

NOVA KRÓLEKAINIA

Zamieszkać w Królestwie Zieleni.

W sercu Mokotowa, w jego najbardziej zielonym zakątku, rządzi się wspierane miejsce do mieszkania.

[SPRAWDŹ](#)

ronson.pl

CITY LINK
— SKYLINE —

RONSON
DEVELOPMENT

2 pokoje przy **M**

od **38** m²

[SPRAWDŹ](#)

chillicity

RONSON
DEVELOPMENT

Start 4 etapu!

MIESZKANIE
Z OGRÓDKIEM!

Spełnij swoje marzenia

CENA JUŻ OD 250 tys. zł

[SPRAWDŹ](#)

ronson.pl



BIAŁOLEKA

Miasto MOJE

ODPALAMY SPRZEDAŻ

od **5500** zł/m²

NA START



*Investor Presentation (addressing 3Q 2016 results)
15th of November 2016*

Disclaimer

This presentation does not constitute or form any part of any offer or invitation or inducement to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities of Ronson Europe N.V. (the “Company”), nor shall it or any part thereof or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefore.

The information in this presentation is subject to change without notice, its accuracy is not guaranteed and it does not contain all material information concerning the Company. Any forecasts and forward-looking statements contained in this presentation are, by necessity, based upon a number of assumptions and estimates that, while considered reasonable by the Company, are inherently subject to significant business, operational, economic and competitive uncertainties and contingencies, many of which are beyond the Company’s control, and also upon assumptions with respect to future business decisions that are subject to change. Actual results may differ materially from those projected. Certain numerical information and other amounts and percentages set forth in this presentation may not sum due to rounding. In addition, certain figures herein have been rounded to the nearest whole number.

This presentation may not be directly or indirectly distributed to or within the United States of America, Australia, Canada or Japan.



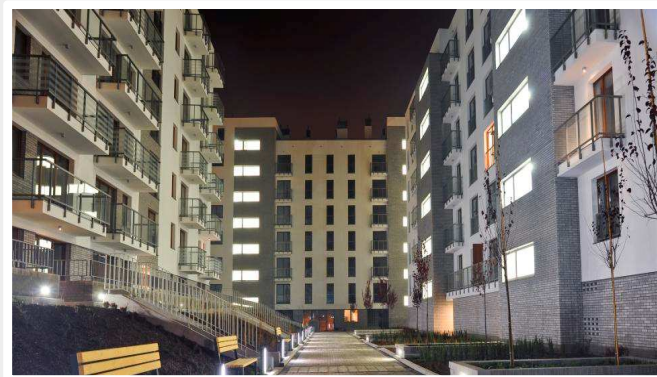
Company Overview

Experienced residential real estate developer well established in Poland

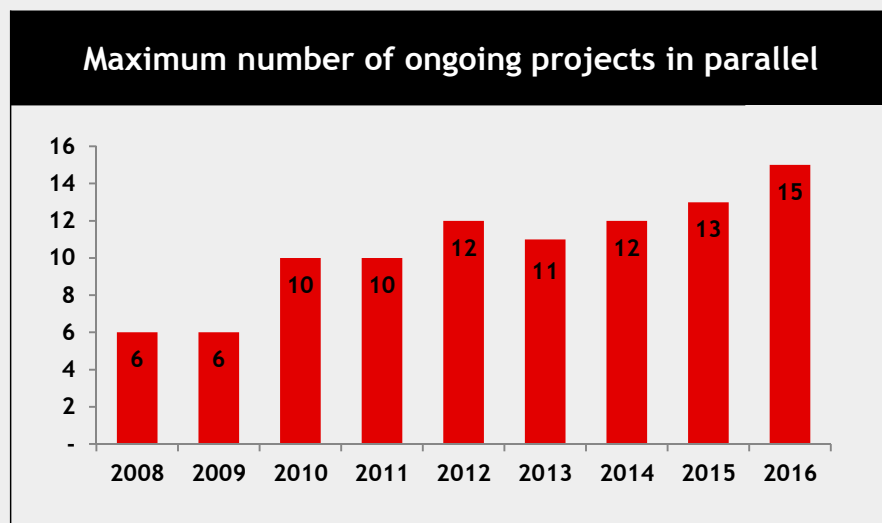
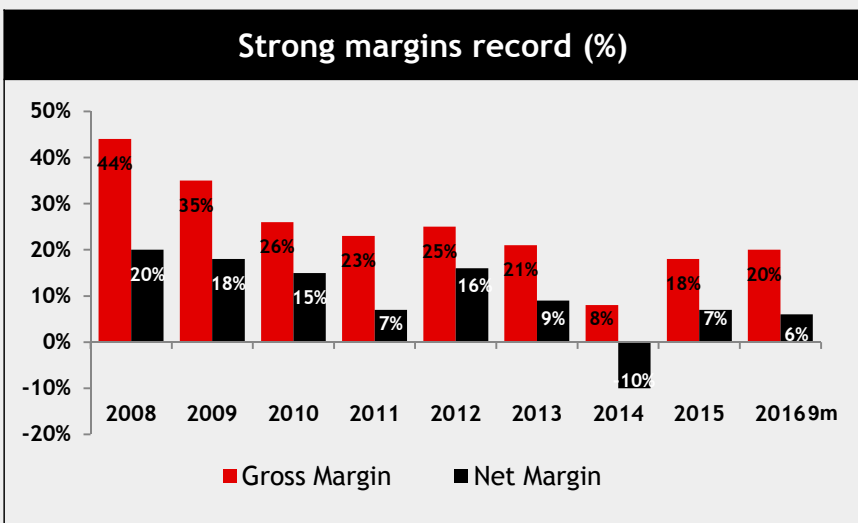
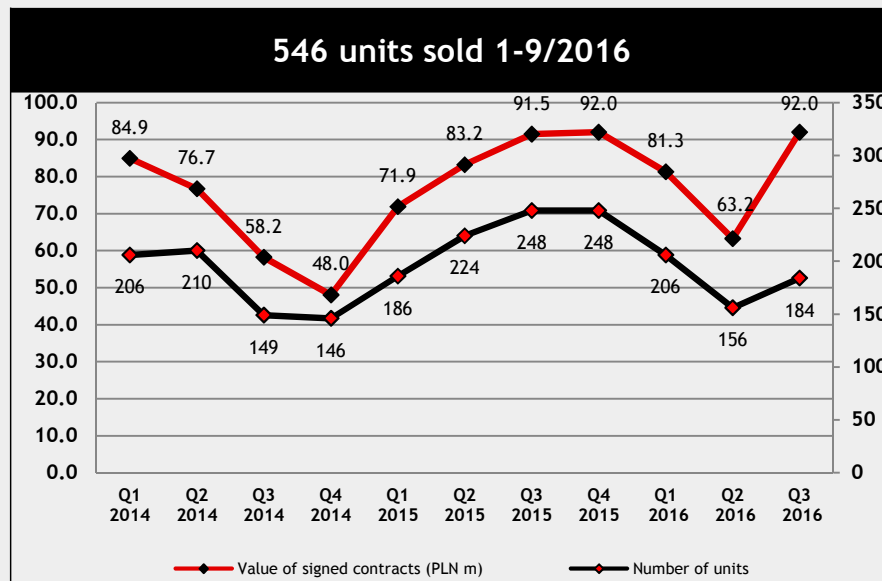
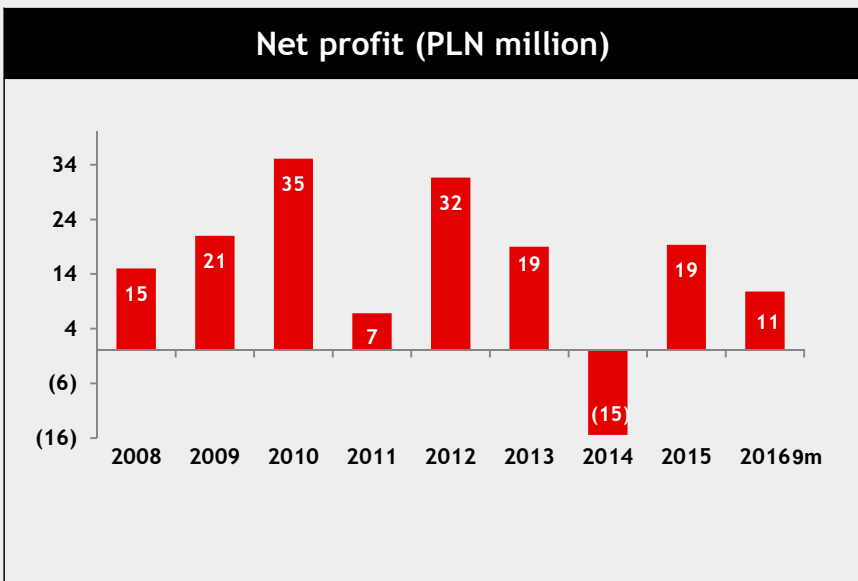
- Present in Poland since 2000
- Focused on mid-class residential projects
- Adequate project mix and size enabling accelerated Company growth
- Internationally recognized shareholders with decades-worth of sector knowledge
- Current operations include:
 - 10 projects ongoing and 11 completed projects offered for sale (as at 30 September Ronson's offer includes 1,256 units)
 - 16 further projects (Warsaw, Poznań, Wrocław and Szczecin) in preparation for nearly 4,500 units



