





01 | TO OUR SHAREHOLDERS



ÜBerlin

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#### HALF-YEAR FINANCIAL REPORT H12020

## FOREWORD BY THE MANAGEMENT BOARD

#### Dear Shareholders, dear Business Partners, dear Ladies and Gentlemen,

In the second quarter of 2020, Consus Real Estate AG continued to operate the business through the challenges of the coronavirus pandemic, while executing significant strategic transactions. In May, the company announced two significant upfront sales with a combined transaction value of around €1.1 billion which will substantially reduce the company's level of net debt and leverage. The remaining portfolio is almost exclusively based in the top 9 cities with an increased forward sold ratio and an enhanced residential focus.

Progress on its deleveraging strategy was demonstrated through 2 major sales in May 2020: On 8 May 2020 the company announced the sale of assets amounting to around €690 million, resulting in the reduction of project debt by around €475 million. The agreed sales price represented a double-digit premium to the market values as of

31 December 2019 for the respective projects. The gross development value ("GDV") of the development projects disposed of is €2.3 billion.

On 20 May 2020, a further significant asset sale of GDV €2.0 billion was announced and again the development projects were sold at a premium to the market values appraised as of 31 December 2019. This transaction results in a further reduction of project finance debt by around €390 million and, subject to closing adjustments and conditions, is expected to close in Q3 2020. A portion of the proceeds could be reinvested in new development projects in the medium term. The divestment of these development projects further focuses Consus' portfolio on residential developments in top 9 cities, as the assets sold had a significantly greater proportion planned for commercial use. With both these upfront sales, Consus will have achieved total upfront sales vear to date of GDV €4.3 billion, and will have a remaining development portfolio with a GDV of €8.0 billion. The proportion of the remaining portfolio that has been forward sold, is under LOI or in negotiation for a forward sale will increase materially to 32%, further reducing development and business risks.

In addition, the company completed the acquisition of the remaining 25% minority stake in Consus RE AG, its largest subsidiary, in July 2020 to simplify the corporate structure. As a consequence, the company currently holds 100% of the shares in Consus RE AG.

On 29 June 2020, ADO Properties S.A. ("ADO") announced that it has exercised its call option to acquire control of Consus and announced on 6 July 2020 that ADO has successfully closed the call option and has acquired control. ADO also announced that they intend to launch a public voluntary tender offer to all remaining minority shareholders of Consus in due course.

ADO has announced that it intends to change the Company's business strategy to focus on build-to-hold as part of the combined group. Under a revised business strategy, Consus expects that certain forward sales and upfront sales currently planned for 2020, which would have contributed to the Company's 2020 results, will not be undertaken. For this reason, Consus has withdrawn its guidance of an Adjusted EBITDA of approx. €450m for 2020.

The Consus Group has had a successful second quarter of 2020. Overall performance of €490.4 million increased significantly year-on-year by 47.0% Our key performance indicator, EBITDA pre-PPA and pre-one-offs (Adjusted EBITDA),

reached €136.3 million (Q2 2019: €121.6 million), leading to an adjusted EBITDA pre-PPA margin of 22.2%. The company reports its figures on a pre purchase price allocation ('PPA') and pre-one-off basis in order to remove the accounting impact of the acquisitions and highlight the underlying business performance. LTM Adjusted EBITDA reached €359.1 million (FY 2019: €344.3 million), reflecting the continued underlying growth in the business. Reported Net debt / LTM Adjusted EBITDA at 30 June 2020 reduced to 7.3x.

Consus is pleased to have again achieved growth and strategic transformation against the backdrop of challenging economic conditions.

The Annual General Meeting of Consus Real Estate AG will be held in Berlin on 15 October 2020 as a virtual event due to the coronavirus pandemic. All required information for our valued shareholders will be made available on the Consus website.

We would like to thank our shareholders for their trust in Consus and we hope for your continued support alongside our next important milestones in the future development of Consus. We would like to extend our appreciation to all of our employees, whose daily efforts and expertise make Consus stronger by the day.

**THEODORUS GORENS** *Member of the Management Board* 





# SHAPING THE PRESENT BUILDING THE FUTURE



#### HALF-YEAR FINANCIAL REPORT H112020

# CONSUS FACTS & FIGURES

Consus Real Estate AG, headquartered in Berlin, is the leading real estate developer in the top 9 cities in Germany with a gross development volume, pro forma for the recently announced disposals, of €8bn. Consus focuses on the development of residential complexes and standardised multi-storey residential construction, which are sold to institutional investors through forward sales. ADO Properties S.A., the strategic shareholder of Consus, announced that it intends to change the business strategy of Consus to a build-to-hold approach. Consus has a strategic co-operation agreement with ADO Properties S.A. where it works together with ADO on its

residential development portfolio. As part of the agreement, CONSUS has provided a right to ADO to allow it to match any offer from a third party on residential development projects worked on together.

Thanks to its own construction competence and the digitalisation of construction processes, Consus operates along the entire value chain of real estate development. Consus delivers the realisation of projects from planning and execution to handover, property management and related services through its subsidiaries Consus RE AG and Consus Swiss Finance AG.

#### PROJECT DEVELOPMENTS WITH A GDV OF

8.0\*

billion Euros <sup>o forma for signed</sup> 02 | CONSOLIDATED INTERIM FINANCIAL STATEMENTS 03 | CONDENSED NOTES

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# Q1 HIGHLIGHTS



#### New project in Mannheim: Revitalisation of the "Konradhaus"

With the revitalisation of the "Konradhaus", a former office building in the Mannheim district Wohlgelegen/ Neckarstadt-Ost, Consus is creating a highly modern commercial property with almost 20,000 square metres in the immediate vicinity of Mannheim's University Clinic, the green oasis Herzogenriedpark and the cultural centres Alte Feuerwache and Capitol, as well as multiple well-known companies.

#### Topping out ceremony at the Gohliser Bleichert Werke in Leipzig

On the 30th of January, Consus celebrated the topping out ceremony at the historic production halls of the Bleichert Werke in Leipzig. In building 9 of the former industrial complex, 15 condominiums are being built as the culmination of a development project of 180 modern apartments with about 17,000 m<sup>2</sup> of living space, 3,000 m<sup>2</sup> of commercial space, a day-care centre for children and 280 parking spaces.



#### Foundation stone laid for the "Südtribüne" housing project in Dortmund

In February, Consus reached an important milestone in the construction on its first development in Dortmund. With the residential project "Südtribüne" in the Innenstadt-Ost district, the company is creating 65 residential units, approx. 60 car parking spaces and a small commercial unit. The project is scheduled for completion in mid 2021.

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## New Best Western hotel project in the Quartier Kaiserlei

A new hotel project by Macrander Hotel Gruppe becomes part of Consus' largescale development project "Quartier Kaiserlei" between Offenbach and Frankfurt (Main). The new Best Western Plus Hotel Frankfurt/Kaiserlei, a modern business hotel boasting 188 rooms and scheduled to open in 2022 will complete one of the largest real estate projects in the Rhine-Main region.



#### Groundbreaking ceremony at Brauhöfe in Passau

In March, Consus celebrated the ground breaking ceremony for the first residential building of its project "Brauhöfe" at the former site of the traditional Peschl brewery close to the city centre of Passau. The residential building, named "auers", is the first of three planned residential buildings. A total of 82 apartments will be built on 7,800 square metres of gross floor area, for which sales have already been launched.

#### First major lease signed for 1,700 square metres at Franklin Haus

In March, Consus leased the first 1,700 m<sup>2</sup> of its new, exclusive Franklin-Haus in Berlin to a software developer. The future office building in a central location in Berlin-Charlottenburg has six floors and one mezzanine floor with a total lettable area of approximately 11,500 square metres. The property has already been forward sold to BNP Paribas in February 2019.

#### CG Gruppe becomes Consus RE

In March, following a change in management, CG Gruppe, a currently independent subsidiary of Consus Real Estate, was renamed to Consus RE. "Through the further integration of CG Gruppe, we are now able to optimally leverage synergies within the group even faster and thus ensure the long-term success of the Consus Group", Andreas Steyer, CEO of Consus, commented on this important step.



# Q2 HIGHLIGHTS



MAY

In May, Consus has divested 17 development projects with a GDV of EUR 2.3 billion. The projects have been sold to Gröner Group GmbH, which is controlled by Christoph Gröner, for a premium to the market values appraised as of 31 December 2019. Consus will reduce its project finance debt by around EUR 475 million as a result of this transaction, and receive a material cash payment.

In addition to the divestments, the Management Board has resolved to acquire the outstanding 25% minority stake in Consus RE AG primarily for new shares in Consus and a cash component.

#### Jens Jäpel steps down from the Management Board

Jens Jäpel left the Management Board of Consus and Consus RE due to the expected future changes in the company structure.



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#### Consus divests 8 development projects with a GDV of EUR 2.0 billion

The Management Board of Consus has resolved to divest 8 development projects with a GDV of EUR 2.0 billion. The development projects have been sold to Partners Immobilien Capital Management, a real estate fund, at a premium to the market values appraised as of 31 December 2019. JUNE

## ADO Properties S.A. acquires control

On the 29th of June, ADO announced it has exercised its call option to acquire control of Consus. ADO intends to launch a public voluntary tender offer to all remaining minority shareholders of the Company. ADO announced that it intends to change the Company's business strategy to focus on build-to-hold as part of the combined group.

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# HIGHLIGHTS OF PROJECT DEVELOPMENT

#### Düsseldorf

### **BENRATHER GÄRTEN**

In Düsseldorf, the plot formerly occupied by the Outokumpu steel mill is being developed into a green urban complex with residential and commercial areas. Close to the Baroque-style Benrath Palace, the Benrather Gärten will provide modern, urban housing in the centre of the Rhine-Ruhr metropolitan region.



#### Stuttgart

#### VAI CAMPUS STUTTGART

Close to the metropolis of Stuttgart, Consus is developing a smart project in a class of its own. Around the former IBM campus, designed by the German architectural legend Egon Eiermann, three neighbourhoods will become a home for more than 3,000 people. Inspired by naturally grown Old Town areas, these will be enjoyable and comfortable spaces for their residents. Shops, restaurants and cafés complete the complex and make it an organic urban residential area committed to the idea of a future worth living in.



### Hamburg HOLSTEN QUARTIER

At the former site of the traditional Holsten Brewery in Hamburg, Consus is developing a hip and urban neighbourhood, in which offices, restaurants, retail and over 1.000 apartments are being built. The neighbourhood creates muchneeded living space in the Hanseatic city and breathes new life into the historic site. The Holsten brewery is located in the heart of Hamburg's Altona-Nord district. This area is home to the Neue Mitte Altona, a district development and reorganisation of the Hamburg-Altona railway junction. In many streets you can still find magnificent buildings from the Wilhelminian period. The development area offers the opportunity to redesign the centre of the district next to the Neue Mitte Altona.



# BUSINESS DEVELOPMENT

Consus is the leading residential real estate developer in Germany's top 9 cities with a portfolio of €10.0 billion across 47 projects as of 30 June 2020. Pro forma for the announced upfront sale, the GDV of the portfolio will be €8.0 billion across 39 projects. Following these upfront sales, Consus will have increased its proportion of residential in developments to over 62%, and its remaining development portfolio of GDV €8.0 billion is almost exclusively in Germany's top 9 cities, with 92% of GDV in Germany's top 7 cities.

As of 30 June 2020, the volume of projects forward sold amounts to approximately  ${\in}2.8$  billion. Forward sold projects are either contracted, signed with LOIs or in

negotiation with major institutional buyers. Pro forma for the announced upfront sales, forward sales of  $\notin$ 2.6 billion corresponds to 32% of the total project pipeline of  $\notin$ 8.0 billion.

