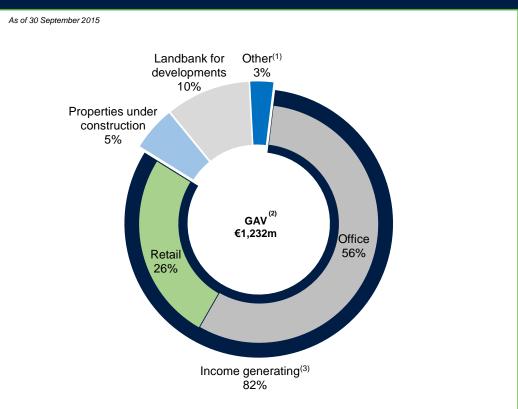
#### **GTC AT A GLANCE**

# Balanced portfolio providing stable rental income and significant growth potential from secured developments



Key financial metrics					
As of 30 September 2015					
Property book value	€1,232m / €1,284m <sup>(4)</sup>				
of which income generating	€1,009m				
of which dev. under construction	€65m				
of which landbank for developments	€124m				
of which other (assets held for sale, residential landbank and inventory)	€34m				
Annualised in-place rent <sup>(5)</sup>	€80m				
Net debt	€613m / €528m <sup>(4)</sup>				
LTV	50% / 41% <sup>(4)</sup>				
In-place rental yield <sup>(5)</sup>	8.0%				
FFO 9M 2015 / Annualised 9M 2015	€28m / €37m				

GTC is a leading commercial real estate operator and developer in Poland and capital cities of CEE and SEE countries One of the longest-standing platforms with more than 20 years of track record in the region

Note: (1) Includes Residential Landbank & Inventory (2.6%) and Assets held for sale (0.1%); (2) Excludes €28m of investment in associates and 50% Joint Ventures; (3) Excludes attributable value for assets held for sale and completed assets in associates (Czech Rep.); (4) Pro-forma for €140m capital raise in Oct. 2015 and Duna Tower acquisition in Nov. 2015; (5) Net of rent-free periods

GTC |

#### **KEY EVENTS AND ACHIEVEMENTS SINCE 2013**

#### December 2014 **June 2015** Q4 2013 Q2 2014 October 2015 Lone Star buys **Fundamental** GTC completes **GTC** successfully Introduction of new realignment of the restructuring 28% anchor stake corporate strategy executes the of non-performing for GTC and property values, €140m capital in GTC incl. devaluations loans in Romania, implementation of increase, 34% restructuring plan of more than Bulgaria and oversubscription €300m since Lone Croatia and sells Star entry non-core assets Q1 2014 August 2014 October 2014 May-Nov. 2015 September 2015 September 2015 Capital increase of Mr. Thomas Kick-off of the Lone Star 9M 2015 results Construction starts c. €52m Kurzmann. Fortyone project, a increases its stake prove positive at Galeria (appointed as CEO Class A office in GTC to 58.3% effect of Północna, large in May 2014) joins complex in restructuring scale modern Bonds issue of c. GTC in August Belgrade shopping centre in measures €47m maturing in implemented: GTC 2014 Warsaw 2018-19 back on the growth path

#### GTC'S DNA AND INVESTMENT THESIS

- Leading commercial real estate platform with €1bn high quality income generating portfolio of Class A office and modern retail assets focused on Poland and the capital cities Budapest, Bucharest, Belgrade, Prague and Zagreb
- Defined path to growth and double the income generating portfolio to at least €2.0bn within two to three years through developments and acquisitions, taking advantage of property market recovery in key CEE and SEE markets
- Unique development pipeline of landmark shopping centres and Class A office buildings with significant embedded NAV growth potential
- Ability to identify and execute investment opportunities based on independent, **fully-integrated asset** management and development platform with 20yrs+ of local track record and deep market penetration
- 5 Attractive "Total Return" proposition:
  - Income producing portfolio: growing FFO and dividend potential + NAV upside from yield compression
  - Development portfolio: significant cash flow contribution and NAV growth
  - Cash flow accretive acquisitions of income generating assets with NAV growth potential



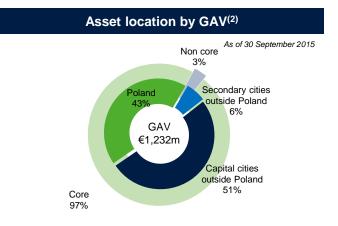


Center Point, Budapest

# 1 LEADING COMMERCIAL REAL ESTATE PLATFORM

## LEADING COMMERCIAL REAL ESTATE PLATFORM

GTC PORTFOLIO (30 Sept. 2015)	#	Book value (€m)	%	Annualised in-place rent (€m)	NLA (ths. sqm)
Income generating (a+b)	24	1,002	81%	77	491
a) Office	20	694	56%	52	345
b) Retail	4	308	26%	25	146
Investment properties under construction	3	65	5%	-	92
Projects in planning stage	4	65	5%	<u>-</u>	124
Landbank for developments	17	59	5%	- -	- -
CORE PORTFOLIO	48	1,191	97%	777	NM
NON-CORE PORTFOLIO(3)	15	41	3%	3	46 <sup>(1)</sup>
TOTAL	63	1,232	100%	80	NM



