



AD-HOC RELEASE

AD-HOC DISCLOSURE ACCORDING TO ARTICLE 17 OF THE MARKET ABUSE REGULATION

Noratis AG decides on capital increase against cash contribution with subscription rights for existing shareholders

- Subscription period from 01.09.2020 to 15.09.2020 included
- Subscription ratio 4:1
- Subscription price per new share EUR 17,55
- Issue proceeds to be used for the acquisition of further real properties

Eschborn, 28 August 2020 – The Management Board of Noratis AG (ISIN: DE000A2E4MK4, WKN: A2E4MK, “Noratis”) has adopted today, with the approval of the Supervisory Board, a capital increase against cash contribution with subscription right of the existing shareholders. The subscription ratio is 4:1, which means that four existing shares entitle to the subscription of one new share. The subscription price amounts to EUR 17,55 per share. The subscription period runs from 1 September 2020 to 15 September 2020, 6pm. The share capital of Noratis AG is increased to up to EUR 4,818,027.00 – by partial use of the Authorized Capital 2020 by issuing up to 963,605 new shares with a proportionate amount in the share capital of one euro per share. The gross issuing proceeds amount to up to EUR 16.9 million. The cash inflow for the company is to be used for the acquisition of further real properties. The new shares are entitled to a dividend payment as of 1 January 2020 and are scheduled to be included in the stock market trading on 21 September 2020.

For the execution of the transaction the main shareholders Merz Real Estate GmbH & Co. KG (Merz) and Igor Christian Bugarski waive their proportionate subscription rights. Within the framework of a subsequent private placement, the unsubscribed new shares as well as the new shares from the main shareholder tranche will be offered to selected qualified investors at least at the subscription price. Merz has committed itself vis-à-vis ICF Bank, acting as lead manager in the transaction, and vis-à-vis the company to acquire all unsubscribed new shares within the framework of the private placement at the subscription price. Thereby the new shares from the main shareholder tranche, which are derived from the stake of Merz and Igor Christian Bugarski, are preferentially allocated to Merz. As a result, the stake of Merz in Noratis AG will rise following the capital increase.



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The public offer is made without prospectus in accordance with § 3.2 German Securities Prospectus Act (exemption from the obligation to publish a prospectus). Before shareholders and investors decide to exercise, acquire or sell any subscription rights or acquire or sell shares it is recommended to carefully read in particular the securities information sheet (*Wertpapierinformationsblatt*) of the company which is scheduled to be published on 28 August 2020 on the website of the company (www.noratis.de) in the section "Investor Relations".

Explanatory part

About Noratis:

Noratis AG (www.noratis.de) is a leading portfolio developer of residential properties in Germany. The company identifies and realizes potentials for tenants, owner-occupiers & investors, thereby creating and preserving attractive and at the same time affordable living space throughout Germany. Noratis specializes in the upgrading of ageing residential portfolios, mostly company-owned apartments, residential areas or housing estates in cities with more than 10,000 inhabitants and in peripheral areas of conurbations. After a successful development, the properties remain in the company's portfolio or are sold in the medium term to investors and/or individually to existing tenants, capital investors and owner-occupiers. In this way, Noratis creates a noticeable and sustainable added value for all stakeholders: from investors, employees and financing partners to current and future tenants. Noratis AG is listed on the Frankfurt Stock Exchange.

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