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The German original version shall prevail.*

IMMOFINANZ

Statement by the Executive Board

of

IMMOFINANZ AG

on the

Anticipatory Mandatory Takeover Offer
(Sections 22 et seq. of the Austrian Takeover Act)

by

CPI PROPERTY GROUP S.A.

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Introduction

Bidder, Offer and Target Company

The bidder is CPI PROPERTY GROUP S.A. („**CPIPG**“ or the "**Bidder**"), which on 12 January 2022 issued an anticipatory mandatory takeover offer in accordance with Sections 22 et seq. of the Austrian Takeover Act ("*Übernahmegesetz*") ("**ATA**") to the holders of securities of IMMOFINANZ AG ("**IMMOFINANZ**" or "**Target Company**") for the acquisition of all outstanding ordinary shares (*Stammaktien*) of IMMOFINANZ (ISIN AT0000A21KS2) which are not held by the Bidder or a party acting in concert with the Bidder, and of all outstanding convertible bonds issued by IMMOFINANZ due 2024 (ISIN XS1551932046) ("**Convertible Bonds**") ("**the Offer**"). For this purpose, the Bidder published an offer document on 12 January 2022 (the "**Offer Document**"). The offer price of CPIPG per share is EUR 21.20 (*cum dividend*).

Ongoing voluntary partial public takeover offer from CEE Immobilien GmbH in accordance with Sections 4 et seq. ATA

On 23 December 2021 CEE Immobilien GmbH, register number 217290 w ("**CEE Immobilien**"), an indirect 100% subsidiary of S IMMO AG, register number 58358 x ("**S IMMO**") issued a voluntary partial public takeover offer in accordance with Sections 4 et seq. ATA to the shareholders of IMMOFINANZ for the acquisition of up to 12,663,043 bearer shares of IMMOFINANZ (ISIN AT0000A21KS2) (the "**Partial Offer**"). For this purpose, CEE Immobilien published an offer document on 23 December 2021 ("**Partial Offer Document**"). The offer price of CEE Immobilien per share is EUR 23.00 (*cum dividend*).

The Executive Board and the Supervisory Board of IMMOFINANZ each issued a statement on the Partial Offer on 09 January 2022 in accordance with Section 14 para 1 ATA. The Executive Board notes that the Executive Board's statement on the Partial Offer shall also be considered in connection with this Offer. The right is also reserved for the Executive Board to make any supplementary statements in the further course.

Participations of CPIPG and CEE Immobilien

The share capital and the number of outstanding shares of IMMOFINANZ have increased since the publication of the Offer Document and the Partial Offer Document. As of the respective publication dates, IMMOFINANZ had issued 123,293,795 no-par value shares. Following the conversion of Convertible Bonds, 14,963,965 IMMOFINANZ shares were issued from conditional capital and the share capital was increased accordingly to EUR 138,257,760 on 20 January 2022. The information on shareholdings in this statement relates to the increased share capital (unless otherwise stated).

According to the Offer Document, CPIPG holds (directly and indirectly) 26,621,030 IMMOFINANZ shares, corresponding to approximately 19.25% of the current share capital. According to the Offer Document and announcements, CPIPG and RPPK Immo GmbH entered into a (conditional) share purchase agreement on 03 December 2021 for the acquisition of further 13,029,155 IMMOFINANZ ("**RPPK-Shares**"). The RPPK-Shares correspond to approximately 9.42% of the current share capital. This corresponds to a (combined) shareholding of 39,650,185 IMMOFINANZ shares, corresponding to approximately 28.68% of the current share capital.

According to the Partial Offer Document, CEE Immobilien currently holds 17,543,937 IMMOFINANZ shares, corresponding to approximately 12.69% of the current share capital.

IMMOFINANZ in turn holds 19,499,437 S IMMO shares, corresponding to approximately 26.49% of the current share capital of S IMMO.

CPIPG also holds an interest in S IMMO. According to announcements and as shown in the Partial Offer Document, CPIPG holds 8,543,690 S IMMO shares, corresponding to approximately 11.61% of the current share capital of S IMMO.

Basic principles of takeover law and framework conditions for the submission of comments

This statement of the Executive Board is made pursuant to Section 14 para 1 ATA regarding the Bidder's Offer.

The statement shall, in particular, contain an assessment as to whether the consideration offered and the other contents of the Offer adequately take into account the interests of all shareholders and other holders of equity securities and what effects the Offer is likely to have on IMMOFINANZ, in particular on the employees (regarding jobs, employment conditions, location issues), the creditors and the public interest due to the Bidder's strategic planning for IMMOFINANZ. If no conclusive recommendation can be made, the Executive Board shall present the arguments for the acceptance and for the rejection of the Offer together with an indication of the most important aspects.

The assessments of the Executive Board in this statement on the Offer Price or the development of IMMOFINANZ also refer to future developments and forecasts and are based on assumptions made at the time of this statement's submission, which are naturally connected with estimation uncertainty. No liability will be accepted for the occurrence of these future developments and forecasts. The development of IMMOFINANZ as well as its group companies can be influenced by diverse factors, such as developments in the financial market, the economic situation in general or industry-specific economic conditions, or changes in the competitive environment etc. In connection with legal issues, it should be noted that the Austrian Takeover Commission and other decision-making bodies could reach different conclusions.

Finally, the Executive Board points out that the content of this statement only reflects the knowledge of the members of the Executive Board as of today's date and refers to the Offer Document published by the Bidder on 12 January 2022. Furthermore, this statement also contains information provided by the Bidder in the Offer, which the Executive Board cannot comprehensively verify for accuracy and has not done so.

Consequently, this statement cannot be a substitute for each holder of equity securities of IMMOFINANZ examining the Offer himself and on his own responsibility, using all sources of information, in order to make a decision on the basis of this information as to whether or not to accept the Offer.

Statement of the Supervisory Board

The Supervisory Board of IMMOFINANZ will also make a statement on the Offer pursuant to Section 14 ATA.

Assessment by the expert

IMMOFINANZ has appointed Deloitte Audit Wirtschaftsprüfungs GmbH as expert pursuant to Section 13 ATA. The expert will provide an assessment of the Offer, the present statement of the Executive Board of the Target Company as well as the statement of the Supervisory Board.

Statement of the Works Council

The Works Council has informed the Executive Board that a statement on the Offer will be made.

The present statement of the Executive Board, the statement of the Supervisory Board and the assessment by the expert as well as the statement by the Works Council are published, inter alia, on the website of the Target Company (www.immofinanz.com) and the website of the Takeover Commission (www.takeover.at).

1. Current situation

1.1 Information on IMMOFINANZ AG

IMMOFINANZ is a stock corporation under Austria law whose registered office is located in Vienna and whose business address is Wienerbergstrasse 9, 1100 Vienna. The company is listed in the commercial register under register number 114425 y (Vienna Commercial Court). The shares of IMMOFINANZ are admitted to official trading on the Vienna Stock Exchange (Prime Market) and the Warsaw Stock Exchange (Main Market – rynek podstawowy).

IMMOFINANZ is a commercial real estate group whose activities are focused on the office and retail segments in eight core markets in Europe (Austria, Germany, Poland, the Czech Republic, Slovakia, Hungary, Romania and the Adriatic region). The core business covers the management and development of properties. IMMOFINANZ pursues a brand strategy with the highly standardized brands STOP SHOP (retail), VIVO! (retail) and myhive (office). Furthermore, in August 2021 IMMOFINANZ announced its entry into the asset class of affordable sustainable housing in the overbuilding of the owned specialist stores (STOP SHOP) (TOP on STOP).

As of 30 September 2021, the IMMOFINANZ real estate portfolio included 207 properties (excluding properties held for sale and properties that fall under IFRS 5) with a portfolio value of EUR 5,046.4 m. Of this amount, the majority (EUR 4,506.2 m or 89.3% of the book value) is attributable to existing properties with a rentable area of 2.0 m^{sqm}. Project developments account for EUR 377.5 m or 7.5% of the book value. A book value of EUR 162.7 m or 3.2% is attributable to pipeline projects, which include future planned project developments, undeveloped land, real estate inventories and properties intended for sale.

1.2 Capital and shareholder structure of IMMOFINANZ

1.2.1 Share capital of the Target Company

The share capital of IMMOFINANZ, at the date of this statement, amounts to EUR 138,257,760 and is divided into 138,257,760 bearer shares. The pro rata amount of the share capital per share is EUR 1.00.

The share capital of the Target Company has increased since publication of the Offer Document. At that time, the share capital amounted to EUR 123,293,795, divided into 123,293,795 bearer shares. For the fulfillment of conversion rights from Convertible Bonds, 14,963,965 IMMOFINANZ shares were issued from conditional capital (Section 159 para 2 no 1 Austrian Stock Corporation Act) and the share capital was increased by EUR 14,963,965 from previously EUR 123,293,795 to EUR 138,257,760 in accordance with section 167 of the Austrian Stock Corporation Act.

1.2.2 Shareholder structure of the Target Company

According to the Offer Document and major holdings notifications the shareholder structure of IMMOFINANZ at the time of publication of the Offer Document and of this statement is as follows:

Shareholder ¹	Before share capital increase		After share capital increase ²	
	Number of shares	Shareholding in share capital in %	Number of shares	Shareholding in share capital in %
CPI PROPERTY GROUP S.A.	26,621,030	21.59	26,621,030	19.25
RPPK Immo GmbH ³	13,029,155	10.57	13,029,155	9.42
Subtotal	39,650,185	32.16	39,650,185	28.68
CEE Immobilien GmbH ⁴	17,543,937	14.23	17,543,937	12.69
Petrus Advisers Ltd ⁵	2,070,089	1.68	2,070,089	1.50
Treasury shares	1,028	0.00	1,028	0.00
Free float	64,028,556	51.93	78,992,521	57.13
Total	123,293,795	100.00	138,257,760	100.00%

¹ Information according to recently published major holdings notifications and the Offer Document, in relation to the share capital of the Target Company at the time of publication of the Offer Document and at the time of this statement.

² Share in the increased share capital as a result of the issue of IMMOFINANZ shares to fulfil conversion rights from Convertible Bonds (see also section 1.2.1).

³ According to the major holdings notifications of 06 December 2021/24 January 2022, RPPK Immo GmbH is controlled by EUROVEA Services s.r.o. and the latter is controlled by Mr Peter Korbačka.

⁴ CEE Immobilien GmbH is an indirect 100% subsidiary of S IMMO AG. CEE Immobilien GmbH issued a voluntary partial public takeover offer for the acquisition of up to 12,663,043 IMMOFINANZ shares (see section 2).

⁵ In addition, 4,125,000 voting rights, corresponding to approximately 3.35% of the share capital (and approximately 2.98% of the current share capital), from call options.

1.3 Excursus: Significant changes in the shareholder structure of the Target Company since 2020

At the beginning of 2020, the free float at IMMOFINANZ was 72%, with CEE Immobilien (S IMMO) as the largest single shareholder with a shareholding of approximately 12%. The changes in the shareholding structure since 2020 are shown below.

1.3.1 Acquisition of shareholding by RPPK Immo GmbH in February/March 2020

RPPK Immo GmbH acquired 12,000,000 IMMOFINANZ shares (approximately 10.71% of the share capital) in February/March 2020 (major holdings notifications dated 28 February 2020/03 March 2020).

The shareholders of RPPK Immo GmbH were RPR Privatstiftung (attributable to Mr. Ronny Pecik) with a 50.03% share and EUROVEA Services s.r.o., controlled by Mr. Peter Korbačka, with a 49.97% share. Sellers included Mr. Rudolf Fries (254,500 shares) and IFF Beteiligungs GmbH (6,097,680 shares), a subsidiary of FRIES Familien-Privatstiftung, which sold IMMOFINANZ shares at a price of EUR 29.50 per share (directors' dealings announcements of 28 February 2020).

RPPK Immo GmbH's shareholding was increased as part of IMMOFINANZ's capital measures in July 2020, where RPPK Immo GmbH acquired 1,000,000 IMMOFINANZ shares (issue price: EUR 15.31) and mandatory convertible notes with a nominal value of EUR 500,000 (ISIN: AT0000A2HPN2) according to director's dealings announcements dated 10 July 2020.

According to the major holdings notification of 29 January 2021, RPPK Immo GmbH held then 13,000,000 IMMOFINANZ shares (approximately 10.54% of the share capital) and mandatory convertible notes relating to 29,159 shares (approximately 0.02% of the share capital), together representing a shareholding of approximately 10.57%.

1.3.2 Shareholdings of Tahoe Invest a.s. and WXZ1 a.s. in July 2020

Tahoe Invest a.s. and WXZ1 a.s., investment companies attributable to Mr. Thomas Krsek, notified on 14 July 2020 a combined holding of 4,091,071 shares (approximately 3.32% of the share capital) and a further holding of 2,700,000 voting rights from call options (approximately 2.19% of the share capital; expiry date: 10 August 2020) and mandatory convertible notes, relating to 1,078,893 shares (approximately 0.88% of the share capital) (major holdings notification of 14 July 2020).

On 16 July 2020 an increase in the number of shares to a total of 7,114,762 shares (approximately 5.77% of the share capital) was announced (Tahoe Invest a.s. directly approximately 3.58% and WXZ1 a.s. directly approximately 2.19% and the mandatory convertible notes (see above).

