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This communication is an advertisement for the purposes of the Prospectus Regulation EU 2017/1129 and underlying legislation. It is not a prospectus and does not constitute an offer of securities for sale or subscription in any jurisdiction. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. The prospectus relating to the securities was approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) in accordance with the Prospectus Regulation regime and is available free of charge at the issuer's website in the section IPO Documentation: <https://www.ctp.eu/investors/ipo-documentation/>. Investors should purchase securities solely on the basis of the prospectus and should read the prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in the securities.



FIRST TRADING CTP ON EURONEXT AMSTERDAM TO START TODAY

Offer CTP IPO priced at € 14 per share, market capitalisation € 5.6 billion

Utrecht, the Netherlands / Prague, Czech Republic, 25 March 2021 – CTP B.V. (“CTP” or “the Company” or, together with its subsidiaries, “the Group”), a leading vertically integrated European logistics property owner-developer, today announces that the offering (the “Offer”) of its shares (the “Shares”) has been successfully priced at € 14 per Share (the “Offer Price”). Listing of and first trading in the Shares on an “as-if-and-when-issued” basis on Euronext Amsterdam will commence today, Thursday 25 March 2021 at 9:00 CET.

Remon Vos, CEO of CTP: *“CTP’s listing on Euronext Amsterdam is the next step in an incredible journey. I am proud to celebrate this milestone with my team. We have been passionate about industrial and logistics property for more than two decades. From low cost to high tech, we drive the e-commerce development, enabling cross dock and last mile. From a start-up owning a shed, we have grown to become a top 5 player owning Class-A property, with over 400 employees, solar on the roof and honey makers in the garden. As Parkmakers, we are fully BREEAM certified and carbon neutral.*

We did this thanks to our great network, the cities we invested in and the over 700 clients who helped us learn and grow this fantastic company. But most of all, thanks to the team, all the talented hardworking and ambitious people at CTP.

It is time to grow big. We are here to accelerate, expand our footprint in Europe and on our way to hit 10 million sqm GLA by 2023. The CEE region, with its attractive cost structure, quality infrastructure and strategic location in Europe offers great potential. With our entrepreneurial, innovative and creative mindset we can expand in existing and other regions, backed by our strong client base, the additional capital and a great drive to continue on our journey.”

Richard Wilkinson, CFO of CTP: *“Today is an important milestone for the company. Following our entrance on the debt capital markets with an investment grade green bond last year, we have today realised the largest real estate IPO in Europe since 2014. This is a real acknowledgement of the high quality sustainable parks we own and operate, and of the sound prospects of our business.*

The strong response we received from investors strengthens us in our confidence that CTP’s Parkmakers vision perfectly fits the future trends in the global logistics and industrial real estate sector. Being a public company gives us the financial flexibility to continue our successful strategy in the future. We look forward to welcome our new shareholders who are joining us on our journey.”

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Offer Highlights

- The Offer Price has been set at € 14 per Share
- Following the Offer, the total issued and outstanding share capital consists of 397,017,000 Shares, implying a market capitalisation of € 5.6 billion
- The total number of Shares sold in the Offer is 61,017,000 (the “New Shares”), representing 15.4 % of the Shares (after issue of the New Shares); if the Over-Allotment Option will be exercised in full, the number of Shares offered will increase to 70,169,550, representing 17.7 % of the Shares (after issue of the New Shares)
- The Offer represents a value of € 854.2 million assuming no exercise of the Over-Allotment Option and of € 982.4 million assuming exercise of the Over-Allotment Option in full
- The Offer was oversubscribed multiple times at the Offer Price with strong demand from institutional investors globally, including a significant proportion of high quality long-only accounts who were attracted by the very strong prospects of the business. The Offer consists solely of private placements to certain institutional investors in various jurisdictions, including the Netherlands
- Listing of and trading in the Shares on an “as-if-and-when-issued” basis on Euronext Amsterdam under the symbol “CTPNV” will commence today at 9:00 CET (the “Listing”)
- The settlement of the Offer is expected to take place on 29 March 2021 (the “Settlement Date”)

Use of proceeds

CTP will receive € 854.2 million in gross proceeds and € 819.7 million in net proceeds from the sale of the New Shares. The proceeds are intended to enable CTP to accelerate its growth strategy by, amongst others, financing the Group’s development projects and construction activities, selective property acquisitions and debt repayment. The proceeds from the Offer will provide additional financial flexibility and diversity through access to a wider pool of capital.

