

**FY**

**2024**

# Results presentation

29 April 2025



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# **1 Macro Environment & Milestones 2024**

# Macro Environment

*With global uncertainties persisting, the volatile market environment of the real estate sector has not yet stabilised*

<p><b>Global uncertainties</b></p>	<ul style="list-style-type: none"> <li>• Geopolitical risks with effects on Germany: Ukraine War, trade conflict etc.</li> <li>• Fiscal initiatives in Europe to address military and infrastructure needs</li> <li>• Further development of bond yields and interest rates remains uncertain</li> </ul>
<p><b>German politics</b></p>	<ul style="list-style-type: none"> <li>• Agenda of the new government-elect</li> <li>• Potential regulation of the real estate sector (e.g. rental brake, energetic modernization, new built)</li> <li>• Growing supply/demand imbalance in German housing likely to persist, particularly in Berlin</li> </ul>
<p><b>Asset price development</b></p>	<ul style="list-style-type: none"> <li>• Yielding assets: Value declines have stopped and prices have further stabilised</li> <li>• Project developments: Values still under pressure due to continuously rising construction costs</li> </ul>
<p><b>Market &amp; transactions</b></p>	<ul style="list-style-type: none"> <li>• Transaction activity has picked up, long-term oriented strategic investors expected to return to the market</li> </ul>

# Milestones 2024

*Adler Group has made significant progress in stabilising its position for the years to come*

<p><b>Adler recapitalised</b></p>	<ul style="list-style-type: none"> <li>• Equity position significantly improved</li> <li>• Financial maturities extended to 2028 and beyond and partly refinanced in early 2025</li> <li>• Sufficient liquidity for the years to come</li> </ul>
<p><b>Audit completed</b></p>	<ul style="list-style-type: none"> <li>• Subsequent publication of the audited annual reports 2022 and 2023 with unqualified opinion</li> <li>• Publication of the 2024 audited annual report within the regulatory timeframe</li> </ul>
<p><b>Strategy aligned</b></p>	<ul style="list-style-type: none"> <li>• Value creation focus on our Berlin-based rental portfolio comprising c. 18,000 units</li> <li>• Value-preserving disposal strategy for both yielding and development assets</li> <li>• Transformation of Adler Group into a more effective and efficient platform</li> </ul>
<p><b>Senior Management and Board of Directors recomposed</b></p>	<ul style="list-style-type: none"> <li>• New appointments of the Senior Management and Board of Directors following the significant milestones reached in 2024</li> </ul>
<p><b>Transactions launched</b></p>	<ul style="list-style-type: none"> <li>• Significant disposals announced and completed, both yielding and project development assets</li> <li>• Yielding portfolio now fully focussed on Berlin</li> </ul>

## **2 Disposal Update**

# Disposal Update

*Following the completion of the disposals of BCP and the NRW portfolio, Adler Group has made significant progress to partially redeem its 1L New Money Facility*

## Sale of stake in BCP

- Disposal of Adler's 62.8% stake in Brack Capital Properties N.V. (BCP) to LEG Immobilien SE, as announced on 4 Nov-2024
- Total cash consideration of €219.3m
- 52.68%-stake transferred on 3 Jan-2025 and c. €184m cash received
- Redemption of the 1L New Money Facility in the amount of €100m
- Transfer of the remaining 10.1% completed in Apr-2025 with the €35m proceeds fully allocated to the holdback

## Sale of NRW portfolio

- Disposal of the North Rhine-Westphalia-based "Cosmopolitan portfolio" to Orange Capital Partners ("OCP") and One Investment Management ("OneIM"), as announced on 23 Dec-2024
- Total valuation of €422.5m
- 89.9%-stake transferred on 28 Feb-2025
- Redemption of the 1L New Money Facility in the amount of €136m
- Put option to transfer the remaining 10.1% in due course

## Development projects

- Grand Central – signed in Q4 2024
- CologneApart VauVau – signed in Q4 2024 and closed in Q2 2025
- Eurohaus – signed in Q1 2025
- UpperNord Tower – signed in Q2 2025

## Other yielding assets

- Several multi-family houses in Berlin and Eastern Germany sold in Q4 2024 for a combined sales price of c. €11m
- 27 Berlin condominium units sold in Q4 2024 for a total sales price of c. €7m

➤ Following the recent transactions, the company's holdback of disposal proceeds (max. amount of €250m) is currently filled with €230m and we expect the holdback to be fully filled from the proceeds of the remaining 10.1% of the NRW portfolio

# **3 Q4 2024 Highlights**



# Q4 2024 Highlights

*While the yielding asset valuations have stabilised, valuation of project developments remain negatively affected by continuously rising construction costs*

## PORTFOLIO PERFORMANCE



- **1.8%** like-for-like (l-f-l) **rental growth** on a year-on-year basis driven by indexation on current rental contracts and reletting activities
- Avg. residential **rent** increased significantly to **€8.29/sqm/month** as per Dec-2024, following the disposal of the NRW portfolio
- **Vacancy** remained at low levels of **1.3%**
- Like-for-like **rental portfolio revaluation of +0.04%** in H2 2024, following (2.2%) in H1 2024
- Like-for-like **development portfolio devaluation of (18.7%)** in H2 2024<sup>1</sup>, following (5.9%) in H1 2024

## FINANCIAL OVERVIEW



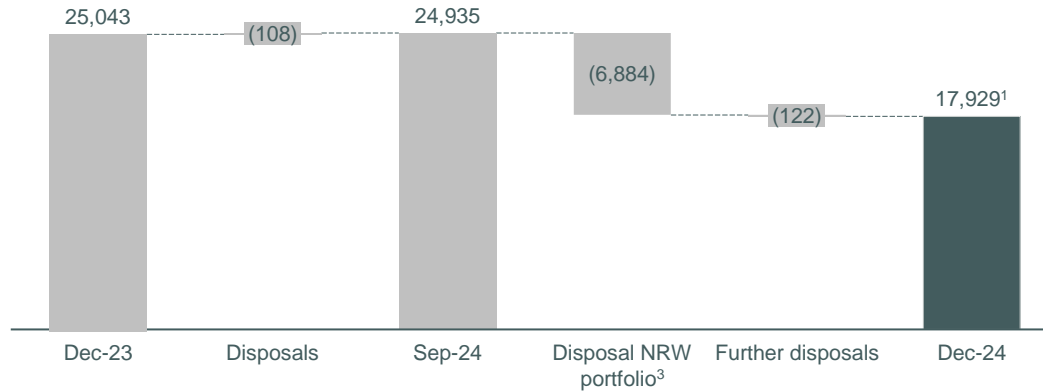
- Lower FY 2024 net rental income and negative FFO 1 due to the decreased size of the portfolio and increased interest expenses (mainly non-cash PIK interest)
  - **NRI: €208m (within FY 2024 guidance)**
  - **Adj. EBITDA Rental: €112m**
  - **Adj. EBITDA Total: €81m**
  - **FFO 1: (€112m) or (€0.74) / share**
- Group's total equity position amounts to **€1.6bn**
- LTV stands at **72.7%**
- Cash position of **€247m**

# **4 Portfolio & Operational Performance**

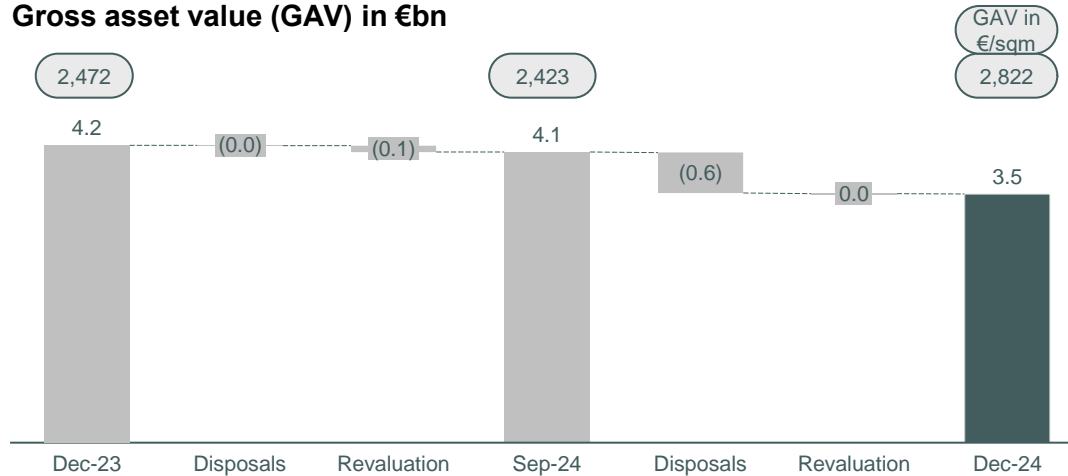
# Berlin-anchored Yielding Asset Portfolio

Following the disposal of the North Rhine-Westphalia-based portfolio, the portfolio size decreased to c. 17,900 units, almost entirely located in Berlin

