Roadshow Presentation

March / April / May

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A Fully Integrated and Specialized Real Estate Investment Manager

CORESTATE Capital Group

€ c28bn
Assets under Management

CORESTATE
Capital Group

~800 FTEs | 45 Offices | 9 Countries

>40% *
EBITDA Margin

STANDARD & POOR'S
BB (negative)
Corporate Credit Rating

c € 6bn
Deal Pipeline in RE Debt & Equity

€ c1.2bn
Fund Volume in Real Estate Mezzanine

* mid-point financial outlook 2021

CORESTATE Capital Group

Creating a Leading Real Estate Financing Platform

AFS with perfectly complementary business	▪ Financing advice with focus on **small/mid size tickets** ▪ **Structuring** of **private debt financings**, mainly for real estate ▪ Placement with **institutional clients** ▪ **Issuing, proprietary trading** and **placements** of financial instruments
Strong Strategic Rationale for Acquisition	▪ **Disrupted** and constrained **credit markets** ▪ Perfectly **complementary businesses** ▪ Together **deepening** of real estate financing **value chain** ▪ Debt and equity **cross-selling** opportunities ▪ Transaction enables at least **c € 10 m** of annual **run rate synergies**[1] and will be **earnings accretive**
Key Terms of Transaction	▪ Purchase price of **€ 113m** (considering € 17m cash) ▪ **8.5m new Corestate shares** and **€ 5m in cash** – Implied 2021E FV/EBITDA multiple of **6.5x** (based on mid-point of AFS 2021E EBITDA guidance and excluding synergies) ▪ Up to **1.5m** new shares in total could be issued over next three years as earn-out: 0.5 m shares in 21E, 0.5 m shares in 22E, and 0.5 m shares in 23E ▪ The new shares are subjected to a **long-term lock-up**
Envisaged Timeline	▪ Offer announcement: 14 January 2021 ▪ Closing of transaction: Q2-2021

[1] Annual run rate synergies expected to be achieved within the next three years

Enhanced Real Estate Debt Offering for our Clients to go with our Diversified Product Line-up

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One-Stop-Shop	Equity Product Range					Debt Product Range (*after Closing of AFS Acquisition)			
Products	Residential	City Quarters	Office	Logistics	Micro Living	*Senior Loan	*Whole Loan	Mezzanine	Debt Advisory and Structuring
Return[1]	3.5%-4.5%	3.5%–5%	3.5%–4%	4%-6%	5%–5.5%	3%–5%	5%–7%	10%–13%	Fee Based

Integrated Platform

- Asset & Property Management
- Fundraising, Reporting, Risk Management, Financing etc.

Clients / Investors

Semi Institutional	Institutional	Retail
(>300)	(>100)	(>70.000)

Significant underallocation to (German) Real Estate: currently 9.8%, target between 11-13%[2]

Integration of AFS balances our equity range and helps expand our debt business

[1] After costs. The returns are based on average performance from the past. All figures are preliminary and only represent forecasts that are not guaranteed;
[2] Research as of 2019.

Members of the Management Board

René Parmantier (CEO)
Business Development & Corporate Strategy, M&A,
Corporate Communications, Equity Raising,

Sebastian Ernst (Chief Debt Investment Officer)
Private Debt & DCM

Nils Hübener (CIO)
Investment & Asset Management

Daniel Löhken (Chief Legal & HR Officer)
Legal, HR, Compliance, ESG & Risk Management

Johannes Märklin (Chief Debt Finance Officer)
Private Debt & Structuring

Lars Schnidrig (CFO)
Finance, Accounting, Controlling, IR

* Further information and full CVs on our website

Highlights of FY 2020

Strength and Duration of Second Wave of COVID-19 Changed Risk Perspective

Operations and Valuations massively hampered in crisis

- Partially interruption and shifts in Real Estate transaction market
- Client focus on lower risk-return profiles (residential, A/B locations)
- Revaluations in subsectors Retail, Office and Serviced Apartments/Hotel
- Reversal of 4 major Micro-Living projects
- Extraordinary impairment on Atos Capital goodwill (commercial AM business)
- Non-operational one-off effects
- Balance sheet loaded with products for growth through 2020 [higher risk-return profiles]
- EBITDA decline and deployed capital in (co-)investments strains financial leverage

STAM acquisition closed and integration on track

Realignment of governance & management structure

AFS acquisition signed: creating a unique powerhouse of RE debt solutions

- Broadening of client reach and deepening of product range in real estate financing
- Closing expected in Q2 2021

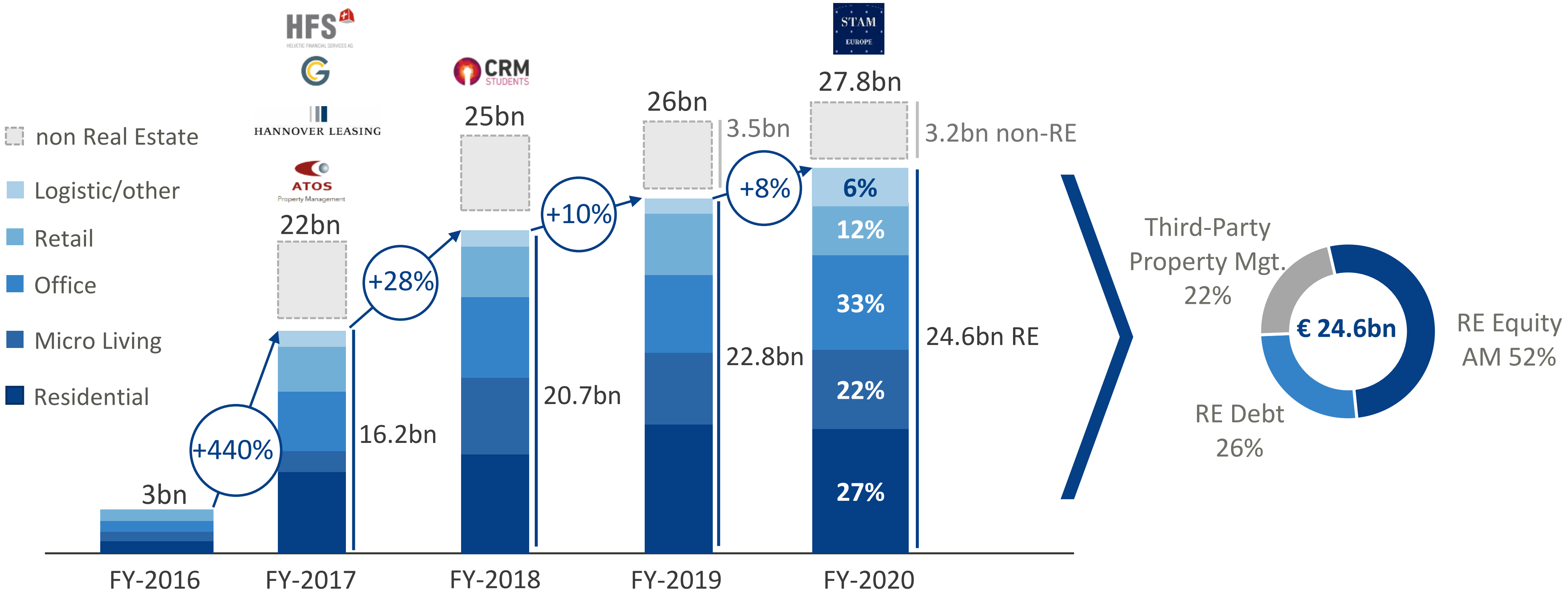
Corestate's Assets under Management on Record High

