



**PUBLIC DISCLOSURE
RELATING TO THE PLANNED PRIVATE PLACEMENT**

Shopper Park Plus Nyrt. (“SPP”) is hereby making a public announcement relating to the planned private placement.

Previously, on 10 October 2024, SPP has published information in connection with the planned acquisition of a Tesco-anchored Slovakian portfolio (“**Transaction**”), the joint venture structure of the Transaction and details of the planned private placement (“**Private Placement**”) to raise capital available for investment in course of the Transaction.

In connection with the Private Placement, on 25 November 2024, SPP’s Board of Directors has resolved on the following:

- i. exclusively dematerialized Series A ordinary shares are planned be issued in the Private Placement, which will carry the same rights as the ordinary shares of the same Series A ordinary shares already issued and listed on the Budapest Stock Exchange;
- ii. the number of Series A ordinary shares to be issued in the Private Placement will be between 1,878,261 and 1,920,000;
- iii. the issue value of the newly placed Series A ordinary shares is set at EUR 11.5 per share;
- iv. the preliminary subscription period is planned will run from 2 December 2024 until 4 pm on 6 December 2024, during this time period eligible investors shall submit their preliminary undertakings indicating their will to take part in the Private Placement;
- v. the final subscription period is planned to run from 7 December 2024 until 11 December 2024, during this time period, eligible investors who have duly submitted their preliminary undertakings shall make their final and binding undertakings on taking part in the Private Placement;
- vi. in the event when eligible investors subscribe for more shares than the maximum number of shares to be issued in the Private Placement (i.e. more than 1,920,000 shares), an allocation will be made, whereby the total number of shares subscribed for will be reduced on a pro rata basis up to the maximum number of shares to be issued in the Private Placement;
- vii. SPP’s Board of Directors, based on the authorization provided for in section 6.15.3 of SPP’s Articles of Association and the resolution of the General Meeting of Shareholders of 10/29.04.2024, excluded the pre-emptive subscription right of the shareholders in order to ensure the private nature of the Private Placement and the exemption from the obligation to draw up a prospectus under the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (the “**Prospectus Regulation**”);

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- viii. the Private Placement will be carried out in accordance with Article 1(5)(a) of the Prospectus Regulation, i.e. no prospectus will be published under the Prospectus Regulation, given that the securities issued are securities fungible with securities already admitted to trading on the same regulated market and that they represent, over a period of 12 months, less than 20 % of the number of securities already admitted to trading on the same regulated market;
- ix. the Private Placement will be made by way of an offer as defined in Article 1(4)(b) of the Prospectus Regulation, i.e. to fewer than 150 natural or legal persons per member state, other than qualified investors. The capital increase is open to the above investors who meet the following conditions:
 - i. out of the natural or legal persons who are not qualified investors, those who held at least 5,000 ordinary shares with ISIN HU0000192786 in SHOPPER PARK PLUS NYRT. based on the Company's shareholder correspondence as of 21 November 2024 ordered from KELER Zrt. (These persons have been identified by SPP and will be contacted by SPP directly or through the distributor in connection with the Private Placement),
 - ii. the persons – both qualified or unqualified investors – that have made a preliminary undertaking on taking part in the Private Placement; and
 - iii. the persons – both qualified or unqualified investors – that have been appointed by SPP in its resolution to increase the share capital in accordance with the prior commitment.

Persons who are qualified investors may participate in the capital increase regardless of whether they have or have had any shares in SPP.

SPP has appointed Concorde Értékpapír Zrt. (registered office: 1123 Budapest, Alkotás utca 55-61, 7. emelet; company registration number: 01-10-043521) as the distributor of the shares to be issued in the Private Placement.

SPP, directly or through Concorde Értékpapír Zrt., will reach out to potential eligible investors to inform them of the possibility to take part in the Private Placement and on the technical details of their participation.

Budapest, 26 November 2024

Shopper Park Plus Nyrt.