

NON-BINDING ENGLISH CONVENIENCE TRANSLATION

Please note that this translation of the German offer amendment is for convenience purposes only. It has not been and will not be reviewed or approved by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht), and it does not constitute an offer under the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz) or under any other law or regulation, nor does it give rise to any claims and entitlements. Atlantic BidCo GmbH assumes no responsibility for misunderstandings or misinterpretations that may arise from or in connection with this translation or any mistakes or inaccuracies contained herein. Only the German offer amendment is valid and legally binding.

Mandatory Publication

according to Section 21 para. 1 sentence 1 no. 3, para. 2 in conjunction with Section 14 para. 3 German Securities Acquisition and Takeover Act (WpÜG)

Shareholders of Aareal Bank AG, especially with residence, seat, or habitual abode in the United States of America or otherwise outside of the Federal Republic of Germany, the Member States of the European Union and the European Economic Area should pay particular attention to the information contained in Sections 1 and 5.6 of the Offer Document published on December 17, 2021 and Section 1 of this Offer Amendment.

AMENDMENT to the

Voluntary Public Takeover Offer (Cash Offer)

by

Atlantic BidCo GmbH

An der Welle 4
60322 Frankfurt am Main
Germany

to the shareholders of

Aareal Bank AG

Paulinenstraße 15
65189 Wiesbaden
Germany

to acquire their no-par value bearer shares in

Aareal Bank AG

against a cash consideration in the amount of

EUR 29.00 per share of Aareal Bank AG

The Aareal Shareholders who accept the Amended Offer declare that they assign their dividend rights attached to their Tendered Aareal Shares to the Bidder. In case of the consummation of the Amended Offer, dividends resolved until the consummation of the Amended Offer are thus paid to the Bidder. The assignment is subject to the condition subsequent that the Offer Conditions set forth in Section 10.1 of the Offer Document published on December 17, 2021 (as amended by this Offer Amendment) have not been satisfied within the time periods set forth therein in each case and the Bidder has not effectively waived the Offer Conditions during the Acceptance Period – to the extent permitted – in advance. In this case, the Amended Offer would not be consummated and dividends resolved until the unwinding of the Amended Offer would be paid to the Aareal Shareholders who had accepted the Amended Offer. For further details please refer to Sections 11.3(d) and 11.4 of the Offer Document published on December 17, 2021.

Extended Acceptance Period: December 17, 2021 to February 2, 2022, 24:00 hrs (local time Frankfurt am Main) / 18:00 hrs (local time New York)

Aareal Shares: ISIN DE0005408116

Tendered Aareal Shares: ISIN DE000A3MQCM4

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1. GENERAL INFORMATION

1.1 Laws applicable to the Amended Offer

On December 17, 2021, Atlantic BidCo GmbH with registered seat in Frankfurt am Main, Germany, registered with the commercial register of the local court of Frankfurt am Main under registration number HRB 124165, business address: An der Welle 4, 60322 Frankfurt am Main, Germany (hereinafter the “**Bidder**”), published the offer document (the “**Offer Document**”) for its voluntary public takeover offer (the “**Offer**” or the “**Takeover Offer**”) to the shareholders of Aareal Bank AG, with registered seat in Wiesbaden, Germany, registered with the commercial register of the local court of Wiesbaden under registration number HRB 13184, business address: Paulinenstraße 15, 65189 Wiesbaden, Germany (hereinafter “**Aareal Bank AG**”, the shareholders of Aareal Bank AG the “**Aareal Shareholders**”) to acquire their no-par value bearer shares in Aareal Bank AG (ISIN DE0005408116), which are not directly held by the Bidder, each with a proportional amount in the share capital of EUR 3.00 (together the “**Aareal Shares**” and individually an “**Aareal Share**”), including all ancillary rights existing at the time of settlement of the Offer, in particular the right to dividends.

This document and the following information contained herein amend and supplement the Offer and the Offer Document. The Offer Document must be read and interpreted together with this amendment of the Offer (the “**Offer Amendment**” and, together with the Offer Document, the “**Amended Offer**”). Unless otherwise provided for in this Offer Amendment, the terms of the Offer Document remain in full force and effect. Terms used as defined terms in this Offer Amendment and defined in the Offer Document shall have the meaning ascribed to them in the Offer Document when used in this Offer Amendment, unless otherwise provided for in this Offer Amendment.

