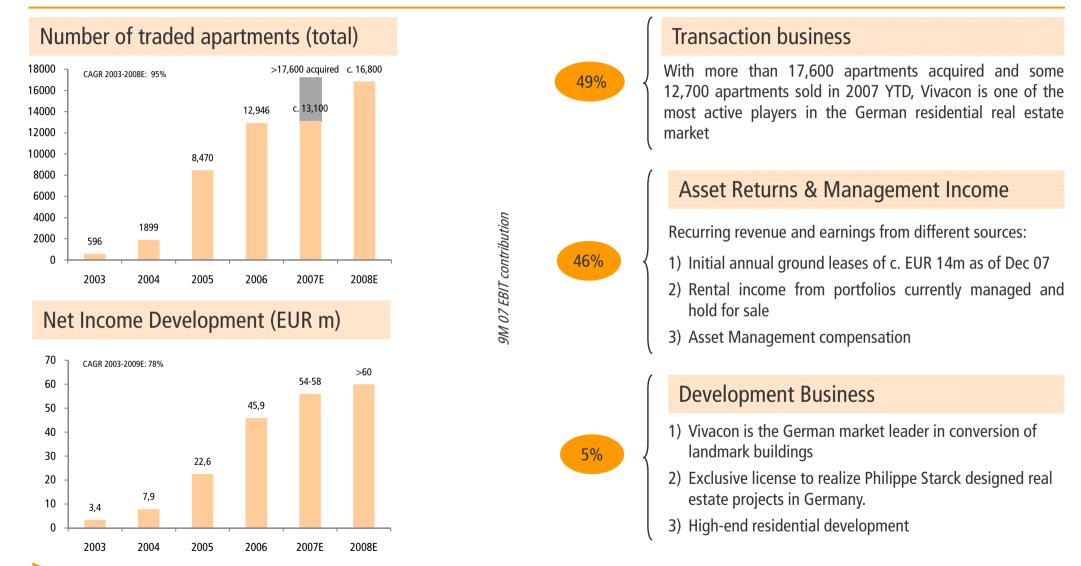
Investor Presentation, January 2008



## **Business description**

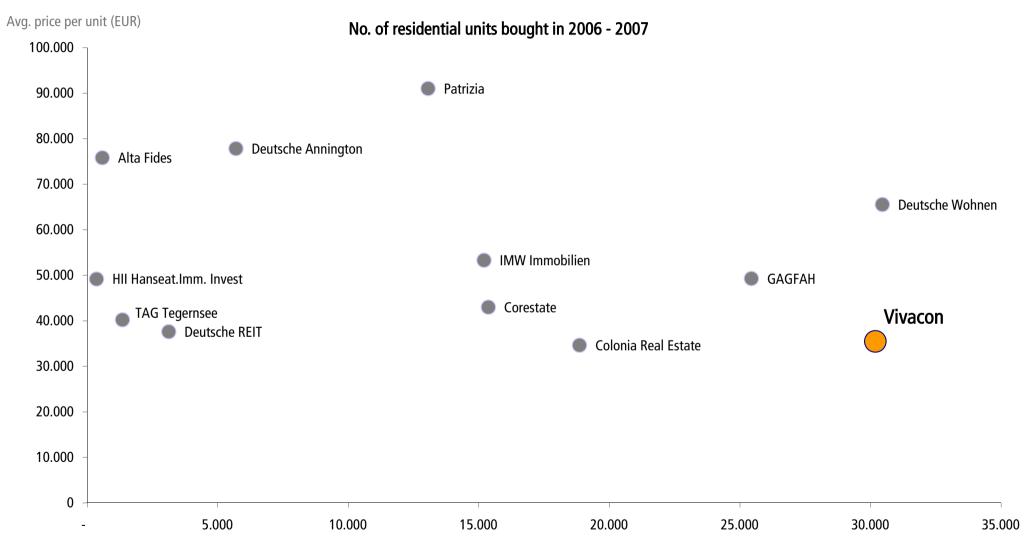
## vivacon Ag



Evolving into the leading intermediary on the German residential real estate market

