

Current report No. 18/2024Date: September 30th, 2024**Disclosure of delayed inside information on the issue of Notes**

The Management Board of MLP Group S.A. with its registered office in Pruszków (the “**Company**”) hereby discloses to the public inside information, the disclosure of which was delayed on September 17th 2024, in accordance with Article 17(1) and (4) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of April 16th 2014 on market abuse and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directive 2003/124/EC; 2003/125/EC and 2004/72/EC (the “**MAR**”).

Content of the delayed inside information:

The Company intends to issue up to €300 million senior notes due 2029 (the “**Notes**”) and has launched an offering (the “**Offering**”) of the Notes.

The interest rate, offering price and certain other terms will be determined at the time of pricing of the Notes, subject to market conditions.

The Company intends to allocate an amount equal to the net proceeds from the Offering to the financing and refinancing of its eligible assets and expenditures that meet the eligibility criteria defined within “Green Financing Framework” prepared and published by the Company. Pending full allocation of an amount equal to the net proceeds of the Offering, the Company intends to use the gross proceeds of the Offering to (i) partially repay amounts outstanding under certain senior secured loan facilities, (ii) fund certain new developments, (iii) fund certain land acquisitions, (iv) fund cash to balance sheet, and (v) pay fees and expenses in connection with the Offering.

There can be no assurance that the Offering and use of proceeds therefrom will be completed.

The Offering of the Notes will be made to non-U.S. persons in offshore transactions in reliance on Regulation S under the U.S. Securities Act of 1933, as amended.

The Offering is addressed solely to qualified investors in the meaning of the EU Prospectus Regulation (Regulation (EU) 2017/1129 of the European Parliament and of Council of June 14th, 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/E as amended). Therefore in connection with the Offering no listing prospectus have been prepared, distributed nor approved.

It is intention of the Company to apply to list the Notes on the Official List of the Luxembourg Stock Exchange and for admission of the Notes to trading on the Euro MTF Market of the Luxembourg Stock Exchange.

Reasons justifying the delay of the disclosure of inside information:

In the opinion of the Management Board, the delay in the disclosure of the above Inside Information meets the conditions set out in MAR and in the guidelines of the European Securities and Markets

Authority regarding the delay of the disclosure of inside information of September 17, 2024 at the time of the decision to delay the disclosure of inside information.

Earlier public disclosure of information about the issue of the Notes at the initial stage, whereas this stage could have ended with a negative decision to withdraw from the issue of the Notes, could have violated the interests of the Company.

In the opinion of the Company's Management Board, in the described circumstances, immediate disclosure of information on the issue of the Notes raised the risk of violating the legitimate interests of the Company and its Capital Group. Disclosure of such information could create premises for investors investing in both shares and notes to make investment decisions not justified by the Company's situation. As a result, it could damage the good name of the Company as an issuer present on both the stock and note markets.

In the opinion of the Company's Management Board, there were no indications that the delay in disclosure of the Inside Information could have misled investors.

In the opinion of the Company's Management Board, the confidentiality of the Inside Information was ensured, in particular, by exercising due diligence to keep it confidential, which also included the preparation of a list of persons having access to the Inside Information in question in accordance with Article 18 of MAR, which was monitored on an ongoing basis and, if necessary, updated.

Legal basis:

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

Cautionary Statement

The Notes will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or applicable state securities laws. Accordingly, the Notes will be offered only to non-U.S. persons outside the United States ("U.S.") in reliance Regulation S under the Securities Act. The Notes may not be offered or sold in the United States or for the account or benefit of any U.S. person or in any way distributed in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state securities laws.

This announcement is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale in the United States or in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any jurisdiction.

This announcement is not being made in and copies of it may not be distributed or sent into any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any jurisdiction. the publication, distribution or release would be unlawful.

The Company does not intend to register the Notes in the United States or to conduct a public offering of the Notes in the United States.



This announcement does not constitute and shall not, in any circumstances, constitute an invitation to the public in connection with any offer or constitute any offer to the public, each within the meaning of Regulation (EU) 2017/1129 (“Prospectus Regulation”). In member states of the European Economic Area (“EEA”), this announcement and any offer of the securities will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein.

The securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive 2016/97 (the “Insurance Distribution Directive”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a “qualified investor” as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

The securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a “qualified investor” as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA (“UK Prospectus Regulation”), and the expression an offer includes the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (as amended, the “UK PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

In the UK, this announcement and any offer of the securities referred to herein in the UK will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of the securities referred to herein. Accordingly, any person making or intending to make an offer in the UK of Notes which are the subject of the offering contemplated may only do so in circumstances in which no obligation arises for the Company or any of the initial purchasers to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation, in each case, in relation to such offer. Neither the Company nor the initial purchasers have authorized, nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for the Company or the

initial purchasers to publish a prospectus for such offer. The expression “UK Prospectus Regulation” means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

This communication is being distributed only to, and is only directed at persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Financial Promotion Order”) (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Financial Promotion Order, (iii) are outside the United Kingdom or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 in connection with the issue and sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement may include certain “forward-looking” statements within the meaning of applicable securities laws. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words “believes,” “expects,” “may,” “will,” “would,” “should,” “seeks,” “pro forma,” “anticipates,” “intends,” “plans,” “estimates,” or the negative of any thereof or other variations thereof or comparable terminology, or by discussions of strategy or intentions. These statements are not guarantees of future actions or performance and involve risks, uncertainties and assumptions as to future events that may not prove to be accurate. Actual actions or results may differ materially from what is expressed or forecasted in these forward-looking statements. As a result, these statements speak only as of the date they were made and the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Many important factors could cause the Company's results to differ materially from those expressed in these forward-looking statements.

The forward-looking statements and information contained in this announcement speak only as of the date hereof and the Company undertakes no obligation to publicly update or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

This information may be considered to be inside information pursuant to the EU Market Abuse Regulation (MAR) and is subject to the disclosure requirements pursuant to MAR article 17.