

Warszawa, on 10 July 2014

The opinion
of the Management Board of CELTIC PROPERTY DEVELOPMENTS Spółka Akcyjna
with its registered office in Warszawa
on the on the deprivation of the existing Shareholders of the pre-emptive right in whole
with respect to the convertible bonds of series A and on the proposed issue price of the
convertible bonds of series A

The Management Board of CELTIC PROPERTY DEVELOPMENTS Spółka Akcyjna with its registered office in Warszawa (hereinafter: "**the Company**") acting pursuant to article 433 § 2 in connection with article 433 § 6 of c.c.c. presents its opinion:

1. on the on the deprivation of the existing Shareholders of the pre-emptive right in whole with respect to the convertible bonds of series A

The Company intends to issue convertible bonds of series A conferring the right to take up the Company's shares of series G (hereinafter: "**the Bonds**"). To this aim on August 10, 2014 the Extraordinary General Meeting of the Company was convened, which agenda includes i.a. the adoption of the resolution on the issuance of the Bonds of series A convertible to the Company's shares of series G and the deprivation of the existing shareholders of the pre-emptive right in whole with respect to the convertible bonds of series A, the contingent increase of the share capital of the Company, the deprivation of the existing shareholders of the pre-emptive right in whole with respect to the shares of series G and the amendment of the Statutes of the Company, the dematerialization of the shares of series G and the seeking of the shares of series G to be admitted and introduced to trading on the regulated market. The draft of the resolution provides that the issuance shall not exceed 160 (in words: one hundred sixty) registered bonds of series A with the nominal value of 50.000,00 EUR (in words: fifty thousand euro) each conferring the right to take up in total not more than 9 791 360 ordinary bearer shares of series G issued within the contingent increase of the share capital, with the nominal value of 0,10 zł (in words: ten groszes) the total nominal value not exceeding 979 136 zł (in words: nine hundred seventy nine thousand one hundred thirty six złoty).

The pre-emptive right of the existing shareholders in respect to the Bonds shall be excluded in whole. The issuance of the Bonds is aimed at obtaining the financing by the Company for the Company's key development projects and improvement of its financial structure. On 3 July 2014 Warsaw City Council passed a resolution on the master plan for postindustrial area of Orłów Piastowskich street - Part I. The area covered by the master plan is approximately 200 hectares, which constitute approximately 25% of Ursus district. In connection with the above, the possibility to receive funds for preparation of the investment on the area covered by the master plan promptly and smoothly is fundamental for the Company.

The offers on acquisition of the Bonds shall be directed to the investors interested in the further developments of the Company in the first place among the existing Shareholders of the Company. In the Management Board opinion the obtaining of the financing by the Company through the issuance of the Bonds is the most preferred way to obtain the necessary funding on favourable conditions. The Bonds shall confer the right to its holders to convert the Bonds to the shares of the Company, which allows to decrease the Company's indebtedness in the future, and thereby shall improve the financial standing of the Company.

The exclusion of the pre-emptive right in respect to the Bonds, in the opinion of the Management Board, lays in the interest of the Company and does not affect the rights of the existing Shareholders of the Company.

In view of the foregoing, the Management Board recommends to the Shareholders to vote in favor of the exclusion of the pre-emptive right in respect to the Bonds, to which the existing Shareholders are entitled.

2. the proposed issue price of the Bonds

Taking into consideration the purpose of issue of the Bonds, and taking into account the fact that in accordance with article 20 item 2 of the Act on Bonds, the Bonds may not be issued below the nominal value, the Management Board proposes to determine the issue price of 1 Bond in the amount equal to its nominal value i.e. EUR 50.000,00 (in words: fifty thousand euro 00/100). Whereas, the Management Board proposes to determine the conversion price of the Bonds into the Shares in the amount corresponding to the volume weighted arithmetic average price of one share of the Company at the stock prices at the closing of trading on the Warsaw Stock Exchange in Warsaw, in each session day during the six months preceding the day of the convening of General Meeting, in the agenda of shall be the adoption of a resolution on the issue of convertible bonds of series A, (i.e. 2014-01-09 till 2014-07-09).

Such a determination of the issue price of the Bonds shall allow the Company to raise substantial funds and shall undoubtedly facilitate the execution of the basic goals and objectives of the Bonds' issue.

The Management Board of CELTIC PROPERTY DEVELOPMENTS Spółka Akcyjna: