

PRESS RELEASE

Statement by Aareal Bank's Supervisory Board regarding Petrus Advisers' request for extension of the EGM agenda: rejection of the partial replacement of Supervisory Board members recommended

Wiesbaden, 10 November 2021 – Aareal Bank AG's Supervisory Board rejects the demand for a partial replacement of Supervisory Board members made by shareholder Petrus Advisers Investments Fund L.P. within the scope of the shareholder's request for extension of the agenda of the Extraordinary (Virtual) General Meeting on 9 December 2021 – on the grounds that the demand is unfounded. In its statement, the Supervisory Board therefore recommends that shareholders vote against the proposals submitted through the request for extension at the Extraordinary General Meeting.

On 2 November Aareal Bank convened the Extraordinary General Meeting to decide – as the only agenda item hitherto – on the second dividend tranche for the 2020 financial year of €1.10 per share. The request for extension of the agenda by Petrus Advisers now targets the removal of three Supervisory Board members (including Chairman Marija Korsch) and the subsequent election of three replacement candidates proposed by Petrus. Petrus Advisers had already submitted an identical request for extension of the agenda, in which the shareholder demanded the removal of said persons, to the Annual General Meeting on 18 May 2021. On that occasion, a large majority of Aareal Bank shareholders rejected the partial replacement of Supervisory Board members, thus following the corresponding recommendation made by the Supervisory Board.

In its statement on the current request for extension of the agenda, the Supervisory Board provides a detailed explanation as to why Petrus Advisers' new attempt for a removal of Supervisory Board members is once again completely unfounded – as was the first attempt. In the Supervisory Board's view, the applicant's repeated submission of identical requests for removal of Supervisory Board members, twice within the course of half a year even though the facts have been unchanged, appears questionable. The Supervisory Board states that it continues to have no doubts concerning the extensive personal and professional skills, and personal reliability, of Marija Korsch, and of the Supervisory Board members Christof von Dryander and Dietrich Voigtländer, whose replacement Petrus Advisers is also demanding. The shareholder has presented no evidence that these three Supervisory Board members have not exercised their office without objections.

As regards the succession process for Hermann J. Merkens, the former Chairman of the Management Board who retired due to illness, which was also criticised in the request for extension of the agenda, the Supervisory Board emphasises that the process was pursued in good time, and in a focused and successful manner. The Board also stated that the Management Board's operability has been assured at all times. The Supervisory Board does not recognise any connection – as suggested by Petrus Advisers – between the succession process and current discussions with financial investors interested in a takeover of the Bank. If the Bank is approached by investors, it is the duty of the Management Board to sound out whether a potential offer might be in the interests of the Company and its stakeholders. According to the Supervisory Board, the interest shown by financial investors is evidence of

the attractiveness and sustainability of the Bank's business model, and of the viability of the "Aareal Next Level" strategy implemented by Aareal Bank Group, which has significant growth potential in all of its three segments. The Supervisory Board cites the accelerated expansion of the loan portfolio to approximately €30 billion, as well as the successful implementation of the Value Creation Programme and the six M&A transactions concluded by Aareon in 2021 to date, as evidence for this growth potential.

The request for extension of the agenda and the statement are available [here](#), and will be made available to shareholders in the same way as the notice convening the meeting.

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About Aareal Bank Group:

Aareal Bank Group, headquartered in Wiesbaden, is a leading international property specialist. It 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 Asia/Pacific. Aareal Bank AG, whose shares are included in Deutsche Börse's SDAX index, is the Group's parent entity. It manages the various entities organised in the Group's 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. Subsidiary Aareon, a leading provider of ERP software and digital solutions for the European property industry and its partners, forms the third business segment. Aareon is digitalising the property industry by offering user-oriented software solutions that simplify and automate processes, support sustainable and energy-efficient operations and interconnect all process participants.