

30 August 2024
Announcement no. 265

German High Street Properties A/S initiates rights issue with pre-emptive rights for its existing shareholders with proceeds of up to approx. EUR 6 million of which EUR 4.2 million is guaranteed

The board of directors (the “Board”) of German High Street Properties A/S (the “Company”) has resolved to initiate a rights issue with pre-emptive rights for its existing shareholders (the “Existing Shareholders”) with a view to raise up to DKK 44,462,548 (or approx. EUR 6 million) in gross proceeds by issuing between 428,630 and 609,076 new shares (the “New Shares”) at a subscription price of DKK 73.00 per New Share (the “Subscription Price”) (the “Offering”).

As further described below, the Company’s major shareholder, Kartago Property ApS, has undertaken, subject to customary terms and conditions, to subscribe for New Shares for a total amount of DKK 31,290,000 (or approx. EUR 4.2 million).

The terms of the Offering, including the maximum gross proceeds of EUR 6 million (reduced from EUR 8 million referred to in company announcement no. 262), has been set to facilitate a cost and time efficient Offering with due regard to the Company’s capital structure and contemplated use of proceeds, as outlined below.

The Offering is made at a subscription ratio of 1:5, meaning that each of the Company’s Existing Shareholders will be allocated one (1) Pre-emptive Right per existing share held, and that five (5) Pre-emptive Rights are required to subscribe for one (1) New Share at the Subscription Price of DKK 73.00. Further information on the Offering is set out below.

Reasons for the Offering and use of proceeds

The purpose of the Offering is to strengthen the Company’s capital base and liquidity reserves. The expected net proceeds (between approx. EUR 4.11 and 5.87 million) will be applied at the discretion of the Company for general corporate purposes, provided the Company expects to apply a minimum of EUR 4 million to repay part of the Company’s debt and thereby decrease ongoing capital expenses.

Key terms of the Offering:

- The Offering comprises up to 609,076 New Shares of nominally DKK 10. The Offering is subject to a minimum of 428,630 New Shares being subscribed for.
- If completed, the gross proceeds will be between approx. DKK 31.29 and 44.46 million and net proceeds expected between DKK 30.59 and 43.76 million after deduction of costs and expenses payable by the Company in relation to the Offering.
- Each holder of existing shares in the Company (the “Existing Shares”) registered as such with VP Securities A/S (“Euronext Securities”) on 4 September 2024 at 17:59 CEST will be allocated one (1) Pre-Emptive Right for each Existing Share held. Five (5) Pre-Emptive Rights allow for subscription of one (1) New Share against payment of the Subscription Price.
- The subscription period for the new shares starts on 5 September 2024 at 9:00 CEST and ends on 18 September 2024 at 17:00 CEST (the “Subscription Period”).
- Any Pre-Emptive Rights that are not exercised during the Subscription Period will lapse. Holders of lapsed Pre-Emptive Rights will not be entitled to any compensation.
- New Shares that have not been subscribed for by Existing Shareholders during the Subscription Period (“Remaining Shares”) may, without compensation to the holders of unexercised Pre-Emptive Rights, be subscribed for by other Existing Shareholders that have given investment undertakings before the end of the Subscription Period (see further below).

- Based on the size of the Offering and in accordance applicable exemptions under the Prospectus Regulation (EU) 2017/1129, no prospectus or other offering circular will be published in connection with the Offering.

Guarantee undertakings

The Company's major shareholder, Kartago Property ApS, has undertaken, subject to customary terms and conditions, to subscribe (by itself and/or through a subsidiary) for New Shares for a total amount of DKK 31,290,000 (or approx. EUR 4.2 million), either through exercise of Pre-emptive Rights by and/or by subscribing for any Remaining Shares (as defined below). No fee is paid to the guarantor.

Terms and conditions of the Offering

Subscription ratio and allocation of Pre-Emptive Rights

Existing Shareholders registered as such with Euronext Securities on 4 September 2024 at 17:59 CEST will be granted free of charge one (1) Pre-Emptive Right for each Existing Share held. Five (5) Pre-Emptive Rights allow for subscription of one (1) New Share against payment of the Subscription Price.

