

Vivion Investments S.à r.l. FY 2021 results presentation

Date: 9 May 2022





Vivion FY 2021 results presentation

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FY 2021 HIGHLIGHTS

Strong performance and improved operational efficiency

Top & bottom line

- Revenues € 199.6mn
- € 187.2mn FY 2020, 7% increase YoY
- FFO € 81.3mn
- ₹ 74.4mn FY 2020, 9% increase YoY
- Adjusted EBITDA € 165.1mn
- € 142mn FY 2020, 16% increase YoY
- Occupancy 96%
- 100% for UK portfolio and 91% for Germany

Financial position

- Total Assets € 5.3bn
- € 4.8bn as at Dec 2020
- Cash € 803mn
- Excluding € 571 mn of financial assets
- Unencumbered assets
- € 3,204mn
- Unencumbered assets ratio61%
- EPRA NTA € 1,975mn
- Dec 2021

Debt profile

- Net LTV 35.3 %
- 40.1% as at Dec 2021
- € 118mn secured debt repaid
- Average cost of debt 3.0%, all interest fixed or hedged
- Debt Mix 68 / 32 %
 Unsecured / Secured
- Bond Covenants
- Sufficient headroom across covenants



Key highlights

Strong performance and improved operational efficiency

FY2021 Highlights:

- Total assets as at 31 December 2021 EUR 5,316 million (EUR 4,752 million as at 31 December 2020).

 Investment property as at 31 December 2021 EUR 3,668 million (EUR 3,350 million as at 31 December 2020) EUR 1,015 million of assets disposed (on al fully consolidated basis) to third parties in 2021 including:
 - The disposal of Berlin asset complex. The Group sold its full 89.9% interest in this asset complex. The consideration for the sale of the shares was settled in cash and financial instruments. The financial instruments received as part of the consideration include traded and non-traded bonds. These financial assets benefit from a security over companies that hold indirectly German real estate assets.
 - In March 2022, the Group cashed additional portion of the non-traded bonds with a book value of EUR 332 million for a total consideration of EUR 321 million (the "Total Purchase Price") to a EUR 4bn third-party European-based asset manager with expertise in and sizeable exposure to German real estate.
 - The Total Purchase Price was split to immediate cash payment of ca. EUR 110 million which has been received by the Group and to a deferred payment (the "Deferred Payment") which is expected to be received 12 months following the end of the reporting period. The security package for the Deferred Payment includes a full pledge over the Notes sold. Following the above, the remaining non-traded bonds position of the Group is only EUR 4.4 million.
 - Following the sale of the non-traded bonds, the total cash received by the Group from the Berlin asset complex disposal amounted to ca. EUR 624.5 million cash, out of which Ca. EUR 410 million in cash received as of the date of this report (EUR 300 million during the reporting period) and the Deferred Payment. The remaining portion of the financial assets (i.e. traded bonds) are planned to be cashed in during 2022 and are secured by German assets with a NAV that is material above the remaining position.
 - 2 non-core assets in UK and in 3 assets in Germany that no longer met the Group's investment criteria or have reached their material potential. The Company sold it full interest of these assets (i.e. 89.9%-100%). The full consideration was received in cash in full.
 - As some of the asset's disposals were through a share deal, the Group also de-recognized Non-Controlling Interest of EUR 50.6 million.

Key highlights

Strong performance and improved operational efficiency

FY2021 Highlights (cont):

- All the disposals were done at attractive prices for the company.
- Valuations show post-pandemic recovery for UK portfolio and gains in German portfolio attributed to leasing activities and gains from obtained pre-development rights. 100% of portfolio valued as at 31 December 2021 by third party appraisers.
- Property revaluation and capital gains amounted to EUR 281 million (2020: (EUR negative 71 million).
- EUR 803 million of cash.
 - **EUR 340 million tap** of 2025 Notes in July 2021.
 - EUR 59 million proceeds from a sale and lease back completed for the freehold rights of one of the Group's hotels in London.
 - Extended waiver for certain financial covenants for UK portfolio's secured debt until July 2022 by which the Group expects to meet the financial covenant ratios.
- Collection rates across portfolio: approx. 87% collection rate for 2021.
 - **2021 Rent collection German portfolio: approx. 88%.** The majority of remaining rents is deferred and expected to be collected in 2022 and 2023.
 - 2021 Rent collection UK hotel portfolio: approx. 87% with the remainder being deferred and paid in monthly installments. None of the rental guarantees were invoked.
- Continued successful asset management activities: Over 104,000 sqm of new leases or prolongations signed in 2020 and 2021 for German portfolio, with strong leasing pipeline for 2022, demonstrating continued demand despite the pandemic. Most leases were signed for higher rents, increasing the portfolio's in-place rent.
- The vast majority of the leases are indexed for inflation, providing a protection against future risk of loss of purchasing power

