

**ANTICIPATORY MANDATORY TAKEOVER OFFER
BY CPI PROPERTY GROUP
TO THE SHAREHOLDERS OF IMMOFINANZ**

26 January 2022

Key Terms Of The Anticipatory Public Takeover Offer

Offer Price

- EUR 21.20 per share (“cum dividend”), i.e. the offer price shall be inclusive of the dividend for the financial year 2021 as well as any other (special) dividends
- The share offer price shall be reduced by the amount of any dividend determined by IMMOFINANZ after the announcement of the offer and the settlement, provided that the settlement of the offer takes place after the relevant record date for such dividend (according to the financial calendar, the ordinary shareholders’ meeting of IMMOFINANZ is currently scheduled to take place on 12 July 2022 with a record date for a dividend on 15 July 2022)
- For the convertible bonds issued by IMMOFINANZ maturing in 2024 (ISIN XS1551932046, “2024 Convertible Bonds”), the convertible bond offer price amounts to EUR 102,746.53 (102.747%) for each nominal amount of EUR 100,000

Structure of the Offer

- Anticipatory mandatory takeover offer pursuant to Sections 22 et seqq. of the Austrian Takeover Act (“ATA”) by CPI PROPERTY GROUP S.A. (“CPIPG” or “the Bidder”)

Scope of Offer

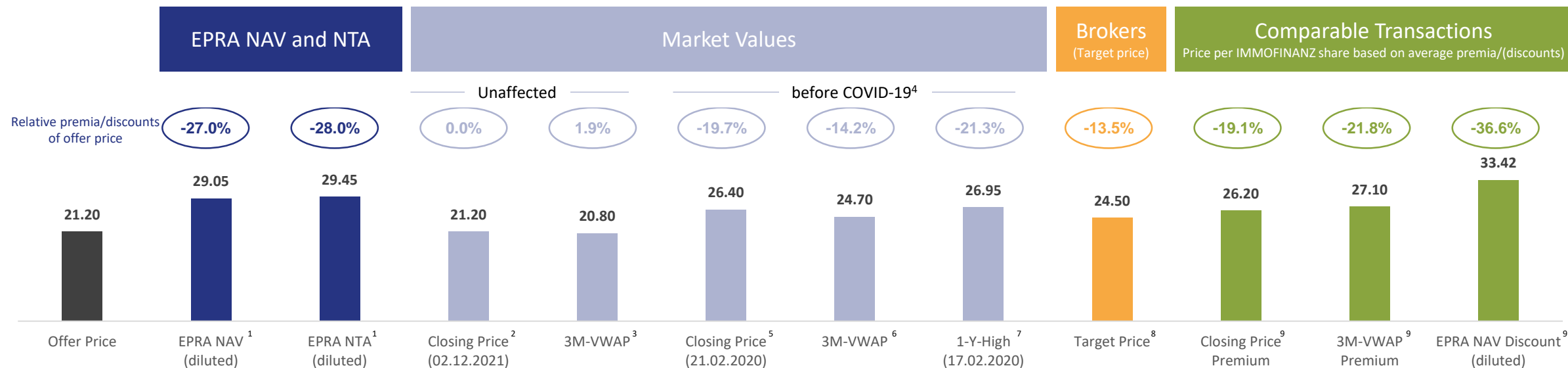
- Acquisition of all outstanding ordinary shares in IMMOFINANZ which are not held by the Bidder or WXZ1 a.s. as legal entity acting in concert with the Bidder as well as, pursuant to ATA, all outstanding 2024 Convertible Bonds and shares, which will be issued to holders of outstanding convertible bonds upon the exercise of conversion rights in accordance to the issue terms and conditions
- Taking into consideration the binding undertaking by RPPK Immo GmbH (“RPPK”) not to tender the shares held by RPPK during the offer as well as the issuance of 14.963.965 IMMOFINANZ shares given 2024 Convertible Bonds’ conversion as per announcement on 20 January 2022, the offer relates to 98.607.575 common shares (status: 20 January 2022)¹

Acceptance Period

- The offer may be accepted until 23 February 2022, 5:00pm (Vienna time). Pursuant to ATA, the Bidder reserves the right to extend the acceptance period
- The additional acceptance period begins on the day the result of the acceptance period is announced and lasts three months, pursuant to ATA. Assuming results are released on February 28, 2022, the additional acceptance period would begin on 28 February 2022 and end on 28 May 2022
- If a competing offer for IMMOFINANZ is published, the acceptance period for the offer will be automatically extended, pursuant to ATA, until the end of the acceptance period of the competing offer, at most, however, up to 10 weeks from the beginning of the acceptance period of the first offer. This 10-week period ends on 03.03.2022, since the acceptance period for the partial offer by CEE Immobilien started on 23.12.2021. The Austrian Takeover Commission can grant an extension of the acceptance period of more than 10 weeks
- The Bidder expressly reserves the right to withdraw from the offer in the event that a competing offer is made. Withdrawal by the Bidder is only possible if, at the time of withdrawal, the condition precedent has not yet been fulfilled and the shares held by RPPK have not been transferred to the Bidder yet

