

Voluntary Publication

No publication pursuant to the German Securities Acquisition and Takeover Act  
(*Wertpapiererwerbs- und Übernahmegesetz*)



**Reasoned Statement  
of the Board of Directors**

of

**Grand City Properties S.A.**

37, Boulevard Joseph II  
L-1840 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B165560

on the

**voluntary public exchange offer**

of

**Aroundtown SA**

37, Boulevard Joseph II  
L-1840 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B217868

to shareholders of  
Grand City Properties S.A.

of 17 March 2026

Grand City Properties S.A. Shares: ISIN LU0775917882  
Tendered Grand City Properties S.A. Shares: ISIN LU3302916484  
Tendered Grand City Properties S.A. Shares of  
certain U.S. Shareholders: ISIN LU3302917706  
Aroundtown SA Offer Shares: ISIN LU1673108939

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## 1. GENERAL INFORMATION ON THIS REASONED STATEMENT

Aroundtown SA, a public limited liability company (*société anonyme*) governed by the laws of the Grand Duchy of Luxembourg (“**Luxembourg**”), with its registered office in 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under registration number B217868 (“**Bidder**”, and, together with its consolidated subsidiaries, “**Aroundtown Group**”), submitted to the shareholders of Grand City Properties S.A., a public limited liability company (*société anonyme*) governed by the laws of Luxembourg, with its registered office in 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under registration number B165560 (“**Company**” or “**GCP**”, and together with its consolidated subsidiaries “**GCP Group**”) except for Edolaxia Group (as defined below) a voluntary public acquisition offer (*freiwilliges Erwerbsangebot*) by way of a partial offer (*Teilangebot*) in the form of an exchange offer (*Umtauschangebot*) (“**Offer**”) by publishing an offer document (“**Offer Document**”) on 6 March 2026.

The Offer is a partial offer directed to all shareholders of the Company except for Edolaxia Group (as defined below) (“**GCP Shareholders**”, individually “**GCP Shareholder**”) and refers to the acquisition of up to 47,451,773 shares of the Company with a par-value of €0.10 each (all outstanding shares and such shares issued from time to time by the Company “**GCP Shares**”), including all rights attached thereto at the time of the settlement of the Offer, in particular dividend rights, except GCP Shares held directly and indirectly by the Bidder, in exchange for up to 189,807,092 bearer shares of the Bidder, each with a nominal value of € 0.01 (“**Offer Shares**”). For the avoidance of doubt, it is explicitly pointed out that Edolaxia Group (as defined below) is not a GCP Shareholder within the meaning of the aforementioned definition.

The Bidder already indirectly, through its wholly owned subsidiary Edolaxia Group Ltd., with its registered office at Scanner Avenue Tower, Nicou Demetriou 54B, Larnaca 6031, Republic of Cyprus, (“**Edolaxia Group**”) holds 110,180,680 GCP Shares (equal to approximately 63% of the GCP Shares). The Bidder will – subject to and upon the completion of the Offer taking into account, in particular, the pro rata allocation in case of an Over-Subscription of the Offer pursuant to section 12.4 of the Offer Document – acquire legal ownership in any GCP Share that is effectively tendered under the Offer from the respective tendering GCP Shareholder directly to a securities account held by the Bidder and the Bidder will deliver the offer consideration to the respective tendering GCP Shareholders, as further set forth and specified in the Offer Document. The Offer is not directed towards Edolaxia Group.

The Offer is launched exclusively under the laws of Germany and the laws of Luxembourg, in each case to the extent applicable.

The Offer is neither subject to the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) (“**WpÜG**”) nor the Luxembourg law of 19 May 2006 transposing Directive 2004/25/EC of the European Parliament and of the Council of 21 April 2004 on takeover bids, as amended (*Loi du 19 mai 2006 portant transposition de la directive 2004/25/CE du Parlement européen et du Conseil du 21 avril 2004 concernant les offres*

*publiques d'acquisition*, the “**Luxembourg Takeover Act**”). Neither the WpÜG nor the German Regulation on the Content of the Offer Document, the Consideration for Takeover Offers and Mandatory Offers and the Release from the Obligation to Publish and Launch an Offer (*Verordnung über den Inhalt der Angebotsunterlage, die Gegenleistung bei Übernahmeangeboten und Pflichtangeboten und die Befreiung von der Verpflichtung zur Veröffentlichung und zur Abgabe eines Angebots*, “**WpÜG-AV**”) are applicable to voluntary acquisition offers concerning target companies with their registered office in countries of the European Economic Area other than Germany that have their shares exclusively admitted to trading on a regulated market in Germany. For that reason, the Offer Document has not and will not be reviewed or approved by the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (“**BaFin**”). Moreover, this reasoned statement (“**Statement**”) by the board of directors of the Company (“**Board of Directors**”) is not a reasoned statement pursuant to Section 27 WpÜG.

Since the Offer is a voluntary acquisition offer that does not aim at the acquisition of control, but merely aims at expanding existing control which the Bidder already has, the Offer also does not fall within the scope of applicability of the Luxembourg Takeover Act. Thus, the Offer Document also has not and will not be reviewed or approved by the *Commission de Surveillance du Secteur Financier* of the Grand Duchy of Luxembourg (“**CSSF**”). Moreover, this reasoned statement is not a reasoned statement pursuant to Article 10(5) of the Luxembourg Takeover Act.

### **1.1. Legal Basis of the Statement**

The Statement is not a reasoned statement pursuant to Section 27 WpÜG or pursuant to Article 10(5) of the Luxembourg Takeover Act as there is no legal obligation pursuant to applicable law according to which the Board of Directors must publish a reasoned statement. However, the Board of Directors decided to publish the Statement to provide additional information to the GCP Shareholders from the perspective of the Company pointing out that the Statement may to some extent provide less information than a reasoned statement pursuant to Section 27 WpÜG.

### **1.2. Factual Basis of the Statement**

Unless stated otherwise, references to time in the Statement refer to the local time in Frankfurt am Main, Federal Republic of Germany. Unless expressly stated otherwise, the term “at the present time” or similar terms – if used in the Statement – relate to the point in time at which the Statement was published.

References to a “**Business Day**” in the Statement refer to a day on which banks in Frankfurt am Main, Federal Republic of Germany, are open for general business. References to a “**Trading Day**” refer to a day on which the stock exchange in Frankfurt am Main, Federal Republic of Germany, is open for trading. References to “**Subsidiaries**” refer to subsidiaries within the meaning of Section 2 para. 6 WpÜG. References to “**CET**” refer to Central European Time or Central European Summertime, as the case may be. References to time in the Statement refer to CET, unless stated otherwise. References to “**€**” refer to the legal currency of Germany and other member states of the European Union which was introduced on 1 January 1999.

The Statement contains forecasts, estimates, assessments, forward-looking statements and declarations of intent. Such statements are indicated in particular through expressions such as “expects”, “believes”, “is of the opinion”, “intends” and “assumes”. Such statements, forecasts, estimates, assessments, forward-looking statements and declarations of intent are based on the information available to the Board of Directors on the date on which the Statement was published and/or reflect their opinions or intentions as at said point in time. These statements are subject to change following the publication of the Statement. Assumptions may prove to be incorrect in the future. The Board of Directors assumes no obligation to update the Statement, unless required by law.

