

## Annual Analyst Conference Preliminary 2015 results

February 25, 2016 Hermann J. Merkens, CEO



#### Agenda

- Results 2015 What we achieved
- Outlook 2016 What we have targeted
- "Aareal 2020" How we will develop further



#### Highlights Aareal Bank with another record year

#### **Highlights**

- In a challenging environment positive development sustained: Record year concluded by strong Q4
- Driven by net interest income and acquisitions: Benefiting from one offs related to high early repayments and the negative goodwill from the acquisition of WestImmo
- Adequate participation of shareholders: Strong increase of dividend proposed
- Value-creating integration of acquisitions: Integration of Corealcredit completed, integration of WestImmo in line
- New business target exceeded: Despite strong competition attractive new business opportunities taken
- Development of IT business as planned: Aareon is extending it's strong market position further



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## Environment 2015

#### Our assumptions turned out to be valid

Assumptions for guidance 2015 (02/2015)	Reality 2015
Slight world economic recovery will continue but with different regional speed	US-recovery continued, Europe stuck close to deflation but GDP growth somewhat faster, China's economic growth was slowing down
Low interest rates will continue to burden markets but different development of interest rate levels expected in Europe and the US	Increasing divergences in monetary policy between ECB and FED/BOE in a low interest environment
Inflation pressure and ECB's QE-program will have an impact on capital markets: fighting deflation and risking asset bubbles in Europe	ECB's QE was prolonged and extended, having an impact on capital markets - risking asset bubbles
Euro will further weaken by ECB's monetary programs	Depreciation of Euro against the US-Dollar and British Pound
Geo-political risks will burden the markets	Geopolitical risks and tensions still unsolved e.g. towards Russia and additional challenges ahead
Regulatory environment more predictable but still with further uncertainties (e.g. RWA-floors, TLAC <sup>1</sup> ), etc.)	Regulatory environment became more predictable with further uncertainties ahead (e.g. Basel IV)
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## Preliminary 2015 results at a glance



#### **Preliminary 2015 results at a glance**

#### Another record in operating profit – dividend proposal: 1.65€

Targets	Original guidance (02 / 2015)	Latest guidance (12 / 2015)	Preliminary	
Dividend proposal	~ 50% payout ratio			€ 1.65 pS (~ 52%)
Net interest income	€ 720 mn - € 760 mn	€ 760 mn - € 800 mn		€ 781 mn
Net loan loss provisions	€ 100 - 150 mn	€ 100 - 150 mn		€ 128 mn
Net commission income	€ 170 - 180 mn	€ 170 - 180 mn		€ 175 mn
Administrative expenses	€ 520 - 550 mn	€ 520 - 550 mn		€ 553 mn
Negative goodwill	~ € 150 mn	€ 154 mn		€ 150 mn
Operating profit <sup>1)</sup>	€ 400 - 430 mn	€ 460 - 470 mn		€ 470 mn
EpS incl. negative goodwill EpS excl. negative goodwill	€ 4.80 - € 5.20 € 2.30 - € 2.70	€ 5.51 - € 5.63 € 2.95 - € 3.06		€ 5.66 € 3.16
Pre-tax RoE incl. neg. goodwill Pre-tax RoE excl. neg. goodwill	~ 16% ~ 10%	~ 18.2% - 18.6% ~ 11.5% - 12.0%		18.6% 12.1%
New business origination <sup>2)</sup>	€ 6 - 7 bn	€ 8 - 9 bn		€ 9.6 bn
Operating profit Aareon <sup>3)</sup>	~ € 27 mn	~ € 27 mn		€ 27 mn

1) Incl. negative goodwill

2) Incl. renewals

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3) After segment adjustments



#### Preliminary Q4 2015 at a glance

#### Record year concluded by strong Q4

	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014	Comments
€mn						
Net interest income (excl. unplanned effects from early repayments)	198 <i>(183)</i>	214 (192)	191 <i>(181)</i>	178 <i>(173)</i>	194 <i>(174)</i>	<ul> <li>Reduction of NCA as planned</li> <li>New business allocation compensated margin pressure in Q4</li> </ul>
Allow. for credit losses	42	37	31	18	41	In line with guidance
Net commission income	52	40	42	41	48	<ul><li>Aareon in line with guidance</li><li>Q4 with seasonal effects</li></ul>
Admin expenses	138	147	136	132	114	Full year reflects successful integration
Negative goodwill			150 <sup>1)</sup>			Gain from initial WestImmo consolidation
Operating profit	92	82	229 <sup>1)</sup>	67	86	Strong operational performance further supported by "other operating income"
Earnings per share [€]	1.01	0.78	3.27 <sup>1)</sup> 0.77	0.60	0.55	Strong development

1) Adjusted



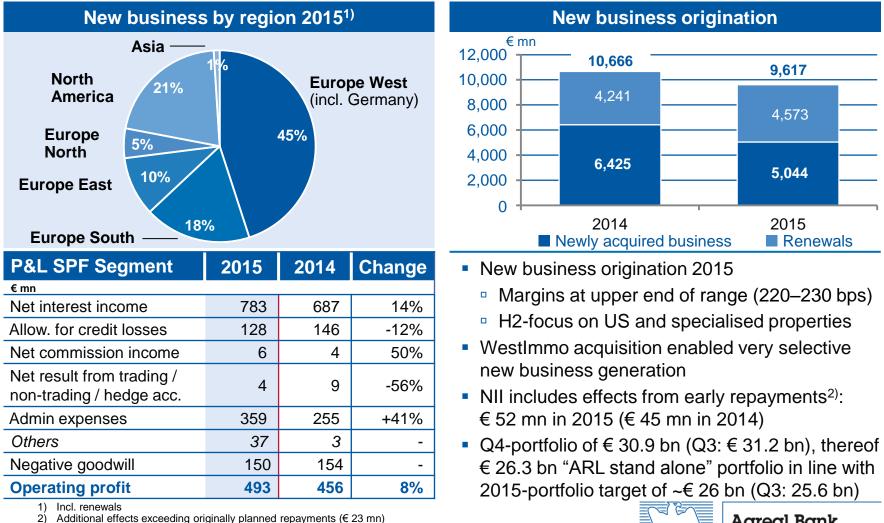


## Segment performance



## Structured property financing

#### New business allocation compensated margin pressure



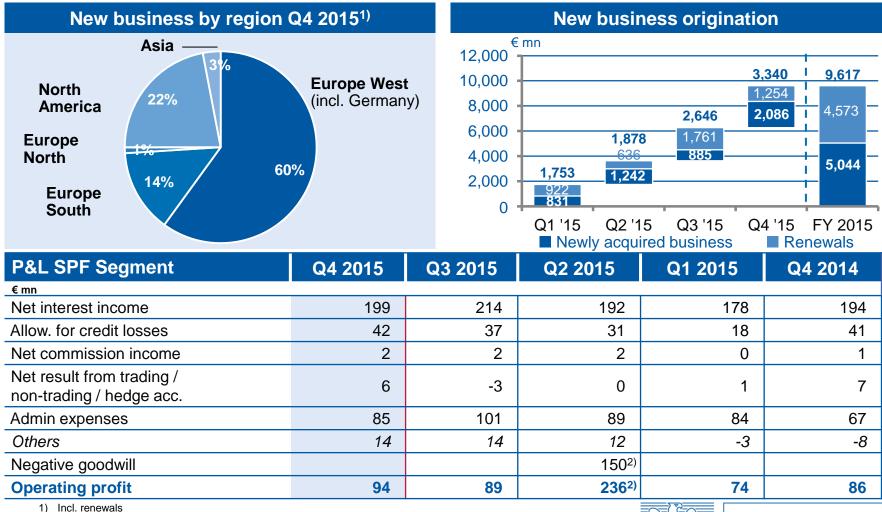
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2)

## Structured property financing

#### Strong performance throughout the year



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Incl. renewals
 Adjusted

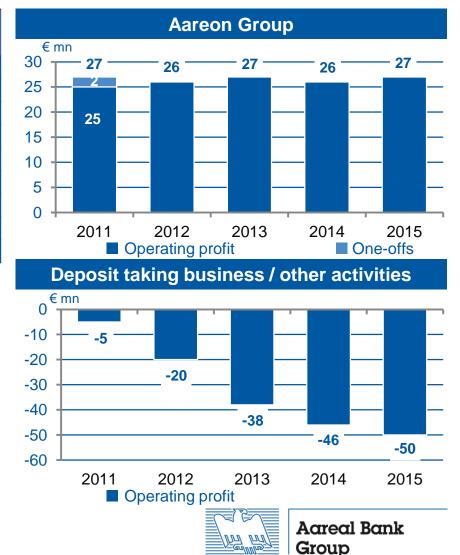


## **Consulting / Services**

#### Solid in IT & volumes – weak in deposit taking business

P&L C/S Segment	2015	2014	Change
€mn			
Sales revenue	193	185	4%
Own work capitalised	4	5	-20%
Other operating income	9	8	13%
Cost of materials purch.	24	22	9%
Staff expenses	139	131	6%
D, A, impairment losses	12	14	-14%
Other op. expenses	54	51	6%
Others	0	0	-
Operating profit	-23	-20	-15%

- Aareon sales revenues € 187 mn (+3%) EBT margin ~14.5%
- Housing industry deposits generate a stable funding base, crisis-proof
- Deposit volume on a high level of € 9.0 bn on Ø in 2015 (€ 8.6 Ø in '14)

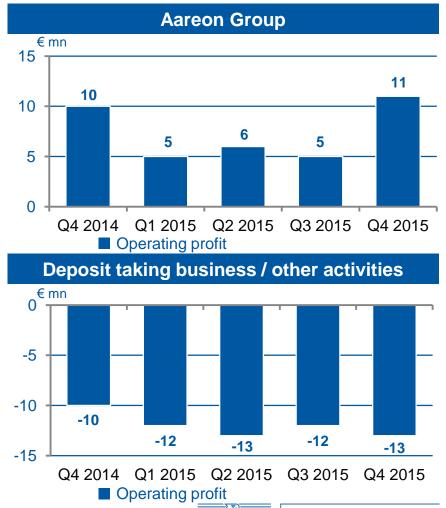


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#### **Consulting / Services** Aareon with seasonal strong Q4

P&L C/S Segment	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014			
€mn								
Sales revenue	56	44	47	46	52			
Own work capitalised	0	2	1	1	1			
Other operating income	4	2	2	1	3			
Cost of materials purch.	7	5	7	5	5			
Staff expenses	37	35	33	34	35			
D, A, impairment losses	3	3	3	3	3			
Other op. expenses	15	12	14	13	13			
Operating profit	-2	-7	-7	-7	0			

