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CA Immobilien Anlagen Aktiengesellschaft announces cash tender offer to the holders of its outstanding EUR 350,000,000 1.000 per cent. Green Bonds due 2025 (ISIN: XS2248827771) (the "Bonds").

21 October 2024. CA Immobilien Anlagen Aktiengesellschaft (the "**Company**") announces today an invitation to eligible holders of the Bonds to tender such Bonds for purchase by the Company for cash up to the Maximum Acceptance Amount (the "**Offer**").

The Company will pay for each Bond accepted by it for purchase pursuant to the Offer the Purchase Price calculated in the manner described herein by reference to the Reference Benchmark Rate and Purchase Spread set forth in the table below. The Company will also pay Accrued Interest on such Bonds.

The Offer is being made on the terms and subject to the conditions contained in a tender offer memorandum dated 21 October 2024 (the "**Tender Offer Memorandum**") prepared by the Company and is subject to the satisfaction or waiver of the New Financing Condition (as defined below) and the other conditions described in the Tender Offer Memorandum.

Copies of the Tender Offer Memorandum are (subject to the offer and distribution restrictions) available from Kroll Issuer Services Limited (the "**Tender Agent**") as set out below. Capitalised terms used in this announcement but not defined herein have the meanings given to them in the Tender Offer Memorandum.

Summary of the Offer

ISIN	Outstanding principal amount	Coupon	Maturity Date	Reference Benchmark Rate	Purchase Spread	Amount subject to the Offer
XS2248827771	EUR 350,000,000	1.000 per cent. <i>per annum</i>	27 October 2025	1 Year Mid-Swap Rate	140 bps	<p>The Company proposes to accept, on the terms and subject to the conditions described in the Tender Offer Memorandum, EUR 75 million in aggregate principal amount of Bonds (the "Maximum Acceptance Amount").</p> <p>The Company reserves the right, in its sole and absolute discretion, to (i) increase the Maximum Acceptance Amount or (ii) to purchase Bonds in an aggregate principal amount which is less than the Maximum Acceptance Amount.</p>

Rationale for the Offer

The purpose of the Offer and the planned issuance of New Bonds is, amongst other things, to proactively manage the debt redemptions and to extend the debt maturity profile of the Company. The Offer also provides Bondholders with the opportunity to sell their current holdings in the Bonds and to apply for priority in the allocation of the New Bonds, as more fully described in the Tender Offer Memorandum.

Bonds purchased by the Company pursuant to the Offer will be cancelled and will not be re-issued or re-sold.

Purchase Price

The Company will pay, for Bonds validly tendered in the Offer and accepted for purchase by the Company pursuant to the Offer (and subject to satisfaction or waiver of the New Financing Condition) a cash purchase price (the "**Purchase Price**"). The Purchase Price will be determined at the Pricing Time on the Pricing Date (both, as defined below) by reference to the sum of the Purchase Spread and the 1 Year Mid-Swap Rate.

The Purchase Price will be determined in accordance with market convention and expressed as a percentage of the principal amount of the Bonds accepted for purchase pursuant to the Offer and is intended to reflect a yield to maturity of the Bonds on the Settlement Date based on the Purchase Yield.

The Purchase Price will equal (a) the value of all remaining payments of principal and interest on the Bonds up to and including 27 October 2025 being the maturity date of the Bonds, discounted to the Settlement Date at a discount rate equal to the Purchase Yield (calculated as the sum of the Purchase Spread of 140 bps and the 1 Year Mid-Swap Rate), minus (b) Accrued Interest, all calculated in accordance with market convention and rounded to the nearest 0.001 per cent. (with 0.0005 per cent. rounded upwards).

Accrued Interest

The Company will also pay Accrued Interest in respect of Bonds accepted for purchase pursuant to the Offer on the Settlement Date.

Maximum Acceptance Amount

The Company proposes to accept, on the terms and subject to the conditions described in the Tender Offer Memorandum, EUR 75 million in aggregate principal amount of Bonds (the "**Maximum Acceptance Amount**").

The Company reserves the right, in its sole and absolute discretion, to (i) increase the Maximum Acceptance Amount or (ii) to purchase Bonds in an aggregate principal amount which is less than the Maximum Acceptance Amount.

Priority of Acceptance, Scaling

If the Company decides to accept any validly tendered Bonds for purchase pursuant to the Offer and the aggregate principal amount of Bonds validly tendered for purchase is greater than the Maximum Acceptance Amount, the Company intends to accept first Bonds subject to Priority of Acceptance on the basis described in "*Priority of Acceptance on the Tender Instructions*" below, potentially also subject to *pro rata* scaling, and thereafter to accept Tender Only Instructions (as defined below), potentially on a *pro rata* basis, such that the aggregate principal amount of Bonds accepted for purchase pursuant to the Offer is no greater than the Maximum Acceptance Amount, as detailed further in the Tender Offer Memorandum.