CPIPG Offer Price Too Low

The offer price represents a significant discount to the reference prices



- The Executive Board considers the offer price of **EUR 21.20 as financially insufficient** and recommends IMMOFINANZ shareholders to not accept the offer
- Compared to EPRA NAV¹ and EPRA NTA¹ per share (diluted as of 30 September 2021), the offer price represents a **discount of 27.0% and 28.0%**, respectively
- With regard to 21 February 2020, as the last day before the capital markets crash caused by uncertainties in the context of the pandemic, the offer represents a **discount of 19.7% relative to the closing price⁵**, 14.2% relative to the 3M-VWAP⁶ and 21.3% relative to the 52-Week High as of this date
- Equity research analysts currently forecast a target price of EUR 24.50 (median). Compared to this, the offer price represents a discount of 13.5%. Current **target prices range up to EUR 27.60**
- For the assessment of the offer price, successful public corporate transactions within the European real estate sector were also analysed. This has shown as well that the offer price is not attractive. The average premium offered relative to the unaffected closing price for these comparable transactions was approximately 23.6%. In the case of the CPIPG offer, the offer premium is 0.0%

Source: Company information, FactSet, Bloomberg, offer document, equity research reports.

¹Last reported EPRA NAV and NTA as of 30 September 2021 taking into account the issuance of 14.963.965 IMMOFINANZ shares, as announced on 20 January 2022, given 2024 Convertible Bonds holders' exercise of conversion rights as well as the assumed full conversion of the still outstanding 2024 Convertible Bonds at a conversion price of EUR 20.6333; ²Unaffected closing price (i.e. at the time of the announcement of the offer) as of 2 December 2021; ³Unaffected 3-Months-VWAP (3 September 2021 to 2 December 2021); ⁴Capital markets crash in the context of the pandemic as of 21 February 2020; ⁵Unaffected closing price before the beginning of the pandemic (21 February 2020); ⁶6-Months-VWAP before the beginning of the pandemic (22 November 2019 to 21 February 2020); ⁷1-Year-High of share price before COVID-19 (17 February 2020); ⁸Median current target price of equity research analysts. ⁹Prices result from applying unaffected closing price, 3M-VWAP and EPRA NAV premia/discounts (average) to the unaffected closing price, 3-Months-VWAP and EPRA NAV (diluted) as of 30 September 2021.

Offer Price Significantly Below Book And Net Asset Values

The offer price is significantly below the respective book and net asset values per IMMOFINANZ share

	IFRS Book Value per Share	EPRA NAV per Share	EPRA NTA per Share
	Diluted ¹	Diluted ¹	Diluted ¹
Value per share in EUR	26.70	29.05	29.45
Offer price per share in EUR	21.20	21.20	21.20
Discount in EUR	-5.50	-7.85	-8.25
Discount in %	-20.61%	-27.02%	-28.01%

- Compared to the offer price, the IFRS book value per IMMOFINANZ share as of 30 September 2021 amounts to EUR 26.70 (diluted¹) resulting in a relative **discount of the offer price of 20.6%**
- Compared to the offer price, the EPRA NAV per share, which has been regularly identified as the most appropriate metric for value estimates in connection with transactions of shares in listed real estate companies, as of 30 September 2021 amounts to EUR 29.05 (diluted¹) per IMMOFINANZ share resulting in a relative **discount of the offer price of 27.0%**
- Compared to the offer price, the EPRA NTA per share, which is considered the most relevant indicator for the asset value of IMMOFINANZ and serves as the new primary reported indicator for the net asset value going forward, as of 30 September 2021 amounts to EUR 29.45 (diluted¹) per IMMOFINANZ share resulting in a relative **discount of the offer price of 28.0%**
- **Across all metrics the offer price does not reflect the fundamental book and net asset value as well as the growth prospects of IMMOFINANZ**

Source: Company information.

¹Last reported EPRA NAV and NTA as of 30 September 2021 taking into account the issuance of 14.963.965 IMMOFINANZ shares, as announced on 20 January 2022, given 2024 Convertible Bonds holders' exercise of conversion rights as well as the assumed full conversion of the still outstanding 2024 Convertible Bonds at a conversion price of EUR 20.6333.

