

Mandatory publication pursuant to Section 39 para. 2 sentence 3 no. 1 of the German Stock Exchange Act (*Börsengesetz, BörsG*) in conjunction with Section 27 para. 3 sentence 1 and Section 14 para. 3 sentence 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*)

Aareal

Joint Reasoned Statement of the Management Board and the Supervisory Board

of

Aareal Bank AG

Paulinenstraße 15
65189 Wiesbaden
Germany

regarding the

Public Delisting Tender Offer (Cash Offer)

by

Atlantic BidCo GmbH

An der Welle 4
60322 Frankfurt am Main
Germany

to the shareholders of Aareal Bank AG

Aareal Shares: ISIN DE000A37FT90
Tendered Aareal Shares: ISIN DE000A37FT33

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I. GENERAL INFORMATION ON THIS REASONED STATEMENT

On October 19, 2023, Atlantic BidCo GmbH, a limited liability company (*Gesellschaft mit beschränkter Haftung*) organized under the laws of the Federal Republic of Germany (**Germany**) with registered seat in Frankfurt am Main, Germany, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main under registration number HRB 124165, business address: An der Welle 4, 60322 Frankfurt am Main, Germany (the **Bidder**), launched, in accordance with Section 39 para. 2 sentence 3 no. 1 of the German Stock Exchange Act (*Börsengesetz*, **BörsG**) in conjunction with Section 14 para. 2 sentence 1, para. 3 sentence 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, **WpÜG**), through the publication of the offer document within the meaning of Section 11 WpÜG (the **Offer Document**), a public delisting tender offer (**Offer** or **Delisting Offer**) to the shareholders of Aareal Bank AG, a stock corporation (*Aktiengesellschaft*) organized under German law, with registered seat in Wiesbaden, Germany, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Wiesbaden under registration number HRB 13184, business address: Paulinenstraße 15, 65189 Wiesbaden, Germany (**Aareal Bank AG** or the **Company** and, together with its consolidated subsidiaries, the **Aareal Group**). The sole shareholder of the Bidder is Atlantic Lux HoldCo S.à r.l., a limited liability company (*société à responsabilité limitée*) formed under the laws of Luxembourg with registered seat in Luxembourg, registered with the commercial register of Luxembourg (*Registre de Commerce et des Sociétés*) under B 249456.

The Delisting Offer relates to the acquisition of all no-par value registered shares not directly held by the Bidder in Aareal Bank AG, each share representing a proportionate amount of EUR 3.00 of the share capital of Aareal Bank AG (together the **Aareal Shares** and each an **Aareal Share**), including all ancillary rights existing at the time of settlement of the Offer, in particular the right to dividends, for a purchase price of EUR 33.20 in cash per Aareal Share. The Delisting Offer is addressed to all holders of Aareal Shares (together the **Aareal Shareholders**).

The Aareal Shares are admitted to trading on the regulated market (*Regulierter Markt*) with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) under ISIN DE000A37FT90, where they are traded on the XETRA electronic trading platform. The Aareal Shares are also included in trading on the Berlin Second Regulated Market. Furthermore, the Aareal Shares are traded on the open market (*Freiverkehr*) of the stock exchanges in Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart as well as via Tradegate Exchange.

In the Delisting Agreement dated September 20, 2023 (as defined in Section VII.1.1.4 of this Statement), Aareal Bank AG undertook, subject to the review of the Offer Document and its fiduciary duties, pursuant to Section 39 para. 2 BörsG, to file an application for the revocation of the admission of the Aareal Shares to trading on the regulated market on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (the **Delisting**), after the Delisting Offer has been made and the Management Board and the Supervisory Board of the Company have published a reasoned statement pursuant to Section 27 WpÜG on the Delisting Offer (the **Delisting Application**). However, the Delisting will not take effect prior to the end of the Acceptance Period.

After its transmission by the Bidder, the Management Board of the Company forwarded the Offer Document without undue delay to the Supervisory Board of the Company (**Supervisory Board**) and the group works council of Aareal Bank AG as the competent works council.

In connection with the following reasoned statement within the meaning of Section 27 WpÜG regarding the Offer (the **Reasoned Statement** or the **Statement**), the Management Board and the Supervisory Board point out the following:

1. Legal basis of this Reasoned Statement

Pursuant to Section 27 para. 1 sentence 1, para. 3 sentence 1 WpÜG, the Management Board and the Supervisory Board of the Company must, without undue delay after transmission of the Offer Document pursuant to Section 14 para. 4 sentence 1 WpÜG, submit and publish a reasoned statement on the Offer and on each amendment thereof. The statement can be issued jointly by the Management Board and the Supervisory Board. The Management Board and the Supervisory Board have decided to issue a joint Statement in relation to the Bidder's Offer.

In their Statement, the Management Board and the Supervisory Board must, pursuant to Section 27 para. 1 sentence 2 WpÜG, comment in detail on (i) the type and amount of the consideration offered, (ii) the expected consequences of a successful Offer for the Company, the employees and their representatives, the employment conditions and the locations of the Company, (iii) the objectives pursued by the Bidder with the Offer, and (iv) the intentions of the members of the Management Board and the Supervisory Board, to the extent that they are holders of securities of the Company, to accept the Offer.

2. Factual basis of this Reasoned Statement

Except as otherwise stated, references to time in this Statement refer to the local time in Frankfurt am Main, Germany. To the extent that expressions such as "currently", "at the present time", "at the moment", "now", "at present" or "today" are used in this Statement, they refer to the date of publication of this Statement.

References to a "**Banking Day**" refer to a day on which banks in Frankfurt am Main, Germany, are open for general business.

References to a "**Stock Exchange Trading Day**" refer to a day on which the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) is open for trading.

The specification "**EUR**" relates to the Euro currency, the specification "**USD**" relates to the United States Dollar currency and the specification "**C\$**" relates to the Canadian Dollar currency.

This Statement includes forecasts, estimates, assessments, forward-looking statements, and declarations of intent. Such statements are, in particular, indicated by terms such as "expects", "believes", "is of the opinion", "attempts", "estimates", "intends", "plans", "assumes" and "endeavors". Such statements express the intentions, opinions, or current expectations of the Management Board and of the Supervisory Board with respect to possible future events, e.g., regarding possible consequences of the Delisting Offer for Aareal Bank AG, for those Aareal Shareholders who choose not to accept the Delisting Offer or for future financial results of Aareal Bank AG. Any such information, forecasts, assessments, valuations, forward-looking statements and expressions of intent are based on the information available to the Management Board and the Supervisory Board on the date of publication of this Reasoned Statement or, as the case may be, reflect their assessments or intentions at that time. These statements may be amended following the publication of this Reasoned Statement. Assumptions may also turn out to be incorrect in the future. The Management Board and the Supervisory Board are under no obligation to update this Reasoned Statement unless such an updating of it is required by statutory provisions. It is possible that the Management Board and the Supervisory Board may change their intentions and evaluations outlined in this Statement after the publication of this Statement.

The information in this document regarding the Bidder and the Offer is based on information provided in the Offer Document and other publicly accessible sources of information, except as explicitly stated otherwise, that is available to the Management Board and the Supervisory Board on the date of publication of this Statement. The Management Board and the Supervisory Board point out that they are not able to verify or to fully verify the statements made by the Bidder in the Offer Document nor to guarantee the implementation of the Bidder's intentions. To the extent that any information in this Statement refers to,

quotes from or reproduces the Offer Document, such information is a mere reference by which the Management Board and the Supervisory Board do not adopt the Bidder's Offer Document as their own, nor do they assume any warranty for its correctness or completeness.

3. Publication of this Reasoned Statement and of additional reasoned statements in relation to amendments of the Offer

The Statement and possible additions thereto as well as any statements regarding possible amendments of the Offer are or will be published on the Company's website under "Investors" and there under the heading "Equity Investors" and there under "Delisting" (<https://www.aareal-bank.com/en/investors-portal/equity-investors/delisting>) in accordance with Section 27 para. 3 WpÜG and Section 14 para. 3 sentence 1 WpÜG. Copies of the Reasoned Statement are also available free of charge from Aareal Bank AG, Investor Relations, Paulinenstraße 15, 65189 Wiesbaden, Germany, telephone: +49 611 348 3009, fax: +49 611 348 2637 (inquiries by email to ir@aareal-bank.com, specifying the full postal address). The publication and availability of copies free of charge will be announced in the Federal Gazette (*Bundesanzeiger*).

This Reasoned Statement and possible additions thereto as well as any additional reasoned statements regarding possible amendments of the Offer are or will be published in German and as a non-binding English translation. However, the Management Board and the Supervisory Board assume no liability for the correctness or completeness of the English translation. Only the German version is authoritative.

4. Statement of the works council

Pursuant to Section 27 para. 2 WpÜG, the competent works council of the Company may send a statement on the Offer to the Management Board, which the Management Board must, pursuant to Section 27 para. 2 WpÜG, attach to its own statement, without prejudice to its obligation pursuant to Section 27 para. 3 sentence 1 WpÜG. At the time of publication of this Statement, the competent group works council of the Company has not issued its own statement.

5. Own responsibility of the Aareal Shareholders

The Management Board and the Supervisory Board point out that the description of the Bidder's Offer in this Reasoned Statement does not claim to be exhaustive and that, as for the content and settlement of the Offer, solely the provisions of the Offer Document are authoritative.

The Management Board and the Supervisory Board point out that the statements and assessments in this Reasoned Statement are not binding on the Aareal Shareholders. Each Aareal Shareholder must make their own decision whether to accept the Offer and, if so, for how many of their Aareal Shares, taking into account the overall circumstances, their individual situation (including their personal tax situation) and their own individual assessment of the future development of the value and stock market price of the Aareal Shares.

In deciding whether or not to accept the Offer, the Aareal Shareholders should make use of all available sources of information and pay sufficient regard to their personal circumstances. In particular, the specific financial and tax situation of individual Aareal Shareholders may in individual cases result in assessments that differ from those presented by the Management Board and the Supervisory Board. The Management Board and the Supervisory Board therefore recommend that the Aareal Shareholders obtain on their own responsibility independent tax and legal advice, if necessary, and assume no liability for the decision taken by an Aareal Shareholder in respect of the Offer.

The Bidder states in Section 1.1 of the Offer Document that the Offer is exclusively submitted in accordance with the WpÜG and the German Regulation on the Content of the Offer Document, Consideration for Takeover Offers and Mandatory Offers and the Release from the Obligation to Publish and Issue an Offer (*Verordnung über den Inhalt der Angebotsunterlage, die Gegenleistung bei Übernahmeangeboten und Pflichtangeboten und die Befreiung von der Verpflichtung zur Veröffentlichung und zur Abgabe eines Angebots – WpÜG-AV*, and together with the WpÜG the **German Takeover Law**), the BörsG and certain applicable provisions of securities laws of the United States of America (the **United States**). Thus, according to the Bidder's statements, no other announcements, registrations, admissions or approvals of the Delisting Offer outside the Federal Republic of Germany have been filed, arranged for or granted. According to the Offer Document, any contract that is concluded on the basis of the Delisting Offer is exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with them.

Furthermore, the Bidder points out in Section 1.2 of the Offer Document that the Offer relates to shares in a German stock corporation (*Aktiengesellschaft*) and is subject to the statutory provisions of the Federal Republic of Germany regarding the implementation of such an offer. The Bidder states that the Delisting Offer will not be submitted to the review or registration procedures of any securities regulator outside of the Federal Republic of Germany and has not been approved or recommended by any securities regulator outside of the Federal Republic of Germany.

Aareal Shareholders whose place of residence, seat or place of habitual abode is in the United States are informed by the Bidder that the Delisting Offer is made in respect of securities of a company which is a foreign private issuer within the meaning of the U.S. Securities Exchange Act of 1934, as amended (the **Exchange Act**), and the shares of which are not registered under Section 12 of the Exchange Act. According to the Bidder's statements, the Delisting Offer is being made in the United States in reliance on the Tier 1 exemption from certain requirements of the Exchange Act and is principally governed by disclosure and other regulations and procedures of the Federal Republic of Germany, which are different from those of the United States. The Bidder informs that, to the extent that the Delisting Offer is subject to U.S. securities laws, such laws only apply to holders of Aareal Shares whose place of residence, seat or place of habitual abode is in the United States, and no other person has any claims under such laws.

In Section 1.2 of the Offer Document, the Bidder points out that it may acquire, or make arrangements to acquire, Aareal Shares other than in the course of the Delisting Offer on or off the stock exchange during the period in which the Delisting Offer remains open for acceptance, provided that such acquisitions or arrangements to acquire do not occur in the United States, comply with the applicable German statutory provisions, in particular the WpÜG, and the Offer Price must be increased, if and as necessary pursuant to the WpÜG, to match any consideration paid outside the Delisting Offer if higher than the Offer Price. According to the Bidder, information about such acquisitions or arrangements to acquire will be published pursuant to Section 23 para. 2 WpÜG. The Bidder intends to also publish such information as a non-binding English translation on the Bidder's website at www.atlantic-offer.com.

According to the Bidder's statements, it may be difficult for Aareal Shareholders whose place of residence, seat or place of habitual abode is outside of the Federal Republic of Germany to enforce rights and claims arising outside of the laws of their country of residency. According to the Offer Document, this is because the Bidder and Aareal Bank AG are incorporated in Germany and some or all of their officers and directors may be residents of a country other than their own country of residency. According to the Bidder, it may not be possible to sue in a court in their own country of residency a foreign company or its officers or directors for violations of the laws of their own country of residency. Furthermore, according to the Bidder's statements, it may be difficult to compel a foreign company and its affiliates to subject themselves to a judgment of a court in the country of residency of the relevant shareholder.

As stated in Section 1.2 of the Offer Document, the receipt of cash pursuant to the Offer may be a taxable transaction under applicable tax laws, including those of the country of residency of the shareholder. Hence, the Bidder recommends that independent professional advisors be consulted immediately

regarding the tax consequences of acceptance of the Offer. According to the Offer Document, neither the Bidder nor any persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentences 1 and 3 WpÜG nor any of their directors, officers or employees accept responsibility for any tax effects on or liabilities of any person as a result of acceptance of the Offer. According to the Bidder, the Offer Document does not include any information in respect of foreign taxation.

According to Section 1.7 of the Offer Document, the Offer may be accepted by all domestic and foreign Aareal Shareholders in accordance with the terms outlined in the Offer Document and the applicable statutory provisions. However, the Bidder states that acceptance of the Delisting Offer outside the Federal Republic of Germany, the Member States of the European Union and the European Economic Area as well as the United States may be subject to legal restrictions. Aareal Shareholders who come into possession of the Offer Document outside the Federal Republic of Germany, the Member States of the European Union and the European Economic Area or the United States, who wish to accept the Delisting Offer outside the Federal Republic of Germany, the Member States of the European Union and the European Economic Area or the United States and/or who are subject to statutory provisions other than those of the Federal Republic of Germany, the Member States of the European Union and the European Economic Area or the United States are advised by the Bidder to inform themselves of the relevant applicable statutory provisions and to comply with them. According to the Offer Document, the Bidder assumes no responsibility for acceptance of the Delisting Offer outside the Federal Republic of Germany, the Member States of the European Union and the European Economic Area and the United States being permissible under the relevant applicable statutory provisions.

The Management Board and the Supervisory Board point out that they are not able to verify whether the Aareal Shareholders meet all the legal obligations applicable to them personally on acceptance of the Offer. The Management Board and the Supervisory Board recommend, in particular, that anyone who receives the Offer Document or wishes to accept the Offer outside the Federal Republic of Germany and is subject to securities laws of jurisdictions other than the Federal Republic of Germany should inform themselves about these laws and comply with them.

II. INFORMATION ABOUT THE COMPANY AND AAREAL GROUP

1. Legal basis of the Company

Aareal Bank AG is a stock corporation (*Aktiengesellschaft*) organized under German law with its registered seat in Wiesbaden, Germany, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Wiesbaden under registration number HRB 13184. The headquarters of Aareal Bank AG is located at Paulinenstrasse 15, 65189 Wiesbaden, Germany.

Aareal Bank AG's business purpose is the operation of banking business (excluding investment fund business), the performance of financial and other services as well as the promotion of international business relationships. The Company's German Pfandbrief business is restricted to the issue of Mortgage Pfandbriefe (*Hypothekenpfandbriefe*) in accordance with Section 1 para. 1 sentence 2 no. 1 of the German Pfandbrief Act (*Pfandbriefgesetz, PfandBG*) and of Public Sector Pfandbriefe (*Öffentliche Pfandbriefe*) in accordance with Section 1 para. 1 sentence 2 no. 2 PfandBG.

The Company's financial year is the calendar year.

The annual general meeting of Aareal Bank AG on August 10, 2023, resolved, among other things, the conversion of the bearer shares of Aareal Bank AG into registered shares and the required amendments to the articles of association. The conversion became effective on September 19, 2023, upon registration of the relevant amendments to the articles of association in the commercial register of Aareal Bank AG. The last trading under the former ISIN DE0005408116 for bearer shares was October 11, 2023. Since October 12, 2023, the Aareal Shares are traded under the new ISIN DE000A37FT90 for registered shares.