Assets under Management

- **+1.3%** net organic growth in RE AuMs overcompensating revaluation effects
- Planned decrease in non-Real Estate AuMs by c € 300m

Sourcing Pipeline

- RE Debt mezzanine pipeline **c € 400m** (project volume > € 2bn)
- RE Equity sourcing pipeline **c € 3.9bn** → c 23% in advanced status (LoI/DD)



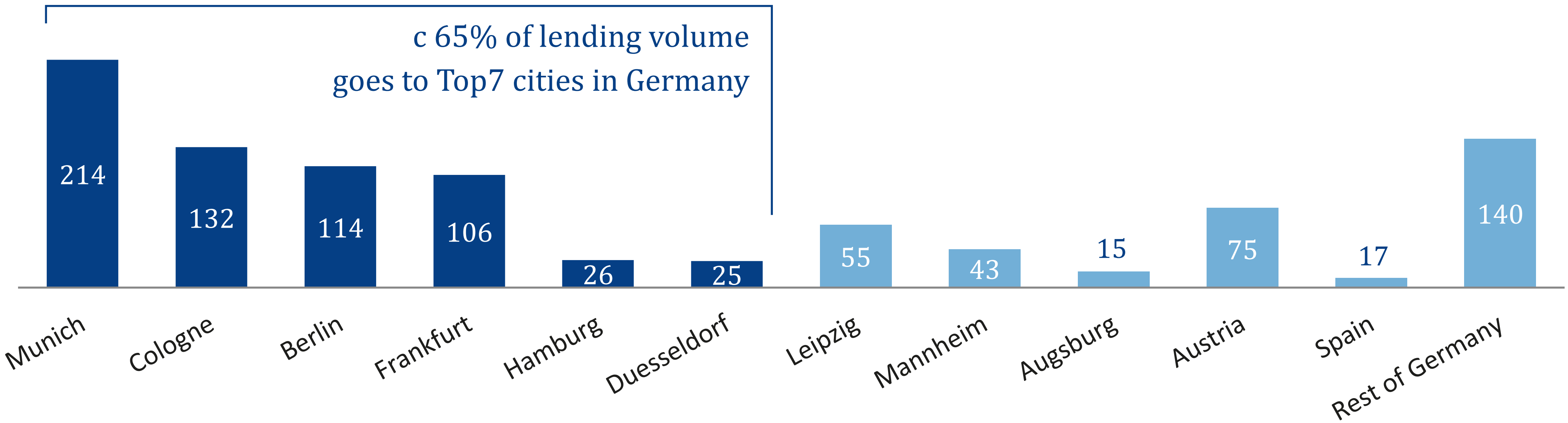
Real Estate Debt – Broadly Robust Despite Crisis

Uses of Mezzanine Funds at the End of FY-2020

- Total committed fund volume: **c € 1.2bn**
- # of financed projects: **53**
- Ø size of mezzanine financing: **c € 22.6m**
- ~ **60%** in residential/city quarter projects
- COVID-19 impact: revaluation in 2 projects and higher risk provisioning

- Fund volume with seasonally typical outflows, but will grow significantly in 2021
- Record financing pipeline due to tightened credit environment and supportive macro drivers
- Complementary AFS business opens synergies in products and clients

Regional Break Down of Outstanding Financings (in m€)



Key Figures FY-2020 – Revenues in line with Guidance, Earnings Substantially Burdened by Extraordinary Effects

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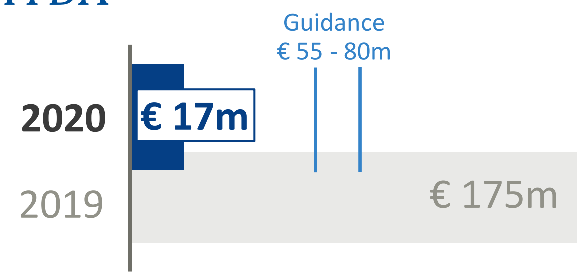
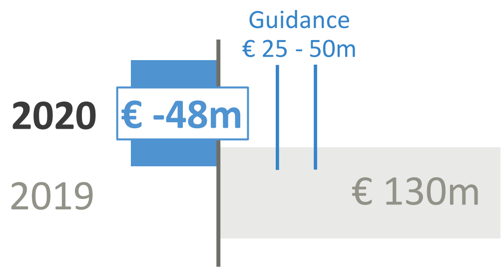
Aggregated Revenues & Gains

