

M&A | Whitehelm Capital

Analyst & investor call presentation
13 September 2021



Transformational acquisition of infrastructure investment manager Whitehelm...

Key messages I


- ▶ **Transformational deal** that repositions PATRIZIA into a **global real asset / alternatives investment manager**
- ▶ Infrastructure AUM¹⁾ triple to c. EUR 5.0bn²⁾ with **mid-term goal to grow the segment to EUR 15 to 20bn**
- ▶ PATRIZIA **clients to benefit** from a **much broader and more diversified infrastructure investment offering**
- ▶ Acquisition strengthens **PATRIZIA's global footprint**, in particular in **APAC**, and **accelerates path to achieve net zero carbon emissions** in respect of more than 70% of AUM **by 2040**
- ▶ **Fully complementary** deal (both on AUM and client side) and fully **in line** with communicated **mid-term strategy**


1) PATRIZIA currently manages cEUR1.8bn in caverns for oil and gas storage with the potential for future hydrogen storage


2) In addition EUR 1.6bn dry powder / committed capital


...significantly strengthens PATRIZIA as a leading partner for global real assets

Key messages II

- 

Perfect **cultural fit**. Whitehelm team with **entrepreneurial mindset**. Consideration to be paid in **cash and PATRIZIA shares**. Selling Whitehelm shareholders have agreed to **lock-up period** for PATRIZIA shares **aligning interest with shareholders of PATRIZIA**
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Strategic **deployment of existing cash** and PATRIZIA treasury shares, **accretive to operating income** from closing of transactions (expected Q1 2022)
- 

PATRIZIA with continued **strong financial flexibility** for further investments
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The transaction further increases PATRIZIA's **quality of earnings** with more than 80% of Whitehelm revenues coming from **recurring management and asset consulting fees**

Experienced and independent infrastructure manager with entrepreneurial mindset

Whitehelm | Facts & Figures



Positioning

One of the world's most experienced infrastructure manager & investment strategy adviser



Founded in

1996



Number of employees

> 60



Office locations

3 offices in Australia and UK: Sydney, Canberra and London



Track record

> 23 years of infrastructure investing



Ownership structure

Whitehelm is 70% owned by staff and 30% by Fidante Partners, which is a subsidiary of Challenger Group (Australian listed Investment Manager), PATRIZIA to acquire 100% of Whitehelm