Conversion in the securities accounts of shareholders to registered shares was effected in the evening of October 13, 2023 (record date). Starting from October 16, 2023 (payment date), Clearstream Banking AG has converted existing holdings to registered shares under the new ISIN DE000A37FT90 of Aareal Shares.

The Aareal Shares are admitted to trading under ISIN DE000A37FT90 on the regulated market (*Regulierter Markt*) and in the segment of the regulated market with additional post-admission obligations of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Prime Standard), where they are traded on the XETRA electronic trading platform. Further, they are included in the Berlin Second Regulated Market and are also traded on the open market (*Freiverkehr*) of the stock exchanges in Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart, as well as on the Tradegate Exchange in Berlin.

2. Overview of the Aareal Group

A list of all subsidiaries of Aareal Bank AG is attached to this Statement as an **Annex**. Pursuant to Section 2 para. 5 sentence 3 WpÜG, these are persons considered to be acting jointly with Aareal and with each other.

3. Capital structure of the Company

Section 6.1 of the Offer Document accurately summarizes the legal basis and share capital of the Company, which amounts to EUR 179,571,663 and is divided into 59,857,221 no-par value registered shares, each share representing a proportionate amount of EUR 3.00 in the share capital. Only one class of shares exists. Each no-par value share entitles its holder to one vote.

Authorized capital

According to Article 5 para. 4 of the articles of association of Aareal Bank AG, the Management Board is authorized to increase, on one or more occasions, the Company's registered share capital by up to a maximum total amount of EUR 89,785,830 via the issuance of new registered shares for contribution in cash or in kind, subject to the approval of the Supervisory Board; this authorization will expire on August 9, 2028 (Authorized Capital 2023).

The Aareal Shareholders shall be granted a subscription right unless the Management Board of Aareal Bank AG may, subject to approval by the Supervisory Board, exclude such right in the cases set out in Article 5 para. 4 of the articles of association of Aareal Bank AG.

At the time of publication of the Offer Document, the Management Board of Aareal Bank AG has not made use of this authorization.

Conditional capital

Further, according to Article 5 para. 5 of the articles of association of Aareal Bank AG, the Company's share capital has been conditionally increased by an amount of up to EUR 89,785,830 by issuance of up to 29,928,610 new no-par value registered shares (Conditional Capital 2023). This conditional capital increase will only be implemented insofar as (i) the holders of convertible bonds that are issued on or before August 9, 2028, on the basis of the authorization of the annual general meeting of August 10, 2023, by the Company or by a company in which the Company directly or indirectly holds a majority interest exercise their conversion rights under these convertible bonds, or (ii) the holders of convertible bonds that are issued on or before August 9, 2028, on the basis of the authorization of the annual general meeting of August 10, 2023, by the Company or by a company in which the Company directly or indirectly holds a majority interest who are obliged to convert their bonds fulfill their conversion obligation, or (iii) the Company exercises its right of substitution, except where treasury shares are used for servicing or, in the aforementioned cases (i) and (ii), cash compensation is granted. The new shares are entitled to a share

in the profits from the beginning of the financial year in which they come into existence through the exercise of conversion rights or the fulfillment of conversion obligations.

Aareal Bank AG has not issued any bonds with conversion rights or any bonds that establish conversion obligations at the time of publication of this Statement.

Treasury shares

By resolution of the general meeting on May 27, 2020, the Management Board of Aareal Bank AG was authorized pursuant to Section 71 para. 1 no. 7 of the German Stock Corporation Act (*Aktiengesetz, AktG*) to acquire and sell treasury shares for the purposes of securities trading, at a price not falling below or exceeding the average closing price of Aareal Bank AG's share in Xetra trading (or a comparable successor system) during the three trading days on the Frankfurt Stock Exchange prior to the relevant purchase or prior to assuming a purchase obligation by more than 10%. The volume of shares acquired for this purpose must not exceed 5% of the share capital of Aareal Bank AG at the end of any given day. The authorization expires on May 26, 2025.

Furthermore, by resolution of the general meeting on May 27, 2020, the Management Board of Aareal Bank AG was authorized pursuant to Section 71 para. 1 no. 8 AktG to acquire treasury shares in a volume of up to 10% of the share capital for any permitted purposes. Such purchases may be effected via stock exchanges or public purchase offers made to all shareholders, and at purchase prices stipulated in the authorization and based on the prevailing market price of Aareal Bank AG's shares. The authorization expires on May 26, 2025.

Aareal Bank AG has not made use of this authorization and does not hold any treasury shares at the time of publication of the Offer Document.

4. Overview of the business activities of the Aareal Group

Aareal Group is an international provider of financing, software products, digital solutions and payment transaction applications in the property sector and related industries. Aareal Bank AG is the group's parent entity and is headquartered in Wiesbaden.

Aareal Group has grouped its portfolio of services into three business segments.

Structured Property Financing segment

In the Structured Property Financing segment, Aareal Group supports its clients in making large-volume commercial property investments. The investment properties mostly comprise office buildings, hotels, shopping centers, logistics and residential property, as well as student apartments. Aareal Group's clients include institutional investors, private equity firms, family offices, financial institutions, private individuals, listed property companies, pension funds, and sector-specific investors.

Banking & Digital Solutions

In the Banking & Digital Solutions (*B&DS*) segment, Aareal Group supports businesses from the housing, property management and energy industries as a digitalization partner – combining product solutions and advisory services with traditional corporate banking services and deposit-taking. Aareal Group also offers comprehensive solutions for tenancy bond management, cross-sectoral management as well as for the optimization of payment processes and subsequent processing procedures.

Aareon

Aareal Bank AG's subsidiary Aareon AG, a leading provider of software and digital solutions for the European property industry, forms the third business segment. Aareon AG is digitalizing the property industry by offering user-oriented software solutions that simplify and automate processes, support sustainable and energy-efficient operations and interconnect all process participants. Aareon Smart World, the open digital ecosystem, connects all stakeholders of a property company: employees, customers, business partners and technical equipment in apartments and buildings.

According to the 2022 annual report, the consolidated operating profit amounted to EUR 239 million in the 2022 financial year (2021: EUR 155 million). After taxes, the consolidated net income allocated to ordinary shareholders was EUR 138 million (2021: EUR 53 million). As at December 31, 2022, Aareal Group had 3,316 employees.

5. Governing bodies of the Company

The Company has two governing bodies, namely the Management Board and the Supervisory Board.

The Management Board of Aareal Bank AG currently consists of the following members: Jochen Klösger (Chief Executive Officer), Marc Heß (Chief Financial Officer), Nina Babic (Chief Risk Officer) and Christof Winkelmann (Chief Market Officer).

The Supervisory Board of the Company, which performs supervisory and advisory duties, consists of twelve members in accordance with Article 9 para. 1 of the articles of association of the Company. The Supervisory Board currently has the following members: Prof. Dr. Hermann Wagner (chairman), Barbara Antonia Knoflach (deputy chairwoman), Hans-Hermann Lotter (deputy chairman), Klaus Novatius* (deputy chairman), José Sevilla Álvarez, Sylwia Bach*, Henning Giesecke, Denis Hall, Petra Heinemann-Specht*, Jan Lehmann*, Marika Lulay and Jean Pierre Mustier (* employee representatives).

6. Shareholder structure

According to the voting rights notifications Aareal Bank AG has received pursuant to Sections 33 et seqq. of the German Securities Trading Act (*Wertpapierhandelsgesetz, WpHG*) as at the date of publication of this Reasoned Statement and which are published on the Company's website at <https://www.aareal-bank.com> under the heading "Company" and there under "Corporate Governance" and there under "Share Voting Rights Disclosures" and according to own data surveys, only the following shareholders hold, directly or indirectly, 3.00% or more of the voting rights attached to shares in Aareal Bank AG:

Shareholder	Percentage of voting rights held (in %) ⁽¹⁾
Atlantic Lux HoldCo S.à r.l. Atlantic BidCo GmbH ⁽²⁾	89.40
Total	89.40

- (1) Based on the voting rights attached to shares notified to the Company in accordance with Sections 33, 34 WpHG until today (October 30, 2023), calculated on the basis of the Company's current share capital. See regarding a current disclosure by the Bidder in the Offer Document below Section III.4 of this Statement.
- (2) Shares are also attributed to Atlantic Lux HoldCo S.à r.l. and therefore correspond to its shareholding.

III. INFORMATION ABOUT THE BIDDER

The Bidder has published the following information in the Offer Document, unless otherwise specified. The Management Board and the Supervisory Board have not been able to verify or to fully verify this information. Therefore, the Management Board and the Supervisory Board assume no responsibility for its correctness.

1. Legal basis and capital structure of the Bidder

With regard to the legal basis of the Bidder, the Offer Document contains the following information in Section 5.1:

The Bidder, Atlantic BidCo GmbH, is a limited liability company (*Gesellschaft mit beschränkter Haftung*) organized under German law with registered seat in Frankfurt am Main and is registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Frankfurt am Main under HRB 124165. The address of the Bidder is: An der Welle 4, 60322 Frankfurt am Main, Germany. The Company's share capital amounts to EUR 25,000. The Bidder was incorporated on July 9, 2021, and was registered with the commercial register on August 16, 2021.

The business purpose of the Bidder is the holding and the management of the participation in Aareal Bank AG. The Bidder may enter into all transactions and take all actions which are intended to directly or indirectly serve its purpose.

The Bidder's financial year is the calendar year.

The Bidder has four managing directors: Aurélie Comptour, Hans Lotter, Dr. Axel Wieandt and Tetiana Zymogliad. The managing directors each represent the Bidder jointly with another managing director or an authorized officer (*Prokurist*).

Except for its participation in Aareal Bank AG (as described in Section 5.1 of the Offer Document), the Bidder states that it currently holds no shares in other entities and has no employees.

2. Corporate structure of the Bidder

According to Section 5.2 of the Offer Document, the Bidder's sole shareholder is Atlantic Lux HoldCo S.à r.l., a limited liability company (*société à responsabilité limitée*) formed under the laws of Luxembourg with registered seat in Luxembourg, registered with the commercial register of Luxembourg (*Registre de Commerce et des Sociétés*) under B 249456.

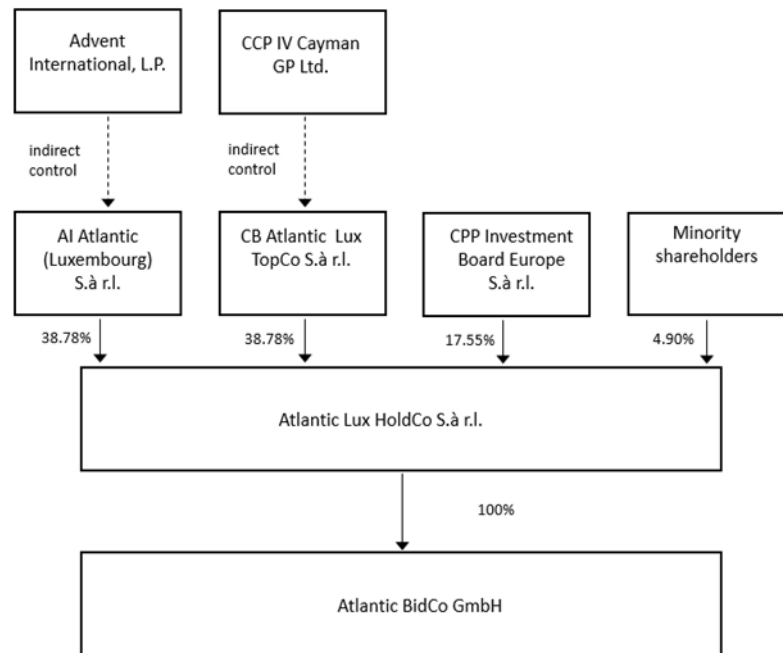
As stated in the Offer Document, the shareholders of Atlantic Lux HoldCo S.à r.l. are AI Atlantic (Luxembourg) S.à r.l. (an entity indirectly controlled by Advent International, L.P.), a limited liability company (*société à responsabilité limitée*) formed under the laws of Luxembourg with registered seat in Luxembourg, registered with the commercial register of Luxembourg (*Registre de Commerce et des Sociétés*) under B 261252, CB Atlantic Lux TopCo S.à r.l. (an entity indirectly controlled by CCP IV Cayman GP, Ltd.), a limited liability company (*société à responsabilité limitée*) formed under the laws of Luxembourg with registered seat in Luxembourg, registered with the commercial register of Luxembourg (*Registre de Commerce et des Sociétés*) under B 248616, CPP Investment Board Europe S.à r.l. (an entity controlled by the Canada Pension Plan Investment Board (**CPPIB**) through CPPIB, Luxembourg branch), a limited liability company (*société à responsabilité limitée*) formed under the laws of Luxembourg with registered seat in Luxembourg, registered with the commercial register of Luxembourg (*Registre de Commerce et des Sociétés*) under B 111828, and further minority shareholders.

According to the Bidder's statements, AI Atlantic (Luxembourg) S.à r.l. and CB Atlantic Lux TopCo S.à r.l. each hold approximately 38.78% of the shares and the voting rights in Atlantic Lux HoldCo S.à r.l. CPP Investment Board Europe S.à r.l. holds approximately 17.55% of the shares and the voting rights in Atlantic Lux HoldCo S.à r.l. According to the Bidder, the other minority shareholders in total hold approximately 4.90% of the shares and the voting rights in Atlantic Lux HoldCo S.à r.l. In addition, according to the Offer Document, these minority shareholders are invested in AI Atlantic (Luxembourg) S.à r.l. and CB Atlantic Lux TopCo S.à r.l. which results in an economic interest of these minority shareholders in Atlantic Lux HoldCo S.à r.l. of approximately 8.19% in total. Further, as stated in the Offer Document, certain roll-over investors have invested in AI Atlantic (Luxembourg) S.à r.l. and CB Atlantic Lux TopCo S.à r.l. which results in an economic interest of such roll-over investors in Atlantic Lux HoldCo S.à r.l. of approximately 21.95% in total.

According to the statements in the Offer Document, the shareholders in Atlantic Lux HoldCo S.à r.l. are independent of each other and do not jointly control Atlantic Lux HoldCo S.à r.l. and are also not acting in concert within the meaning of Section 30 para. 2 WpÜG. According to the statements in the Offer Document, each of them holds a participation of less than 40% and as a result none of the shareholders has sole control. Further, the shareholders do not coordinate the exercise of their shareholders' rights with the other shareholders, meaning that none of them has, together with another shareholder, joint control.

According to the statements in the Offer Document, on May 23, 2023, the shareholders of Atlantic Lux HoldCo S.à r.l. and other parties have entered into a lock-up and exit agreement relating to certain transfer restrictions regarding their shareholdings in Atlantic Lux HoldCo S.à r.l. and provisions for a later exit.

The Bidder's shareholder structure described above is illustrated in Section 5.2 of the Offer Document as follows:



3. Persons acting jointly with the Bidder

With regard to the persons acting jointly with the Bidder, Section 5.3 of the Offer Document contains the following statements:

Atlantic Lux HoldCo S.à r.l., Aareal Bank AG and the entities set forth in Appendix 1 to the Offer Document are persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 1 and sentence 3 WpÜG at the time of publication of the Offer Document (together the **persons acting jointly**). Atlantic Lux HoldCo S.à r.l. is the sole shareholder of the Bidder. Aareal Bank AG and the entities listed in Appendix 1 to the Offer Document are (indirect) subsidiaries of the Bidder.

Apart from that, according to the Bidder, there are no other persons acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG.

4. Aareal Shares currently held by the Bidder or by persons acting jointly with the Bidder and their subsidiaries; attribution of voting rights

As stated in Section 5.4 of the Offer Document, at the time of publication of the Offer Document, the Bidder directly holds 53,967,286 Aareal Shares (corresponding to approximately 90.16% of the share capital and voting rights in Aareal Bank AG). The voting rights attached to these Aareal Shares are attributed to Atlantic Lux HoldCo S.à r.l. pursuant to Section 30 para. 1 sentence 1 no. 1, sentence 3 WpÜG.

Beyond that, according to the Bidder's statements, neither the Bidder nor persons acting jointly with the Bidder or their subsidiaries hold any Aareal Shares at the time of publication of the Offer Document, and no additional voting rights attached to Aareal Shares are attributable to them pursuant to Section 30 WpÜG. Further, neither the Bidder nor persons acting jointly with the Bidder or their subsidiaries directly or indirectly hold further instruments or voting rights to be disclosed pursuant to Section 38 or Section 39 WpHG with regard to Aareal Bank AG.

5. Information about acquisitions of Aareal Shares

In respect of the acquisition of Aareal Shares, the Offer Document contains the following statements in Section 5.5:

Apart from the transactions described in Section 5.5 of the Offer Document, neither the Bidder nor the persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 1 and sentence 3 WpÜG nor their subsidiaries have acquired Aareal Shares on the stock exchange or outside the stock exchange or have entered into agreements to acquire Aareal Shares during the last six months before publication of the decision to launch the Delisting Offer according to Section 10 para. 1 sentence 1 WpÜG in conjunction with Section 39 para. 2 sentence 3 no. 1 BörsG on September 20, 2023, and from September 20, 2023, until publication of the Offer Document.

