



G CITY EUROPE  
(formerly "Atrium European Real Estate Limited")

# INTERIM FINANCIAL STATEMENTS 30 JUNE 2022



# CONTENTS

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CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS	03
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS	07
REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS	14

# CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	30 June 2022		31 December 2021		
		€'000 Unaudited	€'000 Unaudited	€'000 Audited	€'000 Audited
<b>ASSETS</b>					
<b>Non-current assets</b>					
Standing investments	4	2,238,277		2,340,068	
Redevelopments and land	5	271,865		244,383	
Equity-accounted investment in joint ventures		188,731		192,773	
Derivatives	10	13,122		-	
Other non-current assets	6	82,872		65,745	
			<b>2,794,867</b>		<b>2,842,969</b>
<b>Current assets</b>					
Cash and cash equivalents		334,303		500,375	
Other current assets	7	36,137		40,351	
Financial assets at FVOCI		9,470		9,103	
Assets held for sale		11,429		-	
			<b>391,339</b>		<b>549,829</b>
<b>TOTAL ASSETS</b>			<b>3,186,206</b>		<b>3,392,798</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Equity</b>	8		<b>1,433,807</b>		<b>1,923,048</b>
<b>Non-current liabilities</b>					
Long term borrowings	9	1,229,356		1,073,897	
Derivatives	10	-		11,847	
Other non-current liabilities	11	129,278		145,493	
			<b>1,358,634</b>		<b>1,231,237</b>
<b>Current liabilities</b>					
Short term borrowings	9	308,419		158,492	
Other current liabilities	12	82,290		76,905	
Provisions		3,056		3,116	
			<b>393,765</b>		<b>238,513</b>
<b>TOTAL EQUITY AND LIABILITIES</b>			<b>3,186,206</b>		<b>3,392,798</b>

The condensed consolidated interim financial statements were approved and authorised for issue by the Board of Directors on 9 August 2022 and were signed on the Board's behalf by Chaim Katzman, Chairman of the Board.

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(Unaudited)	Note	Three months ended 30 June 2022		Six months ended 30 June 2022		Three months ended 30 June 2021		Six months ended 30 June 2021	
		€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Gross rental income		34,805		67,524		32,587		65,078	
Service charge income		14,326		28,292		10,329		21,047	
Net property expenses		(17,186)		(33,705)		(14,455)		(27,480)	
<b>Net rental income</b>		<b>31,945</b>		<b>62,111</b>		<b>28,461</b>		<b>58,645</b>	
Net result on disposal		(1,397)		(1,397)		(154)		(154)	
Costs connected with developments		(211)		(366)		(102)		(335)	
Revaluation of standing investments, net	4	30,691		21,070		-		-	
Revaluation of redevelopments and land, net		(898)		(898)		(1,477)		(1,477)	
Depreciation, amortisation and impairments		(717)		(1,449)		(845)		(1,673)	
Administrative expenses		(8,190)		(15,117)		(5,172)		(10,417)	
Share of profit of equity-accounted investment in joint ventures		1,951		4,080		1,981		4,014	
<b>Net operating profit</b>		<b>53,174</b>		<b>68,034</b>		<b>22,692</b>		<b>48,603</b>	
Interest expenses, net		(10,121)		(20,119)		(9,913)		(18,788)	
Foreign currency differences		1,132		974		(466)		(195)	
Other financial expenses, net		(1,755)		(3,264)		(985)		(5,742)	
<b>Profit before taxation</b>		<b>42,430</b>		<b>45,625</b>		<b>11,328</b>		<b>23,878</b>	
Taxation charge for the period	13	2,549		(1,244)		3,031		(3,575)	
<b>Profit (loss) after taxation for the period</b>		<b>44,979</b>		<b>44,381</b>		<b>14,359</b>		<b>20,303</b>	

## CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	Three months ended 30 June 2022		Six months ended 30 June 2022		Three months ended 30 June 2021		Six months ended 30 June 2021	
	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
<b>Unaudited</b>								
<b>Profit (loss) for the period</b>								
<b>Profit (loss) for the period</b>	<b>44,979</b>		<b>44,381</b>		<b>14,359</b>		<b>20,303</b>	
<b>Items that will not be reclassified to the statement of profit or loss:</b>								
Movement in financial assets at FVOCI reserve		(287)		413		986		2,712
<b>Items that are or may be reclassified to the statement of profit or loss:</b>								
Exchange differences arising on translation of foreign operations		(109)		(369)		-		-
Amounts reclassified to profit or loss in respect of exchange differences on translation of foreign operations disposed during the period		7,343		7,343		-		-
Movements in hedging reserves (net of deferred tax)		8,587		20,944		1,523		4,787
<b>Total comprehensive income for the period</b>	<b>60,513</b>		<b>72,712</b>		<b>16,868</b>		<b>27,802</b>	

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

	Six months ended 30 June 2022 €'000	Six months ended 30 June 2021 €'000
<b>(Unaudited)</b>		
<b>Cash flows from operating activities</b>		
Profit before taxation	45,625	23,878
<b>Adjustments for:</b>		
Other depreciation, amortisation and impairments	1,449	1,673
Dividend from listed equity securities, net	(568)	(264)
Revaluation of standing investments	(21,070)	-
Revaluation of redevelopments and land, net	898	1,477
Other financial expense	1,735	544
Foreign exchange differences	(974)	195
Change in legal provisions, net of amounts paid	(83)	(227)
Share based payment expenses	-	835
Share of profit of equity-accounted investments in joint ventures	(4,080)	(4,014)
Net result on disposal	1,397	154
Net loss from bonds buy back	-	3,402
Finance lease interest expense	1,611	1,626
Interest expense	21,007	19,255
Interest income	(888)	(466)
<b>Operating cash flows before working capital changes</b>	<b>46,059</b>	<b>48,068</b>
(Increase) / Decrease in trade, other receivables and prepayments	2,606	(6,119)
Increase (Decrease) in trade, other payables and accrued expenditure, net	(9,217)	344
<b>Net cash generated from operations</b>	<b>39,448</b>	<b>42,293</b>
Interest paid	(7,552)	(8,297)
Interest received	816	458
Dividends received	8,690	264
Corporation taxes paid, net	(1,282)	(4,295)
<b>Net cash generated from operating activities</b>	<b>40,120</b>	<b>30,423</b>
<b>Cash flows from investing activities</b>		
Payments related to investment properties, capex and acquisitions	(27,990)	(10,569)
Proceeds from the disposal of investment properties	105,600	3,700
Loans provided	(24,600)	-
Repayment of loans provided	208	165
<b>Net cash generated used in investing activities</b>	<b>53,218</b>	<b>(6,704)</b>
<b>Net cash flow before financing activities</b>	<b>93,337</b>	<b>23,719</b>
<b>Cash flows from financing activities</b>		
Reduction of capital	(305,378)	-
Repayment of long term borrowings	(151,869)	(83,630)
Receipt of long term borrowings	304,678	292,416
Proceeds from Hybrid issuance	-	340,858
(Repayment)/Utilisation of a revolving credit facility	150,000	(86,501)
Repayments of lease liabilities	(523)	(637)
Dividends paid	(256,651)	(27,699)
<b>Net cash (used in)/generated from financing activities</b>	<b>(259,744)</b>	<b>434,807</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(166,406)</b>	<b>458,526</b>
<b>Cash and cash equivalents at the beginning of period</b>	<b>500,375</b>	<b>55,221</b>
Cash and cash equivalents on disposal of Standing Investments	(1,780)	-
Effect of exchange rate fluctuations on cash held	2,114	34
<b>Cash and cash equivalents at the end of period</b>	<b>334,303</b>	<b>513,781</b>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 30 JUNE 2022

		Stated capital	Hedging reserve	Financial assets at FVOCI reserve	Retained deficit	Currency translation reserve	Equity attributable to the owners of the Company	Hybrid Reserve	Total Shareholders Equity
Unaudited	Note	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
<b>Balance as at 1 January 2022</b>		<b>1,885,713</b>	<b>(10,297)</b>	<b>(12,871)</b>	<b>(207,249)</b>	<b>(73,105)</b>	<b>1,582,191</b>	<b>340,858</b>	<b>1,923,049</b>
Profit for the period		-	-	-	44,381	-	44,381	-	44,381
Other comprehensive income		-	20,944	413	-	6,974	28,331	-	28,331
<b>Total comprehensive income</b>		<b>-</b>	<b>20,944</b>	<b>413</b>	<b>44,381</b>	<b>6,974</b>	<b>72,712</b>	<b>-</b>	<b>72,712</b>
<b>Transaction with owners of the Company</b>									
Issue of shares		75	-	-	-	-	75	-	75
Capital repayment	8	(305,378)	-	-	-	-	(305,378)	-	(305,378)
Dividends	8	(256,651)	-	-	-	-	(256,651)	-	(256,651)
<b>Balance as at 30 June 2022</b>		<b>1,323,759</b>	<b>10,647</b>	<b>(12,458)</b>	<b>(162,868)</b>	<b>(66,131)</b>	<b>1,092,949</b>	<b>340,858</b>	<b>1,433,807</b>

