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**THIS ANNOUNCEMENT IS FOR INFORMATION PURPOSES ONLY AND IS NOT AN OFFER TO PURCHASE OR A SOLICITATION OF AN OFFER TO SELL ANY NOTES**



**Peach Property Finance GmbH**

Peach Property Finance GmbH offers to purchase for cash, at a price to be determined pursuant to modified Dutch auctions, such portion of its outstanding €200,496,000 Senior Notes due 2023 (ISIN/Common Code: XS2010038060/1201003806) which results in the aggregate purchase price for such Notes (excluding accrued, but unpaid interest) not to exceed €50,000,000

July 6, 2022 — Peach Property Finance GmbH (the “**Offeror**”) announces today that it is offering to purchase (such offer the “**Tender Offer**”) for cash, at a price to be determined pursuant to modified Dutch auctions, such portion of its outstanding €200,496,000 Senior Notes due 2023 (ISIN/Common Code: XS2010038060/1201003806) (the “**Notes**”) which results in an aggregate purchase price for such Notes (excluding accrued, but unpaid interest) not to exceed €50,000,000 (the “**Maximum Aggregate Consideration Amount**”) from the holders of the Notes (each a “**Noteholder**” and together, the “**Noteholders**”), as further described in the tender offer memorandum dated as of July 6, 2022 (the “**Tender Offer Memorandum**”).

The Tender Offer begins on July 6, 2022 and will expire at 4:00 p.m., London time, on July 12, 2022, unless extended or earlier terminated by the Offeror (such time and date, as the same may be extended or terminated, the “**Expiration Date**”). Noteholders must validly tender their Notes, and not validly withdraw their Notes, at or prior to the Expiration Date in order to receive the Purchase Price (as set forth below) on the Payment Date (as defined below).

The Offeror will (assuming satisfaction or, where applicable, the waiver of the conditions to which the Tender Offer is subject), on the Payment Date (as defined below), pay for Notes validly tendered and not validly withdrawn at or before the Expiration Date pursuant to the Tender Offer and accepted by it for purchase, a cash amount (rounded to the nearest €0.01), expressed per €1,000 principal amount of the Notes (the “**Purchase Price**”), as determined pursuant to the modified Dutch auction procedure described in the Tender Offer Memorandum (the “**Modified Dutch Auction Procedure**”) plus the amount of accrued and unpaid interest up to but not including the Payment Date on the Notes which are accepted for purchase in the Tender Offer.

The “**Payment Date**” will be promptly after the Expiration Date in respect of any Notes that are (i) validly tendered (and not validly withdrawn) at or prior to the Expiration Date and (ii) accepted for purchase in accordance with the terms of the Tender Offer. The Payment Date is expected to be no later than July 19, 2022, unless otherwise extended, amended or terminated.

The Offeror reserves the right, in its sole and absolute discretion (i) not to accept any tenders of the Notes, (ii) not to purchase any Notes or (iii) to modify in any manner any of the terms and conditions of the Tender Offer (including, but not limited to, modifying the Minimum Purchase Price, the Maximum Purchase Price or the Maximum Aggregate Consideration Amount).

**The Tender Offer is subject to the terms and conditions set forth in the Tender Offer Memorandum, including certain customary conditions. The Offeror reserves the right, in its sole discretion, to waive any and all conditions.**

Description of the Notes	ISIN/ Common Code	Outstanding Principal Amount <sup>(1)</sup>	Modified Dutch Auction Bid Range	Purchase Price	Maximum Aggregate Consideration Amount
3.50% Senior Notes due 2023	XS2010038060 / 201003806	€200,496,000	Between 90.00 per cent. and 94.00 per cent. of the principal amount of the Notes	To be determined pursuant to a modified Dutch auction process as described herein	€50,000,000 <sup>(2)</sup>

- (1) The Outstanding Principal Amount comprises Notes which were originally sold pursuant to Regulation S under the Securities Act (ISIN: XS2010038060) as well as notes originally sold pursuant to Rule 144A under the Securities Act (ISIN: XS2010038656). For the avoidance of doubt, the Tender Offer (as defined below) being made pursuant to the Tender Offer Memorandum is only being made in respect of those notes held by persons who are not a U.S. person (as such term is defined by Regulation S under the Securities Act) and who are outside the United States.
- (2) Excluding accrued, but unpaid interest.

