City

18 במאי, 2025

לכבוד
רשות ניירות ערך
באמצעות מערכת המגנ"א

לכבוד
הבורסה לניירות ערך בתל אביב בע"מ
באמצעות מערכת המגנ"א

ג.א.נ.,

הנדון: **ג' סיטי בע"מ ("החברה") - הודעת חברת הבת G City Europe Limited בעניין דוחותיה הכספיים ליום 31 במרס 2025**

מצ"ב דוחות כספיים ליום 31 במרס 2025 של חברת הבת G City Europe Limited (חברה בת בבעלותה המלאה של החברה).

בכבוד רב,

ג'י סיטי בע"מ

נחתם על ידי:

גיל קוטלר, סמנכ"ל הכספים

רויטל כחלון, יועצת משפטית

G City Europe

G City Europe Limited

INTERIM FINANCIAL STATEMENTS 31 MARCH 2025

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STATEMENT REGARDING FORWARD LOOKING INFORMATION

This report includes statements that are, or may be deemed to be, "forward looking statements". These forward looking statements can be identified by the use of forward looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will", "should", "could", "assumes", "plans", "seeks" or "approximately" or, in each case their negative or other variations or comparable terminology. These forward looking statements include all matters that are not historical facts. They appear in a number of places throughout these condensed consolidated interim financial statements and include statements regarding the intentions, plans, objectives, beliefs or current expectations of the Group. By their nature, forward looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward looking statements are not guarantees of future performance.

You should assume that the information appearing in the condensed consolidated interim financial statements is up to date only as of the date of the condensed consolidated interim financial statements. The business, financial conditions, results of operations and prospects of the Group may change. Except as required by law, the Group do not undertake any obligation to update any forward looking statements, even though the situation may change in the future.

All of the information presented in the condensed consolidated interim financial statements, and particularly the forward looking statements, are qualified by these cautionary statements.

The condensed consolidated interim financial statements and the documents available for inspection should be read in their entirety and with the understanding that the actual future results of the Group may be materially different from what the Group expects.

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		31 March 2025		31 December 2024	
	Note	**€'000**	**€'000**	**€'000**	**€'000**
ASSETS					
Standing investments	4	1,512,172		1,450,054	
Redevelopments and land	5	128,674		152,699	
Equity-accounted investment in joint ventures		1,319		1,530	
Derivatives	12	3,603		4,486	
Other non-current assets	6	231,541		276,796	
Non-current assets			**1,877,309**		**1,885,565**
Other current assets	7	27,875		26,754	
Assets held for sale	8	-		270,869	
Cash and cash equivalents	9	80,752		90,838	
Current assets			**108,627**		**388,461**
TOTAL ASSETS			**1,985,936**		**2,274,026**
EQUITY AND LIABILITIES					
Equity	10		**1,330,739**		**1,319,845**
Long term borrowings	11	529,245		529,373	
Derivatives	12	6,013		6,425	
Other non-current liabilities	13	81,158		75,741	
Non-current liabilities			**616,416**		**611,539**
Short term borrowings	11	3,049		87,609	
Other current liabilities	14	35,226		124,427	
Provisions		506		496	
Liabilities held for sale	8	-		130,110	
Current liabilities			**38,781**		**342,642**
Total equity and liabilities			**1,985,936**		**2,274,026**

The financial statements were approved and authorised for issue by the Board of Directors on 15 May 2025 and were duly signed on the Board's behalf by Chaim Katzman, Chairman of the Board and Marios Demetriades, Director.

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Note	Three months ended 31 March 2025 €'000	€'000	Three months ended 31 March 2024 €'000	€'000
Gross rental income		20,987		23,179	
Service charge income		6,420		6,430	
Property expenses		(8,283)		(9,383)	
Net rental income			**19,124**		**20,226**
Revaluation of standing investments, net		19,153		-	
Depreciation, amortisation and impairments		(557)		(488)	
Administrative expenses		(2,414)		(2,713)	
Share of profit of equity-accounted investment		(213)		(232)	
Net result on disposals	8	-		(200)	
Costs connected with developments		(27)		(54)	
Net operating profit			**35,066**		**16,539**
Interest income		3,406		3,530	
Interest expense		(5,004)		(8,593)	
Foreign currency differences		1,652		(254)	
Other financial income	11	333		3,712	
Other financial expense		(1,750)		(1,382)	
Profit before taxation from continuing operations			**33,703**		**13,552**
Taxation (charge)/benefit for the period	15	(4,719)		367	
Profit after taxation from continuing operations			**28,984**		**13,919**
Loss after taxation from discontinued operations	8	(16,111)		(18,393)	
Net profit/(loss) for the period			**12,873**		**(4,474)**

Prior year comparatives for the quarter ended 31 March 2024 are adjusted following the classification of Czech Republic and Turkey as discontinued operations, see Note 8.

CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME

	Note	Three months ended 31 March 2025 €'000	€'000	Three months ended 31 March 2024 €'000	€'000
Net profit/(loss) for the period		12,873		(4,474)	
Items that may be reclassified to the statement of profit or loss:					
Movement in hedging reserves (net of deferred tax)		(134)		2,671	
Reclassification of historic currency translation reserve of disposed assets	8	604		-	
Hedging reserve reclassified to profit or loss in respect of interest rate swap disposed during the period	8	(4,016)		2,679	
Exchange differences arising on translation of foreign operations		1,567		568	
Total comprehensive income for the period			**10,894**		**1,444**

CONDENSED CONSOLIDATED CASH FLOW STATEMENT

	Three months ended 31 March 2025 €'000	Three months ended 31 March 2024 €'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit before taxation from continuing operations	33,703	13,552
Adjustments for:		
Revaluation of standing investments, net	(19,153)	-
Depreciation, amortisation and impairments	557	488
Foreign exchange (profit)/loss, net	(1,652)	254
Change in provisions, net of amounts paid	5,011	7
Share of profit of equity-accounted investments in joint ventures	213	232
Net result on disposals	-	200
Lease interest expense	797	760
Net result from bonds buy back	324	(2,969)
Other financial income	(333)	(435)
Other financial expense	431	435
Interest income	(3,406)	(3,530)
Interest expense	5,004	8,593
Operating cash flows before working capital changes	**21,496**	**17,587**
Increase in trade and other receivables and prepayments net	(1,083)	(5,691)
(Decrease)/increase in trade and other payables and accrued expenditure net	(3,697)	3,438
Cash generated from operations	**16,716**	**15,334**
Interest paid	(7,694)	(6,335)
Interest received	6,185	1,971
Corporate taxes paid	(125)	(561)
Corporate taxes received	-	963
Net cash generated from operating activities from continuing operations	**15,082**	**11,372**
Net cash (used in)/generated from operating activities from discontinued operations	**(2,581)**	**3,635**
CASH FLOWS FROM INVESTING ACTIVITIES		
Payments related to investment properties	(5,692)	(8,112)
Repayment of loans provided to related and third parties	46,127	235
Loans provided to related and third parties	-	(59,800)
Net cash generated from/(used in) investing activities from continuing operations	**40,435**	**(67,677)**
Net cash generated from investing activities from discontinued operations	**108,817**	**118,710**
CASH FLOWS FROM FINANCING ACTIVITIES		
Repayment of long term borrowings	(85,713)	(46,265)
Repayments of leases	(378)	(27)
Dividends paid	(89,923)	-
Net cash used in financing activities from continuing operations	**(176,014)**	**(46,292)**
Net cash used in financing activities from discontinued operations	**-**	**(510)**
Net (decrease)/increase in cash and cash equivalents	**(14,261)**	**19,238**
Cash and cash equivalents at beginning of the period	**90,838**	**22,584**
Movement in cash and cash equivalents held for sale	3,597	2,577
Effect of exchange rate fluctuations on cash held	578	(1,370)
Cash and cash equivalents at end of the period	**80,752**	**43,029**

Prior year comparatives for the quarter ended 31 March 2024 are adjusted following the classification of Czech Republic and Turkey as discontinued operations, see Note 8.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Note	Stated capital €'000	Hedging reserve €'000	Retained earnings €'000	Currency translation reserve €'000	Equity attributable to the owners of the Company €'000	Hybrid bonds reserve €'000	Total Shareholders Equity €'000
Balance at 1 January 2025		**1,195,766**	**1,948**	**(223,539)**	**4,812**	**978,987**	**340,858**	**1,319,845**
Net profit for the period[1]		-	-	12,873	-	12,873	-	12,873
Hedging reserve reclassified to profit or loss in respect of interest rate swap disposed during the period		-	(4,016)	-	-	(4,016)	-	(4,016)
Other comprehensive income for the period[2]		-	(134)	-	2,171	2,037	-	2,037
Total comprehensive income for the period		**-**	**(4,150)**	**12,873**	**2,171**	**10,894**	**-**	**10,894**
Balance at 31 March 2025		**1,195,766**	**(2,202)**	**(210,666)**	**6,983**	**989,881**	**340,858**	**1,330,739**

