

**SUPPLEMENT DATED 2 SEPTEMBER 2020 TO THE OFFERING CIRCULAR DATED 4
OCTOBER 2019**



Aroundtown SA

(a public limited liability company (société anonyme) established under the laws of the Grand Duchy of Luxembourg, having its registered office at 40, Rue du Curé, L-1368 Luxembourg, Grand Duchy of Luxembourg and registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B217868)

€15,000,000,000

Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Offering Circular dated 4 October 2019, as supplemented on 29 November 2019, 21 February 2020, 31 March 2020, 8 June 2020 and 2 July 2020 (as so supplemented, the **Offering Circular**) which together comprises a base prospectus for the purposes of the Prospectus Regulation constitutes a supplement to the prospectus for the purposes of Article 23 of the Prospectus Regulation and is prepared in connection with the €15,000,000,000 Euro Medium Term Note Programme established by Aroundtown SA (the **Issuer**). Terms defined in the Offering Circular have the same meaning when used in this Supplement. When used in this Supplement, **Prospectus Regulation** means Regulation (EU) 2017/1129.

This Supplement has been approved by the Central Bank of Ireland (the **Central Bank**), as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Issuer or the quality of the Notes that are the subject of the Offering Circular and investors should make their own assessment as to the suitability of investing in the Notes.

This Supplement is supplemental to, and should be read in conjunction with, the Offering Circular and any other supplements to the Offering Circular issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to (i) incorporate by reference the unaudited interim consolidated financial statements of the Issuer as at and for the six month period ended 30 June 2020; (ii) include new “Significant Change in the Financial or Trading Position” and “Trend Information” statements; and (iii) make certain amendments to the risk factors.

Interim Consolidated Financial Statements as at and for the six month period ended 30 June 2020

On 26 August 2020, the Issuer published its unaudited interim consolidated financial statements as at and for the six month period ended 30 June 2020 (the **H1 2020 Financial Statements**). By virtue of this

Supplement, the H1 2020 Financial Statements are incorporated in, and form part of, the Offering Circular including the information set out at the following pages in particular:

Board of Directors' Report	Pages 2 to 48
Interim Consolidated Statement of Profit or Loss	Page 50
Interim Consolidated Statement of Comprehensive Income	Page 51
Interim Consolidated Statement of Financial Position	Pages 52 to 53
Interim Consolidated Statement of Changes in Equity	Pages 54 to 55
Interim Consolidated Statement of Cash Flows	Pages 56 to 57
Notes to the Interim Consolidated Financial Statements	Pages 58 to 68

Any other information incorporated by reference that is not included in the cross-reference list above is considered to be additional information to be disclosed to investors rather than information required by the relevant Annexes of the Commission Delegated Regulation (EU) No 2019/980.

Copies of all documents incorporated by reference in the Offering Circular will be available for viewing on the website of the Issuer (<https://www.aroundtown.de/investor-relations/publications/financial-reports/>) or the website of Euronext Dublin (<https://www.ise.ie/Market-Data-Announcements/Debt/>), as applicable.

Alternative Performance Measures

For the purposes of the paragraph “Alternative Performance Measures” on pages 58 to 59 of the Offering Circular and the reconciliation of certain of the APMs referred to therein, their components as well as their basis of calculation see the following pages of the H1 2020 Financial Statements: Page 32 (Adjusted EBITDA), Page 34 (FFO I), Page 40 (LTV) and Page 42 (EPRA NAV).

By virtue of this Supplement, the following wording shall be deemed to be inserted at the end of the paragraph “Alternative Performance Measures” on page 59 of the Offering Circular:

“According to the ESMA Guidelines on APMs, the Issuer also considers the following information presented in the H1 2020 Financial Statements as APMs: FFO I, Covid adjusted and FFO I after perpetual, Covid adjusted. For the reconciliation of these APMs referred to in the preceding sentence, their components as well as their basis of calculation see the following pages of the H1 2020 Financial Statements: Page 44 (FFO I, Covid adjusted) and Page 45 (FFO I after perpetual, Covid adjusted).”

