

This document is an update to the previous version with marked changes dated 4 July 2019.  
The changes relate in particular to the subscription price and the subscription ratio.

These materials are not an offer or the solicitation of an offer for the sale or subscription of the shares of Grand City Properties S.A. in the United States of America. The subscription rights and the shares referred to herein may not, at any time, be offered, sold, exercised, pledged, delivered or otherwise transferred within or into the United States of America except to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (“**Securities Act**”)) in accordance with Section 4(a)(2) of the Securities Act or another applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Grand City Properties S.A. has not registered and does not intend to register the subscription rights and/or the shares under the Securities Act or publicly offer the subscription rights and/or shares in the United States of America.

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# GRAND CITY

Properties S.A.

## Information on the Scrip Dividend dated ~~18 June 2019~~ 4 July 2019<sup>1</sup>

The Board of Directors of Grand City Properties S.A. (“**GCP**” or “**Company**”) ~~will propose~~ proposed to the annual general meeting of GCP ~~to be~~ held on 26 June 2019 to distribute a dividend for the 2018 financial year in the amount of EUR 0.7735 (gross) per share. This dividend will, at the shareholders’ choice, be paid (i) in cash, (ii) in the form of shares of the Company (“**Scrip Dividend**”), or (iii) in cash for a portion of the shareholder’s shares and as Scrip Dividend for the remaining portion of the shareholder’s shares.

The document containing information about the number and type of the shares and outlining the reasons and details of the offer, which exempts the offer from the requirement to publish and authorise a prospectus for the public offer and the admission to trading pursuant to article 5 (3) lit. d) of the Luxembourg law of 10 July 2005 on prospectuses for securities, as amended (“**Luxembourg Prospectus Law**”) and § 4 (1) No. 4 and (2) No. 4 German Securities Prospectus Act (“**WpPG**”), is published on the GCP website at [www.grandcityproperties.com/investor-relations/general-meeting/agm-2019](http://www.grandcityproperties.com/investor-relations/general-meeting/agm-2019). Any interested person should read thoroughly the abovementioned document as well as the other documents mentioned therein before making any investment decision or decision to participate in the Scrip Dividend.

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### Which options do I have as a shareholder?

#### Which options do I have?

You can elect to receive the dividend (1) in cash, (2) as Scrip Dividend (i.e., in the form of GCP shares) or (3) partly in cash and partly as Scrip Dividend. You may choose how many of your shares will receive the dividend in cash and how many of your shares will participate in the Scrip Dividend. If no choice is made, you will automatically receive the dividend in cash.

#### What do I have to do to receive my dividend in cash only?

If you wish to receive your dividend in cash, you do not need to do anything. You can expect to receive your cash dividend on 16 July 2019.

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<sup>1</sup> Marked to show changes from the draft published on 18 June 2019. ~~This document supersedes the draft published on 24 May 2019.~~

**What do I have to do to receive my dividend as Scrip Dividend?**

You must notify your depository bank ("**Depository Bank**") within the subscription period specified by your Depository Bank, which ~~is expected to last~~ lasts from 27 June 2019 to 9 July 2019. To do this, please use the declaration of subscription and cession form provided by your Depository Bank which you should ~~receive~~ have received at the beginning of the subscription period.

Whether you elect to receive your dividend in cash or as Scrip Dividend, GCP is obliged to deduct a portion of your dividend, amounting to 15% of the gross dividend per share or approximately EUR 0.116 per share ("**Luxembourg Withholding Amount**"), and to transfer such amount to the Luxembourg tax authorities in order to settle the applicable Luxembourg withholding tax. The remaining 85% of the gross dividend per share or EUR 0.6575 per share (rounded to four decimal places) ("**Dividend Right**") can be used to subscribe for shares in the Scrip Dividend.

The total amount of Dividend Rights contributed and used to subscribe for shares in the Scrip Dividend will be equal to the number of shares which you elect to participate in the Scrip Dividend multiplied by the Dividend Right of EUR 0.6575 per share. Your contributed Dividend Rights will be used to subscribe for the largest whole number of shares possible based on the Subscription Ratio (as described below), and any unused contributed Dividend Rights will be paid out to you in cash, rounded down to the nearest whole cent ("**Residual Balance**").

**Do I have to exercise my choice uniformly for all my shares?**

No, you do not need to exercise your choice uniformly for all of your shares – even if they are held in a single depository account. You may choose how many of your shares will receive the dividend in cash and how many of your shares will participate in the Scrip Dividend. If no choice is made, you will automatically receive the dividend in cash.

**Can I change my decision once it has been made?**

No, your decision to exercise your option is irrevocable once it has been made.

**Are there any costs relating to participation in the Scrip Dividend?**

***Please directly consult your Depository Bank in this respect.***

You are responsible for any Depository Bank or other fees that may be incurred by participating in the Scrip Dividend. Neither the Company nor Berenberg (as settlement agent) will be responsible for any Depository Bank or other fees.

