

## **Granbero Holdings Ltd**

### **Half year results 30.06.2015**

#### **Sound results and strong equity base from continued development, construction and commercialisation efforts in core Polish market segments**

- **Net profit for the period of 36,757 KEUR (vs. 4,257 KEUR as of 30.06.14)**
- **Solvency ratio of 50% (vs. 54% as per 31.12.14)**
- **Significant construction and leasing efforts on the Warsaw Spire (+/- 108,000 sqm of office space in the Wola District of Warsaw), resulting in the finalisation of building C, the signing of a lease record-deal of approx. 22,000 sqm with anchor tenant Samsung and a lease rate of over 70% for the project on the whole.**

#### **Preliminary remark**

Granbero Holdings Ltd. (as the legal Cyprus entity with all its Polish subsidiaries) represents the Polish activities of the Ghelamco Group, a leading European real estate investor and developer active in the offices, residential, retail and logistics markets.

As Granbero Holdings acts in Poland under the commercial name Ghelamco, we refer hereafter to Granbero Holdings under the reference 'Ghelamco' or the 'Company'.

#### **Summary**

The Company closed its 2015 half-year accounts with a net profit of 36,757 KEUR, mainly as a result from its continued development, construction and commercialisation efforts. Thanks to these efforts the Company managed to achieve sustained growth, which is reflected in an increased balance sheet total of 1.025.378 KEUR and an increased equity of 517,294 KEUR. The solvency ratio amounted to 50%.

In Poland, the investing activities have during the first half of 2015 mainly been focused on the further realisation of the Warsaw Spire (+/- 108,000 sqm of office space in the Warsaw Wola District), resulting in the finalisation of satellite building C, and on the construction of the Woloska 24 project (approx. 20 Ksqm office project in the Warsaw Mokotow District). Continued and successful leasing efforts on the Warsaw Spire project have resulted in the fact that the project on the whole is currently leased for over 70%. In addition, the residential Q-Bik project was further commercialised in a way that currently 85% of available soft lofts have been sold.

### Key figures (KEUR)

| <b>Results</b>                                     | <b>30.06.2015</b> | <b>30.06.2014</b> |
|--|-------------------|-------------------|
| Operating result                                   | 48,637            | 14,234            |
| Net result of the period                           | 36,757            | 4,257             |
| Share of the group in the net result of the period | 36,757            | 4,257             |
| <b>Balance sheet</b>                               | <b>30.06.2015</b> | <b>31.12.2014</b> |
| Total assets                                       | 1,025,378         | 883,610           |
| Cash and cash equivalents                          | 56,691            | 46,755            |
| Net financial debt (-)                             | 381,536           | 318,799           |
| Total equity                                       | 517,294           | 479,641           |

Revenue for the first semester of 2015 amounts to 8,759 KEUR and mainly relates to the sale of apartments (soft lofts) in the Q-Bik project in Warsaw Mokotow (6,315 KEUR) and rental income (mainly from the Warsaw Spire office project in Warsaw CBD).

The investment property (under construction) portfolio evolved from 417,553 KEUR per end 2014 to 531,743 KEUR per end of June 2015; evolution which is the combined result of current period's expenditures (59,799 KEUR), fair value adjustments (50,092 KEUR) and currency translation impact (4,299 KEUR). The current period's favorable fair value adjustment is mainly the consequence of the Company's sustained development, investment and leasing efforts, in combination with market evolution (in terms of yields and rent levels).

The operating result for the first half-year of 2015 totals to 48,637 KEUR; net profit for the period closes with 36,757 KEUR.

Property development inventories balance decreased by 5,720 KEUR to 44,463 KEUR; decrease which is mainly connected with the commercialisation of apartments in the Q-Bik project (350 residential soft lofts in Warsaw for which per mid 2015 approx. 85% of sales have been realized).

During the period the Company was able to obtain new bank borrowings and withdraw on existing credit facilities for a total amount of 50.6 MEUR. On the other hand, reimbursements and refinancings have been done for an amount of 1.2 MEUR, bringing the total outstanding amount of bank borrowings to 163.8 MEUR (compared to 114.3 MEUR at 31/12/2014). Also considering the outstanding (private and public) bonds (150,124 KEUR net) and the related party borrowings (121,490 KEUR), leverage<sup>1</sup> amounts to 43%.

<sup>1</sup> Calculated as follows: interest bearing loans and borrowings/ total assets

## **Overview**

In Poland, the Company in first instance maintained its existing land bank but also took advantage of some expansion opportunities (with e.g. acquisition of the Grzybowska 73 plot, which will together with the Grzybowska 77 plot already in portfolio, allow for the future development of a +/- 30,000 sqm office project in central Warsaw).

During the first semester of 2015, the final building permit for the Foksal 13/15 residential project, prestigious luxury apartment complex in the historic centre of Warsaw, has been received.

