



GTC – Ready for Expansion



Investors' Presentation

January 2011



GTC
Globe Trade Centre

www.gtc.com.pl



GTC at a Glance

- Leading real estate developer and manager ("build to own") of institutional quality real estate in key CEE/SEE markets; Poland accounts for over 50% of completed properties
- Total portfolio of 2.3m sqm NRA and NSA (residential)* currently valued at €2.4bn, of which €1.5bn standing investments, generating annualized estimated rental income of €112m (upon full occupancy, GTC's stake)
- Focus on office buildings and shopping centers in capitals and regional centers; opportunistic approach to residential ("develop to sell")
- Long-standing and uninterrupted presence in CEE markets since 1994; to date, delivered c.800,000 sqm NRA of institutional quality office buildings and shopping centres (of which c.275,000 sqm NRA were sold to institutional investors)
- Going forward, 1.2m* sqm NRA of commercial development pipeline/ongoing construction; in addition, development of c.530,000* sqm of apartments and houses for sale
- Cash at hand and deposits of c.€200m; 50% of debt matures in 2015 and beyond; long-standing relationship and strong reputation with leading lending institutions
- Experienced Group management team with impressive track record, as well as local management with 221 employees in 8 regional offices (incl. HQ)

* GTC's equity part only (as of 15 November 2010)



Vision and strategy

GTC focuses on long-term value creation for its shareholders through development and management of income-producing, high quality, sustainable office and retail properties in attractive locations within Poland and key Central and Eastern European countries as well as selected SEE countries. Focus on office buildings and shopping centers in capitals and regional centers; opportunistic approach to residential ("develop to sell")

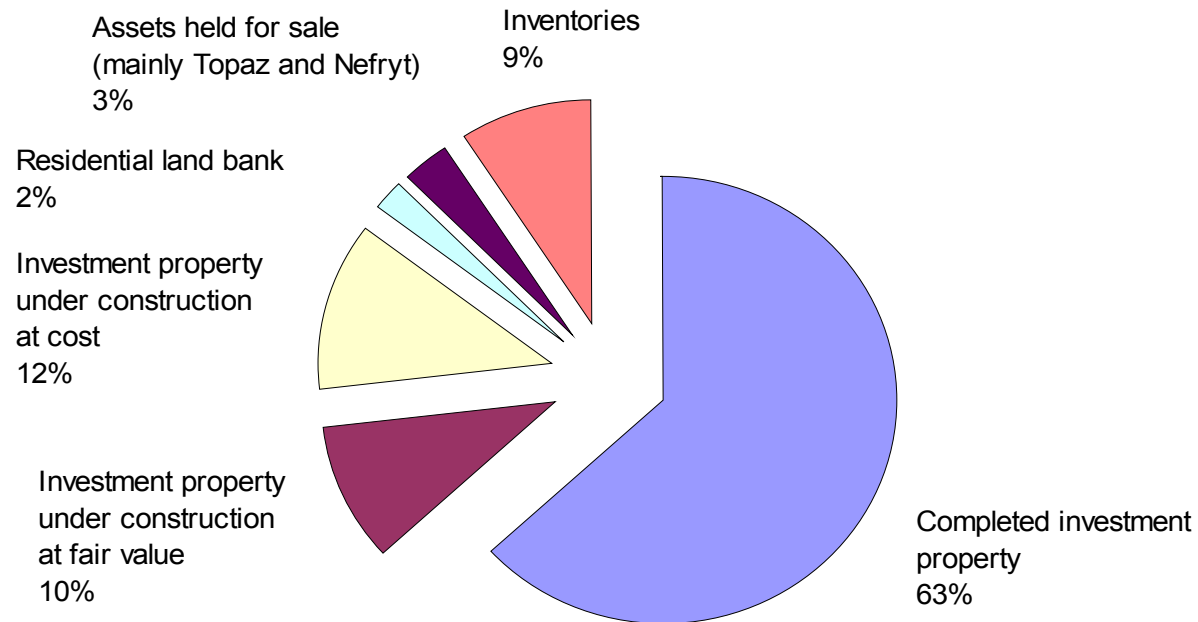
Primary strategic goal is to pursue sustainable organic growth through:

- Managing and developing of income-producing, high quality, sustainable, environmental friendly office and retail properties in prime locations
- Diversifying property portfolio, focusing on Poland and key Central and, Eastern European countries as well as selected SEE countries,
- Selectively acquiring from equity "cherry picked" land plots with development potential
- Managing investments by highly experienced local management teams
- Utilizing opportunities which exist in Poland and key Central and Eastern European countries as well as selected SEE countries, extending investments also beyond office and retail properties
- Disposing of a selective number of stabilized properties to recycle cash in new investments
- Assessing and considering non-core investment opportunities that meet the Group's development and investment criteria in segments not previously explored by the Group