#### Top tenants

























- High quality core portfolio of 20 office and 4 retail properties
- 97% of leases and rental income €-denominated
- Top tier tenants, mostly multinational corporations and leading brands

Notes: (1) Only the two retail assets in Romania are included in the Non-core portfolio NLA; (2) Excludes €28m of investment in associates and 50% joint ventures (Russia, Ukraine, Czech Rep, Romania - Ana Tower); (3) Includes two retail assets in Romania (€7m), and "Residential Landbank & Inventory"

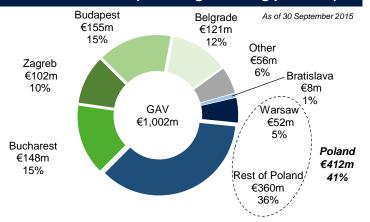
GTC | #

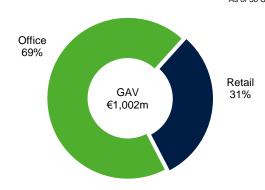
# CASH FLOW BACKBONE: €1BN INCOME GENERATING CORE PORTFOLIO...

#### Regional diversification (income generating portfolio)(1)

#### Portfolio by asset class (income generating only)<sup>(1)</sup>







Top properties <sup>(1)</sup>	Asset class	Country	City	Fair Value €m	NLA ths. sqm	Rent €/sqm/month	Occupancy %
Galeria Jurajska		Poland	Czestochowa	150	49	19.6	88%
City Gate		Romania	Bucharest	148	48	19.2	91%
Avenue Mall		Croatia	Zagreb	102	36	20.3	95%
Centerpoint I&II		Hungary	Budapest	80	37	12.5	98%
Korona Office Complex		Poland	Cracow	78	37	14.2	96%
Spiral		Hungary	Budapest	50	32	10.5	100%
TOTAL				608	239		

Income generating portfolio consists of largely newly-built retail properties (31%) and class A office portfolio focused on Warsaw, Prague, Belgrade, Bucharest and Budapest (69%)

Source: GTC

Note: (1) Excludes attributable value for assets held for sale and completed assets in associates (Czech Rep.)



### ...WITH HIGH QUALITY PROPERTIES...



- GTC owns some of the highest quality assets in capitals of major CEE and SEE countries
- Focus on prime assets
- Significant strengthening of retail portfolio through completion of two prime retail Warsaw developments

Source: GTC

Note: (1) Core portfolio only; (2) Cities with more than 100,000 inhabitants





Galeria Wilanów, Warsaw

# 2 DEFINED PATH TO GROWTH

### **2 FOCUS ON TANGIBLE ACQUISITION PIPELINE**

#### Acquisition of yielding, value-add assets

#### **Selection criteria**

- Institutional grade office and retail assets with value-add potential
- Located in Warsaw or other major Polish cities or in capital cities of CEE / SEE countries
- Significant cash flow / FFO contribution potential
- Active management angle (i.e. through re-leasing, improvement in occupancy, increase of rental rates, and re-development)

#### **Market conditions**

- Attractive market situation for real estate investors
- Still limited range of buyers provides for competitive edge
- Target markets are bottoming out

#### **Funding**

Efficient non-recourse asset level financing maintaining an average group level LTV of approx. 50%

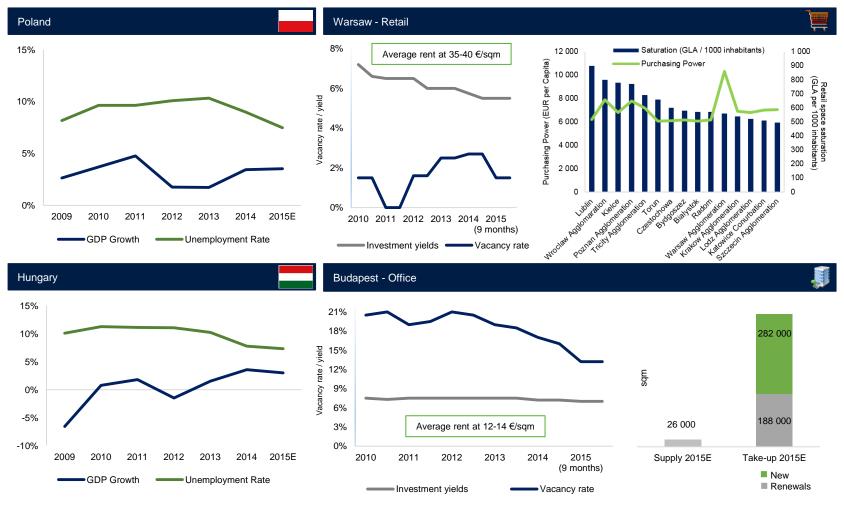
#### **Execution timeline**

12-18 months

#### **Current pipeline**

- GTC is in the process of reviewing potential acquisition targets
- Constantly evaluating acquisition targets of at least c. €300m