Gross Asset Value (GAV) according to IFRS amounted to  $\notin$ 2.76 billion and the company's market gross asset value (Market GAV)  $\notin$ 3.30 billion (year end 2019:  $\notin$ 3.62 billion) both reflecting the deconsolidation of the upfront sale announced on 8 May 2020; no adjustments were made for general market values. Pro forma for the other disposal, Market GAV is estimated to be  $\notin$ 2.9 billion as of 30 June 2020.



#### DEVELOPMENT OF INCOME STATEMENT ITEMS

|   | H1 2020  | H1 2019<br>(revised) | Change |
|---|----------|----------------------|--------|
|   | in k€    | in k€                | in %   |
| Total income  | 613,630  | 210,346              | 191.7  |
| - Income from letting activities  | 8,359    | 8,724                | -4.2   |
| - Income from real estate inventory disposed of                         | 339,697  | 2,400                | 14,054 |
| - Income from property development                                      | 217,728  | 192,099              | 13.3   |
| - Income from service, maintenance and management activities            | 47,846   | 7,123                | 571.7  |
| Change in project-related inventory                                     | -123.214 | 123,281              | -199.9 |
| Overall performance   | 490,416  | 333,627              | 47.0   |
| EBITDA (Earnings before interest, taxes, depreciation and amortisation) | 120,919  | 116,589              | 3.7    |
| Adjusted EBITDA (pre PPA and one-off expenses)                          | 136,276  | 121,615              | 12.1   |
| Adjusted EBITDA margin  | 22.2     | 57.8                 | -35.6  |
| Financial result  | -102,310 | -106,932             | -4.3   |
| Consolidated net income   | 9,245    | 4,429                | 108.7  |

#### **RESULTS FROM OPERATIONS**

At the end of the first half of 2020, the Group generated a total income of  $\notin$ 613.6 million (H1 2019:  $\notin$ 210.3 million), and overall performance of  $\notin$ 490.4 million (H1 2019:  $\notin$ 333.6 million).

The company's development projects are progressing, with 47 different projects contributing to our project development earnings in the second quarter. Around 23% of development revenue is attributable to condominium sales. These condominiums are either located in seven condominium-only development projects or constitute a part of larger neighbourhood development projects.

Revenues from letting activities provided €8.4 million (H1 2019: €8.7 million) and remained on a stable lower level, as a non-core business of Consus. The Adjusted EBITDA (pre-purchase price allocation and one-off expenses) amounted to €136.3 million at the end of the first half of 2020 (H1 2019: €121.6 million), based off a reported EBITDA of €120.9 million (H1 2019: €116.6 million). The EBITDA

contribution came mainly from the development projects and capitalised interest, with a small contribution from the letting activities and services.

Financial expenses of €156.8 million reflect the increased interest costs due to the issuance of the senior secured bond and due to an increase in the volume of project loans in the business as construction increased. Financial income of €54.4 million reflects primarily income from fair value changes from derivatives and also income from loans.

Other operating expenses were  $\notin$ 47.9 million in H1 2020 and are higher than in H1 2019 ( $\notin$ 31.6 million) due to increased expenditures for strategic transformation initiatives such as the announced upfront sales. Consolidated Net Income increased by 108.7% to  $\notin$ 9.2 million in the first half of 2020 (H1 2019:  $\notin$ 4.4 million).

#### **BALANCE SHEET REVIEW**

HALE-YEAR

H1|2020

FINANCIAL REPORT

The balance sheet decreased as the company divested assets, with total assets decreasing from  ${\in}4.76$  billion as of year-end to €4.61 billion as of 30 June 2020. Investment properties decreased from €384.0 million as of year end to €97.9 million driven by the announced divestments in Q2 2020. Financial assets increased to €182.1 million from €104.7 million as of 31 December 2019 mainly due to higher restricted cash (+ €36.4 million) and higher fair values of derivatives (+ €26.7 million). The fair value of the embedded derivative of the €450 million bond was positively impacted by the ADO transaction. Total contract assets net of contract liabilities increased to €382.7 million from €282.0 million as of 31 December 2019 reflecting forward sales in prior quarters plus the work in progress on existing forward sales, with prepayments related to forward sales increasing from €483.1 million as of 31 December 2019 to €565.1 million. Total cash, restricted and unrestricted, and also including restricted cash presented in financial assets decreased from €192.7 million at year end 2019 to €161.9 million as of 30 June 2020 caused mainly by lower net proceeds from borrowings as well as cash consumption in operations in HY 1 2020.

As of 30 June 2020, Consus Group has received a total of €914.3 million (31 December 2019: €788.9 million) in prepayments from forward sales, including advanced payments on land and investments and others. Prepayments related to land and construction increased as projects were forward sold and constructed, demonstrating the strength of our forward sale focused business model.

Trade payables increased to €127.8 million (31 December 2019: €97.6 million) as construction work further increased. Total financing liabilities decreased to €2,720.5 million (31 December 2019: €2,850.5 million), as a result of the project sales to Christoph Gröner also including the transfer of financing liabilities. Net debt decreased to €2,617.2 million (31 December 2019: €2,699.9 million) caused by lower financing liabilities, which overcompensated the decrease in cash and cash equivalents. Consus' equity amounted to €1,084.5 million (31 December 2019: €1,064.4 million) at the reporting date.

Net debt / Adjusted LTM EBITDA as of 30 June 2020, decreased to 7.3x driven by the increase in Adjusted LTM EBITDA and the decrease in net debt compared to FY 2019 (7.8x).

#### CASHFLOW

Consus achieved net cashflow from operating activities of  $\bigcirc$ -82.2 million as of 30 June 2020 (H1 2019:  $\bigcirc$ 13.1 million), reflecting the ramp-up of construction business and lack of new forward sales in the quarter. Investing cash flow was  $\bigcirc$ -64.7 million, primarily reflecting capex spend. From a financing perspective,  $\bigcirc$ 122.0 million of debt was repaid, with a further  $\bigcirc$ 279.5 million being raised as the company refinances its project debt.

#### **RECENT DEVELOPMENTS**

In July 2020: In line with the ongoing integration of operations and streamlining of its group structure, Consus has completed the acquisition of the remaining 25% minority stake (on a fully diluted basis) in Consus RE AG (formerly CG Gruppe AG) ("Consus RE") against €27.5m in cash and 24.75 million Consus shares. The management board of Consus, with the approval of the supervisory board, has resolved to increase the share capital by issuing 24.75 million new registered non par-value shares with a notional value of €1.00 each against contribution in kind. The implementation of the capital increase was registered with the commercial register on 22 June 2020. Following the completion, Consus RE is a wholly-owned subsidiary of Consus and Consus intends to convert Consus RE to a limited liability company (GmbH). As a supervisory board is no longer required upon conversion, Christoph Gröner will therefore also resign as a supervisory board member of Consus RE. The integration is expected to be completed in Q3 2020.

CEO Andreas Steyer and CFO Benjamin Lee left the Management Board of the company on 11 July 2020 and on 26 July 2020 respectively following the change of control.

#### OUTLOOK

Consus continues to believe that German residential real estate in the top 9 cities will prove to be one of the most robust asset classes despite the coronavirus pandemic. Following the sale, and including the impact of the previously announced disposal, the proportion of Consus' GDV within the top 9 cities will have increased to 99%.

ADO announced with the exercise of its call option in Consus that it intends to change the company's business strategy to focus on build-to-hold as part of the combined group. Under a revised business strategy, Consus expects that certain forward sales and upfront sales currently planned for 2020, which would have contributed to the Company's 2020 results, will not be undertaken. For this reason, Consus has withdrawn its guidance of an Adjusted EBITDA of approx. €450m for 2020.

Consus does not assume at this point in time that the coronavirus pandemic will have a material impact on the Group's business. Existing forward sales contracts are continuing largely unaffected; however, certain upfront sales and new forward sales are currently delayed and our plans, including these sales being completed as originally assumed, are dependent on the scale of negative impacts caused by the coronavirus pandemic and the success of any counter measures. Although there is a risk to asset prices, Consus continues to believe that German residential real estate will prove to be one of the most robust asset classes despite the coronavirus pandemic. Consus will continue to assess any potential macroeconomic and industry-related impacts as well as any impact on the Group's business, either directly or from reduced economic visibility, and will update the market as appropriate.

#### **RISK MANAGMENT**

Since 11 March,, 2020, the coronavirus has been classified as a pandemic. A pandemic is an epidemic that spans multiple countries and continents. The World Health Organization (WHO) anticipates a further increase in the number of cases and possible deaths, as well as the number of countries affected, and expresses concern about the spread and severity of the diseases. The situation is considered very serious on the part of the company. If the coronavirus is suspected or occurs among Consus employees, service providers or suppliers, there may be delays at the construction sites of our projects.

The Management Board has assessed the risk from the further spread of the pandemic and the effects on the asset, financial and earnings situation as relevant. An internal crisis team has been established to decide on all necessary measures to be taken and to be managed. The managers and employees of the Consus Group have been informed and instructed about precautionary measures and specific measures to be taken in the event of suspected or occurring illness.

The outbreak of the coronavirus and its rapid spread across many countries and continents has led to a change in certain risk estimates made by the Management Board as of 31 December, 2019. At the moment, Consus cannot conclusively assess the effects on Consus from the impact on the overall economic and industry-related developments by the coronavirus, but has assumed that the risks in this risk category have generally increased.

This also entails increased financial, financing and liquidity risks as well as risks in the project development phases, e.g. in the area of financing, completion and sale of the Consus' projects. The completion can be delayed due to the lack of availability of materials or of our own as well as employees of subcontractors, e.g. because entry into Germany is prevented by closing the borders. Delayed completions can lead to later cash flows under forward sales contracts or those from condominium sales. There is also a risk of increasing building costs. Upfront sales can be delayed due to economic uncertainty and sales prices achieved may decline. Fundamentally, willingness to invest can also diminish in the economic environment shaped by the coronavirus.

The coronavirus pandemic is currently being successfully addressed in Germany; however, there is no certainty on whether the incidences of coronavirus will increase again and on its overall impact on the economy and on Consus. Consus continues to actively assess the risks and potential actions.

Otherwise, the risk profile of Consus remains materially unchanged and in line with the risks and opportunities outlined in our Consolidated Financial Statements and Group Management Report dated 31 December 2019. However, material sale of development projects in the second quarter of 2020 resulting in additional significant deleveraging and reduction in average interest rate.

