

NOTICE ON DISPOSAL OF ASSETS AND CONFIRMATION OF THE DISTRIBUTION LOAN TO VALUE RATIO

NUPEH CZ s.r.o. with its registered office at Antala Staška 1859/34, 140 00 Prague 4, Czech Republic, Identification No.: 077 57 662, LEI: 3157002FXYZ444Q6BD33, registered with the Commercial Register kept by the Municipal Court in Prague, File No. C 307124 (the **Issuer**) issued bonds titled NUPEH CZ 5,90/25, ISIN: CZ0003524795 in the total nominal value of the bond issuance of CZK 1,050,000,000 and the nominal value of each bond of CZK 10,000 (the **Bonds**). The Bonds are governed by the terms and conditions included in the prospectus approved by the decision of the Czech National Bank ref. no. 2020/122025/CNB/570, file no. S-Sp-2020/00047/CNB/572 and published in accordance with the relevant legal regulations (the **Terms and Conditions**).

The Issuer hereby informs the Fiscal and Paying Agent and the Bondholders that the Guarantor executed transaction consisting of sale of the money market government issued securities for the purchase price of USD6,360,053 (the **Transaction**). The Transaction which constitutes a Disposal has been executed on 17 March 2023 and has been fully paid in cash.

In accordance with clause 4.6 of the Terms and Conditions, the Issuer has calculated the Loan to Value Ratio based on the unaudited consolidated financial statements of New Ukraine PE Holding Limited as at and for the six months ended 30 June 2022 which are available on the Issuer's Website while reflecting the Transaction on a *pro forma* basis. After the execution of the Transaction, the Loan to Value Ratio amounts to 24.8%. Accordingly, the Issuer confirms that the Distribution Loan to Value Ratio has not been exceeded due to the execution of the Transaction. The respective calculations are attached as Appendix 1.

This notice is given for the purposes of Clause 4.5.1 of the Terms and Conditions.

Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Terms and Conditions.

In Kyiv on 31 March 2023

NUPEH CZ s.r.o.



Natalia Zolotarova
Executive Director

APPENDIX 1

Calculation of the Loan to Value Ratio in accordance with Clause 4.5.1 in connection with Clause 4.6 of the Terms and Conditions.

The **Loan to Value Ratio** below was prepared and calculated based on the unaudited consolidated financial statements of New Ukraine PE Holding Limited (the Guarantor) to comply with the requirements of the Terms and Conditions. Required level for the **Loan to Value Ratio** should be not more than 35%.

The **Loan to Value Ratio** is calculated as **Net Indebtedness** (where Indebtedness is determined as of 30 June 2022 and cash as of 17 March 2023) to the **aggregate market value of the investment Properties of the Group** based on the latest Valuation of Properties (i.e. valuation report of the Properties as of 31 December 2022 issued by CBRE).

Net Indebtedness means Indebtedness of the Group after deducting the total amount of Cash and Cash Equivalents and Short-term Financial Assets of the Guarantor and the Issuer.

Indebtedness means any of the below indebtedness of the relevant person that is, except for the indebtedness described in paragraphs (g) and (h) below, considered debt carried in the balance sheet of the relevant person (if certain indebtedness has characteristics of more than one category of Indebtedness, it will be counted only once):

- (a) funds borrowed;
- (b) note purchase facility or issue of bonds (including the Bonds), debentures, loan stock, or any other similar instrument;
- (c) redeemable preference shares;
- (d) factoring or any other assignment of claims in relation to which there may occur the re-assignment of the claims to the assignor or a recourse in the extent of the potential payment or monetary compensation for the re-assignment or recourse (except for claims sold without recourse if there have been met the requirements of elimination from the balance sheet (de-recognition) pursuant to UAS or IFRS);
- (e) Leasing;
- (f) acquisition price of asset in the extent in which it is paid after its delivery in a period longer than 90 (ninety) days if the deferral of payment is agreed primarily as a method of obtaining financing or financing of acquisition of the assets, unless it is financing by leasing in the sense of the definitions of UAS or IFRS;
- (g) any derivative transaction entered into in connection with the hedging against the fluctuation of a rate or price (for the purposes of calculation of the amount of the Indebtedness will be used the marked-to-market value of the derivative transaction);
- (h) any counter-indemnity obligation to a third party that met the debt of a debtor (including a recourse claim) under a guarantee, indemnity, bond, stand-by letter of credit, documentary letter of credit, or any other instrument issued by a bank or a financial institution (except for a supplier credit in connection with the ordinary business activities of the relevant person);
- (i) any other transaction (including forward purchase or sale contracts) that has the business effect of a simple loan or a loan; or
- (j) any guarantee, indemnity or any similar obligation that represents hedging against a monetary loss in transactions stipulated in paragraphs (a) to (i) above.

For the avoidance of doubt, any debt subordinated pursuant to Section 172 of Act No. 182/2006 Coll., on Bankruptcy and its Resolution (the Insolvency Act), as amended (the Insolvency Act), Section 300 of the Cypriot Companies Law, Cap. 113, as amended, Section 38 of the Cypriot Bankruptcy Law, Cap. 5, as amended and Section IV of the Bankruptcy Code of Ukraine, as amended, or a debt contractually subordinated to the liabilities under the Bonds (the Subordinated Debt), Indebtedness of the Issuer under (g) above, or Indebtedness of the Guarantor under the Junior Debt is not included in the calculation of the Indebtedness of the Group or the Net Indebtedness.

Junior Debt is indebtedness under Loan facilities agreement between New Ukraine PE Holding Limited, NUPEH CZ s.r.o. and J&T BANKA a.s. dated 19 October 2020.

The elements of the calculation of the Loan to Value Ratio as at 17 March 2023 include:

Amounts,
USD thousand

Net Indebtedness of the Group

Indebtedness

(a) Loans and borrowings, except for Indebtedness of the Guarantor under the Junior Debt	
(b) Issued bonds	0
(c) Redeemable preference shares	43,427
(d) Factoring or any other assignment of claims	0
(e) Leasing	0
(f) Acquisition price of asset with deferral of payment longer than 90 days	0
(g) Derivative transactions other than those of Issuer	0
(h) Counter-indemnity obligation to a third party	0
(i) Other loan transactions (except under (a) and (b) above)	0
	0

Less

Cash and Cash Equivalents of the Guarantor	(13,443)
Cash and Cash Equivalents of the Issuer	(1,218)
Short-term Financial Assets of the Guarantor	(15)
Short-term Financial Assets of the Issuer	(30)

Total Net Indebtedness (A)	28,721
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Aggregate market value of the investment Properties of the Group (B)	115,900
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Loan to Value Ratio (A / B)	24,8%
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