

# GLOBE TRADE CENTRE S.A.

(Incorporated and registered in Poland with KRS No. 61500)

(Share code on the WSE: GTC.S.A)

(Share code on the JSE: GTC ISIN: PLGTC0000037)

("GTC" or "the Company")

Current report number: **16/2022**

## Notification of a change in the shareholding of Globe Trade Centre S.A.

In reference to the current report no. 13/2022 dated 19 February 2022 and 15/2022 dated 1 March 2022, the Management Board of Globe Trade Centre S.A. (the "Company") hereby reports that on 1 March 2022, the Company received notifications of a change in the shareholding of the Company from:

1. Icona Securitization Opportunities Group S.à r.l., a *société à responsabilité limitée* organized and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de commerce et des sociétés, Luxembourg*) under number B263649, acting on behalf of its compartment Central European Investments ("ISO");
2. the controlling parties of ISO:
  - a. Adrien Coulombel, having its professional address at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg;
  - b. 26 Investments S.A., a company organized and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register (*Registre de commerce et des sociétés, Luxembourg*) under number B120962, fully controlled and owned by Jean-Pierre Verlaine; and
  - c. Jean-Pierre Verlaine, having its professional address at 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg; (each referred to as "Holder", all as "Holders")

issued pursuant to article 69 and article 87 paragraph 1 point 3 letter c of the Act of 29 July 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and on Public Companies.

According to the notifications, on 1 March 2022 became effective a preliminary share purchase agreement ("PSPA") relating to the acquisition by ISO from GTC Dutch Holdings B.V. with its registered office in Amsterdam, the Netherlands (the "Seller") of 15.7% of the shares in the Company ("Shares")("Transaction"). As a result of the Transaction, Holders indirectly (by ISO) acquired 15.7% of the shares in GTC.

Before execution of the Transaction, each Holder and ISO held 0 ordinary bearer shares in GTC which constituted 0 of total votes at GTC's general meeting.

As a result of execution of the Transaction, ISO holds (thus Holders indirectly hold) 90,176,000 ordinary bearer shares in the Company which constitute 15.7% of total votes at GTC's general meeting, with reservations that (i) all the ISO Voting Rights (as defined below) were transferred to the Seller and that (ii) ISO granted the Power of Attorney to ISO Voting Rights to the Seller.

According to the notifications the principal Transaction documentation comprise of (i) the PSPA, (ii) a shareholders' agreement ("SHA") amongst, inter alios, ISO and the Seller, (iii) a call and put option agreement between ISO and the Seller ("Call and Put Option Agreement"), (iv) an assignment

agreement between ISO and the Seller ("Assignment Agreement") as well as other agreements and documents to ensure the completion of Transaction ("Transaction Documentation"). The Transaction Documentation became effective upon (i) the execution of all of them and (ii) obtaining all required corporate authorizations.

According to the notifications ISO and the Seller have agreed that the SHA constitutes an acting in concert agreement within the meaning of Articles 87(1)(5) and 87(1)(6) in connection with Article 87(3) of the Act of 29 July 2005 on Public Offerings and the Conditions for the Introduction of Financial Instruments to the Organised Trading System and Public Companies (the "Act on Public Offering") on joint policy towards the Company and exercising of voting rights on selected matters in an agreed manner.

Pursuant to the Assignment Agreement, ISO, among others, transferred to the Seller its voting rights attached to the Shares ("ISO Voting Rights") and granted the power of attorney to exercise ISO Voting Rights ("Power of Attorney"). The Assignment Agreement expires in case either call or put option under the Call and Put Option Agreement is exercised and/or in case of a material default under the Transaction Documentation.

As a result of the Transaction, ISO holds the Shares, with reservation that the voting rights attached to the Shares are held by the Seller.

Holders do not have any subsidiaries holding GTC's shares other than ISO.

*Legal basis: Art. 70 point 1 of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and on Public Companies.*

2 March 2022

Warsaw, Poland

Sponsor: Investec Bank Limited

Signed by:

/s/ Ariel Alejandro Ferstman  
Member of the Management Board

/s/ Pedja Petronijevic  
Member of the Management Board