

Current Report No. 23/2022

Date: 2 December 2022

Determination of the issue price of the new series F shares issued by MLP Group S.A. and the number of series F shares that will be subject to offers to take them up made by the Company.

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IN ADDITION, THIS CURRENT REPORT IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER OF SECURITIES IN ANY JURISDICTION. PLEASE READ THE IMPORTANT INFORMATION AT THE END OF THIS CURRENT REPORT.

With reference to current report No. 20/2022, No.21/2022 and No. 22/2022 the Management Board of MLP Group S.A. with its registered office in Pruszków (the "**Issuer**", the "**Company**"), acting in performance of the obligation set forth in (i) Article 17 (1) of Regulation No. 596/2014 of the European Parliament and of the Council of April 16, 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 (the "**MAR Regulation**") and in connection with the provisions of (ii) Resolution No. 1 of the Management Board of the Company dated 29 November 2022 on increasing the Company's share capital through the issuance of not more than 2,621,343 (two million six hundred and twenty-one thousand three hundred and forty-three) series F ordinary bearer shares pursuant to the authorization contained in Article 9a of the Company's Articles of Association (the "**Series F Shares**"), depriving existing shareholders in full of their pre-emptive rights to all Series F Shares, establishing rules for the distribution of Series F Shares, etc., and (iii) Resolution No. 4/11/2022 of the Management Board dated 29 November 2022 on setting the opening and closing dates for the subscription of the Company's series F ordinary bearer shares, determining dates of book building process of series F shares and determining the model agreement for the subscription of the Company's series F ordinary bearer shares announces that:

- 1) upon completion of the accelerated book-building process for Series F Shares on 1 December 2022, and based on the information on demand for Series F Shares set forth in the book-building process, with the approval of the Supervisory Board, the Company's Management Board has determined that the issue price of Series F Shares is PLN 70 (in words: seventy zloty) per Series F Share (the "**Issue Price**").
- 2) The Company will make: to investors (other than The Israel Land Development Company Ltd. of Bnei Brak, Israel ("**ILDC**")) offers to subscribe for a total of 2.621.343 (in words: two million six hundred twenty one thousand three hundred forty three) Series F Shares; and to ILDC an

offer to subscribe for a total of 1.082.710 (in words: one million eighty two thousand seven hundred ten) Series F Shares.

IMPORTANT INFORMATION

This current report has been prepared in accordance with Article 17 (1) of the MAR Regulation.

This current report is for informational purposes only. The Company publishes it solely for the purpose of providing relevant information regarding the terms of the offering of its shares. This current report does not serve in any way, directly or indirectly, to promote the offer, subscription or purchase of the Company's shares referred to in this current report (the "Series F Shares"), and does not constitute advertising or promotional material prepared or published by the Company for the purpose of promoting the Series F Shares, their subscription or offer, or to encourage investors, directly or indirectly, to subscribe for the Series F Shares. The Company has not yet published, and does not intend to publish after the date of this current report, any materials to promote the Series F Shares or their subscription.

This current report and the information contained herein are not intended for publication, announcement or distribution, directly or indirectly, in whole or in any part, in the United States, Australia, Canada, Japan, South Africa or other countries where publication, announcement or distribution would be unlawful. This current report is for informational purposes only and does not constitute an offer to issue or the solicitation of an offer to subscribe for shares in the capital of the Company in the United States of America, Australia, Canada, Japan or South Africa or any other country or jurisdiction. This current report has not been approved by any regulatory authority or stock exchange. Failure to comply with these restrictions may constitute a violation of the securities laws of the relevant jurisdiction.

The Series F Shares have not been and will not be registered under the United States Securities Act of 1933, as amended. United States Securities Act of 1933) (the "U.S. Securities Act") or with any state securities regulatory authority or with any authority of other jurisdictions of the United States and may not be offered, sold, pledged, taken up, resold, transferred or delivered, directly or indirectly, within the United States without registration under the U.S. Securities Act, except for transactions not subject to or exempt from registration under the U.S. Securities Act and in compliance with applicable state securities laws and the provisions of such laws in other jurisdictions of the United States. The Series F Shares have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, state securities commissions in the United States or other regulatory authorities in the United States. None of these authorities has substantively evaluated or approved the offering of the F Shares. Subject to certain exceptions, the securities referred to in this current report may not be offered or sold in the United States of America, Australia, Canada, Japan, the Republic of South Africa or to or for the account or benefit of citizens or residents of the United States of America, Australia, Canada, Japan or the Republic of South Africa and persons of those countries.

