been implemented in Dutch legislation in the FSA and the Public Takeover Bids Decree (*Besluit openbare biedingen Wft*).

Mandatory takeover offers

Pursuant to the FSA, a shareholder who directly or indirectly obtains controlling influence of a Dutch listed company, such as the Company after Admission, is required to make a public offer for all issued and outstanding shares in that Company's share capital. Such controlling influence is deemed present if a (legal) person is able to exercise, alone or acting in concert, at least 30% of the voting rights in the Company. The legislation also applies to persons acting in concert who jointly acquire 30% of the voting rights. An exemption exists if such shareholder or group of shareholders reduces its holding below 30% within 30 days of the acquisition of controlling influence provided that (i) the reduction of its holding was not effected by a transfer of shares or depositary receipts to an exempted party and (ii) during this period such shareholder or group of shareholders did not exercise its voting rights.

A shareholder holding more than 30% of the voting rights in the Company at the time of the listing is exempted from this obligation to make a public offer as long as it holds and continues to hold, more than 30% of the voting rights in the Company.

Furthermore, in general, it is prohibited to launch a public offer for shares of a listed company unless an offer memorandum has been approved by the competent supervisory authority. A public offer is launched by way of publication of the approved offer memorandum.

Please also see "*—Polish Capital Markets Regulations*" below.

Squeeze out procedures

Pursuant to Section 2:92a Dutch Civil Code, a shareholder who for his or her own account contributes at least 95% of the Company's issued capital may institute proceedings before the Enterprise Chamber against the other shareholders jointly for the transfer of their shares to the claimant. The proceedings are held before the Enterprise Chamber and can be instituted by means of a writ of summons served upon each of the minority shareholders in accordance with the provisions of the Dutch Code of Civil Procedure (*Wetboek van Burgerlijke Rechtsvordering*). The Enterprise Chamber may grant the claim for squeeze out in relation to all minority shareholders and will determine the price to be paid for the shares, if necessary upon advice of one or three experts. Once the order to transfer becomes final before the Enterprise Chamber, the person acquiring the shares shall give written notice of the date and place of payment and the price to the holders of the shares to be acquired whose addresses are known to him or her. Unless the addresses of all of them are known to him or her, he or she shall also publish the same in a newspaper with a national circulation.

Pursuant to Section 2:359c Dutch Civil Code, the offeror under a public offer is also entitled to start a squeeze out procedure, within three months after the public offer, if following the public offer he or she holds at least 95% of the shares and represents at least 95% of the total voting rights attached to the shares. In the event of a mandatory offer, the mandatory offer price is in principle deemed to be a reasonable price, which has to be accepted by minority shareholders. In the event of a voluntary public offer, the offered price is considered reasonable if at least 90% of the shares have been acquired.

Pursuant to Section 2:359d Dutch Civil Code, if the offeror has acquired at least 95% of the shares held by him or her, representing at least 95% of the total voting rights, each remaining minority Shareholder is entitled to demand a squeeze out. This procedure must be initiated with the Enterprise Chamber within three months after the end of the period for tendering shares in the public offer. With regard to the price per share to be paid by the majority shareholder, the same procedure as for squeeze out proceedings initiated by the offeror, as set out in the previous paragraph, applies.

Insider trading and market manipulation rules

Reporting of insider transactions

Recently, the regulatory framework on market abuse within Europe has been amended and extended. These revisions are laid down in the Market Abuse Directive (2014/57/EU) (MAD II) as implemented in Dutch and Polish law and the Market Abuse Regulation (no. 596/2014) (MAR) which is directly applicable in the Netherlands and Poland.

Pursuant to the MAR, no natural or legal person is permitted to: (a) engage or attempt to engage in insider dealing in financial instruments listed on a regulated market or for which a listing has been requested, such as the Shares, (b) recommend that another person engages in insider dealing or induce another person to engage in insider dealing or (c) unlawfully disclose inside information relating to the Shares or the Company. Furthermore, no person may engage in or attempt to engage in market manipulation.

The Company is required to inform the public as soon as possible and in a manner which enables fast access and complete, correct and timely assessment of the information, of inside information which directly concerns the Company. Pursuant to the MAR, inside information is knowledge of concrete information directly or indirectly relating to the issuer or the trade in its securities which has not yet been made public and publication of which could significantly affect the trading price of the securities (i.e. information a reasonable investor would be likely to use as part of the basis of his or her investment decision). An intermediate step in a protracted process can also deemed to be inside information. The Company is required to post and maintain on its website all inside information for a period of at least five years. Under certain circumstances, the disclosure of inside information may be delayed, which needs to be notified to the Polish Financial Supervisory Authority after the disclosure has been made, together with a written explanation setting out why a delay of the publication was considered permitted.

Persons discharging managerial responsibilities, as well as persons closely associated with them (within the meaning of the MAR) are obliged to notify the Company and the AFM, ultimately on the third trading day after the transaction date, of every transaction conducted on their own account relating to the shares or debt instruments of (or other financial instruments linked to) the Company, once the threshold of EUR 5,000 has been reached within a calendar year.

Furthermore, a person discharging managerial responsibilities is not permitted to (directly or indirectly) conduct any transactions on its own account or for the account of a third party, relating to Shares or debt instruments of the Company or other financial instruments linked thereto, during a closed period of 30 calendar days before the announcement of a half-yearly report or an annual report of the Company.

Persons discharging managerial responsibilities within the meaning of the MAR include: (a) members of the Board; or (b) members of the senior management who have regular access to inside information relating directly or indirectly to that entity and the authority to take managerial decisions affecting the future developments and business prospects of the Company. A person closely associated means: (a) a spouse, or a partner considered to be equivalent to a spouse in accordance with national law; (b) a dependent child, in accordance with national law; (c) a relative who has shared the same household for at least one year on the date of the transaction concerned; or (d) a legal person, trust or partnership, the managerial responsibilities of which are discharged by a person discharging managerial responsibilities or by a person referred to in point (a), (b) or (c), which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person.

Non-compliance with market abuse rules

In accordance with the MAR, the Polish Financial Supervisory Authority has the power to take appropriate administrative sanctions, such as fines, and/or other administrative measures in relation to possible infringements.

Non-compliance with the market abuse rules set out above could also constitute an economic offense and/or a crime (*misdrijf*) and could lead to the imposition of administrative fines by the Polish Financial Supervisory Authority. The public prosecutor could press criminal charges resulting in fines or imprisonment. If criminal charges are pressed, it is no longer allowed to impose administrative penalties and vice versa.

The Polish Financial Supervisory Authority shall in principle also publish any decision imposing an administrative sanction or measure in relation to an infringement of the MAR.

The Company has adopted a code of conduct in respect of the reporting and regulation of transactions in the Company's securities by members of the Board and the Company's employees. The Company and any person acting on its behalf or on its account is obligated to draw up an insiders list, to promptly update the insider list and provide the insider list to the AFM upon its request. The Company and any person acting on its behalf or on its account is obligated to take all reasonable steps to ensure that any person on the insider list acknowledges in writing the legal and regulatory duties entailed and is aware of the sanctions applicable to insider dealing and unlawful disclosure of inside information.

Polish Capital Markets Regulations

Introduction

Trading in shares on the regulated (main) market operated by the WSE within the territory of Poland is subject to the Polish law regulations, including specifically the Act on Public Offering and the Act on Trading in Financial Instruments as well as certain regulations of the WSE and the NDS, including the WSE Rules and the NDS Rules. The procedure and organization of supervision over the Polish capital market which is exercised by the PFSA is determined by the Act on Supervision over the Capital Market, the Act on Supervision over the Financial Market, the Act on Public Offering and the Act on Trading in Financial Instruments.

Potential investors need to consider that the MAR came into force on 3 July 2016. The MAR applies directly throughout the European Union and covers such issues as, in particular: market manipulation, inside information and the acquisition of shares in public companies during black-out periods. Selected provisions of the MAR, to the extent they apply to the relevant issues, are discussed in this section (see: "*Manipulation*", "*Insider trading*" and "*Obligations related to the purchase or sale of shares during restricted periods*"). Furthermore, the MAD was to be implemented into the Polish legal system by 3 July 2016, but, as of the Prospectus Date, it has not been implemented as required. The MAD requires the Member States to introduce certain criminal sanctions for market manipulation. As of the Prospectus Date, the Draft Law Amending the Act on Trading in Financial Instruments has been published, but not yet adopted.

Capital market regulations

The principle regulations governing the Polish securities market are set out in three acts of July 2005, that is: (i) the Act on Public Offering; (ii) the Act on Trading in Financial Instruments; and (iii) the Act on Supervision over the Capital Market. As of the date hereof, the Draft Law Amending the Act on Trading in Financial Instruments has been published. Since 19 September 2006, supervision over the capital market is also regulated by the Act on Financial Supervision. Furthermore, the Polish capital market is governed by regulations provided for in secondary legislation adopted on the basis of the above-mentioned laws and EU rules, which, similarly to the EU regulations, apply directly in Poland such as, for example, the MAR.

The authority that oversees the capital market in Poland is the PFSA.

Disclosure rules

According to the Act on Public Offering, the issuer for which the Republic of Poland is the host Member State, however whose securities are admitted to trading only on a regulated market in the Republic of Poland, shall be subject to financial and other reporting obligations in accordance with Polish law.

Disclosure obligations related to the acquisition and sale of significant block of shares

According to the Act on Public Offering, in case of a public company for which the Republic of Poland is the host Member State, the disclosure obligations connected with the acquisition and sale of significant block of shares should be governed by the home Member State law.

Please see "*—Dutch Capital Markets Regulations*" above.

Tender offers

The Takeover Directive governs takeover bids for companies not listed in the member state of the European Union in which they have their registered office. The Shares will be listed on the WSE, but the Company has its registered office in a member state other than in Poland.

As a general rule, in accordance with the above provisions:

- matters relating to the consideration offered in the context of a takeover bid, the takeover bid procedure with which the offeror should comply and the content of the offering document shall be dealt with in accordance with Polish law, in particular the Act on Public Offering. These matters shall be supervised by the PFSA; and
- matters relating to the information to be provided to the employees of the company and to company law (in particular relating to the percentage of voting rights that confers control over the Company any derogation from the obligation to launch an offer or the conditions under which the Board may undertake any action which may result in the frustration of a bid) shall be governed by Dutch law. These matters shall be supervised by the AFM.

Given the fact that Shares will be admitted solely to the WSE and the Company is a company incorporated in the Netherlands, the authorities competent to supervise mandatory offer rules as described below, applicable with respect to the shares of the Company and under the Takeover Directive, shall be both the AFM and the PFSA. However the investors should also take into account the respective rules under the Act on Public Offering which are described below.

For the information on matters related to the squeeze-out and sell-out, see "*-Dutch Capital Markets Regulations*" above.

Purchases of shares authorizing their holder to over 5% or 10% of the total number of votes in a relevant period

The purchase of shares in a public company in a number resulting in an increase of the share in the total number of votes by more than:

- 10% of the total number of votes in a period shorter than 60 days by an entity whose share in the total number of votes in such company is less than 33%; and
- 5% of the total number of votes in a period shorter than 12 months by a shareholder whose share in the total number of votes in the company amounts to at least 33%,

may take place solely as a result of launching a tender offer for the sale or exchange of such shares in a number not less than, respectively, 10% or 5% of the total number of votes in the company.

Exceeding the 33% threshold

Exceeding the threshold of 33% of the total number of votes in a public company may take place solely by launching a tender offer for the sale or exchange of the shares in such company in a number allowing for the achievement of 66% of the total number of votes, except for the case where exceeding 33% of the total number of votes takes place as a result of launching a tender offer for the sale or exchange of all the remaining shares in the company.

If the threshold of 33% of the total number of votes is exceeded as a result of an indirect acquisition of shares, subscription for shares of a new issue, a public offering, an in-kind contribution to a company, a merger or split of companies, a change to the company's articles of association, the expiry of a preference attached to shares or the occurrence of a legal event other than a legal action, the shareholder, within three months of exceeding 33% of the total number of votes, is required to do the following:

- launch a tender offer for the sale or exchange of shares in the company in a number resulting in the achievement of 66% of the total number of votes; or
- sell the shares in a number resulting in the achievement of not more than 33% of the total number of votes,

unless during that time the share of the shareholder in the overall number of votes changes to not more than 33% of the total number of votes as a result of a share capital increase, a change to the company's articles of association or the expiry of the preference attached to the shares, respectively.

If the exceeding of 33% of the total number of votes results from inheritance, the obligation to announce the tender offer applies solely if after such acquisition of shares the share in the total number of votes will further increase; the period of fulfilling such obligation will be counted from the date on which the event resulting in the increase in the share in the total number of votes occurred.

Exceeding the 66% threshold

Exceeding the threshold of 66% of the total number of votes in a public company may take place solely by virtue of launching a tender offer for the sale or exchange of all of the remaining shares in the company.

However, according to the Act on Public Offering when a WSE-listed company has its registered office in a member state of the EEA other than in Poland whose shares have been admitted to trading on a regulated market solely within the territory of Poland, the above mentioned requirement related to the announcement of a tender offer in case of exceeding the 66% threshold do not apply. In such case, the entity acquiring shares is obliged to announce a tender offer for sale or exchange of all the remaining shares in the company in accordance with the legislation in force in the member state where the WSE-listed company has its registered office. However, Polish provisions apply with respect to the consideration offered in the tender offer and procedure of conducting the tender offer, in particular, those relating to the content of the tender offer and the procedures governing its announcement.

Please also see "*—Dutch Capital Markets Regulations*" above.

Terms of the tender offer

A tender offer may be launched and made through an entity conducting brokerage activity in Poland, which is required – no later than 14 business days before the date of the commencement of the subscription – to simultaneously notify the PFSA and the company operating the regulated market on which the given shares are listed about the intention to announce the tender offer. Such entity attaches a copy of the tender offer to the notification. A copy of the tender offer should be subsequently published through an information agency and in at least one national newspaper.

A tender offer may be launched only after establishing collateral of a value of not less than 100% of the value of the shares that are to be subject to the tender offer. The collateral should be documented with a certificate issued by a bank or other financial institution providing the collateral or intermediating in its provision.

It is not possible to withdraw from a launched tender offer unless after launching the tender offer a third party launches a tender offer regarding the same shares. A withdrawal from a tender offer announced with regard to all of the remaining shares in a public company is permitted only when another entity announces a tender offer for all of the remaining shares in the company at a price not lower than the price in the first tender offer.

Upon the receipt of a notification announcing a tender offer, the PFSA may – at the latest, three business days before the beginning of the subscription period – request necessary changes and supplements to the text of the tender offer or the provision of explanations regarding the text of the tender offer within the period specified in the request; however, such period may not be shorter than two days.

The beginning of the subscription period indicated in the tender offer shall be suspended until the completion of the activities mentioned in the aforesaid request by the company required to announce the tender offer.

Following the completion of the tender offer, the offeror is required to announce, in the manner set forth in Article 69 of the Act on Public Offering, the number of shares purchased in the tender offer and the share in the total number of votes which has been reached in the tender offer.

In the period between the announcement of a tender offer and the completion of the tender offer, the entity required to announce the tender offer and all of its subsidiaries, dominant entities or entities which are party to any arrangements therewith concerning the acquisition of the shares in the public company by such party or entities which are party to any understanding therewith concerning voting in concert at any general meeting or exercising a standing policy with respect to the company:

- may acquire shares in the company to which the tender offer applies exclusively within the scope of that specific tender offer and in the manner defined therein;
- cannot sell shares in the company to which the tender offer applies or enter into any agreements which would require them to sell any such shares during the term of the tender offer; and
- cannot indirectly acquire the shares in the public company to which the tender offer relates.

Price of shares in the tender offer

If any of the shares in the company are subject to trading on the regulated market, the price of the shares proposed in the tender offer may not be lower than:

- the average market price in the period of the six months preceding the tender offer announcement during which the shares were traded on the main market; or
- the average market price in a shorter period if the trading of the shares on the main market was shorter than the period set out in the point above.

The price of the shares proposed in the tender offer may also not be lower than:

- the highest price for which the shares subject to the tender offer were purchased within 12 months before the tender offer announcement by the entity required to announce the tender offer, the entities dependent on the entity required to announce the tender offer or by the parent entity of the same, or by the entity being a party to an arrangement concluded with the entity required to announce the tender offer with regard to the purchase by such entity of the shares in a public company or voting in concert at the general meeting regarding the major affairs of the company or exercising a standing policy with respect to the company; or
- the highest value of the assets or rights issued by the entity required to announce the tender offer or the entities mentioned in the point above in exchange for the shares subject to the tender offer within 12 months before the tender offer announcement.

The price of the shares proposed in the tender offer for the sale or exchange of all the remaining shares in a public company may also not be lower than the average market price within three months of trading in the shares on the regulated market preceding the tender offer announcement.

In the case where the average market price of the shares determined in accordance with the above-mentioned rules significantly differs from the fair value of such shares due to:

- the granting to the shareholders of a pre-emption right, a right to dividend, a right to acquire shares in the acquirer in connection with the division of a public company by unbundling or other property rights connected with the possession of shares in a public company;
- a significant deterioration in the financial or proprietary situation as a result of events or circumstances which cannot be predicted or prevented by the company; or
- the company being threatened by permanent insolvency,

the offeror may apply to the PFSA for consent to propose a price in the tender offer which does not comply with the criteria set forth above. The PFSA may grant its consent thereto, provided that the proposed price is not lower than the fair value of these shares and the call for tender does not breach the legitimate interests of the shareholders.

In the case where it is not possible to determine the price pursuant to the rules set forth above or in the case of a company subject to composition proceedings or bankruptcy proceedings, the share price cannot be lower than the fair value of such shares.

The price of the shares proposed in a tender offer set out in Articles 72 to 74 of the Act on Public Offering may be lower with regard to shares constituting at least 5% of all the shares in the company that will be purchased within the tender offer from an identified person responding to the tender offer should the company be required to announce the tender offer and should said person so decide.

Entities with duties with respect to tender offers

The duties determined in the provisions regarding tender offers are also vested:

1) in an entity that achieves or exceeds the threshold of the total number of votes determined under applicable law due to the purchase or sale of depository certificates issued in connection with the shares in such public company;
2) in an investment fund – also in the case where the achievement or exceeding of the given threshold of the total number of votes determined in the regulations takes place with regard to the joint holding of shares by other investment funds managed by the same investment fund company or alternative investment funds or other investment funds established outside the territory of Poland and managed by the same entity;
3) in an alternative investment company – also in the case where the achievement or exceeding of the given threshold of the total number of votes determined in the regulations takes place with regard to the joint holding of shares by other alternative investment companies managed by the same investment manager of alternative investment companies within the meaning of the act on investment funds or other alternative investment established outside the territory of Poland and managed by the same entity,
4) in an entity in respect of which the achievement or exceeding of the given threshold of the total number of votes set out in the provisions of the Act on Public Offering takes place in reference to the holding of shares by: (i) a third party in its own name, however, at the instruction or for the benefit of such entity, excluding shares purchased as part of the performance of activities which involve the buying and selling of a broker's financial instruments for the benefit of the person giving the instruction, (ii) within the framework of activities which involve the management of a portfolio that includes one or a greater number of financial instruments determined in the Act on Trading in Financial Instruments and the Investment Funds Act – in reference to the shares included in the managed securities portfolios in respect of which the entity as a management company may enforce the right to vote at the general meeting on behalf of the instructing parties, and (iii) a third party with which the entity has concluded an agreement the subject of which is the transfer of the right to vote at the general meeting;
5) in a proxy who under a power of attorney to represent the shareholder at the general meeting was authorized to vote based on the rights attached to the shares in a public company if the shareholder has not issued any binding instructions as to the manner of voting;
6) jointly in all the entities bound by a written or oral arrangement regarding the purchase by the entities of the shares in a public company or voting in concert at the general meeting of the shareholders regarding the major affairs of the company or implementing a standing policy with respect to the company if at least one of such entities carried out or planned to carry out activities resulting in such duties; and
7) in entities that conclude the type of arrangement mentioned in the item above which hold shares in a public company in a number ensuring the joint achievement or exceeding of a given threshold of the total number of votes set out in the regulations.

In the cases mentioned in items 6) and 7) above, the obligations provided in the regulations regarding major stakes of shares in public companies may be fulfilled by one of the parties to the arrangement designated by the parties to such arrangement.

The obligations set forth in the provisions concerning tender offers arise also in the case where the voting rights are related to securities deposited or registered with the entity that may dispose of them at its own discretion.

The Act on Trading in Financial Instruments

Manipulation

The Act on Trading in Financial Instruments prohibits manipulation involving financial instruments, which is understood as:

- placing orders or executing transactions which are or may be misleading as to the actual supply of, demand for or price of a financial instrument, unless the reasons behind such activities are legitimate and the placed orders or executed transactions are not in breach of the established market practice on the relevant regulated market;
- placing orders or executing transactions which result in the price of one (1) or more financial instruments moving to an abnormal or artificial level, unless the reasons behind such activities are legitimate and the placed orders or executed transactions are not in breach of the established market practice on the relevant regulated market;
- placing orders or executing transactions with the intention to produce legal effects other than the actual objective of a given legal transaction;
- the dissemination, through the media, including the internet, or by any other means, of false or inaccurate information or rumors which are or may be misleading as regards financial instruments (a) by a journalist – if such journalist failed to exercise due professional care or if such journalist obtained financial or personal gain for himself or another person by disseminating such information, even when acting with due professional care, (b) by another person – if the person knew, or acting with due care could have known, that such information was false or misleading;
- placing orders or executing transactions while simultaneously misleading market participants, or using the fact that market participants are being misled, as regards the price of financial instruments;
- securing control over the demand for or supply of a financial instrument in breach of the principles of fair trading or in a manner resulting in the direct or indirect fixing of the purchase or selling prices of financial instruments;
- the acquisition or disposal of financial instruments at the close of trading with the effect of misleading investors who act on the basis of closing prices; and
- deriving financial gain from the influence of opinions concerning financial instruments or their issuers, expressed in the media on an occasional or a regular basis, on the price of financial instruments held, unless an existing conflict of interest has been fully and reliably disclosed to the public.

Anyone who engages in market manipulation will be subject to a fine of up to PLN 5,000,000 or a penalty of imprisonment for a period from three months to five years, or both of these penalties jointly. Anyone who engages in collusion with other persons for the purpose of market manipulation will be subject to a fine of up to PLN 2,000,000. Additionally, the PFSA may, in some cases of manipulation, impose a pecuniary penalty of up to PLN 200,000 or a pecuniary penalty of up to ten times the financial benefit gained, or both.

Changes under the MAR

In principle, the MAR provides for a catalogue of actions considered to be market manipulation similar to the Act on Trading in Financial Instruments. Compared to the Act on Trading in Financial Instruments, market manipulation under the MAR also includes transmitting false or misleading information or providing false or misleading input in relation to a benchmark where the person who made the transmission or provided the input knew or ought to have known that it was false or misleading, or any other behaviour which manipulates the calculation of a benchmark. The regulation defines “benchmark” as any rate, index or figure made available to the public or published that is periodically or regularly determined by the application of a formula to or on the basis of the value of one or more underlying assets or prices, including estimated prices, actual or estimated interest rates or other values or surveys, and by reference to which the amount payable under a financial instrument or the value of a financial instrument is determined.

Under the MAR, market manipulation may apply not only to financial instruments, but also to related spot commodity contracts or auctioned products based on emission allowances.

The MAR provides for maximum administrative pecuniary sanctions for infringements in terms of market manipulation of: (i) EUR 5 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) in respect of natural persons; and (ii) EUR 15 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) or 15% of the total annual turnover of the legal person according to the last available accounts approved by the management body in respect of legal persons, although where the legal person is a parent undertaking or a subsidiary undertaking which is required to prepare consolidated financial accounts, the relevant total annual turnover shall be the total annual turnover or the corresponding type of income in accordance with the relevant accounting directives according to the last available consolidated accounts approved by the management body of the ultimate parent undertaking.

As stated in the "*Introduction*", the MAR applies directly throughout the European Union, although in terms of the rules for administrative sanctions referred to in the MAR, Member States shall, in accordance with national law, provide for competent authorities to have the power to take appropriate administrative sanctions and other administrative measures. On or before 3 July 2016, Member States had the option to decide not to lay down rules for administrative sanctions where the infringements were already subject to criminal sanctions pursuant to their national law. Member States could also provide for higher levels of sanctions than those specified above. The Draft Law Amending the Act on Trading in Financial Instruments grants the PFSA the power to impose a cash penalty of PLN 2,075,000 on a natural person or PLN 4,150,000 or up to 2% of the total annual revenues as shown in the most recent audited financial statements for a financial year if it is greater than PLN 4,150,000 on other entities for producing or disseminating investment recommendations or other information recommending or suggesting an investment strategy in breach of the MAR, or for the improper performance or a breach of the obligations under the MAR concerning conducting transactions on one's own account by persons discharging managerial responsibilities. Pursuant to the Draft Law Amending the Act on Trading in Financial Instruments, failure to comply with specific obligations under the MAR is subject to a cash penalty of up to PLN 4,150,000 or up to the equivalent of 2% of the total annual revenues as shown in the most recent audited financial statements for a financial year if it is greater than PLN 4,150,000. In addition, the MAD was to be implemented into the Polish legal system on or before 3 July 2016, but, as of the Prospectus Date, it was not implemented. Under the MAD, Member States are required to introduce criminal sanctions for market manipulation. The Draft Law Amending the Act on Trading in Financial Instruments imposes a criminal sanction of PLN 5,000,000 or imprisonment from three months to five years or the application of both those penalties jointly for the use of inside information and manipulation. It is also proposed under the Draft Law Amending the Act on Trading in Financial Instruments that disclosure of inside information, giving recommendations or soliciting the acquisition or sale of financial instruments to which inside information relates be subject to a penalty of up to PLN 2,000,000 or the penalty of imprisonment for up to four years, or both these penalties jointly. In addition, the PFSA may impose a cash penalty of up to three times the amount of the profits gained or losses avoided because of the infringement, where those can be determined.

Insider trading

Confidential information is any information of a precise nature relating, directly or indirectly, to one or more issuers of financial instruments, or acquisitions or disposals of such instruments, which has not been made public and which, if made public, would be likely to have a significant effect on the prices of financial instruments or related derivative financial instruments.

Anyone who: (i) gains confidential information by virtue of being a member of the governing bodies of a company or other entity, by virtue of an interest in the share capital of the company or another entity, or as a result of having access to confidential information in connection with employment, the practice of a profession, or a mandate or any other legal relationship of a similar nature; (ii) is in possession of confidential information as a result of a crime; or (iii) is in possession of confidential information acquired otherwise than as provided in (i) and (ii), if such person knew, or could have known had he exercised duly diligent efforts, that it was confidential information, is prohibited from using such information. Actions which are considered to be the prohibited use of confidential information include:

- purchasing or selling, for one's own account or for the account of a third party, financial instruments based on confidential information held by such person or taking, for one's own account or for the account of a third party, any other legal actions that result in or could have resulted in the disposal of such financial instruments;
- recommending or inducing other persons to purchase or sell any financial instruments affected by the confidential information; and
- enabling or facilitating confidential information regarding one (1) or more issuers (*emitentów* or *wystawców*) of financial instruments, or one or more financial instruments, to be obtained by an unauthorized person.

Any person using confidential information in violation of the law may be guilty of an offence punishable by imprisonment, a fine or both. The maximum fine that can be imposed is PLN 5,000,000; the length of imprisonment ranges from three months to eight years.

Changes under the MAR

The definition of inside information provided in the MAR and applicable to financial instruments, in principle, coincides with the definition of inside information provided in the Act on Trading in Financial Instruments, with the proviso that the MAR (contrary to the Act on Trading in Financial Instruments) also states that in the case of a protracted process that is intended to bring about, or that results in, particular circumstances or a particular event, such future circumstances or future event, and also the intermediate steps of that process which are connected with bringing about or resulting in such future circumstances or such future event, may be deemed to be precise information. An intermediate step in a protracted process shall be deemed to be inside information if, by itself, it satisfies the criteria of inside information. In addition, the MAR defines the types of information comprising inside information in relation to commodity derivatives and in relation to emission allowances or auctioned products based thereon. Under the MAR, an issuer is required to immediately disclose any inside information which apply to it directly. The MAR provides for the maximum administrative pecuniary sanctions for:

- insider dealing, including recommending or inducing another person through insider dealing or the unlawful disclosure of inside information of (i) EUR 5 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) in respect of natural persons and (ii) EUR 15 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) or 15% of the total annual turnover of the legal person according to the last available accounts approved by the management body in respect of legal persons; and
- the infringement of the obligation to make inside information public of (i) EUR 1 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) in respect of natural persons and (ii) EUR 2.5 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) or 2% of the total annual turnover of the legal person according to the last available accounts approved by the management body in respect of legal persons,

although where the legal person is a parent undertaking or a subsidiary undertaking which is required to prepare consolidated financial accounts, the relevant total annual turnover shall be the total annual turnover or the corresponding type of income in accordance with the relevant accounting directives according to the last available consolidated accounts approved by the management body of the ultimate parent undertaking.

With respect to the regulations concerning administrative sanctions under the MAR, please see also "*Manipulation – Changes under the MAR*".

Obligations related to the purchase or sale of shares during restricted periods

Another restriction introduced under the Act on Trading in Financial Instruments applies exclusively to members of the management board, the supervisory board, commercial proxies or attorneys-in-fact of an issuer (*emitent* or *wystawca*), any of its employees, statutory auditors or other persons retained by such issuer (*emitent* or *wystawca*) on the basis of a mandate or any other similar legal grounds (persons who have access to level-one confidential information) who, during a restricted period, cannot acquire or dispose of, on their own account or for the account of any third party, the issuer's shares, any derivatives related to the issuer's shares or any other financial instruments related therewith or to perform, on their own account or for the account of any third party, any other legal actions that result or could result in any disposal of such financial instruments.

Additionally, during any restricted period persons with access to level-one confidential information cannot, if they act in a capacity as members of the governing bodies of a legal entity, take actions aimed at the acquisition or transfer by such legal person, acting in its own name or on behalf of a third party, of the issuer's securities, derivative rights related to the issuer's shares or any other financial instruments related thereto, or take any actions that result or could result in the disposal of such financial instruments by that legal person, in its own name or on behalf of a third party.

The above-mentioned restrictions do not apply to any transactions executed: (i) by any entity conducting brokerage services which was retained by such person to manage a financial instruments portfolio in a manner excluding any interference of that person in the investment decisions taken on its behalf; or (ii) in performance of an agreement containing a requirement to transfer or purchase the issuer's shares, derivative rights attached to the issuer's shares and any other financial instruments related thereto, such agreement being made in writing with a certified date (*data pewna*) prior to the commencement of a restricted period; or (iii) as a result of a person with access to level-one confidential information having responded to a public tender offer to subscribe for the sale or exchange of shares in accordance with the Act on Public Offering; or (iv) in connection with the requirement for a person with access to level-one confidential information to announce a public tender offer to subscribe for the sale or exchange of shares in accordance with the Act on Public Offering; or (v) in connection with the exercise by an existing shareholder of the issuer of its pre-emption rights; or (vi) in relation to an offering addressed to employees or persons who are members of the corporate authorities of the issuer, provided that the information regarding such offering was publicly available prior to the commencement of the relevant restricted period.

Restricted periods are: (i) the period between a primary insider gaining confidential information concerning the issuer or the financial instruments and the time such information is made public; (ii) in the case of an annual report, the period of two months preceding the publication of such report, or if shorter, the period between the end of the given financial year and the publication of such report; (iii) in the case of a semi-annual report, the period of one month preceding the publication of such report, or if shorter, the period between the end of the given half year and the publication of such report; and (iv) in the case of a quarterly report, the period between the end of the two weeks preceding the publication of such report, or if shorter, the period between the end of the given quarter and the publication of such report. The periods referred to in (ii) to (iv) are not considered restricted periods if the person who has access to level-one confidential information did not have access to the financial data used as the basis for the preparation of the given report.

