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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**") hereby announces that as of today (14 November 2025), the Board of Directors of the Company resolved to conduct an ordinary cash capital increase (the "**Capital Increase**") via a secondary public offering (the "**Offering**") and list the newly issued shares on the Budapest Stock Exchange ("**BSE**").

The Board of Directors resolved to increase of the Company's share capital as follows:

(1) The method of the Capital Increase is the issuance of new shares.

(2) In the course of the Capital Increase, the Company will issue at least 7,600,000 and up to 9,300,000 Series A dematerialised ordinary shares with a nominal value of EUR 0.1 per share, which will carry the same rights as the ordinary shares of the same Series A ordinary shares already issued and listed on the BSE ("**New Shares**").

(3) The Board of Directors determined the issue price of the New Shares to be between EUR 10.80 and EUR 11.90, with the final issue price to be determined at the close of the subscription period, taking into account the pricing of valid subscriptions submitted during the subscription period, within the framework of a bookbuilding procedure, in cooperation with companies acting as distributors in the course of the Capital Increase.

(4) The minimum planned amount of the Capital Increase is EUR 82,080,000. If, during the Capital Increase, New Shares with a total issue value lower than this amount are subscribed, the Capital Increase shall be deemed to have failed pursuant to Section 3:299 (1) of the Civil Code.

(5) The Capital Increase will be carried out without the preparation and publication of a prospectus in accordance with 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 (the "**Prospectus Regulation**"), as follows:

   a. For Institutional Investors (as defined below), the offering for New Shares shall be made as follows:
   The offering of the New Shares to investors classified as qualified investors pursuant to Article 2(e) of the Prospectus Regulation ("**Institutional Investors**") outside the United States of America (the "**United States**") within the meaning of and pursuant to Regulation S under the US Securities Act of 1933, as amended (the "**Securities Act**") shall be made in accordance with Article 1(4) a) and d) of the Prospectus Regulation, i.e. solely to qualified investors and through an offer of securities addressed to investors who acquire securities for a total consideration of at least EUR 100,000 per investor, for each separate offer;

   b. For Retail Investors (as defined below), the offering for New Shares shall be made as follows:
   The offering of the New Shares for domestic natural persons with legal capacity who are not Institutional Investors, as well as domestic (registered in Hungary) legal entities that are not natural persons but have legal capacity to exercise rights based on their jurisdiction (both having a Hungarian Tax Registration Number) ("**Retail Investors**") shall be made in Accordance with Article (4) db) of the Prospectus Regulation, considering that the New Shares to be issued are fungible with securities that have been admitted to trading on a regulated market continuously for at least the 18 months preceding the offer of the new securities, and the following conditions are met:

(i) the New Shares offered to the public are not issued in connection with a takeover by means of an exchange offer, a merger or a division;

(ii) the Company as the issuer of the securities is not subject to a restructuring or to insolvency proceedings;

(iii) the Company, as of today (14 November 2025), files the document containing the information set out in Annex IX of the Prospectus Regulation (the "**Issue Document**") in electronic format to the Hungarian National Bank as the competent authority of the Company's home Member State and, at the same time, makes it available to the public on the relevant websites of the Hungarian National Bank, the Budapest Stock Exchange, and the Company;

c. The admission of the New Shares to trading on a regulated market shall be carried out, for both of the offerings for Institutional Investors and Retail Investors, in accordance with Article 1(5)(ba) of the Prospectus Regulation, considering that the New Shares to be issued are fungible with securities that have been admitted to trading on a regulated market continuously for at least the 18 months preceding the admission to trading of the new securities, and the following conditions are met:

(i) the New Shares to be admitted to trading on a regulated market are not issued in connection with a takeover by means of an exchange offer, a merger or a division;

(ii) the Company as the issuer of the securities is not subject to a restructuring or to insolvency proceedings;

(iii) the Company, as of today (14 November 2025), files the Issue Document in electronic format to the Hungarian National Bank as the competent authority of the Company's home Member State and, at the same time, makes it available to the public on the relevant websites of the Hungarian National Bank, the Budapest Stock Exchange, and the Company.

(6) Investors participating in the Capital Increase may submit their (subscription) declarations regarding the acquisition of shares during the following periods (the "**Offering Period**"):

(i) for Institutional Investors planned from 8:00 am (CET) on 17 November 2025, until 5:00 p.m. (CET) on 24 November 2025;

(ii) for Retail Investors planned from 8:00 am (CET) on 17 November 2025, until 12:00 (noon) (CET) on 24 November 2025.

(7) If, within the last three business days of the Offering Period, the Company amends or supplements the Issue Document (pursuant to applicable laws or requests of any competent governmental authority in order to ensure that the Issue Document complies with the Prospectus Regulation) and publishes such amended or supplemented version, the Offering Period shall be extended accordingly to ensure that at least three business days after the publication of such corrective amendment or supplement to the Issue Document apply.

