

IR-RELEASE

Statement

Wiesbaden, 18. January 2022 –Concerning most recent statements by market participants regarding the issue of whether Aareal Bank AG (the “Company”) is able to dispose of its 70 per cent stake in its IT subsidiary Aareon, the Company would like to note the following, which is consistent with its communication to date:

In August 2020, the Company sold a 30 per cent stake in Aareon to Advent, for strategic reasons following a highly competitive process. The contractual documentation entered into between the Company and Advent in this context is designed for a multi-year partnership, and structured in line with usual market convention for such a joint venture. It provides for both unilateral rights for disposal and dissolution in the Company’s favour, subject to certain scenarios and specific points in time, as well as corresponding rights protecting Advent’s position as a minority shareholder, which are also in line with usual market convention – such as a right to tender, or a pre-emptive right in the event of an early disposal of shares by the Company.

The long-term strategic partnership between the Company and Advent focuses on value creation at Aareon. A spin-off would threaten – or might even thwart – this plan; moreover, it would not lead to an accrual of value for the Company itself, which contributes to the sustainable development of Aareal Bank Group. Furthermore, the outflow of assets associated with such a spin-off would require coordination with the supervisory authority. In addition, the spun-off entity (“New Aareon”) would be subject to statutory secondary liability (Nachhaftung) for five years, which would likely result in a significant burden upon the value of “New Aareon”.

For these reasons, the contractual documentation for the joint venture has not – and does not – provide any provisions explicitly governing any spin-off, which would therefore need to be negotiated with the joint venture partner.

This view is shared by the Bidder (Atlantic BidCo), which has therefore undertaken in the Investment Agreement not to seek any sale or a spin-off during the term of the Agreement (three years after closing).

Contact

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

About Aareal Bank Group:

Aareal Bank Group, headquartered in Wiesbaden, is a leading international property specialist. It provides smart financings, software products, and digital solutions for the property sector and related industries, and is present across three continents: Europe, North America and Asia/Pacific. Aareal Bank AG, whose shares are included in Deutsche Börse’s SDAX index, is the Group’s parent entity. It manages the various entities organised in the Group’s business segments: Structured Property Financing, Banking & Digital Solutions, and Aareon. The

Structured Property Financing segment encompasses all of Aareal Bank Group's property financing and funding activities. Here, the Bank supports its clients in making large-volume commercial property investments. The investment properties mostly comprise office buildings, hotels, shopping centres, logistics and residential property, as well as student apartments. In the Banking & Digital Solutions segment, Aareal Bank Group supports businesses from the housing, property management and energy industries as a digitalisation partner – combining extensive advisory services and product solutions with traditional corporate banking services and deposit-taking. Subsidiary Aareon, a leading provider of ERP software and digital solutions for the European property industry and its partners, forms the third business segment. Aareon is digitalising the property industry by offering user-oriented software solutions that simplify and automate processes, support sustainable and energy-efficient operations and interconnect all process participants.