Over-Allotment Option

CTP’s sole shareholder, CTP Holding B.V. (the “Sole Shareholder”) has granted the joint global coordinators, on behalf of the Underwriters (as defined below) as part of the Offer an Over-Allotment Option of up to 9,152,550 additional shares (the “Over-Allotment Shares”). The Over-Allotment Option can be exercised to cover short positions resulting from any over-allotments made, in connection with the Offer or stabilisation transactions, if any. The Over-Allotment Option can be exercised within 30 calendar days after the first trading date, being 25 March 2021. In case the Over-Allotment Option is exercised in full, the Sole Shareholder will receive € 128.1 million in gross proceeds and € 124.6 million in net proceeds from the sale of the Over-Allotment Shares.

Share capital and major shareholders

The New Shares and the Over-Allotment Shares will in aggregate amount to 70,169,550 Shares, and represent approximately 17.7 % of the total number of Shares (after issue of the New Shares). Immediately after settlement of the Offer, 397,017,000 Shares will be in issue. The Sole Shareholder will hold approximately 85% of the Shares, or approximately 82% if the Over-Allotment Option is exercised in full. The Shares held by the Sole Shareholder will be subject to a lock-up period of 360 days after the Settlement Date, subject to customary exceptions. The Company and each executive director of the company have also agreed to a lock-up period of 180 and 360 days, respectively, after the Settlement Date, subject to customary exceptions.

Stabilisation

In connection with the Offer, Morgan Stanley Europe S.E. (the “Stabilisation Manager”), or any of its agents, on behalf of the underwriters may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect other transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilisation Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over-

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the-counter market, stock exchange (including Euronext Amsterdam) or otherwise and may be undertaken at any time starting on the first trading date and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilisation Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice. Save as required by law or regulation, neither the Stabilisation Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions under the Offer. The Stabilisation Manager may, for stabilisation purposes, over-allot Shares up to a maximum of 9,152,550 Shares.

Listing and trading

Listing of and trading in the Shares (on an “as-if-and-when-issued” basis) on Euronext Amsterdam under the symbol “CTPNV” will commence today, on Thursday 25 March 2021 at 09:00 CET. Settlement of the Offer and the start of unconditional trading in the Shares is expected to take place on 29 March 2021.

Earlier announcements related to the Offer

On Thursday 4 March 2021, the Company announced its intention to launch an offer and list on Euronext Amsterdam. On 17 March 2021, CTP announced the indicative offer price range and offer size for the IPO and the publication of the prospectus. The press releases are available on the websites of CTP (www.CTP.eu/investors/ipo-documentation).

Underwriters and financial adviser

Erste Group Bank AG (“Erste Group”), Goldman Sachs Bank Europe SE (“Goldman Sachs”), and Morgan Stanley Europe S.E. (“Morgan Stanley”) are acting as joint global coordinators (in such and any other capacity, the “Joint Global Coordinators”. Van Lanschot Kempen Wealth Management N.V. (“Kempen & Co”) and UBS AG London Branch (“UBS”) operate as joint bookrunners for the Offer, together the “Joint Bookrunners”. ING Bank N.V. (“ING”) and Raiffeisen Bank International AG (“Raiffeisen”) are acting as joint lead managers (together, the “Joint Lead Managers”, and together with the Joint Global Coordinators and the Joint Bookrunners, the “Underwriters”) for the Offer.

Morgan Stanley is acting as Stabilisation Manager on behalf of the Underwriters. N.M. Rothschild & Sons Limited (“Rothschild & Co”) is acting as the financial adviser for the Offer (the “Financial Adviser”).