The statements in this document regarding the Bidder and the Offer are based on the statements in the Offer Document and other publicly available information (unless expressly stated otherwise). The Board of Directors points out that it is unable to fully review the statements made by the Bidder in the Offer Document in its entirety or at all and is unable to guarantee the implementation of the Bidder’s intentions.

### **1.3. Publication of the Statement and Additional Reasoned Statements on Amendments to the Offer**

The Statement and any amendments, along with all statements on any amendments to the Offer, will be published online on the Company’s website at <https://www.grandcityproperty.de/>.

The Statement is available in the English language.

### **1.4. Personal Responsibility of the GCP Shareholders**

The Board of Directors points out that the description of the Offer contained in the Statement does not claim to be complete and that the conditions of the Offer Document apply exclusively regarding the content and execution of the Offer.

The Board of Directors points out that the statements and assessments in the Statement are non-binding upon GCP Shareholders. In consideration of the overall circumstances, their individual circumstances (including their personal tax situation) and their personal estimate of the future development of the value and share price of the GCP Shares, all GCP Shareholders must form their own opinion as to whether they accept the Offer and for how many of their GCP Shares.

When deciding whether or not to accept the Offer, the GCP Shareholders should use all available sources of information and take their personal circumstances sufficiently into account. In particular, the specific financial or tax-related situation of individual GCP Shareholders may in some cases lead to assessments deviating from those submitted by the Board of Directors. The Board of Directors therefore recommends to the GCP Shareholders that they consider obtaining independent tax and legal advice of their own accord and assume no liability for decisions by individual GCP Shareholders with regard to the Offer.

In Section 1.1 of the Offer Document, the Bidder points out that the Offer will be executed solely in accordance with German and Luxembourg laws. Furthermore, in Section 1.6.1 of the Offer Document, the Bidder informs GCP Shareholders that the Offer may be accepted by all domestic and foreign GCP Shareholders (including those with a domicile, registered office or

habitual abode in Germany, Luxembourg, the European Union, the European Economic Area or the United Kingdom) in accordance with the Offer Document and the relevant applicable laws. Edolaxia Group is not a GCP Shareholder (as defined above).

However, in Section 1.6.1 of the Offer Document the Bidder notes that the acceptance of the Offer outside of Germany and Luxembourg may be subject to legal restrictions. GCP Shareholders who obtain the Offer Document outside of Germany and Luxembourg and intend to accept the Offer outside of Germany and Luxembourg and/or under legal provisions other than those of Germany and Luxembourg are advised to inform themselves about the relevant applicable legal provisions and to comply with them.

As stated in Section 1.6.2 of the Offer Document, the Offer Document was neither submitted to nor approved by the U.S. Securities and Exchange Commission. The Offer is being made with respect to GCP Shareholders with residence, registered office or normal place of residence in, or otherwise located in, the United States of America ("**U.S. Shareholders**") pursuant to Regulation 14E under the U.S. Securities Exchange Act of 1934, as amended ("**Exchange Act**") in reliance on certain exemptions available for cross-border tender offers pursuant to Rule 14d-1(d). As a result, the Offer is principally governed by disclosure requirements pursuant to the Regulation (EU) 2017/1129 of the Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, as amended from time to time ("**Prospectus Regulation**") and applicable regulations and procedures of the Federal Republic of Germany and Luxembourg, which are different from those of the United States, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments. With respect to the further details reference is made to the Offer Document.

The Board of Directors points out that they are unable to verify whether the GCP Shareholders have met all legal obligations that are applicable to them personally upon acceptance of the Offer. In particular, the Board of Directors recommends that all parties who receive the Offer Document outside the Federal Republic of Germany and/or intend to accept the Offer but are subject to the securities regulations of jurisdictions other than the Federal Republic of Germany inform themselves regarding these laws and regulations and comply with them accordingly.

## **2. INFORMATION ABOUT THE COMPANY AND THE GCP GROUP**

### **2.1. Legal Basis of the Company**

The Company is a listed public limited liability company (*société anonyme*) under the laws of the Grand Duchy of Luxembourg, with its registered office in Luxembourg. It is registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B165560. The business address of the Company is 37, Boulevard Joseph II, L-1840 Luxembourg, Grand Duchy of Luxembourg. The fiscal year of the Company is the calendar year.

## **2.2. Capital Structure of the Company**

Pursuant to Art. 5.1 of the Company's articles of association ("GCP Articles"), the subscribed capital of the Company amounts to €17,618,789.90 represented by 176,187,899 shares with a par value of ten Cents (€0.10) each.

## **2.3. Business Operations and Structure of GCP Group**

### **2.3.1. Portfolio**

GCP's investment property as of 31 December 2025 was €8.9 billion and comprised 59,650 units. As of the same date, the annualised net rent was €429 million and the EPRA Vacancy Rate was 3.6%.

GCP focuses on properties in densely populated areas primarily in Germany. As of 31 December 2025, the value of GCP's portfolio geographically breaks down as follows: 23% Berlin, 21% London, 19% North Rhine-Westphalia, 14% Dresden, Leipzig and Halle, 4% Mannheim, Kaiserslautern, Frankfurt am Main and Mainz, 4% Nuremberg, Fürth and Munich, 4% Hamburg and Bremen, and the remaining 11% mainly in other densely populated regions mostly in Germany (split based on value). For further details reference is made to the consolidated financial statements of the Company as of and for the fiscal year ended 31 December 2025.

### **2.3.2. Balance Sheet and Operating Results**

Pursuant to the consolidated financial statements of the Company as of and for the fiscal year ended 31 December 2025 prepared in accordance with IFRS, GCP's total assets as of 31 December 2025 amounted to €11.5 billion. The profit for the year amounted to €587.6 million. Adjusted EBITDA (*Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization*) as of and for the fiscal year ended 31 December 2025 amounted to €339.6 million. FFO (*Funds From Operations*) as of and for the fiscal year ended 31 December 2025 amounted to €187.8 million and €1.06 per share of the Company.

## **2.4. Governance of GCP**

### **2.4.1. GCP's Board of Directors**

Pursuant to Art. 9 of the GCP Articles the governing body of the Company is the board of directors. It has to be composed of at least three members to be elected by the shareholders at the annual general meeting.

Currently, the Board of Directors consists of the following members:

- Mr. Christian Windfuhr (Director, Chairman);
- Ms. Simone Runge-Brandner (Non-Executive Director);
- Mr. Markus Leininger (Independent Director);
- Mr. Scot Wardlaw (Independent Director); and

- Ms. Monica Porfilio (Independent Director).

Ms. Simone Runge-Brandner and Mr. Markus Leininger are also members of the Bidder's board of directors.