[1]Net profit for the year includes €16,1 million losses from discontinued operations.
[2]Movement in other comprehensive income includes €0,6 million reclassification as historic currency translation reserve of disposed assets.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Note	Stated capital €'000	Hedging reserve €'000	Financial assets at FVOCI reserve €'000	Retained earnings €'000	Currency translation reserve €'000	Equity attributable to the owners of the Company €'000	Hybrid bonds reserve €'000	Total Shareholders Equity €'000
Balance at 1 January 2024		**1,298,377**	**4,364**	**-**	**(308,297)**	**(1,220)**	**993,224**	**340,858**	**1,334,082**
Net loss for the period[3]		-	-	-	(4,474)	-	(4,474)	-	(4,474)
Transfer of losses on disposal of financial assets at FVOCI to retained earnings		-	-	-	-	-	-	-	-
Other comprehensive income for the period [4]		-	5,350	-	-	568	5,918	-	5,918
Total comprehensive income for the period		**-**	**5,350**	**-**	**(4,474)**	**568**	**1,444**	**-**	**1,444**
Balance at 31 March 2024		**1,298,377**	**9,714**	**-**	**(312,771)**	**(652)**	**994,668**	**340,858**	**1,335,526**

[3]Net loss for the period includes €18,4 million loss from discontinued operations.
[4]Movement in other comprehensive income includes €2,7 million hedging reserve reclassified to profit or loss in respect of interest rate swap disposed during the period.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

UNAUDITED

1. REPORTING ENTITY

G City Europe Limited (the "Company", formerly "Atrium European Real Estate Limited") is a company incorporated in Jersey. Its registered office is 37 Esplanade, St. Helier, Jersey, Channel Islands and its business address is 79 Spyrou Kyprianou, MGO Protopapas, 3076 Limassol, Cyprus. The Company's tax residency is Cyprus.

The condensed consolidated interim financial statements of G City Europe Limited as at and for the period ended 31 March 2025 comprise the Company and its subsidiaries, collectively the "Group".

G City Europe 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 of the Group have been prepared in accordance with IAS 34, Interim Financial Reporting as endorsed by the European Union ("EU").

The unaudited condensed consolidated interim financial statements do not include all of the information required for full set of IFRS Accounting Standards ("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 2024. The annual consolidated financial statements of the Group are prepared in accordance with IFRS as endorsed by the EU.

These financial statements are presented in Euros ("€"), which is considered by the Board of Directors to be the appropriate presentation currency due to the fact that the majority of the transactions of the Group are denominated in or based on this currency. All financial information is presented in Euros and all values are rounded to the nearest thousand (€'000), unless stated otherwise, except share and per share information.

The preparation of condensed consolidated 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

The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective. The Company is evaluating the effects of IFRS 18, including the effects of the consequential amendments to other accounting standards, on its consolidated financial statements.

4. STANDING INVESTMENTS

The current portfolio of standing investments of the Group consists of 9 retail properties and 3 residential assets (31 December 2024: 10 retail properties and 3 residential assets) of which nil property is held for sale (31 December 2024: 1 property held for sale).

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

Standing investments	31 March 2025 €'000	31 December 2024 €'000
Balance as at 1 January	1,450,054	1,547,173
Additions - technical improvements extensions	2,788	8,805
Movement in leases	-	44
Transfers from redevelopments and land	37,584	22,878
Revaluation of standing investments, net	19,153	114,840
Disposals	-	(245,515)
Exchange differences arising on translation of residential properties	2,368	1,484
Borrowing costs capitalised	225	345
Balance at the end of the period	**1,512,172**	**1,450,054**

Transfers from redevelopments and land relate to a residential building of the Ostrobramska project near Promenada shopping centre in Warsaw.

The total value of land leases as of 31 March 2025 was €37,8 million (31 December 2024: €36,8 million).

5. REDEVELOPMENTS AND LAND

The current portfolio of redevelopments and land comprises €97,3 million (2024: €92,0 million) redevelopments and €31,4 million (2024: €60,7 million) land.

Redevelopments and land	31 March 2025 €'000	31 December 2024 €'000
Balance as at 1 January	152,699	240,960
Additions - retail	293	292
Additions - residential	3,987	28,087
Movement in leases	251	129
Transfer to standing investments	(37,584)	(22,878)
Revaluation of redevelopments and land - continuing operations	-	7,738
Transfer from/(to) assets held for sale	7,000	(104,261)
Exchange differences arising on translation of residential properties	1,423	964
Borrowing costs capitalised	605	1,668
Balance at the end of the period	**128,674**	**152,699**

The total value of land leases was €7,9 million as of 31 March 2025 (31 December 2024: €8,7 million).