Existing Shares will on and after 3 September 2024 be traded exclusive of Pre-Emptive rights (provided that the Existing Shares are traded with a customary two-day/T+2 settlement period).

The Pre-Emptive Rights will be delivered to the Existing Shareholders' accounts with Euronext Securities in book-entry form. The Pre-Emptive Rights will be admitted to trading and official listing on Nasdaq Copenhagen A/S ("Nasdaq Copenhagen") and can be traded in the period from 3 September 2024 at 9:00 CEST and until 16 September 2024 at 17:00 CEST. An application to this effect has been submitted to and approved by Nasdaq Copenhagen.

The New Shares

The New Shares are issued pursuant to a resolution by the Board to exercise the authorization under Article 4.1 of the Company's articles of association to increase the Company's share capital. The New Shares will, once duly registered with the Danish Business Authority, rank *pari passu* and carry the same rights as the Existing Shares and will not be subject to any restrictions on transferability.

Upon exercise of pre-emptive rights and following receipt by the Company of the Subscription Price, certificates representing the New Shares will be issued under the temporary ISIN code DK0063182902. During the period that the certificates for the New Shares are registered under the temporary ISIN code, they will not be admitted to trading. After registration of the capital increase with the Danish Business Authority (expectedly on 24 September 2024), the New Shares will be admitted to trading and official listing on Nasdaq Copenhagen under the Company's permanent ISIN code DK0060093524, expectedly on 26 September 2024. The temporary ISIN code of the New Shares is expected to be merged with the permanent ISIN code for the Company's shares no later than on 27 September 2024 through Euronext Securities.

Subscription period

The Subscription Period for the new shares will run from 5 September 2024 at 9:00 CEST to 18 September 2024 at 17:00 CEST.

Instructions to exercise Pre-emptive Rights related to the New Shares are irrevocable. Once a holder of Pre-Emptive Rights has exercised the Pre-Emptive Rights by subscribing for New Shares, such subscription cannot be withdrawn or modified by the holder.

Completion and withdrawal of the Offering

Completion of the Offering is conditional upon the Offering not being withdrawn by the Company. While the Board expects the Offering to be completed, the Board may suspend or withdraw the Offering at any time before the capital increase resulting from the subscription of the New Shares have been registered with the Danish Business Authority.

In case the Offering is not completed:

- Any Pre-Emptive Rights not exercised during the Subscription Period will lapse, and holders of Pre-Emptive Rights will not be entitled to compensation.
- Any exercise of Pre-Emptive Rights that has taken place will be cancelled automatically. The subscription amount for New Shares will be refunded to the last registered owner of the New Shares as at the date of the withdrawal of the Offering (less any transaction costs).
- Any investors who have acquired New Shares will receive a refund of the subscription amount for such New Shares (less any transactions costs, such as bank fees). Consequently, such investors will incur a loss corresponding to the difference between the purchase price of such New Shares and the subscription amount and any related transaction costs.
- Trades of Pre-Emptive Rights executed during the Rights Trading Period will not be affected, and any investors having acquired such Pre-Emptive Rights will incur a loss corresponding to the purchase price of such Pre-Emptive Rights and any relating transaction costs.

Minimum and maximum subscription amount

Holders of Pre-Emptive Rights may subscribe for as many New Shares as their holding of Pre-Emptive Rights allows. No compensation will be paid to holders of unexercised Pre-Emptive Rights.

Remaining Shares

Any Remaining Shares may be subscribed for by Existing Shareholders who have undertaken to subscribe for Remaining Shares before expiry of the Subscription Period. Subscription of Remaining Shares shall take place on a separate subscription form which subject to certain limitations may be obtained by contacting the Company. In case such Remaining Shares are oversubscribed, any Remaining Shares will be allocated by the Board at its discretion.

Procedure for exercise or trading in Pre-Emptive Rights

Holders of Pre-Emptive Rights wishing to subscribe for New Shares are required to do so through their own custodian institution or other financial intermediary in accordance with the procedures of such institution or intermediary.

