

[IMPORTANT NOTE: This document is a convenience translation only. Neither REO Spanien Projektentwicklungs GmbH nor the Aquila Group or any of its employees accept any liability under or in connection with this document. In case of inconsistencies, the German version of this Invitation to Vote shall prevail.]

**REO Spanien Projektentwicklungs GmbH
Hamburg, Germany**

EUR 25 million 2015 bearer partial bonds
ISIN: DE000A13SH22 / WKN: A13SH2

**VOTING WITHOUT AN ASSEMBLY
– INVITATION TO VOTE –**

from REO Spanien Projektentwicklungs GmbH, based in Hamburg, registered in the commercial register of the local court of Hamburg under number HRB 137179 with its business address at ABC-Strasse 21, DE-20354 Hamburg, Germany (hereinafter also the “**Issuer**” or the “**Company**”)

regarding the

EUR 25 million 2015 bearer partial bonds of REO Spanien Projektentwicklungs GmbH due on 2nd November 2020

ISIN: DE000A13SH22 / WKN: A13SH2

(the “**REO Bond**”),

divided into 25,000 bearer partial bonds with a nominal amount of EUR 10,000.00 each (each individually a “**Bond**” and together the “**Bonds**”).

Note: A non-binding convenience translation of this invitation to vote in English is accessible on the Issuer’s website (<https://www.aquila-capital.de/en/publication-requirements>) under the heading “Mandatory Publications”.

The Issuer hereby invites the holders of the REO Bonds (individually a “**Bondholder**” and collectively the “**Bondholders**”) to cast their vote in a vote without an assembly (“**Voting without an Assembly**”) within the period

starting on Monday, 3 August 2020 at 0:00 a.m.

and

ending on Wednesday, 5 August 2020 at 24:00,

towards the notary Christoph Wagner (the “**Voting Director**”) with his registered office in Berlin (the “**Invitation to Vote**”).

OWNERS OF THE REO BONDS SHOULD NOTE THE FOLLOWING IMPORTANT INFORMATION.

The publication of this Invitation to Vote does not constitute an offer. In particular, this publication does not constitute a public offer to sell, or an offer or a solicitation to buy, purchase or subscribe to bonds or other securities.

The Preliminary Remarks set out in Section I of this Invitation to Vote below have been voluntarily drawn up by the Issuer in order to explain to the Bondholders the background for the subject matter of the resolution and the specific proposal for a resolution. Neither the Issuer nor its legal representatives, employees, advisors and agents nor any other person guarantee the accuracy and completeness of the information contained therein. The explanations are not to be understood as a conclusive basis for the voting behaviour of the Bondholders. In particular, the Issuer does not guarantee that the Preliminary Remarks to this Invitation to Vote contain all the information that is necessary or expedient for a decision on the subject matter of the resolution.

This Invitation to Vote does not replace an independent examination and evaluation of the resolution items or a further examination of the legal, economic, financial and other circumstances of the Issuer by each individual Bondholder. Each Bondholder should base his or her decision on voting on the subject matter in the Vote without an Assembly not solely on the basis of this Invitation to Vote, but using all available information about the Issuer after consulting with their own lawyers, tax and/or financial advisors.

This Invitation to Vote has been published in the Federal Gazette (Bundesanzeiger) and on the website of the Issuer (<https://www.aquila-capital.de/en/publication-requirements>) under the heading Publication Requirements since 14 July 2020. To the best of the Issuer's knowledge, the information contained in this Invitation to Vote is current at the time of publication, unless stated otherwise, but may become incorrect after the publication date of the Invitation to Vote. Neither the Issuer nor its legal representatives, employees, advisors and agents, or their respective legal representatives, employees and advisors, undertake any obligation to update the information in this Invitation to Vote or to provide additional information about circumstances after the date of publication of this Invitation to Vote.

Neither the Issuer nor its respective legal representatives, employees or advisors and agents, or their respective legal representatives, employees and advisors, nor any other person, in particular those advisors who are mentioned in the following Preliminary Remarks to this Invitation to Vote, ensure the accuracy and completeness of information contained in the Preliminary Remarks. Neither the Issuer nor its respective legal representatives, employees or advisors and agents, or their respective legal representatives, employees or advisors and agents, nor any other person, in particular those mentioned in the following Preliminary Remarks to this Invitation to Vote, accept in connection with the Preliminary Remarks to this Invitation to Vote any liability. In particular, they are not liable for any damage that occurs directly or indirectly in connection with the use of the information in the Preliminary Remarks of the Invitation to Vote, in particular damages due to decisions that are made on the basis of the information in the Preliminary Remarks of this Invitation to Vote or which are caused by incorrect or incomplete information contained in the Preliminary Remarks of the Invitation to Vote.

