

Current Report No. 18/2020

Date: October 27th 2020

Execution of agreements on subscription for Series D shares and final amount of MLP Group S.A.'s increased share capital

THIS CURRENT REPORT AND THE INFORMATION CONTAINED HEREIN IS RESTRICTED AND IS NOT FOR RELEASE, PUBLICATION, DISTRIBUTION OR TRANSMISSION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES, AUSTRALIA, CANADA, SOUTH AFRICA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION, DISTRIBUTION OR TRANSMISSION WOULD BE UNLAWFUL. IN ADDITION, THIS CURRENT REPORT IS FOR INFORMATION ONLY AND IS NOT INTENDED AS AN OFFER OF SECURITIES IN ANY JURISDICTION. PLEASE READ THE IMPORTANT NOTICE AT THE END OF THIS CURRENT REPORT.

Further to Current Report No. 16/2020 of October 21st 2020 and Current Report No. 17/2020 of October 23rd 2020, the Management Board of MLP Group S.A. of Pruszków (the "**Company**"), acting in the performance of the obligation set out in (i) Article 17(1) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 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**"), and in conjunction with the provisions of (ii) Resolution 1 of the MLP Group S.A. Management Board of October 12th 2020 on the increase of the Company's share capital through the issue of up to 1,650,000 (one million, six hundred and fifty thousand) Series D ordinary bearer shares (the "**Series D Shares**") on the basis of the authorisation provided for in Art. 9a of the Company's Articles of Association, full waiver of existing shareholders' pre-emptive rights to acquire all Series D Shares, definition of the rules of distribution of Series D Shares, etc. (the "**Issue Resolution**"), announces that the Issuer has executed with investors agreements on subscription for 1,607,000 (one million six hundred and seven thousand) Series D Shares, including an agreement on subscription for 574,903 (five hundred and seventy four thousand, nine hundred and three) Series D Shares with Israel Land Development Company Ltd. of Bnei Brak, Israel ("**ILDC**"). The required cash contributions for all Series D Shares have been paid in full. At the same time, on October 27th 2020 the Management Board made a final allotment of Series D Shares to the investors with whom it has signed the abovementioned agreements on subscription for Series D Shares.

At the same time, acting pursuant to Section 5.9 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018, the Company announces that on October 27th 2020 the Management Board of MLP Group S.A. adopted a resolution on the final amount of increase of the Company's share capital, pursuant to the authorisation provided for in Art. 9a of the Company's Articles of Association, by way of an issue of 1,607,000 (one million, six hundred and seven thousand) Series D Shares. Upon registration by the registry court, the Company's share capital will be increased from PLN 4,528,313.75 (four million, five hundred and twenty-eight thousand, three hundred and thirteen złoty, seventy-five grosz) by PLN 401,750 (four hundred and one thousand, seven hundred and fifty złoty) to PLN 4,930,063.75 (four million, nine hundred and thirty thousand, sixty-three złoty, seventy-five grosz). The Company will issue a separate current report to announce the registration of the share capital increase.

IMPORTANT NOTICE

MLP Group S.A.

ul. 3 Maja 8, 05-800 Pruszków, phone: (+48 22) 738 30 10, fax: (+48 22) 738 30 19, email: info@mlp.pl
District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, No. KRS 0000053299,
Tax Identification Number (NIP): 534-10-12-136, Industry Identification Number (REGON): 010971300, share capital: PLN 4,528,313.75, paid in full
www.mlp.pl

This current report has been prepared in accordance with Article 17(1) of the MAR and Par. 5.9 of the Minister of Finance's Regulation on current and periodic information to be published by issuers of securities and conditions for recognition as equivalent of information whose disclosure is required under the laws of a non-member state, dated March 29th 2018.

This current report is for information only. The Company publishes it exclusively to provide important information about the terms and conditions of its share offering. This current report is not intended, directly or indirectly, to promote the offering, subscription for or purchase of Company shares referred to herein ("Series D Shares") and does not constitute an advertisement or promotional material prepared or published by the Company for the purpose of promoting, subscribing for or offering Series D Shares, or encouraging investors, directly or indirectly, to subscribe for Series D Shares. To date, the Company has not published any materials to promote or subscribe for Series D Shares and does it intend to publish any such materials after the date of issue of this current report.

This current report and the information contained herein is not for release, publication or distribution, in whole or in part, directly or indirectly, in or into the United States, Australia, Canada, Japan, South Africa or any other jurisdiction in which such release, publication or distribution would be unlawful. This current report is for information only and is not intended as an offer to issue, or the solicitation of an offer to subscribe for shares in the Company's share capital in the United States, Australia, Canada, Japan or South Africa or other countries or jurisdictions. This current report has not been approved by any regulatory body or stock exchange. Any failure to comply with such restrictions may represent a breach of the laws governing trading in securities in a given jurisdiction.

Series D Shares have not been nor will be registered under the United States Securities Act of 1933, as amended, or with any regulatory body competent for trading in securities in any state or other jurisdictions of the United States, and may not be offered, sold, pledged, subscribed for, resold, transferred or delivered, directly or indirectly, in the territory of the United States without registration in accordance with the United States Securities Act, except for transactions which are not subject to or which are exempt from registration requirement under the United States Securities Act and in accordance with applicable laws governing trading in securities in any state or other jurisdictions of the United States. Series D Shares have not been approved, disapproved or recommended by the U.S. Securities and Exchange Commission, any State Securities Commission in the United States or other regulatory authority in the United States, nor have any of the foregoing authorities passed upon the merits of or given their approval to the offering of Series D Shares. Subject to certain exceptions, the securities referred to in this current report may not be offered or sold in the United States, Australia, Canada, Japan, South Africa, to or for the account of any citizens or residents of the United States, Australia, Canada, Japan or South Africa and nationals of those countries.