FOR THE PERIOD ENDED 30 JUNE 2021

		Stated capital	Share based payment reserve	Hedging reserve	Financial assets at FVOCI reserve	Retained earnings/ (deficit)	Currency translation reserve	Equity attributable to the owners of the Company	Hybrid Reserve	Total Shareholder Equity
Unaudited	Note	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
<b>Balance as at 1 January 2021</b>		<b>1,944,947</b>	<b>1,564</b>	<b>(19,721)</b>	<b>(13,421)</b>	<b>(294,364)</b>	<b>(73,105)</b>	<b>1,545,900</b>		<b>- 1,545,900</b>
Profit for the period		-	-	-	-	20,303	-	20,303	-	20,303
Other comprehensive income (expense)		-	-	4,787	2,712	-	-	7,499	-	7,499
<b>Total comprehensive income (expense)</b>		<b>-</b>	<b>-</b>	<b>4,787</b>	<b>2,712</b>	<b>20,303</b>	<b>-</b>	<b>27,802</b>	<b>-</b>	<b>27,802</b>
<b>Transaction with owners of the Company</b>										
Share based payment		-	835	-	-	-	-	835	-	835
Issue of no par value shares		1,023	(629)	-	-	-	-	394	-	394
Net proceeds from issuance of Hybrid instrument		-	-	-	-	-	-	-	340,858	340,858
Dividends	8	(53,112)	-	-	-	-	-	(53,112)	-	(53,112)
Scrip dividend	8	25,443	-	-	-	-	-	25,443	-	25,443
<b>Balance as at 30 June 2021</b>		<b>1,918,301</b>	<b>1,770</b>	<b>(14,934)</b>	<b>(10,709)</b>	<b>(274,061)</b>	<b>(73,105)</b>	<b>1,547,262</b>	<b>340,858</b>	<b>1,888,120</b>

# NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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## UNAUDITED

### 1 REPORTING ENTITY

G City Europe Limited (the "Company", formerly "Atrium European Real Estate Limited") is a company incorporated in Jersey, and whose shares were publicly traded until 18 February 2022 on both the Vienna Stock Exchange and the Euronext Amsterdam Stock Exchange under the ticker ATRS. On 18 February 2022 the shares of the Company were de-listed, see Note 4 of the consolidated annual financial statements of the Group as at and for the year ended 31 December 2021. G City Europe Limited registered office is 11-15 Seaton Place, St. Helier, Jersey, Channel Islands and its business address is 79 Spyrou Kyprianou, MGO Protopapas, 3076 Limassol, Cyprus.

The condensed consolidated interim financial statements of G City Europe Limited for the period ended 30 June 2022 comprise the Company and its subsidiaries, collectively the "Group".

G City Europe Limited is an owner, operator and redeveloper of shopping centres and residential for rent properties in Central Europe.

### 2 BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting* as endorsed by the EU.

The unaudited condensed consolidated interim financial statements do not include all of the information required for full set of IFRS annual consolidated financial statements and should be read in conjunction with the consolidated annual financial statements of the Group as at and for the year ended 31 December 2021.

The annual consolidated financial statements of the Group are prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the EU.

The Merger with Gazit Hercules 2020 Limited ("Newco") did not meet the definition of IFRS 3 and was accounted for as a capital reorganisation and not a business combination, see note 8 and 9.

Except for share and per share amounts, the financial statements are presented in thousands of Euros ("€'000"), rounded off to the nearest thousand, unless stated otherwise.

The preparation of interim financial statements requires the company to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expenses.

