



## **CPI PROPERTY GROUP**

*(société anonyme)*

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### **Ad hoc disclosure of inside information according to Article 17 of the EU Market Abuse Regulation and announcement pursuant to Section 5 Austrian Takeover Act (ÜbG)**

Luxembourg, 3 December 2021

#### **CPI PROPERTY GROUP (“CPIPG” or the “Group”) – cash offer to all IMMOFINANZ shareholders to acquire their shares**

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

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

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

There will be no minimum acceptance threshold.

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

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



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

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

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

#### **Notifying Person:**

#### **Investor Relations**

#### **David Greenbaum**

Chief Financial Officer

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#### **Important Information:**

This announcement has been issued by CPI PROPERTY GROUP solely for information purposes. Moreover, it is neither an offer to purchase nor a solicitation to sell securities of IMMOFINANZ AG (IMMOFINANZ). The final conditions and further provisions relating to the takeover offer will be published in the offer document which will be published subject to the Austrian Takeover Commission not prohibiting its publication. CPI PROPERTY GROUP as bidder reserves the right to deviate from the terms presented herein in the final terms and provisions of the takeover offer. Investors and holders of shares or convertible bonds in IMMOFINANZ are strongly recommended to review the offer document and all other documents related to the takeover offer, as they will contain important information. In accordance with Austrian and European law, the anticipatory mandatory takeover offer will be conducted solely on the basis of the applicable provisions of the Austrian law, in particular the Austrian Takeover Act (*ÜbG*). The intended takeover offer is not made or intended to be made pursuant to the laws of any jurisdiction other than those of Austria. With regard to the takeover offer, CPI PROPERTY GROUP and the persons acting in concert with CPI PROPERTY GROUP within the meaning of Section 1 no. 6 of the Takeover Act do not assume any responsibility for compliance with laws other than the laws of Austria. Notifications and the publication of information on the intended takeover offer are intended to be in Austria only, unless a notification or other publication is required or permitted under the respective laws of other jurisdictions.

To the extent permissible under applicable law or regulation, CPI PROPERTY GROUP or its brokers may purchase, or conclude agreements to purchase, shares in IMMOFINANZ, directly or indirectly, outside of the scope of the intended takeover offer, before, during or after the period in which the takeover offer remains open for acceptance. This also applies to other securities which are directly convertible into, exchangeable for, or exercisable for IMMOFINANZ shares, such as convertible bonds. These purchases may be conducted over 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 Austria.

This announcement may contain statements, assumptions, opinions and predictions about the anticipated future development of CPI PROPERTY GROUP or IMMOFINANZ (forward-looking statements) that reproduce various



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