Key highlights

Cont.

Post FY 2021 Developments

- Post the reporting period, the Group **acquired a portfolio of six assets**, predominantly Berlin located, for a total consideration of EUR 85 million. The closing of the transaction occurred in April 2022. The mix-use portfolio has a standing occupancy of 93%, over 6 years WAULT and generates an Annual in-place rent of approx. EUR 3.5 million
- The Company continuous to improve its governance structure by not only adding a new independent member of the Advisory Board but also by broadening the range of specialist members on its committees and investing the possibilities of adding independent members to its Board of Managers in the near future.
- The Company published its first ESG report, in which it demonstrates its ESG activities and strategy. The ESG activities focuses on 7 Key Material topics to reduce both landlord and occupiers' operating costs and sustain long-term value of the Group's assets. The Company publishes the annual ESG Report referencing to the Global Reporting Initiative (GRI) standard and aims to comply with EPRAs BPR guidelines. The report is available on the Company's website www.vivion.eu.







Company overview

Vivion company overview

Diversified portfolio of UK hotel assets and German office properties

Overview Of key assets

United Kingdom (54 Assets / 8,605 Keys)



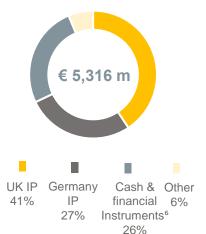
Geographic split¹



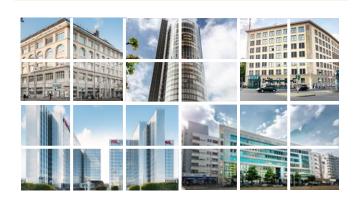
Asset class split



Total assets split



Germany (35 Assets)



Key consolidated figures (31 December 2021)

Total assets	Investment Property ²	Annualized In- place rent ²	WAULT ²	No. of Properties ²
€ 5,316 m	€ 3,611 m	€ 185 m	11.8 yrs	89
Cash	Rental Yield ³	FFO	EPRA NTA ⁴	Property Occupancy Rate ²
€ 803 m	5.1%	€ 81 m	€ 1,975 m	96.4%

Note: GBP – EUR FX Rate assumed at 1.1901.

¹ excludes assets held in other EU jurisdictions and assets held for sale, includes advance payments and IFRS 16 adjustments ² excluding investment property held for sale. ³ Calculated as inplace rent divided by Investment Property excluding assets held for sale. ⁴ EPRA NTA interprets shareholder loans (including accrued interest) to be treated as equity. ⁶Out of which cash position of EUR 803 million and other financial assets of EUR 571 million.



Highly experienced senior leadership team with proven European real estate track record operating within dedicated asset management platform of critical size

Our leadership team has almost 2 decades of experience in private and public real estate markets

Advisory Board

Amir Dayan Advisory Board Beatrice Ruskol Advisory Board

Board of Managers of the Company



Sascha Hettrich FRICS
CEO



Ella Raychman CFO



Oliver Wolf Director



Jan Fische Director

Senior Leadership Team



Mirko Schwerdtner Managing Director Asset Management



Bert Schröter Director



Sven ScharkeHead of Leasing



Simon Teasdale Managing Director UK Hotels



Dan IrroniFinance Director
UK Hotels - CFO



ESG & sustainability goals and targets



CLEARY SET TARGETS

- Net zero Carbon by 2040
- Investing in energy-efficient assets and renewable sources
- Supplying our assets with 100% renewable energy
- Reduce waste and preserve natural resources
- Increase % of energy certification and green building labeling for the portfolio