Split of Total Property Portfolio

By book value as of 30-Sep-10 in € m



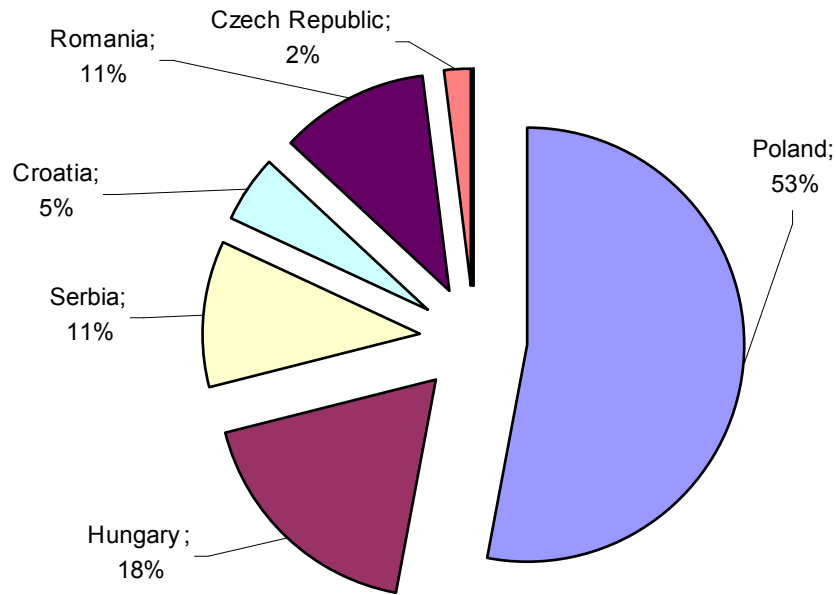
Total: €2,405 m



Completed Commercial Properties

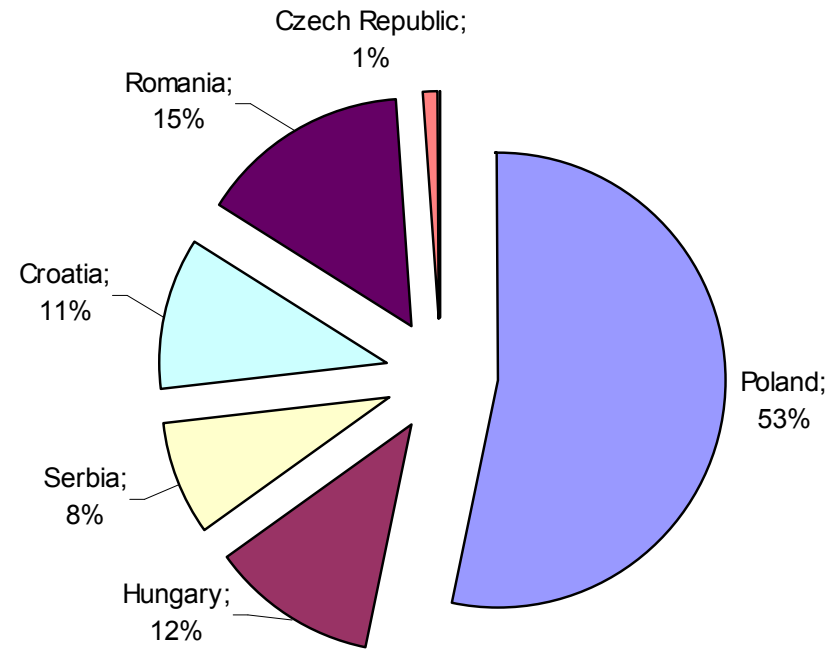
NRA by country

As of 30 September 2010



Total: 491,516 sqm

Book value by country



Total: €1,535 m



Completed Commercial Properties

Segmental Analysis as of 30 September 2010

	Poland	Hungary	Serbia	Croatia	Romania [*]	Subtotal	Czech ^{**}	Total
Offices								
NRA, sq.m.	160,600	89,568	53,900	4,900	27,730	336,698	11,718	374,796
Average Yield, %	7.5%	8.2%	9%	7.5%	7.1%	7.8%	7.8%	7.8%
Average Rent, €/sq.m. p.m.	17	14	18	17	21	17	14	17
Book Value, € m	362	179	127	15	171	854	17	871
Retail								
NRA, sq.m.	98,650	-	-	18,550	25,900	143,100	-	143,100
Average Yield, %	7.1%	-	-	7.25%	9.6%	7.6%	-	7.6%
Average Rent, €/sq.m. p.m.	25	-	-	32	12	24	-	24
Book Value, € m	448	-	-	153	63	664	-	664
Total								
NRA, sq.m.	259,250	89,568	53,900	23,450	53,630	479,798	11,718	491,516
Average Yield, %	7.4%	8.2%	9%	7.3%	8.3%	7.7%	7.8%	7.7%
Average Rent, €/sq.m. p.m.	21	14	18	29	17	19	19	19
Book Value, € m	810	179	127	168	234	1,518	17	1,535

*Office in Romania includes only one property (City Gate)

**Czech Republic is accounted for under investment in associates



Completed Commercial Properties

Portfolio Analysis over Time

	Offices *		Retail		Total *	
	9M'10	2009	9M'10	2009	9M'10	2009
Investment portfolio valuation, €MM	871	816	664	653	1,535	1,469
Average lease rate, € per sq.m p.m.	17	16	24	21	19	19
Average Yield, %	7.8%	8.1%	7.6%	8.3%	7.7%	8.2%

