

This document dated 7 July 2022 is an update to the previous version with marked changes.
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.



Grand City Properties S.A.

(a public limited liability company (*société anonyme*),
incorporated under the laws of the Grand Duchy of Luxembourg,
with registered office at 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg,
registered with the Luxembourg trade and companies register
(*Registre de commerce et des sociétés*) under number B 165560)

ISIN: LU0775917882

WKN: A1JXCV

Trading Symbol: GYC (XETRA)

**Document containing information 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
dated 30 June 2022, amended on 7 July 2022
(changes to the document from 30 June 2022 are highlighted)**

for the shares to be offered as scrip dividend to be issued at the option of the board of directors of Grand City Properties S.A. either from treasury stock or issued under a capital increase, in each case for transfer of dividend rights and in accordance with the resolution regarding the distribution of a dividend approved by the annual general meeting of the shareholders of Grand City Properties S.A. held on 29 June 2022 (dividends in the form of shares)

I. Purpose

A proposal was made by the board of directors (the “**Board of Directors**”) at the annual general meeting (“**General Meeting**”) of Grand City Properties S.A. (“**GCP**” or “**Company**”) on 29 June 2022 to distribute a dividend in the amount of EUR 0.8340 (gross) per share carrying dividend rights (“**Resolution on Distribution of Dividend**”). Shareholders will be able to choose whether to have the dividend paid out (i) in cash, or (ii) in the form of shares of the Company

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("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 Board of Directors intends to utilise issued shares held in treasury by the Company for delivery of the Scrip Dividend but reserves the right to resolve on the creation of the shares required in the Scrip Dividend through partial use of the special authorised share capital pursuant to Article 5.3 of GCP's articles of association ("**Authorised Capital**") against a contribution in kind of the dividend rights which arose in connection with the Resolution on Distribution of Dividend by those shareholders who choose the Scrip Dividend.

This document has been prepared to fulfil the requirements of 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"), which state that there is neither an obligation to publish a prospectus for the public offering (article 1 (4) lit. h) of the Prospectus Regulation) nor for an admission to trading (article 1 (5) lit. g) of the Prospectus Regulation) of dividends paid out to shareholders in the form of shares "provided that a document is made available containing information on the number and nature of the shares and the reasons for and details of the offer". This document will only be used for the purpose of admission to trading pursuant to article 1 (5) lit. g of the Prospectus Regulation should the Company opt to create new shares from the Authorised Capital for delivery of the Scrip Dividend.

This document does not constitute a prospectus within the meaning of the Prospectus Regulation and it will furthermore not be submitted to an authority or comparable agency, nor checked or approved by an authority or comparable agency.

Neither the subscription rights, nor the shares referred to herein are, or will be, registered in accordance with the U.S. Securities Act of 1933 as amended, or with the securities regulators of individual states or other territories of the United States of America. At no time may the subscription rights and shares be offered, sold, exercised, pledged, transferred or delivered, either directly or indirectly, to the or within the United States of America, except for Qualified Institutional Buyers as defined in Rule 144A of the U.S. Securities Act of 1933, as amended ("**Securities Act**"), as set out in Section 4 (a) (2) of the Securities Act or due to the existence of an exemption from the registration requirements of the Securities Act or in such a transaction that is not covered by them if it does not constitute a breach of applicable securities legislation in the individual states of the United States of America.

II. Reasons

Giving shareholders the choice between a cash dividend and a dividend in the form of shares is common practice at an international level and is increasingly being used by listed companies in Europe. Granting such an option gives shareholders the opportunity to easily reinvest their dividends in shares of GCP. For GCP, share dividend payments reduce cash outflow as compared to dividend payments in cash.