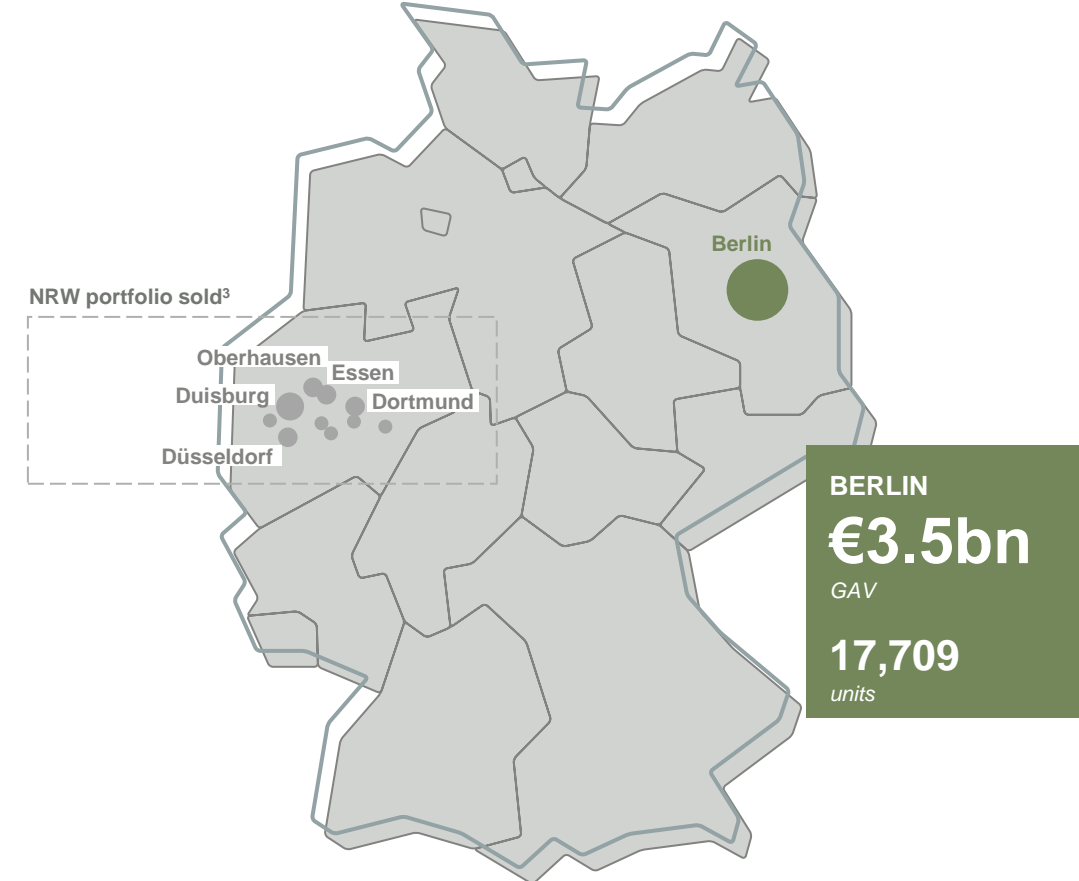
Number of rental units



Gross asset value (GAV) in €bn



Residential portfolio as per Dec-2024<sup>2</sup>



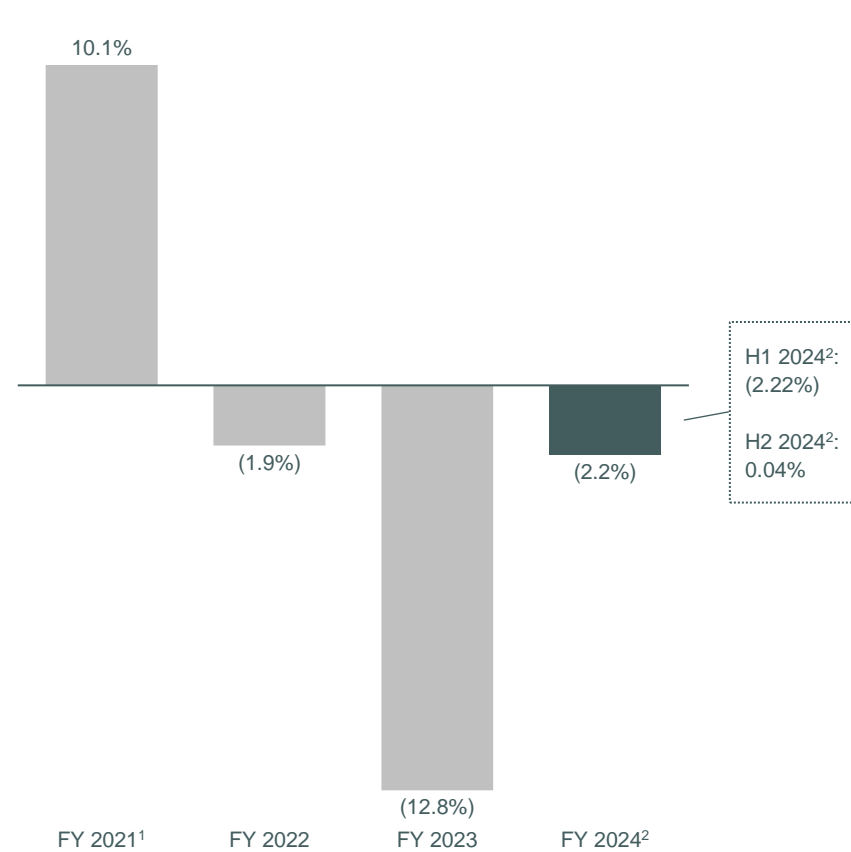
General note: Excluding both BCP and the NRW-based "Cosmopolitan portfolio", as both were classified as held for sale

1. Comprises 17,709 units in Berlin and 220 units in other locations which are earmarked for sale; 2. Includes current locations with at least 100 rental units; 3. The transaction had been announced on 23 Dec-2024 and was concluded via a share deal in which a tranche of 89.9% was sold in a first step with effect from 28 Feb-2025 – corresponding units were classified as held for sale as per 31 Dec-2024

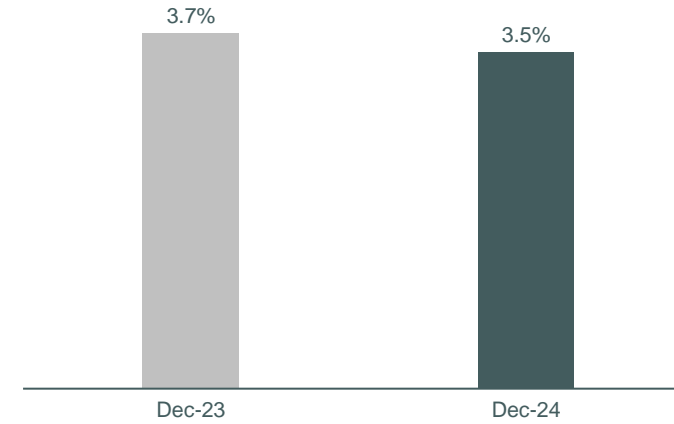
# Portfolio Revaluation in FY 2024

*Devaluation has come to an end – H2 2024 with first positive result of +0.04%*

Like-for-like fair value development until FY 2024 (%)



Rental yield (%)<sup>3</sup>



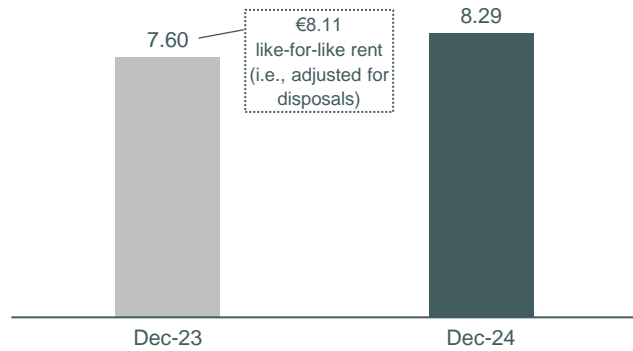
General note: Historic numbers as reported, i.e. not adjusted for disposals

1. Following Velero/KKR completion; 2. Without NRW-based "Cosmopolitan portfolio"; 3. Calculated as annualised monthly in-place rent divided by the fair value at the reporting date; Dec-23 as reported, including the NRW-based "Cosmopolitan portfolio"

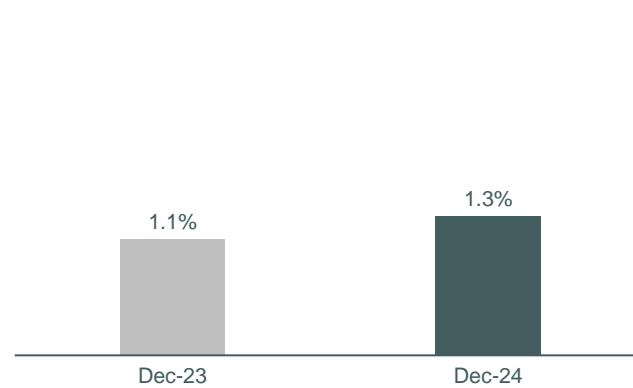
# Operational Performance

Increase in average rent per square meter largely driven by the disposal of the NRW “Cosmopolitan portfolio” with a lower-than-average rent

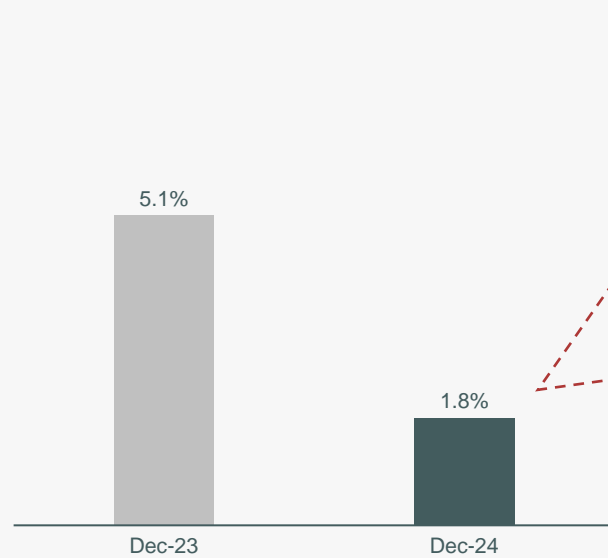
Average rent (€/sqm/month)



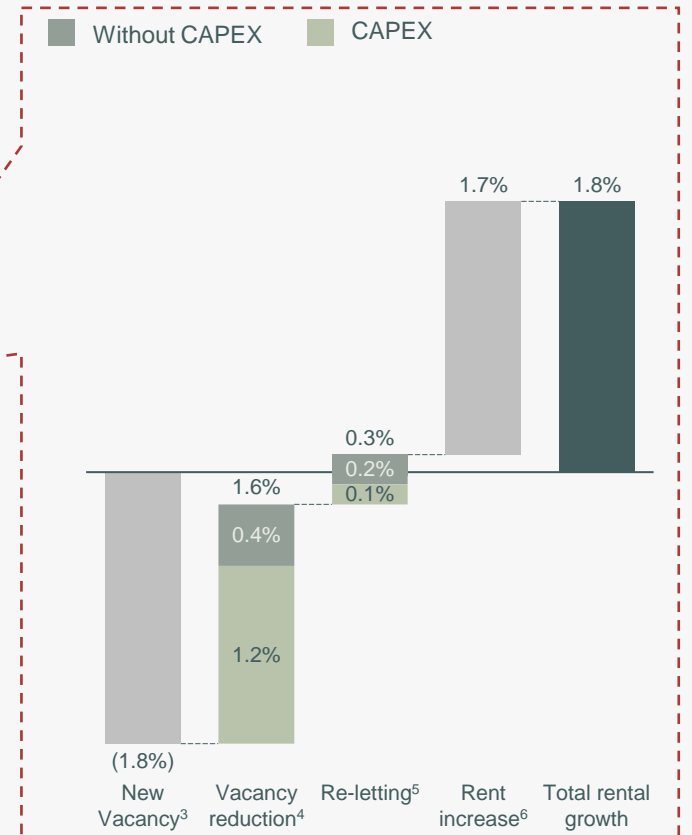
Operational vacancy rate (%)<sup>1</sup>



Like-for-like rental growth (%)<sup>2</sup>



Detailed breakdown of the like-for-like rental growth as per Dec-2024 (%)