The Preliminary Remarks presented in Section I of this Invitation to Vote contain certain forward-looking statements. They include all statements that do not relate to historical facts or events. This fact applies in particular to information about the Issuer's intentions, beliefs or current expectations with regard to its future financial profitability, plans, liquidity, prospects, growth, strategy and profitability as well as the economic framework conditions to which the Issuer is exposed. The forward-looking statements are based on current estimates and assumptions made by the Issuer to the best of its knowledge. However, such forward-looking statements are subject to risks and uncertainties because they relate to future events and are based on assumptions that may not occur in the future.

The above applies in the same and special way if there should be changes to the proposed resolutions before the so-called second Bondholders' assembly, which may be necessary.

I. PRELIMINARY REMARKS

The Issuer was founded for the purpose of developing and selling real estate projects indirectly through various project companies, particularly residential (remodelling) projects in Spain. To finance this project, it issued in 2015 REO Bonds with a total nominal amount of EUR 25 million by means of a private placement, which were subscribed at EUR 10.36 million. Bonds with a total nominal amount of EUR 6.734 million are currently outstanding.

The original maturity date of the Bonds was 2nd November 2019 in accordance with Section 3.1 of the REO Bond terms and conditions (hereinafter referred only to as the “**Bond Terms**”). The Issuer also had the option under Section 3.1 in conjunction with Section 8 of the Bond Terms to postpone the maturity date twice by six months by means of a unilateral declaration to be announced, of which it made use by the relevant announcements on 11th September 2019 (the “**First Term Extension**”) and on 20th December 2019 (the “**Second Term Extension**”). The maturity date of the REO Bond was therefore postponed to 2nd November 2020 according to Section 3.1 of the Bond Terms.

Effects of the Corona Crisis on the REO Bond and the Issuer's Investments

COVID-19 (*Coronavirus*) holds the global economy in its grip.

After a two-week halt on the construction sites throughout Spain, work was resumed as of 13th April 2020, taking into account the official requirements. One hundred per cent workload utilisation at the construction sites was achieved again by the end of May 2020. The state of emergency prevailing in the country for weeks was officially ended on 21st June 2020. This has also made mobility between regions possible again. Corona-related restrictions and hygiene rules, however, remain in place.

Our asset management remains in close contact with the local partners in Spain and ensures the continuous monitoring of the assets by the Asset Management team from Hamburg and Madrid.

Since two of the three projects are still in the project development phase, they could be affected by delivery bottlenecks for some components, even if the state of emergency has ended in Spain. In such a case, the possibilities for direct influence by the Asset Management are limited. By lifting the state of emergency, employee mobility is guaranteed again and cooperation with the (building) authorities is almost normal again.

The Issuer has given the Bondholders extensive information on the situation of the individual assets with investor report dated 9 April 2020 and the Reporting attached to this Invitation to Vote, to which a reference is made. If a Bondholder has not received the above-mentioned investor reports, they can be requested at any time free of charge from the Company at the address specified in Section III Number 8 of this Invitation to Vote by submitting evidence of creditor status (see Section III Number 5 of this Invitation to Vote).

Outlook

The development of the current situation cannot be currently assessed reliably. This applies in particular to the expected development of the resale of the apartments. In the short term, construction delays and a decrease in planned sales due to the state of emergency in Spain

are likely. The medium and long-term effects depend on further developments of the COVID-19 pandemic. The Issuer's expert teams continue to closely monitor the situation on a daily basis.

Measure: Term extension

From the launch of the REO Bond, a fixed coupon of 2.5% was paid out to investors each year up to November 2019. In addition, due to the returns from the Villaverde project, 35% of the originally subscribed total nominal amount of the REO Bond could already be returned to investors.

With the currently prevailing situation in Spain, a possible sale of the projects by the final maturity date according to the Bond Terms can only be done by accepting a disproportionate risk of loss. In addition, the previously reported delays in the projects are exacerbated by the COVID-19 pandemic so that at the current time a large part of the returns can only be expected in 2021 and 2022. Against this background and with the aim of generating a return that is as positive as possible and being able to react flexibly to future market developments, the Issuer suggests to Bondholders to adjust the Bond Terms by a majority vote in accordance with Section 11 of the Bond Terms by including further extension options and thus, as a result, an extension of the REO Bond term until 2nd November 2022 at the most, with the Bond Terms remaining unchanged.

