

This is just a translation of the German complete version of the offer, published on “Bundesanzeiger” (www.bundesanzeiger.de). Only the German version is legally binding. This document is ment as an overview of the offer in English only.

This purchase offer is directed exclusively at holders of BUWOG AG's rights of rectification.

Not for distribution in USA, Canada, Japan and Australia
(please note disclaimer and risk information)

Voluntary public partial purchase offer

from

**Small & Mid Cap Investmentbank AG, Munich
to the**

**Holders of rights of rectification of defects in the
BUWOG AG (ISIN AT0000A23KB4)**

to acquire a total of up to 500,000 BUWOG AG rectification rights at a price of EUR 3.00 (in words:
three Euros) per rectification right

Acceptance period:

30.10.2020 until 04.12.2020, 6:00 pm (subject to shortening and extension)

1. Overview

1.1 Subject of the offer

This offer is a partial acquisition offer by Small & Mid Cap Investmentbank AG, Munich, ("**Bidder**") for the purchase of up to 500.000 shares (in words: five hundred thousand) rights of rectification of BUWOG AG (hereinafter "**rights of rectification**") with ISIN AT0000A23KB4 including all rights associated therewith to the holders of the rights of rectification (hereinafter "**Holders**") at a price of EUR 3,00 in cash per rights of rectification (hereinafter "**Offer Price**").

The Bidder will consider the declarations of acceptance according to the order of their receipt ("**first come principle**").

If the offer is oversubscribed, the Bidder reserves the right to shorten the Acceptance Period and/or to increase the acquisition quota; however, this does not imply any obligation of the Bidder to such an increase.

ISIN: **AT0000A23KB4**, Rights of Rectification of BUWOG AG,

Offer price: **EUR 3.00** in cash per right of rectification. Furthermore, the Bidder expressly reserves the right to increase the Offer Price.

Acceptance Period: **30.10.2020 until 04.12.2020, 06:00 pm CET** subject to a shortening and an earlier re-registration period set by the Custodian Banks. The Bidder will make use of such shortening in particular if, during the Offer Period, the claims for rectification

should prove to be worthless in the review procedure pending to determine a possible rectification or due to other factors.

The Bidder has also expressly reserved the right to extend the Acceptance Period.

The acceptance of this Offer by the Bidder must be declared to the respective custodian bank ("Custodian Bank") during the (possibly shortened) Acceptance Period. The validity of the Bidder's declaration of acceptance is subject to the transfer of the Rights of Rectification to the Clearstream account of the settlement agent appointed by the Bidder. The Offer and the agreements which come into existence upon acceptance of the Offer are not subject to any further condition precedent. The application of section 934 of the Austrian General Civil Code and section 313 of the German Civil Code or other comparable paragraphs of other legal systems shall be deemed to be or shall be mutually excluded due to the aleatoric element.

1.2 Background

On December 18, 2017, Vonovia AG announced its intention to make a voluntary public takeover offer pursuant to the Austrian Takeover Act (UebG) to the shareholders of BUWOG AG (hereinafter referred to as "**BUWOG**"), Vienna, Austria, to acquire all shares of BUWOG. As part of this offer, all BUWOG shareholders were offered a cash offer of EUR 29.05 per BUWOG share.

The declared objective of the BUWOG acquisition is to combine the complementary real estate portfolios of both companies and the residential portfolio of Vonovia with that of BUWOG (around 48,300 apartments).

As a result of the initiation of legal proceedings to review the exchange ratio of the cash settlement, each BUWOG AG shareholder was booked one security per share with ISIN AT0000A23KB4 (= rights of rectification).

The final conclusion of the proceedings and thus the exact amount and timing of any additional payment are largely uncertain.

1.3 Bidder

The Bidder, Small & Mid Cap Investmentbank AG, Munich, is a German securities trading bank subject to the supervision of the German Federal Financial Supervisory Authority. The Bidder (HRB 193714, Munich) has its registered office at Barer Str. 7, 80333 Munich, Germany.

1.4. Costs / bank commission

The Bidder shall bear the transfer costs (bank commission) of up to a maximum of EUR 10.00 per Deposit Account if at least 1,000 rights of rectification per Deposit Account have been transferred to the Bidder.

Any additional costs and expenses charged by custodian banks or foreign investment service providers, as well as any expenses incurred outside the Federal Republic of Germany, shall be borne by the holders of the rights of rectification themselves.

The commission reimbursement shall be requested from the Clearing Agent by the Custodian Banks no later than one week after the end of the Acceptance Period.

Otherwise, no further costs and fees shall be assumed.