Very attractive land bank is Ronson's main advantage deciding about its growth potential.



Company highlights in charts (based on Company's financials as at 30 September 2016)



1,856 units under preparation with nearly 104,600 m², of which 1,291 units are in Warsaw



Moko II

- Commenced Q1 2015
- Expected completion Q4 2016
- 160 apartments and 7 commercial units with aggregate area 12,500 m²
- Location: Warsaw, Mokotów



City Link I and II

- The Company's share in this project is 50%
- Commenced Q2 2015 and Q2 2016
- Expected completion Q2 2017 and Q3 2018
- City Link I: 301 apartments and 22 commercial units with aggregate area 14,700 m²
- City Link II: 184 apartments and 5 commercial units with aggregate area 8,800 m²
- Location: Warsaw, Wola



Nova Królikarnia I-V

- Commenced Q2 2016
- Expected completion Q4 2017
- 98 apartments and 8 commercial units with aggregate area 10,700 m²
- Location: Warsaw, Mokotów



Espresso III and IV

- Commenced Q2 2015 and Q1 2016
- Expected completion Q4 2016 and Q4 2017
- Espresso III: 147 apartments and 8 commercial units with aggregate area 8,500 m²
- Espresso IV: 135 apartments and 11 commercial units with aggregate area 8,100 m²
- Location: Warsaw, Wola



Miasto Moje I

- Commenced Q2 2016
- Expected completion Q1 2018
- 191 apartments and 14 commercial units with aggregate area 10,900 m²
- Location: Warsaw, Białołęka

1,856 units under preparation with nearly 104,600 m², of which 565 are in Poznań, Wrocław and Szczecin



Kamienica Jeżyce II

- Commenced in 2Q 2015
- Expected completion 4Q2016
- 151 apartments Aggregate area 7,400 m²
- Location: Poznań, Kościelna Street



Chilli IV

- Commenced in 2Q 2016
- Expected completion 3Q 2017
- 45 apartments
- Location: Tulce near Poznań



Panoramika III

- Commenced in 2Q 2016
- Expected completion 4Q 2017
- 122 apartments with aggregate area 5,800 m²
- Location: Szczecin, Duńska Street



Vitalia I

- Commenced in 4Q 2015
- Expected completion 2Q 2017
- 139 apartments with aggregate area 7,200 m²
- Location: Wrocław, Jutrzenki Street



Młody Grunwald III

- Commenced in 1Q 2016
- Expected completion 3Q 2017
- 104 apartments and 4 commercial units Aggregate area 7,100 m²
- Location: Poznań, Grunwald

As of 30 September 146 completed units with 12,200 m² were offered for sale in 11 projects (4 cities)



Verdis I - IV

- As at 30 September, 11 units offered for sale
- In total 418 apartments and 23 commercial units
- Location: Warsaw, Wola



Sakura I - IV

- As at 30 September, 19 units offered for sale
- In total 488 apartments and 27 commercial units
- Location: Warsaw, Mokotów



Tamka

- As at 30 September, 8 units offered for sale
- In total 60 apartments and 5 commercial units
- Location: Warsaw, Śródmieście (city center)



Moko I

- As at 30 September, 24 units offered for sale
- In total 160 apartments and 7 commercial units
- Location: Warsaw, Mokotów



Młody Grunwald I - II

- As at 30 September, 34 units offered for sale
- In total 268 apartments and 17 commercial units
- Location: Poznań, Grunwald



Panoramika II

- As at 30 September, 22 units offered for sale
- In total: 107 apartments
- Location: Szczecin, Duńska Street