The Company focused on the continuation of construction works of the Warsaw Spire project, 220-meter, 49-storey development in the Warsaw Wola District which is to offer 108,000 sqm office space in total. During the first half of 2015, construction of satellite building C has been finalised, while construction works of the tower (building A) have well advanced. Also the Woloska 24 project (approx. 20,000 sqm office space in the Warsaw Mokotow District) is under construction, as well as the Plac Vogla project (approx. 5,200 sqm retail space in the Warsaw Wilanow District).

As to (pre-)leasing and occupation of projects:

Per date of the current report, the Warsaw Spire project has on the whole been leased for over 70%. Building B (delivered in 2014) is currently leased for over 90%, while building C (delivered in 2015) is leased for approx. 70%. In April 2015, the Company signed an anchor tenant lease agreement for approx. 22,000 sqm of space in the tower with Samsung. The deal is being seen as the largest office lease transaction ever in the Warsaw city centre, as well as one of the biggest in the country.

As to divestures and/or revenues:

Current period's revenues mainly related to the further commercialisation of the Q-Bik project: 350 residential soft lofts in Warsaw for which per mid 2015 approx. 85% of available units have been sold.

## **Outlook**

It is the Company's strategy to further diversify its development portfolio by spreading its developments over different real estate segments.

For the second half of 2015, the Company will continue its sustained growth. In addition, it will closely monitor specific evolutions in its active markets and real estate segments. Considering its sound financial structure and the observed and expected further market evolutions (in terms of tenant activity and evolution in yields), the Company is confident to achieve this growth and its goals for 2015 in general.

## **Risks**

Due to its activities, the Company is exposed to a variety of financial risks: market risk (including exchange rate risk, price risk and interest rate risk), credit risk and liquidity risk. Financial risks relate to the following financial instruments: trade receivables, cash and cash equivalents, trade and other payables and borrowings.

These risks, which are described in detail in the Granbero Holdings Ltd IFRS Consolidated Financial Statements at 31 December 2014, remain applicable for 2015 and are closely managed and monitored by the Company's management.

**Declaration in accordance with Art. 13 of the Belgian Royal Decree of 14 November 2007**

The Management, acting in the name of and on behalf of GRANBERO HOLDINGS LTD, attest that to the best of their knowledge,

- the interim condensed financial statements are prepared in accordance with applicable accounting standards and give, in all material respect, a true and fair view of the consolidated assets and liabilities, financial position and consolidated results of the Company and of its subsidiaries included in the consolidation for the six month period;
- the interim financial management report, in all material respect, gives a true and fair view of all important events and significant transactions with related parties that have occurred in the first six month period and their effects on the interim financial statements, as well as an overview of the most significant risks and uncertainties we are confronted with for the remaining six months of the financial year.



Paul Gheysens  
CEO & Managing Director  
Ieper  
28/09/2015



Philippe Pannier  
CFO  
Ieper  
28/09/2015

**About Ghelamco**

*Ghelamco Group is a leading European real estate investor and developer active in the offices, residential, retail and logistics markets. It maintains a high quality internal control with respect for agreed milestones over all its project development phases: land purchase, planning, coordinating the construction phase and sale or lease. Its projects combine prime and strategic locations with efficient and aesthetically inspiring designs and correct timing. Its successes on the Belgian, French, Polish, Ukrainian and Russian markets are generated by the Group's professional and enthusiastic staff that is driven by the vision and passion of its management.*

## Condensed consolidated income statement (in KEUR)

|   | 30/06/2015    | 30/06/2014    |
|---|---------------|---------------|
| Revenue                                       | 8,759         | 10,321        |
| Other operating income                        | 320           | 912           |
| Cost of Property Development Inventories      | -5,285        | -8,230        |
| Gains from revaluation of Investment Property | 50,092        | 23,404        |
| Other operating expense                       | -5,249        | -12,173       |
| <b>Operating result</b>                       | <b>48,637</b> | <b>14,234</b> |
| Finance income                                | 4,211         | 4,290         |
| Finance costs                                 | -6,598        | -13,515       |
| <b>Result before income tax</b>               | <b>46,250</b> | <b>5,009</b>  |
| Income tax expense                            | -9,493        | -752          |
| <b>Result of the period</b>                   | <b>36,757</b> | <b>4,257</b>  |
| <b>Attributable to</b>                        |               |               |
| Equity holders of parent                      | 36,757        | 4,257         |
| Non-controlling interests                     |               |               |