Financials

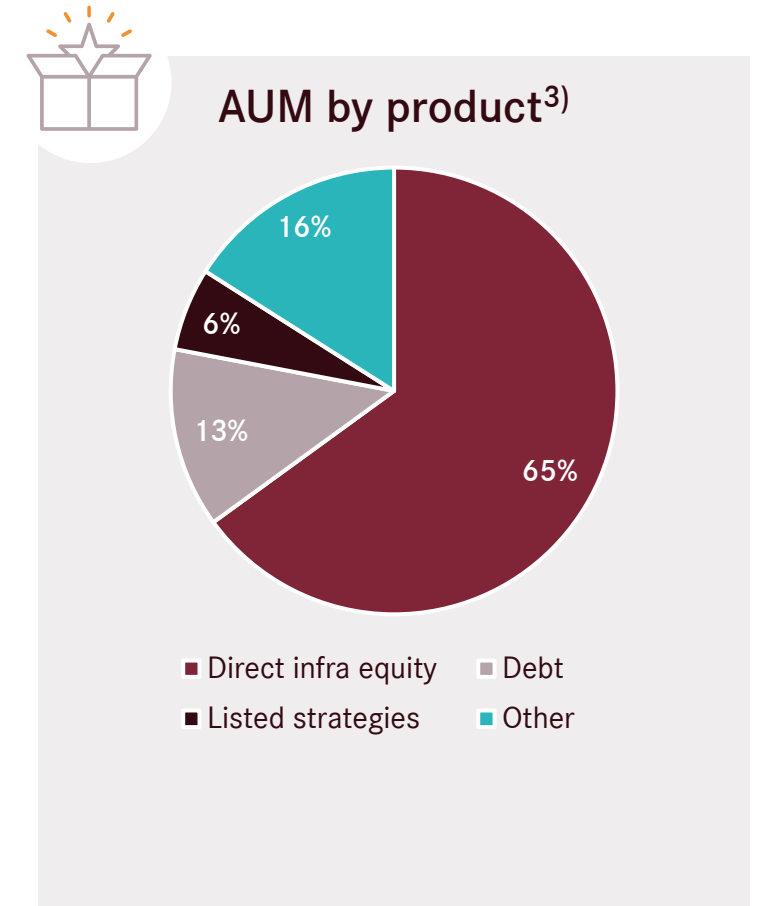
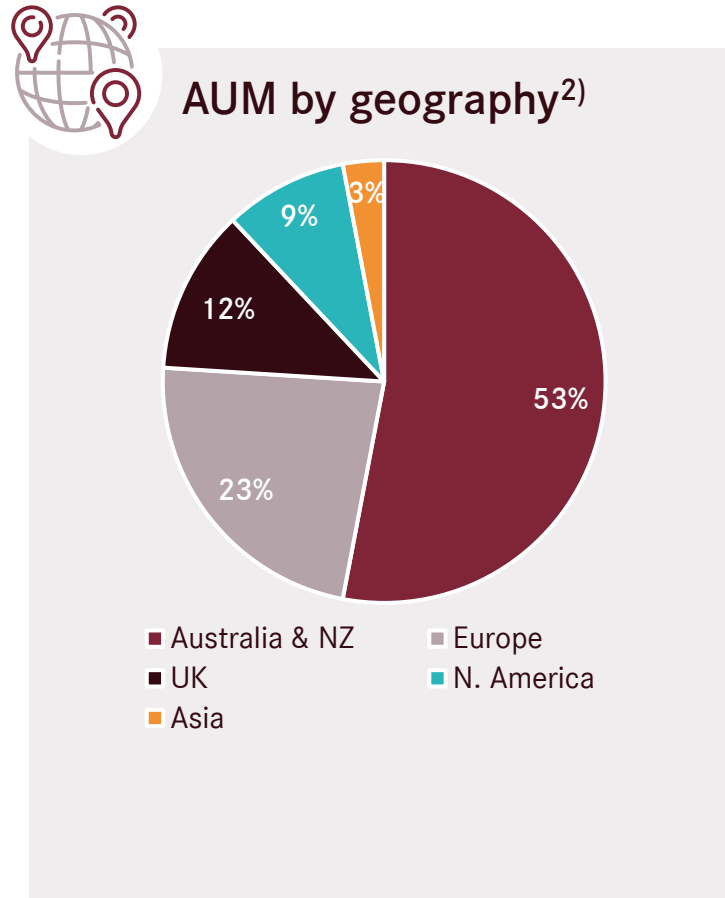
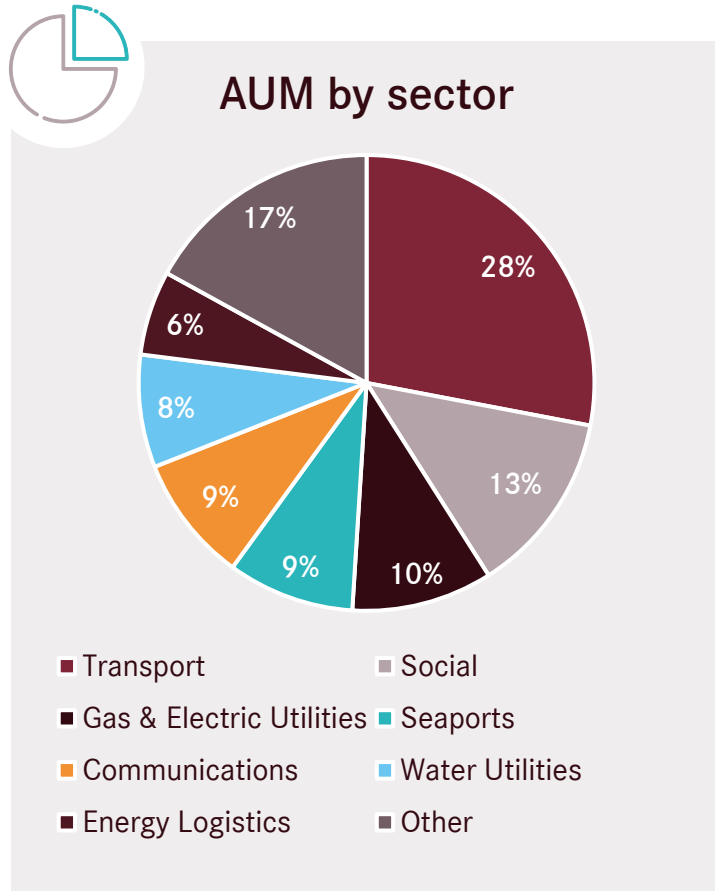
AUM of EUR 3.2bn + EUR 1.6bn commitments (dry powder)

