



Roadshow Presentation

DECEMBER 2021



Today's Speakers



Yovav Carmi
CEO

- Joined GTC in 2001 and became the CEO in 2020
- Previously, was GTC COO since 2015
- Prior to GTC, worked as Financial Controller at Kardan Group and as an investigator for Israel Securities Authority
- Holds an MBA degree from Tel-Aviv University



Ariel A. Ferstman
CFO

- Joined GTC in 2011 and became the CFO in 2020
- Previously, was leading finance departments as a CFO for GTC Hungary, Croatia and Slovakia
- Prior to GTC, worked as Financial Controller for BSR Europe and as an auditor in Ernst & Young
- Holds an MBA degree from The Hebrew University of Jerusalem

GTC Embarking on a Growth Track Fully Supported by Majority Shareholder

Three Step Plan Positioning GTC as Best-In-Class CEE Real Estate Platform

1

Optima Became 66% Shareholder

- In 2H 2020 Optima, an investment fund of Pallas Athene Foundation, became a majority shareholder of GTC after acquiring a 61.5% GTC stake from Lone Star and 4.5% from the market in the mandatory tender offer
- Optima is a long-term strategic shareholder without specific exit horizon, and is fully supportive of GTC's future growth strategy and ambitions which has been proven by their commitment to the upcoming equity raise

2

Investment Grade Credit Rating
+ Green Bond Issuance

- GTC has been assigned an investment grade rating of BBB- (stable) by Fitch and Ba1 (positive) by Moody's
- Following the successful rating outcome, GTC raised EUR 500 million of Green Eurobonds mainly to swap the secured debt into primarily unsecured debt
- Transitioning to an unsecured debt funding model is instrumental in providing GTC financial flexibility and access to low cost debt funding which will ensure scalability

3

Equity Raise

- Up to 20% of TSO equity raise approved by the EGM on 29 June 2021.
- Equity raise targeting domestic and international institutional investors has been intended to provide firepower for next stage of growth and improve share liquidity.
- Optima has been fully supportive of the equity issue and intends to participate in the capital increase.

GTC is Committed to A Prudent Financial Policy With an LTV Target of 40% in Line with IG Rating Paving the Way for Execution of its Growth Strategy

