



ADO Properties S.A. announces fully underwritten rights issue of EUR 450 million

Berlin, 2 July 2020 - Following the announcement of the exercise of the call option to acquire control of Consus Real Estate AG (“**Consus**”), ADO Properties S.A. (“**ADO**” or the “**Company**”) today announces a fully underwritten rights issue of EUR 450 million (the “**Capital Increase**”). In the Capital Increase, the Company will offer for subscription 30,819,391 new shares to its existing shareholders at the subscription price of EUR 14.60 per new share (the “**Subscription Price**”). ADO intends to use the proceeds from the Capital Increase for the repayment of debt relating to Consus’ development projects with the aim of reducing financing liabilities. The prospectus for the Capital Increase is expected to be approved and published later today.

Key terms of the Capital Increase

The new shares will be offered to existing shareholders of ADO at a subscription ratio of 5:12. The existing shareholders may acquire 5 new shares for 12 existing shares of ADO at the Subscription Price during the Subscription Period. Subject to the approval and publication of the prospectus, the Subscription Period commences on 6 July 2020 and ends on 20 July 2020 at 17:30 CET (the “**Subscription Period**”). The subscription rights for the new shares will be traded on the regulated market (XETRA and XETRA Specialist) of the Frankfurt Stock Exchange from 6 July 2020 up to and including 16 July 2020 (the “**Trading Period**”). The Capital Increase is fully underwritten by the syndicate banks.

Participation of shareholders

ADO has received firm subscription commitments, including from major shareholders, representing a total shareholding of approximately 36% in the Company. Under the firm subscription commitments, each such shareholder has undertaken to participate in the Capital Increase according to its shareholding.

Background of the Capital Increase

On 15 December 2019, ADO announced an all share voluntary tender offer for ADLER Real Estate AG (“**ADLER**”), acquired a minority stake in Consus while entering into a call option to acquire control of Consus and announced its intention to launch a rights issue in connection with the acquisition of ADLER. The acquisition of ADLER was completed in April 2020.

On 29 June 2020, ADO announced the exercise of the call option to acquire control of Consus, a leading development platform with significant growth potential in the Top-7 German cities, which is expected to be fully settled upon the launch of the Capital Increase. Subsequently, a voluntary tender offer is expected to be launched in due course for all remaining shares of Consus.

In the light of the Capital Increase, ADO’s board of directors is proposing a one-time cancellation

of the dividend for 2019. In the future, the dividend policy will continue to be 50% pay-out of FFO 1.

Expected prospectus publication

The prospectus is expected to be approved and published later today. The prospectus will be made available at the website of ADO at <https://www.ado.properties/websites/ado/English/4200/capital-increase.html>.

Indicative timetable of the Capital Increase

2 July 2020	Approval and publication of prospectus
3 July 2020	Record Date of the Capital Increase
6 July 2020	First trading day without subscription rights
6 July 2020	Commencement of Subscription Period and Trading Period
16 July 2020	End of Trading Period
20 July 2020	End of Subscription Period
21 July 2020	Expected announcement of results of the Capital Increase and potential rump placement
22 July 2020	Expected admission of the new shares to trading on the Frankfurt Stock Exchange
24 July 2020	Expected inclusion of new shares in ADO's current stock quotation

Full underwriting by syndicate banks

J.P. Morgan and Deutsche Bank Aktiengesellschaft, acting as the joint global coordinators, and Barclays Bank PLC and Kempen & Co, acting as joint bookrunners for the Capital Increase, have entered into the underwriting agreement with the Company pursuant to which they have agreed, subject to certain terms and conditions, to procure subscribers for any shares that may remain unsubscribed for in the Capital Increase, or to subscribe for such shares themselves. White & Case is acting as legal adviser to ADO, Clifford Chance is acting as legal adviser to the syndicate banks.

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Certain statements contained in this release may constitute "forward-looking statements" that involve a number of risks and uncertainties. Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "plan", "expect", "anticipate", "estimate", "believe", "intend", "project", "goal" or "target" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements are based on assumptions, forecasts, estimates, projections, opinions or plans that are inherently subject to significant risks, as well as uncertainties and contingencies that are subject to change. No representation is made or will be made by ADO Properties that any forward-looking statement will be achieved or will prove to be correct. The actual future business, financial position, results of operations and prospects may differ materially from those projected or forecast in the forward-looking statements. ADO Properties does not assume any obligation to update, and does not expect to publicly update, or publicly revise, any forward-looking statements or other information contained in this release, whether as a result of new information, future events or otherwise, except as otherwise required by law.

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