

STATEMENT OF THE MANAGEMENT BOARD OF GLOBE TRADE CENTRE S.A.**REGARDING THE PUBLIC TENDER OFFER TO SUBSCRIBE FOR THE SALE OF THE SHARES IN
GLOBE TRADE CENTRE S.A. PUBLISHED ON 7 SEPTEMBER 2020 BY GTC HOLDING
ZÁRTKÖRŰEN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG**

The management board of Globe Trade Centre S.A., with its registered seat in Warsaw (the "Management Board") (the "Company"), acting pursuant to Article 80 sections 1-2 of the Act of 29 July 2005 on Public Offering, the Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (the "Act"), hereby presents its position regarding the public tender offer announced on 7 September 2020 pursuant to Article 73 section 2 point 1 of the Act by GTC HOLDING ZÁRTKÖRŰEN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG, with its registered seat in Budapest, Hungary (the "Bidder"), to subscribe for the sale of the shares in the Company, as subsequently amended on 22 September 2020 and on 24 September 2020 (the "Tender Offer"), in connection with the indirect exceeding of the 33% threshold of the overall number of votes at the general meeting of the Company by the Bidder as a result of the acquisition by the Bidder on 23 June 2020 of 100% of the shares in GTC Dutch Holdings B.V., which holds 298,575,091 (two hundred and ninety-eight million, five hundred and seventy-five thousand, ninety-one) shares in the Company entitling it to 298,575,091 (two hundred and ninety-eight million, five hundred and seventy-five thousand, ninety-one) votes at the general meeting of the Company, which represents approximately 61.49% of the share capital of the Company and of the overall number of shares at the general meeting of the Company.

Pursuant to the wording of the Tender Offer, the Bidder intends to acquire, as a consequence of the Tender Offer, 21,891,289 (twenty-one million, eight hundred and ninety-one thousand, two hundred and eighty-nine) shares in the Company, which constitute approximately 4.51% of the share capital of the Company and the overall number of votes at the general meeting of the Company authorising the holder thereof to 21,891,289 (twenty-one million, eight hundred and ninety-one thousand, two hundred and eighty-nine) votes at the general meeting of the Company (the "Shares").

Pursuant to the wording of the Tender Offer, as at the date of the announcement of the Tender Offer, the Bidder does not hold any shares in the Company directly. The Bidder's parent entities and subsidiaries, apart from GTC Dutch Holdings B.V., do not hold any shares in the Company. The Bidder holds indirectly, through GTC Dutch Holdings B.V., 298,575,091 (two hundred and ninety-eight million, five hundred and seventy-five thousand, ninety-one) shares in the Company entitling it to 298,575,091 (two hundred and ninety-eight million, five hundred and seventy-five thousand, ninety-one) votes at the general meeting of the Company, which represents approximately 61.49% of the share capital of the Company and of the overall number of shares at the general meeting of the Company.

Pursuant to the wording of the Tender Offer, the Bidder is not, and in the period of the 12 months prior to the announcement of the Tender Offer was not, a party to any of the agreements referred to in Article 87 section 1(5) of the Act.

1. Reservations

For the purposes of drafting this statement, the Management Board analysed the following external sources of information and data available thereto:

- a) the Tender Offer;
- b) the market prices of the shares in the Company in the six months preceding the announcement of the Tender Offer;
- c) the publicly available information regarding the operations, the financial condition and the current market prices of selected similar companies; and
- d) other materials that the Management Board considered necessary in connection with the presentation of this position.

For the purpose of preparing this position, subject to a review of external sources of information and data as referred to above, the Management Board has not taken any actions to obtain, collect or analyse any data that does not originate from the Company. The Management Board did not mandate any third-party reviews or analyses in connection with the Tender Offer or the content thereof, including, in particular, in respect of the price for the Shares in the Tender Offer.

Subject to the information supplied by the Company regarding its business, including those subjected to a third-party audit, the Management Board accepts no liability for the accuracy, reliability, completeness, or adequacy of the information serving as the basis for the position presented in this document.

The position of the Management Board presented in this document does not constitute a recommendation to buy or sell the shares in the Company or any other financial instruments as referred to in *Regulation (EU) No. 596/2014 of the European Parliament and of the Council 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 or in Commission Delegated Regulation (EU) 2016/958 of 9 March 2016 supplementing Regulation (EU) No. 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the technical arrangements for objective presentation of investment recommendations or other information recommending or suggesting an investment strategy and for disclosure of particular interests or indications of conflicts of interest.*

Each investor that makes an investment decision regarding the Shares in connection with this position of the Management Board regarding the Tender Offer needs to, based on all of the relevant information, including the information supplied by the Bidder and the Company, specifically in connection with compliance with the relevant information requirements, make its own assessment of the investment risk involved in the holding, continued holding or acquisition of financial instruments, inclusive of seeking individual advice or recommendations from licensed advisors to the extent necessary to make the right decision. The decision concerning the sale of the Shares in response to the Tender Offer must be the independent decision of each shareholder of the Company. In particular, each shareholder of the Company, for the purposes of analysing the ways in which it may respond to the Tender Offer, should assess the investment risk related thereto and all of the legal and/or tax implications in respect thereof.