	Poland		Hungary		Romania		Other countries *, **	
	9M'10	2009	9M'10	2009	9M'10	2009	9M'10	2009
Investment portfolio valuation, €MM	810	808	179	149	234	197	312	315
Average lease rate, € per sq.m p.m.	21	19	14	14	17	18	21	21
Average Yield, %	7.4%	7.5%	8.2%	8.3%	8.3%	8.4%	8.5%	8.5%

*Czech Republic is accounted for under investment in associates

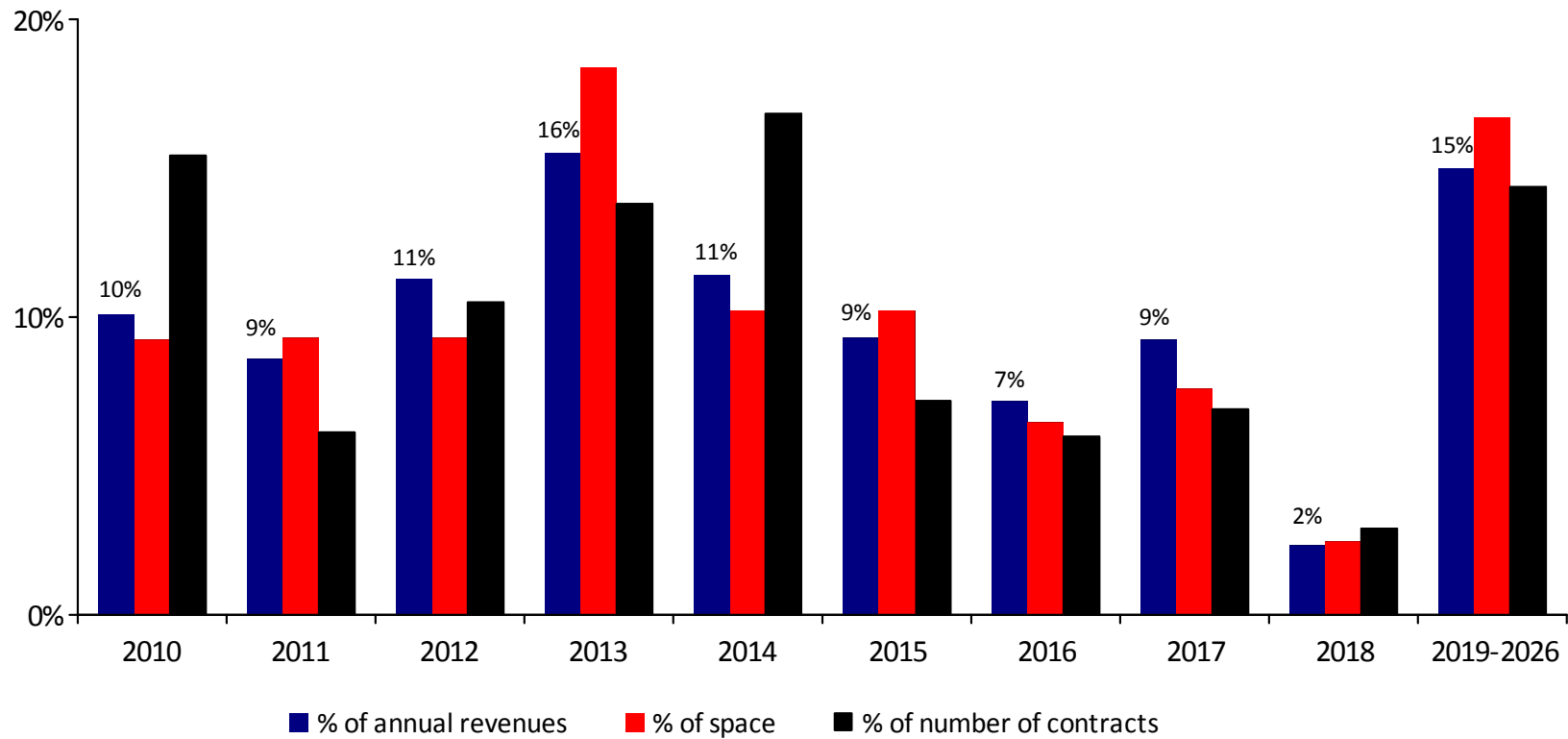
** Other countries includes Croatia, Serbia and Czech Republic



Expiry Schedule of Lease Contracts

Average of 10% of leases expires 2011 - 2012

As of 31 December 2009





Top 5 Completed Properties



Galeria Mokotow

Warsaw, Poland
 Shopping center
 NRA 62,100 sqm
 100% occupancy
 Book value €386m



Galeria Jurajska

Czestochowa, Poland
 Shopping center
 NRA 48,500 sqm
 95% occupancy
 Book value €173m



CityGate

Bucharest, Romania
 Offices
 NRA 47,000 sqm
 90% occupancy
 Book value €171m



Avenue Mall

Zagreb, Croatia
 Shopping center, offices
 NRA 33,500 sqm
 100% occupancy
 Book value €167m



Center Point

Budapest, Hungary
 Offices
 NRA 41,760 sqm
 100% occupancy
 Book value €103m



Significant Growth Opportunities

Yields compression

Expected yield compression for 2011 and 2012*

Yield compression of 50bp will increase NAV by 6.5% (€80m)