Takeover Offer

On April 26, 2022, the Bidder published a voluntary public takeover offer to the Aareal Shareholders for the acquisition of all Aareal Shares against a consideration of EUR 33.00 per Aareal Share (the **Takeover Offer**). The Takeover Offer was accepted for a total of 44,182,004 Aareal Shares. This corresponds to approx. 73.81% of the share capital and voting rights in Aareal Bank AG. After all offer conditions under the Takeover Offer had been fulfilled, the Takeover Offer was settled on June 7, 2023, whereby the Bidder, according to its own statements, acquired the aforementioned 44,182,004 Aareal Shares.

Additional acquisitions prior to the Delisting Offer

During the period that commenced six months prior to publication of the decision to launch the Delisting Offer on September 20, 2023, and from September 20, 2023, until publication of the Offer Document, the Bidder, according to its own statements, made the purchases of Aareal Shares on and off the stock exchange which are summarized in Appendix 2 to the Offer Document. As stated in the Offer Document, the highest consideration paid in this regard for an Aareal Share was EUR 33.20.

6. Possible future acquisitions of Aareal Shares

In respect of the possible future acquisition of Aareal Shares, the Offer Document contains the following statements in Section 5.6:

The Bidder reserves the right, within the limits of applicable law, during the Delisting Offer, to directly or indirectly acquire Aareal Shares outside of the Delisting Offer, whether on or off the stock exchange. Any such purchases or arrangements will be made outside the United States and in compliance with applicable law.

To the extent such acquisitions should occur, information about them, including the number of, and the price for, the acquired Aareal Shares will be published according to the applicable statutory provisions, in particular Section 23 para. 2 WpÜG in conjunction with Section 14 para. 3 sentence 1 WpÜG, in the Federal Gazette (*Bundesanzeiger*) and on the internet at www.atlantic-offer.com. Corresponding information will also be published by way of a non-binding English translation on the internet at www.atlantic-offer.com.

7. Background information on Advent International, Centerbridge and CPPIB

Section 5.7 of the Offer Document contains the following background information on Advent International, Centerbridge and CPPIB:

Founded in 1984, Advent International group is one of the largest and most experienced global private equity investors. The firm has invested in over 410 private equity investments across 42 countries, and as of March 31, 2023, had USD 95 billion (approximately EUR 87 billion based on an exchange rate of USD 1.0875 = EUR 1.00 as of March 31, 2023 (source: European Central Bank)) in assets under management. With 15 offices in 12 countries, Advent has established a globally integrated team of over 290 private equity investment professionals across Europe, North America, Latin America and Asia. The firm focuses on investments in five core sectors, including business and financial services; technology; health care; industrial; and retail, consumer and leisure. For over 35 years, Advent has been dedicated to international investing and remains committed to partnering with management teams to deliver sustained revenue and earnings growth for its portfolio companies.

Centerbridge group is a private investment management firm employing a flexible approach across investment disciplines – private equity, private credit and real estate – in an effort to develop the most attractive opportunities for its investors. The firm was founded in 2005 and as of June 30, 2023, had approximately USD 36 billion (approximately EUR 33 billion based on an exchange rate of USD 1.0866 = EUR 1.00 as of June 30, 2023 (source: European Central Bank)) in capital under management, with offices in New York and London. Centerbridge is dedicated to partnering with world-class management teams across targeted industry sectors and geographies.

CPPIB is a Canadian Crown corporation established by way of the 1997 Canada Pension Plan Investment Board Act to oversee and invest the funds contributed and held by the Canada Pension Plan. CPPIB is a professional investment management organization that invests the funds transferred to it by the Canada Pension Plan that are not needed by the Canada Pension Plan to pay current benefits, on behalf of more than 21 million contributors and beneficiaries. In order to build a diversified portfolio of assets, CPPIB invests in public equities, private equities, real estate, infrastructure and fixed income instruments. There is no third-party funding. CPP Investment Board Europe S.à r.l. is the European private investment platform for CPPIB. As such, CPP Investment Board Europe S.à r.l. takes its own investment decisions and, based thereon, invests out of CPPIB's assets. As of June 30, 2023, CPPIB had approximately C\$575 billion (approximately EUR 399 billion based on an exchange rate of C\$ 1.4415 = EUR 1.00 as of June 30, 2023 (source: European Central Bank)) of assets under management.

IV. INFORMATION ABOUT THE OFFER

1. Relevance of the Offer Document

The following is a description of selected information from the Bidder's Offer. For more information and details (in particular, details of the Acceptance Periods, the acceptance procedures and the withdrawal rights), Aareal Shareholders are referred to the statements in the Offer Document. The information below merely summarizes information included in the Offer Document. The Management Board and the Supervisory Board point out that the description of the Offer in the Statement does not claim to be exhaustive and that, as for the content and settlement of the Offer, solely the provisions of the Offer Document are relevant. It is the own responsibility of each Aareal Shareholder to read the Offer Document and to take measures that are appropriate for them.

The Offer Document was published on October 19, 2023 by (i) announcement on the internet at www.atlantic-offer.com, and (ii) keeping available copies of the Offer Document for distribution free of charge at Baader Bank Aktiengesellschaft, c/o Special Execution, Weihenstephaner Straße 4, 85716 Unterschleißheim, Germany (order by fax at +49 89 5150 291400 or by email at documentation@baaderbank.de). The announcement of (i) the internet address under which the Offer Document was published and (ii) the availability of the Offer Document at Morgan Stanley Europe SE was published in the Federal Gazette on October 19, 2023. In addition, a non-binding English translation of the Offer Document, that has not been reviewed by the German Federal Financial Supervisory Authority

(*BaFin*), has been made available at www.atlantic-offer.com. Further details regarding the publication and dissemination of the Offer Document can be found in Sections 1.5 and 1.6 of the Offer Document.

2. Implementation of the Offer

The Offer is implemented by the Bidder in the form of a public delisting tender offer (cash offer) for the acquisition of all Aareal Shares under German Takeover Law in conjunction with Section 39 BörsG and certain applicable provisions of U.S. securities law.

3. Subject of the Offer and Offer Price

Subject to the terms set forth in the Offer Document, the Bidder offers to all Aareal Shareholders to acquire their no-par value registered shares in Aareal Bank AG (ISIN DE000A37FT90), which are not directly held by the Bidder, each with a proportional amount in the share capital of EUR 3.00, including all ancillary rights existing at the time of settlement of the Offer, in particular the right to dividends,

against a cash consideration in the amount of

EUR 33.20 in cash per Aareal Share

(the *Offer Price* or the *Offer Consideration*).

4. Acceptance Period

According to Section 4.3 of the Offer Document, the period for acceptance of the Delisting Offer (including any extensions described in Section 4.4 of the Offer Document – for more details see below – the **Acceptance Period**) started with publication of the Offer Document on October 19, 2023 and will end on November 21, 2023, 24:00 hrs (local time Frankfurt am Main) / 18:00 hrs (local time New York). In the circumstances set out below, the period for acceptance of the Offer will in each case be extended automatically as follows according to Section 4.4 of the Offer Document:

- In case of an amendment of the Delisting Offer pursuant to Section 21 para. 1 WpÜG, the Acceptance Period will automatically be extended by two weeks (Section 21 para. 5 WpÜG), if the amendment is published within the last two weeks prior to the expiration of the Acceptance Period. The Acceptance Period would then end on December 5, 2023, 24:00 hrs (local time Frankfurt am Main) / 18:00 hrs (local time New York). This applies even if the amended Offer violates legal provisions.
- If a competing offer for the acquisition of the Aareal Shares is made by a third party during the Acceptance Period of the Delisting Offer, the end of the Acceptance Period of the Delisting Offer will automatically be extended to correspond to the end of the acceptance period for the competing offer if the Acceptance Period for the Delisting Offer ends before the end of the acceptance period for the competing offer (Section 22 para. 2 sentence 1 WpÜG). This applies even if the competing offer is amended or prohibited or violates legal provisions.
- If a general meeting of Aareal Bank AG is convened in connection with the Delisting Offer following the publication of the Offer Document, the Acceptance Period, without prejudice to Section 21 para. 5 WpÜG and Section 22 para. 2 WpÜG, will be ten weeks from publication of the Offer Document (Section 16 para. 3 WpÜG). The Acceptance Period would then end on December 28, 2023, 24:00 hrs (local time Frankfurt am Main) / 18:00 hrs (local time New York).

With regard to the right of withdrawal in the event the Delisting Offer is amended or a competing offer is launched, please refer to the statements contained in Section 15 ("Rights of withdrawal") of the Offer Document.

According to its statements, the Bidder will publish any extension of the Acceptance Period in accordance with the statements in Section 19 ("Publications") of the Offer Document.

5. Closing conditions

According to Section 10 of the Offer Document, the Delisting Offer is a public delisting tender offer in accordance with Section 39 para. 3 sentence 1 no. 1 BörsG (adding here merely for the sake of completeness: in conjunction with Section 39 para. 2 sentence 3 no. 1 BörsG). Pursuant to Section 39 para. 3 sentence 1 BörsG, the Delisting Offer must not be subject to any conditions. According to the Offer Document, the Delisting Offer and the contracts with the Aareal Shareholders which come into existence as a result of its acceptance are therefore not subject to any closing conditions.

6. Official approvals and proceedings

As stated in Section 9 of the Offer Document, BaFin approved the publication of the Offer Document on October 19, 2023. According to the Offer Document, no further regulatory approvals, authorizations or procedures are required in connection with the acquisition of further Aareal Shares on the basis of the Delisting Offer.

7. Acceptance and settlement of the Offer

Section 11 of the Offer Document describes the acceptance and settlement of the Delisting Offer including the legal consequences of acceptance (Section 11.4 of the Offer Document).

According to Section 11.1 of the Offer Document, the Bidder has engaged Baader Bank Aktiengesellschaft, Unterschleißheim, Germany, as central settlement agent for the settlement of the Delisting Offer (the **Central Settlement Agent Abwicklungsstelle**).

According to Section 11.2 of the Offer Document, Aareal Shareholders can accept the Offer only by doing the following within the Acceptance Period: (i) declare acceptance of the Offer in text form or electronically to their respective custodian securities services company (the **Custodian Bank**) (the **Declaration of Acceptance**), and (ii) instruct their Custodian Bank to effect the booking of the Aareal Shares in their securities deposit account for which they want to accept the Offer (the **Tendered Aareal Shares**) into ISIN DE000A37FT33 at Clearstream Banking AG.

According to the Bidder's statements, the Declaration of Acceptance will become effective only if the Tendered Aareal Shares have been booked into ISIN DE000A37FT33 at Clearstream Banking AG by no later than 18:00 hrs (local time Frankfurt am Main) / 12:00 hrs (local time New York) on the second Banking Day (inclusive) after the end of the Acceptance Period. According to the Bidder, such bookings must be effectuated by the relevant Custodian Bank after receipt of the Declaration of Acceptance without undue delay.

With regard to the legal consequence of acceptance, the Bidder explains in Section 11.4 of the Offer Document in particular that, as a result of acceptance of the Delisting Offer, an agreement regarding the sale and transfer of the Tendered Aareal Shares in accordance with the terms of the Offer Document will be entered into between the accepting Aareal Shareholder and the Bidder. According to the Bidder, transfer of title of the Tendered Aareal Shares will be effected, subject to the terms of the Offer Document, upon consummation of the Offer. All ancillary rights of the Tendered Aareal Shares existing at the time of

settlement (including all dividend rights) will be transferred to the Bidder upon transfer of ownership of the Tendered Aareal Shares. For further details and for the further declarations and assurances of the accepting Aareal Shareholders, please refer to Sections 11.3 and 11.4 of the Offer Document.

As regards the settlement of the Offer, the Bidder states in Section 11.5 of the Offer Document that the payment of the Offer Price owed by the Bidder to the respective Aareal Shareholder will be made to the accounts of the Custodian Banks of the accepting Aareal Shareholders at Clearstream Banking AG in accordance with the terms and conditions of the Delisting Offer concurrently and contemporaneously with the transfer of the Tendered Aareal Shares into the securities deposit account of the Central Settlement Agent at Clearstream Banking AG for the purpose of transferring these shares to the Bidder.

According to the Bidder's statements, the Central Settlement Agent will cause the Offer Price for the Tendered Aareal Shares to be transferred through Clearstream Banking AG to the relevant Custodian Banks without undue delay, but by no later than the tenth Banking Day, after the publication of the tender results after the end of the Acceptance Period pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG.

According to Section 11.5 of the Offer Document, the Bidder has satisfied its obligation to pay the Offer Price vis-à-vis the respective Aareal Shareholder upon payment of the Offer Price into the account of the respective Custodian Bank at Clearstream Banking AG. According to the Bidder, it will be the responsibility of the respective Custodian Bank to credit the owed Offer Price to the account of the respective accepting Aareal Shareholder.

Furthermore, the Bidder points out in Section 11.2 of the Offer Document that Aareal Shareholders who wish to accept the Delisting Offer should contact their custodian bank or their other custodian securities services company with seat or branch in Germany with any questions they may have about acceptance of the Delisting Offer and the technical aspects of settlement. According to the Bidder's statements, these have been informed separately about the modalities for acceptance and settlement of the Delisting Offer and are required to inform customers who hold Aareal Shares in their securities deposit account about the Delisting Offer and the steps necessary to accept it.

For further details regarding the acceptance and settlement of the Offer, please refer to Section 11 of the Offer Document.

V. FINANCING OF THE OFFER

Pursuant to Section 13 para. 1 sentence 1 WpÜG, the Bidder must, before publishing the Offer Document, take the measures necessary to ensure that it has at its disposal the necessary financial means to completely satisfy the Offer at the time the cash consideration will be due. Based on the Bidder's statements in Section 12 of the Offer Document, the Management Board and the Supervisory Board believe that the Bidder has met this obligation.

1. Maximum Consideration

According to Section 12.1 of the Offer Document and the calculations set out therein, the total amount of the consideration that would be payable if the Delisting Offer was accepted for all Aareal Shares which are not directly held by the Bidder would be EUR 195,545,842.00 (**Maximum Consideration**).

Moreover, in accordance with the statements in Section 12.1 of the Offer Document, the Bidder expects that it will incur transaction costs in a maximum amount of EUR 6,727,065.00 in connection with the Delisting Offer and its completion (the **Transaction Costs**). The total cost for acquiring all Aareal Shares on the basis of the Delisting Offer and an Offer Price in the amount of EUR 33.20 per Aareal Share would therefore be, according to the Bidder, a maximum of EUR 202,272,907.00, including the Transaction Costs (the **Offer Costs**).

2. Financing measures

According to Section 12.2 of the Offer Document, the Bidder took the necessary measures before the publication of the Offer Document to ensure that it has at its prompt disposal the necessary financial means to completely satisfy the Offer. According to the Bidder, the following measures were taken for this purpose:

Advent International GPE IX Limited Partnership, George Town, Cayman Islands, Advent International GPE IX-B Limited Partnership, George Town, Cayman Islands, Advent International GPE IX-C Limited Partnership, George Town, Cayman Islands, Advent International GPE IX-F Limited Partnership, George Town, Cayman Islands, Advent International GPE IX-G Limited Partnership, George Town, Cayman Islands, Advent International GPE IX-H Limited Partnership, George Town, Cayman Islands, Advent International GPE IX-I Limited Partnership, George Town, Cayman Islands, Advent Partners GPE IX Cayman Limited Partnership, George Town, Cayman Islands, Advent Partners GPE IX-A Cayman Limited Partnership, George Town, Cayman Islands, Advent Partners GPE IX-B Cayman Limited Partnership, George Town, Cayman Islands, Advent International GPE IX-A Scsp, Luxembourg, Luxembourg, Advent International GPE IX-D Scsp, Luxembourg, Luxembourg, Advent International GPE IX-E Scsp, Luxembourg, Luxembourg, Advent International GPE IX Strategic Investors Scsp, Luxembourg, Luxembourg, Advent Partners GPE IX Limited Partnership, Wilmington, DE, USA, Advent Partners GPE IX-A Limited Partnership, Wilmington, DE, USA (collectively, the **Advent Funds**), Centerbridge Capital Partners IV (Cayman), L.P., George Town, Cayman Islands, as well as West Street Strategic Solutions Fund I, L.P., New York, NY, USA, West Street Strategic Solutions Offshore Fund I, L.P., George Town, Cayman Islands, and West Street Strategic Solutions Europe Fund I, SLP, Luxembourg, Luxembourg, the latter three funds (collectively, the **Co-Investor Funds**) being funds invested in the minority shareholders in Atlantic Lux HoldCo S.à r.l., (the Advent Funds, Centerbridge Capital Partners IV (Cayman), L.P. and the Co-Investor Funds collectively, the **Funds**) and CPP Investment Board Europe S.à r.l. on September 19, 2023 undertook to the Bidder in the form of equity commitment letters (the **ECLs**) to provide the Bidder, directly or indirectly, with an aggregate amount of up to EUR 210,792,458.60 in the form of equity or similar instruments to enable the Bidder to fulfill its payment obligations under the Delisting Offer (the **Equity Funding**). The Equity Funding will be provided by the Advent Funds, Centerbridge Capital Partners IV (Cayman), L.P., the Co-Investor Funds and CPP Investment Board Europe S.à r.l. pro rata to their indirect shareholding in the Bidder (disregarding the indirect shareholding in the Bidder of certain roll-over investors), *i.e.* the Advent Funds and Centerbridge Capital Partners IV (Cayman), L.P. will each provide approximately 33.512%, CPP Investment Board Europe S.à r.l. approximately 22.481% and the Co-Investor Funds approximately 10.496%. As investment funds, the Funds are financed by their investors, which are in turn obligated to the Funds to provide them with additional contributions upon request. At the time of the publication of the Offer Document, the available capital of each Fund for investment exceeds the amount committed by the respective Fund under the respective ECL. At the time of the publication of the Offer Document, no amounts under the ECLs have been provided so far to the Bidder.