Social

SOCIALLY RESPONSIBLE

- Strong commitment to maintain high tenant satisfaction
- Promote stable work environment within Vivion and business partners
- Engage with & support local communicatees surrounding portfolio assets
- Full adherence to all data protection and privacy regulations



Governance

HIGH LEVEL OF GOVERNANCE

- Increasing non-executive independent Board members
- Enhanced functioning of Company's committee structure
- Compliance with laws and regulations
- Equal opportunities and diversity for people and Groups with different capacities and backgrounds



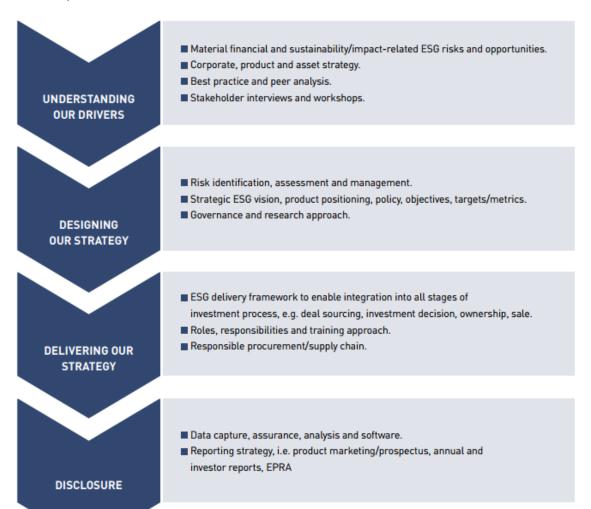






ESG & sustainability goals and targets

In 2022, we will continue to strengthen the formal structure that sits behind our ESG strategy. Our approach to further develop this ESG strategy can be summarized in four steps:





Vivion published its first ESG report, in which it demonstrates its ESG activities and strategy. The objective of Vivion's sustainability strategy is to affirm its commitment to achieve long-term sustainable outcomes through its real estate assets, across its supply chain and in the communities it operates.. The report is available on the Company's website.







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Financial Results

Balance sheet overview

As at 31 December 2021

KPI comparison



Summary balance sheet

EUR millions	31 December 2021	31 December 2020
Investment property ¹	3,668	3,350
Cash and cash equivalents	803	258
Financial assets measured by fair value through profit and loss	571	-
Other assets	274	1,144
Total Assets	5,316	4,752
Equity attributable to the owners of the company	771	564
Non-controlling interests	484	501
Total Equity	1,255	1,065
Bonds, loans and borrowings	2,221	1,953
Loans from shareholders	803	828
Loans from non-controlling interests	527	502
Other liabilities (incl. held for sale)	510	404
Total Liabilities	4,061	3,687

- Investment property increased between December 2020 and December 2021, mainly driven by:
 - Disposals: 5 assets disposed in Germany and 2 hotels in UK, all around or above book value
 - <u>FX movements:</u> GBP-EUR FX rate increased as of 31 December 2021 (1.19) vs 31 December 2020 (1.11)
 - Revaluation and capital gains of EUR 281 million (see note 6 of the Audited 2021 FS).
- Cash position of EUR 803 million plus EUR 571 million of other financial assets supported by the disposal completed during the reporting period
- Net debt decreased between December 2020 and December 2021, mainly as a result of:
 - EUR 118 million of secured debt repayment, including additional prepayment of EUR 93 million in April 2021.
 - EUR 545 million increase of cash position as at 31 December 2021 (EUR 803 million) compared to 31 December 2020 (EUR 258 million).
- Leverage remains robust and within target levels.



¹ Including advance payments for investment property and IFRS16 adjustment. 2 Defined as Net debt / {Total assets (less cash and cash equivalents)).

