

SHOPPER PARK⁺

PUBLIC DISCLOSURE

RELATING TO THE PLANNED ACQUISITION OF TESCO ANCHORED SLOVAKIAN PORTFOLIO

Shopper Park Plus Nyrt. (“**SPP**”) is hereby making a public announcement relating to the planned acquisition of a Tesco-anchored Slovakian portfolio (“**Transaction**”), information on which was published on 10 October 2024.

In line with the previous publication, the Transaction is envisaged to take place in a joint venture structure via a Slovakian special purpose vehicle (“**Slovakian SPV**”). As a first step of setting up the joint venture, Gradevel Kft. (100%-owned subsidiary of SPP) and two co-investors, Unity Asset Management Foundation and Portfolion Partner Private Equity Fund (managed by PortfoLion Zrt.), have signed an indicative term sheet on 28 October 2024, which sets out the material terms of the joint venture (“**Term Sheet**”).

According to the Term Sheet, Unity Asset Management Foundation will invest EUR 9.5 million and will hold a 26.39% stake in the Slovakian SPV; Portfolion Partner Private Equity Fund (managed by PortfoLion Zrt.) will invest EUR 4.9 million and will hold a 13.61% stake in the Slovakian SPV; and Gradevel Kft. (or another 100%-owned SPP subsidiary) will invest EUR 21.6 million and will hold the remaining 60% stake.

The investments of the parties of the Term Sheet will add up to meet the EUR 36 million equity requirement of the Transaction, while the rest of the financing needs (approx. EUR 46 million) is expected to be provided by UniCredit Slovakia via bank financing. The equity will be partially provided by the parties of the Term Sheet as shareholder loans *pari passu, pro rata*. The exact amount of capital and shareholder loan within the equity will be finalized before signing of the Transaction documents.

As per the Term Sheet, Unity Asset Management Foundation and Portfolion Partner Private Equity Fund will have customary drag-along and tag-along rights and other customary minority protection rights within the joint venture. Unity Asset Management Foundation will be also entitled to delegate two non-executive members to the 5-member board of directors of the Slovakian SPV.

Further terms of the joint venture will be elaborated in a binding joint venture agreement.

Further details of the private placement referred to in the information published on 10 October 2024 will be announced until 15 November 2024.

The Transaction is still subject to:

- Final corporate approvals of the sell-side of the Transaction, current terms are indicative
- Final transaction related documentation and lease agreement acceptable to SPP
- Final binding term sheet from the financing bank
- Successful private placement by SPP
- Acceptable and binding joint venture agreement
- Approval of existing financing banks (OTP Bank Nyrt. and Erste Bank Hungary Zrt.)

Budapest, 30 October 2024

Shopper Park Plus Nyrt.