### 3 CHANGES IN ACCOUNTING POLICIES

#### NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS EFFECTIVE, AND ENDORSED BY THE EU, AS OF 1 JANUARY 2022

##### **Amendments to IFRS Standards**

New standards, interpretations and amendments effective, and endorsed by the EU, as of 1 January 2022, did not have a material impact on the Group's condensed consolidated interim financial statements. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. For more information refer to note 2.2 in the 2021 Annual report.

## 4 STANDING INVESTMENTS

The current portfolio of standing investments of the Group consists of 24 properties (31 December 2021: 25).

A roll forward of the total standing investments portfolio is provided in the table below:

Standing investments	30 June 2022 €'000	31 December 2021 €'000
Balance as at 1 January	2,340,068	2,270,685
Additions - technical improvements, extensions	6,073	13,109
Movement in leases	510	1,388
Transfers to/from redevelopments and land	-	9,746
Transfers to assets held for sale	(11,429)	-
Disposals	(118,015)	
Revaluation of standing investments	21,070	45,140
<b>Balance at the end of the period</b>	<b>2,238,277</b>	<b>2,340,068</b>

**In June 2022**, the Group completed the sale of Optima shopping centre in Kosice, Slovakia for €118.0 million at book value.

All of the Russian income producing properties were externally valued as of 30 June 2022.

## 5 REDEVELOPMENTS AND LAND

The current portfolio of redevelopments and land of the Group comprises €121.9 million (31 December 2021: €93.9 million) redevelopments and €150.9 million land (31 December 2021: €150.5 million).

Redevelopments and land	30 June 2022 €'000	31 December 2021 €'000
Balance as at 1 January	244,383	248,252
Additions	28,380	17,000
Transfer from/to standing investments	-	(9,746)
Disposals	-	(13,856)
Revaluation of redevelopments and land	(898)	2,733
<b>Balance at the end of the period</b>	<b>271,865</b>	<b>244,383</b>

## 6 OTHER NON-CURRENT ASSETS

Other non-current assets	30 June 2022 €'000	31 December 2021 €'000
Financial assets at amortised cost	44,152	19,760
Long term advances	17,857	17,857
Straight line of lease incentives to tenants	12,214	17,413
Intangible assets	6,243	7,135
Deferred tax assets	-	1,482
Other	2,406	2,098
<b>Balance at the end of the period</b>	<b>82,872</b>	<b>65,745</b>

The increase in financial assets at amortised cost pertains to a vendor loan amount of €24.6 million. The maturity of the loan is within 5 years and the principal bears interest at 5.0% per annum.

The loans are measured at amortised cost which is not significantly different from their fair value.

## 7 OTHER CURRENT ASSETS

Other current assets	30 June 2022 €'000	31 December 2021 €'000
Receivables from tenants <sup>1</sup>	16,133	19,472
Prepayments	10,020	12,494
VAT receivables	3,821	4,596
Income tax receivable	1,467	302
Other receivables	4,696	3,487
<b>Balance at the end of the period</b>	<b>36,137</b>	<b>40,351</b>

<sup>1</sup> Includes Straight-line asset of lease incentives €8.2 million (31 December 2021: €10.7 million)

## 8 EQUITY

As at 30 June 2022, the total number of shares issued was 299,743,870 (31 December 2021: 400,528,650 shares).

### MERGER WITH GAZIT HERCULES 2020 LIMITED (NEWCO)

**On 1 February 2022**, the Company held an extraordinary general meeting (the "Reduction of Capital EGM") and approved certain ancillary resolutions in connection with the Merger, including the proposed reduction of the issued share capital of the Company for the ordinary shares of no par value by €305,377,886.

**On 4 February 2022** a Special Dividend of €0.60 per share, representing a total amount of €240.3 million was paid.

**On 8 February 2022** a Q4 AFFO dividend of €0.036 per share which amounted to €14.4 million was paid and on 23 February 2022 a Pro Rata AFFO Dividend of €0.019 per share which amounted to €1.9 million was paid.

**On 18 February 2022** the completion and the effectiveness of the Merger and Reduction of Capital was registered, lowering the Company's shares issued by 100,784,779. The delisting from the Amsterdam Stock Exchange and the Vienna Stock Exchange took place on the same date.

