

**Current report no. 21/2022**

Date: 29.11.2022

**Adoption by the Management Board of MLP Group S.A. of a resolution to increase the Company's share capital as authorized by the Company's Articles of Association (authorized capital) through the issuance of Series F ordinary shares.**

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With reference to current report No. 20/2022 and acting on the basis of § 5 item 9 of the Regulation of the Minister of Finance of March 29, 2018 on current and periodic information provided by issuers of securities and the conditions for recognizing as equivalent information required by the laws of a non-member state, the Management Board (the "**Management Board**") of MLP Group S.A. (the "**Issuer**", the "**Company**") announces that on November 29, 2022, following the approval of the Supervisory Board, the Management Board adopted a resolution on the increase of the Company's share capital through the issuance of series F shares ("**Series F Shares**") in a number not exceeding 2,621,343 and depriving the Company's existing shareholders' pre-emptive rights to Series F Shares in full, in order to further develop the Issuer. The resolution was adopted pursuant to the authorization contained in Article 9a of the Company's Articles of Association. The Management Board intends to offer Series F Shares only to qualified investors within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 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/EC (the "**Regulation**") or to investors referred to in Article 1(4)(d) of the Regulation, including investors who: (i) will be shareholders of the Company as of the day preceding the day of the book-building (i.e. 28 November 2022, close of business) (the "**Reference Day**") and (ii) will present, during the book-building process for the Series F Shares, information (i.e. certificate of the entity maintaining the securities account) on the number of shares in the Company held at the end of the day on the Reference Day by a given investor, whereby the number of shares held by such investor at the end of the day on the Reference Day may not be less than 1% (one percent) of the total number of shares in the Company (the "**Eligible Investors**") (whereby, in the case of investment funds, this may be the total number of shares in the Issuer held by more than one fund that is managed by the same investment fund company).

The intention of the Management Board is to allot Series F Shares to each Eligible Investor who, during the book-building process, submits a declaration or declarations to acquire Series F Shares at a price not lower than the issue price of Series F Shares set by the Board, in such number - with priority before the allotment of the remaining Series F Shares, which - after the issuance of Series F Shares - will enable such Eligible Investor to maintain a share in the total number of votes at the Company's General Meeting not lower than the share in the total number of votes at the Company's General Meeting held by such Eligible Investor at the end of the day on the Reference Date. At the same time, on November 28, 2022 the Management Board received a letter from the Israel Land Development Company Ltd. with its seat in Bnei Brak, Israel ("ILDC") informing that ILDC will subscribe for Series F Shares at the issue price determined in the book-building process. The number of Series F Shares for which ILDC will subscribe will correspond to the number that will allow the ILDC group, directly and through its subsidiaries, to hold no more than 41.3037% in the Company's capital (equity interest). ILDC's entitlement to subscribe for Series F Shares excludes the entitlement of ILDC's subsidiaries as investors who meet the Eligible Investor criteria set forth above.

Disclaimer:

*This current report is for informational purposes only and the purpose of its publication by the Company is solely to provide information on the Company's activities in connection with the Company's intention to raise funds through the issuance of the Company's Series F Shares with the simultaneous deprivation of the Company's existing shareholders' pre-emptive rights to the Series F Shares in their entirety, in order to further develop the Issuer. This current report does not serve in any way, directly or indirectly, to promote the subscription of new issue shares and is not promotional material prepared or published by the Company for the purpose of promoting new issue shares or their subscription or encouraging, directly or indirectly, their purchase or subscription. The Company has not yet published any material aimed at promoting new issue shares or their subscription.*

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Legal basis:

*Article 56 (1) (2) of the Act of July 29, 2005 on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organized Trading, and Public Companies - Current and Periodic Information.*