General notes: KPIs presented on this page include ground level commercial units and exclude units under renovation and development projects; historic numbers as reported, i.e. not adjusted for disposals; numbers as per Dec-24 excluding both BCP and the NRW-based “Cosmopolitan portfolio”, as both are classified as held for sale

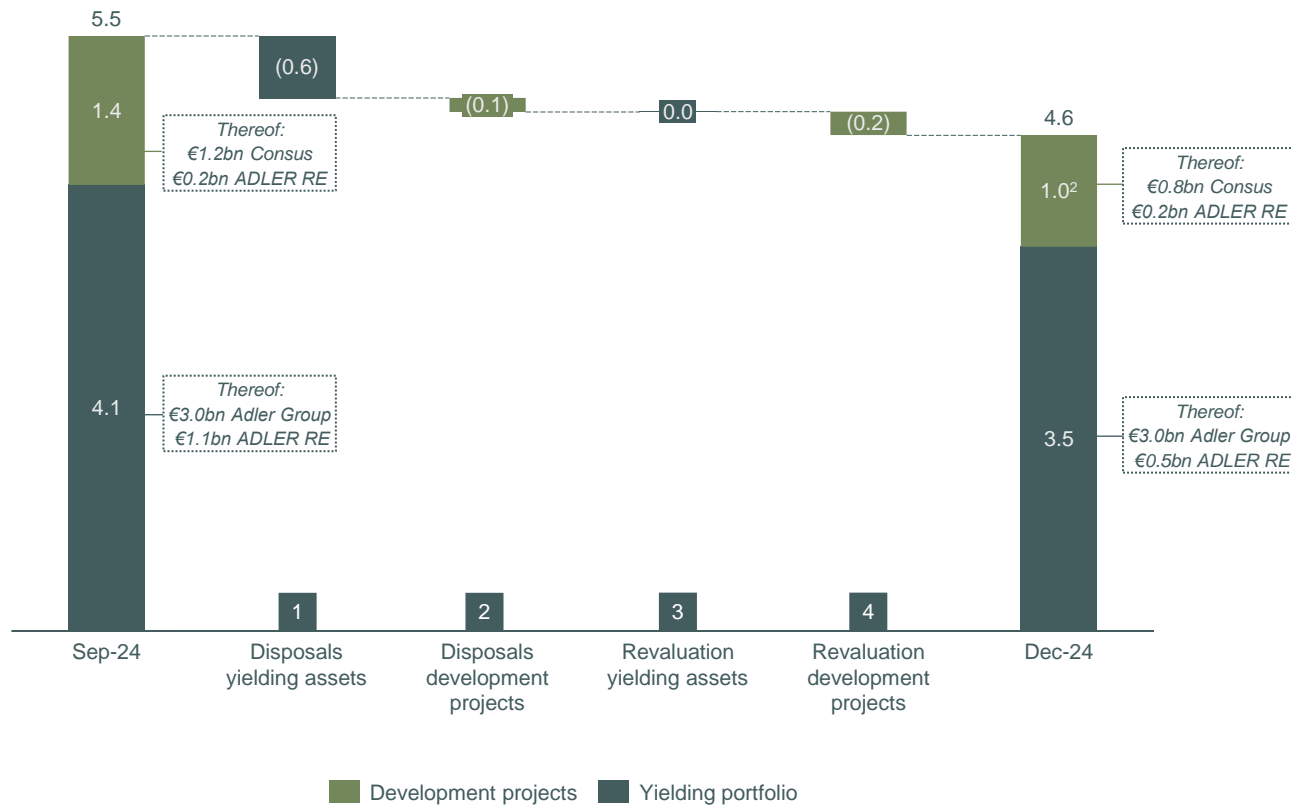
1. Dec-2024 figure excluding 220 non-Berlin units which are earmarked for sale; Operational vacancy excludes unavailable units, i.e., units under refurbishment and decommissioned units; Total vacancy rate amounting to 2.4% as per Dec-2024; 2. Like-for-like rental growth calculated on a year-on-year basis; 3. Units that are vacant now but were rented out last year; 4. Units that are rented out now but were vacant last year; 5. Units that are rented out now as well as last year, but to a different tenant; 6. Total Consumer price index (CPI)-linked leases amount to 32.6% based on total rental units and 34.1% based on NRI

# **5 Financial Update**

# Development of GAV in Q4 2024

Portfolio GAV primarily impacted by the disposal of the NRW “Cosmopolitan portfolio” and the further devaluation of development projects

GAV excl. BCP (€bn)<sup>1</sup>



## Comments

- 1 Following the public announcement in Dec-2024 to sell the NRW-based “Cosmopolitan portfolio”, corresponding units were classified into assets held for sale as per Dec-2024. In addition to that, c. 100 rental units and several condominium units based in Berlin and Eastern Germany were sold in several smaller transactions
- 2 In the fourth quarter 2024, the project developments Düsseldorf Grand Central and Cologne Apart VauVau were sold. Also, the forward sale project Bundesallee was completed and handed over. The sales contract of the Offenbach-based Kaiserlei project was cancelled and the project consequently added back to the GAV
- 3 During the fourth quarter, a minor positive result was realised as part of the semi-annual revaluation process of the yielding portfolio, translating into a slight like-for-like increase of 0.04%, compared to prior values
- 4 For the development projects, on a like-for-like basis, valuations decreased by (18.7%) compared to Q3 2024 figures, primarily driven by the continued price increases of construction cost

General note: Rounding errors may occur

1. Based on externally appraised values, may slightly differ from IFRS accounting values; 2. Excludes disposals that are either signed, closed or handed-over as per Dec-2024

# Financing Update

*With the refinancings of the 1L and 1.5L facilities completed in early 2025, Adler Group is reducing its cost of debt and saving approx. €134m interest costs over the expected remaining lifetime of both the 1L and 1.5L*

## 1L and 1.5L REFINANCINGS<sup>1</sup>

### 1L New Money Facility

- Refinancing completed on 28 Jan-2025 (€1,178m volume)
- PIK interest reduced from 12.5% to 8.25% p.a. plus a 1% OID with no call protection
- Maturity date (Dec-2028) as well as all other terms remain unchanged

### 1.5L Notes

- Refinancing completed on 18 Feb-2025 (€717m volume)
- PIK interest reduced from 14.0% to 10.0% p.a. plus a 0.75% OID with a non-call protection in year 1 and a 1% call premium in year 2 (thereafter to be called at par)
- Maturity date (Dec-2029) as well as all other terms remain unchanged

## DEBT REPAYMENTS AND PROLONGATIONS<sup>1</sup>

- **Partial redemption** of the 1L New Money Facility in the total amount of **€236m** following the completed disposals of BCP and the NRW “Cosmopolitan” portfolio
- **Repayment** of c. **€220m** secured loans in course of the completed disposal of the NRW-based “Cosmopolitan portfolio” in Feb-2025
- Completed **prolongation** of a **€345m** secured bank loan originally due in Jun-2025 to Q4 2028. The loan is provided by a German bank, financing certain of Adler’s property companies in Berlin
- Completed **prolongation** of a **€48m** secured bank loan originally due in Jan-2026 to Q4 2028. The loan is provided by a German bank, financing certain of Adler’s property companies in Berlin

## UPCOMING MATURITIES

- Option to refinance the €300m Adler RE 2026 bond with a tap under the 1st lien New Money Facility
- Further remaining 2026 bank maturities in the volume of €49m are under discussion regarding prolongation with the respective lenders



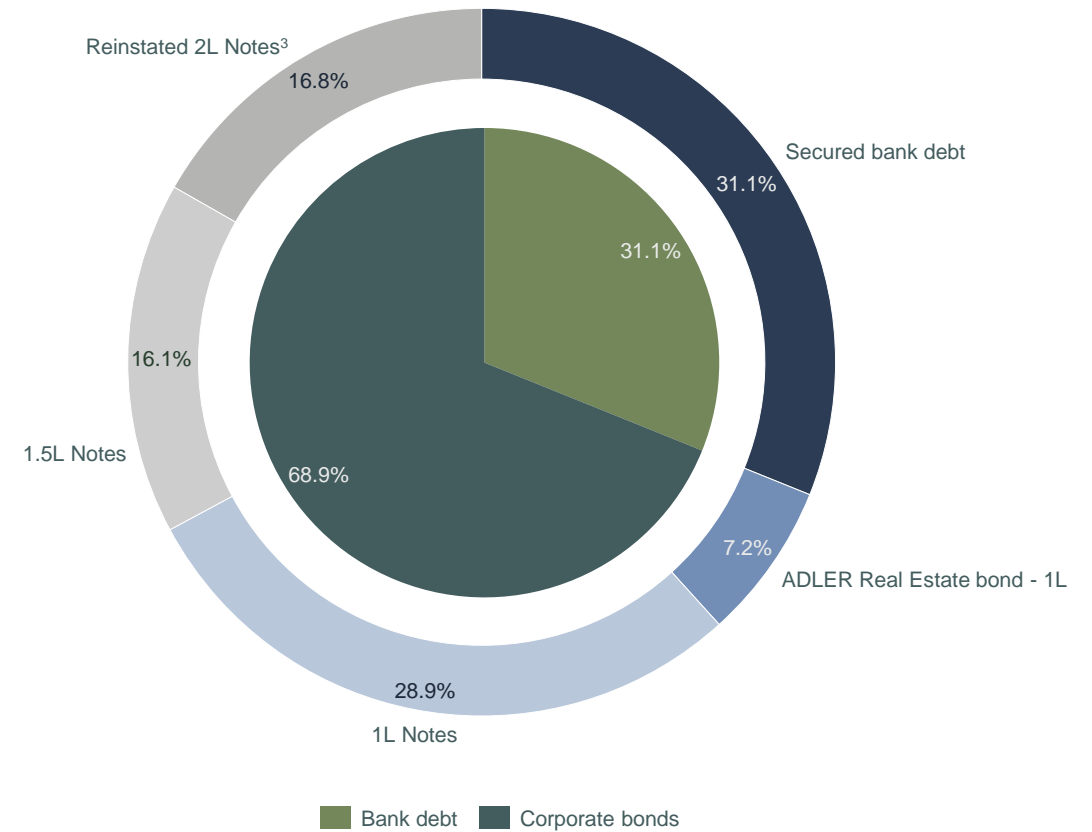
# Overview of Debt KPIs as per Dec-2024

*Due to reduced refinancing risks, S&P has revised its outlook on Adler Group to stable*

## Debt KPIs as per Dec-2024

Total nominal interest-bearing debt (€m) <sup>1</sup>	4,177
<b>LTV<sup>2</sup></b>	<b>72.7%</b>
Fixed / hedged debt	99.8%
<b>Weighted average cost of debt</b>	<b>8.4%</b>
Weighted average maturity (years)	3.7
Issuer credit rating S&P	B- (stable outlook)
1L New Money Facility rating S&P	B+
1.5L Notes / Adler RE 2026 bond ratings S&P	CCC+
Reinstated 2L Notes <sup>3</sup> rating S&P	CCC

