



February 29, 2020

Sonae Sierra, APG, Allianz and Elo announce the creation of Sierra Prime, a €1.8Bn strategic joint venture invested in prime Iberian shopping centres

Sonae Sierra, APG, Allianz and Elo today entered into an agreement to form a new strategic joint venture comprised of 6 flagship Iberian shopping centres with a total gross asset value of above €3.0Bn (€1.8Bn on a proportional basis).

The Sierra Prime portfolio includes three assets in Greater Lisbon (Centro Colombo, Centro Vasco da Gama, CascaiShopping), NorteShopping in Greater Porto, Plaza Mayor in Málaga and the recently opened McArthurGlen Designer Outlet Málaga.

The properties - together representing c. 380,000sqm GLA - consist of leading shopping centres in prime locations in Portugal and Spain, attracting in total approximately 90 MM visitors each year. The portfolio has experienced a remarkably resilient operating performance through economic cycles, underpinned by full occupancy, high sales density and best-in-class tenant mix, and also features attractive NOI growth opportunities through asset management and value creation initiatives.

Following a successful and long-standing 50/50 partnership in the Sierra Fund, Sonae Sierra and APG on behalf of its pension fund clients have decided to form a new long-term joint venture - Sierra Prime - solely focused on these 6 properties¹ and to bring two new leading institutional investors - Allianz and Elo - to further support the development and growth of the portfolio.

Each investor will retain a 25% economic interest in the joint-venture, which has a 15-year horizon. Allianz Real Estate, representing several Allianz group insurance companies, and Elo, a Finnish pension insurance company, have each acquired a 25% stake in the venture from Sonae Sierra and APG.

The transaction will generate estimated cash proceeds of approximately €525MM to Sonae Sierra and APG, while allowing both to maintain a sizeable exposure to these prime properties.

Sonae Sierra has been managing these properties since inception and will continue to provide investment and property management services to the portfolio, leveraging its unrivalled know-how and expertise which is proven by the current €7.2Bn of assets under management and over 100 managed assets.

"This is a landmark transaction for the Iberian retail real estate market and for Sonae Sierra. We are pleased to continue our successful and long-lasting partnership with APG and we are excited to welcome Allianz and Elo to join Sierra Prime" said Fernando Guedes de Oliveira, Sonae Sierra CEO. "Following the transaction, Sonae Sierra will maintain the management of the portfolio properties and we are committed to developing and growing the unique Sierra Prime portfolio in the future."

"APG has been an investor in this portfolio of prime shopping centres since 2003. Over the last 17 years the assets have shown their strength and resilience. We are now pleased to be part of the creation of Sierra Prime, allowing us to retain exposure to these assets going forward, whilst bringing in Allianz and Elo, two respected institutional investors, as new partners to the venture. Together with Sonae Sierra, all four parties look forward to further support the development and growth of these prime assets." said Robert-Jan Foortse, Head of APG European Property Investments.

"The Sierra prime portfolio underscores our commitment to working with prime partners, investors and stakeholders. We are delighted to build on our relationships with APG, Sonae Sierra and Elo who share our long-term, strategic approach and focus on prime assets," said Jerome Berenz, Head of Indirect Investments, Allianz Real Estate.

¹ The portfolio comprises 50% interests in Centro Colombo, Centro Vasco da Gama, NorteShopping and McArthurGlen Designer Outlet Málaga and 100% interests in CascaiShopping and Plaza Mayor.

“Shopping centres are a part of Elo’s diversified real estate portfolio and our focus is on the best, locally dominant shopping centres that meet the present and future expectations of customers. The well-managed Sierra Prime JV is a good fit for Elo’s investment strategy and the real estate portfolio. We are pleased to make our first Iberian real estate investment alongside leading institutional investors” said Director Timo Stenius from Elo.

The transaction has been completed today and it is not subject to any further authorizations.

Sonae Sierra and APG were advised in this transaction by Morgan Stanley & Co. International plc (**“Morgan Stanley”**) and co-advised by Santander Corporate & Investment Banking (**“Santander”**), and the law firm Freshfields Bruckhaus Deringer LLP.

Allianz and Elo were advised by the law firm Uría Menéndez and, in respect of Dutch law matters, by De Brauw.

About Sonae Sierra

Sonae Sierra is Portugal’s leading investment, property and development manager with global offices spanning from Europe to South America, Asia and North Africa. Sonae Sierra has approximately €7.2Bn of assets under management, owning 29 shopping centres and managing over 100 assets in total. The company is part of Sonae Group, a Portuguese conglomerate with a diversified portfolio of businesses in retail, financial services, technology and telecommunications. The Group is listed on the Lisbon Stock Exchange.