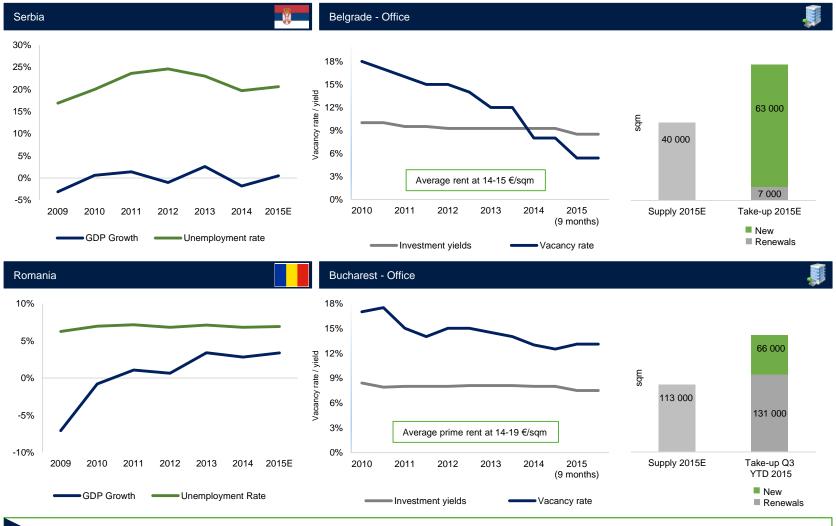
## 2 CEE AND SEE KEY CAPITALS WITH FAVOURABLE SUPPLY/ DEMAND PATTERN (1/2)



Poland and Hungary with strong macro performance translating into rising rents, decrease in vacancy rates and yield compression

Source: CBRE; JLL; IMF World Economic Outlook

## 2 CEE AND SEE KEY CAPITALS WITH FAVOURABLE SUPPLY/ DEMAND PATTERN (2/2)



Serbia and Romania also showing strong recovery momentum which positively impacts real estate markets

Source: CBRE; JLL; IMF World Economic Outlook

## **EXECUTION: ACQUISITION OF DUNA TOWER IN BUDAPEST**

#### **Duna Tower**



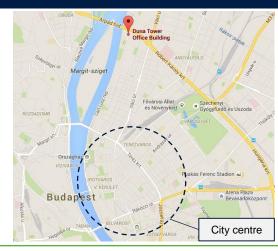


Duna Tower, Budapest, Hungary

Rey statistics	
Purchase price (€m)	52.2
Gross Lettable Area (GLA) (sqm)	31,500
Purchase price / GLA (€/sqm)	1,656
Initial NRI (€m)	3.7
Parking units	382
Average rent (€/sqm)	12.1
WALT (years)	c. 3.5
Vacancy rate	c. 20%
Year of construction	2008

#### Micro location

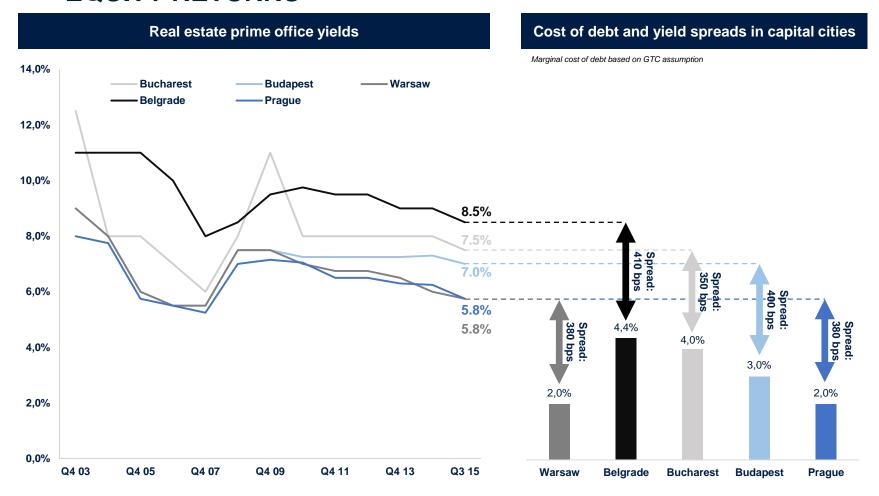
Kay etatistics



GTC successfully returned to market in Q4 2015 and delivered on its acquisition growth plan



# MARKETS PROVIDE OPPORTUNITIES FOR OUTSIZED EQUITY RETURNS



- Rental yield spreads at widest level in more than a decade for the CEE and SEE region
- Spread between rental yield and cost of debt depending on respective city; high spread allows GTC to realise midteens FFO yields in acquisitions

Source: JLL



Galeria Północna, Warsaw

# 3 DEVELOPMENT PIPELINE

## 3 UNIQUE DEVELOPMENT PIPELINE...



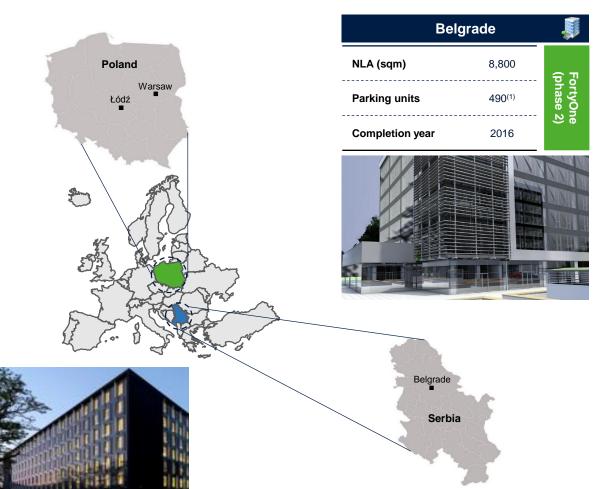
Development pipeline with three major projects in construction phase and four projects in planning stage

