



WABERER'S
OPTIMUM SOLUTION

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INVESTOR RELEASE

Notification of the Majority Shareholder

Budapest, March 20, 2018 - WABERER'S INTERNATIONAL Nyrt. received the below notification from its majority shareholder, B.V. CEE Transport Holdco S. à r. l. on 20 March 2018, which is subject to extraordinary disclosure.

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AD HOC Notice

Disclosure of an inside information according to Article 17 MAR of the Regulation (EU) No 596/2014

B.V. CEE TRANSPORT HOLDCO S.À R.L. LAUNCHES SALE OF A TARGETED MINIMUM OF 2,615,462 SHARES OF WABERER'S INTERNATIONAL NYILVÁNOSAN MŰKÖDŐ RÉSZVÉNYTÁRSASÁG THROUGH AN ACCELERATED BOOKBUILD OFFERING TO INSTITUTIONAL INVESTORS

Budapest, 20 March 2018

B.V. CEE Transport Holdco S.à r.l. (the "Seller"), has launched the sale of a targeted minimum of approximately 2,615,462 shares (corresponding to approximately EUR 40 million) of Waberer's International Nyilvánosan Működő Részvénytársaság ("Waberer's"), ISIN HU0000120720, corresponding to 15% of Waberer's share capital (or 21% of the Seller's current stake), through an accelerated bookbuild offering to institutional investors, thereby increasing the free float in Waberer's to approximately 41%.

Erste Group, UniCredit Corporate & Investment Banking and Wood & Company are acting as joint global coordinators and joint bookrunners for the placement.

The Offer Shares are being offered exclusively to institutional investors through a private placement by way of an accelerated bookbuild, which will be launched immediately



Information on WABERER'S INTERNATIONAL Nyrt. Series „A” ordinary shares

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WABS

ISIN
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following this announcement. The Seller reserves the right to close the books at any time. The Seller will announce the outcome of the placement upon completion.

The final number of shares to be placed and the price at which the shares are to be placed will be agreed by the Seller and the joint global coordinators at the close of the bookbuild, and the result of the placing will be announced as soon as practicable thereafter. The timing for the close of the bookbuild is at the absolute discretion of the Seller and the joint global coordinators. The placement is subject to demand, price and market conditions.

As part of the transaction and in line with market practice for placements of this nature, the Seller has agreed to a 150 day lock-up period with respect to the remaining shares of Waberer's owned.

Important Regulatory Notice

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In member states of the European Economic Area ("EEA") which have implemented the Prospectus Directive (each, a "Relevant Member State"), this announcement and any offer if made subsequently is directed exclusively at persons who are "qualified investors" within the meaning of the Prospectus Directive ("Qualified Investors"). For these purposes, the expression "Prospectus Directive" means Directive 2003/71/EC, as further amended and implemented. In the United Kingdom this announcement is directed exclusively at Qualified Investors (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order") or (ii) who fall within Article 49(2)(A) to (D) of the Order, and (iii) to whom it may otherwise lawfully be communicated; any other persons in the United Kingdom should not take any action on the basis of this announcement and should not act on or rely on it.

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No representation or warranty, express or implied, is or will be made as to, or in relation to, and no responsibility or liability is or will be accepted by Erste Group, UniCredit Corporate & Investment Banking and Wood & Company (the "Managers") or by any of its affiliates or agents as to, or in relation to, the accuracy or completeness of this announcement or any other written or oral information made available to or publicly available to any interested party or its advisers, and any liability therefore is expressly disclaimed.



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In connection with the offering of the shares of Waberer's International Nyilvánosan Működő Részvénytársaság (the "Shares"), the Managers and any of their affiliates acting as an investor for their own account may take up as a proprietary position any Shares and in that capacity may retain, purchase or sell for their own account such Shares. In addition the Managers or their affiliates may enter into financing arrangements and swaps with investors in connection with which the Managers (or their affiliates) may from time to time acquire, hold or dispose of Shares. The Managers do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not purport to identify or suggest the risks (direct or indirect) which may be associated with an investment in the Shares. Any investment decision in connection with the Shares must be made solely on the basis of all publicly available information relating to the Shares (which has not been independently verified by the Managers).

The Managers are acting on behalf of B.V. CEE Transport Holdco S.à r.l. and no one else in connection with any offering of the Shares and will not be responsible to any other person for providing the protections afforded to clients of the Managers nor for providing advice in relation to any offering of the Shares.

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