#### 2.4.2. Management

The Board of Directors resolved to delegate the daily management of the Company to Mr. Refael Zamir, as Daily Manager (*administrateur-délégué*) of the Company and Chief Executive Officer and to Mr. Idan Hadad, as Daily Manager (*administrateur-délégué*) of the Company and Chief Financial Officer for an undetermined period. Additionally, Mr. Michael Bar-Yosef acts as the Chief Capital Markets Officer.

#### 2.5. Shareholder Structure of GCP

On the basis of the voting rights notifications received by GCP up to the date of publication of the Offer Document in accordance with the transparency provisions of Luxembourg law for listed companies and the information provided to GCP by the respective shareholders, the following shareholders directly or indirectly hold a notifiable participation in GCP. Unless otherwise indicated in the corresponding footer of the following table, the percentages indicated in the table correspond to the number of voting rights last notified to GCP by the respective shareholder in relation to the share capital of GCP. It should be noted here that the last reported number of voting rights may have changed since these voting rights notifications were made without the shareholder concerned being obliged to submit a voting rights notification if no reportable thresholds were reached or crossed:

GCP Shareholder	Shareholding (in %)
Edolaxia Group <sup>(1)</sup>	63
Other <sup>(2)</sup>	37
<b>Total</b>	<b>100.00</b>

<sup>(1)</sup> Edolaxia Group is a fully-owned subsidiary of the Bidder

<sup>(2)</sup> Shareholders each holding less than 5% of the voting rights.

### 3. INFORMATION ABOUT THE BIDDER

Unless stated otherwise, the Bidder has published the following information in the Offer Document. The Board of Directors has been unable to fully review this information. The Board of Directors therefore assumes no liability for its correctness.

#### 3.1. Legal Basis of the Bidder

According to Section 5.1 of the Offer Document, the Bidder is a public limited liability company (*société anonyme*) pursuant to, and governed by, the laws of Luxembourg, with its registered

office at 37, Boulevard Joseph II, L-1840 Luxembourg. The Bidder is registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under registration number B217868.

The shares of the Bidder are admitted to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard). The Bidder's shares (*i.e.* the Offer Shares) are currently included in the MDAX, FTSE EPRA/NAREIT, GPR 250, DJSI, MDAX ESG+ as well as certain other indices.

## 3.2. Capital Structure

According to Section 5.2 of the Offer Document, the Bidder's articles of association ("**Bidder Articles**") provide for one class of shares. The Bidder's shares are issued under Luxembourg law and are subject to the provisions of the Bidder Articles, Luxembourg law and all other applicable laws.

### 3.2.1. Share Capital

According to Section 5.2.1 of the Offer Document, the subscribed share capital of the Bidder amounts to €15,370,256.09 as of the date of the publication of the Offer Document and is divided into 1,537,025,609 fully-paid ordinary bearer shares having a nominal value of €0.01 each.

### 3.2.2. Treasury Shares

As set out in Section 5.2.2 of the Offer Document, approximately 30% of the shares of the Bidder are currently held in treasury by the Bidder and through subsidiaries of the Bidder. These shares held in treasury by the Bidder and through its subsidiaries are hereafter referred to as "**Treasury Shares**".

On January 26, 2026, the board of directors of the Bidder decided to launch a share buyback program with a volume of up to €250 million which will be carried out in the course of 2026. As a result, the number of Treasury Shares will likely increase during the Offer Period. The obligation of the Bidder to deliver the Offer Shares under the Offer will be satisfied by delivering Treasury Shares.

### 3.2.3. Authorized Capital

According to Section 5.2.3 of the Offer Document, pursuant to Section 7 of the Bidder Articles, it has an authorised capital (which includes the subscribed share capital of €15,370,256.09) of €30,000,000 ("**Authorised Capital**"). Over a period of five years from the date of the general meeting of the shareholders on 26 July 2023, the board of directors is authorised:

- (1) to increase the subscribed capital within the limits of the authorised share capital as a whole at once, by successive portions or by continuous issues of new shares, to be paid up in cash, by contribution in kind, by conversion of shareholders' claims, including

but not limited to, contribution in kind of dividend or distribution claims of a shareholder, or following approval of the general meeting of shareholders, by incorporation of profits or reserves into capital;

- (2) to issue convertible bonds, notes, warrants and, generally, any financial instruments granting the right to their holders to subscribe for one or more shares of the Bidder. The board of directors may at its sole discretion determine the conditions under which the convertible bonds, the notes, the warrants or the financial instruments granting the right to their holders to subscribe for one or more shares of the Bidder shall be issued, including the type, the form, the price, the currency, the interest rate, as well as any condition relating to the issue, exercise, transfer and conversion of such convertible bonds, notes, warrants or financial instruments. Such issue shall comply with the limits of the authorised share capital and with the applicable legal provisions and more particularly with article 420-27 of the Luxembourg law of 10 August 1915 on commercial companies, as amended (“**Luxembourg Company Law**”), as applicable;
- (3) to issue shares, options and any financial instruments granting the right to their holders to subscribe for one or more shares of the Bidder under any share option programme, management or any other incentive scheme of the Bidder;
- (4) to determine the place and the date of the issue or the successive issues, the issue price, with or without any issue premium, the date as of when the shares are entitled to distributions, the terms and conditions of subscription and payment of the additional shares, and
- (5) to suppress or limit any and all preferential subscription rights of the shareholders when issuing shares in accordance with the Authorised Capital.

This authorisation may be renewed by a general meeting of the Bidder’s shareholders with respect to the shares of the Authorised Capital which at that time shall not yet have been issued by the board of directors.

Unless such rights are limited or suppressed by a general meeting of the Bidder’s shareholders or the board of directors, existing shareholders will have preferential subscription rights, within the limits of the Authorised Capital, to subscribe for any new shares to be paid for in cash in proportion to the number of shares held by them in the Bidder’s share capital.

The board of directors shall determine the period of time during which such preferential subscription rights may be exercised; such period may not be less than fourteen days from the publication of the offering in the *Recueil électronique des sociétés et associations* (“**RESA**”) and in one newspaper published in Luxembourg. Subject to the provisions of the Luxembourg Company Law, the general meeting of the Bidder’s shareholders called (i) to resolve upon an increase of the Bidder’s issued share capital or (ii) to resolve upon an authorization granted to the board of directors to increase the Bidder’s issued share capital, may limit or suppress the preferential subscription right of the existing shareholders or authorize the board of directors to do so.

The Authorised Capital has been exercised several times by the board of directors. As at the date of the Offer Document the remaining authorisation under the Authorised Capital would allow, subject to the conditions of the Authorised Capital, to increase the existing share capital of the Bidder by up to €14,629,743.91 by issuing up to 1,462,974,391 new shares in the Bidder.

### **3.3. Business Operations and Structure of the Aroundtown Group**

#### **3.3.1. Organizational Structure**

As described in Section 5.3.1 of the Offer Document, the Bidder is a listed real estate company, with a focus on income generating quality properties with value-add potential in central locations in top tier cities primarily in Germany the Netherlands and London. The Bidder invests in commercial and residential real estate assets which benefit from strong fundamentals and growth prospects. The investment in residential assets is mainly held through the Bidder's interest in GCP; such interest amounts to approximately 63%.

