

Current Report No. 13/2020

Date: October 12th 2020

Disclosure of delayed inside information about MLP Group S.A. Management Board's decision to undertake analysis and work for the purpose of preparing, and potentially taking steps to carry out, an increase in the Company's share capital pursuant to the authorisation provided for in the Company's Articles of Association (authorised share capital) through the issue of up to 1,650,000 (one million, six hundred and fifty thousand) ordinary shares, and announcement of information that the Management Board has passed a resolution to increase the Company's share capital pursuant to the authorisation provided for in the Company's Articles of Association (authorised share capital) through the issue of Series D ordinary shares

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Acting pursuant to Articles 17(1) and 17(4) of Regulation (EC) No. 596/2014 of the European Parliament and of the Council of April 16th 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 („**MAR**”), the Management Board of MLP Group S.A. (the “**Company**”) hereby publishes delayed inside information on the adoption by the Management Board of MLP Group S.A. of a decision on MLP Group S.A. undertaking analysis and work for the purpose of preparing, and potentially taking steps to carry out, an increase in the Company's share capital pursuant to the authorisation provided for in Art. 9a of the Company's Articles of Association through the issue of ordinary shares within the limits set out in Art. 9a of the Company's Articles of Association, providing for an authorised share capital increase, i.e. up to 3,260,385 (three million, two hundred and sixty thousand, three hundred and eighty-five) new shares (“**Inside Information**”).

Pursuant to Art. 17(4) of MAR, the disclosure of the inside information was delayed on September 17th 2020. *Content of the delayed inside information:*

The Company's Management Board announces that on September 17th 2020 it decided that MLP Group S.A. (the “**Company**”) would undertake analyses and work for the purpose of preparing, and potentially taking steps to carry out, an increase in the Company's share capital through the issue of up to 1,650,000 (one million, six hundred and fifty thousand) Series D ordinary bearer shares pursuant to the authorisation provided for in Art. 9a of the Company's Articles of Association (“**Series D Shares**”).

The Company's Management Board decided that economic and legal analyses would be undertaken to select a legal and economic structure that would be optimum from the Company's perspective and would enable the issue of Series D Shares to be carried out through a public offering without the obligation to prepare a prospectus. The Company's Management Board also decided to discuss matters related to the issue of Series D Shares to be carried out through a public offering and possible participation of the Company's shareholders in the offering with the Company's Supervisory Board.

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District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, No. KRS 0000053299, Tax Identification Number (NIP): 534-10-12-136, Industry Identification Number (REGON): 010971300, share capital: PLN 4,528,313.75, paid up in full

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Reasons for delayed disclosure of the Inside Information:

In the opinion of the Company's Management Board, at the time of the decision on delayed disclosure of the Inside Information, it met the conditions set out in MAR and the guidelines under the Market Abuse Regulation, issued by the European Securities and Markets Authority pursuant to Article 17(11) of MAR on October 20th 2016. The Company's Management Board believes that immediate disclosure of the Inside Information, i.e. as early as at the stage of analysis by the Company of the possible issue of Series D Shares and its process, could prejudice legitimate interests of the Company and its Group. Issue of Series D Shares by the Company required prior consultations with the Supervisory Board, which, in accordance with the Company's Articles of Association, may influence the share issue process. Public disclosure of the information on undertaking the analysis could be interpreted to mean that a decision to carry out an offering has been made, which, in the event of the Management Board and the Supervisory Board failing to agree upon appropriate arrangements and not proceeding with the offering, would have had a negative effect on the Company's credibility. It could have also adversely affected the success of the issue of Series D Shares. This is why immediate disclosure of the Inside Information could have compromised the Company's ability to achieve its business and financial objectives. Furthermore, at the time of the decision to delay disclosure of the Inside Information it was difficult to determine the probability of the issue being actually carried out.

In the opinion of the Company's Management Board, there were no reasons to believe that delayed disclosure of the Inside Information could be misleading for investors, in particular in view of the lack of any previous public announcements from the Company regarding the subject matter of the Inside Information (and in particular the lack of any announcements excluding the possibility of share issuance). Therefore, early publication of the Inside Information could have misled investors as to the likelihood and the terms and conditions of a potential share issue, and result in an incorrect assessment of such information by investors in terms of, among other things, its impact on the price of Company shares.

The Company's Management Board also assures that it took the steps required by MAR to keep the delayed Inside Information confidential until it was disclosed to the public, relaying in this respect in particular on the internal information flow and protection procedures implemented at the Group level. At the time of the decision to delay disclosure of the Inside Information in accordance with Article 18 of MAR, a list of persons having access to the Inside Information was prepared, and the list was monitored on an ongoing basis and updated as needed.

The disclosure of the Inside Information was delayed until October 12th 2020.

Given the legitimate interests of the Issuer and its shareholders, and in compliance with the legal requirements of MAR, the Company will provide information on further steps in a separate report, if such information represents inside information.