1.5 Publication

All publications and announcements required in connection with this Offer will be made in German in the German Federal Gazette as well as in the Wiener Zeitung and on the internet at www.smc-investmentbank.de/dienstleistungen/kaufangebote/.

In addition, the Offer will not be published; the publication of the Offer Document on the Internet and in the Bundesanzeiger (Federal Gazette) as well as in the Wiener Zeitung (Vienna Newspaper) is not intended to constitute the submission of the Offer or the publication of the Offer in accordance with foreign law, nor is it intended as public advertising.

2. Settlement of the Offer / Offer Conditions

2.1 Beginning and end of the Acceptance Period

The acceptance period begins on 30.10.2020 and ends on 04.12.2020 at 06.00 p.m. (Central European Time, CET), subject to premature closure. The Bidder has also expressly reserved the right to extend the Acceptance Period.

2.2 Settlement Agent

The Bidder has engaged KAS Bank N.V. - German Branch to act as the central settlement agent ("Central Settlement Agent") for the Offer.

The settlement of the Offer will take place directly between the Custodian Banks and KAS Bank N.V. - German Branch, which has been appointed by the Bidder for this purpose:

KAS Bank N.V. - German Branch
Andreas Lammel
Phone: +49 69 5050 679 42
Mail: andreas.lammel@kasbank.com

Please note: Only requests from custodian banks will be answered. The passing on of contact data to the Beneficial Owner is not desired!

2.3 Details on the processing of the acquisition offer

Publication of the Offer Documentation and Start of the Acceptance Period:

As of October 30th 2020, the Offer will be available for download on the Internet at www.smc-investmentbank.de/dienstleistungen/kaufangebote/ as well as the corresponding forms.

Publication in the Federal Gazette at www.bundesanzeiger.de and in the Wiener Zeitung is expected to take place on October 30th 2020.

Dispatch of customer letter and acceptance form:

In order to ensure timely notification of the holders of the rights of rectification of the Acceptance Period for the Bidder's Acquisition Offer, the Custodian Banks are requested to immediately begin sending the Customer Letters together with this exclusively applicable Acquisition Offer and the Acceptance Forms. Printed Acquisition Offers and Acceptance Forms are not available. No costs will be assumed for informing custody account customers.

Declaration of acceptance by the holders of rights of rectification:

The declaration of acceptance must be submitted by the respective holders of the rectification rights to their custodian banks.

A sample acceptance form will be available for download on the Internet at www.smc-investmentbank.de/dienstleistungen/kaufangebote/ and will also be available as a Word document on request from Small & Mid Cap Investmentbank AG, Barer Str.7, 80333 München (f.ledebur@smc-investmentbank.de Fax: +49 89 54 54 388 - 20)

The holders of rights of rectification may accept the Offer by submitting the completed and legally signed Acceptance Form to their Custodian Bank by Friday, December 04th 2020, 6:00 p.m. (CET) at the latest - subject to any deadline for feedback set by the respective Custodian Bank - (incoming).

The Bidder expressly reserves the right to shorten or, if necessary, extend the Acceptance Period due to excess demand.

Right of withdrawal, rescission:

The holders of the rights of rectification of BUWOG AG who have accepted this Acquisition Offer are not entitled to any statutory right of withdrawal.

Portfolio notification by the custodian banks and declaration of acceptance to the Bidder:

The holders of the rights of rectification who declare acceptance of the Offer via their respective custodian banks authorize and instruct the custodian bank, exempt from the prohibition of restrictions pursuant to § 181 BGB (German Civil Code), to perform all necessary or expedient actions for the settlement of this Offer as well as to make and receive declarations, in particular to inform the Settlement Agent about the number of rights of rectification for which the Offer has been accepted.

Important note:

As the allocation is made in the chronological order in which the declarations of acceptance are received, the custodian banks are requested to report the sum of the rights of rectification to the Central Settlement Agent on the same day on the basis of the customer declarations of

acceptance submitted to them and to transfer the rights of rectification to the CBF account 7505 of the Central Settlement Agent as far as possible on the same day by 5 p.m., but no later than the following day.

If the number of rights of rectification so notified reaches 500,000, the Bidder shall be entitled to terminate the Acceptance Period. In such a case, the rectification rights notified on the last day shall be allocated proportionately (i.e. pro rata) and any excess rectification rights transferred shall be reassigned.