## Condensed consolidated statement of comprehensive income (in KEUR)

|  | 30/06/2015    | 30/06/2014   |
|--|---------------|--------------|
| <b>Profit for the period</b>                               | 36,757        | 4,257        |
| Exchange differences on translating foreign operations     | 895           | -285         |
| Other  | 1             | -12          |
| <b>Other recyclable comprehensive income of the period</b> | 896           | -297         |
| <b>Total Comprehensive income for the period</b>           | <b>37,653</b> | <b>3,960</b> |
| <b>Attributable to</b>                                     |               |              |
| Equity holders of parent                                   | 37,653        | 3,960        |
| Non-controlling interests                                  |               |              |

## Condensed consolidated balance sheet (in KEUR)

|                                    | 30/06/2015       | 31/12/2014     |
|------------------------------------|------------------|----------------|
| <b>ASSETS</b>                      |                  |                |
| <b>Non-current assets</b>          |                  |                |
| Investment Property                | 531,743          | 417,553        |
| Property, plant and equipment      | 32               | 32             |
| Receivables and prepayments        | 251,749          | 234,996        |
| Deferred tax assets                | 2,533            | 2,821          |
| Other financial assets             | 378              | 1,022          |
| Restricted cash                    | 0                | 256            |
|                                    | <b>786,435</b>   | <b>656,680</b> |
| <b>Current assets</b>              |                  |                |
| Property Development Inventories   | 44,463           | 50,183         |
| Trade and other receivables        | 137,789          | 129,702        |
| Current tax assets                 | 0                | 0              |
| Derivatives                        | 0                | 290            |
| Assets classified as held for sale |                  |                |
| Restricted cash                    | 0                | 0              |
| Cash and cash equivalents          | 56,691           | 46,755         |
| <b>Total current assets</b>        | <b>238,943</b>   | <b>226,930</b> |
|                                    |                  |                |
| <b>TOTAL ASSETS</b>                | <b>1,025,378</b> | <b>883,610</b> |

## Condensed consolidated balance sheet (in KEUR) (cont'd)

|  | 30/06/2015       | 31/12/2014     |
|--|------------------|----------------|
| <b>EQUITY AND LIABILITIES</b>  |                  |                |
| <b>Capital and reserves attributable to the Company's equity holders</b> |                  |                |
| Share capital  | 10               | 10             |
| CTA  | 7,603            | 6,708          |
| Retained earnings  | 507,780          | 471,022        |
|  | <b>515,393</b>   | <b>477,740</b> |
| Non-controlling interests  | 1,901            | 1,901          |
| <b>TOTAL EQUITY</b>  | <b>517,294</b>   | <b>479,641</b> |
| <b>Non-current liabilities</b>   |                  |                |
| Interest-bearing loans and borrowings                                    | 411,453          | 329,154        |
| Deferred tax liabilities   | 15,131           | 6,961          |
| Other non-current liabilities  | 0                | 0              |
| Long-term provisions   | 0                | 0              |
| <b>Total non-current liabilities</b>                                     | <b>426,584</b>   | <b>336,115</b> |
| <b>Current liabilities</b>   |                  |                |
| Trade and other payables   | 54,005           | 31,020         |
| Current tax liabilities  | 721              | 434            |
| Interest-bearing loans and borrowings                                    | 26,774           | 36,400         |
| Short-term provisions  |                  |                |
| <b>Total current liabilities</b>   | <b>81,500</b>    | <b>67,854</b>  |
| <b>Total liabilities</b>   | <b>508,084</b>   | <b>403,969</b> |
| <b>TOTAL EQUITY AND LIABILITIES</b>                                      | <b>1,025,378</b> | <b>883,610</b> |

## Condensed consolidated cash flow statement (in KEUR)

|  | 30/06/2015     | 30/06/2014     |
|--|----------------|----------------|
| <b>Cash flow from operating activities</b>                   |                |                |
| <b>Result of the year before income tax</b>                  | <b>46,250</b>  | <b>5,009</b>   |
| <i>Adjustments for:</i>                                      |                |                |
| - Change in fair value of investment property                | -50,092        | -23,404        |
| - Depreciation, amortization and impairment charges          |                |                |
| - Result on disposal investment property                     |                |                |
| - Change in provisions                                       |                |                |
| - Net interest charge  | -530           | 7,714          |
| - Movements in working capital:                              |                |                |
| - change in inventory  | 5,720          | 11,602         |
| - change in trade & other receivables                        | -8,087         | -9,460         |
| - change in trade & other payables                           | -894           | -5,144         |
| - change in fair value of derivatives                        | 290            | 397            |
| - Movement in other non-current liabilities                  |                |                |
| - Other non-cash items                                       | 54             | -254           |
| Income tax paid  | -748           | -235           |
| Interest paid  | -1,562         | -27,586        |
| <b>Net cash from operating activities</b>                    | <b>-9,599</b>  | <b>-41,361</b> |
| <b>Cash flow from investing activities</b>                   |                |                |
| Interest received  | 4,211          | 4,290          |
| Purchase of property, plant & equipment                      | -12            | 2              |
| Purchase of investment property                              | -36,105        | -29,139        |
| Capitalized interest in investment property                  | -7,736         | -2,987         |
| Proceeds from disposal of investment property                |                | 0              |
| Cash outflow on other non-current financial assets           | -16,109        | 3,231          |
| Movement in restricted cash accounts                         | 256            | 98             |
| <b>Net cash flow used in investing activities</b>            | <b>-55,495</b> | <b>-24,505</b> |
| <b>Financing Activities</b>                                  |                |                |
| Proceeds from borrowings                                     | 87,898         | 135,293        |
| Repayment of borrowings                                      | -15,225        | -56,254        |
| <b>Net cash inflow from / (used in) financing activities</b> | <b>72,673</b>  | <b>79,039</b>  |
| <b>Net increase in cash and cash equivalents</b>             | <b>7,579</b>   | <b>13,173</b>  |