### ...WITH THREE MAJOR PROJECTS UNDER CONSTRUCTION...

	Warsaw	
, ro	NLA (sqm)	64,000
Galeria Ółnocna	Parking units	2,000
م م	Completion year	2017



	Łódź	
Business nase B)	NLA (sqm)	19,600
≥ਰ	Parking units	300
Universit Park (	Completion year	2016

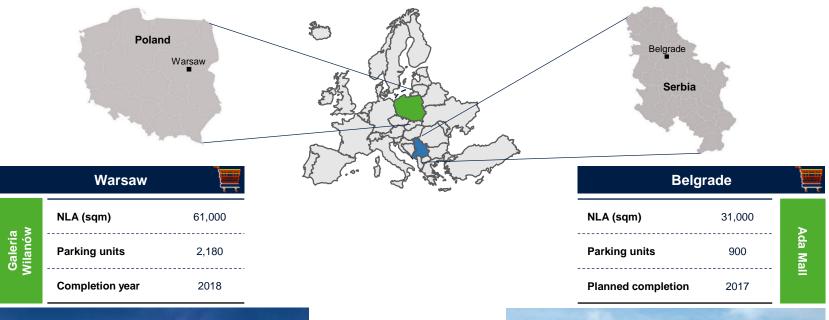


- Secured development pipeline with three major projects currently being constructed
- Completion expected during 2016, 2017 latest; will constitute a GAV of €350m
- Financing for all three projects has been secured with major Austrian and German banks

Source: GTC Note: (1) Total, not only phase 2



## ...AND SEVERAL LANDMARK PROJECTS IN PLANNING STAGE







- Total of four additional projects currently being in planning stage
- Completion expected by 2018 latest

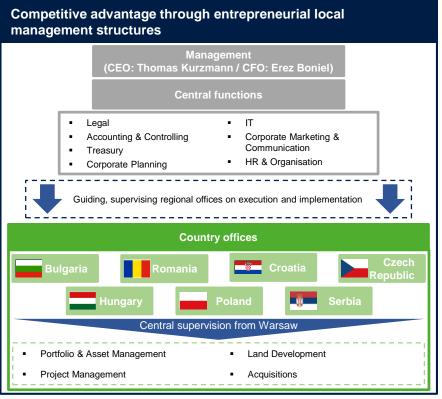


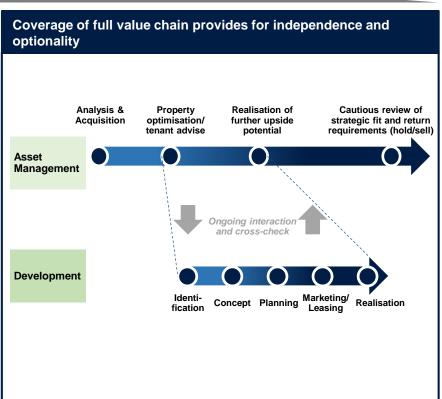
Korona Office Complex, Cracow

# 4 FULLY INTEGRATED PLATFORM

# HIGH QUALITY PROPERTY MANAGEMENT AND DEVELOPMENT PLATFORM WITH DEEP MARKET KNOW-HOW







Efficient management structure combining centralized functions and local offices in close proximity to properties allows for swift and resource-efficient realization of value creation potential

Source: GTC

GTC |



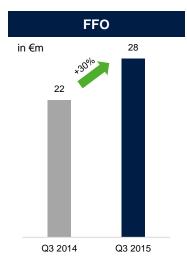
Avenue Mall, Zagreb

# 5 ATTRACTIVE "TOTAL RETURN" PROPOSITION

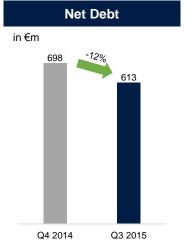
# Q3 2015 UPDATE: IMPROVEMENT IN KEY FINANCIAL METRICS Y-o-Y...

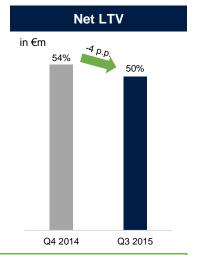
Key metrics (€m)	9M 2015	9M 2014	Comparison
Adj. EBITDA	52	54	-3%
FFO	28	22	+30%
FFO/s (€)	0.08	0.06	+30%
In-place rental yield <sup>(1)</sup>	8.0%	7.5%	+0.5p.p.