Below is an indicative timetable providing information with respect to the expected dates and times for the Tender Offer. The timetable is subject to change, and dates and times may be extended, amended or terminated by the Offeror as described in the Tender Offer Memorandum.

Date	Calendar Date and Time
Commencement Date	July 6, 2022
Expiration Date	4:00 p.m., London time, on July 12, 2022
Announcement of Results	As soon as practicable on or after the Expiration Date and expected to be July 13, 2022.
Payment Date	Expected to be no later than July 19, 2022, or as soon as practicable thereafter; provided that the conditions to which the Tender Offer is subject have either been satisfied or, where applicable, waived.

**Beneficial owners should be aware that their broker, dealer, commercial bank, trust company or other nominee may establish its own earlier deadline for participation in the Tender Offer. Accordingly, beneficial owners wishing to participate in the Tender Offer should contact their broker, dealer, commercial bank, trust company or other nominee as soon as possible in order to determine the time by which such beneficial owner must take action in order to so participate.**

The Offeror is undertaking the Tender Offer in order to optimize and proactively manage its funding structure. The Offeror intends to fund the aggregate Tender Offer Consideration and aggregate Accrued Interest Payment on Notes accepted for purchase pursuant to the Tender Offer from borrowings under its existing credit facilities. The Offeror further intends to repay the amounts borrowed in connection with the Tender Offer in due course from a portion of the proceeds of a new secured mortgage loan, for which it has already received a commitment. The Offeror is also evaluating all available options to raise financing including potential capital markets instruments in order to refinance its upcoming redemption(s).

The Offeror will only accept tenders with respect to the Notes held in the Regulation S global note bearing ISIN number XS2010038060 (the “**Regulation S Notes**”). The Offeror will not accept tenders with respect to the Notes held in the Rule 144A global note bearing ISIN number XS2010038656 (the “**Rule 144A Notes**”). Each Noteholder participating in the Tender Offer will represent that it is not a U.S. Person and it is not located and it is not resident in the United States and is not participating in the Tender Offer from the United States or it is acting on a non-discretionary basis for a principal who is not a U.S. Person and is located and resident outside the United States that is not giving an order to participate in the Tender Offer from the United States. For the purposes hereof, “United States” means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

J.P. Morgan SE is acting as “**Dealer Manager**” for the Tender Offer. In connection with the Tender Offer, Kroll Issuer Services Limited has been appointed as tender agent (in such capacity, the “**Tender Agent**”). Holders with questions about the Tender Offer should contact the Dealer Manager or the Tender Agent. Any extension,

amendment or termination of the Tender Offer shall be published by the Offeror by press release or notice to the Tender Agent.

None of the Offeror, the Dealer Manager, the Tender Agent or any of their respective affiliates are making any recommendations to the Noteholders as to whether to tender or refrain from tendering their Notes in the Tender Offer. Noteholders must decide how many Notes they will tender, if any.

Noteholders who have Notes registered in the name of a broker, dealer, commercial bank, trust company or other nominee must contact, and issue appropriate instructions to, such broker, dealer, commercial bank, trust company or other nominee if such Noteholder desires to tender those Notes. **The deadlines set by the clearing systems for submission of tender instructions will be earlier than the relevant deadlines specified in the Tender Offer Memorandum.**

Copies of the Tender Offer Memorandum can be obtained by eligible Noteholders from the Tender Agent at the telephone number below.

**THE OFFEROR**

Peach Property Finance GmbH  
Im Zollhafen 24  
50678 Cologne  
Germany

*Requests for Information in relation to the Tender Offer should be directed to:*

**THE DEALER MANAGER**

**J.P. Morgan SE**

Taunustor 1 (TaunusTurm)  
60310 Frankfurt am Main  
Germany

Attn: Liability Management

Tel: + 44 20 7134 2468

E-mail: [liability\\_management\\_EMEA@jpmorgan.com](mailto:liability_management_EMEA@jpmorgan.com)

*Requests for information in relation to the procedures for tendering Notes and participating in the Tender Offer and the submission of an Electronic Instruction should be directed to the Tender Agent:*

**THE TENDER AGENT**

**Kroll Issuer Services Limited**

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

Attention: Owen Morris / Harry Ringrose

Tel: +44 (0)20 7704 0880

Email: [peachproperty@is.kroll.com](mailto:peachproperty@is.kroll.com)