On 22 July 2020, a further increase in the number of shares to a total of 8,144,353 shares (approximately 6.61% of the share capital) was reported (now Tahoe Invest a.s. directly 0.84% after transfer of 4,414,762 shares (approximately 3.58% of the share capital to WXZ1 a.s. and WXZ1 a.s. approximately 5.77% shareholding as well as the mandatory convertible notes (see above)).

1.3.3 Acquisition of WXZ1 a.s. by Mountfort Investments S.à r.l in April/May 2021

In April/May 2021, Mountfort Investments S.à r.l., attributable to Mr. Radovan Patrick Vitek, acquired all shares in WXZ1 a.s. (see section 1.3.2 above); with a shareholding of WXZ1 a.s. of 9,257,801 shares (approximately 7.51% of the share capital) and mandatory convertible notes in respect of 1,078,893 shares (approximately 0.88% of the share capital) (major holdings notifications dated 16 April 2021/07 May 2021).

After early mandatory conversion¹ of the mandatory convertible notes in October 2021, a shareholding of WXZ1 a.s. of 14,071,483 shares (approximately 11.41% of the share capital) was reported (major holdings notification dated 07 October 2021).

¹ On 05 October 2021, 6,997,200 treasury shares of IMMOFINANZ were issued to the holders of the mandatory convertible notes due 2023 (ISIN: AT0000A2HPN2) as a result of the early mandatory conversion by IMMOFINANZ in accordance with the terms and conditions at a conversion price of EUR 17.1472.

1.3.4 Acquisition of all shares in RPPK Immo GmbH by EUROVEA Services s.r.o. in June 2021

On 29 June 2021, EUROVEA Services, s.r.o., attributable to Mr Peter Korbačka – until then 49.97% shareholder of RPPK Immo GmbH – acquired the remaining 50.03% share from RPR Privatstiftung (attributable to Mr Ronny Pecik). According to the directors' dealings announcement, the purchase price for the 50.03% share in RPPK Immo GmbH was “not quantifiable”. The IMMOFINANZ shareholding in RPPK Immo GmbH amounted to 13,000,000 IMMOFINANZ shares (approximately 10.54% of the share capital) as well as mandatory convertible notes (nominal value EUR 500,000) relating to 29,159 shares (approximately 0.02% of the share capital) – together a shareholding of approximately 10.57% (major holding notifications of 29/30 June 2021 and directors' dealings notification as of 30 June 2021).

1.4 Other securities: Convertible Bonds

On 24 January 2017, IMMOFINANZ issued 2.0% convertible bonds due 2024 (ISIN XS1551932046) with a total nominal value of EUR 297,200,000, denominated in EUR 100,000 each and maturing on 24 January 2024. The Convertible Bonds are included for trading in the Vienna MTF (multilateral trading facility; no regulated market). The interest rate is currently 1.5% p.a. The Convertible Bonds entitle the holders to convert them into bearer shares of IMMOFINANZ.

As of the date of this statement, conversion rights for Convertible Bonds with a total nominal value of EUR 282,800,000 have been exercised, so that only Convertible Bonds with a remaining total nominal value of EUR 11,700,000² are still outstanding.

The Offer relates both to the Convertible Bonds (see section 4.1) and to IMMOFINANZ shares which will be issued to holders of the Convertible Bonds upon exercise of the conversion rights in accordance with the terms and conditions ("**Delivery Shares**"). This includes Delivery Shares that have already been issued to holders of the Convertible Bonds (see section 1.4.1) as well as Delivery Shares that will be issued to holders of the outstanding Convertible Bonds upon exercise of the conversion right, provided that the relevant Delivery Shares are issued in due time before the end of the Acceptance Period or the additional acceptance period.

The conversion price upon exercise of conversion rights is currently EUR 20.6333 again (after a temporary adjustment of the conversion price as a result of a change of control event (see below section 1.4.1) and subject to any future adjustments of the conversion price in accordance with the terms and conditions).

1.4.1 Change of control pursuant to the terms and conditions of the Convertible Bonds through the acquisition of a shareholding by CPIPG; issuance of Delivery Shares

In the event of a change of control, (i) a termination right of the holders and (ii) the temporary adjustment of the conversion price applicable upon exercise of conversion rights on or before the control record date as determined in accordance with the terms and conditions apply. After receipt of the major holdings notification from CPIPG on 03 December 2021 regarding the acquisition of a direct and indirect shareholding of approximately 21.4% in the share capital of IMMOFINANZ, IMMOFINANZ

² After deduction of Convertible Bonds held by the Target Company with a nominal value of EUR 2.7 million.

published announcements³ regarding this change of control on 07 December 2021 as a result of CPIPG acquiring a (formal) controlling interest in IMMOFINANZ pursuant to Section 22 ATA in connection with Section 27 ATA and set the control record date at 19 January 2022 and announced a temporary adjustment of the conversion price upon exercise of conversion rights on or before the control record date with EUR 18.8987 (adjusted conversion price).

The change of control pursuant to the terms and conditions of the Convertible Bonds applies as a result of CPIPG acquiring a formal controlling interest pursuant to Section 22 ATA in conjunction with Section 27 ATA in conjunction with Section 28 of the articles of association of IMMOFINANZ (i.e. a voting interest of more than 15%).

In the period between 10 January 2022 (expiry of the closed period for conversion around the turn of the year) and 19 January 2022 (control record date), conversion rights for a total of 2,828 Convertible Bonds with a total nominal value of EUR 282,800,000 have been exercised and, based on the adjusted conversion price of EUR 18.8987 per share of the Target Company, 14,963,965 shares in IMMOFINANZ have been issued to fulfil these conversion rights (Delivery Shares).

1.4.2 Possible further change of control pursuant to the terms and conditions through settlement of the Partial Offer by CEE Immobilien

CEE Immobilien currently holds a shareholding of approximately 12.69% in the current share capital of the Target Company and intends to increase its shareholding in IMMOFINANZ by up to further 12,663,043 shares through the Partial Offer. If CEE Immobilien acquires a formal controlling interest in the Target Company (Section 22 in connection with Section 27 ATA), i.e. an interest of more than 15% (voting interest pursuant to Section 22 ATA), through the Partial Offer or outside the Partial Offer, this will constitute a further change of control event pursuant to the terms and conditions.

In this case IMMOFINANZ will announce the change of control, an adjusted conversion price and a control date in accordance with the terms and conditions.

1.4.3 Possible termination of Convertible Bonds by IMMOFINANZ (Clean-up Call)

Pursuant to the terms and conditions, IMMOFINANZ is entitled to terminate the remaining outstanding Convertible Bonds and to redeem them at the principal amount plus accrued interest, as the total principal amount of the outstanding Convertible Bonds of EUR 11,700,000⁴ is less than 20% of the total principal amount originally issued; i.e. has decreased to a total principal amount of EUR 59,440,000 (or less) (clean-up call).

The notice period must be at least 30 days and not more than 90 days. In the notice of termination, IMMOFINANZ shall announce the optional redemption date and the last day on which the conversion rights may be exercised in accordance with the terms and conditions. The requirements for a clean-up call are fulfilled. IMMOFINANZ has not yet decided whether and when a clean-up call will take place.

³ See the IMMOFINANZ announcement dated 07 December 2021, available at <https://immofinanz.com/en/news/immofinanz-ag-adjustment-of-the-conversion-price-of-convertible-bonds-due-2024-due-to-a-change-of-control-event>.

⁴ After deduction of the Convertible Bonds held by the Target Company in the nominal amount of EUR 2.7 million.

In the case of a clean-up call, the last day for the exercise of conversion rights may also be after any (further) change of control event pursuant to the terms and conditions (see section 1.4.2 above).

The Offer also relates to the Convertible Bonds (see section 4.1 above). In the case of a clean-up call, IMMOFINANZ will, when determining the optional redemption date, take into account that the optional redemption date will be scheduled after the settlement date for Convertible Bonds tendered into the Offer during the original Acceptance Period or additional acceptance period (see section 5.8 of the Offer Document), in order to give holders of Convertible Bonds in principle the opportunity to tender the Convertible Bonds. However, IMMOFINANZ does not assume any obligation or guarantee with regard to the Offer and settlement deadlines.

1.5 Material legal relationships with the Bidder

No personal ties exist between the Target Company and the Bidder, in particular no ties between corporate bodies.

Furthermore, there are no material legal relationships between the Bidder and the Target Company.

2. Ratio to the voluntary partial public takeover offer of CEE Immobilien (indirect subsidiary of S IMMO AG)

2.1 Overview of the Partial Offer

On 23 December 2021 CEE Immobilien GmbH, an indirect 100% subsidiary of S IMMO, issued a voluntary partial public takeover offer in accordance with Sections 4 et seq. ATA to the shareholders of IMMOFINANZ for the acquisition of up to 12,663,043 bearer shares of IMMOFIN (Partial Offer) and published an offer document on 23 December 2021 in this regard.

The subject of the Offer are the currently issued ordinary shares of the Target Company (ISIN AT0000A21KS2) as well as any new shares of the Target Company issued after 30 November 2021. The offer price of CEE Immobilien per share is EUR 23.00 (*cum dividend*).

For the details to the Partial Offer, reference is made to the published Partial Offer Document of CEE Immobilien and the statement of the Executive Board, the statement of the Supervisory Board as well as the assessment by the expert, each dated 09 January 2022. These documents as well as the statement by the Works Council are published, inter alia, on the website of the Target Company (www.immofinanz.com) and the website of the Takeover Commission (www.takeover.at) since 10 January 2022.

2.2 Extension of the acceptance period for the Partial Offer

The acceptance period for the Partial Offer was basically four weeks and four trading days from 23 December 2021 until 26 January 2022, 4:00 p.m. Vienna time.

In the Partial Offer Document, CEE Immobilien has reserved the right to withdraw from the Partial Offer in the event of a competing offer.

Pursuant to Section 19 para 1c ATA, the publication of a competing offer extends the acceptance periods for all offers already made until the end of the acceptance period for the competing offer,

unless the original bidder declares its withdrawal on the basis of a reservation in the event of the submission of a more favourable competing offer (Section 19 para 1c ATA).

According to press the release of the Austrian Takeover Commission of 13 January 2022 and the Corporate News from S IMMO AG of 17 January 2022, the acceptance period for the Partial Offer of CEE Immobilien is extended by law until 23 February 2022 (17:00 Vienna Time) due to publication of the Offer by CPIPG as competing offer to the Partial Offer of CEE Immobilien (end of initial acceptance period of the Offer of CPIPG).

For the Partial Offer (Sections 4 et seq. ATA), no statutory additional acceptance period applies in accordance with Section 19 para 3 ATA.

Up to the time of the statement, CEE Immobilien has not declared its withdrawal from the Partial Offer. There are no legal provisions governing the deadline by which a bidder may declare a withdrawal. The aforementioned corporate news of S IMMO does not indicate that CEE Immobilien will withdraw from the CPIPG Offer with the currently published offer conditions. However, the Target Company cannot exclude such a possibility.

2.3 Rights of withdrawal of the Bidder and CEE Immobilien in the event of improvements of the Offer

In the Offer Document, the Bidder has reserved the right to withdraw from the Offer pursuant to Section 19 para 1c ATA if a competing Offer is made. It is to be assumed, even if this is not expressly explained in the Offer Document, that the Bidder may withdraw from the Offer if the Partial Offer would be permissibly improved; such withdrawal is only permissible if, at the time of withdrawal, the condition precedent (Section 4.5) has not yet been fulfilled and the RPPK-Shares have not yet been transferred to the Bidder (see also section 4.9 for the right of withdrawal).

Accordingly, with regard to the right of withdrawal (Section 19 para 1c ATA) in the Partial Offer Document of CEE Immobilien, it is to be assumed that CEE Immobilien may withdraw from the Partial Offer if the Offer of CPIPG would be permissibly improved.

2.4 Withdrawal rights for holders of securities

2.4.1 Expired right of withdrawal of shareholders due to the competing CPIPG Offer

Pursuant to Section 17 ATA, those shareholders who have already accepted the Partial Offer were entitled to withdraw their previous declarations of acceptance of the Partial Offer of CEE Immobilien no later than four trading days prior to the expiry of its original acceptance period (Section 19 para 1 ATA), i.e. until 20 January 2022, 4:00 p.m. (Vienna local time). At the time of this statement, this right has already expired.

2.4.2 Shareholders' right of withdrawal in the event of improvement of the Offer or Partial Offer

Pursuant to Section 17 last sentence ATA, if several offers (here: CPIPG Offer and Partial Offer of CEE Immobilien) are made and one of them is improved, the holders of securities may also revoke previous declarations of acceptance of the other offers.

Thus, pursuant to Section 17 ATA, the shareholders are entitled to revoke their previous declarations of acceptance of the CPIPG Offer or the acceptance of the Partial Offer of CEE Immobilien if the other offer is improved in each case.

Note: In the event of an improvement of the Partial Offer of CEE Immobilien, which does not relate to the Convertible Bonds, it is open under the provisions of the ATA whether the holders of the Convertible Bonds are entitled to withdraw previous declarations of acceptance of the Offer from today's perspective, as the Partial Offer is exclusively addressed to the shareholders of the Target Company and thus, from the perspective of the holders of the Convertible Bonds, there are no directly competing offers. To date, the Austrian Takeover Commission has not published any binding statement in this regard.

