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Atlantic BidCo has secured more than 95% of shares in Aareal Bank AG – Intention to initiate squeeze-out of minority shareholders

Frankfurt, November 22, 2023 – Atlantic BidCo GmbH (“Atlantic BidCo” or the “Bidder”) has secured more than 95% of the shares in Aareal Bank AG (“Aareal Bank”) and plans to initiate a squeeze-out of the remaining minority shareholders to acquire all remaining shares of Aareal Bank. The management board of Aareal Bank has been informed of this intention by Atlantic BidCo.

Atlantic BidCo as of November 22, 2023 holds approx. 90.71% of the shares in Aareal Bank. According to the current status (today 2pm), the public delisting tender offer (the “Delisting Offer”) by Atlantic BidCo to the shareholders of Aareal Bank has been accepted for approx. 4.31% of the shares in Aareal Bank. The acceptance period for the Delisting Offer expired at midnight (CET) on November 21, 2023. The final results will be published on November 24, 2023. The completion of the Delisting Offer is expected to take place on December 8, 2023.

After the completion of the Delisting Offer and thus having reached the stake of 95% of the share capital of Aareal Bank, Atlantic BidCo will request pursuant to section 327a para. 1 sentence 1 of the German Stock Corporation Act that Aareal Bank’s shareholder meeting resolves to transfer the shares of the minority shareholders of Aareal Bank to Atlantic BidCo as the majority shareholder against payment of an appropriate cash compensation. The amount of the cash compensation will be determined at a later date.

Atlantic BidCo is a non-controlled company indirectly held by funds which are respectively advised, managed or controlled by Advent International, L.P. (“Advent”), and Centerbridge Partners, L.P. (“Centerbridge”), and CPP Investment Board Europe S.à r.l., a wholly owned subsidiary of Canada Pension Plan Investment Board (“CPP Investments”), as well as other minority shareholders.

The revocation of admission of the Aareal Bank shares to trading on the Frankfurt Stock Exchange became effective upon the expiry of the acceptance period of the Delisting Offer. Thus, the last trading day of the Aareal Bank shares on the Frankfurt Stock Exchange was November 21, 2023.

Media Contacts of the Bidder

Olaf Zapke, FGS Global, Tel +49 170 764 1971, olaf.zapke@fgsglobal.com

Julia Caspers, FGS Global, Tel +49 151 16 23 15 45, julia.caspers@fgsglobal.com

Roland Klein, Kekst CNC, Tel +44 7776 162 997, roland.klein@kekstcnc.com

Isabel Henninger, Kekst CNC, Tel +49 174 940 9955, isabel.henninger@kekstcnc.com

Information about Shareholders of the Bidder

About Advent International

Founded in 1984, Advent International is one of the largest and most experienced global private equity investors. The firm has invested in over 415 private equity investments across 42 countries, and as of June 30, 2023, had EUR 85 billion in assets under management. With 15 offices in 12 countries, Advent has established a globally integrated team of over 295 private equity investment professionals across Europe, North America, Latin America and Asia. The firm focuses on investments in five core sectors, including business and financial services; technology; health care; industrial; and retail, consumer and leisure. For over 35 years, Advent has been dedicated to international investing and remains committed to partnering with management teams to deliver sustained revenue and earnings growth for its portfolio companies.

Advent has a well-established track record in the European financial services sector with growth investments in leading payment companies like Nexi, Nets and Concardis Payment Group (both now part of Nexi), Worldpay, Planet and Addiko, an international banking group focusing on Southeastern Europe. The investment in Aareal Bank follows Advent's acquisition of a 30% stake in Aareon in 2020, the leading pan-European provider of innovative software solutions for the real estate sector, and a subsidiary of Aareal Bank. Advent's approach is to provide significant support to management teams by assisting with operating resources and expertise from its Portfolio Support Group and third-party Operating Partner program.