Income statement overview

2021

KPI comparison



P&L highlights

EUR millions	For the year ended December 2021	For the year ended December 2020
Rental income and other income	183	171
Service charge income	17	16
Total revenues	200	187
Property revaluations and capital gains	281	(71)
Share in profit (loss) from equity accounted investees	20	(1)
Property operating expenses	(21)	(30)
General & administrative expenses	(16)	(31)
Operating profit	464	54
Interest expenses on bank loans and bonds	(47)	(56)

- Revenues The increase in revenues from EUR 187 million to EUR 200 million (+6.7% YoY growth) is attributed to new rental agreements in the German portfolio, the completion of the hotel operations disposal and subsequent signing of leases for the 2 London hotels acquired in 2020, foreign exchange impact and indexation of existing leases.
- Adjusted EBITDA increased by 16% due to increase in rental income as well as operational savings, lower one-time expenses compared to 2020 and lower professional fees in comparison to 2020.
- there was a **9% increase in FFO** which is due to the increase in Adjusted EBITDA. Net interest expenses on bank loans reduced compared to 2020 as a result of interest income from third parties [add: mainly attributed to coupons on the notes received following the Berlin asset disposal.



Company debt profile

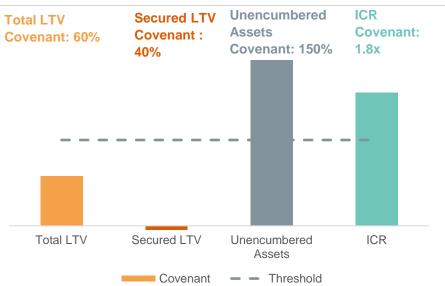
As at 31 December 2021

201

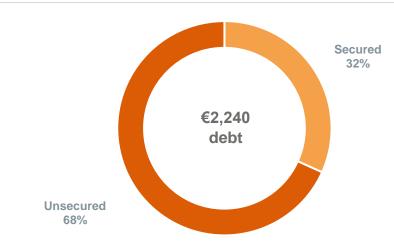
Overview

- Decrease of € 118 million of secured financing, including £ 78 million (€ 93 million) additional prepayments on UK debt facility in 2021, further reducing the Group's secured debt.
- Significant headroom across bond covenants, LTV and unencumbered asset ratio emphasize the prudent and robust financing structure and provide several potential financing options.
- Average cost of debt 3.0%. Floating interest risk largely hedged through cap or swaps. The Company is in progress to prolong its debt maturity by refinancing existing debt.

Bond covenant headroom



Debt profile (€m)



In EUR millions¹ unless stated otherwise

1,533.1	
328.6	
378.0	
2,239.7	
	328.6 378.0



¹ Excludes long-term lease liabilities, accrued interest and includes capitalized financing fees. Unsecured debt includes embedded derivative related to 2025 convertible bond. GBP – EUR FX Rate assumed at a constant rate of 1.1901.





3

Portfolio

Portfolio overview

United Kingdom

Class

Hotel Total

Diversified hotel portfolio in the UK and office property portfolio in Germany

Investment property: € 2,163 m

properties

54

54

Cash position: € 803 m Which will be materially invested in commercial assets in Germany as per the Company's strategy