## 9 BORROWINGS

Borrowings	30 June 2022		31 December 2021	
	Net book value €'000	Fair value €'000	Net book value €'000	Fair value €'000
Bonds	939,703	851,476	937,929	966,510
Bank loans	292,694	294,776	294,460	295,139
Utilized revolving credit facility	150,000	150,000	-	-
Related party credit facility	155,378	155,378	-	-
<b>Total</b>	<b>1,537,775</b>	<b>1,451,631</b>	<b>1,232,389</b>	<b>1,261,649</b>
Of which:				
Long term borrowings	1,229,356		1,073,897	
Utilised revolving credit facility and current maturities of bank loans and bonds	308,419		158,492	
<b>Total</b>	<b>1,537,775</b>		<b>1,232,389</b>	

The borrowings are repayable as follows:

Borrowings total	30 June 2022 Net book value €'000	31 December 2021 Net book value €'000
Due within one year	308,419	158,492
Due in second year	3,663	3,663
Due within third to fifth year inclusive	817,575	661,014
Due after five years	408,118	409,220
<b>Total</b>	<b>1,537,775</b>	<b>1,232,389</b>

### BONDS

As a result of a downgrade by Moody's and Fitch to below Investment Grade, an adjustment to the fixed interest rate of the 2025 Bonds would apply from the next annual coupon rate, due in September 2023. The annual incremental finance costs are €6.25 million.

### RELATED PARTY CREDIT FACILITY

On 18 February 2022 the completion and the effectiveness of the Merger and reduction of capital was registered. Following the Merger with Newco, the Borrowings of the Group increased by €305.4 million due to a related party credit facility of Newco from G-City Limited (G-City), former Gazit-Globe Limited.

The Related party credit facility from G-City of €350.0 million carries a quarterly coupon of 3-month Euribor plus a spread of 1.5% per annum. The maturity date is 31 December 2026. In May 2022 the Group repaid €150.0 million. As of 30 June 2022, €155.4 million of the related party credit facility is utilised. The related party credit facility is subordinated to the Group's senior debt.

### BORROWINGS FAIR VALUE

The fair values of loans and bonds were determined by an external appraiser using discounted cash flow models and zero-cost derivative strategies for fixing the future values of market variables.

Fair values have been determined with reference to market inputs, the most significant of which are:

- Quoted EUR yield curve;
- Volatility of EUR swap rates; and
- Fair values of effected market transactions.

Fair value measurements used for bonds and loans are categorised within Level 2 of the fair value hierarchy as defined in IFRS 13.

### REVOLVING CREDIT FACILITY

The total amount of the revolving credit facilities is €300 million with an expiry date in 2023. As at 30 June 2022, €150.0 million of the revolving credit facility was utilised (31 December 2021: €nil million utilised).

## 10 DERIVATIVES

The Group entered into two interest rate swap contracts ("IRSSs") in connection with secured bank loans (see note 9). These swaps replaced floating interest rates with fixed interest rates. The floating rate on the IRSSs is the three month Euribor and the fixed rate is 0.826% on the loan obtained in November 2017 and 0.701% on the loan obtained in November 2018. The swaps have similar critical terms as the hedged item, such as reference rate, reset dates, payment dates, maturities and notional amount and are included in cash flow hedges to reduce the Group's cash flow volatility due to variable interest rates on the bank loans. An economic relationship between the hedging instrument and the hedged item exists; the hedging instrument and the hedged item have values that move in the opposite direction and offsets each other. The interest rate risk associated with the floating debt instruments are hedged entirely with having 1:1 hedge ratio. The IRSSs are measured at fair value using the discounted future cash flow method.

The fair value measurement of the IRSSs are derived from inputs other than quoted prices in active markets. The inputs used to determine the future cash flows are the 3-month Euribor forward curve and an appropriate discount rate. The inputs used are derived either directly or indirectly. Therefore, these IRSSs are classified as a Level 2 fair value measurement under IFRS 13.

Interest rate swaps	30 June	31 December
	2022	2021
	€'000	€'000
Carrying amount (liability)	-	11,847
Carrying amount (asset)	13,122	-
Notional amount	293,675	295,545
Gain (loss) in fair value of outstanding hedging instruments since 1 January	24,969	(10,875)

The fair value gain during the period is mainly due to an increase in spot and forward interest rates of the Euribor.

## 11 OTHER NON-CURRENT LIABILITIES

	30 June 2022	31 December 2021
	€'000	€'000
Deferred tax liabilities	75,324	90,334
Long term lease liabilities	42,439	41,820
Other long term liabilities	11,515	13,339
<b>Total</b>	<b>129,278</b>	<b>145,493</b>

The liabilities from leases predominantly consisted of liabilities related to long term land leases in Poland and Russia.

