



Aggregate Holdings S.A. enters into binding agreement in relation to sale of VIC Properties to a consortium led by institutional investors

- **Total enterprise value of the VIC sale amounts to more than €670 million**
- **Simplification of Aggregate’s capital structure and refocusing operations on Germany**
- **Significant reduction in Aggregate group net debt by more than €670 million**
- **No residual liabilities expected relating to VIC upon completion of the Transaction**

Luxembourg 17 March: Aggregate Holdings S.A. (“**Aggregate**”) announces that today it has entered into a binding agreement in relation to the sale of 100% of the share capital of its subsidiary VIC Properties S.A. (“**VIC Properties**”, or “**VIC**”), one of the largest real estate developers in Portugal, and other matters (the “**Transaction**”). The sale is to a consortium led by the institutional investors AlbaCore Capital Group, Mudrick Capital Management L.P. and Owl Creek Asset Management L.P., and the existing VIC management team. The Transaction forms part of Aggregate’s strategy to simplify its capital structure and asset base, and refocus on its core German markets.

The total enterprise value of the Transaction is more than €670 million, which will also result in a reduction in Aggregate’s consolidated net debt by more than €670 million upon the closing of the Transaction. As at 30 June 2022, VIC had net assets of €1,150 million and total assets of €1,882 million, including goodwill of €1,135 million. The sale of VIC will be at a premium to net tangible assets and a discount to net assets. Under the terms of the Transaction, Aggregate will receive an equity participation entitling it to receive 5% of all net distributions to the new investors in excess of €1 billion.

The Transaction contemplates the transfer of all assets of VIC, notably the following three projects under its ownership: Prata Riverside Village and Matinha, located on the Lisbon waterfront, and Pinheiro, located near Comporta, in addition to all employees. The three developments have a combined total gross floor area of c.570,000 sqm and, once fully licensed and developed, will have provided approximately 3,000 new apartments for the city of Lisbon and a wide range of residential and tourism units, including a luxury high-end hotel offering, to the region of Comporta and Melides.

In combination with the sale, there will be a consent solicitation exercise for the holders of €250 million 3.00 percent secured Pre-IPO Convertible Bonds due 2025 (ISIN:XS1964739715) (the “**VIC Convertible Bonds**”) to approve certain amendments, including releasing Aggregate from its existing guarantee and any future obligations related to the VIC Bonds and permitting additional borrowing.

The Transaction is expected to close in the second quarter of 2023 and is subject to closing conditions.

This Transaction demonstrates the increasing interest in Portugal as an investment market for international investors that has occurred since Aggregate acquired VIC in 2018. The existing VIC management team will remain in charge to lead VIC into the next phase of its development, with further capital to be committed by the institutional investors following the Transaction.

“With this transaction, Aggregate has successfully sold VIC Properties, Portugal’s leading residential developer, at a premium to net tangible book value, while simultaneously reducing its total debt and re-focusing fully on Germany. Aggregate has again proved its ability to undertake successful transactions even in a challenging macroeconomic environment. We wish the new shareholders and continuing management team every success in leading VIC Properties into the next phase of its development”, commented Cevdet Caner, Chief Executive Officer of Aggregate.

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About Aggregate Holdings

Aggregate Holdings S.A. is a predominantly German-focused real estate investment company, with significant presence also in Portugal. As at H1 2022, the company had €7.9 billion of assets and a project portfolio with €10.2 billion Gross Development Value. In its Build & Hold division, Aggregate owned Quartier Heidestrasse, the largest mixed use real estate development project in central Berlin with c.371,000 sqm of gross floor area (“GFA”), Fuerst, the prime commercial asset located on Kurfuerstendamm in central Berlin with c.183,000 sqm of GFA, and Walter and Green Living projects in Berlin with a combined GFA of c.762,000 sqm.

Important Notice

This announcement contains statements about Aggregate and/or VIC that are or may be forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "goals", "should", "would", "could", "continue", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "hopes", "projects" or words or terms of similar substance or the negative thereof, are forward looking statements.

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