EBITDA



Adjusted Net Result



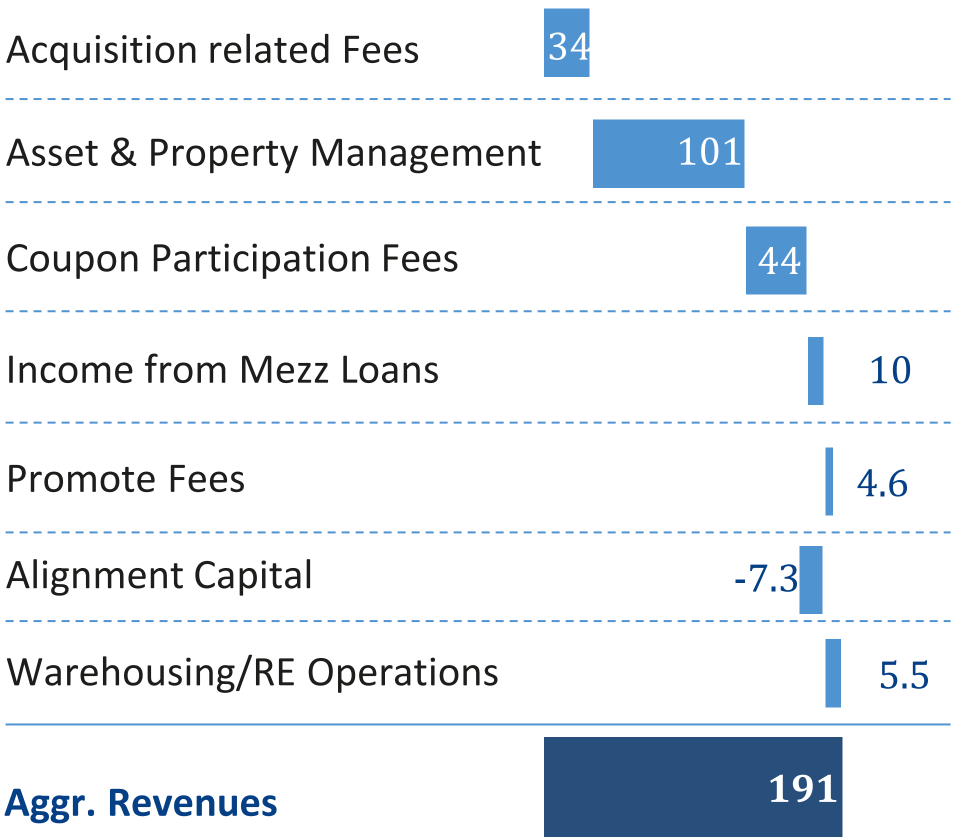
- Acquisition fees and management fees relatively stable
- **Lower CPF** due to valuation effects and higher risk provisioning
- Drop in income from alignment capital and warehousing driven by market conditions and > **€ -16m value adjustments** in commercial & serviced apartment co-investments

- Main extraordinary expense items
  - **c € -20m impairment** from reversal of 5 major micro-living developments and partially fee refunds in 6 other serviced apartment projects
  - **> € -2m** alteration of **aperiodic performance fees**
  - **> € -7m** one-offs for **personnel expenses** (management board changes and efficiency program)
  - **c € -2m transaction costs** (STAM/corp. events)
- Inelasticity of cost base and burdens from focus adoptions to changing clients´ needs

- **c € -22m** goodwill depreciation on **Atos**
- **c € -11m** one-off tax effect
- Reported net result **€ -69m**

Revenue Stream and Key P&L Figures

Revenue Split-up for FY 2020
(in m€)



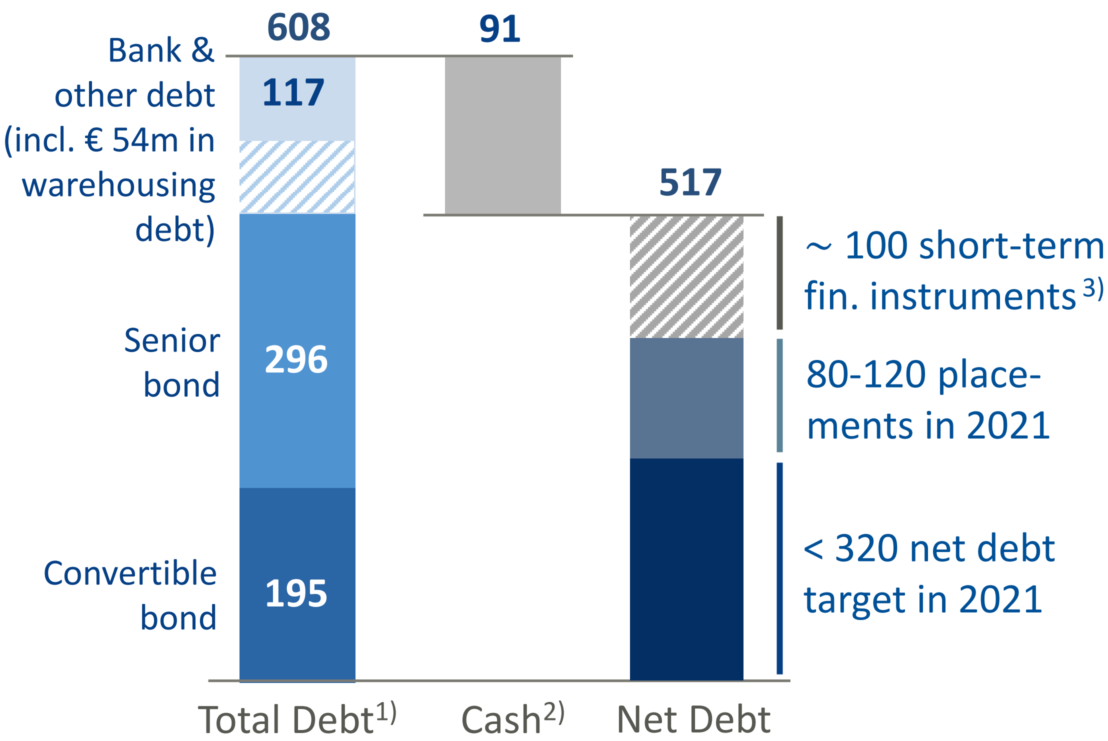
Key P&L Figures FY 2020
(in m€)

Aggr. Revenues	**191.4**	*100%*
Expenses from RE Investment Mgt.	-117.7	*61.5%*
Alignment capital expenses	-17.3	*9.0%*
Warehousing expenses	-5.6	*2.9%*
G&A expenses	-45.4	*27.7%*
Other Income	11.2	*5.9%*
EBITDA	**16.6**	*8.7%*
D&A	-54.7	*28.6%*
EBIT	**-38.1**	-
Financial result	-23.8	*12.4%*
Net profit	-68.9	-
Adj. net profit	**-47.5**	-

Key Balance Sheet Figures Set Back in 2020 with Coherent Route to Recovery

Debt Overview at the End of FY-2020

in m€



- **Net debt** increase to **€ 516m** driven mainly by temporary higher HFS bridge lending
- Reiteration of **net debt reduction plan** with key measures
  - Obligatory redemption of c € 100m short term financial instruments (mezzanine loans) in H1-2021
  - Placements out of inventories, associates/ JVs and financial instruments (€ 80-120m) in H2-2021
  - Further >€ 60m in 2022 from co-investments
- **Financial leverage** FY-2020 at >**30x**; normalized by one-off items[4] at **c 8x** → mid-term target range of between 2.0x and 3.0x confirmed (incl. IFRS 16
- Straight Bond and Convertible Bond not affected by higher leverage (>3.5x limits only issuing of new debt instruments)