Operating with a fully integrated real estate value chain, the Bidder operates a portfolio with a focus on cash generating properties with upside potential in terms of rental income and/or occupancy, lease and tenant structure, cost level optimisation and consequential value. Through an intensive property operational repositioning, the Bidder seeks to further improve the portfolio results, creating strong cash flow generating characteristics and benefits from the internal growth potential. This enables the Bidder to create significant value in its portfolio.

While Aroundtown Group's management is centrally organised, including central administrative and support functions, Aroundtown Group's asset management, sales and marketing activities are organised locally to better capture regional demand and necessities.

The Bidder is the parent company of Aroundtown Group. The Bidder conducts its business through itself and through the other members of Aroundtown Group.

The Bidder is administered and managed by a board of directors. As of 31 December 2025, Aroundtown Group employed 1,621 employees (on the basis of full-time-equivalents).

#### **3.3.2. Portfolio**

As set out in Section 5.3.2 of the Offer Document, as at 31 December 2025, the value of the Bidder's investment properties, excluding assets held for sale, amounted to €24.9 billion (as compared to €24.4 billion as at 31 December 2024).

As at 31 December 2025, the Bidder's portfolio includes 8.676 million square metres of office, residential, hotel, retail and logistics/other real estate primarily in large urban areas in Germany, such as Berlin, North Rhine-Westphalia, Dresden/Leipzig/Halle, Frankfurt, Munich, Wiesbaden/Mainz/Mannheim, Hamburg/Lüneburger Heide, Stuttgart, Hannover, Nuremberg and Bremen as well as in Amsterdam, Rotterdam and Utrecht in the Netherlands, and London in the United Kingdom.

The Bidder's portfolio includes a comprehensive tenant base of around 3,000 commercial tenants as of 31 December 2025, which is diversified over a wide range of market sectors. As of

31 December 2025, Aroundtown Group's portfolio consists of 34% office, 33% residential, 20% hotels, 6% retail, logistics/other, and 7% development rights and invest (split based on value excluding assets held for sale). The annualised net rental income for the portfolio was € 1,149 million as of 31 December 2025 at an average monthly in-place rent of €11.7 per square metre. The vacancy rate calculated in accordance with the definition recommended by the European Public Real Estate Association (the "EPRA Vacancy Rate") as of 31 December 2025 was 7.6%. As of 31 December 2025, the weighted average lease term ("WALT") of the commercial portfolio was approximately 7.2 years.

The Bidder already holds approximately 63% interest in GCP. GCP's portfolio is fully consolidated in the Bidder's consolidated financial statements. As at 31 December 2025, the value of GCP's real estate portfolio, excluding assets held for sale, was €8.9 billion.

### **3.3.3. Balance Sheet and Operating Results**

As described in Section 5.3.3 of the Offer Document, pursuant to the audited consolidated financial statements of the Bidder as of and for the fiscal year ended 31 December 2025, prepared in accordance with IFRS, the total assets of the Bidder as of 31 December 2025 amounted to € 33.7 billion. The total profit as of and for the fiscal year ended 31 December 2025 (according to the Bidder's consolidated financial statements as of and for the fiscal year ended 31 December 2025) amounted to a positive result of € 1,127.9 million. Adjusted EBITDA (*Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization*) as of and for the fiscal year ended 31 December 2025 amounted to €999.3 million. FFO (*Funds From Operations*) as of and for the fiscal year ended 31 December 2025 amounted to €288.0 million and €0.26 per share of the Bidder.

### **3.4. Governing Bodies of the Bidder**

As described in Section 5.4 of the Offer Document, the governing bodies of the Bidder are the board of directors and the general shareholders' meeting. The board of directors of the Bidder consists of the following members:

- Mr. Frank Roseen (executive director);
- Ms. Jelena Afxentiou (executive director);
- Mr. Ran Laufer (non-executive director);
- Mr. Daniel Malkin (independent director);
- Mr. Markus Leininger (independent director);
- Ms. Simone Runge-Brandner (independent director); and
- Mr. Markus Kreuter (independent director).

Ms. Simone Runge-Brandner and Mr. Markus Leininger are also members of GCP's board of directors.

The senior management of the Bidder consists of the following persons:

- Mr. Barak Bar-Hen (Co-Chief Executive Officer / Chief Operating Officer);
- Mr. Jonas Tintelnot (Chief Financial Officer);
- Mr. Timothy Wright (Chief Capital Markets Officer); and
- Ms. Limor Bermann (Chief Sustainability Officer).

The members of the senior management do not have any powers genuinely vested with corporate bodies of the Bidder (*organschaftliche Befugnisse*).

### 3.5. Shareholder Structure of the Bidder

According to Section 5.5 of the Offer Document, on the basis of the voting rights notifications received by the Bidder up to the date of publication of the Offer Document in accordance with the transparency provisions of Luxembourg law for listed companies and the information provided to the Bidder by the respective shareholders, the following shareholders directly or indirectly hold a notifiable participation in the Bidder. Unless otherwise indicated in the corresponding footer of the following table, the percentages indicated in the table correspond to the number of voting rights last notified to the Bidder by the respective shareholder through a voting rights notification in relation to the share capital of the Bidder that existed on the date of the respective voting rights notification. It should be noted here that the last reported number of voting rights may have changed since these voting rights notifications were made without the shareholder concerned being obliged to submit a voting rights notification if no reportable thresholds were reached or crossed:

Shareholder of the Bidder	Shareholding (in %)
Avisco Group / Vergepoint <sup>(1)</sup>	15
Stumpf Capital GmbH <sup>(2)</sup>	10
Shares held in Treasury <sup>(3)</sup>	30
Free float	45
<b>Total</b>	<b>100.00</b>

(1) Controlled by Mr. Yakir Gabay.

(2) Controlled by Mr. Georg Stumpf.

(3) Shares held by the Bidder or its subsidiaries. All voting rights of such shares are suspended for the time that they are held by the Bidder or any of its subsidiaries.

## 4. INFORMATION ABOUT THE OFFER

### 4.1. Authoritative Applicability of the Offer Document; Exemption Document

Selected information from the Offer is summarized below. GCP Shareholders should refer to the statements made in the Offer Document for more information and details (particularly details regarding the acceptance periods and the acceptance modalities). The following information merely summarizes the information contained in the Offer Document. The Board of Directors points out that the description of the Offer in the Statement does not claim to be complete and that the conditions of the Offer Document apply exclusively with regard to the content and settlement of the Offer. It is the responsibility of every GCP Shareholder to independently take note of the Offer Document and to take individually reasonable measures. The Offer Document and the Exemption Document (as defined below) have been on the Bidder's website at [www.aroundtown.de](http://www.aroundtown.de) under Investor Relations. Please see Sections 1.4 and 1.5 of the Offer Document for further details regarding the publication and distribution of the Offer Document.

