

28 March 2019

## Secure Property Development & Investment PLC ('SPDI' or 'the Company') Update on €29.25 million Sale of Assets to Arcona Property Fund N.V. & Shareholder Conference Call

Secure Property Development & Investment PLC, the AIM-quoted South Eastern European focused property company, is pleased to provide an update on the proposed sale of its property portfolio, excluding its Greek logistics properties ('the Non-Greek Portfolio'), in an all-share transaction ('the Transaction') to Arcona Property Fund N.V. ('Arcona'), an Amsterdam and Prague-listed company focused on Central European commercial property. As announced on 18 December 2018, the Transaction values SPDI's Non-Greek Portfolio at  $\notin$ 29.25 million (based on a net asset value of  $\notin$ 13.98 per Arcona share), a 96% premium to the entire market capitalisation of the Company based on the closing share price of its Ordinary Shares on 27 March 2019. Work to complete the Transaction is proceeding well, and both parties expect the Transaction to be effected in May / June 2019.

The Transaction is subject to, among other things, asset and tax due diligence (including third party asset valuations), which are well advanced and to date no issues have been uncovered that would obstruct the successful completion of the Transaction, and regulatory approvals (including the approval of a prospectus required in connection with the issuance and admission to listing of the new Arcona shares) as well as successful negotiating and signature of transaction documents. Note that the signing of the transaction documents is also subject to the banks' lending property loans to SPDI's properties waiving their change of control clause restriction for implementing such transaction.

Due diligence over each party's property assets, as well as the finalisation of the respective 2018 financial accounts of both companies, including third party valuations of the properties, commenced in Q1 2019 and are ongoing. Arcona is due to publish its 2018 accounts on 4 April 2019. The SPDI properties' 2018 valuations will be published in Q2 2019. No material change is expected vis à vis the previous year's values, with a small increase in the value of SPDI's income producing assets and some small decrease in land values. Final discussions are under way with those lending banks which have provided property loans secured against SPDI's properties so as to secure the requisite waiver of the change of control clause.



Arcona's purchase of the Non-Greek Portfolio is to be settled through the issuance of 2,102,804 new shares in Arcona (the "Consideration Shares") and the transfer of existing senior debt over the related properties totalling c.€30 million. The new shares will be listed both in Euronext Amsterdam and the Prague Stock Exchange and are expected to be distributed after completion of the Transaction to existing shareholders of SPDI pro-rata to their shareholding in SPDI shares. As a result of the issuance of the Consideration Shares, the total number of Arcona shares in issue will increase to 5,267,953. The Arcona share price has traded between €7 and €7.38 over the last 30 days. Additionally, an earn-out component has been proposed as part of the Transaction and would result in warrants over a further circa 506,830 Arcona shares being issued to SPDI shareholders. These warrants would be exercisable at no cost if the Arcona share price reaches €8.60 within five years of completion of the Transaction.

The Company will be holding a conference call at 14.30 (GMT) today for shareholders who are invited to submit questions to St Brides Partners at shareholderenquiries@stbridespartners.co.uk, ahead of the call. Please refer to the Company's announcement of 25 March 2019 for further details of the call. It should be noted that no new material information will be discussed on the call that has not already been announced prior to the call.

## Lambros Anagnostopoulos, Chief Executive Officer of SPDI, said:

"We are excited that by combining our complementary asset portfolios in this all-share transaction, we are creating a significant Central and East European Property company which will benefit the shareholders of both listed entities. For our shareholders, they will gain exposure to a dividend paying Amsterdam and Prague-listed Property Fund which, following the deal, will substantially increase in size and which they will eventually have a direct interest in. We are working hard with the Arcona team to finalise the deal with a view to receiving the newly issued Arcona shares in May / June 2019. This is an exciting time for SPDI and I look forward to providing further updates as soon as practical."

For further information on Arcona, please visit <u>www.arconacapital.com</u>.

## \* \* ENDS \* \*

This announcement contains inside information for the purposes of Article 7 of EU Regulation 596/2014

For further information please visit <u>www.secure-property.eu</u> or contact:



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## **Notes to Editors**

Secure Property Development and Investment plc is an AIM listed property development and investment company focused on the South East European markets. The Company's strategy is focused on generating healthy investment returns principally derived from: the operation of income generating commercial properties and capital appreciation through investment in high yield real estate assets. The Company is focused primarily on commercial and industrial property in populous locations with blue chip tenants on long term rental contracts. The Company's senior management consists of a team of executives that possess extensive experience in managing real estate companies both in the private and the publicly listed sector, in various European countries.