Kamienica Jeżyce I

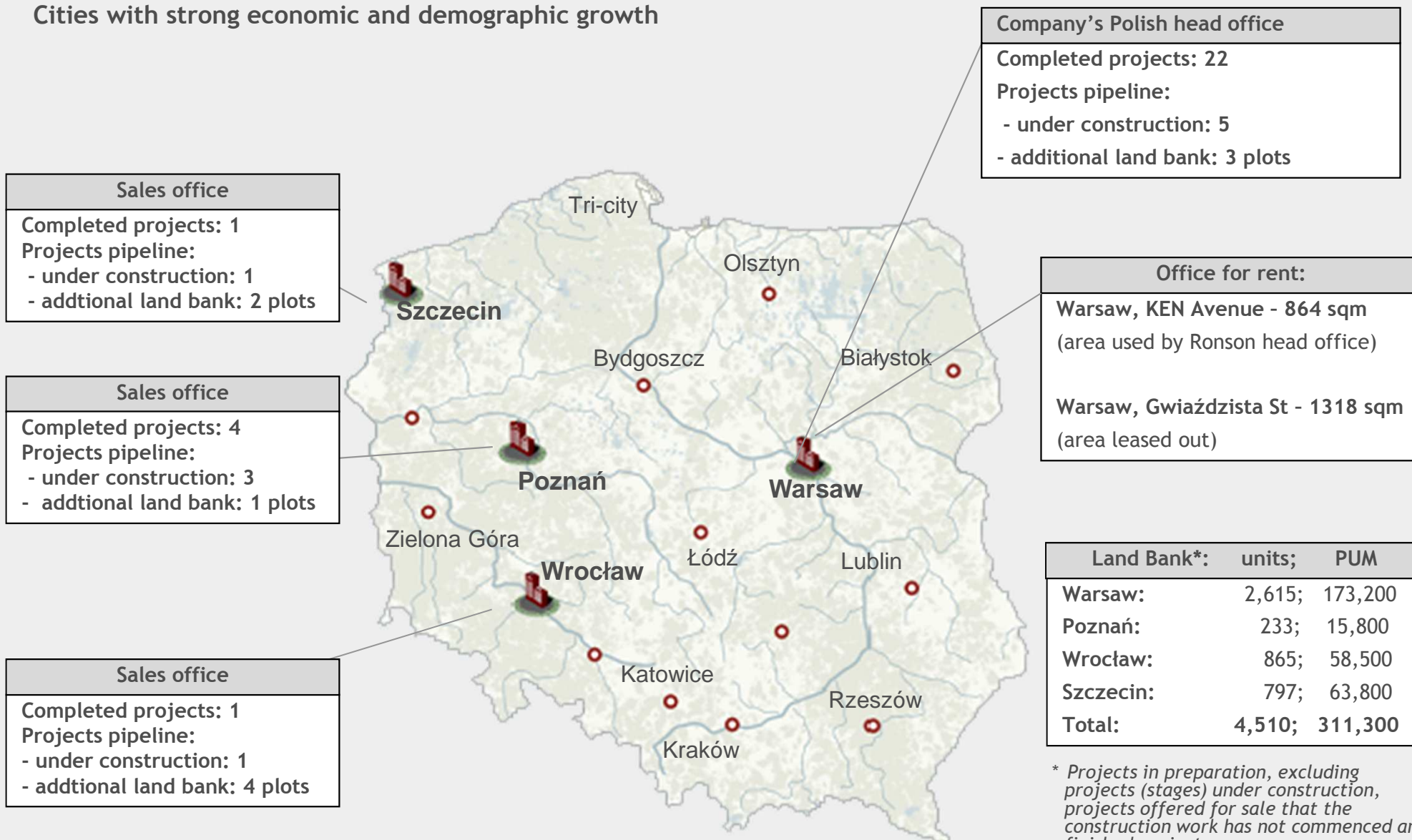
- As at 30 September, 8 units offered for sale
- In total: 136 units
- Location: Poznań, Kościelna Street

Moreover the Company's offer includes 20 completed units in the following projects:

- Impressio I-II (7)
- Espresso I-II (6)
- Naturalis I-III (5)
- Chilli I (1)
- Panoramika I (1)

Selective geographic diversification in Poland:

Cities with strong economic and demographic growth



Sales office
 Completed projects: 1
 Projects pipeline:
 - under construction: 1
 - additional land bank: 2 plots

Sales office
 Completed projects: 4
 Projects pipeline:
 - under construction: 3
 - additional land bank: 1 plots

Sales office
 Completed projects: 1
 Projects pipeline:
 - under construction: 1
 - additional land bank: 4 plots

Company's Polish head office
 Completed projects: 22
 Projects pipeline:
 - under construction: 5
 - additional land bank: 3 plots

Office for rent:
 Warsaw, KEN Avenue - 864 sqm
 (area used by Ronson head office)
 Warsaw, Gwiaździsta St - 1318 sqm
 (area leased out)

Land Bank*	units;	PUM
Warsaw:	2,615;	173,200
Poznań:	233;	15,800
Wrocław:	865;	58,500
Szczecin:	797;	63,800
Total:	4,510;	311,300

* Projects in preparation, excluding projects (stages) under construction, projects offered for sale that the construction work has not commenced and finished projects.

Projects in preparation - Ronson land bank

	Project name	Location	Total no. of units	PUM (m ²)
1	Naturalis - stages in preparation	Warsaw	329	20,600
2	Panoramika - stages in preparation	Szczecin	272	14,600
3	Chilli - stages in preparation	Poznań	183	12,100
4	Vitalia - stages in preparation	Wrocław	156	9,400
5	Nova Królikarnia - stages in preparation *	Warsaw	229	30,100
6	Miasto Moje - stages in preparation	Warsaw	1,305	64,500
	<u>Subtotal - remaining stages of the projects currently under construction/ on sale</u>		<u>2,474</u>	<u>151,300</u>
1	Chopin	Szczecin	450	38,000
2	Matisse I	Wrocław	373	24,400
3	Matisse II	Wrocław	100	6,000
4	Falenty	Warsaw	160	23,500
5	Marina Miasto	Wrocław	152	6,100
6	Renaissance	Warsaw	224	15,800
7	Sadków	Wrocław	84	12,600
8	Vivaldi	Szczecin	75	11,200
9	Betchatowska 28	Poznań	50	3,700
10	Skierniewicka bis	Warsaw	368	18,700
	<u>Subtotal - remaining projects, still in preparation</u>		<u>2,036</u>	<u>160,000</u>
	<u>Total</u>		<u>4,510</u>	<u>311,300</u>

* Including last land strip purchased in August 2016



Financial Results Review

For the nine months ended 30 September 2016

Nine months ended 30 September 2016, P&L highlights, revenues and gross margin:

- Total number of units delivered in 3Q amounted to 234 and cumulatively during first nine months of 2016 to 510.
- The Company has completed construction of two new projects during 3Q 2016, i.e. I stage of Kamienica Jeźce in Poznań and II stage of Panoramika in Szczecin, however the gross profit was still mainly driven by Espresso II and Moko I completed in previous quarter.
- Average (net) price of apartments delivered during 3Q 2016 amounted to PLN 391 thousand (net of VAT) which was slightly lower than during 1H 2016 (PLN 403 thousand) and very close to average price of apartments delivered during entire 2015 (PLN 404 thousand). Average price of apartments delivered in 2014 amounted to only PLN 327 thousand.