1) Total financial debt adjusted for rental and leasing liabilities of € 27m
2) incl. restricted cash
3) € 104m short-term mezzanine lending with contractual repayment in H1-2021
4) Net debt / normalized operational EBITDA of € 64m (adj. by € 16m value corrections in co-investments, € 20m financial corrections on micro living project fees, € 11m on aperiodic, personnel one-off and transaction costs)

Clear Focus on Investors, Reduction of Complexity and Bundeling of Sales Forces as Clear Path for Sustainable Growth

CORESTATE Capital Group

Key Strategic Tools

Initial Operative Steps (already taken)

Coherent Product Offer across entire RE value chain

- Bolt-on of full-service **private debt** range (AFS acquisition) ✓
- Focus on **Core/Core+** ✓
- Systematic **product innovation** (i.a. City Quarter, Whole-Loan) ✓

Strengthened **Equity Raising** & strict **Investor Focus**

- New **Head of Equity Raising** ✓
- Clear DACH focus ✓
- Fully integrated sales team structure ✓

Leverage **Group Synergies**

- Consistent **x-sell** betw. **debt** and **equity** (life cycle coverage) ✓
- Full enhancement of ancillary **RE services** (i.a. Fund Mgt & PM)
- Agile business development and selective acquisitions/JVs

Simplifying and **Operational Excellence**

- Reduction of **complexity** and **double function**
- **Realignment** of senior management team and org structure ✓
- Harmonized and improved **quality standards** (TOM) ✓

Authentic and comprehensive **ESG** orientation

- Measuring of **ecological footprint** of all assets ✓
- Converting German portfolio to **green electricity** ✓
- Readiness for **fully fledged ESG-themed** products ✓

2021 with Strong Growth Perspective on all Major Income Lines

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Market Assumptions

- COVID-19 impacts will decrease gradually starting in Q2 of 2021
- Stabilization of asset valuations
- Catch-up effects latest in Q3 from positive macro environment, investments pressure and transaction volumes

Revenue Split-up for FY 2021

(in m€)

RE Equity Transaction Fees [1]	20-35	▪ Transaction volume € 2-3bn ▪ Pick-up in investment activities
RE Debt Transaction Fees [2]	30-40	▪ Fostered debt business with € 1-2bn new financing volume (AFS only H2)
RE Equity Asset & Property Mgt. Fees	80-90	▪ Growing AuM base
RE Debt Asset Mgt. Fees & CPF [3]	80-90	▪ Prospering mezzanine business (CPF)
Warehousing / RE Operations [4]	5-15	▪ Placement of inventories ▪ AFS with slight impact
Alignment Capital	0-10	▪ Cautious assumptions on development of co-investments
Aggr. Revenues	**235-260**	

[1] Incl. acquisition related fees, sales and promote fees
[2] Incl. HFS underwriting fees, AFS structuring fees and new issue profits (pro rata temporis from 7-2021)
[3] Incl. HFS asset mgt. fees, Coupon Participation Fees, mezzanine lending
[4] Incl. AFS trading results (pro rata temporis from 7-2021)

Gaining Momentum on Profitability and De-Risking

Financial Outlook 2021 *

Aggr. Revenues	adj. EBITDA	adj. Net Profit
€ 235-260m	€ 90-115m	€ 50-75m

- AFS considered pro rata (incl. synergies): c € 16m revenues, c € 10m EBITDA and c € 7m net profit
- Cost program with savings of € 10m
- 2021 OpEx ratio c 50% (adj. G&A 20-25m)
- Adjustments in 2021
  - € 5-10m AFS transaction costs
  - c € 15m AM contracts deprecation
- Slightly increasing tax rate 15-17%
- Deleveraging as key financial aim with leverage ratio **<3x** end of 2021

Change of **AGM** date to **28 June 2021** (again as fully virtual event)

* The outlook takes into account the currently foreseeable impact of the COVID-19 pandemic on the business activities and the economic environment of the company

Appendix

Appendix: AFS – Growth Track Record with a Focus on Small to Mid-sized Tickets

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€ 2.4 m (Revenue 2018)
€ 1.1 m (EBITDA 2018)

€ 20.8 m (Revenue 2019)
€ 12.9 m (EBITDA 2019)

Guidance FY21
€ 25 – 30 m (Revenue 2021E)
€ 15 – 20 m (EBITDA 2021E)

July 2018
Commencement of business as a company in accordance with Section 34c Gewerbeordnung (loan broker)

May 2019
BaFin licence as financial services provider

August 2020
BaFin licence as a securities trading bank

>40 transactions since 2019

>€ 3.0 bn financing volume in 18 months

Grew from 3 founders to 20+ full time employees

270 years of experience

Banking License
- BaFin regulated securities trading bank licensed (Section 32 of the German Banking Act) to provide a range of banking transactions and financial services

Real Estate Structuring and Consulting
- Arranged and structured real estate loans

Placement, Investment and Acquisition Brokerage, Investment Advice
- Brokered and placed originated loans and secured financings

Real Estate Underwriting
- Further increase of revenue through primary issuance and secondary trading of illiquid securities

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1 HFS Fund Expansion

- Combination with AFS will accelerate fund raising for **HFS mezzanine** funds and **whole loan** with new target fund size of **€ 2 bn+**
- The **joined platform** will significantly **diversify** the current **debt value chain** from the mezzanine business of HFS on the product side