Fund performance

IRR of 11.9% for global core infrastructure investments since inception

Infrastructure Equity, Debt and Listed funds broaden PATRIZIA’s product shelf

Whitehelm | AUM split - well diversified by sector and geography¹⁾



1) Data as at 30 June 2021

2) Excludes investments across direct property, real estate fund of funds, private equity fund of funds, listed and pooled infrastructure and other alternatives

3) Other assets includes ISG, direct property and real estate fund of funds, private equity fund of funds and other debt

Repositions PATRIZIA into a global real assets investment manager

Whitehelm | Expanded infrastructure investment opportunities for clients

PRODUCT OVERVIEW	FUNDS / VEHICLES
Direct Infrastructure Equity	<ul style="list-style-type: none"> • European Infrastructure Fund II (EIF II) • Smart Cities Infrastructure Fund (SCIF) • Smart Infrastructure SMA • Australia & Asia SMAs
Listed Infrastructure Equity	<ul style="list-style-type: none"> • Low Carbon Core Infrastructure Fund (LCCIF)
Direct Infrastructure Debt	<ul style="list-style-type: none"> • Infrastructure Debt Partners I
Investment Solutions Group – Asset Consulting	<ul style="list-style-type: none"> • Team provides investment strategy, portfolio construction and capital markets research services

Transformational acquisition



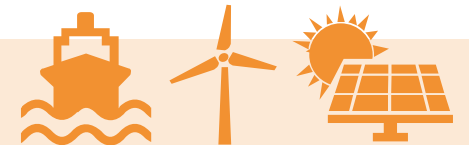
PATRIZIA will be well positioned to leverage the predicted strong demand for infrastructure over the next 20 years for its clients



PATRIZIA’s clients will benefit from the expected construction super cycle and stable infrastructure returns