General borrowing costs in total amount of €0,6 million have been capitalised to the qualifying assets at 1,0% capitalisation rate.

As of 31 March 2025, the Group reassessed the status of the Constanta land plot located in Romania. As of 31 March 2025, the criteria for classification as held for sale under IFRS 5 were no longer met. As a result, the land plot was recalssified from non-current assets held for sale back to redevelopments and land at its fair value in €7,0 million.

6. OTHER NON-CURRENT ASSETS

Other assets	31 March 2025 €'000	31 December 2024 €'000
Financial assets at amortised cost	222,833	267,015
Long term restricted cash	5,022	5,304
Intangible assets	1,659	2,021
Straight line of lease incentives to tenants	675	945
Property and equipment	565	615
Other	787	896
Balance at the end of the period	**231,541**	**276,796**

Long-term financial assets at amortised cost include secured vendor loan in the amount of €24,6 million (31 December 2024: €24,6 million) granted to the purchasers of Optima shopping centre located in Slovakia. The maturity of the loan is in June 2027 and the principal bears interest rate of 5% per annum.

In November 2023, as a result of the restructuring of the investment in the joint ventures, the Group provided €8,8 million additional loan to related parties at 5% interest rate and maturity in 5 years. The Group signed a novation agreement with Fedelmia Limited and substantially modified the initial terms of the historic loan in total amount of €17,9 million. Effective from 17 November 2023, the non-convertible loan in the amount of €20,6 million bears 5% interest rate per annum and matured in 5 years. Both loans represent a long term interest in the joint ventures. As of 31 March 2025, the outstanding amount of the joint venture loans was €31,6 million (31 December 2024: €31,2 million).

In December 2023, the Group granted a related party credit facility to Gazit Midas Limited in the available amount of €200.0 million bearing variable interest rate at 6.4% with maturity on 31 August 2025 and prolongation option until 31 December 2026. As of 31 March 2025, the utilised amount provided to the related party was €70 million (31 December 2024: €115,9 million). The related party credit facility is guaranteed by G City under the framework agreement signed, see Note 17.

In July 2024, the secured vendor loan was granted to G City in the amount of 299.4 million polish zloty (approx. €70,0 million). The issuance of the loan was a non-cash transaction included in the purchase price of the Targowek shopping centre. The loan bears an interest of 6,5% and is repayable in 2029.

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

In February 2023, the Group granted the secured vendor loan in the amount of €32,4 million to the purchaser of Molo shopping centre located in Poland. The maturity of the loan is within 5 years. The arrangement constitutes a financing component and initial measurement was adjusted to the present value in €26,0 million as of 31 December 2024 of future payments discounted at a market rate of interest for a similar debt instrument. As of 31 March 2025, the long term oustanding amount of the loan was €25,0 million (31 December 2024: €25,2 million). The short term portion in total amount of €0,8 million is disclosed as Other current assets, see Note 7.

7. OTHER CURRENT ASSETS

Other assets	31 March 2025 €'000	31 December 2024 €'000
Financial assets at amortised cost	6,696	6,729
Receivables from tenants[1]	4,891	5,888
Alternative minimum tax	3,950	3,019
Short term restricted cash	1,311	671
VAT receivables	4,412	3,587
Prepayments	1,097	623
Income tax receivable	247	191
Other receivables	5,271	6,046
Balance at the end of the period	**27,875**	**26,754**

[1]Includes Straight-line asset of lease incentives €1,2 million (31 December 2024: €1,3 million).

Financial assets at amortised cost include secured vendor loan in the amount of €5,9 million (31 December 2024: €5,9 million) granted in 2022 to the purchaser of Mosty shopping center located in Poland. The loan bears an interest of 3,0% and is repayable in December 2025.

8. ASSETS AND LIABILITIES HELD FOR SALE AND DISCONTINUED OPERATIONS

	31 March 2025 €'000	31 December 2024 €'000
Non-current assets		
Standing investments	-	200,988
Redevelopments and land	-	60,000
Other non-current assets	-	4,660
Current assets		
Receivables from tenants	-	820
Cash and cash equivalents	-	3,597
Other current assets	-	804
Assets held for sale	**-**	**270,869**
Non-current liabilities		
Deferred tax liabilities	-	535
Long term borrowings	-	119,382
Other non-current liabilities	-	2,150
Current liabilities		
Accrued expenditures	-	957
Advance payments	-	2,564
Short term borrowings	-	3,318
Other current liabilities	-	1,204
Liabilities held for sale	**-**	**130,110**
Total, net	**-**	**140,759**

As of 31 December 2024, following IFRS 5 requirements the Atrium Flora shopping centre in Czech Republic, Constanta land plot in Romania and Mel 1 land plot in Turkey were held for sale. The disposal of properties took place in 2025 and is part of the Group's strategy to reposition non-core assets portfolio and focus on prime properties located in Poland. Disposal of these properties signifies the Group's exit from Czech Republic and Turkey.