- Staff expenses / sales revenues include two new acquisitions of Aareon in Q4
- Deposit volume on a high level of € 9.0 bn on Ø in Q4 2015 (€ 9.1 bn Ø in Q4 '14)







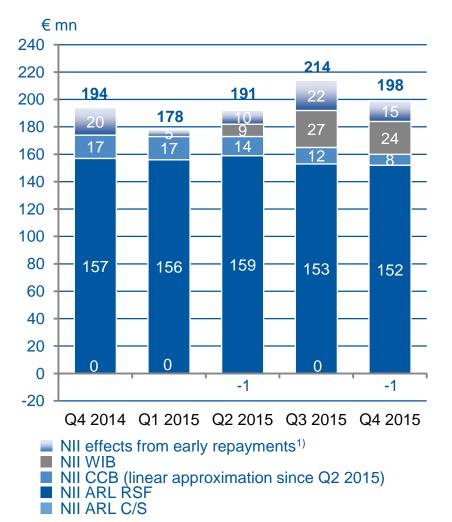


## Preliminary group figures 2015



### Net interest income

#### Pushed by WestImmo & early repayments



- Net interest income of € 781 mn in 2015 (2014: € 688 mn)
- FY-new business margins at upper end of expected range (220 – 230 bp)
- Q4 includes additional ~€ 15 mn from early repayments<sup>1)</sup>
   (Q3 '15: € 22 mn, Q2 '15: € 10 mn, Q1 '15: € 5 mn, Q4 '14: € 20 mn)
- Contribution of WestImmo since 06/2015
- NII Consulting / Services still burdened by interest rate environment
- Aareal Bank already fulfils future NSFR / LCR requirements



1) Additional effects exceeding originally planned repayments

#### Allowance for credit losses (LLP) In line with guidance



- FY-LLP down from € 146 mn to € 128 mn despite significantly larger portfolio
- Risk costs 2015: 43 bp (2014: 54 bp)



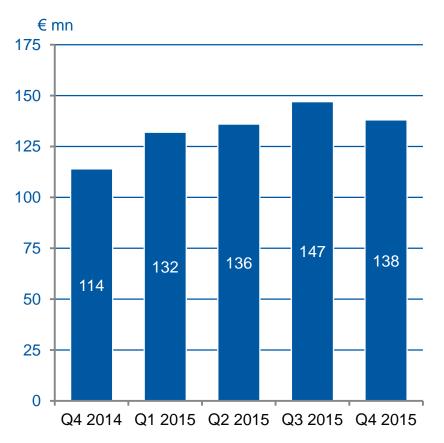
#### Net commission income In line with guidance



- Net commission income of € 175 mn in 2015 (2014: € 164 mn)
- Aareon in line with guidance
- Strong Aareon revenue regularly pushing Q4
- Q4 includes additionally revenues from two new acquisitions of Aareon



#### Admin expenses Reflecting successful integration



- Admin expenses of € 553 mn in 2015 (2014: € 439 mn)
- Slightly above original target due to faster than originally planned integration of Corealcredit
- 2015 include integration costs for WestImmo and Corealcredit of ~€ 56 mn: Q4: ~€ 20 mn / Q3: ~€ 12 mn
   Q2: ~€ 12 mn / Q1: ~€ 12 mn



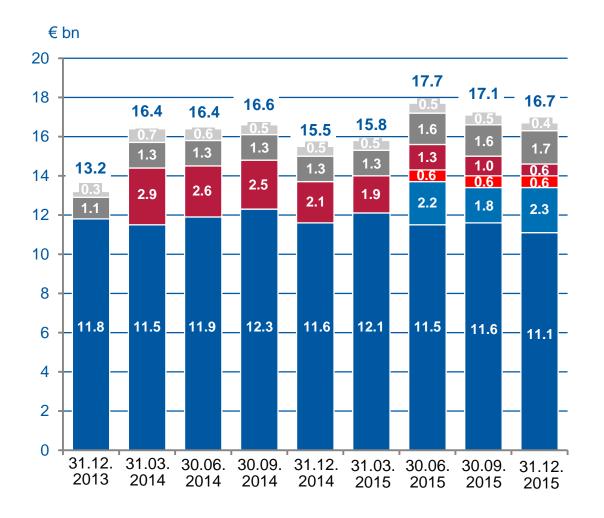


## B/S structure, capital & funding position



#### **RWA development**

#### Successful run down of non core assets



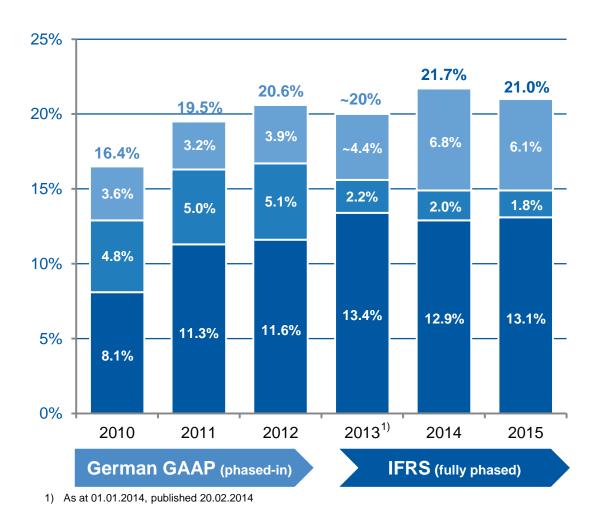
- 2014-increase coming from Corealcredit
- 2015-increase coming from WestImmo and FX-effects
- As Corealcredit, in the course of the integration WestImmo's core business moved to CRSA in Q4 2015

Market risk
Operational risk
Credit risk non core assets CCB
Credit risk non core assets WIB
Credit risk core business WIB
Credit risk core business ARL

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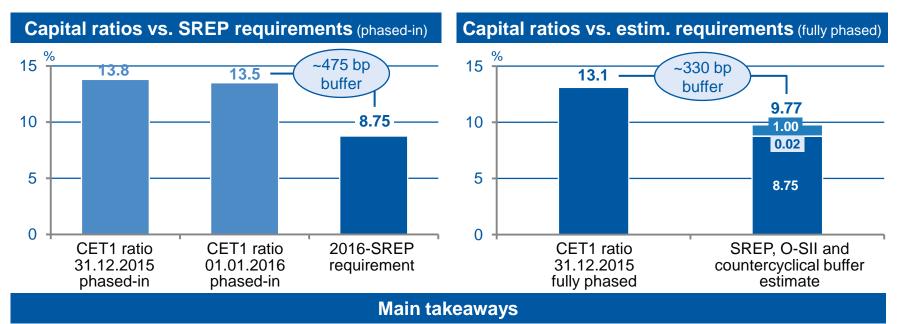
#### Capital ratios Strong development



- Regulatory uncertainties buffered by very strong capital ratios
- Instruments assumed to mature 2018 (planning period) are excluded from the fully phased ratios
- Bail-in capital ratio (acc. to our definition): above 8%
- T1-Leverage ratio as at 31.12.2015: 4.9% (fully phased)



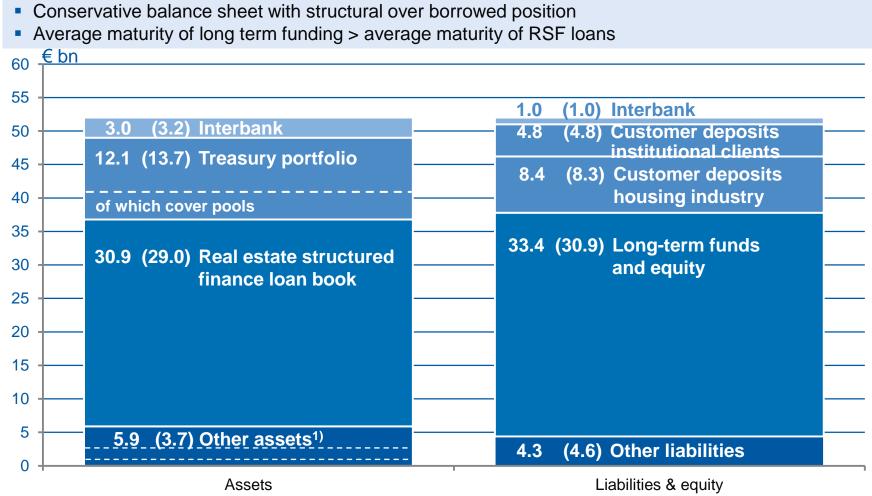
#### Capital ratios SREP<sup>1)</sup> requirements



- Aareal Bank's SREP requirement according to ECB notification: 8.75% CET1 including capital conservation buffer
- Possible O-SII buffer of 1% (estimated) not yet announced; actual countercyclical buffer: 0.02%
- CET1 ratio of 13.1% (fully phased) as at 31.12.2015: ~330 bp above SREP requirement (including capital conservation buffer AND estimated O-SII buffer)
- ~330 bp buffer currently available to cover uncertainties coming from regulatory environment
  - 1) Supervisory Review and Evaluation Process (SREP)



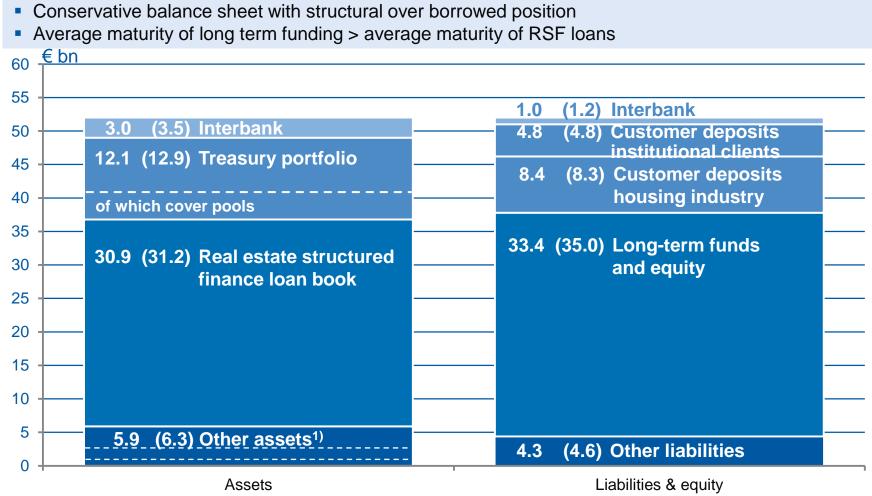
# As at 31.12.2015: € 51.9 bn (31.12.2014: € 49.6 bn ex. WIB)



Other assets includes € 1.5 bn private client portfolio and WIB's € 0.6 bn public sector loans



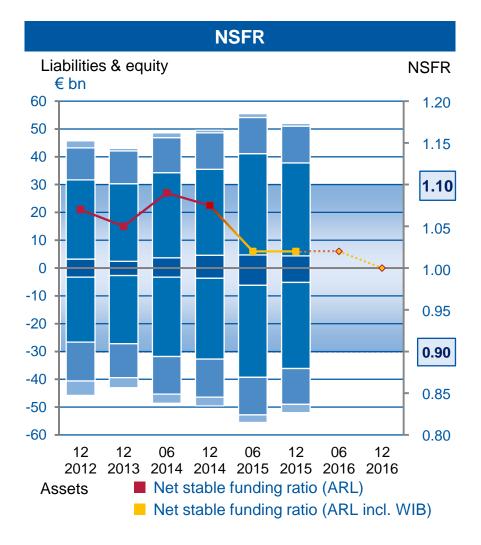
# As at 31.12.2015: € 51.9 bn (30.09.2015: € 53.9 bn incl. WIB)



1) Other assets includes € 1.5 bn private client portfolio and WIB's € 0.6 bn public sector loans



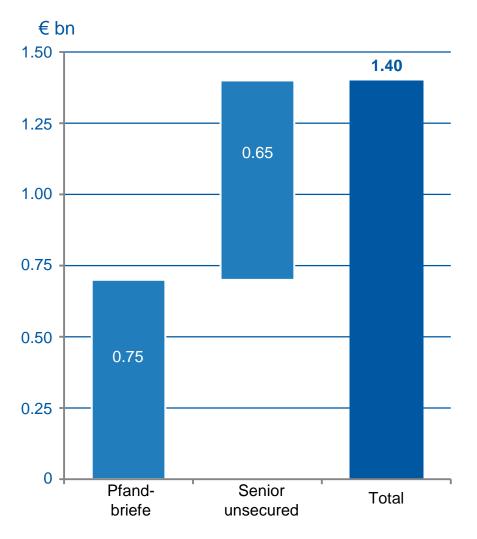
#### Net stable funding- / liquidity coverage ratio Sound liquidity position despite WestImmo takeover



- Aareal Bank already fulfils future requirements
  - NSFR > 1.0
  - LCR >> 1.0
- Basel III and CRR require adherence of specific liquidity ratios starting end 2018
- As intended, additional funding requirements from acquisition of WestImmo covered by NSFR surplus



#### Refinancing situation 2015 Successful funding activities



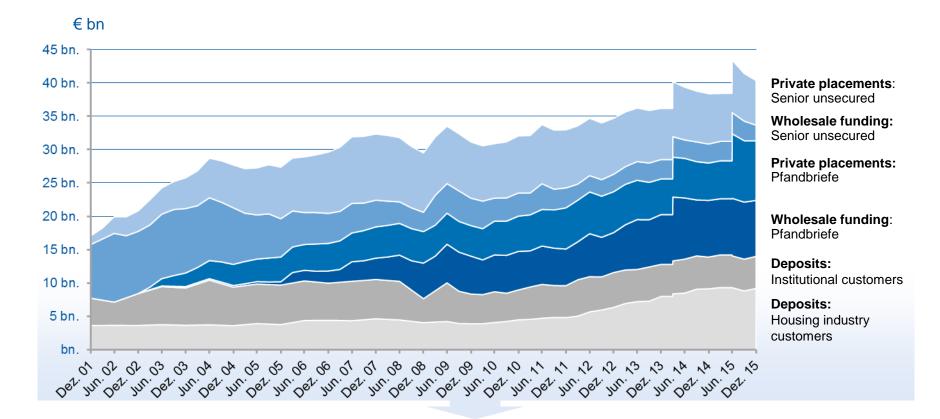
- Total funding of € 1.4 bn in 2015
  - Pfandbriefe: € 0.75 bn thereof USD 500 mn mortgage Pfandbrief
  - Senior unsecured: € 0.65 bn
- Backbone of capital market funding is a loyal, granular, domestic private placement investor base
  - Hold-to-maturity investors: over 600
  - Ticket size: € 10 mn € 50 mn
- Deposits of the housing industry with € 9.0 bn on a high level
- Reduced issuance following WIB acquisition



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### **Refinancing situation**

#### Diversified funding sources and distribution channels



- Aareal Bank has clearly reduced its dependency on wholesale funding
- 2002 long term wholesale funding accounted for 47% of overall funding volumes by 31.12.2015, this share has fallen below 30% (or even below 10% without Pfandbriefe)

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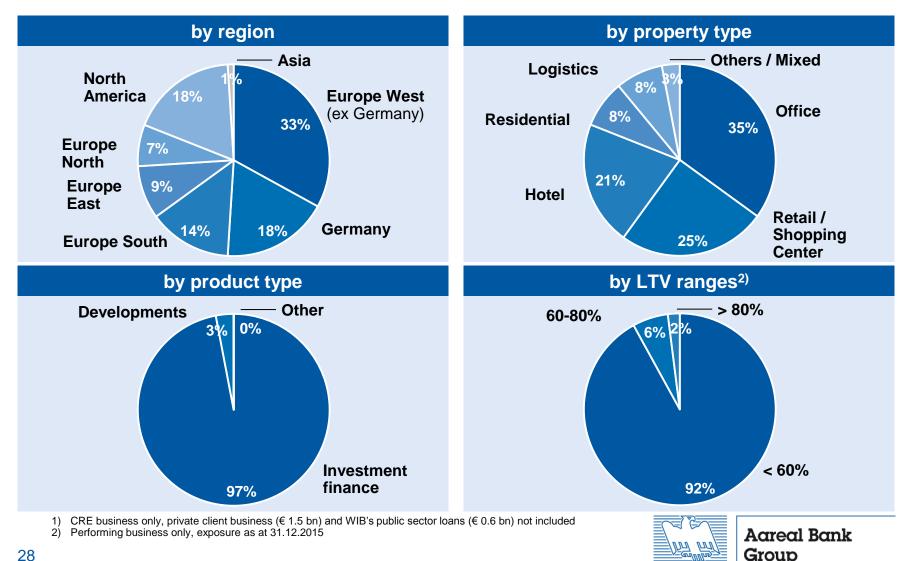
As at 31.12.2015



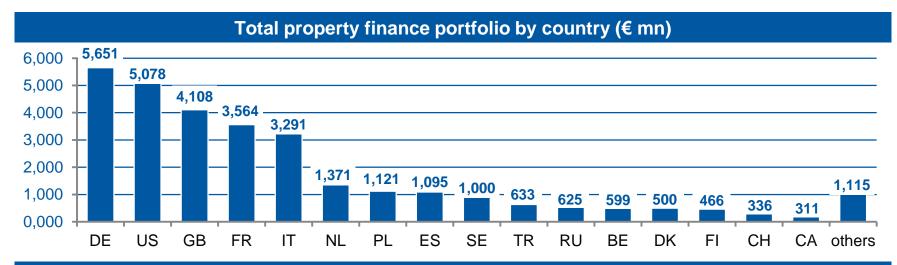
# Asset quality



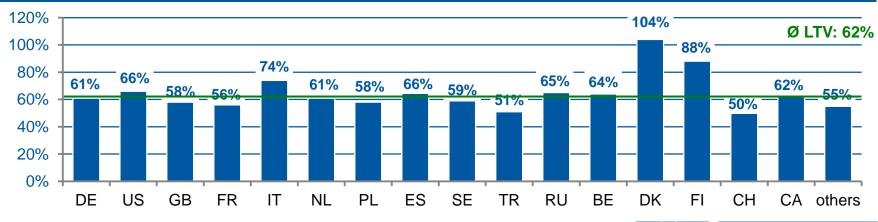
#### **Property finance portfolio**<sup>1)</sup> € 30.9 bn highly diversified and sound



#### Property finance portfolio<sup>1)</sup> Portfolio details



LTV by country<sup>2)</sup>

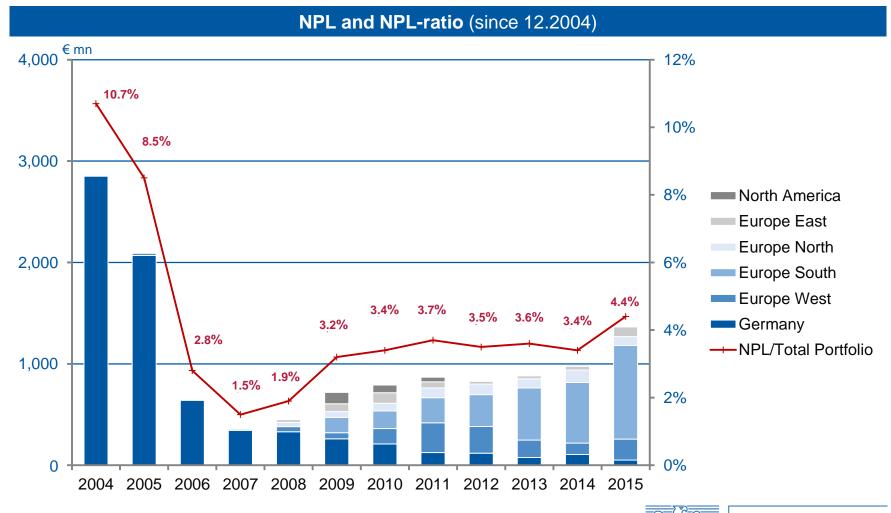


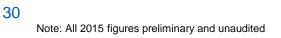
1) CRE business only, private client business (€ 1.5 bn) and WIB's public finance (€ 0.6 bn) not included

2) Performing business only, exposure as at 31.12.2015

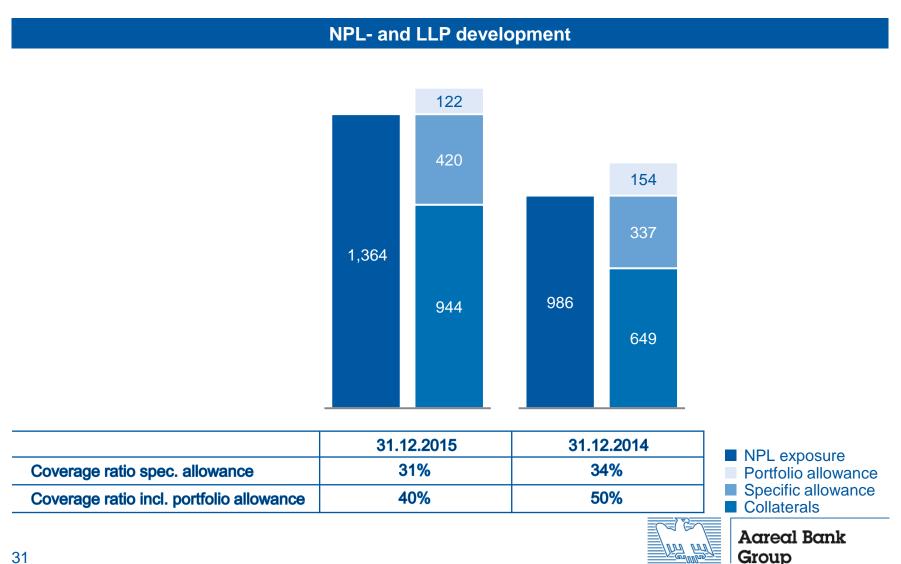


#### **Property finance portfolio** Italian NPLs expected to have peaked in Q4 2015

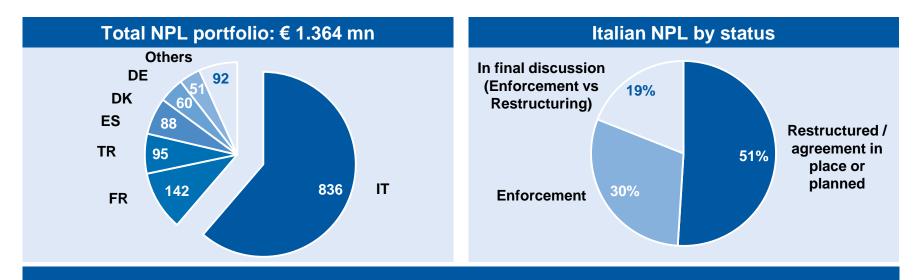




#### **Property finance portfolio** NPL exposure fully covered including collaterals



#### **Spotlight Italy** Italian NPLs: clear going forward strategy



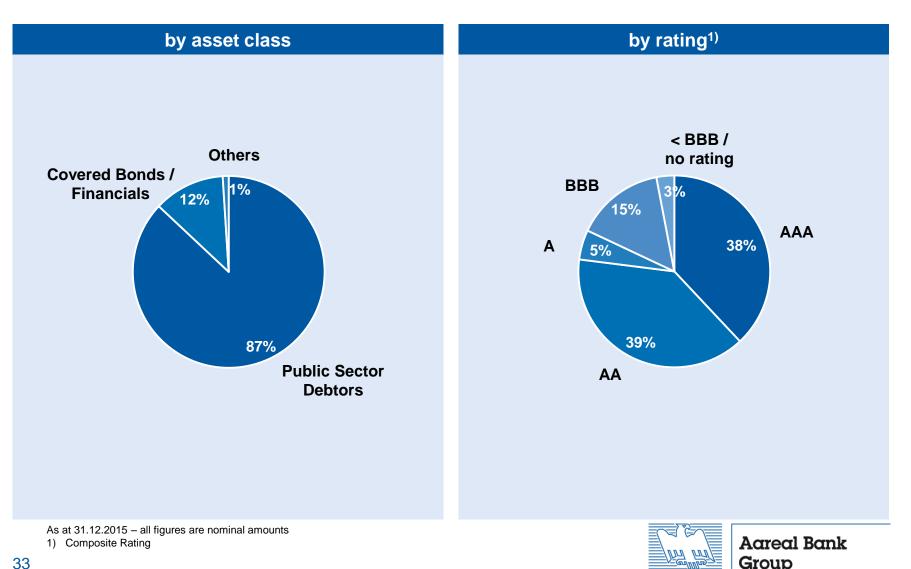
- 51% already restructured or agreement in place / planned
- 30% already in "enforcement"
- Only 2 deals (19%) in final discussions



All NPLs are fully covered despite being in different workout-stages



#### **Treasury portfolio** € 10.2 bn of high quality and highly liquid assets



Note: All 2015 figures preliminary and unaudited

## Outlook 2016 What we have targeted



#### **General environment**

#### Our actions adjusted to general developments

#### **Expected environment 2016**

- US-recovery is speeding up, Europe stuck close to deflation, China's growth rate is shrinking
- Geopolitical risks and tensions e.g. in Russia and Turkey
- Increasing divergences in monetary policy between ECB and FED/BOE → weak EUR in 2016
- Markets expecting ECB's QE to be prolonged and extended → enormous impact on capital markets risking asset bubbles and therefore risks from LTVs partly based on extreme low cap rates
- Increasing liquidity on property market, moderately increasing property values, stable to slightly
  positive rents in most European countries and still rising willingness to take risk
- Margins under pressure by high competition and low interest level
- Uncertainties about regulatory requirements

#### Main takeaways

Main focus for new business in markets with attractive risk/return profile like North America



In Turkey and Russia only prolongations



Partly tightened requirements for new business regarding LTV



Regulatory projects in progress



#### **Aareal Bank's CRE market expectations** Expected value changes<sup>1)</sup> in 2016<sup>2)</sup>



- 1) Here shown average market value changes across all property types and regions
- 2) The individual market value of a single property may vary, change end 2015 to end 2016



# Outlook 2016

	2016
Net interest income	<ul> <li>€ 700 mn - € 740 mn incl. effects from early repayments (Original plan 2016: € 35 mn / FY 2015: € 75 mn)</li> </ul>
Allow. for credit losses <sup>1)</sup>	■ € 80 mn - € 120 mn
Net commission income	■ € 190 mn - € 200 mn
Admin expenses	<ul> <li>€ 520 mn - € 550 mn incl. expenses for integration / projects and investments</li> </ul>
Operating profit	■ € 300 mn - € 330 mn
Pre-tax RoE	■ ~ 11%
EpS <sup>2)</sup>	• € 2.85 - € 3.19
<b>Target portfolio size</b> (ARL core portfolio)	■ € 25 bn - € 27 bn
New business origination	■ € 7 bn - € 8 bn
Operating profit Aareon <sup>3)</sup>	■ € 33 mn - € 35 mn

- 1) As in 2015, the bank cannot rule out additional allowances for credit losses
- 2) Earnings per ordinary share, tax rate of ~31% assumed
- 3) After segment adjustments

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# "Aareal 2020" How we will develop further



# Strategic background **Assumptions**

#### **General environment**



Tougher competition and changing clients' needs



Volatile markets (interest rates / exchange rates, oil)



Increasingly stringent regulation, historically low interest rate environment



Technological change and digitalisation



Geopolitical risks

	Basic planning assumption: high volatility, low growth
Regu- lation	<ul> <li>Basel IV effects in line with our expectations</li> <li>Increasing regulation does not lead to additional (material) burdens</li> </ul>
Property markets	<ul> <li>Property values: stable (EU), slightly increasing (US)</li> <li>Ongoing liquidity driven property markets, therefore increasingly inherent portfolio risks (esp. in Europe)</li> </ul>
Macro- economic environ- ment	<ul> <li>Economic development:</li> <li>Euro zone sideways</li> <li>US and some EU countries more dynamic</li> <li>Interest rates:</li> <li>Euro zone: moderate increase starting '17</li> <li>US: continued increase this year</li> <li>No euro zone break-up, no "Brexit", no strengthening of nationalistic tendencies in Europe</li> <li>No adverse development of geopolitical conflicts</li> </ul>
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# Aareal 2020 – Adjust. Advance. Achieve. Our way ahead

### Adjust



### Safeguard strong base in a changing environment

- Enhance efficiency
- Optimise funding
- Anticipate regulation





### Achieve

# Create sustainable value for all stakeholders

- Realise strategic objectives for the Group and the segments
- Consistently implement required measures
- Achieve ambitious financial targets



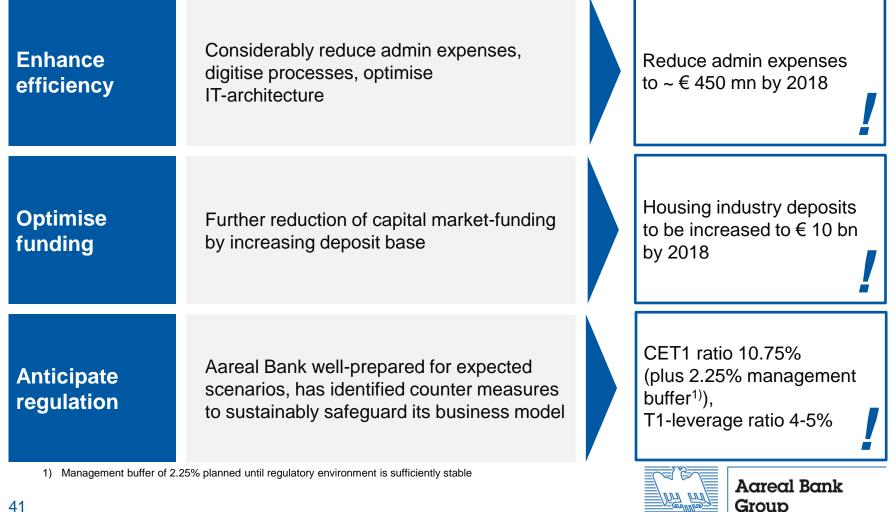
### Advance

# Exploit our strengths, realise our potentials

- Further develop existing business
- Gain new customer groups, tap new markets
- Further enhance agility, innovation and willingness to adapt







# Advance: Structured Property Financing. Safeguard core business in adverse environment

Further develop existing business

Gain new customer groups, tap new markets

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- In the medium term, expansion in markets with an attractive risk / return and macroeconomic growth potential, e.g. grow North America portfolio to € 6.0 bn - € 6.5 bn
- Active portfolio- and balance-sheet management e.g. by syndication
- Use digitisation potential with clients, identify and realise new digital business opportunities
- Examine additional business opportunities along the value chain of commercial property financing, e.g. in the area of servicing

#### Further enhance agility, innovation and willingness to adapt



# Advance: Consulting / Services. Leverage position as leading provider of ERP solutions

in Europe to achieve future growth

Further develop existing business

Gain new customer groups, tap new markets

- Expanding "ecosystem housing industry": international cross-selling, develop add-on products for ERP systems and new digital products
- Utulise existing know-how to expand "ecosystem utilities" by offering specific products (e.g. for transaction services) and IT services / consulting
- Further development of existing platform products for the management of housing companies for their B2C business
- Push our payment transaction services and IT products, targeting small-sized housing enterprises and COA-Manager

#### Further enhance agility, innovation and willingness to adapt





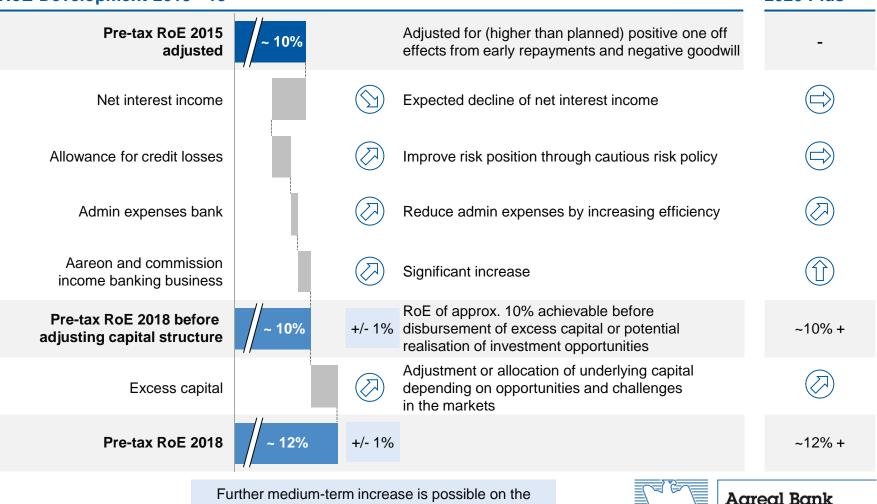
		(2018)	(2020 Plus)
SPF segment: backbone of the Group	<ul> <li>Stable, optimised balance sheet</li> <li>Adjust portfolio mix</li> <li>Extend business model by offering platform / service products</li> </ul>	<ul> <li>Core portfolio € 25-30 bn</li> <li>LLP 25-30 bp</li> <li>CIR ~40%</li> </ul>	<ul> <li>Core portfolio € 25-30 bn</li> <li>LLP ~30 bp</li> <li>CIR &lt;40%</li> </ul>
C/S segment: growth driver of the Group	<ul> <li>Unlock full cross-selling potential</li> <li>Implement new ecosystems and new digital platforms</li> <li>Increase commission income</li> </ul>	<ul> <li>EBIT Aareon         <ul> <li>€ 40-45 Mio.</li> </ul> </li> <li>Commission         <ul> <li>income</li> <li>banking</li> <li>business</li> <li>&gt; € 15 mn</li> </ul> </li> </ul>	EBIT-CAGR Aareon: at least 4%
Aareal Bank Group: attractive investment	<ul> <li>Optimise corporate set-up</li> <li>Enhance our business model</li> <li>Optimise underlying capital</li> </ul>	Dynamic dividend policy	Pre-tax RoE of at least 12%
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Midterm

Longterm

# **Achieve.** Keep RoE on an attractive level despite difficult environment

#### **RoE-Development 2015 - 18**



basis of a positive development of interest rate levels



2020 Plus



#### **Base dividend**

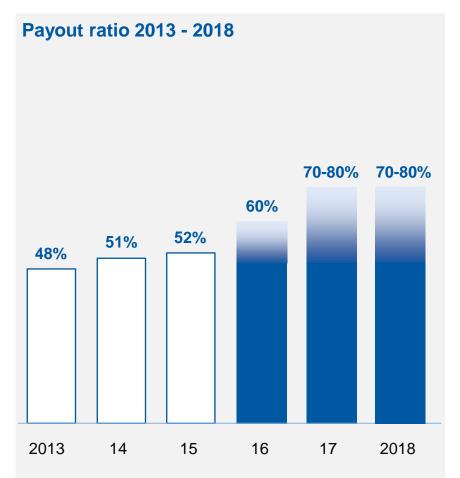
We intend to distribute **approx. 50% of the earnings per ordinary share (EpS)** as base dividend

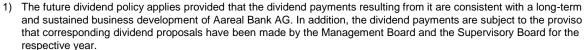
#### Supplementary dividend

In addition, we plan to distribute supplementary dividends, from 10% increasing up to 20-30% of the EpS

#### **Prerequisites:**

- No material deterioration of the environment (with longer-term and sustainably negative effects)
- Nor attractive investment opportunities neither positive growth environment







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Appendix Group results



# Aareal Bank Group Results 2015

	01.01 31.12.2015	01.01 31.12.2014	Change
	€ mn	€ mn	
Profit and loss account			
Net interest income	781	688	14%
Allowance for credit losses	128	146	-12%
Net interest income after allowance for credit losses	653	542	20%
Net commission income	175	164	7%
Net result on hedge accounting	8	5	60%
Net trading income / expenses	13	2	550%
Results from non-trading assets	-17	2	
Results from investments accounted for at equity	0	0	
Administrative expenses	553	439	26%
Net other operating income / expenses	41	6	583%
Negative goodwill	150	154	-3%
Operating Profit	470	436	8%
Income taxes	96	101	-5%
Consolidated net income	374	335	12%
Consolidated net income attributable to non-controlling interests	19	19	0%
Consolidated net income attributable to shareholders of Aareal Bank AG	355	316	12%
Earnings per share (EpS)			
Consolidated net income attributable to shareholders of Aareal Bank AG <sup>1)</sup>	355	294	21%
of which: allocated to ordinary shareholders <sup>2)</sup>	339	292	16%
of which: allocated to AT1 investors <sup>2)</sup>	16	2	700%
Earnings per ordinary share (in €) <sup>3)</sup>	5,66	4,87	16%
Earnings per ordinary AT1 unit (in €) <sup>4)</sup>	0,16	0,02	700%

1) SoFFin's silent participation was repaid on 30 October 2014. In order to facilitate comparability and for the purpose of an economic analysis,

net interest payable on the SoFFin silent participation was deducted from the comparative figure as at 31 December 2014 (€ 22 million) in the EpS calculation.

2) The allocation of earnings is based on the assumption that net interest payable on the AT1 bond is recognised on an accrual basis.

 Earnings per ordinary share are determined by dividing the earnings allocated to ordinary shareholders of Aareal Bank AG by the weighted average of ordinary shares outstanding during the financial year (59,857,221 shares). Basic earnings per ordinary share correspond to diluted earnings per ordinary share.

4) Earnings per AT1 unit (based on 100,000,000 AT1 units with a notional amount of € 3 each) are determined by dividing the earnings allocated to AT1 investors by the weighted average of AT1 units outstanding during the financial year. Earnings per AT1 unit (basic) correspond to (diluted) earnings per AT1 unit.



# Aareal Bank Group Results 2015 by segments

	Struc Prop Finar	perty		lting / vices	Consoli Reconc		Aareal Bank Group	
	01.01 31.12. 2015	01.01 31.12. 2014	01.01 31.12. 2015	01.01 31.12. 2014	01.01 31.12. 2015	01.01 31.12. 2014	01.01 31.12. 2015	01.01 31.12. 2014
€mn								
Net interest income	783	687	0	0	-2	1	781	688
Allowance for credit losses	128	146					128	146
Net interest income after allowance for credit losses	655	541	0	0	-2	1	653	542
Net commission income	6	4	169	163	0	-3	175	164
Net result on hedge accounting	8	5					8	5
Net trading income / expenses	13	2	0				13	2
Results from non-trading assets	-17	2					-17	2
Results from investments accounted for at equity	0	0	0	0			0	0
Administrative expenses	359	255	197	187	-3	-3	553	439
Net other operating income / expenses	37	3	5	4	-1	-1	41	6
Negative goodwill	150	154					150	154
Operating profit	493	456	-23	-20	0	0	470	436
Income taxes	106	109	-10	-8			96	101
Consolidated net income	387	347	-13	-12	0	0	374	335
Allocation of results								
Cons. net income attributable to non-controlling interests	16	16	3	3			19	19
Cons. net income attributable to shareholders of Aareal Bank AG	371	331	-16	-15	0	0	355	316



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# Aareal Bank Group Results Q4 2015

	Quarter 4 2015	Quarter 4 2014	Change
	€ mn	€ mn	
Profit and loss account			
Net interest income	198	194	2%
Allowance for credit losses	42	41	2%
Net interest income after allowance for credit losses	156	153	2%
Net commission income	52	48	8%
Net result on hedge accounting	3	2	50%
Net trading income / expenses	5	3	67%
Results from non-trading assets	-2	2	
Results from investments accounted for at equity	0	0	
Administrative expenses	138	114	21%
Net other operating income / expenses	16	-8	
Negative goodwill			
Operating Profit	92	86	7%
Income taxes	24	39	-38%
Consolidated net income	68	47	45%
Consolidated net income attributable to non-controlling interests	4	5	-20%
Consolidated net income attributable to shareholders of Aareal Bank AG	64	42	52%
Earnings per share (EpS)			
Consolidated net income attributable to shareholders of Aareal Bank AG <sup>1)</sup>	64	35	83%
of which: allocated to ordinary shareholders <sup>2)</sup>	60	33	82%
of which: allocated to AT1 investors <sup>2)</sup>	4	2	100%
Basic earnings per ordinary share (in €) <sup>3)</sup>	1,01	0,55	84%
Basic earnings per ordinary AT1 unit (in €) <sup>4)</sup>	0,04	0	100%

 SoFFin's silent participation was repaid on 30 October 2014. In order to facilitate comparability and for the purpose of an economic analysis, net interest payable on the SoFFin silent participation was deducted from the comparative figure as at 31 December 2014 (€ 7 million) in the EpS calculation.

2) The allocation of earnings is based on the assumption that net interest payable on the AT1 bond is recognised on an accrual basis.

3) Earnings per ordinary share are determined by dividing the earnings allocated to ordinary shareholders of Aareal Bank AG by the weighted average of ordinary shares outstanding during the financial year (59,857,221 shares). Basic earnings per ordinary share correspond to diluted earnings per ordinary share.

4) Earnings per AT1 unit (based on 100,000,000 AT1 units with a notional amount of € 3 each) are determined by dividing the earnings allocated to AT1 investors by the weighted average of AT1 units outstanding during the financial year. Earnings per AT1 unit (basic) correspond to (diluted) earnings per AT1 unit.



Aareal Bank Group

Note: All 2015 figures preliminary and unaudited

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# Aareal Bank Group Results Q4 2015 by segments

	Struc Prop Finar			lting / /ices		idation/ iliation	Aareal Bank Group		
	01.10	01.10	01.10	01.10	01.10	01.10	01.10	01.10	
	31.12.	31.12.	31.12.	31.12.	31.12.	31.12.	31.12.	31.12.	
	2015	2014	2015	2014	2015	2014	2015	2014	
€mn									
Net interest income	199	194	0	0	-1	0	198	194	
Allowance for credit losses	42	41					42	41	
Net interest income after allowance for credit losses	157	153	0	0	-1	0	156	153	
Net commission income	2	1	49	47	1	0	52	48	
Net result on hedge accounting	3	2					3	2	
Net trading income / expenses	5	3	0				5	3	
Results from non-trading assets	-2	2					-2	2	
Results from investments accounted for at equity		0	0	0			0	0	
Administrative expenses	85	67	54	48	-1	-1	138	114	
Net other operating income / expenses	14	-8	3	1	-1	-1	16	-8	
Negative goodwill									
Operating profit	94	86	-2	0	0	0	92	86	
Income taxes	27	41	-3	-2			24	39	
Consolidated net income	67	45	1	2	0	0	68	47	
Cons. net income attributable to non-controlling interests	3	4	1	1			4	5	
Cons. net income attributable to shareholders of Aareal Bank AG	64	41	0	1	0	0	64	42	



# Aareal Bank Group Results – quarter by quarter

	Structured Property Financing					Consulting / Services			Consolidation / Reconciliation				Aareal Bank Group							
	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014	Q4 2015	Q3 2015	Q2 2015	Q1 2015	Q4 2014
€mn	2010	2010	2010	2010		2010	2010	2010	2010	2011	2010	2010	2010	2010	2011	2010	2010	2010	2010	2011
Net interest income	199	214	192	178	194	0	0	0	0	0	-1	0	-1	0	0	198	214	191	178	194
Allowance for credit losses	42	37	31	18	41											42	37	31	18	41
Net interest income after allowance for credit losses	157	177	161	160	153	0	0	0	0	0	-1	0	-1	0	0	156	177	160	160	153
Net commission income	2	2	2	0	1	49	39	40	41	47	1	-1	0	0	0	52	40	42	41	48
Net result on hedge accounting	3	-3	-3	11	2											3	-3	-3	11	2
Net trading income / expenses	5	13	2	-7	3	0										5	13	2	-7	3
Results from non-trading assets	-2	-13	1	-3	2											-2	-13	1	-3	2
Results from results accounted for at equity		0			0	0	0	0	0	0						0	0	0	0	0
Administrative expenses	85	101	89	84	67	54	47	48	48	48	-1	-1	-1	0	-1	138	147	136	132	114
Net other operating income / expenses	14	14	12	-3	-8	3	1	1	0	1	-1	0	0	0	-1	16	15	13	-3	-8
Negative goodwill			150 <sup>1)</sup>															150 <sup>1)</sup>		
Operating profit	94	89	<b>236</b> <sup>1)</sup>	74	86	-2	-7	-7	-7	0	0	0	0	0	0	92	82	<b>229</b> <sup>1)</sup>	67	86
Income taxes	27	29	26	24	41	-3	-3	-2	-2	-2						24	26	24	22	39
Consolidated net income	67	60	<b>210</b> <sup>1)</sup>	50	45	1	-4	-5	-5	2	0	0	0	0	0	68	56	<b>205</b> <sup>1)</sup>	45	47
Cons. net income attributable to non-controlling interests	3	5	4	4	4	1	0	1	1	1						4	5	5	5	5
Cons. net income attributable to shareholders of Aareal Bank AG	64	55	206 <sup>1)</sup>	46	41	0	-4	-6	-6	1	0	0	0	0	0	64	51	200 <sup>1)</sup>	40	42





Appendix AT1: ADI of Aareal Bank AG



# Interest payments and ADI of Aareal Bank AG

### Available Distributable Items (as of end of the relevant year)

	31.12. 2015	31.12. 2014	31.12. 2013
<u>€mn</u>			
Net Retained Profit	99	77	50
Net income	99	77	50
<ul> <li>Profit carried forward from previous year</li> </ul>	-	-	-
Net income attribution to revenue reserves	-	-	-
+ Other revenue reserves after net income attribution	720	715	710
= Total dividend potential before amount blocked <sup>1)</sup>	819	792	760
./. Dividend amount blocked under section 268 (8) of the German Commercial Code	287	240	156
= Available Distributable Items <sup>1)</sup>	532	552	604
<ul> <li>Increase by aggregated amount of interest expenses relating to Distributions on Tier 1 Instruments<sup>1)</sup></li> </ul>	46	57	57
<ul> <li>Amount referred to in the relevant paragraphs of the terms and conditions of the respective Notes as being available to cover Interest Payments on the Notes and Distributions on other Tier 1 Instruments<sup>1)</sup></li> </ul>	578	609	661

1) Unaudited figures for information purposes only

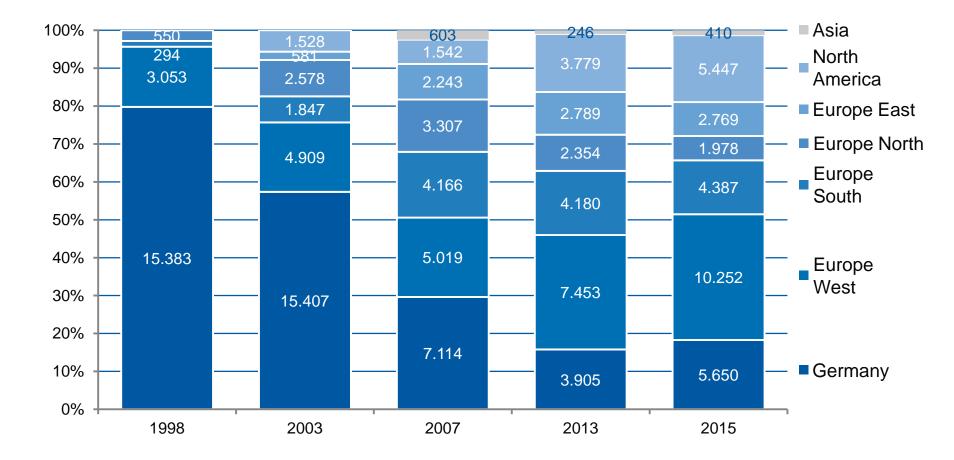




Appendix Development property finance portfolio

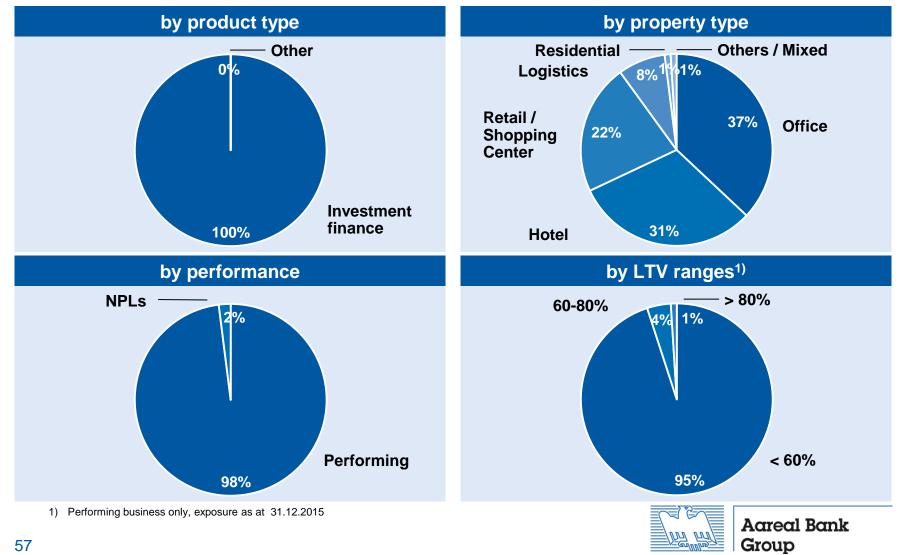


# **Development property finance portfolio** Diversification continuously strengthened (in € mn)



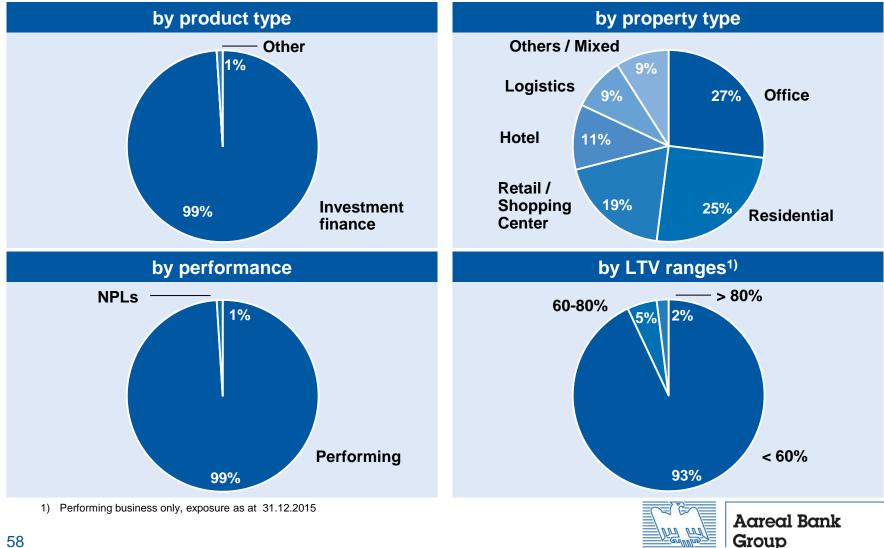


# Western Europe (ex Germany) credit portfolio Total volume outstanding as at 31.12.2015: € 10.3 bn

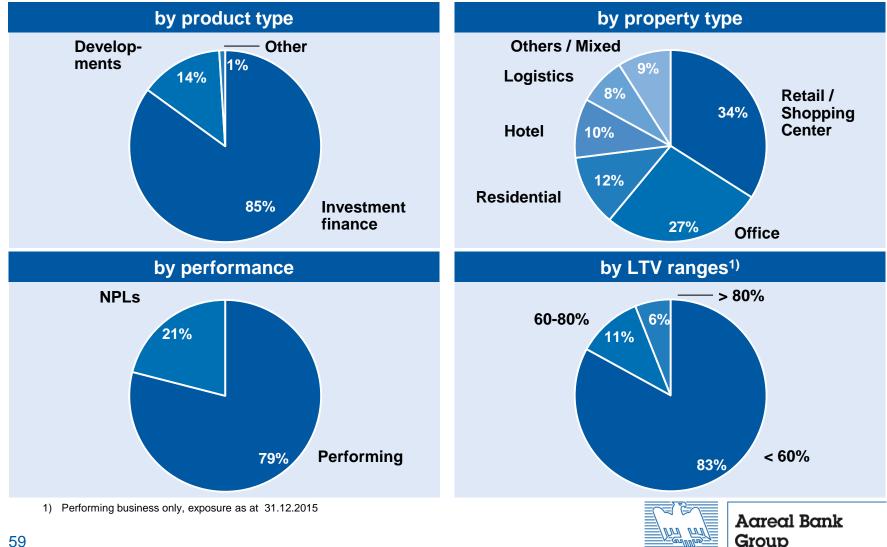


# German credit portfolio

### Total volume outstanding as at 31.12.2015: € 5.7 bn

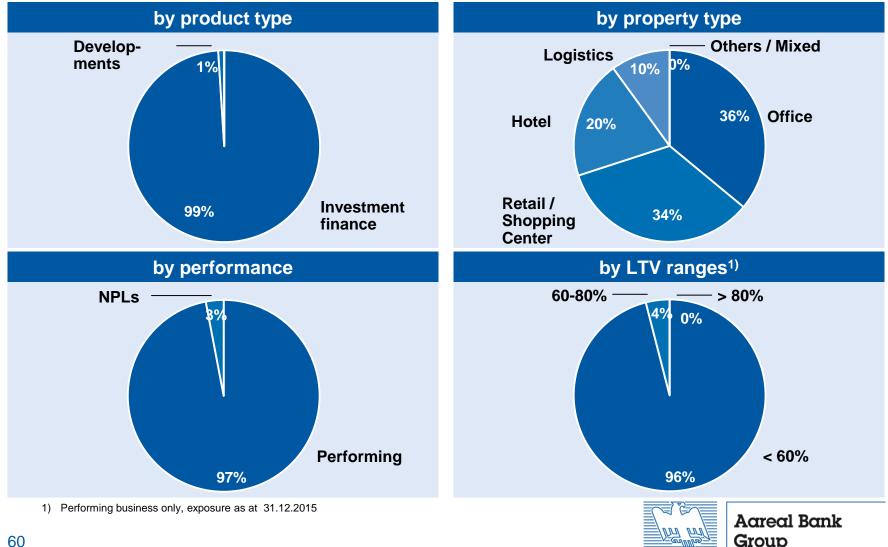


### Southern Europe credit portfolio Total volume outstanding as at 31.12.2015: € 4.4 bn

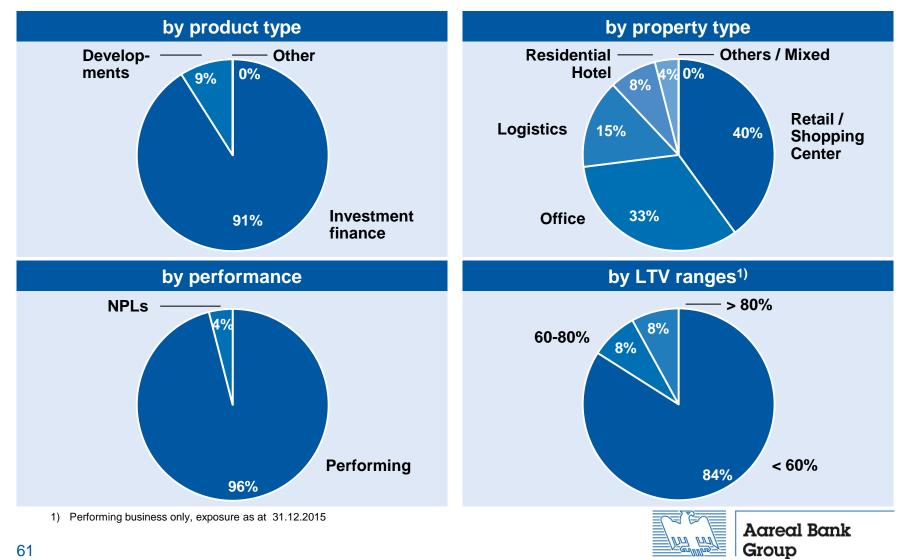


# Eastern Europe credit portfolio

### Total volume outstanding as at 31.12.2015: € 2.8 bn

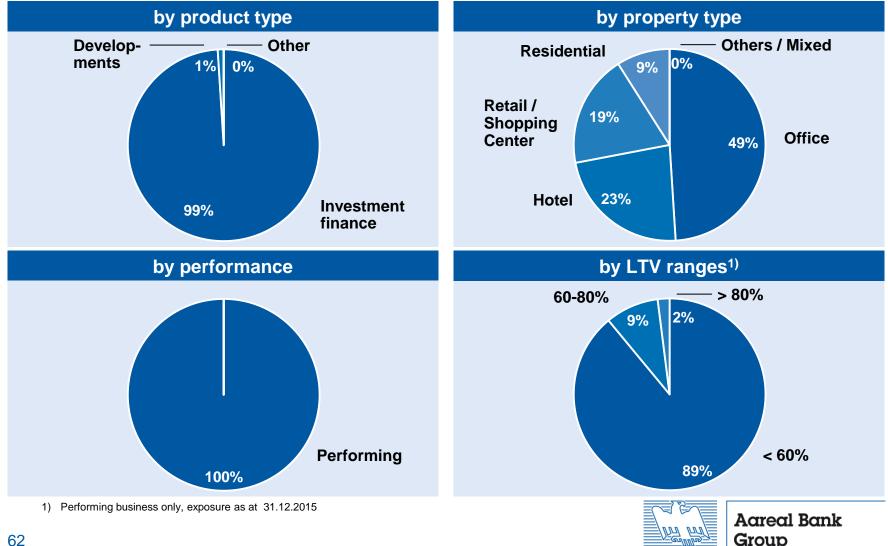


### Northern Europe credit portfolio Total volume outstanding as at 31.12.2015: € 2.0 bn



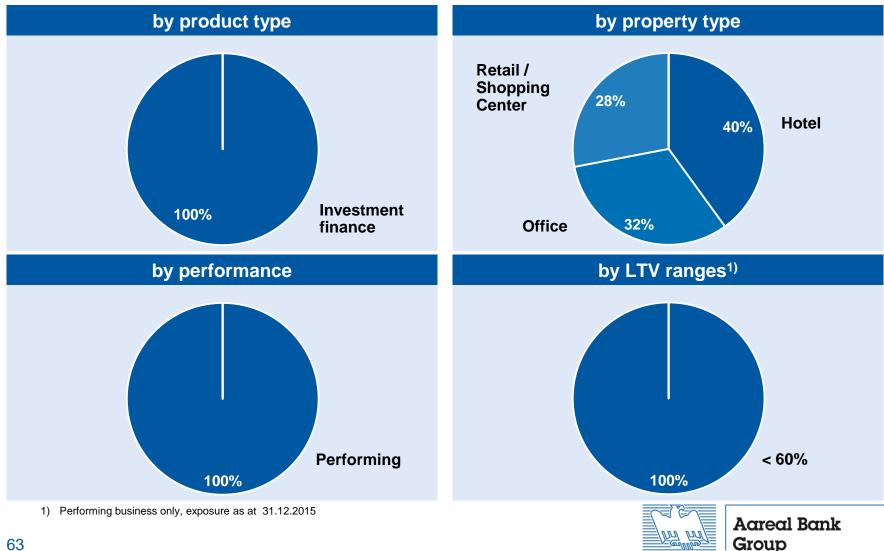
# North America credit portfolio

### Total volume outstanding as at 31.12.2015: € 5.4 bn



# Asia credit portfolio

### Total volume outstanding as at 31.12.2015: € 0.4 bn



Appendix Acquisition of WestImmo



# Acquisition of WestImmo<sup>1</sup>): Strategic rationale Attractive opportunity to pursue inorganic growth

#### **Favourable environment**

- Low price-to-book valuations in the banking industry
- Attractive asset and liability spreads
- Limited interest of investors for the European CRE-Banking sector

Attractive opportunity

#### Aareal financially capable and experienced

- Profitable use of excess capital
- Strong liquidity / funding position
- Proven track record
- Experienced integration team

#### WestImmo

Value enhancing transaction in line with business strategy



1) As published February 22, 2015

# Acquisition of WestImmo<sup>1</sup>): Strategic rationale Value enhancing transaction in line with business strategy



Transaction represents attractive opportunity for Aareal Bank to pursue inorganic growth as it is EpS accretive and creating shareholder value from day one while mid-term targets unchanged



Acquisition using existing excess capital demonstrates strength and strategic capacity while generating further excess capital and therefore dividend distribution potential at the same time



Immediate (inorganic) growth of interest earning asset base in times of increasing competition



Perfect overlap to Aareal's core business further strengthens position as a specialised commercial real estate lender



International well experienced staff and platform maintained despite currently not being allowed to write new business (acc. to EU-regulations) and therefore in run-down mode



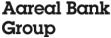
High diversification of CRE portfolio and conservative risk profile remains unchanged



Optimisation of capital structure in line with communicated strategy

1) As published February 22, 2015





# Acquisition of WestImmo<sup>1</sup>): Strategic rationale Business ability even without new business origination

Strategy and business modell	<ul> <li>WestImmo is a specialist in international commercial real estate financing focussing on office, shopping center, hotel and logistics, headquartered in Mainz / Münster</li> <li>Additional activities for private clients and public sector</li> <li>Originally focussing on Europe, the US and Asia with international locations</li> <li>Balance sheet of ~ € 8.1 bn (~ € 3.3 bn RWA), thereof CRE business ~ € 4.3 bn, private clients ~ € 1.6 bn, public sector ~ € 0.8 bn (pro forma extrapolated as at 31.03.2015)</li> <li>280 employees (~ 255 FTE)</li> </ul>
History	<ul> <li>WestImmo was a subsidiary of former WestLB</li> <li>After the split of former WestLB into Portigon AG and Erste Abwicklungsanstalt (EAA) in September 2012, WestImmo became a 100%-subsidiary of EAA</li> <li>WestImmo has either to be sold or to be wind down (acc. to EU-regulations) and therefore was not allowed to write new business since H2 2012</li> <li>In order to prepare an open, transparent and non-discriminatory bidding process in H1 2014 non Pfandbriefbank "suitable" assets and liabilities were transferred to EAA via carve out</li> </ul>

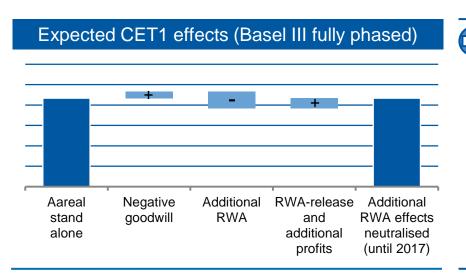
1) As published February 22, 2015

# Acquisition of WestImmo<sup>1</sup>): Transaction structure Attractive terms and conditions

Transaction	<ul> <li>All cash transaction to acquire 100% of the s</li> <li>Via pre-closing carve out, all funding provide EAA to WestImmo will be terminated. At the same time specific assets will be trans In addition Aareal Bank provides WestImmo</li> <li>Profit until closing to be paid to EAA</li> <li>Fair / conservative valuation; attractive asset</li> <li>Extensive due diligence carried out</li> <li>Attractive purchase price of € 350 mn<sup>2</sup>)</li> </ul>	d and financial guarantees given from sferred from WestImmo to EAA. an external credit- / liquidity-line
Closing conditions	<ul> <li>Subject to BaFin / ECB approval</li> <li>Subject to anti-trust approval</li> </ul>	
<ol> <li>As published Feb</li> <li>Subject to further</li> </ol>		Aareal Bank