(8) During the Capital Increase, subscriptions may only be made through the channels provided by the following distributors:

- Erste Group Bank AG (registered seat: Austria, 1100 Vienna, Am Belvedere 1),
- Concorde Értékpapír Zrt. (registered seat: 1123 Budapest, Alkotás utca 55-61. 7. em.; company registration number: 01-10-043521),
- WOOD & Company Financial Services a.s. (registered seat: Czech Republic, 110 00 Prága, Palladium, Nam. Republiky 1079/1a)

(jointly: the „**Distributors**").

(9) The Board of Directors, based on the authorization provided for in section 6.15.3 of the Articles of Association and the resolution of the General Assembly of 3/26.08.2025, excludes the pre-emptive subscription right of existing shareholders. The Board of Directors submitted the reasons for excluding the pre-emptive subscription right to the general assembly in accordance with the provisions of the Articles of Association.

(10) The Board of Directors' reasons for excluding the exercise of the pre-emptive subscription right are as follows:

- To ensure the successful completion of the public offering, it is required to guarantee equal treatment of existing and potential new investors, which can only be achieved through the exclusion of pre-emptive subscription rights. Based on the preliminary market surveys, the maximum amount of the Capital Increase set out in the draft resolution allows both existing and new investors to participate in the Capital Increase.
- The achievement of the Company's long-term strategic objectives requires a diversification of the investor base, particularly through the involvement of international institutional investors. Expanding the currently primarily Hungarian investor base with international investors will support the Company's international strategy, improve the liquidity of the shares, and enhance the Company's visibility and presence on the stock exchange. Accordingly, the exclusion of the preferential subscription right not only serves the interests of the Company but also contributes to increasing the value of the investments carried out by the shareholders.

(11) In the event when eligible investors subscribe for more shares than the maximum number of shares to be issued in the Capital Increase (i.e. 9,300,000 shares), an allocation will be made.

- At the end of the Offering Period, the Company, in consultation with Erste Group Bank AG as the sole global coordinator, at the Company's sole discretion, will decide on the maximum number of shares that may be allocated to Retail Investors. If the number of New Shares validly subscribed by Retail Investors is higher than the total number of New Shares finally allocated to them upon the decision of the Company, in consultation with Erste Group Bank AG, the New Shares validly subscribed by Retail Investors shall be distributed using a pro rata (*in Hungarian*: *arányos*) allocation method. Fractional allocations (after the proportional reduction, if any) will be rounded down to the nearest full share number, and the remaining New Shares will be allocated to the Retail Investors who subscribed for the largest number of New Shares.
- Should the total number of New Shares finally allocated to Retail Investors prove insufficient to satisfy all retail subscription orders, the Company, in consultation with Erste Group Bank AG, reserves the right to allot orders only in part or not at all.
- In case of allocation, the distribution of the New Shares among Institutional Investors will be determined at the absolute discretion of the Company, in consultation with Erste Group Bank AG as sole global coordinator, by evaluating according to the prices offered and qualitative criteria such as the time of purchase order, the investor type and investment horizons of the respective Institutional Investors as well as the amount of the total demand, including the total demand from investors participating in the retail offering in relation to the total demand from investors participating in the institutional offering.
- In the case of allocation, the Company, in consultation with Erste Group Bank AG, acting as sole global coordinator, shall allocate such number of New Shares among the Institutional Investors, following the allocation and pro rata distribution procedure applied to Retail Investors, so that the total number of New Shares issued in the Capital Increase reaches the maximum number of shares that may be issued in the course of the Capital Increase.
- Regardless of the allocation, the Company reserves the right not to accept Institutional Investors' subscriptions for New Shares.

(12) According to Section 47 (7) of Act CXX of 2001 on the Capital Markets, Investors participating in the Capital Increase are required to

- (i) in the case of Retail Investors, pay the cash contribution equal to 100% of the issue value of the New Shares subscribed by Retail Investors by the end of the subscription period applicable to the Retail Investors, and
- (ii) in the case of Institutional Investors, pay the cash contribution equal to at least 25% of the issue value of the New Shares subscribed by Institutional Investors until 11 a.m. on the next day following the end of the subscription period applicable to the Institutional Investors, and
- (iii) pay the remaining portion of the cash contribution equal to the issue price of the New Shares subscribed by the Institutional Investors, in proportion to the cash contribution paid under (ii) above, until noon on the 3rd business days from the end of the subscription period; i.e. until 12 pm (noon) on 27 November 2025

to the escrow account designated and maintained by the Distributors.

(13) The Company lists the New Shares into the Premium category of the regulated market operated by the Budapest Stock Exchange.

Budapest, 14 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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The information in this announcement might be subject to change. Before investing in any securities in the Offering, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Issue Document, if published or disclosed. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement shall not form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase any securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

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