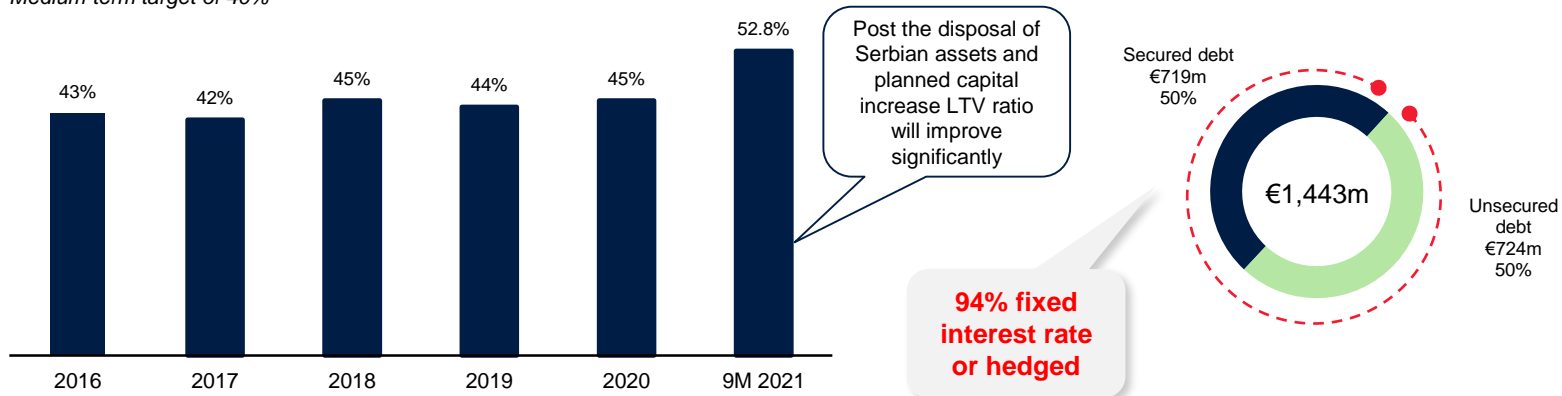
New Share Issue at a Glance

Offer Type	<ul style="list-style-type: none"> ▪ Accelerated bookbuild of a new share issue without pre-emptive rights ▪ Investors who were the Issuer's shareholders as of the record date for the EGM (13 June 2021) and who held more than 0.3% of the total number of the Issuer's shares will have the right of priority to subscribe for the new shares at an amount proportional to their holding as of the record date for the EGM
Offer Size	<ul style="list-style-type: none"> ▪ Base deal of up to 55,000,000 newly issued ordinary bearer shares representing c. 11.3% of the existing share capital ▪ Upsize option (to be exercised in case of satisfactory demand) within a max. limit of an additional 42,111,024 newly issued ordinary bearer shares representing c. 8.7% of the existing share capital ▪ In any case, not more than 97,111,024 newly issued ordinary bearer shares representing c. 20.0% of the existing share capital
Minimum price	<ul style="list-style-type: none"> ▪ As per the EGM consent, the issue price cannot be lower than the average market price (simple average of daily VWAPs) for the 10 trading days preceding determination of the issue price, decreased by a discount (if any) to be approved by the Issuer's supervisory board and not exceeding 10%
Use of proceeds	<ul style="list-style-type: none"> ▪ Strengthening of the Company's capital structure to achieve LTV in-line with the Company's medium-term target
Major Shareholder support	<ul style="list-style-type: none"> ▪ Optima has irrevocably undertaken to acquire new shares in the capital increase in the maximum value of the PLN equivalent of EUR 55m provided, however, that the final number of new shares taken up shall not cause Optima to exceed 66% of the Company's total number of votes in the share capital
Lock-up	<ul style="list-style-type: none"> ▪ 90 days for the Company
Joint Global Coordinators and Joint Bookrunners	<ul style="list-style-type: none"> ▪ Erste Group, Santander, Wood&Co
Indicative timeline	<ul style="list-style-type: none"> ▪ 14-16 December 2021 – Bookbuilding ▪ 17-21 December 2021 – Expected subscription: signing the subscription agreements for the new shares and making payments for the shares

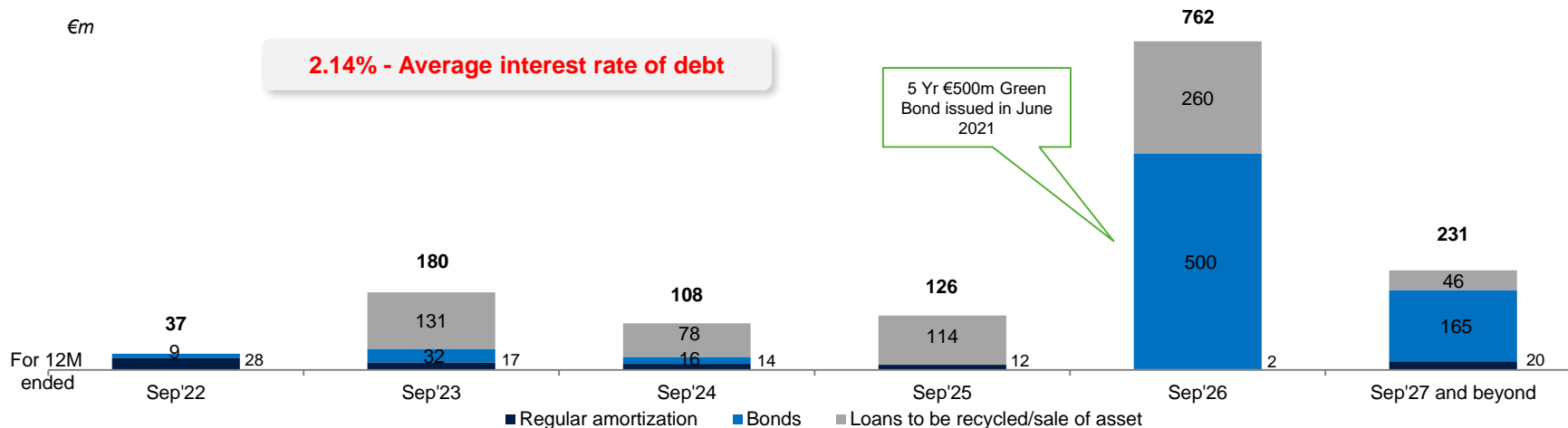
Equity Raise Focused on Strengthening the Capital Structure

