

## (Current Report No. 48/2022)

**Date: 25 July 2022**

### **Joint Venture Co-operation Agreement Signed by Issuer**

**Legal basis:** Article 17(1) of MAR - inside information

The Management Board of Develia S.A. (the "**Issuer**") inform that on 25 July 2022 the Issuer entered into a joint-venture co-operation agreement with THE HEART S.A., with its registered office in Warsaw ("**The Heart**"), with a view to carrying out, through a special purpose vehicle (the "**SPV**") established to this end, a project that entails the development of a real property management system, including a real property and tenant management IT platform and a mobile application for tenants based on an order placed by the SPV (the "**JV Agreement**").

The Issuer and The Heart will collaborate under the JV Agreement to set up an SPV in the form of a private limited company and develop the management system mentioned above and subsequently to commercialise the system (the "**Project**"). The Project will derive from the experience of the Issuer and The Heart, and responsibility for operational management will rest with a team of the Issuer's representatives. The Project will be implemented in stages provided for in the JV Agreement and in line with the Project budget according to a schedule agreed.

The total capital commitment of the SPV's partners as part of the co-operation under the JV Agreement will not be higher than PLN 8,520,424.00, however, the Issuer's total commitment target has been agreed to amount up to PLN 7,516,304.00, with the remaining contributions being made by The Heart and beneficiaries of an incentive scheme for key personnel, associates and members of the SPV Management Board to be introduced in the SPV. Depending on a Project stage and the progress of the incentive scheme, the Issuer, as the majority partner, will hold between 76.47% and 57.5% shares in the SPV's share capital.

The JV Agreement was entered into under the following conditions precedent:

- (i) To obtain the consent of the President of UOKiK (Office of Competition and Consumer Protection) to concentration that involves the creation of a joint venture by the Issuer and The Heart;
- (ii) To obtain required corporate permits by The Heart;
- (iii) To agree on the contents of documentation to be attached to the JV Agreement.

The other terms and conditions of the JV Agreement, including those relating to joint venture, do not vary from provisions which are generally applicable to this type of agreements.

According to the Issuer, information on entering into the JV Agreement constitutes inside information within the meaning of Article 7 of the MAR, as the transaction, if effected, will be considered by the Issuer a significant transaction on account of its value.

**Legal basis: Article 17(1) in conjunction with Article 7(1a), (2), (3) and (4) of the Regulation of the European Parliament and of the Council (EU) No. 596/2014 of 16 April 2014 on market abuse (the Market Abuse Regulation) repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC (the "MAR") in conjunction with Article 2 and 3 of the Commission Implementing Regulation (EU) 2016/1055 of 29 June 2016 laying down implementing technical standards with regard to the technical means for appropriate public disclosure of inside information and for delaying the public disclosure of inside information in accordance with Regulation (EU) No. 596/2014 of the European Parliament and of the Council.**