Increase in rental rates

Increase in occupancy levels

Office space demand to surpass supply in Warsaw and Prague*

SEE markets to regain equilibrium as new supplies dries up and underlying long term demand recovers*

Accelerated pipeline

230,000 sqm of commercial space to be completed by end 2012

1,530,000 sqm of commercial and residential landbank

New acquisitions

Selective acquisition targets for both shopping centers and office projects in CEE & SEE markets

*CBRE, JLL, Colliers expectations

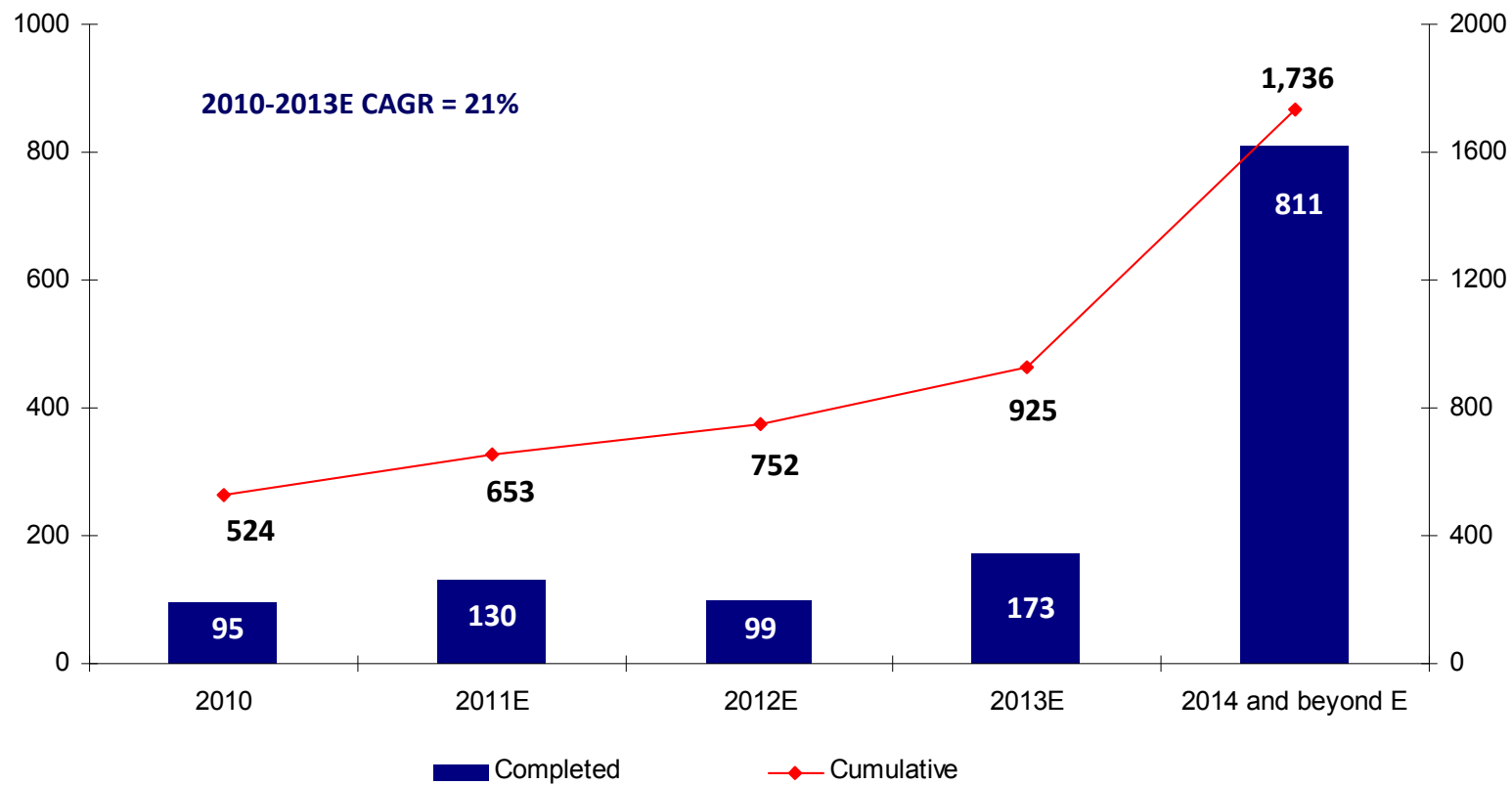
- **Macroeconomic recovery**

- **€200m of cash and deposits**
- **Moderate leverage**
- **Access to capital**
- **Significant land portfolio**



Commercial Space to almost double by 2013

Commercial space completion schedule (NRA, '000 sqm)



* Total accumulated, assuming no assets acquisition or disposal, pro-rata to GTC's holding