Prospectus and risk factors

Further details on the Offer and Listing are included in the Prospectus. Investing in the Shares involves certain risks. Any investor should make its investment solely on the basis of information that is contained in the Prospectus approved by the AFM and made generally available in the Netherlands. Copies of the Prospectus and the pricing statement may be obtained at no cost through the website of the Company (www.ctp.eu/investors/ipo-documentation), subject to securities law restrictions in certain jurisdictions. The AFM’s approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of the Prospectus.

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This announcement may include statements which may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "targets", "may", "aims", "likely", "would", "could", "can have", "will" or "should" or, in each case, their negative or other variations or comparable terminology. Forward-looking statements may and often do differ materially from actual results. As a result, undue influence should not be placed on any forward-looking statement. No statement in this announcement is intended to be nor may be construed as a profit forecast. Forward-looking statements speak only as of the date they are made.

This announcement is not an offer to sell or a solicitation of any offer to buy any securities issued by the Company and this announcement is not being made in and copies of it may not be distributed or sent into the United States, Australia, Japan, or any other jurisdiction in which the making or distribution of the announcement would be prohibited or restricted.

Investing in the Shares involves certain risks. Before investing in the Shares, prospective investors should carefully consider the risks and uncertainties described below, together with the other information contained or incorporated by reference in the Prospectus, in particular the section headed "Risk Factors". The following is a selection of the key risks that relate to the Group's industry and business, operations, financial conditions, capital structure, and structure of the Group, as well as the Shares, based on the probability of their occurrence and the expected magnitude of their negative impact.

- The recent global coronavirus pandemic has led to significant volatility in financial and other markets and could harm the Group's business and results of operations.
- The Group could experience a lower demand for its industrial and logistics property and a significant decline in occupancy rates may have an adverse impact on the Group's cash flows.
- The Group is subject to the risk of tenants defaulting on their lease obligation or failing to renew their leases.
- The Group may not be able to successfully implement its key strategies or manage its growth.
- The Group's strategy envisions potential additional selective property acquisitions, but the Group may be unable to acquire the properties on acceptable terms, identify all potential liabilities associated with them or complete the acquisitions.
- The Group's financial performance relies on its ability to attract and retain tenants, which may suffer as a result of increased competition from other property owners, operators and developers.
- The Group is exposed to the risk of cost overruns, delays or other difficulties in relation to its development activities.
- The performance of the Group's property portfolio is exposed to concentration risks.
- The Group is dependent on its chief executive officer, chief financial officer as well as other senior executives and other qualified personnel and may not be able to attract and retain them.
- The Group has significant investments and operations in less mature markets, which tend to have higher volatility and be subject to greater legal, economic, fiscal and political risks.
- The Group's substantial leverage and debt service obligations could adversely affect its business and prevent it from fulfilling its obligations with respect to its indebtedness, and the Group may not be able to successfully renew or refinance such indebtedness as it matures, or may only be able to renew or refinance its indebtedness on less favourable terms.
- The Group is subject to various regulations in the countries in which it operates and is exposed to the risks resulting from changes to the regulatory environment, or a failure to comply with applicable laws, regulations, licensing requirements and codes of practice.
- The payment of future dividends will depend on the Group's financial condition and results of operations, as well as on the Group's operating subsidiaries' distributions to the Company.
- Future issuances or sales of Shares or debt or equity securities convertible into Shares by the Company or future sales of Shares by directors of the Company or the Sole Shareholder may adversely affect the market price of the Shares, and any future issuance of Shares may dilute investors' shareholdings.
- The Shares have not been publicly traded, and there is no guarantee that an active and liquid market for the Shares will develop.

The securities referred to herein may not be sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. CTP B.V. does not intend to register any of the securities in the United States or to conduct a public offering of the securities in the United States. Accordingly, any offer or sale of the securities may be made only in a transaction exempt from the registration requirements of the U.S. Securities Act of 1933, as amended.

