

Raport Bieżący nr 8/2022 z dnia 22 czerwca 2022

Zmiana stanu liczby głosów na walnym zgromadzeniu spółki Atlas Estates Limited

Rada Dyrektorów **Atlas Estates Limited** („Spółka”) niniejszym informuje, że w dniu 21 czerwca 2022 otrzymała zawiadomienie od **Fragiolig Holdings Limited** („Fragiolig”), **Coralcliff Ltd.** („Coralcliff”), **Revaia Haspakat Mayim Be’er Yaacov Ltd.** („Revaia”), oraz **Pana a Rona Izaki** o następującej treści:

„Fragiolig, acting pursuant to Article 69 sections 1(1) and 2(2) of the act of 29 July 2005 on public offering, conditions governing the introduction of financial instruments to organised trading, and public companies (consolidated text: Journal of Laws of 2021, item 1983, as amended) (the “Act”), and Coralcliff, Revaia and Mr Ron Izaki, acting pursuant to Article 69a section 1(3) in conjunction with Article 69 section 2(2) of the Act on Public Trading, hereby notify of the change of the number of votes at the general meeting of Atlas Estates Limited, with its registered office on 3rd Floor, 1 Le Truchot, St Peter Port, Guernsey GY1 1WD (the “Company”), held by the Notifying Parties.

The Company, a subsidiary of the Notifying Parties, holds **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.

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).

The indirect dominant entity and the ultimate beneficial owner of Fragiolig, Coralcliff and Revaia is Ron Izaki, who holds indirectly 100% of Fragiolig, Atlas International (as defined below), 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.

1. Date and type of the event resulting in the change of the shareholding that the notification relates to

On 21 June 2022, as a result of the settlement of a transaction concerning the acquisition of shares in 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 Fragiolig and Atlas International Holding Limited with its registered office at P.O. Box 282, Oak House, Hirzel Street, St. Peter Port, Guernsey, GY1 3RH (“**Atlas International**”) pursuant to Article 91, section 5 of the Act (the “**Tender Offer**”) (the “**Tender Offer Settlement**”), Fragiolig as an entity purchasing the shares in the Tender Offer acquired directly, and Coralcliff, Revaia and Mr Ron Izaki acquired indirectly, **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 Meeting.

2. Number of shares held prior to the change of shareholding and the percentage share thereof in the company's share capital as well as the number of votes represented by such shares and their percentage share in the overall number of votes

Prior to the Tender Offer Settlement:

- a. 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) the Treasury Shares.
- b. Coralcliff, Revaia 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:
 - i. **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;
 - ii. the Treasury Shares – held directly by the Company and indirectly by Fragiolig; and
 - iii. **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 share capital of the Company – held directly by Atlas International; Atlas International's sole shareholder is 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 (“IGMG”), whose sole shareholder is Coralcliff.

3. The number of currently held shares and their percentage share in the share capital of the company as well as the number of votes represented by such shares and their percentage share in the overall number of the shares

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

- a. 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.
- b. 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:
 - i. **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;
 - ii. the Treasury Shares – held directly by the Company and indirectly by Fragiolig; and
 - iii. **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 share capital of the Company – held directly by Atlas International.

4. Subsidiaries of the shareholder making the notification, which hold the shares in the company

The Notifying Parties inform that, besides the Company with respect to Fragiolig, and with respect to Coralcliff, Revaia and Mr Ron Izaki, besides the Company, IGMG, Atlas International and Fragiolig, there are no subsidiaries thereof which hold any shares in the Company.

5. Information about the persons referred to in Article 87 section 1(3)(c) of the Act on Public Trading

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.

6. Number of votes represented by shares, calculated in the manner specified in Article 69b section 2 of the Act on Public Trading, which it, as a holder of financial instruments referred to in Article 69b section 1(1) of the Act on Public Trading and a holder of financial instruments referred to in Article 69b section 1(2) of the Act on Public Trading, may be entitled or required to purchase, which are not exercised exclusively by way of a cash settlement, the type or name of such financial instruments, the date of expiry thereof and the date or time when the shares will be or may be acquired

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.

7. The number of votes represented by the shares, calculated in the manner specified in Article 69b section 3 of the Act on Public Trading, which are, directly or indirectly, subject to the financial instruments referred to in Article 69b section 1(2) of the Act on Public Trading, the type or name of such financial instruments and the date of expiry of such financial instruments

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.

8. The total number of votes indicated on the basis of section 3, 6 and 7 and the percentage share thereof in the overall number of votes

The relevant information is included in point 3 above.

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).