# **Transaction Business**

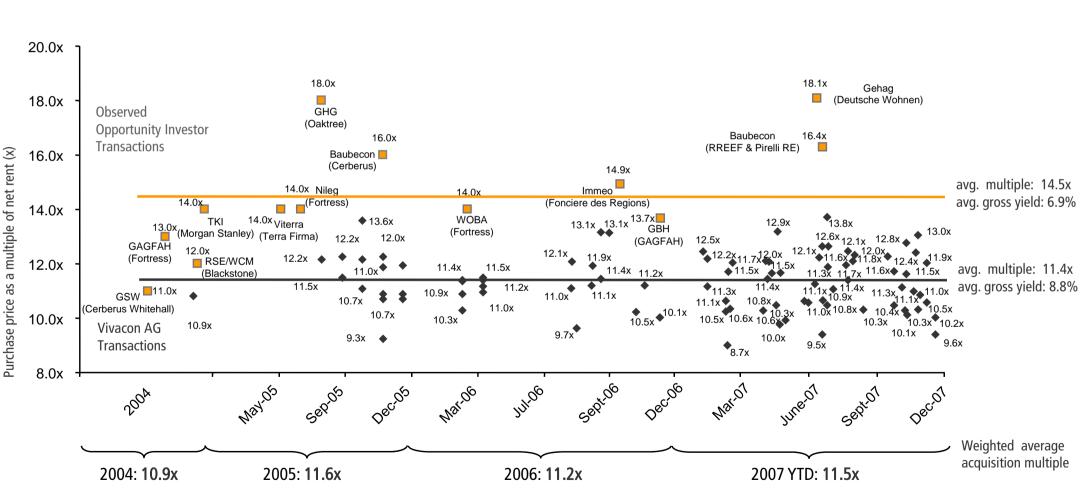
## Vivacon: the most efficient investor in the German residential market **vivacon** AG



Source: REITs Deutschland, press releases, corporate news, Vivacon estimates

## Vivacon vs. opportunity funds in Germany – historic acquisition multiples vivacon AG

Unique sourcing effectiveness leading to lower acquisition multiples



Source: Vivacon AG, "Investing in German Residential Property" Morgan Stanley

# Sourcing process & volumes in 2007

### **vivacon** Ag

**Opportunities offered** 

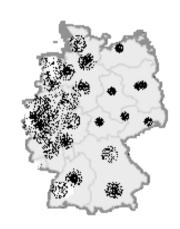
### Desktop Due Diligence



- ~ 2,400 portfolios
- ~ 765,000 units

70-75% immediately declined as key requirements were not met:

- unit size (small- & mid-sized)
- acquisition multiple (11-12x)
- location (Western Germany & urban areas)
- maintenance level (no CAPEX backlog)



- ~ 630 portfolios
- ~ 140,000 units

Of the remaining units, Vivacon declined another large number following further screening and desktop due diligence



LOI / Due Diligence

~ 91 portfolios ~ 21,000 units

Detailed due diligence and signing of LOI to secure exclusivity for the portfolio Acquisition