LTV

Medium-term target of 40%



Debt maturity profile as of Q3 2021 and post offering for newly issued green bond



Source: Company information
Note: As of 30 September 2021

Key Investment Highlights



1

Attractive CEE real estate market underpinned by **favourable macroeconomic and real estate fundamentals** supporting GTC business model

2

Modern €2.5 bn commercial real estate portfolio, of which €2.2 bn is income producing with 84% Green Certified assets, high and stable occupancy levels (91%) and a blue chip tenant base on Euro denominated inflation linked leases

3

Fully integrated and active asset management platform with expertise in managing and leasing assets with **presence in all countries of operation** and **superior development track record**

4

Driven by hands-on, entrepreneurial senior management team with high standards of corporate governance supported by a strong and committed long-term shareholder

5

Strengthened balance sheet and a **proven access to bond markets** allows to scale the business

GTC: Leading CEE Real Estate Owner and Developer

Company Description

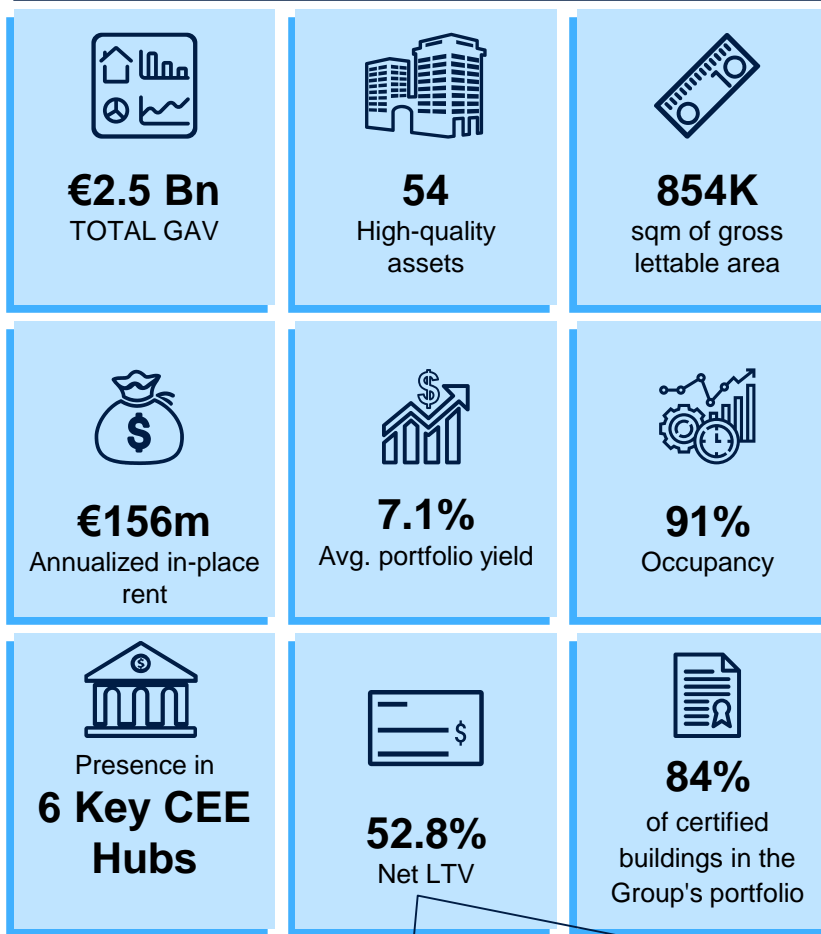
- Investor and Developer of Commercial Assets in Europe's Fastest Growing Region
- Modern High Quality **Income Producing Green Portfolio with an Attractive Tangible Development Pipeline**
- Fully Integrated Active Asset Management Platform** with >200 Local Employees Across 6 Countries
- Platform Primed for Growth** Supported by Majority Shareholder

Blue Chip International and Regional Tenant Base



- 100% of Leases are Euro-denominated and CPI Indexed

Large and Liquid Company ²



Post the disposal of Serbian assets and planned capital increase LTV ratio will improve significantly

