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IMMOFINANZ AG: CPI PROPERTY GROUP intends to launch an Anticipated Mandatory Takeover Offer

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IMMOFINANZ AG: CPI PROPERTY GROUP intends to launch an Anticipated Mandatory Takeover Offer

- **CPI PROPERTY GROUP (CPIPG) announced today that an anticipated mandatory takeover offer shall be launched to the shareholders of IMMOFINANZ AG.**
- **IMMOFINANZ AG takes notice of this announcement by CPIPG. The Management Board and the Supervisory Board of IMMOFINANZ AG will review an offer in detail and will comment on it in due course in accordance with the Austrian Takeover Act (Übernahmegesetz).**

CPI PROPERTY GROUP (société anonyme), 40, rue de la Vallée, L-2661 Luxembourg, R.C.S. Luxembourg: B 102 254 announced today as follows:

As of 3 December 2021, CPIPG owns (directly and indirectly) a total of 26,387,094 IMMOFINANZ shares, corresponding to a participation of approx. 21.4%, with additional 13,029,155 IMMOFINANZ shares, corresponding to a participation of 10.6% conditionally contracted. This represents a combined stake of 39,416,249 IMMOFINANZ shares, corresponding to a participation of approx. 32.0%.

On that basis, CPIPG intends to make an anticipatory mandatory takeover offer for all outstanding shares of IMMOFINANZ AG. Shareholders are to be offered EUR 21.20 in cash per IMMOFINANZ share (ISIN AT0000A21KS2) on a *cum* dividend basis, which is the closing share price of IMMOFINANZ on the Vienna Stock Exchange from Thursday, 2 December 2021 and a premium of 4.2% versus the 6-months volume weighted average per share. The offer document will be published in due course in accordance with the Austrian Takeover Act (*Übernahmegesetz*).

CPIPG's offer will also be addressed to the holders of IMMOFINANZ' convertible bonds, who are going to be offered attractive terms for bondholders at a price that will be derived from the share offer price. Details will be set out in the offer document.

There will be no minimum acceptance threshold.

CPIPG sees the property portfolio of IMMOFINANZ as complementary to the Group's regional and sector exposure. Through our expanded shareholding, CPIPG intends to play a more active role in the future development of IMMOFINANZ's business.

On 1 December 2021, CPIPG and Mountfort Investments S.à r.l. entered into a share purchase agreement on the acquisition by CPIPG of all outstanding shares of WXZ1 a.s. which, in turn, directly owns 14,071,483 IMMOFINANZ shares, corresponding to a participation of approx. 11.4% of the registered nominal share capital of IMMOFINANZ. Together with IMMOFINANZ shares previously held, respectively acquired in parallel from the market by CPIPG, CPIPG owns (directly and indirectly) a total of 26,387,094 IMMOFINANZ shares, corresponding to a participation of approx. 21.4% of the registered nominal share capital of IMMOFINANZ.

Today, CPIPG and RPPK Immo GmbH signed a (conditional) share purchase agreement on the acquisition by CPIPG of (further) 13,029,155 IMMOFINANZ shares, corresponding to a participation of 10.6% of the registered nominal share capital of IMMOFINANZ.

The completion of the share purchase agreement between CPIPG and RPPK Immo GmbH and the takeover offer will be subject to merger control clearance in Austria, Germany, the Czech Republic, Hungary, Poland, Romania, Serbia, and Slovakia. Details will be set out in the offer document.

The offer will be financed by CPIPG's capital resources, including a EUR 2.5 billion bridge loan facility from a club of the following banks: Banco Santander, Credit Suisse, Erste Group Bank, Goldman Sachs Bank, HSBC, Raiffeisen Bank International, Societe Generale / Komerc' ni Banka, and UniCredit Bank.

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About IMMOFINANZ

IMMOFINANZ is a commercial real estate group whose activities are focused on the office and retail segments of eight core markets in Europe: Austria, Germany, Poland, Czech Republic, Slovakia, Hungary, Romania and the Adriatic region. The core business covers the management and development of properties, whereby the STOP SHOP (retail), VIVO! (retail) and myhive (office) brands represent strong focal points that stand for quality and service. The real estate portfolio has a value of approx. EUR 5.0 billion and covers roughly 210 properties. IMMOFINANZ is listed on the stock exchanges in Vienna (leading ATX index) and Warsaw. Further information under:
<https://www.immofinanz.com>

IMPORTANT NOTICE

This announcement is a mandatory announcement pursuant to Article 17 of the Market Abuse Regulation (EU) No 596/2014 and has been made by IMMOFINANZ AG (IMMOFINANZ) solely for the purpose of disclosing inside information and in connection with the published intention of CPI PROPERTY GROUP to launch a takeover offer for securities of IMMOFINANZ. This announcement is for information purposes only and does not constitute a solicitation or recommendation or an invitation to buy or sell securities of IMMOFINANZ.

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