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Invitation to acquire New Super Senior Notes and New Shares by professional investors and qualified investors by submitting an offer until 30 June 2023

Luxembourg, 16 June 2023 – As announced in the invitations to the creditors' meetings (the "**Creditors' Meetings**") of the holders of the EUR 200,000,000 1.375% convertible bonds 2022 (ISIN: DE000A19SPK4 / WKN: A19SPK, the "**Convertible Bonds 2022**") and the EUR 300,000,000 3.5% notes 2023 (ISIN: DE000A19YDA9 / WKN: A19YDA, the "**2023 Notes**" and together with the Convertible Bonds 2022 the "**Notes**") each issued by Corestate Capital Holding S.A. ("**Corestate**" or the "**Company**"), published on 2 June 2023 in the Federal Gazette and on the homepage of the Company, – subject to compliance with securities law, supervisory law and other legal requirements – holders of the Notes who each hold at least 14 Notes and who are professional investors and qualified investors are invited to submit offers ("**Offers**") for the pro rata acquisition of:

- (a) new secured notes to be issued by Corestate with a total nominal amount of EUR 37 million and a denomination of EUR 100,000 each, which will have priority over the Notes (as amended in accordance with the resolutions of the Creditors' Meetings scheduled for 21 June 2023) with respect to the repayment of principal, the payment of cash interest and the distribution of any proceeds from the realization of collateral ("**New Super Senior Notes**"); and
- (b) new shares of the Company ("**New Shares**").

The ratio at which holders of Notes can make Offers to acquire New Super Senior Notes is the pro rata amount, i.e. the ratio of the number of Notes divided by the number of New Super Senior Notes, rounded up to an integral multiple of one (1), i.e. 14:1. Holders of Notes must therefore hold 14 Notes in order to acquire one (1) New Super Senior Note, 28 Notes in order to acquire two (2) New Super Senior Notes, etc. For each New Super Senior Note to be acquired, the relevant subscribing holder of Notes has to pay an amount of EUR 100,000 in cash to the Company. In addition, per New Super Senior Note to be acquired, such holder has to make a payment to the Company in an amount of EUR 57.93 (EUR 0.00018055 per New Share) for the acquisition of 320,871 New Shares.

The acquisition described above can only take place in such a way that New Super Senior Notes and a corresponding number of New Shares are acquired uniformly in the above-described ratio, i.e. for each acquisition of a New Super Senior Note for an amount of EUR 100,000, an acquisition of 320,871 New Shares for a total of EUR 57.93 (EUR 0.00018055 per New Share) takes place. An isolated acquisition of New Super Senior Notes or of New Shares is excluded, New Super Senior Notes can only be acquired together with the corresponding number of New Shares and vice versa.

The capital providers involved in the bridge financing of the Company have committed to subscribe for the New Super Senior Notes and the New Shares that are not subscribed for by the holders of the Notes (so-called backstop financing in the amount of up to EUR 37 million nominal). The proceeds from the subscription or sale of the New Super Senior Notes and the New Shares will be used to repay the bridge financing.

This invitation to acquire New Super Senior Notes and New Shares of the Company is directed exclusively at professional investors and qualified investors within the meaning of Art. 2 lit. (e) of the European Prospectus Regulation (REGULATION (EU) 2017/1129), who are either (i) non-U.S. persons outside the United States (each as defined in Regulation S under the U.S. Securities Act of 1933, as amended from time to time (the "Securities Act")) or (ii) qualified institutional buyers as defined in Rule 144A of the Securities Act, who are also qualified purchasers as defined in Section 2(a)(51) and the Rules 2a51-1, 2a51-2 and 2a51-3 of the United States Investment Company Act of 1940, as amended from time to time. No public offering of the New Super Senior Notes and the New Shares of the Company to the public is made. No prospectus will be prepared in connection with the invitation to acquire the New Super Senior Notes and the New Shares.

The Company hereby invites professional investors and qualified investors who are holders of at least 14 Notes to make an offer to acquire New Super Senior Notes and a corresponding number of New Shares. Such holders of Notes who wish to acquire New Super Senior Notes and a corresponding number of New Shares must submit an offer to the Company to acquire New Super Senior Notes and New Shares on the basis of an acquisition and subscription agreement provided by the Company ("**Commitment and Subscription Letter**").

According to the Commitment and Subscription Letter, holders of Notes who wish to make an acquisition offer must provide certain evidence regarding their holding of Notes, their authorization to act, their identity (so-called Know Your Customer documents), their status as professional investor and qualified investor as well as assurances concerning their status as professional investor and qualified investor and the compliance with securities law, supervisory law and other legal requirements and must commit to comply with certain transfer restrictions.