For the Offer of CPIPG and the Partial Offer of CEE Immobilien (only) the acceptance period runs in parallel, as only for the Offer of CPIPG a statutory additional acceptance period pursuant to Section 19 para 3 ATA applies (see below section 2.5.). In the event of price changes during the additional acceptance period of the CPIPG Offer, shareholders who have accepted the Partial Offer of CEE Immobilien shall not have the right to withdraw their declarations of acceptance of the Partial Offer of CEE Immobilien.

2.5 Publication of the results of the offers and additional acceptance period of the CPIPG-Offer

CEE Immobilien as bidder of the Partial Offer and CPIPG as Bidder of the mandatory anticipatory takeover offer are obliged to publish the respective results of their Offers without undue delay after the expiry of the acceptance periods running in parallel.

On the day of announcement of the results, the three-month additional acceptance period for the anticipatory mandatory offer of CPIPG shall commence (Section 19 para 3 ATA). No additional acceptance period applies to the Partial Offer of CEE Immobilien.

Shareholders who accept the Partial Offer of CEE Immobilien therefore continue to have the possibility, after the expiry of the Partial Offer, to tender any shares not tendered under the Partial Offer into the Offer of CPIPG during the additional acceptance period of the Offer of CPIPG. For withdrawal options, see section 2.4.2 above.

CEE Immobilien – as addressee of the CPIPG Offer – is also entitled to tender shares into the CPIPG Offer during the additional acceptance period. With regard to the open question of whether CEE Immobilien, in the event of a resale of a merely formally controlling interest in the Target Company, is obliged to make a subsequent payment of any pro rata capital gain pursuant to Section 16 para 7 last sentence ATA to those shareholders who have accepted the Partial Offer, reference is made to section 2.7 of the statement of the Executive Board on the Partial Offer of CEE Immobilien.

3. The Bidder and legal entities acting in concert

3.1 CPI PROPERTY GROUP S.A.

CPIPG (Bidder) is a a stock corporation (*société anonyme*) duly established and existing under the laws of Luxembourg, with corporate seat in Luxembourg and business address at 40, rue de la Vallée,

L-2661 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies under number B102254. According to the Offer Document, certain shares of the Bidder, registered under ISIN LU0251710041, are listed on the Regulated Market (*Regulierter Markt*) (General Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*).

CPIPG is a major real estate company in Central and Eastern Europe (CEE). According to the Offer Document, the real estate portfolio is valued at an estimated EUR 11.2 billion as at 30 June 2021 and office properties are CPIPG's largest segment (48% of the portfolio value as at 30 June 2021) followed by retail assets (22%), residential properties (9%), hotels and resorts (7%) and land bank and other – development, industrial, agricultural and logistics – properties (14% in aggregate), respectively.

The board of directors of CPIPG is comprised of Edward Hughes, Jonathan Lewis, Philippe Magistretti, Martin Němeček, Tomáš Salajka, Omar Sattar, Oliver Schlink, and Tim Scoble. According to the Offer Document, none of the members of the board of the Bidder holds shares in IMMOFINANZ.

3.1.1 Capital and shareholder structure of the Bidder

According to the Offer Document, the share capital of the Bidder amounts to EUR 890,291,529.80 represented by 8,902,915,298 ordinary shares.

The Offer Document contains a graphical depiction of the Bidder's shareholder structure (page 15). This includes several companies from Luxembourg and the British Virgin Islands. Reference is made to the overview in the Offer Document.

According to the Offer Document, Mr. Radovan Vitek, a Czech entrepreneur, controls approximately 88.8% of the Bidder's share capital and approximately 89.4% of the voting rights.

The second largest shareholder is Clerius Properties, a company of funds managed by affiliates of Apollo Global Management, Inc., holding approximately 5.5% of the Bidder's share capital and voting rights.

3.1.2 Legal entities acting in concert with the Bidder

The Bidder states in the Offer Document that it has not entered into any arrangements pursuant to Section 1 no. 6 ATA with any parties other than those controlled by it or controlling it.

According to the Offer Document, the Bidder and WXZ1 a.s. (registered with the Commercial Register kept by the Municipal Court in Prague, File No. B 25322) are parties acting in concert pursuant to Section 1 no. 6 ATA.

According to the Offer Document, also all other entities controlled by the Bidder as well as entities controlling the Bidder (see above item 3.1.1 and the overview in the Offer Document on page 15) qualify as parties acting in concert with the Bidder (Section 1 no. 6 ATA). In this context, the Bidder refers to Section 7 no. 12 ATA, according to which information on the parties acting in concert can be omitted, insofar as these entities are not relevant for the decision of the addressees of the Offer.

3.1.3 Shareholding of the Bidder and acquisitions of shareholdings

a) Shareholding of the Bidder and conditional share purchase agreement

According to the Offer Document, the Bidder directly holds 12,549,547 IMMOFINANZ shares, corresponding to a shareholding of approximately 10.18% of the old share capital at the time of publication of the Offer Document, which corresponds to a shareholding of approximately 9.08% of the current share capital of the Target Company.

Further 14,071,483 IMMOFINANZ shares, corresponding to a shareholding of approximately 11.41% of the old share capital (which corresponds to a shareholding of approximately 10.18% of the current share capital of the Target Company), are held by WXZ1 a.s., as a legal entity acting in concert with the Bidder.

As per the Offer Document, the Bidder therefore holds (directly and indirectly) 26,621,030 IMMOFINANZ shares, which corresponds to a shareholding of approximately 21.59% of the old share capital (and a shareholding of approximately 19.25% of the current share capital of the Target Company).

According to the Offer Document, CPIPG entered into a conditional share purchase agreement with RPPK Immo GmbH on 03 December 2021 for the acquisition of the RPPK-Shares (13,029,155 IMMOFINANZ shares). The RPPK-Shares correspond to a shareholding of approximately 10.57% of the previous share capital (approximately 9.42% of the current share capital). As per the Offer Document, RPPK Immo GmbH has undertaken under the share purchase agreement not to tender the RPPK-Shares into the Offer.

As per the Offer Document, the execution of the share purchase agreement and thus the transfer of the RPPK-Shares to the Bidder is subject to the condition precedent of the merger control clearance, as also provided for in Section 4 of the Offer Document as a condition precedent.

Upon execution of the share purchase agreement and transfer of the RPPK-Shares to the Bidder, the Bidder will, according to the Offer Document, hold a total shareholding in the Target Company of 39,650,185 IMMOFINANZ shares, corresponding to approximately 32.16% of the old share capital at the time of publication of the Offer Document, which corresponds to a shareholding of 28.68% of the current share capital of the Target Company.

b) Acquisitions of shareholdings by the Bidder

On 03 December 2021, two major holdings notifications under stock exchange law – one relating to the record date 01 December 2021 and the second to the record date 03 December 2021 – as well as an ad-hoc notification were made by CPIPG:

- In the first notification it was notified that CPIPG acquired all shares in WXZ1 a.s. – and thus indirectly 14,071,483 shares corresponding to approximately 11.41% of the old share capital of the Target Company (and approximately 10.18% of the current share capital) – from Mountfort Investments S.à.r.l.

According to the major holdings notification dated 03 December 2021, CPIPG directly held 4,147,047 shares, corresponding to approximately 3.36% of the old share capital (and

approximately 3.00% of the current share capital), related to the date on which the threshold was crossed or reached (01 December 2021).

Together with the 14,071,483 shares held by WXZ1 a.s., this corresponds to a (direct and indirect) shareholding of the Bidder of 18,218,530 shares, corresponding to a shareholding of approximately 14.78% in the Target Company based on the previous share capital (and approximately 13.18% of the current share capital).

- In the second major holdings notification dated 03 December 2021 – referring to the 03 December 2021 as the date on which the threshold was crossed or reached – it was notified that CIPPG directly holds 12,315,611 shares, corresponding to approximately 9.99% of the old share capital (approximately 8.91% of the current share capital).

This corresponds to a difference of 8,168,564 shares as of 03 December 2021, corresponding to approximately 6.63 percentage points compared to the preceding major holdings notification in relation to the date on which the threshold was crossed or reached with 01 December 2021.

Together with the 14,071,483 shares held by WXZ1 a.s., this corresponds to a (direct and indirect) shareholding of the Bidder of 26,387,094 shares, corresponding to a shareholding of approximately 21.4% in the Target Company based on the previous share capital (and approximately 19.09% of the current share capital). According to the Offer Document, the Bidder (directly and indirectly) holds a higher number of shares of 26,621,030 shares, which is 233,936 shares higher than the number of shares held by the Bidder (directly and indirectly), which may result from share acquisitions already concluded but not yet executed on 3 December 2021.

According to the Offer Document, the Bidder has made a total of 39 acquisitions of IMMOFINANZ shares in the period between 20 November 2020 and 03 December 2021, thereby acquiring a total of 12,549,547 shares in the Target Company. Of which 38 acquisitions of a total of 12,369,047 shares (corresponding to approximately 10.03% of the previous share capital) were made on the stock exchange and 180,500 IMMOFINANZ shares were acquired over-the-counter from Mountfort Investments S.à.r.l. (share purchase agreement dated 01 December 2021).

3.1.4 Participation of the Bidder and possible acquisition of a controlling influence

The Bidder holds (directly and indirectly) 26,621,030 IMMOFINANZ shares (approximately 21.59% of the previous share capital and approximately 19.25% of the current share capital).

Upon execution of the share purchase agreement with RPPK Immo GmbH and transfer of the RPPK-Shares, the Bidder will acquire a total shareholding in the Target Company of 39,650,185 IMMOFINANZ shares, corresponding to approximately 32.16% of the previous share capital at the time of publication of the Offer Document, corresponding to a shareholding of approximately 28.68% of the current share capital.

Pursuant to Section 28 of the articles of association of the Target Company, the control threshold within the meaning of Section 22 para 2 ATA has been reduced to 15% pursuant to Section 27 para 1 no 1 ATA. With the shareholding reported on 03 December 2021 (i.e. approximately 21.4% of the previous share capital), the Bidder has acquired a controlling interest in IMMOFINANZ pursuant to Section 22 ATA in connection with Section 27 ATA in connection with Section 28 of the articles of association of IMMOFINANZ. According to the Offer Document, the Bidder assumes – notwithstanding

the fact that the lowered control threshold is exceeded – that this shareholding does not give the Bidder a controlling influence over the Target Company because the exception pursuant to Section 24 para 2 no 2 ATA would apply.

With regard to the exception from the obligation to make an offer invoked by the Bidder: Pursuant to Section 24 ATA, there is no obligation to make an offer if a shareholding in the Target Company within the meaning of Sections 22 to 22b ATA cannot convey a controlling influence on the Target Company. In particular, a shareholding in the Target Company does not convey a controlling influence over it if the shares do not convey the majority of voting rights due to the usual presence of the other shareholders at the Target Company's shareholders' meeting (Section 24 para 2 no 2 ATA).

Therefore, as of the date of the Offer Document, the Bidder assumes that, although it has not currently acquired any material control over the Target Company, it will acquire a controlling influence over the Target Company upon transfer of the RPPK-Shares to the Bidder and the then acquired shareholding of 39,650,185 IMMOFINANZ shares.

The Bidder points out in the Offer that the shareholder structure of IMMOFINANZ may change in the future, in particular also taking into account the Partial Offer of CEE Immobilien published on 23 December 2021 (see also section 2).

The Executive Board points out that in connection with the shareholder structure, other developments must also be taken into account and may be relevant, such as the conversion of the Convertible Bonds that took place (section 1.4.1), the result of this Offer and the future (free float) presence in the shareholders' meetings.

Whether the Bidder actually acquires a controlling influence over the Target Company depends on whether the total shareholding in IMMOFINANZ then held by the Bidder conveys the majority of voting rights at the shareholders' meeting.

However, the completion of the Bidder's Offer does not depend on whether the Bidder actually acquires a controlling influence. The question of the Bidder's controlling influence is therefore primarily relevant in connection with the implementation of the Bidder's business policy objectives and intentions regarding IMMOFINANZ and the question of consequential effects on S IMMO (see, inter alia, section 7.2).

4. Offer of CIPPG (Bidder)

4.1 Object of purchase

The Bidder's Offer is directed to the acquisition of

- all outstanding ordinary shares in IMMOFINANZ admitted to trading on (i) the Vienna Stock Exchange, Official Market (Prime Market), and (ii) the Warsaw Stock Exchange (Main Market), which are not held by the Bidder or WXZ1 a.s. as legal entity acting in concert with the Bidder, and
- all outstanding convertible bonds issued by IMMOFINANZ maturing on 24 January 2024, conferring a right of conversion into no-par value shares of the Target Company (ISIN XS1551932046), with an aggregate principal amount of EUR 294,500,000 outstanding at

the date of publication of the Offer Document, as well as the Delivery Shares, in accordance with the terms of the Offer.

The Target Company currently holds 1,028 treasury shares (0.00% of the Target Company's share capital). These treasury shares are also subject to the Offer.

In order to fulfil conversion rights of the Convertible Bonds, 14,963,965 shares of IMMOFINANZ have been issued (Delivery Shares) by the time of the Statement and the share capital has been increased to EUR 138,257,760, divided into 138,257,760 shares.