Mandatory Offer Significantly Below Share Prices Before COVID-19

The offer price does not reflect the share price potential of the IMMOFINANZ shares, especially when compared to pre-crisis levels (COVID-19). The closing price as of 21 February 2020 stood at EUR 26.40, with a 52-Weeks-High of EUR 26.95 as per that day.



Current Target Prices Of Equity Research Analysts

The target price of equity research analysts is currently EUR 24.50 (median), representing a discount of the offer price of 13.5%. Four of the research analysts quoted give target prices ranging from EUR 23.00 to EUR 27.60.

Financial Institute	Date	Price targets prior to announcement of intention to launch the Offer, in EUR	Date	Price targets after announcement of intention to launch the Offer, in EUR	Current price targets, in EUR
Deutsche Bank	20.10.2021	23.00	06.12.2021	23.00	23.00
Erste Group	13.10.2021	26.00	20.12.2021	26.00	26.00
Kepler Cheuvreux	31.08.2021	21.00	11.01.2022	21.00	21.00
PKO BP	03.12.2021	19.00	06.12.2021	19.00	19.00
Raiffeisen Bank International	29.11.2021	22.50	14.01.2022	26.25	26.25
Wiener Privatbank	02.12.2021	27.60			27.60
Average¹		23.18		23.05	23.81
Median¹		22.75		23.00	24.50

Source: Bloomberg, equity research reports.

¹The target prices by Wood&Co. of EUR 14.40 and Baader Helvea of EUR 27.00, which are quoted in the offer document, are not to be included in the assessment of the offer, from the Executive Board's point of view, as these have not been updated since 10 September 2020 and 28 May 2020, respectively, and would require an updated according to information from the respective analyst. The target prices by Société Générale of EUR 23.00 and by HSBC of EUR 20.00, which are also quoted in the offer document, are also not to be included, as Société Générale has discontinued its analyses and investment recommendations (equity research) regarding the IMMOFINANZ share and HSBC is currently "restricted" according to information from HSBC's analyst due to HSBC's involvement on the Bidder's side.

Comparison To Selected European Corporate Transactions

The offered premium of 1.9% on the 3-Months VWAP and the implied discount to EPRA NAV (diluted) of 27.0% are significantly less attractive compared to offer prices of comparable successful public corporate transactions for majority shareholdings in the European real estate sector, which, on average, represented a premium to 3-Months VWAP of 30.3% and to EPRA NAV (undiluted) of 15.1%.

Buyer	Target Company	Date	Premium / Discount to		
			Closing Price	3-Months VWAP	EPRA NAV
SBB	Amasten	18.11.21	10.6%	31.5%	49.1%
Brookfield	alstria office REIT	04.11.21	21.5%	30.6%	6.8%
CTP N.V.	Deutsche Industrie REIT-AG	26.10.21	48.0%	45.8%	75.0%
Castellum	Kungsleden	02.08.21	7.5%	15.3%	21.2%
Vonovia	Deutsche Wohnen	01.08.21	17.8%	25.0%	0.6%
Blackstone/APG	GCP Student Living	02.07.21	30.7%	27.4%	9.2%
Starwood	RDI REIT Plc	26.02.21	33.1%	39.2%	-15.0%
Starwood	Ca Immo	08.01.21	25.6%	38.1%	-10.1%
SBB	Offentliga	18.12.20	20.8%	19.4%	35.7%
SEGRO Plc	Sofibus Patrimoine	15.12.20	46.6%	67.5%	NA
Optima Investments	Globe Trade Centre	06.04.20	0.2%	-28.2%	-45.3%
Covivio	Godewind	13.02.20	14.1%	37.4%	4.9%
Blackstone	Hansteen	18.12.19	10.3%	18.0%	11.6%
SBB	Hemfosa Fastigheter	15.11.19	22.7%	31.1%	50.6%
Aedifica	Hoivatilat Oyj	04.11.19	26.0%	35.9%	98.8%
Vonovia	Hembla	23.09.19	11.5%	15.6%	18.6%
Growthpoint	Capital & Regional	11.09.19	71.6%	92.5%	-39.8%
LondonMetric	A&J Mucklow Group PLC	23.05.19	19.7%	28.2%	14.5%
Henderson Park	Green REIT	15.04.19	24.7%	30.8%	2.3%
Swiss Life	Terreis	09.02.19	48.9%	61.6%	5.3%
Kildare Partners	Technopolis	28.08.18	13.7%	19.7%	0.0%
Vonovia	Victoria Park	03.05.18	19.5%	24.7%	22.3%
Blackstone	Hispania	05.04.18	8.4%	10.5%	17.7%
ADLER Real Estate AG	Brack Capital Properties	18.02.18	12.3%	10.1%	12.1%
Average			23.6%	30.3%	15.1%
Median			20.2%	29.4%	11.6%
Offer price of bidder (EUR 21.20)			0.0%	1.9%	-27.0%¹
Difference to average, in percentage points			-23.6	-28.4	-42.1
Difference to median, in percentage points			-20.2	-27.5	-38.6

Source: Shareholding notifications, financial reports, FactSet and Merger Market.