This communication is addressed in any member state of the European Economic Area only to those persons who are qualified investors in such member state ("Qualified Investors") within the meaning of Regulation (EU) 2017/1129 (the "Prospectus Regulation") and such other persons as this announcement may be addressed on legal grounds, and no person that is not a Qualified Investor may act or rely on this announcement or any of its contents.

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This document does not constitute a prospectus within the meaning of the Prospectus Regulation and does not constitute an offer to acquire any securities. Any offer to acquire the securities referred to herein will be made, and any investor should make its investment, solely on the basis of the information that is contained in the Prospectus published by the Company in connection with the admission of its Ordinary Shares to listing and trading on Euronext Amsterdam. Copies of the Prospectus may be obtained through the website of the Company, www.ctp.eu. For the avoidance of doubt, the contents of the Company's website are not incorporated into, and do not form part of, this announcement.

In the United Kingdom, this announcement is only being distributed to, and is only directed at persons who are "qualified investors" (as defined in the Prospectus Regulation (EU 2017/1129) as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended by the European Union (Withdrawal Agreement) Act 2020 (the "UK Prospectus Regulation")) and who are also (i) persons having professional experience in matters relating to investments who fall within the definition of investment professionals in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"); (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) person to whom this announcement may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with relevant persons. Any person in the United Kingdom who is not a relevant person should not take any action on the basis of this announcement and should not act or rely on it.

In Canada, this announcement is only directed at persons who are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are also permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations.

Erste Group, Goldman Sachs, Morgan Stanley, Kempen & Co, UBS, ING and Raiffeisen (collectively, the "Banks") and Rothschild & Co are acting exclusively for the Company and no one else in connection with any offering of securities and will not be responsible to anyone other than the Company for providing the protections afforded to their respective customers or for providing advice in relation to any offering or any transaction or arrangement referred to herein. They will not regard any other person as their respective clients in relation to the offering and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients, nor for providing advice in relation to the offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offer of the Shares, each of the Banks, Rothschild & Co and any of their respective affiliates, may take up a portion of the Shares in the Offer as a principal position and in that capacity may retain, purchase, sell or offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, each of the Banks, Rothschild & Co and any of their respective affiliates acting in such capacity. In addition, certain of the Banks, Rothschild & Co or their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they or their affiliates may from time to time acquire, hold or dispose of Shares. None of the Banks Rothschild & Co nor any of their respective affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Offer, Morgan Stanley as the "Stabilisation Manager", on behalf of the Banks, may, to the extent permitted by applicable law, over-allot Shares or effect transactions that stabilise or that raise or maintain the market price of the Shares at levels above those which might otherwise prevail in the open market or that prevent or retard a decline in the market price of the Shares. Such stabilisation transactions, if commenced, may be effected on Euronext Amsterdam, in the over-the-counter market or otherwise. The Stabilisation Manager is not required to engage in such stabilisation transactions, and, as such, there is no assurance that such stabilisation transactions will be undertaken. If such stabilisation transactions are undertaken, they may commence as early as the date of pricing/start of conditional dealings, may be discontinued at any time without prior notice and will end no later than 30 calendar days after the date of pricing/start of conditional dealings.

In addition, the Sole Shareholder has granted the Stabilisation Manager, on behalf of the Banks, an over-allotment option, exercisable within 30 calendar days after the date of pricing/start of conditional dealings, pursuant to which the Stabilisation Manager, on behalf of the Banks, may require the Sole Shareholder to sell at the offer price a certain number of Shares in the Offer, to cover short positions resulting from any over-allotments made in connection with the Offer or to facilitate stabilisation transactions

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Information to Distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK Product Governance Requirements"; and (d) local implementing measures (together, the "Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Shares are: (i) compatible with an end target market of investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II and paragraph 3 of the FCA Handbook Conduct of Business Sourcebook (as applicable); and (ii) eligible for distribution through all permitted distribution channels (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, "distributors" (for the purposes of the Product Governance Requirements) should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is provided for information purposes only and is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer (including the "Risk Factors" as included herein).

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or Chapter 9A or 10A respectively of the FCA Handbook Conduct of Business Sourcebook; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.