If an insider with access to level-one confidential information violates this prohibition during the restricted periods, the PFSA may impose a fine of up to PLN 200 thousand.

In addition, persons who are members of the governing or supervisory bodies of issuers or who are the issuer's proxies, as well as persons holding managerial positions who have permanent access to confidential information of the issuer, are required to notify the PFSA and the issuer of their transactions involving the purchase or sale of the issuer's shares, any derivative rights related to the issuer's shares or any other financial instruments related to such securities. This obligation also applies to transactions involving the relatives of the persons indicated above, in accordance with the definition provided in Article 160 section 2 of the Act on Trading in Financial Instruments. A breach of the aforementioned obligations is subject to a fine of up to PLN 100 thousand.

Changes under the MAR

Similarly as in the case of the Act on Trading in Financial Instruments, under the MAR, during a closed period persons discharging managerial responsibilities for an issuer may not trade on their own account or for the account of a third party during a closed period, directly or indirectly, with respect to the shares or debt instruments of such issuer or to derivatives or other financial instruments linked thereto, provided that the Act on Trading in Financial Instruments refers to the shares of the issuer, derivatives relating to shares in the issuer and other financial instruments linked thereto.

In addition, under the MAR, a closed period is the period of 30 calendar days before the announcement of an interim financial report or a year-end report which the issuer is required to make public according to: (i) the rules of the trading venue where the issuer's shares are admitted to trading; or (ii) national law. Besides the difference in the duration of the closed period the MAR refers exclusively to interim reports and does not cover inside information as in the case of the Act on Trading in Financial Instruments.

Under the MAR, persons discharging managerial responsibilities, as well as persons closely associated with them, must notify the issuer and the PFSA of every transaction conducted on their own account relating to the shares or debt instruments of that issuer or to derivatives or other financial instruments linked thereto. Such notifications should be made immediately, but no later than within three working days of the transaction date. The issuer must ensure that the information that is notified in accordance with the rules specified above is made public promptly and no later than three business days after the transaction in a manner which enables fast access to this information on a non-discriminatory basis in accordance with the implementing technical standards regulated under the MAR.

The MAR provides for the maximum administrative pecuniary sanctions for infringement of the obligations related to:

- closed periods of (i) EUR 0.5 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) in respect of natural persons and (ii) EUR 1.0 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) in respect of legal persons; and
- notifications of insider dealing of (i) EUR 0.5 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) in respect of natural persons and (ii) EUR 1.0 million (or in the Member States the currency of which is not the euro, the corresponding value in the national currency) in respect of legal persons,

although where the legal person is a parent undertaking or a subsidiary undertaking which is required to prepare consolidated financial accounts, the relevant total annual turnover shall be the total annual turnover or the corresponding type of income in accordance with the relevant accounting directives according to the last available consolidated accounts approved by the management body of the ultimate parent undertaking.

With respect to the regulations concerning administrative sanctions under the MAR, please see also "*Manipulation – Changes under the MAR*".

Warsaw Stock Exchange

The Polish financial instruments exchange market is operated by the Warsaw Stock Exchange. The WSE runs its business pursuant to applicable laws, including the Act on Trading in Financial Instruments and its internal regulations, including the articles of association of the WSE and the WSE Rules.

The exchange market operated by the WSE constitutes a regulated market for the purposes of the relevant regulations of EU law and the Act on Trading in Financial Instruments. Moreover, the WSE organizes and operates an Alternative Trading System which is a non-regulated market. The exchange market operated by the WSE includes the main floor (the official stock exchange market) and the parallel market.

According to the WSE's website (www.gpw.pl), as of 17 November 2016, shares of 487 companies were listed on the WSE, including 53 foreign companies. The total capitalization of the companies listed on the WSE was PLN 992.2 billion as of 17 November 2016.

As of the date hereof, the Company is not a public company and the rights and obligations listed below shall apply to the Company from the moment it becomes a public company.

Dematerialization of securities

Securities that are subject to a public offering within the territory of Poland or those subject to admission to trading on the regulated market in Poland cease to exist in certificate form upon their registration and thereafter exist only in book-entry form pursuant to an agreement with the NDS, the Polish deposit and clearing institution (dematerialization of the securities), except for securities offered to the public which will not be subject to admission to trading on the regulated market or introduced exclusively to an alternative trading system, which may keep their certificate form if the issuer so decides. Rights attached to such dematerialized securities arise and are vested upon their recording for the first time in the securities account of the holder of such account. Securities registered in omnibus accounts constitute an exception to the above rule – in such case, the holder of the account is not entitled to those securities. The person entitled to the securities registered in an omnibus account is the person indicated to the entity maintaining such account by the holder thereof as being entitled to a given number of securities. An agreement setting forth the obligation to transfer dematerialized securities conveys the title to such securities when the appropriate entry is made in the relevant securities account. With respect to securities held in an omnibus account, a depository certificate will be a document having identical wording to that of the depository certificate issued in Polish or in English by the holder of such account.

The entity maintaining the securities account, such as a brokerage house, custodian or custodian bank, will issue, at the request of the account holder, a separate registered depository certificate for each type of securities registered in the account. The depository certificate confirms the powers to exercise the rights attached to the securities indicated therein that are not, or may not be, exercised exclusively on the basis of entries in the securities account, except to participate in the general meeting of the shareholders. Depository certificates may be issued by brokerage houses, banks conducting brokerage activities, trustee banks, foreign investment companies and foreign legal entities conducting brokerage activities in Poland, the NDS and the NBP, provided that the relevant accounts are designated in a manner sufficient to identify the persons with whom the rights attached to the securities are vested.

From the moment of the issuance of a registered depository certificate, the securities, in the number indicated in the registered depository certificate, may not be traded until the end of the validity period of a registered depository certificate or until the certificate is returned to the issuer, whichever occurs first. During this period, the issuer of the registered depository certificate will lock up the appropriate securities in that account. The same securities may be indicated in several registered depository certificates, provided that the purpose of the issuance of each of these registered depository certificates is different. In such case, information is also provided in individual registered depository certificates as regards the lock-up of the securities due to an earlier issuance of other registered depository certificates.

Rematerialization

The PFSA, at the request of an issuer, grants consent for restoring the certificated form of shares (rematerialization) following the satisfaction of the relevant conditions provided for in the Act on Public Offering. The legal consequences of the grant of such consent include no longer being subject to the obligations under the Act of Public Offering established in connection with the public offering of shares or the admission thereof to trading on the regulated market within the territory of the Republic of Poland and the obligations specified in the chapter of the Act on Public Offering regarding significant blocks of shares in public companies, and such consequences come into effect upon the lapse of a deadline of no more than one month as stated in the decision pursuant to which the PFSA granted its consent. It is permissible to submit a relevant request to the PFSA if the general meeting of a public company, by a majority of nine-tenths of the votes cast in the presence of shareholders representing at least half of the share capital, adopted a resolution on the rematerialization of the shares. The request for the convocation of an extraordinary general meeting and including the matter of the adoption of a resolution regarding the rematerialization of the shares on the agenda thereof may be made by one or several shareholders representing at least one-twentieth of the share capital.

One or several shareholders demanding the inclusion of the matter of the adoption of a resolution regarding the rematerialization of shares on the agenda are required to first announce a public tender for subscription for the sale of the shares in such company by all the other shareholders. In case of the issuer for which the Republic of Poland is the host Member State, however whose securities are admitted to trading only on a regulated market in the Republic of Poland, the obligation to announce a public tender applies to the shares of that company which were acquired in transactions executed on a regulated market in the Republic of Poland and are entered in securities accounts maintained in the Republic of Poland at as the end of the third day after the announcement of that takeover bid. One or several shareholders demanding the inclusion of the matter of the adoption of a resolution regarding the rematerialization of shares on the agenda may acquire shares in that company in the period between the submission of the request and the completion of the tender offer only by way of such tender offer. There is no obligation to announce a tender offer if the demand for the inclusion of the matter of the adoption of a resolution regarding the rematerialization of shares on the agenda is made by all of the shareholders of a public company.

Settlement

Under the current regulations, all transactions on the regulated market of the WSE are carried out on a delivery versus payment basis, with the transfer of rights to securities occurring upon settlement on a T+2 basis. In principle, each investor must hold a securities account and a cash account with an investment firm or an entity conducting depository activities in Poland, and each investment firm and entity conducting depository activities must hold relevant accounts (*konta* and *rachunki*) with the NDS and a main cash account with a settlement bank. Entities authorized to maintain securities accounts may also maintain, within the scope of a security deposit or a securities registration system maintained by the National Bank of Poland, what are known as omnibus accounts, i.e. accounts in which it is possible to register dematerialized securities which are not owned by the persons for whom such accounts are maintained, but which are owned by another person or persons. Omnibus accounts may be maintained exclusively for the entities listed in the Act on Trading in Financial Instruments.

In accordance with the rules and regulations of the WSE and the NDS, KDPW CCP S.A., a subsidiary of the NDS, is required to arrange, based on a list of transactions provided by the WSE (compiled post-session), the settlement of transactions effected by WSE members. In turn, WSE members coordinate the settlement with the investors on whose account the transactions were executed.

Stock exchange trading mechanisms

Pursuant to the WSE Rules, WSE sessions are held regularly from Monday to Friday from 8:30 a.m. to 5:05 p.m. Warsaw time, unless the management board of the WSE decides otherwise.

Depending on the market on which the relevant securities are listed, quotations are made in a continuous trading system (the main floor) or in a single-price system with one or two auctions (the parallel market). In addition, for large blocks of securities, so-called block transactions outside of the public order book in the continuous trading system or a single-price system are possible.

Information as to price, trading volume and any specific rights (pre-emption or dividend rights) attached to the relevant securities is available on the WSE's official website at www.gpw.pl.

Brokerage commissions in Poland are not fixed by the WSE or other regulatory bodies and are set by the brokerage house executing the transaction.

Concentration Control Regulation No. 139/2004

The requirements regarding the control of concentration also arise from the Concentration Control Regulation. This regulation governs concentration having a Community dimension and therefore applies to undertakings and their related parties which exceed specific thresholds of sales of goods and services. The Concentration Control Regulation only encompasses such concentrations as a result of which a permanent change arises in the ownership structure of the enterprise. Community concentrations are subject to notification of the European Commission before their final implementation.

A concentration of undertakings has a Community dimension if:

- the total global turnover of all undertakings in the concentration amounts to more than EUR 5 billion, and
- the total turnover in the EU of each of at least two undertakings in the concentration amounts to more than EUR 250 million, unless each of the undertakings in the concentration achieves more than two-thirds of its total turnover in the EU within a single member state.

A concentration of enterprises that does not satisfy the above criteria also has a Community dimension if:

- the total global turnover of all the enterprises in the concentration amounts to more than EUR 2.5 billion,
- in each of at least three member states, the total turnover of all the enterprises in the concentration amounts to more than EUR 100 million,
- in each of at least three member states, specified for the purposes indicated above, the total turnover of each of at least two of the enterprises in the concentration amounts to at least EUR 25 million, and
- the total turnover in the European Community of each of at least two of the enterprises in the concentration amounts to more than EUR 100 million, unless each of the enterprises in the concentration achieves more than two-thirds of its total turnover in the Community in one and the same member state.

The Antimonopoly Act

The Antimonopoly Act sets forth special requirements regarding, *inter alia*, the purchase of shares.

Merger Clearance

The intention of undertakings to merge is subject to the notification of the President of the Antimonopoly Office if the total global turnover of the undertakings taking part in the concentration of the financial year preceding the notification exceeds the equivalent of EUR 1 billion or the total turnover in Poland of the undertakings taking part in the concentration of the financial year preceding the notification exceeds EUR 50 million. These turnover figures apply both to the undertakings directly involved in the concentration and to the undertakings belonging to their groups.

The President of the Antimonopoly Office shall consent to a concentration that does not materially limit competition on the market, especially through the establishment or strengthening of a dominant market position.

The provisions of the Antimonopoly Act apply to undertakings, including persons that are entrepreneurs, as defined in the Business Activity Freedom Act, as well as individuals exercising control over at least one entity through holding, directly or indirectly, a majority of votes at the shareholders' meeting or at the general meeting, also as a pledgee or usufructuary or in the management board of another undertaking (a subsidiary), also under arrangements with third parties if they take further actions which are subject to merger clearance under the Antimonopoly Act, even if such individuals do not engage in business activity as defined in the Business Activity Freedom Act.

The duty to notify the President of the Antimonopoly Office of the intention to concentrate applies to the intention:

- of two or more companies to merge,
- to acquire, through the acquisition or purchase of shares, other securities, all or a part of the assets or otherwise, direct or indirect control over the whole or a part of one or more undertakings on behalf of one or more undertakings,
- to establish a joint-venture by the undertakings,
- to acquire the assets of another entrepreneur, in whole or in part, provided that the turnover generated by the assets in any of the two financial years preceding the notification exceeded in the territory of Poland the equivalent of EUR 10 million.

The Antimonopoly Act defines the assumption of control as being all forms of direct or indirect acquisition of rights which separately or jointly enable a decided influence to be exerted over a specific enterprise, while taking into account all legal and actual circumstances.

The Antimonopoly Act does not require an intended concentration to be notified if the turnover in Poland of the entrepreneur to be taken over and its subsidiaries did not exceed EUR 10,000,000 in either of the two financial years preceding the notification.

Furthermore, pursuant to Article 14 of the Antimonopoly Act, notification is not required with regard to an intended concentration: (a) consisting in a temporary purchase or acquisition of shares by a financial institution for the purpose of their resale, if the institution's business activity includes investing in the shares of other entrepreneurs in its own name or on commission, provided that such resale takes place before one year from the date of purchase or acquisition, and provided that: (i) the institution does not exercise the rights vested in such shares other than the right to dividends, and (ii) it only exercises these rights for the purpose of preparing to sell all or part of the enterprise, its assets or the said shares, (b) consisting in a temporary purchase or acquisition of shares by an entrepreneur as security against receivables, provided that the entrepreneur does not exercise the rights vested in those shares, other than the right to sell them, (c) of entrepreneurs from the same group, (d) arising as an effect of insolvency proceedings, excluding the cases where control is to be taken over by the competitor or a participant of the capital group to which belong the competitors of the entrepreneur to be taken over.

Pursuant to Article 97 of the Antimonopoly Act, entrepreneurs involved in the concentration that is subject to notification, are obliged to refrain from completing the concentration until the President of the Antimonopoly Office issues a merger clearance or as long as the time limit during which such a decision should be issued has not lapsed. However, the implementation of the public offering to purchase or exchange shares, of which the President of the Antimonopoly Office has been notified, does not constitute a breach of the statutory obligation to refrain from completing the concentration before President of the Antimonopoly Office's merger decision or before the lapse of the time limit during which such decision should be issued, if the purchaser does not exercise the voting rights vested in the shares or does so solely for the purpose of preserving the full value of its capital investment or to prevent a material loss that might affect the entrepreneurs involved in the concentration.

Administrative Sanctions for Breaching the Law

The President of the Antimonopoly Office may, *inter alia*, impose a fine on the entrepreneur, by virtue of a decision, in an amount not higher than 10% of the revenues generated in the reporting year preceding the year of imposing the fine, if the entrepreneur made the concentration without the consent of the President of the Antimonopoly Office.

TAXATION

This information is of a general nature and does not constitute an exhaustive analysis of the tax results related to the acquisition, holding or disposal of the Shares under Polish and Dutch tax laws. Therefore, the Investors should, in individual cases, consult their own tax, financial or legal advisers. The term "dividend" used below, as well as any other term applied in this information, shall have the meaning ascribed thereto under Polish and Dutch tax law, as applicable.

This is a general summary and the tax consequences as described here may not apply to a holder of Shares. Any potential investor should consult his own tax adviser for more information about the tax consequences of acquiring, owning and disposing of Shares.

Polish Taxation

Income Earned on the Disposal of Securities by Individuals Who Are Polish Tax Residents

In accordance with Article 3, section 1 of the PIT Act, natural persons, provided that they reside within the territory of the Republic of Poland, are liable to pay tax on all of their income (revenue) regardless of the location of the source of revenues (unlimited tax obligation). A person is deemed to be "residing within the territory of the Republic of Poland" if: (i) such person's center of personal or economic interests (the center of vital interests) is within the territory of the Republic of Poland; or (ii) such person stays within the territory of the Republic of Poland more than 183 (one hundred and eighty-three) days in any tax year.

The above-mentioned rules should be applied subject to the relevant double tax treaties to which the Republic of Poland is a party (Article 4a of the PIT Act). Such treaties may specifically contain a different definition of the term "residence" in respect of a natural person or further clarify the notion of "center of vital interests".

In case of disposal by a Polish resident of property located in another country, the tax treaty between Poland and that country applies.

Pursuant to Article 30b section 1 of the PIT Act, income from the disposal of securities (including shares) or financial derivatives in exchange for consideration is taxed at a flat rate of 19%. Income from capital gains is calculated as the difference between the sum of revenues from the disposal of the securities (in principle, the value of the securities at the price set forth in a contract) and the tax-deductible costs (in principle, the expenditure related to the acquisition of these securities or their subscription); where the price of the securities expressed in the contract is without sound reason significantly different from its market value, the revenue from the disposal of securities in exchange for consideration will be determined by a tax authority in an amount that reflects their market value.

Income from a disposal of securities arises at the moment of transferring to the buyer the ownership of the securities (including shares).

Such income is not aggregated with income from other sources and is taxed separately.

If a taxpayer performs a gainful disposal of securities acquired at different prices and it is not possible to establish the purchase price of the securities disposed of, in determining the income from that disposal, the rule holding that every disposal refers to securities acquired on a first-in-first-out basis shall apply. Such rule shall apply separately to each securities account.

During the tax year individuals who earn capital gains are not required to make any income tax prepayment. Neither tax nor prepayment on the above-mentioned income is withheld by the tax remitters. However, after the end of a given tax year, which in the case of individuals is the same as the calendar year, taxpayers earning income from the disposal of securities in exchange for consideration are required to disclose such income in their annual tax return, calculate the due amount of tax and pay it to the account of the relevant tax office by the end of April of the year immediately following the tax year in which the disposal of securities in exchange for consideration was made.

In the case of a tax loss generated on the disposal of securities in a given tax year, such loss may decrease the income generated from such source (i.e. from the disposal of securities) for the next five (5) consecutive tax years; however, the amount of such decrease in any particular year cannot exceed 50% of the loss. A tax loss generated on the disposal of securities cannot be combined with tax losses generated by the taxpayer from other sources of revenue.

The above regulations do not apply if the securities are sold as a result of the performance of any business activities, meaning that they are held and disposed of as business assets (Article 30b, section 4 of the PIT Act), as in such case the revenues from the sale of securities should be qualified as originating from the performance of business activities and should be taxed in accordance with the progressive tax scale of 18%-32%, or a flat 19% rate tax, depending on the taxpayer's choice and whether the taxpayer meets additional requirements.

Income Earned on the Disposal of Securities by Individuals Who Are Not Polish Tax Residents

In accordance with Article 3, section 2a of the PIT Act, individuals who do not reside within the territory of the Republic of Poland are required to pay tax exclusively on income (revenue) obtained within the territory of the Republic of Poland (limited tax liability). Pursuant to Article 4a of the PIT Act, the above-mentioned regulation is applied taking into account the double tax treaties to which the Republic of Poland is a party.

In accordance with Article 3, section 2b of the PIT Act, income (revenue) earned in the territory of the Republic of Poland, in particular, means, inter alia, income (revenue) from: (i) securities and financial derivatives which are admitted to public trading on the territory of the Republic of Poland on a regulated exchange market, including income (revenue) generated from the disposal of such securities, and the exercise of the rights arising from any of the above; and (ii) the transfer of the ownership of shares in a company, all rights and obligations in a company that is not a legal person, shares in investment funds or mutual fund institutions or other legal persons where property located on the territory of the Republic of Poland or rights to such property, directly or indirectly, constitute at least 50% of their assets.

Individuals subject to limited tax liability who earn income from the disposal of securities in Poland should follow similar taxation rules governing the disposal of securities as specified above, save as otherwise stated in the relevant double tax treaties to which the Republic of Poland is a party. In light of Article 30b, section 3 of the PIT Act, the application of a tax rate resulting from the appropriate double tax treaty or the non-payment of tax under such treaty is possible provided that the taxpayer proves his place of residence for tax purposes with a relevant certificate of tax residence (in accordance with the rules set forth in Article 41, section 9a-9d of the PIT Act regarding the validity period of certificates of tax residence and responsibility for tax withholding).

Dividends and Other Income from a Share in the Profits of Legal Persons Earned by Individuals Who Are Polish Tax Residents

In light of Polish tax law, income from a share in the profits of legal persons is the income actually generated from such a share, including, *inter alia*, income from the redemption of shares, from the disposal of shares to the company in exchange for consideration with a view to redeeming the shares, the value of the assets received in connection with the liquidation of the legal person, income intended for a share capital increase, and income which is the equivalent of the amounts contributed to the share capital from other funds of the legal person.

Pursuant to Article 30a, section 1, item 4 of the PIT Act, income (revenue) earned by individuals from dividends and other revenue from a share in the profits of legal persons are subject to taxation at a flat rate of 19% of the income (revenue) earned. The income (revenue) from the share in the profits of a legal person shall be the income (revenue) actually earned from said share (Article 24, section 5 of the PIT Act).

Under Article 41, section 4 of the PIT ACT, such tax on dividends and other income (revenues) from a share in the profits of legal persons is remitted by the entities making the payments. Therefore, it is not the taxpayer but the person making the payment as a tax remitter that is responsible for settling the tax. Under Article 42, section 1 of the PIT Act, tax remitters must transfer the tax to the bank account of the relevant tax office no later than by the 20th day of the month following the month in which the tax was withheld. According to Article 45, section 3, in conjunction with Article 45, section 1 of the PIT Act, if the tax is not withheld by the remitter, the taxpayer is required to settle and disclose the income tax due in its annual tax return by the end of April of the year following the given tax year in its annual tax return.

There is a specific situation regarding income from securities kept in securities accounts or omnibus accounts, as defined in the Act on Trading in Financial Instruments. Under Art. 41, section 4d of the PIT Act, tax on dividends (as well as redeemed shares and liquidation proceeds) is withheld by entities keeping securities accounts for taxpayers in their capacity as tax remitters if the income (revenue) is earned in the territory of Poland (which should be the case with respect to the Offer Shares) and is associated with the securities registered in such accounts and, further, if the relevant payments are made to the taxpayers through such entities. However, tax on dividends (as well as redeemed shares and liquidation proceeds) regarding securities kept in omnibus accounts is withheld by the entities keeping the omnibus accounts through which the amounts due are paid. The tax is withheld on the date on which the amounts due are put at the disposal of the omnibus account holder (Art. 41, section 10 of the PIT Act).

Additionally, under Art. 30a, section 2a of the PIT Act, as regards income (revenue) from dividends and other revenues from a share in the profits of legal entities transferred to taxpayers holding rights attached to securities registered in omnibus accounts whose identity has not been disclosed to the tax remitter in accordance with the Act on Trading in Financial Instruments, a 19% flat rate tax is withheld by the tax remitter from the aggregate income (revenue) released for the benefit of all such taxpayers through the omnibus account holder. The tax is withheld on the date on which the dividend payment is released to the omnibus account holder.

Under Article 45, section 3c of the PIT Act, taxpayers are required to disclose the amount of income (revenue) from dividends and other revenues from a share in the profits of legal entities (including the Offer Shares referred to herein) in their annual tax return if the Offer Shares were registered in an omnibus account and the taxpayer's identity was not disclosed to the tax remitter.

Taxation of the dividend income obtained by an individual who is a Polish resident from a company resident in another country shall by applied taking into account the double tax treaties to which the Republic of Poland is a party.

Dividends and Other Income from a Share in the Profits of Legal Persons Earned by Individuals Who Are Not Polish Tax Residents

In accordance with Article 3, section 2a of the PIT Act, individuals who do not reside within the territory of the Republic of Poland are required to pay tax exclusively on income (revenue) obtained within the territory of the Republic of Poland (limited tax liability). Pursuant to Article 4a of the PIT Act, the above-mentioned regulation is applied taking into account the double tax treaties to which the Republic of Poland is a party.

In accordance with Article 3, section 2b of the PIT Act, income (revenue) earned in the territory of the Republic of Poland, in particular, means, inter alia, income (revenue) from: (i) securities and financial derivatives which are admitted to public trading on the territory of the Republic of Poland on a regulated exchange market, including income (revenue) generated from the disposal of such securities, and the exercise of the rights arising from any of the above; (ii) the transfer of the ownership of shares in a company, all rights and obligations in a company that is not a legal person, shares in investment funds or mutual fund institutions or other legal persons where property located on the territory of the Republic of Poland or rights to such property, directly or indirectly, constitute at least 50% of their assets.

Individuals subject in Poland to limited tax liability who earn income from the income from a share in the profits of a legal persons should follow similar taxation rules governing the dividends and other income from a share in the profits of a legal persons as specified above, save as otherwise stated in the relevant double tax treaties to which the Republic of Poland is a party. In light of Article 30a, section 2 of the PIT Act, the application of a tax rate resulting from the appropriate double tax treaty or the non-payment of tax under such treaty is possible, provided that the taxpayer proves his place of residence for tax purposes with a relevant certificate of tax residence (in accordance with the rules set forth in Article 41, section 9a-9d of the PIT Act regarding the validity period of certificates of tax residence and responsibility for tax withholding).

Income Earned on the Disposal of Securities by Corporate Persons Who Are Not Polish Tax Residents

Pursuant to Article 3, section 2 of the CIT Act, taxpayers who do not have their registered office or management board within the territory of the Republic of Poland are required to pay tax exclusively on income earned within the territory of the Republic of Poland. In accordance with Article 3, section 3 of the CIT Act, income (revenue) earned in the territory of the Republic of Poland, in particular, means, *inter alia*, income (revenue) from: (i) securities and financial securities which are admitted to public trading on the territory of the Republic of Poland on a regulated exchange market, including income (revenue) generated from the disposal of such securities, and the exercise of the rights arising from any of the above; (ii) the transfer of the ownership of shares in a company, all rights and obligations in a company that is not a legal person, shares in investment funds, mutual fund institutions or other legal persons where property located on the territory of the Republic of Poland or rights to such property, directly or indirectly, constitute at least 50% of their assets. Provisions of the CIT Act also apply to the incomes obtained on the territory of the Republic of Poland by the companies, which are unincorporated partnerships without legal personality with their registered office or management in another state, if they are treated as legal persons according to the tax legislation of that state and their entire income is taxable in that state, irrespective of where that income is earned (Article 1, section 3, point 2 of the CIT Act). Taxpayers subject to limited tax liability who earn income from the disposal of securities in Poland should follow similar taxation rules governing the disposal of securities as specified above, save as otherwise stated in the relevant double tax treaties to which the Republic of Poland is a party.

Dividends and Other Income from a Share in the Profits of Legal Persons Earned by Legal Persons Who Are Polish Tax Residents

As a rule, revenue from dividends and other income (revenue) from a share in the profits of legal persons that have their registered office or place of management in Poland referred to in Article 7b, section 1, item 1 of the CIT Act are subject to taxation at a flat rate of 19%. However, this rule is modified by the provisions of the relevant double tax treaty.

According to Art. 7b, section 1, item 1 of the CIT Act, income from capital gains means, inter alia, revenue from a share in the profits of legal entities subject to Art. 12, section 1, item 4b of the CIT Act constituting revenue actually earned on a share, including, *inter alia*: (a) dividends; (b) revenue from a redemption of shares or from a decrease in their value; (e) the value of the assets received as a result of liquidation of a legal entity; and (f) the equivalent of legal entities' profit earmarked for a share capital increase and equivalent to the amounts of allocated to such capital from other capitals of such legal entity.

Pursuant to Article 20, section 3 of the CIT Act, income (revenues) earned by the taxpayers referred to in Article 3, section 1 of the CIT Act from dividends and other revenues from participation in profits generated by legal persons whose seat or management office is situated outside the territory of the Republic of Poland are tax exempt in Poland if all of the following conditions are satisfied jointly: (i) the payer of dividends and other revenue from share in the profits of legal persons is a company whose entire income, irrespective of where it is earned, is subject to income tax in a Member State of the European Union or another Member State of the European Economic Area other than the Republic of Poland; (ii) the recipient of income (revenue) from dividends and other revenue from share in the profits of legal persons as referred to in section (i), is a company that is an income tax payer and has its registered office or management in the territory of the Republic of Poland; (iii) a company as referred to in section (ii) directly holds no less than 10% of shares in the equity of a company as referred to in section (i); (iv) a company as referred to in section (ii) does not enjoy exemption from income tax on its entire income, irrespective of the sources from which the income is earned.

The exemption referred to above applies if the company gaining income (revenues) from dividends and other revenues from participation in profits generated by legal persons having their registered seat or management board within the territory of Poland has at least 10% shareholding in the company paying out dividends uninterruptedly for two years. The exemption also applies if the two year period of uninterrupted holding of shares in the required amount by a company generating income (revenues) from participation in profits generated by a legal person having its registered seat or management board within the territory of the Republic of Poland, ends after the date of obtaining such income (revenues). In the case of failure to satisfy the condition of holding shares in the required amount uninterruptedly for two years, the taxpayer shall be required to pay tax, including default interest, on the income (revenues) at 19% of income (revenues) by the 20th day of the month following the month in which it was deprived of the right of exemption. Interest is calculated as of the day following the day on which the taxpayer had first exercised the right to exemption.

In accordance with Article 20, section 15 of the CIT Act, the tax exemption referred to above applies: (i) if the shareholding referred to in Article 20, section 3, item 3 of the CIT Act is based on a title of ownership; and (ii) with respect to income earned from shares held on the basis of a title of ownership or other than a title of ownership, provided exemption would apply to such income (revenue), if the shares were not transferred.

Moreover, the Article 20, section 3 of the CIT Act shall not be applied to dividends and other income (revenues) derived from shares in profit of legal persons, to the extent in which in the country of the company referred to in section 3, item 1 the amounts paid due to that are subject in any form to inclusion in tax-deductible expenses, deduction from income, taxable base, or tax of the company paying them.

The exemption does not apply if dividends or other amounts due on account of a share in the profits of legal persons are paid as a result of the paying company's liquidation.

According to Article 22b of the CIT Act, the above-referenced exemption under Article 20, section 3 of the CIT Act applies on the condition that there are legal grounds therefor under a double tax treaty or another ratified international agreement to which the Republic of Poland is a party, for the tax authority to obtain tax information from a tax authority of a state other than the Republic of Poland where the taxpayer has its registered seat or where the income was generated.

Pursuant to the Article 22c, section 1 of the CIT Act, Article 20, section 3 of the CIT Act does not apply, if income (revenue) from dividends and other revenues from the participation in profits of legal persons is earned in connection with the conclusion of an agreement or performance of another legal act or many related legal acts whose main objective or one of the main objectives was to obtain an income tax exemption under Article 20, section 3 of the CIT Act, and obtaining such exemption does not result only in the elimination of double taxation of such income (revenue), and the acts referred to in above are not real. For the purposes of Article 22c, section 1 of the CIT Act an agreement or other legal act is not real to the extent in which it is not performed for justified economic reasons. In particular, this refers to the situation where by the actions referred to in Article 22c, section 1 of the CIT Act, the ownership of shares in a company distributing dividends is transferred or the company earns revenue (income) which is then paid in the form of a dividend or in the form of other revenue from the participation in the profits of legal persons.

Dividends and Other Income from a Share in the Profits of Legal Persons Earned by Legal Persons Who Are Not Polish Tax Residents

Pursuant to Article 3, section 2 of the CIT Act, taxpayers who do not have their registered office or management board within the territory of the Republic of Poland are required to pay tax exclusively on income earned within the territory of the Republic of Poland. In accordance with Article 3, section 3 of the CIT Act, income (revenue) earned in the territory of the Republic of Poland, in particular, means, inter alia, income (revenue) from: (i) securities and financial derivatives which are admitted to public trading on the territory of the Republic of Poland on a regulated exchange market, including income (revenue) generated from the disposal of such securities, and the exercise of the rights arising from any of the above; (ii) the transfer of the ownership of shares in a company, all rights and obligations in a company that is not a legal person, shares in investment funds, mutual fund institutions or other legal persons where property located on the territory of the Republic of Poland or rights to such property, directly or indirectly, constitute at least 50% of their assets.

