

# 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 No. 10/2023: Advanced negotiations on the potential acquisition of a significant stake in Ultima Capital S.A.**

The Management Board of Globe Trade Centre S.A. (the "**Company**" or "**GTC**") hereby announces that it is in advanced negotiations regarding certain transactions ("**Transactions**") aimed at the acquisition by GTC of a significant part of the shares in Ultima Capital S.A. ("**Ultima**"). The Transactions could lead to the sale of the shares in Ultima indirectly held by Ultima co-founder Max-Hervé George, including the sale of an instrument currently held by Optimum Venture Private Equity Funds, the indirect controlling shareholder of GTC. Further, GTC could acquire options to buy the shares in Ultima directly and indirectly held by the other co-founder of Ultima, Byron Baciocchi. If these Transactions are agreed and approved by the corporate bodies of GTC, and the Transactions are completed and the relevant options are exercised, GTC would acquire a majority stake in Ultima. Additionally, GTC is in negotiations with further shareholders of Ultima regarding the potential sale of their shares in Ultima.

The Transactions shall be considered as related-party transactions; therefore, their effectuation is subject to the relevant corporate approvals.

The acquisition of the majority stake in Ultima will be financed through a new instrument to be issued by GTC (the "**Equity Notes**"), described in detail below.

### Issuance of the Equity Notes

If the Transactions are approved, GTC shall issue the Equity Notes that will constitute participating notes (*obligacje partycypacyjne*) issued under the Polish Act on Bonds (*ustawa o obligacjach*). Equity Notes shall be unsecured, subordinated to all other obligations / liabilities due to the creditors of GTC and have a tenor of 20 years, which means a final effective maturity beyond that of all of GTC's debt.

Each year, if the General Meeting adopts a resolution on distribution of profit and payment of dividend (the "**Resolution**"), the Equity Notes will entitle the noteholders to a dividend payment. If the Resolution declares that no dividend is due, no payment will accrue or be payable for the Equity Notes. If the Resolution declares that the dividend is to be paid, the amount of the dividend payment payable in respect of the Equity Notes will correspond to the amount of the dividend payable in respect of the number of shares which will be determined upon the issuance of the Equity Notes as (i) the aggregate nominal value of the Equity Notes; divided by (ii) the average GTC share price on the regulated market in the period of 30 days preceding the issuance.

The Equity Notes may be converted into shares in the share capital of the Company as an indirect result of the exercise of the Company's right to effectuate the early redemption of the Equity Notes under the terms and conditions of the Equity Notes and only subject to the adoption of a resolution by the General Meeting on the increase of the share capital of the Company (which would require the exclusion of pre-emptive rights of the Company's shareholders). The total number of shares to

be issued upon such early redemption of the Equity Notes will be equal to the number of GTC shares calculated in respect of the dividend payment as provided above.

In accordance with an external expert opinion, the Equity Notes will be treated as equity for the purposes of GTC's financial statements prepared in accordance with the International Financial Reporting Standards and within the meaning of the terms and conditions of the EUR 500 million 2.250 per cent. green notes due 2026 issued by GTC Aurora Luxembourg S.A. and guaranteed by the Company (referred to in GTC's current report No. 10/2021 dated 17 June 2021). Furthermore, the issuance of the Equity Notes will not constitute a breach of the Company's obligations under the terms and conditions of the series 1123 bearer notes issued by Globe Trade Centre S.A. on 4 November 2019.

#### Description of Ultima

Ultima, based in Switzerland, is a luxury real estate developer, owner and operator, with a growing portfolio of high-end assets in prime locations. Ultima is active in the long-term direct and indirect holding of luxury properties. Ultima directly manages the acquisition, construction, renovation and furnishing of each property with high-end furnishings and fixtures.

Ultima's portfolio currently holds residences, chalets, villas and plots across different locations in Switzerland, France and Greece in renowned ski and seaside resorts.

In 2019, Ultima went public and its shares were listed on BX Swiss. Ultima currently has 5.9 million shares in issue.

#### Strategic rationale for the Transactions

The Management Board of GTC strongly believes that the Transactions have sound strategic rationale for GTC and are aligned with the Company's long-term strategy given:

- they will lead to the creation of a leading pan-European real estate benchmark with improved scale;
- they will involve the one-step acquisition of an irreplicable high-quality portfolio in the highly resilient ultra-luxury hospitality segment;
- the favourable market dynamics in the bespoke luxury hospitality market;
- they will lead to the creation of a highly diversified portfolio both geographically and in terms of asset class and will allow GTC to enter new highly rated and stable markets through the acquisition of high quality, low-yielding assets;
- GTC will have an attractive financial profile as a result of high-quality and stable income-producing assets, as well as growth potential through developments;
- they will improve GTC's credit worthiness and leave it with a strong balance sheet benefitting from the funding of the Transactions with equity-like instruments; and
- the immediate increase of the NAV per share in GTC as a result of the business combination, thus enhancing value creation for all of GTC's shareholders without the need to issue new shares.

The Management Board of the Company will provide information on the further progress of the Transactions and their final terms by way of separate current reports, if required under binding provisions of law.

Legal basis: Art. 17 (1) of the Regulation of the European Parliament and of the Council (EU) No. 596/2014 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 (inside information).

**19 June 2023**

Warsaw, Poland

Sponsor: Investec Bank Limited

Signed:

Zoltan Fekete

President of the Management Board

Janos Gardai

Member of the Management Board