According to Section 12.2 of the Offer Document, the ECLs have neither been terminated nor does the Bidder have reason to believe that grounds for a termination of the ECLs may exist. According to its statements, the Bidder therefore has an aggregate amount exceeding the Offer Costs available for use in connection with the payment of the Offer Costs.

According to Section 12.3 of the Offer Document, Baader Bank Aktiengesellschaft, with its registered office in Unterschleißheim, an investment services enterprise independent of the Bidder, has issued the required financing confirmation, which is attached as Appendix 3 to the Offer Document, in accordance with Section 13 para. 1 sentence 2 WpÜG.

3. Assessment of the financing by the Management Board and the Supervisory Board

The Management Board and the Supervisory Board also have no reason to doubt the accuracy and completeness of the presentation of the Equity Funding as stated in the Offer Document. In the opinion of the Management Board and the Supervisory Board, due to the Equity Funding described in Section 12.2 of the Offer Document, which is, according to the Bidder's statements, sufficient to pay the Offer Costs, and the financing confirmation issued by Baader Bank Aktiengesellschaft (and on the assumption that these statements are correct), it can be assumed that it is sufficiently ensured that the Bidder has at its disposal the necessary financial means to completely satisfy the Offer at the time the cash consideration will be due.

VI. TYPE AND AMOUNT OF THE CONSIDERATION

1. Type and amount of the consideration

The Bidder is offering an Offer Price of EUR 33.20 in cash per Aareal Share, with each such share including all ancillary rights existing at the time of settlement of the Offer, in particular the right to dividends (see Section IV.3 of this Statement).

2. Statutory minimum price

To the extent that the Management Board and the Supervisory Board are able to verify this on the basis of the information available, the Offer Price for the Aareal Shares complies with the provisions of Section 39 para. 3 sentence 2 BörsG in conjunction with Section 31 para. 1 and para. 7 WpÜG and Sections 3 et seq. WpÜG-AV concerning the statutory minimum price, which is determined based on the higher of the following thresholds:

2.1 Prior acquisitions

Pursuant to Section 4 WpÜG-AV (in conjunction with Section 39 para. 3 BörsG and Section 31 para. 1 and para. 7 WpÜG), the consideration must at least be equal to the highest consideration paid or agreed to be paid by the Bidder, any person acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG or their subsidiaries for the acquisition of Aareal Shares (or the conclusion of corresponding agreements which give rise to an entitlement to acquire Aareal Shares) within the last six months prior to publication of the Offer Document on October 19, 2023.

According to Section 8.1 of the Offer Document, the Bidder has, during the period of six months before October 19, 2023 (the date of publication of the Offer Document), acquired Aareal Shares or entered into agreements within the meaning of Section 31 para. 6 sentence 1 WpÜG as a result of which the transfer of ownership of Aareal Shares may be demanded for a maximum consideration of EUR 33.20 per Aareal Share (see Section 5.5 of the Offer Document).

2.2 Stock exchange price

If the shares of Aareal Bank AG are admitted to trading on a German stock exchange, then pursuant to Section 5 para. 1 sentence 1 WpÜG-AV (in conjunction with Section 39 para. 3 sentence 2 BörsG and Section 31 para. 1 and para. 7 WpÜG) the consideration must be in cash and equivalent to at least the weighted average domestic stock exchange price of the Aareal Shares during the last six months prior to

the publication of the decision to launch the Delisting Offer pursuant to Section 10 para. 1 sentence 1 WpÜG (the **Weighted Six-Month Average Price**).

According to Section 8.1 of the Offer Document, BaFin notified the Bidder that the Weighted Six-Month Average Price as of the relevant date of September 19, 2023, the day prior to publication of the Bidder's decision to launch the Delisting Offer on September 20, 2023, was EUR 33.18 per Aareal Share. The Offer Price in the amount of EUR 33.20 per Aareal Share exceeds this amount.

3. Assessment of the fairness of the consideration

The Management Board and the Supervisory Board have carefully and thoroughly examined and analyzed the fairness of the consideration offered by the Bidder for the Aareal Shares in financial terms (in addition to compliance of such consideration with the statutory minimum price (see Section VI.2 of this Statement)), the historical stock exchange prices of the Aareal Shares set out below and certain other assumptions and considerations set out below (also having regard to the uncertainties due to the current challenging geopolitical and macroeconomic situation).

The Management Board and the Supervisory Board expressly point out that each of them has assessed the fairness of the consideration (as set out below) independently of the other.

3.1 Assessment based on historical stock exchange prices of the Aareal Shares

In the opinion of the Management Board and the Supervisory Board of Aareal Bank AG, the stock exchange prices of the Aareal Share have been influenced at the latest since the announcement of the Takeover Offer by the consideration in the amount of EUR 33.00 offered at that time (if one assumes an earlier date, they even may have been influenced since Aareal Bank AG confirmed that it was in talks with financial investors on the possible acquisition of a majority interest at the then indicative offer price of EUR 29.00 per Aareal Share by means of an ad-hoc release of the Company on October 7, 2021). This can be seen (under a prudent approach) from the fact that the stock exchange price has traded around EUR 33.00 since this announcement. In the opinion of the Management Board and the Supervisory Board, it is, therefore, impossible to determine a hypothetical last stock exchange price of the Aareal Share that is completely undisturbed by takeover speculation and at the same time fully reflects the current business situation and expectations about the future.

Having said this, the Management Board and the Supervisory Board still believe that the stock exchange prices of the Aareal Share can certainly be a criterion in assessing the fairness of the Offer Price; this applies in particular to the stock exchange prices from the period before Aareal Bank AG's confirmation that it was in talks with financial investors became publicly known. The Aareal Shares are currently still admitted to trading on the regulated market (*Regulierter Markt*) with additional post-admission obligations (*Prime Standard*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). The Aareal Shares are also included in trading on the Berlin Second Regulated Market. Furthermore, the Aareal Shares are traded on the open market (*Freiverkehr*) of the stock exchanges in Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart as well as via Tradegate Exchange. The Management Board and the Supervisory Board further believe that, in the relevant period under review, there has been functioning stock market trading with sufficient trading activity in Aareal Shares.

In assessing the fairness of the Offer Price (increased to EUR 33.20 from EUR 33.00 offered in the Takeover Offer), the Management Board and the Supervisory Board therefore used the historical stock exchange prices of the Aareal Share set out below, which are also reflected in Section 8.2.1 of the Offer Document, as a basis of assessment (in addition to compliance with the statutory minimum price (see Section VI.2 of this Statement)).

NON-BINDING CONVENIENCE TRANSLATION OF THE ORIGINAL GERMAN VERSION

In relation to the share price prior to the confirmation of talks with financial investors by way of an ad-hoc release by Aareal Bank AG on October 7, 2021, the Offer Price contains the following premiums (according to Section 8.2.1 of the Offer Document):

- On October 6, 2021, the last Stock Exchange Trading Day prior to the ad-hoc release by Aareal Bank AG regarding talks with financial investors, the stock exchange price (XETRA-closing price) of the Aareal Share was EUR 23.60 per Aareal Share (source: Bloomberg). In relation to this stock exchange price, the Offer Price contains a premium of EUR 9.60 or approximately 40.68%.
- The volume-weighted average stock exchange price for the three-month period prior to (and including) October 6, 2021, the last Stock Exchange Trading Day prior to the ad-hoc release by Aareal Bank AG regarding talks with financial investors, amounted to approximately EUR 21.48 per Aareal Share (source: Bloomberg). In relation to this average share price, the Offer Price contains a premium of EUR 11.72 or approximately 54.56%.
- The volume-weighted average stock exchange price for the six-month period prior to (and including) October 6, 2021, the last Stock Exchange Trading Day prior to the ad-hoc release by Aareal Bank AG regarding talks with financial investors, amounted to approximately EUR 21.59 per Aareal Share (source: Bloomberg). In relation to this average share price, the Offer Price contains a premium of EUR 11.61 or approximately 53.77%.
- The volume-weighted average stock exchange price for the twelve-month period prior to (and including) October 6, 2021, the last Stock Exchange Trading Day prior to the ad-hoc release by Aareal Bank AG regarding talks with financial investors, amounted to approximately EUR 20.73 per Aareal Share (source: Bloomberg). In relation to this average share price, the Offer Price contains a premium of EUR 12.47 or approximately 60.15%.

According to Section 8.2.1 of the Offer Document, the Offer Price of EUR 33.20 also contains the following premiums in relation to the stock exchange price of the Aareal Share prior to reports in the press on April 4, 2022 on market rumors that the Bidder was preparing a revised offer after the Bidder's original attempt to acquire all Aareal Shares under a voluntary takeover offer to all shareholders of Aareal Bank AG that had been published on December 17, 2021 (as amended on January 18, 2022) and supported by Aareal Bank AG's Management Board and Supervisory Board (the **Original Offer**), was not successful:

- On April 1, 2022, the last Stock Exchange Trading Day prior to press reports on April 4, 2022 on market rumors regarding the preparation of a revised offer by the Bidder, the stock exchange price (XETRA-closing price) of the Aareal Share was EUR 29.06 (source: Bloomberg). In relation to this stock exchange price, the Offer Price contains a premium of EUR 4.14 or approximately 14.25%.
- The volume-weighted average stock exchange price for the three-month period prior to (and including) April 1, 2022, the last Stock Exchange Trading Day prior to press reports on April 4, 2022 on market rumors regarding the preparation of a revised offer by the Bidder, amounted to approximately EUR 27.66 (source: Bloomberg). In relation to this average share price, the Offer Price contains a premium of EUR 5.54 or approximately 20.03%.
- The volume-weighted average stock exchange price for the six-month period prior to (and including) April 1, 2022, the last Stock Exchange Trading Day prior to press reports on April 4, 2022 on market rumors regarding the preparation of a revised offer by the Bidder, amounted to approximately EUR 27.98 (source: Bloomberg). In relation to this average share price, the Offer Price contains a premium of EUR 5.22 or approximately 18.66%.

- The volume-weighted average stock exchange price for the twelve-month period prior to (and including) April 1, 2022, the last Stock Exchange Trading Day prior to press reports on April 4, 2022 on market rumors regarding the preparation of a revised offer by the Bidder, was approximately EUR 24.75 (source: Bloomberg). In relation to this average share price, the Offer Price contains a premium of EUR 8.45 or approximately 34.14%.

In order to provide a high degree of transparency, the Management Board and the Supervisory Board point out that, according to Section 8.2.2 of the Offer Document, the Offer Price of EUR 33.20 also contains the following premiums in relation to the stock exchange price of the Aareal Share prior to the announcement of the Delisting Offer on September 20, 2023:

- On September 19, 2023, the last Stock Exchange Trading Day prior to the announcement of the decision to launch the Delisting Offer, the stock exchange price (XETRA-closing price) of the Aareal Share amounted to EUR 32.90 (source: Bloomberg). In relation to this stock exchange price, the Offer Price contains a premium of EUR 0.30 or approximately 0.91%.
- The volume-weighted average stock exchange price for the three-month period prior to (and including) September 19, 2023, the last Stock Exchange Trading Day prior to the announcement of the decision to launch the Delisting Offer, amounted to approximately EUR 33.12 (source: Bloomberg). In relation to this average share price, the Offer Price contains a premium of EUR 0.08 or approximately 0.24%.
- The volume-weighted average stock exchange price for the twelve-month period prior to (and including) September 19, 2023, the last Stock Exchange Trading Day prior to the announcement of the decision to launch the Delisting Offer, amounted to approximately EUR 33.17 (source: Bloomberg). In relation to this average share price, the Offer Price contains a premium of EUR 0.03 or approximately 0.09%.

The Management Board and the Supervisory Board are of the opinion that, in assessing the fairness of the Offer, they can generally only take into account the aforementioned share price level, i.e. including certain historical stock exchange prices from the recent past, but not stock exchange prices from (in some cases) much earlier times. In the opinion of the Management Board and the Supervisory Board, no special circumstances indicating that it would be appropriate to deviate from this principle or from the wide range of historical stock exchange price developments still taken into account can be seen or must be considered.

Based on the foregoing, the Offer Price represents, overall, a (in some cases significant) premium over certain historical stock exchange prices of the Aareal Shares. When looking only at the historical stock exchange prices prior to the announcement of the Delisting Offer and the premiums in relation thereto, however, the consideration is close to the value resulting from these historical stock exchange prices. Based on these overall considerations, the Management Board and the Supervisory Board believe that the comparison with historical stock exchange prices (in addition to compliance with the statutory requirements (see Section VI.2 of this Statement)) has confirmed that the consideration is fair (see also Section VI.3.4 of this Statement).

3.2 Assessment based on research analyst target prices

In assessing the fairness of the Offer Price, the Management Board and the Supervisory Board have also considered the target prices for the Aareal Share available to the Company and issued by selected research analysts prior to the publication of the Bidder's decision to launch the Delisting Offer pursuant to Section 10 para. 1 sentence 1 WpÜG in conjunction with Section 39 para. 2 sentence 3 no. 1 BörsG on September 20, 2023. For the developments of the stock exchange price after the publication of the Bidder's decision to launch the Takeover Offer (and thus prior to the publication of the Bidder's decision to launch the Delisting Offer), see Section VI.3.1 above. In the opinion of the Management Board and the

Supervisory Board, analogous to the comparison with historical stock exchange prices, the comparison with target prices published by research analysts in the past should also refer to the total offer value.

The average of the target prices published by the selected financial analysts prior to the publication of the Bidder's decision to launch the Delisting Offer amounts to approximately EUR 32.67 and is thus below the Bidder's Offer Price. The target price expectations of the following analysts were taken into account: AlphaValue had published a target price of EUR 29.80 on August 10, 2023, HSBC Continental Europe SA had published a target price of EUR 33.00 on July 31, 2023, and Warburg Research GmbH had published a target price of EUR 35.20 on October 13, 2023. On the other hand, HSBC Continental Europe SA had discontinued coverage of Aareal Bank AG on October 20, 2023. Similarly, Deutsche Bank AG had discontinued coverage of Aareal Bank AG on October 20, 2023, referring to the conclusion of the Delisting Agreement as one of the reasons. DZ Bank AG Deutsche Zentral-Genossenschaftsbank had already discontinued coverage of Aareal Bank AG on June 19, 2023, following the successful completion of the takeover ("*Discontinuation of coverage after successful completion of the takeover*").

Analysts' assessments are always the individual assessment made by the relevant analyst. Their views on the value of a share naturally differ. The Management Board and Supervisory Board also point out that target prices determined by research analysts are generally 12-month targets, i.e. an estimate is made of the stock exchange price that will prevail one year after the report was prepared. The target prices and their estimates by research analysts are based on the expectations and assumptions of these analysts at the time the relevant target price is issued. In the opinion of the Management Board and the Supervisory Board, therefore, the target prices determined by the aforementioned analysts do not necessarily fully reflect the actual situation of the Company and the current geopolitical and macroeconomic uncertainties of the market environment. In particular, two of the aforementioned price targets were issued prior to the publication of the Bidder's decision to launch the Delisting Offer, while other analysts have already discontinued coverage of the Company. Moreover, the average target price of the aforementioned analysts is below the Offer Consideration.

3.3 Comparison with the offer price under the Takeover Offer

Under the previous Takeover Offer described in Section VII.1.1.1 of this Statement, the Bidder had offered EUR 33.00 per Aareal Share as consideration. The consideration offered under the Delisting Offer therefore contains only a slight premium in relation to the consideration offered under the Takeover Offer. The Management Board and Supervisory Board had stated their detailed views on the fairness of this consideration in their joint reasoned statement on the Takeover Offer dated May 5, 2022.

In preparing their joint reasoned statement of May 5, 2022 on the Takeover Offer, the Management Board and the Supervisory Board had each obtained an opinion on the fairness of the offer price from a financial point of view by Perella Weinberg GmbH, Munich, and its affiliates (collectively **Perella Weinberg Partners**) (for the Management Board) and by Deutsche Bank AG, Frankfurt am Main (for the Supervisory Board), who presented and explained the analyses performed by them and the conclusions drawn on their basis and provided the original of their opinion letter. The purpose of the fairness opinions so provided was to assist the Management Board and the Supervisory Board in their respective assessments of the fairness of the consideration offered under the Takeover Offer at that time. Perella Weinberg Partners concluded in its fairness opinion that, subject to the restrictions, including the various assumptions and limitations, made therein, the offer price of EUR 33.00 per Aareal Share was fair and adequate to the Aareal Shareholders (other than the Bidder, and any of its affiliates or persons acting jointly with the Bidder) from a financial point of view on the day the fairness opinion was issued. Likewise, Deutsche Bank AG concluded in its fairness opinion that, subject to the assumptions and restrictions made therein, the offer price of EUR 33.00 per Aareal Share was fair to the Aareal Shareholders (other than the Bidder, and any of its affiliates or persons acting jointly with the Bidder) from a financial point of view on the day the fairness opinion was issued.