Provisions of the CIT Act also apply to the incomes obtained on the territory of the Republic of Poland by the companies, which are unincorporated partnerships without legal personality with their registered office or management in another state, if they are treated as legal persons according to the tax legislation of that state and their entire income is taxable in that state, irrespective of where that income is earned (Article 1, section 3 point 2 of the CIT Act). In the case of taxation, taxpayers subject to limited tax liability who earn income from dividends and other income from a share in the profits of legal persons should follow similar taxation rules governing the disposal of securities as specified above, save as otherwise stated in the relevant double tax treaties to which the Republic of Poland is a party. In case Polish tax regulations apply applicability of the double tax treaty requires keeping certificate of tax residency.

Transfer Tax (Tax on Civil Law Transactions)

Pursuant to Article 1, section, 1, item 1, letter a), in conjunction with Article 1, section 4 of the Tax on Civil Law Transactions Act, transfer tax applies to agreements for the sale or exchange of property and property rights, provided that they cover property located in Poland or property rights exercised in Poland, including securities. In principle, shares in a foreign (non-Polish) company are considered as rights exercisable outside of Poland. These rights are considered to be subject to Tax on Civil Law Transactions only if the buyer has its permanent address or registered seat in Poland and the transaction is concluded in Poland.

Transfer tax applies to sale or exchange contracts, if the rights which are the subject of the transaction are to be performed within the territory of the Republic of Poland (e.g. shares in a Polish company), or if the rights are performed outside the Republic of Poland, provided that the agreement evidencing the sale or exchange is concluded in the Republic of Poland and the purchaser is a Polish resident. The rate of this tax is set at 1% of the market value of the securities which are the subject of the transfer. In certain situations, the tax authorities may adjust the taxable base. The tax should be paid within 14 days after the transaction is concluded.

In accordance with Article 9, item 9 of the Tax on Civil Law Transactions Act, the sale of property rights which are financial instruments: (i) to investment companies or foreign investment companies, or (ii) effected through the intermediation of investment companies or foreign investment companies, or (iii) effected through organized trading, or (iv) outside organized trading by investment companies or foreign investment companies if such financial instruments were acquired by such companies as a part of organized trading, within the meaning of the Act on Trading in Financial Instruments, is exempt from tax on civil law transactions. This means that the sale of securities to brokerage houses and banks conducting brokerage activity, and the sale of securities through the intermediation of a brokerage house or a bank conducting brokerage activity, is exempt from civil law transactions tax in Poland.

Taxation of Gifts and Inheritance

Pursuant to Article 1, section 1 of the Gifts and Inheritance Tax Act, inheritance and gift tax is imposed on the acquisition of the title to any tangible property located in the Republic of Poland and any property rights exercised in the Republic of Poland by natural persons by way of, among others, inheritance, general legacy, further legacy, specific legacy, testamentary instruction, gift and donor’s instruction. Pursuant to Article 2 of the Gifts and Inheritance Tax Act, the Polish tax on inheritance, gifts and donations is paid by natural persons (individuals) who received title to property rights exercised outside the territory of Poland (including, inter alia, shares in foreign companies) by right of succession, as a legacy, further legacy, testamentary instruction or gift only if the acquirers were Polish citizens or had a permanent place of stay within the territory of Poland at the moment of acquiring these property rights.

The taxable base is the value of the property rights received after deducting the debts and charges (i.e. the net value), assessed based on the condition of the property rights on the day of their receipt and based on the market prices applicable on the day the tax liability arose. The tax amount is calculated according to the tax group to which the recipient was assigned. A relevant tax group is assigned according to the recipient’s personal relationship with the person from whom the property rights were received or inherited. Inheritances and gifts are taxed at a progressive rate from 3% to 20% of the taxable base, depending on the tax group to which the recipient was assigned. There are certain amounts which are exempt from tax in each group. Except for cases in which the tax is collected and remitted by the tax remitter, taxpayers are required to file a tax return specifying the receipt of the property rights with the competent head of the tax office. The tax return should be accompanied by documents justifying the amount of the taxable base. The tax is paid within 14 days from receiving the decision issued by the head of the tax office assessing the amount of tax liability.

Under Article 4a, section 1 of the Gifts and Inheritance Tax Act, the receipt of title to property or property rights (including securities) by a spouse, descendant, ascendant, stepson, sibling, stepfather and stepmother is tax exempt, provided that they notify the competent head of the tax office of the receipt of title to the property rights within six months from the date the tax liability arose; in the case of their receipt by right of succession, within six months from the date the court decision on accession to the estate becomes final and binding. In the case of failure to meet the above condition, the receipt of title to the property rights is subject to taxation on general terms.

Remitter's liability

Pursuant to Article 30, paragraph 1 of the Tax Ordinance, a tax remitter failing to fulfil its duty to calculate, withhold or pay tax to a relevant tax authority is liable for the tax that has not been withheld or that has been withheld but not paid, up to the value of all its assets. The tax remitter is not liable if the relevant provisions provide otherwise or the tax has not been withheld due to the tax payer's fault. In such a case, the relevant tax authority issues a decision concerning the tax payer's liability and not tax remitter's liability.

Dutch taxation

This summary solely addresses the principal Dutch tax consequences of the acquisition, ownership and disposal of Shares and does not purport to describe every aspect of taxation that may be relevant to a particular holder. Tax matters are complex, and the tax consequences of the offer to a particular holder of Shares will depend in part on such holder's circumstances. Accordingly, a holder is urged to consult his own tax advisor for a full understanding of the tax consequences of the offer to him, including the applicability and effect of Dutch tax laws.

Where in this summary English terms and expressions are used to refer to Dutch concepts, the meaning to be attributed to such terms and expressions shall be the meaning to be attributed to the equivalent Dutch concepts under Dutch tax law. Where in this summary the terms "the Netherlands" and "Dutch" are used, these refer solely to the European part of the Kingdom of the Netherlands. This summary assumes that the Issuer is organized, and that its business will be conducted, in the manner outlined in this Prospectus. A change to such organizational structure or to the manner in which the Issuer conducts its business may invalidate the contents of this summary, which will not be updated to reflect any such change.

This summary is based on the tax law of the Netherlands (unpublished case law not included) as it stands at the date of this Prospectus. The tax law upon which this summary is based, is subject to changes, possibly with retroactive effect. Any such change may invalidate the contents of this summary, which will not be updated to reflect such change.

The summary in this Dutch taxation paragraph does not address the Dutch tax consequences for a holder of Shares who:

- is a person who may be deemed an owner of Shares for Dutch tax purposes pursuant to specific statutory attribution rules in Dutch tax law;
- is, although in principle subject to Dutch corporation tax, in whole or in part, specifically exempt from that tax in connection with income from Shares;
- is an investment institution as defined in the Dutch Corporation Tax Act 1969;
- owns Shares in connection with a membership of a management board or a supervisory board, an employment relationship, a deemed employment relationship or management role;
- has a substantial interest in the Issuer or a deemed substantial interest in the Issuer for Dutch tax purposes. Generally, a person holds a substantial interest if (a) such person – either alone or, in the case of an individual, together with his partner or any of his relatives by blood or by marriage in the direct line (including foster-children) or of those of his partner for Dutch tax purposes – owns or is deemed to own, directly or indirectly, 5% or more of the shares or of any class of shares of the Issuer, or rights to acquire, directly or indirectly, such an interest in the shares of the Issuer or profit participating certificates relating to 5% or more of the annual profits or to 5% or more of the liquidation proceeds of the Issuer, or (b) such person's shares, rights to acquire shares or profit participating certificates in the Issuer are held by him following the application of a non-recognition provision; or
- is a corporate entity or taxable as a corporate entity and who is resident or deemed to be resident of Aruba, Curacao or Sint Maarten for tax purposes.

Taxes on income and capital gains

Resident holders of Shares

A holder of Shares who is resident or deemed to be resident in the Netherlands for Dutch tax purposes is fully subject to Dutch income tax if he is an individual or fully subject to Dutch corporation tax if it is a corporate entity, or an entity, including an association, a partnership and a mutual fund, taxable as a corporate entity, as described in the summary below.

Individuals deriving profits or deemed to be deriving profits from an enterprise

Any benefits derived or deemed to be derived from or in connection with Shares that are attributable to an enterprise from which an individual derives profits, whether as an entrepreneur or pursuant to a co-entitlement to the net value of an enterprise, other than as a shareholder, are generally subject to Dutch income tax at progressive rates up to 51.95%.

Individuals deriving benefits from miscellaneous activities

Any benefits derived or deemed to be derived from or in connection with Shares that constitute benefits from miscellaneous activities by an individual are generally subject to Dutch income tax at progressive rates up to 51.95%.

An individual may, inter alia, derive, or be deemed to derive, benefits from or in connection with Shares that are taxable as benefits from miscellaneous activities if his investment activities go beyond regular active portfolio management.

Other individuals

If a holder of Shares is an individual whose situation has not been discussed before in this section "Dutch taxation - Taxes on income and capital gains – Resident holders of Shares", the value of his Shares forms part of the yield basis for purposes of tax on benefits from savings and investments. A deemed benefit, which is determined on the basis of progressive rates up to 5.38% per annum of this yield basis, is taxed at the rate of 30%. Actual benefits derived from or in connection with his Shares are not subject to Dutch income tax.

Corporate entities

Any benefits derived or deemed to be derived from or in connection with Shares that are held by a corporate entity, or an entity, including an association, a partnership and a mutual fund, taxable as a corporate entity, are generally subject to Dutch corporation tax.

General

A holder of Shares will not be deemed to be resident in the Netherlands for Dutch tax purposes by reason only of the execution and/or enforcement of the documents relating to the issue of Shares or the performance by the Issuer of its obligations under such documents or under the Shares.

Non-resident holders of Shares

Individuals

If a holder of Shares is an individual who is neither resident nor deemed to be resident in the Netherlands for purposes of Dutch income tax, he will not be subject to Dutch income tax in respect of any benefits derived or deemed to be derived from or in connection with Shares, except if:

- he derives profits from an enterprise, whether as an entrepreneur or pursuant to a co-entitlement to the net value of such enterprise, other than as a shareholder, and such enterprise is carried on, in whole or in part, through a permanent establishment or a permanent representative in the Netherlands, and his Shares are attributable to such permanent establishment or permanent representative; or
- he derives benefits or is deemed to derive benefits from or in connection with Shares that are taxable as benefits from miscellaneous activities performed in the Netherlands.

Corporate entities

If a holder of Shares is a corporate entity, or an entity including an association, a partnership and a mutual fund, taxable as a corporate entity, which is neither resident, nor deemed to be resident in the Netherlands for purposes of Dutch corporation tax, it will not be subject to Dutch corporation tax in respect of any benefits derived or deemed to be derived from or in connection with Shares, except if:

- it derives profits from an enterprise directly which is carried on, in whole or in part, through a permanent establishment or a permanent representative in the Netherlands, and to which permanent establishment or permanent representative its Shares are attributable; or
- it derives profits pursuant to a co-entitlement to the net value of an enterprise which is managed in the Netherlands, other than as a holder of securities, and to which enterprise its Shares are attributable.

General

If a holder of Shares is neither resident nor deemed to be resident in the Netherlands, such holder will for Dutch tax purposes not carry on or be deemed to carry on an enterprise, in whole or in part, through a permanent establishment or a permanent representative in the Netherlands by reason only of the execution and/or enforcement of the documents relating to the issue of Shares or the performance by the Issuer of its obligations under such documents or under the Shares.

Dividend withholding tax

General

The Issuer is generally required to withhold Dutch dividend withholding tax at a rate of 15% from dividends distributed by the Issuer, subject to possible relief under Dutch domestic law, the Treaty on the Functioning of the European Union or an applicable Dutch income tax treaty depending on a particular holder of Shares' individual circumstances.

The concept "dividends distributed by the Issuer" as used in this Dutch taxation paragraph includes, but is not limited to, the following:

- distributions in cash or in kind, deemed and constructive distributions and repayments of capital not recognized as paid-in for Dutch dividend withholding tax purposes;
- liquidation proceeds and proceeds of repurchase or redemption of Shares in excess of the average capital recognized as paid-in for Dutch dividend withholding tax purposes;
- the par value of Shares issued by the Issuer to a holder of Shares or an increase of the par value of Shares, as the case may be, to the extent that it does not appear that a contribution, recognized for Dutch dividend withholding tax purposes, has been made or will be made; and
- partial repayment of capital, recognized as paid-in for Dutch dividend withholding tax purposes, if and to the extent that there are net profits, unless (a) the general meeting of the Issuer's shareholders has resolved in advance to make such repayment and (b) the par value of the Shares concerned has been reduced by an equal amount by way of an amendment to the Articles of Association.

Gift and inheritance taxes

No Dutch gift tax or Dutch inheritance tax will arise with respect to an acquisition or deemed acquisition of Shares by way of gift by, or upon the death of, a holder of Shares who is neither resident nor deemed to be resident in the Netherlands for purposes of Dutch gift tax or Dutch inheritance tax except if, in the event of a gift whilst not being a resident nor being a deemed resident in the Netherlands for purposes of Dutch gift tax or Dutch inheritance tax, the holder of Shares becomes a resident or a deemed resident in the Netherlands and dies within 180 days after the date of the gift.

For purposes of Dutch gift tax and Dutch inheritance tax, a gift of Shares made under a condition precedent is deemed to be made at the time the condition precedent is satisfied.

Registration taxes and duties

No Dutch registration tax, transfer tax, stamp duty or any other similar documentary tax or duty, other than court fees, is payable in the Netherlands in respect of or in connection with the execution and/or enforcement (including by legal proceedings and including the enforcement of any foreign judgment in the courts of the Netherlands) of the documents relating to the issue of Shares, the performance by the Issuer of its obligations under such documents, or the transfer of Shares, except that Dutch real property transfer tax may be due upon an acquisition in connection with Shares of real property situated in the Netherlands, (an interest in) an asset that qualifies as real property situated in the Netherlands, or (an interest in) a right over real property situated in the Netherlands, for the purposes of Dutch real property transfer tax.

ADDITIONAL INFORMATION

Documents Available for Inspection

The English translations of the following documents: (i) the Articles of Association, (ii) the Valuation Reports, and (iii) the Consolidated Financial Statements will be made available during the validity period of the Prospectus (which is 12 months from date of this Prospectus) on the Issuer's website: www.globalworth.pl.

The Private Placement

Offering details

The Private Placement took place from 11 June 2018 to 12 June 2018 and the New Shares were allotted on 14 June 2018. The results of the Private Placement are as follows:

- 95,541,401 of the shares were allotted to Growthpoint Properties International (PTY) Ltd; and
- 191,082,803 of the shares were allotted to Globalworth Holding B.V.,

at a sale price per one such share equal to EUR 1.57.

The total amount of the shares issued under the Private Placement amounted to 286,624,204 and the Company raised in total EUR 450,000,000.28.

The Private Placement consisted of the Polish Institutional Private Placement and the International Private Placement. Institutional Investors are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive, also excluding U.S. persons as defined in Regulation S. There will be no public offering, in particular, there will be no public offering in the Netherlands.

The New Shares were offered at the Offer Price and was equal to the EPRA Triple Net Asset Value (EPRA NNNAV), as set out in the Company's annual report for the 12-month period ending 31 December 2017, i.e. EUR 1.57.

Immediately following receipt of approval of this Prospectus, the Company will make an application to the Warsaw Stock Exchange for the admission of all of the New Shares for listing on the regulated market in the continuous trading system. Trading in the Shares is expected to commence in mid-July 2018.

Any dealings in the New Shares prior to the start of trading on the WSE will be at the sole risk of investors concerned. The New Shares will be eligible for listing on the WSE subject to completion of necessary registration procedures at the NDS, on par with all other Shares.

No entity has made a commitment of any kind to provide liquidity through bid and offer rates.

Use of proceeds

The aggregate gross proceeds from the Private Placement were approximately EUR 550 million and the aggregate net proceeds from the Private Placement were approximately EUR 543.5 million after deducting underwriting commissions and expenses.

From the proceeds of the Private Placement, on 13 June 2018 the Company repaid EUR 227,669,863.01 due under the EPP Transaction Loan and EUR 72,330,136.99 due under the GF Loan Agreement. Moreover, on 21 June 2018 the Issuer applied approximately EUR 139 million of the remaining proceeds for the purchase of Quattro Business Park in Kraków and plans to use the remaining proceeds for general corporate purposes. The total costs of the Private Placement of approximately EUR 7.0 million consisted of the underwriters' commissions or fees and other associated expenses, e.g. fees for legal and accounting services, costs of the valuations of the Group's real estate, real estate expert fees, and fees relating to the approval of the Prospectus and admission of the New Shares to trading on the Warsaw Stock Exchange.

Until the time all the remaining proceeds from the issuance of the New Shares are fully spent, the Issuer will invest such proceeds on an arm's length basis, in safe investments such as bank deposits and treasury bonds.

Global Coordinator and Listing Agent

Bank Zachodni WBK Spółka Akcyjna with its registered seat in Wrocław, ul. Rynek 9/11, 50-950 Wrocław, Poland acted as the Global Coordinator in connection with the Private Placement and is acting as Listing Agent in connection with the admission to trading and listing of the New Shares on the WSE.

Independent Auditors

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k., with its registered office in Warsaw (address: 00-124 Warsaw, Rondo 1), audited the Consolidated Financial Statements of the Globalworth Poland Real Estate N.V. Group for the years ended 31 December 2016 and 2015 and issued unqualified auditor's opinions on the aforementioned Consolidated Financial Statements.

Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. is registered in the list of entities authorized to audit financial statements under no. 130. The audit of the Consolidated Financial Statements was conducted by Przemysław Orlonek (statutory auditor No. 10059), who acted on behalf of Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. and is a member of the National Council of Statutory Auditors (*Krajowa Izba Biegłych Rewidentów*).

There were no events of resignation or dismissal of a certified auditor appointed to audit the financial statements of the Issuer in the period covered by the Consolidated Financial Statements included in this Prospectus.

Ernst & Young Accountants LLP has audited the Consolidated Financial Statements of the Globalworth Poland Real Estate N.V. for the year ended 31 December 2017 and issued an unqualified independent auditor's report thereon. Ernst & Young Accountants LLP's principal place of business is at Boompjes 258, PO Box 2295, 3000 CG Rotterdam, The Netherlands. Ernst & Young Accountants LLP is registered at the Chamber of Commerce of Rotterdam in The Netherlands under the number 24432944. The auditor who signed the independent auditor's report on behalf of Ernst & Young Accountants LLP is member of the Royal Netherlands Institute of Chartered Accountants (*Koninklijke Nederlandse Beroepsorganisatie van Accountants*).

Valuations

The Prospectus contains valuations of the Existing Assets as at 31 December 2017, which have been prepared by CBRE Sp. z o.o., with its registered seat in Warsaw at Rondo ONZ 1, 00-124 Warsaw, Poland ("**CBRE**") relating to nine properties and Knight Frank Sp. z o.o., with its registered seat in Warsaw at Mokotowska 49, 00-542 Warsaw, Poland ("**Knight Frank**") relating to three properties. The valuations were prepared in accordance with the Royal Institution of Chartered Surveyors (RICS) Valuation Global Standards 2017 (The Red Book).

There are no differences between the valuation figures set out in the Valuation Reports and the equivalent figure included in the Consolidated Financial Statements. The Company confirms that no material changes have occurred since the date of the valuations.

CBRE has given and not withdrawn its written consent to the inclusion in this Prospectus of its Valuation Reports and the references thereto in the form and context in which they appear.

Knight Frank has given and not withdrawn its written consent to the inclusion in this Prospectus of its Valuation Reports and the references thereto in the form and context in which they appear.

ABBREVIATIONS AND DEFINITIONS

The following definitions apply throughout this Prospectus unless the context requires otherwise.

Accounting Act	Polish Accounting Act dated 29 September 1994 (unified text: Journal of Laws of 2014 No. 152, item 1223, as amended)
Acquisition Agreement	The ROFO Agreement
Acquisition Assets	Collective reference to all of the real estate properties that are subject to the Acquisition Agreement
Act on Mortgages and Land and Mortgage Registers	Act dated 6 July 1982 on Mortgages and Land and Mortgage Registers (consolidated text in Journal of Laws of 2016, item 790, as amended)
Act on Outline Planning and Spatial Development	Act dated 27 March 2003 on Outline Planning and Spatial Development (consolidated text in Journal of Laws of 2016, item 778, as amended)
Act on Public Finance	Polish Act on Public Finance dated 27 August 2014 (Journal of Laws 2014, No. 157, item 1240, as amended)
Act on Public Offering	Polish Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies dated 29 July 2005 (unified text Journal of Laws of 2014 No. 185, item 1439, as amended)
Act on Real Property Management	Act dated 21 August 1997 on Real Property Management (consolidated text in Journal of Laws of 2015, item 1774, as amended)
Act on Revitalization	Act dated 9 October 2015 on Revitalization (Journal of Laws of 2015, item 1777, as amended)
Act on Special Economic Zones	Act dated 20 October 1994 on special economic zones (consolidated text in Journal of Laws of 2015, item 282, as amended)
Act on Structuring the Agricultural System	Act dated 11 April 2003 on Structuring the Agricultural System (consolidated text in Journal of Laws of 2012, item 803, as amended)
Act on Supervision over the Capital Market	Polish Act on Supervision over the Capital Market dated 29 July 2005 (Journal of Laws 2005, No. 183, item 1537, as amended)
Act on the Acquisition of Real Property by Foreigners	Act dated 24 March 1920 on the Acquisition of Real Property (consolidated text in Journal of Laws of 2016, item 1061, as amended)
Act on the Protection of Agricultural and Forestry Land	Act dated 3 February 1995 on the Protection of Agricultural and Forestry Land (consolidated text in Journal of Laws of 2015, item 909, as amended)
Act on Trading in Financial Instruments	Polish Act on Trading in Financial Instruments dated 29 July 2005 (unified text Journal of Laws of 2015, No. 211, item 1384, as amended)
Admission	the admission of the New Shares to listing and trading on the regulated market of the WSE

AFM	The Netherlands Authority for the Financial Markets (Stichting Autoriteit Financiële Markten)
Allotment Date	the date of the final allotments of the New Shares to investors
Alternative Performance Measures, APMs	An alternative performance measure within the meaning of the ESMA Guidelines on Alternative Performance Measures
Antimonopoly Act	Polish Act on the Protection of Competition and Consumers dated 16 February 2007 (Journal of Laws of 2007 No. 50, item 331, as amended)
Antimonopoly Court	Regional Court in Warsaw – the Court for the Protection of Competition and Consumers (*Sąd Ochrony Konkurencji i Konsumentów*)
Antimonopoly Office	Polish Office for the Protection of Competition and Consumers (*Urząd Ochrony Konkurencji i Konsumentów*)
Articles of Association	The articles of association of the Company following its conversion into a public limited liability company (naamloze vennootschap) as they read from time to time.
Auditors Act	Act dated 7 May 2014 on registered auditors and their self-government, registered audit companies and on public supervision (Journal of Laws of 2014, No. 77, item 649, as amended)
Authorization to Issue Shares	The authorization of the Board to issue Shares or grant rights to subscribe for Shares 10% of the total number of shares issued and outstanding on the day after settlement of the offering in connection with or on the occasion of mergers and acquisitions and strategic alliances and up to an additional 5% following settlement in respect of shares issued under a remuneration scheme
Bakalion	Bakalion Sp. z o.o.
Bank Pekao	Bank Polska Kasa Opieki S.A.
Batory Building I	Batory Office Building I in Warsaw, a pure office property
BGK	Bank Gospodarstwa Krajowego
Blackwyn Investments	Blackwyn Investments spółka z ograniczoną odpowiedzialnością
Bliski Centrum	Bliski Centrum in Warsaw, a pure office property
Board	Board of directors of the Issuer
Board Regulations	Regulations dealing with the internal organization on the Board, the manner in which decisions thereby are taken and any other matters concerning the Board
Bondholder	An entity from the Issuer's capital group, party to the ROFO Agreement
BOŚ	Bank Ochrony Środowiska S.A.
BPO	Business process outsourcing
Business Activity Freedom Act	Business Activity Freedom Act dated 2 July 2004 (unified text: Journal of Laws of 2015, No. 220, item 447 as amended)

Business Day	a day on which banks in Poland are open for business
CAGR	Compound Annual Growth Rate
CBRE	CBRE Sp. z o.o., with its registered seat in Warsaw, Poland
CEE	Central Eastern Europe
Centren	Centren sp. z o.o.
CIT Act	Polish Corporate Income Tax Act dated 15 February 1992 (unified text: Journal of Laws of 2018, item 317, as amended)
Civil Code	Polish Act dated 23 April 1964 – the Civil Code (Journal of Laws of 1964, No. 16, item 93, as amended)
Colliers	Colliers International REMS sp. z o.o.
Commercial Companies Code	Polish Act dated 15 September 2000 – Code of Commercial Companies and Partnerships (Journal of Laws of 2000, No. 94, item 1037, as amended)
Consolidated Financial Statements	Audited consolidated financial statements of the Issuer for the years ended 31 December 2017, 2016 and 2015; the financial statements for the years ended 31 December 2017 are statutory financial statements whereas the financial statements for the years ended 31 December 2016 and 2015 are non-statutory financial statements
Constitutional Court	The Polish Constitutional Court (*Trybunał Konstytucyjny*)
Construction Law	Act dated 7 July 1994 – Construction Law (consolidated text in Journal of Laws of 2016, item 290, as amended)
Cushman	Cushman & Wakefield Polska sp. z o.o.
Detailed Exchange Trading Rules	Detailed Exchange Trading Rules adopted by the WSE management board by resolution No 4/2006 dated 10 January 2006, as amended
Detailed Rules of the Operation of the NDS	Detailed Rules of the Operation of the National Depository of Securities (Attachment No. 1 to the resolution of the management board of the NDS No. 176/09 dated 15 May 2014, as amended)
Deutsche Pfandbriefbank	Deutsche Pfandbriefbank AG
Distributable Equity	The excess of the Company's shareholders' equity less the purchase price above the sum of the paid-in and called-up share capital plus the reserves as required to be maintained by Dutch law or by the Articles of Association
Dolfia	Dolfia sp. z o.o.
Dutch Civil Code	The Dutch Civil Code (*Burgerlijk Wetboek*)
Dutch Corporate Governance Code	The Dutch Corporate Governance Code dated 8 December 2016
Ebgaron	Ebgaron sp. z o.o.
EC	European Community

ECB	European Central Bank
ECJ	European Court of Justice
EEA	European Economic Area
EIB	European Investment Bank
EIR	Effective Interest Rate
Enterprise Chamber	The Enterprise Chamber of the Amsterdam Court of Appeal (Ondernemingskamer van het Gerechtshof te Amsterdam)
Environmental Protection Act	Act dated 27 April 2001 – Environmental Protection Law (consolidated text in Journal of Laws of 2016, item 672, as amended)
EPP Rental Guarantees	Rental guarantee agreements entered into on 22 December 2017, Echo Polska Properties (Cyprus) PLC, as the guarantor, and Iris Capital, Echo – West Gate and Emfold Investments as beneficiaries in connection with the purchase of the A4 Business Park, Tryton Business House and West Gate properties
EPP Transaction Loan	Loan agreement entered into on 18 December 2017 between the Company as the borrower with an affiliate of its main shareholder - Globalworth Asset Managers S.R.L., i.e. Globalworth Finance Guernsey Limited, Globalworth Finance, as lender, on the basis of which Globalworth Finance will make available to the Company a loan in the amount of EUR 165 million in order to finance the acquisition by the Company of A4 Business Park in Katowice, Tryton Business House in Gdańsk and West Gate Lotnicza 12 in Wrocław
EPRA	European Public Real Estate Association
EPRA NAV	Net asset value calculated based on EPRA re commendations
ERE III	ERE III fourteen S.a.r.l., an entity controlled by Europa Fund III LP
ESMA Guidelines on Alternative Performance Measures	The Guidelines on Alternative Performance Measures (05/10/2015 | ESMA/2015/1415en) published by the European Securities and Markets Authority (ESMA)
EU	The European Union
EUR, Eur	The lawful currency of the Eurozone
Eurozone	A currency union of the following member states which have adopted the euro as their sole legal tender: Austria, Belgium, Cyprus, Finland, France, Germany, Greece, Ireland, Italy, Luxembourg, Malta, the Netherlands, Portugal, Slovakia, Slovenia and Spain
Executive Directors	The executive directors of the Board
Existing Assets	Collective reference to all of the real estate properties held by the Group Companies as of the date of this Prospectus
EY Netherlands	Ernst & Young Accountants LLP, with its registered office in Rotterdam

EY Poland	Ernst & Young Audyt Polska spółka z ograniczoną odpowiedzialnością sp. k. with its registered office in Warsaw
Fair Value (IFRS)	The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date
Forests Act	Act dated 28 September 1991 on Forests (consolidated text in Journal of Laws of 2015, item 2100, as amended)
FRSA	the Dutch Financial Reporting Supervision Act (*Wet toezicht financiële verslaggeving*)
FSA	The Dutch Financial Markets Supervision Act (*Wet op het financieel toezich*)
FSMA	Financial Services and Markets Act 2000
GAAR	General Anti-Abuse Rules
GAV	Gross asset value of a property, which as used in the Prospectus is equivalent to the fair value
GBP	British pound – the lawful currency of the United Kingdom of Great Britain and Northern Ireland
GDP	Gross Domestic Product
General Meeting	The meeting of shareholders of the Company entitled to vote, together with pledgees and usufructuaries to whom voting rights attributable to the Shares accrue or the body of the Company consisting of persons entitled to vote on the Shares (as applicable)
GF Loan Agreement	Loan agreement entered into on 16 April 2018 between the Company with an affiliate of the main shareholder of the Company - Globalworth Asset Managers S.R.L., i.e. Globalworth Finance Guernsey Limited, as lender, on the basis of which the Company may request the lender to make available to the Company a loan in the combined amount of up to EUR 400 million
GLA	Gross lettable area, being the total area of a property that can be rented to a tenant
Global Coordinator	WBK
GPRE Property Management	GPRE Property Management Sp. z o.o.
Green Horizon	Green Horizon Office Center in Łódź, a pure office property
Globalworth	Globalworth Asset Managers S.R.L.
GREIL	Globalworth Real Estate Investments Limited
GRI	Gross rental income
Griffin	A collective reference to Griffin Topco II S.à r.l. and Griffin Topco III S. à r.l. and their respective subsidiaries and managed funds
Group	Globalworth Poland Real Estate N.V. and Subsidiaries
Group Companies	All consolidated Subsidiaries

Growthpoint	Growthpoint Properties International (Pty) Ltd
Growthpoint Commitment Letter	a commitment letter entered into on 11 April 2018 between the Company and Growthpoint Properties Limited and Growthpoint Properties International Proprietary Limited
GT II	Griffin Topco II S.à r.l.
GT III	Griffin Topco III S.à r.l.
GN II	Griffin Netherlands II BV
GTN III	GT Netherlands III B.V.
Guaranteed Amount	EUR 11,500,000 p.a.
GUS	Polish Central Statistical Office (Główny Urząd Statystyczny)
Hala Koszyki	Hala Koszyki in Warsaw, a High-street mixed-use property
High-street	References to locations of mixed-use properties (Hala Koszyki, Supersam and Renoma) including office and retail components of significant sizes which are located in city centres of Warsaw, Katowice and Wroclaw, respectively, along commonly recognizable main traffic routes; for the avoidance of doubt, the expression "High-street retail" where used in this Prospectus does not refer to the conventional High-street retail asset class
IAS	International Accounting Standards as adopted by the EU
IAS 24	International Accounting Standard 24 "Related Party Disclosures"
IASB	International Accounting Standards Board
IFRS	International Financial Reporting Standards as adopted by the European Union
IMF	International Monetary Fund
Institutional Investors	Investors, excluding U.S. persons as defined in Regulation S, authorized to participate in the bookbuilding process or to subscribe for the New Shares who received invitations to subscribe for the New Shares and to participate in the bookbuilding process, or to subscribe for the New Shares, respectively, from the Global Coordinator, additionally satisfying the criteria set out in clauses (1)-(4) of Part I of Annex II to the Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments and who are: (i) entities which are required to be authorized or regulated to operate in the financial markets, including credit institutions, investment firms, other authorized or regulated financial institutions, insurance companies, collective investment schemes and management companies of such schemes, pension funds and management companies of such funds, commodity and commodity derivatives dealers, locals, other institutional investors; (ii) large undertakings meeting two of the following size requirements on a company basis: balance sheet total: EUR 20,000,000, net turnover: EUR 40,000,000, own funds: EUR 2,000,000; (iii) national and regional governments, public bodies that manage public debt, central banks, international and supranational institutions such as the World Bank, the International Monetary Fund, the European Central Bank, the European Investment Bank and other similar

	international organisations; (iv) other institutional investors whose main activity is to invest in financial instruments, including entities dedicated to the authorization of assets or other financing transactions (qualified investors pursuant to Article 2 Section 1 letter e) of the Prospectus Directive, as well as natural persons with full legal capacity and legal persons, both residents and non-residents within the meaning of the Polish foreign exchange regulations, authorized to participate in the bookbuilding process or to subscribe for the New Shares who received invitations to subscribe for the New Shares and to participate in the bookbuilding process, or to subscribe for the New Shares, respectively, from the Global Coordinator.
International Private Placement	a private placement for institutional investors outside the United States (excluding the Republic of Poland) in reliance on Regulation S under the U.S. Securities Act
Investment Funds Act	Polish Investment Funds Act dated 27 May 2004 (Journal of Laws of 2004 No. 146, item 1546, as amended)
IPO	The initial public offering of the shares in the Company, with the aggregate gross value of PLN 508 million, at the offering price per share of PLN 5.7, which was completed in April 2017.
IRS	Interest rate swap
Issuer, Company	Globalworth Poland Real Estate N.V. with its registered office in Amsterdam, the Netherlands
JLL	JLL, real estate and independent financial advisor of the Company
KDPW	Polish National Depositary for Securities (*Krajowy Depozyt Papierów Wartościowych S.A.*)
Knight Frank	Knight Frank sp. z o. o.
KRS, National Court Register	National Court Register (*Krajowy Rejestr Sądowy*)
Lamantia	Lamantia Sp. z o.o.
Landesbank	Landesbank Hessen-Thüringen Girozentrale
LEED	Leadership in Energy & Environmental Design, is a green building certification program that recognizes best-in-class building strategies and practices
LIBOR	London Interbank Offered Rate, a daily reference rate based on the interest rates at which banks borrow unsecured funds from other banks in the London wholesale money market
Listing Date	the date on which trading in the New Shares on the WSE will commence
Loyens	Loyens & Loeff N.V. with its registered office in Amsterdam
Net LTV	Net Loan to Value
Lubicz Office Center	Lubicz Office Center I & II in Kraków, a pure office property
Majority Shareholder	Globalworth Holding B.V.