About APG

APG is the largest pension provider in the Netherlands; its c. 3,000 employees provide executive consultancy, asset management, pension administration, pension communication and employer services. APG performs these services on behalf of (pension) funds and employers in the sectors of education, government, construction, cleaning and window cleaning, housing associations, energy and utility companies, sheltered employment organizations, and medical specialists.

APG manages approximately €544 billion (as of January 2020) in pension assets for the pension funds in these sectors. APG works for approximately 21,000 employers, providing the pension for one in five families in the Netherlands (about 4.6 million participants). APG has been an investor with Sonae Sierra in the Sierra Fund since 2003.

About Allianz Real Estate

Allianz Real Estate is the dedicated real estate investment manager within the Allianz Group and has grown to become the world’s largest investor in real estate. The firm develops and executes worldwide tailored portfolio and investment strategies on behalf of a range of global liability driven investors, including Allianz companies, creating value for clients through direct as well as indirect investments and real estate loans. The operational management of investments and assets is performed out of 21 offices in key gateway cities across 5 regions (West Europe, North & Central Europe, Switzerland, USA and Asia Pacific). As at 30 June 2019, Allianz Real Estate held 67.1 billion euros assets under management. For more information, please visit: <http://www.allianz-realestate.com>

About Elo

Elo is a Finnish Mutual Pension Insurance Company with globally diversified investments of over EUR 25 billion. Elo is responsible for the pension security of more than 700,000 people and is one of Finland’s leading real estate investors. The value of Elo’s investments in real assets is approximately EUR 4 billion.

Morgan Stanley, which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom, is acting as financial adviser exclusively for Sonae Sierra and APG and no one else in connection with the matters set out in this announcement. In connection with such matters, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any other person for providing the protections afforded to their clients or for providing advice in connection with the contents of this announcement or any other matter referred to herein.