This Offer Amendment will be implemented solely in accordance with the laws of the Federal Republic of Germany, in particular in accordance with Section 21 WpÜG, and certain applicable provisions of U.S. securities law. Thus, no other announcements, registrations, admissions or approvals of the Offer Amendment and/or the Amended Offer outside the Federal Republic of Germany have been filed, arranged for or granted. Any contract that is concluded on the basis of this Amended Offer is exclusively governed by the laws of the Federal Republic of Germany and is to be interpreted in accordance with them.

1.2 Publication of the Offer Document and Offer Amendment

The Bidder has published the Offer Document pursuant to Sections 34, 14 paras. 2 and 3 WpÜG on December 17, 2021, by (i) announcement on the Internet at www.atlantic-offer.com, and (ii) keeping available copies of the Offer Document for distribution free of charge at Morgan Stanley Europe SE, New Issue Operations, Große Gallusstraße 18, 60312 Frankfurt am Main, Germany (order by fax at +49 69 21667676 or by email at newissues_germany@morganstanley.com).

The Offer Amendment is published on January 18, 2022 by (i) announcement on the Internet at www.atlantic-offer.com, and (ii) keeping available copies of the Offer Amendment for distribution free of charge at Morgan Stanley Europe SE, New Issue Operations, Große Gallusstraße 18, 60312 Frankfurt am Main, Germany (order by fax at +49 69 21667676 or by email at newissues_germany@morganstanley.com). The announcement of (i) the Internet address under which this Offer Amendment is published and (ii) the availability of copies of this Offer Amendment for distribution free of charge is published in the Federal Gazette on January 18, 2022.

In addition, a non-binding English translation of the Offer Document and this Offer Amendment has been made available at www.atlantic-offer.com. Only the respective German-language version has binding effect for the purposes of the Amended Offer.

1.3 Distribution of the Offer Amendment

The publication, dispatch, distribution or dissemination of this Offer Amendment or other documents related to the Amended Offer outside the Federal Republic of Germany, the Member States of the European Union and the European Economic Area as well as the United States may be subject to legal restrictions. This Offer Amendment and other documents related to the Amended Offer may not be dispatched to or disseminated, distributed or published by third parties in countries in which this would be illegal. The Bidder has not given its permission for the publication, dispatch, distribution or dissemination of this Offer Amendment by third parties outside the Federal Republic of Germany, the Member States of the European Union and the European Economic Area as well as the United States. Therefore, custodian investment service providers may not publish, dispatch, distribute, or disseminate this Offer Amendment outside the Federal Republic of Germany, the Member States of the European Union and the European Economic Area as well as the United States unless in compliance with all applicable domestic and foreign statutory provisions.

2. LOWERING OF THE MINIMUM ACCEPTANCE THRESHOLD

Pursuant to Section 10.1.4 of the Offer Document, the Takeover Offer and the contracts with the Aareal Shareholders which come into existence as a result of its acceptance are subject to, among others, the offer condition of reaching a minimum acceptance threshold of at least 70% of the Aareal Shares outstanding at the expiry of the Acceptance Period (this corresponded to at least 41,900,055 Aareal Shares at the time of publication of the Offer Document) as outlined in Section 10.1.4 of the Offer Document.

The Bidder has decided to lower the minimum acceptance threshold in Section 10.1.4 of the Offer Document to 60% and to amend to the Takeover Offer as described below.

The Offer Condition under Section 10.1.4 of the Offer Document is hereby amended and therefore now reads as follows:

“10.1.4 Minimum acceptance threshold

At the end of the Acceptance Period, the total amount of the Aareal Shares

- (a) for which the Offer has been effectively accepted until the end of the Acceptance Period and no withdrawal from the agreement concluded by acceptance of the Offer has been effectively declared,*
- (b) which are directly held by the Bidder or a person acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG,*
- (c) which are attributable to the Bidder or Atlantic Lux HoldCo S.à r.l. pursuant to Section 30 WpÜG, and*
- (d) for which the Bidder or persons acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG have concluded an agreement outside of this Offer, which entitles them to demand the transfer of title to these Aareal Shares,*

is equivalent to at least 60% of the Aareal Shares issued (as set forth in the articles of association of Aareal Bank AG) at the end of the Acceptance Period (this corresponds to 35,914,333 Aareal Shares at the time of the publication of this Offer Amendment). Aareal Shares which are subject to several of the preceding paragraphs (a) to (d) will be taken into account only once.”

