

**Current report (ESPI) no. 4 / 2023**of May 25<sup>th</sup>, 2023

Subject: Conclusion of an understanding regarding the investment agreements with Amos Luzon Development and Energy Group Ltd.

In reference to the current report No. 13/2022 of 1 February 2022 and the current report No. 17/2022 of 22 February 2022, the management board of Ronson Development SE (the “**Issuer**”) hereby informs that, on 25 May 2023, the Issuer and Amos Luzon Development and Energy Group Ltd., (the “**Luzon Group**”), the controlling shareholder of the Issuer, acting with the consent of the Supervisory Board of the Company granted pursuant to Article 3841 § 1 of the Commercial Companies Code in the resolution of 25 May 2023, concluded an understanding (the “**Understanding**”) regarding the SAFE investment agreements (the “**Investment Agreements**”) that were concluded with Sphera Master Fund L.P., More Provident Funds Ltd., Sphera Small Cap Fund L.P., EJS Galatee Holdings and Klirmark Opportunity Fund III L.P. (the “**Investors**”).

The Investment Agreements granted the Investors certain rights applicable after the Issuer is delisted from the regulated market of the Warsaw Stock Exchange, including the right to subscribe for shares of the Issuer at a discounted price and for instruments convertible into shares in the Issuer, if the shares in the Issuer are admitted to trading on the Tel-Aviv Stock Exchange, secured by the right to convert their investments into shares or bonds of the Luzon Group if the shares in the Issuer were not admitted to trading on the Tel-Aviv Stock Exchange.

Since the Issuer decided that it will not seek admission of the shares in the Issuer to trading on the Tel-Aviv Stock Exchange within the time designated in the Investment Agreements, based on the Understanding, the Issuer committed to reimburse to Luzon Group the financing received from the Investors under the Investment Agreements in the total amount of NIS 60 million (sixty million of Israeli shekels) in satisfaction of the claims of the Luzon Group against the Issuer under the Investment Agreements, and pursuant to the applicable laws of Israel, with the proviso that the first payment to the Luzon Group of PLN 5 million (approximately NIS 4.4 million) has become immediately due and payable after the conclusion of the Understanding, and the next one of PLN 20 million (approximately NIS 17.7 million) will become due and payable on 31 May 2023, while the subsequent payments will be made in compliance with the timetable agreed by the parties to the Understanding, determined on the basis of the equity requirements of the Luzon Group and the liquidity and financial position of the Issuer, provided that such payments will become due and payable no earlier than 1 January 2024 and the total sum of payments to the Luzon Group in 2024 will not be greater than PLN 25 million (approximately NIS 22 million).

The Issuer notes that the financing provided under the Investment Agreements has, since it was obtained, been classified as the Issuer’s financial liability, and has been reflected as such in the Issuer’s financial statements.

Signatures of representatives

Boaz Haim – Chairman of the Board

Yaron Shama – Finance Vicepresident of Management Board

Legal basis

Article 17(1) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the 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.