

NBG PANGAEA



# NBG PANGAEA REIC

June 2016

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# Largest Listed Real Estate Investment Company ("REIC") in Greece

### **Company History**

- The Company has been listed on ATHEX since 2009 and following the absorption of its parent company, NBG Pangaea REIC, (the latter held 96.94% in MIG Real Estate REIC) in 2015, the Company has been renamed to NBG Pangaea REIC.
- Following the Merger, the Company is the largest Greek Real Estate Investment Company in terms of assets.
- Former NBG Pangaea REIC was established in 2010 as the real estate vehicle of the National Bank of Greece ("NBG"). At the time 241 commercial properties were contributed by NBG.
- Invel Real Estate Netherlands II BV ("Invel") acquired a 66% stake in Dec-2013 from NBG, which retained 34%.
- The Company, together with its subsidiaries (the "Group"), is an investment property group, with a portfolio of 318 properties located mainly in Greece and Italy.
- Current shareholder base of the Company: **NBG**: 32.66% (controlling shareholder by virtue of a shareholders' agreement with Invel), **Invel**: 65.49%<sup>(1)</sup>, **Free Float**: 1.85%.
- In 2014 former NBG Pangaea REIC issued a corporate bond loan of c. €237mn, covered by a leading international institutional investor; following the Merger, the loan has been assumed by the Company.

### **Acquisition History**

From Jan-2013 to Mar-2016 the Group invested c. €588mn in real estate (out of which c. €420mn in Greece). A further €87mn of preliminary binding agreements are in place.

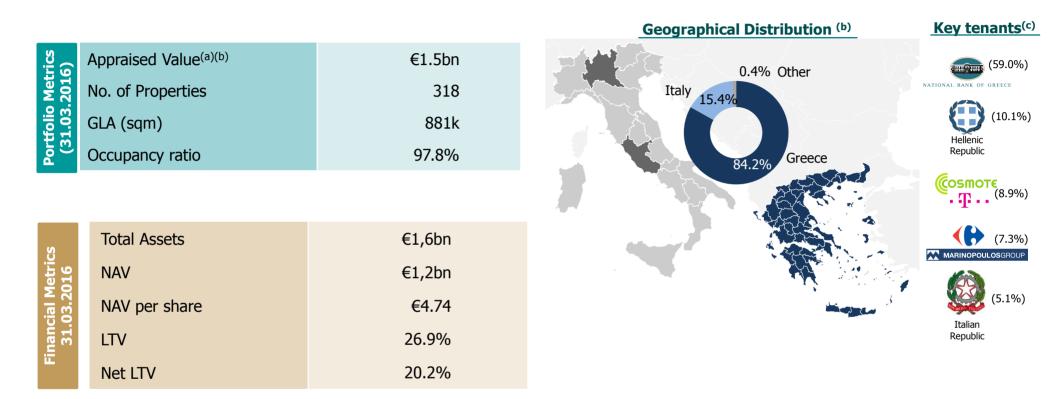
- **2013:** c. € 119 mn
- **2014:** c. € 378 mn
- **2015:** c. € 86 mn
- **Q116:** c. € 5 mn







## Largest Listed Real Estate Investment Company ("REIC") in Greece



(a) Including the owner occupied properties and the Pomezia land plot in Italy

(b) Valuation by the independent statutory valuers as of 31-Dec-2015, incl. valuation of acquisitions post 31-Dec-2015

(c) Percentage represents the % of annualised rent by tenant, i.e. rental income as of 31-Mar-2016 multiplied by 12 (including leases under the process of renegotiation of the lease terms that were finalised post 31-Mar-2016).

Source: Company information as of 31-Mar-2016

# **Characteristics of NBG Pangaea's assets**



### High quality commercial real estate assets











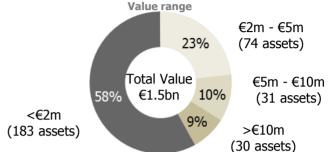
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High street retail