MAR	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC
mBank	mBank Hipoteczny S.A.
Member State	A Member State of the EEA
MIFID Directive	Directive 2004/39/EC of the European Parliament and of the Council of 21 April 2004 on markets in financial instruments amending Council Directives 85/611/EEC and 93/6/EEC and Directive 2000/12/EC of the European Parliament and of the Council and repealing Council Directive 93/22/EEC
NBP	National Bank of Poland (*Narodowy Bank Polski*)
NDS	The National Depositary of Securities in Poland (Krajowy Depozyt Papierów Wartościowych S.A.) with its registered office in Warsaw
New Shares	350,000,000 newly issued ordinary shares offered in the Private Placement
NOI	Net operating income
NOI Guarantee	NOI Guarantee Agreement entered into on 9 March 2017 between Topco II and the respective owners and perpetual usufructuaries of Hala Koszyki, Renoma and Supersam
Non-executive Directors	The non-executive directors of the Board
Nordic Park	Nordic Park in Warsaw, a pure office property
NRI	Net rental income
Oaktree	A collective reference to Oaktree Capital Management, a leading global alternative investment management firm, and its subsidiaries
OECD	Organization for Economic Co-operation and Development
OFE	Polish open pension funds (*otwarte fundusze emerytalne*)
Offer Price	The price per Offer Share, which shall not be less than the EPRA Triple Net Asset Value (EPRA NNNAV), as set out in the Company's annual report for the 12-month period ending 31 December 2017, i.e. EUR 1.57 (which price shall be payable in EUR)
Order	Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended
p.p.	Percentage point
Patent Office	Patent Office of Poland
PFSA	Polish Financial Supervision Authority *(Komisja Nadzoru Finansowego*)

Philips House	Philips House in Warsaw, a pure office property
PIMCO	A collective reference to PIMCO, a global investment management firm, and its subsidiaries
PIT Act	Polish Personal Income Tax Act dated 26 July 1991 (unified text: Journal of Laws of 2018, item 200)
PLN, Polish zloty, zloty	PLN, the lawful currency of Poland
Polish Civil Procedure Code	Polish Act dated 17 November 1964 – Code of Civil Procedure (Journal of Laws of 1964, No. 43, item 296, as amended)
Polish Institutional Private Placement	the offering of the Shares to the Institutional Investors in the Republic of Poland
President of the Antimonopoly Office	President of the Polish Antimonopoly Office (the Office of Competition and Consumer Protection)
Private Placement	The private placement of the New Shares
Prospectus	This Prospectus constituting a prospectus in a form of a single document within the meaning of the Prospectus Directive and in accordance with the provisions of Regulation 809/2004 and Chapter 5.1 of the Dutch Financial Supervision Act (Wet op het financieel toezicht) and the rules promulgated thereunder prepared in connection with the admission to listing and trading on the WSE of the New Shares
Prospectus Directive	Directive 2003/71/EC of the European Parliament and of the Council of the European Union of 4 November 2003 on the prospectus to be published when securities are offered to the public or admitted to trading and amending Directive 2001/34/EC
Quattro Business Park	Quattro Business Park in Cracow
Recent Acquisitions	A collective reference to the purchases by the Group of A4 Business Park in Katowice, Tryton Business House in Gdańsk, West Gate and West Link in Wrocław, Warta Tower in Warsaw and Quattro Business Park in Kraków
Refinancing	The refinancing of the financial indebtedness of the Company and its subsidiaries in place as of 16 April 2018, pursuant to the GF Loan Agreement
Regulation 809/2004	Commission Regulation (EC) No. 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and the dissemination of advertisements
Regulation No 44/2001	Council Regulation No. 44/2001 of 22 December 2000 on jurisdiction and the recognition and enforcement of judgments in civil and commercial matters
Regulation on the Market and Issuers	The Polish regulation of the Minister of Finance dated 12 May 2010 regarding the detailed requirements that must be satisfied by a market of official stock exchange quotations and the issuers of securities admitted to trading on such market (Journal of Laws of 2010, No. 84, item 547)

Regulation S	Regulation S promulgated under the U.S. Securities Act
REIT	Real estate investment trust
REIT Act	The draft of the Polish REIT regulations
Relevant Member State	Each member state of the EEA
Renoma	Renoma in Wrocław, a High-street mixed-use property
Rental Guarantees	Rental guarantee agreements entered into on 9 March 2017 between Topco II or Topco III and each holder of title to the Existing Asset
Reorganization	The reorganization of Griffin where, through a number of steps comprising sales and in-kind contributions of shares, the Company became the holding company for a group of companies holding real estate properties with effect from 3 March 2017
Retail Sales Tax Act	Polish Act dated 6 July 2016 on Retail Sales Tax (Journal of Laws of 2016, item 1155)
ROFO	Right of First Offer
ROFO Agreement	The ROFO agreement executed between Echo, the Issuer and entity from the Issuer's capital group as the Bondholder, on 9 March 2017
ROFO Assets	Collective reference to the assets subject to the ROFO Agreement, i.e. Beethovena project (Stage I and II) and Warsaw Brewery project (Browary Warszawskie) (Stage J)
ROFO Bonds	Collective reference to the registered bonds to be issued pursuant to the ROFO Agreement, in respect of each given ROFO Asset, by the limited partner (*komandytariusz*) of the respective ROFO SPV (or other entity indicated by Echo) and purchased by the Bondholder for the purchase price
ROFO Option Agreements	Collective reference to the separate option agreements regarding ROFO Bonds and the relevant stages of each of the ROFO Assets to be concluded pursuant to the ROFO Agreement between the Bondholder being a limited liability company, Griffin, Echo and a limited partner (*komandytariusz*) of the respective ROFO SPV (or other entity indicated by Echo).
ROFO SPVs	The direct holders (i.e. owners and/or perpetual usufruct holders) of each ROFO Asset
RPU	Right of perpetual usufruct
Sale Notice	Sale notice to be delivered under the ROFO Agreement
Settlement Date	The date on which the Offering will be settled
Shares	The ordinary shares of the Company with a nominal value of EUR 1.00 per share
SOF-10 Quattro	SOF-10 Quattro NL B.V.
Spectrum Tower Sp. z o.o.	Spectrum Tower Sp. z o.o.

Spektrum Tower Sp. z o.o.	Spektrum Tower Sp. z o.o.
Spektrum Tower	The Spektrum Tower pure office building located in Warsaw
Statute	The Statute of the Issuer
Subsidiaries	The subsidiaries of the Issuer
Supersam	Supersam in Katowice, a High-street mixed-use property
Support Letter	A support letter regarding the Rental Guarantees and the NOI Guarantee entered into on 2 October 2017 between the Oaktree Funds, GT II, GT III, the Issuer, the beneficiaries under the Rental Guarantees and Globalworth Real Estate Investments Limited.
Tax Ordinance	Polish act dated 29 August 1997 – the Tax Ordinance (unified text: Journal of Laws of 2018, item 106, as amended)
Tender Offer	The tender offer announced on 4 October 2017 by Globalworth Real Estate Investments Limited to purchase a majority stake in the Company for a price per Share in the amount of PLN 5.50, on the basis of which Globalworth Real Estate Investments Limited purchased 106,014,429 shares in the Company, entitling it to exercise 67.90% of the votes during the shareholders meeting.
Transparency Directive	Directive 2004/109/EC, as amended
Treaty	Treaty on the Functioning of the European Union
U.S.	The United States of America
U.S. Securities Act	The United States Securities Act of 1933, as amended
Valuation Reports	The valuation reports prepared by CBRE in respect of nine of the Existing Assets and Knight Frank in respect of three of the Existing Assets
Water Act	Act dated 18 July 2001 – Water Law (consolidated text in Journal of Laws of 2015, No. 469, as amended)
WALT	Weighted average lease term
WAULT	Weighted average unexpired lease term
WI	Bakalion and Westdeutsche Immobilienbank AG
WIBOR	Warsaw Interbank Offered Rate, a daily reference rate based on the interest rates at which banks borrow unsecured funds from other banks in the Warsaw wholesale money market
WSE	The Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) and, unless the context requires otherwise, the regulated market operated by such company
WSE Best Practices	Code of Best Practice for WSE listed companies (attachment to Resolution No. 17/1249/2015 of the Exchange Board dated 19 May 2015 and adopted in accordance with §29.1 of the Exchange Rules), being a set of rules and recommendations concerning corporate governance prevailing on the WSE
WSE Rules	The Warsaw Stock Exchange Rules of 4 January 2006, as amended

Yield	The distribution available to a holder of a share in any financial year divided by the market price of the share

PROPERTY VALUATION REPORTS

Attached

Knight Frank

Summary Report

dated 24 May 2018

Warta Tower office building
85/87 Chmielna St., Warsaw

Prepared on behalf of

Globalworth Poland Real Estate N.V.

Contact details

Globalworth Poland Real Estate N.V., Claude Debussylaan 15, 1082 MC Amsterdam, The Netherlands

Knight Frank Sp. z o.o., 49 Mokotowska St., 00-542 Warszawa

The Property	Warta Tower Office Building, 85/87 Chmielna St., Warsaw, Poland
Property Description	Warta Tower was completed in 2000 and comprises an office building with 22 above ground levels and an underground car park. The building is situated on the plots of land Nos. 42, 44 and 45, 6-01-09 zone with a total area of 8,272 sq m.
Tenure	In accordance with the Perpetual Book No. WA4M/00101728/2 the plots of land Nos. 42, 44 and 45 are owned freehold by the State Treasury and held under perpetual usufruct by "Chmielna Inwestycje KREH2" Spółka z ograniczoną odpowiedzialnością Spółka komandytowa headquartered in Warsaw.
Ownership	We understand that "Chmielna Inwestycje KREH2" Spółka z ograniczoną odpowiedzialnością Spółka komandytowa headquartered in Warsaw is an SPV owned by Globalworth Poland Real Estate N.V.
Instructions	We refer to the Terms of Engagements dated 20 April 2018, to provide a valuation on Warta Tower office building located in Warsaw, 85/97 Chmielna St.
Valuation Date	31 March 2018
Capacity of Valuer	We are acting as Independent Valuers, as defined in the Red Book (July 2017).
Purpose	Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange. We understand that our Summary Report is required for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. pursuant to a listing of new shares by Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange as a result of which the shares of Globalworth Poland Real Estate N.V. will be admitted to and traded on the main regulated market of the Warsaw Stock Exchange. We understand that the AFM (the Dutch Authority for the Financial Markets) is solely authorised to approve the Prospectus.
Market Value	**EUR 59,000,000** **(Fifty Nine Million Euros)** The Market Value of the perpetual usufruct interest in the land and the freehold interest in the building in its current physical condition, subject to the existing tenancies.
Report Format	Appendix 1 of this Summary Report provides the Property Details and Market Value.

Compliance with Valuation Standards	This valuation has been undertaken in accordance with the RICS Valuation – Global Standards 2017, incorporating the International Valuations Standards. This is also known as the "Red Book".
Assumptions	The property details on which the valuation is based are as set out in this Summary Report. We have made various assumptions as to tenure, letting, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below. If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.
ESMA 130 (vi)	Not applicable: the Property is not currently owned by the Issuer.
Market Conditions	The value stated in this report represents our objective opinion of Market Value in accordance with the definition set out above as of the date of valuation. Amongst other things, this assumes that the property had been properly marketed and that exchange of contracts took place on this date.
Valuer	The Property has been valued by a valuer who is qualified for the purpose of the valuation in accordance with the RICS Valuation – Global Standards 2017, incorporating the International Valuations Standards We are acting as Independent Valuers, as defined in the Red Book.
Independence	We confirm that we do not have any material interest in Globalworth Poland Real Estate N.V. or the Property. We do not consider that any conflict of interest arises in us preparing this Valuation Report and Globalworth Poland Real Estate N.V. has confirmed to us that it also considers this to be the case.
Responsibility	We are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case). The information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Valuation Report complies with the AFM and Warsaw stock exchange prospectus rules and Paragraphs 128 to 130 of the ESMA update of CESR'S recommendations for the consistent implementation the European Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive. Save for any responsibility arising under the above to any person as and to the extent there provided, to the fullest extent permitted by law we do not

assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this Valuation Report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation, consenting to its inclusion in the Prospectus.

Reliance

This report is for the use only of the party to whom it is addressed for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents saves as set out in "Responsibility" above. No reliance may be placed upon the contents of this Valuation Report by any party for any purpose other than in connection with the Purpose of Valuation.

Disclosure & publication

Neither the whole nor any part of this valuation nor any reference thereto may be included in any other published document, circular or statement nor published in any way without our prior written approval of the form or context in which it may appear. If our opinion of values is disclosed to persons other than the addressee of this report, the basis of valuation should be stated.

Exchange rate

We have applied an average exchange rate of the last 5 years published by the National Bank of Poland: EUR 1 = PLN 4.24.

Signature

The Royal Institution of Chartered Surveyors
RICS
Monika DEBSKA
FRICS
Membership N° 0085377

Monika Dębska, MRICS, MRTPI
RICS Registered Valuer
Polish Licensed Valuer No. 250
Chairman of the Board, Knight Frank Sp. z o.o.
Knight Frank Sp. z o.o.
For and on behalf of Knight Frank

The Royal Institution of Chartered Surveyors
RICS
Grzegorz Chmielak
MRICS

Grzegorz Chmielak, MRICS, Hyp Zert
RICS Registered Valuer
Polish Licensed Valuer No. 3064
Partner, Head of Valuation Department
Knight Frank Sp. z o.o.
For and on behalf of Knight Frank Sp. z o.o.

The Royal Institution of Chartered Surveyors
RICS
Sylwia Zychewicz

Sylwia Zychewicz
RICS Registered Valuer
Polish Licensed Valuer No. 4996
Knight Frank Sp. z o.o.
For and on behalf of Knight Frank Sp. z o.o.

SCOPE OF WORK & SOURCES OF INFORMATION

Sources of Information

In this report we have been provided with information by the Globalworth Poland Real Estate N.V., its advisors and other third parties. We have relied upon this information as being materially correct in all aspects.

In particular, we detail the following:

- Extract from the Land Register dated 20 December 2016 and drawing from Cadastral Map dated 20 December 2016;
- Extract from the Building Register dated 20 December 2016;
- Property tax declaration for 2018;
- Copies of insurance policies Nos.908000171692, 90821052356 and 908200171690/908200171691;
- Copy of ground rent fee decision;
- Copies of building permits - decision of the Mayor of the Community Warsaw No. 106/N/98 dated 19 February 1998, decision of the Mayor of the Community Warsaw No. 175/N/00 dated 13 July 2000, decision of the Mayor of the Community Warsaw No. 1337/AB/2000 dated 26 July 2000;
- Copies of occupational permits - decision No. 304/N/200 dated 31 October 2000 and decision No. 22/N/00 dated 14 November 2000;
- Service charge reconciliation for 2017;
- Capex for 2018;
- BREEAM Certificate;
- Energy Certificate;
- Copy of 5-year technical protocol;
- Schedule of Accommodation & Tenancies dated 31 March 2018;
- Stacking schedule;
- Area schedule dated 29 September 2000 – post-completion documentation;
- Copy of sample lease agreements.

The property

Our Summary Report contains a brief summary of the property details on which our valuation has been based.

Inspection

We inspected the Property on 23 April 2018.

Scope of inspection

As stated in the General Terms of Business attached to the Valuation Report, we have not undertaken a building or site survey of the property.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

We have not undertaken a measured survey.

Legal Title

In our valuation, we have assumed a good and marketable title and that all documentation is satisfactorily drawn.

Repair and conditions

We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the property. We are unable, therefore, to give any assurance that the Property is free from defect.

We have undertaken only limited inspections of the property for valuation purposes and have relied solely on the information provided by the property manager.

Ground conditions

We have not been provided with a copy of a ground condition report for the site. We have assumed that there are no adverse ground or soil conditions and that the load bearing qualities of the site are sufficient to support the building constructed.

Contamination

As stated in the General Terms of Business attached to the Valuation Report, investigations into environmental matters would usually be commissioned from suitably qualified environmental specialists. Knight Frank Sp. z o.o. is not qualified to undertake scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination.

Where appropriate use one of the following:

A Subject to the above, while carrying out our valuation inspection, we have not been made aware of any uses conducted at the subject property that would give cause for concern as to possible environmental contamination. Our valuation is provided on the assumption that the property is unaffected.

Sustainability

The issue of sustainability is becoming increasingly important to participants in the property market. There is a general expectation that buildings that minimise environmental impact through all parts of the building life cycle and focus on improved health for their occupiers may retain value over a longer term than those that do not.

From a value perspective, sustainability is likely to be a long term issue and its relative importance will change over time. Our valuation provides our opinion of value at the valuation date based on market related factors at that date.

Planning

We have made informal enquiries of the local Municipality Office, the planning authority for the subject property, by their website. These enquiries should not be taken as personal searches and information on the relevant website is assumed to be both accurate and up to date. For a formal planning enquiry to be made, the Local Authority will require written representation which has not been possible as part of our Valuation Report.

GENERAL VALUATION ASSUMPTIONS

Introduction

Our valuation is necessarily based on a number of assumptions which have been drawn to your attention in our General Terms of Business, Terms of Engagement Letter attached to our Valuation Report and within this Summary Report.

Market Value

Market Value is defined within RICS Valuation - Professional Standards as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Disposal costs and liabilities

No allowance is made in our Valuation for expenses of realisation or for taxation which may arise in the event of a disposal and our Valuation is expressed as exclusive of any VAT that may become chargeable. Properties are valued disregarding any mortgages or other charges.

Market Rent

The basis of valuation for our opinion of rental value is Market Rent. This is defined in RICS Valuation - Professional Standards as:

"The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Building areas and age

For the purpose of our valuation, we have adopted the rentable areas of the property in accordance with the information provided by the Client in the tenancy schedule dated 31 March 2018.

Where so instructed, areas provided from a quoted source will be relied upon. Any dimensions and areas measured on location or from plan are calculated in accordance with or by reference to the current RICS Code of Measuring Practice and are quoted to a reasonable approximation, with reference to their source. Where the age of the building is estimated, this is for guidance only.

Ground conditions

Unless informed otherwise in writing, we assume there to be no adverse ground or soil conditions and that the load bearing qualities of the sites of each property are sufficient to support the building constructed or to be constructed thereon.

Environmental issues

Investigations into environmental matters by suitably qualified environmental specialists would usually be commissioned by most responsible purchasers or chargees of higher value properties or where there was any reason to suspect contamination or a potential future liability (whether following review of the environmental searches which should always be carried out by any purchaser/chargee or their legal advisors, or for other reasons). Furthermore, such investigation would be pursued to the point at which any inherent risk was identified and quantified before a purchase proceeded. Where we are provided with the conclusive results of such investigations, on which we are instructed to rely, these will be reflected in our Valuations with reference to the source and nature of the enquiries. We would endeavour to point out any obvious indications or occurrences known to us of harmful contamination encountered during the course of our valuation enquiries.

However, we are not environmental specialists and therefore we do not carry out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination or any other environmental searches. If we are not provided with the results of appropriate investigations as outlined above and where there is no obvious indication of harmful contamination, our Valuation will be provided on the assumption that the relevant property is unaffected. Where we are informed that contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the Valuation will be qualified by reference to appropriate sections of the Red Book.

Structural condition

Building, structural and ground condition surveys are detailed investigations of the building, the structure, technical services and ground and soil conditions undertaken by specialist building surveyors or engineers and fall outside the normal remit of a valuation. Since we will not have carried out any of these investigations (except where we separately agree in writing and are instructed to do so), we are unable to report that any property is free of any structural fault, rot, infestation or defects of any other nature, including inherent weaknesses due to the use in construction of deleterious materials.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

Planning, highway and other statutory regulations

Enquiries of the relevant Planning and Highways Authorities in respect of matters affecting properties, where considered appropriate, are normally only obtained verbally or from a Local Authority web site, and this information is given to us, and accepted by us, on the basis that it should not be relied upon. Written enquiries can take several weeks for a response and incur charges. We recommend that formal written enquiries should be undertaken by your solicitors who should also confirm the position with regard to any legal matters referred to in our Valuations.

Land Register inspection and searches

We are not required to undertake searches or inspections of any kind (including web based searches) for title or price paid information in any publicly available land registers, including the Land and Mortgage Registries in Poland.

Title and burdens

We will assume, unless specifically informed and stated otherwise, that each property has good and marketable title and that all documentation is satisfactorily drawn and that there are no unusual outgoings, planning proposals, onerous restrictions or local authority intentions which affect the property, nor any material litigation pending.

Sources of information

We rely upon the information provided to us, by the sources listed, as to details of tenure and tenancies, planning consents and other relevant matters, as summarised in our Valuations. We assume that this information is complete and correct.

Knight Frank

Appendix A: Property Details
Property Details: Property to be held for Investment

Property	Description, Age and Tenure	Tenancy	Passing Rent € Per Annum	Market Rent € per Annum	Market Value €
Warta Tower office building, 85/87 Chmielna St., Warsaw, Poland	Warta Tower was completed in 2000 and comprises an office building with 22 above ground levels and an underground car park. The plots of land Nos. 42, 44, 45 are owned freehold by the State Treasury and are held under perpetual usufruct by "Chmielna Inwestycje KREH2" Spółka z ograniczoną odpowiedzialnością Spółka komandytowa headquartered in Warsaw. Warsaw is the capital and the largest city of Poland. As at 1st half of 2017, Warsaw was inhabited by around 1.76 million people. It has maintained one of the lowest unemployment rates among the largest Polish cities. In March 2018, unemployment rate amounted to 1.9%. The average monthly salary is PLN 5,740 which is higher than the average salary in the mazowieckie voivodeship (PLN 5,240). The immediate surroundings of the property are dominated by multi-family residential buildings and in tenement houses. On the opposite site of Chmielna St. there is Chmielna 134 Business Office Centre (completed in 1995) located. To the west, the subject property adjoins an undeveloped plot of land on which construction of Chmielna 89 office building developing by Cavatina, currently takes place. To the south the	As at the valuation date the subject property was 92.4% let on long-term leases to 30 tenants with a money weighted unexpired lease term amounting to 3.18 years (3.13 including break options). The main tenant – TUiR Warta S.A. - occupies approx. 58% of total lettable area.	5,872,916	5,722,761	59,000,000

Property	Description, Age and Tenure	Tenancy	Passing Rent € Per Annum	Market Rent € per Annum	Market Value €
	property borders with railroad tracks of WKD. The property is easily accessible by the means of the private and public transport. It is located close to Jerozolimskie Ave. and Towarowa St., which constitute important communication routes of Warsaw and ensure good communication links to the other parts of Warsaw.				

CUSHMAN & WAKEFIELD

VALUATION REPORT

Quattro Business Park & Quattro Five
25a-d, 27 Bora-Komorowskiego Avenue,
Kraków, Poland

Prepared for
Blackwyn Investments Sp. z o .o. &
Globalworth Poland Real Estate N.V.

Valuation date: 31 December 2017
Report date: 17 January 2018

Cushman & Wakefield
Metropolitan
1 Piłsudskiego Square
00-078 Warsaw, Poland

Job no.: 18-201

To:	**Blackwyn Investments Sp. z o. o.**
	Globalworth Poland Real Estate N.V. (the Clients)
Property:	**Quattro Business Park & Quattro Five** **25a-d, 27 Bora-Komorowskiego Avenue** **Kraków, Poland**
Report date:	**18 January 2018**
Valuation date:	**31 December 2017**
Job no.:	**17-418**

1. INSTRUCTION

PROPERTY VALUED

The subject of the valuation is Quattro Business Park & Quattro Five, 25a-d, 27 Bora-Komorowskiego Avenue, Kraków, Poland. Appendix A of this Valuation Report provides the Property Details and Fair Value.

PURPOSE OF VALUATION

The valuation was prepared for the financial reporting purposes of Blackwyn Investments Sp. z o. o.

We understand that you now wish to rely on the Valuation for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. in connection with the admission to listing and trading of newly-issued ordinary shares in Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange (the "Purpose"). We understand that the AFM (the Dutch Authority for the Financial Markets) is solely authorised to approve the Prospectus.

The terms of our consent and reliance letter are attached in Appendix B.

The effective date of valuation is 31 December 2017.

2. BASIS OF VALUATION

The property has been valued on the basis of Fair Value.

Fair Value is defined in IFRS 13 as follows "the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date".

The Fair Value, for the purposes of financial reporting under IFRS, is effectively the same as Market Value.

COMPLIANCE WITH RICS VALUATION – GLOBAL STANDARDS

The valuation has been prepared in accordance with the:

- RICS Valuation – Global Standards 2017 (the "RICS Red Book"), which incorporate the International Valuation Standards ("IVS").
- Civil Code of 23 April 1964 (Journal of Laws of 1964 no. 16, item 93 with amendments).
- Real Estate Management Act of 21 August 1997 (Journal of Laws of 1997 no. 115, item 741 with amendments).
- Accounting Act of 24 September 1994 (Journal of Laws of 1994 no. 121 item 591 with amendments).
- Ministerial Regulations concerning the valuation of property and valuation reporting of 21 September 2004 (Journal of Laws of 2004 no. 207, item 2109 with amendments).

NAME OF SIGNATORY

Mark Freeman MRICS, CIS HypZert (MLV), Paweł Pająk MRICS, CIS HypZert (MLV) and Michał Kuliński MRICS, Polish Licensed Valuer no. 6790 have not been the signatories of other valuation reports provided to the Client for the same purpose as the purpose of this valuation report.

STATUS OF VALUER AND CONFLICTS OF INTEREST

We confirm that all valuers who have contributed to the valuation have complied with the requirements of PS1 of the RICS Red Book. We confirm that we have sufficient current knowledge of the relevant markets, and the skills and understanding to undertake the valuation competently. We confirm that we are in a position to provide an objective and unbiased valuation, and are competent to undertake the valuation. Finally, we confirm that we have undertaken the valuation acting as an External Valuer as defined in the RICS Red Book.

We confirm that Cushman & Wakefield valued the property in 2016 and 2017 on behalf Bank PEKAO SA for secured lending purposes.

Cushman & Wakefield Polska Sp. z o. o. also valued Hala Koszyki in Warsaw, Renoma and West Gate in Wroclaw, Tryon in Gdansk, Opolska in Krakow, Symetris in Lodz and A4 in Katowice for Globalworth companies in 2017

In the financial year ending 31 December 2017, the proportion of fees payable by the Client to the total fee income of Cushman & Wakefield Polska Sp. z o. o. was less than 5%.

3. ASSUMPTIONS, DEPARTURES AND RESERVATIONS

We have made no Special Assumptions.

We have made no Departures from the RICS Red Book.

The valuation is not subject to any reservations.

SOURCES OF INFORMATION

In addition to information established by us, we have relied on the information obtained from you, Buma Service, the property manager, and other persons listed below.

Information	Source	Date
Extract(s) from the Land Register	Buma Service	20 November 2017
Cadastral map	Buma Service	20 November 2017
Floor plans	Buma Service	Various dates
Floor areas	Buma Service	Various dates
Survey reports	Buma Service	May 2017
EPC	Buma Service	Various dates
BREEAM certificates	Buma Service	Various dates
CAPEX budget	Buma Service	-
Occupancy permits	Buma Service	Various dates
Property tax declaration	Buma Service	26 January 2017
Perpetual usufruct fee	Buma Service	Various dates
Extract(s) from the Perpetual Book(s)	Cushman & Wakefield	19 December 2017
Tenancy schedule including floor areas	Buma Service	31 December 2017
Sample leases	Buma Service	Various dates
OPEX budgets	Buma Service	-
Aging report	Buma Service	31 December 2017

We have made the assumption that the information provided by you and your respective professional advisers in respect of the property we have valued is both full and correct. We have made the further assumption that details of all matters relevant to value within your and their collective knowledge have been made available to us and that such information is up to date.

TENURE & TENANCY

We have not examined nor had access to legal documents establishing the rights to the property including easements and encumbrances. In the absence of information to the contrary, we have assumed the absence of unusually onerous restrictions, covenants or other encumbrances and that the property has a good and marketable title. Where supplied with legal documentation, we have considered it but we will not take responsibility for the legal interpretation of it.

We have not read any leases and assume that all leases are on normal institutional terms for the applicable market.

STRUCTURE & CONDITION

We have not carried out a structural survey of any property nor have we tested services but have relied on the information supplied and listed above. Further, no inspection has been made of the woodwork and other parts of the structures which are covered, unexposed or inaccessible. In the absence of information to the contrary, the valuation is on the basis that the property is free from defect. However, the value reflects the apparent general state of repair of the property noted during inspection, but we do not give any warranty as to the condition of the structure, foundations, soil and services. Our report should not be taken or interpreted as giving any opinion or warranty as to the structural condition or state of repair of the property, nor should such an opinion be implied.

PLANNING AND STATUTORY REGULATIONS

We have not made formal enquiries of the planning authority but have reviewed and relied on the information available at the website of the city of Kraków. We advise you to seek legal clarification to confirm the planning position relating to the properties and review our comments on planning in light of the findings.