The Offer also relates to Delivery Shares which will be issued to holders of outstanding convertible bonds of IMMOFINANZ upon the exercise of conversion rights under the Convertible Bonds, provided that the relevant Delivery Shares are issued in due time before the end of the Acceptance Period or the additional acceptance period. (see regarding the Convertible Bonds section 1.4)

4.2 Offer Price for the shares of IMMOFINANZ

The Bidder offers to the shareholders of IMMOFINANZ, subject to the terms of the Offer, to acquire the shares at a price of EUR 21.20 per share *cum dividends* for the financial year 2021 and any other dividends resolved upon by the Target Company after the announcement of the Offer ("**Offer Price**").

cum dividend means that the Offer Price per share will be reduced by the amount of any dividend resolved upon by IMMOFINANZ after the announcement of the Offer and the settlement, provided that the settlement of the Offer takes place after the relevant record date for such dividend.

As the settlement of the Offer is currently announced for March 2022 and the ordinary shareholders' meeting of IMMOFINANZ is currently scheduled to take place on 12 July 2022 (with a record date for a dividend on 15 July 2022), shareholders who accept the Offer during the additional acceptance period or, if applicable, during the additional acceptance period are not expected to be affected by such an adjustment of the Offer Price. This is also likely to be the case if the Bidder extends the Acceptance Period. See on an extension of the Acceptance Period section 4.6.

In the Offer, the Bidder has reserved the right to improve the Offer. The Bidder may therefore improve the Offer Price during the term of the Offer and otherwise amend the Offer in favour of the security holders (Section 15 para 1 ATA).

For equal treatment and statutory additional payment obligations, see section 4.8.

4.3 Offer Price for the Convertible Bonds

The Offer Price for the Convertible Bonds tendered into the Offer during the Acceptance Period or during the additional acceptance period pursuant to Section 19 para 3 ATA amounts to EUR 102,746.53.

This Offer Price corresponds to the nominal value of the Convertible Bonds divided by the Conversion Price of EUR 20.6333 multiplied by the Offer Price for the IMMOFINANZ shares of EUR 21.20.

The Offer Price for the Convertible Bonds will be adjusted by pro rata accrued interest for the period from the respective last interest payment date (inclusive) to the day of the respective settlement for

tendered Convertible Bonds based on the following formula: Actual number of days during the relevant interest period divided by the product of (i) the number of days in the respective interest period (as defined in the terms and conditions) falling within the interest period and (ii) the number of interest periods (as defined in the terms and conditions) that normally end in a year.

The Bidder states in the Offer Document that, in addition, the terms and conditions of the Convertible Bonds provide for an adjustment of the conversion price in the event of a dividend and that, in this case, the conversion price will be reduced by an adjustment factor if the shareholders of the Target Company receive an ordinary or extraordinary dividend for the shares.

An adjustment of the offer price for the Convertible Bonds is not provided for in this case in the Offer Document. In the opinion of the Executive Board, this means that the Offer Price remains fixed and a reduction of the Offer Price for the shares due to dividend distribution (see above section 4.2 on the share Offer Price *cum dividend*) is not relevant, but accordingly no reduction of the Conversion Price due to the dividend distribution is taken into account either. This means that when deriving the Offer Price on the basis of the nominal value of the Convertible Bonds divided by the Conversion Price multiplied by the Offer Price for the shares, both values (share Offer Price and Conversion Price) remain the same.

For the sake of completeness, the Executive Board points out that no compensation will be paid for a possibly further adjusted conversion price in the event of a further change of control event in accordance with the terms and conditions due to the completion of the Partial Offer by CEE Immobilien (i.e. if CEE Immobilien acquires at least 15% of the voting rights in the Target Company) (see section 1.4.2 above).

4.4 Settlement fees and taxes

The Offer Price is understood before the deduction of any income taxes or other applicable taxes and duties.

According to the Offer Document, the Bidder will bear all fees and costs invoiced by the custodian banks directly related to the settlement of the Offer up to a maximum amount of EUR 8 (Euro eight) per deposit.

In the Offer Document, the Bidder recommends that the holders of equity securities of the Target Company obtain independent tax advice on the potential consequences based on their individual tax situation before accepting the Offer. This is also in line with the recommendation of the Executive Board.

4.5 Condition precedent for the Offer: Merger control clearance

The Bidder's Offer is subject to the following condition precedent:

No later than 90 calendar days after the end of the Acceptance Period, for each of Austria, the Czech Republic, Germany, Hungary, Poland, Serbia and Slovakia, and no later than 120 calendar days after the end of the Acceptance Period for Romania,

- (i) the respective national competition authority has cleared the contemplated transaction;

- (ii) the statutory waiting period has expired with the result that the contemplated transaction is deemed to be cleared;
- (iii) the respective competition authority has declared that it is not competent for conducting a review of the contemplated transaction; or
- (iv) it turns out on the basis of the relevant turnover of the Target Company that there is no obligation to notify under merger control law in the respective jurisdiction.

The Bidder will disclose fulfilment or non-fulfilment of the condition precedent in the publication media referred to in section 5.12 of the Offer Document without undue delay.

4.6 Acceptance Period and settlement of the Offer

4.6.1 Acceptance Period

The Acceptance Period of the Offer is 6 (six) weeks. The Offer may be accepted from 12 January 2022 until 23 February 2022, 5:00 p.m. Vienna time (inclusive) (the "**Acceptance Period**").

The Bidder has reserved the right to extend the Acceptance Period.

If a competing offer is received, the Acceptance Period of the Offer shall be extended *ex lege* until the expiry of the acceptance period of the competing offer pursuant to Section 19 para 1c ATA, unless the Bidder has declared the withdrawal from this Offer.

The maximum period for all offers is in principle 10 weeks after the beginning of the acceptance period of the first offer (Section 19 para 1d ATA). As the acceptance period for the Partial Offer of CEE Immobilien started on 23 December 2021, the 10-week period ends on 03 March 2022. However, the Austrian Takeover Commission may grant a reasonable extension of the acceptance period to more than 10 weeks, provided that the business activities of the Target Company are not unduly impeded thereby.

Note: The Executive Board points out that the Bidder has reserved the right to withdraw from the Offer in the event of a competing offer (see section 4.9).

4.6.2 Additional acceptance period

Since the Offer is structured as an anticipatory mandatory offer pursuant to Sections 22 et seq ATA, an additional acceptance period pursuant to Section 19 para 3 ATA will be mandatory. The additional acceptance period shall start on the date of publication of the result of the Offer (Section 4.7) and shall last for 3 (three) months.

The provisions and statements set forth in section 5 of the Offer shall apply *mutatis mutandis* to the acceptance of the Offer during the additional acceptance period. The shares in the Target Company tendered during the additional acceptance period shall receive a separate ISIN AT0000A2UUN5 and shall be designated "IMMOFINANZ Shares Tendered for Sale Additional Acceptance Period".

To the extent that holders of IMMOFINANZ shares or Convertible Bonds wish to accept the Offer, they may accept the Offer either during the Acceptance Period or during the additional acceptance period.

Furthermore, it should be noted that the Bidder has expressly reserved the right to withdraw from the Offer in the event of a competing offer with respect to the IMMOFINANZ shares and/or Convertible Bonds (see section 4.9).

Note: The condition precedent of the merger control clearance for Romania for the unconditional binding nature of the Offer must occur no later than 120 calendar days after the end of the Acceptance Period (see section 4.5). The additional acceptance period of the Offer is 3 months (after publication of the result of the Offer, see above). Therefore, the situation may arise that the additional acceptance period ends and the offer has not yet become unconditionally binding. In this case, the addressees of the offer cannot wait with their acceptance decision until the Offer is actually unconditionally binding, but would have to make an acceptance decision at least within the additional acceptance period and accept the blocking of the shares (no other possibility to sell) associated with a tender in the Offer as well as the uncertainty that no merger control clearance for Romania has yet been obtained and that the Offer is therefore not yet unconditionally binding.

4.6.3 Settlement

For details of the settlement of the Offer, please refer to section 5 of the Offer Document.

4.7 Announcement and publication of the result

The Bidder is obliged to publish the result of the Offer as a notice in the official gazette of the Wiener Zeitung without undue delay after the expiry of the Acceptance Period. The result will also be published on the website of the Austrian Takeover Commission (www.takeover.at).

4.8 Equal treatment and statutory obligation for additional payments

The Bidder confirms in its Offer that the consideration is equal for all shareholders of IMMOFINANZ and for all holders of Convertible Bonds. Furthermore, the Bidder confirms that neither the Bidder nor any party acting in concert with the Bidder has acquired IMMOFINANZ shares or Convertible Bonds at a price exceeding EUR 21.20 per IMMOFINANZ share or EUR 102,746.53 per EUR 100,000 nominal amount of Convertible Bonds within the last 12 months prior to the announcement of the Offer, nor has it agreed to acquire them at a higher price.

The Bidder and any party acting in concert with the Bidder may not make any legal declarations aimed at the acquisition of shares or Convertible Bonds of the Target Company at better terms than those set out in the Offer until the expiry of the Acceptance Period or, as the case may be, until the expiry of the additional acceptance period (Section 19 para 3 ATA), unless the Bidder improves the Offer or the Austrian Takeover Commission grants an exception for good cause pursuant to Section 16 para 1 ATA.

Nevertheless, if the Bidder or any party acting in concert with the Bidder makes a declaration of acquisition on better terms than those set out in the Offer, such better terms shall also apply to all other IMMOFINANZ shareholders or holders of Convertible Bonds of the Target Company, even if they have already accepted the Offer.

To the extent that the Bidder acquires IMMOFINANZ shares or Convertible Bonds during the Acceptance Period or during the additional acceptance period, but outside the Offer, such acquisitions shall be announced by the Bidder without undue delay in accordance with the Offer Document, stating

the number of IMMOFINANZ shares or Convertible Bonds acquired or to be acquired and the consideration granted or agreed in accordance with the relevant Austrian legal provisions.

In the Offer Document, the Bidder refers to a possible obligation to make a subsequent payment pursuant to Section 16 para 7 ATA:

If the Bidder or any party acting in concert with the Bidder acquires shares or Convertible Bonds of the Target Company within a period of nine months after the expiry of the additional acceptance period and if, in return, a higher consideration is granted or agreed than in the Offer, the Bidder is obliged pursuant to Section 16 para 7 ATA to make an additional payment in the amount of the difference to those holders of securities who have accepted the Offer. This does not apply if the Bidder acquires shares in the Target Company in the course of a capital increase by exercising a statutory subscription right or if a higher consideration is paid in the course of a procedure pursuant to the Austrian Squeeze-out Act.

If the Bidder resells a controlling interest in the Target Company within a period of nine months after the expiry of the additional acceptance period, the Bidder is obliged to make a cash payment in the amount of the pro rata capital gain to the holders of equity securities who have accepted the Offer (Section 16 para 7 ATA).

According to the Offer Document, the Bidder will notify the occurrence of a subsequent payment event immediately and arrange the settlement of the additional payment at its own expense within ten trading days after publication via the payment and settlement agent (shares) or regarding the Convertible Bonds, by itself.

If no such event occurs within the nine-month period, the Bidder will submit, according to the Offer Document, a respective declaration to the Austrian Takeover Commission and the Bidder's expert will review the declaration and confirm its content.

4.9 Right of withdrawal in case of competing offers

If a competing offer is made during the term of the Offer, holders of securities are entitled pursuant to Section 17 ATA to withdraw from their declarations of acceptance (shares and/or Convertible Bonds) made up to that point no later than 4 (four) trading days prior to the expiry of the original acceptance period (Section 19 para 1 ATA). Please refer to Section 5.11 of the Offer Document for details on the exercise of the declaration of withdrawal by the holders of securities.

In the Offer Document, the Bidder has also reserved for itself the right to withdraw from the Offer pursuant to Section 19 para 1c ATA in the event that a competing offer is made. However, such withdrawal by the Bidder is only permissible according to the Offer Document if, at the time of withdrawal, the condition precedent (section 4.5) has not yet been fulfilled and the RPPK-Shares have not yet been transferred to the Bidder. It is to be assumed that the Bidder, pursuant to the reservation in the Offer Document, is in principle entitled to withdraw from the Offer pursuant to Section 19 para 1c ATA if the partial offer would be permissibly improved.

For an explanation of the withdrawal rights of the Bidder, CEE Immobilien and the shareholders in connection with the Offer in relation to the Partial Offer of CEE Immobilien, please refer to section 2 above.

5. Assessment of the Offer Price for the IMMOFINANZ shares by the Executive Board

The Offer Price is EUR 21.20 per share.

Since the Bidder's Offer is an anticipatory mandatory offer pursuant to Sections 22 et seq ATA, the Bidder must comply with the minimum price provisions pursuant to Section 26 ATA.

Accordingly, the offer price must not be lower than

- the volume-weighted average stock exchange price of the last 6 months from the day before the public announcement of the Bidder's intention to make an offer (02 December 2021), or
- the highest consideration paid for a share or other security by the Bidder or an entity acting in concert with the Bidder in the 12 months preceding the filing of the Offer with the Austrian Takeover Commission (22 December 2021),

whereby the higher of the two values is to be used as the minimum price.

5.1 No full valuation of the Target Company by the Bidder and pre-acquisition prices of the Bidder

According to the Offer Document, the Bidder has not procured for a preparation of a full valuation of the Target Company in order to determine the consideration of the Offer.

The share Offer Price corresponds to the purchase price per IMMOFINANZ Share under the RPPK share purchase agreement, corresponding to EUR 21.20 *cum dividend*.

According to the Offer Document, this is the highest consideration granted or agreed in cash by the Bidder or any party acting in filing with the Bidder for securities of the Target Company in the 12 months preceding the announcement of the Offer.