2. The impact of the Tender Offer on the Company's interests, the Bidder's strategic plans regarding the Company, and the opinion of the Management Board on the strategic plans of the Bidder

As set out in the Tender Offer, the Bidder intends to acquire the Shares as a long-term investment and to retain its majority holdings in the Company. It is the Bidder's intention that the shares in the Company will continue to be listed on the main market of the Warsaw Stock Exchange. The Bidder intends to strengthen the competitive position of the Company on the real estate market and support the performance of the Company's strategy and the Company's further growth. It is probable that in the future the Bidder will support the delisting of the Shares from the Johannesburg Stock Exchange.

Moreover, according to the Tender Offer, the Bidder expects that throughout the period of its investment in the Company, the Company will maintain the existing direction of its development and the scale of its current business, as well as implement new projects aimed at increasing its value.

The Management Board is supportive of the strategic plans of the Bidder towards the Company as expressed in the Tender Offer. Such plans were presented in a general manner in the form of envisioned possibilities. At this point, although the Management will strive to achieve these strategic goals, it is uncertain when or indeed if they can be achieved. The Management Board notes that the Tender Offer includes information that it is the Bidder's intention for the shares in the Company to continue to be listed on the main market of the Warsaw Stock Exchange and that the Bidder may support the delisting of the shares from the Johannesburg Stock Exchange. The Management Board is supportive of such proposed actions.

3. Position of the Management Board concerning the impact that the Tender Offer could have on the location of the Company's business in the future

In the Tender Offer, the Bidder did not include any information regarding the impact that the Tender Offer might have on the location of the Company in the future. In connection with the above, there are no grounds to claim that the Bidder intends to change the location of the Company's business.

4. Position of the Management Board concerning the impact that the Tender Offer could have on employment in the Company

In the Tender Offer, the Bidder did not include any information regarding the impact of the Tender Offer on employment in the Company. In the opinion of the Management Board, there are no grounds to claim that the Tender Offer will have an adverse impact on employment in the Company.

5. Position of the Management Board concerning the price for the Shares offered in the Tender Offer

With respect to the price offered in the Tender Offer, the Management Board notes that, pursuant to Article 79 of the Act, the price for the Shares in the Company offered in the Tender Offer cannot be lower than:

- a) the average market price in the six-month period preceding the announcement of the Tender Offer during which the shares were traded on the main market of the Warsaw Stock Exchange;
- b) the highest price paid for the shares that are the subject of the Tender Offer by the entity required to announce such tender offer, any subsidiaries or parent entities thereof, or entities that are parties to the agreement concluded therewith as referred to in Article 87, section 1(5) of the Act, in the 12 months prior to the announcement of the Tender Offer; and
- c) the highest value of the things or rights that were provided by the entity required to announce such tender offer, any subsidiaries or parent entities thereof, or entities that are parties to the agreement concluded therewith as referred to in Article 87, section 1(5) of the Act, in exchange for the shares subject to the public tender offer in the 12 months prior to the announcement of the Tender Offer.

The average market price is the arithmetic mean of the average daily prices of the shares in the Company weighted by the trading volume on the Warsaw Stock Exchange during the relevant period.

Based on the wording of the Tender Offer:

- a) the market price determined as the arithmetic mean of the average daily prices of the Shares weighted by the volume in the period of the 6 months preceding the announcement of the Tender Offer during which the Shares were traded on the main market of the Warsaw Stock Exchange is PLN 6.88 (six zlotys and eighty-eight groszy) per one Share;
- b) the Bidder is not, nor in the 12-month period prior to the announcement of the Tender Offer was it, a party to any agreement referred to in Article 87 section 1(5) or section 1(6) of the Act; and
- c) in the 12-month period prior to the announcement of the Tender Offer, neither the Bidder nor any of its subsidiaries or its parent company directly acquired any shares in the Company, rather, on 23 June 2020, the Bidder indirectly acquired, through its acquisition of GTC Dutch Holdings B.V. (the "Indirect Acquisition"), 298,575,091 shares in the Company. The complexity of the share purchase agreement between OPTIMUM VENTURES MAGÁNTÓKEALAP, with its registered office in Budapest, Hungary, of which the Bidder is a subsidiary, and LSREF III GTC INVESTMENTS B.V., with its registered office in Amsterdam, the Netherlands, dated 3 April 2020 entered into in connection with the Indirect Acquisition makes such transaction incomparable to a straightforward stock exchange transaction. The purchase price paid upon the completion of the Indirect Acquisition was EUR 293,500,000, with a deferred component based on future events and circumstances. Taking into consideration the various elements of the Share Purchase Agreement, the Bidder has calculated, subject to certain assumptions, that the closest stock exchange price per share in the Company to the value conveyed by the Bidder in the Indirect Acquisition is EUR 1.17, which converted into PLN at the average exchange rate of the National Bank of Poland as of 22 June 2020, is PLN 5.23.