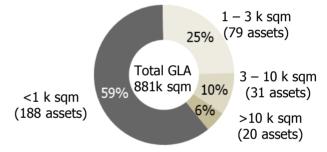


# High-quality, high-yielding, diversified portfolio in prime urban locations

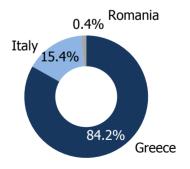


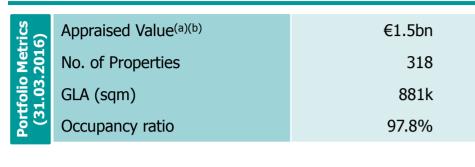


Portfolio breakdown by number of properties in terms of GLA<sup>(b)</sup>



Portfolio breakdown by geography in terms of Appraised value









The category "Other" includes storage space, archive buildings, petrol stations, parking space and the Pomezia land plot in Italy (a)

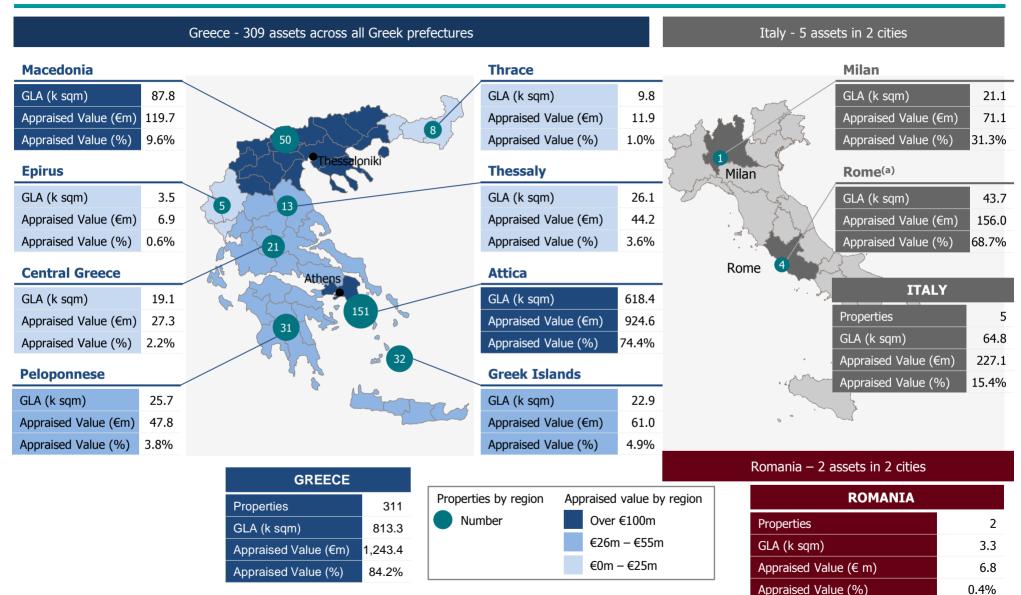
(b) Excluding the Pomezia land plot in Italy and the owner-occupied properties

Source: Company information as of 31-Mar-2016; Valuation as of 31-Dec-2015 by the independent statutory valuers, incl. valuation of acquisitions post 31-Dec-2015

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# High-quality, high-yielding, diversified portfolio in prime urban locations





Note: Appraised value derives from the valuation by the independent statutory valuers as of 31-Dec-2015, incl. valuation of acquisitions post 31-Dec-2015



	19 Ermou Str.	Lamaro	Metro Complex	HR S&LB	MIGRE REIC	S&LB portfolio of commercial assets	23 Mitropoleos Str
Туре	Retail property	Office building	Office complex	Portfolio of 14 properties	A listed REIC with a portfolio of office & retail properties	Portfolio of 7 supermarkets	Cultural center
Location	Athens	Rome	Milan	Across Greece	Greece (mainly in Attica) & Romania	Across Greece	Athens
Acquisition date	Feb-14	Mar-14	Mar-14	May-14	Aug-14	Sep to Nov-14	Dec-14
Acquisition value	€5.9m	€13.5m	€62.6m	€115.5m	€54.0m	€96.1m	€11.0m
GLA	c. 1k sqm	c. 12k sqm	c. 21k sqm	c. 204k sqm	c. 29k sqm	c. 109k sqm	c. 4k sqm
Tenant	Folli Follie Group <sup>(a)</sup>	Telecom Italia	Cardif Assicurazioni, Adecco, Ubi, Total Erg, Ipsos, Dorma Italia	Hellenic Republic	Piraeus Bank, Marfin Bank Romania, Grant Thornton, BCG & others	Marinopoulos	<ol> <li>CERVANTES Institute</li> <li>Metropark</li> </ol>
Lease expiry	2031	2022	2020 (average)	2034	2021 (average)	2039	1. 2033 2. 2022