As of 31 December 2024, borrowings held for sale included secured loan from Berlin-Hannoversche Hypothekenbank AG in total amount of €122,7 million.

The Turkish government initiated measures to expedite post-earthquake recovery, including nationalizing plots near the Group’s property to build housing for displaced individuals. Amid the nationalization risk, the Group formulated an exit strategy in order to mitigate the exposure. In January 2025, the Group completed the disposal of MEL 1, its sole subsidiary in Turkey, for a gross consideration of €53 million, at its book value.

In February 2025, the Group completed the sale of the Atrium Flora shopping center in Czech Republic for an agreed gross consideration of €232,1 million, not including customary price adjustments and transaction costs of €31,2 million.

Following the signing of separate sale purchase agreements with third parties in 2024 for the sale of Atrium Flora shopping centre in the Czech Republic and in 2025 for the sale of Mel 1 land in Turkey, operations in the Czech Republic and Turkey have been classified as discontinued operations in 2024 and presented separately in the condensed consolidated statement of profit and loss and the condensed consolidated cash flow statement for the 3 months ended 31 March 2024 and 31 March 2025.

	Three months ended 31 March 2025 €'000	Three months ended 31 March 2024 €'000
Gross rental income	2,257	4,886
Service charge income	1,141	2,309
Property expenses	(1,194)	(1,850)
Net rental income	**2,204**	**5,345**
Depreciation, amortisation and impairments	(5)	(53)
Administrative expenses	(20)	(179)
Net result on disposals	(17,660)	(21,431)
Costs connected with developments	(3)	(36)
Net operating profit/(loss)	**(15,484)**	**(16,354)**
Interest expense, net	(368)	(1,094)
Foreign currency differences	14	(58)
Other financial expense, net	(10)	(31)
Loss before taxation	**(15,848)**	**(17,537)**
Tax charge for the period	(263)	(856)
Net loss for the period	**(16,111)**	**(18,393)**

9. CASH AND CASH EQUIVALENTS

Cash balances are analysed as follows:

	31 March 2025 €'000	31 December 2024 €'000
Cash at bank and in hand	80,752	86,721
Deposits	-	4,117
Total	**80,752**	**90,838**

As of 31 March 2025, €71,7 million (31 December 2024: €80,3 million) of G City Europe's bank balances were denominated in Euro, €9,1 million (31 December 2024: € 6,4 million) in Polish zloty and the remaining in various other currencies.

As of 31 December 2024, the bank deposits were denominated in Polish zloty and had a maturity of 7 days.

10. EQUITY

As of 31 March 2025, the total number of ordinary shares authorised and issued was 299.743.870 (31 December 2024: 299.743.870), of which 111.990.360 ordinary shares were registered in the name of Gazit Midas Limited, 187.753.510 ordinary shares were registered in the name of Gazit Gaia Limited. As of 31 March 2025, EPRA Net Reinstatement Value was €3,45 per share (31 December 2024: €3,42 per share).

11. BORROWINGS

Borrowings	31 March 2025 €'000	31 December 2024 €'000
Bonds	221,082	220,861
Bank loans	308,163	308,512
Long-term liabilities	**529,245**	**529,373**
Bonds	-	84,563
Bank loans	3,049	3,046
Short-term liabilities	**3,049**	**87,609**
Total	**532,294**	**616,982**

The undiscounted borrowings are repayable as follows:

Borrowings total	31 March 2025 €'000	31 December 2024 €'000
Due within one year	3,049	87,609
Due in second year	160,079	160,467
Due within third to fifth year inclusive	369,166	368,906
Total	**532,294**	**616,982**

BONDS

In January 2025, the Group gave notice to the noteholders of the 2025 Notes of their intention to redeem the outstanding amount of approximately €85 million through the exercise of the clean-up call. In February 2025, the redemption was completed and as of 31 March 2025, the outstanding amount of the 2025 Notes is €nil.