|   |               |               |
|---|---------------|---------------|
| <b>Cash and cash equivalents at 1 January</b>             | <b>46,755</b> | <b>38,808</b> |
| Effects of exch. Rate changes in non-EUR countries        | 2,357         | 0             |
| <b>Cash and cash equivalents at the end of the period</b> | <b>56,691</b> | <b>51,981</b> |

### Condensed consolidated statement of changes in equity (in KEUR)

|                                     | Attributable to the equity holders |                                |                   | Non-controlling interests | Total equity   |
|-------------------------------------|------------------------------------|--------------------------------|-------------------|---------------------------|----------------|
|                                     | Share capital                      | Cumulative translation reserve | Retained earnings |                           |                |
| <b>Balance at 1 January 2014</b>    | <b>10</b>                          | <b>7,215</b>                   | <b>465,771</b>    | <b>1,901</b>              | <b>474,897</b> |
| Foreign currency translation (CTA)  |                                    | -285                           |                   |                           | -285           |
| Profit/(loss) for the period        |                                    |                                | 4,257             |                           | 4,257          |
| Dividend distribution               |                                    |                                |                   |                           |                |
| Change in non-controlling interests |                                    |                                |                   |                           |                |
| Change in the consolidation scope   |                                    |                                | -12               |                           | -12            |
| <b>Balance at 30 June 2014</b>      | <b>10</b>                          | <b>6,930</b>                   | <b>470,016</b>    | <b>1,901</b>              | <b>478,857</b> |
| <b>Balance at 1 January 2015</b>    | <b>10</b>                          | <b>6,708</b>                   | <b>471,022</b>    | <b>1,901</b>              | <b>479,641</b> |
| Foreign currency translation (CTA)  |                                    | 895                            |                   |                           | 895            |
| Profit/(loss) for the period        |                                    |                                | 36,757            |                           | 36,757         |
| Dividend distribution               |                                    |                                |                   |                           |                |
| Change in non-controlling interests |                                    |                                |                   |                           |                |
| Change in the consolidation scope   |                                    |                                | 1                 |                           | 1              |
| <b>Balance at 30 June 2015</b>      | <b>10</b>                          | <b>7,603</b>                   | <b>507,780</b>    | <b>1,901</b>              | <b>517,294</b> |

## Notes to the condensed consolidated interim financial statements at 30 June 2015

### 1. Basis of preparation

The condensed consolidated interim financial statements have been prepared in accordance with IAS 34 “Interim Financial Reporting”, as adopted by the European Union.

The new interpretations and standards that are applicable from 2015 (including IFRIC21) did not have any significant impact on the Company’s financial statements.

### 2. Significant accounting policies

The condensed consolidated interim financial statements are prepared on a historic cost basis, with the exception of investment property (under construction) and derivative financials instruments, which are stated at fair value.

All figures are in thousands of EUR (KEUR), unless stated otherwise.

The accounting policies adopted are consistent with those followed for the preparation of the Company’s consolidated financial statements for the year ended 31 December 2014.

### 3. Property development inventories

Property Development Inventories contain mainly plots of land held for development of residential purposes and residential buildings either finished or still under construction.

|                                  | <b>30/06/2015</b> | <b>31/12/2014</b> |
|----------------------------------|-------------------|-------------------|
| Property Development Inventories | 44,463            | 50,183            |
|                                  | <b>44,463</b>     | <b>50,183</b>     |

A large part (17,624 KEUR) of the 30/06/2015 inventory balance relates to the Q-Bik project (350 residential soft lofts in the Mokotów district of Warsaw); project for which at the date of this report, approx. 85% of available units have been sold.