Sierra Prime

Joint Venture of Prime Iberian Shopping Centres

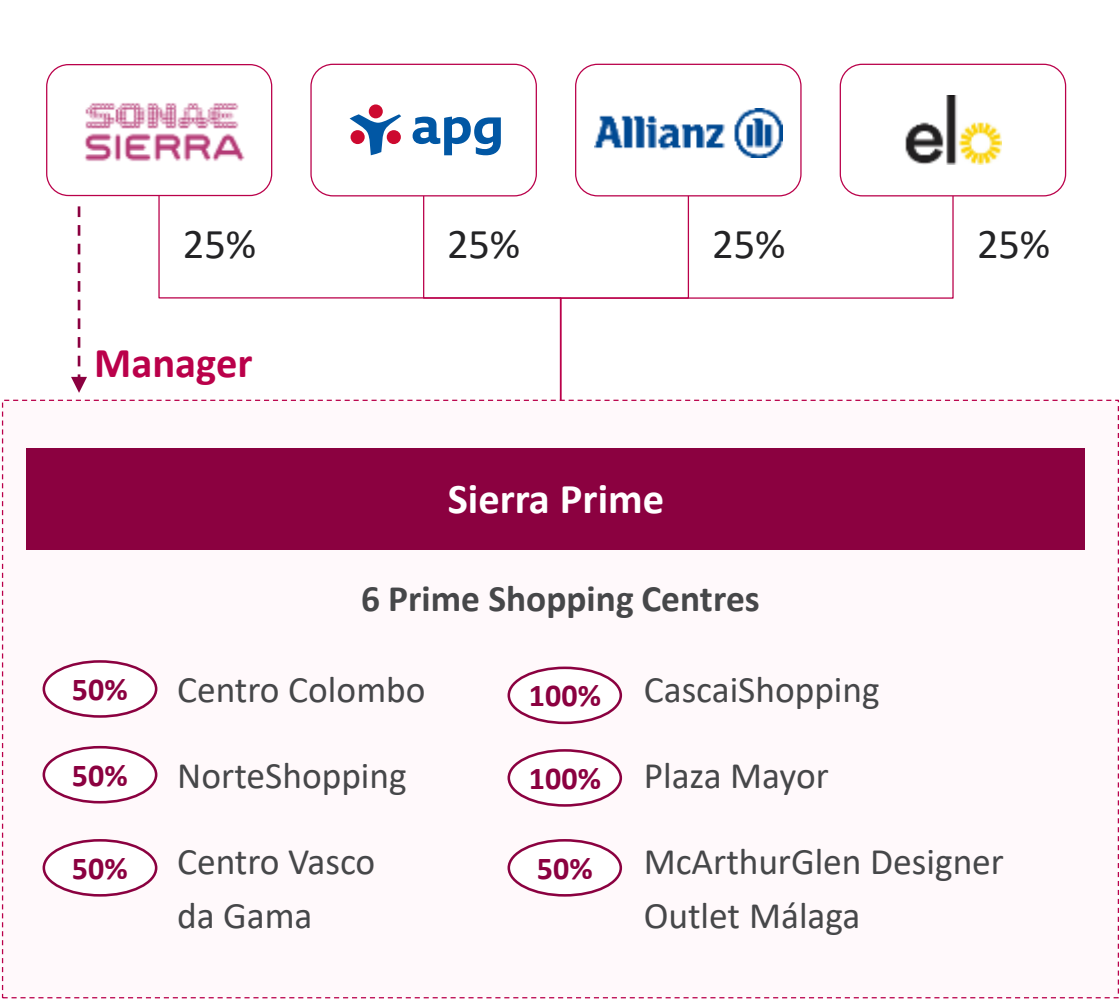
Announcement Presentation

February, 29th 2020



Transaction Highlights

Transaction Overview



Key Terms of the Joint Venture

-  Allianz and Elo to form a long-term partnership (15-year horizon) alongside Sonae Sierra and APG
-  €1.8Bn GAV¹ portfolio focused on six prime shopping centers strategically located in top tier cities in Iberia
-  Benefit from long-term value creation opportunities by implementing multiple identified and secured asset management initiatives
-  Conservative leverage policy and attractive financial and return profile
-  Balanced governance structure formed by like-minded blue-chip investors holding a 25% stake each
-  Sonae Sierra to continue acting as asset and property manager

The transaction will generate cash proceeds of approximately €525 million to Sonae Sierra and APG, while allowing both investors to maintain a sizeable exposure to these prime shopping centres

Note:
1. At Sierra Prime share as of December 2019

Transaction Rationale

A

Create a leading prime shopping centre investment vehicle in Iberia

€1.8bn¹ portfolio of flagship shopping centers in Iberia with average sales density of €6,000 per sqm²



B

Establish a long-term blue-chip investor base to support value creation potential

Combine APG, Allianz and Elo's unparalleled real estate investment track-record with Sonae Sierra's unmatched asset and property management expertise in Iberian shopping centers



C

Enhance asset management initiatives to further grow the portfolio

Multiple ongoing expansion opportunities to further increase the portfolio's dominance in the region



D

Highly resilient operating performance and attractive return profile

Strong and resilient portfolio across the cycle providing market leading historic returns



Notes:

1. At Sierra Prime share as of December 2019

2. Latest figures available

Leading Portfolio in Iberia with Strategically Located Assets

A

Strategically Located in Irreplaceable Locations in City Centres of Top-Tier Iberian Cities with Attractive Catchment Areas



Key Portfolio Metrics

GLA¹

380k sqm

Footfall²

~90 MM

Occupancy
Rate²

100%

Sales
Density²

~€6k/sqm

GAV
(100%)³

€3.0bn

GAV
(at Share)³

€1.8bn

Dominant shopping centres with outstanding access by all modes of transport

Desirable large catchment areas with strong footfall drivers

Well Diversified and High Quality Tenant Mix

adidas area[∞] BIMBA Y LOLA CONTINENTE
fnac H&M Kiehl's MANGO MAC
McDonald's NESPRESSO NOS Massimo Dutti
PRIMARK vodafone Worten ZARA

Notes:

1. GLA pre-expansion assuming 100% ownership, including third-party owned / owner-occupied units

2. Latest figures available

3. As of December 2019

Differentiated Profile Drives Unrivalled Footfall and Occupancy Rates

A

Sierra Prime Shopping Centres in a Snapshot

Colombo



- **Location:** Lisbon
- **Ownership:** 50% (JV with RPFI)
- **GLA¹:** 115k sqm
- **Footfall²:** 26MM
- **Occupancy²:** 99%

NorteShopping



- **Location:** Porto
- **Ownership:** 50% (JV with Nuveen (TIAA))
- **GLA¹:** 75k sqm
- **Footfall²:** 16MM
- **Occupancy²:** 100%

