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Atlantic BidCo exceeds minimum acceptance threshold

Frankfurt, May 25, 2022 – In its voluntary public takeover offer to the shareholders of Aareal Bank AG (“Aareal Bank”), Atlantic BidCo GmbH (the “Bidder”), a non-controlled company indirectly held by funds which are respectively managed and advised by Advent International Corporation (“Advent”) and Centerbridge Partners, L.P. (“Centerbridge”), CPP Investment Board Europe S.à.r.l, a wholly owned subsidiary of Canada Pension Plan Investment Board (“CPP Investments”), as well as further minority shareholders, has exceeded the minimum acceptance threshold of 60% of Aareal Bank shares.

The result of the offer at the end of the acceptance period is expected to be announced on 30 May 2022.

Advent’s Managing Partner Ranjan Sen said: “We are delighted by the successful takeover offer, which will enhance Aareal’s long-term development and position as a leading industry player. With a stable shareholder base, Aareal Bank will be ideally placed to focus on strengthening all three business segments within the ‘Aareal Next Level programme’”.

Ben Langworthy, Senior Managing Director at Centerbridge, added: “The shareholders of Atlantic BidCo bring extensive investment experience in European financial services, real estate, software and payments. We have been pleased to work closely with Aareal Bank’s management, who supported our offer, and we look forward to taking the next steps to driving forward long-term value creation plans together.”

Those Aareal Bank shareholders who have not accepted the offer during the initial acceptance period can still accept it within two weeks following publication of the preliminary results of the offer by the Bidder. The additional acceptance period is expected to commence on 31 May 2022 and end at midnight (CET) on 13 June 2022.

The transaction is expected to close, subject to regulatory processes, in the fourth quarter of 2022 or the first quarter of 2023. As further specified in the offer document published on 26 April 2022, the offer is still subject to approval from bank regulatory authorities, and, to the extent applicable, antitrust authorities.

The Bidder expects to pursue a delisting of Aareal Bank, subject to prevailing market conditions and only insofar as economically reasonable at the relevant time. In the Investment Agreement entered into with Aareal Bank, the Bidder committed not to cause Aareal Bank to conclude a domination and/or profit and loss transfer agreement with the Bidder or any affiliated company to the Bidder, in line with customary regulatory expectations.

Media Contacts of the Bidder

Olaf Zapke, Finsbury Glover Hering, Tel +49 170 764 1971, olaf.zapke@fgh.com

Markus Stoker, Finsbury Glover Hering, Tel +49 162 245 3946, markus.stoker@fgh.com

Roland Klein, Kekst CNC, Tel +44 7776 162 997, roland.klein@kekstcnc.com

Isabel Henninger, Kekst CNC, Tel +49 174 940 9955, isabel.henninger@kekstcnc.com

Information about Shareholders of the Bidder

About Advent International

Founded in 1984, Advent International is one of the largest and most experienced global private equity investors. The firm has invested in over 390 private equity investments across 42 countries, and as of December 31, 2021, had EUR 78 billion in assets under management. With 15 offices in 12 countries, Advent has established a globally integrated team of over 265 private equity investment professionals across Europe, North America, Latin America and Asia. The firm focuses on investments in five core sectors, including business and financial services; technology; health care; industrial; and retail, consumer and leisure. After 35 years dedicated to international investing, Advent remains committed to partnering with management teams to deliver sustained revenue and earnings growth for its portfolio companies.

Advent has a well-established track record in the European financial services sector with growth investments in leading payment companies like Nexi, Nets and Concardis Payment Group (both now part of Nexi), Worldpay, Planet and Addiko, an international banking group focusing on Southeastern Europe. An investment in Aareal Bank would follow Advent's acquisition of a 30% stake in Aareon in 2020, the leading pan-European provider of innovative software solutions for the real estate sector, and a subsidiary of Aareal Bank. Advent's approach is to provide significant support to management teams by assisting with operating resources and expertise from its Portfolio Support Group and third-party Operating Partner program.