For shareholders with only a small number of GCP shares, the Scrip Dividend option may be uneconomical due to the individual Depository Bank fees which may be incurred, and/or depending on the actual Subscription Ratio of 29.58 : 1 (as described below) ~~which is still to be determined~~.

**What deadlines and significant dates must be observed?**

26 June 2019	Annual general meeting
27 June 2019	Beginning of the subscription period with publication of the subscription offer and ex-dividend date
4 July 2019	Announcement of the Subscription Price and the Subscription Ratio
9 July 2019	End of the subscription period
16 July 2019	Payment of the cash dividend and Residual Balances
22 July 2019	Delivery of the Scrip Dividend shares *

\* The actual crediting of the shares to the shareholder's account may be subject to delays.

## How many new shares will I receive in the Scrip Dividend?

### How many new shares will I receive for my dividend right?

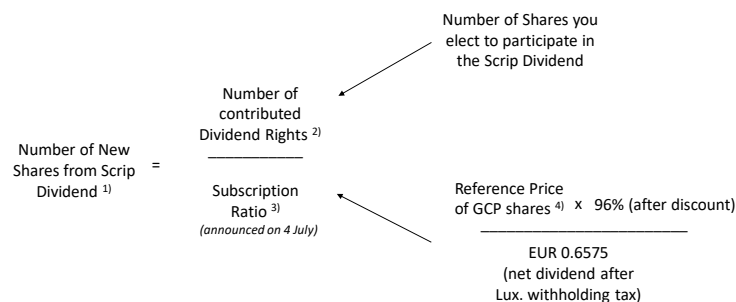
The Subscription Ratio and total number of Dividend Rights that you contribute will determine how many shares you receive in the Scrip Dividend. The Subscription Ratio ~~is expected to be~~ was published on 4 July 2019 on the GCP website at [www.grandcityproperties.com/investor-relations/general-meeting/agm-2019](http://www.grandcityproperties.com/investor-relations/general-meeting/agm-2019).

The number of new shares that you receive in the Scrip Dividend will be equal to the total number of Dividend Rights you contribute, divided by the Subscription Ratio, and rounded down to the nearest whole number of shares. Any unused contributed Dividend Rights will be paid out to you as Residual Balance (i.e., in cash).

The Subscription Ratio ~~will be~~ is calculated by dividing the Subscription Price by the Dividend Right of EUR 0.6575 and rounding to two decimal places.

The Subscription Price ~~will be~~ is equal to the Reference Price of GCP shares, reduced by a discount of 4.0%, and rounded to two decimal places. The Reference Price for GCP Shares ~~will be~~ is equal to the average of the daily volume weighted average GCP share price in euros in the Xetra trading system of the Frankfurt Stock Exchange over the 4 trading day period prior to the publication of the Subscription Price (“Reference Price”). The Reference Price ~~is expected to be determined~~ was fixed at EUR 20.26 after the close of trading on 3 July 2019.

The following image summarizes these calculations in graphical form:



- 1) Rounded down to the nearest whole number of shares
- 2) Any unused contributed Dividend Rights will be paid out as Residual Balance (i.e. cash)
- 3) Rounded to two decimal places
- 4) Based on the average of the volume weighted average price on each of the four trading days prior to 4 July, and rounded to two decimal places after application of 4.0% discount

### How do I calculate the number of shares and any Residual Balance that I will receive in the Scrip Dividend?

~~For example, using an assumed~~ Based on the actual Reference Price of EUR ~~22.00~~ 20.26 per share, the Subscription Price ~~would be~~ is EUR ~~21.12~~ 19.45, which represents the Reference Price of EUR ~~22.00~~ 20.26, reduced by a discount of 4.0%, and rounded to two decimal places.

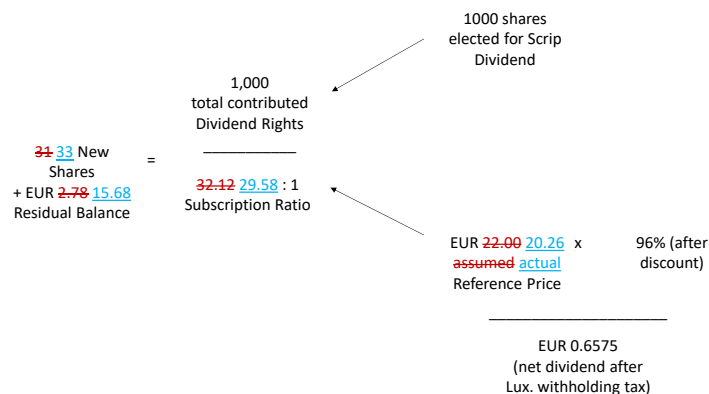
The corresponding Subscription Ratio ~~would be~~ is ~~32.12~~ 29.58 : 1, which represents the Subscription Price of EUR ~~21.12~~ 19.45 divided by the Dividend Right of EUR 0.6575, and rounded to two decimal places.