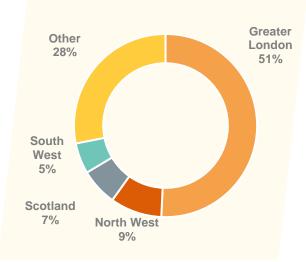


Hotel properties by region

% IP

100%

100%



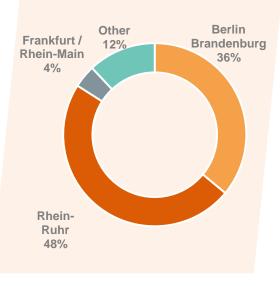


Investment property: € 1,367 m

Germany

Class	% IP	# properties
Hotels	9%	3
Office	86%	24
Other	5%	8
Total	100%	35

Office properties by region



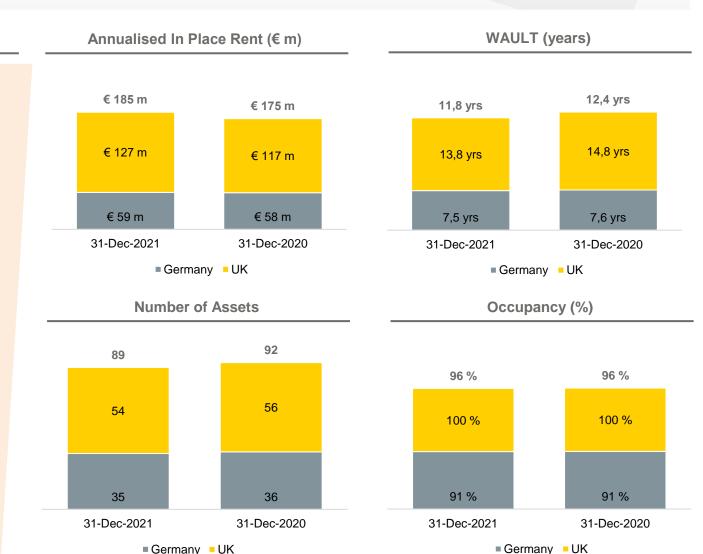


Operational performance

31 December 2021

Summary

- UK rental income increase as a result of FX, indexation and new leases signed.
 Long term lease agreements in place for UK portfolio unaffected.
 Operational metrics remain stable disposals that were completed in 2021.
- Strong asset management activities in 2020-2021: 104,000 sqm of new leases or prolongations for German portfolio signed. Most leases were signed for higher rents.
- 11.8 year WAULT as at 31 December 2021 above industry norm
- 5 Assets which have realised their value potential or no longer meet the Company's investment criteria are disposed of, resulting in a reduction in the number of assets as of 31 December 2021. 2 assets that were disposed of were classified as held for sale as at 31 December 2020.
- Occupancy remains stable across both portfolios due to prolongation of several leases with anchor tenants and signing of new leases.







High quality real estate portfolio in strategic locations

Assets strategically diversified across major German cities



- The German portfolio performance has remained strong in the Covid-19 period and experienced collection rates of approx. 88%.
- Leasing activities remain strong across the portfolio. Property Occupancy Rate stands at 91%.
- The sale of the asset complex in Berlin in June 2021 has changed the portfolio dynamics of the German portfolio, as part of the asset complex is under refurbishment and modernization and reducing planned capital expenditures by € 50 million.
- The Group completed the purchase of 6 assets in Germany in April 2022, increasing its German portfolio and further support portfolio metrics.

Key metrics (December 2021)





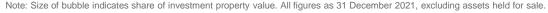
WAULT: 7.5 years



Geographic footprint of German portfolio

- ✓ Office portfolio primarily in Tier 1 cities across Germany with strong micro locations
- ✓ Berlin & Rhein-Ruhr focused; 86% of German office portfolio







QUALITY, CREDIBLE AND WELL DIVERSIFIED TENANTS ACROSS PORTFOLIO

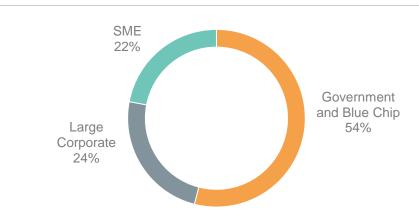
Tenant profile and diversity reflect stable and predictable future cashflows

Lease Features

- 1 Inflation indexed leases
- 2 Euro denominated
- Most German leases are double net (tenants responsible for all operating expenses, repairs and maintenance)

Stable rental income from high quality tenant base including government institutions

Tenant Size Breakdown 1



Major Tenants by NLA as of December 2021 ¹

Tenant	NLA (sqm)	% total NLA ¹
National Utilities Provider innogy	56,337	21,9%
Agency of the German Federal State of NRW	22,280	8,7%
Government Administrator	13,501	5,2%



Note: excluding assets held for sale.