#### 4. Investment property (under construction)

|   |                |
|---|----------------|
| <b>Balance at 31 December 2014</b>        | <b>417,553</b> |
| Acquisition of properties                 | 1,597          |
| Acquisition through business combinations |                |
| Subsequent expenditure                    | 58,202         |
| Transfers                                 |                |
| - Assets classified as held for sale      |                |
| - Other transfers                         |                |
| Adjustment to fair value through P/L      | 50,092         |
| Disposals                                 |                |
| CTA                                       | 4,299          |
| other                                     |                |
| <b>Balance at 30 June 2015</b>            | <b>531,743</b> |

Investment Properties are stated at fair value as determined by either independent appraisers or by management and are classified in 4 categories:

- A. Land without pre-permit approval, held for capital appreciation or undetermined use (fair value based on comparative method);
- B. Land with pre-permit approval held for development and investment (fair value based on the potential of constructing leasable m<sup>2</sup>);
- C. Land + Construction ongoing (fair value based on the residual method);
- D. Completed Projects held for investment,

| SPV                           | Commercial Name              | Valuation | Cat | 30/06/2015 | 31/12/2014 |
|-------------------------------|------------------------------|-----------|-----|------------|------------|
|                               |                              |           |     | KEUR       | KEUR       |
| Apollo Invest                 | Spinnaker Tower              | KNF       | B   | 18,313     | 17,259     |
| Postepu SKA/Business Bud      | Postepu Business Park        | KNF       | B   | 10,030     | 10,043     |
| Sienna Towers SKA/Capital SKA | Sienna Towers                | KNF       | B   | 55,658     | 52,897     |
| WS SKA/Warsaw Spire           | Spire and Chopin Tower       | KNF       | C/D | 327,705    | 244,183    |
| Sobieski SKA/Innovation       | Sobieski Tower               | DTZ       | B   | 18,330     | 17,748     |
| Market SKA                    | Mszczonow Logistics          | ASB       | B   | 2,832      | 2,832      |
| SBP SKA/Pro Business          | Synery Business Park Wroclaw | KNF       | B   | 20,315     | 20,002     |
| Grybowska77 SKA               | Grzybowska                   | KNF       | B   | 23,460     | 9,700      |
| Wronia SKA/Logistyka SKA      | Wronia                       | KNF       | B   | 17,090     | 16,650     |
| Vogla SKA/Callista SKA        | Wilanow Retail               | KNF       | C   | 12,329     | 6,927      |
| Tilia SKA/ACG1 SKA            | Powisle                      | KNF       | A   | 5,790      | 6,120      |
| Dahlia SKA                    | Woloska 24                   | KNF       | C   | 19,891     | 13,192     |

**TOTAL :** **531,743      417,553**

Legend : KNF = Knight Frank, DTZ= DTZadelhof, ASB = Asbud

The average yields used in the expert valuations (applying residual method) on 30 June are as follows:

- 5.75% to 8.25% depending on the specifics, nature and location of the developments (vs. 6.50% to 8.25% per 31/12/2014).

## 5. Restricted cash

|                             | 30/06/2015 | 31/12/2014 |
|-----------------------------|------------|------------|
| Restricted cash non-current | 0          | 256        |
| Restricted cash current     | 0          | 0          |
|                             | <u>0</u>   | <u>256</u> |

Last year's outstanding balance (related to an amount on escrow and still to be released after the Trinity Park III sale of 2010) has in the current period been settled.

## 6. Interest bearing loans and borrowings

|                                  | 30/06/2015     | 31/12/2014     |
|----------------------------------|----------------|----------------|
| <b>Non-current</b>               |                |                |
| Bank borrowings – floating rate  | 139,762        | 94,515         |
| Other borrowings – floating rate | 271,691        | 234,639        |
|                                  | <b>411,453</b> | <b>329,154</b> |
| <b>Current</b>                   |                |                |
| Bank borrowings – floating rate  | 24,012         | 19,832         |
| Other borrowings                 | 2,762          | 16,568         |
|                                  | <b>26,774</b>  | <b>36,400</b>  |
| <b>TOTAL</b>                     | <b>438,227</b> | <b>365,554</b> |

### 6.1 Bank borrowings

During the period, the Company obtained new secured bank loans mainly expressed in EUR and/or PLN and withdrew on existing credit facilities for a total amount of 50.6 MEUR, all Euribor and Wibor based. On the other hand, reimbursements (and/or refinancings) have been done for a total amount of 1.2 MEUR, net of prolongation of a number of borrowings.

When securing debt finance for its (larger) projects, the Company always negotiates long term agreements with its banks. Under these agreements, the bank swaps land acquisition loans (2 year term) into development loans (additional 2 year term) and swaps development loans into investment loans (usually 5 years term) upon the fulfilment of pre-agreed conditions.

Most banking partners of the Company have accepted the above as a “framework” for past, current and future co-operation.

With respect to the outstanding short-term bank borrowings, it is to be mentioned that in the second half of 2015, part will actually be reimbursed following the contractual terms and part will be prolonged or refinanced (e.g. through resp. swap to development or investment loan).

