

## Current Report No. 4/2021

Date: April 22nd 2021

### **Management Board resolution on share capital increase on the basis of authorisation given under Articles of Association (authorised capital) through issue of E series ordinary shares**

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Further to Current Report No. 3/2021, 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 Management Board of MLP Group S.A. (the "**Company**") announces information on the adoption on April 22nd 2021, 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, through the issue of up to 1,653,384 Series E shares ("**Series E Shares**"), with the existing shareholders' pre-emptive rights to acquire Series E Shares waived in full, with a view to fostering continued growth of the Company. The Company's Management Board intends to offer Series E Shares only to qualified investors as defined in Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Regulation**"), and investors referred to in Article 4(1)(d) of the Regulation, including investors who: (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 E 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 E Shares, that Series E Shares be allotted to each Eligible Investor who in the bookbuilding process submits a declaration(s) of subscription for Series E Shares at a price not lower than the issue price of Series E Shares determined by the Management Board, in such number – with priority before the allotment of the remaining Series E Shares – which enables such Eligible Investor, after the issue of Series E 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 has been notified by Israel Land

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#### **MLP GROUP S.A.**

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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 4,930,063.75, paid in full

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Development Company Ltd. of Bnei - Brak, Israel (“**ILDC**”) that ILDC or an investor designated by ILDC which is a subsidiary of ILDC will place a subscription order for Series E Shares at the issue price determined in the bookbuilding process, so that the share of Series E 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 hold an equity interest of up to 40% in the Company. ILDC’s right to subscribe for Series E 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 E Shares are offered in accordance with the terms described above, the Company’s Management Board may allot such Series E Shares to other investors selected by the Management Board, who are entitled to participate in the offering of Series E Shares.

In connection with the Company’s obligation – provided for in the share placement agreement concluded on October 21st 2020 between the Company, Pekao Investment Banking S.A. (as global coordinator and joint bookrunner) (“**Pekao IB**”) and Bank Polska Kasa Opieki Spółka Akcyjna - Biuro Maklerskie Pekao (as joint bookrunner and settlement agent) – not to issue, sell or offer Company shares without the consent of Pekao IB for a period of 360 (three hundred and sixty) days from the date of execution of the annex to the placement agreement regarding the determination of the issue price, as announced by the Company in Current Report No. 16/2020, the Management Board of the Company announces that prior to adopting the above-mentioned resolution of the Management Board on the increase of the Company’s share capital, on the same day, i.e. April 22nd 2021, the Company obtained a written consent of Pekao IB to carry out the issue and offering of Series E Shares.

*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 E Shares, with the existing shareholders' pre-emptive rights to acquire Series E 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 subscribe for the shares. The Company has not published any materials designed to promote the new issue shares or subscription for the shares.*

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Legal basis:

*Art. 56.1.2 of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading and Public Companies of July 29th 2005*

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