86 portfolios 17,657 units

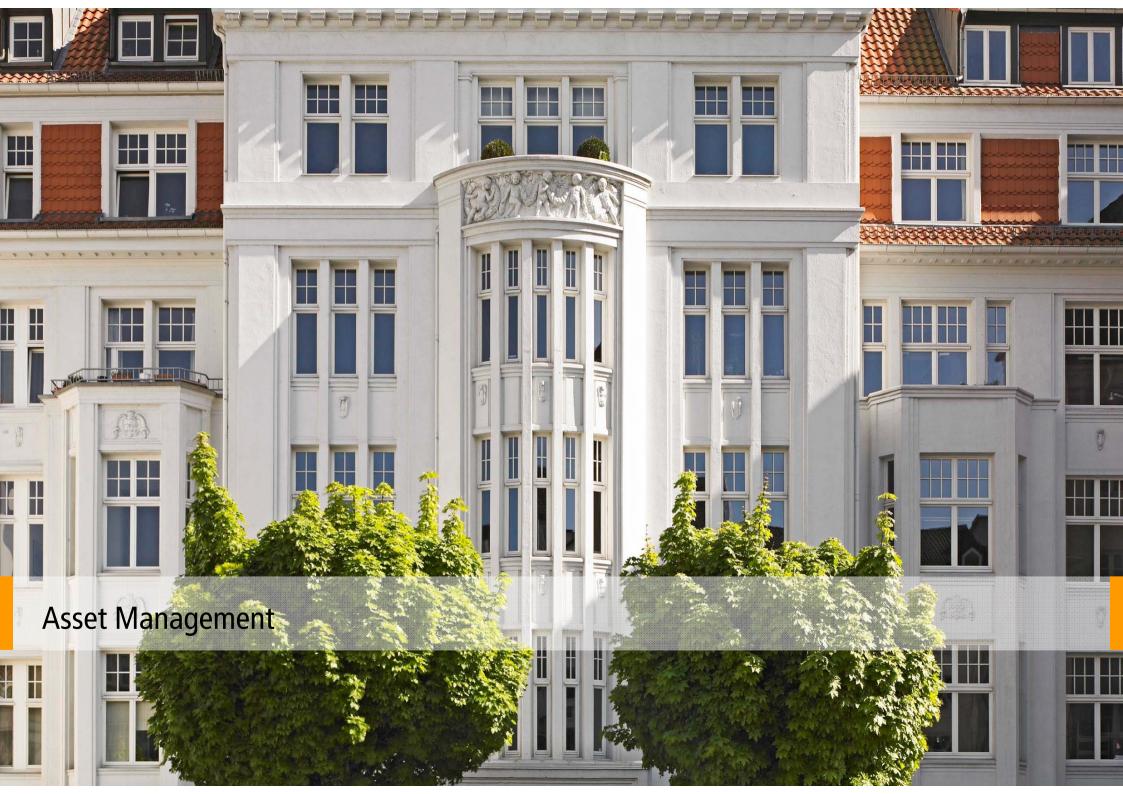
Vivacon acquired 86 portfolios with 17,657 units in 2007



Currently Vivacon is offered residential units with a total volume of EUR 700-900m per week

#### Extraction of value from two sources vivacon AG Acquisition **Separation** Aggregation Sale c. 13.5 x disposal multiple 00 00 00 00 00 00 00 00 00 00 = **1.6 x** multiple expansion (90 %) 00 00 00 00 00 00 00 00 00 00 00 00 00 00 00 00 00 00 00.00 00 00 00 00 00 00 00 00 00 00 0 m 0 00 00 90 % of total value **Securisation** 00.00 00 00 c. **20 x** securitization multiple = **8.1 x** multiple expansion (10 %) 11.2x acquisition multiple 10 % of total value + 0.7x deal related costs = 11.9x total acquisition multiple **Multiple Expansion** Aggregation of Separation of buildings and land Acquisition of freehold properties through creation of a 198 year (land& buildings) in off-market various small portfolios into one ground lease transactions institutional-sized portfolio 90 % x (13.5 x - 11.9 x) = 1.4 x10 % x (20.0 x - 11.9 x) = 0.8 xpooling of ground lease rights in a securitization vehicle Total multiple expansion 2.2 x

#### 7



## The one-stop-shopping value proposition for institutional investors

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#### Sourcing

Process

Resources

Benefit to

Benefit to

Investor

Vivacon

- Small to mide-sized portfolio acquisitions in off-market transactions from public sector, private or institutional owners
- Strong network and market access to residential real estate owners in different sectors
- In-house acquisition team with more than 16 investment analysts
- Immediate availability of German residential real estate in all locations and all qualities
- Access to critical mass
- Low acquisition multiples due to off-market transactions
- Weighted average cap rate of 8.7% (gross yield) in 2007 YTD