COVENANT

Our valuation takes into account potential purchasers' likely opinion of the financial strength of tenants. However, we have not undertaken any detailed investigations on the covenant strength of the tenants. Unless informed to the contrary by you or in the information supplied and listed at paragraph 6 of this Report, we have assumed that there are no significant arrears and that the tenants are able to meet their obligations under their leases or agreements.

FLOOR AREAS

We have relied upon floor areas as provided to us and have not checked them on site. We have assumed that the areas supplied to us have been measured in accordance with current local market practice.

OTHER

Unless otherwise agreed, we will provide the Services in relation to any property on the following assumptions:

(i) the property and any existing buildings are free from any defect whatsoever;

(ii) all buildings have been constructed having appropriate regard to existing ground conditions or that these would have no unusual effect on building costs, property values or viability of any development or existing buildings;

(iii) all the building services (such as lifts, electrical, gas, plumbing, heating, drainage and air conditioning installations and security systems) and property services (such as incoming mains, waste, drains, utility supplies, etc) are in good working order without any defect whatsoever;

(iv) roads and sewers serving the property have been adopted and that the property has all necessary rights of access over common estate roads, paths, corridors and stairways and to use common parking areas, loading areas and other facilities;

(v) there are no environmental matters (including but not limited to actual or potential land, air or water contamination, or by asbestos or any other harmful or hazardous substance) that would affect the property, any development or any existing buildings on the property in respect of which the Services are provided or any adjoining property, and that we shall not be responsible for any investigations into the existence of the same and that you are responsible for making such investigations;

(vi) any building, the building services and the property services comply with all applicable current regulations (including fire and health and safety regulations);

(vii) the property and any existing building comply with all planning and building regulations, have the benefit of appropriate planning consents or other statutory authorisation for the current use and no adverse planning conditions or restrictions apply (which includes, but is not limited to, threat of or actual compulsory purchase order);

(viii) appropriate insurance cover is, and will continue to be, available on commercially acceptable terms for any building incorporating types of construction or materials which may pose an increased fire or health and safety risk, or where there may be an increased risk of terrorism, flooding or a rising water table;

(ix) items of plant and machinery that usually comprise part of the property on an assumed sale are included in the property but items of plant and machinery that are associated with the process being carried on in the property or tenants trade fixtures and fittings are excluded from the property;

(x) in reflecting the development potential of any property, that all structures will be completed using good quality materials and first class workmanship;

(xi) any occupational leases are on full repairing and insuring terms, with no unusually onerous provisions or covenants that would affect value;

(xii) in respect of any lease renewals or rent reviews, all notices have been served validly within any time limits;

(xiii) vacant possession can be given of all accommodation which is unlet or occupied by the entity/borrower or its employees on service tenancies; and

(xiv) any mineral rights are excluded from the property.

INSPECTION

Michał Kuliński MRICS Polish Licensed Valuer no. 6790 inspected the property internally and externally from the ground level on 9 January 2018. We only inspected representative areas of the buildings. Plant rooms and roofs were not inspected.

CURRENCY

The property has been valued in EUR. The valuation has been converted to the reporting currency adopting an exchange rate of EUR 1 = PLN 4.1709 published by the National Bank of Poland on 29 December 2017.

4. GENERAL COMMENT

Our opinion of value is based on an analysis of recent market transactions, supported by market knowledge derived from our agency experience. Our valuation is supported by this market evidence.

All valuations are professional opinions on a stated basis, coupled with any appropriate assumptions or special assumptions. A valuation is not a fact, it is an estimate. The degree of subjectivity involved will inevitably vary from case to case, as will the degree of certainty, or probability, that the valuer's opinion of market value would exactly coincide with the price achieved were there an actual sale at the valuation date.

Property values can change substantially, even over short periods of time, and so our opinion of value could differ significantly if the date of valuation was to change. If you wish to rely on our valuation as being valid on any other date you should consult us first.

Should a sale be contemplated, we strongly recommend that the property is given proper exposure to the market.

A 'minimum income tax' for taxpayers owning commercial real estate with a book value in excess of PLN 10 million was introduced from 1 January 2018. This 'minimum tax' will be payable at a rate of 0.42% pa regardless of the level of income derived from the property but may be off-set against Corporate Income Tax (CIT), where CIT is higher. This new tax applies to commercial buildings such as offices, department stores, retail and shopping centres but not to residential, production and warehouse buildings. The impact of this new tax on property pricing is not yet certain.

We recommend that you keep the valuation of this property under frequent review.

5. LIABILITY

Our maximum liability for this valuation is limited to EUR 1 million in aggregate. We confirm we have adequate Professional Indemnity Insurance in this respect.

6. RESPONSIBILITY

For the purposes of item 1.2 of Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the Prospectus Regulation), we are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Report complies with paragraphs 128 to 130 of the ESMA update of CESR recommendations on the consistent implementation of the Prospectus Regulation implementing the Prospectus Directive.

Except for any responsibility arising under item 1.2 of Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the "Prospectus Regulation") to any person as and to the extent provided under the Prospectus Regulation, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person (including, without limitation, Globalworth Holding B.V and Growthpoint Properties International (Pty) Ltd) for any loss suffered by any such other person as a result of, arising out of, or in accordance with the Valuation Report or our statement set out above required by and given solely for the purposes of complying with item 23.1 of Annex 1 of the Prospectus Regulation.

7. CONFIDENTIALITY

To the fullest extent permitted by the law (including any mandatory responsibility arising from the listing rules of any stock exchange) we do not assume any responsibility to and we hereby exclude all liability arising from use of and/or reliance on this report by any person or persons for the purposes of determining whether or not to take up their entitlement to new ordinary shares in the Company other than those parties to whom this report is addressed and to whom we have issued a reliance letter.

8. DISCLOSURE

Save in relation to its publication in the prospectus of Globalworth Poland Real Estate N.V., to which we have provided our written consent, you must not disclose the contents of this valuation report to a third party in any way without first obtaining our written approval to the form and context of the proposed disclosure. You must obtain our consent, even if we are not referred to by name or our valuation report is to be combined with others. We will not approve any disclosure that does not refer sufficiently to any Special Assumptions or Departures that we have made.

You must not modify, alter (including altering the context in which the report is displayed) or reproduce the contents of this valuation report (or any part) without first obtaining our written approval. Any person who contravenes this provision shall be responsible for all of the consequences of the same, including indemnifying Cushman & Wakefield Sp. z o. o. against all consequences of the contravention. Cushman & Wakefield Sp. z o. o. accepts no liability for any use of the Report that is in contravention of this section.

Signed for and on behalf of Cushman & Wakefield Polska Sp. z o. o.

MARK FREEMAN MRICS
CIS HYPZERT (MLV)

Partner, Head of Valuation & Advisory

Mobile: +48 607 558 680
mark.freeman@cushwake.com

PAWEŁ PAJĄK MRICS
CIS HYPZERT (MLV)
POLISH LICENSED VALUER NO. 5166
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Valuer – Valuation & Advisory

Mobile: +48 603 089 470
michal.kulinski@cushwake.com

APPENDIX A: PROPERTY DETAILS

Property	Description, Age and Tenure	Tenancy	Net Passing Rent (EUR pa)	Market Rent (EUR pa)	Fair Value (EUR)
Quattro Business Park & Quattro Five, 25a-d, 27 Bora-Komorowskiego Avenue, Kraków, Poland	The Property is situated in the northern part of Kraków, in the district of Prądnik Czerwony, between Bora-Komorowskiego Avenue and a local service road, Lublańska Street. The surrounding area comprises a mix of commercial and multifamily residential uses. The subject Property comprises five purpose built office buildings; Quattro Business Park A, B, C and D) and Quattro Five with a total lettable area of 60,235 m² together with 1,171 multi-storey or basement car parking spaces plus 116 surface spaces. The buildings were completed in stages between 2010 and 2015. Blackwyn Investments is the owner of the building and 96.79% of the land by area and the perpetual usufruct holder of the remaining land. The perpetual usufruct right expires on 30 April 2095. With a population of approximately 767,000, Kraków is the second largest city in Poland. It has an unemployment rate of 2.1% which is significantly lower than the national average of 6.5%. The average monthly salary of PLN 4,635 is higher than the national average of PLN 4,291.	The Property is 99% let to 39 tenants. The weighted average unexpired lease term is 3.5 years. Major tenants include Capgemini Polska, Google Poland, Luxoft Poland, Epam Systems, PerkiniElmer Shared Services and Lunbeck Business Service Center who together account for more than 75% of rentable area.	9,954,123	10,689,219	140,373,000

APPENDIX B: RELIANCE LETTER

CUSHMAN & WAKEFIELD

Metropolitan
Plac Piłsudskiego 1
00-078 Warsaw, Poland
Tel (48 22) 820 20 20
Fax (48 22) 820 20 21

TO WHOM IT MAY CONCERN
Globalworth Poland Real Estate N.V. (GPRE)
Claude Debussylaan 15
1082MC Amsterdam,
The Netherlands
(the "Addressee")

"The Client"

Email mark.freeman@cushwake.com
Mobile +48 607 558 680
Office +48 22 820 2020

Our Ref 18-201

9 July 2018

Dear Sirs

Quattro Business Park & Quattro Five, 25a-d, 27 Bora-Komorowskiego Avenue, Kraków, Poland (the "Property")
Reliance Letter

We refer to our valuation dated 17 January 2018 for Blackwyn Investments Sp z.o.o (the "Client") in respect of the Property as at 31 December 2017 (the "Valuation"). Cushman & Wakefield Polska Sp. z.o.o ("Cushman & Wakefield") prepared the Valuation report for financial reporting purposes.

We understand that you, the Addressee, wish to rely on the Valuation for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. in connection with the admission to listing and trading of newly-issued ordinary shares in Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange (the "Purpose"). We understand that the AFM (the Dutch Authority for the Financial Markets) is solely authorised to approve the Prospectus.

The effective date of valuation is 31 December 2017.

In accordance with the RICS Valuation – Global Standards 2017 (the "Red Book") the Addressee acknowledges and agrees that we have made certain disclosures in connection with the Valuation and our relationship with the Addressee.

We agree that the Addressee may rely upon the Valuation as if it was originally commissioned by the Addressee at the date when the Valuation was produced (subject to the terms contained herein). This is on the basis that the Addressee acknowledges and accepts:

1. The Addressee shall pay to Cushman & Wakefield a fee of 3.000 EUR by on receipt of a copy of the Valuation from Cushman & Wakefield and in consideration of that sum we agree to provide you with a copy of the Valuation Report subject to the terms of this letter. The Addressee shall not be entitled to rely on the Valuation Report until such time that the fee has been paid.

2. That the same terms and conditions of our appointment for the Valuation (as agreed with the Client) will apply to the Addressee as if it had originally been a party to the letter of instruction. We have

attached those terms and conditions for your convenience.

3. That the Valuation is produced as at the date of issue but that circumstances and conditions may change over time and affect the accuracy and reliability of the views and information contained therein.

4. That we will not have any duty, obligation or liability, whether in terms of amount, nature or scope, to the Addressee which is greater or longer than that which we have to the Client if the Addressee had jointly been the Client. Our total aggregate liability in relation to the Valuation shall be limited to EUR 1 million, and represents the maximum total liability to you, the Client and all other addressees (including, without limitation, Blackwyn Investments Sp z.o.o) of the Valuation or persons we permit to rely on the Report in the aggregate.

5. That the contents of the Valuation Report are intended to be confidential to the original Client, the Addressee and any other addressees or other persons permitted to rely on the Report and for the Purpose. Consequently, and in accordance with current practice, no responsibility is accepted to any other party in respect of the whole or any part of its contents.

6. That the contents of the Valuation Report will only be used for the Purpose.

INCLUSION IN A PROSPECTUS

a) Cushman & Wakefield understands that the Prospectus, containing the final Valuation Report, will be approved by the Dutch Authority for the Financial Markets (the "AFM"). Cushman & Wakefield will therefore provide a final copy of the Valuation Report to be incorporated into the Prospectus, together with a consent letter by which Cushman & Wakefield consents to the inclusion of the Valuation Report within the Prospectus and any supplementary prospectus provided that:
    i. Cushman & Wakefield has first approved the form in which the Valuation Report is to appear within the Prospectus; and
    ii. the consent letter is factually correct.

b) In addition, if required, Cushman & Wakefield will provide a bringdown letter, on:
    (i) the date of publication of each of the Prospectus and any supplementary prospectus;
    (ii) the date of admission to trading of the shares allocated in connection with the Listing,

    such date to be notified to Cushman & Wakefield by the Addressee, and address it to the Addressee and any person who we have allowed to rely on the Valuation Report for the Purpose of Valuation (excluding members of the general public). If necessary, and subject to agreement as to any additional fees, Cushman & Wakefield will update and re-issue the Valuation Report to the Addressee.

c) Cushman & Wakefield will include the following confirmation in the Valuation Report.

    "For the purposes of item 1.2 of Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the Prospectus Regulation), we are responsible for this Valuation Report and accept responsibility for the information contained

in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Report complies with paragraphs 128 to 130 of the ESMA update of CESR recommendations on the consistent implementation of the Prospectus Regulation implementing the Prospectus Directive."

d) In addition to reproduction of the full text, other sections of the Prospectus may contain certain information extracted from the Valuation Report. If so, CUSHMAN & WAKEFIELD will confirm in a letter whether such information has been properly and accurately extracted or computed from the Valuation Report.

e) Except for any responsibility arising under item 1.2 of Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the "Prospectus Regulation") to any person as and to the extent provided under the Prospectus Regulation, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person (including, without limitation, Globalworth Holding B.V and Growthpoint Properties International (Pty) Ltd) for any loss suffered by any such other person as a result of, arising out of, or in accordance with the Valuation Report or our statement set out above required by and given solely for the purposes of complying with item 23.1 of Annex 1 of the Prospectus Regulation.

Yours faithfully

Mark Freeman, MRICS

Cushman & Wakefield Polska Sp. z o.o.
Plac Piłsudskiego 1, 00-078 Warszawa
Sąd Rejonowy dla m.st. Warszawy w Warszawie, XII Wydział Gospodarczy KRS, Nr KRS 0000039711, NIP PL5261010862, Kapitał Zakładowy 135.588 PLN

Agreed and accepted:.

Name

Position

Date

Rafał Pomorski
Executive Director
Globalworth Poland Real Estate N.V.
09.07.2018

Name

Position

Date

Małgorzata Turek
Executive Director
Globalworth Poland Real Estate N.V.
09.07.2018

CUSHMAN & WAKEFIELD

Signed for and On behalf of (legal entity)	GLOBALWORTH REAL ESTATE N.V. POLAND
Company registration number	67532837
Tax registration number	857056360

VALUATION REPORT

Spektrum Tower office building
18 Twarda Street, Warsaw, Poland

Prepared for
Spektrum Tower Sp. z o.o.
Globalworth Poland Real Estate N.V.

Valuation Date: 31 December 2017
Report Date: 17 July 2018

Cushman & Wakefield
Metropolitan Office Building
1 Piłsudskiego Square
00-078 Warsaw, Poland

Job no.: 18-218

To:	**Spektrum Tower Sp. z o. o.**
	Globalworth Poland Real Estate N.V. (the Clients)
Property:	**Spektrum Tower** **18 Twarda Street** **Warsaw, Poland**
Report date:	**17 July 2018**
Valuation date:	**31 December 2017**
Job no.:	**18-218**

1. INSTRUCTION

PROPERTY VALUED

The subject of the valuation is Spektrum Tower, 18 Twarda Street, Warsaw, Poland. Appendix A of this Valuation Report provides the Property Details and Fair Value.

PURPOSE OF VALUATION

The valuation was prepared for the financial reporting purposes of Spektrum Tower Sp. z o. o.

We understand that you now wish to rely on the Valuation for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. in connection with the admission to listing and trading of newly-issued ordinary shares in Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange (the "Purpose"). We understand that the AFM (the Dutch Authority for the Financial Markets) is solely authorised to approve the Prospectus.

The terms of our consent and reliance letter are attached in Appendix B.

The effective date of valuation is 31 December 2017.

2. BASIS OF VALUATION

The property has been valued on the basis of Fair Value.

Fair Value is defined in IFRS 13 as follows "the price that would be received to sell an asset, or paid to transfer a liability, in an orderly transaction between market participants at the measurement date".

The Fair Value, for the purposes of financial reporting under IFRS, is effectively the same as Market Value.

COMPLIANCE WITH RICS VALUATION – GLOBAL STANDARDS

The valuation has been prepared in accordance with the:

- RICS Valuation – Global Standards 2017 (the "RICS Red Book"), which incorporate the International Valuation Standards ("IVS").
- Civil Code of 23 April 1964 (Journal of Laws of 1964 no. 16, item 93 with amendments).
- Real Estate Management Act of 21 August 1997 (Journal of Laws of 1997 no. 115, item 741 with amendments).
- Accounting Act of 24 September 1994 (Journal of Laws of 1994 no. 121 item 591 with amendments).
- Ministerial Regulations concerning the valuation of property and valuation reporting of 21 September 2004 (Journal of Laws of 2004 no. 207, item 2109 with amendments).

NAME OF SIGNATORY

Mark Freeman MRICS, CIS HypZert (MLV), and Magdalena Żytomska-Lis, Polish Licensed Valuer no. 5502 have not been the signatories of other valuation reports provided to the Client for the same purpose as the purpose of this valuation report.

STATUS OF VALUER AND CONFLICTS OF INTEREST

We confirm that all valuers who have contributed to the valuation have complied with the requirements of PS1 of the RICS Red Book. We confirm that we have sufficient current knowledge of the relevant markets, and the skills and understanding to undertake the valuation competently. We confirm that we are in a position to provide an objective and unbiased valuation, and are competent to undertake the valuation. Finally, we confirm that we have undertaken the valuation acting as an External Valuer as defined in the RICS Red Book.

We confirm that Cushman & Wakefield valued the property in 2016 and 2017 on behalf of Europa Capital for financial reporting purposes.

Cushman & Wakefield Polska Sp. z o. o. also valued Hala Koszyki in Warsaw, Renoma and West Gate in Wroclaw, Tryon in Gdansk, Opolska in Krakow, Symetris in Lodz and A4 in Katowice for Globalworth companies in 2017

In the financial year ending 31 December 2017, the proportion of fees payable by the Client to the total fee income of Cushman & Wakefield Polska Sp. z o. o. was less than 5%.

3. ASSUMPTIONS, DEPARTURES AND RESERVATIONS

We have made no Special Assumptions.

We have made no Departures from the RICS Red Book.

The valuation is not subject to any reservations.

SOURCES OF INFORMATION

In addition to information established by us, we have relied on the information obtained from you and other persons listed below.

Information	Source	Date
Details of recent, current or proposed marketing of the property and offers received	-	-
Extract(s) from the Land Register	Client	9 April 2018
Cadastral map	-	-
Description of the property including construction details	-	-
Floor plans	-	-
EPC	-	-
BREEAM and/or LEED certificate	-	-
Floor areas	Client	31 December 2017
Survey report	-	-
CAPEX budget	-	-
Technical due diligence report	-	-
Environmental due diligence report	-	-
Exclusion of the land from agricultural production	-	-
Extract(s) from the local master plan(s)	-	-
Archaeological assessment report	-	-
Building and occupancy permit(s)	-	-
Property tax declaration	-	-
Extract(s) from the Perpetual Book(s)	Cushman & Wakefield	17 July 2018
Agreement establishing the right of perpetual usufruct	-	-
Perpetual usufruct fee	-	-
Tenancy schedule including floor areas	Client	31 December 2017
Details of leases under negotiation	-	-
Sample lease	-	-
D&B report(s)	-	-
OPEX budget including details of irrecoverable outgoings	-	-
Footfall and sales statistics	-	-

We have made the assumption that the information provided by you and your respective professional advisers in respect of the property we have valued is both full and correct. We have made the further assumption that details of all matters relevant to value within your and their collective knowledge have been made available to us and that such information is up to date.

TENURE & TENANCY

We have not examined nor had access to legal documents establishing the rights to the property including easements and encumbrances. In the absence of information to the contrary, we have assumed the absence of unusually onerous restrictions, covenants or other encumbrances and that the property has a good and marketable title. Where supplied with legal documentation, we have considered it but we will not take responsibility for the legal interpretation of it.

We have not read any leases and assume that all leases are on normal institutional terms for the applicable market.

STRUCTURE & CONDITION

We have not carried out a structural survey of any property nor have we tested services but have relied on the information supplied and listed above. Further, no inspection has been made of the woodwork and other parts of the structures which are covered, unexposed or inaccessible. In the absence of information to the contrary, the valuation is on the basis that the property is free from defect. However, the value reflects the apparent general state of repair of the property noted during inspection, but we do not give any warranty as to the condition of the structure, foundations, soil and services. Our report should not be taken or interpreted as giving any opinion or warranty as to the structural condition or state of repair of the property, nor should such an opinion be implied.

PLANNING AND STATUTORY REGULATIONS

We have not made formal enquiries of the planning authority but have reviewed and relied on the information available at the website of the city of Kraków. We advise you to seek legal clarification to confirm the planning position relating to the properties and review our comments on planning in light of the findings.

COVENANT

Our valuation takes into account potential purchasers' likely opinion of the financial strength of tenants. However, we have not undertaken any detailed investigations on the covenant strength of the tenants. Unless informed to the contrary by you or in the information supplied and listed at paragraph 6 of this Report, we have assumed that there are no significant arrears and that the tenants are able to meet their obligations under their leases or agreements.

FLOOR AREAS

We have relied upon floor areas as provided to us and have not checked them on site. We have assumed that the areas supplied to us have been measured in accordance with current local market practice.

OTHER

Unless otherwise agreed, we will provide the Services in relation to any property on the following assumptions:

(i) the property and any existing buildings are free from any defect whatsoever;

(ii) all buildings have been constructed having appropriate regard to existing ground conditions or that these would have no unusual effect on building costs, property values or viability of any development or existing buildings;

(iii) all the building services (such as lifts, electrical, gas, plumbing, heating, drainage and air conditioning installations and security systems) and property services (such as incoming mains, waste, drains, utility supplies, etc) are in good working order without any defect whatsoever;

(iv) roads and sewers serving the property have been adopted and that the property has all necessary rights of access over common estate roads, paths, corridors and stairways and to use common parking areas, loading areas and other facilities;

(v) there are no environmental matters (including but not limited to actual or potential land, air or water contamination, or by asbestos or any other harmful or hazardous substance) that would affect the property, any development or any existing buildings on the property in respect of which the Services are provided or any adjoining property, and that we shall not be responsible for any investigations into the existence of the same and that you are responsible for making such investigations;

(vi) any building, the building services and the property services comply with all applicable current regulations (including fire and health and safety regulations);

(vii) the property and any existing building comply with all planning and building regulations, have the benefit of appropriate planning consents or other statutory authorisation for the current use and no adverse planning conditions or restrictions apply (which includes, but is not limited to, threat of or actual compulsory purchase order);

(viii) appropriate insurance cover is, and will continue to be, available on commercially acceptable terms for any building incorporating types of construction or materials which may pose an increased fire or health and safety risk, or where there may be an increased risk of terrorism, flooding or a rising water table;

(ix) items of plant and machinery that usually comprise part of the property on an assumed sale are included in the property but items of plant and machinery that are associated with the process being carried on in the property or tenants trade fixtures and fittings are excluded from the property;

(x) in reflecting the development potential of any property, that all structures will be completed using good quality materials and first class workmanship;

(xi) any occupational leases are on full repairing and insuring terms, with no unusually onerous provisions or covenants that would affect value;

(xii) in respect of any lease renewals or rent reviews, all notices have been served validly within any time limits;

(xiii) vacant possession can be given of all accommodation which is unlet or occupied by the entity/borrower or its employees on service tenancies; and

(xiv) any mineral rights are excluded from the property.

INSPECTION

Magdalena Żytomska-Lis Polish Licensed Valuer no. 5502 inspected the property internally and externally from the ground level on 20 October 2016. We only inspected representative areas of the buildings. Plant rooms and roofs were not inspected.

CURRENCY

The property has been valued in EUR. The valuation has been converted to the reporting currency adopting an exchange rate of EUR 1 = PLN 4.1709 published by the National Bank of Poland on 29 December 2017.

4. GENERAL COMMENT

Our opinion of value is based on an analysis of recent market transactions, supported by market knowledge derived from our agency experience. Our valuation is supported by this market evidence.

All valuations are professional opinions on a stated basis, coupled with any appropriate assumptions or special assumptions. A valuation is not a fact, it is an estimate. The degree of subjectivity involved will inevitably vary from case to case, as will the degree of certainty, or probability, that the valuer's opinion of market value would exactly coincide with the price achieved were there an actual sale at the valuation date.

Property values can change substantially, even over short periods of time, and so our opinion of value could differ significantly if the date of valuation was to change. If you wish to rely on our valuation as being valid on any other date you should consult us first.

Should a sale be contemplated, we strongly recommend that the property is given proper exposure to the market.

A 'minimum income tax' for taxpayers owning commercial real estate with a book value in excess of PLN 10 million was introduced from 1 January 2018. This 'minimum tax' will be payable at a rate of 0.42% pa regardless of the level of income derived from the property but may be off-set against Corporate Income Tax (CIT), where CIT is higher. This new tax applies to commercial buildings such as offices, department stores, retail and shopping centres but not to residential, production and warehouse buildings. The impact of this new tax on property pricing is not yet certain.

We recommend that you keep the valuation of this property under frequent review.

5. LIABILITY

Our maximum liability for this valuation is limited to EUR 1 million in aggregate. We confirm we have adequate Professional Indemnity Insurance in this respect.

6. RESPONSIBILITY

For the purposes of item 1.2 of Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the Prospectus Regulation), we are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Report complies with paragraphs 128 to 130 of the ESMA update of CESR recommendations on the consistent implementation of the Prospectus Regulation implementing the Prospectus Directive.

Except for any responsibility arising under item 1.2 of Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the "Prospectus Regulation") to any person as and to the extent provided under the Prospectus Regulation, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person (including, without limitation, Globalworth Holding B.V and Growthpoint Properties International (Pty) Ltd) for any loss suffered by any such other person as a result of, arising out of, or in accordance with the Valuation Report or our statement set out above required by and given solely for the purposes of complying with item 23.1 of Annex 1 of the Prospectus Regulation.

7. CONFIDENTIALITY

To the fullest extent permitted by the law (including any mandatory responsibility arising from the listing rules of any stock exchange) we do not assume any responsibility to and we hereby exclude all liability arising from use of and/or reliance on this report by any person or persons for the purposes of determining whether or not to take up their entitlement to new ordinary shares in the Company other than those parties to whom this report is addressed and to whom we have issued a reliance letter.

8. DISCLOSURE

Save in relation to its publication in the prospectus of Globalworth Poland Real Estate N.V., to which we have provided our written consent, you must not disclose the contents of this valuation report to a third party in any way without first obtaining our written approval to the form and context of the proposed disclosure. You must obtain our consent, even if we are not referred to by name or our valuation report is to be combined with others. We will not approve any disclosure that does not refer sufficiently to any Special Assumptions or Departures that we have made.

You must not modify, alter (including altering the context in which the report is displayed) or reproduce the contents of this valuation report (or any part) without first obtaining our written approval. Any person who contravenes this provision shall be responsible for all of the consequences of the same, including indemnifying Cushman & Wakefield Sp. z o. o. against all consequences of the contravention. Cushman & Wakefield Sp. z o. o. accepts no liability for any use of the Report that is in contravention of this section.

Signed for and on behalf of Cushman & Wakefield Polska Sp. z o. o.

MARK FREEMAN MRICS
CIS HYPZERT (MLV)

Partner, Head of Valuation & Advisory

Mobile: +48 607 558 680
mark.freeman@cushwake.com

MAGDALENA ŻYTOMSKA-LIS
POLISH LICENSED VALUER NO. 5502
Senior Valuer – Valuation & Advisory

Mobile: +48 666 851 857
magdalena.zytomska-lis@cushwake.com

APPENDIX A: PROPERTY DETAILS

Property	Description, Age and Tenure	Tenancy	Net Passing Rent (EUR pa)	Market Rent (EUR pa)	Fair Value (EUR)
Spektrum Tower, 18 Twarda Street, Warsaw, Poland	The Property is located in the centre of Warsaw. The Property is 900 m to the north of Warsaw's main railway station. The site lies on the north side of ul. Twarda, and is close to rondo ONZ, where an underground station is located. The surrounding area is mainly developed with modern office buildings. The building, completed in 2003, is of reinforced concrete frame construction with reinforced concrete floors and a flat roof. The elevations are of glass elements and natural stone. The building is arranged over 5 basement levels, ground and 31 upper floors. There are 12 lifts, two staircases and two escalators. Currently, part of the office/retail space is being fitted-out to a modern specification. The remaining areas will be fitted-out once new tenants have been secured. Spektrum Tower is the owner of the building and the perpetual usufruct holder of the land. The perpetual usufruct right expires on 5 December 2089. With a population of approximately 1.8 mn, Warsaw is the largest city in Poland. It has an unemployment rate of 1.9% which is significantly lower than the national average of 6.5%. The average monthly salary of PLN 6,538 is higher than the national average of PLN 4,886.	The Property is 90% let to 61 tenants. The weighted average unexpired lease term is 5.3 years. Major tenants include Buro Happold, City Fit, Westwing and Apleona who together account for less than 25% of rentable area.	5,910,494	6,684,716	102,000,000

APPENDIX B: RELIANCE LETTER

CUSHMAN & WAKEFIELD

Metropolitan
Plac Piłsudskiego 1
00-078 Warsaw, Poland
Tel (48 22) 820 20 20
Fax (48 22) 820 20 21

TO WHOM IT MAY CONCERN
Globalworth Poland Real Estate N.V. (GPRE)
Claude Debussylaan 15
1082MC Amsterdam,
The Netherlands
(the "Addressee")

Email mark.freeman@cushwake.com
Mobile +48 607 558 680
Office +48 22 820 2020

"The Client"

Our Ref 18-218

17July 2018

Dear Sirs

Spektrum Tower, 18 Twarda Street, Warsaw, Poland (the "Property")
Reliance Letter

We refer to our valuation dated 17 July 2018 for Spektrum Tower Sp z.o.o (the "Client") in respect of the Property as at 31 December 2017 (the "Valuation"). Cushman & Wakefield Polska Sp. z.o.o ("Cushman & Wakefield") prepared the Valuation report for financial reporting purposes.

We understand that you, the Addressee, wish to rely on the Valuation for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. in connection with the admission to listing and trading of newly-issued ordinary shares in Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange (the "Purpose"). We understand that the AFM (the Dutch Authority for the Financial Markets) is solely authorised to approve the Prospectus.

The effective date of valuation is 31 December 2017.

In accordance with the RICS Valuation – Global Standards 2017 (the "Red Book") the Addressee acknowledges and agrees that we have made certain disclosures in connection with the Valuation and our relationship with the Addressee.

We agree that the Addressee may rely upon the Valuation as if it was originally commissioned by the Addressee at the date when the Valuation was produced (subject to the terms contained herein). This is on the basis that the Addressee acknowledges and accepts:

1. The Addressee shall pay to Cushman & Wakefield a fee of 1.500 EUR by on receipt of a copy of the Valuation from Cushman & Wakefield and in consideration of that sum we agree to provide you with a copy of the Valuation Report subject to the terms of this letter. The Addressee shall not be entitled to rely on the Valuation Report until such time that the fee has been paid.

2. That the same terms and conditions of our appointment for the Valuation (as agreed with the Client) will apply to the Addressee as if it had originally been a party to the letter of instruction. We have attached those terms and conditions for your convenience.

3. That the Valuation is produced as at the date of issue but that circumstances and conditions may change over time and affect the accuracy and reliability of the views and information contained therein.