¹ On diluted basis taking into account the issuance of 14.963.965 IMMOFINANZ shares, as announced on 20 January 2022, given 2024 Convertible Bonds holders' exercise of conversion rights as well as the assumed full conversion of the still outstanding 2024 Convertible Bonds at a conversion price of EUR 20.6333.

Overview Of Key Arguments Against The Offer

- **Offer below book and net asset values:** The offer price is significantly below the EPRA NAV, EPRA NTA and IFRS book value per IMMOFINANZ share (in each case diluted¹) resulting in a discount of 20.6%, 27.0% and 28.0%, respectively
- Offer price **does not include any control premium** for CPIPG's announced intention to attain control over IMMOFINANZ
- **Offer below share price levels before COVID-19:** The offer price is significantly below the share price levels before the beginning of the COVID-19 pandemic, resulting in a discount of 19.7% to the closing price, 14.2% to the 3-Months VWAP and 21.3% to the 52-Weeks-High, in each case as of 21 February 2020
- **Offer below target prices of equity research analysts:** The offer price is, with a discount of 13.5%, below the median target price of equity research analysts. Four equity research analysts currently forecast a target price that is well above the current offer price
- **Offer below comparable transactions:** The offered premium of 1.9% to the 3-Months VWAP and the implied discount to EPRA NAV (diluted) of -27.0% are well below the premia of successful public corporate transactions for majority shareholdings in the European real estate sector which amounted to, on average, 30.3% and 15.1%, respectively
- **Loss of additional growth potential:** In case shareholders accept the offer, they will not be able to profit from the sustained positive operational development and the value generating growth potential of IMMOFINANZ
- **Limited freedom of disposition:** Shareholders and 2024 Convertible Bonds holders who accept the offer are temporarily restricted in their power of disposition because tendered shares or convertible bonds cannot be traded on the stock exchange until the settlement of the offer. Due to the structure of the offer, this could currently be delayed until 23 June 2022, as the Bidder has set a deadline of 120 calendar days after the expiry of the current acceptance period on 23 February 2022 for the occurrence of the condition precedent (merger control clearance) in relation to Romania
- **Possibility of still accepting the offer during the additional acceptance period:** Shareholders and holders of 2024 Convertible Bonds who do not wish to accept the offer during the acceptance period may still accept the offer during the statutory additional acceptance period of three months after the expiry of the (initial) acceptance period for the offer

Source: Offer document, Bloomberg, equity research reports, company information, FactSet, Bloomberg.

¹Last reported EPRA NAV and NTA as of 30 September 2021 taking into account the issuance of 14.963.965 IMMOFINANZ shares, as announced on 20 January 2022, given 2024 Convertible Bonds holders' exercise of conversion rights as well as the assumed full conversion of the still outstanding 2024 Convertible Bonds at a conversion price of EUR 20.6333.

Important Information

This presentation is issued by IMMOFINANZ AG (IMMOFINANZ) in connection with the anticipatory mandatory takeover offer published by CPI PROPERTY GROUP S.A. for shares and convertible bonds in IMMOFINANZ on 12 January 2022 (Takeover Offer). It is for information purposes only and neither an offer to purchase nor a solicitation to sell securities of IMMOFINANZ. The conditions and further provisions relating to the Takeover Offer are disclosed in the offer document published by CPI PROPERTY GROUP S.A. The offer document and the statements of the Executive Board and the Supervisory Board are forming the relevant basis and investors and it is strongly recommended to holders of IMMOFINANZ shares and convertible bonds to review these documents.

To the extent this presentation contains forward-looking statements concerning IMMOFINANZ, such statements do not represent facts and are characterized by the words such as "will", "expect", "believe", "estimate", "intend", "aim", "assume" or similar expressions. Such statements express intentions, opinions or current expectations and assumptions of IMMOFINANZ. These forward-looking statements are based on current plans, estimates and forecasts, but 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 IMMOFINANZ. 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.