## Sources of funding

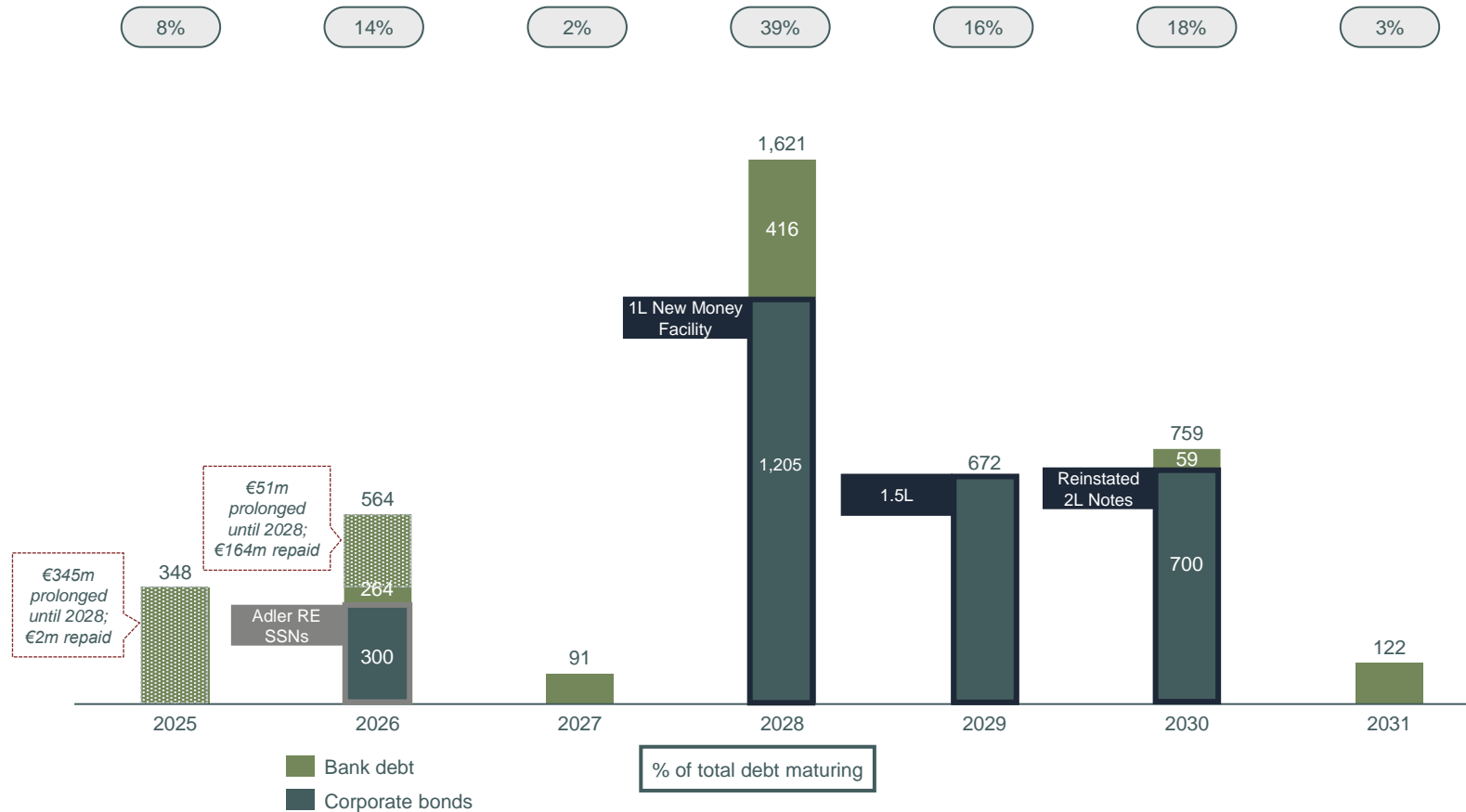


General notes: Not including the Perpetual Notes as they are treated as equity under IFRS; does not include BCP; S&P ratings as per date of this presentation  
 1. Excluding payment-in-kind (PIK) interest; 2. The LTV differs from the bond covenant LTV; 3. Excl. Perpetual Notes

# Debt Maturity Schedule

*Adler Group's 2025 maturities are completely addressed; remaining 2026 maturities now in focus*

Overview of debt maturities<sup>1</sup> as per Dec-2024 (€m)



**Comments**

- As of today, all 2025 maturities have been resolved through either prolongations or repayments; the Group has no further financial debt falling due in 2025
- A volume of €49m of secured bank debt due in 2026 remains to be prolonged
- The New Money documentation includes a possibility to tap the 1L facility in an amount of up to €300m to refinance the Adler RE 2026 Notes

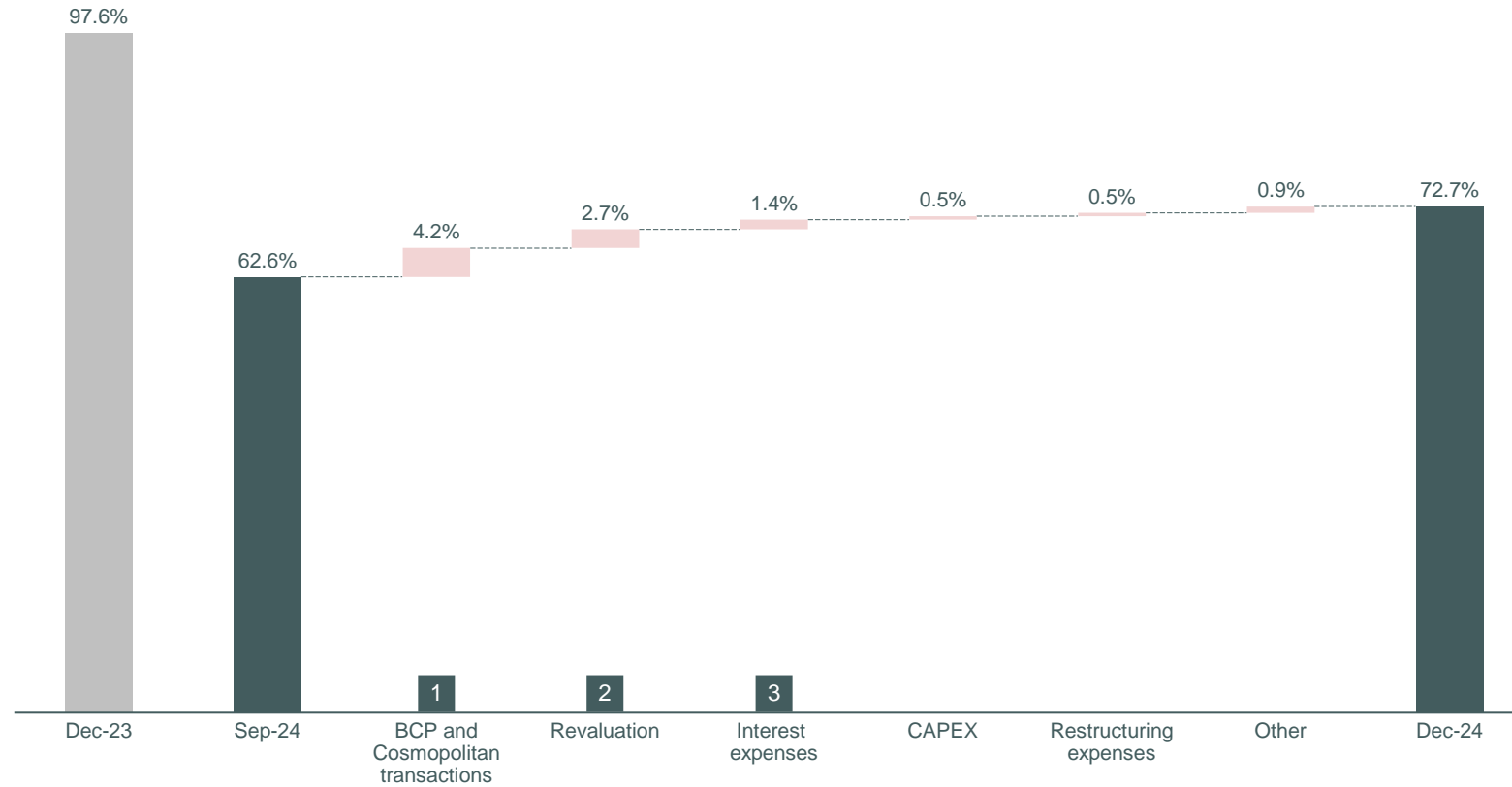
General notes: Rounding errors may occur; not including the Perpetual Notes as they are treated as equity under IFRS; does not include BCP

1. Figures based on nominal values as per 31 Dec-2024, not including accrued payment-in-kind (PIK) interest; 2. This does not affect the maturity of the Adler RE SSNs and BCP Secured bonds

# Loan to value (LTV) – Development in Q4 2024

*“One-off” effects relating to the disposals of BCP and the “Cosmopolitan portfolio” and asset revaluations had a negative impact on the LTV*

LTV evolution (%)