	Adj. EBITDA					
in €m	54	-3%		52		
C	3 201	4	Q	3 201	5	



	30 Sept. 2015	31 Dec. 2014	
IFRS portfolio value	1,232	1,293	-5%
Net Debt	613	698	-12%
Net LTV	50%	54%	-4p.p.





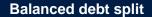
- Strong operating performance across all metrics in 9M 2015
- Portfolio value reduced mainly by disposal of one mature office asset in Warsaw and non-core assets

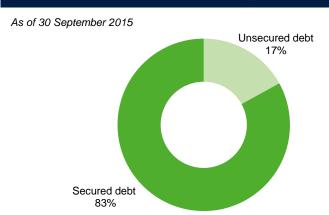
Ongoing operating recovery resulting in growing FFO profile and solid 9M 2015 performance

Source: GTC Note: (1) Based on annualised in-place rent net of rent-free periods

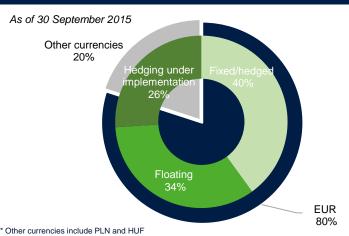


#### ...AND CONSERVATIVE FINANCING STRUCTURE

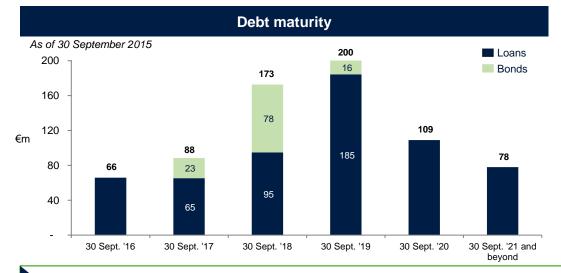




#### Interest rate split



\* Other currencies include PLN and HUF



#### **Comments**

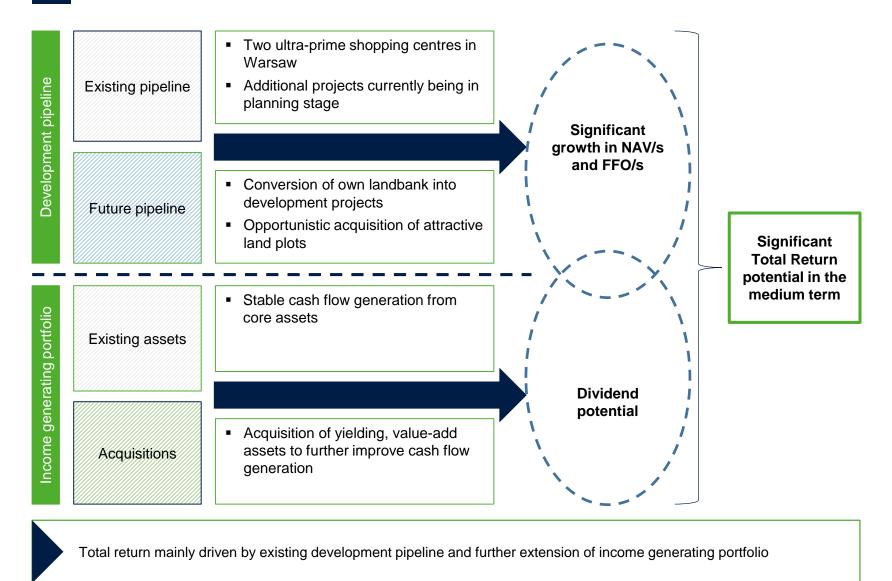
- Total financial liabilities: €714m
- Average interest rate of 3.6%
- Interest cover 2.9x
- Approx. 66% of interest rate exposure will be hedged by yearend 2015

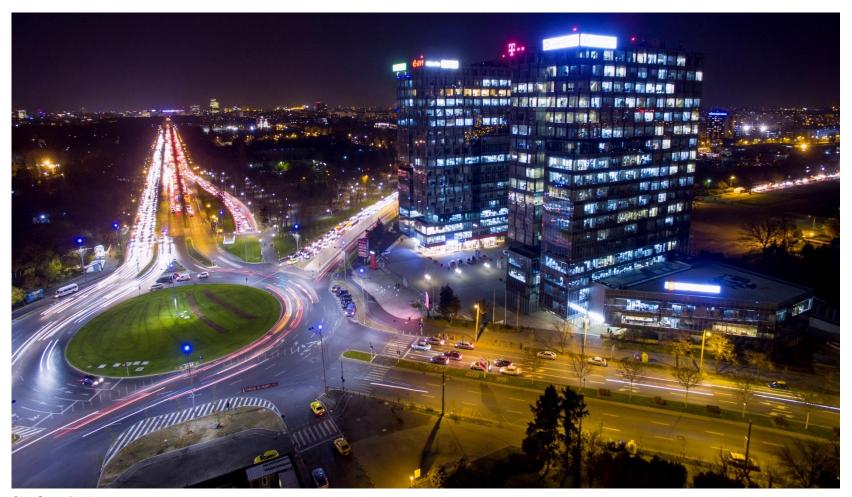
Conservative financing structure with now only 41% LTV after execution of capital raise in October 2015

Group level LTV target of around 50%



## 5 COMPELLING TOTAL RETURN PROPOSAL





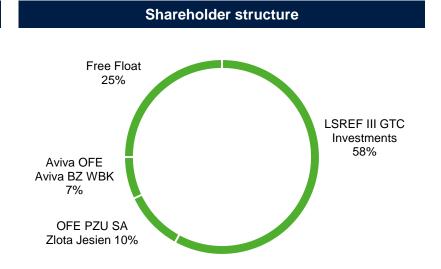
City Gate, Bucharest

## **SHAREHOLDER INFORMATION**



### **KEY SHAREHOLDER INFORMATION**

Basic share information (as of 01 December 2015)			
Symbol	GTC S.A.		
Share price	7.19 PLN		
ISIN	PLGTC0000037		
Performance LTM	+21%		
Primary exchange	Warsaw Stock Exchange		
Market capitalization <sup>(1)</sup>	PLN 3.31bn / €776m		
Shares outstanding	460.2 million		