Vasco da Gama



- **Location:** Lisbon
- **Ownership:** 50% (JV with RPFI)
- **GLA¹:** 52k sqm
- **Footfall²:** 23MM
- **Occupancy²:** 100%

CascaShopping



- **Location:** Cascais
- **Ownership:** 100%
- **GLA¹:** 74k sqm
- **Footfall²:** 12MM
- **Occupancy²:** 100%

Plaza Mayor



- **Location:** Málaga
- **Ownership:** 100%
- **GLA¹:** 45k sqm
- **Footfall²:** 10MM
- **Occupancy²:** 100%

DOC Málaga



Opened in February 2020

- **Location:** Málaga
- **Ownership:** 50% (JV with McArthurGlen)
- **GLA¹:** 18k sqm
- **Footfall²:** n.m.³
- **Occupancy²:** n.m.³

Notes:

1. GLA pre-expansion assuming 100% ownership, including third-party owned / owner-occupied units
2. Latest figures available
3. DOC Málaga opened in mid-February 2020

Multiple Value Enhancing Asset Management Initiatives

B

Designer Outlet Center (DOC)

Completed



- **50/50 joint-venture with McArthurGlen**, a leading owner and developer of designer outlets in Europe
- DOC built in **adjacent land plot to Plaza Mayor, which is expected to benefit from opening** due to higher footfall and enlargement of the catchment area
- **DOC opened in February 2020 with 18,000 sqm** and counts with 100 stores
- **Best-in-class tenant mix focused on luxury and premium brands**, including Polo Ralph Lauren, Tommy Hilfiger and Adidas

NorteShopping

Ongoing



- **Expansion of 14,000 sqm** to enhance the attractiveness of the leading shopping center in the North of Portugal
- **Revolutionary market style food court** (CookBook) opened in August 2019
- **Enlarged Zara unit and Primark store**, which is now the largest in Portugal with 6,700 sqm (increase of 1.5x)
- **New premium/high-end fashion area** (Galleria) to open in fall 2020



Highly complex expansion with limited disruption

Colombo

Planned



- **Planned retail expansion of 10,500 sqm** to further increase the influence of the largest shopping center in Portugal
- Expansion to be completed in different phases, which will include the **opening of new fashion units, a state-of-the-art food court, a new sports & fashion mall and a new premium mall** (fashion)
- **New adjacent office tower of 35,000 sqm** likely to have a relevant positive impact on center's performance
- Expansion works to start in 2021 and **last phase to be completed in 2023**

Sierra Prime has further asset management initiatives (either ongoing or planned) to enhance the portfolio's profile and returns

Blue-Chip Investor Base Committed to Long-term Value Creation

C

**SONAE
SIERRA**



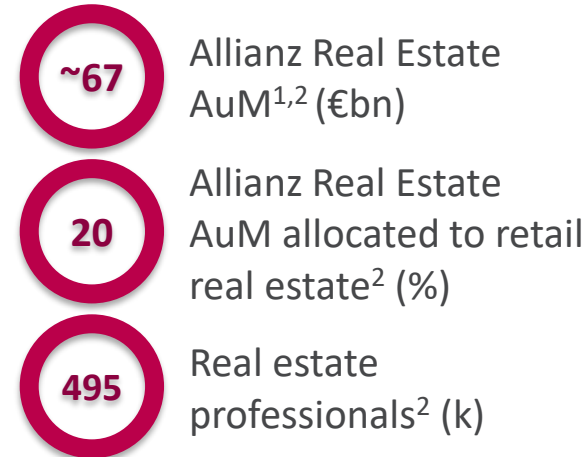
- Leading retail real estate manager in Iberia
- Developer, manager and investor in retail assets in more than 10 countries
- Unique knowledge of Sierra Prime which Sonae Sierra manages since inception

apg



- Largest pension provider in the Netherlands
- Global long-term institutional investor with strong expertise in the real estate sector
- Deep knowledge of Sierra Prime portfolio given long-term partnership with Sonae Sierra (since 2003)

Allianz



- Dedicated real estate investment manager within the Allianz Group, the largest real estate investor in the world
- 68% of investments allocated to Europe
- Global team dedicated to manage real estate investments

elo



- One of the leading Finnish pension insurance companies
- Globally diversified investments with average 10 year return of 5.9%

Notes:

1. AuM stands for Assets under Management. APG AuM (Equity) as of December 2019

2. All Allianz Real Estate figures are as of end of June 2019

3. Includes employees and self-employed persons, as well as pensioners

Leveraging Sierra's Track-Record and Knowledge of Sierra Prime

C

Investment

Sonae Sierra owns stakes, directly and via partnerships and funds in...