During three months ended 31 March 2024 the Group bought back and cancelled €41,8 million and €7,2 million of the 2025 Notes and 2027 Notes respectively with a gain in €3,0 million.

The bonds are subject to the following financial covenants: the solvency ratio shall not exceed 60%; the secured solvency ratio shall not exceed 40%; the consolidated coverage ratio shall not be less than 1.5. All covenants were met as of 31 March 2025.

RELATED PARTY CREDIT FACILITY

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.

As of 31 March 2025, the Group has not utilised the related party credit facility (31 December 2024: €nil). The Company has an available financing in total amount €350,0 million of unutilised related party credit facility. The related party credit facility is subordinated to the Group's senior debt.

BANK LOANS

In August 2024, the Group raised a loan of 80,0 million polish zloty ("Tranche A") and €10,0 million ("Tranche B") from Santander Bank Polska S.A. secured by residential properties of Urban Home Warszawa Rubikon and Urban Home Wroclaw Traugutta. The loan matures in 5 years. Tranche A bears interest rate of 6,95% per annum. Tranche B bears interest rate of 5,055% per annum. The loan is subject to the following financial covenants: Loan to Value, Occupancy and Debt Service Coverage Ratio. All conditions were met as of 31 March 2025.

The loan with Landesbank Hessen-Thuringen Girozentrale is subject to the following financial covenants: Loan to Value and Interest Service Cover Ratio. Both conditions were met as of 31 March 2025.

The loan with Berlin-Hannoversche Hypothekenbank AG and Bank Polska Kasa Opieki S.A. is subject to the following financial covenants: Loan to Value and Debt Service Coverage Ratio. Both conditions were met as of 31 March 2025.

During three months ended 31 March 2025 the Group repaid €0,8m of the principal amount of bank loans.

The bank loans interest rates are hedged, see Note 12.

12. DERIVATIVES

The Group entered into interest rate swap contracts ("IRSs") in connection with secured bank loans (see Note 10). These swaps replaced floating interest rates with fixed interest rates. The floating rate on the IRSs with Landesbank Hessen-Thuringen Girozentrale from November 2018, Bank Polska Kasa Opieki S.A. and Berlin-Hannoversche Hypothekenbank AG from October 2023 is the three month Euribor and the fixed rates are 0,640% and 3,51% respectively. The floating rates on the IRSs with Santander Bank Polska S.A. from August 2024 are the one month Wibor for Tranche A and the one month Euribor for Tranche B and the fixed rates are 4,65% and 2,455% respectively.

As of 31 December 2024, the interest rate swap contract in connection with the secured loan from Berlin-Hannoversche Hypothekenbank AG was classified as asset held for sale and this was subsequently settled in February 2025 following the sale of Atrium Flora.

The swaps have similar 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 offset each other. The interest rate risk associated with the floating debt instruments are hedged entirely with having 1:1 hedge ratio. The IRSs are measured at fair value using the discounted future cash flow method.

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

Interest rate swaps	**31 March 2025 €'000**	**31 December 2024 €'000**
Carrying amount (liability)	(6,013)	(6,425)
Carrying amount (asset)	3,603	4,486
Notional amount	312,739	313,181
Change in fair value of outstanding hedging instruments since 1 January[1]	(471)	(6,389)
Transfer to assets/liabilities held for sale	-	2,740

[1]Change in fair value for the period ended 31 December 2024 includes €2,7 million gross revaluation loss from hedging instruments classified as held for sale, see Note 8.

13. OTHER NON-CURRENT LIABILITIES

Other non-current liabilities	**31 March 2025 €'000**	**31 December 2024 €'000**
Long term lease liabilities	40,868	41,501
Deferred tax liabilities	24,447	24,775
Other long term liabilities	15,843	9,465
Total	**81,158**	**75,741**

14. OTHER CURRENT LIABILITIES

Other current liabilities	**31 March 2025 €'000**	**31 December 2024 €'000**
Accrued expenditure	20,576	19,549
Trade and other payables	9,954	9,488
Short term liabilities from leasing	3,013	3,498
VAT payable	1,683	1,218
Payables to related parties	-	90,674
Total	**35,226**	**124,427**

Accrued expenditure includes bonds interest of €3,3 million (31 December 2024: €3,0 million).

The dividend declared in December 2024 of 30 cents per share was paid in January 2025 to the Group's shareholders, totalling €89,9 million.

15. TAXATION CHARGE FOR THE PERIOD

Taxation charge for the period	**Three months ended 31 March 2025 €'000**	**Three months ended 31 March 2024 €'000**
Corporate income tax (expense)/refund	(5,134)	415
Deferred tax (charge)/credit	415	(48)
Total	**(4,719)**	**367**

The subsidiary companies are subject to taxes for their respective businesses in the countries of their registration at the rates prevailing in those jurisdictions.