# LTM share performance



Broker coverage					
Analyst coverage	Target Price (PLN)	Delta to Spot	Analyst name	Date	
m Dom Maklerski	8.20 (Buy)	+12%	Piotr Zybala	20/11/15	
PKO IB	7.20 (Hold)	-1%	Malgorzata Kloka	16/11/15	
Wood & Co	6.27 (Hold)	-14%	Jakub Caithaml	02/10/15	
Haitong Research	6.78 (Buy)	-7%	Cezary Bernatek	01/10/15	
JP Morgan	7.30 (Neutral)	-9%	Michal Kuzawinski	28/09/15	

Source: Company website; Thomson Reuters Note: (1) PLN / EUR 0.23



# ADDITIONAL MATERIAL

# A) FINANCIALS



## **FINANCIAL HIGHLIGHTS**

Key metrics (€m)	9M 2015	FY 2014
NOI	59	61
NOI margin	75%	74%
FFO I	28	22

Key metrics (€m)	30 September 2015	31 December 2014
Total property	1,232	1,293
Net Debt	613	698
Net LTV	50%	54%
Common equity	471	489

## **INCOME STATEMENT**

(€m)	Q3 2015	Q3 2014	9M 2015	9M 2014
Rental and service revenue	26	27	79	82
Cost of rental operations	(7)	(7)	(20)	(21)
Residential sale result	-	-	1	1
Gross margin from operations	19	21	60	61
Selling expenses	(1)	(1)	(2)	(2)
G&A expenses w/o share based provision	(2)	(2)	(7)	(9)
Loss from revaluation of invest. property and impairment of residential projects	-	(1)	(2)	(68)
Other income/ (expenses),net	(1)	2	(1)	3
Profit (loss) from continuing operations before tax and finance income / (expense)	15	18	48	(15)
Foreign exchange differences, net	1	-	<u>-</u>	(2)
Finance expenses, net	(6)	(9)	(22)	(31)
Share of profit/(loss) of associates	-	-	(4)	(11)
Profit/(loss) before tax	11	9	22	(59)
Taxation	-	(4)	(5)	(8)
Profit/(loss) for the period	11	5	17	(67)
Attributable to equity holders of the parent	11	5	17	(59)
Attributable to non-controlling interest	-	(1)	<u>-</u>	(9)

# **Comments** 1 Decrease in finance expenses due to deleveraging, restructuring of debt, repayment of loans related to sold assets and decrease in interest rate on bonds

#### **BALANCE SHEET**

(€m)	9M 2015	FY 2014
Investment property and L.T. assets (incl. IPUC)	1,198	1,221
Residential landbank and inventory	32	65
Asset held for sale	2	7
Investment in shares and associates 3	28	96
Cash & cash equivalents	72	81
Deposits	29	32
Other non current assets	17	15
TOTAL ASSETS	1,378	1,517
Common equity	471	489
Minorities 3	(17)	(62)
Short and long term financial debt	756	922
Derivatives	4	6
Deferred tax liabilities	129	130
Other liabilities	35	32
TOTAL EQUITY AND LIABILITIES	1,378	1,517

#### Comments

- Decrease on investment properties due to disposals
- Decrease of residential landbank and inventory due to sale of Felicity project in Bucharest and sale of apartments and houses
- Decrease due to liquidation of JV (Galeria Kazimierz)
- Decrease of short and long term financial debt as a result of deleveraging, restructuring of loans and repayment of loans related to assets that were sold

### **CASH FLOW STATEMENT**

(€m)	9M 2015	9M 2014
Operating cash before working capital changes	50	51
Add / deduct:		
Decrease in residential inventory	8	10
Interest paid, net	(20)	(26)
Effect of currency translation	1	(1)
Tax	(2)	(2)
Cash flow from operating activities	37	33
Investment in real estate and related	(17)	(19)
Liquidation of joint ventures	4	-
Sele of subsidiary	6	-
Changes in working capital	(4)	(3)
Sale of assets	51	8
VAT/CIT on sales of investments	(4)	-
Investment in real estate and related 1	36	(14)
Finance activity		
Proceeds from issuance of shares, net	<del>-</del>	53
Proceeds from long term borrowings net of cost	22	123
Repayment of long term borrowings / bonds	(104)	(156)
Finance activity 2	(82)	20
Net change	(9)	38
Cash at the beginning of the period	81	56
Cash at the end of the period	72	95

1	Investment in real estate
	includes proceeds from
	disposal of assets
	including Kazimierz Office

Centre

Comments

Finance activity includes repayment of loans related to disposed assets (Kazimierz Office Centre and Felicity residential project)