The resolution will be made in accordance with Section 11.2 of the Bond Terms in accordance with the provisions of the Law on the Bonds from total issues (the Bonds Act ("**SchVG**")) as Voting without an Assembly (Section 18 SchVG).

II. SUBJECT OF THE VOTE WITHOUT AN ASSEMBLY AND PROPOSAL BY THE ISSUER

Resolution on the creation of further options to postpone the maturity date of the REO Bond

The Issuer proposes to make the following decision:

Section 3.1, Sub-paragraph 2, Sentences 1 and 2 of the Bond Terms are amended as follows:

"The Issuer also has the option of postponing the maturity date six times by six months each by means of a unilateral declaration. The latest redemption date and therefore maturity date for 100% of the nominal amount of the respective partial bonds plus any profit sharing pursuant to Section 2.3 is 2nd November 2022."

The Issuer hereby declares herewith, i.e. by announcing this Invitation to Vote, their consent to the resolution proposed above.

III. PROCEDURE FOR VOTING WITHOUT AN ASSEMBLY

1. *Legal Basis for Voting without an Assembly, Quorum and Majority Requirement*

In accordance with Section 11.1 of the Bond Terms, Sections 5 to 22 of the Bonds Act SchVG apply to the Bonds and the Bond Terms. As a result, Bondholders can approve changes to the Bond Terms by a majority vote.

Resolutions of the Bondholders are made in accordance with Section 11.2 of the Bond Terms by way of Voting without an Assembly, unless the Issuer decides otherwise in an individual case.

When Voting without an Assembly, quorum is given in accordance with Section 18 (1) SchVG in conjunction with Section 15 (3) Sentence 1 SchVG if the Bondholders participating in the Voting without an Assembly represent at least half of the Bonds outstanding at the time the resolution was passed.

Resolutions require a simple majority of more than 50% of the voting rights participating in the vote to be effective. The resolution proposed above also requires a qualified majority of at least 75% of the voting rights participating in the vote so as to be valid (Section 11.1 of the Bond Terms in conjunction with Section 5 (4) of the Bonds Act SchVG).

In the event that the quorum should not be reached when Voting without an Assembly, the Issuer hereby already indicates that they intend, if necessary in accordance with Section 11.2 of the Bond Terms in conjunction with Section 18 (4) Sentence 2, Section 15 (3) Sentence 2 of the Bonds Act SchVG to convene a second assembly for the purpose of passing resolutions. Such a second assembly would already have a quorum with regard to the subject matter of the resolution under Section II Number 1 of this Invitation to Vote if the Bondholders present represent at least 25% of the outstanding Bonds in terms of value.

2. *Legal Consequences If the Decision Comes into Effect*

If the Bondholders participating in the Vote without an Assembly have a quorum and agree to the resolution proposed above with the required majority, this has the legal consequence in particular that the resolution passed is equally binding for all Bondholders, even if they did not participate in the vote or within the resolution time frame or voted against the proposed resolution.

3. *Procedure and Manner of Voting*

The Vote without an Assembly is conducted in accordance with Section 18 (2) of the Bonds Act SchVG by notary public Mr. Christoph Wagner with his office in Berlin as the voting manager (the "**Voting Manager**").

Bondholders wishing to participate in the vote must cast their vote within the period

starting on Monday 3 August 2020, at 0:00 a.m.

and

ending on Wednesday, 5 August 2020 at 24:00

(the "**Voting Period**")

in writing (Section 126b Civil code BGB) to the Voting Manager at the address below ("**Casting of Votes**"). Access to the Voting Manager is considered as Casting a Vote. Please pay attention to the documents and evidence to be submitted as listed below.

Votes that are not received within the Voting Period, i.e. that the Voting Manager receives too early or too late, will not be counted.

Voting takes place by post, fax or e-mail or otherwise in writing sent to the following address:

Herr Notar Christoph Wagner

Heuking Kühn Lüer Wojtek

Partnerschaft mit beschränkter Berufshaftung von Rechtsanwälten und Steuerberatern (Partnership with limited professional liability of lawyers and tax advisors)

– **Abstimmungsleiter – (Voting Manager)**

"REO-Anleihe: Abstimmung ohne Versammlung"

Kurfürstendamm 32, 10719 Berlin, Deutschland

Fax: +49 30 88 00 97-99

e-mail: REO-Spanien2020@heuking.de

The voting result is determined using the addition procedure. In the addition process, only the yes votes and the no votes are counted. All votes properly cast during the Voting Period and provided with the necessary evidence will be taken into account. For the required quorum, abstentions from properly registered creditors are also counted.