The Pre-Emptive Rights will be admitted to trading and official listing on Nasdaq Copenhagen under ISIN code DK0063182829. The Pre-Emptive Rights can be traded on Nasdaq Copenhagen from 3 September 2024 at 9:00 CEST (the "Rights Trading Period").

Payment for and delivery of New Shares

Holders of Pre-Emptive Rights must, upon exercise of such Pre-Emptive Rights, pay DKK 73.00 per New Share subscribed for to the Company (free and clear of any deductions, fees, charges, etc.). Payment must be made in DKK on the date of subscription and in no event later than 18 September 2024 at 17:00 CEST. New Shares will be delivered to the relevant investors' accounts with Euronext Securities in the temporary ISIN code DK0063182902.

Expected timetable of principal events

Date	Description
30 August 2024	Resolution by the Board to exercise its authorization to increase the share capital and initiate the Offering
30 August 2024	Announcement of the Offering
2 September 2024	Last day of trading of Existing Shares incl. Pre-Emptive Rights
3 September 2024	First day of trading of Existing Shares excl. Pre-Emptive Rights
3 September 2024	Start of Rights Trading Period
4 September 2024	Allocation of Pre-Emptive Rights in Euronext Securities (Allocation Time)
5 September 2024	Start of Subscription Period for New Shares
16 September 2024	End of Rights Trading Period
18 September 2024	End of Subscription Period and Deadline for Payment of New Shares

20 September 2024	Allocation of any Remaining Shares
20 September 2024	Publication of results of the Offering
24 September 2024	Deadline for payment of subscription amounts for Remaining Shares
24 September 2024	Registration of the capital increase resulting from the New Shares with the Danish Business Authority and issuance of the New Shares through Euronext Securities (under temporary ISIN code)
24 September 2024	Completion of the Offering
26 September 2024	Expected first day of trading on Nasdaq Copenhagen of the New Shares under the existing ISIN code
27 September 2024	Expected merger of the temporary ISIN code for the New Shares and the existing ISIN code for the Existing Shares in Euronext Securities

The above timetable may be subject to changes. Any such changes will be announced through Nasdaq Copenhagen.

For inquiries, please contact:

Hans Thygesen, Chairman of the Board of Directors
+ 45 8110 0800

Disclaimers:

Notice to investors in the United States of America

This announcement is not for publication or distribution, directly or indirectly, in or into the United States of America or any other jurisdiction in which such release, publication or distribution would be unlawful. This announcement is for information purposes only and does not constitute an offer to sell or issue, or a solicitation of an offer to buy, subscribe for or otherwise acquire any securities in the united states (including its territories and possessions, any state of the United States and the district of Columbia (collectively, the "United States")) or any other jurisdiction in which such offer or solicitation would be unlawful or to any person to whom it is unlawful to make such offer or solicitation.

The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), and may not be offered or sold in the united states, except pursuant to an applicable exemption from the registration of the securities act and in compliance with any applicable securities laws of any state or other jurisdiction of the united states, except pursuant to an applicable exemption from the registration requirements and in compliance with any applicable securities laws of any such state, province or other jurisdiction (as the case may be).

Notice to investors in the European Economic Area

This announcement is not a prospectus and has been prepared on the basis that any offers of the New Shares referred to herein in any Member State of the European Economic Area (the "EEA") will be made pursuant to an exemption under Regulation (EU) 2017/1129 on prospectuses and the Danish Capital Markets Act. The information set forth in this announcement is only being distributed to, and directed at, persons in Member States of EEA, where Regulation (EU) 2017/1129 applies and who are considered qualified investors ("Qualified Investors") within the meaning of Article 2(e) of Regulation (EU) 2017/1129 on prospectuses.

Notice to investors in the United Kingdom

In the United Kingdom, the information in this announcement is only being distributed to, and is only directed at Qualified Investors (a) who are investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Order")

or (b) persons falling within Article 49(2)(a)-(d) (“high net worth companies, unincorporated associations etc.”) of the Order, or (c) persons to whom it may otherwise lawfully be communicated.