Source: Company information

Note: ¹ ZARA retail unit only so excl. offices and other Inditex brands; ² As of 30 September 2021;

High quality property portfolio with focus on offices

Diversified Tenant Class²

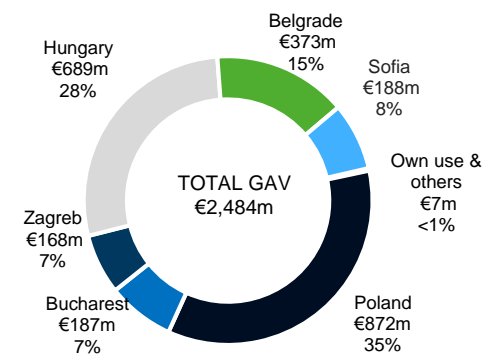
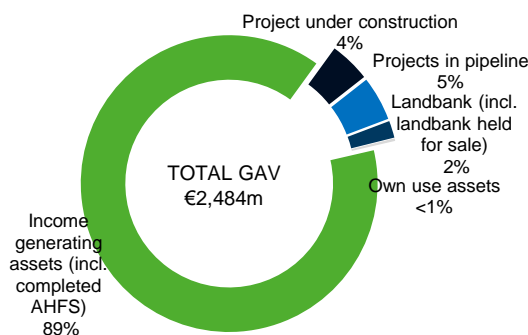
- 89% of GAV base is recurring income-producing
- 67% of recurring income-producing portfolio is office
- Active development projects and land reserves account for almost 11% of total property portfolio.
- 84% of assets green certified

Income generating assets key metrics

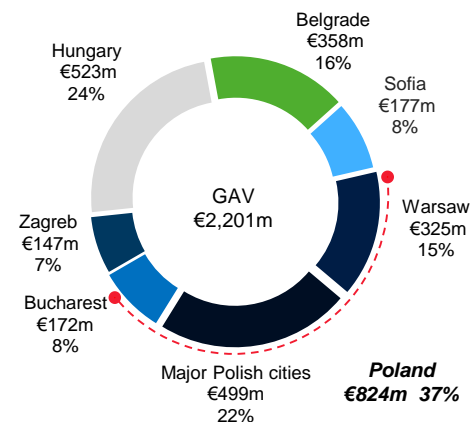
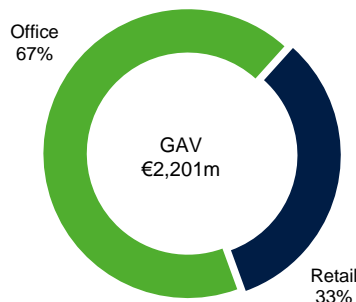
	30 Sep 2021	31 Dec 2020
Gross asset value (€M)	2,201	1,879
Office	1,479.3	1,145
Retail	721.4	734
Lettable area (ths. sqm)	854	753
Office	649	537
Retail	205	216
WALT (years)	3.4	3.5
Office	3.1	3.1
Retail	4.1	4.1

Source: Company information, as of 30 September 2021

Total portfolio (book value)



Total portfolio (book value)



