

– Convenience Translation –
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ADO Properties S.A.
Luxembourg

**Announcement pursuant to Section 23 para. 2 of the
German Securities Acquisitions and Takeover Act
(Wertpapiererwerbs- und Übernahmegesetz – “WpÜG”)**

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (IN WHOLE OR IN PART) IN, INTO OR FROM ANY OTHER JURISDICTION WHERE TO DO SO WOULD VIOLATE THE LAWS OF SUCH JURISDICTION.

On February 7, 2020, ADO Properties S.A., Heienhaff 1B, L-1736, Senningerberg Luxembourg, (the “**Bidder**”) published the offer document regarding the voluntary public takeover offer (the “**Takeover Offer**”) to the shareholders of ADLER Real Estate Aktiengesellschaft, Berlin, Federal Republic of Germany (“**ADLER**”) for the acquisition of all shares in ADLER (ISIN DE0005008007 as well as the new shares resulting from the exercise of the conversion right, as described in more detail in Section 6.2.6 and Section 13.1 of the Offer Document, with ISIN DE000A254W78) (the “**ADLER Shares**”) against a consideration of 0.4164 new shares of the Bidder (the “**Offer Shares**”) per tendered ADLER Share (the “**Offer Document**”). The acceptance period for the Takeover Offer expired on March 6, 2020, 24:00 hours (Central European Time, “**CET**”). The additional acceptance period for the Takeover Offer expired on March 25, 2020, 24:00 hours (CET); the Takeover Offer can no longer be accepted.

On May 12, 2020, i.e. after the publication of the Offer Document and prior to expiry of one year after the publication pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG, the Bidder has acquired outside of the offer procedure outside of the stock exchange 419,868 ADLER Shares (corresponding to approximately 0.58% of the share capital and the voting rights of ADLER) in exchange for 174,833 shares of the Bidder (corresponding to an exchange ratio of 0.4164 shares of the Bidder per ADLER Share) (the “**Additional Acquisition**”). The transfer of ADLER Shares to the Bidder took place on May 12, 2020. The transfer of the Shares of the Bidder granted as consideration is expected to take place on May 20, 2020.

If the consideration consists of a payment in kind, its value must be determined both at the time the consideration is agreed and at the time the consideration is granted. On May 12, 2020, the date of the agreement on the Additional Acquisition, the opening price of the Bidder's share in XETRA trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) was EUR 27.40 and the highest price was EUR 27.58 (source: Bloomberg). Accordingly, on May 12, 2020, the Bidder agreed on a value of approximately EUR 11.41 or EUR 11.48 per ADLER Share, based on an exchange ratio of 1:0.4164. The Bidder will announce the opening price and the highest price of the Bidder's share in XETRA trading on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) on the day the consideration is granted and the value of the consideration based on the exchange ratio after the transfer of the Bidder's shares granted as consideration.

According to the notification of the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), the weighted average stock exchange price of the Bidder's share as of December 14, 2019 was EUR 37.11. Therefore, the value of the consideration within the context of the Takeover Offer amounted to approximately EUR 15.45 pursuant to Section 31 para. 1, 2 and 7 WpÜG in conjunction with Sections 7, 5 para. 1 and 3 of the German WpÜG Offer Ordinance (*WpÜG-Angebotsverordnung*). Accordingly, no higher consideration than that stated in the Takeover Offer was agreed for the Additional Acquisition.

Luxembourg, May 14, 2020

ADO Properties S.A.

Important information:

This announcement is neither an offer to purchase nor a solicitation to purchase ADO Properties S.A. or ADLER shares. The terms of the voluntary takeover 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, 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 S.A. 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.

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 S.A. 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 S.A. 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 S.A. and ADLER may not be able to sue ADO Properties S.A., 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 S.A., ADLER or any of their respective affiliates to subject themselves to a U.S. court’s judgment.

Luxembourg, May 14, 2020

ADO Properties S.A.