For more information, visit:

Website: <http://www.adventinternational.com>

LinkedIn: <http://www.linkedin.com/company/advent-international>

About Centerbridge

Centerbridge Partners, L.P. is a private investment management firm employing a flexible approach across investment disciplines – private equity, private credit and real estate – in an effort to develop the most attractive opportunities for our investors. The Firm was founded in 2005 and as of December 31, 2021 has approximately USD 33 billion in capital under management with offices in New York and London. Centerbridge is dedicated to partnering with world-class management teams across targeted industry sectors and geographies.

Centerbridge has a strong track record investing in financial services and real estate in Europe, with investments including BFF Banking Group, which is listed on the Milan Stock Exchange; Williams & Glyn in partnership with RBS; auxmoney GmbH, the German digital credit platform; and Phoenix Holdings, listed on the Tel Aviv Stock Exchange, amongst others. Globally, Centerbridge has invested over USD 20 billion in financial services and over USD 9 billion in real estate.

For more information, please visit www.centerbridge.com

About CPP Investments

Canada Pension Plan Investment Board (CPP Investments™) is a professional investment management organization that manages the Fund in the best interest of the 21 million contributors and beneficiaries of the Canada Pension Plan. In order to build diversified portfolios of assets, investments are made around the world in public equities, private equities, real estate,

infrastructure and fixed income. Headquartered in Toronto, with offices in Hong Kong, London, Luxembourg, Mumbai, New York City, San Francisco, São Paulo and Sydney, CPP Investments is governed and managed independently of the Canada Pension Plan and at arm's length from governments. At March 31, 2022, the Fund totalled \$539 billion. For more information, please visit www.cppinvestments.com or follow us on [LinkedIn](#), [Facebook](#) or [Twitter](#).

Important Notice

This announcement is for information purposes only and neither constitutes an invitation to sell, nor an offer to purchase, securities of Aareal Bank. The final terms and further provisions regarding the public takeover offer are disclosed in the offer document, the publication of which has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of securities of Aareal Bank are strongly recommended to read the offer document and all announcements in connection with the public takeover offer as soon as they are published, since they contain or will contain important information. The offer is made exclusively under the laws of the Federal Republic of Germany, especially under the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*), and certain provisions of the securities laws of the United States of America applicable to cross-border tender offers.

The offer is and will not be executed according to the provisions of jurisdictions other than those of the Federal Republic of Germany or the United States of America (to the extent applicable). Thus, no other announcements, registrations, admissions or approvals of the offer outside of the Federal Republic of Germany have been filed, arranged for or granted. Investors in, and holders of, securities in Aareal Bank cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than the provisions of the Federal Republic of Germany or the United States of America (to the extent applicable). Subject to the exceptions described in the offer document as well as any exemptions that may be granted by the relevant regulators, a public takeover offer is and will not be made, neither directly nor indirectly, in jurisdictions where to do so would constitute a violation of the laws of such jurisdiction.

The Bidder reserves the right, to the extent legally permitted, to directly or indirectly acquire further shares outside the offer on or off the stock exchange. If such further acquisitions take place, information about such acquisitions, stating the number of shares acquired or to be acquired and the consideration paid or agreed on, will be published without undue delay, if and to the extent required by the laws of the Federal Republic of Germany or any other relevant jurisdiction.

To the extent any announcements in this document contain forward-looking statements, such statements do not represent facts and are characterized by the words “expect”, “believe”, “estimate”, “intend”, “aim”, “assume” or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of the Bidder and the persons acting jointly with the Bidder. Such forward-looking statements are based on current plans, estimates and forecasts, which the Bidder and the persons acting jointly with the Bidder have made to the best of their knowledge, but which they do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and usually cannot be influenced by the Bidder or the persons acting jointly with the Bidder. These expectations and forward-looking statements can turn out to be incorrect and the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. The Bidder and the persons acting jointly with the Bidder do not assume an obligation to update the forward-looking statements with respect to the actual development or incidents, basic conditions, assumptions or other factors.