

publication: 16.03.2015 20:30
source: <http://adhoc.presstext.com/news/1426534200649>
keywords: CA Immo / O1 Group / Immofinanz / take-over bid

Adhoc announcement according to article 48d section 1 BörseG

CA Immobilien Anlagen AG: CA Immo and O1 Group Limited announce joint partial voluntary tender offer for Immofinanz AG

Vienna (pta019/16.03.2015/20:30) - 16 March 2015.

This announcement is not for publication or distribution in the United States, in Australia, in Canada or Japan and may not be distributed in or from the United States, Australia, Canada or Japan.

* CA Immobilien Anlagen AG and O1 Group Limited announce to jointly launch a partial voluntary tender offer to the shareholders of Immofinanz AG to acquire up to 150,893,280 bearer shares that correspond to approximately 13.5% of the total issued shares in Immofinanz AG (i.e., including treasury shares) or approximately 15.0% of the outstanding shares in Immofinanz AG (i.e., excluding treasury shares).

* CA Immobilien Anlagen AG currently holds 32,987,566 shares acquired via the stock exchange, which correspond to approximately 3.0% of the total issued shares of Immofinanz AG (or approximately 3.3% of the outstanding shares excluding treasury shares held by Immofinanz AG).

* Offer price of Eur 2.80 per share represents a premium of 25.5% to the volume-weighted 6-month average price of Immofinanz AG prior to the publication of press speculations on 24 February 2015 regarding an offer, and a premium of approx. 15.9% to the closing price of EUR 2.417 on the Vienna Stock Exchange on 23 February 2015 (i.e., the last day prior to the publication of press speculations on 24 February 2015 regarding an offer).

CA Immobilien Anlagen AG ("CA Immo") and O1 Group Limited ("O1 Group"), intend to acquire a long-term shareholding in Immofinanz AG. Therefore, the management and supervisory boards of CA Immobilien Anlagen AG together with O1 Group decided today to launch a voluntary public partial offer pursuant to the Austrian Takeover Act. The offer aims at acquiring up to 150,893,280 no-par value bearer shares in Immofinanz AG (ISIN AT0000809058), which are admitted to the Official Market on the Vienna Stock Exchange and to the Official Market on the Warsaw Stock Exchange and are neither owned by the bidders nor by a party acting in concert with the bidders or are attributable to any such entity. At the time of this announcement the number of offer shares corresponds to approximately 13.5% of the total issued shares in Immofinanz AG (i.e., including treasury shares) or approximately 15.0% of the outstanding shares in Immofinanz AG (i.e., excluding treasury shares).

At the time of this announcement, CA Immobilien Anlagen AG and the parties acting in concert with it control a total of 32,987,566 bearer shares in Immofinanz AG, which correspond to approximately 3.0% of the total issued shares of Immofinanz AG (or approximately 3.3% of the outstanding shares excluding treasury shares held by Immofinanz AG). In the event the offer will be accepted up to its maximum amount, the bidders' stake in Immofinanz AG would increase to 183,880,846 bearer shares (representing approximately 16.5% of the total issued shares or approximately 18.3% of the outstanding shares excluding treasury shares held by Immofinanz AG).

Shareholders in Immofinanz AG are offered a price of EUR 2.80 per share by the bidders, representing a premium of 25.5% to the volume-weighted 6-month average price of Immofinanz AG prior to the publication of press speculations on 24 February 2015 regarding an offer, and a premium of approx. 15.9% to the closing price of EUR 2.417 on the Vienna Stock Exchange on 23 February 2015 (i.e., the last day prior to the publication of press speculations on 24 February 2015 regarding an offer). The tender offer is expected to be launched in March 2015; the shareholders of Immofinanz AG will be able to accept the offer within a period of around three weeks. The offer is, inter alia, subject to the approval of competition authorities.

Both bidders consider the investment in Immofinanz as long-term.

Boris Mints, Chairman of the Board of Directors of O1 Group says: "We see the current offer as a continuation of our strategy to diversify and expand into Central Europe, that we started by the acquisition of a 26% stake in CA Immo. Both, CA Immo and O1 Group are committed to a long-term role supporting Immofinanz in reaching its full potential."