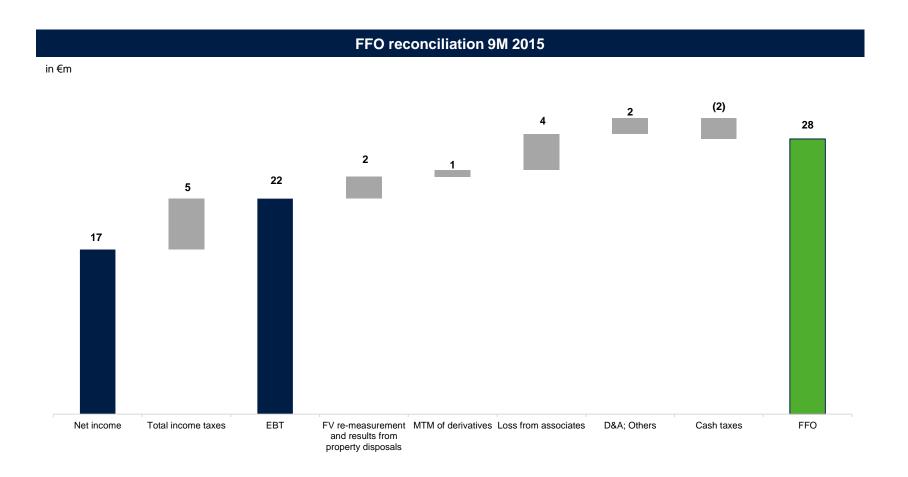
## **DEBT AND LTV**

(€m)	9M 2015	FY 2014
Long-term bank debt and financial liabilities	690	802
Short-term bank debt and financial liabilities	66	120
Loans from minorities	(48)	(118)
Deferred issuance debt expense	5	7
Total bank debt and financial liabilities	714	811
Cash & Cash equivalents & Deposits	102	113
Net debt and financial liabilities	613	698
Total property	1,232	1,293
Loan to value (LTV)	50% / 41% <sup>(1)</sup>	54%
Average interest rate	3.6%	4.3%
Interest cover	2.9x	2.1x

Note: (1) Pro-forma €140m capital raise and Duna Tower acquisition



## FFO BRIDGE 9M 2015, RESULTING IN TOTAL FFO OF €28M



# **B) YIELDING ASSETS BY COUNTRY**

### **POLAND**

#### **Impressions**



Univeristy Business Park, Łódź





Aeropark Business Center, Warsaw





Globis Wrocław, Wrocław





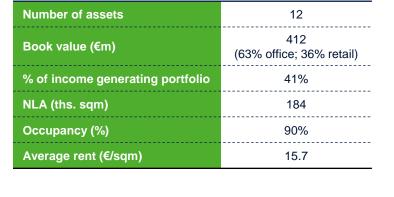
Korona Office Complex, Kraków



Globis Poznań, Poznań

#### Regional allocation

Key statistics







#### **HUNGARY**

#### **Impressions**



GTC Metro, Budapest



Spiral, Budapest



Center Point, Budapest



Duna Tower, Budapest

#### Key statistics<sup>(1)</sup>

Number of assets	3
Book value (€m)	155 (100% office)
% of income generating portfolio	15%
NLA (ths. sqm)	86
Occupancy (%)	100%
Average rent (€/sqm)	11.5

#### Regional allocation



Source: GTC

Note: (1) Excluding Duna Tower acquisition in Nov. 2015, data as of 30 Sept. 2015



#### **CROATIA**

#### **Impressions**



Avenue Mall Zagreb, Zagreb



Avenue Center, Zagreb

Source: GTC

# Key statistics Number of assets 1 Book value (€m) 102 (100% retail) % of income generating portfolio 10% NLA (ths. sqm) 36 Occupancy (%) 95% Average rent (€/sqm) 20.3

#### Regional allocation





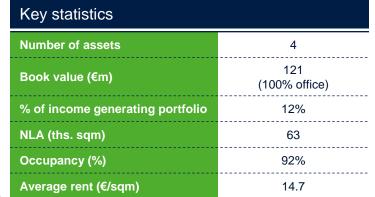
#### **SERBIA**

#### **Impressions**





	FortyOne, Belgrade
-	A MARKET STATE





GTC House, Belgrade

19 Avenue, Belgrade



GTC Square, Belgrade

#### Regional allocation



#### **BULGARIA**

#### **Impressions**



Galleria	Stara	7agora	Stara	7agora
Gallella	Stara	Zayui a,	Stara	∠ay∪ı a



Key statistics	
Number of assets	2
Book value (€m)	56 (100% retail)
% of income generating portfolio	6%
NLA (ths. sqm)	61
Occupancy (%)	90%
Average rent (€/sqm)	9.1



Galleria Burgas, Burgas



#### Regional allocation



#### **SLOVAKIA**

#### **Impressions**









# Key statistics Number of assets 1 Book value (€m) 8 (100% office) % of income generating portfolio 1% NLA (ths. sqm) 13 Occupancy (%) 85% Average rent (€/sqm) 7.8

