

Disclosure of Material Transactions with Related Parties in Accordance with Section 111c German Stock Corporation Act

ADLER Real Estate Aktiengesellschaft, Berlin

ISIN DE0005008007

Berlin, July 2, 2020: Today, the Supervisory Board of ADLER Real Estate Aktiengesellschaft ("**ADLER**") approved the conclusion of a share transfer procurement agreement between ADLER and its parent company, ADO Properties S.A. ("**ADOP**"), which holds more than 90% of ADLER.

The agreement concerns the transfer of 14,692,889 ADOP shares ("**ADOP shares**") held by ADO Group Ltd. ("**ADOG**"), a wholly owned subsidiary of ADLER, to Aggregate Holdings S.A. ("**Aggregate**") under the Call/Put Option Agreement between ADOP and Aggregate dated 15 December 2019. Under the share transfer procurement agreement, ADLER undertakes vis-à-vis ADOP to conclude a further share transfer procurement agreement with ADOG, under which ADOG undertakes vis-à-vis ADLER to transfer the 14,692,889 ADOP shares which it holds to Aggregate upon instruction by ADLER.

Upon transfer of the ADOP shares by ADOG to Aggregate, ADLER will receive from ADOP a consideration corresponding to the market value of the ADOP shares. The consideration corresponds to the opening price on the Frankfurt Stock Exchange for ADOP shares on the day ADOG transfers the ADOP shares (XETRA opening price, 9 am CET).

Further details on the exercise of the call option under the Call/Put Option Agreement can be found in ADOP's announcement of 29 June 2020.

ADLER Real Estate Aktiengesellschaft