Corporate income tax expense for the period ended 31 March 2025 includes the withholding tax provision, see Note 18.

In Poland, reduced rate of 9% may be applied to small taxpayers with revenue not exceeding €2,0 million on an annual basis.

16. SEGMENT REPORTING

The standing investment segment includes all commercial real estate held to generate rental income for the Group. The development segment includes all development activities and activities related to commercial real estate land plots. The reconciling items mainly include holding activities and other items that relate to activities other than the standing investment segment and the development segment. As of 31 March 2025, the fair value of residential properties exceeded 10% of the Group’s total assets. In accordance with IFRS 8, the Group separately disclosed the balance of standing investment, redevelopments and land related to residential properties.

The Group evaluates performance of the standing investment segment on the basis of profit or loss from operations before tax excluding foreign exchange gains and losses. The performance of the development segment is evaluated on the basis of expected yield on cost.

The segment reporting is based on the internal reporting to the Board of Directors, as the chief operating decision maker ('CoDM'). The Board of Directors as chief decision makers of the Group monitor the contribution made by the segments to the company’s performance on the basis of the segment operating profit/(loss). Total Asset and liabilities items are not reported separately to the CoDM.

Reportable segments for the period ended 31 March 2025	Standing Investment segment €'000	Redevelopments and land segment €'000	Reconciling item €'000	Total €'000
Gross rental income	20,987	-	-	20,987
Service charge income	6,420	-	-	6,420
Net property expenses	(8,283)	-	-	(8,283)
Net rental income	**19,124**	**-**	**-**	**19,124**
Net result on disposals	-	-	-	-
Costs connected with developments	-	(27)	-	(27)
Revaluation of investment properties	19,153	-	-	19,153
Depreciation, amortisation and impairments	(557)	-	-	(557)
Administrative expenses	(822)	(24)	(1,568)	(2,414)
Share of profit of equity-accounted investment in joint ventures	-	-	(213)	(213)
Net operating (loss)/profit	**36,898**	**(51)**	**(1,781)**	**35,066**
Interest income	-	-	3,406	3,406
Interest expense	-	-	(5,004)	(5,004)
Foreign currency differences	-	-	1,652	1,652
Other financial income/expenses, net	-	-	(1,417)	(1,417)
Profit / (loss) before taxation	**36,898**	**(51)**	**(3,144)**	**33,703**
Taxation charge for the period	-	-	(4,719)	(4,719)
Profit / (loss) after taxation	**36,898**	**(51)**	**(7,863)**	**28,984**
Investment properties	1,512,172	159,674	(31,000)[1]	1,640,846
Additions to investment properties	2,788	4,531	-	7,319
Retail properties	1,354,027	91,461	-	1,445,488
Residential properties	158,145	68,213	-	226,358

[1]Our 50% share of land plot held in a joint venture in Poland.

Reportable segments for the period ended 31 March 2024	Standing Investment segment €'000	Redevelopments and land segment €'000	Reconciling item €'000	Total €'000
Gross rental income	23,179	-	-	23,179
Service charge income	6,430	-	-	6,430
Net property expense	(9,383)	-	-	(9,383)
Net rental income	**20,226**	**-**	**-**	**20,226**
Net result on disposals	(200)	-	-	(200)
Costs connected with developments	-	(54)	-	(54)
Depreciation, amortisation and impairments	(276)	-	(212)	(488)
Administrative expenses	(1,111)	(30)	(1,572)	(2,713)
Share of profit of equity-accounted investment in joint ventures	-	-	(232)	(232)
Net operating (loss)/profit	**18,639**	**(84)**	**(2,016)**	**16,539**
Interest income	-	-	3,530	3,530
Interest expense	-	-	(8,593)	(8,593)
Foreign currency differences	-	-	(254)	(254)
Other financial income/expenses, net	-	-	2,330	2,330
Profit / (loss) before taxation	**18,639**	**(84)**	**(5,003)**	**13,552**
Taxation charge for the period	-	-	367	367
Profit / (loss) after taxation	**18,639**	**(84)**	**(4,636)**	**13,919**
Investment properties	1,549,381	276,166	(31,000)[1]	1,794,547
Retail properties	1,463,648	197,893	-	1,661,541
Residential properties	85,733	78,273	-	164,006
Additions to investment properties	1,688	3,742	-	5,430

[1]Our 50% share of land plot held in a joint venture in Poland.