- Due Diligence
- In-house due diligence plus supervising external advisors and structuring of the transaction processes
- Own team of 28 property analysts, building engineers, architects and legal team

- Immediate access to encompassing vendor due diligence documents
- Reduction of transaction and investment risks
- Build-up of excellent, proprietary market intelligence
- In-house capabilities lead to faster transactions timelines and lower external costs

#### Financing

- Initial set-up of short-term financing for Vivacon's holding period with German banks
- Arrangement of longterm financing and financial reporting
- Financing team of 3 people with strong network and excellent standing in the banking industry

#### Asset Management

 Comprehensive asset management services

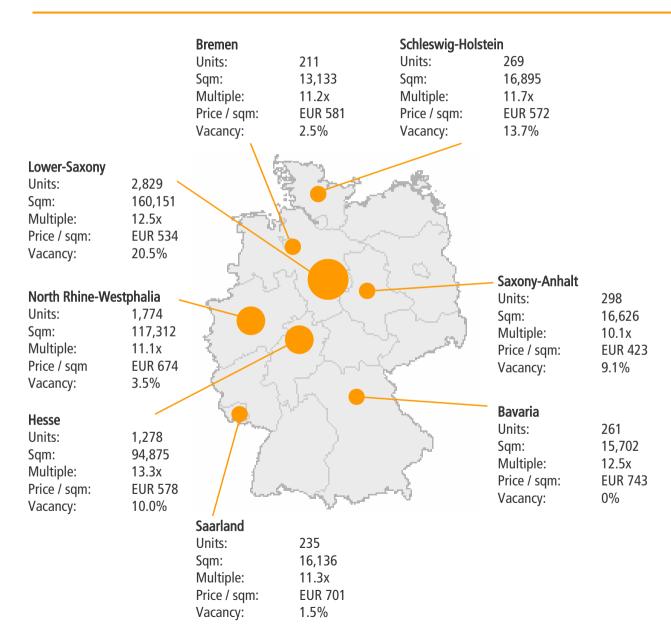
Experienced in-house team of 16 people

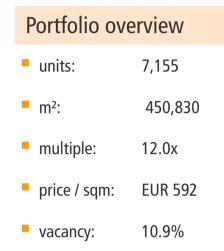
- Pre-arranged financing available at time of signing
- Access to local German banks leads to better pricing
- Strong deal-flow leads to best funding terms
- Reduction of execution risk

- Implementing targeted strategies for letting, asset development, cost reduction & property management
- Additional revenue and earnings potential
- 9

## Geographical split of currently owned portfolio

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# Asset returns & management income

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Rental income	<ul> <li>Rental income from residential units owned and managed by Vivacon between acquisition and disposal time</li> <li>End of Dec 2007 Vivacon owns some 7,100 units which are producing an annual rental income of c. EUR 22m (8.3% gross yield). Any reduction in the current vacancy ratio of 10.9% achieved by the in-house asset management team results in windfall profits at the time of the ultimate sale of the respective apartments.</li> </ul>
Ground lease income	<ul> <li>High visibility due to EUR 14m p.a. of long-term (up to 198 years), inflation-protected (100% CPI-linked) and very secure (entire buildings as collateral) ground lease cash flows</li> <li>Different sources for new ground leases:         <ul> <li>i) portfolio transactions , ii) direct ground lease acquisitions and iii) landmark condominium disposals</li> </ul> </li> </ul>
Asset Management Compensation	<ul> <li>Successful revenues from earn out clauses of recent portfolio disposals</li> <li>Asset management for c. 4,400 units held by the joint venture company WIAG (founded by Vivacon AG and Forum Partners)</li> </ul>
	Future potential by offering asset management services to third parties