2 Cross Sell Products

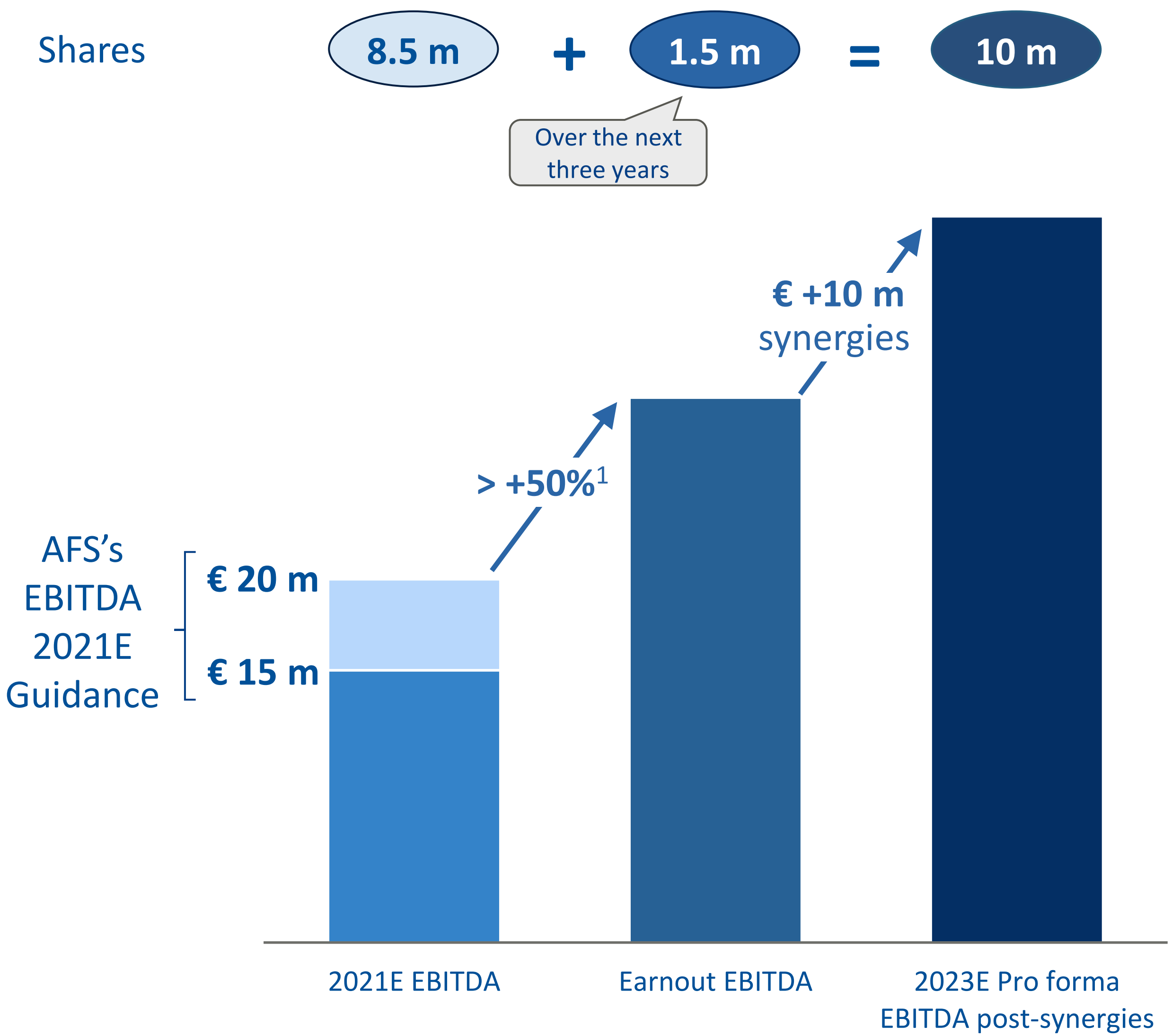
- Complementary **investor bases** with ability to **cross sell** products
- AFS substantially expand **client base** at Corestate (additional corporate and RE clients) with wide range of synergies effects
- More **than 80% of AFS** clients will be new to Corestate
- AFS deals create additional **asset management** opportunities

3 Cost Rationalization

- Operational cost savings across combined business

Identified **annual run rate synergies** of at least **€ 10 m** within the **next three years**

Appendix: AFS – Fundamental Value in Excess of € 170 m

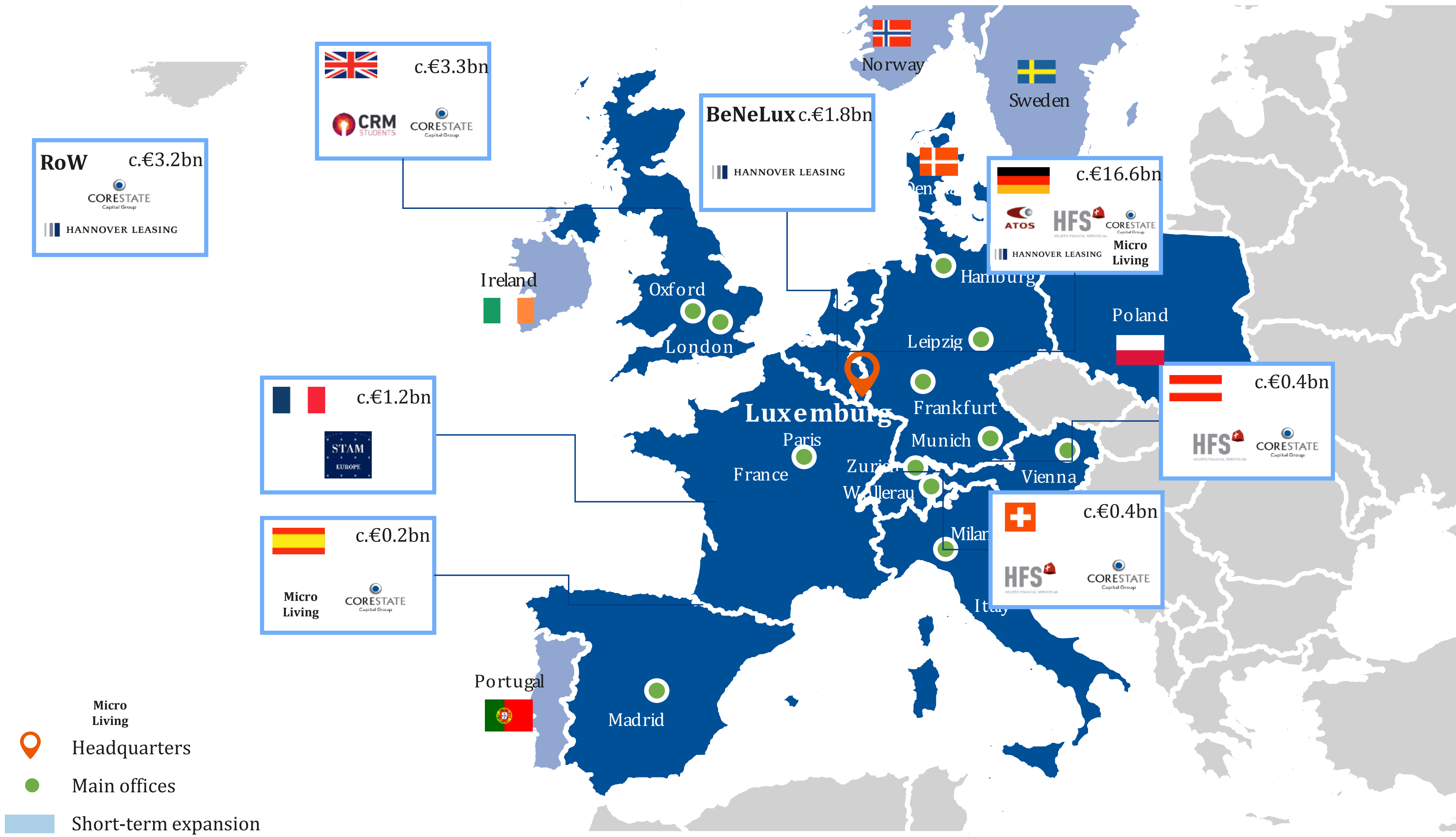


Financial Rationale

- ✓ Expansion of Corestate debt product
- ✓ Earnings accretive
- ✓ € 10 m of annual run rate synergies[2]
- ✓ Supportive for deleveraging