5.2 Offer price in relation to average stock exchange prices

The volume weighted average prices ("VWAP") per IMMOFINANZ share for the last one, three, six and twelve calendar months before it became known that an offer was under consideration, as well as the absolute and percentage amounts by which the Offer Price respectively exceeds these prices, amount up to and including the closing price as of 02 December 2021 (last trading day prior to the announcement of the intention to launch the Offer):

Record date/Period	Closing price (02 Dec 2021)	1 Month	3 Months	6 Months	12 Months
Closing price/VWAP value, in EUR	21.20	20.88	20.80	20.35	18.61
Difference to Offer Price, in EUR	0.00	0.32	0.40	0.85	2.59
Premium (offer price to closing price/VWAP), in %.	0.00	1.54	1.93	4.19	13.94

Source: Vienna Stock Exchange AG (<https://www.wienerborse.at/>); own calculations of the Target Company.

Calculation periods (inclusive): 03 November 2021 to 02 December 2021 (1-month VWAP), 03 September 2021 to 02 December 2021 (3-month VWAP), 03 June 2021 to 02 December 2021 (6-month VWAP) and 03 December 2020 to 02 December 2021 (12-month VWAP).

It should be noted that share price developments and average prices may also be strongly influenced by the effects of the COVID-19 pandemic. Therefore, the following table shows both the daily closing price of the IMMOFINANZ share as of 21 February 2020, which is defined for the purposes of this document as the last day before the collapse of the European capital markets caused by uncertainties in the context of the COVID-19 pandemic, and the volume weighted average prices (VWAP) of the IMMOFINANZ share for the last one, three and six months up to that date. The Offer Price of the Bidder shows a discount of approximately 19.70% compared to the closing price of EUR 26.40 on 21 February 2020 immediately prior to the outbreak of the COVID-19 pandemic in Europe and corresponding share price declines due to the pandemic on the European stock markets.

Reference date/Period	21 February 2020	1 Month	3 Months	6 Months
Closing price/VWAP value, in EUR	26.40	25.68	24.70	24.96
Difference to Offer Price in EUR	5.20	4.48	3.50	3.76
Discount (Offer Price to closing price/VWAP), in %	- 19.70	- 17.45	- 14.16	- 15.06

Source: Vienna Stock Exchange AG (<https://www.wienerbourse.at/>); own calculations of the Target Company.

Calculation periods (inclusive): Daily closing price on 21 February 2020, 22 January 2020 to 21 February 2020 (1-month VWAP), 22 November 2019 to 21 February 2020 (3-month VWAP) and 22 August 2019 to 21 February 2020 (6-month VWAP).

The price level of the IMMOFINANZ share before the outbreak of the COVID 19 pandemic was significantly higher than the Offer Price. In the view of the Executive Board, this price level also represents a significant reference point for the assessment of the Offer Price based on the current general economic development and the prospects of IMMOFINANZ.

The highest and lowest closing prices of the share in the calendar years 2019, 2020 and 2021 were (in EUR):

	2019	2020	2021
High	26.30	26.95	22.78
Low	21.08	11.50	16.17

Source: Vienna Stock Exchange AG (<https://www.wienerbourse.at/>); own calculations of the Target Company.
Basis: daily closing prices.

On 24 January 2022 the daily closing price of the IMMOFINANZ share was EUR 22.64. The Offer Price of EUR 21.20 per share is therefore approximately 6.36% below the closing price of the share on 24 January 2022.

5.3 Offer Price in relation to IFRS book value, EPRA NAV and EPRA NTA

	IFRS book value (diluted)	EPRA NAV (diluted)	EPRA NTA (diluted)
Value per share, in EUR	26.70	29.05	29.45
Offer Price in EUR	21.20	21.20	21.20
Discount in EUR	- 5.50	- 7.85	- 8.25
Discount in %	- 20.61	- 27.02	- 28.01

Source: Book value per share, EPRA NAV per share and EPRA NTA per share according to IMMOFINANZ interim group statements as of 30 September 2021, calculated taking into account the issuance of 14,963,965 new IMMOFINANZ shares upon conversion of the Convertible Bonds and the remaining conversion rights from outstanding Convertible Bonds in the total nominal amount of EUR 11,700,000 (aggregate principal amount after deduction of EUR 2.7 million Convertible Bonds held by the Target Company) at the currently applicable conversion price of EUR 20.6333 ("Dilution").

EPRA NAV is the net asset value of IMMOFINANZ calculated in accordance with the principles of the European Public Real Estate Association (EPRA), as reported in the consolidated interim financial statements as of 30 September 2021.

In accordance with EPRA recommendations, IMMOFINANZ has published an expanded version of the net asset value (NAV) indicators, since the 2020 consolidated annual financial statements. The two familiar key figures Net Asset Value (NAV) and Triple Net Asset Value (NNNAV) were replaced by the three new key figures Net Reinstatement Value (NRV), Net Tangible Assets (NTA) and Net Disposal Value (NDV).

The EPRA NTA is considered the most relevant indicator for the asset value of IMMOFINANZ and therefore serves as the new primary indicator for the net value of the assets of IMMOFINANZ.

EPRA NAV is still regularly identified as the most appropriate metric for value estimates in connection with transactions of shares in listed real estate companies and is commonly used in the real estate industry for such transactions.

From the perspective of the Executive Board of IMMOFINANZ, the Offer Price should be put in relation to both key figures – EPRA NAV and EPRA NTA per share.

The Offer Price

- is EUR 7.85 below the EPRA NAV per share and EUR 8.25 below the EPRA NTA per share (both as of 30 September 2021 (diluted)); and
- shows a discount of approximately 27.02% to the EPRA NAV per share and a discount of approximately 28.01% to the EPRA NTA per share (both as of 30 September 2021 (diluted)).

The Offer Price of EUR 21.20 is thus significantly below the EPRA NAV and EPRA NTA of IMMOFINANZ (diluted).

For the future development of the EPRA NAV and EPRA NTA, the Executive Board believes that the positive potential from an expanded use of specialist retail properties (STOP SHOP) through IMMOFINANZ's entry into the asset class of affordable sustainable housing (TOP on STOP), which was announced in August 2021, should also be taken into account.

5.4 Key figures and business outlook for 2022

In assessing the Offer Price, the sustained improvement in key figures and the positive business outlook of IMMOFINANZ must be taken into account.

The Executive Board refers to the publication of IMMOFINANZ on 29 November 2021 on the consolidated results for the first three quarters of 2021 and the guidance (business outlook) published for the 2022 financial year. For the 2022 financial year, the Executive Board assumes the following key points for the business development in the 2022 financial year, based on a moderate impact of COVID-19 influences:

- Growth of the portfolio from EUR 5 billion to approximately EUR 6 billion through completion of project developments and acquisitions in the sectors retail (STOP SHOP) and office (myhive).
- Target for FFO 1 before tax of more than EUR 135 million.
- Dividend payment (proposal for the appropriation of the balance sheet profit to the shareholders' meeting) of approximately 70% of generated FFO 1 before tax.
- Unchanged financial policy with a debt ratio measured by net LTV at a conservative level of 36.6% as of 30 September 2021, of still below 45% in the medium term, and maintenance of the investment grade rating from S&P Global Ratings of BBB-/Stable (BBB-/Stable outlook) (see also section 7.4.3 of this statement).

5.5 Analyst ratings of the IMMOFINANZ share

The table below shows the price targets published by equity research analysts prior to and after the announcement of the Bidder's intention to launch the Offer and the current price targets:

Financial institution	Date	Price targets prior to announcement of intention to launch the Offer, in EUR	Date	Price targets after announcement of intention to launch the Offer, in EUR	Current price targets
Deutsche Bank	20 Oct 2021	23.00	06 Dec 2021	23.00	23.00
Erste Group	13 Oct 2021	26.00	20 Dec 2021	26.00	26.00
Kepler Cheuvreux	31 Aug 2021	21.00	11 Jan 2022	21.00	21.00
PKO BP	03 Dec 2021	19.00	06 Dec 2021	19.00	19.00
Raiffeisen Bank International	29 Nov 2021	22.50	14 Jan 2021	26.25	26.25
Wiener Privatbank	02 Dec 2021	27.60			27.60

Average		23.18		23.05	23.81
Median		22.75		23.00	24.50

Source: Broker reports, Bloomberg.

From the Executive Board's point of view, the following four price targets stated in the Offer Document are not appropriate for the assessment: (i) Wood&Co with EUR 14.40, as this has not been updated since 10 September 2020 and, according to information from Wood&Co's analyst, an update is required. (ii) Société Générale with EUR 23.00, as Société Générale has discontinued its analyses and investment recommendations (equity research) regarding the IMMOFINANZ share. (iii) Baader Helvea with EUR 27.00, as this has not been updated since 28 May 2020 and according to information from the analyst at Baader Helvea, an update is required for this. (iv) HSBC with EUR 20.00 as of 30 June 2021, as HSBC is currently "restricted" according to information from HCBC's analyst due to HSBC's involvement on the Bidder's side.

The Offer Price of EUR 21.20 is therefore below the average (EUR 23.81) and median (EUR 24.50) of the current price targets of the listed equity research analysts. Four of the listed equity research analysts indicate a target price significantly above the Offer Price of EUR 21.20.

5.6 Offer Price in relation to the announced CPIPG Offer

The offer price of the Partial Offer of CEE Immobilien is EUR 1.80 per share or 8.49% higher than the Offer Price of EUR 21.20 per share offered by CPIPG.

5.7 Offer Price in relation to selected european takeover transactions

In assessing the Offer Price, the Executive Board of the Target Company has also analysed premiums of public takeover transactions in the European real estate sector to acquire control and thus contain a control premium.

Buyer	Target company	Date	Premium / discount at		
			Closing price	3-month VWAP	EPRA NAV
SBB	Amasten	18 Nov 21	10.6%	31.5%	49.1%
Brookfield	alstria office REIT	04 Nov 21	21.5%	30.6%	6.8%
CTP N.V.	Deutsche Industrie REIT-AG	26 Oct 21	48.0%	45.8%	75.0%
Castellum	Kungsleden	02 August 21	7.5%	15.3%	21.2%
Vonovia	Deutsche Wohnen	01 August 21	17.8%	25.0%	0.6%
Blackstone/APG	GCP Student Living	02 July 21	30.7%	27.4%	9.2%
Starwood	RDI REIT Plc	26 Feb 21	33.1%	39.2%	-15.0%
Starwood	CA Immo	17 Dec 20	25.6%	38.1%	-10.1%
SBB	Offentliga	18 Dec 20	20.8%	19.4%	35.7%
SEGRO Plc	Sofibus Patrimoine	15 Dec 20	46.6%	67.5%	NA
Optima Investments	Globe Trade Centre	06 April 20	0.2%	-28.2%	-45.3%
Covivio	Godewind	13 Feb 20	14.1%	37.4%	4.9%

English translation of the German original version for convenience only.
The German original version shall prevail.

			Premium / discount at		
Buyer	Target company	Date	Closing price	3-month VWAP	EPRA NAV
Blackstone	Hansteen	18 Dec 19	10.3%	18.0%	11.6%
SBB	Hemfosa Fastigheter	15 Nov 19	22.7%	31.1%	50.6%
Aedifica	Hoivatilat Oyj	04 Nov 19	26.0%	35.9%	98.8%
Vonovia	Hembla	23 Sept 19	11.5%	15.6%	18.6%
Growthpoint	Capital & Regional	11 Sept 19	71.6%	92.5%	-39.8%
LondonMetric	A&J Mucklow Group PLC	23 May 19	19.7%	28.2%	14.5%
Henderson Park	Green REIT	15 April 19	24.7%	30.8%	2.3%
Swiss Life	Terreis	09 Feb 19	48.9%	61.6%	5.3%
Kildare Partners	Technopolis	28 Aug 18	13.7%	19.7%	0.0%
Vonovia	Victoria Park	03 May 18	19.5%	24.7%	22.3%
Blackstone	Hispania	05 April 18	8.4%	10.5%	17.7%
ADLER Real Estate AG	Brack Capital Properties	18 Feb 18	12.3%	10.1%	12.1%
Average			23.6%	30.3%	15.1%
Median			20.2%	29.4%	11.6%
Bidder's Offer Price (EUR 21.20)			0.0%	1.9%	- 27.0%
Difference to average, in percentage points			- 23.6	- 28.4	- 42.1
Difference to median, in percentage points			- 20.2	- 27.5	- 38.6

Source: Major holdings notifications, annual reports, FactSet and Merger Market, own analyses (as of 24 January 2022).

The Offer Price of the Bidder corresponds to the closing price of the IMMOFINANZ share on 02 December 2021 (EUR 21.2000) and therefore does not imply a premium to this closing price. In relation to the 3-month VWAP, the Offer Price implies a premium of approximately 1.9%.

In contrast, other public takeover transactions in the European real estate sector (comparable transactions) have consistently offered premiums compared to the (unaffected) closing price (average 23.6% and median 20.2%). The implied premium of the Offer Price to the 3-month VWAP is also significantly below the average and median of the premiums offered at the 3-month VWAP in the comparable transactions.

The Offer Price of the Bidder shows a discount to the EPRA NAV of IMMOFINANZ as of 30 September 2021 (diluted) of approximately 27.02%.

In contrast, premiums compared to the EPRA NAV were consistently offered in the comparable transactions. The average of the premiums was around 15.1%; the median was around 11.6%.

