

Current report No. 9/2018
Date of report: 10 April 2018
Issuer abbreviated name: Ronson Europe N.V.
Subject: **The conclusion of the final agreements concerning the acquisition of the Nova Królikarnia project**

Contents of the report:

With reference to the information disclosed in current report No. 5/2018, the management board of Ronson Europe N.V., a company listed on the Warsaw Stock Exchange (the “**Issuer**”, the “**Company**”), hereby announces that on 10 April 2018 the Issuer concluded with Global City Holdings B.V. (“**GCH**”), among others, a deed of share transfer pursuant to which the Issuer acquired all of the shares in Nova Krolikarnia B.V. (“**Nova**”) controlling the project companies that own properties constituting a residential development project at various stages of development under the name of Nova Królikarnia located at ul. Jaśminowa in Warsaw, as well as a deed of assignment of the loans granted by GCH to Nova.

In addition, the Issuer and GCH also concluded an agreement pursuant to which the Issuer has been granted three call options with respect to the shares in the eight other project companies holding the rights to the remaining stages of the Nova Królikarnia project to be executed within the next two years (the “**Call Option Agreement**”). In addition, pursuant to the Call Option Agreement, security over the shares of the aforementioned companies and the properties held by them was established for the benefit of the Company to secure the obligations of GCH thereunder.

The aforementioned agreements, together with a management agreement regarding the Nova Krolikarnia project and other standard agreements and deeds, were concluded in performance of the share sale and purchase agreement concluded on 29 March 2018 referred to in current report No. 5/2018 (the “**Share Purchase Agreement**”) on the terms and conditions described in that report, unless otherwise stated herein (the “**Transaction**”). A part of the purchase price due upon the closing of the Transaction in the amount of PLN 23.8 million was paid by the Issuer to the trustee on behalf of GCH on 10 April 2018 and the amount of PLN 60.0 million will remain outstanding and shall be paid in instalments within twelve months after the closing of the transaction.

A package of customary security, such as a mortgage, share pledges and statements on submission to voluntary enforcement has been established for the benefit of GCH to secure the obligations of the Company under the Share Purchase Agreement and the Call Option Agreement. Moreover, Amos Luzon Development and Energy Group Ltd. (the “**Luzon Group**”) and Mr Amos Luzon, who, according to the Company’s best knowledge, directly and indirectly control the Company, have provided GCH with their commitment securing the Company’s payments due to GCH under the Share Purchase Agreement and the Call Option Agreement. Whereas such commitment will be effective in the occurrence of the event of default and upon a change of control over the Company and/or the Luzon Group . If such event occurs, the obliged entities shall pay the due amounts to GCH and will assume the creditor’s position up to the paid amount.

The total value of the Transaction, pursuant to the Share Purchase Agreement and the Call Option Agreement, amounts to PLN 162.7 million.

Legal basis: Article 17 section 1 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC.