

Hoivatilat Plc
Stock Exchange Release
28 November 2019 at 6:35 p.m. EET

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Aureit Holding Oy amends the terms and conditions of its voluntary recommended public cash tender offer for all shares in Hoivatilat Plc; Aureit Holding Oy supplements the tender offer document dated 8 November 2019 and extends offer period to expire on 13 December 2019

As previously announced, Aureit Holding Oy (the "**Offeror**"), a Finnish limited liability company wholly owned by Belgian public limited liability company Aedifica SA/NV ("**Aedifica**"), Aedifica and Hoivatilat Plc ("**Hoivatilat**") have on 4 November 2019 entered into a combination agreement pursuant to which the Offeror has made a voluntary recommended public cash tender offer to purchase all of the issued and outstanding shares in Hoivatilat that are not owned by Hoivatilat or any of its subsidiaries (the "**Tender Offer**"). The Offeror has on 8 November 2019 published the tender offer document concerning the Tender Offer (the "**Tender Offer Document**").

As previously announced, the board of directors of the Offeror has on 27 November 2019 resolved to amend the offer condition concerning minimum holding of shares and votes so that the Offeror (together with Aedifica and any entities controlled by Aedifica) shall obtain more than 50% (prior to the amendment: more than 90%) of the outstanding shares and votes in Hoivatilat.

The Offeror has today published the following information:

The Offeror supplements the Tender Offer Document in accordance with Chapter 11, Section 11, Subsection 4 of the Finnish Securities Markets Act (746/2012, as amended) (the "SMA") with the supplement document attached as Appendix to this stock exchange release to reflect the abovementioned amendment (the "**Supplement Document**"). The other terms and conditions of the Tender Offer remain as set out in the Tender Offer Document.

Due to the amendment, the board of directors of Hoivatilat has on 28 November 2019 supplemented its statement, published on 6 November 2019, on the Tender Offer in accordance with Chapter 11, Section 15, Subsection 3 of the SMA (the "**Supplement Statement**"). The Supplement Document also contains the Supplement Statement.

The FIN-FSA has today approved the Finnish language version of the Supplement Document, but is not responsible for the accuracy of the information presented therein. The decision number of such approval is FIVA 31/02.05.05/2019.

The acceptance period under the Tender Offer (the "**Offer Period**") commenced on 11 November 2019 at 9:00 a.m. (Finnish time) and was scheduled to expire on 2 December 2019 at 4:00 p.m. (Finnish time).

The FIN-FSA has required in connection with the approval of the Supplement Document that the Offer Period is extended with at least five business days. The Offeror extends the Offer Period in accordance with the terms and conditions of the Tender Offer to expire on 13 December 2019 at 4:00 p.m. (Finnish time), unless the Offer Period is further extended in accordance with the terms and conditions of the Tender Offer.

The Offeror will announce the preliminary result of the Tender Offer on or about the first (1st) Finnish banking day following the expiry of the Offer Period (including any extension or suspension thereof). In connection with the announcement of the preliminary result, the Offeror will announce whether the Offer Period will be extended or whether the Tender Offer will be completed subject to the conditions to completion being fulfilled or waived on the date of announcement of the final result of the Tender Offer. The Offeror will announce the final result of the Tender Offer on or about the third (3rd) Finnish banking day following the expiry of the Offer Period (including any extension thereof). In the announcement of the final result the Offeror will confirm (i) the percentage of the shares which have been validly tendered and not validly withdrawn and (ii) whether the Tender Offer will be completed.

The Tender Offer Document together with the Supplement Document is available in Finnish on the internet at www.aedifica.be/en/tender-offer-fi as of 28 November 2019 and in English on the internet at www.aedifica.be/en/tender-offer as of 28 November 2019.

Appendix: Supplement Document

ADVISORS

Skandinaviska Enskilda Banken AB (publ) Helsinki Branch acts as financial advisor to the Offeror and Aedifica and as arranger in connection with the Tender Offer. Dittmar & Indrenius Attorneys Ltd. acts as legal advisor to the Offeror and Aedifica in connection with the Tender Offer.

Danske Bank A/S, Finland Branch acts as financial advisor to Hoivatilat in connection with the Tender Offer. Roschier, Attorneys Ltd. acts as legal advisor to Hoivatilat in connection with the Tender Offer.



Investor Relations contacts:

Stefaan Gielens
Aedifica, CEO
Tel. +32 2 626 07 72

Ingrid Daerden
Aedifica, CFO
Tel. +32 2 626 07 73

Charles-Antoine van Aelst
Aedifica, CIO
Tel. +32 2 626 07 74

Pertti Huuskonen
Hoivatilat, Chairman of the Board of Directors
Tel. +358 40 068 0816

Jussi Karjula
Hoivatilat, CEO
Tel. +358 40 773 4054

Riikka Säkkinen
Hoivatilat, HR and Communications Director
Tel. +358 40 524 2768

Media Enquiries:

Stefaan Gielens
Aedifica, CEO
Tel. +32 2 626 07 72

Ingrid Daerden
Aedifica, CFO
Tel. +32 2 626 07 73

Charles-Antoine van Aelst
Aedifica, CIO
Tel. +32 2 626 07 74

Riikka Säkkinen
Hoivatilat, HR and Communications Director
Tel. +358 40 524 2768

About Aedifica

Aedifica, incorporated in 2005, is a regulated real estate company under Belgian law (Belgian REIT) specialised in European healthcare real estate. Aedifica has developed a portfolio of more than 260 sites in Belgium, Germany, the Netherlands and the United Kingdom with a total value of approximately EUR 2.3 billion. Aedifica has established itself in recent years as a reference in the European listed real estate sector and has an ambition to further expand its position in the coming years. Aedifica is stock-listed on the Brussels Stock Exchange (regulated market of Euronext Brussels) under the trading code "AED", and currently has a market capitalization of approximately EUR 2.6 billion. For additional information, see www.aedifica.eu.

About Hoivatilat

Hoivatilat Plc specialises in producing, developing, owning and leasing out day care centre and nursing home premises, service communities and schools. Hoivatilat has been working in cooperation with approximately 60 Finnish municipalities and has launched a total of approximately 200 property projects throughout Finland and in Sweden. In 2018, Hoivatilat reported revenues of approximately EUR 17.2 million, an operating result of approximately EUR 7.7 million and the aggregate value of Hoivatilat's property portfolio was approximately EUR 349 million. Hoivatilat is listed on Nasdaq Helsinki under the trading code "HOIVA". For additional information, see www.hoivatilat.fi

Distribution:

Nasdaq Helsinki Ltd
www.hoivatilat.fi

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THIS STOCK EXCHANGE RELEASE HAS BEEN PREPARED IN COMPLIANCE WITH FINNISH LAW, THE RULES OF NASDAQ HELSINKI AND THE HELSINKI TAKEOVER CODE AND THE INFORMATION DISCLOSED MAY NOT BE THE SAME AS THAT WHICH WOULD HAVE BEEN DISCLOSED IF THIS ANNOUNCEMENT HAD BEEN PREPARED IN ACCORDANCE WITH THE LAWS OF JURISDICTIONS OUTSIDE OF FINLAND.

Notice to U.S. Shareholders

U.S. shareholders are advised that the shares in Hoivatilat are not listed on a U.S. securities exchange and that Hoivatilat is not subject to the periodic reporting requirements of the U.S. Securities Exchange Act of 1934 (the "**Exchange Act**") and is not required to, and does not, file any reports with the U.S. Securities and Exchange Commission (the "**SEC**") thereunder. The Tender Offer is made to Hoivatilat's shareholders resident in the United States on the same terms and conditions as those on which it is made to all other shareholders of Hoivatilat to whom an offer is made. Any information documents, including the Tender Offer Document (as supplemented), are being disseminated to U.S. shareholders on a basis comparable to the method that such documents are provided to Hoivatilat's other shareholders.

The Tender Offer is made for the issued and outstanding shares in Hoivatilat, which is domiciled in Finland. Information distributed in connection with the Tender Offer is subject to the disclosure requirements of Finland, which are different from those of the United States. In particular, the financial statements and financial information to be included in the Tender Offer Document have been prepared in accordance with applicable accounting standards in Finland, which may not be comparable to the financial statements or financial information of U.S. companies.

It may be difficult for Hoivatilat's shareholders to enforce their rights and any claims they may have arising under the federal securities laws, since the Offeror and Hoivatilat are located in non-U.S. jurisdictions, and all of their respective officers and directors are residents of non-U.S. jurisdictions. Hoivatilat's shareholders may not be able to sue the Offeror or Hoivatilat or their respective officers or directors in a non-U.S. court for violations of the U.S. securities laws. It may be difficult to compel the Offeror and Hoivatilat and their respective affiliates to subject themselves to a U.S. court's judgement.

The Tender Offer is made in the United States pursuant to Section 14 (e) and Regulation 14E under the Exchange Act as a "Tier II" tender offer, and otherwise in accordance with the requirements of Finnish law. Accordingly, the Tender Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, the offer timetable, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and law.

To the extent permissible under applicable law or regulations, the Offeror and its affiliates or brokers (acting as agents for the Offeror or its affiliates, as applicable) may from time to time, and other than pursuant to the Tender Offer, directly or indirectly, purchase or arrange to purchase, such shares or any securities that are convertible into, exchangeable for or exercisable for such shares. To the extent information about such purchases or arrangements to purchase is made public in Finland, such information will be disclosed by means of a press release or other means reasonably calculated to inform U.S. -shareholders of Hoivatilat of such information. In addition, the financial advisors to the Offeror may also engage in ordinary course trading activities in securities of Hoivatilat, which may include purchases or arrangements to purchase such securities.

The receipt of cash pursuant to the Tender Offer by a U.S. shareholder may be taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other, tax laws. Each shareholder is urged to consult its independent professional adviser immediately regarding the tax consequences of accepting the Tender Offer.

Neither the SEC nor any U.S. state securities commission has approved or disapproved the Tender Offer, or passed any comment upon the adequacy or completeness of the Tender Offer Document (as supplemented). Any representation to the contrary is a criminal offence in the United States.