

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.



Information on the Scrip Dividend dated 25 May 2020, amended on 25 June 2020 and on 2 July 2020 (changes to the document from 25 ~~May~~ June 2020 are highlighted)

The board of directors (the "**Board of Directors**") of Grand City Properties S.A. ("**GCP**" or "**Company**") proposed to the annual general meeting of GCP -held on 24 June 2020 to distribute a dividend for the 2019 financial year in the amount of EUR 0.8238 (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 1 (4) lit. h) and (5) lit. g) of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC ("**Prospectus Regulation**"), is published on the GCP website at www.grandcityproperties.com/investor-relations/general-meeting/agm-2020. 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.

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 14 July 2020.

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 lasts from 25 June 2020 to 7 July 2020 (inclusive). To do this, please use the declaration of subscription form provided by your Depository Bank which you should 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 0.1236 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 0.7002 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 0.7002 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 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 25.04 : 1 (as described below) ~~which is still to be determined~~.

What deadlines and significant dates must be observed?

24 June 2020	Annual general meeting
25 June 2020	Beginning of the subscription period with publication of the subscription offer and ex-dividend date
2 July 2020	Announcement of the Subscription Price and the Subscription Ratio
7 July 2020	End of the subscription period
14 July 2020	Payment of the cash dividend and Residual Balances
20 July 2020	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?

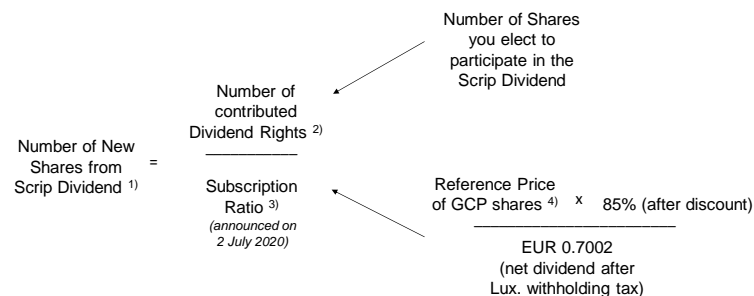
The Subscription Ratio and total number of Dividend Rights that you contribute will determine how many shares you receive in the Scrip Dividend. The Subscription Ratio (and the Subscription Price) ~~are expected to be~~ were published on 2 July 2020 on the GCP website at www.grandcityproperties.com/investor-relations/general-meeting/agm-2020.

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 calculated~~ is calculated by dividing the Subscription Price by the Dividend Rights of EUR 0.7002 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 15% , 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 four (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 17.53 after the close of trading on ~~2-1~~ 2-1 July 2020.

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 2 July 2020, and rounded to two decimal places after application of a 15% 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 20.00 ~~62~~ per share, the Subscription Price ~~would be~~ is EUR 17.00 ~~53~~, which represents the Reference Price of EUR 20.00 ~~62~~, reduced by a discount of 15%, and rounded to two decimal places.

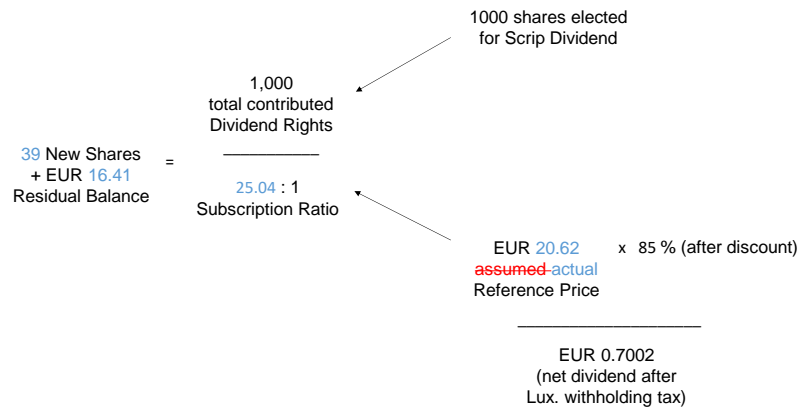
The corresponding Subscription Ratio ~~would be~~ is ~~24.28~~ 25.04 : 1, which represents the Subscription Price of EUR 17.00 ~~53~~ divided by the Dividend Rights of EUR 0.7002, and rounded to two decimal places.

~~In this example, t~~ The Scrip Dividend would need to be elected for at least ~~25~~ 26 existing shares (i.e. at least ~~25-26~~ 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 700.20. Based on the ~~example~~ Subscription Ratio ~~above~~ is ~~24.28~~ 25.04 : 1, the shareholder would receive ~~41-39~~ new shares, representing the total number of contributed Dividend Rights (1,000) divided by the Subscription

Ratio of ~~24.28~~25.04 : 1, and rounded down to the nearest whole share. This means that, in order to obtain such 39 New Shares, the shareholder used only 976.56 of his/her/its 1,000 contributed Dividend Rights (39 New Shares multiplied by the Subscription Ratio of 25.04 : 1). Hence, for the shareholder's remaining 23.44 (unused) contributed Dividend Rights, the shareholder will receive EUR 16.41 as Residual Balance (23.44 multiplied by EUR 0.7002, rounded down to two decimal places). ~~The total Subscription Price for these new shares would be EUR 697.00 (representing 41 new shares multiplied by EUR 17.00), and the remaining EUR 3.20 of contributed Dividend Rights would be paid out as Residual Balance to the shareholder (representing EUR 700.20 less EUR 697.00).~~

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 2 July 2020 as described above.

What other aspects should be noted?

Can I sell my shares in the period between 25 June 2020 and 14 July 2020?

As from 25 June 2020, GCP shares were listed “**ex-dividend**” on the stock exchange and consequently also “**ex-subscription rights**”. You can sell your shares 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 2020. 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 2020. 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 0.1236 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-2020.

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 1 (4) lit. h) and (5) lit. g) of the Prospectus Regulation, 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-2020). 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.