4. That we will not have any duty, obligation or liability, whether in terms of amount, nature or scope, to the Addressee which is greater or longer than that which we have to the Client if the Addressee had jointly been the Client. Our total aggregate liability in relation to the Valuation shall be limited to EUR 1 million, and represents the maximum total liability to you, the Client and all other addressees (including, without limitation, Spektrum Tower Sp z.o.o) of the Valuation or persons we permit to rely on the Report in the aggregate.

5. That the contents of the Valuation Report are intended to be confidential to the original Client, the Addressee and any other addressees or other persons permitted to rely on the Report and for the Purpose. Consequently, and in accordance with current practice, no responsibility is accepted to any other party in respect of the whole or any part of its contents.

6. That the contents of the Valuation Report will only be used for the Purpose.

INCLUSION IN A PROSPECTUS

a) Cushman & Wakefield understands that the Prospectus, containing the final Valuation Report, will be approved by the Dutch Authority for the Financial Markets (the "AFM"). Cushman & Wakefield will therefore provide a final copy of the Valuation Report to be incorporated into the Prospectus, together with a consent letter by which Cushman & Wakefield consents to the inclusion of the Valuation Report within the Prospectus and any supplementary prospectus provided that:
   i. Cushman & Wakefield has first approved the form in which the Valuation Report is to appear within the Prospectus; and
   ii. the consent letter is factually correct.

b) In addition, if required, Cushman & Wakefield will provide a bringdown letter, on:
   (i) the date of publication of each of the Prospectus and any supplementary prospectus;
   (ii) the date of admission to trading of the shares allocated in connection with the Listing,

   such date to be notified to Cushman & Wakefield by the Addressee, and address it to the Addressee and any person who we have allowed to rely on the Valuation Report for the Purpose of Valuation (excluding members of the general public). If necessary, and subject to agreement as to any additional fees, Cushman & Wakefield will update and re-issue the Valuation Report to the Addressee.

c) Cushman & Wakefield will include the following confirmation in the Valuation Report:

   "For the purposes of item 1.2 of Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the Prospectus Regulation), we are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable

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care to ensure that such is the case), the information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Report complies with paragraphs 128 to 130 of the ESMA update of CESR recommendations on the consistent implementation of the Prospectus Regulation implementing the Prospectus Directive."

d) In addition to reproduction of the full text, other sections of the Prospectus may contain certain information extracted from the Valuation Report. If so, CUSHMAN & WAKEFIELD will confirm in a letter whether such information has been properly and accurately extracted or computed from the Valuation Report.

e) Except for any responsibility arising under item 1.2 of Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing the Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements (the "Prospectus Regulation") to any person as and to the extent provided under the Prospectus Regulation, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person (including, without limitation, Globalworth Holding B.V and Growthpoint Properties International (Pty) Ltd) for any loss suffered by any such other person as a result of, arising out of, or in accordance with the Valuation Report or our statement set out above required by and given solely for the purposes of complying with item 23.1 of Annex 1 of the Prospectus Regulation.

Yours faithfully

Mark Freeman, MRICS

Cushman & Wakefield Polska Sp. z o.o.
Plac Piłsudskiego 1, 00-078 Warszawa
Sąd Rejonowy dla m.st. Warszawy w Warszawie, XII Wydział Gospodarczy KRS, Nr KRS 0000039711, NIP PL5261010862, Kapitał Zakładowy 135.588 PLN

Agreed and accepted:.

Name		Name	
Position	Rafał Pomorski Executive Director Globalworth Poland Real Estate N.V.	Position	Małgorzata Turek Executive Director Globalworth Poland Real Estate N.V.
Date	17.07.2018	Date	17.07.2018

Signed for and On behalf of (legal entity)	GLOBALWORTH POLAND REAL ESTATE N.V.
Company registration number	67532837
Tax registration number	857056360

Summary Report

dated 28 June 2018

A4 Business Park
42, 44, 46 Francuska St., Katowice

Prepared on behalf of

Globalworth Poland Real Estate N.V.

Contact details

Globalworth Poland Real Estate N.V. Claude Debussylaan 15, 1082 MC Amsterdam, The Netherlands

Knight Frank Sp. z o.o., 49 Mokotowska St., 00-542 Warszawa

Summary Report	This Summary Report refers to the Valuation Report dated 31 January 2018 prepared on behalf of Helaba Landesbank Hessen-Thüringen and Deutsche Pfandbriefbank AG for loan security purposes.
The Property	A4 Business Park, 42, 44, 46 Francuska St, Katowice, Poland
Property Description	The development situated on the subject property includes 3 office buildings and a 10-storey car park in a separate scheme. Except for the car park building, all of the buildings within the complex are designed on a plan of "H" letter, have regular shape and height. Building A has 6 storeys above the ground, whereas two other office buildings are 10 storeys high. The car park building has 10 floors. The total rentable area amounts to 30,555.53 sq m and 605 parking spaces.
Tenure	According to the Perpetual Book No. KA1K/00079732/6, the plots of land Nos. 13, 14, 8/1, 8/2, 9/1, 9/3 and 10/7 are owned freehold by A4 Business Park "Iris Capital" Sp. z o.o. S.K. headquartered in Kielce. According to the Perpetual Book No. KA1K/00039091/8, the plots of land Nos. 15, 20, 21, 16, 3/5, 4/2, 5/5, 5/6, 7/1, 7/3, 7/4, 6/12, and 6/14 are owned freehold by the State Treasury and held under perpetual usufruct by A4 Business Park "Iris Capital" Sp. z o.o. S.K. headquartered in Kielce. According to the Perpetual Book No. KA1K/00127049/3, the plots of land Nos. 2/13, 3/3, 4/3, 5/3 are owned freehold by President of Katowice City (representing State Treasury) and held under perpetual usufruct by A4 Business Park "Iris Capital" Sp. z o.o. S.K. headquartered in Kielce. According to the Perpetual Book No. KA1K/00134115/9 the plots of land Nos. 2/12, 3/6 are owned freehold by President of Katowice City (representing State Treasury) and held under perpetual usufruct by A4 Business Park "Iris Capital" Sp. z o.o. S.K. headquartered in Kielce. According to the Perpetual Book No. KA1K/00134116/6 the plots of land Nos. 2/10, 10/8, 10/6, 9/4 are owned freehold by A4 Business Park "Iris Capital" Sp. z o.o. S.K. headquartered in Kielce. According to the Perpetual Book No. KA1K/00132632/5 the plot of land No. 11/7 is owned freehold by A4 Business Park "Iris Capital" Sp. z o.o. S.K. headquartered in Kielce.

Ownership	We understand, that as at the valuation date A4 Business Park "Iris Capital" Sp. z o.o. S.K. headquartered in Kielce was 100% controlled by Globalworth Poland Real Estate N.V.
Instructions	We refer to the instruction letter dated 16 November 2017, to provide a Valuation Report on A4 Business Park located in Katowice, 42, 44, 46 Francuska St. and the Reliance Letter dated 20 April 2018.
Valuation Date	1 January 2018
Capacity of Valuer	We are acting as Independent Valuers, as defined in the Red Book (July 2017).
Purpose	The valuation has been prepared for loan security purposes for Helaba Landesbank Hessen-Thuringen and Deutsche Pfandbriefbank AG. On the basis of the Reliance Letter signed dated 20 April 2018 Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange. We understand that our Summary Report is required for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. pursuant to a listing of new shares by Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange as a result of which the shares of Globalworth Poland Real Estate N.V. will be admitted to and traded on the main regulated market of the Warsaw Stock Exchange. We understand that the AFM (the Dutch Authority for the Financial Markets) is solely authorised to approve the Prospectus.
Market Value	**Building A: EUR 20,070,000** **(Twenty Million Seventy Thousand Euros)** **Building B: 20,740,000** **(Twenty Million Seven Hundred and Forty Thousand Euros)** **Building C: 27,710,000** **(Twenty Seven Million Seven Hundred and Ten Thousand Euros)** The Market Value of the perpetual usufruct and freehold interest in the land and freehold interest in the buildings in its current physical condition, subject to the existing tenancies.
Report Format	Appendix 1 of this Summary Report provides the Property Details and Market Value.
Compliance with Valuation Standards	This valuation has been undertaken in accordance with the Royal Institution of Chartered Surveyors (RICS) Valuation – Professional Standards (July 2017). RICS considers that a valuation complying

with the Red Book also complies with International Valuation Standards.

Assumptions

The property details on which the valuation is based are as set out in this Summary Report. We have made various assumptions as to tenure, letting, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below.

If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.

ESMA 130 (vi)

Not applicable: the Property is not currently owned by the Issuer.

Market Conditions

The value stated in this report represents our objective opinion of Market Value upon completion in accordance with the definition set out above as of the date of valuation. Amongst other things, this assumes that the property had been properly marketed and that exchange of contracts took place on this date.

Valuer

The Property has been valued by a valuer who is qualified for the purpose of the valuation in accordance with the RICS Valuation – Professional Standards (The Red Book – July 2017).

We are acting as Independent Valuers, as defined in the Red Book.

Independence

We have prepared a valuation report of the subject property in November 2015 for internal purposes, in 2015 and February 2016 for banking institution and October 2017 for loan security purposes for other entities.

We confirm that we do not have any material interest in Globalworth Poland Real Estate N.V. or the Property.

We do not consider that any conflict of interest arises in us preparing this Valuation Report and Globalworth Poland Real Estate N.V.has confirmed to us that it also considers this to be the case.

Disclosure

The Valuation Report dated 31 January 2018 has been prepared on behalf of Helaba Landesbank Hessen-Thüringen and Deutsche Pfandbriefbank AG.

On the basis of the Reliance Letter signed dated 20 April 2018 Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange.

Responsibility

We are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case). The information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Valuation Report complies with the AFM and Warsaw stock exchange prospectus rules and Paragraphs 128 to 130 of the ESMA update of CESR'S recommendations for the consistent implementation the European Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive. Save for any responsibility arising under the above to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this Valuation Report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation, consenting to its inclusion in the Prospectus.

Reliance

This report is for the use only of the party to whom it is addressed for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents saves as set out in "Responsibility" above. No reliance may be placed upon the contents of this Valuation Report by any party for any purpose other than in connection with the Purpose of Valuation.

Disclosure & publication

Neither the whole nor any part of this valuation nor any reference thereto may be included in any other published document, circular or statement nor published in any way without our prior written approval of the form or context in which it may appear. If our opinion of values is disclosed to persons other than the addressee of this report, the basis of valuation should be stated.

Exchange rate

We have applied an average exchange rate of the last 5 years published by the National Bank of Poland: EUR 1 = PLN 4.22.

Signature

Grzegorz Chmielak, MRICS, Hyp Zert
RICS Registered Valuer
Polish Licensed Valuer No. 3064
Head of Valuation Department
Knight Frank Sp. z o.o.
For and on behalf of Knight Frank Sp. z o.o.

A Jurkiewicz

Agnieszka Jurkiewicz
Polish Licensed Valuer No. 6115

SCOPE OF WORK & SOURCES OF INFORMATION

Sources of Information

In this report we have been provided with information by the Griffin Premium RE., its advisors and other third parties. We have relied upon this information as being materially correct in all aspects.

In particular, we detail the following:

- Extract and drawing from the Land Register dated 17 July 2017;
- Information from Perpetual Books Nos.: KA1K/00079732/6, KA1K/00039091/8, KA1K/00127049/3, KA1K/00134115/9, KA1K/00134116/6 and KA1K/00132632/5 dated 12 December 2017;
- Copy of building and occupational permits;
- Technical description of the building;
- Tenancy schedule dated 31 December 2017;
- Copy of lease agreements with IBM Global Services Delivery Centre Polska Sp. z o.o dated 31 July 2013 and the Annex No. 1 dated 31 March 2014;
- Copy of lease agreement with PKP Cargo Spółka Akcyjna dated 5 March 2015 and the Annex No. 1 dated 14 August 2015;
- Copy of lease agreement with Rockwell Automation Sp. z o.o. dated 1 March 2016, the Annex No. 1 dated 13 October 2016 and Annex No. 2 dated 29 August 2017;
- Copy of Rental Guarantee Agreement between A4 Business Park – "Iris Capital" Sp. z o.o. Sp. Komandytowa and Projekt Echo – 135 Sp. z o.o. Sp. Komandytowa dated 26 April 2017;
- Copy of Rental Guarantee Agreement between A4 Business Park – "Iris Capital" Sp. z o.o. Sp. Komandytowa and Echo Polska Properties (Cyprus) PLC dated 22 December 2017;
- Legal Due Diligence Report dated 15 December 2017 prepared by Kochański Zięba & Partners;
- Technical Due Diligence Report prepared by CMT Construction Management Team, October 2017;
- Property tax declaration for 2017;
- Copy of the decisions regarding perpetual usufruct fees dated 5 November 2015;
- Final BREEAM Certificate for building A and B and Interim BREEAM Certificates for building C (design stage);

- Other documents.

The property

Our Summary Report contains a brief summary of the property details on which our valuation has been based.

Inspection

We inspected the Property on 5 December 2017.

Scope of inspection

As stated in the General Terms of Business attached to the Valuation Report, we have not undertaken a building or site survey of the property.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

We have not undertaken a measured survey.

Legal Title

In our valuation, we have assumed a good and marketable title and that all documentation is satisfactorily drawn.

Repair and conditions

We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the property. We are unable, therefore, to give any assurance that the Property is free from defect.

We have undertaken only limited inspections of the property for valuation purposes and have relied solely on the information provided by the property manager.

Ground conditions

We have not been provided with a copy of a ground condition report for the site. We have assumed that there are no adverse ground or soil conditions and that the load bearing qualities of the site are sufficient to support the building constructed.

Contamination

As stated in the General Terms of Business attached to the Valuation Report, investigations into environmental matters would usually be commissioned from suitably qualified environmental specialists. Knight Frank Sp. z o.o. is not qualified to undertake scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination.

Where appropriate use one of the following:

A Subject to the above, while carrying out our valuation inspection, we have not been made aware of any uses conducted at the subject property that would give cause for concern as to possible environmental contamination. Our valuation is provided on the assumption that the property is unaffected.

Sustainability

The issue of sustainability is becoming increasingly important to participants in the property market. There is a general expectation that buildings that minimise environmental impact through all parts of the building life cycle and focus on improved health for their occupiers may retain value over a longer term than those that do not.

From a value perspective, sustainability is likely to be a long term issue and its relative importance will change over time. Our valuation provides our opinion of value at the valuation date based on market related factors at that date.

Planning

We have made informal enquiries of the local Municipality Office, the planning authority for the subject property, by their website. These enquiries should not be taken as personal searches and information on the relevant website is assumed to be both accurate and up to date. For a formal planning enquiry to be made, the Local Authority will require written representation which has not been possible as part of our Valuation Report.

GENERAL VALUATION ASSUMPTIONS

Introduction

Our valuation is necessarily based on a number of assumptions which have been drawn to your attention in our General Terms of Business, Terms of Engagement Letter attached to our Valuation Report and within this Summary Report.

Market Value

Market Value is defined within RICS Valuation - Professional Standards as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Disposal costs and liabilities

No allowance is made in our Valuation for expenses of realisation or for taxation which may arise in the event of a disposal and our Valuation is expressed as exclusive of any VAT that may become chargeable. Properties are valued disregarding any mortgages or other charges.

Market Rent

The basis of valuation for our opinion of rental value is Market Rent. This is defined in RICS Valuation - Professional Standards as:

"The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Building areas and age	For the purpose of our valuation, we have adopted the rentable areas of the property in accordance with the information provided by the Client in the tenancy schedule. Where so instructed, areas provided from a quoted source will be relied upon. Any dimensions and areas measured on location or from plan are calculated in accordance with or by reference to the current RICS Code of Measuring Practice and are quoted to a reasonable approximation, with reference to their source. Where the age of the building is estimated, this is for guidance only.
Ground conditions	Unless informed otherwise in writing, we assume there to be no adverse ground or soil conditions and that the load bearing qualities of the sites of each property are sufficient to support the building constructed or to be constructed thereon.
Environmental issues	Investigations into environmental matters by suitably qualified environmental specialists would usually be commissioned by most responsible purchasers or chargees of higher value properties or where there was any reason to suspect contamination or a potential future liability (whether following review of the environmental searches which should always be carried out by any purchaser/chargee or their legal advisors, or for other reasons). Furthermore, such investigation would be pursued to the point at which any inherent risk was identified and quantified before a purchase proceeded. Where we are provided with the conclusive results of such investigations, on which we are instructed to rely, these will be reflected in our Valuations with reference to the source and nature of the enquiries. We would endeavour to point out any obvious indications or occurrences known to us of harmful contamination encountered during the course of our valuation enquiries. However, we are not environmental specialists and therefore we do not carry out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination or any other environmental searches. If we are not provided with the results of appropriate investigations as outlined above and where there is no obvious indication of harmful contamination, our Valuation will be provided on the assumption that the relevant property is unaffected. Where we are informed that contamination is suspected or confirmed, but adequate investigation

has not been carried out and made available to us, then the Valuation will be qualified by reference to appropriate sections of the Red Book.

Structural condition

Building, structural and ground condition surveys are detailed investigations of the building, the structure, technical services and ground and soil conditions undertaken by specialist building surveyors or engineers and fall outside the normal remit of a valuation. Since we will not have carried out any of these investigations (except where we separately agree in writing and are instructed to do so), we are unable to report that any property is free of any structural fault, rot, infestation or defects of any other nature, including inherent weaknesses due to the use in construction of deleterious materials.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

Planning, highway and other statutory regulations

Enquiries of the relevant Planning and Highways Authorities in respect of matters affecting properties, where considered appropriate, are normally only obtained verbally or from a Local Authority web site, and this information is given to us, and accepted by us, on the basis that it should not be relied upon. Written enquiries can take several weeks for a response and incur charges. We recommend that formal written enquiries should be undertaken by your solicitors who should also confirm the position with regard to any legal matters referred to in our Valuations.

Land Register inspection and searches

We are not required to undertake searches or inspections of any kind (including web based searches) for title or price paid information in any publicly available land registers, including the Land and Mortgage Registries in Poland.

Title and burdens

We will assume, unless specifically informed and stated otherwise, that each property has good and marketable title and that all documentation is satisfactorily drawn and that there are no unusual outgoings, planning proposals, onerous restrictions or local authority intentions which affect the property, nor any material litigation pending.

Sources of information

We rely upon the information provided to us, by the sources listed, as to details of tenure and tenancies, planning consents and other relevant matters, as summarised in our Valuations. We assume that this information is complete and correct.

Appendix A: Property Details
Property Details: Property to be held for Investment

Property	Description, Age and Tenure	Tenancy	Passing Rent € Per Annum	Market Rent € per Annum	Market Value €
A4 Business Park 42, 44, 46 Francuska St., Katowice, Poland	A4 Business Park comprises 30,555.53 sq m of leasable area as well as 605 parking spaces. The property was developed in three phases with an office complex consisting of 3 office buildings and multi-storey car park situated in the eastern part of the site. The property is partly owned freehold and partly held under perpetual usufruct. Katowice is a city in the southern Poland and the capital of the Śląskie Voivodship. The city covers the area of 165 sq km and is a scientific, cultural, industrial, business and trade fair centre as well as transportation hub of the Upper Silesia region. Katowice is inhabited by 297,200 people. It has an unemployment rate of 2.3%. The average monthly salary is PLN 5,046 which is higher than the average salary in the national economy (PLN 4,434). The property is surrounded by residential buildings and public institutions. The property is located near the highway exit, so the access from the whole Śląskie Voivodship is excellent. The property benefits from good visibility as well.	The office and retail space in building A is 100% let to IBM Global Services Delivery Centre Polska Sp. z o.o. and U Romana Sp. z o.o. Sp. komandytowa, the lease also covers 224 parking spaces. The building B is 100% let to PKP Cargo S.A., the lease also covers 100 parking spaces. A significant part of the Building C (86%) and 267 parking spaces are let to Rockwell Automation Sp. z o.o., whereas the remaining part of the Building C is let to and Olimp Arena Sp. z o.o. Sp. Komandytowa.	Building A: 1,487,304 Building B: 1,480,524 Building C: 1,936,656	Building A: 1,546,118 Building B: 1,541,011 Building C: 2,029,633	Building A: 20,070,000 Building B: 20,740,000 Building C: 27,710,000

Summary Report

dated 28 June 2018

Tryton Business House
11 Jana z Kolna St. Gdańsk

Prepared on behalf of

Globalworth Poland Real Estate N.V.

Contact details

Globalworth Poland Real Estate N.V. Claude Debussylaan 15, 1082 MC Amsterdam,The Netherlands

Knight Frank Sp. z o.o., 49 Mokotowska St., 00-542 Warszawa

Knight Frank

Summary Report	This Summary Report refers to the Valuation Report dated 31 January 2018 prepared on behalf of Helaba Landesbank Hessen-Thüringen and Deutsche Pfandbriefbank AG for loan security purposes.
The Property	Tryton Business House, 11 Jana z Kolna St, Gdańsk, Poland
Property Description	Tryton Business House is a three part office complex, completed in 2016. The buildings accommodate 24,016.10 sq m of lettable area. The tower and the two lower office buildings are connected with by a passage which makes it possible to move about the whole complex without leaving the buildings. There is one level of underground parking accommodating 145 parking lots and surface parking accommodating 117 parking lots. Additionally Projekt Echo -102 Sp. z o.o. has the right to use 464 parking lots in a separate parking building located on 5 Jana z Kolna St.
Tenure	According to the Perpetual Book No. GD1G/00061885/5 the plot of land No. 73 is owned freehold Projekt Echo - 102 Spółka z ograniczoną odpowiedzialnością headquartered in Kielce. According to the Perpetual Book No. GD1G/00174451/9 the plots of land No. 68/3, 66/1, 69/3 are owned freehold by Gdańsk Municipality and are held under perpetual usufruct by Projekt Echo - 102 Spółka z ograniczoną odpowiedzialnością headquartered in Kielce.
Ownership	We understand, that as at the valuation date Projekt Echo - 102 Spółka z ograniczoną odpowiedzialnością headquartered in Kielce was 100% controlled by Globalworth Poland Real Estate N.V.
Instructions	We refer to the instruction letter dated 16 November 2017, to provide a Valuation Report on Tryton located in Gdańsk, 11 Jana z Kolna St. and the Reliance Letter dated 20 April 2018.
Valuation Date	22 December 2017
Capacity of Valuer	We are acting as Independent Valuers, as defined in the Red Book (July 2017).
Purpose	The valuation has been prepared for loan security purposes for Helaba Landesbank Hessen-Thuringen and Deutsche Pfandbriefbank AG. On the basis of the Reliance Letter signed dated 20 April 2018 Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange.

We understand that our Summary Report is required for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. pursuant to a listing of new shares by Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange as a result of which the shares of Globalworth Poland Real Estate N.V. will be admitted to and traded on the main regulated market of the Warsaw Stock Exchange. We understand that the AFM (the Dutch Authority for the Financial Markets) is solely authorised to approve the Prospectus.

Market Value

EUR 56,350,000

(Fifty Six Million Three Hundred Fifty Thousand Euros)

The Market Value of the perpetual usufruct interest in the land and freehold interest in the building in its current physical condition, subject to the existing tenancies.

Report Format

Appendix 1 of this Summary Report provides the Property Details and Market Value.

Compliance with Valuation Standards

This valuation has been undertaken in accordance with the Royal Institution of Chartered Surveyors (RICS) Valuation – Professional Standards (July 2017). RICS considers that a valuation complying with the Red Book also complies with International Valuation Standards.

Assumptions

The property details on which the valuation is based are as set out in this Summary Report. We have made various assumptions as to tenure, letting, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below.

If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.

ESMA 130 (vi)

Not applicable: the Property is not currently owned by the Issuer.

Market Conditions

The value stated in this report represents our objective opinion of Market Value upon completion in accordance with the definition set out above as of the date of valuation. Amongst other things, this assumes that the property had been properly marketed and that exchange of contracts took place on this date.

Valuer

The Property has been valued by a valuer who is qualified for the purpose of the valuation in accordance with the RICS Valuation – Professional Standards (The Red Book – July 2017).

We are acting as Independent Valuers, as defined in the Red Book.

Independence

We have prepared a valuation report of the subject property in April 2014 and November 2016 for loan security purposes for other entities.

We confirm that we do not have any material interest in Globalworth Poland Real Estate N.V. or the Property.

We do not consider that any conflict of interest arises in us preparing this Valuation Report and Globalworth Poland Real Estate N.V. has confirmed to us that it also considers this to be the case.

Disclosure

The Valuation Report dated 31 January 2018 has been prepared on behalf of Helaba Landesbank Hessen-Thüringen and Deutsche Pfandbriefbank AG.

On the basis of the Reliance Letter signed dated 20 April 2018 Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange.

Responsibility

We are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case). The information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Valuation Report complies with the AFM and Warsaw stock exchange prospectus rules and Paragraphs 128 to 130 of the ESMA update of CESR'S recommendations for the consistent implementation the European Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive. Save for any responsibility arising under the above to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this Valuation Report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation, consenting to its inclusion in the Prospectus.

Reliance

This report is for the use only of the party to whom it is addressed for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents saves as set out in "Responsibility" above. No reliance may be placed upon the contents of this Valuation Report by any party for any purpose other than in connection with the Purpose of Valuation.

Disclosure & publication	Neither the whole nor any part of this valuation nor any reference thereto may be included in any other published document, circular or statement nor published in any way without our prior written approval of the form or context in which it may appear. If our opinion of values is disclosed to persons other than the addressee of this report, the basis of valuation should be stated.
Exchange rate	We have applied an average exchange rate of the last 5 years published by the National Bank of Poland: EUR 1 = PLN 4.22.

Signature

The Royal Institution of Chartered Surveyors
RICS
Grzegorz Chmielak
MRICS
Membership № 1152...

Grzegorz Chmielak, MRICS, Hyp Zert
RICS Registered Valuer
Polish Licensed Valuer No. 3064
Head of Valuation Department
Knight Frank Sp. z o.o.
For and on behalf of Knight Frank Sp. z o.o.

Katarzyna Wenerska
Polish Licensed Valuer No. 5326

SCOPE OF WORK & SOURCES OF INFORMATION

Sources of Information

In this report we have been provided with information by the Griffin Premium RE., its advisors and other third parties. We have relied upon this information as being materially correct in all aspects.

In particular, we detail the following:

- Extract and drawing from the Land Registry dated 23 August 2017;
- Decision regarding perpetual usufruct fees dated 9 February 2016;
- Notarial deed dated 30 September 2013;
- Notarial deed dated 29 September 2015;
- Decision of the President of the Gdańsk City No. WUAiOZ-I-6740.2801-5.2011/2012.4-KN.372538 dated 5 June Decision dated 3 June 2013;
- Decision of the President of the Gdańsk City No. WUAiOZ-I-6740.455-4.2013 .4-KN.74849 dated 3 June 2013;
- Decision of the President of the Gdańsk City No. WUAiOZ-I-6740.2680-4.2012/2013.4-KN.326581 dated 11 June 2013;
- Decision of the President of the Gdańsk City No. WUAiOZ-I-6740.11-4.2012/2013.4-KN.341862 dated 11 June 2013;
- Decision of the President of the Gdańsk City No. WUAiOZ-I-6740.455-6.2013.4-KN.320285 dated 28 November 2013;
- Decision of the President of the Gdańsk City No. WUAiOZ-I-6740.2680-7.2013/2014.4-KN.342141 dated 30 January 2014;
- Decision of the President of the Gdańsk City No. WUAiOZ-I-6740.11-6.2013/2014.4-KN.342127 dated 30 January 2014;
- Decision No. PINB-7114/46/2015/AK-03 dated 5 March 2016;
- Energy performance certificate;
- BREEAM certificate;
- Floor plans;
- Tenancy schedule dated 19 January 2018;
- Technical description of the multilevel car park dated September 2012;
- Technical description of the building dated 19 December 2013;

- Property tax declaration for 2017;
- Insurance policy type 9802 No.000034929;
- Insurance policy No. 1301/057950;
- Handover protocols;
- Lease agreements;
- Rental guarantee agreement dated 12 December 2016 with annexes 1-3;
- Rental guarantee agreements dated 22 December 2017;
- Legal Due diligence report dated 15 December 2017 prepared by Kochański Zięba i Partnerzy;
- Technical DD report prepared by CMT Construction Management Team, October 2017.

The property

Our Summary Report contains a brief summary of the property details on which our valuation has been based.

Inspection

We inspected the Property on 20 November 2017.

Scope of inspection

As stated in the General Terms of Business attached to the Valuation Report, we have not undertaken a building or site survey of the property.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

We have not undertaken a measured survey.

Legal Title

In our valuation, we have assumed a good and marketable title and that all documentation is satisfactorily drawn.

Repair and conditions

We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the property. We are unable, therefore, to give any assurance that the Property is free from defect.

We have undertaken only limited inspections of the property for valuation purposes and have relied solely on the information provided by the property manager.

Ground conditions

We have not been provided with a copy of a ground condition report for the site. We have assumed that there are no adverse ground or soil conditions and that the load bearing qualities of the site are sufficient to support the building constructed.

Contamination

As stated in the General Terms of Business attached to the Valuation Report, investigations into environmental matters would usually be commissioned from suitably qualified environmental specialists. Knight Frank Sp. z o.o. is not qualified to undertake scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination.

Where appropriate use one of the following:

A Subject to the above, while carrying out our valuation inspection, we have not been made aware of any uses conducted at the subject property that would give cause for concern as to possible environmental contamination. Our valuation is provided on the assumption that the property is unaffected.

Sustainability

The issue of sustainability is becoming increasingly important to participants in the property market. There is a general expectation that buildings that minimise environmental impact through all parts of the building life cycle and focus on improved health for their occupiers may retain value over a longer term than those that do not.

From a value perspective, sustainability is likely to be a long term issue and its relative importance will change over time. Our valuation provides our opinion of value at the valuation date based on market related factors at that date.

Planning

We have made informal enquiries of the local Municipality Office, the planning authority for the subject property, by their website. These enquiries should not be taken as personal searches and information on the relevant website is assumed to be both accurate and up to date. For a formal planning enquiry to be made, the Local Authority will require written representation which has not been possible as part of our Valuation Report.

GENERAL VALUATION ASSUMPTIONS

Introduction

Our valuation is necessarily based on a number of assumptions which have been drawn to your attention in our General Terms of Business, Terms of Engagement Letter attached to our Valuation Report and within this Summary Report.

Market Value

Market Value is defined within RICS Valuation - Professional Standards as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Disposal costs and liabilities

No allowance is made in our Valuation for expenses of realisation or for taxation which may arise in the event of a disposal and our Valuation is expressed as exclusive of any VAT that may become chargeable. Properties are valued disregarding any mortgages or other charges.

Market Rent

The basis of valuation for our opinion of rental value is Market Rent. This is defined in RICS Valuation - Professional Standards as:

"The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Building areas and age

For the purpose of our valuation, we have adopted the rentable areas of the property in accordance with the information provided by the Client in the tenancy schedule.

Where so instructed, areas provided from a quoted source will be relied upon. Any dimensions and areas measured on location or from plan are calculated in accordance with or by reference to the current RICS Code of Measuring Practice and are quoted to a reasonable approximation, with reference to their source. Where the age of the building is estimated, this is for guidance only.

Ground conditions

Unless informed otherwise in writing, we assume there to be no adverse ground or soil conditions and that the load bearing qualities of the sites of each property are sufficient to support the building constructed or to be constructed thereon.

Environmental issues

Investigations into environmental matters by suitably qualified environmental specialists would usually be commissioned by most responsible purchasers or chargees of higher value properties or where there was any reason to suspect contamination or a potential future liability (whether following review of the environmental searches which should always be carried out by any purchaser/chargee or their legal advisors, or for other reasons). Furthermore, such investigation would be pursued to the point at which any inherent risk was identified and quantified before a purchase proceeded. Where we are provided with the conclusive results of such investigations, on which we are instructed to rely, these will be reflected in our Valuations with reference to the source and nature of the enquiries. We would endeavour to point out any obvious indications or occurrences known to us of harmful contamination encountered during the course of our valuation enquiries.

