



**Part II Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► [See attachment](#)

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18 Can any resulting loss be recognized? ► [See attachment](#)

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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► [See attachment](#)

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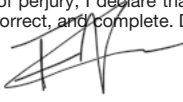
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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ►  Date ► March 20, 2020

Signature ► 

Print your name ► Frank Roseen Oschrie Massatschi Title ► Each a Director

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

# AROWNTOWN SA

## Attachment to IRS Form 8937

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*This IRS Form 8937, including the information contained in this attachment, is being provided pursuant to the requirements of section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"). The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders. Shareholders should consult their own tax advisors regarding the particular consequences of the Offer (as defined below) as it applies to them, including the applicability and effect of all U.S. federal, state, and local and foreign tax laws. In addition, shareholders should read the final international supplement to the prospectus for the Offer dated December 17, 2019, and the discussion under the heading "U.S. Federal Income Taxation—Notice to U.S. Investors."*

### **PART II: ORGANIZATIONAL ACTION**

**Item 14. Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:**

On December 18, 2019, Aroundtown SA ("Aroundtown") commenced a voluntary public takeover offer (the "Offer") for the acquisition of all of the outstanding shares of TLG IMMOBILIEN AG ("TLG"). In the Offer, Aroundtown offered to exchange, for each TLG share, 3.6 Aroundtown shares (the "Offer Shares"). The Offer was accepted for a total of 86,857,837 TLG shares, representing approximately 77.5% of the share capital and the voting rights of TLG as of the expiration of the additional acceptance period. The settlement of the share exchange pursuant to the Offer occurred on February 19, 2020. Aroundtown paid cash in lieu of fractional Offer Shares.

**Item 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:**

The completion of the Offer for approximately 77.5% of the share capital and the voting rights of TLG (resulting in TLG being a less than 80% owned subsidiary) is a taxable transaction for U.S. federal income tax purposes. Accordingly, a shareholder generally will recognize gain or loss equal to the difference between (a) the fair market value of the Offer Shares received (as of the

effective date of the exchange) and (b) the shareholder's adjusted tax basis in the TLG shares exchanged therefor, each as determined in U.S. dollars. The U.S. tax basis for each full Offer Share received pursuant to the Offer is its fair market value, determined in U.S. dollars, at the time of the exchange.

For a more detailed description of certain U.S. federal income tax considerations applicable to the Offer, shareholders should read the final international supplement to the prospectus for the Offer dated December 17, 2019, and the discussion under the heading "*U.S. Federal Income Taxation—Notice to U.S. Investors.*"

**Item 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:**

There are several possible methods for determining the fair market value of the Offer Shares. One possible approach is to utilize the Frankfurt Stock Exchange market closing price on February 19, 2020, for Aaroundtown common shares (EUR 8.81 per share), determined in U.S. dollars, as an indication of fair market value. Other approaches to determine fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining the fair market value of the Offer Shares.

**Item 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:**

The completion of the Offer is a taxable transaction under section 1001 of the Code. Accordingly, the basis of each Offer Share received by TLG shareholders pursuant to the Offer is determined under section 1012 of the Code.

**Item 18. Can any resulting loss be recognized?**

Loss generally may be recognized as a result of exchanging TLG shares pursuant to the Offer. A shareholder's ability to deduct capital losses is subject to significant limitations under the Code. Shareholders should consult their own tax advisors regarding these rules.

**Item 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year:**

The reportable tax year is the tax year of the TLG shareholder that includes February 19, 2020.

SIGNED by, Director, duly authorised for and on )  
behalf of **AROUNDTOWN SA** )  
)

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SIGNED by, Director, duly authorised for and on )  
behalf of **AROUNDTOWN SA** )  
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A handwritten signature in black ink, featuring a large, stylized initial 'C' followed by several loops and a long horizontal stroke.

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