The Offer is not subject to the WpÜG, the WpÜG-AV or the Luxembourg Takeover Act. In connection with the Offer, the Bidder has published on 6 March 2026 a document (the "**Exemption Document**") relating to the public offering of up to 189,807,092 Offer Shares that are to be transferred to GCP Shareholders as consideration for participating in the Offer. The Exemption Document was prepared in accordance with Art. 1.4 da) and Annex IX of the Prospectus Regulation. Art. 1.4 da) Prospectus Regulation forms an exemption from the requirement to prepare and publish a securities prospectus in connection with a public offering of shares. Hence, the Exemption Document does not constitute a prospectus within the meaning of the Prospectus Regulation. Although the Exemption Document was filed with CSSF prior to the offer commencing, it has not been subject to scrutiny and approval by CSSF, BaFin or any other competent authority.

The Exemption Document contains further information on the Bidder and the shares to be delivered by the Bidder in connection with the Offer and in exchange for tendered GCP Shares. It was published prior to the publication of the Offer Document and will continue to be publicly available for the entire term of the Offer process. The Exemption Document has been prepared in the English language. The Exemption Document is available for distribution free of charge through Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany (inquiries by e-mail to [dct.tender-offers@db.com](mailto:dct.tender-offers@db.com)) in its capacity as settlement agent (the "**Settlement Agent**") and on the Bidder's website at [www.aroundtown.de](http://www.aroundtown.de) under Investor Relations.

### 4.2. Implementation of the Offer

The Offer is implemented by the Bidder in the form of a voluntary public offer for the exchange of GCP Shares not already held directly by the Bidder. The Offer is not an offer pursuant to the WpÜG, the WpÜG-AV, the BörsG, the Luxembourg Takeover Act or provisions of the United States securities laws. Hence, those provisions do not apply to the Offer.

Neither BaFin nor any other public authority approved the publication of the Offer Document.

#### 4.3. Subject Matter of the Offer and Offer Consideration

According to Section 4.1 of the Offer Document, the Bidder offers to all GCP Shareholders to exchange their GCP Shares (ISIN LU0775917882), including all rights attached thereto at the time of the settlement of the Offer, in particular dividend and voting rights, in accordance with the terms and conditions of the Offer Document. Edolaxia Group is not a GCP Shareholder (as defined above).

The Bidder offers

#### 4 Offer Shares in exchange for 1 GCP Share

(“**Offer Consideration**”). The Offer is a partial offer limited to 47,451,773 GCP Shares (“**Maximum Offer Volume**”). According to Section 4.1 of the Offer Document, the Offer Shares carry dividend rights from 1 January 2025.

This means that the Offer does not refer to a number of GCP Shares exceeding the Maximum Offer Volume and that at no time the Bidder enters into any agreement with respect to a number of GCP Shares exceeding the Maximum Offer Volume and at no time the Bidder will be obliged to acquire and to pay the Offer Consideration for a number of GCP Shares exceeding the Maximum Offer Volume.

If declarations of acceptance for more than the Maximum Offer Volume are submitted via the respective custodian securities services companies, which the GCP Shares in safe custody (“**Custodian Banks**”) in connection with the Offer, the declarations of acceptance by GCP Shareholders will be accepted by the Bidder on a pro rata basis, *i.e.* in the ratio of the Maximum Offer Volume divided by the total number of GCP Shares tendered. The Bidder will announce the ratio in case of such proportionate acceptance in the medium specified in Section 17 of the Offer Document.

Should such a proportional acceptance result in fractional shares from Offer Shares (“**Fractional Shares**”), the number of shares will always be rounded down to the next whole number (for further information see Section 12.4 of the Offer Document). **No fractional Offer Shares will be exchanged for any Tendered GCP Shares.**

If the acceptance of the Offer results in Fractional Shares for GCP Shareholders, these Fractional Shares will be sold shortly after the settlement of the Offer by way of fractional adjustment (*Aktienspitzenverwertung*) and the proceeds will be distributed in cash to the relevant GCP Shareholders (for further information see Sections 12.3 and 12.6 of the Offer Document).

In this regard, the Custodian Banks and the Settlement Agent will sell the Fractional Shares allocated to the Offer Shares by combining these to whole Offer Shares on the stock exchange. The proceeds will then be paid out to those GCP Shareholders, who tendered the respective Tendered GCP Shares, according to the relevant Fractional Shares. Because market prices of Offer Shares may fluctuate, cash proceeds received by GCP Shareholders having tendered their GCP Shares for any such fractional adjustment might be different than the amount calculated based on the market price of an Offer Share at the time of the settlement of the Offer. The

Bidder, the Settlement Agent and the Custodian Banks do not guarantee that the fractional adjustment will yield a certain price.

#### **4.4. Acceptance Period**

Pursuant to Section 4.2 of the Offer Document, the period for the acceptance of the Offer starts with the publication of the Offer Document on 6 March 2026. It is expected to expire on

**9 April 2026, 24:00 hours (midnight) (CET).**

The period for the acceptance of the Offer may be extended as set out in further detail in Section 4.3 of the Offer Document.

The period for the acceptance of the Offer, including any extension, is referred to as “**Acceptance Period**”. As set out in Section 4.3 of the Offer Document, the Bidder expressly reserves the right to extend the Acceptance Period unilaterally at its sole discretion. If the Bidder chooses to extend the Acceptance Period, it will announce its decision without undue delay prior to the expiry of the Acceptance Period, including the number of Tendered GCP Shares at such date. In case the Acceptance Period is extended, the time frames for the settlement of the Offer set out in the Offer Document will be adjusted accordingly.

#### **4.5. Amendment of the Offer**

As set out in Section 4.4 of the Offer Document, the Bidder may amend the terms of the Offer prior to the expiration of the Acceptance Period at the Bidder’s own discretion.

If an amendment concerning one of the following matters regarding the Offer is published within the last 11 Business Days prior to the expiration of the Acceptance Period, the Acceptance Period will automatically be extended by 11 Business Days and will end on 24 April 2026, at 24:00 hours (midnight) (CET): (i) a change of the Offer Consideration; (ii) a change in the Maximum Offer Volume; or (iii) any change of similar commercial significance as a change to the Offer Consideration or the Maximum Offer Volume. In case of any other material changes to the Offer being published within the last 6 Business Days prior to the expiration of the Acceptance Period, the Acceptance Period will be extended by 6 Business Days and will end on 17 April 2026, at 24:00 hours (midnight) (CET). For purposes of the determination of the periods described in this paragraph applicable rules and regulations on U.S. business days will be taken into account.

Regarding the right of withdrawal in the event that the Offer is amended, see Section 15 of the Offer Document for further details.

#### **4.6. No Condition**

As stated in Section 11 of the Offer Document, the consummation of the Offer and the purchase and transfer agreements concluded upon acceptance of the Offer are not subject to any conditions.

#### **4.7. Acceptance and Settlement of the Offer**

Section 12 of the Offer Document describes the acceptance and settlement of the Offer, including the legal consequences of acceptance (Sections 4.5 and 12.7 of the Offer Document).