In preparing this joint Reasoned Statement, the Management Board and the Supervisory Board decided not to obtain a further fairness opinion. In the opinion of the Management Board and the Supervisory Board, there was no need to obtain such a fairness opinion, considering the fact that the Bidder's Offer was a mere Delisting Offer, the aforementioned historical stock exchange prices, compliance with the statutory minimum price rules (see Section VI.2 of this Statement) and for reasons of efficiency given that the Management Board and the Supervisory Board had intensively assessed the consideration offered under the Takeover Offer – which was slightly increased under the Delisting Offer. Therefore, after completion of the Takeover Offer, the Management Board and Supervisory Board each made their own assessment of the Delisting Offer on the basis of the information available to them.

3.4 Overall assessment of the fairness of the consideration by the Management Board and the Supervisory Board

The Management Board and the Supervisory Board have carefully and intensively analyzed and assessed the fairness of the consideration offered. For such purpose, the Management Board and the Supervisory Board have each made their own assessment and have not obtained any further fairness opinion (see Section VI.3.3 above). In particular, the Management Board and the Supervisory Board have examined whether the amount of the consideration offered complies with the statutory requirements for a fair consideration in the context of a Delisting Offer, and confirm on the basis of the available information that this is the case (see Section VI.2 above).

In their respective assessments, the Management Board and the Supervisory Board have taken into account, in particular, the following considerations:

- certain historical stock exchange prices of the Aareal Shares and the premiums calculated on their basis (see Section VI.3.1 above);
- a comparison with the offer price under the Takeover Offer (see Section VI.3.3 above); however, in the view of the Management Board and the Supervisory Board, the payment of a high premium by the Bidder, which is sometimes granted in public takeover offers providing for a cash consideration and was granted in the case of the Bidder's Takeover Offer, was not reasonable for the Delisting Offer. The Delisting Offer is not aimed at a change of control and a change of control as a result of the Delisting Offer is excluded. In addition, the Bidder already held a stake of approximately 90.16% of the share capital and voting rights in Aareal Bank AG at the time of the publication of the Offer Document and, accordingly, the completion of the Offer cannot lead to (another) indirect change of control;
- target prices of selected research analysts; the average target price of the aforementioned analysts is below the Offer Consideration and several analysts have already discontinued coverage of Aareal Bank AG;
- it cannot be ruled out that, during the Acceptance Period of the Offer, the stock exchange price of the Aareal Share will exceed the consideration offered and that Aareal Shareholders wishing to sell their Aareal Shares may achieve a price exceeding EUR 33.20 per Aareal Share in a sale on the stock exchange, nor that such an opportunity may arise for Aareal Shareholders overall until the revocation of the admission of the Aareal Shares to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*);
- the consideration allows the shareholders to realize value in a secure and timely manner, especially in times of the current geopolitical uncertainties.

On the basis of an overall assessment of the considerations described above and the overall circumstances of the Offer, the Management Board and the Supervisory Board have, independently of

each other, come to the following conclusion with regard to the question of fairness (within the meaning of Section 39 para. 3 sentence 2 WpÜG in conjunction with Section 31 para. 1 and 7 WpÜG and Sections 3 et seqq. WpÜG-AV) of the consideration offered by the Bidder for the Aareal Shares to which the Offer relates:

The Management Board and the Supervisory Board believe that the amount of the Offer Price is fair within the meaning of the statutory requirements set forth in Section 39 para. 3 sentence 2 WpÜG in conjunction with Section 31 para. 1 and 7 WpÜG and Sections 3 et seqq. WpÜG-AV. On the basis of the available information, the Offer Price complies with the statutory requirements. When looking only at the historical stock exchange prices prior to the announcement of the Delisting Offer and the premiums in relation thereto, the Offer Price is close to the value resulting from these historical stock exchange prices. Therefore, in the opinion of the Management Board and the Supervisory Board, the consideration in the amount of EUR 33.20 per Aareal Share can be deemed fair, especially because it is within the range resulting from the various measurement standards applied and considered appropriate by the Management Board and the Supervisory Board and none of these standards can, in the view of the Management Board and the Supervisory Board, be decisive alone in addition to the statutory minimum price rules.

However, the question of whether the Offer Consideration represents an attractive divestment opportunity for the Aareal Shareholders will depend, in the opinion of the Management Board and the Supervisory Board, to a large extent on the individual circumstances of each Shareholder. Each Aareal Shareholder is responsible for making their own decision on whether or not to accept the Offer, taking into consideration the overall circumstances, their individual situation, their personal assessment of the future development of the value and stock exchange price of the shares (i.e., as long as they will be still listed on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*)) of Aareal Bank AG and the consequences of the Delisting for the tradability of the Aareal Shares.

VII. OBJECTIVES AND INTENTIONS PURSUED BY THE BIDDER AND THEIR ASSESSMENT BY THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

In Section 7 of the Offer Document, the Bidder explains the background of the Offer and the intentions of the Bidder and of Atlantic Lux HoldCo S.à r.l. with respect to the future business activities of Aareal Bank AG and the Bidder. According to the Bidder, the intentions and undertakings described have their legal basis in the Investment Agreement (as defined in Section VII.1.1.1 of this Statement) and the Delisting Agreement (as defined in Section VII.1.1.4 of this Statement) entered into between Aareal Bank AG and the Bidder. The shareholders of Aareal Bank AG are advised to read these Sections of the Offer Document carefully. The following summary is intended to provide an overview of the background of the Offer described in the Offer Document (see Section VII.1.1 of this Statement) and the intentions of the Bidder and of Atlantic Lux HoldCo S.à r.l. (see Section VII.1.2 of this Statement), and does not claim to be exhaustive. The Management Board and the Supervisory Board state their position after the summary (see Section VII.2 of this Statement).

With regard to the expected effects of a successful Offer on the assets, liabilities, financial position and results of the Bidder as well as on Atlantic Lux HoldCo S.à r.l., please refer to Section 13 of the Offer Document.

1. Statements made by the Bidder in the Offer Document

1.1 Background of the Offer

Sections 7.1, 7.2., 7.3 and 7.4 of the Offer Document describe the previous Takeover Offer, the economic and strategic background of the Delisting Offer and the Delisting, as well as the Delisting requirements and the Delisting Agreement between Aareal Bank AG and the Bidder.

1.1.1 Previous Takeover Offer

The Bidder explains in Section 7.1 of the Offer Document that Aareal Bank AG and the Bidder entered into an investment agreement (the **Investment Agreement**) on April 6, 2022, which stipulated the principal terms and conditions of the Takeover Offer and the parties' common objectives in relation thereto and the parties' understanding in relation to Aareal Bank AG's future organizational and management structure as well as the business strategy pursued with the investment. The Investment Agreement has a fixed term ending June 7, 2026. Furthermore, the Investment Agreement provides the parties with termination rights in certain defined circumstances.

The Bidder explains in Section 7.1 of the Offer Document that the Bidder published its decision to launch the Takeover Offer pursuant to Section 10 para. 1 sentence 1 WpÜG on April 7, 2022. The Takeover Offer followed the Bidder's Original Offer (see Section VI.3.1 of this Statement). However, the Original Offer had lapsed because the minimum acceptance threshold as provided for in the Original Offer had not been reached as at the expiration of the acceptance period of the Original Offer.

The offer document for the Takeover Offer was published on April 26, 2022. On May 22, 2023, the last offer condition of the Takeover Offer was fulfilled, and the settlement of the Takeover Offer then took place on June 7, 2023.

Following the settlement of the Takeover Offer on June 7, 2023 and additional acquisitions of Aareal Shares, the Bidder now directly holds an amount of approx. 90.16% of the share capital and voting rights in Aareal Bank AG.

As agreed in the Investment Agreement, Aareal Bank AG and the Bidder entered into a relationship agreement which sets forth additional aspects of the future governance and the relationship between Aareal Bank AG and the Bidder on June 6, 2023, as amended on June 27, 2023 (the **Relationship Agreement**). In accordance with the provisions of the Relationship Agreement, Aareal Bank AG has established an advisory board (*Beirat*) on the basis of Article 13 para. 2 of the articles of association of Aareal Bank AG which includes representatives of the Bidder and independent industry experts. The Bidder shall provide sector expertise and advice to Aareal Bank AG through the advisory board, thus contributing to achieving the transaction's objectives pursued by the parties.

1.1.2 Economic and strategic background of the Offer

The Bidder states that its intention to pursue, subject to market conditions and only insofar as economically reasonable at the relevant time, a delisting of Aareal Bank AG which the Management Board of Aareal Bank AG committed to support pursuant to the provisions of the Investment Agreement between Aareal Bank AG and the Bidder (subject to its duties of care and fiduciary duties under German law) was already disclosed in Section 7.4.5 of the offer document published on April 26, 2022 regarding the Takeover Offer.

The Bidder explains in Section 7.2 of the Offer Document that it is convinced that the planned Delisting of the Aareal Shares and the intended immediate termination of the inclusion of the Aareal Shares in all other

organized trading platforms (in particular the open markets) are in the interest of Aareal Bank AG and the Aareal Shareholders.

In the opinion of the Bidder, the Delisting will enable Aareal Bank AG to take decisions with a long-term perspective, independent of short-term investor expectations and the special regulations which listed companies are subject to. According to the Bidder's statements, the revocation of the stock exchange listing and the termination of inclusion in other trading platforms also enable Aareal Bank AG to save costs associated with the maintenance of a stock exchange listing and to release the management capacities claimed by the stock exchange listing. The Bidder further states that, given the Bidder holds approx. 90% in Aareal Bank AG, the public equity capital market has lost its significance as a financing source for Aareal Bank AG. In addition, according to the Bidders's statements, the Delisting Offer offers the Aareal Shareholders an immediate and liquidity-independent disinvestment opportunity at an attractive price.

1.1.3 Delisting requirements

According to Section 7.3 of the Offer Document, the Delisting of the Aareal Shares requires the Management Board of Aareal Bank AG to apply for the revocation of the admission of all Aareal Shares to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) pursuant to Section 39 para. 2 sentence 1 BörsG towards the end of the Acceptance Period. As further described in Section 7.4 of the Offer Document, the Management Board of Aareal Bank AG undertook in the Delisting Agreement (as defined in Section 7.4 of the Offer Document and Section VII.1.1.4 of this Statement), subject to its fiduciary duties, to file an application for revocation of the admission of all Aareal Shares to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) no later than four (4) Banking Days prior to the expiration of the Acceptance Period. The Bidder further states that, according to Section 39 para. 2 sentence 3 no. 1 BörsG, revocation of the admission of shares to trading on a regulated market is only legally permissible if at the same time a delisting offer in accordance with WpÜG is published to all outstanding shareholders of the company. Without the Delisting Offer, the Management Board of Aareal Bank AG would not be able to apply for the Delisting, the Bidder states.

1.1.4 Delisting Agreement between Aareal Bank AG and the Bidder

As stated in Section 7.4 of the Offer Document, Aareal Bank AG and the Bidder entered into a delisting agreement on September 20, 2023, which stipulates the principal terms of the Delisting Offer as well as the parties' mutual intentions and understanding with regards thereto and the Delisting (the **Delisting Agreement**). The material terms of the Delisting Agreement are summarized in Sections 7.4.1 to 7.4.4 of the Offer Document.

According to Section 7.4 of the Offer Document, the Bidder and Aareal Bank AG stipulated in the Delisting Agreement, in particular, their joint understanding that, as a consequence of the ownership structure of Aareal Bank AG, a Delisting would be more beneficial to Aareal Bank AG than continuing the stock exchange listing and agreed to take all necessary actions required on their respective parts to effectuate the Delisting.

The material terms of the Delisting Agreement can be summarized as follows:

According to Section 7.4.1 of the Offer Document, the Bidder agreed in the Delisting Agreement to submit a public delisting tender offer to the Aareal Shareholders. With regard to such offer, the material terms were agreed, in particular the Offer Price and the Acceptance Period.

As stated in Section 7.4.2 of the Offer Document, Aareal Bank AG undertook, subject to the fiduciary duties of the Management Board, to apply, pursuant to Section 39 para. 2 BörsG, for the revocation of the admission of the Aareal Shares to trading on the regulated market (*Regulierter Markt*) of the Frankfurt

Stock Exchange (*Frankfurter Wertpapierbörse*) no later than four (4) Banking Days prior to the expiration of the Acceptance Period while the Management Board will give best efforts to achieve the time period required in order to effect the Delisting at the time of the expiry of the Acceptance Period (but not earlier). According to the Bidder's statements, Aareal Bank AG further undertook (i) to refrain from filing any application for any listing of Aareal Shares on any regulated market (*regulierter Markt*) of any stock exchange or taking any action to directly cause, explicitly support or explicitly approve the inclusion of the Aareal Shares in trading on the open market (*Freiverkehr*) of any stock exchange, organized trading facility or any other trading venue, and (ii) until the earlier of (x) the termination of the Delisting Agreement and (y) the completion of the Delisting Offer, subject to the fiduciary duties of the Management Board and the Supervisory Board, to support the Delisting and the Delisting Offer and to refrain from initiating any measure that may adversely affect the Delisting or the Delisting Offer. According to the statements in the Offer Document, Aareal Bank AG has also undertaken in the Delisting Agreement that the Management Board and Supervisory Board of Aareal Bank AG will issue a statement pursuant to Section 27 WpÜG stating, *inter alia* and subject to their fiduciary duties and the review of the Offer Document, that (i) they will submit the application for Delisting, (ii) they support the Delisting Offer, and (iii) they recommend that the Aareal Shareholders accept the Delisting Offer.

As stated in Section 7.4.3 of the Offer Document, the Bidder and Aareal Bank AG confirmed in the Delisting Agreement that the terms and provisions of the Investment Agreement and Relationship Agreement remain unaffected by the Delisting Agreement.

According to Section 7.4.4 of the Offer Document, the Delisting Agreement has an indefinite term. Furthermore, according to the Bidder's statements, the Delisting Agreement provides the parties with termination rights in certain defined circumstances.

1.2 Intentions of the Bidder and Atlantic Lux HoldCo S.à r.l.

Section 7.5 of the Offer Document describes the shared intentions of the Bidder and Atlantic Lux HoldCo S.à r.l. with regard to (i) the Delisting, (ii) the future business activity, assets and future obligations of Aareal Bank AG, (iii) the registered seat and headquarters of Aareal Bank AG and the location of significant parts of the business, (iv) the employees, employee representation and employment conditions, (v) members of the Management Board and the Supervisory Board of Aareal Bank AG, (vi) structural measures and (vii) a domination and/or profit and loss pooling agreement. Intentions with respect to the business activities of the Bidder and Atlantic Lux HoldCo S.à r.l. are then described in Section 7.5.8 of the Offer Document. According to Section 7.5 of the Offer Document, neither the Bidder nor Atlantic Lux HoldCo S.à r.l. have any intentions deviating from or going beyond the intentions set forth in Sections 7.5.1 to 7.5.8 of the Offer Document.

1.2.1 Delisting

As stated in Section 7.5.1 of the Offer Document, the Bidder intends to effect the Delisting in cooperation with Aareal Bank AG. According to the statements in the Offer Document, Aareal Bank AG has undertaken to this end to file the application for Delisting as set out in Section 7.4.2 of the Offer Document.

If the management of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) approves the application for Delisting, it will, according to the Bidder's statements, revoke the admission of the Aareal Shares to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Prime Standard).

As stated in Section 7.5.1 of the Offer Document, a revocation of admission to trading in accordance with Section 39 para. 2 sentence 3 no. 1 BörsG will become effective, according to Section 46 para. 3 of the Rules of the Frankfurt Stock Exchange (*Börsenordnung der Frankfurter Wertpapierbörse*), within three trading days after publication of the revocation decision by the management of the Frankfurt Stock

Exchange. The Delisting will not become effective before the end of the Acceptance Period. According to the statements in the Offer Document, the Aareal Shares which are not tendered during the Acceptance Period will be traded on the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Prime Standard) under ISIN DE000A37FT90 only until the revocation decision becomes effective.

As stated in Section 7.5.1 of the Offer Document, the Bidder expects that the management of the Berlin Stock Exchange (*Börse Berlin*) will promptly end the inclusion of the Aareal Shares in the Berlin Second Regulated Market of the Berlin Stock Exchange (*Börse Berlin*) pursuant to Section 17 para. 2 of the Terms and Conditions for Trading in the Berlin Open Market (*Geschäftsbedingungen für den Freiverkehr an der Börse Berlin*) after the revocation of the admission to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Prime Standard) will become effective, since the inclusion requirements will then no longer be met. The Bidder states that it cannot exclude that also the inclusion of the Aareal Shares in the trading on the open market (*Freiverkehr*) of the stock exchanges in Berlin, Düsseldorf, Hamburg, Hanover, Munich and Stuttgart as well as via Tradegate Exchange will be terminated.