Dr. Bruno Ettenauer, CEO of CA Immo comments: "For us the acquisition is an opportunity to further strengthen the market position in our core markets and unlock value in the long run. Following the successful implementation of our strategic program 2012-2015 resulting in a strong balance sheet and a more focused portfolio with stronger recurring profitability, value-creating growth within our core markets regains priority for CA Immo. The bidders have comprehensive industry expertise as well as a deep understanding of the local markets and segments in which Immofinanz operates, and we intend to support management in the consistent strategic realignment aimed at sharpening its strategic focus successfully initiated most notably with the recent successful spin-off of Buwog. Therefore, the bidders also seek representation on the supervisory board of the company."

All documents related to this voluntary partial offer are subject to prior clearance by the Austrian Takeover Commission and are expected to be published in March 2015 on the bidders' websites (www.caimmo.com and www.o1group.ru/en) or on the website of the Austrian Takeover Commission (www.takeover.at).

About CA Immo

CA Immo specialises in office properties in Central European capitals. The company covers the entire value chain in the field of commercial real estate, from lettings and management to project development based on a high degree of in-house construction expertise. Founded in 1987, CA Immo - which is listed on the ATX index of the Vienna Stock Exchange - controls property assets of around Eur 3.6 bn in Germany, Austria and Eastern Europe.

About O1 Group

O1 Group is a Cyprus-based private investment holding company that owns and manages assets in various sectors of economy, including real estate, finance and industry. Among the Group's strategic assets are: O1 Properties, one of the major owners of prime office real estate in Moscow; Telecom-Soyuz Private Pension Fund, StalFond Private Pension Fund and BLAGOSOSTOYANIE OPS Private Pension Fund. O1 Group was founded in 2004 by Boris Mints.

Important note

This disclosure is only intended for informational purposes and does not constitute a solicitation to sell or an offer to buy any security of Immofinanz AG. The terms and conditions of the offer will be published in the offer document only after the permission of the Austrian Takeover Commission. Investors and holders of shares in Immofinanz AG are strongly advised to read the offer document as well as all other relevant documents regarding the takeover offer, as they will contain important information. The offer is being made exclusively on the basis of the relevant provisions of Austrian law, especially of the Austrian Takeover law ("Übernahmegesetz"). The offer will not be made according to legal requirements of any other jurisdictions than Austrian (including Australia and Japan). Accordingly, no notifications, approvals, permissions or authorizations for the offer document and/or the takeover offer outside of Austria have been applied for, arranged for, or granted. Holder of shares in Immofinanz AG should not rely on investor protection requirements of any other jurisdictions outside Austria. To the extent allowed by applicable law and in accordance with Austrian market practice, CA Immobilien Anlagen Aktiengesellschaft and/or O1 Group Limited or any of their brokers are allowed to acquire bearer shares of Immofinanz AG outside the public takeover offer both during and after the Acceptance Period or the further acceptance period, directly or indirectly, or to conclude appropriate agreements. This shall apply equally to any other securities having conversion rights or options for securities of Immofinanz AG. These acquisitions may occur via the stock exchange or based on agreed conditions outside the stock exchange. Except to the extent required by mandatory Austrian law information of such acquisitions will not be published.

To the extent that this document contains statements oriented towards or related to the future, such statements do not represent facts and are characterized by words such as "expect", "believe", "estimate", "intend", "consider" or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of CA Immobilien Anlagen Aktiengesellschaft and O1 Group Limited and the persons acting in concert with them, which they have made to the best of their knowledge, but which do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties which are difficult to

predict and usually cannot be influenced by CA Immobilien Anlagen Aktiengesellschaft and O1 Group Limited or by the persons acting in concert with them. It should be kept in mind that the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements.

emitter: CA Immobilien Anlagen AG
Mechelgasse 1
1030 Wien
Austria

contact person: Mag. Claudia Höbart

phone: (+431) 532 59 07 - 502

e-mail: claudia.hoebart@caimmo.com

website: www.caimmo.com

ISIN(s): AT0000641352 (share)

stock exchanges: official trade in Vienna



News transmitted by presstext.adhoc. The emitter is responsible for the content.