Under Section 12.2 of the Offer Document, the Bidder refers GCP Shareholders who wish to accept the Offer within the acceptance period to the respective Custodian Bank or any other securities services company where their respective GCP Shares are being held in custody. In addition, the Bidder points out under Section 12.10 of the Offer Document that the acceptance of the Offer is free of fees and expenses for those GCP Shareholders who hold their GCP Shares at a domestic Custodian Bank (except for the costs of transmitting the declaration of acceptance to the respective Custodian Bank). Under Section 12.6 of the Offer Document, the settlement including the exchange of the shares is described.

As set out in Section 1.1 of the Offer Document, any contract that is entered into with the Bidder by way of acceptance of the Offer shall be governed exclusively by the laws of Germany excluding its private international law to the extent that Luxembourg law does not apply mandatorily and shall be interpreted exclusively in accordance with such laws.

With regard to further statements by the Bidder on the acceptance and settlement modalities, please refer to Sections 4.5 and 12 of the Offer Document.

#### **4.8. Trading Tendered GCP Shares**

According to Section 12.8 of the Offer Document, Tendered GCP Shares are expected to be admitted to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) under ISIN LU3302916484 on the third Business Day following the commencement of the Acceptance Period. The Bidder expects trading to cease three (3) Business Days prior to settlement of the Offer.

Pursuant to Section 12.8 of the Offer Document, the Bidder will publish the date on which trading of the Tendered GCP Shares on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) ceases without undue delay via an electronically operated information dissemination system within the meaning of Section 10 para. 3 sentence 1 no. 2 WpÜG or in the German Federal Gazette (*Bundesanzeiger*). It is currently expected that trading will cease three (3) Business Days prior to settlement of the Offer.

The Board of Directors points out that the trading volume for Tendered GCP Shares depends on the relevant acceptance ratio. It therefore seems conceivable that a liquid market will not develop for Tendered GCP Shares and that Tendered GCP Shares may be subject to greater price fluctuations than GCP Shares not tendered into the Offer.

According to Section 12.8 of the Offer Document, GCP Shares not tendered for exchange will continue to be traded under ISIN LU0775917882.

## **4.9. Financing of the Offer**

### **4.9.1. Financing**

Pursuant to Art. 5.1 of the GCP Articles, GCP has issued 176,187,899 shares with a par value of €0.10 each. As described in Section 13.1 of the Offer Document, the Bidder indirectly already holds through Edolaxia Group 110,180,680 GCP Shares (representing approximately 63% of GCP's share capital) and is limiting the Offer to 47,451,773 GCP Shares. Should the Offer be accepted for all 47,451,773 GCP Shares, the Bidder would have to deliver 189,807,092 Offer Shares in total (the "**Supply Obligation**") in order to be able to provide the Offer Consideration for each GCP Share to the accepting GCP Shareholders (based on an exchange ratio of 4 Offer Shares for 1 GCP Share).

In addition, as set out in Section 13.2 of the Offer Document, the Bidder will incur costs for the preparation and implementation of the Offer ("**Transaction Costs**"). The Bidder will ensure the fulfilment of the Supply Obligation through the delivery of Offer Shares it currently holds (directly or indirectly) as Treasury Shares and the payment of the Transaction Costs by using existing cash or other financial resources of the Bidder.

### **4.9.2. Assessment of the Financing Measures Taken by the Bidder**

The Board of Directors considers the securing of the Supply Obligation by utilizing the Treasury Shares to be both adequate and customary. The same consideration is valid regarding the payment of the Transaction Costs.

The Board of Directors welcomes the above findings, as in its view sufficient transaction security is ensured. In addition, the Board of Directors welcomes the fact that this financing does not impose any burden on the Company.

## **4.10. Additional Information for U.S. Shareholders**

The Bidder presented additional information for U.S. Shareholders in detail in Section 1.6.2 of the Offer Document, to which we refer extensively.

## **5. TYPE AND AMOUNT OF CONSIDERATION**

### **5.1. Type and Amount of Consideration**

The Bidder offers as consideration for the acceptance of the Offer 4 Offer Shares in return for 1 GCP Share ("**Exchange Ratio**").

As set out in Section 9.2 of the Offer Document, the Offer Shares have full voting and dividend rights and are equivalent in their characteristics in all other respects. Supplementary information on the Offer Shares is published in the Exemption Document that is available on the Bidder's website at [www.aroundtown.de](http://www.aroundtown.de).

The Offer Shares are already admitted to trading on the regulated market (*Regulierter Markt*) with simultaneous admission to the sub-segment of the regulated market with additional post-

admission obligations (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) before the transfer of the Offer Consideration like all other currently issued shares of the Bidder. The shares of the Bidder are part of the MDAX, FTSE EPRA/NAREIT, GPR 250, DJSI, MDAX ESG+ as well as certain other indices and exhibit a functioning stock exchange trade with a significant free float as well as appropriate trading activities and trading volumes.

## 5.2. No Mandatory Minimum Consideration

The Offer is not subject to a mandatory minimum consideration (such as the one pursuant to Section 31 para. 1, 2 and 7 WpÜG in conjunction with Section 3 sentence 1 WpÜG-AV).

## 5.3. Assessment of the Fairness of the Consideration

As is customary for voluntary public exchange offers, the Board of Directors has, with the assistance of a third party independent financial adviser retained in connection with the Offer (the “**Financial Adviser**”) carefully analysed and assessed the fairness of the Offer Consideration from a financial perspective based on the current strategy and financial planning of GCP.

The Financial Adviser delivered to the Board of Directors an opinion with respect to the financial fairness of the Offer Consideration (the “**Fairness Opinion**”). In the Fairness Opinion, dated 17 March 2026, the Financial Adviser comes to the conclusion that as of its date of the issuance of the Fairness Opinion (*i.e.*, 17 March 2026), the Offer Consideration is financially fair. The Fairness Opinion is limited to the financial fairness of the Offer Consideration as of 17 March 2026. It does not contain any recommendation to accept or reject the Offer or a related measure. Moreover, it does not include any assessment whether the terms and conditions of the Offer meet the legal requirements.

The Board of Directors expressly notes that the Fairness Opinion was issued solely for the information and assistance of the Board of Directors in connection with assessing the financial fairness of the Offer Consideration. The Fairness Opinion is not addressed to, nor designed to protect, third parties. Third parties cannot derive any rights from the Fairness Opinion. No contractual relationship between the Financial Adviser, on the one hand, and third parties who read the Fairness Opinion, on the other hand, comes into existence in this context. Neither the Fairness Opinion nor the respective underlying engagement between the Financial Adviser and GCP have a protective effect for third parties or lead to an inclusion of third parties in their respective scope of protection.

In particular, the Fairness Opinion is not addressed to GCP Shareholders and does not constitute a recommendation on the part of the Financial Adviser as to whether or not GCP Shareholders should tender their GCP Shares into and accept the Offer.

Against this background, the Board of Directors has thoroughly analysed and assessed the fairness of the Offer Consideration offered by the Bidder. In this context, it has also reviewed and evaluated the contents of the Fairness Opinion, held in-depth discussions regarding its results with its financial adviser and conducted its own critical review of those results. On this basis, the Board of Directors deems the Offer Consideration to be financially fair.