According to the statements in Section 7.5.1 of the Offer Document, the Delisting will in particular have the following consequences for the Aareal Shares and Aareal Shareholders:

- In the event of a Delisting, trading of the Aareal Shares on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (Prime Standard) will end. As a result, the prerequisites for the inclusion of the Aareal Shares in the Berlin Second Regulated Market of the Berlin Stock Exchange (*Börse Berlin*) will, according to the Bidder's statements, no longer be met. The Aareal Shares are not admitted to trading on another regulated market within Germany or the European Union/the European Economic Area. Therefore, Aareal Shareholders will no longer have access to a regulated market for Aareal Shares, which may detrimentally affect the ability to trade in Aareal Shares and result in share price losses.
- According to the Bidder, trading of the Aareal Shares on XETRA, the electronic trading system of the Frankfurt Stock Exchange, ends at the same time at which the Delisting becoming effective.
- According to the statements in the Offer Document, if the Aareal Shares should remain or become included in trading on the open market (*Freiverkehr*) at a stock exchange, these markets may not have sufficient liquidity to enable normal trading activities with the Aareal Shares.
- The Bidder states that it is not possible to rule out the possibility that the application for Delisting or the Delisting may adversely affect the stock exchange price of the Aareal Shares as well as the ability to trade the Aareal Shares in the future and result in share price losses.
- The Bidder further explains that, upon completion of the Delisting, certain legal provisions, in particular provisions of capital market law, are no longer applicable to Aareal Bank AG, the Aareal Shareholders and the Aareal Shares. According to the Offer Document, among others, the rules on the publication and submission of financial statements including the requirements to prepare, publish and submit semi-annual financial reports pursuant to Section 115 WpHG and quarterly reports pursuant to Section 53 of the Rules of the Frankfurt Stock Exchange (*Börsenordnung der Frankfurter Wertpapierbörse*) will no longer apply after completion of the Delisting. Furthermore, upon completion of the Delisting, trading with Aareal Shares will no longer benefit from several transparency and trading rules, particularly Sections 33 et seqq. (notification of voting rights) and 48 et seqq. (information necessary for exercising rights attaching to securities) WpHG, Articles 17 (ad-hoc announcement), 18 (insider lists) and 19 (director's dealings) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse (market abuse regulation) as well as certain provisions of the Rules of the Frankfurt Stock

Exchange (*Börsenordnung der Frankfurter Wertpapierbörse*), the German Stock Corporation Act (*Aktengesetz*) and the German Commercial Code (*Handelsgesetzbuch*), the Bidder states. According to the Offer Document, this will result in a significantly lower level of protection for the Aareal Shareholders.

1.2.2 Future business activity, assets and future obligations of Aareal Bank AG

As stated in Section 7.5.2 of the Offer Document, the Bidder supports the mutually reinforcing business segments of Aareal Bank AG and the strategic ambitions of Aareal Bank AG to strengthen its position as an international provider of real estate and other property-based financings and of software, digital solutions and payment services in particular for the property sector and related industries on the basis of the strategy of the Management Board of Aareal Bank AG.

According to Section 7.5.2 of the Offer Document, the Bidder intends with regard to the future business activity of Aareal Bank AG to achieve organic and inorganic growth of Aareal Bank AG in line with the business plan and the strategy established by the Management Board of Aareal Bank AG. In order to increase growth potential in all three segments of the Aareal Group, the Bidder intends to continue to support Aareal Group in (i) new business origination through providing support regarding market access to new object types or new asset classes, knowledge sharing and underwriting support on the lending side, (ii) optimizing the funding and capitalization structure, *inter alia* through further diversification of the funding mix, including corporate optimizations to secure and enhance Aareal Group's sourcing of deposit funding, (iii) accelerating organic growth, *inter alia* by providing market access as well as attractive cooperation models through the network of the Bidder, and (iv) progressing the transformation of Aareon AG's business model to Software as a Service (SaaS) and continuing the value enhancement plan and efficiency measures and the M&A roadmap for further developing Aareon AG as a software and digital platform. In addition, the Bidder states that it intends to share best practices to enhance Aareal Bank AG's organization, processes, and use of technology, and to cooperate with Aareal Bank AG in relation to NPL topics, *inter alia* with regard to further reducing the Aareal Group's NPL portfolio. According to its statements, the Bidder intends to continue to work with the management of Aareal Bank AG to identify further value-adding initiatives and reviewing strategic measures, which also include a potential sale of shares in Aareon AG, as part of management's routine and ongoing processes for the benefit of Aareal Group stakeholders. Further, according to Section 7.5.2 of the Offer Document, the Bidder intends to make its and its indirect shareholders' expertise and experience in the financial services, software and payment sectors available in order to, together with that of the management of Aareal Bank AG, realize the potential of Aareal Bank AG and further strengthen its position.

As stated in Section 7.5.2 of the Offer Document, the Bidder acknowledges that Aareal Bank AG owns multiple strong brands in certain countries, with the relevant countries and customers having a high level of brand awareness. According to the statements in the Offer Document, the Bidder intends with regard to the use of the assets of Aareal Bank AG to retain the Aareal Group's brands as independent brands (including the trademarks on the Aareal Group's products and services) and to support the Aareal Group in increasing brand awareness. As stated in Section 7.5.2 of the Offer Document, the Bidder respects the intellectual property of Aareal Bank AG and all entities in the Aareal Group. According to its statements, the Bidder acknowledges that the intellectual property of the Aareal Group shall remain with the entities of the Aareal Group and be used by them.

As stated in Section 7.5.2 of the Offer Document, the Bidder intends to reinvest ordinary earnings (with respect to extraordinary earnings see Section 13.3(b) of the Offer Document) into growth and hence take a conservative approach to distributions, maintaining a capitalization in line with regulatory requirements and recommendations, and thus also intends that Aareal Bank AG will not distribute any dividends in the coming years that are not aligned with this approach.

According to Section 7.5.2 of the Offer Document, the Bidder intends to finance further growth of the Aareal Group and to maintain a sound capitalization and long-term rating of Aareal Group's senior preferred debt

by Fitch Ratings of at least A-. With regard to the future obligations of Aareal Bank AG resulting therefrom, the Bidder intends to provide to Aareal Bank AG additional equity financing, if and when needed according to the reasonable assessment of the Management Board of Aareal Bank AG, taking into particular account the envisaged business strategy, subject to any customary internal and external approvals.

According to Section 7.5.2 of the Offer Document, the Bidder has, as agreed in the Investment Agreement, no intention to change the company name of Aareal Bank AG.

1.2.3 Registered seat and headquarters of Aareal Bank AG, location of significant parts of the business

According to the statements in Section 7.5.3 of the Offer Document, there are no intentions by the Bidder with respect to relocating the registered seat or relocating or closing sites of significant parts of the business. The Bidder states that it intends, as agreed in the Investment Agreement, not to (i) relocate Aareal Bank AG's registered office (*Satzungssitz*) and headquarters or (ii) cause the relocation of the location of any important operations and assets (*wesentliche Unternehmensteile*) of the Aareal Group.

1.2.4 Employees, employee representation and employment conditions

As stated in Section 7.5.4 of the Offer Document, the Bidder recognizes that the dedicated staff of the Aareal Group are the foundation of the continued success of Aareal Bank AG. The Bidder states that it recognizes that the continued success of Aareal Bank AG depends on the creativity and performance of the staff of the Aareal Group and their potential to innovate.

According to the statements in Section 7.5.4 of the Offer Document, the Bidder has, as agreed in the Investment Agreement, no intention to cause Aareal Bank AG to take or initiate any action aimed at the amendment or termination of existing shop agreements (*Betriebsvereinbarungen*), collective bargaining agreements (*Tarifverträge*) or similar agreements in Germany, in particular relating to work conditions, of the Aareal Group. The Bidder states that it intends to respect the rights of the employees and works councils (*Betriebsräte*) in the Aareal Group, including the current structures established in connection therewith. According to Section 7.5.4 of the Offer Document, the Bidder has, as agreed in the Investment Agreement, no intention to cause Aareal Bank AG to take actions that would result in a change of the agreed pension plans or similar commitments to employees or to cause Aareal Bank AG to leave the employers' association (*Arbeitgeberverband*).

Furthermore, the Bidder describes in Section 7.5.4 of the Offer Document that, as agreed in the Investment Agreement, it does not have any intention to cause Aareal Bank AG to reduce the current staffing levels of the Aareal Group beyond the reduction in staffing levels planned by the Management Board as part of its existing strategy, unless deemed necessary by the Management Board as part of normal management of the business in accordance with the strategy pursued by the Management Board. The Bidder states that it intends to support an increase of the current staffing levels of the Aareal Group in the relevant segments in a manner that supports the business plan.

Further, according to Section 7.5.4 of the Offer Document, the Bidder has, as agreed in the Investment Agreement, no intention to cause Aareal Bank AG to take any actions that would lead to a change in the existing level or the status of co-determination in the Supervisory Board save for any changes required by law.

The Bidder states that, apart from this, it has no intentions that could affect the employees of Aareal Bank AG, their representation or their employment conditions.

1.2.5 Members of the Management Board and the Supervisory Board of Aareal Bank AG

According to the statements in Section 7.5.5 of the Offer Document, the Bidder has full confidence in the present members of the Management Board of Aareal Bank AG and intends that the Management Board continues in its current composition to lead Aareal Bank AG, since it is of crucial importance to the future success of Aareal Bank AG. As stated in Section 7.5.5 of the Offer Document, the Bidder has no intention to effect or initiate a change of the composition of the Management Board. The Bidder also states that it has no intention to initiate, and has no intention to otherwise support, any action aiming at the removal of the current members of the Management Board or the termination of any corresponding service agreement.

As stated in Section 7.5.5 of the Offer Document, the Bidder has no intention to change the areas of responsibility of the members of the Management Board with regard to Aareal Bank AG's business.

According to its statements, the Bidder acknowledges that the Supervisory Board of Aareal Bank AG shall continue to consist of twelve (12) members, including four (4) employee representatives, save for any changes required by law provided that the size of the Supervisory Board may be increased, to the extent legally permissible, if otherwise the number of representatives elected by shareholders would be reduced below eight (8) members. According to the statements in the Offer Document, the Bidder intends to maintain a composition of the Supervisory Board which appropriately reflects the Bidder's holding in Aareal Bank AG and which shall include the chairperson of the Supervisory Board.

As stated in Section 7.5.5 of the Offer Document, the Bidder acknowledges that the Supervisory Board (i) in accordance with and in following the respective recommendations of the German Corporate Governance Code (**GCGC**), shall have at least two (2) independent members (including the chair of the audit committee), and (ii) in accordance with the expectations of the regulatory authorities, particularly the applicable EBA guidelines, shall have a sufficient number of independent members who shall be actively involved in the work of the Supervisory Board committees.

The Bidder states that, apart from this, it has no intentions with respect to the members of the Management Board and Supervisory Board.

1.2.6 Structural measures

In Section 7.5.6 of the Offer Document, the Bidder sets out in detail that, apart from the following intentions, the Bidder has no intentions with respect to structural measures.

According to Section 7.5.6 of the Offer Document, the Bidder intends, subject to market conditions, the economic situation and regulatory framework and only insofar as it is economically reasonable, to evaluate whether to demand that the general meeting of Aareal Bank AG resolves to transfer the Aareal Shares of the outside Aareal Shareholders to the Bidder in exchange for a fair cash compensation according to Sections 327a et seqq. AktG (squeeze-out under stock corporation law) if it holds at least 95% of the share capital of Aareal Bank AG after the completion of the Delisting Offer. The amount of the cash compensation would be calculated based on the circumstances existing at the time when Aareal Bank AG's general meeting passes the relevant resolution. The amount of the fair cash compensation could be equal to the Offer Price, but could also be higher or lower.

According to Section 7.5.6 of the Offer Document, the Bidder has, due to bank regulatory reasons, no intention to carry out the exclusion of the outside Aareal Shareholders in exchange for appropriate cash compensation pursuant to Section 62 para. 5 of the German Transformation Act (*Umwandlungsgesetz*) in conjunction with Sections 327a et seqq. AktG (squeeze-out under transformation law) for which it has already reached the required ownership threshold of 90%.

1.2.7 No domination and/or profit and loss pooling agreement

As stated in Section 7.5.7 of the Offer Document, the Bidder has no intention to conclude a domination and/or profit and loss pooling agreement with Aareal Bank AG and undertook in the Investment Agreement not to cause Aareal Bank AG to conclude a domination and/or profit and loss pooling agreement with the Bidder or any affiliated company to the Bidder.

1.2.8 Intentions with respect to the business activities of the Bidder and Atlantic Lux HoldCo S.à r.l.

As stated in Section 7.5.8 of the Offer Document, the Bidder and Atlantic Lux HoldCo S.à r.l. have no intentions that could have consequences for the registered office or the location of significant parts of the Bidder's or Atlantic Lux HoldCo S.à r.l.'s business or the employees, their representation and employment conditions, or the members of the management bodies of Atlantic Lux HoldCo S.à r.l. or the Bidder. With the exception of the consequences for the assets, liabilities, financial position, and results of the Bidder and Atlantic Lux HoldCo S.à r.l. which are set out in Section 13 of the Offer Document, there are, according to the Bidder, no intentions of the Bidder and Atlantic Lux HoldCo S.à r.l. that could have consequences for the use of assets or the future obligations of Atlantic Lux HoldCo S.à r.l. or the Bidder. According to Section 7.5.8 of the Offer Document, the Bidder and Atlantic Lux HoldCo S.à r.l. have no further intentions with respect to the future business activities of Atlantic Lux HoldCo S.à r.l. or the Bidder.

2. **Assessment of the intentions of the Bidder and the expected consequences for Aareal Bank AG**

The Management Board and the Supervisory Board have duly and thoroughly assessed the intentions of the Bidder and Atlantic Lux HoldCo S.à r.l. stated in the Offer Document. The intended measures and objectives have already been agreed to a material extent in the Investment Agreement, in which the Bidder and Aareal Bank AG have, in particular, agreed on more detailed terms of their future cooperation (see Section VII.1.1.1 above), and are also specified in more detail in the Relationship Agreement (see Section VII.1.1.1 above). Also, the joint agreements and provisions for the implementation of the Delisting have already been laid down in the Delisting Agreement (see Section VII.1.1.4 above).

The Management Board and the Supervisory Board expressly welcome the fact that, by entering into the Investment Agreement, the Bidder has established a sound and reliable contractual basis, including the Relationship Agreement, for its objectives and intentions regarding the Offer and, by entering into the Delisting Agreement enables the process to be implemented in an orderly manner. This creates clarity and a stable foundation for a future cooperation.

The Management Board and the Supervisory Board are of the opinion that the intentions stated in the Delisting Offer and their possible consequences are beneficial for the future of the Company and its business activities and, therefore, support them. The Management Board and the Supervisory Board will also procure the implementation of the Delisting in accordance with the Delisting Agreement.

2.1 Background of the Offer

The Management Board and the Supervisory Board note the Bidder's statements regarding the background of the Offer, including its statements regarding the previous Takeover Offer, the economic and strategic background of the Offer, the Delisting requirements and the Delisting Agreement, and support this background.

The Management Board and the Supervisory Board share the Bidder's conviction that the planned Delisting of the Aareal Shares and the intended immediate termination of the inclusion of the Aareal Shares

in all other organized trading platforms (in particular the open markets) are in the interest of Aareal Bank AG and the Aareal Shareholders. They also share the opinion of the Bidder that the Delisting will enable Aareal Bank AG to take decisions with a long-term perspective, independent of short-term investor expectations and the special regulations which listed companies are subject to. The Management Board and the Supervisory Board support the Bidder's statement that the revocation of the stock exchange listing and the termination of inclusion in other trading platforms also enable Aareal Bank AG to save costs associated with the maintenance of a stock exchange listing and to release the management capacities claimed by the stock exchange listing. They also share the Bidder's opinion that, given the Bidder holds approx. 90% in Aareal Bank AG, the public equity capital market has no longer the same significance as a financing source for Aareal Bank AG that it had before when its share capital was not so closely held. The Management Board and the Supervisory Board also share the view that the Delisting Offer offers the Aareal Shareholders an immediate and liquidity-independent disinvestment opportunity.

The Management Board and the Supervisory Board also note the Bidder's statements regarding the Delisting requirements and the Delisting agreement (as also described in Section VII.1.1.3 and Section VII.1.1.4 of this Statement) and support them.

2.2 Delisting

The Management Board and the Supervisory Board note the Bidder's statements regarding the Delisting (as stated in Section 7.5.1 of the Offer Document and described in Section VII.1.2.1 of this Statement). The Management Board and the Supervisory Board also note the statements on the consequences of the Delisting for the Aareal Shares and the Aareal Shareholders as described by the Bidder. However, the Management Board and the Supervisory Board add that, based on the current assessment of the Management Board, it is intended to continue to comply with at least certain transparency and reporting measures on a voluntary basis after completion of the Delisting; this includes, in particular, the preparation and publication of quarterly and half-yearly financial reports of Aareal Bank AG.