Pursuant to the third subparagraph of Article 17(4) of MAR, after the delayed disclosure of inside information, the Company will promptly inform the Polish Financial Supervision Authority that the disclosure of the information was delayed and will provide an explanation of how the conditions for such delay were met. The delayed Inside Information will not be published if it ceases to be inside information before the lapse of its publication date, in particular as a result of the abandonment by the Company of the intention to increase its share capital through the issue of Series D Shares.

At the same time, acting pursuant to Section 5.9 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018, the Company hereby publishes inside information on the adoption on October 12th 2020, by the Management Board of MLP Group S.A., with the Supervisory Board's approval, of a resolution to increase the Company's share capital pursuant to the authorisation provided for in Art. 9a of the Company's Articles of Association, by way of an issue of up to 1,650,000 (one million, six hundred and fifty thousand) Series D Shares, with the existing shareholders' pre-emptive rights to acquire Series D Shares waived in their entirety, with a view to further development of the Company. The Company's Management Board intends to offer

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Series D Shares only to qualified investors, as defined in the Regulation, and investors referred to in Art. 4.1.d) of the Regulation, including investors that: (i) are the Company's shareholders as at the day preceding the bookbuilding opening date (the "**Preference Date**") and (ii) present, during the bookbuilding process for Series D Shares, information (i.e. a certificate issued by the entity keeping their securities account) on the number of Company shares they hold as at the end of the Preference Date, with the proviso that the number of shares held by such an investor as at the end of the Preference Date may not represent less than 1% (one percent) of the total number of shares in the Company (the "**Eligible Investors**") (in the case of investment funds, it may be the total number of shares held by more than one fund managed by the same management company). It is the Management Board's intention, provided for in the resolution to increase the Company's share capital through the issue of Series D Shares, that Series D Shares be allotted to each Eligible Investor that in the bookbuilding process submits a declaration(s) of subscription for Series D Shares at a price not lower than the issue price of Series D Shares determined by the Management Board, in such number – with priority before the allotment of the remaining Series D Shares – which enables such Eligible Investor, after the issue of Series D Shares, to maintain a share in total voting rights at the Company's General Meeting that is not lower than the share held by that Eligible Investor as at the end of the Preference Date. At the same time, the Management Board expects Israel Land Development Company Ltd. of Bnei - Brak, Israel ("**ILDC**"), or an investor designated by ILDC which is a subsidiary of ILDC, to place a subscription order for Series D Shares at the issue price determined in the bookbuilding process, so that the share of Series D Shares in respect of which it will place the subscription order will represent a number that will enable the ILDC Group, directly and through its subsidiaries, to maintain an unchanged equity interest in the Company, with the proviso that in the transaction it will be possible to change the share of individual ILDC subsidiaries in the Company's shareholding structure. ILDC's right to subscribe for Series D Shares excludes the right of ILDC subsidiaries as investors meeting the Eligible Investor criteria set out above. If any shares remain unsubscribed for after Series D Shares are offered in accordance with the terms described above, the Company's Management Board may allot such Series D Shares to other investors selected by the Management Board, who are entitled to participate in the offering of Series D Shares.

At the same time, in connection with the increase in the Company's share capital to be made by the Company's Management Board pursuant to the authorisation provided for in the Company's Articles of Association (the authorised share capital) through the issue of no fewer than 1 (one) and no more than PLN 1,650,000 (one million, six hundred and fifty thousand złoty) Series D Shares, the Company's Management Board announces that on October 12th 2020, Pekao Investment Banking S.A. was mandated to act as global coordinator and joint bookrunner ("**Pekao IB**"), and Bank Polska Kasa Opieki Spółka Akcyjna – Biuro Maklerskie Pekao was mandated to act as joint bookrunner and settlement agent ("**BM Pekao**"). The Company further announces that the detailed schedule of the Offering is still being agreed on and will be published in a separate current report.

It is the Company's intention to conduct, in cooperation with Pekao IB and BM Pekao, the issue of Series D Shares through a public offering addressed only to the categories of investors in the case of which no prospectus or other offering document is required for the purposes of such offering.

Disclaimer:

This current report is for information purposes only and the sole purpose of its publication by the Company is to provide information on certain steps taken by the Company, including engaging Pekao Investment Banking S.A. and Bank Polska Kasa Opieki Spółka Akcyjna - Biuro Maklerskie Pekao, in connection with the Company's intention to raise funds through the issue of Series D Shares, with the existing shareholders' pre-emptive rights to acquire Series D Shares waived in their entirety, with a view to further development of the Company. This Current Report is not intended in any way, directly or indirectly, to promote subscription for the new issue shares, and is not a promotional material prepared or published by the Company to promote the new issue shares or subscription for the shares, or to encourage anyone, directly or indirectly, to acquire or

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Legal basis:

Article 17(1) and Article 17(4) of MAR – Inside information