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VITURA



Press release

Paris, September 14th, 2021 – 8:00 a.m.

Permanent information

\\ Vitura launches a capital increase with preferential subscription rights for an amount of approximately €34.5 million to finance the acquisition of Office Kennedy building \\

- Subscription ratio: 1 new share for 17 existing shares
- Subscription price: €36.90 per new share
- Rights trading period: from September 16th, 2021 to September 28th, 2021 inclusive
- Subscription period: from September 20th, 2021 to September 30th, 2021 inclusive

Vitura (the “**Company**”) announces today the launch of a capital increase by way of an offering of new shares of the Company (the “**New Shares**”) with shareholders’ preferential subscription rights of approximately €34.5 million (the “**Rights Issue**”).

The proceeds of the Rights Issue will be used to finance part of the acquisition of Office Kennedy building for an amount of €97 million, announced on August 5th, 2021. The entire balance will be financed by a bank loan of an amount of approximately €65 million.

Main terms of the Rights Issue

The Rights Issue will take place through the allocation of preferential subscription rights to the benefit of existing shareholders and will result in the issuance of 935,672 New Shares.

Each shareholder of Vitura will receive one preferential subscription right for each share it holds as of the close of trading on September 15th, 2021. The subscription price for the New Shares has been set at €36.90 per share (*i.e.* a nominal value of €3.8 and an issue premium of €33.10). The subscription ratio is 1 New Share for 17 existing shares. The subscription price represents a 1.34% discount to the closing price of the Company’s shares on September 10th, 2021 (€37.4) and a 1.26% discount to the theoretical ex-right price (TERP).

Reducible subscriptions (*à titre réductible*) will be accepted but remain subject to reduction in the event of oversubscription. New Shares that will not be subscribed on an irreducible basis (*à titre irréductible*)

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will be distributed and allocated among the holders of preferential subscription rights having submitted additional subscription on a reducible basis.

The Rights Issue will be open to the public only in France.

Société Générale is acting as Sole Global Coordinator and Bookrunner of the transaction, and BNP Paribas as Co-Bookrunner.

Subscription commitments of the main shareholders

NW CGR 1 LLC, NW CGR 2 LLC, NW CGR 3 LLC, entities of Northwood Investors (the "**Northwood Investors Entities**") and Euro Bernini Private Limited, an entity of the GIC group (the "**GIC Entity**"), holding respectively 8,786,679 shares (i.e. 55.24% of the share capital of the Company) and 3,966,646 shares (i.e. 24.94% of the share capital of the Company), have respectively undertaken to exercise all of the preferential subscription rights allocated to them on the basis of the existing shares they respectively hold. The Northwood Investors Entities and the GIC Entity have also committed to subscribe on a reducible basis for maximum amounts of €4,765,192.2 and €2,078,982.9 respectively.

Those subscription commitments represent 100% of this Rights Issue.

The Company is not aware of the intentions of its other shareholders or members of its administrative bodies in relation to the Rights Issue.

Company's lock-up

The Company has agreed to a lock-up expiring 90 calendar days following the settlement and delivery date of the New Shares, subject to certain customary exceptions.

Indicative timetable of the Rights Issue

The subscription period will be open from September 20th, 2021 to September 30th, 2021 (inclusive) to the holders of existing shares recorded in their securities account at the end of the accounting day of September 15th, 2021 (the "**Subscription Period**").

The preferential subscription rights will be listed and traded on the regulated market of Euronext in Paris (ISIN: FR0014005FZ9) from September 16th, 2021 to September 28th, 2021 (inclusive). The preferential subscription rights not exercised before the end of the Subscription Period, i.e., the close of business on September 30th, 2021, shall automatically become null and void.

Settlement and delivery and start of trading on the regulated market of Euronext in Paris (Segment B) of the New Shares will take place on October 8th, 2021. The New Shares, which will carry dividend rights and will entitle their holders to any dividends declared by the Company from the date of issue, will be fully fungible with the Company's existing shares and will be traded under the same ISIN code as the Company's existing shares, ISIN code FR0010309096.