Units delivered / Revenues / Gross Margin										
Project	1Q2016		2Q2016		3Q2016		Revenues		Gross margin / profit	
	Units	PLN m	Units	PLN m	Units	PLN m	Units	PLN m	%	PLN m
Espresso II	-	-	96	33.9	42	14.7	138	48.6	18.8%	9.1
Moko I	-	-	45	21.2	102	50.1	147	71.3	32.9%	23.5
Panoramika II	-	-	-	-	67	14.5	67	14.5	1.0%	0.1
Kamienica Jeźyce I	-	-	-	-	8	2.6	8	2.6	6.3%	0.2
Młody Grunwald I & II	67	21.4	10	3.2	4	1.8	81	26.4	1.8%	0.5
Impressio	11	5.0	7	2.9	4	1.7	22	9.6	-2.3%	(0.2)
Sakura	10	4.2	3	1.3	2	0.9	15	6.4	12.2%	0.8
Tamka	7	5.5	3	3.6	3	3.4	13	12.5	34.9%	4.4
Verdis	3	1.6	-	-	(1)	0.1	2	1.7	20.6%	0.4
Naturalis I, II & III	6	2.1	7	2.3	3	1.0	16	5.4	9.1%	0.5
Other	1	2.1	-	0.9	-	0.7	1	3.7	51.6%	1.9
Total	105	41.9	171	69.3	234	91.5	510	202.7	20.3%	41.2

Financial results (PLN m)

	<u>1-9/2016</u>	<u>1-9/2015</u>	<u>% change</u>	<u>3Q2016</u>	<u>3Q2015</u>	<u>% change</u>	<u>Y2015</u>	<u>Y2014</u>	<u>% change</u>
Revenues	202.6	162.6	25%	91.3	68.4	33%	281.4	153.2	84%
Cost of sales (excluding write-down adjustment)	(161.5)	(138.6)	17%	(70.2)	(61.2)	15%	(229.9)	(128.7)	79%
Write-down adjustment	-	-	-	-	-	-	(0.2)	(12.5)	-
Gross profit	41.1	24.0	71%	21.1	7.2	193%	51.3	12.0	328%
Changes in the value of investment property	-	-	-	-	-	-	(0.5)	-	-
Selling and marketing expenses	(5.9)	(5.1)	16%	(1.7)	(1.5)	13%	(6.5)	(6.9)	-6%
Administrative expenses	(14.3)	(13.3)	8%	(4.7)	(4.4)	7%	(18.8)	(18.2)	3%
Share of profit/(loss) from joint ventures	(0.9)	(0.3)	-	(0.3)	(0.1)	-	(0.7)	(0.3)	-
Net other income/(expense)	(1.6)	1.1	-	(0.4)	(0.1)	-	1.6	(2.4)	-
Operating profit/(loss)	18.4	6.4	188%	14.0	1.1	1173%	26.4	(15.8)	n/a
Net finance expense	(5.1)	(4.2)	21%	(1.9)	(1.6)	19%	(6.1)	(2.9)	110%
Profit/(loss) before tax	13.3	2.2	505%	12.1	(0.5)	n/a	20.3	(18.7)	n/a
Income tax benefit/(expenses)	(1.9)	(0.4)	-	(1.8)	-	-	(1.3)	3.5	-
Net profit/(loss)	11.4	1.8	533%	10.3	(0.5)	n/a	19.0	(15.2)	n/a
Gross margin (before write-down adjustment)	20.3%	14.8%	-	23.1%	10.5%	-	18.3%	16.0%	-
Gross margin	20.3%	14.8%	-	23.1%	10.5%	-	18.2%	7.8%	-
Net Margin	5.6%	1.1%	-	11.3%	-0.7%	-	6.8%	-9.9%	-
EPS (PLN)	0.040	0.037	-	0.008	(0.001)	-	0.071	(0.057)	-

Nine months ended 30 September 2016, P&L highlights:

- Revenues up by 25% to PLN 202.6m (number of units delivered up by 13%, i.e. 510 vs 451 during 1-3Q 2015);
- Gross margin of 20.3%, compared to 14.8% during 1-3Q 2015;
- Selling and marketing expenses increased in 3Q 2016 due to commencement of new projects (Nova Królikarnia and Miasto Moje);
- Admin expenses slightly higher than in 1-3Q 2015 (mainly due to revaluation of share-based incentive plan in 1Q 2016);
- Net finance expense increased as less financial expenses were capitalized to inventory and more financial expenses were recognized in the P&L.

Balance Sheet / CF data:

Operating CF during 1-3Q 2016 was positive - amounted to over PLN 35m despite payments related to project Miasto Moje (Marywilska street in Warsaw) of PLN 33m made during 2Q of 2016 and related to purchase of last piece of land in Nova Królikarnia project of PLN 18m made during 3Q.

Very low Net Debt / Equity position - 32% as end of September 2016.

Balance Sheet data (PLN m)			
	As of 30 Sep 2016	As of 31 Dec 2015	As of 31 Dec 2014
Equity	446.7	457.7	449.3
Banking debt	1.9	56.9	73.7
Floating rate bond	229.9	190.3	159.7
Loans from third parties (net)	3.0	2.9	2.7
Cash and cash equivalents	93.0	99.5	70.6
Inventory	719.8	701.3	706.5
Total Assets	884.8	874.8	841.5
Net Debt	141.8	150.6	165.5
Net debt / Equity	31.7%	32.9%	36.8%
Net debt / Total Assets	16.0%	17.2%	19.7%
Net assets per share (PLN)	1.64	1.68	1.65

Inventory as of 30 September 2016

	PLN million
Finished goods	138.3
Ongoing projects	246.8
Land bank*	334.8
Total	719.9

* Including all costs capitalized, i.e. purchase price, transaction costs, land preparation costs, architect planning, financial costs and other.

Not including City Link project, which is not consolidated (Ronson share in this project amounts to 50%).

Finished projects
comprising:

- 328 units

Attractive bank of lands
(4,510 units, 311,300 PUM)

Categorised by city:

- Warsaw 2,615 units; 173,200 PUM
- Poznań 233 units; 15,800 PUM
- Wrocław 865 units; 58,500 PUM
- Szczecin 797 units; 63,800 PUM

Categorised by book value per PUM:

- Below PLN 1,000 172,200 PUM (55%)
- PLN 1,000-2,000 99,200 PUM (32%)
- Over PLN 2,000 39,900 PUM (13%)

Ongoing projects, of which:

Under construction and /or on sale:

Espresso III , Espresso IV, Panoramika III, Moko II, Kamienica Jeżyce II, Młody Grunwald III, Vitalia I, Chilli IV, Nova Królikarnia I-V and Miasto Moje I.

Debt position as of 30 September 2016

	PLN million
Loans from third parties (net)	3.0
Floating rate bond	229.9
Banking debt - Projects under construction and Finished goods	1.9
Total	234.8

Banking debt

Maturity of loans tailored to construction cycle of the projects.

Interest expense with respect to projects under construction are capitalized into inventory.