## **6. BACKGROUND OF THE OFFER AND INTENTIONS PURSUED BY THE BIDDER AS WELL AS THE ASSESSMENT BY THE BOARD OF DIRECTORS**

### **6.1. Economic and Strategic Background of the Offer**

As set out in Section 7 of the Offer Document, the Bidder already holds approximately 63% of the shares in GCP and consolidates the Company as a subsidiary. With the Offer, the Bidder seeks to increase its shareholding to up to 89.5% through a voluntary exchange of 4 Offer Shares for 1 GCP Share. In determining to proceed with the Offer, the Bidder considered its existing majority position, current trading profiles and free-float characteristics of both companies, prevailing capital markets conditions, and the operational and financial benefits arising from a higher ownership stake.

The rationale for the Offer is centred around four key considerations.

#### **6.1.1. Creation of a Stronger, more Diversified European Real Estate Platform**

Pursuant to Section 7.1 of the Offer Document, increasing the stake in GCP strengthens and underpins Aroundtown Group's position as a leading, diversified European real estate platform. Combining a higher economic share to GCP's defensive, stable residential cash flows with Aroundtown Group's commercial portfolio enhances balance across asset classes, geographic markets and underlying demand drivers, maintaining higher growth and reversionary potential in market upcycles.

#### **6.1.2. Simplification of Group Structure and Alignment of Interests**

As set out in Section 7.2 of the Offer Document, a higher ownership stake simplifies the group structure through reduction of minority interests as the majority of the Bidder's minorities stem from the Company. This leads to clearer governance, greater strategic alignment and a more streamlined equity story for the combined platform. Consolidating a larger share of GCP's results increases Aroundtown Group's direct economic participation in GCP's earnings and cash flows. The Bidder's credit profile is strengthened with a reduced Loan-to-Value as defined by the European Public Real Estate Association, while no change-of-control provisions or refinancing requirements are expected to be triggered.

#### **6.1.3. Long-Term Accretion for the Bidder's Shareholders**

As described in Section 7.3 of the Offer Document, the Offer is expected to be value-enhancing for the Bidder's shareholders over the long term. By increasing its ownership in GCP, the Bidder reduces minority interests and increases its economic participation in GCP's cash flows. This contributes to a higher level of attributable FFO (*Funds From Operations*) and strengthens the earnings profile expected to add up to €48 million of additional FFO on a pro-forma basis following the transaction.

The larger and more diversified platform is expected to support improved scale, enhanced income stability and a more resilient cashflow profile by combining stable residential revenues with the higher reversionary potential of the commercial portfolio. In addition, higher scale and an expanded free float at the Bidder level are anticipated to reinforce the Aroundtown Group's

capital markets position, including stronger trading liquidity and broader institutional investor access. Together, these effects support the long-term financial accretion of the transaction for the Bidder's shareholders.

#### **6.1.4. Enhanced Capital Markets Profile**

According to Section 7.4 of the Offer Document, the Offer is expected to enhance the capital markets profile of the combined platform in a manner that benefits both the Bidder's shareholders and GCP Shareholders who accept the Offer. An increased free float and market capitalisation of the Bidder provides enhanced market visibility and supports broader institutional investor access. The expected enlarged trading volume and improved free float structure are also anticipated to strengthen eligibility for major European equity indices and offer the potential for re-inclusion in indices such as MSCI Europe or Stoxx Europe 600 over the medium-term. All of these benefits are also applicable for GCP Shareholders participating in the offer and improve their position.

The Bidder's management has proposed to re-instate dividend payments of €0.08 (gross) per share for FY 2025. All shares exchanged through the Offer will be fully eligible for the 2025 dividend payment, which is expected to be approved at the Bidder's annual general meeting 2026. Alongside dividends, the Bidder will continue to make active use of share buybacks that are NTA (*Net Tangible Assets*) per share and FFO (*Funds From Operations*) per share accretive. Currently, the Bidder has an ongoing €250 million share buyback programme which, together with the proposed dividend, will result in material capital returned to shareholders in the short-term.

#### **6.2. Intentions of the Bidder**

As set out in Section 8 of the Offer Document, the Bidder already holds approximately 63% of the shares in the Company. The Company already is a consolidated subsidiary of the Bidder. The Bidder has no specific intentions regarding GCP with a view to change GCP's business or strategy.

#### **6.3. Assessment of the Background of the Offer, the Intentions of the Bidder and the Expected Consequences for GCP**

The Board of Directors shares the Bidder's view that increasing the stake in GCP strengthens and underpins Aroundtown Group's position as a leading, diversified European real estate platform. The Board of Directors also shares the Bidder's view that combining a higher economic share to GCP's defensive, stable residential cash flows with Aroundtown Group's commercial portfolio enhances balance across asset classes, geographic markets and underlying demand drivers, maintaining higher growth and reversionary potential in market upcycles.

The Board of Directors agrees with the Bidder that a higher ownership stake held by the Bidder simplifies the group structure leading to clearer governance, greater strategic alignment and a more streamlined equity story for the combined platform. As GCP is subsidiary of the Bidder and, hence, part of Aroundtown Group, the Board of Directors holds the view that this aspect benefits GCP as well. Accordingly, the Board of Directors welcomes that higher scale and an

expanded free float at the Bidder level are anticipated to reinforce the Aroundtown Group's capital markets position, including stronger trading liquidity and broader institutional investor access.

In this context, the Board of Directors welcomes that the Bidder expects the Offer to enhance the capital markets profile of the combined platform in a manner that benefits both the Bidder's shareholders and GCP Shareholders who accept the Offer. The Board of Directors shares the view that increased free float and market capitalisation of the Bidder provides enhanced market visibility and supports broader institutional investor access.

The Board of Directors expressly welcomes the fact that the Bidder does not have any concrete intentions regarding GCP with a view to change GCP's business or strategy.

## **7. IMPACT ON GCP SHAREHOLDERS**

The following statements are intended to provide the shareholders of GCP with information for assessing the effects of accepting or not accepting the Offer. The following aspects do not claim to be complete. Each GCP Shareholder is responsible for evaluating the effects of accepting or not accepting the Offer. The Board of Directors advises the GCP Shareholders to seek expert advice in this respect, if necessary.

The Board of Directors also points out that it is unable to make any assessment as to whether GCP Shareholders may suffer tax disadvantages (in particular any tax liability on a capital gain) or miss out on tax advantages as a result of accepting or not accepting the Offer. The Board of Directors recommends that GCP Shareholders seek tax advice before deciding whether or not to accept the Offer, which may take into account the personal circumstances of the respective shareholder.

### **7.1. Possible Impact of Accepting the Offer**

GCP Shareholders who intend to accept the Offer should, assuming the Offer is successful, take into account, *inter alia*, the following statements:

- GCP Shareholders who accept or have accepted the Offer will lose their status as shareholders of GCP upon completion of the Offer and will thereupon no longer bear the risks that may result from a negative development of the business and/or stock exchange price of the Company. However, they also will not participate in a possible positive development of the business and/or the stock exchange price of the Company as long as the stock exchange listing continues.
- Upon completion of the Offer, GCP Shareholders who accept or have accepted the Offer will lose their membership rights, including the right to participate in the general shareholders' meeting of GCP.
- Upon transfer of the GCP Shares upon settlement of the Offer, all ancillary rights existing at the time of settlement, in particular the dividend right, will also be transferred to the Bidder.