The last day for the custodian banks to notify the number of rectification rights for which the Offer has been accepted is December 04th 2020, 6 p.m. (CET):

A sample collective acceptance form for the notification of the custodian banks to the Central Settlement Agent can be downloaded from the Internet at <http://www.smc-investmentbank.de> and is also available as a Word document on request from the Bidder (f.ledebur@smc-investmentbank.de Fax: +49 54 54 388 - 20) and the Central Settlement Agent.

Acceptance forms that differ in content from the Model Acceptance Form or do not arrive within the specified period will not be accepted. It is not necessary to send an original to the Bidder.

Transfer of the rights of rectification by the custodian banks:

The Custodian Banks are requested to send the Sample Acceptance Forms (cumulated) to the Central Settlement Agent on a daily basis during the Offer Period and to transfer without undue delay (no later than the next Banking Day) to the CBF Account 7505 (BIC KASANL2AGER) of the Central Settlement Agent "Delivery Versus Payment" (DVP) the rights of rectification for which acceptance of the Purchase Offer has been declared in due time.

If this has not yet taken place during the Offer Period, the rights of rectification shall be transferred to the Central Settlement Agent by 6 p.m. (CET) on December 4th 2020 at the latest.

Allocation in the event of acceptance of the Offer:

The Offer relates to the acquisition of a total of up to 500,000 Rights of Rectification of BUWOG AG.

If holders of rectification rights of BUWOG AG accept this Offer for a total of more than 500,000 rectification rights, the declarations of acceptance after the date of receipt of the collective applications of the custodian banks at the Central Settlement Agent of the Bidder will be taken into account. The Class Applications submitted on the last day of the (possibly shortened) Acceptance Period may be allocated proportionately (pro rata).

Should fractions result from a pro rata consideration, they will always be rounded down.

Only in the event of a repair of the Offer will the Bidder notify the Custodian Institutions of any acceptance and any resulting proportional acceptance of the Acquisition Offer by fax or e-mail (notification of the repair quota).

In the event of acceptance, the Bidder expressly reserves the right to make an additional acquisition. In the event of Acceptance, the Bidder will announce a subsequent increase in the

number of shares to which the Acquisition Offer relates or a waiver of the proportional acceptance by publication on the Internet at <http://www.smc-investmentbank.de> and inform the Custodian Banks that have notified Acceptance.

Publication of the final result:

Publication of the final result is not planned. No other publications are planned either.

DISCLAIMER:

This Offer is not directed at and cannot be accepted by "US Persons" within the meaning of the US Securities Act 1933 (as amended) or persons resident or ordinarily resident in the United States of America, Australia, Canada and/or Japan.

Holders of rights of rectification with residence, domicile or habitual abode outside the Federal Republic of Germany are requested to observe the information contained in this Offer Document and to inform themselves about any existing restrictions on the acceptance of this Offer.

This Offer is not intended for publication, dispatch, distribution or dissemination outside the Federal Republic of Germany or Austria. In jurisdictions other than the Federal Republic of Germany, the publication, dispatch, distribution or dissemination of this Offer or the acceptance of the Offer may be subject to legal restrictions.

The Bidder assumes no responsibility for the disregard of legal (in particular regulatory and/or capital market) provisions by third parties.

Evaluation of the Offer / Risk Warning:

The holders are responsible for evaluating the Offer and should seek expert advice where appropriate. The Bidder makes no recommendation to the holders of rights of rectification with respect to the Offer. The Bidder does not make any recommendations or deliberations to the holders of rectification rights with respect to the Offer and whether its acceptance would be in the best interest of the respective holders of rectification rights, either now or in the future.

The provisions of the German Securities Acquisition and Takeover Act (WpÜG) do not apply to this Offer.

This Offer has therefore not been submitted to the German Federal Financial Supervisory Authority (BaFin) for examination, approval or review. No announcements, registrations, admissions or approvals of the Offer have been applied for, initiated or granted outside the Federal Republic of Germany either.

All statements, views, intentions and forward-looking statements contained in this Offer are based, unless expressly stated otherwise, on the information and plans currently available to the Bidder and on certain assumptions of the Bidder at the time of publication of this Offer, which may change in the future. The Bidder expressly points out that forward-looking

statements are not guarantees of the occurrence of future events or future business development affected by them.

The Bidder will not update this Offer; for a possible early termination see Section 2.3. of the Offer.

To the extent that the Bidder does not expressly offer to assume an obligation in connection with this Offer, the Bidder excludes any obligations and/or liability arising out of or in connection with this Offer to the extent that such exclusion is legally possible (in particular, liability for gross negligence and/or injury to life, limb and/or health shall remain unaffected).

Munich, October 2020

Small & Mid Cap Investment Bank AG

The Board of Directors