However, we are not environmental specialists and therefore we do not carry out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination or any other environmental searches. If we are not provided with the results of appropriate investigations as outlined above and where there is no obvious indication of harmful contamination, our Valuation will be provided on the assumption that the relevant property is unaffected. Where we are informed that contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the Valuation will be qualified by reference to appropriate sections of the Red Book.

Structural condition

Building, structural and ground condition surveys are detailed investigations of the building, the structure, technical services and ground and soil conditions undertaken by specialist building surveyors or engineers and fall outside the normal remit of a valuation. Since we will not have carried out any of these investigations (except where we separately agree in writing and are instructed to do so), we are unable to report that any property is free of any structural fault, rot, infestation or defects of any other nature, including inherent weaknesses due to the use in construction of deleterious materials.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

Planning, highway and other statutory regulations

Enquiries of the relevant Planning and Highways Authorities in respect of matters affecting properties, where considered appropriate, are normally only obtained verbally or from a Local Authority web site, and this information is given to us, and accepted by us, on the basis that it should not be relied upon. Written enquiries can take several weeks for a response and incur charges. We recommend that formal written enquiries should be undertaken by your solicitors who should also confirm the position with regard to any legal matters referred to in our Valuations.

Land Register inspection and searches

We are not required to undertake searches or inspections of any kind (including web based searches) for title or price paid information in any publicly available land registers, including the Land and Mortgage Registries in Poland.

Title and burdens	We will assume, unless specifically informed and stated otherwise, that each property has good and marketable title and that all documentation is satisfactorily drawn and that there are no unusual outgoings, planning proposals, onerous restrictions or local authority intentions which affect the property, nor any material litigation pending.
Sources of information	We rely upon the information provided to us, by the sources listed, as to details of tenure and tenancies, planning consents and other relevant matters, as summarised in our Valuations. We assume that this information is complete and correct.

Knight Frank

Appendix A: Property Details

Property Details: Property to be held for Investment

Property	Description, Age and Tenure	Tenancy	Passing Rent € Per Annum	Market Rent € per Annum	Market Value €
Tryton Business House 11 Jana z Kolna St. Gdańsk, Poland	The Trytron Business House office complex comprises 24,016.10 sq m of leasable area as well as 262 parking spaces. Additional 465 parking lots are located in a separate parking building located in close proximity to the subject property. The tower of 11 storeys and the two lower office buildings of 6 storeys are connected by a passage which makes it possible to move about the whole complex without leaving the buildings. The property is held under the perpetual usufruct. Gdańsk is a city in northern Poland and the capital of the Pomorskie Voivodeship. The city is located on the Baltic coast, on the southern edge of Gdańsk Bay, approximately 370 km to the north-west from Warsaw. Gdańsk covers the area of 262 sq km. Gdańsk with the city of Gdynia, Sopot and suburban communities form the metropolitan area are called Tricity. Gdańsk is inhabited by 464,293 people. It has an unemployment rate of 3.3%. The average monthly salary is PLN 5,118 which is higher by approximately PLN 843 than the average for the Pomorskie Voivodeship. The property is surrounded by commercial and residential buildings. The property is located in the central part of Gdańsk, in the Śródmieście district, on Jana z Kolna St., to the south from the Martwa Wisła (Dead Vistula) river, approximately 1.5 km to the north from the city centre and the Old Town. The property benefits from good accessibility and visibility.	The property was 88.3% let with the remaining 11.7% covered with Rental Guarantee agreement. The main tenants are: Intel Technology Poland, Ciklum, Kainos Software Poland and mBank.	3,824,252	3,799,895	56,350,000

Summary Report

dated 28 June 2018

West Gate office building
12 Lotnicza St., Wrocław

Prepared on behalf of

Globalworth Poland Real Estate N.V.

Contact details

Globalworth Poland Real Estate N.V. Claude Debussylaan 15, 1082 MC Amsterdam,The Netherlands

Knight Frank Sp. z o.o., 49 Mokotowska St., 00-542 Warszawa

Summary Report	This Summary Report refers to the Valuation Report dated 29 January 2018 prepared on behalf of Helaba Landesbank Hessen-Thüringen and Deutsche Pfandbriefbank AG for loan security purposes.
The Property	West Gate office building, 12 Lotnicza St, Wrocław, Poland
Property Description	West Gate office building provides 16,630.53 sq m of rentable area, 291 underground and 29 surface parking spaces. The office building comprises 8 levels including 6 overground commercial / offices storeys and two levels of underground car park. The building accommodates commercial units on the ground floor and offices on the remaining levels.
Tenure	According to the Perpetual Book No. WR1K/00135530/9 the subject property is owned freehold by the Municipality of Wrocław and held under perpetual usufruct by Echo – West Gate Spółka z ograniczoną odpowiedzialnością – spółka komandytowa headquartered in Kielce.
Ownership	As at the valuation date, the Property was not controlled by Globalworth Poland Real Estate N.V. We understand that Globalworth Poland Real Estate N.V. entered into a preliminary purchase agreement to acquire the Property.
Instructions	We refer to the instruction letter dated 16 November 2017, to provide a Valuation Report on West Gate located in Wrocław, 12 Lotnicza St. and the Reliance Letter dated 20 April 2018.
Valuation Date	22 November 2017
Capacity of Valuer	We are acting as Independent Valuers, as defined in the Red Book (July 2017).
Purpose	The valuation has been prepared for loan security purposes for Helaba Landesbank Hessen-Thuringen and Deutsche Pfandbriefbank AG. On the basis of the Reliance Letter signed dated 20 April 2018 Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange. We understand that our Summary Report is required for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. pursuant to a listing of new shares by Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange as a result of which the shares of Globalworth Poland Real Estate N.V. will be admitted to and traded on the main regulated market of the Warsaw Stock Exchange. We understand that the AFM (the Dutch

	Authority for the Financial Markets) is solely authorised to approve the Prospectus.
Market Value	**EUR 41,900,000**
	(Forty One Million Nine Hundred Thousand Euros)
	The Market Value of the perpetual usufruct interest in the land and freehold interest in the building in its current physical condition, subject to the existing tenancies.
Report Format	Appendix 1 of this Summary Report provides the Property Details and Market Value.
Compliance with Valuation Standards	This valuation has been undertaken in accordance with the Royal Institution of Chartered Surveyors (RICS) Valuation – Professional Standards (July 2017). RICS considers that a valuation complying with the Red Book also complies with International Valuation Standards.
Assumptions	The property details on which the valuation is based are as set out in this Summary Report. We have made various assumptions as to tenure, letting, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below.
	If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.
ESMA 130 (vi)	Not applicable: the Property is not currently owned by the Issuer.
Market Conditions	The value stated in this report represents our objective opinion of Market Value upon completion in accordance with the definition set out above as of the date of valuation. Amongst other things, this assumes that the property had been properly marketed and that exchange of contracts took place on this date.
Valuer	The Property has been valued by a valuer who is qualified for the purpose of the valuation in accordance with the RICS Valuation – Professional Standards (The Red Book – June 2017).
	We are acting as Independent Valuers, as defined in the Red Book.
Independence	We have prepared a valuation report of the subject property in November 2015, 2016 and 2017 for loan security purpose for other entities.
	We confirm that we do not have any material interest in Globalworth Poland Real Estate N.V. or the Property.

We do not consider that any conflict of interest arises in us preparing this Valuation Report and Globalworth Poland Real Estate N.V. has confirmed to us that it also considers this to be the case.

Disclosure

The Valuation Report dated 29 January 2018 has been prepared on behalf of Helaba Landesbank Hessen-Thüringen and Deutsche Pfandbriefbank AG.

On the basis of the Reliance Letter signed dated 20 April 2018 Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange.

Responsibility

We are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case). The information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Valuation Report complies with the AFM and Warsaw stock exchange prospectus rules and Paragraphs 128 to 130 of the ESMA update of CESR'S recommendations for the consistent implementation the European Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive. Save for any responsibility arising under the above to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this Valuation Report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation, consenting to its inclusion in the Prospectus.

Reliance

This report is for the use only of the party to whom it is addressed for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents saves as set out in "Responsibility" above. No reliance may be placed upon the contents of this Valuation Report by any party for any purpose other than in connection with the Purpose of Valuation.

Disclosure & publication

Neither the whole nor any part of this valuation nor any reference thereto may be included in any other published document, circular or statement nor published in any way without our prior written approval of the form or context in which it may appear. If our opinion of values is disclosed to persons other than the addressee of this report, the basis of valuation should be stated.

Knight Frank

Exchange rate	We have applied an average exchange rate of the last 5 years published by the National Bank of Poland: EUR 1 = PLN 4.22.

Signature

The Royal Institution of Chartered Surveyors
RICS
Grzegorz Chmielak
MRICS

Grzegorz Chmielak, MRICS, Hyp Zert
RICS Registered Valuer
Polish Licensed Valuer No. 3064
Head of Valuation Department
Knight Frank Sp. z o.o.
For and on behalf of Knight Frank Sp. z o.o.

Karolina Sabatowska-Gomułka MRICS
RICS Registered Valuer
Polish Licensed Valuer No. 4251

SCOPE OF WORK & SOURCES OF INFORMATION

Sources of Information

In this report we have been provided with information by the Griffin Premium RE., its advisors and other third parties. We have relied upon this information as being materially correct in all aspects.

In particular, we detail the following:

- Extracts from the Land and Building Registers dated 26 September 2017;
- Copy of property tax declaration for 2017;
- Information of ground rent fees;
- Extract from the Local Master Plan;
- Copies of building and occupational permits;
- Copy of Insurance Policy;
- Tenancy schedule dated 19 January 2018;
- Technical report dated October 2017 prepared by cmT Sp. z o.o.;
- Legal Due Diligence Report dated 15 December 2017 prepared by Kochański Zięba Rapala & Partners.

The property

Our Summary Report contains a brief summary of the property details on which our valuation has been based.

Inspection

We inspected the Property on 22 November 2017.

Scope of inspection

As stated in the General Terms of Business attached to the Valuation Report, we have not undertaken a building or site survey of the property.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

We have not undertaken a measured survey.

Legal Title

In our valuation, we have assumed a good and marketable title and that all documentation is satisfactorily drawn.

Repair and conditions

We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the property. We are unable, therefore, to give any assurance that the Property is free from defect.

We have undertaken only limited inspections of the property for valuation purposes and have relied solely on the information provided by the property manager.

Ground conditions

We have not been provided with a copy of a ground condition report for the site. We have assumed that there are no adverse ground or soil conditions and that the load bearing qualities of the site are sufficient to support the building constructed.

Contamination

As stated in the General Terms of Business attached to the Valuation Report, investigations into environmental matters would usually be commissioned from suitably qualified environmental specialists. Knight Frank Sp. z o.o. is not qualified to undertake scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination.

Where appropriate use one of the following:

A Subject to the above, while carrying out our valuation inspection, we have not been made aware of any uses conducted at the subject property that would give cause for concern as to possible environmental contamination. Our valuation is provided on the assumption that the property is unaffected.

Sustainability

The issue of sustainability is becoming increasingly important to participants in the property market. There is a general expectation that buildings that minimise environmental impact through all parts of the building life cycle and focus on improved health for their occupiers may retain value over a longer term than those that do not.

From a value perspective, sustainability is likely to be a long term issue and its relative importance will change over time. Our valuation provides our opinion of value at the valuation date based on market related factors at that date.

Planning

We have made informal enquiries of the local Municipality Office, the planning authority for the subject property, by their website. These enquiries should not be taken as personal searches and information on the relevant website is assumed to be both accurate and up to date. For a formal planning enquiry to be made, the Local Authority will require written representation which has not been possible as part of our Valuation Report.

GENERAL VALUATION ASSUMPTIONS

Introduction

Our valuation is necessarily based on a number of assumptions which have been drawn to your attention in our General Terms of Business, Terms of Engagement Letter attached to our Valuation Report and within this Summary Report.

Market Value	Market Value is defined within RICS Valuation - Professional Standards as: "The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."
Disposal costs and liabilities	No allowance is made in our Valuation for expenses of realisation or for taxation which may arise in the event of a disposal and our Valuation is expressed as exclusive of any VAT that may become chargeable. Properties are valued disregarding any mortgages or other charges.
Market Rent	The basis of valuation for our opinion of rental value is Market Rent. This is defined in RICS Valuation - Professional Standards as: "The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".
Building areas and age	For the purpose of our valuation, we have adopted the rentable areas of the property in accordance with the information provided by the Client in the tenancy schedule. Where so instructed, areas provided from a quoted source will be relied upon. Any dimensions and areas measured on location or from plan are calculated in accordance with or by reference to the current RICS Code of Measuring Practice and are quoted to a reasonable approximation, with reference to their source. Where the age of the building is estimated, this is for guidance only.
Ground conditions	Unless informed otherwise in writing, we assume there to be no adverse ground or soil conditions and that the load bearing qualities of the sites of each property are sufficient to support the building constructed or to be constructed thereon.
Environmental issues	Investigations into environmental matters by suitably qualified environmental specialists would usually be commissioned by most responsible purchasers or chargees of higher value properties or where there was any reason to suspect contamination or a potential future liability (whether following review of the environmental searches which should always be carried out by any purchaser/chargee or their legal advisors, or for other reasons). Furthermore, such investigation would be pursued to the point at

which any inherent risk was identified and quantified before a purchase proceeded. Where we are provided with the conclusive results of such investigations, on which we are instructed to rely, these will be reflected in our Valuations with reference to the source and nature of the enquiries. We would endeavour to point out any obvious indications or occurrences known to us of harmful contamination encountered during the course of our valuation enquiries.

However, we are not environmental specialists and therefore we do not carry out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination or any other environmental searches. If we are not provided with the results of appropriate investigations as outlined above and where there is no obvious indication of harmful contamination, our Valuation will be provided on the assumption that the relevant property is unaffected. Where we are informed that contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the Valuation will be qualified by reference to appropriate sections of the Red Book.

Structural condition

Building, structural and ground condition surveys are detailed investigations of the building, the structure, technical services and ground and soil conditions undertaken by specialist building surveyors or engineers and fall outside the normal remit of a valuation. Since we will not have carried out any of these investigations (except where we separately agree in writing and are instructed to do so), we are unable to report that any property is free of any structural fault, rot, infestation or defects of any other nature, including inherent weaknesses due to the use in construction of deleterious materials.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

Planning, highway and other statutory regulations

Enquiries of the relevant Planning and Highways Authorities in respect of matters affecting properties, where considered appropriate, are normally only obtained verbally or from a Local Authority web site, and this information is given to us, and accepted by us, on the basis that it should not be relied upon. Written enquiries can take several weeks for a response and incur charges. We recommend that formal written enquiries should be undertaken by your solicitors who should also confirm the position with regard to any legal matters referred to in our Valuations.

Land Register inspection and searches	We are not required to undertake searches or inspections of any kind (including web based searches) for title or price paid information in any publicly available land registers, including the Land and Mortgage Registries in Poland.
Title and burdens	We will assume, unless specifically informed and stated otherwise, that each property has good and marketable title and that all documentation is satisfactorily drawn and that there are no unusual outgoings, planning proposals, onerous restrictions or local authority intentions which affect the property, nor any material litigation pending.
Sources of information	We rely upon the information provided to us, by the sources listed, as to details of tenure and tenancies, planning consents and other relevant matters, as summarised in our Valuations. We assume that this information is complete and correct.

Appendix A: Property Details

Property Details: Property to be held for Investment

Property	Description, Age and Tenure	Tenancy	Net Passing Rent € Per Annum (Rounded '000)	Market Rent € per Annum (Rounded '000)	Market Value €
West Gate office building 12 Lotnicza St., Wroclaw, Poland	West Gate office building provides 16,630.53 sq m of rentable area, 291 underground and 29 surface parking spaces. The office building comprises 8 levels including 6 overground commercial / offices storeys and two levels of underground car park. The building accommodates commercial units on the ground floor and offices on the remaining levels. The subject property is held under the perpetual usufruct. Wroclaw, the capital city of the Lower Silesia province, is located in south-western Poland at the Odra River. The city is an important administrative, scientific and economic centre of the region. Due to the impressive cultural resources, Wroclaw is one of the major tourist destinations in Poland. The city covers an area of approx. 293 sq km. Wroclaw is inhabited by 638,400 people. It has an unemployment rate of 2.4%. The average monthly salary is PLN 4,774 and it is above the national average (PLN 4,434). The property is surrounded by commercial and residential buildings. It is situated at the intersection of major arteries in the western part of the city – Legnicka/Lotnicza St. and Na Ostatnim Groszu/Milenijna St. Legnicka and Lotnicza St. are an exit road in the Zielona Góra direction (part of national road No. 94). The property benefits from good accessibility and visibility.	The subject property was 99,4% let to 6 tenants – Nokia Solutions and Networks Sp. z o.o., Deichmann Obuwie Sp. z o.o. , Centrum Medyczne Enel-Med S.A., Aviva Sp. z o.o., K&D Foods Sp. z o.o. and RBPL Jerzy Łabaj (Expander).	2,886,648	2,893,764	41,900,000

Summary Report

dated 28 June 2018

West Link Business House
2 Szybowcowa St.
Wrocław

Prepared on behalf of

Globalworth Poland Real Estate N.V.

Contact details

Globalworth Poland Real Estate N.V. Claude Debussylaan 15, 1082 MC Amsterdam,The Netherlands

Knight Frank Sp. z o.o., 49 Mokotowska St., 00-542 Warszawa

Summary Report	This Summary Report refers to the Valuation Report dated 29 January 2018 prepared on behalf of Helaba Landesbank Hessen-Thüringen and Deutsche Pfandbriefbank AG for loan security purposes.
The Property	West Link office building, 2 Szybowcowa St, Wrocław, Poland
Property Description	West Link is a modern class A office building of 14,389.63 sq m space arranged over ground and 5 upper floors, surrounded by surface car park with 18 parking spaces along with 248 parking spaces in the underground parking garage. The building was under construction as at the valuation date.
Tenure	According to the Perpetual Book No. WR1K/00097383/4 the subject property is owned freehold by West Gate II - Projekt Echo – 114 Spółka z ograniczoną odpowiedzialnością Spółka komandytowa headquartered in Kielce.
Ownership	As at the valuation date, the Property was not owned by Globalworth Poland Real Estate N.V. We understand that Globalworth Poland Real Estate N.V. entered into a preliminary forward purchase agreement to acquire the Property on completion.
Instructions	We refer to the instruction letter dated 16 November 2017, to provide a Valuation Report on West Link located in Wrocław, 2 Szybowcowa St. and the Reliance Letter dated 20 April 2018.
Valuation Date	22 November 2017
Capacity of Valuer	We are acting as Independent Valuers, as defined in the Red Book (July 2017).
Purpose	The valuation has been prepared for loan security purposes for Helaba Landesbank Hessen-Thuringen and Deutsche Pfandbriefbank AG. On the basis of the Reliance Letter signed dated 20 April 2018 Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange. We understand that our Summary Report is required for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. pursuant to a listing of new shares by Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange as a result of which the shares of Globalworth Poland Real Estate N.V. will be admitted to and traded on the main regulated market of the Warsaw Stock Exchange. We understand that the AFM (the Dutch

Knight Frank

	Authority for the Financial Markets) is solely authorised to approve the Prospectus.
Market Value under Special Assumptions	**EUR 36,410,000** **(Thirty Six Million Four Hundred and Ten Thousand Euros)**
Special Assumption	In accordance with our instructions we have reported the Market Value under the following Special Assumption that the proposed development is completed as of the valuation date.
Report Format	Appendix 1 of this Summary Report provides the Property Details and Market Value upon completion under Special Assumptions.
Compliance with Valuation Standards	This valuation has been undertaken in accordance with the Royal Institution of Chartered Surveyors (RICS) Valuation – Professional Standards (July 2017). RICS considers that a valuation complying with the Red Book also complies with International Valuation Standards.
Assumptions	The property details on which the valuation is based are as set out in this Summary Report. We have made various assumptions as to tenure, letting, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below. If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.
Variation from Standard Assumptions	None apart from the Special Assumptions detailed above.
ESMA 130 (vi)	Not applicable: the Property is not currently owned by the Issuer.
Development Property	The property West Link office building is currently under construction. The building will provide 14,389.63 sq m of total rentable area, 248 underground and 18 surface parking spaces. The completion was scheduled for April 2018. In accordance with our instructions we have reported the Market Value under Special Assumptions: that as at the valuation date the building has been completed, the Property is fully-let and fully income producing, there are no outstanding incentives to tenants in respect of the current leases and no outstanding capital expenditure to be covered by the landlord. We have valued the property by the investment method. It should be noted that our valuation under Special Assumptions is as at the valuation date stated above. Factors including but not limited to future amendments to the building design and specification,

construction delays affecting the tenancies and market movement may impact on the Market Value of the Property on completion.

Market Conditions	The value stated in this report represents our objective opinion of Market Value upon completion in accordance with the definition set out above as of the date of valuation. Amongst other things, this assumes that the property had been properly marketed and that exchange of contracts took place on this date.
Valuer	The Property has been valued by a valuer who is qualified for the purpose of the valuation in accordance with the RICS Valuation – Professional Standards (The Red Book – June 2017). We are acting as Independent Valuers, as defined in the Red Book.
Independence	We have prepared a valuation report of the subject property in February 2017 and November 2017 for loan security purpose for other entities. We confirm that we do not have any material interest in Globalworth Poland Real Estate N.V. or the Property. We do not consider that any conflict of interest arises in us preparing this Valuation Report and Globalworth Poland Real Estate N.V. has confirmed to us that it also considers this to be the case.
Disclosure	The Valuation Report dated 29 January 2018 has been prepared on behalf of Helaba Landesbank Hessen-Thüringen and Deutsche Pfandbriefbank AG. On the basis of the Reliance Letter signed dated 20 April 2018 Globalworth Poland Real Estate N.V. may rely on the Summary Report for the purpose of the listing of the new shares on the Warsaw Stock Exchange.
Responsibility	We are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case). The information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Valuation Report complies with the AFM and Warsaw stock exchange prospectus rules and Paragraphs 128 to 130 of the ESMA update of CESR'S recommendations for the consistent implementation the European Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive. Save for any responsibility arising under the above to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result

of, arising out of, or in accordance with this Valuation Report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation, consenting to its inclusion in the Prospectus.

Reliance

This report is for the use only of the party to whom it is addressed for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents saves as set out in "Responsibility" above. No reliance may be placed upon the contents of this Valuation Report by any party for any purpose other than in connection with the Purpose of Valuation.

Disclosure & publication

Neither the whole nor any part of this valuation nor any reference thereto may be included in any other published document, circular or statement nor published in any way without our prior written approval of the form or context in which it may appear. If our opinion of values is disclosed to persons other than the addressee of this report, the basis of valuation should be stated.

Exchange rate

We have applied an average exchange rate of the last 5 years published by the National Bank of Poland: EUR 1 = PLN 4.22.

Signature

The Royal Institution of Chartered Surveyors
RICS
Grzegorz Chmielak
MRICS
Membership N° 1150...

Grzegorz Chmielak, MRICS, Hyp Zert
RICS Registered Valuer
Polish Licensed Valuer No. 3064
Head of Valuation Department
Knight Frank Sp. z o.o.
For and on behalf of Knight Frank Sp. z o.o.

Karolina Sabatowska-Gomułka MRICS
RICS Registered Valuer
Polish Licensed Valuer No. 4251

SCOPE OF WORK & SOURCES OF INFORMATION

Sources of Information

In this report we have been provided with information by the Griffin Premium RE., its advisors and other third parties. We have relied upon this information as being materially correct in all aspects.

In particular, we detail the following:

- Extract and drawing from the Land Register dated 8 February 2017;
- Copy of decision No. 2088/2016 dated 9 May 2016 for the construction of an exhibition building with an office part and accompanying construction equipment;
- Copy of decision No. 6228/2016 dated 18 November 2016 amending decision No. 2088/2016 dated 9 May 2016;
- Copy of the property tax declaration for 2017;
- Lease agreement with Nokia Solutions and Networks Sp. z o.o. dated 29 August 2016;
- Annex No. 1 dated 17 November 2016 to the above mentioned lease agreement;
- Annex No. 2 dated 18 January 2017 to the above mentioned lease agreement;
- Executive design prepared by Arcad Sp. z o.o. Spółka Komandytowa dated 30 January 2017;
- Tenancy schedule dated 30 September 2017;
- Legal Due Diligence Report dated 4 June 2017 prepared by Weil, Gotshal & Manges.

The property

Our Summary Report contains a brief summary of the property details on which our valuation has been based.

Inspection

We inspected the Property on 22 November 2017.

Scope of inspection

As stated in the General Terms of Business attached to the Valuation Report, we have not undertaken a building or site survey of the property.

During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.

We have not undertaken a measured survey.

Legal Title

In our valuation, we have assumed a good and marketable title and that all documentation is satisfactorily drawn.

Repair and conditions

We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the property. We are unable, therefore, to give any assurance that the Property is free from defect.

We have undertaken only limited inspections of the property for valuation purposes and have relied solely on the information provided by the property manager.

Ground conditions

We have not been provided with a copy of a ground condition report for the site. We have assumed that there are no adverse ground or soil conditions and that the load bearing qualities of the site are sufficient to support the building constructed.

Contamination

As stated in the General Terms of Business attached to the Valuation Report, investigations into environmental matters would usually be commissioned from suitably qualified environmental specialists. Knight Frank Sp. z o.o. is not qualified to undertake scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination.

Where appropriate use one of the following:

A Subject to the above, while carrying out our valuation inspection, we have not been made aware of any uses conducted at the subject property that would give cause for concern as to possible environmental contamination. Our valuation is provided on the assumption that the property is unaffected.

Sustainability

The issue of sustainability is becoming increasingly important to participants in the property market. There is a general expectation that buildings that minimise environmental impact through all parts of the building life cycle and focus on improved health for their occupiers may retain value over a longer term than those that do not.

From a value perspective, sustainability is likely to be a long term issue and its relative importance will change over time. Our valuation provides our opinion of value at the valuation date based on market related factors at that date.

Knight Frank

Planning

We have made informal enquiries of the local Municipality Office, the planning authority for the subject property, by their website. These enquiries should not be taken as personal searches and information on the relevant website is assumed to be both accurate and up to date. For a formal planning enquiry to be made, the Local Authority will require written representation which has not been possible as part of our Valuation Report.

GENERAL VALUATION ASSUMPTIONS

Introduction

Our valuation is necessarily based on a number of assumptions which have been drawn to your attention in our General Terms of Business, Terms of Engagement Letter attached to our Valuation Report and within this Summary Report.

Market Value

Market Value is defined within RICS Valuation - Professional Standards as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Disposal costs and liabilities

No allowance is made in our Valuation for expenses of realisation or for taxation which may arise in the event of a disposal and our Valuation is expressed as exclusive of any VAT that may become chargeable. Properties are valued disregarding any mortgages or other charges.

Market Rent

The basis of valuation for our opinion of rental value is Market Rent. This is defined in RICS Valuation - Professional Standards as:

"The estimated amount for which an interest in real property should be leased on the valuation date between a willing lessor and a willing lessee on appropriate lease terms in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Building areas and age

For the purpose of our valuation, we have adopted the rentable areas of the property in accordance with the information provided by the Client in the tenancy schedule.

Where so instructed, areas provided from a quoted source will be relied upon. Any dimensions and areas measured on location or from plan are calculated in accordance with or by reference to the current RICS Code of Measuring Practice and are quoted to a reasonable approximation, with reference to their source. Where the age of the building is estimated, this is for guidance only.

Ground conditions

Unless informed otherwise in writing, we assume there to be no adverse ground or soil conditions and that the load bearing qualities of the sites of each property are sufficient to support the building constructed or to be constructed thereon.

Environmental issues

Investigations into environmental matters by suitably qualified environmental specialists would usually be commissioned by most responsible purchasers or chargees of higher value properties or where there was any reason to suspect contamination or a potential future liability (whether following review of the environmental searches which should always be carried out by any purchaser/chargee or their legal advisors, or for other reasons). Furthermore, such investigation would be pursued to the point at which any inherent risk was identified and quantified before a purchase proceeded. Where we are provided with the conclusive results of such investigations, on which we are instructed to rely, these will be reflected in our Valuations with reference to the source and nature of the enquiries. We would endeavour to point out any obvious indications or occurrences known to us of harmful contamination encountered during the course of our valuation enquiries.

However, we are not environmental specialists and therefore we do not carry out any scientific investigations of sites or buildings to establish the existence or otherwise of any environmental contamination, nor do we undertake searches of public archives to seek evidence of past activities which might identify potential for contamination or any other environmental searches. If we are not provided with the results of appropriate investigations as outlined above and where there is no obvious indication of harmful contamination, our Valuation will be provided on the assumption that the relevant property is unaffected. Where we are informed that contamination is suspected or confirmed, but adequate investigation has not been carried out and made available to us, then the Valuation will be qualified by reference to appropriate sections of the Red Book.

Structural condition

Building, structural and ground condition surveys are detailed investigations of the building, the structure, technical services and ground and soil conditions undertaken by specialist building surveyors or engineers and fall outside the normal remit of a valuation. Since we will not have carried out any of these investigations (except where we separately agree in writing and are instructed to do so), we are unable to report that any property is free of any structural fault, rot, infestation or defects of any other nature, including inherent weaknesses due to the use in construction of deleterious materials.

	During our limited inspection we did not inspect any inaccessible areas. We are unable to confirm whether the property is free from urgent or significant defects or items of disrepair.
Planning, highway and other statutory regulations	Enquiries of the relevant Planning and Highways Authorities in respect of matters affecting properties, where considered appropriate, are normally only obtained verbally or from a Local Authority web site, and this information is given to us, and accepted by us, on the basis that it should not be relied upon. Written enquiries can take several weeks for a response and incur charges. We recommend that formal written enquiries should be undertaken by your solicitors who should also confirm the position with regard to any legal matters referred to in our Valuations.
Land Register inspection and searches	We are not required to undertake searches or inspections of any kind (including web based searches) for title or price paid information in any publicly available land registers, including the Land and Mortgage Registries in Poland.
Title and burdens	We will assume, unless specifically informed and stated otherwise, that each property has good and marketable title and that all documentation is satisfactorily drawn and that there are no unusual outgoings, planning proposals, onerous restrictions or local authority intentions which affect the property, nor any material litigation pending.
Sources of information	We rely upon the information provided to us, by the sources listed, as to details of tenure and tenancies, planning consents and other relevant matters, as summarised in our Valuations. We assume that this information is complete and correct.

Appendix A: Property Details
Property Details: Property to be held for Investment

Property	Description, Age and Tenure	Tenancy	Passing Rent under Special Assumption € Per Annum	Market Rent € per Annum	Market Value under Special Assumption €
West Link office building, 2 Szybowcowa St, Wrocław, Poland	West Link is a modern class A office building of 14,389.63 sq m arranged over ground and 5 upper floors, surrounded by surface car park with 18 parking spaces along with 248 parking spaces in the underground parking garage. The building was under construction as at the valuation date. The property is owned freehold. Wrocław, the capital city of the Lower Silesia province, is located in south-western Poland at the Odra River. The city is an important administrative, scientific and economic centre of the region. Due to the impressive cultural resources, Wrocław is one of the major tourist destinations in Poland. The city covers an area of approx. 293 sq km. Wrocław is inhabited by 638,400 people. It has an unemployment rate of 2.4%. The average monthly salary is PLN 4,774 and it is above the national average (PLN 4,434). The property is surrounded by commercial and residential buildings. It is situated at the intersection of major arteries in the western part of the city – Legnicka/Lotnicza St. and Na Ostatnim Groszu/Milenijna St. Legnicka and Lotnicza St. are an exit road in the Zielona Góra direction (part of national road No. 94). The property benefits from good accessibility and visibility.	As of the valuation date the lease agreements have been concluded with three tenants - Nokia Solutions&Networks Sp. z o.o., Hilti and Centrum Rozwoju Dziecka. 327 sq m of vacant retail area is covered by Master Lease Agreement. The subject property is 97.7% leased.	2,289,672	2,494,986	36,410,000

SUMMARY REPORT

9 properties located in the following cities in Poland:
Katowice, Krakow, Lodz, Warsaw, Wroclaw

Prepared for:
Globalworth Poland Real Estate N.V.
Bank Zachodni WBK S.A.

