

**Current Report No. 18/2015**

Date: 30 October 2015

**MLP Bieruń Park Ownership Transfer Agreement**

The Management Board of MLP Group S.A. (“**Company**”, “**Issuer**”) hereby reports ON the execution of an agreement in the form of a notary deed pertaining to the sale of significant assets, i.e. the MLP Bieruń park (“**Property**”) by a subsidiary of the Company. On 29 September 2015, a subsidiary of the Company, Lokafox 201 spółka z ograniczoną odpowiedzialnością spółka komandytowo-akcyjna with its registered office in Pruszków (“**Seller**”), signed an agreement with WestInvest Gesellschaft für Investmentfonds mbH with its registered office in Düsseldorf (“**Buyer**”) to transfer the ownership of the land located in Bieruń, in bieruńsko-łędziński county in Silesian Voivodship in record area 0002, Bieruń Stary, and the buildings and structures located on the land (jointly, “**Real Estate**”) and to sell the assets located on the land or in the buildings and associated with holding and using the Real Estate (“**Assets**”) (“**Agreement**”). The Agreement was executed within the performance of the conditional agreement that the Company reported on in Current Report No. 17/2015. The total area of the land is **114,875 m<sup>2</sup>** (*one hundred fourteen thousand eight hundred seventy-five square meters*). Under the Agreement, the Seller also agreed to assign to the Buyer all the Seller’s economic copyrights to the Project, all the rights under the Construction Guarantees and the Project Guarantees and all the rights to the Lease Agreement Collateral Documents.

The price for the property covered by the Agreement includes the net price for the Real Estate in the net amount of **EUR 16,790,275.13** (**sixteen million seven hundred ninety thousand two hundred seventy five euro and 13/100**), plus VAT according to the applicable VAT rate in the amount of **EUR 3,861,763.28** (**three million eight hundred sixty one thousand seven hundred sixty three euro and 28/100**) and the net price of Assets in the net amount of **EUR 334,868.87** (**three hundred thirty four thousand eight hundred sixty eight euro and 87/100**), plus VAT according to the applicable VAT rate in the amount of **EUR 77,019.84** (**seventy seven thousand and nineteen euro and 84/100**), i.e. the total price in the net amount of **EUR 17,125,144.00** (**seventeen million one hundred twenty five thousand one hundred forty four euro**) (the “**Transaction Price**”), plus VAT according to the applicable VAT rate of 23% (twenty three percent) in the amount of **EUR 3,938,783.12** (**three million nine hundred thirty eight thousand seven hundred eighty three euro and 12/100**), which equals **PLN 16,898,167.34** (**sixteen million eight hundred ninety eight thousand one hundred sixty seven zloty and thirty four grosz**), according to the average exchange rate of the currencies announced by the President of the National Bank of Poland on 28 October 2015 in the FX average rate table for foreign currencies No. 210/A/NBP/2015 (EUR 1 = PLN 4.2902).

The Agreement contains clauses permitting the charging of contractual penalties of a total value of at least EUR 200,000. Contractual penalties are stipulated for the event of the Seller defaulting on its obligation to remedy defects and flaws in parts of the Property and of the Seller defaulting on the non-pecuniary obligations prescribed by the Agreement. The remittance of contractual penalties precludes the right to pursue claims for damages exceeding the amount of these penalties.

Katowicka Specjalna Strefa Ekonomiczna S.A. has not exercised the statutory preemptive right with respect to the Real Estate due to the manager of Katowicka Specjalna Strefa Ekonomiczna S.A. pursuant to Article 8 Section 2 of the Special Economic Zones Act of 20 October 1994 (consolidated

version: Journal of Laws 2015 No. 282, as amended) by the deadline and on the terms and conditions defined in Article 598 of the Civil Code.

The Company also extended to the Buyer a guarantee of the Seller's obligations up to a total amount of EUR 20,003,915.60 (for the period ending on 29 October 2021); the amount of the guarantee will gradually decline as the Seller performs the obligations covered by the guarantee or as deadlines prescribed by the Agreement elapse.

Neither the Company nor the Seller is entitled to any consideration for extending the guarantee.

The preliminary agreement that was signed and that the Company informed about in current report no. 16/2015 has not come into force with regard to MLP Bieruń Sp. z o.o. because of the failure to fulfill the suspending condition and has ceased to be in force with regard to Lokafo 201 spółka z ograniczoną odpowiedzialnością spółka komandytowo-akcyjna because of its completion. This means that neither MLP Bieruń Sp. z o.o. nor Lokafo 201 spółka z ograniczoną odpowiedzialnością spółka komandytowo-akcyjna are bound by the preliminary agreement. The remaining terms and conditions of the Agreement do not deviate from the market standards applied in contracts of this type.

The value of the Agreement exceeds 10% of the Issuer's equity, which forms the criterion for recognizing this Agreement to be a significant agreement.

*Legal basis:*

*§ 5 Section 1 Item 3 of the Regulation issued by the Finance Minister on 19 February 2009 on the Current and Periodic Information Transmitted by Securities Issuers and the Conditions for Recognizing the Information Required by the Regulations of a Non-Member State as Equivalent (Journal of Laws of 2009 No. 33 Item 259).*