92% of the outstanding non-current bank borrowings is maturing within a 3 years-period and 8% is maturing after more than 5 years.

## 6.2 Bonds (150,124 KEUR long-term – 0 KEUR short-term)

The Company has in the current period (via Ghelamco Invest Sp. z o.o.) issued series PE within its 200 MPLN public bonds program for an amount of 50,000 KPLN to institutional investors. These bonds have a term of 4 years and bear an interest of Wibor 6 months + 4.5%.

In addition, the Company issued series PPB and PPC within its new 250 MPLN public retail bonds program for an amount of resp. 50,000 KPLN and 30,000 KPLN. These bonds have a term of 4 years and bear an interest rate of Wibor 6 months + 4.0%

The bond proceeds are to be applied for the financing of the Company's further investment projects within the Warsaw metropolitan area, in Wroclaw or Katowice.

On the other hand, the Company has reimbursed following bond tranches, at their maturity date:

- 55.800 KPLN remaining bonds from Series C of the 200 MPLN private bonds program;
- 3.200 KPLN remaining bonds from Series D of the 200 MPLN private bonds program.

Total bonds balance outstanding per balance sheet date (150,124 KEUR) represents the amount of issue (617.60 MPLN + 6,3 MEUR) less capitalized issue costs, which are amortised over the term of the bonds.

## 6.3 Other loans (124,329 KEUR)

Remaining outstanding loans mainly relate to intercompany loans (121,490 KEUR), LT rent deposits (77 KEUR) and a short-term loan (2,750 KEUR) from a third party investor maturing on 30/09/2015.

The intercompany loans are granted at arm's length conditions.

No defaults of payments or breaches of borrowing agreements occurred as of 30 June 2015.

Bank borrowings are secured by amongst others the property development projects of the Company, including land and in-process construction, pledge on SPV shares, etc.

The bonds are secured by a redemption surety granted by Granbero Holdings Ltd, (the Company).

The loan agreements granted by the bank are sometimes subject to a number of covenants (Loan to Value, Loan to Cost, Debt Service Cover). During the period and per end of the period, there were no events of default in respect of these borrowings.

Also the terms and conditions of the bond issues have been complied with as of balance sheet date.

## 7. Revenue

Revenue can be detailed as follows:

|                               | 30.06.2015   | 30.06.2014    |
|-------------------------------|--------------|---------------|
| Sales of Residential Projects | 6,315        | 8,185         |
| Rental Income                 | 2,444        | 2,136         |
| <b>TOTAL REVENUE</b>          | <b>8,759</b> | <b>10,321</b> |

Rental income as of 30 June 2015 relates to rent from commercial projects (mainly Warsaw Spire).

The residential projects sales as of 30 June 2015 fully relate to soft loft apartments in the QBik project, Warsaw.

## 8. Other items included in operating profit/loss

### Other operating income

The current period's other operating income mainly relates to re-charges to related parties.

|  | 30/06/2015 | 30/06/2014 |
|--|------------|------------|
| <b>Gains from revaluation of Investment Property</b> | 50,092     | 23,404     |

Fair value adjustments over the first half of 2015 amount to 50,092 KEUR, which is mainly the result of current period's further engineering, development, construction and leasing efforts, in combination with evolution in market conditions (in terms of yields and rent rate levels). Main fair value adjustments have been recognized on the Warsaw Spire project (of which building B was delivered in 2014 and building C in 2015) and the Grzybowska77 project (plot for the future development of a +/- 30 Ksqm mixed office and retail project).

|  | 30/06/2015   | 30/06/2014    |
|--|--------------|---------------|
| <b>Other operating expenses</b>                  |              |               |
| Taxes and charges                                | 783          | 336           |
| Insurance expenses                               | 17           | 9             |
| Audit, legal and tax expenses                    | 196          | 671           |
| Sales expenses (agency fees and w/o agency fees) | 754          | 6,439         |
| Maintenance cost (projects)                      | 223          | -             |
| Rental guarantee expenses                        | 1,103        | 1,204         |
| Operating expenses with related parties          | 964          | 597           |
| W/o TPIII earn-out                               | 256          | -             |
| Miscellaneous                                    | 953          | 2,917         |
| <b>Total:</b>                                    | <b>5,249</b> | <b>12,173</b> |

End of June 2014 sales expenses related to a significant extent to the release to the P/L of capitalized agency fees on the Katowice Business Point, the Marynarska 12/T-Mobile Office Park and the Lopuszanska Business Park projects, which were sold shortly after period-end.