Office Portfolio Showing Resilience During Covid-19 Pandemic

Minimal Covid-19 Impact on Office Portfolio

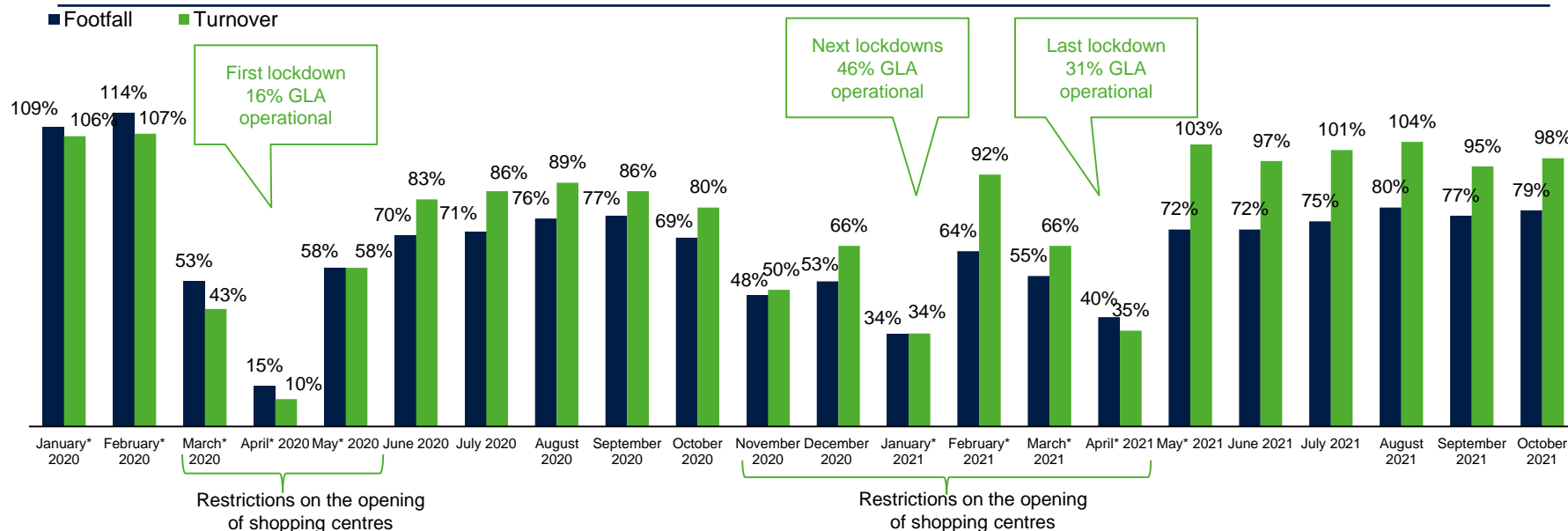
Leasing activity	<p>Pandemic slows leasing activity, but it still reached 70,000 sqm in 2020 and picked up to 71,000 sqm in 9M 2021 alone:</p> <ul style="list-style-type: none"> ▪ Extension and prolongation of Barry Callebaut lease in UBP B, Łódź (6,000 sqm) ▪ Extension and prolongation of Takeda lease in Sterlinga, Łódź (5,600 sqm) ▪ Prolongation of EoN lease in City Gate, Bucharest (4,150 sqm) ▪ CommerzBank new lease in Advance Business Centre, Sofia (3,500 sqm) ▪ Generali signed a lease in Matrix B, Zagreb (2,500 sqm) ▪ Prolongation of IT blue chip company in Korona Office, Kraków (11,300 sqm) ▪ Prolongation of KMG Rompetrol in City Gate, Bucharest (9,400 sqm) ▪ Prolongation of UNIT 4 in Aeropark Business Centre, Warsaw (4,200 sqm) ▪ Prolongation and expansion of LyondellBasell in Globis Poznań (2,000 sq m) ▪ New lease with Millennium - Best Value in City Gate, Bucharest (1,700 sq m) ▪ New lease with Theta Furniture & More in City Gate, Bucharest (1,000 sq m) ▪ Prolongation of Metlife in Duna Tower, Budapest (c. 1,700 sq m) ▪ Prolongation of Feilo in Duna Tower, Budapest (c. 850 sq m) ▪ New lease with BAM in Duna Tower, Budapest (c. 500 sq m) ▪ Prolongation of Fincores Business in Francuska Office Centre, Katowice (c. 600 sq m) ▪ New lease with X-coding IT Studio in Globis Wrocław (c. 400 sq m)
Rents	<p>Rejection of opportunistic requests for rent reductions, but provision of temporary support for affected tenants</p> <p>Rental rates for lease renewals remained stable during 2020-2021 pointing to continued demand for Class A office space</p>
Occupancy&Collections	<p>Occupancy remained strong at 90%¹ as of 30 September 2021 despite new completions with lower than average occupancy, no rent collection issues experienced</p>

Source: Company information

Note: ¹ Includes leases signed and starting post 30 September 2021

Retail Portfolio Rebounded Strongly Post Lockdowns

Group Footfall vs. Turnover Change (2021/2020 vs. 2019)



