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THIS ANNOUNCEMENT IS FOR INFORMATION ONLY AND IS NOT AN OFFER TO BUY OR THE SOLICITATION OF AN OFFER TO SELL SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL. THE NOTES WHICH ARE THE SUBJECT OF THE OFFER HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF THE UNITED STATES OR ANY STATE THEREOF OR THE APPLICABLE LAWS OF ANY OTHER JURISDICTION. NO AUTHORITY HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFER TO PURCHASE OR ANY RELATED DOCUMENTS, AND IT MAY BE UNLAWFUL AND A CRIMINAL OFFENCE TO MAKE ANY REPRESENTATION TO THE CONTRARY.



DEMIRE Deutsche Mittelstand Real Estate AG

22 October 2024 — DEMIRE Deutsche Mittelstand Real Estate AG (the “**Issuer**”) announces today the results of the invitation of eligible holders of its outstanding EUR 499,000,000 1.875% Notes due 2024 (ISIN: DE000A2YPAK1) (the “**Notes**”) to tender Notes for purchase by the Issuer for cash at prices to be determined pursuant to an Unmodified Dutch Auction Procedure subject to the terms and conditions described in the tender offer memorandum dated 9 September 2024 (the “**Tender Offer Memorandum**”) (the “**Offer**”).

Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer Memorandum.

The Offer was announced on 9 September 2024 and expired at 5:00 p.m. (CET) on the date hereof (the “**Expiration Deadline**”).

Following the Expiration Deadline, the Issuer has decided to accept Notes validly tendered for purchase in an aggregate principal amount of EUR 4,590,000 as further set out below.

Description of the Notes	ISIN	Final Acceptance Amount⁽¹⁾	Aggregate Purchase Consideration
1.875% Senior Notes due 2024	DE000A2YPAK1	EUR 4,590,000	EUR 2,799,900

⁽¹⁾ Aggregate principal amount of Notes the Issuer accepts for purchase pursuant to the Offer (following the consummation of the Partial Redemption on the date hereof in an aggregate principal amount of EUR 49,900,000 effected on a *pro rata* basis by use of a pool factor and in compliance with the requirements and procedures of Clearstream Banking Aktiengesellschaft, Frankfurt am Main, thereby reducing the principal amount of each outstanding Note to EUR 90,000.00).

The settlement date for the Offer is expected to be on or about 25 October 2024, being the third Business Day after the date hereof, (the “**Settlement Date**”), subject to the conditions described in the Tender Offer Memorandum.

The aggregate amounts of the Purchase Consideration and Accrued Interest for such Notes in each Clearing System will be paid by or on behalf of the Issuer, in immediately available funds, on the Settlement Date to such Clearing System for payment to the cash accounts of the relevant Noteholders in the Clearing System. Such payment shall discharge in full the Issuer’s obligations to all such Noteholders in respect of payment of the Purchase Consideration and Accrued Interest for such Notes. If the Issuer makes, or has been made on its behalf, full payment of the Purchase Consideration and Accrued Interest for all Notes accepted for purchase pursuant to

the Offer to the Clearing Systems on or before the Settlement Date, under no circumstances will any additional interest be payable to a Noteholder because of any delay or failure in the transmission of funds from the relevant Clearing System or any other Intermediary with respect to such Notes of that Noteholder (see “*Payment Obligation*” in the Tender Offer Memorandum).

Notes purchased by the Issuer pursuant to the Offer will be cancelled. Notes which have not been validly tendered and/or accepted for purchase by the Issuer pursuant to the Offer will remain outstanding after the Settlement Date.

Noteholders who have tendered their Notes for purchase pursuant to the Offer are advised to check with any bank, securities broker or other Intermediary through which they hold Notes to determine whether their tendered Notes have been accepted for purchase by the Issuer.

Backstop

The Offer is backstopped by backstop commitments provided by Backstop Providers. On or about the Settlement Date, the Issuer intends to purchase from the relevant Backstop Providers under, and in accordance with the terms of, the Backstop Letter additional Notes in an aggregate principal amount of EUR 194,040,000.

General

This announcement is a summary of the Tender Offer Memorandum only. The complete terms and conditions of the Offer are set forth in the Tender Offer Memorandum. Noteholders are urged to read the Tender Offer Memorandum carefully in its entirety.

The Issuer has retained Kroll Issuer Services Limited to act as Tender Agent for the Offer.

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None of the Issuer, the Tender Agent or any of their respective affiliates makes any recommendation as to whether or not any Noteholder should tender its Notes pursuant to the Offer. This announcement is not an offer to buy or the solicitation of an offer to sell any Notes. The Offer was made solely by means of the Tender Offer Memorandum.

OFFER AND DISTRIBUTION RESTRICTIONS

THIS ANNOUNCEMENT AND THE TENDER OFFER MEMORANDUM DOES NOT CONSTITUTE AN INVITATION TO PARTICIPATE IN THE OFFER IN ANY JURISDICTION IN WHICH, OR TO ANY PERSON TO OR FROM WHOM, IT IS UNLAWFUL TO MAKE SUCH INVITATION OR FOR THERE TO BE SUCH PARTICIPATION UNDER APPLICABLE SECURITIES LAWS. THE DISTRIBUTION OF THIS ANNOUNCEMENT AND THE TENDER OFFER MEMORANDUM IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. PERSONS INTO WHOSE POSSESSION THIS ANNOUNCEMENT AND THE TENDER OFFER MEMORANDUM COMES ARE REQUIRED BY THE ISSUER AND THE TENDER AGENT TO INFORM THEMSELVES ABOUT AND TO OBSERVE ANY SUCH RESTRICTIONS.

United Kingdom

The communication of the Tender Offer Memorandum, this announcement and any other documents or materials relating to the Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the FSMA. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to (i) those persons in the United Kingdom falling within the definition of “investment professionals” (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)), (ii) persons who fall within Articles 43(2) of the Financial Promotion Order, which includes a member or a creditor of the Issuer, (iii) persons who fall within Article 49(a) to (d) of the Financial Promotion Order (“high net worth companies, unincorporated associations etc.”), or (iv) any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

European Economic Area (EEA)

In any European Economic Area (“**EEA**”) Member State (the “**Relevant State**”), the Offer is only addressed to and are only directed at qualified investors in that Relevant State within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended (the “**Prospectus Regulation**”).

Each person in a Relevant State who receives any communication in respect of the Offer contemplated in the Tender Offer Memorandum will be deemed to have represented, warranted and agreed to with the Issuer that it is a qualified investor within the meaning of Article 2(e) of the Prospectus Regulation.

France

The Offer is not being made, directly or indirectly, in France other than to qualified investors (*investisseurs qualifiés*) within the meaning of Article 2(e) of the Prospectus Regulation and as defined in Article L.411-2 1° of the French *Code monétaire et financier*. Neither the Tender Offer Memorandum, this announcement nor any other documents or materials relating to the Offer have been or shall be distributed in France other than to qualified investors (*investisseurs qualifiés*), and only qualified investors (*investisseurs qualifiés*) are eligible to participate in the Offer. The Tender Offer Memorandum, this announcement and any other document or material relating to the Offers have not been and will not be submitted for clearance to, nor be filed with or approved by, the *Autorité des marchés financiers*.

Italy

None of the Offer, the Tender Offer Memorandum, this announcement or any other documents or materials relating to the Offer has been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”).

The Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”), and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended.

Noteholders can tender some or all of their Notes pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance

with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties *vis-à-vis* its clients in connection with the Notes or the Offer.