Berlin, 27 August 2020

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#### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

|   | Note  | -01/01/<br>30/06/2020<br>(unaudited) | -01/01/<br>30/06/2019*<br>(unaudited) | 01/04/-<br>30/06/2020<br>(unaudited) | 01/04/-<br>30/06/2019*<br>(unaudited) |
|---|-------|--------------------------------------|---------------------------------------|--------------------------------------|---------------------------------------|
|   |       | in k€                                | in k€                                 | in k€                                | in k€                                 |
| Income from letting activities  | 3.8.1 | 8,359                                | 8,724                                 | 3,419                                | 5,382                                 |
| Income from real estate inventory disposed of                           |       | 339,697                              | 2,400                                 | 339,697                              | 2,400                                 |
| Income from property development  | 3.8.2 | 217,728                              | 192,099                               | 102,201                              | 98,122                                |
| Income from service, maintenance and management activities              |       | 47,846                               | 7,123                                 | 42,604                               | 5,841                                 |
| Total income  |       | 613,630                              | 210,346                               | 487,921                              | 111,744                               |
| Change in project related inventory                                     | 3.8.2 | -123,214                             | 123,281                               | -225,902                             | 77,075                                |
| Overall performance   |       | 490,416                              | 333,627                               | 262,019                              | 188,820                               |
| Expenses from letting activities  | 3.8.1 | -3,120                               | -4,840                                | -1,365                               | -2,450                                |
| Cost of materials   |       | -291,524                             | -168,073                              | -154,738                             | -98,5208,403                          |
| Net income from the remeasurement of investment properties              |       | -                                    | -                                     | -                                    | -                                     |
| Other operating income  |       | 10,961                               | 8,482                                 | 9,490                                | 3,279                                 |
| Personnel expenses  |       | -37,872                              | -29,382                               | -19,214                              | -15,560                               |
| Other operating expenses  | 3.8.3 | -47,943                              | -31,628                               | -21,228                              | -8,313                                |
| EBITDA (Earnings before interest, taxes, depreciation and amortisation) |       | 120,919                              | 116,589                               | 74,964                               | 75,658                                |
| Depreciation and amortisation   |       | -5,369                               | -3,319                                | -3,061                               | -1,849                                |
| EBIT* (Earnings before interest<br>and taxes)                           |       | 115,550                              | 113,270                               | 71,903                               | 73,809                                |
| Financial income  | 3.8.4 | 54,448                               | 13,192                                | 44,652                               | 1,378                                 |
| Financial expenses  | 3.8.4 | -156,758                             | -120,124                              | -76,339                              | -68,722                               |
| EBT (Earnings before taxes)   |       | 13,240                               | 6,338                                 | 40,216                               | 6,465                                 |
| Income tax expenses   | 3.8.5 | -3,995                               | -1,909                                | -12,135                              | -1,947                                |
| Net income (Earnings after taxes)<br>from continued operations          |       | 9,245                                | 4,429                                 | 28,081                               | 4,518                                 |
| Discontinued operations   |       |                                      |                                       |                                      |                                       |
| Net income (Earnings after taxes) from discontinued operations          |       | -                                    | -                                     | -                                    | -                                     |
| Consolidated net income   |       | 9,245                                | 4,429                                 | 28,081                               | 4,518                                 |
| Other comprehensive income  |       | 323                                  | 268                                   | -75                                  | 51                                    |
| thereof non-recycling<br>thereof will be reclassified to profit         |       | -                                    | -                                     | -                                    | -                                     |
| or loss   |       | 323                                  | -                                     | -75                                  | -                                     |
| Total comprehensive income  |       | 9,568                                | 4,697                                 | 28,006                               | 4,569                                 |

\* including interest expenses that are capitalised in accordance with IAS 23 (refer to note 3.8.2)

|  | Note  | -01/01/<br>30/06/2020<br>(unaudited) | -01/01/<br>30/06/2019*<br>(unaudited) | -/04<br>30/06/2020<br>(unaudited) | -01/04<br>30/06/2019<br>(unaudited) |
|--|-------|--------------------------------------|---------------------------------------|-----------------------------------|-------------------------------------|
|  |       | in k€                                | in k€                                 |                                   |                                     |
| Of the net income from continuing op-<br>erations for the period, the following<br>is attributable to:                 |       |                                      |                                       |                                   |                                     |
| Non-controlling interests  |       | -8,908                               | 5,756                                 | -3,627                            | 5,855                               |
| Shareholders of the parent company   |       | 18,153                               | -1,327                                | 31,708                            | -1,337                              |
| Of the total comprehensive income<br>from continuing operations for the pe-<br>riod, the following is attributable to: |       |                                      |                                       |                                   |                                     |
| Non-controlling interests  |       |                                      |                                       |                                   |                                     |
| Shareholders of the parent company   |       | -8,887                               | 5,680                                 | -3,632                            | 5,780                               |
|  |       | 18,455                               | -984                                  | 31,638                            | -1,211                              |
| Total comprehensive income for the period attributable to shareholders of the parent company arising from:             |       |                                      |                                       |                                   |                                     |
| Continuing operations  |       | 18,455                               | -984                                  | 31,638                            | -1,211                              |
| Discontinued operations  |       | -                                    | -                                     | -                                 | -                                   |
| Total comprehensive income for the period attributable to non-controlling interests arising from:                      |       |                                      |                                       |                                   |                                     |
| Continuing operations  |       | -8,887                               | 5,680                                 | -3,632                            | 5,780                               |
| Discontinued operations  |       | -                                    | -                                     | -                                 | -                                   |
|  |       |                                      |                                       |                                   |                                     |
| Earnings per share from continued operations (basic) in EUR  | 3.8.6 | 0.13                                 | -0.01                                 | 0.23                              | 0.03                                |
| Earnings per share from continued operations (diluted) in EUR  | 3.8.6 | 0.11                                 | -0.01                                 | 0.21                              | 0.03                                |

\* Prior year figures adjusted (3.6.2)

#### CONSOLIDATED STATEMENT OF FINANCIAL POSITION

|   | Note   | 30/06/2020<br>(unaudited) | 31/12/2019 |
|---|--------|---------------------------|------------|
|   |        | in k€                     | in k€      |
| Non-current assets:                               |        |                           |            |
| Investment property                               |        | 97,932                    | 384,044    |
| Property, plant and equipment                     |        | 10,175                    | 11,076     |
| Right-of-use assets                               |        | 10,185                    | 17,144     |
| Goodwill  |        | 1,036,489                 | 1,036,489  |
| Other intangible assets                           |        | 4,694                     | 4,919      |
| Investments accounted for using the equity method |        | 20,725                    | 21,046     |
| Receivables from related parties                  | 3.11   | -                         | 184        |
| Financial assets                                  | 3.8.9  | 101,227                   | 73,559     |
| Other assets                                      | 3.8.9  | 195                       | 194        |
| Contract assets                                   | 3.8.7  | 21,103                    | 13,856     |
| Total non-current assets                          |        | 1,302,724                 | 1,562,511  |
| Current assets:                                   |        |                           |            |
| Inventory   | 3.8.8  | 2,239,201                 | 2,472,621  |
| Trade and other receivables                       |        | 399,046                   | 41,663     |
| Receivables from related parties                  | 3.11   | 39,062                    | 109,082    |
| Tax receivables                                   |        | 6,515                     | 11,572     |
| Financial assets                                  | 3.8.9  | 60,705                    | 31,101     |
| Other assets                                      | 3.8.9  | 63,016                    | 28,707     |
| Contract assets                                   | 3.8.7  | 372,301                   | 321,347    |
| Cash and cash equivalents                         | 3.8.12 | 103,284                   | 150,613    |
| Assets held for sale                              |        | 26,100                    | 26,100     |
| Total current assets                              |        | 3,309,229                 | 3,192,805  |
| Total Assets                                      |        | 4,611,953                 | 4,755,315  |



|  | Note   | 30/06/2020<br>(unaudited) | 31/12/2019 |
|--|--------|---------------------------|------------|
|  |        | in k€                     | in k€      |
| Equity:  |        |                           |            |
| Subscribed capital   |        | 161,332                   | 136,582    |
| Capital reserves   |        | 1,099,882                 | 877,132    |
| Other Reserves   |        | -199,873                  | -81,606    |
| Non-controlling interests  |        | 23,127                    | 132,286    |
| Total Equity   |        | 1,084,467                 | 1,064,394  |
| Non-current liabilities:   |        |                           |            |
| Financing liabilities  |        | 1,439,549                 | 1,655,621  |
| Provisions   |        | 4,002                     | 2,843      |
| Prepayments received   | 3.10.2 | 72                        | -          |
| Liabilities to related parties                                       | 3.11   | -                         | 27,500     |
| Other liabilities  |        | 18,491                    | 32,572     |
| Deferred tax liabilities   |        | 50,668                    | 111,232    |
| Total non-current liabilities  |        | 1,512,781                 | 1,829,767  |
| Current liabilities:   |        |                           |            |
| Financing liabilities  |        | 1,280,932                 | 1,194,880  |
| Provisions   |        | 6,433                     | 7,426      |
| Trade payables   |        | 127,849                   | 97,576     |
| Liabilities to related parties                                       | 3.11   | 17,376                    | 53,299     |
| Tax payables   |        | 55,302                    | 53,038     |
| Prepayments received   | 3.10.2 | 349,126                   | 305,777    |
| Other liabilities  |        | 167,028                   | 95,993     |
| Contract liabilities   | 3.8.7  | 10,660                    | 53,166     |
| Liabilities included in a disposal group classified as held for sale |        | -                         | -          |
| Total current liabilities  |        | 2,014,706                 | 1,861,154  |
| Total equity and liabilities   |        | 4,611,953                 | 4,755,315  |

#### CONSOLIDATED CASH FLOW STATEMENT

|  | Note   | -01/01/-<br>30/06/2020<br>(unaudited) | 01/01/-<br>30/06/2019*<br>(unaudited) |
|--|--------|---------------------------------------|---------------------------------------|
|  |        | in k€                                 | in k€                                 |
| Operating activities:  |        |                                       |                                       |
| Net profit   |        | 9,245                                 | 4,429                                 |
| Tax expense  | 3.8.5  | 3,995                                 | 1,909                                 |
| Profit (loss) before tax   |        | 13,240                                | 6,338                                 |
|  |        |                                       |                                       |
| Adjustments to reconcile profit before tax to net cash flows:  |        |                                       |                                       |
| Depreciation and impairment of property, plant and equipment   |        | 2,412                                 | 1,572                                 |
| Amortisation and impairment of intangible assets   |        | 594                                   | 60                                    |
| Valuation gains on financial assets  |        | -                                     | -                                     |
| Valuation gains on investment property   |        | -                                     | -8,403                                |
| Depreciation on right-of-use asset   |        | 2,363                                 | 1,686                                 |
| Financial income   | 3.8.4  | -54,448                               | -13,192                               |
| Financial expenses   | 3.8.4  | 156,758                               | 120,124                               |
| Other non-cash adjustments   |        | -56,247                               | 1,129                                 |
|  |        | 64,672                                | 109,315                               |
| Working capital adjustments:   |        |                                       |                                       |
| Decrease/(increase) in rent and other receivables  |        | -291,921                              | 5,588                                 |
| Decrease/(increase) prepayments, accrued income<br>and other assets                                      |        | -6,882                                | 1.638                                 |
| Decrease/(increase) in inventories and contractual assets  | 3.8.7  | 82.441                                | -208.934                              |
| (Decrease)/increase in prepayments on development projects   | 0.00.0 | 92.778                                | 77.891                                |
| Decrease/(increase) in investment property   |        | 310,604                               | -23,037                               |
| (Decrease)/increase in trade, other payables and accruals, contractual liabilities and other liabilities |        | -329,546                              | 49,808                                |
| Income tax paid  |        | -4.316                                | 795                                   |
| Net cash flow from operating activities  |        | -82,170                               | 13,063                                |

\* Prior year figures adjusted (3.6.2)



|  | Note  | 01/01/-<br>30/06/2020<br>(unaudited) | 01/01/-<br>30/06/2019*<br>(unaudited) |
|--|-------|--------------------------------------|---------------------------------------|
|  |       | in k€                                | in k€                                 |
| Investing activities:  |       |                                      |                                       |
| Acquisition of consolidated entities, net of cash acquired                       |       | -13,599                              | -65,617                               |
| Purchase of investment property  |       | -10,168                              | -                                     |
| Loans granted  |       | -12,817                              | -44,552                               |
| Capital expenditure on investment property                                       |       | -10,863                              | -18,710                               |
| Proceeds from the sale of PPE & intangibles                                      |       | 180                                  | -                                     |
| Expenditure on other fixed assets  |       | -2,905                               | -663                                  |
| Interest received  | 3.8.4 | 3,473                                | 784                                   |
| Change in financial assets   |       | -17,983                              | -34,759                               |
| Net cash flow from investing activities  |       | -64,683                              | -163,517                              |
|  |       |                                      |                                       |
| Financing activities:  |       |                                      |                                       |
| Proceeds from borrowings   |       | 279,457                              | 647,180                               |
| Repayment of borrowings  |       | -121,957                             | -361,370                              |
| Acquisition of additional shares in consolidated entities                        |       | -                                    | -13,200                               |
| Principal elements of lease payments   |       | -2,309                               | -1,223                                |
| Interest paid  | 3.8.4 | -55,666                              | -86,458                               |
| Net cash flow from financing activities  |       | 99,524                               | 184,929                               |
| Cash effective change in cash and cash equivalents from discontinuing operations |       | -                                    | -                                     |
| Net increase/(decrease) in cash and cash equivalents                             |       | -47,329                              | 34,475                                |
| Effect of exchange rate changes on cash and cash equivalents                     |       | -                                    | -                                     |
| Cash and cash equivalents at the beginning of the year                           |       | 150,613                              | 91,603                                |
| Cash and cash equivalents at 31 December 2019                                    |       | 103,284                              | 126,078                               |