New Financing Condition

The Company announced on 21 October 2024 its intention to issue new euro-denominated senior bonds (the "**New Bonds**") subject to market conditions. Whether the Company will accept for purchase any Bonds validly tendered in the Offer and complete the Offer is subject (unless the Company waives in its sole and absolute discretion such condition), without limitation, to the successful completion (in the sole determination of the Company) of the issue of the New Bonds (the "**New Financing Condition**").

The Company is not under any obligation to accept for purchase any Bonds tendered pursuant to the Offer. The acceptance for purchase by the Company of Bonds tendered pursuant to the Offer is at the sole discretion of the Company and tenders may be rejected by the Company for any reason.

Allocation of the New Bonds

The Company will, in connection with the allocation of the New Bonds, consider among other factors whether or not the relevant investor seeking an allocation of the New Bonds has, prior to such allocation, either validly tendered or indicated a firm intention to the Company or the Dealer Manager that it intends to tender Bonds pursuant to the Offer and, if so, the aggregate principal amount of Bonds tendered or intended to be tendered by such investor. Therefore, a Bondholder who wishes to subscribe for New Bonds in addition to tendering its Bonds for purchase pursuant to the Offer may be eligible to receive, at the sole and absolute discretion of the Company, priority in the allocation of the New Bonds, subject to the issue of the New Bonds and such Bondholder also making a separate application for the purchase of such New Bonds to the Dealer Manager (in its capacity as joint bookrunner of the issue of the New Bonds) or to any other manager of the issue of the New Bonds in accordance with the standard new issue procedures of such manager. However, the Company is not obliged to allocate the New Bonds to a Bondholder who has validly tendered or indicated a firm intention to tender the Bonds pursuant to the Offer and, if New Bonds are allocated, the principal amount thereof may be less or more than the principal amount of Bonds tendered by such Bondholder and accepted by the Company pursuant to the Offer. Any such allocation will also, among other factors, take into account the specified denomination of the New Bonds (being EUR 100,000).

All allocations of the New Bonds, while being considered by the Company as set out above, will be made in accordance with customary new issue allocation processes and procedures. In the event that a Bondholder validly tenders Bonds pursuant to the Offer, such Bonds will remain subject to such tender and to the conditions of the Offer as set out in the Tender Offer Memorandum, irrespective of whether that Bondholder receives all, part or none of any allocation of New Bonds for which it has applied.

Bondholders should note that the pricing and allocation of the New Bonds are expected to take place prior to the Expiration Deadline (as defined below) and each Bondholder therefore should provide, as soon as practicable, to the Company or the Dealer Manager any indications of a firm intention to tender Bonds for purchase pursuant to the Offer and the quantum of Bonds that it intends to tender if it wishes to be eligible to receive such priority in the allocation of the New Bonds on the terms and subject to the conditions set out in the Tender Offer Memorandum.

Priority of Acceptance on the Tender Instructions

Bondholders that wish to tender their Bonds for purchase pursuant to the Offer in addition to subscribing for New Bonds can receive priority of acceptance ("**Priority of Acceptance**") in the Offer through the use of a unique reference number obtained from the Dealer Manager (the "**Acceptance Code**"), subject to the successful completion (in the sole determination of the Company) of the offering of the New Bonds and the completion of the Offer (such Bonds, the "**Priority Tendered Bonds**").

A Bondholder can obtain such an Acceptance Code by contacting the Dealer Manager, the contact details for which are on the last page of the Tender Offer Memorandum. The receipt of an Acceptance Code in conjunction with the issue of the New Bonds does not constitute acceptance of a tender of Bonds for purchase pursuant to the Offer by the Company.

In order for a Bondholder to be eligible to receive Priority of Acceptance in the Offer, an Acceptance Code must be quoted in that Bondholder's Tender Instruction (a Tender Instruction specifying a valid Acceptance Code and any additional information or in a format as required by the relevant Clearing System, being a "**Tender and Priority Acceptance Instruction**").

Bondholders that wish to tender Bonds for purchase pursuant to the Offer but do not wish to subscribe for New Bonds can submit a Tender Instruction to this effect (a "**Tender Only Instruction**") (such Bonds, the "**Non-Priority Tendered Bonds**").

