

These materials are not an offer or the solicitation of an offer for the sale or subscription of the shares of Grand City Properties S.A. in the United States of America. The subscription rights and the shares referred to herein may not, at any time, be offered, sold, exercised, pledged, delivered or otherwise transferred within or into the United States of America except to “qualified institutional buyers” (as defined in Rule 144A under the U.S. Securities Act of 1933, as amended (“**Securities Act**”)) in accordance with Section 4(a)(2) of the Securities Act or another applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Grand City Properties S.A. has not registered and does not intend to register the subscription rights and/or the shares under the Securities Act or publicly offer the subscription rights and/or shares in the United States of America.

GRAND CITY

Properties S.A.

Grand City Properties S.A.

(a public limited liability company (*société anonyme*),
incorporated under the laws of the Grand Duchy of Luxembourg,
with registered office at 1, avenue du Bois, L-1251 Luxembourg, Grand Duchy of Luxembourg,
registered with the Luxembourg trade and companies register
(*Registre de commerce et des sociétés*) under number B 165560

ISIN: LU0775917882

WKN: A1JXCV

Trading Symbol: GYC (XETRA)

ISIN LU1833004580 / WKN A2JNCE

(subscription rights and inseparably associated Partial Dividend Rights – cash payment)

ISIN LU1832990003 / WKN A2JNCF

(exercised subscription rights and inseparably associated Partial Dividend Rights – share delivery)

Publication of Subscription Price and Subscription Ratio

We refer to the offer published on the website of Grand City Properties S.A. (“**GCP**” or “**Company**”) on 28 June 2018 concerning the subscription for new shares created by the capital increase from authorised share capital via a contribution in kind, as resolved by the Board of Directors of GCP on 27 June 2018 (“**Subscription Offer**”).

The Board of Directors of the Company resolved on 27 June 2018 to partially use the authorised share capital pursuant to Article 5.2 of the Company’s articles of association (“**Authorised Capital**”), and to increase the share capital from EUR 16,478,888.30 through the issuance of additional bearer shares of a par value of ten cents (EUR 0.10) each (“**New Shares**”) against contribution in kind upon the exercise of subscription rights (“**Capital Increase**”). The New Shares are entitled to participate in any dividends as from 1 January 2018.

In line with the principles for the determination of the subscription price and the subscription ratio as set out in the Subscription Offer, the Board of Directors of the Company on 5 July 2018 has resolved as follows:

The subscription price per New Share shall be EUR 21.8731.

The subscription ratio shall be 42.8045 : 1.

The information in this document is not intended for distribution in the USA, Australia, Canada or Japan, or for publication in the USA, Australia, Canada or Japan.

Consequently, the contribution in kind to be made for the subscription for each New Share shall be 42.8045 partial dividend rights resulting from the resolution adopted by the annual general meeting of the Company on 27 June 2018, in the amount of EUR 0.511 per dividend-bearing share.

The subscription period will continue up to and including 10 July 2018.

Sales restrictions

The New Shares will be offered to the public exclusively in the Grand Duchy of Luxembourg and Germany. Neither the subscription rights nor the new shares have been, or will be, registered under the U.S. Securities Act of 1933 as amended ("**Securities Act**") or with the securities regulators of any state or other jurisdiction of the United States of America. At no time may the subscription rights and new shares be directly or indirectly offered, sold, exercised, pledged, transferred or delivered within or into the United States of America, except to "qualified institutional buyers" as defined in Rule 144A of the Securities Act, in accordance with Section 4(a)(2) of the Securities Act or on the basis of an applicable exemption, or in a transaction not subject to the registration requirements of the Securities Act, provided that there is no breach of applicable securities legislation in the individual states of the United States of America.

Luxembourg, 5 July 2018

Grand City Properties S.A.

The Board of Directors