\* Prior year figures adjusted (3.6.2)

#### CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

|   | Subscribed<br>capital | Capital<br>reserves | Retained<br>earnings | Other<br>reserves |
|---|-----------------------|---------------------|----------------------|-------------------|
|   | in k€                 | in k€               | in k€                | in k€             |
| 01/01/2020  |                       |                     |                      |                   |
| Profit for the period   | -                     | -                   | 18,153               | -                 |
| Other comprehensive income  | -                     | -                   | -                    | -                 |
| Total comprehensive income for the period                         | -                     | -                   | 18,153               | -                 |
| Conversion Notice Convertible Loan                                | -                     | -                   | -                    |                   |
| Transactions with minority shareholders without change of control | -                     | -                   | -                    | -                 |
| Consolidation of entities with minority interest                  | -                     | -                   | -                    | -                 |
| Effects from PPA finalisation                                     | -                     | -                   | -                    | -                 |
| Share transfer  | 24,750                | 222,750             | -                    | -136,744          |
| Reversal of guaranteed dividend                                   | -                     | -                   | -                    | -                 |
| 30/06/2020  | 161,332               | 1,099,882           | -25,907              | -172,893          |

|   | OCI    | Total     | NCI      | Total Equity |
|---|--------|-----------|----------|--------------|
|   | in k€  | in k€     | in k€    | in k€        |
| 01/01/2020  | -1,397 | 932,108   | 132,286  | 1,064,394    |
| Profit for the period   | -      | 18,153    | -8,908   | 9,245        |
| Other comprehensive income  | 323    | 323       | -        | 323          |
| Total comprehensive income for the period                         | 323    | 18,476    | -8,908   | 9,568        |
| Conversion Notice Convertible Loan                                | -      | -         | -        | -            |
| Transactions with minority shareholders without change of control | -      | -         | -        | -            |
| Consolidation of entities with minority interest                  | _      | _         | _        | -            |
| Effects from PPA finalisation                                     | -      | -         | -        | -            |
| Share transfer  | -      | 110,756   | -110,756 | -            |
| Reversal of guaranteed dividend                                   | -      | -         | 10,505   | 10,505       |
| 30/06/2020  | -1,073 | 1,061,340 | 23,127   | 1,084,467    |

By exercising the authorised capital with resolution of 17 June 2020, the company increased its share capital by €24,750,000 to €161,331,507 by issuing a total of 24,750,000 bearer shares with a proportionate amount of the share capital of €1.00 per share. The difference to the selling price of €10.00 per share is reflected in the capital reserve and amounts to in total €222,750,000.



|   | Subscribed<br>capital | Capital<br>reserves | Retained<br>earnings | Other<br>reserves |
|---|-----------------------|---------------------|----------------------|-------------------|
|   | in k€                 | in k€               | in k€                | in k€             |
| 01/01/2019  | 134,040               | 904,233             | -24,500              | -8,649            |
| Profit for the period   | -                     | -                   | -1,327               | -                 |
| Other comprehensive income  | -                     | -                   | -                    | -                 |
| Total comprehensive income for the period                         | -                     | -                   | -1,327               | -                 |
| Conversion Notice Convertible Loan                                | 1,067                 | 6,760               | -                    | -                 |
| Transactions with minority shareholders without change of control | -                     | -49,576             | -                    | -                 |
| Consolidation of entities with minority interest                  | -                     | -                   | -                    | -                 |
| Effects from PPA finalisation                                     | -                     | -                   | -                    | 1,902             |
| 30/06/2019  | 135,107               | 861,417             | -25,827              | -6,748            |

|   | OCI    | Total     | NCI     | Total Equity * |
|---|--------|-----------|---------|----------------|
|   | in k€  | in k€     | in k€   | in k€          |
| 01/01/2019  | -1,828 | 1,003,295 | 148,600 | 1,151,895      |
| Profit for the period   | -      | -1,327    | 5,756   | 4,429          |
| Other comprehensive income  | 343    | 343       | -76     | 268            |
| Total comprehensive income for the period                         | 343    | -984      | 5,680   | 4,697          |
| Conversion Notice Convertible Loan                                | -      | 7,828     | -       | 7,828          |
| Transactions with minority shareholders without change of control | -      | -49,576   | -17,354 | -66,930        |
| Consolidation of entities with minority interest                  | -      | -         | 3,619   | 3,619          |
| Effects from PPA finalisation                                     | -      | 1,902     | -2,529  | -628           |
| 30/06/2019  | -1,485 | 962,465   | 138,016 | 1,100,481      |

\* Prior year figures adjusted (3.6.2)



## CONDENSED NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS FOR THE SIX MONTHS ENDED 30 JUNE 2020

#### 3.1 INFORMATION ON THE COMPANY

Consus Real Estate AG ('the Company', 'Consus' or 'the Parent Company', together with its subsidiaries 'the Group') is a public limited company incorporated under the laws of the Federal Republic of Germany.

The registered address of the Company is Kurfürstendamm 188 - 189, 10707 Berlin. The Company is registered under the commercial register number HRB 191887B in the commercial registry of the district court of Berlin-Charlottenburg.

The condensed interim consolidated financial statements for the six months up to and including 30 June 2020, comprise the Company and its subsidiaries.

On 29 June 2020 ADO Properties S.A. ("ADO") announced that it has exercised its call option to acquire control of Consus Real Estate AG. ADO also intends to launch a public voluntary tender offer at the same 0.2390 x ADO shares for each share of the Company (to be adjusted for a rights issue) to all remaining minority shareholders of the Company in due course. Furthermore, ADO intends to change the Company' business strategy to focus on build-to-hold as part of the combined group.

#### **3.2 BUSINESS ACTIVITIES**

The Company specialises in the acquisition, development, management, use and sale of real estate and land rights in Germany through a number of shareholdings.

The Group focuses its business activities primarily on the functions of real estate development as well as some investment property, in which it covers the entire value chain together with experienced partners.

The Company has been operating within the real estate sector since November 2016.

The Group's principal subsidiaries as of 30 June 2020 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. Germany is their principal place of business. In June 2020 Consus Real Estate AG acquired the remaining minority shares of Consus RE AG, which were held by Christoph Gröner or his related parties.





Note: Consus RE AG was formerly CG Gruppe AG. The name was changed on 19 March 2020. Consus Swiss Finance AG was formerly SSN Group AG. The name was changed on 21 August 2019.

Consus RE AG (formerly CG Gruppe) and Consus Swiss Finance AG (formerly SSN Group) together are referred to as Consus Development.

#### General information on the Condensed Interim Consolidated Financial Statements

The Condensed Interim Consolidated Financial Statements of Consus Real Estate AG have been prepared in accordance with the provisions of International Financial Reporting Standards (IFRS) for interim reporting adopted and issued by the International Accounting Standards Board (IASB), as adopted by the European Union. Based on the option under IAS 34.10, the notes to the interim financial statements were presented in condensed form.

They do not include all of the information required for full annual financial statements, and should be read in conjunction with the Consolidated Financial Statements of the Group for the year ending 31 December 2019. Selected explanatory notes are included to explain events and transactions that are significant for understanding the changes in the Group's financial position and performance since the last annual consolidated financial statements for the year up to and including 31 December 2019.

#### **3.3 ACCOUNTING POLICIES**

The Condensed Interim Consolidated Financial Statements have been prepared in thousands of Euro (€). Rounding differences may occur in respect to individual amounts or percentages. The Condensed Interim Consolidated Financial Statements are comprised of the Condensed Interim Consolidated Statements of Comprehensive Income, the Condensed Interim Consolidated Statements of Financial Position, the Condensed Interim Consolidated Statements of Changes in Equity and the Condensed Interim Consolidated Statements of Cash Flows for the six-month period up to and including 30 June 2020.

The Condensed Interim Consolidated Statement of Comprehensive Income is prepared according to the nature of expense method. The presentation of the Condensed Interim Consolidated Statement of Financial Position distinguishes between current and non-current assets and current and non-current liabilities. Assets and liabilities falling due within one year are classified as current.

The Company's condensed interim consolidated financial statements and those of its subsidiaries are prepared according to uniform accounting policies. In the process, the principles are consistent with those followed in the preparation of the Group's consolidated financial statements for the year ending 31 December 2019, except for the adoption of new standards, interpretations and amendments adopted with effect from 1 January 2020 (see section 3.6.1). These Condensed Interim Financial Statements shall therefore be read together with the Group's consolidated financial statements 2019.

#### **3.4 GOODWILL IMPAIRMENT TEST**

The goodwill arising from the acquisition of Consus RE AG, including Diplan, and Consus Swiss Finance Group totalling €1,036,489 thousand (year end 2019: €1,036,489 thousand) was tested for impairment in accordance with the regulations of IAS 36.12 as of 31 March 2020 due to market developments observed amongst others as impact of the coronavirus pandemic and provided sufficient headroom on the carrying amounts of our two cash generating units (CGUs).

The applied weighted average costs of capital (WACC after taxes) as of 31 March 2020 was 5.74%. Until 30 June 2020 the comparable WACC after taxes decreased to 5.45%. Up to the release date of the half year 2020 reporting the Company also did not identify changes of cash flows and carrying amounts with assumed material negative impacts on the headrooms on the CGUs' carrying amounts. To this effect no detailed goodwill impairment tests as of 30 June 2020 were prepared in accordance with IAS 36.23.

#### **3.5 FAIR VALUE MEASUREMENTS**

When determining the fair value of assets and liabilities, the Group uses directly observable market data. If no observable market data is available, fair values are determined using valuation techniques.

For the valuation of real estate inventory for example future expenses as well as the future selling price are key inputs. Deriving the fair value of financial liabilities heavily depends on inputs such as the applied market interest rates.

The fair value hierarchy categorises the inputs used in valuation techniques into six levels, based on their proximity to the market:

**Level 1:** The (unadjusted) quoted prices in active markets for identical assets or liabilities that the entity can access at the measurement date.

**Level 2:** Inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly (i.e. the price) or indirectly (i.e. derived from the price).

**Level 3:** Measurement parameters based on unobservable inputs for the asset or liability.

In case the inputs used to measure fair value are categorised into different levels of the fair value hierarchy, the fair value measurement is categorised in its entirety in the level of the lowest level input that is significant to the entire measurement.

The fair value hierarchy can be summarised as follows:

| Fair value hierarchy  | Level I | Level II | Level III |
|---|---------|----------|-----------|
| Purchase price allocation<br>in the context of business<br>combinations |         |          | x         |
| Investment properties   |         |          | х         |
| Financing liabilities   |         | х        |           |
| Derivatives   |         | х        |           |
| Assets held for sale  |         | х        |           |

#### 3.6 CHANGES IN ACCOUNTING POLICIES AND OTHER ADJUSTMENTS

#### 3.6.1 NEW ACCOUNTING STANDARDS, INTERPRETATIONS AND AMENDMENTS

Consus has fully implemented all new standards, interpretations and amendments with effect from 1 January 2020. The amendments of IFRS 3 will be considered for future business combinations. The amendments of the interest rate benchmark reform at IFRS 9, IAS 39 and IFRS 7 did not have impacts on the assessment of derivatives, because Consus did not apply hedge accounting.