INCREASING ALLOCATIONS TO INFRASTRUCTURE

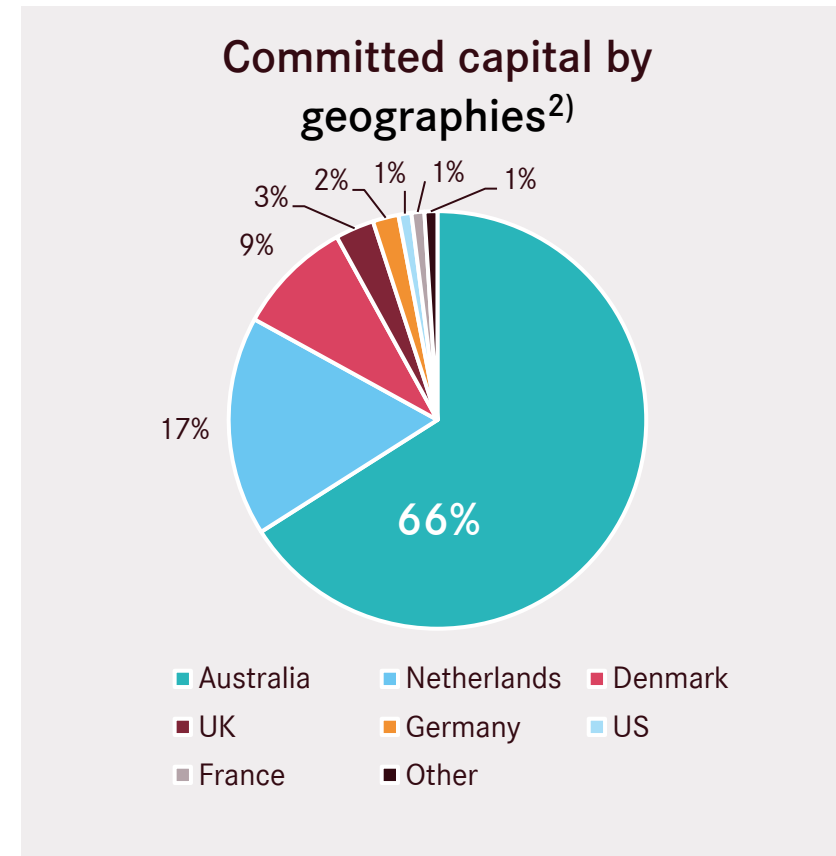
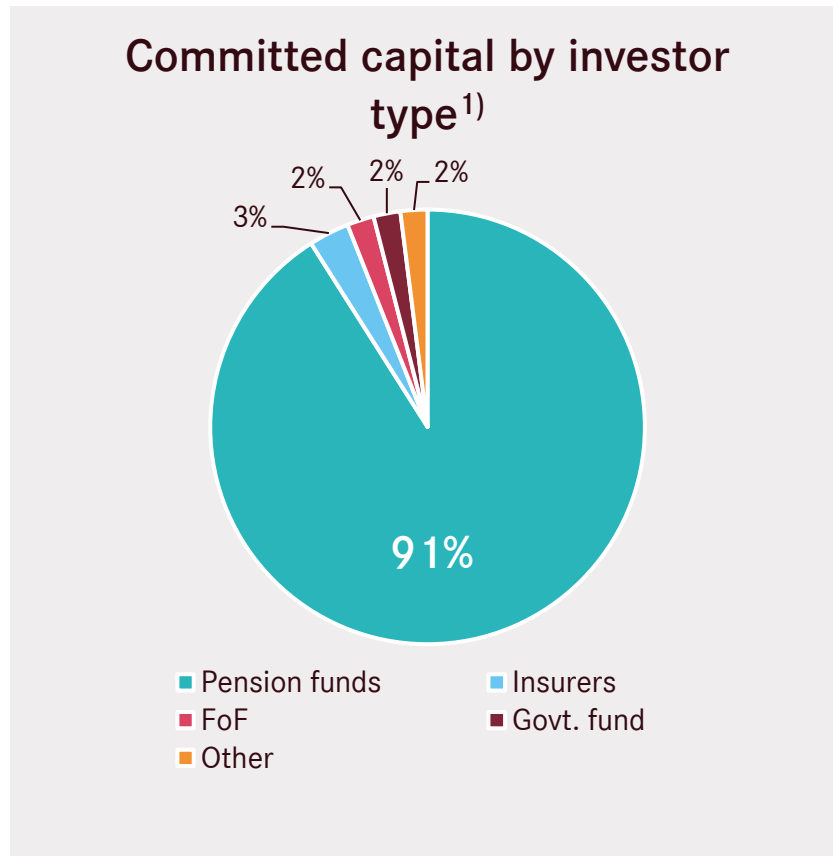
Expected 35% increase of global infrastructure investments to USD 3.8trn a year (currently USD 2.8trn) by 2040¹⁾



1) Source: G20 Global Infrastructure Outlook

Complementary and diversified client base with focus on Pension Funds and APAC

Whitehelm | Client composition



1) Data as at 30 June 2021

2) Based on AUM & dry powder. Dry powder as at 31 March 2021

PATRIZIA delivers on its communicated mid-term strategy

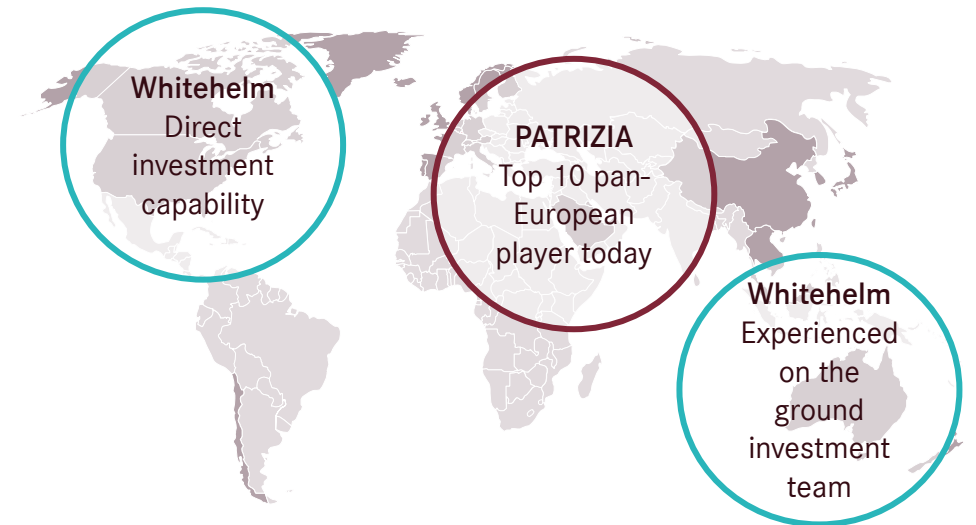
Whitehelm | Broadening of product offering

