

Aroundtown SA
Luxembourg

– Convenience Translation –

Announcement pursuant to Section 23 para. 1 sentence 1 no. 1 of the German Securities Acquisitions and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*) in conjunction with Section 39 para. 2 sentence 3 no. 1 of the German Stock Exchange Act (*Börsengesetz – BörsG*)

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (IN WHOLE OR IN PART) IN, INTO OR FROM ANY JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

On November 5, 2021, Aroundtown SA (“**Aroundtown**”) published the offer document (the “**Offer Document**”) for its public delisting tender offer (“**Delisting Offer**”) to the shareholders of TLG IMMOBILIEN AG, Berlin, (“**TLG**”) to acquire all no-par value bearer shares not already directly held by Aroundtown of TLG (ISIN DE000A12B8Z4) (“**TLG Shares**”) for a cash consideration of EUR 31.67 per TLG Share. The acceptance period for the Delisting Offer expires on December 3, 2021 at 24:00 hours (midnight) (CET) unless it is extended pursuant to the provisions of the German Securities Acquisitions and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) (“**WpÜG**”).

1. As of November 29, 2021, 14:00 hours (CET) (“**Reference Date**”), the Delisting Offer has been accepted for a total of 233,322 TLG Shares. This corresponds to app. 0.21% of the share capital and voting rights of TLG as of the time of the Reference Date.
2. As of the Reference Date, Aroundtown directly held 86,857,831 TLG Shares. This corresponds to app. 76.78% of the share capital and voting rights in TLG as of the Reference Date.
3. As of the Reference Date, Ntovelo Limited directly held 3,067,804 TLG Shares. This corresponds to app. 2.71% of the share capital and voting rights in TLG as of the Reference Date. The voting rights of those shares are attributable to Aroundtown and the companies named below pursuant to Section 30 para. 1 sentence 1 no. 1, sentence 3 WpÜG as follows: Ntovelo Limited is a wholly-owned subsidiary of Aroundtown Real Estate Limited, which in turn is a wholly-owned subsidiary of Aroundtown Limited, which in turn is a wholly-owned subsidiary of Aroundtown (see also Section 5.7 of the Offer Document).
4. As of the Reference Date, TLG, a person acting jointly with Aroundtown within the meaning of Section 2 para. 5 WpÜG, directly held 6,433,546 treasury shares. This corresponds to app. 5.69% of the share capital and voting rights in TLG as of the Reference Date.
5. Other than that, as of the Reference Date, neither Aroundtown nor persons acting jointly with Aroundtown within the meaning of Section 2 para. 5 WpÜG or their respective subsidiaries held any TLG Shares, nor were any notifiable voting rights attributed to them pursuant to Sections 38 and 39 of the Securities Trading Act

(*Wertpapierhandelsgesetz – “WpHG”*). As of the Reference Date, also no further voting rights were attributed to them pursuant to Section 30 WpÜG.

6. The voting rights for which the Delisting Offer has been accepted by the Reference Date, plus the voting rights from TLG Shares from the direct participation of Aroundtown listed in Section 2 and the indirect participation of Aroundtown listed in Section 3 – and without taking into account the treasury shares held by TLG –, amount to 90,158,957 TLG Shares. This corresponds to a share of approximately 79.70% of the share capital and voting rights of TLG as of the Reference Date.

Luxembourg, November 29, 2021

Aroundtown SA

Important note:

This announcement is for information purposes only and neither constitutes an invitation to sell, nor an offer to purchase, securities of TLG but constitutes a legally required announcement according to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – “WpÜG”*) in conjunction German Stock Exchange Act (*Börsengesetz – “BörsG”*) with the in the context of a public tender delisting offer (the “Offer”). The final terms and further provisions regarding the Offer are disclosed in the offer document that has been approved for publication by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of securities of TLG are strongly recommended to read the offer document and all announcements in connection with the Offer as they contain or will contain important information.

The Offer will be made exclusively under the laws of the Federal Republic of Germany, especially under the WpÜG and the BörsG as well as certain provisions of the securities laws of the United States of America applicable to cross-border tender offers. The Offer will not be executed according to the provisions of jurisdictions other than those of the Federal Republic of Germany or the United States of America (to the extent applicable). Thus, no other announcements, registrations, admissions or approvals of the Offer outside of the Federal Republic of Germany have been filed, arranged for or granted. Investors in, and holders of, securities in TLG cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than the provisions of the Federal Republic of Germany.

Subject to the exceptions described in the offer document as well as any exemptions that may be granted by the relevant regulators, a public tender offer will not be made, neither directly nor indirectly, in jurisdictions where to do so would constitute a violation of the laws of such jurisdiction.

Aroundtown reserves the right, to the extent legally permitted, to directly or indirectly acquire further shares outside the Offer on or off the stock exchange. If such further acquisitions take place, information about such acquisitions, stating the number of shares acquired or to be acquired and the consideration paid or agreed on, will be published without undue delay, if and to the extent required by the laws of the Federal Republic of Germany or any other relevant jurisdiction.

To the extent any announcements in this document contain forward-looking statements, such statements do not represent facts and are characterized by the words “expect”, “believe”,

“estimate”, “intend”, “aim”, “assume” or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of Aroundtown and the persons acting jointly with Aroundtown. Such forward-looking statements are based on current plans, estimates and forecasts, which Aroundtown and the persons acting jointly with Aroundtown have made to the best of their knowledge, but which they do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and usually cannot be influenced by Aroundtown or the persons acting jointly with Aroundtown. These expectations and forward-looking statements can turn out to be incorrect and the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. Aroundtown and the persons acting jointly with Aroundtown do not assume an obligation to update the forward-looking statements with respect to the actual development or incidents, basic conditions, assumptions or other factors.

This publication is available
on the internet at: <https://www.aroundtown.de/investor-relations/equity/delisting-angebot-tlg-immobilien-ag/>
on the internet on: November 29, 2021

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