Development Portfolio

Commercial space as of 30 September 2010

Property	Location	Net rentable area (sq m)	Type	Year of completion	GTC's share
Platinum Business Park 4	Warsaw, Poland	12,200	Office	2011	100%
Okęcie Business Park	Warsaw, Poland	9,140	Office	2011	100%
Galleria Arad	Arad, Romania	33,600	Shopping mall	2011	100%
Avenue Mall Osijek	Osijek, Croatia	27,000	Shopping mall	2011	80%
Galleria Burgas	Burgas, Bulgaria	36,500	Shopping mall	2011	80%
Pascal	Kraków, Poland	5,300	Office	2011	100%
Sazka Office A1	Prague, Czech Republic	21,292	Office	2011	32,1%
University Business Park	Łódź, Poland	18,400	Office	2011	100%
Prague Marina 2	Prague, Czech Republic	14,890	Office	2012	32,1%
Galleria Varna	Varna, Bulgaria	25,384	Shopping mall	2012	65%
Platinum Business Park 5	Warsaw, Poland	12,200	Office	2012	100%
Avenue Park Zagreb 1	Zagreb, Croatia	13,050	Office	2012	100%
Karkonoska 1	Wrocław, Poland	11,000	Office	2012	100%
Willson Office Park	Poznań, Poland	12,500	Office	2012	100%
Green Dream	Bucharest, Romania	31,400	Office	2012	100%



Selected Projects under Construction



Platinum BP 4
 Warsaw, Poland
 Offices
 NRA 12,200 sqm
 completion Q2 2011
 100% pre-let



Okecie BP 3
 Warsaw, Poland
 Offices
 NRA 9,140 sqm
 completion Q4 2011
 20% pre-let**



Galleria Arad
 Arad, Romania
 Shopping center
 NRA 33,600 sqm
 completion Q4 2011
 45% pre-let*



Avenue Mall Osijek
 Osijek, Croatia
 Shopping center
 NRA 27,000 sqm
 completion Q2 2011
 50% pre-let*



Galleria Burgas
 Burgas, Bulgaria
 Shopping center
 NRA 36,500 sqm
 completion Q4 2011
 26% pre-let*

* Based on signed agreements, does not include LOIs and advanced negotiations

**LOI



Executive Summary

★ High quality completed commercial portfolio with significant recurring rental income

- Out of a total property portfolio of €2.4 bn, GTC holds €1.5bn (65%) in completed commercial properties across the CEE as of 30-Sep-10
- Current completed portfolio is to generate estimated annualized rental income of €112m upon full occupancy

★ Exposure to healthy Polish market fundamentals and recovery in CEE, and attractive city locations

- Over 50% of the completed portfolio is located in Poland. Average Polish GDP growth rate in 2011 to 2013 is expected at 4.2%*
- GTC's portfolio is primarily located in country capitals and cities with population of over 500k inhabitants, providing access to the most attractive local real estate markets

★ Strong growth profile

- c.230,000 sqm of space under construction valued at €237m, and a pipeline of c.1,000,000 sqm of commercial and c.530,000 sqm of residential projects
- GTC intends to complete c.400,000 sqm of commercial properties in 2011-2013. That translates into an increase of the yielding portfolio by over 75% by the end of 2013

★ GTC is the premier CEE developer with a build-to-own and has an unrivalled track record

- GTC has been active in the CEE market since 1994, having developed c.800,000 sqm of high quality commercial and residential projects
- Recognized by the real estate industry professionals: Best Developer in CEE in 2004, 2007 and 2009 in CEE Real Estate Quality Awards

* Western European average: 1.8%; CEE average ex-Poland: 3.8%. Source: Global Insight October 2010



Recent developments



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Recent Developments – Financial Results

- **Profit for Jan-Sept 2010** is €7.6m (€4.8m in Q3 2010; €-34.1m in Jan-Sept 2009)
- **Rental income** increased to €92.1m (+40% y-o-y) - 10% (€+7m) increase from existing projects and 30% increase (€+20m) increase from new completions or acquisition of minority's stake
- **Rental income increase** - c.85,000 sqm completed during the Q3-Q4 2010, with estimated NOI upon stabilisation of c.€13m (pro rata to holding, upon 100% occupancy) which is not yet reflected in P&L (current occupancy is on average c.40%)
- **Residential sales income** decreased to €22.5m (-43% y-o-y)
- **Revaluation gain** YTD 2010 of €15m
- **Finance** €80m refinancing loan for City Gate and construction loans for Platinum 4 and 5 (ca.€40m)- secured



Recent Developments - Events

- **Asset disposal** – sale of Topaz and Nefryt offices in Warsaw, which resulted in €22m of free cash
- **New projects** - potential acquisition of land for office and retail development in Poland and office in Bucharest
- **Major leases** – Improving pre-let for shopping centers in Czech Republic, Bulgaria and Romania. Opening of Galerie Harfa in Prague and Galleria Stara Zagora in Bulgaria; Platinum 4 - fully pre-let; Platinum 5- 50% pre-let under negotiations.
- **New construction** - plan to start new office development in Warsaw and other major cities in SEE region



Current Market Trends

- **Office market**
 - Tenants' demand is growing steadily, increased interest in pre-let transactions
 - Q3 2010 – effective rental rates in Warsaw edging up, vacancy rate stable at 8%
 - Recovery of secondary markets in Poland and SEE markets at a slow pace
 - Supply gap expected in 2011-2012 should result in higher occupancy and increase of headline rents
- **Retail market**
 - Foot fall and sales started to bottom out in June, positive trends seen since then
 - Tenant's requests about available space started to appear
 - Markets in SEE started to show some signs of recovery, new large leases signed
- **Investment market**
 - Further increase in transaction volumes seen in Q3 2010
 - Prime yields are down 50-100 bps from their peak in 2009
 - Yield compression in Warsaw continues, prime office yields heading below 7%
 - Investor's focus on Poland and Czech Republic, main cities, long leases and prime tenants