Owned & co-owned assets

77

Open Market Value (OMV) of own stake

€2.0Bn

Development

Sierra has strong expertise in greenfield, repositioning, expansion and refurbishment projects

Assets developed

40

Target stake in developments

50%

Asset & Property Management

Sonae Sierra manages owned and third-party assets with dedicated and specialized teams in each country

Total assets managed

118

100% OMV of owned & co-owned assets

€7.2Bn



Top-tier investment services to a portfolio of real estate funds and operating assets

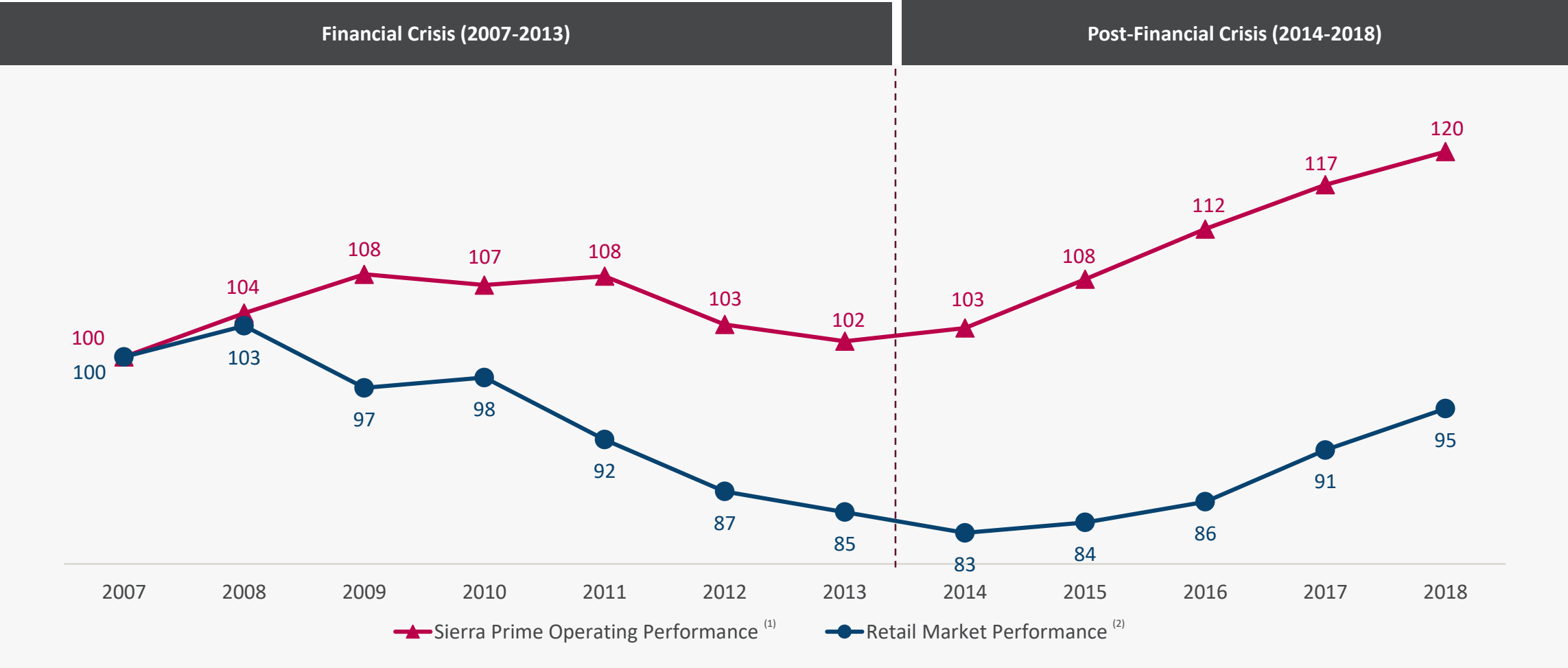
Designing, licensing and developing customized real estate assets

Best-in-class property management and leasing services

Note:
All figures as of Aug 2019, except valuations as of June 2019

Highly Attractive and Resilient Financial Profile

Highly Resilient Operational Performance Even During the Most Severe Financial Crisis in Iberia



Note:
1. Represents the like-for-like combined net operating income of Sierra Prime’s properties, excluding Plaza Mayor (material expansion in 2008)
2. Represents the retail sales index, except motor vehicles and motorcycles (Eurostat)

SONAE SIERRA