## 7.2. Possible Consequences of not Accepting an otherwise Successful Offer

GCP Shareholders who do not accept the Offer and do not otherwise sell their GCP Shares remain GCP Shareholders. However, they should be aware, *inter alia*, of the Bidder's statements as presented in Section 14 of the Offer Document and the following:

- GCP Shares for which the Offer is not accepted can still be traded on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) as long as they remain publicly listed. The current market price of GCP Shares may, however, be influenced by the fact that the Bidder has published the announcement of the Bidder's decision to make the Offer on 4 March 2026. It is, therefore, uncertain whether the share price for GCP Shares will remain at its previous level, or if it will increase or decrease after implementation of the Offer.
- The settlement of the Offer will cause a reduction in the free float of GCP Shares. Against this background it is estimated that after implementation of the Offer the supply of and the demand for GCP Shares will be lower than it is currently the case and that this will decrease the liquidity of GCP Shares. A lower liquidity could lead to greater fluctuations in the share price of GCP Shares and it is possible that purchase and sale orders for GCP Shares cannot be executed in a timely manner, or at all.
- The implementation of the Offer, and in particular the expected significant reduction in the free float of GCP Shares, may mean that GCP is no longer able to fulfil the respective index criteria for GCP Shares to remain included in the SDAX. This may lead to the exclusion of the GCP Shares from one or several of those indices, in which case it is expected that particularly index funds and institutional investors who reflect the relevant index in their portfolios will refrain from acquiring any additional GCP Shares and might sell any GCP Shares already held. An increased supply of GCP Shares in connection with a decreased demand for GCP Shares may adversely affect the market price of GCP Shares.
- The Bidder may effect a Segment Change, a Delisting, a Downlisting or an Alternative Listing (in each case as defined in Section 14.2 of the Offer Document). In those cases, the reporting requirements of the Company would be reduced or eliminated entirely. Furthermore, the aforementioned measures could negatively affect the market price of the GCP Shares and decrease the liquidity of GCP Shares.
- As set out in Section 14.3 of the Offer Document, after completion of the Offer and in case of the acquisition of 66.67% or more of the outstanding GCP Shares, the Bidder may have the required majority of the voting rights and share capital to enforce important corporate structural measures with respect to GCP in the GCP's shareholders' meeting, including (1) changes to the GCP Articles (including changes in the legal form), (2) capital increases, as well as (3) transformations, mergers and liquidation. Under German and Luxembourg law, not all of the measures mentioned above would entail an obligation of the Bidder to make an offer to the remaining GCP Shareholders to acquire their GCP Shares against an adequate exit compensation or to grant recurring compensation payments. Furthermore, the implementation of certain of these measures could lead to a termination of the existing listing of the GCP Shares.

- As set out in Section 7 of the Offer Document, the Bidder seeks to increase its shareholding to up to 89.5% only. Pursuant to Luxembourg law, for the Bidder to demand transfer of the GCP Shares held by the remaining GCP Shareholders to the Bidder (“squeeze-out”) a shareholding of at least 90% is required.

## **8. INTERESTS OF THE MEMBERS OF THE BOARD OF DIRECTORS**

The Board of Directors points out that two of its members, Ms. Simone Runge-Brandner and Mr. Markus Leininger, are also members of the board of directors of the Bidder. To ensure transparency and objectivity, they were excused from and did not participate in the deliberations and voting of the Bidder’s board of directors in connection with the Offer.

In connection with the Offer and the Statement, the Bidder and the persons acting jointly with it in accordance with Section 2 para. 5 WpÜG have not exercised any influence on GCP or its corporate bodies. The members of the Board of Directors have not received any unjustified payments or other unjustified monetary benefits or corresponding payments from the Bidder or persons acting jointly with the Bidder in connection with the Offer. Mr. Christian Windfuhr has accepted the Offer for the GCP Shares he held. There is no other member of the Board of Directors holding GCP Shares.

## **9. INTENTION TO ACCEPT THE OFFER**

Mr. Christian Windfuhr has accepted the Offer for the GCP Shares he held. There is no other member of the Board of Directors holding GCP Shares.

Mr. Refael Zamir and Mr. Idan Hadad have accepted the Offer for the respective GCP Shares they individually held. There is no other member of GCP’s management holding GCP Shares.

## **10. RECOMMENDATION**

Based on the information in the Offer Document and the Statement, the overall circumstances surrounding the Offer, its economic and strategic background and the intentions of the Bidder, the Board of Directors assesses the Offer as follows, based on its own review:

The Board of Directors expressly welcomes the fact that the Bidder does not have any concrete intentions regarding GCP with a view to change GCP’s business or strategy.

With regard to any potential listing measures, the Board of Directors will, subject to the outcome of the Offer, at a later stage evaluate if a Segment Change (as defined in Section 14.2 of the Offer Document) from the Prime Standard to the General Standard of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) may be in the interest of the Company and, if the Bidder envisages to do so, have cooperative discussions on the advantages and disadvantages of such measure for the parties involved.

After a comprehensive overall assessment of the economic and strategic background of the Offer, the Board of Directors is convinced that the Offer is strategically reasonable and therefore in the best interest of GCP and the GCP Shareholders. The Board of Directors believes that the Offer Consideration, *i.e.* 4 Offer Shares in exchange for 1 GCP Share, is financially fair.

Each GCP Shareholder must decide for himself, taking into account the overall circumstances, the individual circumstances, the personal assessment of the potential benefits arising from the Offer and the future development of GCP, whether or not he wants to continue to hold GCP Shares or whether he accepts the Offer Consideration in exchange for GCP Shares. The Board of Directors recommends that each individual GCP Shareholder obtains individual tax and legal advice (also with regard to the consideration of the individual circumstances and applicable legal and tax regulations) to the extent necessary or helpful for the decision with regard to the acceptance of the Offer. In this context, the number of GCP Shares held by him as well as the investment horizon of the individual GCP Shareholder are of significance.

Accordingly, and in consideration of all the statements made above in the Statement, the Board of Directors recommends to the GCP Shareholders to accept the Offer.

The content and submission of the Statement was unanimously resolved by the Board of Directors on 17 March 2026. All members of the Board of Directors took part in the resolutions of the Board of Directors. Ms. Simone Runge-Brandner and Mr. Markus Leininger had informed the Board of Directors that they had not participated in the respective meetings of the Bidder's board of directors regarding the Offer Consideration and other terms of the Offer.

Subject to applicable law, the Board of Directors shall not be liable if economic disadvantages result for a GCP Shareholder from the acceptance or non-acceptance of the Offer.

Luxembourg, 17 March 2026

**Grand City Properties S.A.**

**The Board of Directors**