

AD HOC NEWS

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Munich, 8 October 2018

TTL Beteiligungs- und Grundbesitz-AG AG plans offering of up to 12,275,000 shares and thereby a significant increase in free float

- Proceeds from a planned capital increase are primarily to be used for the further growth of the affiliated company German Estate Group GmbH & Co. KG and to supplement the investment portfolio
- Offering of up to 12,275,000 shares relates to up to 8,800,000 New Shares from the planned capital increase with subscription rights and up to 3,475,000 shares from the holdings of existing shareholders
- Thereof, up to 10,600,827 shares are to be offered to institutional investors in a pre-placement process
- Following pre-placement, New Shares are to be offered to the existing shareholders in a subscription offering

TTL Beteiligungs- und Grundbesitz-AG ("TTL", "TTL AG" and together with its subsidiaries "TTL Group") (ISIN DE0007501009), a holding company focusing on the commercial real estate market, intends to increase its share capital from currently 21,075,000 by up to 8,800,000 shares ("New Shares") to a total of up to 29,875,000 shares. The New Shares will be issued from a capital increase against cash contribution out of authorised capital with subscription rights for the existing shareholders. The offering and admission to trading, which is planned to be completed by the end of this year, relates to the New Shares and up to 3,475,000 existing shares.

In a first step, up to 7,125,827 New Shares and up to 3,475,000 existing shares are to be "pre-placed" with institutional investors by way of a bookbuilding procedure. Up to 7,107,077 New Shares shall originate from subscription rights not exercised and to be assigned by existing shareholders. 18,750 New Shares relate to residual shares, for which subscription rights are to be excluded to achieve a straight subscription ratio.

The offer price to be fixed in the bookbuilding procedure for the pre-placement will determine the subscription price of the subsequent subscription offer. The subscription offer relates to 8,781,250 New Shares (excluding the residual shares) from the capital increase, which may be subscribed at a subscription ratio of 12 : 5. Thereof, subscription rights in relation to 7,107,077 shares are intended to be assigned by existing shareholders in a first step to enable allotments to investors in the pre-placement.

A free float ratio of more than 50 percent is targeted in this two-stage transaction. This would significantly improve the liquidity of TTL's share and clearly increase the visibility of TTL AG as a listed real estate company on the capital markets.

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THEO REICHERT (CEO)
THOMAS GRIMM (CFO)

CHAIRMAN OF THE SUPERVISORY BOARD

PROF DR GERHARD
SCHMIDT

The transaction is subject to the required resolutions of the Management Board and Supervisory Board regarding the capital increase, the approval of the securities prospectus (the "Prospectus") for the public offering and admission of the shares to trading by the German Federal Financial Supervisory Authority ("BaFin") and the subsequent registration of the capital increase with the commercial register.

TTL AG intends to use the net proceeds from the capital increase to further support the strong growth of the German Estate Group GmbH & Co. KG, in which the TTL Group holds a significant indirect stake, and for possible acquisitions to complement the investment portfolio at TTL AG level.

Bankhaus Lampe KG acts as Sole Global Coordinator in this transaction and as subscription agent during the subscription period, as well as Designated Sponsor in relation to the admission to XETRA listing starting from 8 October 2018.

Regarding further details of the offer and the associated risks, reference is made to the Prospectus. The Prospectus will be available at www.ttl-ag.de/en/CI2018 immediately after approval by BaFin.

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This document constitutes neither an offer to sell nor a solicitation to buy or subscribe for securities.

The subsequent offer is being made solely on the basis of a securities prospectus, still to be approved by the German Financial Supervisory Authority ("BaFin") and published thereafter. The information legally required to be provided to investors is contained only in the securities prospectus. The prospectus will be available at www.ttl-ag.de/en/investor-relations immediately after approval by BaFin.

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Forward-looking statements

Statements contained herein may constitute "forward-looking statements". Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "plan", "expect", "anticipate", "estimate", "believe", "intend", "project", "goal" or "target" or the negative of these words or other variations on these words or comparable terminology.

Forward-looking statements involve a number of known and unknown risks, uncertainties and other factors that could cause the Company's or its industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. The Company does not undertake publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.

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