2.3 Future business activity, assets and future obligations of Aareal Bank AG

The Management Board and the Supervisory Board welcome that the Bidder supports the mutually reinforcing business segments of Aareal Bank AG and the strategic ambitions of Aareal Bank AG to strengthen its position as an international provider of real estate and other property-based financings and of software, digital solutions and payment services in particular for the property sector and related industries on the basis of the strategy of the Management Board of Aareal Bank AG.

The Management Board and the Supervisory Board also note positively that the Bidder intends with regard to the future business activity of Aareal Bank AG to achieve organic and inorganic growth of Aareal Bank AG in line with the business plan and the strategy established by the Management Board of Aareal Bank AG. In order to increase growth potential in all three segments of the Aareal Group, the Bidder intends to continue to support Aareal Group in (i) new business origination through providing support regarding market access to new object types or new asset classes, knowledge sharing and underwriting support on the lending side, (ii) optimizing the funding and capitalization structure, inter alia through further diversification of the funding mix, including corporate optimizations to secure and enhance Aareal Group's sourcing of deposit funding, (iii) accelerating organic growth, inter alia by providing market access as well as attractive cooperation models through the network of the Bidder, and (iv) progressing the transformation of Aareon AG's business model to Software as a Service (SaaS) and continuing the value enhancement plan and efficiency measures and the M&A roadmap for further developing Aareon AG as a software and digital platform, and the Management Board and the Supervisory Board support all these intentions. The Management Board and the Supervisory Board also welcome the Bidder's intention to share best practices to enhance Aareal Bank AG's organization, processes, and use of technology, and to cooperate with Aareal Bank AG in relation to NPL (non-performing loans) topics, *inter alia* with regard to further reducing the Aareal Group's NPL portfolio. Furthermore, the Management Board and the Supervisory Board

welcome the Bidder's intention to continue to work with the management of Aareal Bank AG to identify further value-adding initiatives and reviewing strategic measures, which also include a potential sale of shares in Aareon AG, as part of management's routine and ongoing processes for the benefit of Aareal Group stakeholders. The Management Board and the Supervisory Board also note positively that the Bidder intends to make its and its indirect shareholders' expertise and experience in the financial services, software and payment sectors available in order to, together with that of the management of Aareal Bank AG, realize the potential of Aareal Bank AG and further strengthen its position.

The Management Board and the Supervisory Board also support all further intentions of the Bidder set out in Section 7.5.2 of the Offer Document. These include the Bidder's acknowledgement that Aareal Bank AG owns multiple strong brands in certain countries, with the relevant countries and customers having a high level of brand awareness, and, with regard to the use of the assets of Aareal Bank AG, the Bidder's intention to retain the Aareal Group's brands as independent brands (including as trademarks on the Aareal Group's products and services) and to support the Aareal Group in increasing brand awareness. The Management Board and the Supervisory Board welcome the fact that the Bidder respects the intellectual property of Aareal Bank AG and all entities in the Aareal Group, and that the Bidder acknowledges that the intellectual property of the Aareal Group shall remain with the entities of the Aareal Group and be used by them.

In this connection, the Management Board and the Supervisory Board also expressly welcome the fact that the Bidder intends to finance further growth of the Aareal Group and to maintain a sound capitalization and long-term rating of Aareal Group's senior preferred debt by Fitch Ratings of at least A-.

Finally, the Management Board and the Supervisory Board also note positively that, as agreed in the Investment Agreement, the Bidder has no intention to change the company name of Aareal Bank AG.

2.4 Registered seat and headquarters of Aareal Bank AG, location of significant parts of the business

The Management Board and the Supervisory Board welcome the fact that the Bidder has no intentions with respect to relocating the registered seat or relocating or closing sites of significant parts of the business.

2.5 Employees, employee representation and employment conditions

The Management Board and the Supervisory Board share the Bidder's conviction that Aareal Group's dedicated staff are the foundation of Aareal Bank AG's continued success and that Aareal Bank AG's continued success depends on the creativity and performance of the staff of the Aareal Group and their potential to innovate.

Due to the statutory concept of the joint reasoned statement as counterpart to the Offer Document, the assessment of the intentions of the Bidder and of Atlantic Lux HoldCo S.à r.l. by the Management Board and the Supervisory Board are limited in this sub-section, too, to the intentions described in the Offer Document. The Management Board and the Supervisory Board share the view that especially the contractual terms of the current Investment Agreement described in Section 7.5.4 of the Offer Document provide a positive full protection against the expected consequences for the employees. They therefore expressly welcome the fact that, as agreed in the Investment Agreement, the Bidder states that it has no intention to cause Aareal Bank AG to take or initiate any action aimed at the amendment or termination of existing shop agreements (*Betriebsvereinbarungen*), collective bargaining agreements (*Tarifverträge*) or similar agreements in Germany, in particular relating to work conditions, of the Aareal Group.

The Management Board and the Supervisory Board note positively that the Bidder intends to respect the rights of the employees and works councils (*Betriebsräte*) in the Aareal Group. The Management Board

and the Supervisory Board also note positively that, as agreed in the Investment Agreement, the Bidder has no intention to cause Aareal Bank AG to take actions that would result in a change of the agreed pension plans or similar commitments to employees or to cause Aareal Bank AG to leave the employers' association (*Arbeitgeberverband*).

In addition, the Management Board and the Supervisory Board welcome the fact that, as also agreed in the Investment Agreement, the Bidder does not have any intention to cause Aareal Bank AG to reduce the current staffing levels of the Aareal Group beyond the reduction in staffing levels planned by the Management Board as part of its existing strategy, unless deemed necessary by the Management Board as part of normal management of the business in accordance with the strategy pursued by the Management Board, and that the Bidder intends to support an increase of the current staffing levels of the Aareal Group in the relevant segments in a manner that supports the business plan.

The Management Board and the Supervisory Board also note positively that the Bidder has no intention to cause Aareal Bank AG to take any actions that would lead to a change in the existing level or the status of co-determination in the Supervisory Board save for any changes required by law.

The Management Board and the Supervisory Board therefore each assume that the completion of the Delisting Offer will not have any adverse effects on the employees of Aareal Bank AG and the Aareal Group with regard to their employment contracts and work conditions. Furthermore, the Management Board and the Supervisory Board each assume that the completion of the Delisting Offer will not have any consequences for the employee representative bodies, in particular the works councils, in the Aareal Group.

2.6 Members of the Management Board and the Supervisory Board of Aareal Bank AG

The Management Board and the Supervisory Board note that the Bidder has, according to its statements, full confidence in the present members of the Management Board of Aareal Bank AG and intends that the Management Board continues in its current composition to lead Aareal Bank AG, since it is, according to the Bidder's statements, of crucial importance to the future success of Aareal Bank AG. The Management Board and the Supervisory Board also note the Bidder's statements in the Offer Document that it has no intention to effect or initiate a change of the composition of the Management Board or to initiate, or otherwise support, any action aiming at the removal of the current members of the Management Board or the termination of any corresponding service agreement. The Supervisory Board only comments in this regard that, on the basis of its sole personnel competence, it regularly reviews and, if necessary or appropriate, adjusts the composition of the Management Board of Aareal Bank AG to ensure that it is in the best interests of the Company.

Furthermore, the Management Board and the Supervisory Board note that the Bidder, according to its statements in the Offer Document, has no intention to change the areas of responsibility of the members of the Management Board with regard to Aareal Bank AG's business. The Supervisory Board only comments in this regard that it regularly reviews and, if necessary or appropriate, adjusts the areas of responsibility of the members of the Management Board of Aareal Bank AG to ensure that they are in the best interests of the Company.

The Management Board and the Supervisory Board support the further intentions of the Bidder with regard to the composition of the Supervisory Board set out in Section 7.5.5 of the Offer Document, in particular that these intentions will be in accordance with and follow the respective recommendations of the GCGC and, in accordance with the expectations of the regulatory authorities, particularly the applicable EBA guidelines that the Supervisory Board shall have a sufficient number of independent members who shall be actively involved in the work of the Supervisory Board committees.

The Management Board and the Supervisory Board consider as normal and appropriate and acknowledge and agree that the Bidder intends to maintain a composition of the Supervisory Board which appropriately reflects the Bidder's holding in Aareal Bank AG, and which shall include the chairperson of the Supervisory Board.

2.7 Structural measures

The Management Board and the Supervisory Board note that the Bidder intends, subject to market conditions, the economic situation and regulatory framework and only insofar as it is economically reasonable, to evaluate whether to demand that the general meeting of Aareal Bank AG resolves to transfer the Aareal Shares of the outside Aareal Shareholders to the Bidder in exchange for a fair cash compensation according to Sections 327a et seqq. AktG (squeeze-out under stock corporation law) if it holds at least 95% of the share capital of Aareal Bank AG after the completion of the Delisting Offer.

The Management Board and the Supervisory Board also note that the Bidder has, due to bank regulatory reasons, no intention to carry out the exclusion of the outside Aareal Shareholders in exchange for appropriate cash compensation pursuant to Section 62 para. 5 of the German Transformation Act (*Umwandlungsgesetz*) in conjunction with Sections 327a et seqq. AktG (squeeze-out under transformation law) despite the fact that it would be entitled to do so because it already holds, according to its statements, 90% of the share capital of Aareal Bank AG.

Under the conditions described above, the Management Board and the Supervisory Board consider the assessment of the aforementioned measure, i.e. a squeeze-out under stock corporation law, to be reasonable and also justified from the Bidder's commercial perspective. If the Bidder achieves a level of shareholding that entitles it to perform a squeeze-out, the trading in Aareal Shares might no longer be sufficiently liquid. In addition, the outside Aareal Shareholders are protected by the provisions of law applicable to such structural (squeeze-out) measures, especially the judicial appraisal proceedings in which the offered cash compensation can be reviewed.

For the consequences of the structural measures for the Aareal Shareholders, please refer to Section VIII.2 of this Statement.

2.8 No domination and/or profit and loss pooling agreement

The Management Board and the Supervisory Board of Aareal Bank AG welcome the fact that the Bidder has no intention to conclude a domination and/or profit and loss pooling agreement with Aareal Bank AG as the controlled company and undertook in the Investment Agreement not to cause Aareal Bank AG to conclude a domination and/or profit and loss pooling agreement with the Bidder or any affiliated company to the Bidder. In the view of the Management Board and the Supervisory Board, this increased the transaction certainty with regard to obtaining the approval of the execution of the previous Takeover Offer from the banking regulators.

Without the conclusion of a domination and/or profit and loss pooling agreement, Aareal Bank AG will also retain a higher degree of legal independence than otherwise, and the Management Board and the Supervisory Board again note this positively.

2.9 Intentions with respect to the business activities of the Bidder and Atlantic Lux HoldCo S.à r.l.

The Management Board and the Supervisory Board note that the Bidder and Atlantic Lux HoldCo S.à r.l. have no intentions that could have consequences for the registered office or the location of significant parts of the Bidder's or Atlantic Lux HoldCo S.à r.l.'s business or the employees, their representation and

employment conditions, or the members of the management bodies of Atlantic Lux HoldCo S.à r.l. or the Bidder. With the exception of the consequences for the assets, liabilities, financial position, and results of the Bidder and Atlantic Lux HoldCo S.à r.l. which are set out in Section 13 of the Offer Document, there are no intentions of the Bidder and Atlantic Lux HoldCo S.à r.l. that could have consequences for the use of assets or the future obligations of Atlantic Lux HoldCo S.à r.l. or the Bidder. The Management Board and the Supervisory Board also note that the Bidder and Atlantic Lux HoldCo S.à r.l. have no further intentions with respect to the future business activities of Atlantic Lux HoldCo S.à r.l. or the Bidder.

2.10 Tax consequences

The Delisting Offer and its completion may entail consequences for the tax situation of Aareal Bank AG and its subsidiaries. Tax consequences may result from further-reaching structural measures (see Section 1.2.6 of this Statement); however, these require a tax assessment in each individual case and will not be explained in detail here.

With regard to the properties of Aareal Group entities located in Germany, the Management Board and the Supervisory Board point out for transparency purposes that the property holding Aareal Group entities may be subject to German real estate transfer tax.

The Management Board and the Supervisory Board do not expect that the Delisting Offer will give rise to a 'harmful acquisition of shares' (*schädlicher Beteiligungserwerb*) which may result in the loss of corporate income tax and trade tax loss carryforwards. However, they point out that, as a result of the completion of the Takeover Offer on June 7, 2023, the Bidder acquired approximately 73.81% of the share capital and voting rights in Aareal Bank AG and that this acquisition constituted a 'harmful acquisition of shares', which may have resulted in a (pro rata) loss of corporate income tax and trade tax loss carryforwards.

However, in this Statement, the Management Board and the Supervisory Board do not provide any tax advice and, in particular, do not assess any tax consequences for the Bidder and other Aareal Shareholders or examine any tax implications abroad.

2.11 Financial consequences

With regard to the consequences of a successful Offer for existing financing agreements of the Aareal Group, the Management Board and the Supervisory Board point out that there are no material financing agreements in respect of which the counterparty has a termination right in the event of a Delisting.

2.12 Consequences for material contractual agreements

With regard to the consequences of a successful Offer for material contractual agreements of the Aareal Group, the Management Board and the Supervisory Board point out that there are no material contractual agreements in respect of which the counterparty has a termination right in the event of a Delisting.

The service contracts of individual members of the Management Board of Aareal Bank AG provide that, in the event that a Delisting occurs within 24 months of the change of control and the relevant member of the Management Board subsequently resigns from the Management Board, the loss of the Management Board position is deemed to have occurred due to the change of control. In this event, the relevant member of the Management Board is entitled to (i) the fixed remuneration, (ii) the variable remuneration, and (iii) the contractual ancillary benefits, in each case for the remaining term of the contract, without continuing to perform any duties on the Management Board for Aareal Bank AG. The relevant member of the Management Board is entitled to demand payment of the monthly fixed remuneration for the remaining term of the contract as a single, lump-sum payment - weighted by survival probability and discounted to the payment date. The variable remuneration is subject to the general terms and conditions of the

Management Board service contract, that is, in particular, the deferral periods, holding periods and malus provisions are applicable. In cases like these, the extent to which individual and divisional targets and the strategic component were achieved on average during the last three financial years prior to the termination of the Management Board position is used as a basis to determine the target achievement level in respect of the strategic component for the remaining term of the contract. The Group component continues to be determined during the remaining term of the contract on the basis of objective target achievement. The total amount of payments upon departure from the Management Board is limited in the sense of a severance payment cap.

For further details, please refer to the Remuneration Report for the 2022 financial year, and to the Remuneration Report published on the website of Aareal Bank AG.

In February 2023, special agreements were concluded with individual members of the Management Board of Aareal Bank AG, granting an entitlement to a retention bonus if, after the change of control, the Management Board member declares resignation not immediately but with a notice period of four months to the end of a month. The retention bonus is subject to the general terms and conditions of the Management Board service contract for variable remuneration, that is, in particular, the deferral periods, holding periods and malus provisions are applicable. However, the retention bonus is not subject to the achievement of performance targets, and the calculation of the Group component is based on the Group component last determined before the due date of the retention bonus. In the event that a Delisting is initiated or completed prior to the date on which the resignation from the Management Board becomes effective, the retention bonus will consist of the fixed remuneration for the period beginning on the day after occurrence of the change of control and ending on the date on which the resignation from the Management Board becomes effective and of the variable remuneration for the period beginning on the date on which the Management Board resolves to initiate a Delisting and ending on the date on which the resignation from the Management Board becomes effective.

VIII. CONSEQUENCES FOR THE AAREAL SHAREHOLDERS

The following remarks are intended to provide the Aareal Shareholders with information concerning the assessment of the consequences of accepting or not accepting the Offer. The following considerations do not claim to be exhaustive. It is the own responsibility of each Aareal Shareholder to evaluate the consequences of accepting or not accepting the Offer. The Management Board and the Supervisory Board therefore recommend that Aareal Shareholders seek professional advice, if necessary.

The Management Board and the Supervisory Board further point out that they do not and cannot assess whether Aareal Shareholders might be exposed to possible tax disadvantages (especially any tax liability on capital gains) or if tax benefits could be forfeited as a result of accepting or not accepting the Offer. The Management Board and Supervisory Board recommend that, before deciding to accept or not accept the Offer, Aareal Shareholders should seek tax advice, taking into consideration the personal circumstances of the Shareholder in question.

1. Possible consequences for Aareal Shareholders who accept the Delisting Offer

Aareal Shareholders intending to accept the Bidder's Delisting Offer should, in particular, consider the following in the light of the statements made above:

- Aareal Shareholders who accept or have accepted the Offer will in future no longer be able to benefit from any positive performance of the stock exchange price of the Aareal Shares, if there continues to be any such price, or from any positive development of the business of the Company and its subsidiaries. On the other hand, Aareal Shareholders who accept or have accepted the

Offer are no longer exposed to the risks that may result from negative developments of the Company or of the market environment.