Prior year comparatives for the quarter ended 31 March 2024 are adjusted following the classification of Czech Republic and Turkey as a discontinued operation, see Note 8.

17. TRANSACTIONS WITH RELATED PARTIES

THE BOARD OF DIRECTORS AND THE GROUP EXECUTIVE TEAM

OTHER RELATED PARTY TRANSACTIONS

G City Limited is the parent company of G City Europe Limited and to the best of the management's knowledge Norstar Holdings Inc. is the controlling owner and its controlling shareholder is Mr. Chaim Katzman, Chairman of the Board of Directors.

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Based on a consultancy agreement with the Group, Mr. Chaim Katzman was entitled to €0,7 million annual consultancy fee as from April 2017, payable in four equal quarterly instalments and subject to an annual review. The consultancy fee was temporarily waived for a period from 1 February 2024 until 31 December 2024 and was reinstated on 1 January 2025 upon a mutual agreement between the parties.

In May 2023, the Group signed a guarantee agreement for the registered and financial pledge of all shares in Galeria Dominikanska Sp. z.o.o. securing the amount of $150,0 million (approx. €138,7 million) to the benefit of Mizrahi Tefahot Bank Ltd under the credit facility with G City. The maturity of the pledge is in December 2026. The Group is entitled to a net consideration of $0,7 million (approx. €0,6 million) per year.

Effective since December 2023, the Group signed a framework agreement with G City and Gazit Midas, related to obligations of Gazit Midas under related party credit facility provided in December 2023 (see Note 6), where G City took an obligation in case the Group receives an irrevocable undertaking from any financing party, G City shall provide a release of the Galeria Dominikanska Sp. z o.o. pledge and any other encumbrance made in favor of Mizrahi Tefahot Bank Ltd under the credit facility with G City.

18. 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.

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.

Tax authorities in Poland are currently reviewing a withholding tax treatment for 2018-2020 including international exchange of tax information as part of their regular audit procedures.

The tax audit for 2018 Manhattan Development (Wars Sawa Junior) was transformed to tax proceedings and in the fourth quarter of 2024 the decision was issued where Polish Tax Authorities (PTA) posed potential withholding tax of €0,92 million for 2018 (incl. interest). A tax appeal was lodged in December 2024 and the tax proceedings are pending before second instance PTA.

In 2019, the Group initiated the liquidation of a legacy corporate structure in Denmark. In 2020, the Group obtained a binding ruling from the Danish tax authorities confirming the withholding tax treatment applicable to the transaction. However, in April 2025, the Danish tax authorities revoked the binding ruling and issued a decision requiring the Group to withhold Danish dividend tax, amounting to DKK 135,593,427 (approx. €18,2 million), excluding interest accrued. Based on the assessment of the legal advisors, the Group estimated that the probability of a favorable outcome in the appeal case is more likely than not.

The Hybrid Note has an off-balance sheet accrued interest of €5,2 million as of 31 March 2025 (31 December 2024: €2,1 million).

The Group has assessed the potential implications of tariffs and trade measures introduced by the United States, including those imposed during the administration of President Donald J. Trump, as well as related global trade tensions. The Group's operations are concentrated in the real estate sector primarily in Poland, with tenant's limited exposure to the trade flows with the United States or supply chains affected by these measures.

Based on this assessment, management has concluded that these trade policies have had no material impact on the Group's financial position or performance during the reporting period. The Group continues to monitor international trade developments; however, due to the European nature of its business activities, no significant risks or uncertainties have been identified as a result of past or ongoing trade tensions.

19. SUBSEQUENT EVENTS

In April 2025, the Group bought back and cancelled €7.0 million of the outstanding 2027 Notes with a gain in €0.6 million.

Shape the future
with confidence

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Auditors' review report

To the Shareholder of G City Europe

Introduction

We have reviewed the accompanying condensed consolidated statement of financial position of G City Europe Ltd. and subsidiaries ("the Company"), which comprises the condensed consolidated statement of financial position as of March 31, 2025 and the related condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the three-month then ended, and a summary of significant accounting policies and other explanatory notes. Management is responsible for the preparation and fair presentation of this interim financial information in accordance with IAS 34, "Interim Financial Reporting". Our responsibility is to express a conclusion on this interim financial information 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 interim financial information 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 interim financial information does not present fairly, in all material respects the financial position of the entity as at March 31, 2025, and of its financial performance and its cash flows for the three month periods then ended in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union.

Tel-Aviv, Israel
May 15 , 2025

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