#### 3.7 SCOPE OF CONSOLIDATION

As part of its deleveraging strategy the Company announced on 8 May 2020 a significant sale of assets to companies controlled by Christoph Gröner resulting in share deals of 14 subsidiaries, which left the Group's consolidated financial statements as of 31 May 2020. The transaction resulted in a (preliminary) profit of €53.9 million. The (preliminary) purchase price receivable of €339.7 million is included in the balance sheet position Trade and other receivables. If the purchase price has not been paid by 31 October 2020, the transaction can be reversed. The Company believes that the purchase price will be paid.

Apart from this transaction the Group's consolidated financial statement as of 30 June 2020 remained materially unchanged compared to 31 December 2019.

#### 3.8 SELECTED EXPLANATORY NOTES

#### 3.8.1 RESULT FROM LETTING ACTIVITIES

The following breakdown shows the result from letting activities for the three months ended 31 March 2020.

|  | 01/01/ -<br>30/06/2020 | 01/01/ -<br>30/06/2019 |
|--|------------------------|------------------------|
|  | in k€                  | in k€                  |
| Rental income                                | 8,354                  | 8,724                  |
| Income from recharged operating costs        | 5                      | -                      |
| Income from other goods and services         | -                      | -                      |
| Income from letting activities               | 8,359                  | 8,724                  |
| Expenses from operating costs                | -3,120                 | -4,091                 |
| Maintenance expenses                         | -                      | -                      |
| Other services                               | -                      | -749                   |
| Expenses related to letting activities       | -3,120                 | -4,840                 |
| Net operating income from letting activities | 5,239                  | 3,884                  |

Rental income slightly decreased compared to H1 2019 and did not belong to the core business of the Company prior to the acquisition by ADO.

The change in inventory relates to the capitalised production costs for the inventory properties, which include  $k \in 68,501$  in capitalised interest on borrowed capital.

#### 3.8.2 INCOME FROM PROPERTY DEVELOPMENT/ CHANGE IN PROJECT RELATED INVENTORY

During the first six months of 2020 no new forward sales contracts were signed. Income from property development resulted from the building progress on existing forward sales projects.

#### 3.8.3 OTHER OPERATING EXPENSES

Other operating expenses break down as follows:

|  | 01/01/-<br>31/06/2020 | 01/01/-<br>31/06/2019 |
|--|-----------------------|-----------------------|
|  | in k€                 | in k€                 |
| Write-offs and allowances on receivables | -1,163                | -712                  |
| Consulting and audit fees                | -13,965               | -6,039                |
| Admin expenses                           | -5,405                | -2,062                |
| Utility expenses for office space        | -2,191                | -1,891                |
| Marketing expenses                       | -10,120               | -10,220               |
| Car and travel expenses                  | -3,279                | -3,602                |
| Other taxes                              | -2,116                | -3,080                |
| Other expenses                           | -9,704                | -4,023                |
| Total                                    | -47,943               | -31,628               |

During H1 2020 the increase in operating expenses was primarily in consulting and audit fees as well as admin expenses compared to the respective prior year period. The increase in consulting and audit fees is predominantly caused by the restructuring of the group and the impact of the strategic stake acquisition by ADO Properties as well as the implementation of new software tools. The admin expenses are not fully comparable between the half years due to a change in composition.

#### 3.8.4 FINANCIAL INCOME AND FINANCIAL EXPENSES

Financial result can be broken down as follows:

|   | 01/01/-<br>31/06/2020 | -/01/<br>31/06/2019 |
|---|-----------------------|---------------------|
|   | in k€                 | in k€               |
| Interest income from bank deposits                          | -                     | -                   |
| Income from fair value changes of derivatives               | 44,554                | 1,487               |
| Income from derecognition of derivatives                    | -                     | -52                 |
| Interest income from late payments                          | -                     | 26                  |
| Interest income from loans                                  | 3,663                 | 1,239               |
| Other financial income                                      | 6,230                 | 10,491              |
| Total financial income                                      | 54,448                | 13,192              |
| Expense from fair value measurement of embedded derivatives | -12,637               | -2,901              |
| Interest expense from embedded derivates                    | -                     | -                   |
| Expense from derecognition of derivatives                   | -1,033                | -                   |
| Interest expense from loans                                 | -132,402              | -103,736            |
| Interest expense on lease liabilities                       | -188                  | -514                |
| Other financial expenses                                    | -10,498               | -12,972             |
| Total financial expenses                                    | -156,758              | -120,124            |
| Financial result  | -102,310              | -106,932            |

Total financial income mainly increased because of the unrealised gain of  $\notin$ 44,554 thousand resulting from the fair value measurement of the embedded derivative included in the  $\notin$ 450 million bond.

The increase of interest expense from loans is in part driven by the coupon on the Consus senior secured bond issued in two tranches of €400 million in Q2 2019 and €50 million in Q4 2019, as well as an overall increase in debt before some subsidiaries were sold to Christoph Gröner as of 31 May 2020. In addition, the fair value measurement of embedded derivatives resulted in a charge of €12,637 thousand.

#### 3.8.5 INCOME TAXES

Income tax expense and income is broken down by origin as follows:

|                                     | 01/01/ -<br>30/06/2020 | 01/01/ -<br>30/06/2019* |
|-------------------------------------|------------------------|-------------------------|
|                                     | in k€                  | in k€                   |
| Current income taxes for the period | -10,085                | -1,865                  |
| Deferred taxes                      | 6,090                  | -45                     |
| Tax result                          | -3,995                 | -1,909                  |

\* Prior year figures adjusted





#### 3.8.6 EARNINGS PER SHARE

Basic earnings per share from continuing operations is calculated by dividing the income/loss from continuing operations attributable to the shareholders of the parent company by the weighted average number of undiluted shares in the respective financial year. Basic earnings per share from continuing and discontinued operations is cal-culated by dividing the consolidated income/loss for the period attributable to shareholders of the parent company by the undiluted weighted average number of shares in the respective financial year. The weighted average number of ordinary shares is calculated from the number of shares in circulation at the beginning of the period adjusted by the number of shares issued during the period and multiplied by a time-weighting factor. The time-weighting factor reflects the ratio of the number of days on which shares were issued and the total number of days in the period.

|  | 01/01/ -<br>31/06/2020 | 01/01/-<br>31/06/2019 * |
|--|------------------------|-------------------------|
|  | in k€                  | in k€                   |
| Consolidated net income/loss for the period from continuing operations   | 9,245                  | 4,429                   |
| Income/loss from continuing operations attributable to non-controlling interests                                     | -8,908                 | 5,756                   |
| Income/loss from continuing operations attributable to share-<br>holders   | 18,153                 | -1,327                  |
| Weighted average number of shares issued, in thousands   | 137,805                | 134,553                 |
| Basic earnings per share from continuing operations in EUR   | O,13                   | -0.01                   |
| Number of dilutive potential shares, in thousands  | 21,789                 | -                       |
| Diluted earnings per share from continuing operations in EUR   | O,11                   | -0.01                   |
| Consolidated net income/loss for the period from discontinued operations attributable to shareholders                | -                      | -                       |
| Weighted average number of shares issued, in thousands   | 137,805                | 134,553                 |
| Basic earnings per share from discontinued operations in EUR   | -                      | -                       |
| Number of dilutive potential shares, in thousands  | 21,789                 | -                       |
| Diluted earnings per share from discontinued operations in EUR   | -                      | -                       |
| Consolidated net income/loss for the period from continuing and discontinued operations attributable to shareholders | 18,153                 | -1,327                  |
| Weighted average number of shares issued, in thousands   | 137,805                | 134,553                 |
| Basic earnings per share from continuing and discontinued operations in EUR  | 0,13                   | -0.01                   |
| Number of dilutive potential shares, in thousands  | 21,789                 | -                       |
| Diluted earnings per share from continuing and discontinued operations in EUR  | O,11                   | -0.01                   |

\* Prior year figures adjusted

#### 3.8.7 CONTRACT BALANCES

The timing of revenue recognition, invoicing and cash collections results in billed accounts receivables, unbilled receivables (contract assets) and customer advances (contract liabilities) on the Statement of Financial Position. In the Group's development activities, amounts are billed as work progresses in accordance with agreed-upon contractual term, either at periodic intervals or upon achievement of contractual milestones. Generally, billing occurs subsequent to revenue recognition resulting in contract assets. However, the Group sometimes receives advances from its customers before revenue is recognised, resulting in contract liabilities. These assets and liabilities are reported on the Consolidated Statement of Financial Position on a contract-by-contract basis at the end of each reporting period. Changes in the contract asset and liability balances during the financial year 2019 were not materially impacted by other factors besides as laid out below.

The following table provides information about contract assets and contract liabilities from contracts with customers:

|   | Book value as of:<br>30/06/2020 | Book value as of:<br>31/12/2019 |
|---|---------------------------------|---------------------------------|
|   | in k€                           | in k€                           |
| Net contract assets - non-current                     | 21,103                          | 13,856                          |
| Gross contract assets - non-current                   | 21,103                          | 13,856                          |
| Prepayments received on non-current contract balances | -                               | -                               |
| Net contract assets - current                         | 372,317                         | 321,347                         |
| Gross contract assets - current                       | 839,368                         | 619,430                         |
| Prepayments received on current contract balances     | -467,051                        | -298,083                        |
| Net contract liabilities                              | -10,676                         | -53,166                         |
| Gross contract liabilities - current                  | 87,340                          | 131,855                         |
| Prepayments received on current contract liabilities  | -98,016                         | -185,021                        |
| Net contract assets (liabilities)                     | 382,744                         | 282,037                         |

No impairments for credit risks in accordance with IFRS 9 were made in respect of contract assets in the half year. This is due to the circumstances that the credit default risk of the contractual partners is relatively low. Furthermore, the valueat-risk can be regarded as relatively low due to the hedging of the development projects.

#### 3.8.8 INVENTORY

Inventory also includes the land from forward sales and can be broken down as follows:

|   | 30/06/2020 | 31/12/2019 |
|---|------------|------------|
|   | in k€      | in k€      |
| Carrying amount of inventories                  | 2,239,201  | 2,472,621  |
| - of that Real Estate "Institutional"           | 1,456,650  | 1,528,728  |
| - of that Real Estate "Parking"                 | 28,890     | 26,822     |
| - of that Real Estate "Apartments for sale"     | 744,314    | 871,977    |
| - of that Real Estate "Other construction work" | 1,407      | 33,582     |
| - of that other inventory: not development      | 7,940      | 11,513     |

Virtually all of the inventory is pledged as underlying security provided for loan agreements.
## 3.8.9 OTHER ASSETS

Other Assets can be broken down as follows:

|   | 31/06/2020 | 31/12/2019 |
|---|------------|------------|
|   | in k€      | in k€      |
| Accruals  | 3,371      | 3,150      |
| Receivables from other taxes                                | 17,546     | 10,291     |
| Prepayments made  | 20,573     | 3,809      |
| Assets recognised from costs to obtain or fulfil a contract | 7,159      | 8,926      |
| Other assets  | 14,562     | 2,725      |
| Total   | 63,211     | 28,900     |

Accrued costs for obtaining Forward Sales contracts were recorded as other assets in prior periods with a remaining book value of €8.1 million at the end of the quarter. The asset is amortised on a straight-line basis

over the lifetime of the specific contract to which it relates. The corresponding expenses accounted for as other operating expenses during the period amounted to &0.9 million.