Seria	Catalyst Ref. No.	Nominal value (PLN)	Nominal interest	Coupon	Issue date	Maturity date
C*	RON 0617	83,500,000	WIBOR 6M + 3,75%	Semi-annual	14.06.2013	14.06.2017
F*	RON 0518	28,000,000	WIBOR 6M + 3,50%	Semi-annual	20.05.2014	20.05.2018
G	-	12,000,000	WIBOR 6M + 4,25%	Semi-annual	30.04.2014	30.01.2018
H	RON 0218	5,000,000	WIBOR 6M + 4,25%	Semi-annual	23.05.2014	23.02.2018
I	RON 0119	10,000,000	WIBOR 6M + 4,00%	Semi-annual	26.01.2015	25.01.2019
J	RON 0419	15,500,000	WIBOR 6M + 3,60%	Semi-annual	21.04.2015	19.04.2019
K	RON 0619	4,500,000	WIBOR 6M + 3,60%	Semi-annual	18.06.2015	18.06.2019
L	RON 1218	15,000,000	WIBOR 6M + 3,50%	Semi-annual	29.12.2015	28.12.2018
M	RON 0220	10,000,000	WIBOR 6M + 3,65%	Semi-annual	25.02.2016	25.02.2020
N	RON 0919	10,000,000	WIBOR 6M + 3,60%	Semi-annual	17.03.2016	14.09.2019
O	ROE 0419	10,000,000	WIBOR 6M + 3,50%	Semi-annual	08.04.2016	08.04.2019
P	RON 0820	10,000,000	5,25% (fixed)	Quarterly	18.08.2016	18.08.2020
Q	RON 0720	15,000,000	WIBOR 6M + 3,50%	Semi-annual	29.07.2016	29.07.2020
total		228,500,000				

Bond debt

The tranche C bonds and tranche F bonds are secured with the mortgage.

Interest expense with respect to the bonds are capitalized into inventory, based on the requirements of IAS 23 as indirect borrowing expenses.

Floating rate bond loans as 30 September 2016 amounted to PLN 229.9m comprising a loan principal amount of PLN 228.5m plus accrued interest of PLN 3.6m minus one-time costs directly attributed to the bond issuances which are amortized based on the effective interest method (PLN 2.2m).

Debt position as of 30 September 2016

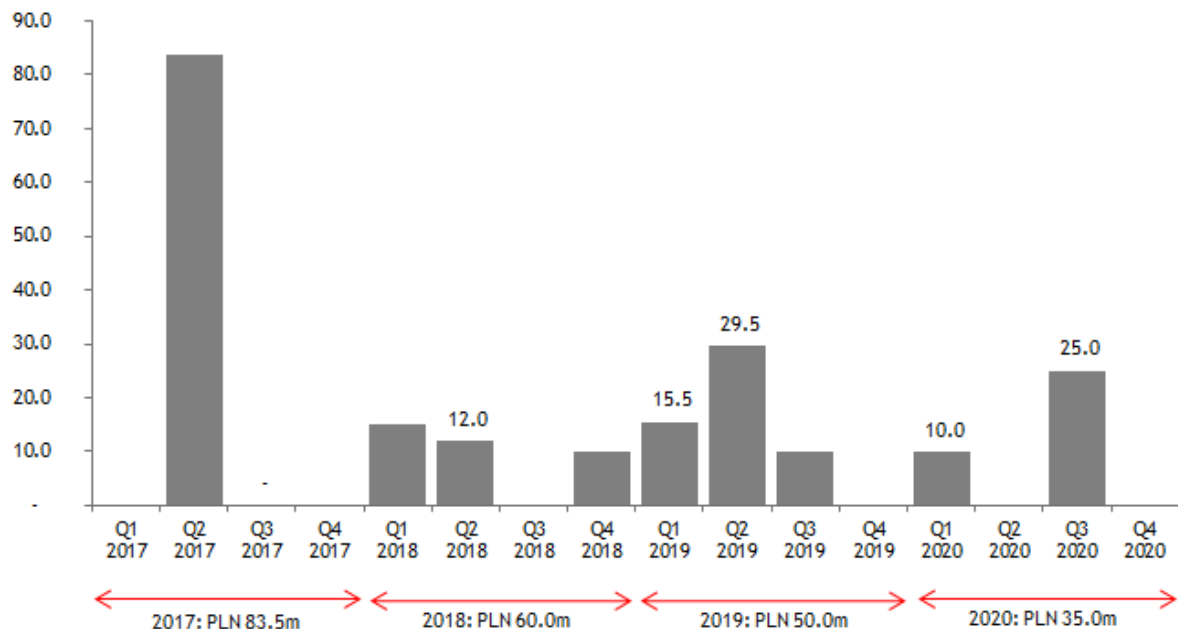
	PLN million
Loans from third parties (net)	3.0
Floating rate bond	229.9
Banking debt - Projects under construction and Finished goods	1.9
Total	234.8

Banking debt

Maturity of loans tailored to construction cycle of the projects.

Interest expense with respect to projects under construction are capitalized into inventory.

Bond debt maturity (PLN m / quarterly)



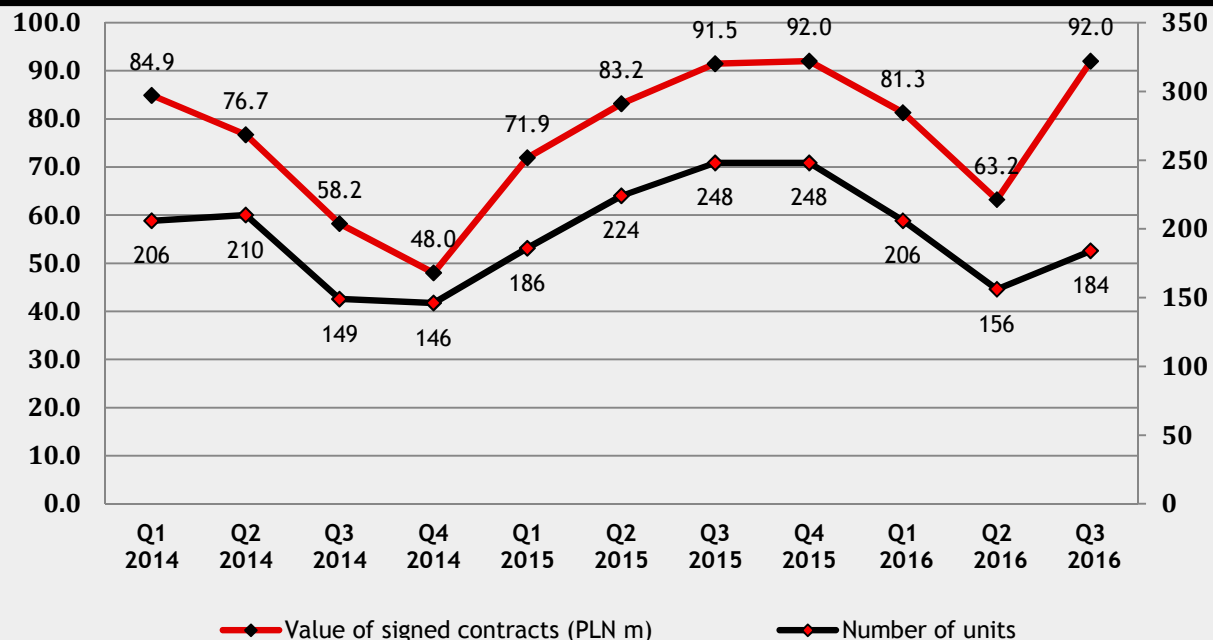
Bond debt

The tranche C bonds and tranche F bonds are secured with the mortgage.

Interest expense with respect to the bonds are capitalized into inventory, based on the requirements of IAS 23 as indirect borrowing expenses.