**Comments**

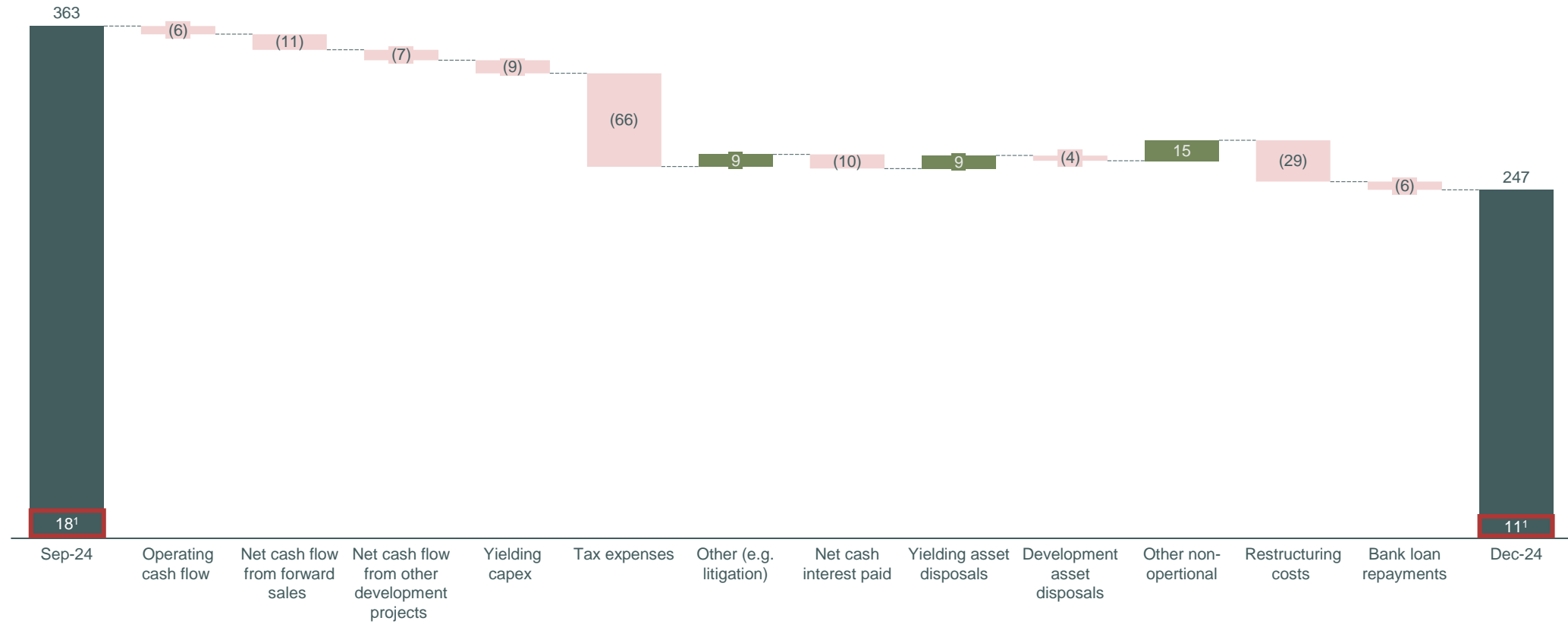
- 1** In Q4 2024, provisions for impending losses relating to the ongoing disposals of BCP and the “Cosmopolitan portfolio” were recognised
- 2** The revaluation of the total real estate portfolio per the end of Q4 2024 includes both yielding assets and development assets as well as the assets owned by BCP
- 3** Interest expenses for Q4 2024 include both paid and accrued amounts

*General notes: The LTV differs from the bond covenant LTV; the LTV is based on the current EPRA best practice recommendation guidelines, though the Perpetual Notes that were issued in Sep-2024 as part of the recapitalization of the Company are not classified as Hybrids, i.e. debt because these instruments are accounted for equity in the balance sheet according to IFRS*

# Development of Cash Position – Changes during Q4 2024

*The decrease in cash was driven by “one-off” tax payments following the portfolio disposal to Velero/KKR in 2022 and non-recurring restructuring costs following the comprehensive recapitalisation completed in Sep-2024*

Cash position (€m)



1. Restricted cash mainly includes deposits for guarantees, short-term CAPEX and rolling interest reserves related to associated financing

# **6**      **Guidance and Concluding Remarks**

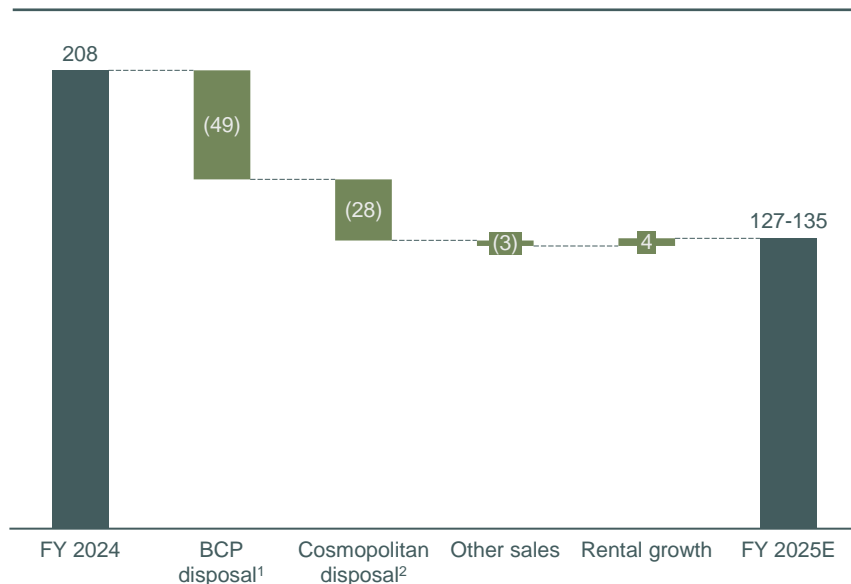
# Guidance and Concluding Remarks

*Following larger portfolio disposals, Adler Group is transforming into a more efficient and streamlined platform with focus on the attractive Berlin rental market*

## Full-year 2025 guidance

**Net rental income (€m)**

€127-135m



## Concluding remarks

- ✓ Post the successful disposals of Adler's 62.8% stake in BCP and the NRW-based "Cosmopolitan portfolio" **focus on the residential portfolio with 17,900 units centred in Berlin**, an attractive market with strong fundamentals and substantial embedded potential
- ✓ **Devaluation cycle** of yielding assets has **come to an end** – H2 2024 with first positive result
- ✓ In order to fully concentrate on the rental business, it remains the **key priority to dispose of all upfront sale development projects** and to complete and hand over the few remaining forward sale projects, both until 2026
- ✓ **Sound capital structure** following the completed comprehensive recapitalisation in Sep-2024
- ✓ With the refinancings of the 1L and 1.5L facilities completed in early 2025, **savings of approx. €134m interest costs** over the expected remaining lifetime of both the 1L and 1.5L
- ✓ **No remaining debt maturities in 2025** following significant prolongations and repayments in early 2025 – remaining 2026 maturities now in focus
- ✓ **Unqualified audit opinion** on the consolidated financial statements and the annual accounts 2024

1. Following the disposal completed on 2 Jan-2025, BCP is no longer fully consolidated in FY 2025; 2. Net rental income included until the date of disposal on 28 Feb-2025 in the amount of €5.5m

# Q&A

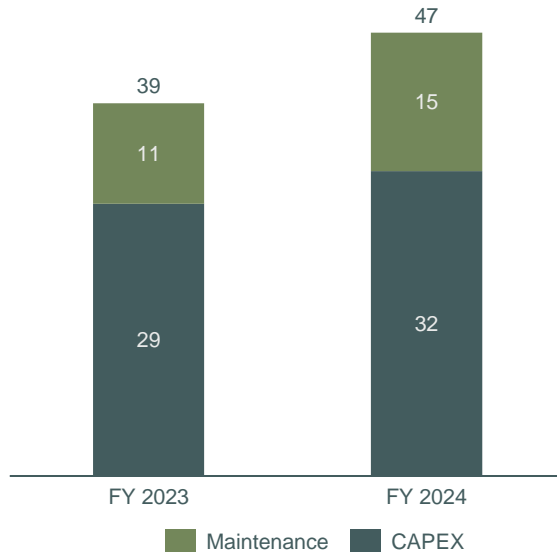
# Appendix

<b>25-26</b>	<b>Portfolio &amp; Operational Performance</b>
<b>27-32</b>	<b>Financials</b>
<b>33-34</b>	<b>Debt Overview</b>
<b>35-36</b>	<b>Development Projects</b>
<b>37-38</b>	<b>Corporate Governance</b>
<b>39</b>	<b>Corporate Agenda</b>

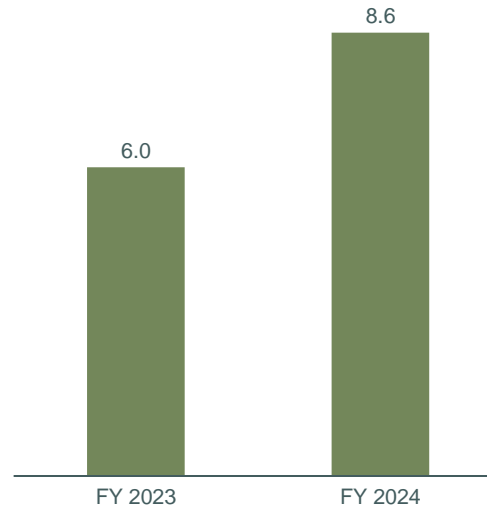


# Yielding Asset Portfolio – CAPEX and Maintenance

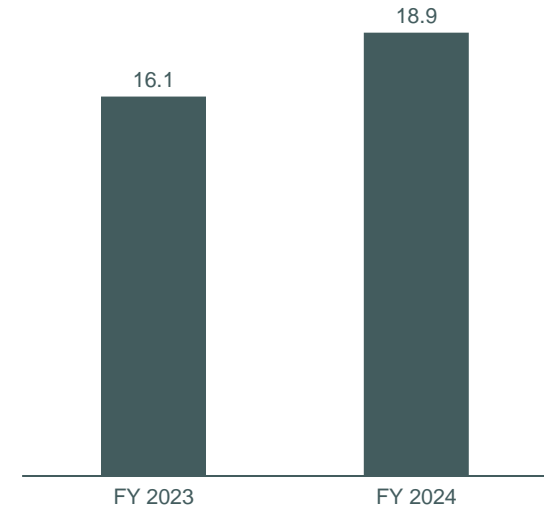
CAPEX and maintenance (€m)



Maintenance expense (€/sqm)



CAPEX invested (€/sqm)



# Portfolio Breakdown of Standing Assets and Developments

## Yielding portfolio per city<sup>1</sup>

#	City	Value (€m)	Value (%)
1	Berlin	3,482	99.8
2	Other cities	8	0.2
<b>Total</b>		<b>3,490</b>	<b>100.0%</b>

## Development projects per city<sup>2</sup>

#	City	Value (€m)	Value (%)
1	Berlin	351	31.1
2	Frankfurt / Offenbach	156	13.8
3	Hamburg	140	12.4
4	Stuttgart	138	12.2
5	Düsseldorf	124	10.9
6	Dresden	106	9.4
7	Köln	41	3.6
8	Leipzig	39	3.4
9	München	35	3.1
<b>Total</b>		<b>1,130</b>	<b>100.0%</b>

1. As appraised by CBRE as per Dec-2024; condo units and units that have been sold but not yet transferred are included but not revalued as per Dec-2024; 2. As appraised by NAI Apollo as per Dec-2024, including projects sold but not yet transferred. Please note that the externally appraised values may slightly differ from IFRS accounting values