Priority of Acceptance may be given, at the Company's sole and absolute discretion, for an aggregate principal amount of Bonds subject to a Tender and Priority Acceptance Instruction equal to the aggregate principal amount of New Bonds allocated to the relevant Bondholder in the distribution of the New Bonds. If any Bondholder that wishes to obtain Priority of Acceptance submits a Tender and Priority Acceptance Instruction or Tender and Priority Acceptance Instructions, using a unique Acceptance Code, that relates to a greater principal amount of Bonds than the principal amount of New Bonds it has subscribed for and is allocated, the Company may, in its sole and absolute discretion, either (i) deem the Tender and Priority Acceptance Instruction(s) to be (A) Tender and Priority Acceptance Instruction(s) for only the principal amount of Bonds in respect of which the relevant Bondholder has obtained Priority Acceptance and (B) Tender Only Instruction(s) for the additional Bonds the relevant Bondholder wishes to tender for purchase in excess of such amount, or (ii) treat the relevant Tender and Priority Acceptance Instruction(s) as Tender Only Instruction(s) in its (or their) entirety.

The Company may, acting in its sole and absolute discretion, decline to accept an application quoting the Acceptance Code in the event that the Bondholder specifies a wrong Acceptance Code or in case there is any other defect related to the Acceptance Code. The Company reserves the right to waive any such defect.

Tender Instructions

In order to participate in, and be eligible to receive the Purchase Price and the payment of Accrued Interest pursuant to, the Offer, Bondholders must validly tender their Bonds for purchase by delivering, or arranging to have delivered on their behalf, a valid Tender Instruction that is received by the Tender Agent by 5:00 p.m. (CEST) on 29 October 2024, unless extended, re-opened, amended, shortened and/or terminated as provided in the Tender Offer Memorandum (the "**Expiration Deadline**"). See "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum.

Tender Instructions will be irrevocable except in the limited circumstances described in "*Amendment and Termination*" in the Tender Offer Memorandum.

Tender Instructions must be submitted in respect of a minimum principal amount of Bonds of no less than the Specified Denomination.

See "*Procedures for Participating in the Offer*" in the Tender Offer Memorandum for further information.

Expected Timetable of Events

The following sets out the expected times and dates of the key events relating to the Offer. The times and dates below are indicative only. This timetable is subject to change and the Company may (subject to applicable law) extend, re-open or amend the times and dates, or terminate the Offer, in each case in accordance with the terms of the Offer as described in the Tender Offer Memorandum. Accordingly, the actual timetable may differ significantly from the timetable below.

None of the Company, the Tender Agent or the Dealer Manager (nor any of their respective directors, officers, employees, agents, advisers, or affiliates) warrant that any or all of the events referred to below will take place as and/or when described including, in particular in the case of any publications or announcements, nor shall they be liable for any failure of the Clearing System to deliver any notices to Bondholders.

Events**Times and Dates
(all times are CEST)***Commencement of the Offer*

Announcement of the Offer made by the delivery of notices to the Clearing System and publication on the Company's website. Tender Offer Memorandum available from the Tender Agent. Commencement of the tender offer period.

21 October 2024

Pricing of offering of New Bonds

Announcement of the pricing of the New Bonds, to the extent such pricing occurs.

A date to be determined by the Company in its sole discretion, which is expected to be prior to the Expiration Deadline.

Expiration Deadline

Final deadline for receipt of valid Tender Instructions by the Tender Agent in order for Bondholders to be able to participate in the Offer.

5:00 p.m. on 29 October 2024

Announcement of Indicative Results

Announcement by the Company of (i) whether it intends to accept valid tenders of Bonds pursuant to the Offer and, if so accepted, details of (ii) the indicative aggregate principal amount to be accepted for purchase pursuant to the Offer and (iii) the indicative Scaling Factor (if any).

As soon as reasonably practicable after the Expiration Deadline.

Pricing Time and Pricing Date

Provided the Company has not elected to extend, withdraw, shorten or terminate the Offer, Determination of the (i) the 1 Year Mid-Swap Rate, (ii) the Purchase Yield and (iii) the Purchase Price.

At or around 12:00 noon on 30 October 2024

Announcement of Results

Announcement by the Company of (i) whether the Company intends to accept (subject to satisfaction or waiver of the New Financing Condition and the other conditions described in the Tender Offer Memorandum) valid tenders of Bonds for purchase pursuant to the Offer; and, if so accepted, (ii) the Maximum Acceptance Amount, (iii) the aggregate principal amount of Bonds tendered and accepted for purchase, (iv) the Scaling Factor (if any), (v) the 1 Year Mid-Swap Rate; (vi) the Purchase Yield and (vii) the Purchase Price.

As soon as reasonably practicable after the Pricing Time on 30 October 2024

Events**Times and Dates
(all times are CEST)**

Settlement Date of Offer

Subject to satisfaction or waiver of the New Financing Condition and the other conditions described in the Tender Offer Memorandum, the expected Settlement Date for the Offer.

Expected on 31 October 2024, and in any case no earlier than one business day after the settlement of the issue of New Bonds.