(a) The property has been acquired vacant. The Company has leased the property to Folli Follie in Sep-2014

Source: Company information as of 03-Jun-2016



	Office Building	Office and Retail Building	
Туре	Office building	Office and retail building	
Location	Cavour 6, Rome, Italy	Cavour 5, Rome Italy	
Acquisition date	11-Feb-2015	20-Jul-2015	
Acquisition value	€38.7m	€45.1m	
GLA	c.14k sqm	c.18k sqm	
Tenant	Italian Republic	Office: Italian Republic (97%), Retail: Society No.G.A. SRL, Numismatica, Xu Guanshan, Jolly Srl	
Lease expiry	2024 (next break option year 2019)	2020 (average) (next break option year 2020 for the Italian Republic)	

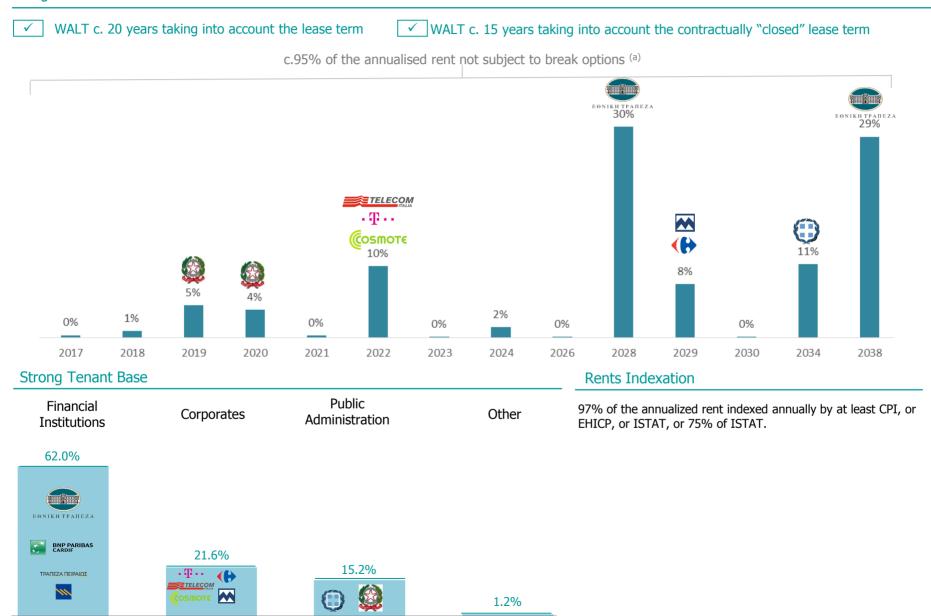


	Retail Building	Retail shop	
Туре	Public Pu	Retail shop	
Location	Chatzimichali Giannari 40-42, Chania, Greece	Agiou Nikolaou 12, Patra, Greece	
Acquisition date	26-Feb-2016	11-Mar-2016	
Acquisition value	€1.8m	€2.6m	
GLA	c. 1k sqm	c.1k sqm	
Tenant	Public	Massimo Dutti (Inditex Group)	
Lease expiry	2021	2025	

# Predictable cash flows driven by high occupancy levels, strong tenant base and long term leases



#### Long term leases



Note: Percentages shown on the page are based on annualised rent (a) The percentages for NBG and Hellenic Republic do not include the flexibility mechanism

# **Conservative Capital Structure**

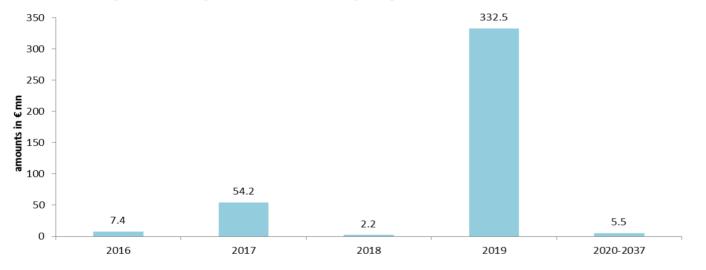


	31.03.2016	31.12.2015
Gearing Ratio (Borrowings / Total assets)	24.3%	24.6%
LTV (Borrowings / Investment Property & Owner-Occupied Properties (1))	26.9%	27.0%
Net LTV (Net Borrowings <sup>(2)</sup> / Investment Property & Owner-Occupied Properties <sup>(1)</sup> )	20.2%	20.8%

(1) Valuation by the independent statutory valuers as of 31-Dec-2015, incl. valuation of acquisitions post 31-Dec-2015 and owner-occupied properties.