For more information, visit:

Website: <http://www.adventinternational.com>

LinkedIn: <http://www.linkedin.com/company/advent-international>

About Centerbridge

Centerbridge Partners, L.P. is a private investment management firm employing a flexible approach across investment disciplines – private equity, private credit and real estate – in an effort to develop the most attractive opportunities for investors. The Firm was founded in 2005 and as of June 30, 2023 has approximately USD 36 billion in capital under management with offices in New York and London. Centerbridge is dedicated to partnering with world-class management teams across targeted industry sectors and geographies.

Centerbridge has a strong track record investing in financial services and real estate in Europe, with investments including BFF Banking Group, which is listed on the Milan Stock Exchange; Williams & Glyn in partnership with RBS; auxmoney GmbH, the German digital credit platform; and Phoenix Holdings, listed on the Tel Aviv Stock Exchange, amongst others. Globally, Centerbridge has invested over USD 20 billion in financial services and over USD 9 billion in real estate.

For more information, please visit www.centerbridge.com

About CPP Investments

Canada Pension Plan Investment Board (CPP Investments™) is a professional investment management organization that manages the Fund in the best interest of the more than 21 million contributors and beneficiaries of the Canada Pension Plan. In order to build diversified portfolios of assets, investments are made around the world in public equities, private equities, real estate, infrastructure and fixed income. Headquartered in Toronto, with offices in Hong Kong, London, Luxembourg, Mumbai, New York City, San Francisco, São Paulo and Sydney, CPP Investments is governed and managed independently of the Canada Pension Plan and at arm's length from

governments. At September 30, 2023, the Fund totalled C\$576 billion. For more information, please visit www.cppinvestments.com or follow us on [LinkedIn](#), [Facebook](#) or [Twitter](#).

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This publication is for information purposes only and neither constitutes an invitation to sell, nor an offer to purchase, securities of Aareal Bank. The offer document published by Atlantic BidCo after approval by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) is the sole binding document with regard to the terms and other provisions relating to the Delisting Offer. Investors and holders of securities of Aareal Bank are strongly recommended to read the offer document and all announcements in connection with the Delisting Offer as soon as they are published, since they contain or will contain important information.

The Delisting Offer will be made exclusively under the laws of the Federal Republic of Germany, especially under the WpÜG and the German Stock Exchange Act (*Börsengesetz – BörsG*), and certain provisions of the securities laws of the United States of America applicable to cross-border tender offers. The Delisting Offer will not be executed according to the provisions of jurisdictions other than those of the Federal Republic of Germany or the United States of America (to the extent applicable). Thus, no other announcements, registrations, admissions or approvals of the Delisting Offer outside of the Federal Republic of Germany have been filed, arranged for or granted. Investors in, and holders of, securities in Aareal Bank cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than the provisions of the Federal Republic of Germany or the United States of America (to the extent applicable). Subject to the exceptions described in the offer document as well as any exemptions that may be granted by the relevant regulators, a public tender offer will not be made, neither directly nor indirectly, in jurisdictions where to do so would constitute a violation of the laws of such jurisdiction.

The Bidder reserves the right, to the extent legally permitted, to directly or indirectly acquire further shares outside the Delisting Offer on or off the stock exchange. If such further acquisitions take place, information about such acquisitions, stating the number of shares acquired or to be acquired and the consideration paid or agreed on, will be published without undue delay, if and to the extent required by the laws of the Federal Republic of Germany or any other relevant jurisdiction.

To the extent any announcements in this document contain forward-looking statements, such statements do not represent facts and are characterized by the words “expect”, “believe”, “estimate”, “intend”, “aim”, “assume” or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of the Bidder and the persons acting jointly with the Bidder. Such forward-looking statements are based on current plans, estimates and forecasts, which the Bidder and the persons acting jointly with the Bidder have made to the best of their knowledge, but which they do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and usually cannot be influenced by the Bidder or the persons acting jointly with the Bidder. These expectations and forward-looking statements can turn out to be incorrect, and the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. The Bidder and the persons acting jointly with the Bidder do not assume an obligation to update the forward-looking statements with respect to the actual development or incidents, basic conditions, assumptions or other factors.