Whitehelm fills in a number of product gaps in PATRIZIA's current real asset offering...

...and broadens PATRIZIA's investment capabilities into both APAC and the US



	Core	Core+	Value-add	Opportunistic	Private	Public/Listed
Real Estate Equity	Dark Red	Dark Red	Dark Red	Light Red	Dark Red	Light Grey
Real Estate Debt	Light Grey	Dark Red	Dark Red	Light Grey	Dark Red	Light Grey
Infrastructure Equity	Teal	Teal	Light Grey	Light Grey	Teal	Light Grey
Infrastructure Debt	Teal	Teal	Light Grey	Light Grey	Teal	Light Grey



Infrastructure offering accelerates PATRIZIA’s ESG strategy execution

Sustainability strategy

Whitehelm...

- ... is a signatory of the United Nations Principles of Responsible Investments (UN PRI)
- ... achieved an A+ rating from the initiative (the highest score for overall implementation of ESG in its strategy & governance activities)
- ... recently celebrated the 5th anniversary of its Low Carbon Infrastructure Fund

Acquisition accelerates the **execution of PATRIZIA’s sustainability strategy** with the clear ambition of **achieving net zero carbon emissions** in respect of more than 70% of AUM **by 2040**

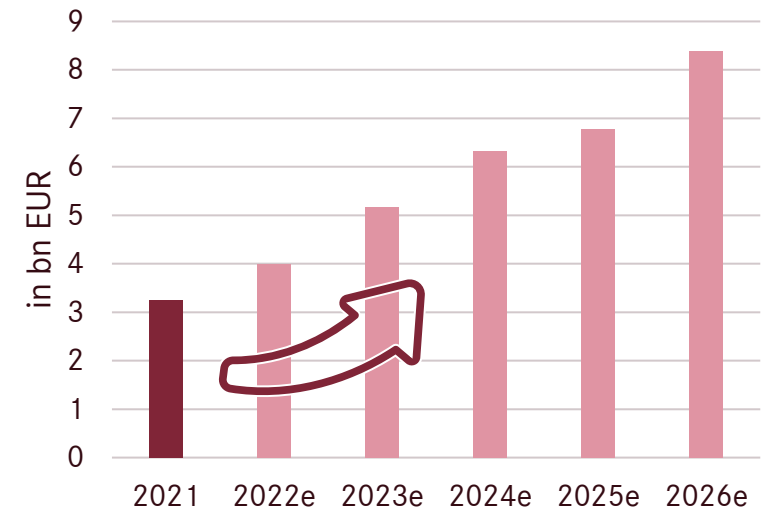


Accretive to operating income from Day 1

Whitehelm | Financial implications

- Initial **purchase price payment** of EUR 67m due at closing (expected Q1 2022)
- **Total deal consideration** with the potential to increase to a low three-digit EURm range if ambitious business growth targets in the infrastructure segment are reached (earn-out structure) in the next few years
- Initial purchase price and total consideration **financed by a mix of existing cash and PATRIZIA shares**
- Whitehelm **shareholders have agreed to a lock-up period** for the PATRIZIA consideration shares
- Acquisition multiple **fully in line with** PATRIZIA's **M&A strategy** and historic transactions
- Further **increase of earnings quality**: More than 80% of Whitehelm's revenues come from highly recurring management and asset consulting fees with long duration
- **Accretive to operating income from Day 1** of closing the transaction

Predicted Development of Whitehelm infrastructure AUM



Acquisition will further strengthen PATRIZIA's quality of earnings and stability of revenues