Floating rate bond loans as 30 September 2016 amounted to PLN 229.9m comprising a loan principal amount of PLN 228.5m plus accrued interest of PLN 3.6m minus one-time costs directly attributed to the bond issuances which are amortized based on the effective interest method (PLN 2.2m).

546 units sold during 1-9 / 2016



Total sales during first nine months of 2016 amounted to 546 units, which was by 17% worse result than in 2015 (but only by 4% by value of the signed contracts).

Shrinking offer was the main reason behind weaker sales results.

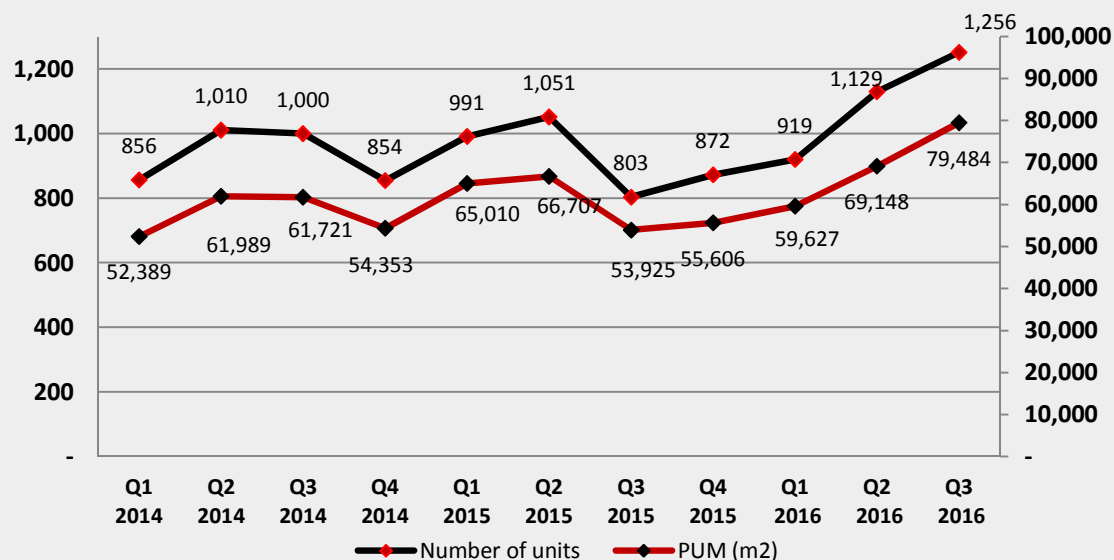
Best selling projects were Espresso and City Link in Warsaw as well as Kamienica Jezyce in Poznań.

Average price of apartments sold during 9m 2016 amounts to PLN 433 thousand and is higher than the average price recorded during 9m of 2015 (PLN 375 thousand).

Number of units sold during 1-9/2016 (546 in total)

Completed projects		Projects under construction	
Impressio	14	City Link I	107
Młody Grunwald I-II	24	City Link II	48
Naturalis I - III	9	Espresso III	64
Sakura	10	Espresso IV	45
Tamka	8	Kamienica Jezyce II	54
Moko I	30	Młody Grunwald III	20
Espresso II	7	Moko II	22
Panoramika II	25	Vitalia I	5
Kamienica Jezyce I	14	Panoramika III	7
Verdis	2	Chilli IV	4
Other (old) projects	1	Nova Królikarnia I-V	26
Total	144	Total	402

Units offered for sale as end of quarter



Since the offer was enlarged in 2013, the Company continued introducing new projects keeping between 800 to 1,100 units in its offer and reaching 1256 units as end of September 2016.

As much as 921 units were added to the Company's offer during 9m 2016, of which majority in last four months.

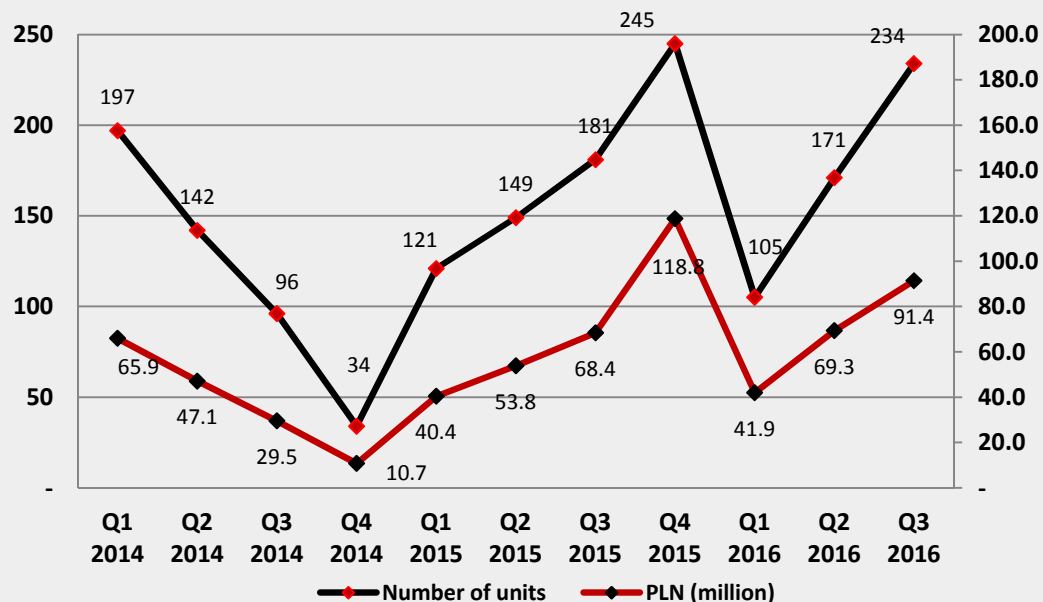
Company's record high offer shall translate into improving sales results in the coming quarters.

Proportion of completed units in the Company's offer amounts to 11%.

Units offered for sale 1,256 in total

Completed projects		Projects under construction	
Młody Grunwald I-II	34	City Link I	94
Naturalis I, II & III	5	City Link II	141
Sakura	19	Espresso III	26
Verdis	11	Espresso IV	101
Tamka	8	Kamienica Jeżyce II	29
Impressio	7	Chilli IV	41
Espresso II	5	Moko II	56
Moko I	24	Panoramika III	115
Panoramika II	22	Vitalia I	134
Kamienica Jeżyce I	8	Młody Grunwald III	88
Other (old) projects	3	Nova Królikarnia I-V	80
		Miasto Moje I	205
Total	146	Total	1,110

Quarterly deliveries (revenues recognized in P&L)



Majority of the Company's revenues during 3Q 2016 came from deliveries of apartments in I stage of Moko, which was completed during 2Q 2016.

As of end of September 2016 there are over 900 units sold by the Company but not delivered yet to the customers, of which 182 are already completed and nearly 750 are still under construction.