## 9. Finance income and finance costs

|                                  | 30/06/2015    | 30/06/2014     |
|----------------------------------|---------------|----------------|
| Foreign exchange gains           | -             | -              |
| Interest income                  | 4,211         | 4,290          |
| Other finance income             |               |                |
| <b>Total finance income</b>      | <b>4,211</b>  | <b>4,290</b>   |
| Interest expense                 | -3,681        | -12,004        |
| Other interest and finance costs | -895          | -1,447         |
| Foreign exchange losses          | -2,022        | -64            |
| <b>Total finance costs</b>       | <b>-6,598</b> | <b>-13,515</b> |

The decrease in interest expenses is explained by the fact that current period's portfolio mainly contains projects under development and/or construction, while last year's portfolio still contained a significant number of delivered projects (which have in Q3 2014 been sold to Starwood). Financing costs on not yet delivered projects are capitalized while financing costs on delivered/income generating projects are expensed.

## 10. Financial instruments

The table below summarizes all financial instruments by category and discloses the fair values of each instrument and the fair value hierarchy.

| Financial instruments (x € 1 000)       | 30.06.2015                                 |                    |   |                |                  |
|---|--|--------------------|---|----------------|------------------|
|   | At fair value through P/L-held for trading | Available for sale | Loans and receivables/HTM at amortised cost | Fair value     | Fair value level |
| Other financial investments             |  |                    |   |                |                  |
| Other financial assets                  |  | -                  | 378   | 378            | 2                |
| Non-current receivables                 |  |                    |   |                |                  |
| Receivables and prepayments             |  |                    | 251,749                                     | 251,749        | 2                |
| Restricted cash                         |  |                    | -   | -              |                  |
| Current receivables                     |  |                    |   |                |                  |
| Trade and other receivables             |  |                    | 124,901                                     | 124,901        | 2                |
| Derivatives                             | -  |                    |   | -              |                  |
| Cash and cash equivalents               |  |                    | 56,691                                      | 56,691         | 2                |
| <b>Total Financial Assets</b>           | <b>0</b>                                   | <b>0</b>           | <b>433,719</b>                              | <b>433,719</b> |                  |
| Interest-bearing borrowings - non-curr. |  |                    |   |                |                  |
| Bank borrowings                         |  |                    | 139,762                                     | 139,762        | 2                |
| Bonds                                   |  |                    | 150,124                                     | 150,124        | 2                |
| Other borrowings                        |  |                    | 121,567                                     | 121,567        | 2                |
| Interest-bearing borrowings - current   |  |                    |   |                |                  |
| Bank borrowings                         |  |                    | 24,012                                      | 24,012         | 2                |
| Bonds                                   |  |                    | -   | -              | 2                |
| Other borrowings                        |  |                    | 2,762                                       | 2,762          | 2                |
| Current payables                        |  |                    |   |                |                  |
| Trade and other payables                |  |                    | 51,377                                      | 51,377         | 2                |
| <b>Total Financial Liabilities</b>      | <b>-</b>                                   | <b>-</b>           | <b>489,604</b>                              | <b>489,604</b> |                  |

| Financial instruments (x € 1 000)       | 31.12.2014                                 |                    |   |                |                  |
|---|--|--------------------|---|----------------|------------------|
|   | At fair value through P/L-held for trading | Available for sale | Loans and receivables/HTM at amortised cost | Fair value     | Fair value level |
| Other financial investments             |  |                    |   |                |                  |
| Other financial assets                  |  | -                  | 1,022                                       | 1,022          | 2                |
| Non-current receivables                 |  |                    |   |                |                  |
| Receivables and prepayments             |  |                    | 234,996                                     | 234,996        | 2                |
| Restricted cash                         |  |                    | 256   | 256            | 2                |
| Current receivables                     |  |                    |   |                |                  |
| Trade and other receivables             |  |                    | 120,972                                     | 120,972        | 2                |
| Derivatives                             | 290  |                    |   | 290            | 2                |
| Cash and cash equivalents               |  |                    | 46,755                                      | 46,755         | 2                |
| <b>Total Financial Assets</b>           | <b>290</b>                                 | <b>0</b>           | <b>404,001</b>                              | <b>404,291</b> |                  |
| Interest-bearing borrowings - non-curr. |  |                    |   |                |                  |
| Bank borrowings                         |  |                    | 94,515                                      | 94,515         | 2                |
| Bonds                                   |  |                    | 117,959                                     | 117,959        | 2                |
| Other borrowings                        |  |                    | 116,680                                     | 116,680        | 2                |
| Interest-bearing borrowings - current   |  |                    |   |                |                  |
| Bank borrowings                         |  |                    | 19,832                                      | 19,832         | 2                |
| Bonds                                   |  |                    | 13,806                                      | 13,806         | 2                |
| Other borrowings                        |  |                    | 2,762                                       | 2,762          | 2                |
| Current payables                        |  |                    |   |                |                  |
| Trade and other payables                |  |                    | 27,597                                      | 27,597         | 2                |
| <b>Total Financial Liabilities</b>      | <b>-</b>                                   | <b>-</b>           | <b>393,151</b>                              | <b>393,151</b> |                  |

## **11. Transactions with related parties**

Since 2007, Ghelamco (Consortium)'s business activities are structured in three major holdings under common control of the ultimate shareholders:

- Investment Holding: comprises resources invested in the development of real estate projects in Belgium, Poland, Russia and Ukraine and the intra-group Financing Vehicles – referred to as “Investment Group” or the “Group”;
- Development Holding: represents international entities that provide construction, engineering and development services to the Investment Group;
- Portfolio Holding: consists of all other activities and real estate investments controlled by the ultimate shareholders.