III. Subject Matter of this Document/right of choice

The subject matter of this document are the shares in the Company, which will be delivered in consideration for the transfer of dividend rights ("**Dividend Shares**"). The Dividend Shares will (i) be issued shares presently held by the Company in treasury and/or (ii) be created by way of a capital increase within the limits of the Authorised Capital of the Company against contribution in kind of dividend rights ("**Capital Increase**"). With this step, GCP is giving shareholders who owned shares of GCP at 11:59 p.m. CET on the evening of 29 June 2022, and provided that the shares [have had](#) not already been sold before, the choice of receiving the dividend on these shares (i) in cash, (ii) as Scrip Dividend, or (iii) in cash for a portion of their shares and as Scrip Dividend for the remaining portion of their shares. Shareholders therefore have the following options:

- The shareholder makes an exclusive decision in favour of a cash dividend. In this case, the shareholder does not have to take any action. The shareholder will be entitled to receive a cash dividend of EUR 0.8340 (gross) per share, which is expected to be paid on 19 July 2022. As a general rule, regardless of whether the

shareholder elects to receive cash or the Scrip Dividend, GCP will deduct 15 per cent of the gross dividend, or EUR 0.1251 per share, and transfer such amount to the Luxembourg tax authorities in order to settle the applicable Luxembourg withholding tax (“**Luxembourg Withholding Amount**”).

- The shareholder makes an exclusive irrevocable decision in favour of the Scrip Dividend. In this case, the shareholder must notify his/her/its depository bank using the form that the bank provides for this purpose within the stipulated limitation period and thereby authorising Joh. Berenberg, Gossler & Co. KG, a limited partnership (*Kommanditgesellschaft*) established under the laws of the Federal Republic of Germany, registered with the commercial register of the local court (*Amtsgericht*) Hamburg under number HRA 42659 and with business address at Neuer Jungfernstieg 20, 20354 Hamburg, Germany (“**Berenberg**”) to transfer and assign, in the name, on behalf and for the account of and acting as a proxy for the shareholder, his/her/its net dividend rights of EUR 0.7089 per share (“**Dividend Rights**”) to the Company. In connection with the Scrip Dividend, Berenberg acts as settlement agent in the capacity of a third-party agent of the shareholders. The Luxembourg Withholding Amount described above will be withheld by the Company in order to settle the Luxembourg withholding tax. The Dividend Shares are expected to be delivered on 25 July 2022, once the period between 30 June 2022 and 12 July 2022 (inclusive) (“**Subscription Period**”) and the handling period required for the technical transaction are completed. The Subscription Price per Dividend Share in the Scrip Dividend and the Subscription Ratio (each as described in more detail below) ~~are expected to be~~ [were](#) published on 7 July 2022. The total amount of transferred Dividend Rights will be used to subscribe for the largest possible whole number of Dividend Shares based on the Subscription Ratio and any remaining unused Dividend Rights will be paid out in cash, rounded down to the nearest whole cent, on or about 19 July 2022 (“**Residual Balance**”).
- The shareholder elects to receive the cash dividend for a portion of his/her/its shares and the Scrip Dividend for the remaining portion of his/her/its shares. Please note that only whole number elections of shares may be made. In this case, each of the two processes described above apply, with each being applied to the specific shares for which the shareholder has made the relevant decision.

Depending on the tax status of the shareholder, additional taxes may apply to the dividend, whether paid in cash or in Dividend Shares. Neither the Company nor Berenberg have any responsibility to withhold or settle such taxes. The only tax which will be withheld and settled by the Company is the Luxembourg Withholding Amount as described above. Each shareholder is therefore requested to consult with his/her/its tax advisor and/or custodian bank in order to determine whether and to what extent additional taxes may apply. Shareholders are furthermore requested to consult their custodian bank on the process of settlement of additional taxes, if applicable.

IV. Details

1. Present capital stock and shares of GCP

GCP's share capital as per ~~29 June~~ [7 July](#) 2022 totals EUR 17,618,789.90, divided into 176,187,899 shares each with a par value of EUR 0.10. Each share entitles the holder to one vote at the Company's general meetings. The Company's issued shares are admitted to trading on the regulated market of the Frankfurt Stock Exchange with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*).

The Company's issued shares are exclusively represented by a bearer certificate in global form deposited with Clearstream Banking AG, Eschborn, Germany (“**Clearstream**”). As long as the shares are represented by bearer certificates in global form deposited with Clearstream, ownership of interests in shares included in the book-entry custody and settlement systems operated by Clearstream (“**Book-Entry Interests**”) will be limited to persons that hold interests through admitted participants of Clearstream. Investors in shares will hold interests in these securities through their accounts with these admitted participants. Book-Entry Interests will be shown on, and transfers thereof will be made only through, records maintained in book-entry form by Clearstream and admitted participants.

