

– Convenience Translation –  
(Only the German version is legally binding)

**ADO Properties S.A.  
Luxembourg**

**Announcement pursuant to Section 23 para. 1 sentence 1 no. 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 May 6, 2020, ADO Properties S.A., Heienhaff 1B, L-1736, Senningerberg Luxembourg, (the “**Bidder**”) published the offer document regarding the voluntary public takeover offer and delisting tender offer (the “**Takeover Offer and Delisting Tender Offer**”) to the shareholders of WESTGRUND Aktiengesellschaft, Berlin, Federal Republic of Germany (“**WESTGRUND**”) for the acquisition of all bearer shares in WESTGRUND (ISIN DE000A0HN4T3) (the “**WESTGRUND Shares**”) against payment of a cash consideration of EUR 11.74 per WESTGRUND Share (the “**Offer Document**”). The acceptance period for the Takeover Offer and Delisting Tender Offer expired on June 3, 2020, 24:00 hours (Central European Time, “**CET**”).

**I. Announcement pursuant to Section 23 para.1 sentence 1 no. 2 WpÜG**

1. Upon expiry of the acceptance period on June 3, 2020, 24:00 hours (CET) (the “**Reference Date**”), the Takeover Offer and Delisting Tender Offer has been accepted for a total of 732,138 WESTGRUND Shares, corresponding to approximately 0.92% of the share capital and the voting rights of WESTGRUND as of the Reference Date.
2. As of the Reference Date, the Bidder directly holds no WESTGRUND Shares. ADLER Real Estate Aktiengesellschaft (“**ADLER**”), a subsidiary of the Bidder, directly holds 77,093,817 WESTGRUND Shares. This corresponds to approximately 96.88% of the share capital in the amount of EUR 79,577,995, divided into 79,577,995 shares, and the voting rights of WESTGRUND as of the Reference Date. The voting rights of the WESTGRUND Shares held by ADLER are attributed to the Bidder pursuant to Section 30 para. 1 sentence 1 no. 1 WpÜG.
3. In addition, as of the Reference Date, neither the Bidder nor persons acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG nor their subsidiaries held WESTGRUND Shares or voting rights in relation to WESTGRUND to be disclosed pursuant to Sections 38, 39 of the German Securities Trading Act (*Wertpapierhandelsgesetz – “WpHG*”), and no further voting rights based on WESTGRUND Shares were attributable to them pursuant to Section 30 WpÜG.

**II. Additional acceptance period**

Pursuant to Section 16 para. 2 sentence 1 WpÜG, all shareholders of WESTGRUND who have not accepted the Takeover Offer and Delisting Tender Offer so far may still accept the Takeover Offer and Delisting Tender Offer during the additional acceptance period, i.e. from

**June 9, 2020, 0:00 hours (CET) until June 22, 24:00 hours (CET),**

in accordance with the terms of the Offer Document.

**Luxembourg, June 8, 2020**

## **ADO Properties S.A.**

### **Important notice:**

This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares in WESTGRUND. The definite terms and conditions of the Takeover Offer and Delisting Tender Offer, as well as further provisions concerning the Takeover Offer and Delisting 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 shares in WESTGRUND are strongly advised to read the offer document and all other documents regarding the Takeover Offer and Delisting Tender Offer when they become available, as they will contain important information.

The Takeover Offer and Delisting Tender Offer will be published exclusively under the laws of the Federal Republic of Germany. Any contract concluded on the basis of the Takeover Offer and Delisting Tender Offer will be exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with such laws.

Neither the offer document nor any related documents have been filed with the U.S. Securities and Exchange Commission, nor have any such documents been filed with or reviewed by any U.S. federal or U.S. state securities commission.

No offer, solicitation or purchase will be made in any jurisdiction in which such an offer, solicitation or purchase would be unlawful.

**Luxembourg, June 8, 2020**

**ADO Properties S.A.**