(2) Net Borrowings: Borrowings less cash and cash equivalents

### Debt maturity schedule (amortization of capital) as of 31-Mar-2016



	31.03.2016
Total borrowings	395m
Weighted Average Maturity	2019
Spread over Euribor (weighted)	4.56%



### **Summary Consolidated Statement of Financial Position**

€ in millions	Dec-2013	Dec-2014	Dec-2015	Mar-2016
Investment Property	930.9	1,407.7	1,470.0	1,475.0
Other Assets	18.6	103.4	55.9	60.6
Cash and Cash Equivalents	161.0	125.6	90.4	98.9
Total Assets	1,110.5	1,636.7	1,616.4	1,634.5
Shareholders' Equity	1,036.2	1,260.4	1,193.7	1,212.3
Borrowings	53.7	335.7	397.1	397.9
Derivative Liabilities	2.8	3.0	2.8	3.0
Other Liabilities	17.9	37.6	22.8	21.3
Total Equity and Liabilities	1,110.5	1,636.7	1,616.4	1,634.5

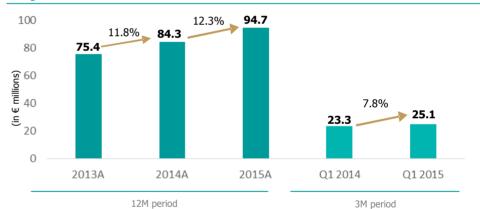
### **Rental Income**



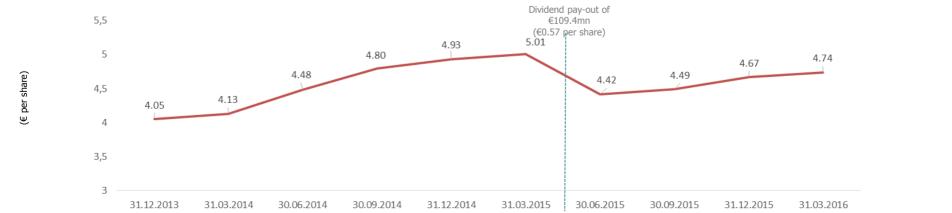
### **Summary Consolidated Income Statement**

	12	M period en	3M period ended		
€ in millions	Dec-2013	Dec-2014	Dec-2015	Mar-2015	Mar-2016
Rental Income	79.2	93.1	110.9	27.3	28.6
Direct Property Expenses (Recurring)	(2.9)	(6.7)	(11.3)	(3.0)	(2.6)
Employee Expenses	(0.5)	(1.3)	(2.2)	(0.6)	(0.6)
Other Income / Expense (Recurring)	(0.4)	(0.8)	(2.7)	(0.4)	(0.3)
Adj. EBITDA	75.4	84.3	94.7	23.3	25.1
Net Interest	1.5	(7.4)	(20.6)	(4.6)	(5.2)
REITs Tax Expense	(1.7)	(1.5)	(1.4)	(0.3)	(0.4)
Net Gain / (Loss ) from FV Adjustment on IP	(102.0)	98.0	(23.7)	0.9	(0.4)
Net Gain / (Loss ) from FV Adjustment on FI	0.3	(0.1)	0.4	0.3	0.2
D&A	(0.0)	(0.0)	(0.1)	(0.0)	(0.0)
Other Income / (Expense) (Non-Recurring)	0.9	3.8	(6.6)	0.1	(0.3)
Profit / (Loss) for the period	(25.6)	177.6	42.7	19.7	19.0

#### **Adjusted EBITDA**



### NAV per share (adjusted for the Merger)



Source: Audited Financial Statements for Dec-2013, Dec-2014 and Dec-2015. Unaudited financial statements for Mar-2014 and Mar-2015 Apr-2015