- According to the WpÜG, the Bidder is entitled to modify the Offer Consideration up to one business day prior to the end of the Acceptance Period. However, the Bidder may not reduce the Offer Consideration. In the event of an amendment of the Offer, those Aareal Shareholders who have accepted the Offer have a right of withdrawal.
- With the transfer of the Aareal Share upon the settlement of the Offer, all ancillary rights existing at the time of the settlement will be transferred to the Bidder and individual claims, in particular the right to dividends, will be assigned to the Bidder.
- A withdrawal from acceptance of the Offer is only possible under the narrow conditions set out in Sections 15.1 and 15.2 of the Offer Document, and only until the end of the Acceptance Period.
- According to Section 11.7 of the Offer Document, it is not intended to organize trading, or apply for admission to trading on a stock exchange, of the Tendered Aareal Shares under ISIN DE000A37FT33. Aareal Shareholders who have accepted the Delisting Offer will therefore no longer be able to trade their Tendered Aareal Shares on the stock exchange once the Tendered Aareal Shares have been booked into ISIN DE000A37FT33.
- If the Bidder or any of the persons acting jointly with it or their subsidiaries acquire Aareal Shares off the stock exchange within one year of the publication of the number of Aareal Shares to which it or they are entitled following the end of the Acceptance Period and resulting from the acceptance of the Offer (Section 23 para. 1 sentence 1 no. 2 WpÜG), and the value of the consideration granted or agreed in this respect is higher than that specified in the Offer, the Bidder must pay to the Aareal Shareholders who have accepted the Offer a consideration in the amount of the applicable difference. On the other hand, there is no such claim to subsequent improvement of the consideration under the Offer if acquisitions are made off the stock exchange in return for a higher consideration following the end of this subsequent acquisition period of one year. Such a claim to improvement also does not exist in the case of share acquisitions in connection with a statutory obligation to pay a compensation to Aareal Shareholders. The Bidder can, moreover, also purchase Aareal Shares on the stock exchange at a higher price during the aforementioned one-year subsequent acquisition period without having to adjust the consideration in favor of those Aareal Shareholders who have already accepted the Offer.
- Aareal Shareholders who accept the Offer will not participate in a cash compensation of whatever type that is legally payable in the case of certain structural measures implemented following completion of the Offer (for more details, see the statements in Sections 7.5.6 and 7.5.7 of the Offer Document). As a rule, compensation payments made (if any) will be determined on the basis of the total value of an enterprise, and may be reviewed in judicial proceedings. Such compensation payments may be equal to the amount of the Offer Price, but may also be higher or lower. The Management Board and the Supervisory Board are of the opinion that it cannot be ruled out that compensation payments made at a future point in time could exceed the Offer Price. Even if this is the case, the Shareholders of Aareal Bank AG accepting the Offer will not be entitled to such compensation payments or to any additional payments.

2. Possible consequences for Aareal Shareholders who do not accept the Offer

Aareal Shareholders who do not accept the Offer and who do not otherwise dispose of their Aareal Shares will remain shareholders of Aareal Bank AG as before. Aareal Shares for which the Delisting Offer is not

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accepted may continue to be traded on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) until the Delisting becomes effective.

However, Aareal Shareholders should note in particular, the Bidder's statements in Section 14 of the Offer Document as well as to the following:

- They will bear the risks and rewards of the future performance of the Aareal Shares in respect of which they do not accept the Offer.
- The current stock exchange price of the Aareal Share also reflects the fact that the Bidder published on September 20, 2023 its decision to launch the Delisting Offer and other announcements made by the Bidder since April 7, 2022, in particular the publication of the Bidder's decision to launch the Takeover Offer on April 7, 2022. Therefore, it is uncertain whether the stock exchange price of the Aareal Shares following the settlement of the Delisting Offer, if there continues to be any such price, will remain at the current level or whether it will rise or fall.
- The successful completion of the Delisting Offer will result in a further reduction of the free float of the Aareal Shares. This could have the result that purchase and sell orders cannot be executed at all or cannot be executed in a timely fashion. Furthermore, low liquidity of the Aareal Shares could result in greater price fluctuations of the Aareal Shares than in the past.
- Already since the settlement of the Takeover Offer, the Bidder has the qualified voting majority required to enforce all important structural and other measures under corporate law at the general meeting of Aareal Bank AG. This includes, for example, the election and the dismissal of shareholder representatives of the Supervisory Board, granting or rejecting discharge of Management Board or Supervisory Board members, amendments to the articles of association, capital increases, exclusion of subscription rights for shareholders in capital measures as well as enterprise agreements such as a domination and profit and loss transfer agreement, reorganizations, mergers and dissolution of Aareal Bank AG. Only in the case of some of the aforementioned measures there would be an obligation on the part of the Bidder under German law to submit to the minority shareholders, on the basis of a company valuation of Aareal Bank AG, an offer to acquire their Aareal Shares in exchange for a reasonable compensation or to grant other compensation. Because such company valuation would have to be based on circumstances existing at the time of the resolution adopted by Aareal Bank AG's general meeting for the respective measure, such offer for compensation could be equivalent in value to the Offer Price but it could also be lower or higher. With respect to the intentions of the Bidder regarding structural measures, please refer to Sections 7.5.6 und 7.5.7 of the Offer Document and Sections VII.1.2.6 and VII.1.2.7 of this Statement. In particular, the Bidder has no intention to conclude a domination and/or profit and loss pooling agreement with Aareal Bank AG and undertook in the Investment Agreement not to cause Aareal Bank AG to conclude a domination and/or profit and loss pooling agreement with the Bidder or any affiliated company to the Bidder.
- The Bidder could demand the transfer of the Aareal Shares of the outside shareholders to the principal shareholder in exchange for a fair cash compensation (squeeze-out), if it directly or indirectly holds the required number of Aareal Shares (see, in particular, Section 7.5.6 and Section 14(e) of the Offer Document as well as Section VII.2.7 of this Statement). However, for reasons of banking regulation, the Bidder does not intend to carry out a squeeze-out under transformation law.

IX. NO MANDATORY OFFER WHEN ACQUIRING CONTROL OVER THE COMPANY

At the time of publication of the Offer Document, the Bidder already held 53,967,286 Aareal Shares, equaling approximately 90.16% of the current share capital and voting rights of Aareal Bank AG. As the Bidder and, indirectly, Atlantic Lux HoldCo S.à r.l. have already acquired control of Aareal Bank AG according to Section 29 para. 2 WpÜG, a mandatory offer for the Aareal Shares cannot be triggered as a result of the completion of the Delisting Offer.

X. INTERESTS OF THE MEMBERS OF THE MANAGEMENT BODIES OF AAREAL BANK AG

The Bidder and the persons acting jointly with it within the meaning of Section 2 para. 5 WpÜG have not exerted any influence on Aareal Bank AG or its management bodies in connection with the Offer and this Statement.

No cash payments, cash-equivalent benefits or other benefits, including any compensation incentives, were granted or suggested to the members of the Management Board and the members of the Supervisory Board of Aareal Bank AG in the Investment Agreement or otherwise in connection with the Delisting Offer.

The Management Board and the Supervisory Board also point out that the service contracts of individual members of the Management Board of Aareal Bank AG provide, subject to certain conditions, for payments upon departure in the event of resignation from the Management Board following a Delisting in an amount equal to the entitlements to remuneration for the remaining term of the contract; in addition, special agreements concluded with individual members of the Management Board provide for the payment of a retention bonus (for more information, please refer to Section VII.2.12 of this Statement). In the opinion of the Management Board and the Supervisory Board, these provisions do not constitute a conflict of interest with regard to the resolution of Aareal Bank AG's Management Board on this Statement but enable the members of the Management Board to assess the Offer without being influenced by potential financial consequences of a successful Offer for their own work. These are provisions that, for purposes of full transparency, were also disclosed to all members of the Management Board and the Supervisory Board of Aareal Bank AG.

It should further be noted that the Supervisory Board member Mr Hans-Hermann Anton Lotter did not participate in the preparation of this Statement and abstained from voting on the resolution on the Supervisory Board as a precautionary measure due to his significant business relationship with the Bidder in his capacity as managing director of the Bidder.

XI. INTENTION TO ACCEPT THE OFFER

At the time of publication of this Statement, none of the members of the Management Board and of the Supervisory Board of Aareal Bank AG hold any Aareal Shares; therefore, they cannot make any decision on the acceptance of the Offer.

XII. FINAL ASSESSMENT

The Management Board and the Supervisory Board have, after intensive deliberations and having also considered the terms of the Delisting Agreement and the overall circumstances underlying it as described in this Statement, independently of each other come to the conclusion that the Delisting is in the best interest of Aareal Bank AG, the Aareal Shareholders, the employees and the other material stakeholders

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of the Company. The intentions expressed by the Bidder in the Offer Document and in the Investment Agreement and the agreements made with regard to Aareal Bank AG and the Aareal Group are viewed positively by the Management Board and the Supervisory Board, especially because the current Investment Agreement and the Relationship Agreement secure key interests of the Company and its material stakeholders. In particular, the Management Board and the Supervisory Board consider access to the capital market to be a less appropriate financing option due to the Company's new shareholder structure because Aareal Bank AG now has, with the Bidder and Atlantic Lux HoldCo S.à r.l., a shareholder which agreed with Aareal Bank AG to continue to support Aareal Bank AG as a financing partner after Delisting, following on from the Investment Agreement. The Management Board and the Supervisory Board also believe that the fact that certain capital market requirements will be reduced as a result of the Delisting are positive for the Company because they enable the Company to save certain administrative costs and, in particular, to release the management capacities claimed by the stock exchange listing, which will create more capacities for strategic developments and strategic customer service. This also applies in view of the fact that only a relatively small number of Aareal Shares is still held in free float.

As explained in this Statement, the Management Board and the Supervisory Board believe that the Offer Consideration complies with the statutory requirements regarding the minimum price of the consideration and, in addition, can be deemed fair on the basis of the historical stock exchange prices of the Aareal Shares and certain other assumptions and considerations set out above. The Management Board and the Supervisory Board therefore support the Bidder's Delisting Offer, which they consider to be in the best interests of the Company, and recommend that the Aareal Shareholders accept the Delisting Offer. The Management Board and the Supervisory Board had also recommended in their joint reasoned statement regarding the previous Takeover Offer that the shareholders should accept that Offer, which was then completed.

Notwithstanding this recommendation, each Aareal Shareholder in each individual case is responsible for making their own decision on whether or not to accept the Offer, taking into account the overall circumstances, their personal situation and their own assessment of the possible future performance of the value and stock exchange price of the Aareal Shares. Subject to statutory provisions, the Management Board and the Supervisory Board accept no liability, should an Aareal Shareholder suffer any economic disadvantages as a result of accepting or not accepting the Offer. In particular, the Management Board and the Supervisory Board do not make any assessment as to whether a higher or lower consideration than that in the Offer could be determined in the future, for example in the implementation of a structural measure, to which shareholders who accept the Offer will then not be entitled.

The Management Board and the Supervisory Board of the Company have each unanimously approved the contents of this joint Reasoned Statement and support the Bidder's Offer. The contents of this Statement were – after extensive deliberations on the draft version of this Statement, with Hans-Hermann Anton Lotter not participating in these discussions – last discussed by the Management Board on October 30, 2023.

Wiesbaden, October 30, 2023

Aareal Bank AG

The Management Board

The Supervisory Board

Annex

Subsidiaries of Aareal Bank AG

Annex – Subsidiaries of Aareal Bank AG

No.	Company	Seat
1.	Aareal Bank Asia Ltd.	Singapore
2.	Aareal Beteiligungen AG	Frankfurt, Germany
3.	Aareal Capital Corporation	Wilmington, DE, USA
4.	Aareal Estate AG	Wiesbaden, Germany
5.	Aareal First Financial Solutions AG	Mainz, Germany
6.	Aareal Gesellschaft für Beteiligungen und Grundbesitz Erste mbH & Co. KG	Wiesbaden, Germany
7.	Aareal Holding Realty LP	Wilmington, DE, USA
8.	Aareal Immobilien Beteiligungen GmbH	Wiesbaden, Germany
9.	Aareon AG	Mainz, Germany
10.	Aareon Accelerate Limited	London, United Kingdom
11.	Aareon Deutschland GmbH	Mainz, Germany
12.	Aareon Finland Oy	Helsinki, Finland
13.	Aareon France S.A.S.	Meudon-la Forêt, France
14.	Aareon GAP Beteiligungsgesellschaft mbH	Mainz, Germany
15.	Aareon Holding GmbH	Frankfurt, Germany
16.	Aareon Holding France SAS	Meudon-la Forêt, France
17.	Aareon Nederland B.V.	Emmen, The Netherlands
18.	Aareon Norge AS	Oslo, Norway
19.	Aareon Österreich GmbH	Vienna, Austria
20.	Aareon Sverige AB	Mölnådal, Sweden
21.	Aareon UK Ltd.	Coventry, United Kingdom
22.	Alexander Quien Nova GmbH	Bremen, Germany
23.	Arthur Online Ltd.	London, United Kingdom

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No.	Company	Seat
24.	Arthur Southeast Asia Co., Ltd.	Bangkok, Thailand
25.	AV Management GmbH	Mainz, Germany
26.	BauContact Immobilien GmbH	Wiesbaden, Germany
27.	BauGrund Immobilien-Management GmbH i.L.	Wiesbaden, Germany
28.	BauSecura Versicherungsmakler GmbH	Bonn, Germany
29.	BVG - Grundstücks- und Verwertungsgesellschaft mit beschränkter Haftung	Frankfurt, Germany
30.	CalCon Deutschland GmbH	Munich, Germany
31.	CalCrom S.R.L.	Iasi, Romania
32.	Cave Nuove S.p.A.	Rome, Italy
33.	collect Artificial Intelligence GmbH	Hamburg, Germany
34.	CubicEyes B.V.	Maarsse, The Netherlands
35.	DBB Inka	Düsseldorf, Germany
36.	Deutsche Bau- und Grundstücks-Aktiengesellschaft i.L.	Berlin, Germany
37.	Deutsche Structured Finance GmbH	Wiesbaden, Germany
38.	DHB Verwaltungs AG	Wiesbaden, Germany
39.	Embrace Customers B.V.	Groningen, The Netherlands
40.	Embrace Facilities B.V.	Groningen, The Netherlands
41.	Embrace Housing B.V.	Groningen, The Netherlands
42.	Embrace SBS GmbH i.L.	Düsseldorf, Germany
43.	Embrace Social B.V.	Groningen, The Netherlands
44.	Embrace the Human Cloud B.V.	Groningen, The Netherlands
45.	FIRE B.V.	Utrecht, The Netherlands
46.	Galleria City Holding Company LLC	Wilmington, DE, USA
47.	Galleria City Holding Company Member 2 LLC	Wilmington, DE, USA
48.	Galleria City Partners LP	Wilmington, DE, USA
49.	Galleria Manager Realty LLC	Wilmington, DE, USA

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No.	Company	Seat
50.	GAP Gesellschaft für Anwenderprogramme und Organisationsberatung mbH	Bremen, Germany
51.	GEV Besitzgesellschaft mbH	Wiesbaden, Germany
52.	Houses2021 MEP Beteiligungs GmbH	Frankfurt, Germany
53.	Houses2021 MEP Verwaltungs GmbH	Frankfurt, Germany
54.	Izalco Spain S.L.	Madrid, Spain
55.	La Sessola Holding GmbH	Wiesbaden, Germany
56.	La Sessola S.r.l.	Rome, Italy
57.	La Sessola Service S.r.l.	Rome, Italy
58.	Locoia GmbH	Hamburg, Germany
59.	Manager Realty LLC	Wilmington, DE, USA
60.	Mary BidCo AB	Stockholm, Sweden
61.	Mercadea S.r.l.	Rome, Italy
62.	Momentum Software AB	Stockholm, Sweden
63.	Momentum Software Group AB	Stockholm, Sweden
64.	Northpark Realty LP	Wilmington, DE, USA
65.	OSRE B.V.	Amsterdam, The Netherlands
66.	Participation Achte Beteiligungs GmbH	Wiesbaden, Germany
67.	Participation Elfte Beteiligungs GmbH	Wiesbaden, Germany
68.	Participation Zehnte Beteiligungs GmbH	Wiesbaden, Germany
69.	Participation Zwölfte Beteiligungs GmbH	Wiesbaden, Germany
70.	plusForta GmbH	Düsseldorf, Germany
71.	RentPro Ltd.	Warrenpoint, Northern Ireland
72.	Rumpf IT-Service GmbH	Ingolstadt, Germany
73.	Scale Layer GmbH	Wiesbaden, Germany
74.	Sole Sopra Cinquina S.r.l.	Rome, Italy
75.	Tactile Limited	London, United Kingdom
76.	Terrain Beteiligungen GmbH	Wiesbaden, Germany

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No.	Company	Seat
77.	Terrain Herzogpark GmbH & Co. KG	Wiesbaden, Germany
78.	Terrain Management GmbH	Wiesbaden, Germany
79.	Tintoretto Rome S.r.l.	Rome, Italy
80.	UTS innovative Softwaresysteme GmbH	Cologne, Germany
81.	Westdeutsche Immobilien Servicing AG	Mainz, Germany
82.	wohnungshelden GmbH	Munich, Germany
83.	220 Post CA LLC	Wilmington, DE, USA