Financial assets can be broken down as follows:

|                                      | 30/06/20 | 020         | 31/12/2019 |  |
|--------------------------------------|----------|-------------|------------|--|
|                                      | current  | non-current |            |  |
|                                      | in k€    | in k€       | in k€      |  |
| Other loans                          | 2,433    | 11,155      | 18,321     |  |
| Restricted cash                      | 35,013   | 43,486      | 42,092     |  |
| Deposits                             | 240      | 50          | 247        |  |
| Derivative financial instruments     | 2,023    | 46,169      | 21,468     |  |
| Other financial assets               | 20,997   | 80          | 22,127     |  |
| Shares in non-consolidated companies | -        | 287         | 404        |  |
| Total                                | 60,705   | 101,227     | 104,659    |  |

## **3.8.10 FINANCIAL INSTRUMENTS**

During 2019, the company placed a bond, in two tranches, with a total nominal amount of  $\leq$ 450,000 thousand, from which a derivative (option for early repurchase of the bond) was split off with a fair value at the time of issue totalling  $\leq$ 13,397 thousand. The bond is measured at amortised cost using the effective interest method and had a book value of  $\leq$ 445,561 thousand as of 30 June 2020. The carrying amount of the derivative shown as a financial asset was  $\leq$ 42,690 thousand as of 30 June 2020.

The nominal amount of the convertible bonds as of 30 June 2020 was €173,700 thousand and the book values as of 30 June 2020 was €165,828. The embedded derivative had a fair value of €8,672 thousand at the end of H1 2020, which was shown in the financing liabilities. The convertible bond is valued using an option price model. Key input factors in the valuation are the share price and the volatility of the share price.

In some cases, the bonds concluded by Consus Development contain embedded derivatives, which must be measured at fair value through profit or loss separately from their host contract. These embedded derivatives are termination options that allow Consus Development to repay the respective bonds before the actual due date. Termination options are assessed using an option pricing model (binomial model). The main input factors in the option price model used are volatility and the refinancing interest rate on the valuation date. As of 30 June 2020, the market value of the derivatives was €5.5 million.

The following abbreviations are used for the measurement categories:

- FVTPL: Fair Value through Profit and Loss
- AC: Amortised Cost
- Debt FVOCI: Debt investments at Fair Value through
  Other Comprehensive Income
- Equity FVOCI: Equity investments at Fair Value through
  Other Comprehensive Income

Financial assets and liabilities by measurement category and class are shown in the following table.

# VALUATION CATEGORIES ACC. TO IFRS 9 - 30/06/2020

|   | Category acc.<br>to IFRS 9 | Carrying<br>value as of<br>30/06/2020 | Nominal<br>value | Amortised<br>costs |
|---|----------------------------|---------------------------------------|------------------|--------------------|
|   |                            | in k€                                 | in k€            | in k€              |
| Non-current financial assets:<br>Investments                            | FVOCI – equity             | 278                                   | -                | -                  |
| Non-current financial assets:<br>Other                                  | Amortised cost             | 54,779                                | -                | 54,779             |
| Other non-current financial assets (derivatives)                        | FVTPL                      | 46,169                                | -                | -                  |
| Trade and other receivables   | Amortised cost             | 399,046                               | -                | 399,046            |
| Current financial assets:<br>Other                                      | Amortised cost             | 58,682                                | -                | 58,682             |
| Other current financial assets;<br>Derivatives                          | FVTPL                      | 2,023                                 | -                | -                  |
| Receivables from related entities                                       | Amortised cost             | 39,062                                | -                | 39,062             |
| Cash and cash equivalents   | Amortised cost             | 103,284                               | 103,284          | -                  |
| Total financial assets  |                            | 703,323                               | 103,284          | 551,570            |
| Financing liabilities   | Amortised cost             | 2,712,372                             | -                | 2,712,372          |
| Trade payables  | Amortised cost             | 127,849                               | -                | 127,849            |
| Liabilities to related entities   | Amortised cost             | 17,376                                | -                | 17,376             |
| Financing liabilities: Derivatives                                      | FVTPL                      | 8,109                                 | -                | -                  |
| Other liabilities   | Amortised Cost             | 106,204                               | -                | 106,204            |
| Total financial liabilities   | Amortised Cost             | 2,971,910                             | -                | 2,963,800          |
| Financial Assets measured at fair value through OCI - debt instrument   | FVOCI-debt<br>instrument   | -                                     | -                | -                  |
| Financial Assets measured at fair value through OCI - equity instrument | FVOCI-equity instrument    | 278                                   | -                | -                  |
| Financial Asset measured at fair value through profit and loss          | FVTPL                      | 48,192                                | -                | -                  |
| Financial asset measured at amortised cost                              | Amortised cost             | 654,853                               | 103,284          | 551,570            |
| Financial Liabilities at cost   | Amortised cost             | 2,963,800                             | -                | 2,963,800          |
| Financial Liabilities held for trading                                  | FVTPL                      | 8,109                                 | -                | -                  |



|   | Fair value<br>through P/L | Fair value<br>through equity | Fair value as of<br>30/06/2020 | Fair value<br>hierarchy level |
|---|---------------------------|------------------------------|--------------------------------|-------------------------------|
|   |                           | in k€                        | in k€                          | in k€                         |
| Non-current financial assets:<br>Investments                            | -                         | 278                          | 278                            | 3                             |
| Non-current financial assets:<br>Other                                  | -                         | -                            | 54,779                         | 2                             |
| Other non-current financial assets (derivatives)                        | 46,169                    | -                            | 46,169                         | -                             |
| Trade and other receivables   | -                         | -                            | 399,046                        | 2                             |
| Current financial assets:<br>Other                                      | -                         | -                            | 58,682                         | 2                             |
| Other current financial assets;<br>Derivatives                          | 2,023                     | -                            | 2,023                          | 3                             |
| Receivables from related entities                                       | -                         | -                            | 39,062                         | 2                             |
| Cash and cash equivalents   | -                         | -                            | -                              | 1                             |
| Total financial assets  | 48,192                    | 278                          | 600,039                        |                               |
| Financing liabilities   | -                         | -                            | 2,629,642                      | 2                             |
| Trade payables  | -                         | -                            | 127,849                        | 2                             |
| Liabilities to related entities   | -                         | -                            | 17,376                         | 2                             |
| Financing liabilities: Derivatives                                      | 8,109                     | -                            | 8,109                          | 3                             |
| Other liabilities   | -                         | -                            | 106,204                        | 2                             |
| Total financial liabilities   | 8,109                     | -                            | 2,889,180                      |                               |
| Financial Assets measured at fair value through OCI - debt instrument   | -                         | -                            | -                              |                               |
| Financial Assets measured at fair value through OCI - equity instrument | -                         | 278                          | 278                            |                               |
| Financial Asset measured at fair value through profit and loss          | 48,192                    | -                            | 48,192                         |                               |
| Financial asset measured at amortised cost                              | -                         | -                            | 551,570                        |                               |
| Financial Liabilities at cost   | -                         | -                            | 2,963,800                      |                               |
| Financial Liabilities held for trading                                  | 8,109                     | -                            | 8,109                          |                               |

## VALUATION CATEGORIES ACC. TO IFRS 9 - 31/12/2019

|   | Category acc.<br>to IFRS 9 | Carrying<br>value as of<br>31/12/2019 | Nominal<br>value | Amortised<br>costs |
|---|----------------------------|---------------------------------------|------------------|--------------------|
|   |                            | in k€                                 | in k€            | in k€              |
| Non-current financial assets:   |                            | 10.1                                  | -                | -                  |
| Investments   | FVOCI – equity             | 404                                   |                  |                    |
| Non-current financial assets:<br>Other                                  | Amortised cost             | 52,359                                | -                | 52,359             |
| Other non-current financial assets (derivatives)                        | FVTPL                      | 20,796                                | _                | -                  |
| Trade and other receivables   | Amortised cost             | 41,663                                | -                | 41,663             |
| Current financial assets:<br>Other                                      | Amortised cost             | 30,429                                | -                | 30,429             |
| Other current financial assets;<br>Derivatives                          | FVTPL                      | 672                                   | _                | -                  |
| Receivables from related entities                                       | Amortised cost             | 109,266                               | -                | 109,266            |
| Cash and cash equivalents   | Amortised cost             | 150,613                               | 150,613          | -                  |
| Total financial assets  |                            | 406,202                               | 150,613          | 233,717            |
| Financing liabilities   | Amortised cost             | 2,836,299                             | -                | 2,836,299          |
| Trade payables  | Amortised cost             | 97,576                                | -                | 97,576             |
| Liabilities to related entities   | Amortised cost             | 80,799                                | -                | 80,799             |
| Financing liabilities: Derivatives                                      | FVTPL                      | 14,202                                | -                | -                  |
| Other liabilities   | Amortised Cost             | 78,091                                | -                | 78,091             |
| Total financial liabilities   | Amortised Cost             | 3,106,966                             | -                | 3,092,765          |
| Financial Assets measured at fair value through OCI - debt instrument   | FVOCI-debt<br>instrument   | -                                     | -                | -                  |
| Financial Assets measured at fair value through OCI - equity instrument | FVOCI-equity instrument    | 404                                   | _                | _                  |
| Financial Asset measured at fair value through profit and loss          | FVTPL                      | 21,468                                | _                | -                  |
| Financial asset measured at amortised cost                              | Amortised cost             | 389,899                               | 150,613          | 233,717            |
| Financial Liabilities at cost   | Amortised cost             | 3,092,765                             | -                | 3,092,765          |
| Financial Liabilities held for trading                                  | FVTPL                      | 14,202                                | -                | -                  |



|   | Fair value<br>through P/L | Fair value<br>through equity | Fair value as of<br>31/12/2019 | Fair value<br>hierarchy level |
|---|---------------------------|------------------------------|--------------------------------|-------------------------------|
|   |                           | in k€                        | in k€                          | in k€                         |
| Non-current financial assets:<br>Investments                            | -                         | 404                          | 404                            | 3                             |
| Non-current financial assets:<br>Other                                  | -                         | -                            | 52,359                         | 2                             |
| Other non-current financial assets (derivatives)                        | 20,796                    | _                            | 20,796                         | 0                             |
| Trade and other receivables   | -                         | -                            | 41,663                         | 2                             |
| Current financial assets:<br>Other                                      | -                         | -                            | 30,429                         | 2                             |
| Other current financial assets;<br>Derivatives                          | 672                       | _                            | 672                            | 3                             |
| Receivables from related entities                                       | -                         | -                            | 109,443                        | 2                             |
| Cash and cash equivalents   | -                         | -                            | 150,613                        | 1                             |
| Total financial assets  | 21,468                    | 404                          | 406,378                        |                               |
| Financing liabilities   | -                         | -                            | 2,906,123                      | 2                             |
| Trade payables  | -                         | -                            | 97,576                         | 2                             |
| Liabilities to related entities   | -                         | -                            | 80,791                         | 2                             |
| Financing liabilities: Derivatives                                      | 14,202                    | -                            | 14,202                         | 3                             |
| Other liabilities   | -                         | -                            | 78,091                         | 2                             |
| Total financial liabilities   | 14,202                    | -                            | 3,176,783                      |                               |
| Financial Assets measured at fair value through OCI - debt instrument   | -                         | -                            | -                              |                               |
| Financial Assets measured at fair value through OCI - equity instrument | _                         | 404                          | 404                            |                               |
| Financial Asset measured at fair value through profit and loss          | 21,468                    | _                            | 21,468                         |                               |
| Financial asset measured at amortised cost                              | -                         | _                            | 389,899                        |                               |
| Financial Liabilities at cost   | -                         | -                            | 3,162,581                      |                               |
| Financial Liabilities held for trading                                  | 14,202                    | -                            | 14,202                         |                               |