Should the lowered minimum acceptance threshold not be met, the Amended Offer as well as the contracts coming into existence as a result of the Amended Offer’s acceptance will not be completed and will lapse.

3. EXTENSION OF THE ACCEPTANCE PERIOD

With respect to Section 4.3 of the Offer Document, the Bidder points out that due to the aforementioned lowering of the minimum acceptance threshold, the Acceptance Period of the Takeover Offer is automatically extended by two weeks in accordance with section 21 para. 5 sentence 1 WpÜG and will end on

February 2, 2022, 24:00 hrs (local time Frankfurt am Main) / 18:00 hrs (local time New York).

This extension of the Acceptance Period also applies even if the Offer Amendment violates any laws. The Bidder notes that the extended Acceptance Period may be extended again as set out in further detail in Section 4.4 of the Offer Document. An additional amendment of the Takeover Offer by the Bidder during the extended Acceptance Period pursuant to Section 21 para. 5 WpÜG is, however, not allowed (Section 21 para. 6 WpÜG).

4. POSTPONEMENT OF THE ADDITIONAL ACCEPTANCE PERIOD

Those Aareal Shareholders who have not accepted the Amended Offer during the extended Acceptance Period can still accept it within two weeks following publication of the preliminary results of the Amended Offer by the Bidder according to Section 23 para. 1 sentence 1 number 2 WpÜG, provided that none of the Offer Conditions set forth in Section 10.1 of the Offer Document have ultimately lapsed as at the end of the extended Acceptance Period and such Offer Conditions have not been previously effectively waived. After the end of the Additional Acceptance Period, the Amended Offer can no longer be accepted, unless a right to tender pursuant to Section 39c WpÜG exists (please refer to Section 14(g) of the Offer Document).

Due to the extension of the Acceptance Period, the Additional Acceptance Period will be postponed. Assuming the publication of the results of the Amended Offer takes place on February 7, 2022, the Additional Acceptance Period would commence on February 8, 2022 and end on February 21, 2022, 24:00 hrs (local time Frankfurt am Main) / 18:00 hrs (local time New York).

The Bidder points out that the Amended Offer will only be successful if the minimum acceptance threshold of 60% of the Aareal Shares was reached within the extended Acceptance Period, i.e. until February 2, 2022, 24:00 hrs (local time Frankfurt am Main) / 18:00 hrs (local time New York). Aareal Shareholders should not rely to be able to accept the Takeover Offer in the Additional Acceptance Period.

5. RIGHT OF WITHDRAWAL

Pursuant to Sections 21 para. 2 sentence 1, 14 para. 3 sentence 1 WpÜG, the Bidder notes that Aareal Shareholders have the right to withdraw from the agreements concluded on the basis of their acceptance of the Takeover Offer until the end of the extended Acceptance Period (Section 21 para. 4 WpÜG), if and to the extent that they have accepted the Takeover Offer before the publication of this Offer Amendment. With regard to the details of the exercise of withdrawal, reference is made to Section 15 of the Offer Document.

Important Notice

Aareal Shareholders who have already validly accepted the Offer and still intend to accept the Amended Offer do not need to exercise their right of withdrawal and are not required to perform any other actions to obtain the Offer Price under the terms and conditions of the Amended Offer.

In case of completion of the Amended Offer, the Offer Price shall be payable to all Aareal Shareholders who have already accepted the Offer and do not exercise their right of withdrawal or who will still accept it following this Offer Amendment in accordance with the terms and conditions of the Amended Offer.

6. ASSUMPTION OF RESPONSIBILITY

Atlantic BidCo GmbH, with registered seat in Frankfurt am Main, assumes responsibility for the content of this Offer Amendment and declares that, to its knowledge, the information contained in this Offer Amendment is correct and no material circumstances have been omitted.

Frankfurt am Main, January 18, 2022

Atlantic BidCo GmbH

(signed)

Hans Lotter
Managing director

(signed)

Frank Mattern
Managing director