## Asset management - case study

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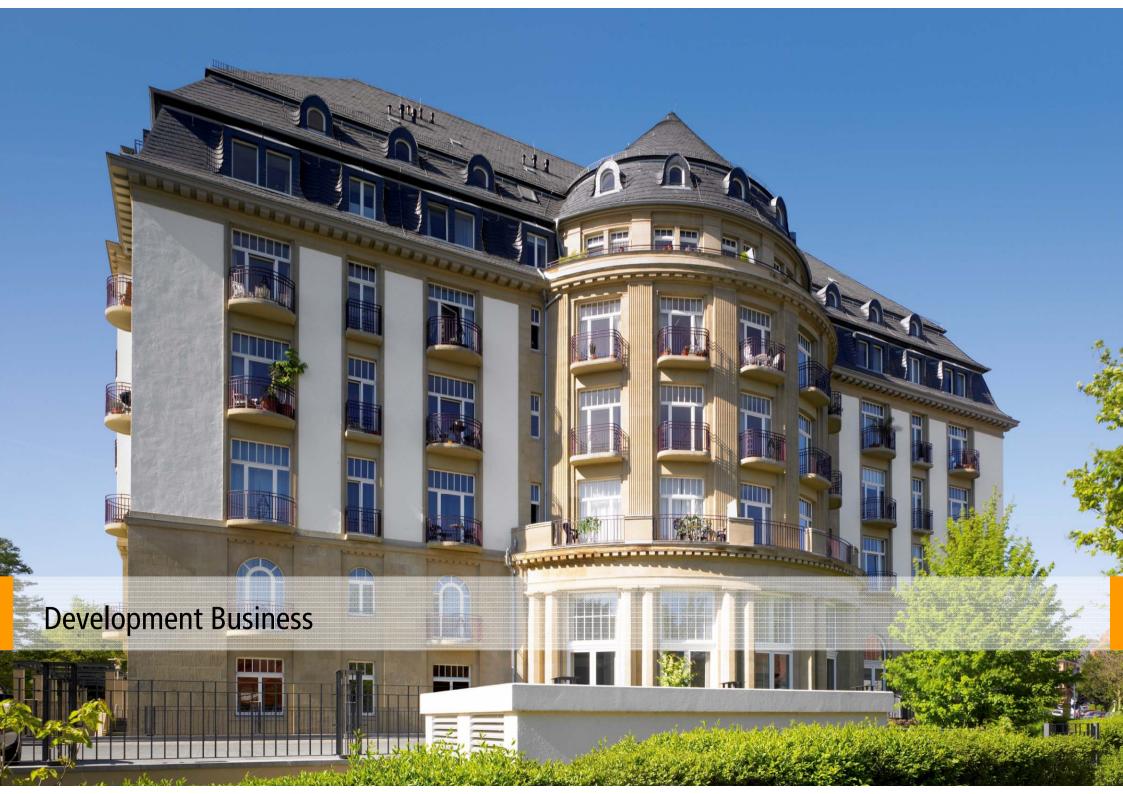
Portfolio "Berlin-Marzahn"



- Portfolio comprising 1,253 apartments, located in Berlin-Marzahn, purchase out of insolvency from former housing co-operative. Vivacon Asset Management started active asset management in November 2006
- Vacancy reduction by 70% from 94 vacant apartments (Oct 06) to 28 vacant apartments (Nov 07). Occupancy rate increased from 92.5% (Oct 06) to 97.8% (Nov 07)
- Annual net rent increased by almost 6% to approximately EUR 4.1m
- Outstanding rent receivables have been reduced from 158,000 EUR (Oct 06) to 66,000 EUR (Nov 07), which is an decline of 58%

	Oct. 06	Nov. 07	Δ	%
Vacancy in Residential Units	94	28	-66	-70,2%
Vacancy in € '000 per month	29	9	-20	-69,0%
Net rent in € '000 per month	321	340	19	+5,9%
Rent arrears in € '000	158	66	-92	-58,2%