The price offered in the Tender Offer is PLN 6.89 (six zlotys and eighty-nine groszy) and thus is not lower than the price specified in points a through c above. Therefore, the Management Board infers that the price proposed in the Tender Offer meets the requirements of the minimum price to be offered in the Tender Offer presented in Article 79 of the Act.

The Management Board notes, however, that pursuant to Article 80 section 2 of the Act, the price of the Shares quoted on the regulated market on which they are listed and traded cannot be the only measure of whether the price offered in the Tender Offer corresponds to the fair value of the Company. Given the nature of the Company's business and operations, the Management Board believes that its assessment of whether the price offered in the Tender Offer corresponds to the fair value of the Company should take into consideration, among other factors, the Company's consolidated book value, which is, to a large extent,

driven by the total value of the properties portfolio of the Company's group. The listing price may be influenced by a number of market factors relating to the current economic situation on the capital market, the shareholding structure of the Company or the liquidity of its shares on the market, which are not correlated with the Company's results of operations and may have a materially adverse effect on the listing price of the Shares, and thus, may cause the price quoted on the regulated market and the minimum price indicated in Article 79 of the Act significantly to diverge from the fair value of the shares in the Company.

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards. In accordance with the applied accounting policies, the income-generating properties and properties under construction of the Company's group are independently revalued on an at least semi-annual basis. Consequently, in accordance with IAS 40 "Investment Property", the book value of such properties, which as at 30 June 2020 represented 89% of the Company's consolidated total assets and substantially all of the properties portfolio of the Company's group, is measured at fair value based on the valuations of renowned independent third-party valuers.

Based on the information contained in the consolidated interim report of the Company's capital group for the six-month period ended 30 June 2020, the Management Board notes that as of 30 June 2020:

- a) The Company's consolidated common equity amounts to EUR 1,006 million, which corresponds to PLN 9.25 per share, which means that the price offered in the Tender Offer includes a discount of 25.5% off the fair market value of the Company's shares based on the Company's net asset value. A bridge from the total value of the property portfolio of the Company's group to total common equity is presented in Table 1 below.
- b) The Company's EPRA NAV (calculated as presented in Table 2 below) stood at EUR 1,161 million, which corresponds to an EPRA NAV per share of EUR 2.39 (PLN 10.67 at EUR/PLN 4.466). This means that the price offered in the Tender Offer includes a discount of 35.5% off the fair market value of the Company's shares based on the EPRA NAV of the Company's property portfolio.

Table 1: bridge from investment property to total common equity as of 30 June 2020 based on the information contained in the consolidated interim report of the Company's capital group for the six-month period ended 30 June 2020:

	<i>(EUR million)</i>	<i>(PLN/share)</i>
Investment property (excluding right of use)	2,101	19.32
Residential landbank (excluding right of use)	12	0.11
Right of use	45	0.41
Assets held for sale	63	0.58
Property, land and equipment	8	0.07
Loan granted to non-controlling interest partner	11	0.10
Cash & cash equivalents and deposits	182	1.67
VAT receivable	2	0.02
Other assets	18	0.17
Minorities	-14	-0.13
Short and long-term financial debt	-1,183	-10.88
Derivatives	-11	-0.10
Lease liability	-45	-0.41
Provision for deferred tax liabilities	-143	-1.32
Other liabilities	-40	-0.36
Common equity	1,006	9.25

Table 2: total equity to the EPRA NAV bridge as of 30 June 2020 based on the information contained in the consolidated interim report of the Company's capital group for the six-month period ended 30 June 2020:

	<i>(EUR million)</i>	<i>(PLN/share)</i>
Total equity	1020	9.38
Non-controlling interest	-14	-0.13
Equity attributable to equity holders of the Company	1006	9.25
Derivatives at fair value	+11	+0.10
Deferred tax liability related to real estate assets	+143	+1.32
EPRA NAV*	1161	10.67

*Due to rounding, the figures included in the table do not add up to the value of the EPRA NAV.

In the opinion of the Management Board, the fair value of the shares in the Company calculated based on its net asset value would fall within the range of between PLN 9.25 and PLN 10.67.

In the period of the six months preceding the date of the announcement of the Tender Offer, the shares in the Company traded on the regulated market of the Warsaw Stock Exchange (*Giełda Papierów Wartościowych w Warszawie S.A.*) significantly below their book value.

In view of the above, pursuant to the requirements of Article 80 section 2 of the Act, the Management Board declares that, in its opinion, the price offered in the Tender Offer does not reflect the fair value of the Company.

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The Management Board of Globe Trade Centre S.A., on 29 September 2020:



Yovav Carmi
Chief Operating Officer
President of the Management Board



Ariel Alejandro Ferstman
Chief Financial Officer
Management Board Member



Gyula Nagy
Management Board Member



Robert Snow
Management Board Member