## 12 OTHER CURRENT LIABILITIES

	30 June 2022	31 December 2021
	€'000	€'000
Trade and other payables	21,129	20,989
Accrued expenditure	55,412	39,837
Short term lease liabilities	3,792	3,765
VAT payables	1,957	3,993
Income tax payable	-	1,486
Share based payments	-	6,835
<b>Total</b>	<b>82,290</b>	<b>76,905</b>

Accrued expenditure includes interest of €22.4 million (31 December 2021: €8.3 million).

The share base payments were settled following the completion of the Merger in Q1 2022.

## 13 TAXATION CHARGE FOR THE PERIOD

Taxation charge for the period	Six months ended 30 June	
	2022	2021
	€'000	€'000
Current period corporate income tax expense	232	(2,096)
Deferred tax charge	(1,476)	(1,479)
<b>Total</b>	<b>(1,244)</b>	<b>(3,575)</b>

## 14 SEGMENT REPORTING

Reportable segments For the period ended 30 June 2022	Standing investment segment €'000	Redevelopments and land segment €'000	Reconciling item €'000	Total €'000
Gross rental income	72,225	-	(4,701)	67,524
Service charge income	29,610	-	(1,318)	28,292
Net property expenses	(35,469)	-	1,764	(33,705)
<b>Net rental income</b>	<b>66,366</b>	-	<b>(4,255)</b>	<b>62,111</b>
Net result on disposals	(1,397)	-	-	(1,397)
Costs connected with developments	-	(366)	-	(366)
Revaluation of investment properties	21,070	(898)	-	20,172
Depreciation, amortisation and impairments	(883)	-	(566)	(1,449)
Administrative expenses	(4,431)	(213)	(10,473)	(15,117)
Share of profit of equity-accounted investment in joint ventures	-	-	4,080	4,080
<b>Net operating (loss)/profit</b>	<b>80,725</b>	<b>(1,477)</b>	<b>(11,214)</b>	<b>68,034</b>
Interest expense, net	-	-	-	(20,119)
Foreign currency differences	-	-	-	974
Other financial expenses	-	-	-	(3,264)
<b>Profit before taxation for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>45,625</b>
Taxation charge for the period	-	-	-	(1,244)
<b>Profit after taxation for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>44,381</b>
<b>Investment properties</b>	<b>2,421,738</b>	<b>271,865</b>	<b>(183,461)<sup>1</sup></b>	<b>2,510,142</b>
<b>Additions to investment properties</b>	<b>6,159</b>	<b>28,380</b>	<b>(86)</b>	<b>34,453</b>

<sup>1</sup> Our 75% share of investment property held in a joint venture

Reportable segments For the period ended 30 June 2021	Standing investment segment €'000	Redevelopments and land segment €'000	Reconciling item €'000	Total €'000
Gross rental income	69,513	-	(4,435)	65,078
Service charge income	21,981	-	(934)	21,047
Net property expenses	(28,786)	-	1,306	(27,480)
<b>Net rental income</b>	<b>62,708</b>	-	<b>(4,063)</b>	<b>58,645</b>
Net result on disposals	-	(154)	-	(154)
Costs connected with developments	-	(335)	-	(335)
Revaluation of investment properties	-	(1,477)	-	(1,477)
Depreciation, amortisation and impairments	(980)	(0)	(693)	(1,673)
Administrative expenses	(5,733)	(55)	(4,629)	(10,417)
Share of profit of equity-accounted investment in joint ventures	-	-	4,014	4,014
<b>Net operating profit/(loss)</b>	<b>55,995</b>	<b>(2,021)</b>	<b>(5,371)</b>	<b>48,603</b>
Interest expense, net	-	-	-	(18,788)
Foreign currency differences	-	-	-	(195)
Other financial expenses	-	-	-	(5,742)
<b>Profit/(loss) before taxation for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>23,878</b>
Taxation credit/(charge) for the period	-	-	-	(3,575)
<b>Profit/(loss) after taxation for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>20,303</b>
<b>Investment properties</b>	<b>2,456,511</b>	<b>249,684</b>	<b>(180,091)<sup>1</sup></b>	<b>2,526,104</b>
<b>Additions to investment properties</b>	<b>4,757</b>	<b>6,579</b>	<b>(103)</b>	<b>11,233</b>

