

Aroundtown SA



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Aroundtown decides on launch of public delisting tender offer to the shareholders of TLG IMMOBILIEN AG

Grand Duchy of Luxembourg, October 20, 2021 - Today, the Board of Directors of Aroundtown SA ("Aroundtown" or "AT"), with its registered office in Luxembourg (City), Luxembourg, decided to submit a public delisting tender offer (the "**Delisting Offer**") pursuant to Section 39 para. 2 sent. 3 no. 1 German Stock Exchange Act (*Börsengesetz*) in the form of a cash offer to the shareholders of TLG IMMOBILIEN AG ("**TLG**"), with its registered office in Berlin, Germany, to acquire all no-par value bearer shares in TLG, each with a notional interest in the share capital of EUR 1.00 (ISIN DE000A12B8Z4) (the "**TLG Shares**") not already held by AT.

Aroundtown currently holds a share of approx. 79.89% of the share capital of TLG. Under the Delisting Offer, AT will offer EUR 31.67 in cash as consideration for each TLG Share tendered for acceptance, subject to the determination of the minimum price and the final determination in the offer document. Due to non-tender agreements entered or expected to be entered into, the expected maximum offer consideration is approx. EUR 145,000,000 pursuant to the provisions of the German Stock Exchange Act (*Börsengesetz*) in conjunction with the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*). The offer will not include any closing conditions.

The Delisting Offer will otherwise be made on the terms and conditions set forth in the offer document. To the extent legally permissible, AT reserves the right to deviate from the basic information described herein.

TLG has undertaken towards AT to apply for the revocation of the admission to trading of the TLG Shares on the Regulated Market (*Regulierter Markt*) (General Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (so-called Delisting) prior to the expiration of the acceptance period of the Delisting Offer.

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This announcement is for information purposes only and neither constitutes an invitation to sell, nor an offer to purchase, securities of TLG. The final terms and further provisions regarding the delisting tender offer will be disclosed in the offer document after its publication has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). To the extent legally permissible, AT reserves the right to deviate in the final terms of the delisting tender offer from the basic information described herein. Investors and holders of securities of TLG are strongly recommended to read the offer document and all announcements in connection with the delisting tender offer as soon as they are published, since they contain or will contain important information.

The offer will be made exclusively under the laws of the Federal Republic of Germany, especially under the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*), the German Stock Exchange Act (*Börsengesetz*), and certain provisions of the securities laws of the United States of America applicable to cross-border tender offers. The offer will not be executed according to the provisions of jurisdictions other than those of the Federal Republic of Germany or the United States of America (to the extent applicable). Thus, no other announcements, registrations, admissions or approvals of the offer outside of the Federal Republic of Germany have been filed, arranged for or granted. Investors in, and holders of, securities in TLG cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than the provisions of the Federal Republic of Germany or the United States of America (to the extent applicable). Subject to the exceptions described in the offer document as well as any exemptions that may be granted by the relevant regulators, a public tender offer will not be made, neither directly nor indirectly, in jurisdictions where to do so would constitute a violation of the laws of such jurisdiction.

AT reserves the right, to the extent legally permitted, to directly or indirectly acquire further shares outside the offer on or off the stock exchange. If such further acquisitions take place, information about such acquisitions, stating the number of shares acquired or to be acquired and the consideration paid or agreed on, will be published without undue delay, if and to the extent required by the laws of the Federal Republic of Germany or any other relevant jurisdiction.

To the extent any announcements in this document contain forward-looking statements, such statements do not represent facts and are characterized by the words "will", "expect", "believe", "estimate", "intend", "aim", "assume" or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of AT and the persons acting together with AT. Such forward-looking statements are based on current plans, estimates and forecasts, which AT and the persons acting together with AT have made to the best of their knowledge, but which they do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and usually cannot be influenced by AT or the persons acting together with AT. These expectations and forward-looking statements can turn out to be incorrect and the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. AT and the persons acting together with AT do not assume an obligation to update the forward-looking statements with respect to the actual development or incidents, basic conditions, assumptions or other factors.

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