Granbero Holdings Ltd (the “Company”) is the holding company of the Polish activities of Ghelamco Group Comm. VA, which is in turn the holding company of the Investment Group. Granbero Holdings Ltd, together with its direct and indirect legal subsidiaries, constitute the reporting entity for the purpose of these interim condensed financial statements.

Balances and transactions between the Company and related parties (belonging to the Development Holding and the Portfolio Holding) mainly relate to construction and development services on the one hand and financial related party transactions on the other hand.

### **Trading transactions: purchase of construction, engineering and other related services from related parties**

#### *Construction and development services*

The Company has entered into property development and construction contracts with property development and construction companies (“Contractors”), subsidiaries of International Real Estate Services Comm. VA, the parent company of Ghelamco's “Development Holding”:

- Ghelamco Poland with its registered office in Warsaw.

#### *Engineering and architectural design services*

APEC Architectural Engineering Projects Limited (a limited liability company registered under the laws of Ireland) and Safe Invest Sp. z o.o (a limited liability company registered under the laws of Poland), both direct and indirect legal subsidiaries of International Real Estate Services Comm. VA, the parent company of Ghelamco's “Development Holding”, coordinate engineering and architectural design services provided to the Company in accordance with terms of the respective contracts. Purchases of services from Apec Ltd and Safe Invest Sp. z o.o exceed 80% of all engineering, architectural design and other related services acquired by the Company.

### **Other related party transactions**

The excess cash balances generated by the Company's real estate development activities can, besides being reinvested in the Polish entities belonging to the Investment Holding, also be invested in entities belonging to the Development Holding and Portfolio Holding in the form of short and long-term loans. These loans are granted at the arm's length conditions.



Above described related party transactions and balances can be detailed as follows:

|  |          |
|--|----------|
| Purchases of construction, engineering and architectural design: | -52,239  |
| related party trade receivable                                   | 4,839    |
| related party trade accounts payable                             | -23,120  |
| related party non-current loans receivable                       | 241,767  |
| related party interests receivable                               | 44,645   |
| related party C/A receivable                                     | 71,443   |
| related party non-current loans payable                          | -121,490 |
| related party interests payable                                  | -15,767  |
| related party C/A payable  | -5,203   |

## 12. Post balance sheet events

- None



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## Granbero Holdings Ltd and subsidiaries

**Report on review  
of the consolidated interim financial  
information for the six-month period  
ended 30 June 2015**

## Granbero Holdings Ltd and subsidiaries

### Report on review of the consolidated interim financial information for the six-month period ended 30 June 2015

We are pleased to report to you on the audit assignment you have entrusted us. This consolidated interim financial information comprises the condensed consolidated balance sheet as at 30 June 2015, the condensed consolidated income statement, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated cash flow statement for the period of six months then ended, as well as selective notes 1 to 12.

#### Report on the consolidated interim financial information

We have reviewed the consolidated interim financial information of Granbero Holdings Ltd ("the company") and its subsidiaries (jointly "the group"), prepared in accordance with International Financial Reporting Standard IAS 34 – *Interim Financial Reporting* as adopted by the European Union.

The condensed consolidated balance sheet shows total assets of 1,025,378 (000) EUR and the condensed consolidated income statement shows a consolidated profit (group share) for the period then ended of 36,757 (000) EUR.

The board of directors of the company is responsible for the preparation and fair presentation of the consolidated interim financial information in accordance with IAS 34 – *Interim Financial Reporting* as adopted by the European Union. Our responsibility is to express a conclusion on this consolidated interim financial information based on our review.

#### Scope of review

We conducted our review of the consolidated interim financial information in accordance with International Standard on Review Engagements (ISRE) 2410 – *Review of interim financial information performed by the independent auditor of the entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit performed in accordance with the International Standards on Auditing (ISA) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion on the consolidated interim financial information.





*Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the consolidated interim financial information of Granbero Holdings Ltd has not been prepared, in all material respects, in accordance with IAS 34 – *Interim Financial Reporting* as adopted by the European Union.

Diegem, 28 September 2015

**The independent auditor**



**DELOITTE Bedrijfsrevisoren / Reviseurs d'Entreprises**  
BV o.v.v.e. CVBA / SC s.f.d. SCRL  
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