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The Company's shares are freely transferable, and all carry the same rights. Announcements and notifications of the Company relating to its shares are published in accordance with the articles of association of the Company and Luxembourg law on the Company's website <https://www.grandcityproperties.com/investor-relations> and in media suitable for distribution across the European Economic Area, and if legally required in addition, in the Luxembourg Electronic Platform for Publications Regarding Companies and Associations (*Recueil Electronique des Sociétés et Associations – RESA*) and one Luxembourg newspaper.

The Company's paying agent is Quirin Privatbank AG, Bürgermeister-Smidt-Str. 76, 28195 Bremen, Germany.

2. Details of the Scrip Dividend

a) Delivery of Dividend Shares in the form of Existing Shares or New Shares from a Capital Increase for non-cash contributions from Authorised Capital

The Board of Directors intends to offer Dividend Shares that at its option will be (i) issued shares presently held by the Company in treasury against transfer of the Dividend Rights ("**Existing Shares**") and/or (ii) new shares which would be created by making partial use of the Authorised Capital and issued further to the contribution in kind of Dividend Rights during the Capital Increase ("**New Shares**").

b) Maximum/minimum number of shares offered

The maximum number of Dividend Shares that will be offered is not yet set, and depends on the extent to which shareholders exercise their right to receive the Scrip Dividend ~~as well as on the Subscription Ratio, which has not yet been determined~~. If no shareholder opted to receive the Scrip Dividend, no Dividend Shares would be delivered.

c) Example based on ~~an assumed fictive~~ the actual subscription price of EUR ~~12.32~~ 11.04 and a subscription ratio of ~~17.38~~ 15.57 : 1¹

If, for example, all shareholders opted to receive the Scrip Dividend for all the shares that they held and given that the Subscription Price ~~were was~~ fixed at EUR ~~12.32~~ 11.04, resulting in a Subscription Ratio of ~~17.38~~ 15.57 : 1, then based on ~~an assumed the~~ number of ~~164,962,058~~ 164,963,450 shares entitled to dividend rights, a maximum of ~~9,491,487~~ 10,594,955 Dividend Shares would be delivered in the Scrip Dividend. ~~The decisive number of shares entitled to dividend rights will be determined on the Record Date (as defined below) and may deviate from the aforementioned number.~~

d) Features of the Dividend Shares

The Dividend Shares described in this document will be either Existing Shares or New Shares. In the event New Shares are delivered in the course of the Scrip Dividend, the New Shares will be created in accordance with Luxembourg law following the General Meeting on 29 June 2022. They will feature the same rights as all other shares of the Company (including the Existing Shares) and will not confer any additional rights or benefits. Each of the Company's shares, including the New Shares, entitles the holder to one vote at the Company's general meetings. There are no restrictions on voting rights, except in specific cases prescribed by law. Nor are there different voting rights for certain shareholders of the Company. The Dividend Shares will carry full dividend rights from 1 January 2022.

¹ Please note that the actual Subscription Price and therefore the Subscription Ratio will depend on GCP's actual share price and may therefore differ from the figures used in this example. In addition, this This example assumes that the Dividend Rights contributed by shareholders are combined in order to acquire the maximum possible number of whole Dividend Shares. As a result, the maximum number of shares actually offered in the Scrip Dividend may differ from the figure shown in the example.

The Dividend Shares will be represented by the bearer certificate in global form currently deposited with Clearstream. The Dividend Shares will be delivered via collective safe custody credit with Clearstream. The Dividend Shares will be freely transferable.

e) Capital Increase

A capital increase will only be required should the Board of Directors opt to deliver New Shares in the course of the Scrip Dividend. In this case the New Shares will be created from the Company's Authorised Capital. Should the Board of Directors opt to deliver only Existing Shares in the course of the Scrip Dividend, no capital increase will be required and the Company will deliver shares in the Company it presently holds in treasury.

