

Current Report No. 5 / 2012

Date: 7 June 2012

Shortened name of the Issuer: Ronson Europe N.V.

Subject:

**Significant preliminary agreement**

Legal grounds:

Article 56, section 1.2 of the Offering Act – Current and Interim Reports

The Report:

The Management Board of Ronson Europe N.V., a company listed on the Warsaw Stock Exchange (the “Issuer”) informs that on 6 June 2012 the Issuer’s subsidiary, Ronson Development Sp. z o.o. – Town Sp. komandytowa (the „Company”) entered with private individuals („Sellers”) into preliminary sale agreements („Agreements”) of the real estate properties located in Warsaw, district Mokotów:

- 1) at Jaśminowa street; plot no. 7/1, total area of 36.5 thousand m<sup>2</sup> (Property 1),
- 2) at Jaśminowa street; plot no. 29/1, total area of 81.9 thousand m<sup>2</sup> (Property 2).

Both Properties are situated in the area included in the relevant master development plan envisaging a possibility to prepare residential multifamily projects, as well as requiring separation and dedication of some areas for greenery and for roads.

Total price of Property 1 has been agreed for PLN 25.3 m and total price of Property 2 has been agreed for PLN 57.7 m

Conclusion of the final agreements transferring the ownership of Properties as well as settlement of the total price has been scheduled for not earlier than 1<sup>st</sup> of February and not later than by 30 June 2014. Conclusion of the final agreements depends on many conditions precedent, which are typical for such transactions. Additionally – in case of Property 2 – the owners of Property 2 have to complete pending court proceedings with third parties. Depending on the final outcome of these proceedings the ultimate size as well as the total price of the Property 2 may be significantly reduced.

Penalties include assignments of advance payments for the benefit of Sellers, including PLN 6.3m (Property 1) and PLN 14.4m (Property 2). In case the final agreements transferring the ownership are not concluded due to the fault of the Sellers, the advances as paid shall be returned to the Company with its right to demand compensation under general terms of law. Potential claims of the Company are secured, among others, by mortgage on both Properties.

Other terms and conditions of the preliminary purchase agreements executed by the Company comply with the standards that are generally used in such type of agreements.

Legal basis: §5, section 1.3 of the Regulation of the Minister of Finance dated 19 February 2009 regarding current and interim reports published by issuers of securities and the terms of deeming equivalent the information required by the laws of non-member states – the said agreements satisfy the criterion of a material agreement which exceeds the value of 10% of the Issuer’s equity.