5.8 Opinion of Citi

In order to assess the financial adequacy of the Offer Price for addressees of the Offer (shareholders of IMMOFINANZ other than the Bidder and parties acting in concert with the Bidder), the Executive Board of IMMOFINANZ has engaged Citigroup Global Markets Europe AG ("**Citi**") as financial advisor to advise the Executive Board of IMMOFINANZ with respect to the analysis of the Offer and to assist in the preparation of this statement of the Executive Board. This engagement also includes the issuance of an opinion on the financial adequacy of the Offer Price for addressees of the Offer (shareholders of IMMOFINANZ other than the Bidder and parties acting in concert with the Bidder).

On this basis, Citi has prepared an opinion on the financial adequacy of the Offer Price for the IMMOFINANZ shares based on internationally accepted procedures commonly used by financial advisors to assess comparable transactions in the real estate sector. The procedures applied in consideration of the financial terms of the Bidder's Offer include, inter alia, multiples of comparable companies derived from stock exchange prices, premium analyses of public company transactions, estimates of equity research analysts, discounted cash flow procedures and other factors deemed appropriate by Citi.

In this opinion, Citi concludes that, based on and subject to the considerations and assumptions set forth in the opinion, the Offer Price of EUR 21.20 per IMMOFINANZ share is inadequate, from a financial point of view, to the shareholders of IMMOFINANZ ("**Inadequacy Opinion**").

6. Assessment of the Offer Price for the Convertible Bonds by the Executive Board

The Offer Price for the Convertible Bonds tendered into the Offer during the Acceptance Period or during the additional acceptance period pursuant to Section 19 para 3 ATA amounts to EUR 102,746.53. In addition, pro rata accrued interest will be compensated (see section 4.3).

6.1 Offer Price in relation to the historical market price

The Convertible Bonds are included for trading in the multilateral trading facility of the Vienna Stock Exchange (Vienna MTF). The Vienna Stock Exchange has not published any data on trading volumes because no transactions of Convertible Bonds have taken place. Therefore, there is no relevant value that can be used as a minimum threshold pursuant to Section 26 para 1 ATA in relation to the Convertible Bonds.

6.2 Offer Price in relation to purchases made by the Bidder

According to information provided by the Bidder, neither the Bidder nor any party acting in concert with the Bidder has acquired or agreed to acquire any Convertible Bonds in the 12 months prior to the announcement of the Offer.

6.3 Reasonable Relation between Offer Price for IMMOFINANZ shares and Convertible Bonds

Section 26 para 2 ATA provides that the Offer Price for IMMOFINANZ shares on the one hand and for Convertible Bonds on the other hand must be in reasonable proportion to each other. As far as can be seen from the Offer Document, the Bidder has adequately taken into account the relationship between these two securities by granting the premium offered to the holders of IMMOFINANZ shares

also to the holders of Convertible Bonds. This was achieved by determining the offer price for the Convertible Bond in such a way that the nominal value of a Convertible Bond was divided by the conversion price in accordance with the terms and conditions of the Convertible Bond and then multiplied by the offer price for the IMMOFINANZ shares.

An adjustment of the offer price for the Convertible Bonds in case of a reduction of the Offer Price for the shares due to dividend distribution (see above section 4.2 on the share offer price *cum dividend*) is not taken into account in the Offer Document, but accordingly also no reduction of the conversion price due to the dividend distribution. This means that when deriving the offer price based on the nominal value of the Convertible Bonds divided by the conversion price multiplied by the Offer Price for the shares, both values (share Offer Price and conversion price) remain the same.

6.4 Other adjustments of the conversion price

For the sake of completeness, the Executive Board points out that the adjusted conversion price until 19 January 2022, which was adjusted due to the change of control resulting from the acquisition of the CPIPG shareholding (see section 1.4.1), is not taken into account as the conversion option at this conversion price only existed until 19 January 2022 - i.e. before settlement of the CPIPG offer.

Also no compensation will be paid for any further adjustment of the conversion price in the event of another change of control event pursuant to the terms and conditions due to the completion of the Partial Offer by CEE Immobilien (i.e. if CEE Immobilien acquires at least 15% of the voting rights in the Target Company) (see section 1.4.2 above) or any other adjustments of the conversion price pursuant to the terms and conditions.

7. Presentation of the interests of IMMOFINANZ and its stakeholders

7.1 Reasons of the Bidder for the Offer

According to the Offer Document, the Bidder considers the acquisition of a controlling interest in IMMOFINANZ to be an optimal strategic fit for its business and IMMOFINANZ has an excellent property portfolio in the Central European region where the Bidder is already present.

In the Bidder's view, the strategic decision-making at IMMOFINANZ has been impaired by a lack of leadership from core shareholders and by unclear market signals. In the Bidder's opinion, IMMOFINANZ could achieve much more with its active involvement as a company. The Bidder has significant experience in successfully managing and operating comparable real estate businesses and is well positioned to support the development and growth of IMMOFINANZ.

7.2 Business policy objectives and intentions of the Bidder regarding IMMOFINANZ

According to the Offer Document, the Bidder expects to remain a long term, active shareholder of the Target Company and to support the development and growth of IMMOFINANZ. The Bidder sees itself as a long term-investor in the Central European region with experience of consolidating publicly listed platforms across the region.

The Bidder expects to have a high level of control and the ability to strongly influence future strategic actions of the Target Company in compliance with the Austrian Corporate Governance Code as well as other rules and regulations, and in close collaboration with the management and other stakeholders

for the benefit of the Target Company. According to the Offer Document, the Bidder will influence the Target Company's ESG and diversity initiatives.

With regard to IMMOFINANZ's approximately 26.49% shareholding in S IMMO, the Bidder has expressed the following potential future scenarios in the Offer Document:

From the Bidder's point of view, a merger of the Target Company with S IMMO could be considered. The Bidder points out that the possible implementation of a merger would depend on various legal, economic and other influencing factors, in particular, but not limited to, whether an agreement on terms acceptable to all parties could be reached.

Another option put forward by the Bidder would be the sale of the Target Company's shareholding in S IMMO.

If a merger of the Target Company with S IMMO does not take place and a sale of the participation is evaluated in more detail, the Bidder may – within the scope of legal possibilities – attempt to encourage the Target Company to initiate a market standard sales process in order to address a broad field of potentially interested parties. According to the Offer Document, current shareholders of S IMMO should also be included.

According to this information, the potential group of purchasers to be included also includes CIPIG itself, which currently holds a stake of approximately 11.61% in S IMMO.

7.3 Legal framework and stock exchange listing

It is the current intention of the Bidder that the listing of the Target Company on the Official Market of the Vienna Stock Exchange and on the Warsaw Stock Exchange will remain.

From a legal point of view, a delisting from the Official Market of the Vienna Stock Exchange would be required if the statutory admission requirements pursuant to Section 40 para 1 Stock Exchange Act 2018 (in particular the statutory minimum free float) are no longer met.

The Offer is structured as an anticipatory mandatory offer pursuant to Sections 22 et seq ATA. This means that the Bidder could acquire all shares in the Target Company comprised by the Offer if the Offer is accepted in full. A full acceptance of the Offer could therefore result in the Target Company no longer fulfilling its minimum listing on the Official Market of the Vienna Stock Exchange (Prime Market).

Furthermore, such a termination of the listing due to the absence of the listing requirements could be triggered by the Bidder demanding a squeeze-out pursuant to the Austrian Squeeze-out Act (*Gesellschafterausschlussgesetz, GesAusG*), provided that the Bidder and parties acting in concert with it hold more than 90% of the Target Company's share capital.

According to the Offer Document, the Bidder has not yet decided whether a squeeze-out pursuant to the Austrian Squeeze-out Act shall be effected, if the Offer results in the Bidder holding more than 90% of the Target Company's share capital and voting rights upon completion or at a later date. According to the Offer Document, a squeeze-out is currently not intended.

The Bidder has declared that the Offer does not constitute a "delisting offer" within the meaning of Section 27e ATA.

7.4 Impact on IMMOFINANZ and the shareholder structure

7.4.1 Shareholder blocks

The previous acquisition of shares by CIPIG together with the agreed acquisition of further IMMOFINANZ shares pursuant to the share purchase agreement of CIPIG with RPPK Immo GmbH combined with the results of this offer by CIPIG and the Partial Offer by CEE Immobilien (S IMMO) may result in two shareholders with a significant shareholding in the Target Company opposing each other.

Different strategic interests of S IMMO and CIPIG may complicate decision-making at the IMMOFINANZ shareholders' meeting. With regard to the strategic interests of the shareholders and their impact on the decision-making process, it must also be taken into account that CIPIG holds a shareholding of approximately 11.61% in S IMMO.

7.4.2 Potential impact on IMMOFINANZ's shareholding in S IMMO

CIPIG holds a shareholding in S IMMO. According to announcements and as shown in the Partial Offer Document of CEE Immobilien, CIPIG holds 8,543,690 S IMMO shares, corresponding to approximately 11.61% of the current share capital of S IMMO.

IMMOFINANZ holds 19,499,437 S IMMO shares, corresponding to approximately 26.49% of the current share capital of S IMMO.

a) Possible effects on voting power in the shareholders' meeting of S IMMO

Pursuant to Section 13 para 3 of S IMMO's articles of association, a maximum voting right applies. Accordingly, the voting right of each shareholder in the shareholders' meeting is limited to 15% (fifteen percent) of the issued shares. The maximum voting right limits the voting weight in relation to voting majorities; no limitation applies to capital majorities.

For the purposes of the maximum voting right, the two blocks of shares (IMMOFINANZ, CIPIG) are generally to be considered separately.

Pursuant to the provisions of the articles of association, shares of companies constituting a group within the meaning of Section 15 of the Austrian Stock Corporation Act shall be aggregated. The same shall apply for shares held by a third party for the account of the respective shareholders or for the account of a group company with which such shareholder is affiliated. The shares of shareholders acting in concert for the exercise of their voting rights on the basis of a contract or coordination shall also be aggregated.

In the event of an aggregation of the shareholdings of IMMOFINANZ and CIPIG, the voting rights from the shareholdings together are limited to 15%. The extent to which the aggregated shareholdings are to be reduced is not regulated by law.

b) Possible takeover obligations of IMMOFINANZ with regard to S IMMO

Acquisitions of shares in IMMOFINANZ by CPIPG outside or through the present Offer may result in the aggregation of the shareholdings of IMMOFINANZ and CPIPG in S IMMO under takeover law and thus in the aggregation exceeding 30% of the voting rights in S IMMO and in the acquisition of a formal controlling interest (Section 22 ATA). Due to the statutory 15% maximum voting right at S IMMO, an exception from the obligation to launch an offer under takeover law is applicable in this case (Section 24 para 2 no 3 ATA), whereby the Austrian Takeover Commission (in its opinion of 25 June 2019, 2019/3/1-21) expressed the view that the exception does not appear justified if a qualified capital majority (75%) would be reached due to the usual presence at the shareholders' meeting or if de facto control can be exercised over the corresponding shareholding. Therefore, it cannot be excluded that any de facto control at S IMMO is relevant, that such control may also arise as a result of changes in the shareholding ratios which cannot be influenced by IMMOFINANZ, and that IMMOFINANZ then may in this context be affected by takeover-related obligations to make an offer pursuant to Section 23 para 3 ATA with respect to S IMMO.

c) Options to dissolve the cross-shareholding

The cross-shareholdings between IMMOFINANZ and S IMMO are viewed critically by the capital market. A possible dissolution of the cross-shareholdings, e.g. in accordance with the possible courses of action (merger or sale of the shareholding) mentioned by CPIPG in the Offer Document with respect to the S IMMO shareholding, may strengthen the attractiveness of the IMMOFINANZ share on the capital market.

7.4.3 Effects on the financing strategy, access to capital and financing costs

IMMOFINANZ has a long-term issuer rating of BBB-/Stable (BBB/Stable outlook) from S&P Global Ratings.

CPIPG has a long-term issuer rating of BBB/Negative (BBB/Negative Outlook) from S&P Global Ratings and a long-term issuer rating of Baa2/Negative (Baa2/Negative Outlook) from Moody's Investors Service. Both rating agencies confirmed the issuer rating of Baa2 on 03 December/07 December 2021 after the announcement of CPIPG's acquisitions of shares in IMMOFINANZ (approximately 21.4%) and S IMMO (approximately 10.8%) and the announcement of CPIPG's Offer and stated that the negative outlook will be maintained.

According to the announcements of the two agencies, if the offer is successful, benefits may arise, among other things, in terms of consolidation opportunities in the Central and Eastern European real estate market and CPIPG's leading position in the Central and Eastern European commercial real estate market may be strengthened by IMMOFINANZ's portfolio. In the cross-shareholdings between CPIPG, IMMOFINANZ and S IMMO, the agencies see governance-related risks and an increasing complexity of the group structure, which could, for example, impair the operational performance, the transparency of business strategies or the creditworthiness of the company.

The negative outlook also includes the ongoing event risk and the typical execution risks associated with a large merger.

Following the announcements regarding CPIPG's acquisition of a shareholding in IMMOFINANZ of approximately 21.4% and the announcement of the Offer of CPIPG on 03 December 2021 and the announcement of the Partial Offer of CEE Immobilien on 06 December 2021, S&P Global Ratings announced on 07 December 2021 that the outlook on IMMOFINANZ's issuer rating is unchanged for the time being. S&P Global Ratings will monitor the outcome of the transactions and their impact on the final shareholder and governance structure of IMMOFINANZ, as well as any impact on future credit quality, over the coming months and update the rating analysis accordingly.