Each shareholder will only be able to exercise his/her/its subscription right by commissioning and authorising Berenberg within the Subscription Period as a proxy (as further described in the Subscription Offer) to subscribe for the Dividend Shares in accordance with the shareholder's Scrip Dividend election, at the ~~to-be-determined~~ Subscription Ratio of 15.57 : 1, in the name, on behalf and for the account of and acting as a proxy for the respective shareholder and to deliver the Dividend Shares to the shareholder.

Berenberg is also obliged *vis-à-vis* GCP to transfer to GCP (in the event the Dividend Shares will only be of Existing Shares), and transfer and contribute to GCP as a contribution in kind (in the event (some of) the Dividend Shares will also be of New Shares), the Dividend Rights in the name, on behalf and for the account of and acting as a proxy for the respective shareholders. Any Dividend Rights or parts thereof, that are not required to subscribe for Dividend Shares will not be transferred or contributed and will be compensated in cash, with the assistance of the depository banks.

The subscription offer ~~is expected to be~~ was published on 30 June 2022 ("**Subscription Offer**") on GCP's website at <https://www.grandcityproperties.com/investor-relations/general-meeting/agm-egm-2022/>. The Subscription Price and the Subscription Ratio ~~will be~~ were set and published on the aforementioned GCP website three business days prior to the end of the Subscription Period, ~~which is expected to be~~ on 7 July 2022.

In order to encourage shareholders to choose the Scrip Dividend, the Company is offering the Dividend Shares to the shareholders at a subscription price which is equal to the Reference Price (as defined below) reduced by a discount of 15% and rounded to two decimal places ("**Subscription Price**"). 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 on each of the last four (4) trading days up to and including the day of the publication of the Subscription Price, rounded to two decimal places ("**Reference Price**"). The Reference Price ~~is expected to be~~ was determined after the close of trading on 7 July 2022.

In connection with the publication of the Subscription Price, the Company ~~will publish~~ published the subscription ratio, which represents the number of shares for which the Scrip Dividend must be elected (and corresponding Dividend Rights transferred, assigned and contributed) in order to acquire one Dividend Share in the Scrip Dividend ("**Subscription Ratio**"). The Subscription Ratio is calculated by dividing the Subscription Price by the Dividend Right of EUR 0.7089 per share and rounding to two decimal places. Due to rounding effects, the calculation of the number of Dividend Shares in the Scrip Dividend based on the Subscription Ratio may deviate from the calculation based on the Subscription Price. Only the Subscription Ratio will be decisive for determining the number of Dividend Shares in the Scrip Dividend that shareholders receive.

~~Sample calculation~~² Calculation

Reference Price

~~Assuming a~~ Based on the Reference Price of EUR ~~14.49~~ 12.99, the following examples show the calculation of the Subscription Price, Subscription Ratio, and Residual Balance.

Subscription Price

Calculation: EUR ~~14.49~~ 12.99, less 15%, rounded to two decimal places: EUR ~~12.32~~ 11.04, i.e. one Dividend Share can be acquired for a total amount of Dividend Rights of EUR ~~12.32~~ 11.04.

Subscription Ratio

Calculation: EUR ~~12.32~~ 11.04 divided by EUR 0.7089, rounded to two decimal places: ~~17.38~~ 15.57 : 1, i.e. the Scrip Dividend must be elected for at least ~~18~~ 16 shares (and corresponding Dividend Rights transferred, assigned and/or contributed) in order to acquire one Dividend Share.

Residual Balance

Using the example numbers above, if a shareholder elects to receive the Scrip Dividend for 1,000 shares, the number of Dividend Shares and Residual Balance received will be calculated as follows:

