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SHOPPER PARK+

Extraordinary Information (ad-hoc announcement)

Shopper Park Plus Plc. (registered seat: 1015 Budapest, Batthyány utca 3. fszt. 1.; hereinafter: the "**Company**") announces its intention to conduct an ordinary cash capital increase of approximately 8,000,000 pieces of new shares expected to be launched in the last quarter of 2025 via a secondary public offering (the "**SPO**" or "**Offering**") and list the newly issued shares on the Budapest Stock Exchange ("**BSE**").

Key details of the Offering

Should the Company decide to launch the Offering, it will exclude existing shareholders' statutory subscription rights and will direct the Offering to retail and institutional investors in Hungary and selected international institutional investors outside the United States of America within the meaning of and pursuant to Regulation S under the US Securities Act of 1933. The subject of the Offering will be newly issued ordinary shares granting the same rights as the already issued and BSE listed ordinary shares of the Company with ISIN code HU0000192786 (the "**New Shares**").

Should the Company proceed with the SPO and launch the Offering, the Offering is expected to consist of the following:

- a prospectus exempt offering to the public in Hungary (the "**Public Offering**") in accordance with Article 1(4) point (db) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the "**Prospectus Regulation**"); and
- an international offering in accordance with Article 1 (4) a) and d) of the Prospectus Regulation, and outside the United States of America within the meaning of and pursuant to Regulation S under the US Securities Act of 1933, as amended (the "**International Offering**").

Regarding the Public Offering, the Company intends, if and when the Offering is launched, to publish an information document pursuant to Annex IX and Article 1 (4) db) and (5) ba) of the Prospectus Regulation (the "**Issue Document**") which will contain details of the Public Offering and the risk factors specific to the Company and will, once the Offering will be launched, be published by the Company on its website and submitted to the Hungarian National Bank being the competent authority in Hungary. Hungarian retail investors may participate in the Public Offering.

Within the context of the International Offering, Hungarian institutional investors and certain institutional investors outside of the United States of America and Hungary, and which are deemed as qualified investors as defined in Article 2 (e) of the Prospectus Regulation, may participate in a prospectus exempt offering.

Erste Group Bank AG will act as sole global coordinator for the Offering, along with Concorde Értékpapír Zártkörűen Működő Részvénytársaság and WOOD & Company Financial Services, a.s., acting as joint bookrunners (Erste Group, Concorde and WOOD & Company, together, the "**Managers**").

In connection with the Offering, the Company, the members of the Company's Board of Directors, as well as certain shareholders, including Penta CEE Holding Zrt. and Portfolion Partner Magántőkealap, are expected to enter into customary lock-up undertakings. The lock-up period is expected to be 180 days following commencement of the first trading day of the New Shares.

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Two out of the three largest shareholders of the Company – Penta CEE Holding Zrt. being the largest shareholder managed by Adventum Befektetési Alapkezelő Zrt. and Portfolion Partner Magántőkealap being the third largest shareholder managed by PortfoLion Zrt. – have indicated that they are considering to participate in the Offering.

The Company targets gross proceeds from the Offering of about EUR 90 m to EUR 110 m. The Company will receive the net proceeds of the Offering resulting from the sale of the New Shares. From the gross proceeds resulting from the sale of the New Shares the Company will pay the fees of the Managers and other transaction-related expenses. The amount of net proceeds that the Company will receive from the Offering is dependent on the actual number of New Shares issued and subscribed, the final offer price, the fees of the Managers and the actual costs related to the Offering.

Successful implementation of the Offering by the Company would enable the Company to support the already disclosed investment (acquisition) and ensure sustainable growth across target markets, achieving economies of scale and diversification benefits within the CEE region.

Budapest, 5 November 2025

Shopper Park Plus Plc.

IMPORTANT INFORMATION

This announcement is not, and does not form part of, an offer to sell or buy any securities.

This announcement is not a prospectus for the purposes of 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 (together with any related implementing and delegated regulations, the "**Prospectus Regulation**") and has not been reviewed or approved by any regulatory or supervisory authority. The information in this document does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation or invitation of any offer to subscribe for or purchase any loans or securities of or make an investment in the Company or any other member of the group or any other entity in any jurisdiction, and nothing contained therein shall form the basis of, or be relied on in connection with, any contract or commitment whatsoever, in particular, it must not be used in making any investment decision. This document is governed by and shall be construed in accordance with Hungarian law.

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*The Company does not expect or intend to register any securities that it may offer under the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or to conduct a public offering of any securities in the United States, and the securities of the Company have not been and will not be registered under the Securities Act and any such securities may not be offered or sold in the United States absent registration under that Act or an available exemption from it. Any public offering of such securities in the United States would require the publication of a prospectus by the Company containing detailed information about the Company and its management, as well as the Company's financial statements.*

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