*The above times and dates are subject to the right of the Company to extend, re-open, amend, waive any condition and/or terminate the Offer (subject to applicable law and as provided in the Tender Offer Memorandum). Bondholders are advised to check with any bank, securities broker or other intermediary through which they hold Bonds when such intermediary would need to receive instructions from a Bondholder in order for that Bondholder to be able to participate in, or (in the limited circumstances in which revocation is permitted) revoke their instruction to participate in, the Offer before the deadlines specified in the Tender Offer Memorandum. **The deadlines set by any such intermediary and each Clearing System for the submission of Tender Instructions will be earlier than the relevant deadlines specified above. See "Procedures for Participating in the Offer" in the Tender Offer Memorandum.***

Further information

Questions and requests for assistance in connection with (i) the Offer may be directed to the Dealer Manager, and (ii) the delivery of Tender Instructions may be directed to the Tender Agent, the contact details for each of which are set out below:

DEALER MANAGER**J.P. Morgan SE**

Taunustor 1 (TaunusTurm)
60310 Frankfurt am Main
Germany

Telephone: +44 207 134 2468

Attention: EMEA Liability Management Group

Email: liability_management_EMEA@jpmorgan.com

TENDER AGENT**Kroll Issuer Services Limited**

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 207 704 0880

Attention: Jacek Kusion

Email: caimmo@is.kroll.com

Website: <https://deals.is.kroll.com/caimmo>

Disclaimer

This announcement must be read in conjunction with the Tender Offer Memorandum. This announcement and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Offer. If any Noteholder is in any doubt as to the contents of the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Bonds pursuant to the Offer. None of the Company, the Dealer Manager or the Tender Agent or any of their respective directors, employees or affiliates has made or will make any assessment of the merits and risks of the Offer or of the impact of the Offer on the interests of Bondholders either as a class or individuals, and none of them makes any recommendation whether Bondholders should tender Bonds pursuant to the Offer. None of the Company, the Dealer Manager or the Tender Agent (or any of their respective directors, officers, employees, agents, advisers or affiliates) is providing Bondholders with any legal, business, tax, financial, investment, accounting or other advice in this announcement and/or the Tender Offer Memorandum and/or in connection with the Offer. Bondholders should consult with their own advisers as they consider appropriate to assist them in taking decisions with respect to the Offer, including to determine whether they are legally permitted to tender Bonds pursuant to the Offer.

Offer and Distribution Restrictions

This announcement and the Tender Offer Memorandum do 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 each of the Company, the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions.

This announcement, the Tender Offer Memorandum and the Offer are not for distribution, directly or indirectly, in or into or to any person located or resident in the United States.

The Offer referenced herein is not being made, directly or indirectly, in or into the United States by use of the mails or by any means or instrumentality (including, without limitation, e-mail, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or of any facility of a national securities exchange of the United States and the Invitation cannot be accepted by any such use, means, instrumentality or facility or from within the United States.

This announcement, the Tender Offer Memorandum and the Offer do not constitute or contemplate form a part of any offer or solicitation to purchase or subscribe for securities in the United States.

Nothing in this announcement and the Tender Offer Memorandum constitutes or contemplates an offer to buy or the invitation to offer to sell securities in Italy (except as set out in the Tender Offer Memorandum), France (except as set out in the Tender Offer Memorandum), Belgium (except as set out in the Tender Offer Memorandum) or any other jurisdiction in which such offer or solicitation would be unlawful.

The Tender Offer Memorandum and the Offer may only be communicated to persons in the United Kingdom in circumstances where section 21 (1) of the Financial Services and Markets Act 2000 does not apply.

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 Company, the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions. See "*Offer and Distribution Restrictions*" in the Tender Offer Memorandum.

New Notes

Any investment decision to purchase any New Bonds should be made solely on the basis of the information contained in a prospectus within the meaning of Article 8(6) of the Regulation (EU) 2017/1129, as amended ("**Prospectus Regulation**") which will be prepared in connection with the issue of the New Bonds and their admission to and trading on the Official Market (*Amlicher Handel*) of the Vienna Stock Exchange (the "**Prospectus**"), and no reliance is to be placed on any representations other than those contained in the Prospectus. Subject to compliance with all applicable securities laws and regulations, the Prospectus is expected to become available on request from the Dealer Manager, in its capacity as joint global coordinator and joint bookrunner of the issue of the New Bonds, and the other managers so appointed. The Prospectus, once published, will also be available on the website of Company (www.caimmo.com).

The New Bonds are not being, and will not be, offered or sold in the United States. Nothing in the Tender Offer Memorandum constitutes an offer to sell or the solicitation of an offer to buy the New Bonds in the United States or any other jurisdiction. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the "**Securities Act**"). The New Bonds have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act).

Compliance information for the New Bonds: MiFID II professionals/ECPs-only/No PRIIPs KID – eligible counterparties and professional clients only (all distribution channels). No sales to retail investors in the EEA or the United Kingdom; no key information document has been or will be prepared. See the Prospectus for further information.