The total transferred, assigned and/or contributed Dividend Rights would be EUR 708.90 (representing a Dividend Right of EUR 0.7089 multiplied by 1,000 shares). Based on the example Subscription Ratio of ~~17.38~~ 15.57 : 1, the shareholder would receive ~~57~~ 64 Dividend Shares, representing 1,000 transferred, assigned and/or contributed Dividend Rights divided by the Subscription Ratio of ~~17.38~~ 15.57 : 1, and rounded down to the nearest whole share. ~~The total Subscription Price for these Dividend Shares would be EUR 702.24 (representing 57 Dividend Shares multiplied by the Subscription Price of EUR 12.32), and the remaining EUR 6.66 of transferred, assigned and/or contributed Dividend Rights would be paid out as Residual Balance to the shareholder (representing EUR 708.90 less EUR 702.24). This means that, in order to obtain such 64 Dividend Shares, the shareholder used only 996.48 of his/her/its transferred, assigned and/or contributed 1,000 Dividend Rights (64 Dividend Shares multiplied by the Subscription Ratio of 15.57 : 1). Hence, for the shareholder's remaining 3.52 (unused) transferred, assigned and/or contributed Dividend Rights, the shareholder will receive EUR 2.49 as Residual Balance (3.52 multiplied by EUR 0.7089, rounded down to the nearest whole cent).~~

Luxembourg Withholding Amount

Regardless of whether the shareholder elects to receive cash or the Scrip Dividend, GCP will deduct the Luxembourg Withholding Amount (15 per cent of the gross dividend, or EUR 0.1251 per share) and transfer such amount to the Luxembourg tax authorities in order to settle the applicable Luxembourg withholding tax.

Although the subscription rights associated with the shares are transferable, they may only be transferred in connection with the corresponding Dividend Rights, as the subscription rights may only be exercised if the corresponding Dividend Right is also transferred and assigned. An exchange listing or other trading mechanism for the subscription rights will not be provided.

The Dividend Rights and the inseparably associated subscription rights associated with each GCP share held on the record date, ~~expected to be~~ as at the evening of 1 July 2022, ("Record Date") will be booked automatically to the depository banks by Clearstream.

The GCP shares ~~are expected to be~~ were listed "ex dividend" and hence also "ex subscription right" from 30 June 2022.

² Please note that the actual Reference Price, Subscription Price and Subscription Ratio will depend on GCP's actual share price and may therefore differ from the figures used in this example.

The Subscription Period ~~is expected to last~~ lasts from the publication of the Subscription Offer on 30 June 2022 to 12 July 2022 (inclusively in each case). Subscription rights that are not exercised within the Subscription Period will expire without compensation. In this case, the shareholder will receive the dividend in cash only.

3. Costs and benefits of the offer for GCP

GCP will not receive any cash as a result of the Scrip Dividend, since existing Dividend Rights will be transferred against delivery of Existing Shares and/or, in the event of a Capital Increase, contributed as a contribution in kind in consideration for New Shares. The amount of the cash dividend paid out by GCP will be reduced to the extent that shareholders opt to receive the Scrip Dividend.

If, for example, all GCP shareholders opted to receive the Scrip Dividend for all the shares that they held and assuming a given the Subscription Ratio of ~~17.38~~ 15.57 : 1³, then based on ~~an assumed the~~ number of ~~164,962,058~~ 164,963,450 shares entitled to dividend rights, total Dividend Rights of approximately EUR 116.94 million would be transferred and/or contributed, and the amount of the cash dividend to be paid by GCP would be correspondingly reduced. ~~The decisive number of shares entitled to dividend rights will be determined on the Record Date and may deviate from the aforementioned number.~~

The costs of the Scrip Dividend, including the remuneration to be paid to Berenberg, which is processing the transaction, are expected to amount to approximately EUR 0.35 million.

4. Information about exercising the right of choice

a) Entitled shareholders

All shareholders have the right to choose whether to have their dividend paid out (i) in cash, or (ii) as Scrip Dividend, or (iii) in cash for a portion of their shares and as Scrip Dividend for the remaining portion of their shares.

b) Relevant date

Shareholders who owned shares of the Company on the evening of 29 June 2022, at 11.59 p.m. CET and who had not sold them beforehand, received one dividend right, and the corresponding subscription right, for each share. Under this dividend right, the Luxembourg Withholding Amount of EUR 0.1251 per share is not subject to the shareholder's right of choice and will be withheld by GCP in order to settle the applicable Luxembourg withholding tax. With regard to the remaining Dividend Right amount of EUR 0.7089 per share, the shareholder is free to choose whether he/she/it wishes to (i) receive it in cash, or (ii) in the form of Dividend Shares of the Company. This Dividend Right is inseparably linked to the subscription right.