Valuation Date: 31 December 2017

CBRE

CBRE Polska Sp. z o.o.

Rondo ONZ 1
00-124 Warsaw
Poland

Switchboard +48 22 5448000
Fax + 48 22 5448001

Report Date	2 August 2018
Addressee	Globalworth Poland Real Estate N.V. Claude Debussylaan 15 1082 MC Amsterdam; The Netherlands FAO: Artur Apostoł and Rafał Pomorski And Bank Zachodni WBK S.A. Rynek 9/11 50-950 Wrocław in their capacity as Listing Agent
The Properties	The properties as listed in the Schedule of Properties set out in Appendix A below.
Property Description	Office buildings and mixed-use properties as detailed in Appendix B below.
Ownership Purpose	Investment.
Instruction	To value the unencumbered Freehold-Equivalent / Perpetual Usufruct interests in the Properties on the basis of Fair Value as at the Valuation Date in accordance with the terms of engagement entered into between CBRE and the addressees dated 20 April 2018.
Valuation Date	31 December 2017
Capacity of Valuer	External, as defined by the RICS Valuation - Global Standards 2017.
Purpose	The Valuation has been prepared for a Regulated Purpose as

defined in the RICS Valuation – Global Standards 2017 ("Red Book"). We understand that our valuation report and the Appendices to it (together the "Valuation Report") is required for inclusion in a prospectus (the "Prospectus") which is to be published by Globalworth Poland Real Estate N.V. in connection with the admission to listing and trading of newly-issued ordinary shares in Globalworth Poland Real Estate N.V. on the main regulated market of the Warsaw Stock Exchange.

We understand that the AFM (the Dutch Authority for the Financial Markets) is solely authorised to approve the Prospectus.

The effective date of valuation is 31 December 2017.

In accordance with the RICS Valuation – Global Standards 2017 (the "Red Book") we have made certain disclosures in connection with this valuation instruction and our relationship with Globalworth Poland Real Estate N.V.

Fair Value

€513,360,000

(Five hundred and thirteen million, three hundred and sixty thousand euros)

exclusive of purchaser's costs and VAT, as shown in Appendix B below.

We confirm that the "Fair Value" reported above, for the purpose of financial reporting under International Financial Reporting Standard 13, is effectively the same as "Market Value."

Our opinion of Fair Value is based upon the Scope of Work and Valuation Assumptions attached, and has been primarily derived using comparable recent market transactions on arm's length terms.

We have valued the Properties individually and no account has been taken of any discount or premium that may be negotiated in the market if all or part of the portfolio was to be marketed simultaneously, either in lots or as a whole.

For the avoidance of doubt, we have valued the Properties as real estate and the values reported herein represent 100% of the fair values of the assets. No account has been taken in reporting these fair values of the extent of Globalworth Poland Real Estate N.V. interests in the companies holding the subject Properties.

There are no negative values to report.

We are required to show the split of values between freehold-equivalent and perpetual usufruct property, and to report the following categories of property separately.

	Fair Value	No of properties
Freehold	€ 95,370,000	3
RPU (land)*/ Freehold (building)	€417,990,000	6
Total	€ 513,360,000	9

*Includes 2 properties with minority areas of freehold land.

Fair Value under Special Assumption

€516,070,000 (Five Hundred and Sixteen Million, and Seventy Thousand Euros)

exclusive of purchaser's costs and VAT.

Special assumption: the outstanding fit-out works in Hala Koszyki, costed at €2,711,000, had been completed as at the valuation date.

We have valued the Properties individually and no account has been taken of any discount or premium that may be negotiated in the market if all or part of the portfolio was to be marketed simultaneously, either in lots or as a whole.

For the avoidance of doubt, we have valued the Properties as real estate and the values reported herein represent 100% of the fair values of the assets. No account has been taken in reporting these fair values of the extent of Globalworth Poland Real Estate N.V. interests in the companies holding the subject Properties.

There are no negative values to report.

We are required to show the split of values between freehold-equivalent and perpetual usufruct property, and to report the following categories of property separately.

	Fair Value with Special Assumptions	No of properties
Freehold	€ 95,370,000	3
RPU (land)*/ Freehold (building)	€ 420,700,000	6
Total	€ 516,070,000	9

*Includes 2 properties with minority areas of freehold land.

Special Assumption

In accordance with our instructions, in addition to reporting the Fair Values, we have reported the Fair Values under the following Special Assumption that as at the valuation date:

- the outstanding fit-out works in Hala Koszyki, costed at €2,711,000, had been completed.

Report Format

Appendix A of this Valuation Report contains the Schedule of Properties. Appendix B provides the Property Details and Fair Values of the Portfolio.

Compliance with Valuation Standards

The valuation has been prepared in accordance with The RICS Valuation – Global Standards 2017 ("the Red Book").

The valuations are compliant with the International Valuations Standards and in accordance with paragraphs 128 to 130 of the ESMA update (ESMA/2013/319) of the Committee of European Securities Regulators' (CESR) recommendations for the consistent implementation of the European Commission regulation (EC) n. 809/2004 implementing the Prospectus Directive, the requirements of the AFM and the Warsaw Stock Exchange requirements.

We confirm that we have sufficient current local and national knowledge of the particular property market involved, and have the skills and understanding to undertake the valuation competently. Where the knowledge and skill requirements of The Red Book have been met in aggregate by more than one valuer within CBRE, we confirm that a list of those valuers has been retained within the working papers, together with confirmation that each named valuer complies with the requirements of The Red Book.

Assumptions

The property details on which each valuation is based are as set out in this report. We have made various assumptions as to tenure, letting, town planning, and the condition and repair of buildings and sites – including ground and groundwater contamination – as set out below.

If any of the information or assumptions on which the valuation is based are subsequently found to be incorrect, the valuation figures may also be incorrect and should be reconsidered.

Variation from Standard Assumptions

None apart from the Special Assumption detailed above.

ESMA 130 (vi)

ESMA paragraph 130 (vi) requires us to comment on any differences between the valuation figure in this Valuation Report and the valuation figure included in issuer's latest published annual accounts. We confirm that there is no difference between the valuation for annual accounts dated 31 December 2017 and the values reported herein.

Development Property

There are no development properties in the portfolio.

Market Conditions

The values stated in this report represent our objective opinion of Fair Value in accordance with the definition set out above as of the date of valuation. Amongst other things, this assumes that the properties had been properly marketed and that exchange of contracts took place on this date.

Valuer

The Property has been valued by a valuer who is qualified for the purpose of the valuation in accordance with the RICS Valuation – Global Standards 2017 (The Red Book).

Independence

The total fees, including the fee for this assignment, earned by CBRE Sp. z o.o. (or other companies forming part of the same group of companies within Poland) from the Globalworth Poland Real Estate N.V. (or other companies forming part of the same group of companies) are less than 5.0% of the total Polish revenues.

It is not anticipated this situation will vary in the financial year to 31 December 2018.

We confirm that we do not have any material interest in Globalworth Poland Real Estate N.V. or the Properties.

We do not consider that any conflict of interest arises in us preparing this Valuation Report and Globalworth Poland Real Estate N.V. has confirmed to us that it also considers this to be the case.

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Disclosure

In accordance with the Red Book we make the following disclosures of our previous involvement with the properties and the companies in the same capital group as Globalworth Poland Real Estate N.V. (formerly Griffin Premium RE.. B.V.):

- valuation of Hala Koszyki for loan security purposes on behalf of Bank Gospodarstwa Krajowego S.A. as at 30 June 2017;
- valuation of the 9 properties on behalf of Globalworth Poland Real Estate N.V. for accounting purposes as at 30 June 2017;
- valuation of the 9 properties on behalf of Griffin Premium RE.. B.V., Bank Zachodni WBK S.A. and Joh. Berenberg, Gossler & Co. KG for Initial Public Offering, as at 31 December 2016;
- valuation of the 9 properties on behalf of Griffin Real Estate Sp z o.o. for accounting purposes as at 30 September 2016;
- valuation of Philips House on behalf of a prospective buyer for acquisition purposes as at 31 March 2016;
- valuation of Renoma for loan security purposes on behalf of Bank Gospodarstwa Krajowego S.A. as at 31 January 2016;
- valuation of Hala Koszyki for loan security purposes on behalf of Bank Gospodarstwa Krajowego S.A. as at 30 September 2016;
- valuation of the 6 properties on behalf of GPRE Management Sp z o.o. for accounting and finantial reporting purposes (IFRS) as at 30 June 2018;
- agency services by the Capital Markets Department of CBRE for Griffin RE Sp. z o.o.in respect of potential disposal of the 6 office buildings in the portfolio;
- valuation services for companies in the same capital group as Griffin Premium RE.. N.V. since 2015 and Globalworth Poland Real Estate N.V. since 2017.

Responsibility

We are responsible for this Valuation Report and accept responsibility for the information contained in this Valuation Report and confirm that to the best of our knowledge (having taken all reasonable care to ensure that such is the case), the information contained in this Valuation Report is in accordance with the facts and contains no omissions likely to affect its import. This Valuation Report complies with the AFM and Warsaw stock exchange prospectus rules and Paragraphs 128 to 130 of the ESMA update of CESR'S recommendations for the consistent implementation the

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European Commission Regulation (EC) No. 809/2004 implementing the Prospectus Directive.

Save for any responsibility arising under the above to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in accordance with this Valuation Report or our statement, required by and given solely for the purposes of complying with Annex I item 23.1 of the Prospectus Directive Regulation.

Reliance

This report is for the use only of the party to whom it is addressed for the specific purpose set out herein and no responsibility is accepted to any third party for the whole or any part of its contents save as set out in "Responsibility" above.

No reliance may be placed upon the contents of this Valuation Report by any party for any purpose other than in connection with the Purpose of Valuation.

Publication

Neither the whole nor any part of our report nor any references thereto may be included in any published document, circular or statement nor published in any way without our prior written approval of the form and context in which it will appear.

Before this Valuation Report, or any part thereof, is disclosed orally or otherwise to a third party, CBRE's written approval of the form and context of such publication or disclosure must first be obtained.

Such publication or disclosure will not be permitted unless where relevant it incorporates the Assumptions referred to herein. For the avoidance of doubt, such approval is required whether or not CBRE is referred to by name and whether or not the contents of our Valuation Report are combined with others.

Such publication of, or reference to this report will not be permitted unless it contains a sufficient contemporaneous reference to any departure from the Royal Institution of Chartered Surveyors Valuation Standards or the incorporation of the special assumptions referred to herein.

Currency

About 4% of rental income, capex and non-recoverable costs are quoted in PLN. We have adopted in our valuation the currency exchange rate: EUR 1 = PLN 4.2011, according to the National Bank of Poland. (Source: National Bank of Poland; date 19 December 2017)

Yours faithfully

Maciej Wójcikiewicz MRICS

Senior Director,

Head of Valuation Poland

For and on behalf of

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Yours faithfully

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Director

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Yours faithfully

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Associate Director

For and on behalf of

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SCOPE OF WORK & SOURCES OF INFORMATION

Sources of Information

We have carried out our work based upon information and documents supplied to us by GPRE Management, which we have assumed to be correct and comprehensive.

We have been provided with copies of the following documents:

- Legal: Excerpts from Mortgage Registers;
- Technical: Technical control protocols dated May 2016 - December 2017;
- Tenancy: Tenancy schedules dated 31 December 2017;
- Schedule of capex.

We have requested but not been provided with:

Legal, technical and environmental due diligence reports.

The Properties

Our report contains a brief summary of the properties details on which our valuation has been based.

Inspection

We have inspected the Properties externally and internally as follows:

Property	Inspection Date
Green Horizon	18 December 2017
Centrum Biurowe Lubicz I&II	21 December 2017
Nordic Park	11 January 2018
Batory Office Buillding I	5 January 2018
Bliski Center	11 January 2018
Renoma	28 December 2017
Supersam	13 December 2017
Hala Koszyki	3 October 2017 and re-inspected 4 January 2018
Philips House	5 January 2018

Areas

We have not measured the Properties but have relied upon the floor areas provided. We have not checked this on site.

We have relied upon the floor areas given in the tenancy schedules provided, which GPRE Management have confirmed to us are correct.

Unless advised specifically to the contrary, we have made the Assumption that the floor areas supplied to us have been calculated in accordance with local practice as appropriate. All areas quoted in this Valuation Report are approximate.

Environmental Matters

We have not undertaken, nor are we aware of the content of, any environmental audit or other environmental investigation or soil survey which may have been carried out on the Properties and which may draw attention to any contamination or the possibility of any such contamination.

We have not carried out any investigations into the past or present uses of the Properties, nor of any neighbouring land, in order to establish whether there is any potential for contamination and have therefore assumed that none exists.

Repair and Condition

We have not carried out building surveys, tested services, made independent site investigations, inspected woodwork, exposed parts of the structure which were covered, unexposed or inaccessible, nor arranged for any investigations to be carried out to determine whether or not any deleterious or hazardous materials or techniques have been used, or are present, in any part of the properties. We are unable, therefore, to give any assurance that the Properties are free from defect.

We have undertaken only limited inspections of the properties for valuation purposes and have relied solely on the information provided by the property manager.

Town Planning

We have made verbal Planning enquiries only. Information supplied to us by planning officers is given without liability on their part and we cannot therefore accept responsibility for incorrect information or for material omissions in the information supplied to us.

Titles, Tenures and Lettings

Details of title/tenure under which the Properties are held and of lettings to which they is subject are as supplied to us. We have not generally examined nor had access to all the deeds, leases or other documents relating thereto. Where information from deeds, leases or other documents is recorded in this report, it represents our understanding of the relevant documents. We should emphasise, however, that the interpretation of the documents of title (including relevant deeds, leases and planning consents) is the responsibility of your legal adviser.

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We have not conducted credit enquiries on the financial status of any tenants. We have, however, reflected our general understanding of purchasers' likely perceptions of the financial status of tenants.

VALUATION ASSUMPTIONS

Introduction

An Assumption is defined in the Red Book Glossary and Appendix 3 to be a "supposition taken to be true" (an "Assumption").

Assumptions are facts, conditions or situations affecting the subject of, or approach to; a valuation that it has been agreed need not be verified by the valuer as part of the valuation process. Assumptions are made when it is reasonable for the valuer to accept that something is true without the need for specific investigation.

Globalworth Poland Real Estate N.V. has confirmed and we confirm that our Assumptions are correct as far as Globalworth Poland Real Estate N.V. and we, respectively, are aware. In the event that any of these Assumptions prove to be incorrect then our valuations should be reviewed. The principal Assumptions which we have made are stated within this Valuation Report.

For the avoidance of doubt, the Assumptions made do not affect compliance with the approach to Market Value under the Red Book.

Capital Values

Each valuation has been prepared on the basis of " Fair Value", which is defined as:

"The price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date."

"Fair Value", for the purpose of financial reporting under International Financial Reporting Standards is effectively the same as "Market Value", which is defined as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

The valuation represents the figure that would appear in a hypothetical contract of sale at the valuation date. No allowances have been made for any expenses of realisation nor for taxation which might arise in the event of a disposal. Acquisition costs have not been included in our valuation.

No account has been taken of any inter-company leases or arrangements, nor of any mortgages, debentures or other charges.

No account has been taken of the availability or otherwise of capital based Government or other grants.

Taxation, Costs and Realisation Costs

As stated above, no allowances have been made for any expenses of realisation nor for taxation which might arise in the event of a disposal.

Our valuations reflect purchasers' statutory and other normal acquisition costs.

VAT

We have not been advised whether the properties are elected for VAT.

All rents and capital values stated in this report are exclusive of VAT.

Passing Rent

Passing rents quoted in this report are the rents which are currently payable under the terms of the leases. Passing rents exclude service charges and VAT and are prior to deduction of any non-recoverable costs. Passing rents exclude turnover rents, mall incomes and other miscellaneous incomes.

Net Annual Rent

Net annual rent is defined for the purposes of this transaction as "the current income or income estimated by the valuer:

(i) ignoring any special receipts or deduction arising from the property;

(ii) excluding Value Added Tax and before taxation (including tax on profits and any allowances for interest on capital or loans); and

(iii) after making deductions for superior rents (but not for amortisation), and any disbursements including, if appropriate, expenses of managing the property and allowances to maintain it in a condition to command its rent".

Estimated Net Annual Rental Value

The estimated net annual rental value is based on the current rental value of each of the Properties. The rental value reflects the terms of the leases where the Properties, or parts thereof, are let

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at the date of valuation. Where the Properties, or parts thereof, are vacant at the date of valuation, the rental value reflects the rent we consider would be obtainable on an open market letting as at the date of valuation.

Rental Values

Rental values indicated in our report are those which have been adopted by us as appropriate in assessing the capital value and are not necessarily appropriate for other purposes nor do they necessarily accord with the definition of Market Rent.

Lease Expiries

Fixed-term leases frequently incorporate either tenants' options to extend or tenants' break clauses; other leases are rolling to indeterminate, subject to stated notice periods. For the purposes of our valuations, we have made assumptions as to appropriate presumed expiry dates.

Any weighted average unexpired terms indicated in our Valuation report reflect these assumptions.

The Properties

Where appropriate we have regarded the shop fronts of retail and showroom accommodation as forming an integral part of the building.

Landlord's fixtures such as lifts, escalators, central heating and other normal service installations have been treated as an integral part of the building and are included within our valuations.

Process plant and machinery, tenants' fixtures and specialist trade fittings have been excluded from our valuations.

All measurements, areas and ages quoted in our report are approximate.

Environmental Matters

In the absence of any information to the contrary, we have assumed that:

(a) the Properties are not contaminated and are not adversely affected by any existing or proposed environmental law;

(b) any processes which are carried out on the Properties which are regulated by environmental legislation are properly licensed by the appropriate authorities.

(c) the Properties are either not subject to flooding risk or, if they are, that sufficient flood defences are in place and that appropriate building insurance could be obtained at a cost that would not materially affect the capital values.

Energy Performance Certificates

We have assumed that the Properties possess or will possess current Energy Performance Certificates as required under Government Directives.

Repair and Condition

In the absence of any information to the contrary, we have assumed that:

(a) there are no abnormal ground conditions, nor archaeological remains, present which might adversely affect the current or future occupation, development or value of the property;

(b) the Properties are free from rot, infestation, structural or latent defect;

(c) no currently known deleterious or hazardous materials or suspect techniques, including but not limited to Composite Panelling, have been used in the construction of, or subsequent alterations or additions to, the Properties; and

(d) the services, and any associated controls or software, are in working order and free from defect.

We have otherwise had regard to the age and apparent general condition of the Properties. Comments made in the property details do not purport to express an opinion about or advice upon, the condition of uninspected parts and should not be taken as making an implied representation or statement about such parts.

Title, Tenure, Planning and Lettings

Unless stated otherwise within this report, and in the absence of any information to the contrary, we have assumed that:

(a) the Properties possess a good and marketable title free from any onerous or hampering restrictions or conditions;

(b) all buildings have been erected either prior to planning control, or in accordance with planning permissions, and have the benefit of permanent planning consents or existing use rights for their current use;

(c) the Properties are not adversely affected by town planning or road proposals;

(d) all buildings comply with all statutory and local authority requirements including building, fire and health and safety regulations;

(e) only minor or inconsequential costs will be incurred if any modifications or alterations are necessary in order for occupiers of each Property to comply with the provisions of the relevant disability discrimination legislation;

(f) there are no tenant's improvements that will materially affect our opinion of the rent that would be obtained on review or renewal;

(g) tenants will meet their obligations under their leases;

(h) there are no user restrictions or other restrictive covenants in leases which would adversely affect value;

(i) where appropriate, permission to assign the interest being valued herein would not be withheld by the landlord where required; and

(j) vacant possession can be given of all accommodation which is unlet or is let on service occupancy.

Appendix A: Schedule of Properties

Country	Address	Town	Tenure	Fair Value (100%)	Fair Value with Special Assumption (100%)
Poland	106 Pomorska St.	Lodz	Freehold (building) RPU** (land)	€ 71,270,000	N/A
Poland	23,23A Lubicz St.	Krakow	Freehold	€ 70,660,000	N/A
Poland	8 Herberta St.	Warsaw	Freehold (building) RPU* (land)	€ 23,950,000	N/A
Poland	212 Jerozolimskie Ave.	Warsaw	Freehold	€ 11,380,000	N/A
Poland	8 Zurawia St.	Warsaw	Freehold (building) RPU* (land)	€ 13,670,000	N/A
Poland	40 Swidnicka St.	Wroclaw	Freehold (building) RPU* (land)	€ 139,140,000	N/A
Poland	6 Piotra Skargi St.	Katowice	Freehold (building) RPU** (land)	€ 61,530,000	N/A
Poland	61-65 Koszykowa St.	Warsaw	Freehold (building) RPU* (land)	€ 108,430,000	€ 111,140,000
Poland	195 Jerozolimskie Ave.	Warsaw	Freehold	€ 13,330,000	N/A

**RPU – Right of Perpetual Usufruct*

***RPU includes minority freehold land areas*

Appendix B: Properties Details

Property Details: Properties held for Investment

Sub-Portfolio or Property	Description, Age and Tenure	Tenancy	Net Passing Rent € Per Annum (Rounded "000)	Market Rent € per Annum (Rounded '000)	Fair Value €	Fair Value with Special Assumption €
106 Pomorska St. Lodz – Green Horizon office building	The property is located in the Srodmiescie district. The good quality complex of two office buildings, completed in 2012 and 2013, is of seven over ground and two underground floors with 33,510 sq m of total lettable area and 407 underground and overground parking spaces. There are retail units located on the ground floor. The buildings are freehold and 75% of the land is hold on perpetual usufruct (RPU) basis with 71 years unexpired and 25% on freehold. Lodz, with a population of c.a. 694,000 inhabitants, is in central Poland, around 150 km from Warsaw. It has an unemployment rate of 6.4% which is at the national average and the average monthly salary is PLN 4,330, which is below the national average. The property is located on the fringe of the city centre and surrounded by medium-density residential and educational buildings. It is situated at the cross of major roads (Pomorska St. and Grzegorza Palki Ave.) and has very good accessibility and visibility.	The property is let to 13 tenants on institutional terms occupying 100% of the property. The main tenants are: Infosys, PKO BP and Skanska accounting for 74% of the passing rent. Unexpired lease term is c.a. 5 years 4 months.	5,222,000	5,456,000	71,270,000	N/A
23,24 Lubicz St. Krakow – Centrum Biurowe Lubicz (I&II) office buildings	The property is located in the Old Town district. Two good quality office buildings, completed in 2000 (Lubicz I) and 2009 (Lubicz II) are of six to seven over ground floors and one to two underground floors. The buildings comprises of 23,986 sq m of total lettable area and 333 underground and over ground parking spaces. The property is freehold. Krakow, with a population of almost 767,000 inhabitants, is a major city in south-east Poland, located around 300 km from Warsaw. It has an unemployment rate of 2.8% which is below the national average and the average monthly salary is PLN 4,964, which is above the national average. The property occupies prime office location within the city centre and is surrounded by medium-density	The property is let to 21 tenants on institutional terms occupying 97% of the property. The remaining 706 sq m) is covered by Rental Guarantee (Master Lease) until 12 April 2022. The main tenants are: Capita, International Paper, Deutsche Bank, Avande, Lumesse accounting for 68% of the passing rent. Unexpired lease term is c.a. 3 years 7 months.	4,968,000 (including 242,000 Rental Guarantee)	4,813,000	70,660,000	N/A

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	residential and commercial buildings. It is situated at the the major street (Lubicz St.) close to the main railway station. It has good accessibility and visibility.					
8 Herberta St. Warsaw – Nordic Park office building	The property is located in the Srodmiescie district. The good quality office building, completed in 2000 is of eight over ground and one underground floor. It has 9,024 sq m of total lettable area and 206 parking spaces situated in underground, ground, first and second floor. The property is held on perpetual usufruct basis of the land with 77 years unexpired and freehold of the building. Warsaw, with a population of 1,760,000 inhabitants, is the capital city of Poland. It has an unemployment rate of 2.1% which is well below the national average and the average monthly salary is PLN 5,769, which is well above the national average. The property is located on the fringe of the city centre, in well recognized Powisle residential area, close to the Vistula river. It is situated between Jerozolimskie Ave and railway line, at Herberta St. It has good accessibility and visibility.	The property is let to 6 tenants on institutional terms, occupying 74% of the property. 2,298 sq m is covered by Rental Guarantee (Master Lease) until 12 April 2022. 27 sq m remains vacant. The main tenants are: Baxter Poland, Zwiazek Bankow Polskich, Korean Cultural Centre in the Embassy of Republic of Korea, ECh&W accounting for 60% of the passing rent. Unexpired lease term is c.a. 3 years 2 months.	1,862,000 (including 518,000 Rental Guarantee)	1,859,000	23,950,000	N/A
212A Jerozolimskie Ave. **Warsaw – Batory I office building**	The property is located in the Wlochy district. The good quality office building, completed in 2000, is of six over ground floors and one underground. It has 6,610 sq m of total lettable area and 230 ground and underground parking spaces. The property is freehold. Warsaw, with a population of 1,760,000 inhabitants, is the capital city of Poland. It has an unemployment rate of 2.1% which is well below the national average and the average monthly salary is PLN 5,769, which is well above the national average. The property is located on the fringe of Warsaw, in well recognized office non-central area, around 500 m from suburban train station and surrounded by low-density commercial properites and undeveloped sites. It is situated at the the major road (Jerozolimskie Ave.) close to the junction with Warsaw ring road. It has good visibility, but moderate accessibility.	The property is let to 8 tenants on institutional terms, occupying ca. 90% of the property. 122 sq m is covered by Rental Guarantee (Master Lease) until 12 April 2022. 533 sq m remains vacant. The main tenants are: Solid Group, IMPULS-LEASING Polska, Zintegrowane Systemy Techniczne accounting for 71% of the passing rent with an unexpired term of c.a. 3 years 10 months.	924,000 (including 68,000 Rental Guarantee)	1,016,000	11,380,000	N/A

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8 Zurawia St. Warsaw – Bliski Center office building	The property is located in the Srodmiescie district. The good quality office building, completed in 2000, is of seven over ground floors and two underground with 4,920 sq m of total lettable area and 87 ground and underground parking spaces. The property is held on perpetual usufruct basis of the land with 78 years unexpired and freehold of the building. Warsaw, with a population of 1,760,000 inhabitants, is the capital city of Poland. It has an unemployment rate of 2.1% which is well below the national average and the average monthly salary is PLN 5,769, which is well above the national average. The property is located in the city centre in well recognized office area and surrounded by high-density residential and commercial properites. It is situated between Zurawia and Krucza Str. and has limited accessibility and visibility.	The property is let to 2 tenants on institutional terms, occupying c.a. 97% of the property. 170 sq m is covered by Rental Guarantee (Master Lease) until 12 April 2022. The main tenant is Eurozet accounting for 78% of the passing rent. Unexpired lease term is c.a. 6 years 2 months.	1,000,000 (including 46,000 Rental Guarantee)	1,007,000	13,670,000	N/A
40 Swidnicka St. Wroclaw – Renoma shopping and office center	The property is located in the Srodmiescie district. The good quality shopping centre and office building, completed in 1930, redeveloped and extended in 2009, is of nine over ground floors and two underground with 40,604 sq m of total lettable area, of which 28,365 sqm is retail with c.a. 114 units, and 630 parking spaces. The property is held on perpetual usufruct basis of the land with 71 years unexpired and freehold of the building. Wroclaw, with a population of 638,000 inhabitants, is in south-west Poland, around 350 km from Warsaw. It has an unemployment rate of 2.2%, which is well below the national average and the average monthly salary is PLN 4,943, which is above the national average. The property is located in the city centre, close to the Market Square and surrounded by high-density residential and commercial properites. It is situated between Swidnicka and Podwale Str. and has very good visibility and good accessibility.	The property is let to 116 tenants on institutional terms, occupying ca. 94% of the property. 2,199 sq m of retail space and 87 sq m storage remains vacant. The main tenants are: HP, TKMaxx, Empik, Zara accounting for 34% of the passing rent. Unexpired lease term is c.a. 3 years 7 months.	8,030,000 (including 230,000 NOI Guarantee)	8,213,000	139,140,000	N/A
6 Piotra Skargi St. Katowice – Supersam shopping and office center	The property is located in the Srodmiescie district. The modern and very good quality shopping centre and office building, completed in 2015, is of six over ground and one underground floor with 24,223 sq m of total lettable area, of which 16,941 sqm is retail with c.a. 62 units and 385 parking spaces. The property is held in 92% on perpetual usufruct basis of the land with	The property is let to 68 tenants on institutional terms, occupying c.a. 89% of the property. 1,921 is covered by Rental Guarantee (Master Lease) until 12 April 2022, 764 sq m (315 sq m of retail and 449 sq m	4,101,000 (including 36,000 Rental Guarantee and 419,000 NOI Guarantee)	4,146,000	61,530,000	N/A

	71 years unexpired and 8% on freehold. The building is freehold. Katowice, with a population of 297,000 inhabitants, is in south Poland, around 300 km from Warsaw. It has an unemployment rate of 2.2 % which is well below the national average and the average monthly salary is PLN 5,395, which is well above the national average. The property is located in the city centre and surrounded by high-density residential and commercial properites. It is situated between Skargi and Słowackiego Str. and has very good visibility and good accessibility.	storage) remains vacant. The main tenants are: Groupon, Jatomi fitness, Aldi, Sports Direct, JAMF, Reserved, accounting for 33% of the passing rent. Unexpired lease term is 4 years 11 months.				
61-65 Koszykowa St. Warsaw – Hala Koszyki retail and office center	The property is located in the Srodmiescie district. The modern and very good quality office building incorporating a historic market hall with over 30 food and beverage units on the ground floor and a supermarket, drugstore and services in the basement, completed in 2016. It is of two to nine over ground storeys and two underground with 22,246 sq m of total lettable area and 202 parking spaces. The property is held on perpetual usufruct basis of the land with 79 years unexpired and freehold of the building. Warsaw, with a population of 1,760,000 inhabitants, is the capital city of Poland. It has an unemployment rate of 2.1% which is well below the national average and the average monthly salary is PLN 5,769, which is well above the national average. The property is located in the city centre in well recognized office and residential area and surrounded by high-density residential, commercial and educational properites. It is situated on Koszykowa St. between Noakowskiego St. and Lwowska St. and has good accessibility and visibility.	The property is let to 50 tenants on institutional terms, occupying 77% of the property. 5,095 sq m is covered by Renatal Guarantee (Master Lease) until 12 April 2022. The main tenants are: Multimedia, Piotr i Pawel, Mindspace, Eneris, Positionly, Restaurant Gessler, Performante, Symphar accounting for 47% of the passing rent. Unexpired lease term is 5 years 9 months.	6,073,000 (including 1,330,000 Rental Guarantee and 10,000 NOI Guarantee)	6,663,000	108,430,000	111,140,000
195 B Jerozolimskie Ave. Warsaw – Philips House office building	The property is located in the Wlochy district. The good quality office building, completed in 1999, is of four over ground floors and one underground with 6,217 sq m of total lettable area and 171 underground parking spaces. The property is freehold. Warsaw, with a population of 1,760,000 inhabitants, is the capital city of Poland. It has an unemployment rate of 2.1% which is well below the national average and the average monthly salary is PLN 5,769, which is well above the national average.	The property is let to 4 tenants on institutional terms, occupying c.a. 91% of the property. 568 sq m is covered by Rental Guarantee (Master Lease) until 12 April 2018. The main tenant is Philips Polska and Philips Lightning accounting for 68% of the passing rent.	1,156,000 including 106,000 Rental Guarantee)	1,046,000	13,330,000	N/A

	The property is located in a well recognized office in non-central area and it is surrounded by medium-density office and retail properites. The building is situated at Jerozolimskie Ave. and has very good accessibility and visibility.	Unexpired lease term is c.a. 4 years 5 months.	

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