Series D Shares are not offered to the public in the United States, the United Kingdom or any country other than Poland. All offerings of Series D Shares will be made in accordance with the Prospectus Regulation and will be exempt from the requirement to prepare a prospectus.

In connection with the matters covered by this current report, no prospectus will be made available and no such prospectus is required to be prepared (under the Prospectus Regulation). This current report and the description of the terms and conditions of the New Share Offering contained herein are for information only; the information contained herein is addressed only to persons who are (i) qualified investors within the meaning of the Prospectus Regulation and (ii) investors referred to in Article 1(4)(d) of the Prospectus Regulation (iii) other persons who may be notified thereof in accordance with the applicable laws (all such persons are jointly referred to as "Eligible Persons"). This current report and the terms and conditions described herein may not serve as a basis for taking action or be used by persons other than Eligible Persons. Persons distributing this current report must satisfy themselves that it is lawful to do so. Any investments or

investment activity covered by this current report and the terms and conditions described herein shall be available only to and may be undertaken only by Eligible Persons.

This current report has been published by the Company, which bears sole responsibility for this current report. Pekao Investment Banking S.A. (as global coordinator and joint bookrunner) ("Pekao IB") and Bank Polska Kasa Opieki Spółka Akcyjna - Biuro Maklerskie Pekao (as joint bookrunner and settlement agent) (the "Managers"), their affiliates and their representatives do not and will not bear any liability nor do they make any representations or warranties, whether express or implied, concerning the accuracy or completeness of this current report, nor any other written or oral information made available or publicly available to any party concerned or their advisers. Such liability is hereby entirely excluded.

Each Manager acts solely for the Company and not for any other entity in connection with the offering or subscription for Series D Shares, and will not be liable to any person other than the Company in the context of client protection, and will not provide any advice in relation to the offering or subscription for Series D Shares or any other matters referred to in this current report. Beside any liability or obligations which may be imposed on the Managers under applicable laws, none of the Managers or any of their affiliates is liable for the content of this current report or for any other representations made or allegedly made by or on behalf of the Managers or their affiliates in connection with the Company, Series D Shares, their offering or subscription. Therefore, neither the Managers nor any of their affiliates will be held liable for any representation or other information contained herein, arising in tort or contract or otherwise (except for those referred to above), and they do not make any representations or warranties, express or implied, as to the accuracy, completeness or sufficiency of the information contained in this current report. The Managers may participate in the offering on commercial terms.

The distribution of this current report or information on the offering or subscription for Series D Shares may be restricted by law in certain jurisdictions. The Company, the Managers and their affiliates have not taken any steps that would be intended to or could enable the offering of Series D Shares to be conducted in any other jurisdiction, or cause this current report or any other offer or advertising material relating to Series D Shares to be held or disseminated in any other jurisdiction.

Persons disseminating any part of this current report must satisfy themselves that it is lawful to do so. Persons (including, but not limited to, nominees and custodians) who have a contractual or other legal obligation to provide a copy of this current report should seek appropriate advice before doing so. The Company and the Managers require all persons in possession of this current report to familiarise themselves with and comply with applicable restrictions.

This current report contains (or may contain) certain forward-looking statements relating to the Company's current expectations and predictions of future events. Forward-looking statements, which sometimes contain words such as "aim", "anticipate", "believe", "intend", "plan", "estimate", "expect" and words of similar import, reflect the beliefs and expectations of the Company's Management Board, and involve a number of risk factors, uncertainties and possible falsification of adopted assumptions, which may be updated in the future, and the occurrence or updating of which is beyond the Company's control, and may cause actual results to differ significantly from any expected results expressed or implied in forward-looking statements. The statements contained in this current report concerning past trends or activities should not be considered a statement that such trends or activities will continue in the future. The information contained in this current report may be changed without prior notice and, except as required by applicable laws, the Company is not liable or obliged to, and does not intend to, publicly update or review any forward-looking statements contained herein. The forward-looking statements should not be unduly relied on, as they merely reflect beliefs as at the date of issue of this current report. Nothing in this current report constitutes or is intended to constitute an earnings forecast or estimate, or is intended to imply that the Company's earnings in the

MLP Group S.A.

ul. 3 Maja 8, 05-800 Pruszków, phone: (+48 22) 738 30 10, fax: (+48 22) 738 30 19, email: info@mlp.pl

District Court for the Capital City of Warsaw in Warsaw, 14th Commercial Division of the National Court Register, No. KRS 0000053299, Tax Identification Number (NIP): 534-10-12-136, Industry Identification Number (REGON): 010971300, share capital: PLN 4,528,313.75, paid in full

www.mlp.pl

current or future financial year will match or exceed the Company's historical or published earnings. In view of these risks, uncertainties and assumptions that may be revised in the future, the recipient should not place undue reliance on forward-looking statements as a forecast of actual results or otherwise.

This current report does not, and does not purport to, identify or imply any (direct or indirect) risks that may arise from investing in Series D Shares. Any investment decision to subscribe for or acquire Series D Shares in an offering or subscription of these shares must be made only on the basis of publicly available information which has not been independently verified by the Managers.

Information contained in this current report may not be communicated or disseminated to other persons and may not be reproduced in any way. Any communication, dissemination, reproduction or disclosure of such information in whole or in part is prohibited. Failure to comply with this prohibition may constitute a violation of the U.S. Securities Act or laws applicable in other jurisdictions.

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 is not a recommendation of an investment decision concerning the offering or subscription for the Placement Shares. Investors or prospective investors should independently examine, analyse and assess the activities and data described in this current report as well as publicly available information. The price and value of the securities may increase or decrease. Historical performance is not indicative of future performance.

Legal basis:

Article 17(1) of MAR – Inside information.