Source for the slide: CBRE, JLL, Colliers



Balance Sheet Highlights

- Leverage ratio net of cash moderately increased due to borrowing and investing into assets that are not revalued yet
- Residential Inventory decreased mainly due to deliveries (€17m in YTD 2010)
- Investment Property value consists of several projects that can not be revalued yet
- Average yield of 7.25% - 8% (-0.25% vs. 12/09) in CE3, 8% - 9% in non CE3 (as in 12/09)
- Occupancy is on average 90%, except for 3 buildings where vacancy is significant (UBP in Lodz, CBK in Katowice, Spiral in Hungary) and shopping centers in secondary cities in Romania (with c.30% vacancy)
- In Q3 2010 the valuation of IP and IPUC were assessed by the management with no material change compared to Q2-2010 as assessed by independent valuers
- C.50% of debt matures in 2015 or later
- Cash and deposits balance remained high (€199m)



Income Statement Highlights

- Rental and service revenues up significantly to €31m in Q3 2010 (+39% y-o-y)
- Gross margin from operations increased to €23m (+28% y-o-y)
- Administration cost decreased by 25% y-o-y
- Revaluation gain of €2.6m recognized in the quarter
- Financial expenses increased due to completion of assets and an increase of leverage in existing projects (refinancing)
- Net income of €4.8m up significantly from net loss of €34m last year

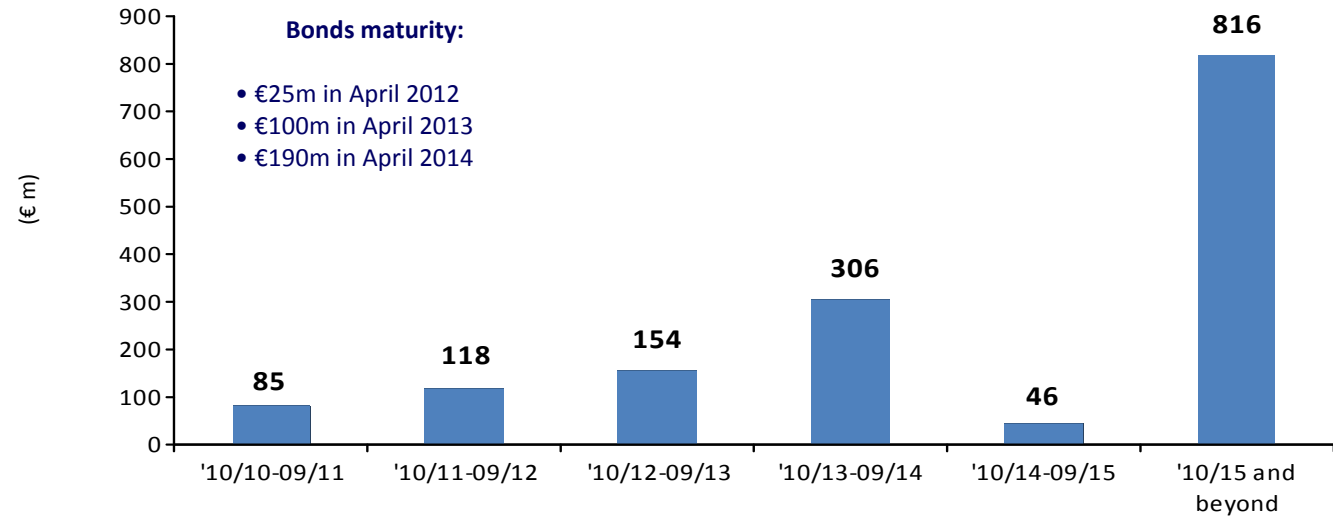


Cash Flow Highlights

- Increase in cash from operations as projects are completed and start generating income
- Cash balance was substantially retained
- 47% of investment was financed by external loans and operating activity
- Since the beginning of the year €150m of new construction loans was signed
- Average interest remained unchanged (c.6% p.a.)



50% of Debt Matures in 2015+



€ m	Commercial			Total
	Completed commercial	under construction	Land	
Real estate property	1,518	237	494	2,249
Long term loans, net of cash/deposits**	974	143	56***	1,173
Loan/book value ratio	64%	60%	11%	52%
Residential under construction				78
Assets held for sale				79
Total				2,405

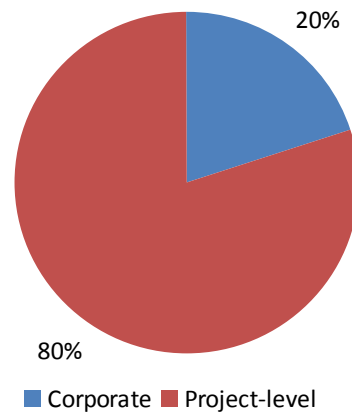
*€816m includes €140m loans from minorities, for which repayment date was not determined; **excl. Loans to residential projects; ***loans from JV partners