#### Regional allocation



#### **ROMANIA**

#### **Impressions**



City Gate, Bucharest



Galleria Arad, Arad



# Number of assets 3 Book value (€m) 155 (95% office; 5% retail) % of income generating portfolio 15%

NLA (ths. sqm)	94
Occupancy (%)	78%
Average rent (€/sqm)	12.1

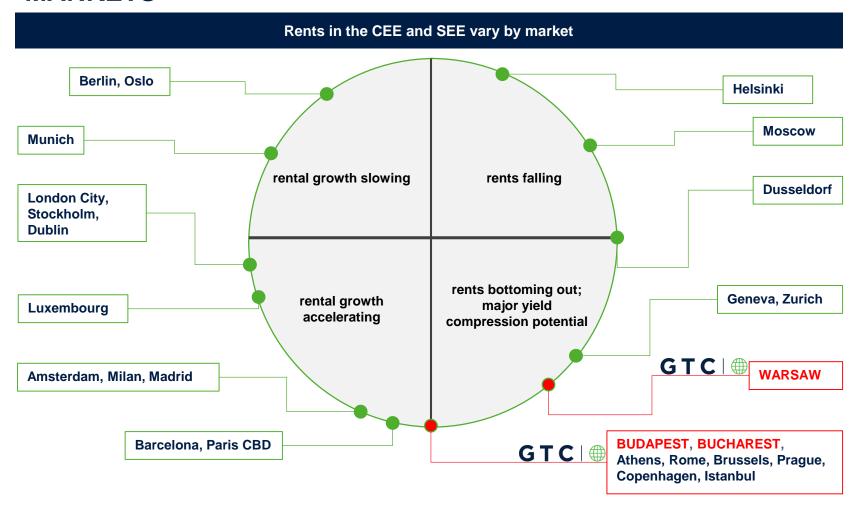
#### Regional allocation







# IDEAL TIMING TO HAVE EXPOSURE IN CEE AND SEE MARKETS



GTC ideally positioned to benefit from anticipated rent reversion in key CEE and SEE markets

Source: JLL

Note:

GTC market





# C) DEVELOPMENT PORTFOLIO

### GALERIA PÓŁNOCNA 📜



Description

Regional coverage shopping centre in North Warsaw, in one of the fastest growing residential areas with strong and diversified fashion, entertainment and gastronomy

NLA (sqm)	64,000
Parking units	2,000
Completion year	2017
GTC share (%)	100%

Location

Centre of Białołęka District, Warsaw, Poland











Project description

- NLA: 64,000 sqm
- ca. 250 leasable units
- Hypermarket of 9,000 sqm of sales area
- Diversified fashion, sports & electronic offer
- Leisure &entertainment facilities cinema, fitness, kid's play area
- Diversified gastronomy offer food court, cafes, restaurants
- LEED certification

#### **GALERIA WILANÓW**





First large shopping centre in South Warsaw, in one of the fastest growing upper-mid residential areas "Miasteczko Wilanów"; with strong and diversified fashion, entertainment and gastronomy

NLA (sqm)	61,000
Parking units	2,180
Completion year	2018
GTC share (%)	100%

Location

Project description

Description

South Warsaw, Poland; Przyczółkowa Street; next to "Miasteczko Wilanów"







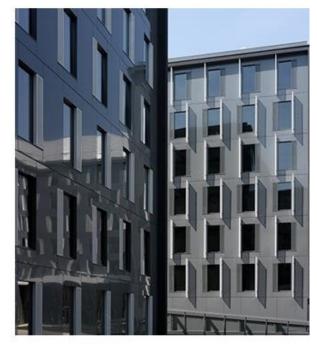




- NLA: 61,000 sqm
- ca. 250 leasable units
- Hypermarket of 7,000 sqm of sales area
- Diversified fashion, sports & electronic offer
- Leisure &entertainment facilities cinema, fitness, kid's play area
- Diversified gastronomy offer food court, cafes, restaurants
- LEED certification

#### UNIVESITY BUSINESS PARK phase B





## **OFFICE BUILDINGS COMPLEX**

A class office building with total leasable are of 19,600 sqm, carwash and other amenities within the complex

NLA (sqm)	19,600
Parking units	300
Completion year	2016
GTC share (%)	100%

Location

Project description

Description

Wólczańska 178, Łódź, Poland







A class office building

- Total complex lettable area of 39,200 sqm
- First phase of 19,600 sqm completed and 100% leased
- Second phase under construction
- 600 underground parking places

### **FORTYONE**



Description

#### **OFFICE BUILDINGS COMPLEX**

The project is foreseen to be built in three separate phases (both under and above the ground), each of them completely independent of the other two

NLA (sqm)	8,800
Parking units	490 <sup>(1)</sup>
Completion year	2016
GTC share (%)	100%

Location

Milutina Milankovica street, New Belgrade CBP, Serbia











Project description

- A class office
- Total office lettable area of 27,000 sqm
- First phase of 10,300 sqm completed and 88% leased
- The first office building in Serbia which will be built according to GOLD LEED standards

Source: GTC Note: (1) Whole complex

#### ADA MALL



Description

Shopping centre in Belgrade with strong and diversified fashion, entertainment and gastronomy

NLA (sqm)	36,000
Parking units	900
Completion year	2017
GTC share (%)	100%

Location

Belgrade, Serbia, in the main city recreation area











Project description

- Location in Belgrade, in the main city recreation area (lake, park, water sports, golf course, etc.)
- May-September 200,000 250,000 people/day
- Land size 22,500 sqm (6,000 sqm in assembly process)
- Development size 50,000 sqm GBA above the ground (~ 36,000 sqm GLA in 3.5 levels) and ~30,000 sqm garage
- Zoning completed
- Planned building permit in 2015

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