

## PRESS RELEASE

### **Aareal Bank AG AGM on 3 May to include squeeze-out resolution**

- **Atlantic BidCo GmbH has determined a cash compensation of €33.20 per share**

Wiesbaden, 25 March 2024 – Aareal Bank AG has today invited shareholders to its ordinary Annual General Meeting, which will be held on 3 May 2024 as a virtual meeting. A key item on the agenda will be the passing of a resolution on a squeeze-out of minority shareholders. The main shareholder of Aareal Bank AG, Atlantic BidCo GmbH, has further specified its transfer request and informed Aareal Bank AG's Management Board that it has determined the cash compensation for the intended transfer of shares held by minority shareholders of Aareal Bank AG at €33.20 per registered share.

The amount of the cash compensation was determined by Atlantic BidCo GmbH on the basis of a company valuation carried out by ValueTrust Financial Advisors Deutschland GmbH. It was confirmed as appropriate by court-appointed expert RSM Ebner Stolz GmbH & Co. KG. Atlantic BidCo holds approximately 95.50 per cent of the issued share capital of, and voting rights in, Aareal Bank AG.

Furthermore, the Management Board and Supervisory Board will propose to the Annual General Meeting that net retained profit for the past financial year 2023 be retained in full, to further support the Company's growth.

The agenda also calls for elections of Supervisory Board members, due to the fact that the regular terms of office of Prof. Dr Hermann Wagner, Denis Hall and Hans-Hermann Anton Lotter will end at the close of this year's Annual General Meeting. The Supervisory Board proposes the (re-)election of the following candidates as shareholder representatives to the Supervisory Board: Maximilian Rinke (Senior Managing Director of Centerbridge Partners, L.P.), Denis Hall (former Chief Risk Officer, Global Consumer Banking, GE Capital) and Hans-Hermann Anton Lotter (Managing Director of Atlantic BidCo GmbH).

Prof. Dr Hermann Wagner had been a Supervisory Board member since 2015, chairing the Board since 2021. The Supervisory Board had appointed Jean Pierre Mustier as new Chairman and successor to Prof. Dr Hermann Wagner following the 2023 Annual General Meeting. Prof. Dr Wagner handed over the office to Mr Mustier in January 2024.

Besides the formal approval of the actions of the Management Board and the Supervisory Board as well as the election of the external auditors, the agenda also includes an amendment to the cap on variable remuneration for Management Board members, as well as a merger of a Group entity into Aareal Bank AG. The full agenda of the Annual General Meeting is available [here](#).

The Annual General Meeting will be transmitted to shareholders by means of an audio-visual broadcast, via a shareholder portal on Aareal Bank's website (Investors – General

Meeting 2024). Shareholders will also be able to exercise their voting rights, appoint a proxy, or submit questions via this portal by means of electronic communications.

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**About Aareal Bank Group**

Aareal Bank Group, headquartered in Wiesbaden, is a leading international property specialist. The Bank uses its expertise to identify trends, challenges and opportunities at an early stage, and to exploit them for the benefit of its stakeholders. Aareal Bank Group 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 the Asia/Pacific region. Aareal Bank Group's business strategy focuses on sustainable business success, with environmental, social and governance (ESG) aspects as an integral part of this strategy.

Aareal Bank AG comprises the 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. The Group's subsidiary Aareon, the leading supplier of SaaS solutions for the European property sector, represents the third business segment. It is digitalising property management by offering user-oriented software solutions that simplify and automate processes, support sustainable and energy-efficient operations, and interconnect all process participants.