<sup>1</sup> Our 75% share of investment property held in a joint venture

## 15 TRANSACTIONS WITH RELATED PARTIES

### MERGER WITH GAZIT HERCULES 2020 LIMITED (NEWCO)

On **18 February 2022** the completion and the effectiveness of the Merger with Newco and reduction of capital was registered. The Company's delisting from the Amsterdam Stock Exchange and the Vienna Stock Exchange took place on the same date. Following the Merger with Newco, the borrowings of the Group increased by €305.4 million due to a withdrawal of related party loan facility of Newco from G-City.

In **May 2022** the Group repaid €150.0 million of the related party credit facility. As of 30 June 2022, €155.4 million is utilised.

### THE BOARD OF DIRECTORS AND THE GROUP EXECUTIVE TEAM

The Board of Directors of the Company upon completion of the Merger as **at 18 February 2022** was Mr Chaim Katzman, Mrs Lucy Lilley and Mr Andrew Wignall. Mr Oren Hod and Mr Zvi Hefetz were re-appointed as **from 23 February 2022**.

Effective **from 31 May 2022** Mr Liad Barzilai retired as a Chief Executive Officer. On **1 June 2022** Mr Ryan Lee was appointed as Chief Executive Officer and Mrs Anna Dafna as Chief Financial Officer of the Group.

Effective **from 22 June 2022** Mrs Lucy Lilley retired from the Board of Directors. On **23 June 2022** Mr Andrew Wignall retired from the Board of Directors.

Effective **from 28 June 2022** Mr Ryan Lee was nominated to the Board of Directors, as an executive director.

Mr Zvi Gordon was nominated to the Board of Directors with effect **from 28 June 2022**, as a non-executive director.

Mr Adi Armoni was nominated to the Board of Directors with effect **from 29 June 2022**, as an independent non-executive director.

### OTHER RELATED PARTY TRANSACTIONS

During and after the reporting period, G-City bought back in the open market the Group's 2022, 2025, 2027 and Hybrid Notes in the nominal amounts of €3.3 million, €90.1 million, €0.5 million and €8.2 million, respectively.

## 16 CONTINGENCIES

There is continuing uncertainty in the various economies and jurisdictions in which the Group has its operations and assets. These uncertainties relate to the general economic and geopolitical environment in such regions and to changes or potential changes in the legal, regulatory and fiscal frameworks and the approach taken to enforcement which may include actions affecting title to the Group's property or land and changes

to the previously accepted interpretation of fiscal rules and regulations applied by the authorities to the Group's fiscal assets and liabilities.

The current conflict between Russia and Ukraine impacts the Group's business as approximately 22% of the Group's 2021 NRI derives from Russia. Further sanctions and deterioration of the Russian economy could directly impact the performance of the Group's centres in Russia, the ability of tenants to remain open and pay rent, inability to trade or utilise cash, potential devaluation of the portfolio and seizing of assets.

Certain subsidiaries within the Group are, or have been, like other companies operating in the retail market, involved in legal and/or administrative proceedings involving the tax authorities. These past and present proceedings create uncertainty around tax policies in matters previously regarded as established but which are now subject to revised interpretation by the tax authorities. The Company can currently not reliably estimate the potential amount of any additional taxation and associated costs, but the impact may be significant.

The Hybrid Note has an off-balance sheet accrued interest of €8.3 million as of 30 June 2022 (31 December 2021: €2.0 million).

## 17 EVENTS DURING AND AFTER THE PERIOD

### RUSSIA AND UKRAINE CONFLICT

In January 2022, Russia's GDP was forecasted to grow at 2.9%, while the latest GDP projections point to a steep decline close to 10.5%. At the same time, inflation is expected to surpass 14% in 2022, a sharp increase from the 3.4% posted in 2021. During six months ended 30 June 2022, our operations in Russia were marginally impacted by departure of some foreign tenants that ceased operations in the country. Russia's occupancy as of 30 June 2022 was 90.9% (31 December 2021: 94.4%) and the collections for six months ended 30 June 2022 are at 93%.

The Group has performed a full external valuation of its income producing assets in Russia on 31 March 2022 and 30 June 2022, which resulted in a net revaluation of €21.1 million for the six months period.

