

Current Report No. 15/2015

Date: 1 October 2015

Agreement to sell the MLP Tychy park

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 Tychy park (“Property”) by a subsidiary of the Company. On 30 September 2015, a subsidiary of the Company, MLP 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 sell the land located in Tychy at ul. Turyńska and the buildings thereon along with the title of ownership to the structures and assets. The total area of the land is 176,676 m² (one hundred seventy-six thousand six hundred seventy-six square meters). Under the signed 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 Parties also executed an Escrow Account Agreement and they agreed to execute a Guarantee Agreement.

The net price for the Property covered by the Agreement is **EUR 62,663,156.00 (sixty-two million six hundred sixty-three thousand one hundred fifty-six euros)** plus VAT at the applicable rate of 23%, i.e. the amount of **EUR 14,412,525.88 (fourteen million four hundred twelve thousand five hundred twenty-five and 88/100 euros)**, which in total, as at the date of this Current Report, according to the average EUR/PLN exchange rate published by the National Bank of Poland, constitutes the equivalent of PLN 326,692,985.22 (three hundred twenty-six million six hundred ninety-two thousand nine hundred eighty-five and 22/100 zloty).

The Agreement contains clauses permitting the charging of contractual penalties of total value of at least EUR 200,000. Contractual penalties are stipulated in 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.

The Company has also extended guarantees to the Buyer for the Seller’s obligations:

- a) Guarantee up to a total amount of EUR 75,648,857 (for the period until the date when the Buyer receives an insurance policy concerning the issues covered by the guarantee, though no later than by 30 September 2021); the amount of the guarantee will gradually decline as the Seller performs the obligations covered by the guarantee or the deadlines prescribed by the Agreement elapse, and
- b) Guarantee up to a total amount of EUR 62,675,656 until the date when the Buyer receives an insurance policy concerning the issues covered by the guarantee, though no later than by 31 October 2015.

(jointly referred to as the “Guarantees”)

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

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. The value of the Guarantees exceeds 10% of the Issuer's equity.

Legal basis:

§ 5 Section 1 Items 3 and 7 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).