For all shareholders the deciding factor in receiving dividend rights and the corresponding subscription rights is that shareholders ~~hold~~ held the GCP shares in their respective depository accounts on the evening of 1 July 2022 at 11.59 p.m. CET (since the settlement of share transfers takes two trading days, the depository account reflects the shareholder position as at the evening of 29 June 2022). Subsequent transfers to or from the depository account, except for adjustment entries as a result of sold but not yet transferred shares, have no impact on the ownership of the dividend and corresponding subscription rights.

³Please note that the actual Subscription Ratio will depend on GCP's actual share price and may therefore differ from the figure used in this example.

c) Expected Schedule

29 June 2022

GCP's General Meeting

30 June 2022

Publication of the Subscription Offer on the GCP website

Commencement of the Subscription Period

Commencement of GCP shares trading "ex dividend"

Until 4 July 2022 ~~at the latest~~

Dividend rights and corresponding subscription rights ~~are~~ were posted to shareholders' depository accounts (based on the depository account holdings on 1 July 2022 in the evening (with the exception of adjustment entries))

7 July 2022 (three business days before end of Subscription Period)

The Subscription Price and the Subscription Ratio ~~are~~ were published on the GCP website

12 July 2022

End of the Subscription Period

15 July 2022

Announcement of the participation ratio

Only in the event New Shares are issued: Resolution of the Board of Directors to increase the share capital by issuing the New Shares and executing a Capital Increase

19 July 2022

Distribution (i) of cash dividends and (ii) of Residual Balances

22 July 2022

Only in the event New Shares are issued: Admission of the New Shares to the regulated market for trading on the Frankfurt Stock Exchange (*Prime Standard*)

25 July 2022

Book delivery of the Dividend Shares

Only in the event New Shares are issued: First day of trading and inclusion of the New Shares into the existing share listing

d) Mixed exercise of right of choice

Shareholders do not need to make the choice uniformly for all their shares (even if they are held in a single depository account), but are free to choose to receive the dividend (i) for all shares in cash only, or (ii) for all shares as Scrip Dividend, or (iii) in cash for a portion of their shares and as Scrip Dividend for the remaining portion of their shares. For the dividend right of each share, however, only (i) cash payment or (ii) the Scrip Dividend may be requested.

e) Irrevocability of choice

Shareholders who have exercised their right of choice cannot revoke their choice once it has been made.

f) Information on choosing the dividend in cash

A dividend per GCP share of EUR 0.8340 (gross) was proposed to and resolved by the General Meeting on 29 June 2022. The dividend in cash, less the Luxembourg Withholding Amount, is expected to be paid on 19 July 2022 via the depository banks. Shareholders who are subject to Luxembourg withholding tax will receive an amount of EUR 0.7089 per share in cash. In addition, the Luxembourg Withholding Amount will be credited to the shareholder if he/she/it is not subject to Luxembourg withholding tax (e.g. if an application for exemption is available). Shareholders who opt to receive their dividend solely in cash may notify this to their depository bank but need not take any special steps during the Subscription Period.

g) Information on choosing the Scrip Dividend

aa) Settlement of Luxembourg withholding tax

Part of the dividend right, the Luxembourg Withholding Amount of EUR 0.1251 is not subject to the shareholder's right of choice and will consequently be paid by the Company to the Luxembourg tax authorities in order to settle the applicable Luxembourg withholding tax.

Furthermore, the gross dividend may be subject to additional taxation depending on the respective tax status and residence of each shareholder. Shareholders are therefore requested to consult their tax advisors and custodian banks for further information.

bb) Information on the Dividend Shares

Regarding the Dividend Shares, see above under IV 2.

cc) Fixing the Subscription Price and the Subscription Ratio

The Subscription Price and the Subscription Ratio ~~will be~~ were published three business days prior to the end of the Subscription Period, ~~which is expected to be~~ on 7 July 2022 on GCP's website at <https://www.grandcityproperties.com/investor-relations/general-meeting/agm-egm-2022/>. The Subscription Ratio corresponds to the total number of Dividend Rights that need to be transferred, assigned and/or contributed in order to subscribe for one Dividend Share. If a shareholder's Dividend Rights are not sufficient to cover subscription for one full Dividend Share, compensation will be made in the form of a cash payment in the amount of the respective Residual Balance.