# Profit and Loss Statement

## P&L statement

<i>In €m</i>	FY 2024		FY 2023	
Net rental income	208	1	210	
Income from facility services and recharged utilities costs	103		105	
Income from property development	23	2	28	
Other revenue	59	2	103	
<b>Revenue</b>	<b>392</b>		<b>445</b>	
Costs of operations	(323)	3	(443)	
<b>Gross profit</b>	<b>69</b>		<b>2</b>	
General and administrative expenses	(155)	4	(154)	
Other expenses	(355)	5	(208)	
Other income	43	6	68	
Changes in fair value of investment properties	(483)	7	(1,173)	
<b>Results from operating activities</b>	<b>(881)</b>		<b>(1,464)</b>	
Net finance income / (expenses)	1,671	8	(497)	
Net result from investments in associated companies	(0)		(5)	
Net tax income / (expenses)	3		156	
<b>Profit (loss) for the period</b>	<b>793</b>		<b>(1,810)</b>	
<b>Net finance income - in €m</b>	<b>FY 2024</b>			
Finance income	2,122			
<i>thereof derecognition of financial instruments</i>	2,076			
<i>thereof other</i>	45			
Finance cost	(451)			
<i>thereof other finance costs</i>	(68)			
<i>thereof interest expenses</i>	(383)			
<i>thereof accrued</i>	(321)			
<i>thereof payable</i>	(75)			
<i>thereof amortization</i>	14			
<b>Net finance income</b>	<b>1,671</b>			

## Comments

- 1 Compared to FY 2023, **net rental income** slightly decreased due to the lack of rental income following the disposal of the “Wasserstadt” portfolio in Aug-2023, and the Hamm portfolio by BCP in Dec-2023. The decrease was partly compensated by rent increases realised on the remaining portfolio
- 2 **Income from property development** includes income from both forward and condominium sales. **Other revenue** mainly includes the completed upfront sale of “Leipzig FourLiving VauVau” and “Düsseldorf UpperNord Quarter”
- 3 **Costs of operations** include costs of utilities recharged (€100m), costs of property development (€86m), cost of real estate inventories disposed of (€38m), salaries and other expenses (€22m) and costs of property operations and maintenance (€22m). The decrease compared to the prior year is mainly due to lower costs in property development following completed sales. A total amount of €96m is considered as non-recurring as it refers largely to valuation adjustments of development projects held in inventory
- 4 **General and administrative expenses** include professional services (€51m), salaries and related expenses (€38m), impairment loss on trade receivables (€22m) and office, communication and IT expenses (€13m). Excluding non-recurring items<sup>1</sup>, G&A expenses would be €71m lower
- 5 **Other expenses** includes non-recurring items such as the provisions for impending losses due to the sale of BCP (€183m) and Cosmopolitan (€62m) as well as one-off legal and consulting fees (€82m)
- 6 **Other income** mainly relates to the derecognition of liabilities, income from prior periods and minor effects from deconsolidation of subsidiaries
- 7 **Changes in the fair value of investment properties** include the revaluation results relating to all real estate assets accounted for under investment properties, including BCP
- 8 **Net finance income** is broken down in the adjacent table. The income from the derecognition of financial instruments of €2,076m refers to the conversion of the 2L perpetual notes into equity

# Adj. EBITDA Rental and FFO 1

## Adj. EBITDA Rental and FFO 1 calculation

<i>In €m</i>	FY 2024		FY 2023
Net rental income	208		210
Income from facility services and recharged utilities costs	103		105
<b>Income from rental activities</b>	<b>310</b>	<b>1</b>	<b>315</b>
Costs from rental activities	(136)	2	(134)
<b>Net operating income (NOI) from rental activities</b>	<b>175</b>		<b>181</b>
Overhead costs from rental activities	(63)	3	(71)
<b>Adj. EBITDA Rental<sup>1</sup></b>	<b>112</b>		<b>110</b>
FFO 1 net interest expenses	(210)	4	(135)
Current income taxes	(7)		(9)
Interest of minority shareholders	(7)		(7)
<b>FFO 1 (from rental activities)</b>	<b>(112)</b>		<b>(43)</b>
No. of shares <sup>2</sup>	152		141
<b>FFO 1 per share</b>	<b>(0.74)</b>		<b>(0.30)</b>

## Comments

- 1** **Income from rental activities** decreased slightly as a result of asset disposals in 2023
- 2** **Costs from rental activities** include costs of utilities recharged in the amount of €100m as well as salaries and other expenses of €22m
- 3** **Overhead costs from rental activities** slightly decreased and include primarily legal, accounting and other professional services of €22m, salaries and related expenses of €19m and office and IT expenses of €9m
- 4** Compared to FY 2023, **FFO 1 net interest expenses** increased significantly due to the 1L New Money Facility with a PIK interest of 12.5% that was largely allocated to the rental portfolio, having become effective in Apr-2023 and was further upsized in Sep-2024 as part of the comprehensive recapitalisation. Furthermore, FFO 1 net interest expenses were also impacted by the placement of the €191m PIK 1.5L notes on 9 Oct-2023. The total PIK interest amount included in FFO 1 amounts to €188m

1. Adj. EBITDA Rental is calculated by deducting the overhead costs from net operating income and used as a proxy to assess the recurring earnings potential of the letting business; 2. The number of shares is calculated as weighted average for the reported period

# Adj. EBITDA Total and FFO 2

## Adj. EBITDA Total and FFO 2 calculation

<i>In €m</i>	FY 2024	FY 2023
Income from rental activities	310	315
Income from property development	23 <sup>1</sup>	28
Income from other services	15	10
Income from real estate inventory disposed of	43 <sup>2</sup>	92
Income from sale of trading properties	1	2
<b>Revenue</b>	<b>392</b>	<b>445</b>
Cost from rental activities	(136)	(134)
Other operational costs from development and privatisation sales	(91) <sup>3</sup>	(193)
<b>Net operating income (NOI)</b>	<b>165</b>	<b>119</b>
Overhead costs from rental activities	(63)	(71)
Overhead costs from development and privatisation sales	(22)	(27)
<b>Adj. EBITDA Total</b>	<b>81</b>	<b>21</b>
FFO 2 net interest expenses	(360) <sup>4</sup>	(277)
Current income taxes	(25)	(19)
Interest of minority shareholders	(7)	(7)
<b>FFO 2</b>	<b>(311)</b>	<b>(283)</b>
No. of shares <sup>1</sup>	152	141
<b>FFO 2 per share</b>	<b>(2.05)</b>	<b>(2.00)</b>

## Comments

- 1** **Income from property development** includes revenue recognition from forward sales and condo sales. The position is smaller than last year due to the cancellation of the forward sale contract with the buyer of the project "Leipzig Ostforum". Currently, this project is in a remarketing phase
- 2** **Income from real estate inventory disposed of** includes the upfront sale of "Leipzig FourLiving VauVau" which was completed in Q2 2024 as well as the sale of UpperNord Quarter which was completed in Q4 2024
- 3** The significant decrease in **other operational costs from development and privatisation sales** was mainly due to the cancellation of the forward sale contract with the buyer of the project "Leipzig Ostforum" and the reversal of the associated costs as well as lower costs associated with development projects due to the reduced pipeline of projects
- 4** Compared to FY 2023, **FFO 2 net interest expenses** increased significantly due to the 1L New Money Facility with a PIK interest of 12.5% as well as the 2.75% PIK interest step-up on the Adler Group S.A. bonds, all of which became effective in Apr-2023 and which were further upsized in Sep-2024 as part of the comprehensive recapitalisation. The total PIK interest amount included in FFO 2 amounts to €320m

# Balance Sheet

## Balance sheet

<i>In €m</i>	Dec-24		Dec-23
Investment properties including advances	3,964	1	4,911
Other non-current assets	178	2	274
<b>Non-current assets</b>	<b>4,141</b>		<b>5,185</b>
Cash and cash equivalents	247		377
Inventories	411	3	515
Other current assets	199	4	251
<b>Current assets</b>	<b>857</b>		<b>1,144</b>
Non-current assets held for sale	1,888	5	1,388
<b>Total assets</b>	<b>6,887</b>		<b>7,717</b>
Interest-bearing debt	3,535	6	6,051
Other liabilities	588	7	702
Deferred tax liabilities	262		347
Liabilities classified as held for sale	937	6	575
<b>Total liabilities</b>	<b>5,322</b>		<b>7,674</b>
Total equity attributable to owners of the Company	1,327		(229)
Non-controlling interests	238		271
<b>Total equity</b>	<b>1,565</b>	<b>8</b>	<b>42</b>
<b>Total equity and liabilities</b>	<b>6,887</b>		<b>7,717</b>

## Comments

- 1 The decrease in **investment properties** was mainly due to the negative revaluation of yielding assets (€227m) and development assets (€256m) and the disposal of the NRW-based "Cosmopolitan portfolio" which was reclassified into non-current assets held for sale following the announcement of the transaction on 23 Dec-2024
- 2 **Other non-current assets** include other financial assets of €107m (mainly comprising loans against non-controlling shareholders of subsidiaries), right-of-use assets of €27m, property and equipment of €14m and restricted bank deposits of €11m
- 3 **Inventories** primarily include upfront sale projects and the land value of forward sale projects
- 4 **Other current assets** include other receivables (€91), trade receivables (€46m), restricted bank deposits (€34m) and contract assets (€20m)
- 5 **Non-current assets held for sale** mainly relate to BCP and the NRW-based "Cosmopolitan portfolio"
- 6 The composition of **interest-bearing debt** is presented in more detail on page 33 of this presentation. This balance sheet position does not contain debts held at BCP level and debt associated with the NRW portfolio, as they are shown separately as **liabilities held for sale**
- 7 **Other liabilities** include provisions of €332m mainly relating to impending losses due to the sale of BCP (€183m) and the "Cosmopolitan portfolio" (€62m), other current payables (€149m) including income tax payables of €68m, and trade payables (€63m)
- 8 Following the completion of the comprehensive recapitalisation in Sep-2024, the Group's **total equity** was significantly strengthened in FY 2024. The main factor was that income from the derecognition of financial instruments of €2,088m was realised, referring to the conversion of the 2L perpetual notes into equity

# LTV – Methodology

## LTV calculation as of Dec-2024

In €m	Group as reported	Proportionate consolidation			Combined
		Share of joint ventures	Share of material associates	Non-controlling interests <sup>1</sup>	
Borrowings from financial institutions	3,007	–	–	–	3,007
Commercial paper	–	–	–	–	–
Bond loans	528	–	–	–	528
Foreign currency derivatives	–	–	–	–	–
Net payables	1,277	–	–	(248)	1,029 <sup>1</sup>
Owner-occupied property	–	–	–	–	–
Current accounts	–	–	–	–	–
Cash and cash equivalents	(247)	–	–	–	(247)
<b>Net Debt</b>	<b>4,565</b>	<b>–</b>	<b>–</b>	<b>(248)</b>	<b>4,317</b>
Owner-occupied property	–	–	–	–	–
Investment properties at fair value	3,964	–	–	–	3,964
Properties held for sale	2,299	–	–	(430)	1,870
Properties under development	–	–	–	–	–
Intangibles	–	–	–	–	–
Net receivables	–	–	–	–	– <sup>1</sup>
Financial assets	107	–	–	–	107
<b>Total property value</b>	<b>6,370</b>	<b>–</b>	<b>–</b>	<b>(430)</b>	<b>5,940</b>
<b>LTV</b>	<b>71.7%</b>				<b>72.7%</b> <sup>2</sup>