Liquidity risk exposure for the Group was as follows:

|                                       | Carrying value as of | Maturities |           |           |
|---------------------------------------|----------------------|------------|-----------|-----------|
|                                       | 30/06/2020           | < 1 year   | 1-5 years | > 5 years |
|                                       | in k€                | in k€      | in k€     | in k€     |
| Liabilities to financial institutions | 2,720,481            | 1,356,405  | 1,696,845 | 3,762     |
| Trade payables                        | 127,849              | 127,849    | -         | -         |
| Liabilities to related parties        | 17,376               | 17,376     | -         | -         |
| Other financial liabilities           | 106,204              | 104,586    | 1,617     | -         |
| Total                                 | 2,971,910            | 1,606,216  | 1,698,462 | 3,762     |

|                                       | Carrying value as of |           | Maturities |           |  |
|---------------------------------------|----------------------|-----------|------------|-----------|--|
|                                       | 31/12/2019           | < 1 year  | 1-5 years  | > 5 years |  |
|                                       | in k€                | in k€     | in k€      | in k€     |  |
| Liabilities to financial institutions | 2,850,501            | 1,360,244 | 1,826,351  | 113,439   |  |
| Trade payables                        | 97,576               | 97,576    | -          | -         |  |
| Liabilities to related parties        | 80,799               | 53,299    | 27,500     | -         |  |
| Other financial liabilities           | 78,091               | 77,923    | 168        | -         |  |
| Total                                 | 3,106,966            | 1,589,041 | 1,854,019  | 113,439   |  |

## 3.8.11 LEASE INFORMATION (IFRS 16)

Due to changes in the assessment of the probability to extend lease contracts, the Company's right-of-use assets and lease liabilities were each reduced by €5,693 thousand with an impact on the consolidated statement of comprehensive income of zero. The change in assessment is caused by the restructuring of the Group and especially the exit of the former Consus RE AG CEO Christoph Gröner.

## 3.8.12 CASH AND CASH EQUIVALENTS

Cash and cash equivalents exclusively comprise balances with banks. The cash and cash equivalents are always available and represent the financial resources of the Company.

|                           | 30/06/2020 | 31/12/2019 |
|---------------------------|------------|------------|
|                           | in k€      | in k€      |
| Bank deposits             | 103,241    | 150,580    |
| Cash at hand              | 43         | 32         |
| Cash and cash equivalents | 103,284    | 150,613    |
| - amount restricted       | 89,012     | 139,457    |

Restricted cash and cash equivalents are subject to restrictions, particularly with regard to their use for the financed properties and as a minimum to secure future interest payments. Cash and cash equivalents with a fixed purpose have a remaining term of no more than 3 months and are reported as restricted cash. There are no discretionary approval provisions from third parties in this connection. A smaller proportion is subject to transfer controls, i.e. these funds must be held by certain group companies in accordance with the respective loan agreement.



## 3.9 SEGMENT INFORMATION

## 3.9.1 OPERATING SEGMENTS

For management purposes, the Group is organised into business units based on its organisational structure and has two reportable segments, as follows:

- Consus RE (formerly CG Gruppe): Principal business activities include the development of real estate for residential use as well as commercial use. Furthermore, Consus RE is engaged in the renting of commercial and residential real estate as well as complementary services.
- Consus Swiss Finance: Principal business activities include the development of real estate for residential use as well as commercial use. Furthermore, Consus Swiss

Finance is engaged in planning, construction and building services as well as the renting of commercial and residential real estate.

The chief operating decision makers monitor the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenue, Net Loan to Value (Net-LTV) as well as Net Asset Values (NAV) and is measured consistently with values reported in the IFRS consolidated financial statements of the Group.

| NET LOAN TO VALUE (NET | LTV) 30/06/2020 |
|------------------------|-----------------|
|------------------------|-----------------|

|  | Consus RE | Consus Swiss<br>Finance | Other   | Total     |
|--|-----------|-------------------------|---------|-----------|
|  | in k€     | in k€                   | in k€   | in k€     |
| Investment property (IAS 40)                         | 96,362    | 1,570                   | -       | 97,932    |
| Prepayments on investment property<br>(IAS 40) Owner | -         | -                       | -       | -         |
| occupied real estate (IAS 16)                        | -         | -                       | -       | -         |
| Non-current assets held-for-sale (IFRS 5)            | -         | 26,100                  | -       | 26,100    |
| Inventory (IAS 2) –<br>Property under construction   | 1,169,146 | 1,070,055               | -       | 2,239,201 |
| Contract assets                                      | 275,111   | 118,293                 | -       | 393,404   |
| Real Estate assets                                   | 1,540,619 | 1,216,018               | -       | 2,756,637 |
| Liabilities to financial institutions                | 1,023,748 | 1,042,448               | 654,284 | 2,720,481 |
| Cash and cash equivalents                            | 60,725    | 42,322                  | 237     | 103,284   |
| Net debt   | 963,023   | 1,000,126               | 654,048 | 2,617,197 |
| Net loan to Value (Net LTV) in %                     | 63%       | 82%                     |         | 95%       |
| (Preliminary) purchase price receivable              | -339,697  | -                       | -       | -339,697  |
| Pro-forma Net Ioan to Value (Net LTV) in %           | 40%       | 82%                     | -       | 83%       |

## NET LOAN TO VALUE (NET LTV) 31/12/2019

|  | Consus RE | Consus Swiss<br>Finance | Other   | Total     |
|--|-----------|-------------------------|---------|-----------|
|  | in k€     | in k€                   | in k€   | in k€     |
| Investment property (IAS 40)                       | 382,474   | 1,570                   | -       | 384,044   |
| Prepayments on investment property (IAS 40)        | -         | -                       | -       | -         |
| Owner occupied real estate (IAS 16)                | -         | -                       | -       | -         |
| Non-current assets held-for-sale (IFRS 5)          | -         | 26,100                  | -       | 26,100    |
| Inventory (IAS 2) -<br>Property under construction | 1,457,730 | 1,014,892               | -       | 2,472,621 |
| Contract assets                                    | 241,331   | 93,871                  | -       | 335,203   |
| Real Estate assets                                 | 2,081,535 | 1,136,433               | -       | 3,217,968 |
| Liabilities to financial institutions              | 1,265,482 | 928,379                 | 656,639 | 2,850,501 |
| Cash and cash equivalents                          | 67,045    | 83,275                  | 293     | 150,613   |
| Net debt   | 1,198,438 | 845,105                 | 656,346 | 2,699,888 |
| Net loan to Value (Net LTV) in %                   | 58%       | 74%                     | -       | 84%       |

## NET ASSET VALUES (NAV) 30/06/2020

|                          | Consus RE | Consus Swiss<br>Finance | Other   | Total      |
|--------------------------|-----------|-------------------------|---------|------------|
|                          | in k€     | in k€                   | in k€   | in k€      |
| Equity                   | 99,837    | 9,006                   | 975,624 | 1,084,467  |
| Deferred tax liabilities | 5,001     | 48,542                  | -2,875  | 50,668     |
| Goodwill                 | -724,634  | -308,272                | -3,582  | -1,036,489 |
| Net Asset Value (NAV)    | -619,796  | -250,725                | 969,167 | 98,646     |

## NET ASSET VALUES (NAV) 31/12/2019

|                          | Consus RE | Consus Swiss<br>Finance | Other   | Total      |
|--------------------------|-----------|-------------------------|---------|------------|
|                          | in k€     | in k€                   | in k€   | in k€      |
| Equity                   | 62,581    | 17,834                  | 983,979 | 1,064,394  |
| Deferred tax liabilities | 62,677    | 48,554                  | -       | 111,232    |
| Goodwill                 | -724,634  | -308,272                | -3,582  | -1,036,489 |
| Net Asset Value (NAV)    | -599,376  | -241,884                | 980,397 | 139,137    |

## 3.9.2 DISAGGREGATION OF REVENUE

In the following table, revenue is disaggregated by timing of revenue recognition including a reconciliation of the disaggregated revenue to the Group's reportable segments.

Materially all revenues of H1 2020 and the previous year were generated in Germany.

Due to the Group's business model, which is mainly based on the sale of larger development projects, the number of customers is limited. This indicates a certain dependence on individual larger customers.

## 01/01/ - 30/06/2020

|   | Consus RE | Consus Swiss<br>Finance | Other | Total   |
|---|-----------|-------------------------|-------|---------|
|   | in k€     | in k€                   | in k€ | in k€   |
| Total Income 2019                           | 561,726   | 51,877                  | 27    | 613,630 |
| Products transferred at a point in time     | 339,697   | -                       | 27    | 339,724 |
| Products and services transferred over time | 222,028   | 51,877                  | -     | 273,906 |

## 01/01/ - 30/06/2019\*

|   | Consus RE | Consus Swiss<br>Finance | Other | Total   |
|---|-----------|-------------------------|-------|---------|
|   | in k€     | in k€                   | in k€ | in k€   |
| Total Income 2019                           | 155,597   | 54,721                  | 29    | 210,346 |
| Products transferred at a point in time     | 19,872    | 2,798                   | -     | 22,670  |
| Products and services transferred over time | 135,725   | 51,922                  | 29    | 187,676 |

#### \* Prior year figures adjusted

## 3.9.3 SEASONALITY OF OPERATIONS

The Group's segments are not exposed to material seasonality or cyclicality in its operations..

## 3.9.4 ADJUSTED EBIT AND EBITDA CALCULATION

The following adjusted EBITDA is not calculated in accordance with IFRS and is therefore a non-GAAP measure. The reduction in changes in inventories reflects all positive and negative effects resulting from the measurement of inventories and contract assets and liabilities in connection with past business combinations. Accordingly, adjusted EBITDA adjusts the fair value step-up and reduces the carrying amount while maintaining the actual costs incurred, i.e. it adjusts for the impact of the Purchase Price Allocation ("pre-PPA"). The strict minimum value principle at acquisition date is not applied.

One-off expenses are expenses and charges that are not capitalised and are not incurred in the ordinary course of business. Accordingly, one-off expenses are exceptional in nature or amount.

## ADJUSTED EBITDA CALCULATION 01/01/ - 31/03/2020

|   | Consus RE | Consus Swiss<br>Finance | Other   | Total   |
|---|-----------|-------------------------|---------|---------|
|   | in k€     | in k€                   | in k€   | in k€   |
| unadjusted EBITDA 30/06/2020                        | 86,539    | 45,913                  | -11,533 | 120,919 |
| Reduction of changes in inventory (PPA)             | -1,119    | 2,410                   | -       | 1,291   |
| Income from real estate inventory disposed of (PPA) | -         | -                       | -       | -       |
| One-offs  | 10,466    | 2,126                   | 1,474   | 14,066  |
| adjusted EBITDA 30/06/2020                          | 95,886    | 50,449                  | -10,059 | 136,276 |

The difference between adjusted EBITDA and adjusted EBIT is the addition of elimination of step up amortisation for the adjusted EBIT.

|   | Consus RE | Consus Swiss<br>Finance | Other   | Total   |
|---|-----------|-------------------------|---------|---------|
|   | in k€     | in k€                   | in k€   | in k€   |
| unadjusted EBITDA 30/06/2020                        | 83,120    | 44,000                  | -11,570 | 115,550 |
| Reduction of changes in inventory (PPA)             | -1,119    | 2,410                   | -       | 1,291   |
| Income from real estate inventory disposed of (PPA) | -         | -                       | -       | -       |
| Elimination of step up amortisation                 | -         | 538                     | -       | 538     |
| One-offs  | 10,466    | 2,126                   | 1,474   | 14,066  |
| adjusted EBIT 30/06/2020                            | 92,467    | 49,074                  | -10,096 | 131,445 |

The adjusted one-off expenses in H1 2020 mainly include expenses related to the departure of Christoph Gröner as CEO of Consus RE, project related costs for refinancing, reorganisation costs and costs for the implementation of new IT systems (Project Train).

