

Aroundtown SA

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Publication of the decision to launch a public takeover offer in accordance with Section 10 para. 1 sentence 1 in conjunction with Section 29 para. 1 and Section 34 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz (WpÜG))

Bidder:

Aroundtown SA

40, Rue du Curé

L-1368 Luxembourg

registered in the commercial register of Luxembourg under the registration number B217868

ISIN: LU1673108939

Target Company:

TLG IMMOBILIEN AG

Hausvogteiplatz 12

10117 Berlin, Germany

registered in the commercial register of the local court of Berlin-Charlottenburg under HRB 161314 B

ISIN: DE000A12B8Z4

On November 18, 2019, Aroundtown SA (“**Aroundtown**”) decided to offer to all shareholders of TLG IMMOBILIEN AG (“**TLG**”) by way of a voluntary public takeover offer in the form of an exchange offer (the “**Offer**”) to acquire their no-par value bearer shares in TLG. Subject to the final determination of the minimum prices and the offer conditions in the offer document, Aroundtown intends to offer 3.6 new shares of Aroundtown as consideration in exchange for each 1 tendered share of TLG. The new shares of Aroundtown will carry dividend rights as of January 1, 2019 or, if the closing of the Offer is delayed until after the date of Aroundtown’s annual general meeting in 2020, as of January 1, 2020. The offered Aroundtown shares shall be created through a capital increase by exercising the authorized capital of Aroundtown pursuant to Section 7 of its articles of association.

In connection with the Offer, Aroundtown and TLG today entered into a business combination agreement. The business combination agreement addresses the common understanding of Aroundtown and TLG with respect to the economic and strategic background of the transaction, the

Offer process, the intended future governance structure of Aroundtown and the integration process (subject to certain participation rate thresholds being met), as well as the general support of the Offer by TLG and its Management and Supervisory Boards. TLG will support the Offer on the basis of the business combination agreement and it anticipates that its Boards, after having examined the full offer document, will recommend that its shareholders accept the Offer.

In addition, Aroundtown entered today into an irrevocable tender agreement with a major shareholder of TLG ("**Shareholder**") regarding its shares in TLG, subject to certain conditions, covering up to approx. 28% of the current shares and voting rights in TLG. By entering into such tender agreement, the Shareholder has undertaken to tender subject to certain conditions such shares in TLG in the Offer.

Closing of the Offer will be subject to certain conditions, including antitrust clearance and the non-occurrence of certain circumstances (e.g. material adverse change events) until the expiration of the acceptance period. The voluntary public tender offer is not expected to be conditional on a minimum acceptance ratio. The final terms and conditions of the Offer will be set forth in the full offer document and may, to the extent legally permissible, deviate from the conditions and other key parameters described herein.

The offer document and further notifications relating to the Offer will be published on the internet at www.aroundtown.de under the heading 'Investor Relations'.

Important information

This announcement is neither an offer to purchase nor a solicitation to purchase Aroundtown or TLG shares. The final terms and further provisions regarding the Offer will be in the offer document once its publication has been approved by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). Investors and holders of TLG shares are strongly recommended to read the offer document and all other documents in connection with the Offer as soon as they are published, as they will contain important information.

Subject to the exceptions described in the offer document and any exceptions granted by the relevant regulatory authorities, an Offer is not being made directly or indirectly, in or into those jurisdictions where to do so would constitute a violation pursuant to the laws of such jurisdiction.

In particular, the Aroundtown shares that are intended to be transferred to TLG shareholders as consideration (the "**Offer Shares**") have not been, and will not be, registered under the United States

Securities Act of 1933, as amended (the “**Securities Act**”), or under the securities laws of any state, district or other jurisdiction of the United States of America. The Offer Shares may not be offered, sold or delivered, directly or indirectly, to TLG shareholders located in the United States of America (the “**U.S. Shareholders**”), or to agents, nominees, trustees, custodians or other persons acting for the account or benefit of U.S. Shareholders, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933.

The Offer is not subject the “U.S. tender offer rules” contained in Regulation 14D under the United States Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and is being made with respect to U.S. Shareholders in reliance on exemptions available for cross-border tender offers. These exemptions permit a bidder to satisfy certain United States substantive and procedural Exchange Act rules governing tender offers by complying with home jurisdiction law or practice and exempts the bidder from compliance with certain other rules of the Exchange Act. As a result, the Offer is made in accordance with the applicable regulatory, disclosure and procedural requirements under German law, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, that are different from those applicable under United States domestic tender offer procedures and law.

To the extent permissible under applicable law or regulation, and in accordance with German market practice, Aroundtown or its brokers may purchase, or conclude agreements to purchase, TLG shares, directly or indirectly, outside of the scope of the Offer, before, during or after the acceptance or further acceptance period. This applies to other securities that are directly convertible into, exchangeable for, or exercisable for TLG shares. These purchases may be completed via the stock exchange at market prices or outside the stock exchange at negotiated conditions. Any information on such purchases will be disclosed as required by law or regulation in Germany or any other relevant jurisdiction and will also be published in the form of an unofficial English translation on the internet website of Aroundtown.

If any announcements in this document contain forward-looking statements, such statements do not represent facts and are characterized by the words 'will', 'expect', 'believe', 'estimate', 'intend', 'contemplate', 'aim', 'assume' or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of Aroundtown and the persons acting together with Aroundtown. Such forward-looking statements are based on current plans, estimates and forecasts which Aroundtown and the persons acting together with Aroundtown have made to the best of their knowledge, but which 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 together with Aroundtown. It should be kept in mind that the actual events or

consequences may differ materially from those contained in or expressed by such forward-looking statements.

Grand Duchy of Luxembourg, November 18, 2019

Aroundtown

Board of Directors

End of the WpÜG announcement