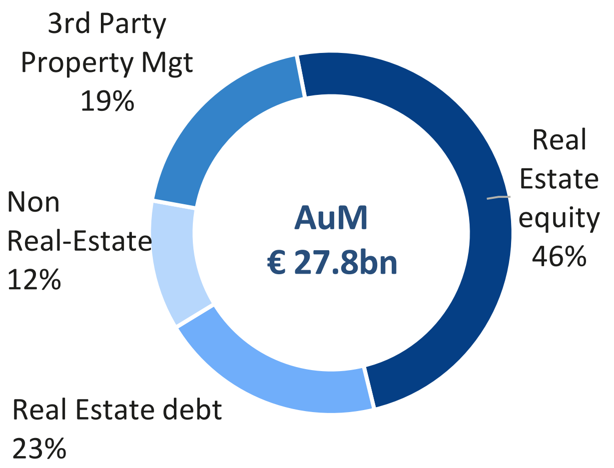
[1] From midpoint of 2021E EBITDA; [2] Annual run rate synergies expected to be achieved within the next three years.

Appendix: Corestate diversified geographic exposure and expected near-term expansion

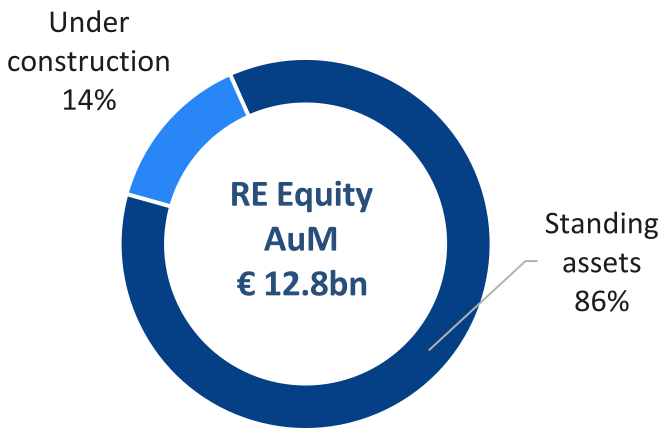


Appendix: Breakdown RE AuM

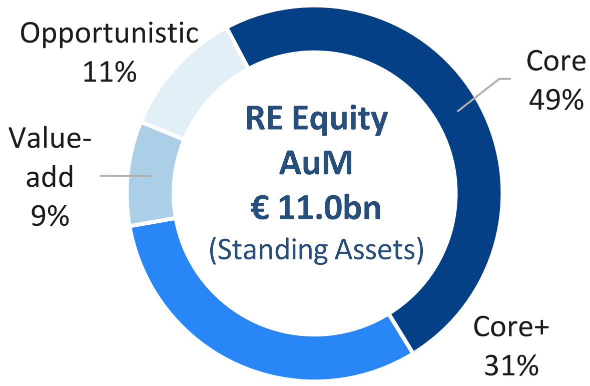
AuM Distribution



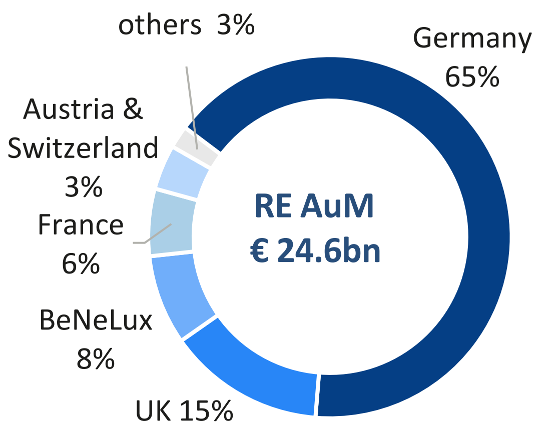
Completion/Status (RE AuM)



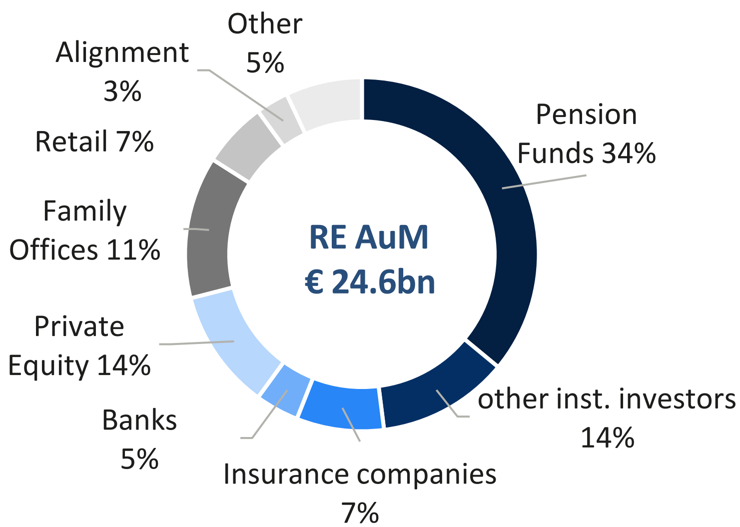
Risk Classes (RE standing AuM)



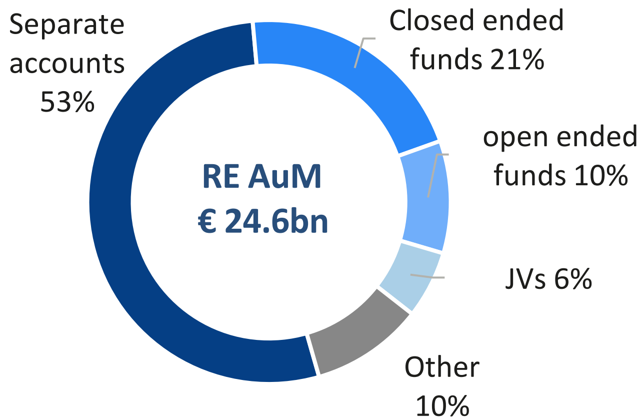
Countries (RE AuM)



Clients (RE AuMs)



Funds structures (RE AuM)