## Comments

The main objective of the LTV metric is to provide clarity on and assess the gearing of the shareholder equity within a real estate company

**Non-controlling interests** have been adjusted for the interest of minority shareholders in the Adler RE's subsidiary BCP<sup>1</sup>

<sup>1</sup> **Net payables** to be used when payables are greater than receivables, and net receivables to be used when receivables are greater than payables

<sup>2</sup> As of 31 Dec-2024, the Company's combined **LTV** amounts to 72.7%

General note: LTV differs from the bond covenant LTV

1. Non-controlling interests are only adjusted for minority shareholders in the Company's subsidiary BCP for reasons of materiality, thus any other minority shareholders are not considered due to their insignificance

# LTV – Overview

## LTV

<i>In €m</i>	Dec-24		Dec-23
Borrowings from Financial Institutions	3,007	1	2,259
Bond loans	528	1	3,791
Net payables	1,029	2	645
Cash and cash equivalents	(247)		(377)
<b>Net Debt</b>	<b>4,317</b>		<b>6,319</b>
Investment properties at fair value	3,964		4,911
Properties held for sale	1,870		1,454
Financial assets	107	3	112
<b>Total Property Value</b>	<b>5,940</b>		<b>6,477</b>
<b>LTV</b>	<b>72.7%</b>	<b>4</b>	<b>97.6%</b>

## Comments

- 1 **Total interest-bearing debt** of €3,535m significantly decreased compared to the Dec-2023 value of €6,051m mainly due the fact that c. €2.3bn of the 2L Notes were converted into Perpetual Notes with terms consistent with equity classification under IFRS, as part of the comprehensive recapitalisation completed in Sep-2024
- 2 **Net payables** are defined in accordance with EPRA and include non-current liabilities held for sale of €937m, amongst others
- 3 **Financial assets** mainly relate to loans to non-controlling shareholders as well as investments in debt securities
- 4 As of 31 Dec-2024, the Company's combined **LTV** amounts to 72.7%. The significant decrease compared to the prior period is mainly due to the comprehensive recapitalisation completed in Sep-2024, thereby fundamentally changing the capital structure of Adler Group according to IFRS



# Breakdown of Debt Maturities per Dec-2024

	Nominal amount (€m)	IFRS (€m)	Maturity	Nominal interest rate	
<b>ADLER Real Estate Bonds</b>					
SSNs 2018/26	300	296	27 Apr-26	3.00%	
<b>Total</b>	<b>300</b>	<b>296</b>	<b>1.6 years</b>	<b>3.00%<sup>3</sup></b>	
<b>Adler Group Bonds</b>					
1L New Money Facility <sup>1</sup>	1,205	1,226	31 Dec-28	12.50%	Refinanced in Jan-25; PIK interest reduced to 8.25%
1.5L	556	567	31 Dec-29	14.00%	Refinanced in Feb-25; PIK interest reduced to 10.00%
1.5L	117	112	31 Dec-29	4.25%	
Reinstated 2L Notes	700	232	14 Jan-30	6.25%	
<b>Total</b>	<b>2,578</b>	<b>2,137</b>	<b>4.5 years</b>	<b>11.40%<sup>3</sup></b>	
<b>Bank debt</b>	<b>1,299</b>	<b>1,301<sup>2</sup></b>	<b>2.6 years</b>	<b>3.54%</b>	
<b>Total interest-bearing debt</b>	<b>4,177</b>	<b>3,734<sup>2</sup></b>	<b>3.7 years</b>	<b>8.37%<sup>3</sup></b>	

General note: Does not include BCP

1. Includes the €95m nominal facility made available to Consus as stated in the Amended and Restated New Money Facilities Agreement; 2. In the consolidated Adler Group balance sheet as per 31 Dec-2024, total interest-bearing debt amounts to €3,535m as an amount of c. €200m bank debt was classified under liabilities held for sale because it is associated with the NRW-based "Cosmopolitan portfolio" that was announced to be sold on 23 Dec-2024; 3. Nominal interest rate for totals and subtotals is calculated by using day count convention, based on act/360, and might therefore differ from the nominal interest of the individual debt instruments

# Capital Structure (excl. Intercompany Loans) per Dec-2024

## ADLER Real Estate GmbH – Capital structure

In €m	Amount O/S	Maturity	Interest
Bank loan #1	2	Jan-25	Repaid in Jan-25
Bank loan #2	9	Mar-26	
Bank loan #3	164	Jun-26	Repaid in Feb-25
Bank loan #4	21	Jun-26	
Other bank debt	112	Var.	
<b>Total bank debt</b>	<b>308</b>		<b>6.25%</b>
ARE Notes due '26	300	Apr-26	
<b>Total bonds</b>	<b>300</b>		
<b>Total nominal debt</b>	<b>608</b>		

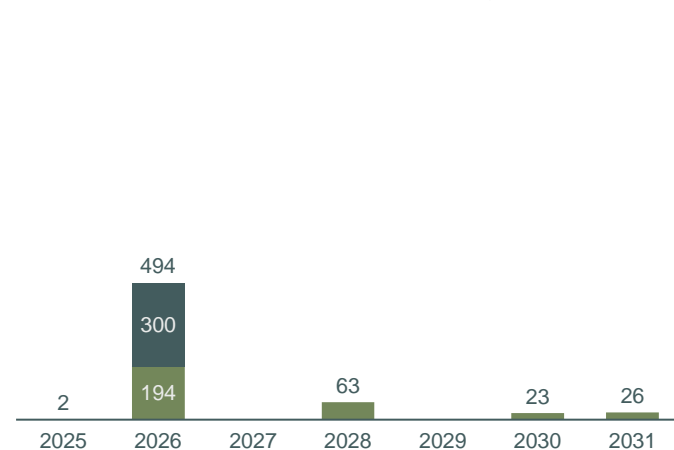
## Consus Real Estate AG – Capital structure

In €m	Amount O/S	Maturity	Interest
<b>Total bank debt</b>	<b>0</b>		
1L New Money Facility <sup>1</sup>	95		
<b>Total bonds</b>	<b>95</b>		
<b>Total nominal debt</b>	<b>95</b>		

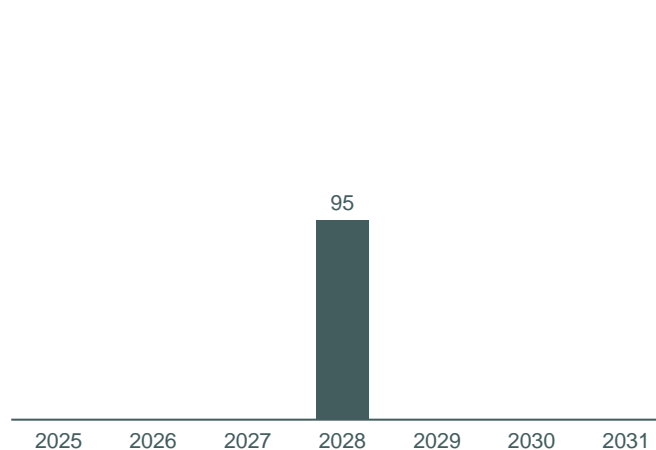
## Adler Group S.A. (standalone) – Capital structure

In €m	Amount O/S	Maturity	Interest
Bank loan #1	345	Jun-25	Prolonged until Oct-28
Bank loan #2	48	Jan-26	
Bank loan #3	2	Jun-26	
Bank loan #4	2	Nov-26	
Other bank debt	595	Var.	
<b>Total bank debt</b>	<b>991</b>		<b>2.69%</b>
1L New Money Facility <sup>1</sup>	1,110	Dec-28	Refinanced in Jan-25
1.5L	556	Dec-29	Refinanced in Feb-25
1.5L	117	Dec-29	
Reinstated 2L Notes	700	Jan-30	
<b>Total bonds</b>	<b>2,483</b>		
<b>Total nominal debt</b>	<b>3,474</b>		

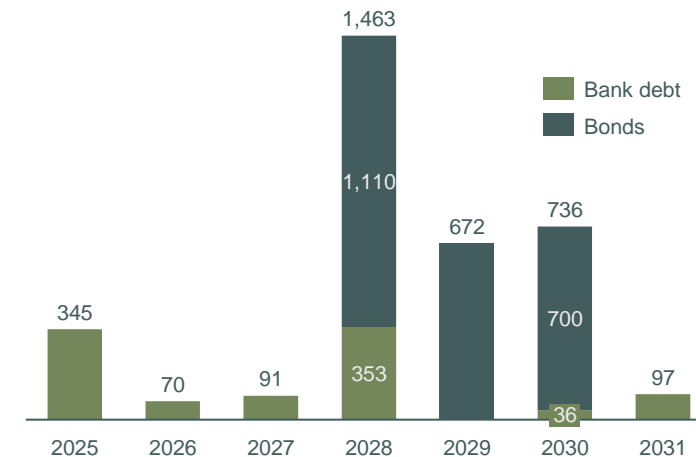
## ADLER Real Estate GmbH – Maturity Profile<sup>2</sup>



## Consus Real Estate AG – Maturity Profile<sup>2</sup>



## Adler Group S.A. (standalone) – Maturity Profile<sup>2</sup>



General note: Does not include BCP

1. €95m facility made available to Consus as stated in the Amended and Restated New Money Facilities Agreement; 2. Based on contractual maturity profile, excluding amortization

# Upfront Sale Projects

#	Project name	Entity	City	Zoning	Building permit	Construc. started	Land plot (k sqm)	Area (k sqm)	Actual CAPEX 12M 2024 <sup>1</sup> (€m)	Budget CAPEX FY 2025 <sup>1</sup> (€m)	
1	CologneApart <sup>2</sup>	Consus	Köln	✓	✓	✓	11	23	2	1	PROJECT DISPOSALS SIGNED
2	Grand Central <sup>3</sup>	Consus	Düsseldorf	✓	✓	✗	34	76	1	0	
3	Eurohaus <sup>4</sup>	ADLER RE	Frankfurt	✓	✗	✗	14	27	0	0	
4	UpperNord Tower and Office <sup>5</sup>	Consus	Düsseldorf	✓	✓	✓	5	20	3	5	
5	Offenbach project <sup>6</sup>	ADLER RE	Offenbach	✓	✓	✓	32	88	1	3	EXCLUSIVITY
6	COL III (Windmühlenquartier)	Consus	Köln	✗	✗	✗	7	24	0	0	
7	Holsten Quartier	Consus	Hamburg	✗	✗	✗	87	158	1	3	OTHER <b>€697</b> <small>GAV<sup>7</sup></small>
8	The Wilhelm	Consus	Berlin	✓	✓	✓	4	19	5	9	
9	VAI Campus Stuttgart-Vaihingen	Consus	Stuttgart	✗	✗	✗	195	181	1	1	
10	Schönefeld Nord Residential & Commercial	ADLER RE	Berlin	✗	✗	✗	316	187	0	0	
11	Steglitzer Kreisel Tower	Consus	Berlin	✓	✓	✓	5	24	7	9	
12	Steglitzer Kreisel Parkdeck + Sockel	Consus	Berlin	✓	✗	✗	13	49	3	3	
13	Benrather Gärten	Consus	Düsseldorf	✗	✗	✗	148	131	0	0	
14	SLT 107 Schwabenlandtower	Consus	Stuttgart	✓	✓	✓	8	16	1	1	
15	Covent Garden	Consus	München	✗	✗	✗	18	26	0	0	
16	Hufewiesen (Trachau)	ADLER RE	Dresden	✗	✗	✗	23	–	0	0	
<b>Total</b>							<b>919</b>	<b>1,051</b>	<b>25</b>	<b>37</b>	

