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CTP N.V. receives 98.17% shareholder support for its transaction with Deutsche Industrie REIT-AG

AMSTERDAM, 28 January 2022 - CTP N.V. ("CTP" or the "Company") has received 98.17% shareholder support for its voluntary public takeover and delisting offer (the "Offer") for and contemplated merger with Deutsche Industrie REIT-AG (now named Deutsche Industrie Grundbesitz AG) ("DIR"). This includes a further 10.39% of the shares in DIR ("the DIR Shares") tendered during the additional acceptance period and a DIR shareholder with 4.67% of DIR Shares expressing support for the merger. A further 12.60% of DIR Shares was previously secured for the merger via non-tender commitments.

The total number of DIR Shares tendered in the Offer is in aggregate 25,951,833 DIR Shares, corresponding to approximately 80.90% of the outstanding share capital in DIR. Additionally, a DIR shareholder, holding 1,498,505 DIR Shares, has expressed its support for the transaction and the intention to vote in favour of the contemplated cross-border merger at the extraordinary general meeting of DIR. Entering into non-tender agreements, CTP also secured the support of 4,041,958 DIR Shares held by DIR's largest shareholder for the cross-border merger (12.60% of the outstanding DIR Shares), resulting in total support for the transaction of 98.17% as illustrated in the table below:

	Number of shares	% of total DIR Shares
Share consideration	25,937,060	80.85%
Cash consideration	14,773	0.05%
Total DIR Shares tendered	25,951,833	80.90%
Non-tender agreements	4,041,958	12.60%
Statement of intent ¹	1,498,505	4.67%
Total shareholder support	31,492,296	98.17%

On 26 October 2021, CTP set out its aims to combine DIR's proven track record of sourcing attractive logistics assets throughout Germany with CTP's development and asset management capabilities through the transaction. This is expected to provide a springboard to unlock further growth in Germany and beyond and strengthen CTP's position as continental Europe's largest listed owner, operator and developer of logistics and industrial properties.

Closing and settlement of the Offer, in which CTP is offering either a cash consideration of EUR 17.12 or a share consideration of 1.25 shares in the share capital of CTP (the "CTP Shares") for each tendered DIR Share (the "Share Consideration"), is expected to take place on 3 February 2022. During the acceptance period, a total of 25,937,060 tendered DIR Shares opted for the Share Consideration. Accordingly, a total of 32,421,325 CTP Shares will be issued, which will result in an increase of the total number of issued CTP Shares to 432,814,135 and representing an increase of 8.10% of CTP's issued share capital. As a result, the stake of its founder and CEO, Remon Vos, will reduce to c.76.91%.

The CTP Shares issued in the settlement of the Offer will be admitted to trading on Euronext Amsterdam on 3 February 2022 as per market open at 09:00 CET.

Further details about the Offer and the offer document can be found on CTP's website, at <https://ctp.eu/investors/takeover-offers/DIR-takeover>.

1. A DIR shareholder holding 1,498,505 DIR Shares (4.67%), issued to CTP a written statement of intent to support the merger in the envisaged EGM

Kempen & Co is acting as sole financial advisor, Sullivan & Cromwell and De Brauw Blackstone Westbroek are acting as legal advisors and Flick Gocke Schaumburg is acting as tax advisor to CTP.



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About CTP

CTP is Continental Europe's largest owner, developer and manager of logistics and industrial real estate by gross lettable area, owning over 7.1 million m² of space in nine countries per September 30, 2021. The company expects to expand its portfolio to 10 million m² GLA by year-end 2022, a year earlier than the target set out at its Euronext IPO at the end of March 2021. CTP is the only developer in the region with its entire portfolio BREEAM certified and on track to reach carbon neutral operations this year, underlying its commitment to being a sustainable business.

Important information

This announcement is for information purposes only and neither constitutes an offer to purchase or exchange nor an invitation to sell or to make an offer to exchange, securities of Deutsche Industrie REIT-AG (now named Deutsche Industrie Grundbesitz AG) ("**DIR**") or CTP N.V. ("**CTP**"). The binding terms and further provisions regarding the public takeover and delisting offer (the "**Offer**") are disclosed in the offer document approved by the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht). Investors and holders of securities of DIR are strongly recommended to read the offer document and all announcements in connection with the Offer as soon as they are published, as they contain or will contain important information.

The Offer is made exclusively under the laws of the Federal Republic of Germany, especially under the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz – "WpÜG"). The Offer is not executed according to the provisions of jurisdictions other than those of the Federal Republic of Germany. Thus, no other announcements, registrations, admissions or approvals of the Offer outside of Federal Republic of Germany have been filed, arranged for or granted. Holders of securities of DIR cannot rely on having recourse to provisions for the protection of investors in any jurisdiction other than the Federal Republic of Germany. No U.S. federal or state securities commission or regulatory authority has approved or disapproved of the transaction or passed upon the adequacy or accuracy of the information in the offer related documents. Any representation to the contrary is a criminal offence in the United States of America ("**United States**").

Subject to the exceptions described in the offer document as well as any exemptions that may be granted by any competent regulatory authority, a takeover or delisting offer is not being made directly or indirectly, in any jurisdiction where to do so would constitute a violation of the national laws of such jurisdiction.

The Offer will result in the acquisition of securities of a Germany company and is subject to German disclosure requirements, which differ from those of the United States. The financial information included or referred to in the offer documents has been prepared in accordance with non-U.S. accounting standards and, accordingly, may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States.

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The Offer is made in the United States pursuant to an exemption from the U.S. tender offer rules provided by Rule 14d-1(c) under the U.S. Securities Exchange Act of 1934, as amended (the “**U.S. Securities Exchange Act**”), and the issuance of shares in the Offer will be pursuant to an exemption from registration provided by Rule 802 under the U.S. Securities Act of 1933, as amended (the “**U.S. Securities Act**”), and the Offer is otherwise made in accordance with the applicable regulatory requirements in Germany. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

It may be difficult for U.S. holders of shares to enforce their rights and any claims arising under the U.S. federal securities laws, since CTP and DIR are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court’s judgment.

To the extent permissible under applicable law or regulation, and in accordance with German market practice, CTP or its brokers may purchase, or conclude agreements to purchase, securities in DIR, directly or indirectly, outside the Offer, before, during or after the period in which the Offer remains open for acceptance. The same applies to other securities which are directly convertible into, exchangeable for, or exercisable for securities in DIR. These purchases may be completed via the stock exchange at market prices or outside the stock exchange at negotiated conditions. Any information on such purchases will be disclosed as required by law or regulation in Germany or any other relevant jurisdiction.

To the extent that any announcements on this website contain forward-looking statements, such statements do not represent facts and are characterized by the words “expect”, “believe”, “estimate”, “intend”, “aim”, “assume” or similar expressions. Such statements express the intentions, opinions or current expectations and assumptions of CTP and the persons acting in conjunction with CTP, for example with regard to the potential consequences of the Offer for DIR, for those shareholders of DIR who choose not to accept the Offer or for future financial results of DIR. Such forward-looking statements are based on current plans, estimates and forecasts which CTP and the persons acting in conjunction with CTP have made to the best of their knowledge, but which do not claim to be correct in the future. Forward-looking statements are subject to risks and uncertainties that are difficult to predict and usually cannot be influenced by CTP or the persons acting in conjunction with CTP. It should be kept in mind that the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements.

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