Appendix: Maturity, Risk Segment, Asset Classes Profile

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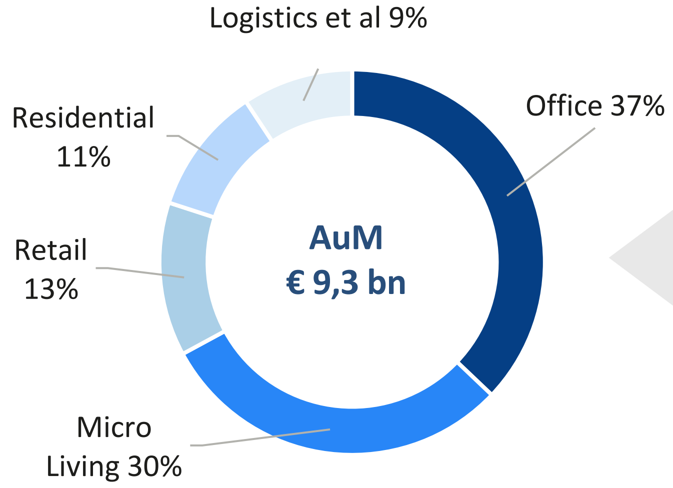
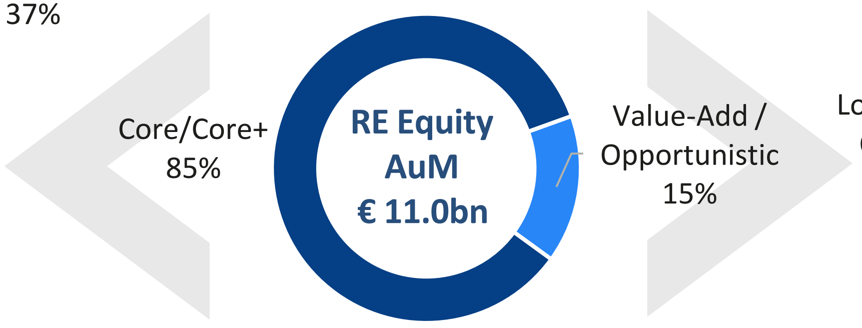
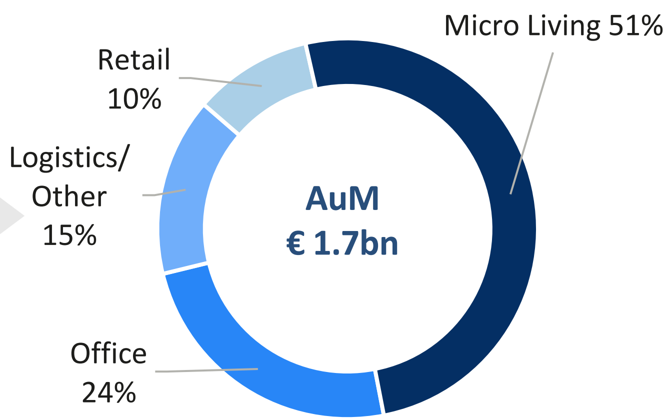
Asset Classes in Risk Segment Core/Core+



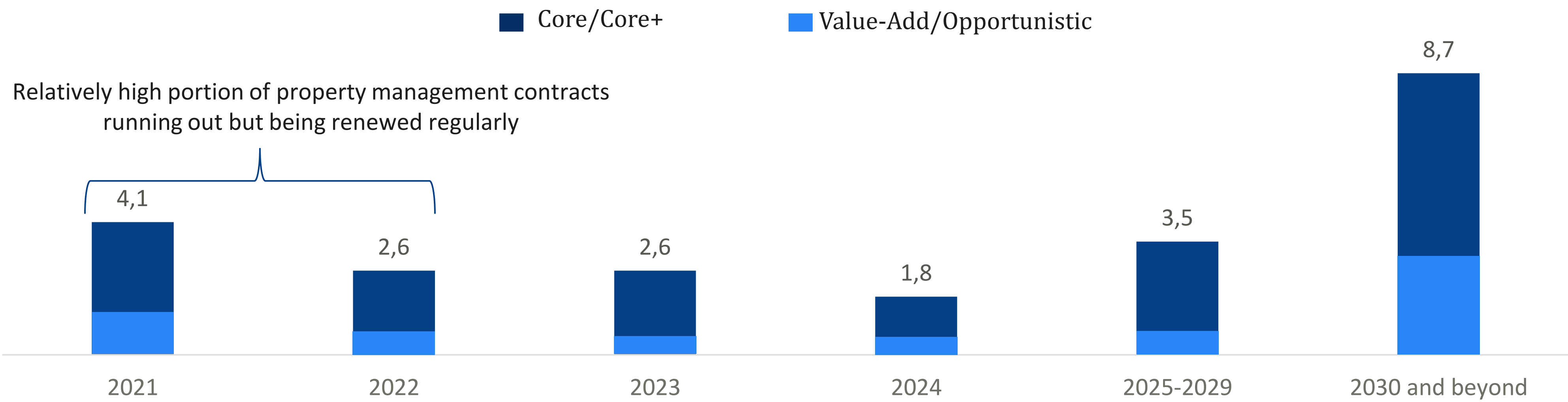
AuM Risk Cluster (Standing Assets)



Asset Classes in Risk Segment Value-Add/Opportunistic



RE Equity AuM (€ 18.1bn) Maturity Profile & Risk Segments (in €bn)



Appendix: ESG Strategy – Road to 2025 and YoY Progress (2018-2019)

Reduction in CO_2-emissions* by
2% annually
20% by 2025
- 12 %

Increase in energy efficiency* by
5% annually
30% by 2025
- 10 %

Reduction in water comsumption* by
2% annually
20% by 2025
- 12 %

Reduction in residual waste*
2% annually
20% by 2025
- 13 %

Increase in the proportion of
women in management by 5% annually
30% by 2025
on track

Introduction of a
Guideline for employee well-being
updated every 12 months
on track

Development of at least
5 ESG partnerships with major tenants
by 2025
on track

Support of
A CC Charity incl. Soli-Employee Days
annually from 2020
1 charity supported

Implementation of a
Compliance & Governance Training
of all employees, annually as of 2019
done

Ensure that every employee has signed an
ethics declaration
annually from 2020
done

Implementation of
12 ESG Comittees
to ensure compliance with set targets, annually as of 2019
done

Compliance with the highest standards in
investor transparency
continued and continuous
done

1 per m² in the year of the total portfolio; 2 Figure reflects the development from December 2018 to December 2019; since summer 2019 (publication of ESG targets) the share has increased by 7%. More details on the next page; 3 Will address changes from the corona crisis by including new work topics; 4 Postponed until 2021 due to corona crisis, not communicated as annual target