4. Voting Rights

The voting right of each Bondholder in the Voting without an Assembly corresponds to the nominal value or the arithmetical part of their entitlement to the outstanding Bonds in accordance with Section 6 of the Bonds Act SchVG.

5. Registration, Special Evidence of Creditor Status and Blocking Notice

Only those Bondholders who have registered in writing (Section 126b Civil code BGB) in German or English in due time and have demonstrated their bond creditor status are entitled to exercise their voting rights in the Voting without an Assembly.

a) Registration

Registration must reach the office named above for voting by the end of the third day before the start of the Voting Period, i.e. **by Friday, 31 July 2020, 24:00 hrs.**

As evidence of the bond creditor status – if possible together with the registration, but at the latest by the end of the Voting Period – a certificate from the custodian bank of the relevant Bondholder in accordance with the following Letter b) ("**Special Evidence**") and a blocking notice in accordance with the following Letter c) ("**Blocking Notice**") are to be provided.

b) Special Evidence

The required Special Evidence is a (Section 126b Civil code BGB) certificate in writing from the custodian bank for the relevant Bondholder regarding the ownership of the Bonds, which contains the full name and full address of the Bondholder and specifies the total nominal amount of the Bonds on the date of issue of the certificate that is credited to the Bondholder's existing custodian bank.

A "**Custodian Bank**" is a bank or other financial institution (including the clearing system (Clearstream), Clearstream Luxembourg and Euroclear) that has a licence for the securities custody business and with which the Bondholder keeps bonds in a custody account.

c) Blocking Notice

The Custodian Bank's required Blocking Notice is a note stating that the Bonds held by the Bondholder in question are blocked at the custodian institution for the duration of the Voting Period.

Bondholders should contact their Custodian Bank for the issuance of the Special Evidence and the Blocking Notice.

Bondholders who have not submitted or transmitted the Special Evidence and Blocking Notice by the end of the Voting Period at the latest are not entitled to vote. Authorised persons of the Bondholder cannot exercise the voting right in such cases either.

6. Representation by Authorised Persons

Each Bondholder can be represented by an authorised person of their choice when voting (Section 14 of the Bonds Act SchVG in conjunction with Section 18 (1) SchVG).

The voting right can be exercised by this authorised person. The power of attorney and any instructions from the principal to the authorised person must be in writing (Section 126b of the Civil Code BGB).

The granting of power of attorney must be proven to the Voting Manager by submitting the power of attorney in writing by the end of the Voting Period at the latest. Timely registration and proof of the bond creditor status of the principal by means of Special Evidence and Blocking Notice are also required when voting by authorised person.

7. Countermotions and Supplementary Requests

Each Bondholder is entitled to submit their own resolution proposal to the subject matter of the resolution process in connection with this Invitation to Vote ("**Countermotion**"). Countermotions should be made in good time so that the Issuer may publish them before the start of the Voting Period on their website (<https://www.aquila-capital.de/en/publication-requirements> under the heading Publication Requirements).

Bondholders whose bonds collectively account for at least 5% of the outstanding REO Bonds can request within the statutory period that new items be announced for resolution ("**Supplementary Request**"). Supplementary Requests must be submitted in good time so that the Issuer may have them published in the Federal Gazette no later than the third day before the first day of the Voting Period.

The announcement of Countermotions as well as any Supplementary Requests are to be sent to the Issuer or the Voting Manager by post, fax, e-mail or otherwise in writing to one of the following addresses:

REO Spanien Projektentwicklungs GmbH
"REO-Anleihe: Abstimmung ohne Versammlung"
ABC-Strasse 21, DE-20354 Hamburg
Phone: +49 (0) 40 55 56 53-303
Fax: +49 (0) 40 55 56 53-304
e-mail: reo@aq-mgmt.com

or

Herr Notar Christoph Wagner

Heuking Kühn Lüer Wojtek

Partnerschaft mit beschränkter Berufshaftung von Rechtsanwälten und Steuerberatern (Partnership with limited professional liability of lawyers and tax advisors)

– **Abstimmungsleiter – (Voting Manager)**

"REO-Anleihe: Abstimmung ohne Versammlung"

Kurfürstendamm 32, DE-10719 Berlin, Germany

Fax: +49 30 88 00 97-99

e-mail: REO-Spanien2020@heuking.de

The bond creditor status must also be proven in order to make a Counter-motion or a Supplementary Request (see par. 5 above). In the event of a Supplementary Request, the Bondholders who apply to submit another item for resolution must also demonstrate that they alone or jointly represent 5% of the outstanding Bonds. If Bondholders submit Counter-motions and/or Supplementary Requests by an authorised person, proof of power of attorney must be provided in accordance with par. 6.