Average Interest Rate as low as 5.6%

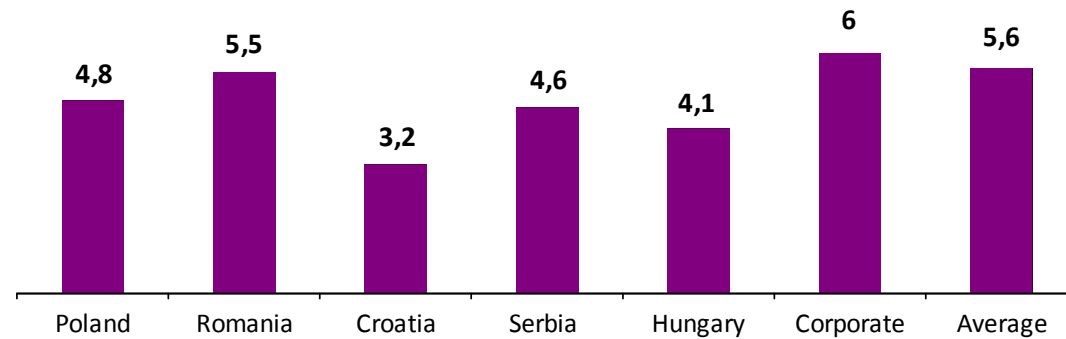
Debt Portfolio

As of 30 September 2010



Average Interest Rates

As of 31 December 2009, %



Major Corporate Level Debt Facilities

Loan	Amount (€ m)	Maturity	Interest Rate
Corporate bonds	180,587	04.2014	5.745%
Corporate bonds	20,065	04.2012	5.745%
Corporate bonds	87,785	05.2013	6.63%



Additional Materials



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Management Team



ELI ALROY
Chairman of the Supervisory Board



HAGAI HAREL
Director of CEE
Development

MARIUSZ KOZŁOWSKI
Member of
the Board

PIOTR KROENKE
General Manager

WITOLD ZATOŃSKI
General Counsel

EREZ BONIEL
Finance Director

221 employees in 8 regional offices (incl. HQ), including 54 in Poland, 38 in Romania, 20 in Bulgaria, 8 in Serbia, 21 in Croatia, 4 in Slovakia, 19 in Hungary and 57 in Czech Republic*

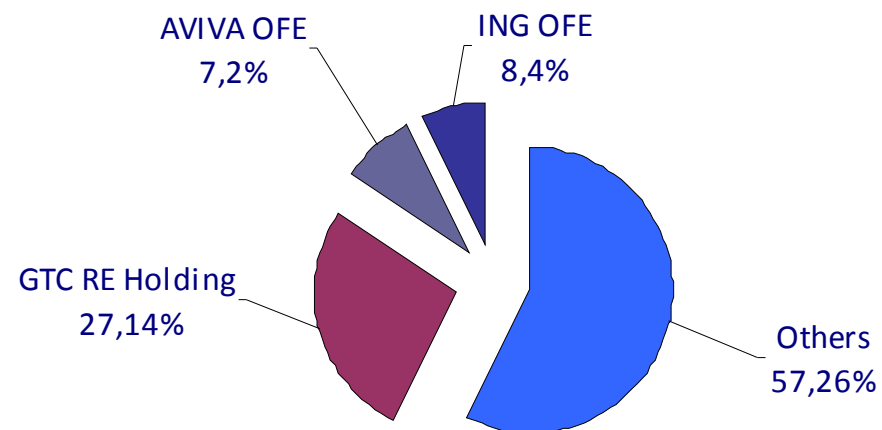
* Czech operations are not consolidated in the accounts, but presented here on a 100% basis; in Czech Republic few projects are managed in-house



