

Raport Bieżący nr 9/2022 z dnia 22 czerwca 2022

Informacja o wynikach oferty przetargowej dotyczącej zakupu akcji Atlas Estates Limited

Rada Dyrektorów **Atlas Estates Limited** („Spółka”) niniejszym informuje, że w dniu 21 czerwca 2022 otrzymała zawiadomienie od **Fragiolig Holdings Limited** (“Fragiolig”) oraz **Atlas International Holdings Limited**(„Atlas International”) o następującej treści:

„The Notifying Parties hereby notify that on 21 June 2022, as a result of the settlement of a transaction concerning the acquisition of shares in Atlas Estates Limited (the “**Company**”) covered by subscriptions that were placed by the shareholders of the Company in response to a tender offer to place subscriptions for the sale of shares in the Company announced on 20 April 2022 by Notifying Parties pursuant to Article 91, section 5 of the Act of 29 July 2005 on public offerings, the conditions governing the introduction of financial instruments to organised trading, and on public companies (consolidated text: Polish Journal of Laws of 2021, item 1983) (the “**Act**”) (the “**Tender Offer**”) (the “**Tender Offer Settlement**”), Fragiolig as an entity purchasing the shares in the Tender Offer acquired directly, **2,297,401** (two million, two hundred and ninety-seven thousand, four hundred and one) ordinary book-entry form issued shares in the share capital of the Company, which represent **4.57%** (four point fifty-seven percent) of the total number of shares in the share capital of the Company, which carry the right to exercise **2,297,401** (two million, two hundred and ninety-seven thousand, four hundred and one) votes at the General Meeting, which represent **4.57%** (four point fifty-seven percent) of the overall number of votes at the General Meeting¹.

Directly prior to the Tender Offer Settlement:

1. Fragiolig held directly **37,562,884** (thirty-seven million, five hundred and sixty-two thousand, eight hundred and eighty-four) shares in the Company, representing **37,562,884** (thirty-seven million, five hundred and sixty-two thousand, eight hundred and eighty-four) of votes at the General Meeting, i.e. approximately **74.65%** (seventy-four point sixty-five percent) of the overall number of votes in the share capital of the Company and approximately **74.65%** (seventy-four point sixty-five percent) of the overall number of shares in share capital of the Company (including those shares held as treasury shares). In addition, Fragiolig held indirectly (through the Company) **3,470,000** (three million, four hundred and seventy thousand) treasury shares which jointly represent approximately **6.90%** of the share capital of the Company and entitle their holder to **3,470,000** (three million, four hundred and seventy thousand) votes at the general meeting of the Company, which represent approximately **6.90%** of the overall number of votes at the general meeting of the Company (the “**Treasury Shares**”), provided that, in accordance with the provisions of section 326(4)(a) of the Companies (Guernsey) Law, 2008, as amended, the Company may not exercise any voting rights attaching to the Treasury Shares.

¹ All references in this notification to the “**overall number of votes**” apply to the voting rights represented by all existing shares in the share capital of the Company as at the date of the notification, i.e. **50,322,014** (fifty million, three hundred and twenty-two thousand, fourteen) shares, meaning that they also include the voting rights represented by the Treasury Shares (that may not be exercised while the Treasury Shares are being held by the Company).

2. Dominant entities of the Notifying Parties² i.e., Coralcliff³, Revaia⁴ and Mr Ron Izaki held indirectly **47,494,309** (forty-seven million, four hundred and ninety-four thousand, three hundred and nine) shares in the Company, representing **47,494,309** (forty-seven million, four hundred and ninety-four thousand, three hundred and nine) of votes at the General Meeting, i.e. approximately **94.38%** (ninety-four point thirty-eight percent) of the overall number of votes in the share capital of the Company and approximately **94.38%** (ninety-four point thirty-eight percent) of the overall number of shares in share capital of the Company, including:

37,562,884 (thirty-seven million, five hundred and sixty-two thousand, eight hundred and eighty-four) shares in the Company, representing **37,562,884** (thirty-seven million, five hundred and sixty-two thousand, eight hundred and eighty-four) of votes at the General Meeting, i.e. approximately **74.65%** (seventy-four point sixty-five percent) of the overall number of votes in the share capital of the Company and approximately **74.65%** (seventy-four point sixty-five percent) of the overall number of shares in share capital of the Company (including those shares held as treasury shares) - held directly by Fragiolig;

the Treasury Shares – held directly by the Company and indirectly by Fragiolig; and

6,461,425 (six million, four hundred and sixty-one thousand, four hundred and twenty-five) shares in the Company, representing **6,461,425** (six million, four hundred and sixty-one thousand, four hundred and twenty-five) of votes at the General Meeting, i.e. approximately **12.84%** (twelve point eighty-four percent) of the overall number of votes in the share capital of the Company and approximately **12.84%** (twelve point eighty-four percent) of the overall number of shares in the share capital of the Company – held directly by Atlas International; Atlas International’s sole shareholder is IGMG⁵, whose sole shareholder is Coralcliff.