# ADJUSTED EBITDA CALCULATION 01/01/ - 30/06/2019\*

|   | Consus RE | Consus Swiss<br>Finance | Other  | Total   |
|---|-----------|-------------------------|--------|---------|
|   | in k€     | in k€                   | in k€  | in k€   |
| unadjusted EBITDA 30/06/2019            | 67,735    | 52,618                  | -3,764 | 116,589 |
| Reduction of changes in inventory (PPA) | 427       | 2,095                   | -      | 2,522   |
| One-offs                                | 2,504     | -                       | -      | 2,504   |
| adjusted EBITDA 30/06/2019              | 70,666    | 54,712                  | -3,764 | 121,615 |

#### \* Prior year figures adjusted

The following adjusted EBIT follows the derivation of adjusted EBITDA with the addition of the elimination of the amortisation of the PPA residual:

|   | Consus RE | Consus Swiss<br>Finance | Other  | Total   |
|---|-----------|-------------------------|--------|---------|
|   | in k€*    | in k€*                  | in k€* | in k€*  |
| unadjusted EBIT 30/06/2019              | 65,004    | 52,039                  | -3,773 | 113,270 |
| Reduction of changes in inventory (PPA) | 427       | 2,095                   | -      | 2,522   |
| One-offs                                | 2,504     | -                       | -      | 2,504   |
| adjusted EBIT 30/06/2019                | 67,936    | 54,134                  | -3,773 | 118,296 |

\* Prior year figures adjusted



## 3.10 CAPITAL MANAGEMENT

## 3.10.1 CAPITAL MANAGEMENT

The aim of the Group's capital management is to secure the continued existence of the company as a going concern while generating income for its shareholders and providing all other stakeholders with benefits to which they are entitled. The overriding objective is to ensure the Group's creditworthiness in order to foster the further growth of the Group.

The Group monitors capital on the basis of loan-to-value (LTV). LTV describes the ratio of net debt to the book

value of investment property. Net debt is calculated by deducting cash and cash equivalents from financial liabilities.

The Group's goal is to maintain an appropriate level of leverage in order to ensure continued access to debt financing in the long term at economically appropriate costs. LTV as of 31 March 2020 and 31 December 2019 is calculated as follows:

|   | 30/06/2020 | 31/12/2019 |
|---|------------|------------|
|   | in k€      | in k€      |
| Real Estate held as Investment property (IAS 40)        | 97,932     | 384,044    |
| Non-current assets classified as held-for-sale (IFRS 5) | 26,100     | 26,100     |
| Inventories (IAS 2)                                     | 2,239,201  | 2,472,621  |
| Contract Assets   | 393,404    | 335,203    |
| Total Real Estate Assets                                | 2,756,637  | 3,217,968  |
| Financing liabilities                                   | 2,720,481  | 2,850,501  |
| Cash and cash equivalents                               | 103,284    | 150,613    |
| Net debt  | 2,617,197  | 2,699,888  |
| Net Loan to Value (Net - LTV)                           | 95%        | 84%        |
| (Preliminary) purchase price receivable                 | -339,697   | -          |
| Pro-forma Net Ioan to Value (Net LTV) in %              | 83%        | 84%        |

## **3.10.2 PREPAYMENTS**

Prepayments received by the Group on either contract assets/liabilities (development projects under the scope of IFRS 15) or on inventory (development projects under the scope of IAS 2) are included in the balances of the respective asset or liability balance. Since these prepayments constitute an important source of liquidity for the Group the following table provides a comprehensive overview.

|   | 30/06/2020 | 31/12/2019 |
|---|------------|------------|
|   | in k€      | in k€      |
| Prepayments included in contract assets/liabilities | 565,066    | 483,104    |
| Prepayments received on land                        | 238,446    | 277,325    |
| Other prepayments received                          | 110,751    | 28,453     |
| Total   | 914,264    | 788,881    |

## 3.11 RELATED PARTIES

## 3.11.1 KEY MANAGEMENT PERSONNEL REMUNERATION

The members of Group's Supervisory Board and Management Board are the management of the Group in key positions within the meaning of IAS 24.9. The following tables provide an overview of the remuneration of the Management and the Supervisory Board.

## BOARD REMUNERATION 01/01/ - 31/03/2020

|                             | Accounted | Paid out |
|-----------------------------|-----------|----------|
|                             | in k€     | in k€    |
| Management Board (Vorstand) | 881       | 259      |
| Short-term benefits         | 881       | 259      |
|                             |           |          |
| Supervisory Board           | 45        | 80       |
| Short-term benefits         | 45        | 80       |

## BOARD REMUNERATION 01/01/ - 31/03/2019

|                             | Accounted | Paid out |
|-----------------------------|-----------|----------|
|                             | in k€     | in k€    |
| Management Board (Vorstand) | 578       | 358      |
| Short-term benefits         | 578       | 358      |
|                             |           |          |
| Supervisory Board           | 90        | 181      |
| Short-term benefits         | 90        | 181      |

#### 3.11.2 OTHER RELATED PARTY TRANSACTIONS

Transactions with shareholders for the six months ended 30 June 2020 (six months ended 31 March 2019) were as follows:

|  | 30/06/2020 | 30/06/2019 |
|--|------------|------------|
|  | in k€      | in k€      |
| Income                                       | 176        | 1,065      |
| Income                                       | 203        | 2,589      |
| Expenses                                     | -703       | -512       |
| Interest expenses                            | -11        | -2,090     |
| Financing receivables                        | 35,493     | 27,969     |
| Trade receivables                            | 178        | 19,488     |
| Other receivables                            | -          | -          |
| Trade payables                               | -1,333     | -          |
| Other liabilities                            | -949       | -3,599     |
| Financing liabilities, including derivatives | -18,641    | -20,455    |

Because Mr. Gröner sold his remaining shares in Consus RE AG to the Company in June 2020 he no longer qualified as a related party.

## 3.12 CONTINGENT LIABILITIES AND OTHER FINANCIAL OBLIGATIONS

## 3.12.1 OBLIGATIONS TO ACQUIRE LONG-TERM ASSETS

As of 30 June 2020, there are no significant obligations to acquire tangible assets or investment property (31 December 2019: no significant obligations).

## **3.12.2 OTHER FINANCIAL OBLIGATIONS**

The following table provides an overview of the aggregated amount of other financial obligations:

|  | <1 year | 1-5 years | >5 years | Total   |
|--|---------|-----------|----------|---------|
|  | in k€   | in k€     | in k€    | in k€   |
| Financial obligations as of 30/06/2020                 | 278,622 | 544       | -        | 279,167 |
| Insurance contracts                                    | 836     | 476       | -        | 1,312   |
| Car insurance contracts                                | 312     | 21        | -        | 333     |
| Office rent  | 58      | -         | -        | 58      |
| Leasing  | 80      | 47        | -        | 127     |
| Future obligations from<br>pending purchase agreements | 277,337 | -         | -        | 277,337 |

|  | <1 year | 1-5 years | >5 years | Total   |
|--|---------|-----------|----------|---------|
|  | in k€   | in k€     | in k€    | in k€   |
| Financial obligations as of 31/12/2019                 | 292,077 | 475       | -        | 292,553 |
| Insurance contracts                                    | 1,300   | 448       | -        | 1,749   |
| Car insurance contracts                                | 420     | 27        | -        | 447     |
| Office rent  | 1,243   | -         | -        | 1,243   |
| Leasing  | 77      | -         | -        | 77      |
| Future obligations from<br>pending purchase agreements | 289,037 | -         | -        | 289,037 |

## 3.13 EVENTS AFTER THE REPORTING PERIOD

HALE-YEAR

FINANCIAL REPORT

As part of its deleveraging strategy the Company announced on 8 May 2020 a significant sale of assets amounting to a transaction value of around €690 million resulting in the reduction of project debt by around €475 million. The agreed sales price represented a double digit premium to the market values as of 31 December 2019 of the respective projects. The gross development value ("GDV") of the development projects disposed of is €2.3 billion.

On 9 July 2020 Consus Real Estate AG completed the acquisition of the remaining 25% minority stake (on a fully diluted basis) in Consus RE AG against €27.5 million in cash and 24.75 million Consus shares. The management board of Consus, with the approval of the supervisory board, has resolved to increase the share capital by issuing 24.75 million new registered non par-value shares with a notional value of €1.00 each against contribution in kind. The implementation of the capital increase was registered with the commercial register on June 22, 2020. Following completion, Consus RE is a wholly-owned subsidiary and the Company intends to convert Consus RE to a limited liability company (GmbH). As a supervisory board is no longer required upon conversion, Christoph Gröner will therefore also resign as a supervisory board member of Consus RE. The integration is expected to be completed in Q3 2020.

On 20 May 2020 a further significant asset sale was announced as part of Consus' deleveraging strategy with an impact on GDV of €2.0 billion. The development projects were sold at a premium to the market values appraised as of 31 December 2019. This transaction results in a further reduction of project finance debt by around €390 million. This transactions is subject to closing adjustments and conditions, and is expected to close no later than Q3 2020. In the medium term, a portion of the proceeds will be reinvested in new development projects.

On 29 June 2020 ADO Properties S.A. ("ADO") announced that it has exercised its call option to acquire control of Consus Real Estate AG. ADO also intends to launch a public voluntary tender offer at the same 0.2390x ADO shares for each share of the Company (to be adjusted for a rights issue) to all remaining minority shareholders of the Company in due course. The acquisition of control by ADO resulted in the occurrence of a change of control in accordance with the terms of the Company's €450 million 9.625% senior secured bond due 2024 (the "Senior Secured Bond") and the Company's €200 million 4.00% convertible bond due 2022 (the "Convertible Bond") and triggered repayments of notional amounts of in total €75.8 million, which were made on 6 August and 14 August 2020 respectively.

Furthermore, ADO has announced that it intends to change the Company' business strategy to focus on build-to-hold as part of the combined group. Under a revised business strategy, the Company expects that certain forward sales and upfront sales currently planned for 2020, which would have contributed to the Company's 2020 results, will not be undertaken. For this reason, the Company is withdrawing its guidance of an Adjusted EBITDA of approx. €450 million for 2020.

CEO Andreas Steyer and CFO Benjamin Lee left the Management Board of the Company on 11 July 2020 and on 26 July 2020 respectively with an additional indemnification of €2.8 million.

The outbreak of the coronavirus and its rapid spread across many countries and continents increased financial, financing and liquidity risks as well as risks in the project development phases, e.g. in the area of financing, completion and sale of the Consus' projects. Consus does not assume at this point in time that the coronavirus pandemic will have a material impact on the Group's business. Existing forward sales contracts are continuing largely unaffected; however, certain upfront sales and new forward sales are currently delayed and our plans, including these sales being completed as originally assumed, are dependent on the scale of negative impacts caused by the coronavirus pandemic and the success of any counter measures. Consus will continue to assess any potential macro-economic and industry-related impacts as well as any impact on the Group's business, either directly or from reduced economic visibility, and will update the market as appropriate.

There were no other significant events after the balance sheet date.

# RESPONSIBILITY STATEMENT

To the best of our knowledge and in accordance with the applicable accounting principles for interim financial reporting, the Condensed Interim Consolidated Financial Statements for the period from 1 January to 30 June 2020 present a true and fair view of the assets, liabilities, financial position and profit or loss of the Group and the interim management report presents a fair review of the development and performance of the business and the position of the Group, together with a description of the material risks and opportunities of the expected development of the Group.

Berlin, 27 August 2020

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Theodorus Gorens Member of the Management Board





Kurfürstendamm 188-189 | 10707 Berlin investors@consus.ag +49 30 965 357 90 260