Units sold but not delivered (928 units and PLN 354.3 million in total)

Completed projects	Units	PLN million	Projects under construction	Units	PLN million
Moko I	7	3.7	City Link I	229	84.0
Espresso II	8	2.5	City Link II	48	22.7
Mtody Grunwald I-II	4	1.7	Espresso III	129	46.4
Naturalis I, II & III	1	0.4	Espresso IV	45	18.0
Sakura	2	2.0	Kamienica Jeżyce II	122	31.7
Verdis	5	2.3	Vitalia I	5	1.7
Tamka	2	2.9	Moko II	111	51.3
Impressio	5	3.7	Mtody Grunwald III	20	7.1
Panoramika II	18	4.7	Panoramika III	7	1.5
Kamienica Jeżyce I	128	38.8	Chilli IV	4	1.0
Other (old) projects	2	1.7	Nova Królikarnia I-V	26	24.5
Total	182	64.4	Total	746	289.9



**Brief summary of Company's achievements during nine months 2016
&
Outlook for the remainder of 2016**

The Company's achievements during nine months ended 30 September 2016 include:

- Pre-sales of 546 units, i.e. 17% lower result than during 9m 2015 (but only by 4% by value of sold apartments) due to the Company's shrinking offer;
- Delivery of 510 units (451 during 9m 2015) to the customers and recognition of revenues in the amount of PLN 202.6 million and net profit attributable to the shareholders of the parent company in the amount of PLN 10.8 million;
- Completion of 4 projects (572 units), i.e. Moko I (178 units), Espresso II (151 units) (both during 2Q 2016) as well as Panoramika II (107 units) and Kamienica Jeżyce I (136 units) during 3Q 2016;
- Commencement of 7 projects (Espresso IV, Młody Grunwald III, City Link II, Chilli IV, Panoramika III, Nova Królikarnia I and Miasto Moje I) including in total 921 units;
- Positive operating CF amounting to over PLN 35m (after settlement of - among others - purchase price of plot in Miasto Moje project in the amount of PLN 33m in May 2016 and purchase of the last plot in NK Project for PLN 18m in August 2016);
- Very low net debt position;
- Bonds issues (PLN 55.0m, 3.0y/3.5y/4.0y maturity, no collateral).

Recent developments (after 30th September) include:

- Completion of Moko II (167 units);
- Purchase of new land in Poznań (Grunwald) - purchase price of PLN 9.5m / land dedicated for nearly 300 units;
- Conditional agreement with ITR 2012 regarding purchase of all ITR 2012 shares in Ronson (108.35m shares) and sale of project Nova Królikarnia to ITR 2012 (please see details on the next slides).

Conditional Agreement / Subject to EGM approval.

Approvals that are required:

- Authorization of the Management Board to acquire Shares (from ITR 2012) and cancel the Shares, subject to the resolution adopted by the EGM with a majority of the votes cast,
- Consent to the acquisition of a controlling interest in the capital of RE NV without a public offer made by Amos Luzon Development and Energy Group Ltd. ("Luzon Group") as would otherwise be required in the Decree providing for Exemptions in respect of Takeover Bids - requires a resolution to be passed at the EGM, adopted with a majority of at least 90% of the votes cast, excluding the votes of the Luzon Group and Shareholder(s) acting in concert with the Luzon Group.

Assumed schedule:

- Signing of the Conditional Agreement between Ronson Europe N.V. and ITR 2012 - 9 November 2016;
- EGM scheduled for 22 December of 2016 (Record Day - 24 Nov; Registration Date - 15 Dec; The Pre-Meeting in Warsaw - 19 Dec);
- Completion scheduled for 22-23 December 2016.

Key financial parameters of the Agreement:

- Purchase of all ITR 2012 shares in Ronson (108,349,187) at the price of PLN 1.30 per share (total price of PLN 140.8m):
 - 20.7% discount to equity per share (PLN 1.64 as end of September 2016),
 - 1.5% discount in respect of the closing price as of 9 November 2016),
 - 8.3% discount in respect of the 6M average market price (equal to PLN 1.42).
- Sale of project Nova Królikarnia for total price of c.a. PLN 161.8m (CW valuation at PLN 147.2m) to be paid:
 - In form of settlement for Ronson shares (PLN 140.8m) and
 - In form of additional cash consideration of around PLN 21.0m (depending on spending in the NK project between end of September '16 and closing); to be paid immediately at closing.

Key financial aspects of the Transaction:

- Impact on the Company's profits:
 - NK Project to be sold for c.a. PLN 161.8 which shall increase the Company's profits during 4Q 2016 (gross profit by c.a. PLN 49m; pre-tax profit by c.a. PLN 45m and net profit by c.a. PLN 36.6m),
 - Acceleration of profits from NK Project during 4Q of 2016 will diminish Company's profits during 2017-2022.
- Impact on the Company's equity:
 - Transaction will decrease Company's total equity by c.a. PLN 104.2m and will increase equity per share (from PLN 1.64 to PLN 2.09 per share - based on figures as end of end of September 2016).
- Impact on the Company's net debt and net debt to equity ratio:
 - Company's net debt goes down by c.a. PLN 21.0m (additional cash consideration to be paid by ITR 2012),
 - Net debt / Equity ratio increase (from 31.7% to 35.3% - based on figures as end of September 2016).

The Company's plans for 2016 include:

- Keeping the pre-sales at slightly lower level than in 2015, i.e. over 800 units to be sold during 2016;
- Delivery of over 900 units to our customers;
- Preparation and commencement of sales and construction of 7 new projects comprising 921 units (no new projects to be added to the Company's offer during 4Q 2016);
- Completion of construction works in 7 projects comprising 1,045 units in total;
- Extension of the land bank by acquisition of new lands in Warsaw and in Poznań (PLN 70m budgeted for 2016 in addition to preliminary agreements executed in previous year);
- Further strengthening of Ronson's brand name.

As of end of September 2016, there were 328 units completed that were not delivered to the customers, of which 182 were pre-sold and 146 were offered by the Company for sale.

Total value of pre-sold units amounted to PLN 64.4m. It shall be expected that majority of those units will be delivered to the customers during 4Q 2016.

Projects that may contribute to P&L during the remainder of 2016 - Completed projects

<u>Name of project</u>	<u>Signed contracts</u>		<u>Units for sale</u>	<u>Units in total</u>	<u>Gross margin</u>
	<u>(PLN m)</u>	<u>Units (no.)</u>	<u>(no.)</u>	<u>(no.)</u>	<u>(%)</u>
Moko I	3.7	7	24	31	32.9%
Espresso II	2.5	8	5	13	18.8%
Młody Grunwald I-II	1.7	4	34	38	1.8%
Naturalis I,II & III	0.4	1	5	6	9.1%
Sakura	2.0	2	19	21	12.2%
Verdis	2.3	5	11	16	20.6%
Tamka	2.9	2	8	10	34.9%
Impressio	3.7	5	7	12	-2.3%
Panoramika II	4.7	18	22	40	1.0%
Kamienica Jeżyce I	38.8	128	8	136	6.3%
Other (old) projects	1.7	2	3	5	n.a.
Total	64.4	182	146	328	

The Company completed 572 units during 9m 2016 and plans completion of another 473 units during 4Q 2016 (of which 362 units were already pre-sold as end of September 2016), and which shall translate into positive financial results during 4Q 2016, even though majority of apartments in Espresso III and many in KJ II may be effectively handed over to customers during 1Q 2017.

