

## EXTRAORDINARY ANNOUNCEMENT

On the realization of the transaction aiming the increase of the share capital of KONZUM Plc.

**KONZUM Investment and Asset Management Public Limited Company** (seat: II 10 Révay Street, HU-1065 Budapest, company registration number: 01-10-049323, hereinafter '*Company*') hereby informs respectful Investors, that the Board of the Directors of the Company has delivered a Decision on the following dated the 7<sup>th</sup> March, 2018.

**We strongly draw the attention of the respectful Investors, that:**

- (A) with its resolutions, the Board of Directors of the Company has neither resolved on the factual increase of the share capital of the Company described herein, nor ordered the in-private issue of new shares and the introduce them to the regulated market, but exclusively determined supplementary transactional steps and due dates necessary for the increase of the share capital of the Company announced on December 12, 2017 by the Company;**
- (B)** the structure, the way of perfection and also the completion date of each steps in the transaction – depending on those new information that are currently may be not known by the Company, however may be obtained during the perfection of the transaction aiming the increase of the share capital ('*Transaction*') – may differ, on which fact – if any - the Company shall inform the Investors from time to time by the way of extraordinary announcements;
- (C)** the final due date of the realization of the Transaction scheduled by the Company – based on the information currently available to the Company – shall be April 30, 2018.;
- (D)** subject to the fact, that the realization of the Transaction is considered as a supplement to the increase of the share capital of the Company announced on December 12, 2017 by the Company, the issue value of those new shares – providing the same rights with those ones that are already introduced in the regulated market – to be issued in-private related to the complete Transaction shall be HUF 3 141.- namely Three Thousand One Hundred And Forty-One Hungarian Forints per share which amount equals to the closing rate regarding the KONZUM shares (ISIN: HU0000142419) recorded by Budapest Stock Exchange Ltd on December 11, 2017.;
- (E)** The ultimate deadline for the completion of the Transaction significantly depends on
  - the respective permissions of the entities entitled to the bank encumbrances burdening the assets included in the Transaction necessary to be granted;
  - the availability of the valuation of the Shares, partnership interests and real estate properties mentioned hereunder;
  - the issue of each respective permission to be given by Magyar Nemzeti Bank in order to introduce the new Shares to be issued in private in the regulated market;
  - the respective permissions of the third parties included in the Transaction necessary to be granted.

The Company hereby respectfully informs the Investors that the Board of Directors has passed the following resolutions in sphere of the realization of the Transaction:

### **Resolution of the Board of Directors No. 1/2018 (III.07.)**

**The Board of Directors of KONZUM Investment and Asset Management Public Limited Company** (registered seat: II. floor, Révay Street 10, HU-1065 Budapest, company registration number: 01-10-049323; '*Company*') has resolved that the Share Capital of the Company will be increased by the provision of the '*Shares*' and '*Real Estate Properties*', described below, as in-kind contribution to be

provided to the Company. New shares will be issued in-private during the increase of the Share Capital. Subject to the fact, that the realization of the Transaction is considered as a supplement to the increase of the share capital of the Company announced on December 12, 2017 by the Company, the issue value of the newly issued KONZUM shares (ISIN: HU0000142419) will be HUF 3 141.- namely Three Thousand One Hundred And Forty-One Hungarian Forints, which equals to the closing rates regarding the KONZUM shares recorded by the Budapest Stock Exchange Ltd. on December 11, 2017, regardless of the exact time of the completion of each parts of the Transaction.

The due date set to the completion of the transactions ( '*Transaction* ') required for the increase of the Share Capital is April 30, 2018.

76 pieces of ordinary shares (face value: HUF 50 000.-, namely fifty thousand Forints), 23 pieces of dividend preference shares (face value: HUF 50 000.-, namely fifty thousand Forints) and 1 piece of share attaching pre-emption rights (face value: HUF 50 000.-, namely fifty thousand Forints) issued by **BLT Group Zrt.** ( '*Shares* ') (registered seat: 1-3 Riadó Street, HU-1026 Budapest, company registration number: 01-10-049059), furthermore the real estate property located at 14 Bajcsy-Zsilinszky Road, HU-8220 Balatonalmádi (Land Registry No.: 1653) and the real estate property located at 2 Szent István sétány, HU-8220 Balatonalmádi (Land Registry No.: 2289/1) ( '*Real Estate Properties* ') will serve as the basis of the increase of the Share Capital.

As a result of the Transaction, the Company will acquire indirect influence in 100 % (percentage) above

- a.) all the campsites operated by BALATONTOURIST Kft. (registered seat: 23 Jutasi Street, HU-8200 Veszprém; company registration number: 19-09-518365), Balatontourist Füred Club Camping Kft. (registered seat: 23 Jutasi Street, HU-8200 Veszprém; company registration number: 19-09-517915) and BALATONTOURIST CAMPING Kft. (registered seat: 8200 Veszprém, Jutasi út 23.; company registration number: 19-09-517400);
- b.) the real estate property located at 8 Balaton Street, HU-8243 Balatonakali (Land Registry No.: 616/2) in the ultimate ownership of ZION Europe Ingatlanforgalmazó és Hasznosító Kft. (registered seat: 1-3 Riadó Street, HU-1026 Budapest, company registration number: 01-09-292362).
- c.) the real estate properties both located at 18 Véghegyi Dezső Street, HU-8220 Balatonalmádi ( "Almádi Yacht Camping", Land Registry Nos.: 2311 and 2312/4; floor area: 24913 m2) and intended to buy by BLT Ingatlan Kft. (registered seat: 1-3 Riadó Street, HU-1026 Budapest; company registration number: 01-09-290799; '*BLT Ingatlan* ').

Furthermore, arising from the Transaction, the Company will acquire the ultimate ownership of the "BÁL Resort" hotel situated on the Real Estate Properties and operated by HUNGUEST Hotels Zrt. (registered seat: 16 Zsámbéki Road, HU-2053 herceghalom; Cg.: 13-10-041729).

The Board of Directors of the Company gives its permission to KONZUM MANAGEMENT Kft. (registered seat: 10 Révay Street, HU-1065 Budapest, Cg.: 01-09-913725) to provide the Shares to the Company as in-kind contribution by considering their actual value, and also gives its permission to Konzum RE Intézményi Ingatlanbefektetési Alap (registered seat: 1-3 Riadó Street, HU-1026 Budapest, registration number: 1211-10) to provide the Real Estate Properties to the Company as in-kind contribution by considering their actual value.

The Board of Directors of the Company decides on the exact quantity of the KONZUM Shares to be issued in exchange of the in-kind contributions at the time of the increase of the Share Capital is actually decided. It is to be noted that the issue value of the shares to be issued within this context is fixed at the amount of HUF 3 141.- namely Three Thousand One Hundred And Forty-One Hungarian Forints.

The estimated date the increase of the Share Capital is decided is April 30, 2018.

The Board of Directors of the Company hereby orders the Company to conclude the necessary agreements with the experts whose assistance is required to ensure the successful completion of the above-mentioned Transaction.

**KONZUM Plc.**  
Board of Directors