- Currently, **100% of retail GLA is allowed to trade**
- Occupancy at 95%**
- Rent collection rates during 2020 and H1 2021 remained strong at 97% respectively**
- Retail contracts renegotiation and temporary discounts in return for material lease extensions helped to keep the **WALT at 4.1 years** as of 30 September 2021
- Retailers continue to expand:**
 - Largest Sinsay in Poland signed in Galeria Pólnocna (2,700 sqm)
 - IKEA and Bershka leased retail space in Mall of Sofia (2,000 sqm)
 - Cinema City prolongate its space in Mall of Sofia (4,100 sq m)
 - Opening of Half Price (new brand of CCC Group) in Galeria Jurajska (2,152 sqm) and Galeria Pólnocna (1,500 sqm)
 - Additional openings of 810 sqm for CCC in Galeria Pólnocna, 680 sqm for Mango in Galeria Jurajska, 490 sqm MASS Shoes and 126 sq m Teleperformance contact store in Avenue Mall, 324 sq m Barbell Gym and 158 sq m Jeordie's in Ada Mall, as well as 155 sq m New Balance in Galeria Jurajska.

Source: Company information

Notes: Period between January and May excludes Ada Mall data

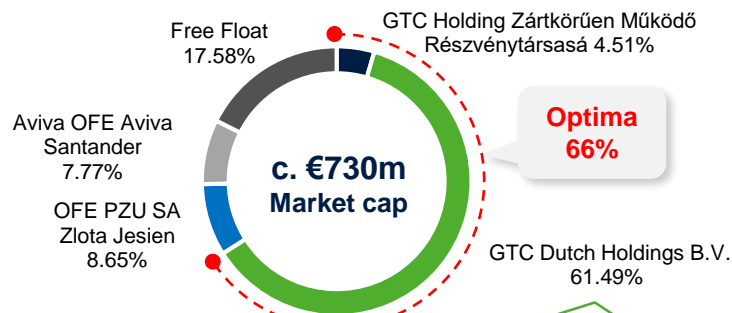


Supplementary Information

Supportive Long-Term Anchor Shareholder Coupled with Excellent Corporate Governance

Shareholder structure ¹

Listed on Warsaw stock exchange



Optima, an investment fund of Pallas Athene Foundation, is the owner of GTC Holding and GTC Dutch Holding B.V.



- Optima was established in 2015 and is part of Pallas Athene Foundation. It is a long-term shareholder without specific exit horizon, and supportive of GTC financial policy to reach IG capital structure
- Optima is fully supportive of GTC's equity placing and is willing to be diluted in order to support GTC's growth agenda and improve liquidity of shares



- Largest financial institutions in Poland and in CEE
- Long-term shareholder, represented at the SB
- One of UK's leading insurers with £535bn AUM
- Long-term shareholder, represented at the SB

Corporate governance structure

Supervisory Board

- Supervisory Board ("SB") has the right to appoint/revoke Management Board ("MB") members
- SB is composed of 8 representatives of shareholders with 4 independent members²
- SB is composed of representatives of shareholders, every 5% gives a seat at the SB and one independent SB member approved by the AGM to represent minority shareholders

Management Board



Yovav Carmi
CEO
Joined GTC Group
in 2001



Ariel A. Ferstman
CFO
Joined GTC Group
in 2011



Gyula Nagy
Management
board member
Joined GTC Group
in 2020

Compliant with Rules & Recommendations of the Best Practice of Warsaw Stock Exchange (WSE) Listed Companies

Source: Company information

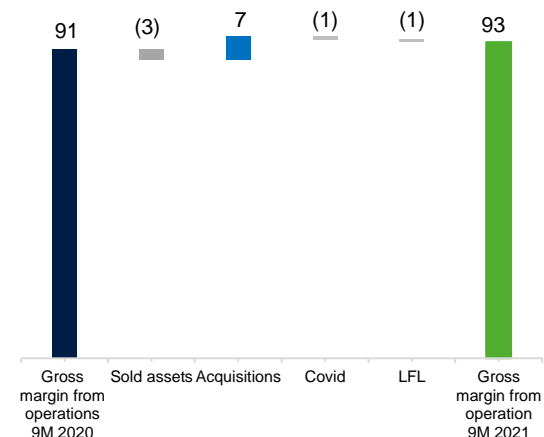
Notes: ¹ As of 30 September 2021; ² Includes one member for which independence criteria are based on Articles of Association