Shareholders

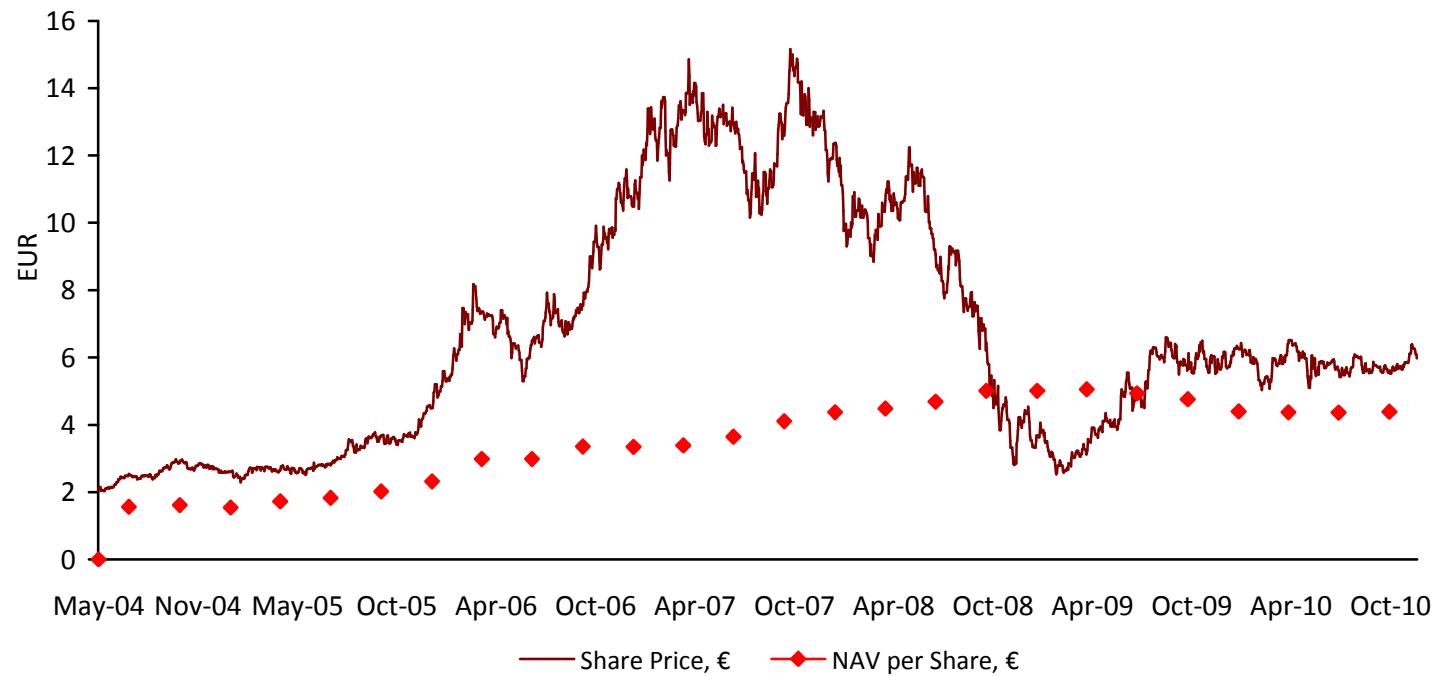
- Diversified shareholders base with **73%** free-float
- GTC Real Estate Holding B.V., a 100%-owned subsidiary of Kardan N.V., is the main shareholder of GTC S.A.

Shareholders structure (as at 26 January 2011)





NAV per Share* and Share Price Dynamics 2004-2010



*NAV defined as “Capital and Reserves” in the financial statements, including “Share Capital”, “Share Premium”, “Capital Reserve”, “Hedge Reserve”, “Foreign Currency Translation” and “Accumulated Profit”



Balance Sheet Summary

(€ m)	30-Sep-10	30-Sep-09	2009
Investment Property and L.T. Assets (inc. IPUC)	2,174	2,057	2,033
Investment in Shares and associates	55	49	50
Cash and deposits	199	175	216
Inventory and residential landbank	273	290	271
Other Current assets	38	62	54
TOTAL ASSETS	2,739	2,633	2,623
Equity	998	1,101	1,011
Long Term Liabilities	1,529	1,333	1,420
Current Liabilities	211	199	192
TOTAL EQUITY & LIABILITIES	2,739	2,633	2,623
Financial ratios			
<i>Leverage (N.C Liab./Total Assets)</i>	56%	51%	54%
<i>Leverage (LT Loans.-Cash/IP + inventory)</i>	54%	49%	52%



Income Statement Summary

(€ m)	Jan-Sept 2010	Jan-Sept 2009	2009
Rental and Service Revenue	92,1	65,6	96,3
Residential Revenue	22,5	51,3	60,1
Revenue from Operations	114,6	116,9	156,4
Service Cost	(21,6)	(15,1)	(22,3)
Residential Cost	(21,7)	(42,0)	(48,8)
Gross margin from operations	71,4	59,8	85,2
<i>Rental Margin</i>	<i>77%</i>	<i>77%</i>	<i>77%</i>
<i>Sales Margin</i>	<i>4%</i>	<i>18%</i>	<i>19%</i>
Profit (loss) from Revaluation of Invest. property and impairment	15,3	(48,5)	(172,3)
Other income and expenses (one-off)	(0,9)	(9,0)	(10,0)
Operating Profit	70,3	(14,6)	(122,1)
Financial Expenses, net	(53,0)	(32,6)	(42,7)
Profit from Associates	3,9	(1,8)	(2,5)
Profit before Tax	21,3	(47,3)	(164,8)
Tax	(13,7)	3,7	25,4
Profit for the Period	7,5	(43,6)	(139,4)
Attributable to:			
Equity holders	16,7	(42,7)	(128,2)
Minority interest	(9,1)	(0,9)	(11,2)



Cash Flow Summary

(Euro mln)	30 Sept 10	30 Sept 09	2009
Cash Flow from Operating Activities	46,6	39,6	46,1
Investment in Real-Estate and Related	(113,9)	(264,7)	(322,4)
Proceeds from Financing Activities, net	53,9	163,8	261,3
Net change	(13,4)	(61,3)	(15,1)
Cash at the beginning or the period	185,7	200,7	200,7
Cash at the end of the period	172,2	139,4	185,7



Corporate Social Responsibility

- Firm commitment to the corporate social responsibility idea
- Serving the long term interest of all shareholders in a responsible manner
- Setting and integrating good corporate governance principles
- Sustainable development of green buildings
- Creating modern infrastructure
- Contribution to urban development thanks to revitalization of post-industrial sites
- Creating employment opportunities
- Co-operating with local communities and organizations
- Functional and pleasant construction solutions
- Code of conduct for all employees
- Fully compliant with the WSE Corporate Governance requirements



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Thank you!

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