

Information on issue of shares

The Board of Directors (the “**Board**”) of Globalworth Poland Real Estate N.V. (the “**Company**”) hereby announces that on 3 July 2019 the following events took place:

- (A) acting on the basis of the authorisation granted to the Board pursuant to the resolution 10a of the annual general meeting of the shareholders of the Company dated 17 May 2019 regarding the authorisation to issue shares and to exclude pre-emptive rights (“**AGM Resolution**”), the Board adopted a resolution on the issuance to Globalworth Holding B.V. (“**Globalworth**”) of 309,348,725 shares in the share capital of the Company (the “**New Issue Shares**”) at the issue price of EUR 1.60 per one New Issue Share for the total issue price of EUR 494,957,960.00 (whereby the payment made in excess of the par value of the New Issue Shares, which is increased with EUR 0.56 due to rounding down, and therefore amounting to EUR 185,609,235.56 in total, shall be treated as share premium) (the “**Issue**”) (the “**Board Resolution**”), with the exclusion of the pre-emptive rights of all of the current shareholders of the Company to the New Issue Shares;
- (B) acting on the basis of the Board Resolution, the Company executed with Globalworth a deed of issue of registered shares (the “**Deed of Issue**”) pursuant to which the Company issued to Globalworth the New Issue Shares. The Issue was effected upon the execution of the Deed of Issue (no registration in the Dutch trade register is required for the effectiveness of the Issue);
- (C) the Company, Globalworth and Globalworth Finance Guernsey Limited (an affiliate of Globalworth) (“**GFGL**”) executed a novation agreement (the “**Novation**”), pursuant to which Globalworth assumed the Company’s indebtedness under the loan agreement entered into by and between the Company and GFGL on 16 April 2018, as amended (the “**Loan Agreement**”) and the Company was released from its liabilities under the Loan Agreement. As a result of the Novation, Globalworth obtained a direct claim against the Company in the amount of (as of 3 July 2019) EUR 494,957,960.56 (the “**Claim**”), which amount is equal to the amount of indebtedness assumed by Globalworth from the Company;
- (D) the Company exercised option notice in respect of the New Issue Shares pursuant to option agreement entered into between the Company and Globalworth, which resulted in Globalworth acquiring the New Issue Shares. Globalworth’s obligation to pay up the New Issue Shares was satisfied by means of a set-off against the Claim up to the amount of the issue price of the New Issue Shares. As a result of such set-off, all of the New Issue Shares have been fully paid up.

The Board also announces that in accordance with the AGM Resolution and the planned delisting of the Company’s shares from the regulated market operated by the Warsaw Stock Exchange (*Gięlda Papierów Wartościowych w Warszawie S.A.*), the New Issue Shares are not subject to dematerialisation and the Company will not seek the admission and introduction of



the New Issue Shares to listing and trading on the regulated market operated by the Warsaw Stock Exchange.

After the Issue, the structure of the share capital of the Company is as follows:

- the Company's share capital: EUR 752,106,108 divided into 752,106,108 registered shares with a nominal value of EUR 1.00 per share;
- the total number of votes at the general meeting of the shareholders of the Company: 752,106,108 votes, with each share, including each New Issue Share, entitled to one vote at the general meeting of the shareholders of the Company.

Legal grounds: Art. 17 section 1 MAR – inside information.