~~In this example, the~~ The Scrip Dividend would need to be elected for at least ~~33~~ 30 existing shares (i.e. at least ~~33~~ 30 Dividend Rights would need to be contributed) in order to acquire one new share in the Scrip Dividend.

If, for example, a shareholder elects for 1,000 shares to participate in the Scrip Dividend, the total number of contributed Dividend Rights would be 1,000, in a total amount of EUR 657.50. Based on the ~~example~~ Subscription Ratio above of ~~32.12~~

29.58 : 1, the shareholder would receive ~~34~~ 33 new shares, representing the total number of contributed Dividend Rights (1,000) divided by the Subscription Ratio of ~~32.12~~ 29.58 : 1, and rounded down to the nearest whole share. This means that, in order to obtain such 33 New Shares, the shareholder used only 976.14 of its 1,000 Dividend rights (33 New Shares multiplied by the Subscription Ratio of 29.58). Hence, for the shareholder's remaining 23.86 (unused) Dividend Rights, the shareholder will receive EUR 15.68 as Residual Balance (23.86 multiplied by EUR 0.6575, rounded down to two decimal places). ~~The total Subscription Price for these new shares would be EUR 654.72 (representing 31 new shares multiplied by EUR 21.12), and the remaining EUR 2.78 of contributed Dividend Rights would be paid out as Residual Balance to the shareholder (representing EUR 657.50 less EUR 654.72).~~

The following image summarizes this example in graphical form:



~~Please note that the above calculation is only an example.~~ The **actual** Subscription Ratio and Subscription Price ~~are expected to be~~ were published on GCP's website on 4 July 2019 as described above.

## What other aspects should be noted?

**Can I sell my shares in the period between 27 June 2019 and 16 July 2019?**

As from 27 June 2019, GCP shares ~~will be~~ were listed "ex-dividend" on the stock exchange and consequently also "ex-subscription rights". You can sell your shares ~~after~~ from this date on without losing your dividend and subscription rights.

**What dividend rights and other features will the new shares have?**

The new shares carry full dividend rights from 1 January 2019. The new shares will be nominal value bearer shares just like the existing shares. The new and the existing shares are freely transferable.

**How will the cash dividend and the Scrip Dividend be treated for tax purposes?**

**The following statement contains a general explanation of certain Luxembourg and German tax implications in relation to the distributions notified by the Company. The concise statement does not claim to provide comprehensive, definitive or complete description of Luxembourg and German tax aspects that could be relevant to shareholders. As a result, this summarising overview is no substitute for the individual consultation of a tax advisor.**

Withholding tax accrues for the cash dividends and for the Scrip Dividend, as well as for the alternative with partial cash payment and partial Scrip Dividend in the notification period for withholding tax in 2019. Luxembourg withholding tax is 15%

of the entire dividend (Scrip Dividend and / or cash dividend). Shareholders from other jurisdictions, e.g. Germany, may be subject to other withholding tax their depository banks are obliged to withhold and transfer, or which the shareholders are obliged to transfer, to the relevant tax authorities. In order to settle the applicable Luxembourg withholding tax, the Company deducts the Luxembourg Withholding Amount of approximately EUR 0.116 per share and transfers such amount to the competent Luxembourg tax authority.

In Germany the domestic depot bank or other depot holding financial services institution withholds German tax of 26.375% including solidarity surcharge on the entire dividend (Scrip Dividend and / or cash dividend), whereas any tax already withheld in Luxembourg will fully be credited to this amount and not additionally deducted. To the extent the shareholder is subject to church tax, the tax liability is increased accordingly. The church tax is also withheld, unless the shareholder has objected to his/her data being passed on to the German Federal Central Tax Office (*Bundeszentralamt für Steuern*) (blocking notice). The amount of church tax withheld depends on the shareholder's religion and his/her place of residence. Shareholders that are subject to German withholding tax and that are opting for the Scrip Dividend are requested to consult their depository bank on the process of settlement of the applicable German withholding tax.

Since the information given here is subject to changes, we would like to encourage you to keep up to date about the current state of affairs on the GCP website at [www.grandcityproperties.com/investor-relations/general-meeting/agm-2019](http://www.grandcityproperties.com/investor-relations/general-meeting/agm-2019).

This document is neither a prospectus nor does it constitute an offer to sell or the solicitation of an offer to purchase the shares or other securities of GCP. The document which, according to article 5 (3) lit. d) of the Luxembourg Prospectus Law and § 4 (1) No. 4 and (2) No. 4 WpPG, exempts the offer from the obligation to publish a prospectus is available on the website of GCP ([www.grandcityproperties.com/investor-relations/general-meeting/agm-2019](http://www.grandcityproperties.com/investor-relations/general-meeting/agm-2019)). The shares will be offered to the public exclusively in the Grand Duchy of Luxembourg and Germany on the basis of the above mentioned document.