General note: Status of projects as per the publication date of FY 2024 results

1. Actual CAPEX spent during FY 2024 and CAPEX budget for FY 2025; 2. Signed in Q4 2024 and closed in Q2 2025; 3. Signed in Q4 2024, expected closing in Q2 2025; 4. Signed in Q1 2025, expected closing in Q2 2025; 5. Signed in Q2 2025, expected closing by year-end 2025; 6. The sales contract was cancelled in Q4 2024 and the project is in exclusivity with another potential investor; 7. Based on Q4 2024 appraisal valuations

# Forward Sale and Condominium Projects

#	Project name	Project category	Entity	City	Expected year of completion	Zoning	Building permit	Construc. started	Land plot (k sqm)	Area (k sqm)	GAV <sup>1</sup> (€m)	GDV <sup>1</sup> (€m)	Actual CAPEX 12M 2024 <sup>2</sup> (€m)	Budget CAPEX FY 2025 <sup>2</sup> (€m)
1	Quartier Hoym	Forward sale	Consus	Dresden	2025	✓	✓	✓	9	28	101	124	27	7
2	Ostforum <sup>3</sup>	Forward sale	Consus	Leipzig	2026	✓	✓	✓	9	18	39	72	19	36
3	Westend Ensemble - Grand Ouest - LEA A	Condominium	Consus	Frankfurt	2026	✓	✓	✓	14	9	62	92	28	27
<b>Total</b>									<b>32</b>	<b>55</b>	<b>201</b>	<b>288</b>	<b>73</b>	<b>70</b>

2 of 3 sections completed and transferred to buyer

General note: Status of projects as per the publication date of FY 2024 results

1. Based on Q4 2024 appraisal valuation reports; 2. Actual CAPEX spent during FY 2024 and company's CAPEX forecast for FY 2025; 3. The project is currently in the remarketing phase

# Corporate Governance – Composition of the Board and Senior Management

## Composition of the Board and Senior Management<sup>1</sup>



**Stefan Brendgen**

*Chairman of the Board  
Chairman of the Nomination & Compensation Committee  
Member of the Audit Committee*



**Matthias Moser**

*Member of the Board  
Member of the Audit Committee  
Member of the Nomination & Compensation Committee*



**Thilo Schmid**

*Member of the Board  
Chairman of the Audit Committee  
Member of the Nomination & Compensation Committee*



**Paul Copley**

*Member of the Board  
Member of the Audit Committee  
Member of the Nomination & Compensation Committee*

## Senior Management



**Dr. Karl Reinitzhuber**

*Chief Executive Officer  
Member of the Board<sup>2</sup>  
Chairman of the Ad Hoc Committee<sup>2</sup>*



**Thorsten Arsan**

*Chief Financial Officer  
Member of the Board  
Member of the Ad Hoc Committee*



**Sven-Christian Frank**

*Chief Legal Officer  
Member of the Ad Hoc Committee*

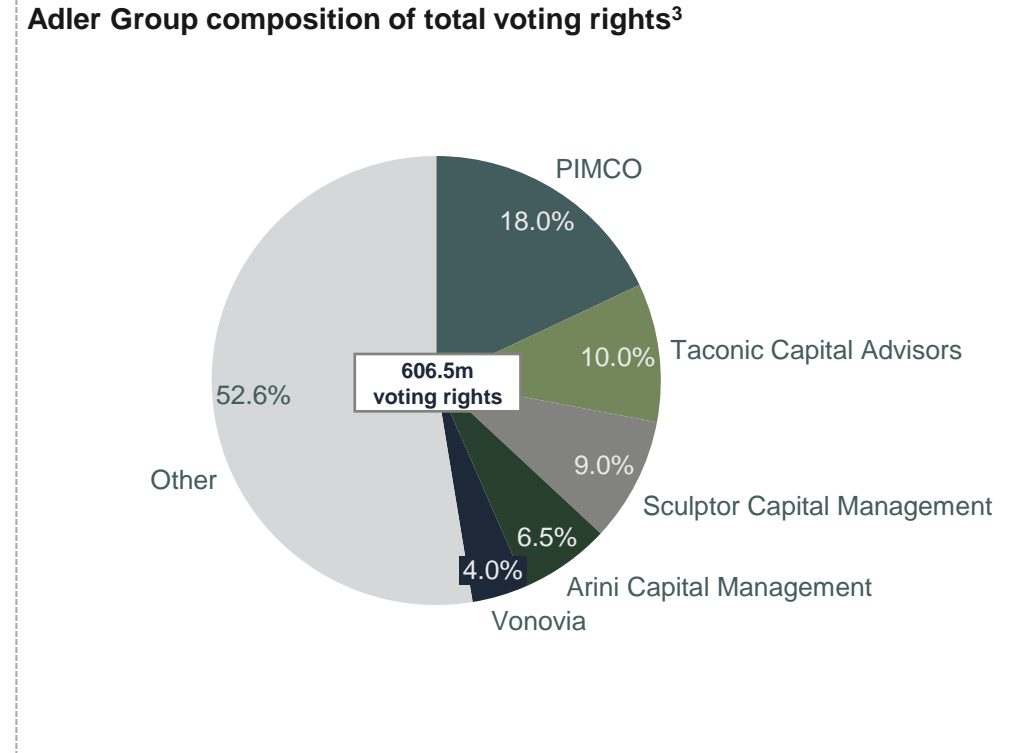
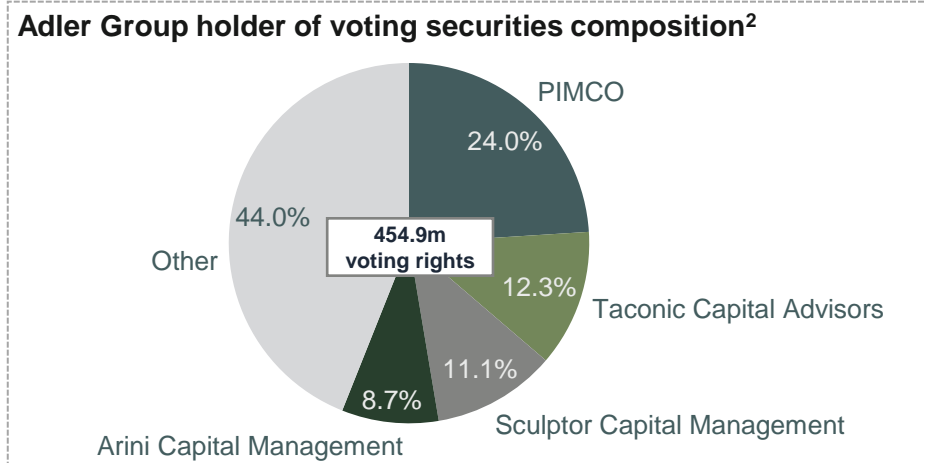
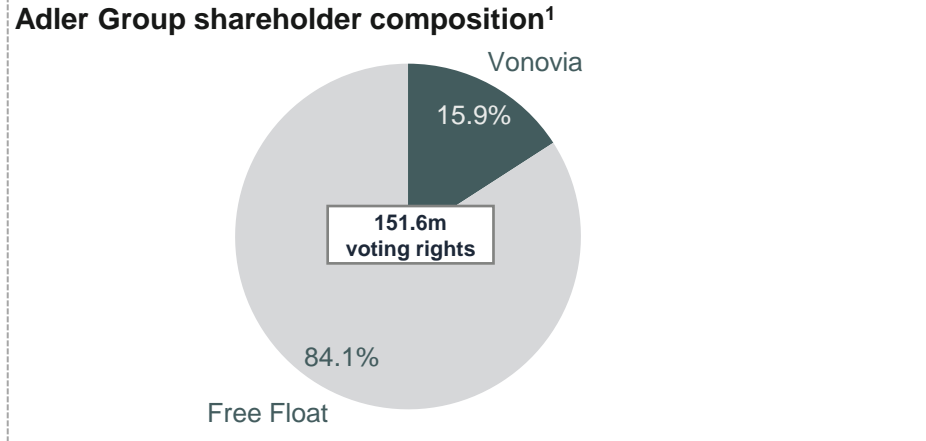


**Jan Duken**

*Chief Operating Officer*

1. As per date of this presentation; 2. Appointed by way of co-optation, effective as of 1 Dec-2024

# Corporate Governance – Shareholder and Voting Securities Composition



General Note: As part of the comprehensive recapitalisation completed in Sep-2024, holders of the Investor Notes received new voting securities that represent 75% of the voting rights in Adler Group S.A. (but 0% of the distribution rights). Common shares to represent 25% of the voting rights in Adler Group S.A. and 100% of the distribution rights.

1. Based on c.151.6m voting rights attached to the share capital (ISIN LU1250154413); according to the official notifications received from the shareholders; based on the German stock exchange's definition, the free float refers to shares that are not owned by major shareholders holding more than 5% of the total shares

2. Based on c.454.9m voting rights attached to the voting securities (parts bénéficiaires; ISIN LU2900363131); according to the official notifications received from the holders of voting securities (parts bénéficiaires)

3. Based on c.606.5m total voting rights attached to both the share capital and the voting securities (parts bénéficiaires); according to the official notifications received from the shareholders and holders of voting securities (parts bénéficiaires)

# Corporate Agenda

## Adler Group S.A. financial calendar 2025

13 May 2025	<b>German Spring Conference 2025, Equity Forum, Frankfurt</b>
27 May 2025	<b>Publication Q1 2025 Results</b>
25 June 2025	<b>Annual General Meeting 2025</b>
28 August 2025	<b>Publication Q2 2025 Results</b>
27 November 2025	<b>Publication Q3 2025 Results</b>

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