8. Available Sample Forms and Simplified Registration and Voting in One Step with the Combined Form

In order to facilitate and accelerate the Voting without an Assembly, Bondholders and their Custodian Banks are asked for:

- the registration,
- the Special Evidence,
- the Blocking Notice,
- possible power of attorney and
- a vote,

if possible, to use the sample forms that are available on the website of the Issuer <https://www.aquila-capital.de/pflichtveroeffentlichungen> under the heading Mandatory Publications from the time of publication of this Invitation to Vote. However, the validity of a vote does not depend on the use of the sample forms. Any timely and properly filed Counter-motions to the Issuer's proposed resolution and/or requests of creditors to add to the agenda of the Voting without an Assembly will also be included in the voting form. If such requests are received by the Voting Manager or the Issuer, the form will be updated in reasonable time.

Thus, to facilitate the voting process, please submit the registration, Special Evidence and Blocking Notice as well as any powers of attorney to the Voting Manager as early as possible.

Please note that if you would like to vote in person or through an individual representative, you have to contact the Voting Manager twice: Once to register for the vote on time by Friday, 31 July 2020, 24:00 hrs, and again to vote within the Voting Period from 3 August 2020 0:00 a.m. to 5 August 2020, 24:00 hrs. To avoid this, you can use the Combined Form for

- Registration and voting in one step

by Friday, 31 July 2020, 24:00 hrs midnight, make the timely registration and, at the same time, authorise the voting representative nominated by the Company, in the relevant voting

form, an employee of Aquila Capital Investmentgesellschaft mbH (the “**Voting Representative**”), to vote during the Voting Period according to your instructions. In addition to the Combined Form, you then only have to provide the Special Evidence and the Blocking Notice.

8. Other Documents

From the day of publication of this Invitation to Vote until the end of the Voting Period, besides the sample forms in accordance with par. 7 also the following documents will be available on the Issuer's website at <https://www.aquila-capital.de/pflichtveroeffentlichungen> under the heading Mandatory Publications:

- this Invitation to Vote,
- the currently applicable Bond Terms of the REO Bond.

At the request of a Bondholder, copies of the aforementioned documents and the sample forms will be sent to them immediately free of charge. Such a request must be sent by post, fax or e-mail to:

REO Spanien Projektentwicklungs GmbH
"REO-Anleihe: Abstimmung ohne Versammlung"
ABC-Strasse 21, DE-20354 Hamburg
Phone: +49 (0) 40 55 56 53-303
Fax: +49 (0) 40 55 56 53-304
e-mail: reo@aq-mgmt.com

IV. DECLARATION BY THE ISSUER CONCERNING THE HOLDING OF BONDS

The Issuer itself does not hold any Bonds at the time of publication of this Invitation to Vote.

V. PRIVACY POLICY

Since 25th May 2018, Regulation (EU) 2016/679 (General Data Protection Regulation or GDPR) is being applied throughout Europe. The protection of personal data of our Bondholders and their legally compliant processing are of great importance to the Issuer. Therefore, the Issuer has shown at <https://www.aquila-capital.de/datenschutzerklaerung> which rights you have (including your right to lodge a complaint with a supervisory authority) and how the Issuer generally deals with data which it is processing. As part of the administration of the Bond and the upcoming voting, we process the following data categories concerning you: contact details, number of Bonds you hold, information about your depository institution, and if applicable, data on a representative named by you. We process this data exclusively to fulfil the contracts for the Bond (Art. 6 par. 1 let. b GDPR) and to fulfil legal obligations (e.g. from the German Bonds Act). We store your data as long as this is prescribed by legislation (by tax law and bond law). Your above-mentioned data will be forwarded to Notary Public Mr. Christoph Wagner and, if necessary, to other service providers, lawyers and tax advisors who will support the Issuer in organising the upcoming vote.

Hamburg, in July 2020

REO Spanien Projektentwicklungs GmbH

The Voting Manager also calls on the Bondholders of the REO Bond to cast their votes in a Vote without an Assembly within the period beginning on Monday, 3 August 2020 at 0:00 hrs. and ending on Wednesday, 5 August 2020 24:00 hrs, in writing (Section 126b of the German Civil code) towards the Voting Manager in accordance with the above Invitation to Vote and makes the proposed resolution submitted by the Issuer in Section II of this Invitation to Vote.

Berlin, in July 2020

Christoph Wagner

– Notary Public –