Appendix: FY 2020 Profit & Loss Statement

(€ m)	FY 2020	FY 2019
Revenue from Acquisition Related Fees	33.9	35.1
Revenue from Asset and Property Management	144.5	175.3
Revenue from Promote and Sales Fees realized	4.6	8.8
Income from Mezzanine Loans	10.3	17.1
Revenue from Real Estate Investment Management	**193.3**	**236.2**
Management expenses	(117.7)	(95.2)
Earnings from Real Estate Investment Management	**75.6**	**141.0**
Net Rental Income	5.5	11.2
Revenue from Service Charges	0.9	3.5
Net Gain from Selling Property Holding Companies	(0.8)	18.7
Total Income from Real Estate Operations / Warehousing	5.5	33.4
Expenses from Real Estate Operations / Warehousing	(5.6)	(19.2)
Earnings from Real Estate Operations / Warehousing	**(0.1)**	**14.2**
Earnings from Alignment Capital	**(24.7)**	**21.6**
General and Administrative Expenses	(45.4)	(24.6)
Other Income	11.2	22.8
EBITDA	**16.6**	**175.0**
Depreciation and Amortisation	(54.7)	(31.1)
EBIT	(38.1)	143.9
Net Financial Expenses	(23.8)	(23.25
EBT	(61.9)	120.4
Income Tax gains / expenses	(7.0)	(11.6)
Net Profit for the Period	(68.9)	108.8
of which attributable to equity holders	(69.1)	108.5

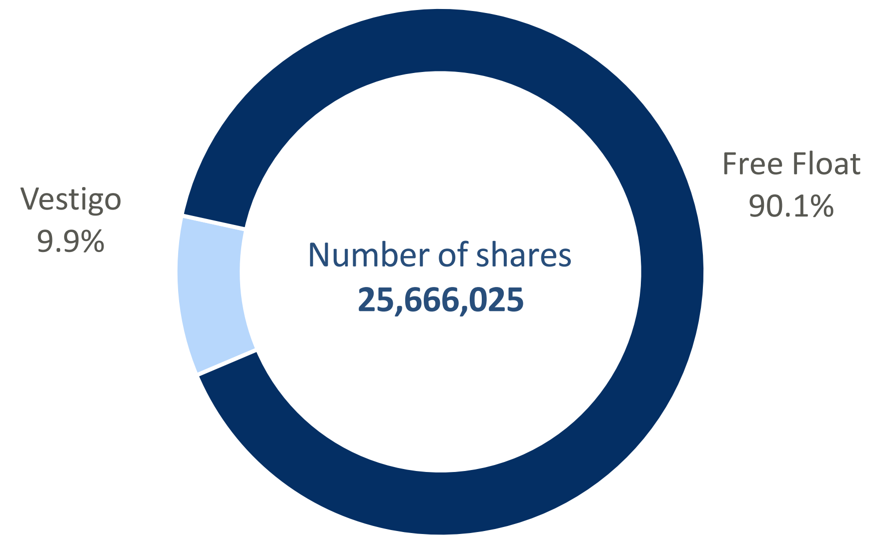
Appendix: Balance Sheet as of 31 December 2020

CORESTATE Capital Group

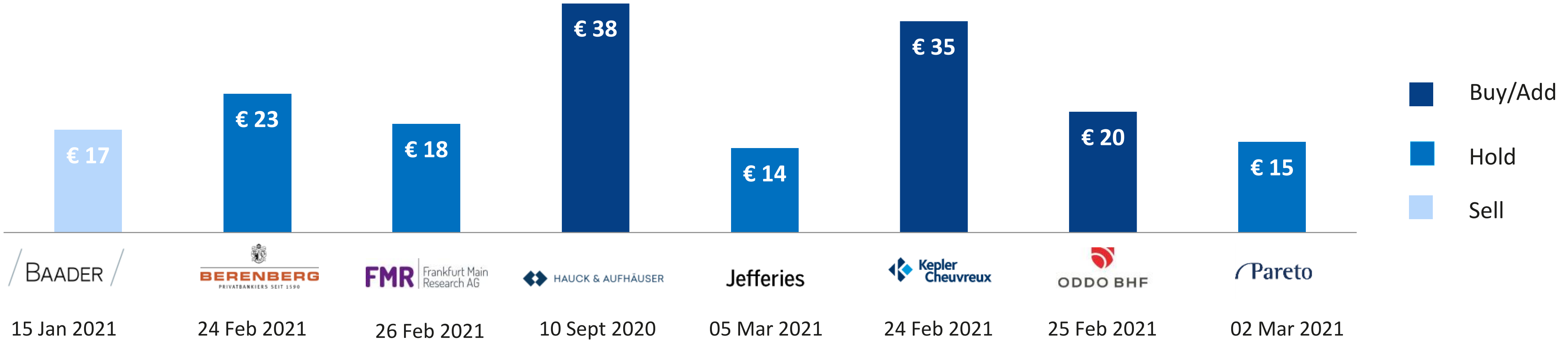
(€ m)	31 Dec 2020	31 Dec 2019
Non-Current Assets		
Goodwill	577.7	567.1
Other Financial Instruments	153.9	172.2
Intangible Assets	87.8	109.6
Investment in Associates and Joint Ventures	120.8	126.5
Other Non-Current Assets	116.4	104.9
Total Non-Current Assets	**1,056.6**	**1,069.9**
Current Assets		
Inventories	73.8	62.3
Cash and Cash Equivalents	68.2	103.2
Other Current Assets	266.5	183.0
Total Current Assets	**408.5**	**348.5**
Total Assets	**1,465.0**	1,418.4
Total Equity	**688.5**	**676.3**
Long-term Financial Liabilities to Banks / Bonds	495.6	524.2
Other Long-term Financial Liabilities	29.3	20.9
Other Non-Current Liabilities (sum, incl. other non-current Liability positions)	23.9	17.4
Total Non-Current Liabilities	**548.8**	**562.5**
Current Liabilities		
Short-term Financial Liabilities to Banks	68.7	47.7
Other Short-term Provisions	10.1	13.9
Other Current Liabilities (sum, incl. other current Liability positions)	148.9	117.9
Total Current Liabilities	**227.7**	**179.5**
Total Equity and Liabilities	**1,465.0**	**1,418.4**

Appendix: Shareholder Structure and Research

Shareholder Structure (acc. to latest public filing)



Average target price €28.9



IR Contact and Financial Calendar 2021

Investor Contact

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Financial Calendar 2021

24 February	Publication preliminary results for FY 2020
24 March	Annual financial report 2020
19 May	Publication results for Q1
28 June	Annual General Meeting
11 August	Publication results for H1
10 November	Publication results for first nine months

Please note that these dates
may be subject to change