

EXPLANATORY MEMORANDUM
PROPOSAL TO MIGRATE THE REGISTERED OFFICES AND HEAD OFFICE OF
RONSON DEVELOPMENT SE FROM THE NETHERLANDS TO POLAND

The undersigned:

the Board of Directors of **Ronson Development SE**, European public limited liability company under Dutch law, having its registered office in Rotterdam, the Netherlands, and head office at Weena 210, 3012 NJ Rotterdam, the Netherlands, registered in the Trade Register held by the Dutch Chamber of Commerce under number 24416758 (the “**Company**”),

WHEREAS:

- a. the board of managing directors (the “**Board**”) of the Company has drawn up a proposal to transfer the registered office of the Company from Rotterdam, the Netherlands to Warsaw, Poland and to amend the articles of association of the Company in connection therewith (the “**Registered Office Transfer**”), such in accordance with article 8 of the Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE);
- b. in conjunction with the Registered Office Transfer the Company will also transfer its head office as well as its administration to Poland;
- c. the Board wishes by this present document to explain the reasons for the intended transfer of the Registered Office Transfer and its implications for its shareholders, creditors and other related parties;

DECLARE:

A. Comments from a legal point of view

The legal form of the Company at present is that of a European public limited liability company governed by Dutch law.

The main purpose of the Registered Office Transfer is to rationalize the structure of the group of companies of which the Company is the ultimate parent company and of which the subsidiaries are all Polish companies with business activities in Poland exclusively. As a consequence, the Company is subject to the Dutch legal and administrative rules and procedures whereas its subsidiaries are subject to the Polish legal and administrative procedures. As a result of the Registered Office Transfer, the Company like its subsidiaries, will be subject to the Polish legal and administrative procedures, which will likely result in a reduction of costs.

As a result of the Registered Office Transfer, the Company will be governed by Polish corporate law,

including in particular the Polish Code of Commercial Companies (dated as of July 20, 2017 as amended) and Act on the European Grouping of Economic Interests and the European Company dated as of November 25, 2015 (as amended) instead of Dutch corporate law, in addition to the provisions of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (SE). Moreover, as a result of the Registered Office Transfer, the Company will no longer be subject to the supervision of the Dutch Autoriteit Financiële Markten as it will become subject to the supervision of Komisja Nadzoru Finansowego (KNF, *eng.: -Polish Financial Supervision Authority*) within the scope prescribed by Polish applicable law.

The Registered Office Transfer will not affect any legal relationship between the Company and third parties. The Registered Office Transfer will not entitle third parties to terminate any existing agreement and legal relationship with the Company. Nor will they be entitled to damages against the Company on the grounds of the Registered Office Transfer.

B. Comments from a social point of view

The Registered Office Transfer will not have any social implications, since the Company does not have any employees and the Registered Office Transfer will not result in any changes in the conduct of business by the Company.

The Company (formerly named Ronson Europe N.V.) has entered into the Agreement on the involvement of employees with Special Negotiating Body as of February 5, 2018. Execution of such arrangement is required by applicable law in respect of the conversion into SE. On the grounds of that agreement, the Company must inform and consult the major changes and events influencing in particular the structure of the Company, its financial standing, development, mergers, etc with its employees, on terms and conditions established therein. Despite the employees' right to opinion in respect of the cases indicated in the previous sentence, the Company still has the right to make the final decisions. The Registered Office Transfer will not impact the employee's involvement.

C. Comments from an economic point of view

The business of the Company will be continued and will not change as a result of the Registered Office Transfer.

D. Implications for shareholders

The Registered Office Transfer shall not result in the winding up of the Company or in the creation of a new legal person, but will occur with strict legal and economical continuity. Therefore, the shares in the capital of the Company will not be cancelled nor replaced by new shares. The voting rights and rights to

profit and other distributions will not be affected by the Registered Office Transfer. In connection with the Registered Office Transfer, the articles of association (the "AoA") of the Company must comply also with the applicable mandatory provisions of Polish law and therefore the current AoA requires amendment, in particular in respect of the operations of its corporate bodies, including the organization and competences of shareholders' meetings. However, the amendments to be introduced are not jeopardizing the shareholders' rights linked with the Company's shares. In particular, under the AoA amended pursuant to the provisions of the Polish law, the shareholders retain their most important rights, e.g. the Company's shares may be redeemed upon the shareholder's consent by way of purchase of the shares by the Company on the basis of shareholder's meeting resolution indicating the price for such shares. Moreover, the shareholders are entitled a pre-emptive right upon each issue of new shares proportionally to the number of shares held in the Company's capital. Shareholders may be deprived, in whole or in part, of the pre-emptive right in the interest of the Company, by the shareholders' meeting on the terms described in the Code of Commercial Companies.

The Company will inform in particular the Warsaw Stock Exchange and the (Polish) National Depositor of Securities about the change of its legal form as well as provide these institutions with the amended AoA. The relocation of the Company's seat will not affect the status of the public company or any relations with the Warsaw Stock Exchange.

E. Implications for creditors

The Registered Office Transfer will cause the corporate seat of the Company to be replaced from Rotterdam, the Netherlands, to Warsaw, Poland. Consequently the Company will no longer have its corporate domicile in the Netherlands. As a result thereof creditors will no longer be able to commence legal proceedings against the Company in the Netherlands based on its corporate domicile.

The Company shall be considered, however, after completion of the Registered Office Transfer, in respect of any cause of action arising prior to the Registered Office Transfer, as having its registered office in The Netherlands, even if the Company is sued after the Registered Office Transfer.

Signature page to follow

Signed in counterparts.

Name: Nir Netzer
Title: Director A, Chief Executive Officer
Date: _____, 2018

Name: Rami Geris
Title: Director A, Chief Financial Officer
Date: _____, 2018

Name: Andrzej Gutowski
Title: Director A, Sales & Marketing Director
Date: _____, 2018

Name: Alon Haver
Title: Director B
Date: _____, 2018