dd) Fees and costs of share subscription

Shareholders who opt to receive the Scrip Dividend may incur depository bank fees. Shareholders should consult their depository bank directly regarding the details in advance. Costs which are charged to shareholders as depository account customer by depository banks cannot be refunded by GCP or by Berenberg. Choosing the Scrip Dividend may be uneconomic in view of the costs that may be incurred, especially for shareholders who hold only a small number of GCP shares.

ee) Exercising the right of choice to receive the Scrip Dividend and delivery of the Dividend Shares

If shareholders opt to receive the Scrip Dividend, they must notify their depository bank, by using the form provided to them by their depository bank for this purpose and returning it in good time before the end of the Subscription Period during the normal office hours of their depository bank, that they wish to exercise their subscription right and therefore authorise and instruct Berenberg to transfer, assign and/or contribute in the name, on behalf and for the account of and

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acting as a proxy for the respective shareholder the Dividend Rights corresponding to the exercised subscription rights to the Company, by completing and signing the form.

The authorisation of and instruction to Berenberg to transfer, assign and/or contribute the Dividend Rights, in the name, on behalf and for the account of and acting as a proxy for the respective shareholder, to the Company are subject to the condition that Berenberg subscribes for the Dividend Shares, at the ~~to-be-determined~~ Subscription Ratio of 15.57 : 1, in the name, on behalf and for the account of and acting as a proxy for the respective shareholder and that Berenberg will deliver the Dividend Shares to the individual shareholder.

It is expected that the Dividend Shares will be delivered to the depository banks on 25 July 2022.

5. Admission to trading on the stock exchange

In the event of delivery of New Shares, admission to trading on the regulated market of the Frankfurt Stock Exchange as well to the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*) for such New Shares is expected to take place on or around 22 July 2022. Listing for the New Shares on the regulated market of the Frankfurt Stock Exchange is expected to start on 25 July 2022. In the event of delivery of Existing Shares, no further action is required.

6. Tax treatment

The following concise statement does not claim to provide all the necessary information on tax treatment of the dividend and is no substitute for the individual consultation with a tax advisor.

Distributions of dividends by the Company are subject to a 15% withholding tax in Luxembourg, unless an exemption applies. For the avoidance of doubt, the withholding tax is computed on the gross amount of the entire dividend (cash dividend and/or Scrip Dividend, the “**Entire Dividend**”) and is deducted by the Company and paid to the competent revenue office at the Luxembourg direct tax administration (*Administration des Contributions Directes*). The remaining net dividend is to be distributed to the shareholders.

Luxembourg withholding tax is due within 8 days of the funds being made available by the Company to the shareholders. The Company will submit a withholding tax return on capital income (model 900E) within the same period.

If the shareholder was entitled to a reduced withholding tax rate (as applicable in the relevant tax treaty) or a withholding tax exemption, it/he/she may submit a request for the refund of the excess payment to the Luxembourg direct tax administration (*Administration des Contributions Directes*).

Depending on the tax residence of each shareholder, additional taxes may apply with regard to the dividend. Shareholders are therefore advised to consult their local tax advisors.

In Germany, the domestic depot bank or other depot holding financial services institution withholds German tax of 26.375% including a 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. If 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/its 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/its place of residence. Shareholders that are subject to German withholding tax and that are opting for the Scrip Dividend are requested to consult their custodian bank on the process of settlement of the applicable German withholding tax.

Such explanations apply to shareholders, who are German tax resident individuals. German tax resident individuals are exempt from German withholding tax in accordance with the foregoing, if they hold their shares as business assets and this has been notified to their domestic depository bank with official form.

7. Later submission of confidential information

The details which were left open in this information document pursuant to article 1 (4) lit. h) and (5) lit. g) of the Prospectus Regulation, ~~such as the Subscription Price and the Subscription Ratio~~, are published on the GCP website at <https://www.grandcityproperties.com/investor-relations/general-meeting/agm-egm-2022/>.

Luxembourg, ~~30 June~~ 7 July 2022

Grand City Properties S.A.

The Board of Directors