

ADO Properties' takeover offer of ADLER Real Estate successfully closes

- **Completion of business combination creates one of Europe's largest listed real estate groups**
- **91.93% of ADLER's shareholders accepted the takeover offer**
- **Combined company to rebrand as ADLER Real Estate Group**
- **Maximilian Rienecker's appointment as Co-CEO of ADO Properties becomes effective**

Luxembourg, 9 April 2020 – ADO Properties S.A. (“**ADO**”) today announces the successful closing of its voluntary public takeover offer for ADLER Real Estate Aktiengesellschaft (“**ADLER**”). In order to facilitate the takeover offer, ADO has raised additional 27,651,006 shares so that the total number of shares of the company now amounts to 71,845,613, of which 14,692,889 shares (approx. 20.45% of the shares) are held by ADO Group Ltd, a wholly owned subsidiary of ADLER.

All ADLER shareholders which accepted the exchange offer received the consideration of 0.4164 shares in ADO for one share in ADLER. The newly issued ADO shares are listed under ADO's current ISIN (LU1250154413) and can be traded as of today. 91.93% of ADLER's shareholders accepted the takeover offer.

Commenting on the successful closing of the transaction, Thierry Beaudemoulin, Co-CEO of ADO, said: “The closing of the business combination is an important milestone on our path to creating one of the largest listed residential real estate companies in Europe. Bringing together our highly complementary portfolios will unlock significant value for shareholders while enhancing our growth prospects. We will now focus our efforts on the next step of the combination, the rebranding of the combined company into ADLER Real Estate Group which will take place in the course of the summer.”

In anticipation of the new group structure, Maximilian Rienecker, Co-CEO of ADLER, was appointed Co-CEO of ADO Properties by ADO Properties' Board of Directors on 30 March 2020 and becomes effective today.

Maximilian Rienecker, Co-CEO of ADO, added: “I look forward to working together with the teams of ADO and ADLER. We are creating one of the biggest players in the European real estate sector which delivers quality service to tenants and attractive returns to shareholders. Through our strategic partnership with Consus we create a fully integrated housing platform in core German cities which will be uniquely positioned to address Germany's housing shortage.”

The offer, along with further information relating to the voluntary takeover offer, can be found online at:

English Version:

https://www.ado.properties/websites/ado/English/1500/takeover-offer-ado-properties-s_a_-_adler-real-estate-aktiengesellschaft.html

German Version:

https://www.ado.properties/websites/ado/German/1500/uebernahmeangebot-ado-properties-s_a_-_adler-real-estate-aktiengesellschaft.html

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Important information:

This announcement is neither an offer to purchase nor a solicitation to purchase ADO Properties or ADLER shares. The terms and conditions of the voluntary tender offer, as well as further provisions concerning the voluntary tender offer, are published in the offer document which publication has been permitted by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of ADLER shares are strongly recommended to read the offer document and all other documents in connection with the offer as they contain important information.

Subject to the exceptions described in the offer document and any exceptions granted by the relevant regulatory authorities, an offer is not being made directly or indirectly, in or into those jurisdictions where to do so would constitute a violation pursuant to the laws of such jurisdiction.

The ADO Properties shares that are intended to be transferred to ADLER shareholders as consideration ("**Offer Shares**") have not been, and will not be, registered under the United States Securities Act of 1933, as amended ("**Securities Act**"), or under any of the applicable securities laws of any state, district or other jurisdiction of the United States of America. The Offer Shares may not be offered, sold or delivered, directly or indirectly, to ADLER shareholders located in the United States of America ("**U.S. Shareholders**"), or to agents, nominees, trustees, custodians or other persons acting for the account or benefit of U.S. Shareholders, unless registered under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable state securities laws of the United States. The Offer Shares will be offered in the United States in reliance upon the exemption from the registration requirements of the Securities Act provided by Rule 802 thereunder.

The offer is not subject to the 'U.S. tender offer rules' contained in Regulation 14D under the United States Securities Exchange Act of 1934, as amended ("**Exchange Act**"), and is being made with respect to U.S. Shareholders in reliance on exemptions provided by Rule 14d-1(c) under the Exchange Act. As a result, the offer is made in accordance with the applicable regulatory, disclosure and procedural requirements under German law, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, that are different from those applicable under United States domestic tender offer procedures and law.

Holders of securities in ADLER should be aware that ADO Properties reserves the right, to the extent permissible under applicable law or regulation, and in accordance with German market practice, to purchase, or conclude agreements to purchase, ADLER shares, directly or indirectly, outside of the scope of the offer, before, during or after the acceptance or further acceptance period. This applies to other securities that are directly convertible into, exchangeable for, or exercisable for ADLER shares. These purchases may be completed via the stock exchange at market prices or outside the stock exchange at negotiated conditions. Any information on such purchases will be disclosed as required by law or regulation in Germany or any other relevant jurisdiction.

The transaction described in this announcement involves the securities of Luxembourg and German companies. Information distributed in connection with the transaction is subject to the disclosure requirements of the Federal Republic of Germany, which are different from those of the United States. The financial information included or incorporated by reference in the offer document has been prepared in accordance with accounting standards in Luxembourg or Germany, as applicable, that may not be comparable to the financial statements or financial information of United States companies.

ADO Properties S.A. Luxembourg

It may be difficult for shareholders to enforce their rights and any claims they may have arising under the U.S. federal securities laws, since ADO Properties and ADLER are each located in a non-U.S. jurisdiction and their respective officers and board members are residents of non-U.S. jurisdictions. Holders of securities in ADO Properties and ADLER may not be able to rely on having recourse to provisions for the protection of investors in any jurisdiction other than the provisions of Luxembourg or Germany, as applicable. Holders of securities in ADO Properties and ADLER may not be able to sue ADO Properties, ADLER or their respective officers and board members in court in Luxembourg or Germany, as applicable, for violations of the U.S. securities laws. It may be difficult to compel ADO Properties, ADLER or any of their respective affiliates to subject themselves to a U.S. court's judgment.

If any announcements contain forward-looking statements, such statements do not represent facts and are characterized by the words 'will', 'expect', 'believe', 'estimate', 'intend', 'contemplate', 'aim', 'assume' or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of ADO Properties and the persons acting together with ADO Properties. Such forward-looking statements are based on current plans, estimates and forecasts which ADO Properties and the persons acting together with ADO Properties 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 that are difficult to predict and usually cannot be influenced by ADO Properties or the persons acting together with ADO Properties. 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.