¹ Office category

High quality real estate portfolio in strategic locations

Mainly in prime locations across UK big cities



Geographic Footprint



FY 2021 Summary

- With the lifting of all trading restrictions on England's 'Freedom Day' on July 19 2021, the hotel sector re-opened and saw a significant boost of trading with strong asymmetric demand in the domestic leisure sector.
- The strong geographic location of the Group's UK hotel portfolio together with its end user diversification as well as the more resilient 3 / 4-star brands position the hotels to recover well in comparison with its peer set

Key metrics (December 2021)













WAULT: 13.8 years

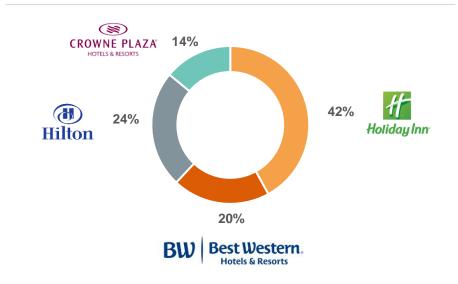


Long leased, credible and diversified hotel portfolio across the UK

Substantial protection to market turbulence

- Secure income stream from long term and defensive lease structure with no operational exposure
- Long term leases (13.8 year WAULT) with high quality tenants
- Rental guarantees in place for average of 35 months²
- Well **diversified customer base** providing natural hedge to the UK economy

Established well-known hotel brands³



Operational update

- 2021 Rent collection UK hotel portfolio: 87% with the remainder 13% deferred to be collected in 2022. None of provided rental guarantees are invoked.
- In July 2021 the hotel operations of the two London hotels acquired in January 2020 were disposed to affiliated operating companies outside of the Group and subsequently long-term operational leases have been entered into. Following the disposal, the hotel operations will be sold to a third party for which an LOI has been signed.
- As part of the capex program, the Group has completed the upgrade of the public spaces for several hotels in its portfolio.



³ By fair value as at 31 December 2021, excluding non branded hotels





Düsseldorf - Völklinger Strasse



A 47,000 sqm property, located close to Düsseldorf's Medienhafen area in the Düsseldorf-Unterbilk district, a thriving commercial area which lies on the right bank of the Rhine river.

Main tenants include Bau- und Liegenschaftsbetrieb NRW, a government tenant which leases over 20,000 sgm of the building.

Essen - Opernplatz



The property is the tallest building in North Rhine-Westphalia and is an Essen landmark.

The property in centrally located within the Südviertel of Essen, approximately 450m south of the main railway station.

Leading German electricity supplier Innogy occupies the entire 56,000 sqm property.



Munich - Gustav Heinemann Ring



Centrally located in a well-established business park near the airport of Munich, this property offers approx. 7.800 sqm of office space for a range of tenants mainly from the technology sector.

The property is near fully-let and the length of its leases, together with the strength of the location and the high overall quality, contribute to the strong value of this asset.

Berlin - Potsdamer Strasse



The assets located at Potsdamer Strasse are listed, but modernized, 1930's office buildings situated in the vibrant Schöneberg district of Berlin, Germany's capital city and largest investment market with the most dynamic economy in the country.

Potsdamer Strasse is one of the main North-South thoroughfares through the capital city originating at the world-famous Potsdamer Platz. The asset complex is located at the southern end of the route beside the Kleistpark U-bahn (underground railway) station.



Berlin - Karl Liebknecht Strasse





The property is situated in the north-east section of Berlin-Mitte, close to Alexanderplatz, a major transport interchange and one of the most visited areas in the capital. Tourist attractions include the landmark Fernsehenturm (TV tower)

Berlin - Bundesallee



The property on Bundesallee is situated on a busy north-south thoroughfare in one of Berlin's popular office districts and lies next to the Berliner Strasse U-Bahn station at the intersection of Bundesallee and Berliner Straße.



Berlin - Potsdamer Strasse



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Düsseldorf - Fritz Vomfelde Strasse



The 15,978 sqm building is prominently located in Dusseldorf's District 4 on the left bank of the Rhine in a popular business district close to public transport connections and to Brusseler Strasse, one of the principal fast routes through the city.

Operational metrics have been significantly improved by an innovative letting and management campaign



Selected Portfolio Assets: UK

London - St Martin's Lane



St Martin's Lane Hotel is a flagship hotel in Covent Garden, the heart of London's West End.

It was developed as an office building in the early 1970s and converted to a hotel by French designer Philippe Starck, reopening in 2000.