From today's perspective, the Executive Board generally does not expect a deterioration of the issuer rating of IMMOFINANZ in connection with the CPIPG Offer.

The Bidder's Offer does not contain any statement regarding the issuer rating of IMMOFINANZ. Therefore, neither a commitment nor an explicit confirmation by CPIPG has been given to maintain the existing issuer rating of BBB-/Stable (BBB-/Stable Outlook) of IMMOFINANZ. A change in the issuer rating due to a changed capital structure is possible.

The Executive Board assumes that a significant or a majority shareholding of the Bidder in IMMOFINANZ could lead to the rating agencies including the capital structures of the Bidder and those of IMMOFINANZ in their assessment of the rating of the entire group, which could have positive and negative effects on the scope for action with regard to debt financing and thus the strategic flexibility of the Target Company.

Depending on the financial flexibility, this may have an impact on the Target Company's ability to carry out acquisitions and project developments, which could possibly also be associated with effects on the company's future growth profile.

From the perspective of the Executive Board of IMMOFINANZ, maintaining the current investment grade rating is a fundamental part of the corporate strategy that provides a basis for successfully raising capital in the unsecured financing market and, in the event of a change in the rating, this could impact the financing costs and thus the future profitability of the Target Company as well as the implementation of the current business plan (including the implementation of the long-term, value-enhancing acquisition and development pipeline).

A change in rating will also affect access to capital markets, which could impact the speed and difficulty of raising finance in the debt and equity markets.

Also depending on the acceptance rate of the Offer and the Bidder's shareholding after settlement of the Offer, IMMOFINANZ's access to the capital markets for equity and debt capital may change compared to the previous scope or conditions.

7.4.4 (Other) financial effects on IMMOFINANZ

For creditors of IMMOFINANZ, in the view of the Executive Board, no deterioration of the current position is apparent as a result of the Offer.

However, the Executive Board of IMMOFINANZ points out that it cannot be excluded that, as a result of a change of control, repayment liabilities of the Target Company or termination rights of creditors of the Target Company as well as certain other termination rights may be triggered.

Under the terms and conditions of the corporate bonds 2019-2023 issued in January 2019 (aggregate nominal amount EUR 482.8 million) and the corporate bonds 2020-2027 issued in October 2020 (aggregate nominal amount EUR 500 million), in the event of a change of control event (as defined in the terms and conditions), creditors are entitled to terminate their notes and may demand immediate redemption at 101% of the principal amount plus accrued interest. A change of control event occurs under the terms and conditions of the corporate bonds 2019-2023 and 2020-2027 if a controlling interest in IMMOFINANZ is obtained, triggering a mandatory offer⁵. It can be assumed that a change of control event will occur under the terms and conditions upon execution of the share purchase agreement between CIPG and RPPK Immo GmbH and transfer of the RPPK-Shares to CIPG.

With regard to the currently unused EUR 100 million group credit line of IMMOFINANZ, it can also be assumed that a right of termination for cause will be triggered accordingly.

With respect to material real estate financing transactions entered into by IMMOFINANZ and its subsidiaries, termination rights of creditors may be triggered for a total credit volume of approximately EUR 1.37 billion whereby termination rights for approximately half of this total credit volume may be triggered for one part (i) in the event of a material controlling interest of CIPG and for the other half (ii) in the event of a majority shareholding by CIPG in IMMOFINANZ or such acquisition of control are subject to the approvals of the lenders.

7.4.5 Planned changes in the Supervisory Board of IMMOFINANZ

According to the Offer Document, the Bidder intends to make changes to the Supervisory Board of the Target Company that reflect the Bidder's controlling influence over the Target Company. The Bidder states that it intends to comply with all applicable laws and corporate governance practices.

7.4.6 Board composition

According to the Offer Document, the Bidder has no immediate plans to change the current positions on the Executive Board of IMMOFINANZ. In the Offer, the Bidder has reserved the right to recommend that the position of the CEO (Chief Executive Officer) of IMMOFINANZ be filled in accordance with corporate governance practices and Austrian stock corporation law. According to the Offer Document, the Bidder's overall objective is to optimise decision-making processes and to put the Target Company in a better position to implement a business plan for the future.

7.5 Effects on the employment situation, location issues

Employees

According to the Offer Document, the Bidder does not intend to materially change the terms and conditions of employment of the Target Company's employees or to alter the balance of skills and functions of management and employees. The Bidder considers the continued participation of the senior management team of IMMOFINANZ to be important for the future of IMMOFINANZ, but at the

⁵ A change of control event shall be deemed to have occurred if one or more persons acting in concert or a third person or persons acting on behalf of such person or persons acquire at any time, directly or indirectly, a controlling interest within the meaning of the Austrian Takeover Act (which shall also include any lower threshold provided for in the articles of association of IMMOFINANZ), thereby triggering a mandatory offer.

same time notes that no decision has yet been made regarding the continued participation of the senior management of the Target Company.

According to the Offer Document, a change in the terms and conditions of employment of the Target Company's employees as a result of the completion of the Offer is not apparent, but also not excluded.

As of the date of this Statement, no discussions have yet taken place between the Bidder and the Target Company with respect to the employment situation.

Location Issues

The Bidder points out in the Offer Document that it currently has no presence in Austria.

According to the Offer Document, the Bidder intends to maintain the current structure of the Target Company and its group, including the headquarters in Vienna, Austria, in all material respects.

7.6 Impact on creditors, taxes and the public interest

7.6.1 Creditors

For creditors of IMMOFINANZ, the Offer does not lead to a fundamental deterioration of the current position in the view of the Executive Board. For possible effects in relation to the rating of the Target Company and the financing strategy as well as termination rights of creditors due to change of control events, please see sections 7.4.3 and 7.4.4 above.

7.6.2 Public interest

Based on the Offer Document of the Bidder, no changes affecting the public interest are apparent.

7.6.3 Taxes

The acquisition of additional shares in IMMOFINANZ by the Bidder may have tax consequences for the IMMOFINANZ Group:

The tax regulations of some countries (in particular Germany or Hungary) provide that real estate transfer tax may also be triggered by an indirect acquisition of the shares or stock in a company - related to the properties located in these countries. In relation to Germany, this case could occur if the shareholding in IMMOFINANZ held by the Bidder reaches or exceeds 90% of the outstanding shares. The real estate transfer tax thus triggered would, however, affect the Bidder.

Furthermore, it should be noted that in Germany legal transactions that result in a direct or indirect change of the shareholder structure in a certain amount (since 01 July 2021 90% or more) of the shares or interests in a real estate holding company within a certain period of time (since 01 July 2021 10 years) may trigger real estate transfer tax. According to the Offer Document, the Bidder acquired a total of 12,369,047 shares (i.e. approximately 10.03% of the previous share capital) in IMMOFINANZ on the stock exchange between 20 November 2020 and 03 December 2021. Since shares acquired on the stock exchange should not be counted in the case of companies listed on the EU stock exchange, the completion of the Offer, considered on its own, should not trigger any relevant real estate transfer tax in Germany. However, transfer transactions in the context of this Takeover Offer

may affect the tax exemption of any future transfer transactions. The burden of German real estate transfer tax in the event of an indirect change in the shareholder structure would arise in each case at the level of the real estate company. This could result in a tax burden for the IMMOFINANZ group.

In addition, there are regulations in individual countries that lead to the loss of tax loss carryforwards in the event of a relevant (direct or indirect) change in shareholders. The expiry of tax loss carryforwards means that they are no longer available for offsetting against later profits and thus the later tax payments are higher. However, a possible effect of this is not considered to be significant.

The acquisition of further shares in IMMOFINANZ by the Bidder itself does not in principle affect the corporate tax group of IMMOFINANZ. Any future changes to the group structure may, of course, trigger tax consequences.

7.7 Financing of the Bidder

According to the Offer Document and the confirmation of the Bidder's expert (Section 9 ATA), the Bidder has the funds to finance the Offer.

8. Experts pursuant to Section 13 ATA

IMMOFINANZ has appointed Deloitte Audit Wirtschaftsprüfungs GmbH, Renngasse1/Freyung, 1010 Vienna as expert pursuant to Section 13 ATA for the advice during the proceedings and to review the statements of the managing bodies as an independent expert.

9. Advisor to IMMOFINANZ

In connection with the Offer, the Executive Board has engaged Citigroup Global Markets Europe AG as financial advisor to IMMOFINANZ and bpv Hügel Rechtsanwälte GmbH as legal advisor. The Supervisory Board is advised by Ithuba Capital AG as financial advisor to IMMOFINANZ and Schönherr Rechtsanwälte GmbH as legal advisor.

10. Further information

For information on this statement by the Executive Board of IMMOFINANZ, please contact Bettina Schragl, Head of Corporate Communications & Investor Relations at +43 (0)1 88 090 2290 or investor@immofinanz.com.

Further information on IMMOFINANZ is available on its website www.immofinanz.com.

11. Interests of members of the Executive Board of IMMOFINANZ

No personal ties exist between the members of the IMMOFINANZ Executive Board and the members of the executive bodies of the Bidder (or with members of executive bodies of parties acting in concert with the Bidder) at the present time.

IMMOFINANZ shares are currently held by members of the Executive Board as follows:

Executive Board member	Number of shares
Stefan Schönauer, BA	15,000
Dietmar Reindl, M.D.	7,515

The members of the Executive Board do not intend to accept the Offer with the shares held.

The members of the Executive Board declare that they have not been offered or granted any pecuniary advantages by the Bidder or any legal entities acting in concert with the Bidder in the event of the successful settlement of the Offer. No member of the Executive Board was offered or granted any pecuniary advantage in the event of the failure of the Offer.

The members of the Executive Board of IMMOFINANZ have each been appointed until 30 April 2026. In order to achieve a balanced interest position of the members of the Executive Board in the context of takeover offers in the interest of all shareholders and the company as well as the employees, the Executive Board contracts provide for termination rights of the Executive Board members in case of change of control events. Appropriate lead times apply to any termination. In the event of termination due to a change of control event, the Executive Board members are entitled to receive compensation for future remuneration claims for the remaining term of the Executive Board contract for a maximum of two years.

12. IMMOFINANZ Executive Board's position to the Offer

12.1 Basic considerations

The statement of the Executive Board on the Offer contains an assessment of whether the consideration offered and the other contents of the Offer adequately take into account the interest of all shareholders and holders of securities. Pursuant to Section 14 ATA the Executive Board shall in principle make a recommendation for the acceptance or rejection of the Offer.

The decision to accept or reject the offer is incumbent on the individual shareholders and holders of securities, who must decide on this on the basis of their individual starting base and interests.

Therefore, prior to its recommendation on the Offer, the Executive Board also presents the reasons that may speak in favour of or against the acceptance of the Offer by shareholders and holders of securities. The reasons given also apply mutatis mutandis to the Convertible Bonds, as their value is derived primarily from the value of the shares in the Target Company.

The following statements are intended to provide the holders of securities with information and aspects that speak for or against an acceptance of the Offer. However, such presentation cannot be conclusive; in particular, individual circumstances cannot be taken into account. The decision as to whether or not the Offer is advantageous for an IMMOFINANZ shareholder or holder of securities in detail must therefore be made by each shareholder or holder of securities based on his or her individual situation (among other things depending on: acquisition price, long-term or short-term investment, investment strategy, tax situation, etc.) on the basis of an independent assessment and taking into account uncertainties in the aspects listed below. In addition, this decision also depends to a large extent on the future development of the capital market or the real estate sector expected by the respective shareholder or holder of securities as well as the assessment of how the enterprise

value of the Target Company and thus ultimately also the price of the IMMOFINANZ share will develop in the future.

In order to also be able to take into account developments that occur after the preparation of this statement, it could be advantageous for the individual IMMOFINANZ shareholder or holder of securities to make the decision on the acceptance or rejection of the Offer (in a timely manner) towards the end of the Acceptance Period, taking into account the relevant deadlines.

Tax considerations may also be decisive for the decision to accept or reject the Offer, which is why the Executive Board expressly requests the shareholders or holders of securities to obtain information on the tax consequences from a qualified advisor (such as a tax consultant).

12.2 The following reasons speak in favour of accepting the Offer by shareholders

In the view of the Executive Board, the following considerations may speak in favour of accepting the Offer (the order does not necessarily reflect the weight of the individual arguments):

12.2.1 Premium over historical average stock exchange prices

Compared to the weighted average prices (VWAP) of the last 1, 3, 6 and 12 months prior to the announcement of the intention to launch a takeover offer, the premium amounts to (approximately) 1.5%, 1.9%, 4.2% and 13.9%.

12.2.2 Exit option for shareholders with larger numbers of shares

By accepting the Offer within the Acceptance Period or the additional acceptance period, higher numbers of IMMOFINANZ shares can also be sold without negatively affecting the pricing. Whether the Offer is attractive for shareholders with larger numbers of shares depends on their entry prices. A consideration equal to or higher than the Offer could be more difficult to obtain in the future for larger volumes of shares after the Offer has been discontinued and the liquidity of the share has been limited.

12.2.3 Future share price development uncertain

The IMMOFINANZ share price developed very positively until the start of the COVID-19 pandemic in spring 2020. Since the COVID 19 pandemic-related price collapse (after 21 February 2020) (lowest daily closing price of the IMMOFINANZ share on 30 October 2020: EUR 11.50), the price has risen continuously again. It is not certain whether this trend will continue and thus a pre-crisis price level will be reached again.