Due to the Russia-Ukraine conflict and impact of sanctions, a high degree of judgment has been applied in determining the estimated cash flows used in the assessment of the fair value of investment properties in Russia. Consequently, a higher level of uncertainty exists in the valuations than would normally be the case. The fair values as determined by external, independent real estate valuation expert as at 30 June 2022 have used all available information from reliable sources in developing appropriate assumptions to determine the fair value of investment properties. The valuations are therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution were attached to the valuation of the Russian portfolio

## OTHER

As of 30 June 2022 non-current asset classified as held for sale relates to an asset in Poland with a total amount of €11.4 million. The sale has been completed in July 2022 at its book value.

In July 2022 the Group repaid additional €80.0 million of the related party credit facility from G-City.

In July 2022 the Group early repaid its 2022 Notes due in October 2022 for €154.7 million.

Mr Marios Demetriades was nominated to the Board of Directors with effect **from 4 August 2022**, as a G-City nominee non-executive director.

In July 2022 the Company was recorded in Cyprus as a tax resident.

On 8 August 2022 the Jersey Financial Services Commission Registry recorded the change of the Company's name from Atrium European Real Estate Limited to G City Europe Limited.

# REPORT ON REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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**To the Shareholders and Board of Directors of G City Europe Limited (previously: "Atrium European Real Estate Ltd")**

## INTRODUCTION

We have reviewed the accompanying condensed consolidated statement of financial position of G City Europe Limited (previously: "Atrium European Real Estate Ltd") and its subsidiaries (collectively the 'Group') as at 30 June 2022 and the related condensed consolidated statement of profit or loss, condensed consolidated statement of other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated cash flow statement for the six-month period then ended, and the related explanatory notes (hereinafter the 'condensed consolidated interim financial statements'). Management is responsible for the preparation and presentation of this condensed consolidated interim financial statements in accordance with International Accounting Standard 34, *Interim Financial Reporting*, as adopted by the European Union. Our responsibility is to express a conclusion on this condensed consolidated interim financial statements based on our review.

## SCOPE OF REVIEW

We conducted our review in accordance with International Standard on Review Engagements 2410, *Review of interim financial information performed by the independent auditor of the entity*. A review of condensed consolidated interim financial statements 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 conducted in accordance with International Standards on Auditing 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.

## CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with International Accounting Standard 34, *Interim Financial Reporting*, as adopted by the European Union.

**Emphasis of Matter - significant estimation uncertainty in relation to the valuation of standing investments located in Russia**

We draw your attention to Note 17 to the condensed consolidated interim financial statements which explains that there is significant estimation uncertainty in relation to the valuation of Russian standing investments of €281 million included in the condensed consolidated statement of financial position as at 30 June 2022, resulting from the Russian military invasion of Ukraine and subsequent impact of sanctions on the Russian economy. Third party valuers engaged by management have included a material valuation uncertainty clause in their report. This clause highlights that less certainty, and consequently a higher degree of caution, should be attached to the valuation of Russian properties. Our conclusion is not modified in respect of this matter.

**PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt Sp.k.**

**Warsaw, Poland**

**9 August 2022**

# DIRECTORS, PROFESSIONAL ADVISORS AND PRINCIPAL LOCATIONS

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## DIRECTORS

Chaim Katzman

Ryan Lee

Adi Armoni

Oren Hod

Zvi Gordon

Zvi Heifetz

Marios Demetriades

## ADMINISTRATOR AND REGISTRAR

Aztec Financial Services (Jersey) Limited

11-15 Seaton Place

St Helier

Jersey

JE4 0QH

## INDEPENDENT AUDITORS

PricewaterhouseCoopers Polska spółka z ograniczoną odpowiedzialnością Audyt Sp.k.

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00-633 Warszawa

Poland

## REGISTERED OFFICE

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JE4 0QH

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Limassol

Cyprus

3076

## PRINCIPAL LOCATIONS

### Poland

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Warsaw

### Czech Republic

Atrium Czech Real Estate Management s.r.o.

Vinohradská 2828/151, 130 00

Praha 3- Žižkov

Prague

### Russia

OOO Manhattan Real Estate Management

JAVAD Business Centre, The Triumph Palace

Chapaevskiy pereulok, Building 3, RU-125057

Moscow