Group

# Acquisition of WestImmo<sup>1)</sup>: Financials Impact on capital ratios, EpS, and RoE<sup>2)</sup>





Capital ratios:

- All cash transaction
  - Allocation of excess capital
  - RWA increase partly compensated by negative goodwill
- Expected pro forma CET1 as at 31.12.2015; 11.8%
- Bail in capital ratio expected above target (~8%)

### EpS

- Transaction is EpS accretive from day 1
- Expected cumulative EpS for the next three years > 3 €
- Substantial part of the capital currently absorbed by acquired RWA already to be released until 2017
- No capital relief from switch of rating model (WestImmo already on AIRBA)



### RoE

- Transaction in line with mid term RoE target
- Pre-tax RoE target confirmed at ~12%



**Dividend policy** 

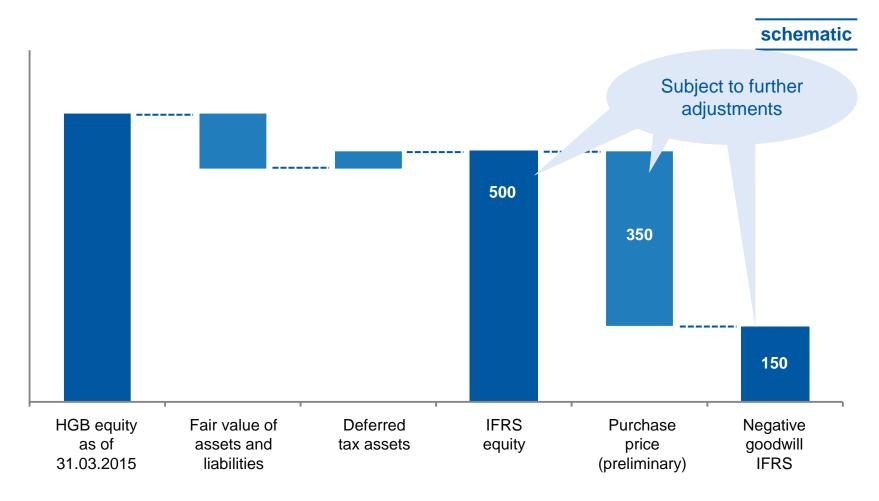
 Reconfirming active dividend policy with payout ratios of ~50% (excl. negative goodwill)



<sup>1)</sup> As published February 22, 2015

Pro forma extrapolated, assumed closing 31.03.2015 2)

# Acquisition of WestImmo<sup>1</sup>): Financials Purchase price illustration<sup>2</sup>)



1) As published February 22, 2015

2) Pro forma extrapolated, assumed closing 31.03.2015

# Acquisition of WestImmo<sup>1)</sup>:

### Private client loans and Public sector loans<sup>2)</sup>

	<ul> <li>Volume of 6.1.6 bp ovtrapolated as at 21.02.2015</li> </ul>
Private client loans	<ul> <li>Volume of € 1.6 bn extrapolated as at 31.03.2015</li> <li>All non performing loans have been carved out, purely performing business with average LtV &lt; 60%</li> <li>Outstandings &lt; 100 T€: 58%, 100 – 150 T€: 24%, 150 – 200 T€: 10%, 200 – 250 T€: 4%; 250 – 500: &lt;4%; &gt; 500 T€: &lt;1% &gt; 50% in Baden Wuerttemberg, Bayern, Hessen, and NRW</li> <li>Historical defaults on that portfolio in the very, very low double digit area (bp)</li> <li>Potential risks from clawbacks regarding loan fees ("Rückforderungen von Bearbeitungsgebühren)" and faulty revocation clause ("fehlerhafte Widerrufsbelehrungen") will be covered by the seller</li> </ul>
Public sector loans	<ul> <li>Volume of € 0.8 bn extrapolated as at 31.03.2015</li> <li>Loans, warranties or guaranties to German sub-sovereign bodies</li> </ul>

2) Pro forma extrapolated as at 31.03.2015

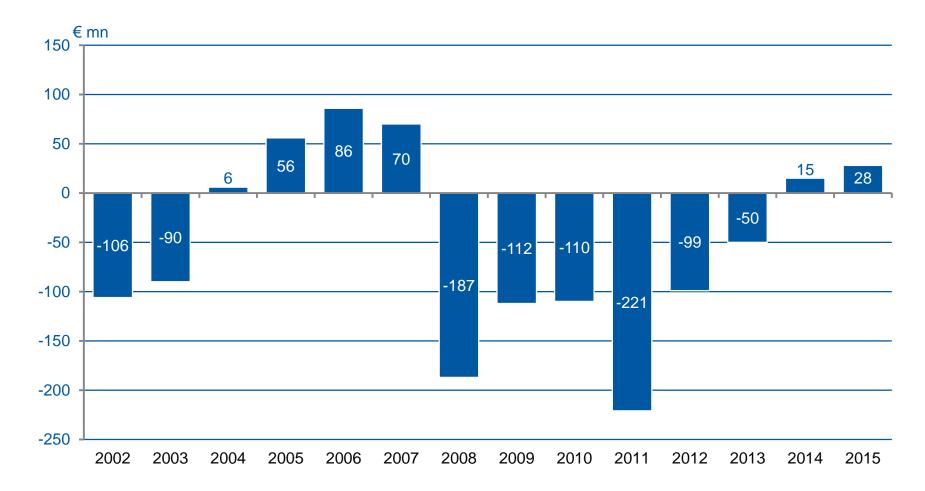


Appendix Revaluation surplus



# **Revaluation surplus**

Change mainly driven by asset spreads





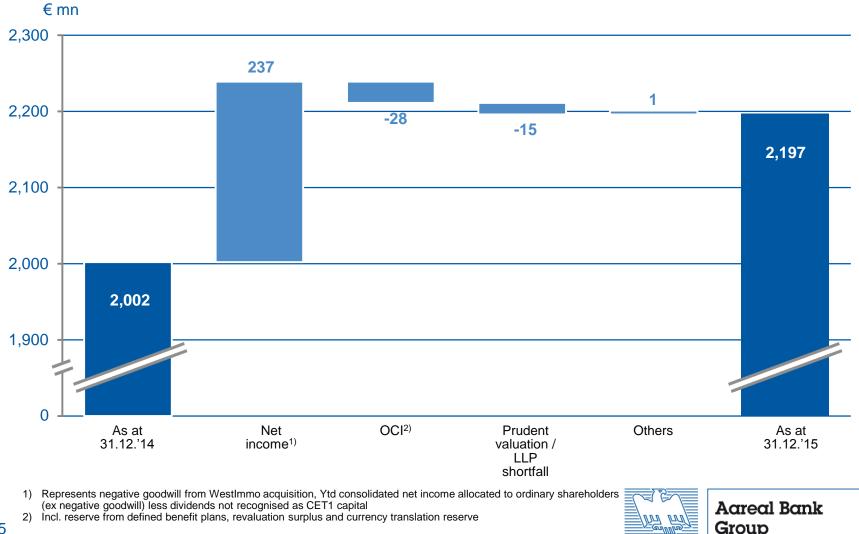


Appendix CET1 development and RWA-split



# **CET1 development (fully phased)**

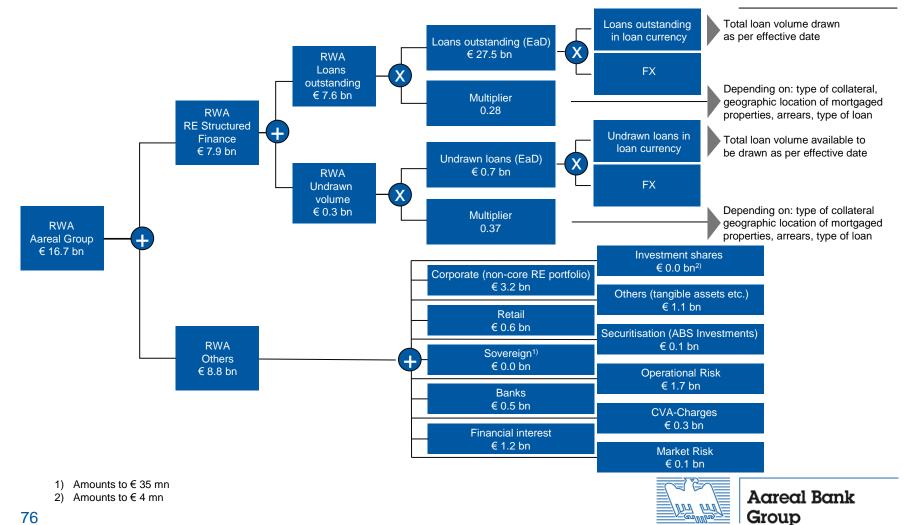
Mainly driven by NII and neg. goodwill from WIB acquisition



Note: All 2015 figures preliminary and unaudited

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# From asset to risk weighted asset (RWA) Essential factors affecting volume of RWA



#### Effective date 31/12/2015



# Definitions and contacts



# **Definitions**

- Structured Property Financing Portfolio = Paid-out financings on balance sheet
- New Business = Newly acquired business incl. renewals + Contract is signed by customer + Fixed loan value and margin
- Common Equity Tier 1 ratio = <u>CET1</u> Risk weighted assets
- **Pre tax RoE =** Operating profit ./. income/loss attributable to non-controlling interests ./. AT1 cupon Average IFRS equity excl. non-controlling interests, other reserves, AT1 and dividends
- CIR = <u>Admin expenses</u> Net income
- Net income = net interest income + net commission income + net result on hedge accounting + net trading income + results from non-trading assets + results from investments accounted for at equity + results from investment properties + net other operating income
- Net stable funding ratio =  $\frac{\text{Available stable funding}}{\text{Required stable funding}} \ge 100\%$
- Liquidity coverage ratio = <u>Total stock of high quality liquid assets</u> ≥ 100% Net cash outflows under stress
- Bail-in capital ratio = <u>Equity + subordinated capital</u>
   (Long + short term funding) – (Equity + subordinated capital)
- Earnings per share = operating profit ./. income taxes ./. income/loss attributable to non controlling interests ./. net AT1 cupon
   Number of ordinary shares



### Contacts

- Jürgen Junginger Managing Director Investor Relations Phone: +49 611 348 2636 juergen.junginger@aareal-bank.com
- Carsten Schäfer
   Director Investor Relations
   Phone: +49 611 348 3616
   <u>carsten.schaefer@aareal-bank.com</u>
  - Sebastian Götzken Senior Manager Investor Relations Phone: +49 611 348 3337 sebastian.goetzken@aareal-bank.com

#### Karin Desczka

Investor Relations Phone: +49 611 348 3009 karin.desczka@aareal-bank.com



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