The price targets of equity research analysts for the IMMOFINANZ share are in part significantly higher than the Offer Price (see section 5.5). However, it is uncertain whether these price expectations will actually materialise.

It is also uncertain whether in the future the stock exchange price will fully reflect the good business development of IMMOFINANZ (see results for Q3 2021) and the EPRA NAV/share and EPRA NTA/share (diluted), which are significantly above the Offer Price.

12.2.4 Uncertainties in the development of business activities

IMMOFINANZ shareholders who do not accept the Offer will directly bear the risk of the future development of IMMOFINANZ's business activities and other risks relating to IMMOFINANZ.

In this context, it should also be noted that in the event of the exercise of termination rights by creditors due to change of control events in relation to the corporate bonds and material real estate financing (see item 7.4.4), a significant liquidity requirement may also arise in conjunction with a significant refinancing requirement.

The profitability of IMMOFINANZ's business activities and thus also its future growth potential depend on a large number of factors whose future development is uncertain, such as demand for office and retail space, costs for the operation and maintenance of the properties managed by IMMOFINANZ, personnel and administrative costs, costs and availabilities for debt financing (interest rate development), tax burden, regulatory framework conditions as well as other factors and risks.

12.2.5 Decline in free float – future realisation possibly more difficult

Until the beginning of December 2021, the free float at IMMOFINANZ was approximately 65% of the share capital; no shareholder held more than 15% of the Target Company's share capital. Since then, the composition of the shareholder base has changed significantly. According to the Offer Document, CPIPG holds a shareholding of approximately 21.59% (based on the previous share capital, which corresponds to approximately 19.25% of the current share capital) in IMMOFINANZ. With the execution of the share purchase agreement with RPPK Immo GmbH and the transfer of the RPPK-Shares to CPIPG, CPIPG's shareholding in IMMOFINANZ will increase to approximately 32.16% of the old share capital (and 28.68% of the current share capital of IMMOFINANZ). The free float would further decrease to significantly below 57% of the share capital.

Upon completion and settlement of the Offer, the Bidder may be able to further increase its stake in IMMOFINANZ. In this context, the partial offer of CEE Immobilien must also be taken into account, which may lead to a further reduction of the free float.

Accordingly, decreasing average daily trading volumes of the IMMOFINANZ share, i.e. lower liquidity after settlement of the Offer, cannot be excluded. Lack of liquidity could impair the attractiveness of the IMMOFINANZ share and make future deinvestments more difficult. In any case, it might be more difficult for shareholders in the future to achieve the Offer Price or a higher price when selling their shares on the stock exchange.

IMMOFINANZ shares are currently listed in the ATX and WIG-Real Estate. A reduction in the free float can also lead to IMMOFINANZ share no longer meeting the inclusion criteria of the respective index providers or only being included in an index with a low weighting, which can have a negative impact on investments in the IMMOFINANZ share by institutional investors who invest in an index-dependent or index-oriented manner and thus also lead to negative effects on the share price.

12.2.6 Possible blockade by shareholder blocks

The previous acquisition of shares by CIPG together with the agreed acquisition of IMMOFINANZ shares pursuant to the share purchase agreement of CIPG with RPPK Immo GmbH combined with the results of this Offer by CIPG and the Partial Offer by CEE Immobilien (S IMMO) may result in two shareholders with a substantial shareholding in the Target Company facing each other.

If the Offer is successful, CIPG and CEE Immobilien (S IMMO) are likely to be two dominant shareholders. Different strategic interests of S IMMO and CIPG could complicate decision-making at the IMMOFINANZ shareholders' meeting and possibly also have a negative impact on the IMMOFINANZ share price in the medium to long term.

12.3 The following reasons speak against an acceptance of the Offer by shareholders

In the view of the Executive Board, the following considerations may speak against the acceptance of the Offer (the order does not necessarily reflect the weight of the individual arguments):

12.3.1 Offer price is below the current price level of the share

The Offer Price of EUR 21.20 is below the current price level of the IMMOFINANZ share as of 24 January 2022 (daily closing price of the share on the Vienna Stock Exchange on 24 January 2022 of EUR 22.64).

The Offer Price of the Bidder corresponds to the closing price of the IMMOFINANZ share on 02 December 2021 (EUR 21.2000) (day prior to the publication of the intention to launch the Offer) and therefore does not imply any premium to this closing price.

12.3.2 Offer Price significantly below the price level before the outbreak of the COVID-19 pandemic

The IMMOFINANZ share price has risen continuously since the lows during the peak of the COVID-19 pandemic. Nevertheless, the IMMOFINANZ share continues to trade below its 52-week high of EUR 26.95 (as of 17 February 2020) prior to the COVID-19 pandemic-related share price collapse (after 21 February 2020), with the Offer Price showing a discount of approximately 21.34% to this price.

On 21 February 2020, the last day prior to the COVID-19 pandemic-related price collapse, the closing price of the IMMOFINANZ share was EUR 26.40 and thus EUR 5.20 above the Offer Price. This corresponds to a discount of approximately 19.70% compared to this value. In addition, the Offer Price is approximately 17.45% below the 1-month VWAP, approximately 14.16% below the 3-month VWAP and approximately 15.06% below the 6-month VWAP, in each case prior the COVID-19 pandemic-related share price collapse.

Shareholders who want to rely on the upside potential of the IMMOFINANZ share should therefore not accept the offer. Naturally, future share price developments are associated with uncertainties.

12.3.3 Offer Price is significantly below EPRA NAV, EPRA NTA and IFRS book value per share

The Offer Price is significantly below the (diluted) EPRA NAV per share as of 30 September 2021 of EUR 29.05 and below the (diluted) EPRA NTA per share as of 30 September 2021 of EUR 29.45. The discount to the EPRA NAV (diluted) is approximately 27.02% and the discount to the EPRA NTA (diluted) is approximately 28.01%.

The Offer Price is also significantly below the (diluted) IFRS book value of the IMMOFINANZ shares as of 30 September 2021 of EUR 26.70, which corresponds to a discount of approximately 20.61%.

12.3.4 Offer Price is below the average target price of analysts

The Offer Price is below the current expectations of analysts who forecast a target price of EUR 23.81 (average) and EUR 24.50 (median). Four of the securities analysts quoted give price targets of EUR 23.00 to EUR 27.60, significantly above the Offer Price (see section 5.5).

12.3.5 Premium of the Offer Price significantly lower than premiums of other public takeover transactions

In order to assess the Offer Price, premiums of successful public takeover transactions in the European real estate sector have also been taken into account (comparable transactions), which were aimed at acquiring control and thus contained a control premium (see section 5.7).

The Offer Price of the Bidder does not imply a premium to the unaffected closing price of the IMMOFINANZ share on 02 December 2021 (EUR 21.2000) and of only approximately 1.9% in relation to the 3-month VWAP.

In contrast, premiums compared to the (unaffected) closing price were offered throughout comparable transactions (average 23.6% and median 20.2%). The implied premium at the 3-month VWAP is also significantly below the average (30.3%) and the median (29.4%) of the premiums at the 3-month VWAP in comparable transactions.

In comparable transactions, premiums were consistently offered in comparison to the EPRA NAV. The average of the premiums was approximately 15.1%; the median was approximately 11.6%.

In contrast, the Offer Price of the Bidder shows a discount to the (diluted) EPRA NAV of IMMOFINANZ as of 30 September 2021 of approximately 27.02%.

12.3.6 Sustained trend for positive development and business outlook

IMMOFINANZ is on an upward trend, which is reflected in the sustained improvement in key figures and the positive business outlook in IMMOFINANZ's publication of 29 November 2021 on the consolidated results for the first three quarters of 2021.

For the 2022 financial year, the Executive Board assumes for the business development in the 2022 financial year, according to published capital market guidance and based on a moderate impact of COVID-19 influences,

- a growth of the portfolio from EUR 5 billion to approximately EUR 6 billion (completion of project developments and acquisitions in the sectors retail (STOP SHOP) and office (myhive)),
- a target for FFO 1 before tax of more than EUR 135 million, of which 70% shall be distributed as dividend payment (proposal for the appropriation of the balance sheet profit to the shareholders' meeting),
- an unchanged financial policy with a debt ratio measured by net LTV at a conservative level of 36.6% as of 30 September 2021, of still below 45% in the medium term, and maintenance of the investment grade rating from S&P Global Ratings of BBB-/Stable (BBB-/Stable outlook).

IMMOFINANZ's entry into the asset class of affordable sustainable housing (TOP on STOP), which was announced in August 2021, also offers additional positive potential for the expanded use of the specialist store properties (STOP SHOP).

A potential continuation of the current positive economic developments in IMMOFINANZ's core markets with continuous economic growth could provide a good prerequisite for further stable business development, which could be reflected in an increasing company value and share price.

In addition, a continued positive fundamental development of the real estate markets with high occupancy rates, rising rents and declining purchase yields can also represent a positive effect for both the operational earning power (FFO) and the equity growth (NAV, NTA) of the company in the future.

Shareholders who do not accept the Offer have the opportunity to continue to participate in this positive development.

12.3.7 Limited freedom of disposition with respect to tendered shares and Convertible Bonds

Shareholders and holders of Convertible Bonds are temporarily restricted in their power of disposition with respect to the shares or Convertible Bonds for which they have accepted the Offer because tendered shares or Convertible Bonds cannot be traded on the stock exchange until the settlement of the Offer.

Due to the structure of the Offer, this could currently be delayed until 23 June 2022, as the Bidder has set a deadline of 120 calendar days after the expiry of the current Acceptance Period on 23 February 2022 for the occurrence of the condition precedent (merger control clearance) in relation to Romania. This means that the condition precedent for the Offer may occur after the expiry of the statutory three-month additional acceptance period, which starts to run upon the expiry of the Acceptance Period. This may result in uncertainties during this period for the shareholders and holders of Convertible Bonds who accepted the Offer during the Acceptance Period, inter alia because the development of the price of the IMMOFINANZ share during this period is not predictable.

12.3.8 Acceptance of the Offer is still possible during statutory additional acceptance period

Shareholders and holders of Convertible Bonds who do not wish to accept the Offer during the Acceptance Period may still accept the Offer during the statutory additional acceptance period of three months after the expiry of the (initial) Acceptance Period for the Offer (see section 4.6).

12.4 Additional considerations from the perspective of the Company

CPIPG sets out in the Offer Document as reasons for the Offer that the acquisition of a controlling interest in IMMOFINANZ represents an optimal strategic fit for its business and that IMMOFINANZ has an excellent real estate portfolio in the Central European region. CPIPG expects to remain a long-term, active shareholder of the Target Company and to support the development and growth of the Target Company, highlighting CPIPG's experience in the consolidation of publicly listed platforms in the Central European region.

CPIPG expects a high level of control and the ability to strongly influence future strategic actions of IMMOFINANZ in close cooperation with management and other stakeholders for the benefit of the Target Company.

The acquisition of a shareholding by CPIPG may therefore have a positive effect on the further economic development of IMMOFINANZ with regard to influencing the strategy in cooperation with the management and the support and development of the growth of IMMOFINANZ expressed in the Offer Document and additionally support the achievement of the sustainable growth targets.

Notwithstanding the above, IMMOFINANZ has in the recent past also independently pursued its successful corporate policy and business strategy in the interest of all shareholders and for their value maximisation and in the event of the Bidder gaining control the Bidder may significantly influence and change the strategy and business policy of the Target Company, which may also lead to a corporate success deviating from the guidance of the management and consequently also to a changed dividend policy for the shareholders.

With regard to the future business policy of the Target Company, CPIPG also points out to exert influence on ESG initiatives of the Target Company. In the view of the Executive Board, this underlines the material importance of this area and of the net-zero issuance strategy announced by IMMOFINANZ in December 2021, especially for the competitive position of IMMOFINANZ.

12.5 Summary assessment and recommendation of the Executive Board

In the view of the Executive Board, the acquisition of the shareholding and the Offer of CPIPG as a long-term strategic investor in the Central European region underlines the successful development of IMMOFINANZ and the positive outlook for the future business development of IMMOFINANZ's business. The Bidder expects a high degree of control and the ability to strongly influence future strategic measures of the Target Company.

However, the Bidder's Offer Price of EUR 21.20 per IMMOFINANZ share, and derived therefrom, the Offer Price for the Convertible Bonds do not reflect this successful development of IMMOFINANZ and do not take into account an appropriate control premium in relation to the Bidder's intended acquisition of control over IMMOFINANZ.

In particular, based on the key figures for the IMMOFINANZ share (IFRS book value, EPRA NAV and EPRA NTA per IMMOFINANZ share), the price level of the share prior to the outbreak of the COVID-19 pandemic and in view of premiums of other public takeover transactions in the European real estate sector, as well as the sustainably improved key figures in the current business activities of IMMOFINANZ and the positive business outlook, as well as taking into account the opinion

*English translation of the German original version for convenience only.
The German original version shall prevail.*

(Inadequacy Opinion) prepared by Citi, the Executive Board assesses the Offer Price of the Bidder of EUR 21.20 per IMMOFINANZ share and the Offer Price for the Convertible Bonds derived therefrom as inappropriate.

The Executive Board therefore recommends that the shareholders of IMMOFINANZ and the holders of Convertible Bonds do not accept the Offer.

Vienna, on 25 January 2022

The Executive Board of IMMOFINANZ AG

Mag. Dietmar Reindl

Mag. Stefan Schönauer BA