At present, i.e. after the Tender Offer Settlement:

3. Fragiolig holds directly **39,860,285** (thirty-nine million, eight hundred and sixty thousand, two hundred and eighty-five) shares in the Company, representing **39,860,285** (thirty-nine million, eight hundred and sixty thousand, two hundred and eighty-five) of votes at the General Meeting, i.e. approximately **79.21%** (seventy-nine point twenty-one percent) of the overall number of votes in the share capital of the Company and approximately **79.21%** (seventy-nine point twenty-one percent). In addition, Fragiolig holds indirectly (through the Company) the Treasury Shares.

4. Coralcliff, Revaia and Mr Ron Izaki hold indirectly **49,791,710** (forty-nine million, seven hundred and ninety-one thousand, seven hundred and ten) shares in the Company, representing **49,791,710** (forty-nine million, seven hundred and ninety-one thousand, seven hundred and ten) of votes at the General Meeting, i.e. approximately **98.95%** (ninety-eight point ninety-five percent) of the overall number of votes in the share capital of the Company and approximately **98.95%** (ninety-eight point ninety-five percent) of the overall number of shares in share capital of the Company, including:

² The indirect dominant entity and the ultimate beneficial owner of both Notifying Parties is Ron Izaki, who holds indirectly 100% of Fragiolig, Atlas International, Coralcliff and directly 100% of Revaia. Fragiolig’s sole shareholder is Coralcliff. Atlas International’s sole shareholder is IGMG, whose sole shareholder is Coralcliff. The 99% shareholder of Coralcliff is Revaia.

³ “**Coralcliff**” means Coralcliff Ltd., with registered office in 134 Makariou III Avenue, 3021 Limassol, Cyprus, registered in Cyprus under registration number HE215078.

⁴ “**Revaia**” means Revaia Haspakat Mayim Be’er Yaacov Ltd., with registered office in 2 Lechi Street, Bney-Brak, Israel, registered in Israel under registration number 510046634.

⁵ “**IGMG**” means IGMG Ltd. with its registered office in PO Box 282, Oak House, Hirzel Street, St Peter Port, Guernsey, GY1 3RH, registered in Guernsey under registration number 48246.

39,860,285 (thirty-nine million, eight hundred and sixty thousand, two hundred and eighty-five) shares in the Company, representing **39,860,285** (thirty-nine million, eight hundred and sixty thousand, two hundred and eighty-five) of votes at the General Meeting, i.e. approximately **79.21%** (seventy-nine point twenty-one percent) of the overall number of votes in the share capital of the Company and approximately **79.21%** (seventy-nine point twenty-one percent) - held directly by Fragiolig;

the Treasury Shares – held directly by the Company and indirectly by Fragiolig; and

6,461,425 (six million, four hundred and sixty-one thousand, four hundred and twenty-five) shares in the Company, representing **6,461,425** (six million, four hundred and sixty-one thousand, four hundred and twenty-five) of votes at the General Meeting, i.e. approximately **12.84%** (twelve point eighty-four percent) of the overall number of votes in the share capital of the Company and approximately **12.84%** (twelve point eighty-four percent) of the overall number of shares in the share capital of the Company – held directly by Atlas International.

The Notifying Parties inform that, besides the Company, there are no subsidiaries thereof which hold any shares in the Company.

The Notifying Parties inform that there are no third parties referred to in Article 87 section 1(3)(c) of the Act on Public Trading, i.e. third parties with which any of the Notifying Parties would conclude an agreement concerning a transfer of the power to exercise voting rights.

The Notifying Parties note that they are not entitled to any rights to votes represented by the shares in the Company which they are entitled or required, as holders of financial instruments referred to in Article 69b section 1(1) of the Act on Public Trading and financial instruments referred to in Article 69b section 1(2) of the Act on Public Trading, to acquire, which are not exercised exclusively through cash settlement.

The Notifying Parties inform that they are not entitled to exercise any voting rights represented by the shares in the Company which are, directly or indirectly, subject to the financial instruments referred to in Article 69b section 1(2) of the Act on Public Trading.”

Podstawa prawna: Art. 70 pkt. 1 Ustawy z dnia 29 lipca 2005 r. o ofercie publicznej i warunkach wprowadzania instrumentów finansowych do zorganizowanego systemu obrotu oraz o spółkach publicznych (tekst jednolity Dz.U.2018.512 ze zmianami).