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

**None of the Offeror, the Trustee, the Dealer Manager or the Tender Agent makes any recommendation as to whether you should tender any or all of your Notes. This announcement is not an offer to purchase any Notes or a solicitation of an offer to sell any Notes. The Tender Offer is being made solely by means of the Tender Offer Memorandum.**

## DISCLAIMER

NOT FOR DISTRIBUTION FROM, WITHIN, IN OR INTO THE UNITED STATES, ITS TERRITORIES AND POSSESSIONS (INCLUDING PUERTO RICO, THE U.S. VIRGIN ISLANDS, GUAM, AMERICAN SAMOA, WAKE ISLAND AND THE NORTHERN MARIANA ISLANDS) OR ANY STATE OF THE UNITED STATES OR THE DISTRICT OF COLUMBIA.

The Tender Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telephone and the internet. The Notes may not be tendered in the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States. Accordingly, copies of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located or resident in the United States, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

The distribution of the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Tender Offer Memorandum comes are required by the Offeror, the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions.

**This announcement is neither an offer to purchase nor the solicitation of an offer to sell any of the securities described herein, nor shall there be any offer or sale of such securities in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Tender Offer is made solely pursuant to the Tender Offer Memorandum dated July 6, 2022.**

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 Tender Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended that such Noteholder seeks its own financial and legal advice, including as to any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender Notes in the Tender Offer. None of the Offeror, the Dealer Manager or the Tender Agent makes any recommendation as to whether Noteholders should participate in the Tender Offer.

The communication of this announcement and any other documents or materials relating to the Tender Offer is not being made and such documents and/or materials have not been approved by an authorized person for the purposes of Section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Financial Promotion Order**”)) or persons who are within Article 43 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

Neither the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority (*Autoriteit voor Financiële Diensten en Markten / L' Autorité des Services et Marchés Financières / Financial Services and Markets Authority*) and does not constitute an offer to the public in Belgium to subscribe for or acquire the Notes. Accordingly, the Tender Offer may not be advertised and neither the Tender Offer Memorandum nor any other documents or materials relating to the Tender Offer (including any memorandum, information circular, brochure or similar document) has been or shall be distributed or made available, directly or indirectly, to (i) any person in Belgium other than “qualified investors” within the meaning of the Belgian law of 11 July 2018 on the public offering of investment instruments to trading on a regulated market (the “**Belgian Prospectus Act**”) or (ii) any person qualifying as “consumer” (*consument/consommateur*) for the purposes of Book VI of the Belgian code of economic law (*Wetboek van economisch recht/Code de droit économique*) of 28 February 2013, as amended from time to time. Insofar as Belgium is concerned, this announcement has been issued only for the personal use of the

above qualified investors and exclusively for the purposes of the Tender Offer. Accordingly, the information contained in this announcement, may not be used for any other purpose or disclosed to any other person in Belgium.

None of the Tender Offer, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer have been or will be submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* (“**CONSOB**”) pursuant to Italian laws and regulations. The Tender Offer is being carried out in the Republic of Italy (“**Italy**”) as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Italian Legislative Decree No. 58 of 24 February 1998, as amended (the “**Financial Services Act**”) and article 35-bis, paragraphs 4 and 7, letter a), number 1) of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Noteholders or beneficial owners of the Notes that are located in Italy may tender their Notes in the Tender Offer through authorized persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended, and Italian Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB, or any other Italian authority.

The Tender Offer is not being made, directly or indirectly, to the public in the Republic of France (“**France**”). This announcement and any other offering materials relating to the Tender Offer may not be distributed to the public in France and only to qualified investors as defined in Article 2(e) of Regulation (EU) 2017/1129. Neither this announcement, nor any such other offering materials have been or will be submitted for clearance to the *Autorité des marchés financiers*.

Neither this announcement nor any other offering or marketing material relating to the Tender Offer constitutes a prospectus as such term is understood pursuant to article 35 et seq. of the Federal Act on Financial Services (“**FinSA**”). When in doubt, investors based in Switzerland are recommended to contact their legal, financial or tax adviser with respect to the Tender Offer.

Any deadlines set by any intermediary will be earlier than the deadlines specified in the Tender Offer Memorandum.

This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. The Offeror assumes no obligation to update or correct the information contained in this announcement.