The Series F Shares are not being offered to the public in the United States of America, the United Kingdom or any other country outside of Poland. Any offering of Series F Shares will be made in accordance with the rules under the Prospectus Regulation and exempt from the requirement to prepare a prospectus.

No prospectus will be provided in connection with the matters that are the subject of this current report and the preparation of such prospectus is not required (pursuant to the Prospectus Regulation). This current report and the description of the terms and conditions of the offering of the New Shares contained herein are for informational purposes only; the information contained herein is addressed solely to persons who are (i) qualified investors within the meaning of the Prospectus Regulation or (ii) investors referred to in Article 1.4(d) of the Prospectus Regulation; (iii) other persons to whom it may be communicated in accordance with the law (all such persons collectively referred to as "Eligible Persons"). This current report and the terms and conditions described herein may not be relied upon or used by persons other than Eligible Persons. Persons distributing this current report must make sure that it is in accordance with the law. Any investment or investment activities covered by this current report and the terms and conditions described herein are available only to Authorized Persons and may be undertaken only by Authorized Persons.

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The Manager is acting solely for the Company and not for any other party in connection with the offer or subscription of the Series F Shares and will not be liable to anyone other than the Company in the context of providing coverage to its clients or providing advice with respect to the offer or subscription of the Series F Shares or other matters referred to in this current report. Other than any duties and obligations that may be imposed on the Manager under applicable law, neither the Manager nor any of its affiliates assumes any responsibility for the contents of the information contained in this current report or for any other statements made or purported to be made by or on behalf of the Manager or its affiliates in connection with the Company, the Series F Shares, their offering or subscription. Accordingly, the Manager and each of its affiliates will have no liability, whether arising in tort, contract or otherwise (except as noted above), with respect to any statements or other information contained in this current report, and makes no representation or warranty, express or implied, as to the accuracy, completeness or sufficiency of the information contained in this current report. The Manager may participate in the offering on a commercial basis.

The distribution of this current report or information about the offering or subscription of the Series F Shares may be restricted by law in certain jurisdictions. The Company and the Manager and its affiliates have not taken any action that would or is intended to permit a public offering of the Series F Shares in any other jurisdiction or to cause this current report or any other offering or publicity material relating to the Series F Shares to be held or distributed in any other jurisdiction where it may be prohibited pursuant to the relevant regulations.

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This current report contains (or may contain) certain forward-looking statements relating to the Company's current expectations and projections of future events. These statements, which sometimes use words such as "intend," "anticipate," "believe," "intend," "plan," "estimate," "expect" and words of similar meaning, reflect the beliefs and expectations of the Company's management and involve a number of risks, uncertainties and possible falsification of the assumptions made, which may update in the future, the occurrence or updating of which are beyond the Company's control and may cause actual results to differ materially from any expected results expressed or implied by the forward-looking statements. Statements in this current report regarding past trends or activities should not be considered a representation that such trends or activities will continue in the future. The information contained in this current report is subject to change without notice and, except as required by applicable law, the Company assumes no responsibility or obligation to publicly update or revise any forward-looking statements contained herein, nor does it intend to do so. You should not place undue reliance on forward-looking statements that reflect only beliefs as of the date of this current report. None of the statements contained in this current report constitute or are intended to constitute a forecast or estimate of earnings, nor are they intended to imply that the Company's earnings in the current or future fiscal year will match or exceed the Company's historical or published earnings. Due to the aforementioned risk factors, uncertainties and assumptions subject to future revision, the recipient should not place undue reliance on forward-looking statements as a forecast of actual results or otherwise.

This current report does not identify or suggest, and is not intended to identify or suggest, any risks (direct or indirect) that may be associated with an investment in the Series F Shares. Any investment decision to subscribe for or purchase Series F Shares under the offer or subscription of such shares must be made solely on the basis of publicly available information that has not been independently verified by the Managers.

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This current report does not constitute an invitation to underwrite, subscribe for or otherwise acquire or dispose of any securities in any jurisdiction. This current report does not constitute a recommendation regarding an investor's decision to offer or subscribe for the Series F Shares. Each investor or potential investor should conduct its own investigation, analysis and evaluation of the business and data described in this current report and publicly available information. The price and value of securities may go up as well as down. Past performance is not a guide to future performance.

Legal basis:

Article 17 (1) MAR Regulation - confidential information