Risk Factors

By virtue of this Supplement, the risk factor entitled “Covid-19 and potential future outbreaks” on page 21 of the Offering Circular (included as part of the Supplement dated 8 June 2020) shall be deemed to be deleted in its entirety and replaced with the following wording:

“Covid-19 and potential future outbreaks.

Covid-19 continues to pose risks to the Group and has affected investment sentiment on a global scale, resulting in a significant increase in volatility in the global capital markets. In addition, the outbreak has

resulted in restrictions on travel and public transport, restrictions on trade and transportation of goods and prolonged closures of workplaces.

While the Group's daily operations are not materially dependent on a supply chain or production chain that may be disrupted due to Covid-19, the pandemic has had an adverse impact on the Group's hotel and non-essential goods retail asset classes. Covid-19's impact on the tourism sector has lowered revenues for hotel operators. The Group's rent collection rate from April to June 2020 significantly fell below the level of previous periods due to hotel tenants using rent deferral options. Additionally, the Group's July 2020 rent collection was significantly impacted. In response, the Group has been working with tenants on a case-by-case basis to collect deferred rent as well as creating a €35 million extraordinary rent provision. Future quarantines and lockdowns due to potential additional waves of Covid-19 continue to have a material impact on the Group's collection rate as more tenants will likely defer rent payments. In such cases, the Group might need to create further provisions.

In addition, there might be a higher probability of tenant insolvencies if tenants cannot recover to pre-Covid-19 operating revenue levels, leading to material rent loss for the Group. Such factors might have already led valuers to reassess the hotel asset class risk, resulting in downward valuations. While such negative valuations of the hotel portfolio have been offset with positive revaluations in the Group's other asset classes, there could potentially be more negative revaluations in the future, which would have an impact on the Group's ability to leverage key performance indicators, and could in turn, adversely impact the Group's credit rating.

Covid-19 has resulted in travel restrictions, mandatory quarantines, lower consumer demand, lay-offs and the disruption of businesses across markets, essentially upending the global economy. If the impact of Covid-19 on the real estate market is prolonged, the Group's ability to attract new tenants, extend leases, increase rents and decrease vacancies may be negatively affected. Covid-19 may also have an adverse impact on the Group's employees and its post-TLG takeover integration efforts.

This economic downturn has contributed to increased capital market volatility, which could impact the Group's credit rating and also its ability to secure funds at attractive rates. The Group may also be affected by the continued uncertainty in the financial markets, leading to limited credit and liquidity supply and increased costs for the issuance of equity and debt.

The extent of the risk posed by Covid-19 in the future is unclear and the occurrence of any of the foregoing factors may have a material adverse effect on the net assets, cash flows, financial condition, results of operations, net profits and prospects of the Group."

General Information

The paragraph under the heading "Significant Change in the Financial or Trading Position" on page 222 of the Offering Circular shall be deemed deleted and replaced with the following paragraph:

"Other than as described in (i) paragraphs (a) through (d) of Note 14 (Events after the reporting period) on page 68 of the Issuer's unaudited interim consolidated financial statements as at and for the six month period ended 30 June 2020 (the **H1 2020 Financial Statements**) and (ii) the risk factor entitled "*Covid-19 and potential future outbreaks*." inserted on page 21 of the Offering Circular by virtue of the Supplement dated 2 September 2020, since 30 June 2020, there has been no significant change in the financial performance or position of the Issuer or Aroundtown."

The paragraph under the heading "Trend Information" on page 223 of the Offering Circular shall be deemed deleted and replaced with the following paragraph:

"Other than as described in (i) paragraphs (a) through (d) of Note 14 (Events after the reporting period) on page 68 of the H1 2020 Financial Statements, (ii) the risk factor entitled "*Covid-19 and potential future*

outbreaks.” inserted on page 21 of the Offering Circular by virtue of the Supplement dated 2 September 2020 and (iii) the developments inserted in the section entitled “*Description of the Issuer - Recent Developments*” on page 195 of the Offering Circular by virtue of the Supplement dated 8 June 2020, there has been no material adverse change in the prospects of the Issuer since 31 December 2019.”

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Offering Circular by this Supplement and (b) any other statement in or incorporated by reference in the Offering Circular, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Offering Circular since the publication of the Offering Circular.