The deadline for submitting Offers expires on 30 June 2023 (24:00 CEST) (cut-off date).

Interested holders of Notes who wish to make an acquisition offer must submit a valid offer to the Company on the basis of a Commitment and Subscription Letter (signed by them) before the expiry of this cut-off date. The deadline for the acceptance of Offers by the Company expires on 10 July 2023.

In order to be able to submit an acquisition offer in due time, interested holders of Notes who meet the acquisition requirements are requested to contact the Company as soon as possible at the following e-mail address:

Corestate Capital Holding S.A.
re "New Super Senior Notes"
e-mail: ssn@corestate-capital.com

Upon proof of ownership and identity of the relevant holders of Notes, the corresponding acquisition documents (including the Commitment and Subscription Letter and any Know Your Customer forms) (the "**Subscription Documents**") will be provided by the Company. The acquisition process essentially involves the following steps:

1. As soon as possible, interested holders of Notes contact the Company by e-mail at the above e-mail address, providing the required evidence regarding investor status.
2. Sending of the Subscription Documents by the Company to the respective holders of Notes.
3. Submission of a binding acquisition offer (binding commitment) that is binding until 10 July 2023 (24:00 CEST) by the respective holders of Notes legally effectively executing and delivering of a Commitment and Subscription Letter on or before 30 June 2023 (24:00 CEST; deadline).
4. Proof of ownership of the relevant Notes via a depository bank statement to be delivered on or before 7 July 2023 (24:00 CEST) with 30 June 2023 as the cut-off date by the respective holders of the Notes.
5. In the period from 7 July to 10 July 2023 the Company reviews all received Offers and will accept eligible Offers by 10 July 2023 by countersigning and returning the relevant Commitment and Subscription Letter.
6. The settlement of the acquisition of the New Super Senior Notes and New Shares will be carried out through ODDO BHF SE as the settlement bank. Holders of Notes who have validly subscribed for New Super Senior Notes and New Shares must transfer the corresponding acquisition price in cash to an account of the Company held with the settlement bank upon request by the Company in accordance with the Commitment and Subscription Letter.
7. The issuance of the New Super Senior Notes and the New Shares shall take place immediately before the effectiveness of the amendments to the terms and conditions of the Notes in accordance with the resolutions of the Creditors' Meetings scheduled for 21 June 2023.

Further details and the exact procedure are set out in the Commitment and Subscription Letter. Furthermore, details regarding the required proofs of holding of the Notes, representation proofs, proofs of investor status and customer identification (KYC documents - generally: articles of association/bylaws, commercial register extract, evidence of the signing persons' authority to represent) should, as needed, be coordinated with the Company as early as possible - also before the acceptance of the acquisition offer by the Company - in order to ensure that the above-mentioned schedule can be adhered to.

The proposed schedule and sequence of events may be subject to adjustments, which the Company will determine with the settlement bank.

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About Corestate Capital Holding S.A. (Corestate)

CORESTATE is an investment manager and co-investor with € 17.3 billion in assets under management in the core business (as of 30 Sep 2022). The Company sees itself as a manager for the entire length of the real estate value chain. Thanks to its fully integrated real estate platform, it is able to offer investors a wide range of services, especially the opportunity to invest in large-scale societal trends such as urbanisation, demographic shifts or sustainability – trends that will continue to have a decisive influence on the living and working environment in the long term. The consistent focus on asset classes that will be successful in the long run constitutes a central cornerstone of the company strategy. At CORESTATE, all concepts are supported with ESG expertise that is unique to the industry. With more than 400 experts, CORESTATE offers clients and investors a full range of services and consultation from a single source, from project financing and real estate management to sales. CORESTATE is listed on the Frankfurt Stock Exchange and operates as a respected business partner for institutional and semi-institutional investors as well as high-net-worth private investors in 11 countries across Europe, with offices in Frankfurt, Munich, Zurich, Paris, and Madrid. Please visit www.corestate-capital.com for further information.

Forward-looking statement

This press release may contain certain forward-looking statements based on current assumptions and forecasts made by our management. Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial position, development or performance of the Company and the estimates given here. These factors include those described in published reports. These reports are available on our website www.corestate-capital.com. The Company assumes no obligation whatsoever to update these forward-looking statements or to conform them to future events or developments. No inappropriate significance should be attached to forward-looking statements, which apply only to the date of this communication.

Important notice

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