# Appendix



	1	2M-Period Endeo	1	3M-Perio	od Ended
Amounts in € ′000s	Dec-2013	Dec-2014	Dec-2015	Mar-2014	Mar-2015
Revenue					
Rental Income	79,166	93,054	110,861	27,300	28,644
	79,166	93,054	110,861	27,300	28,644
Net Gain / (Loss) from Fair Value Adjustment on Investment Property	(101,988)	98,651	(23,723)	915	(453)
Direct Property Relating Expenses	(2,850)	(6,718)	(12,576)	(2,951)	(2,557)
Employee Expenses	(484)	(1.287)	(2,175)	(596)	(566)
Depreciation of Property and Equipment	(14)	(23)	(40)	(13)	(7)
Amortisation of Intangible Assets	(29)	(29)	(29)	(7)	(7)
Net change in fair value of financial instruments at fair value through profit or loss	293	(125)	416	335	212
Other Income	921	4.472	1,686	205	83
Other Expenses	(435)	(1.435)	(9,716)	(568)	(776)
Operating Profit / (Loss)	(25,420)	186,560	64,704	24.620	24,573
Interest Income	5,510	3,233	182	90	66
Finance Costs	(4,032)	(10,693)	(20,814)	(4,699)	(5,252)
Interest income - net	1,478	(7,460)	(20,632)	(4,609)	(5,186)
Profit / (Loss) Before Tax	(23,942)	179,100	44,072	20,011	19,387
REITs Tax Expense	(1,666)	(1,482)	(1,392)	(324)	(390)
Profit / (Loss) for the period	(25,608)	177,618	42,680	19,687	18,997

# **Consolidated Statement of Financial Position – IFRS**



Amounts in € ′000s	Dec-2013	Dec-2014	Dec-2014	Mar-2016
Assets				
Non-current Assets				
Investment Property	930,879	1,407,659	1,470,079	1,475,004
Property and Equipment	1,433	4,334	3,348	2,532
Intangible Assets	245	216	187	181
Other Long-Term Receivables	-	11,737	17,314	17,314
	932,557	1,423,946	1,490,928	1,495,031
Current Assets				
Trade and Other Receivables	17,026	87,118	35,074	40,511
Cash and Cash Equivalents	160,963	125,638	90,433	98,922
	177,989	212,756	125,507	139,433
Total Assets	1,110,546	1,636,702	1,616,435	1,634,464
Shareholders' Equity and Liabilities				
Capital and Reserves				
Share Capital	735,712	765,193	766,484	766,484
Share Premium	-	15,890	15,890	15,890
Reserves	326,973	326,953	333,615	333,239
Retained Earnings / (Losses)	(26,502)	151,038	77,719	96,716
Equity Attributable to Company's Shareholders	1,036,183	1,259,074	1,193,708	1,212,329
Non Controlling Interests	-	1,362	-	-
Total Shareholders' Equity	1,036,183	1,260,436	1,193,708	1,212,329
Non-current Liabilities			/	
Borrowings	51,390	320,054	387,284	386,728
Retirement Benefit Obligations	26	251	213	213
Deferred Tax Liability	-	382	226	232
Other Long-Term Liabilities	9,183	6,497	3,320	3,408
	60,599	327,184	391,043	390,581
Current Liabilities	7.000	20 552	10.010	17.014
Trade and Other Payables	7,932	29,553	18,319	17,011
Current Tax Liabilities	782	866	756	384
Borrowings	2,267	15,621	9,830	11,176
Derivative Financial Instruments	2,783	3,042	2,779	2,983
	13,764	49,082	31,684	31,554
Total Liabilities	74,363	376,266	422,727	422,135
Total Shareholders' Equity and Liabilities	1,110,546	1,636,702	1,616,435	1,634,464



### Asset requirements -

- At least 80% of the assets must be invested in real estate
- Development cost must not exceed 40% of the REIC's investment assets
- Single property value cannot exceed 25% of the REIC's total investments.
- Assets for REIC operations cannot exceed 10% of the REIC's total assets.

#### Profit distribution/Leverage —

- At least 50% of the annual net distributable profit
- Capital gains do not need to be distributed
- Overall leverage must not exceed 75% of REIC's total assets

#### Legal requirements -

- Incorporated as a "Societe Anonyme" with a minimum capital of €25m
- Mandatory listing on a regulated market operating in Greece
- Statutory seat must be in Greece



### Tax efficient structure

	REIC
Corporate Income tax	<ul> <li>Investments and liquid assets taxed at 10%*(ECB rate + 1%) – Floor: 0,75% p.a.</li> </ul>
Advance Tax	Exempt
Capital gains Tax	Exempt
RETT	• Exempt
Dividend Tax	Exempt
Special Real Estate Tax	• Exempt