EURPLN = 4.6, market capitalization as of 10 December 2021

Income statement

(€m)		9M 2021	9M 2020
Revenue from rental activity		124	122
Cost of rental operations		(32)	(31)
Gross margin from operations	1	93	91
G&A expenses w/o share based provision		(9)	(8)
Profit/(loss) from revaluation of invest. property		(2)	(67)
Other income/ (expenses) and provisions, net		(2)	-
Profit/(loss) from continuing operations before tax and finance income / (expense)		80	16
Foreign exchange differences gain/(loss), net		-	(4)
Finance expenses, net	2	(34)	(25)
Profit/(loss) before tax		46	(14)
Taxation		(13)	(3)
Profit/(loss) for the period		33	(17)
Profit for the period:			
Attributable to equity holders of the parent		32.3	(16.4)
Attributable to non-controlling interest		0.8	(0.1)
Adjusted EBITDA		83	82

Break down of operating margin (bridge)



Comments

- Mostly resulted from an increase in the rental revenues due to acquisitions and completion of new properties, partially offset by a loss in rental and service revenues due to sale of Spiral and Covid 19 related lockdowns in our shopping malls.
- Mainly due one-off costs related to early repayments of loans of €5.1m (cash payments) and release of corresponding deferred issuance debt expenses of €2.5m (non-cash).

Source: Company information

Balance sheet

(€m)		30 Sep 2021	31 Dec 2020
Investment property (excl. right of use)	1	2,182	2,082
Residential landbank (excl. right of use)		25	9
Right of use		39	44
Assets held for sale	2	291	2
Property, land and equipment		7	8
Loan granted to non-controlling interest partner		11	11
Cash & cash equivalents and deposits	3	117	310
VAT receivable		2	2
Other assets		25	13
Total assets		2,699	2,481
Common equity		982	958
Minorities		16	17
Short and long term financial debt	4	1,298	1,261
Liabilities related to assets held for sale	2	165	-
Derivatives		24	19
Lease liability		38	43
Provision for deferred tax liabilities		133	133
Other liabilities		43	50
Total equity and liabilities		2,699	2,481

Comments

- 1 Mainly due to an investment (€375m) mostly into acquisitions and development partially offset by reclassification of Serbian office buildings (€270m) and land in Romania (€ 5.5m) to assets held for sale
- 2 Mainly due to reclassification of Serbian office buildings to assets/liabilities held for sale
- 3 Mainly as a result of the acquisition of assets and investment into assets under construction (net of loans) (€225m) combined with early repayment of loans and final repayment of bonds (€525m) partially offset by the bond issue (€552m)
- 4 Mainly from the bonds issued (€552m), new loans related to acquisitions in Hungary (€132m), refinancing of existing loans (€39m), and drawdown of loans for projects under construction (€30m) partially offset by repayment of existing loans (€560m) combined with repayment of bonds (€20m) and the reclassification of loans related to the disposal of office properties in Serbia to liabilities related to assets held for sale (€144m).

Source: Company information

Cash flow statement

(€m)		9M 2021	9M 2020	Comments
Operating activities				
Operating cash before working capital changes		83	82	
Add / deduct:				
Change in working capital		1	(1)	
Interest paid, net	1	(27)	(23)	1 Mainly due one-off costs related to early repayments of loans (€5m).
Tax		(7)	(5)	
Cash flow from operating activities		50	53	2 Mainly related to acquisitions of investment property and residential land bank (€273m)
Investing activities				
Investment in real estate and related	2	(342)	(65)	3 Reflects mainly the bond issue (€552m), loans related to assets under construction (€30m) and new loans related to newly acquired properties
Change in deposits		1	6	
Advances for sale (property)		1	-	
Purchase of subsidiary /minority		-	2	
Sale of investment / Proceeds related to expropriation of land		1	1	
VAT/CIT on purchase/sale of investments		-	1	
Cash flow used in investing activities		(339)	(59)	4 Related mainly to refinance of loans (€525m), settlement of maturing bonds (€20m), as well as amortization of existing loans (€16m)
Finance activity				
Proceeds from long term borrowings net of cost	3	691	149	
Blocked deposit		6	-	
Repayment of long term borrowings/bonds	4	(580)	(184)	
Cash flow from/(used in) finance activities		117	(35)	5 Cash and cash equivalents include €8m related to assets held for sale due to Serbian portfolio disposal
Net change		(172)	(41)	
Cash at the beginning of the period		272	180	
Cash at the end of the period	5	100	139	

Source: Company information