Information available to the public

The Company has published a French language prospectus (the "**Prospectus**"), which has been approved by the *Autorité des marchés financiers* ("**AMF**") under number 21 – 394, comprising (i) the Universal Registration Document (*document d'enregistrement universel*) of the Company filed with the AMF on 6 April 2021 under number D.21-0262, (ii) the interim financial report as of 30 June 2021 (*rapport financier semestriel*) (iii) an amendment to the Universal Registration Document filed with the AMF on 13 September 2021 under number D. 21-0262-A01 and (iv) a securities note (*note d'opération*) (including a summary of the prospectus).

Vitura draws the public's attention to the risk factors included in pages 87 to 93 of the Universal Registration Document, in pages 23 et 24 of the interim financial report, in Chapter 3 of the amendment to the Universal Registration Document and in chapter 2 of the securities note (*note d'opération*).

The French language Prospectus, approved by the AMF, is available on the Company's website (www.vitura.fr) and on the AMF's (www.amf-france.org). Hard copies of the Prospectus are also available free of charge at the Company's headquarters, located at 42 rue de Bassano, 75008 Paris.

Potential investors are advised to read the entire Prospectus and to consider carefully before deciding whether to invest in the New Shares. Should all or any part of these risk factors materialize, the

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Company's and the group's businesses, financials, results or abilities to reach guidance may be negatively affected.

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About Vitura

Created in 2006, Vitura (formerly Cegereal) is a listed real estate company that invests in prime office properties in Paris and Greater Paris. The total value of the portfolio was estimated at €1,455 million at June 30th, 2021 (excluding transfer duties). Thanks to its strong commitment to sustainable development, Vitura was named a Global Sector Leader in the 2020 Global Real Estate Sustainability Benchmark's (GRESB) listed office property companies category and received two Gold Awards from the European Public Real Estate Association (EPRA) for the quality and transparency of its financial and non-financial reporting. Its entire portfolio has achieved NF HQETM Exploitation and BREEAM In-Use International certification. Vitura is a REIT listed on Euronext Paris since 2006, in compartment B (ISIN: FR0010309096). The Company had a market capitalization of €595 millions at September 13th, 2021.

Visit our new website to find out more: www.vitura.fr

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*This press release is not a prospectus within the meaning of Regulation (UE) 2017/1129 of the European Parliament and of the Council of 14 June 2017 as amended (the "**Prospectus Regulation**"). Potential investors are advised to read the prospectus before making an investment decision in order to fully understand the potential risks and benefits associated with the decision to invest in the securities. The approval of the prospectus by the AMF should not be construed as a favorable opinion on the securities offered or admitted to trading on a regulated market.*

European Economic Area

The offer is open to the public in France.

*With respect to each Member State of the European Economic Area (other than France) and the United Kingdom (the "**Relevant States**"), no action has been or will be taken to permit an offer of securities to the public that would require the publication of a prospectus in any of the Relevant States. Accordingly, the securities may only be offered and will only be offered in the Relevant States (i) to qualified investors within the meaning of the Prospectus Regulation, for any investor in a Member State, or within the meaning of Regulation (EU) 2017/1129 as made part of national law under the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**"), for any investor in the United Kingdom, (ii) to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Regulation or the UK Prospectus Regulation, as the case may be), or (iii) in accordance with the exemptions provided for in Article 1(4) of the Prospectus Regulation or in other cases not requiring the publication by Vitura of a prospectus under Article 3 of the Prospectus Regulation, the UK Prospectus Regulation and/or the regulations applicable in such Relevant States.*

These selling restrictions with respect to Relevant States apply in addition to any other selling restrictions which may be applicable in the Relevant States who have implemented the Prospectus Regulation.

United Kingdom

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The shares of the Company have not been and will not be registered under the US. Securities Act and the Company does not intend to register any portion of the proposed offering in the United States or to conduct a public offering in the United States.

Canada, Australia and Japan

The new shares and the preferential subscription rights may not be offered, sold or purchased in Canada (subject to certain exceptions and pursuant to procedures set out by the Company), Australia or Japan.

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