



ADLER Real Estate Aktiengesellschaft
Berlin

Announcement

in connection with the

€ 137.9 Mio. 2.5 % Convertible Notes 2016/2021

ISIN DE000A161XW6

WKN A161XW

(the „**Notes**“)

ADLER Real Estate Aktiengesellschaft, Berlin, registered with the commercial register of the District Court of Berlin-Charlottenburg under HRB 180360 B (the "**Issuer**"), hereby announces pursuant to § 14(1)(a)(i) of the terms and conditions of the aforementioned Notes (the "**Terms and Conditions**") that a change of control within the meaning of § 14(1)(e)(i) of the Terms and Conditions occurred at the Issuer on February 11, 2020. On that date, according to the publication of ADO Properties S.A. (the "**Bidder**") dated 14 February 2020, more than 50% of the shareholders of the Issuer accepted the Takeover Offer (Exchange Offer) to the shareholders of the Issuer published on 7 February 2020.

Pursuant to Section 14(1)(a)(ii) of the Terms and Conditions, in the event of a change of control, the Issuer must also determine and announce an effective date within the meaning of the Notes for such change of control (the "**Effective Date**"). The Management Board of the Issuer has determined 27 February 2020 as Effective Date within the meaning of the Notes for this change of control, which is hereby announced pursuant to §14 (1)(a)(ii) of the Terms and Conditions of the Notes.

Pursuant to § 14(1)(b) of the Terms and Conditions, each Noteholder is entitled, by submitting a notice of redemption, to demand from the Issuer as of the Effective Date the redemption of some or all of its Notes for which the conversion right was not exercised and which were not declared due for early repayment, at their principal amount plus interest accrued up to the Effective Date (exclusively). The redemption notice must be received by the Issuer no less than ten days prior to the Effective Date, as described in more detail in the Terms and Conditions.

If Noteholders exercise their conversion right after the announcement of the change of control up to and including the Effective Date, the conversion price for this period will be adjusted in accordance with § 14(1)(d) of the Terms and Conditions. The conversion price will then change as follows up to and including the Effective Date:

ISIN	Description	Principal amount per Note	Conversion price per Note	Conversion price per Note (adjusted)	Conversion ratio ¹	Conversion ratio ¹ (adjusted)
DE000A161XW6	2.5 % Convertible Notes 2016/2021	13.79	€12.5039	€ 11.9879	1:1.102	1:1.150326

¹ The conversion ratio describes how many new shares a Noteholder receives for each convertible note.

Berlin, February 2020

ADLER Real Estate Aktiengesellschaft

the Management Board