Current project pipeline of (as end of September 2016) assumes also completion of 989 units during 2017 and 394 during 2018.

The next projects that will be added on the Company's offer will be completed in 2018 and 2019.

Projects that may contribute to P&L during the remainder of 2016, 2017 and 2018

<u>Name of project</u>	<u>Commencement Date</u>	<u>Completion Date</u>	<u>Units sold (no.)</u>	<u>Units for sale (no.)</u>	<u>Units in total (no.)</u>
Espresso III	2015 Q1	2016 Q4	129	26	155
Moko II	2015 Q1	2016 Q4	111	56	167
Kamienica Jeżyce II	2015 Q2	2016 Q4	122	29	151
Subtotal 2016			362	111	473
City Link I	2015 Q2	2017 Q2	229	94	323
Vitalia I	2015 Q4	2017 Q2	5	134	139
Chilli IV	2016 Q2	2017 Q3	4	41	45
Młody Grunwald III	2016 Q1	2017 Q3	20	88	108
Espresso IV	2016 Q1	2017 Q4	45	101	146
Panoramika III	2016 Q2	2017 Q4	7	115	122
Nova Królikarnia I-V	2016 Q2	2017 Q4	26	80	106
Subtotal 2017			336	653	989
Miasto Moje I	2016 Q2	2018 Q1	-	205	205
City Link II	2016 Q2	2018 Q2	48	141	189
Subtotal 2018			48	346	394
Total			746	1,110	1,856



Appendix



- real estate company with nearly 50 six monthss' experience in various housing and commercial projects, listed in Tel-Aviv
- 11,000 apartments, 400,000 sq. m. of offices, 350,000 sq. m. of shopping centres and 1,700 hotel rooms built in the last decade

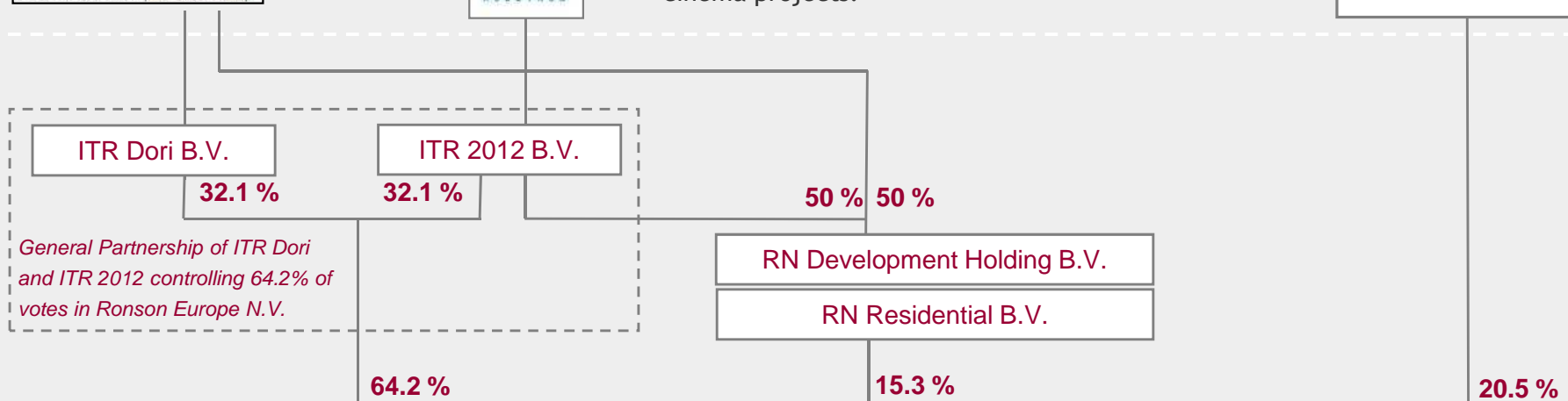


Global City Holdings N.V. („GCH”, previously known as Cinema City International N.V.)

- as a result of contribution of the cinema operations of Cinema City International N.V. to Cineworld Group Plc, GCH became 24.9 shareholder in Cineworld Group Plc, which currently is the 2nd largest cinema operator in Europe, holding leading market position in Great Britain and CEE region,
- substantial expertise in development of commercial real estate projects in Poland and in Bulgaria,
- developer of successful own large standalone cinema projects.

Public investors include two Polish pension funds:

- Metlife OFE (holding 3-5%)
- NN OFE (holding 5-10%)



- In December 2012, I.T.R. 2012 B.V. and I.T.R. Dori B.V. entered into a partnership, the ITRD Partnership, which holds the voting rights attached to 174,898,374 shares in the Company representing 64.2% of the total number of shares in the Company, which voting rights were previously held by I.T.R. Dori B.V.. I.T.R. 2012 B.V. is a subsidiary of Global City Holdings N.V. (formerly known as Cinema City International N.V.) and I.T.R. Dori B.V. is a subsidiary of Amos Luzon Development and Energy Group Ltd.
- On 14 November 2013, the shares in RN Residential B.V. (previously: „GE Real Estate CE Residential B.V.”) were (indirectly, through the acquisition of the shares of RN Development Holding B.V.) acquired by I.T.R. 2012 B.V. and Amos Luzon Development and Energy Group Ltd., which due to this transaction increased indirect shareholding in Ronson by 7.67% each. As a result of this transaction Global City Holdings N.V. indirectly controls 39.78% of the Company's shares and Amos Luzon Development and Energy Ltd. indirectly controls also 39.78% of the Company's





Shraga Weisman (65)

- CEO, President of the Management Board; since 2008
- 1997- 2008 Ashdar Building Company LTD; CEO of the one of largest real-estate development companies in Israel focusing on residential and commercial projects, hotels and protected accommodation projects
- 1990- 1997 - CEO of the company focusing on residential projects in Natanya



Erez Yoskovitz (41)

- CFO of Global City Holdings
- since 2009 until 2012, Mr Yoskovitz was CFO of Group in the Electricity and Air conditioning industry.
- between 2003 and 2009, he served as CFO in Cinema City in Hungary and Romania (2003-2009).



Tomasz Lapinski (40)

- Chief Financial Officer; since 2008
- 2000 - 2008 - investment banking division of UniCredit Group (formerly CA IB)
- 1998 - 2000 - Central Europe Trust (consulting)



Roy Vishnovizki (34)

- Chief Financial Officer (CFO) of Amos Luzon Development and Energy Group Ltd.. Mr. Vishnovizki also serves as Operations Manager in a subsidiary of Dori Group, which operates in Slovakia.
- Mr. Vishnovizki served as Finance Controller and overseas Finance Manager of Electra M&E between the years 2013 - 2014.



Andrzej Gutowski (46)

- Sales and Marketing Director
- 2003 - present - Ronson Europe N.V. (Sales and Marketing Manager)
- 1994 - 2003 - Emmerson Sp. z o.o. (leading real estate agency & advisory company in the Polish market); Director of Primary Markets; member of the management board