The hotel is located across 8 floors and comprises 204 guestrooms which include 14 suites, a penthouse and an apartment. There is a restaurant and two bars as well as a business centre and four meeting rooms with a 120 person capacity.

London - Sanderson



The Sanderson is a flagship hotel located on Berners Street, in London's prestigious Fitzrovia district.

The location benefits from excellent public transport connections including multiple London Underground stations and national rail stations.

The hotel comprises eight floors with 150 guestrooms including both bedrooms and suites. The 400 person capacity across its two meeting rooms and additional function space positions the hotel as an ideal conference location.



Selected portfolio assets: UK

London - Holiday Inn Regents Park



The hotel is located within a short walking distance to multiple London Underground stations and is 45 minutes from Heathrow Airport by car.

The City is easily accessible, making the hotel attractive to both the business and leisure/tourism markets. The hotel has 332 standard and executive level bedrooms, as well as nine meeting rooms

Birmingham - Crowne Plaza



The Crowne Plaza Birmingham NEC combines the reassurance of an upscale brand with a worldwide reputation and proximity to Birmingham Airport.

The hotel is close to the National Exhibition Centre, where some of the UK's largest trade shows and events are staged

The hotel comprises 242 bedrooms which include standard, deluxe and executive rooms. There are also seven meeting rooms, the largest of which can host meetings of up to 200 delegates.



Selected portfolio assets: UK

Chester - The Queen



The Queen, which was originally opened as a railway hotel in 1860 and occupies a triple-A location in the centre of historic Chester.

The historic city has a range of attractions - the Roman city walls, the famous Chester Zoo and the extensive Grosvenor shopping centre.

The Queen has 221 bedrooms and 10 meeting rooms the largest of which can hold up to 250 delegates.

Oxford - Holiday Inn



The original selection of the location has been one key to the success of and high demand for Holiday Inn Oxford.

The hotel is situated to the north of the city, which provides access to Bicester Village outlet centre, as well as to the historic city centre of this university city.

The hotel has 218 bedrooms and 11 meeting rooms.



Selected portfolio assets: UK

London - Holiday Inn Heathrow



Situated close to the M4 motorway, the hotel is near the Heathrow Express rail service which reaches central London in 20 minutes and is only 15 miles from central London by road.

The Hotel has two dining areas and one lounge bar that are all based on the ground floor. The asset which has 615 bedrooms, also includes 14 meeting rooms, the largest of which can hold up to 250 delegates.

Manchester - Crowne Plaza Manchester Airport



Crowne Plaza Manchester Airport combines an upscale, internationally recognised brand with proximity to one of the UK's most important regional airports. It is conveniently located next to terminals 1 & 3 of Manchester airport.

The hotel comprises 299 bedrooms including, standard, deluxe and executive standard rooms. The hotel also has eight meeting rooms that can hold up to 150 delegates.



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This Presentation has been prepared on the basis that any offer of securities in any Member State of the European Economic Area will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Member State, from the requirement to publish a prospectus for offers of securities. Accordingly any person making or intending to make any offer in that Member State of securities which are the subject of the offering contemplated in this Presentation, may only do so in circumstances in which no obligation arises for the Company or any of the initial purchasers to publish or supplement a prospectus Directive.

This Presentation is made to and directed only at persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) (inter alios, high net worth companies or unincorporated associations) of the Financial Promotion Order, (iii) are outside the United Kingdom or (iv) are persons to whom an invitation or inducement to engage in investment activity within the meaning of section 21 of the Financial Services and Markets Act 2000 in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated and last such as a fellowant Persons. The Presentation is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or inv

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Solely for the purposes of the product approval process of each initial purchaser that is a manufacturer (each a "Manufacturer"), the target market assessment in respect of the securities described in this Presentation has led to the conclusion that: (i) the target market for such securities is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of such securities to eligible counterparties and professional clients are appropriate. The target market and distribution channel(s) may vary in relation to sales outside the EEA in light of local regulatory regimes in force in the relevant jurisdiction. Any person subsequently offering, selling or recommending such securities (a "distributor") should take into consideration the Manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of such securities (by either adopting or refining the Manufacturers' target market assessment) and determining appropriate distribution channels.

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