- Vivacon has build up an experienced asset management team of 16 people, which have professional experience with companies like Terra Firma, Viterra, HVB, Corpus, Allianz Immobilien, Cerberus, Ernst & Young, etc.
- Asset management activities include the implementation of rent increases and the reduction of operating costs as well as the coordination of property management to maximize the portfolio value



## **Development Business - New Projects in 2007**

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#### Landmark buildings

- Market leader in conversion of landmark buildings under ground lease terms
- Since foundation of the Company in 1997, Vivacon has sold almost 3,400 landmark condominiums

#### Mülheim



Palais am Stadtkai, 65 units, volume EUR 16m



Kaisergärten, 36 units, volume EUR 6m

#### Hennef



Geistinger Park, 65 units, volume EUR 17m

### Development

- Vivacon is active in the high-end residential development
- Several projects with EUR 98m project volume and 465 units in total are currently in the pipeline:
- Berlin (EUR 19m project volume, 375 units)
- Hamburg (EUR 63m project volume, 60 units)
- Cologne (EUR 16m project volume, 30 units)

### Berlin



Britzer Parkvillen, 78 units, volume EUR 17m

## Bad-Neuenahr



Haus Westend, 35 units, volume EUR 8m

#### Berlin



Living 106, 60 units, volume EUR 19m

## Philippe Starck designer apartments

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#### **Designer** apartments

- Exclusive license to realize Philippe Starck designed real estate projects in Germany
- Already two objects (Hamburg & Munich) in progress
- Project volumes EUR 30–50m each, approx. one new project per year

#### about yoo

- Philippe Starck is one of the commercially most successful designers in the world
- Vivacon and YOO Holdings Ltd. have established YOO Deutschland GmbH as a Joint Venture (50/50), which owns the exclusive license for the realization of Philippe Starck designed real estate projects in Germany



### Hamburg



Hafencity, 59 units, volume EUR 42m

### München



Thalkirchenstraße, 69 units, volume EUR 56m

### Düsseldorf



Schlossuferresidenz, 50 units, volume EUR 50m

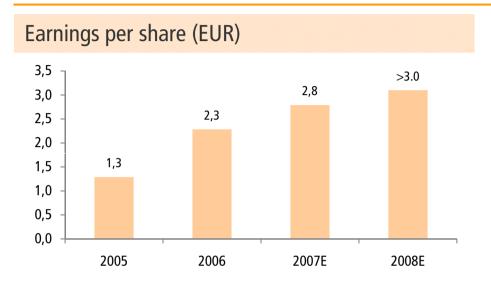
### Berlin



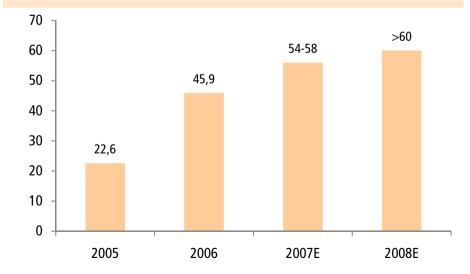
Am Zirkus, 120 units, volume EUR 75m

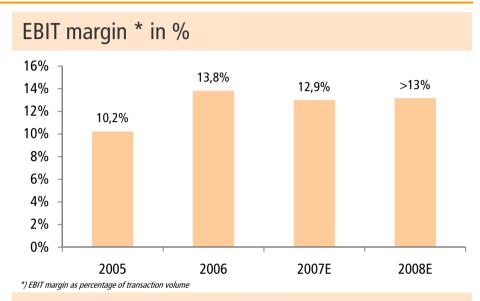


## Key efficiency parameters

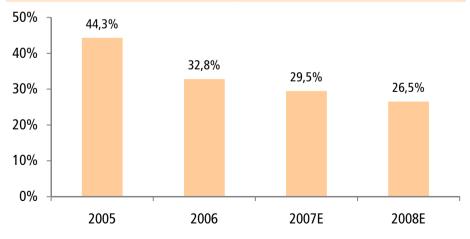


Net income





Return on Equity \*\* in %



<sup>\*\*)</sup> net income / Shareholders equity at beginning of the year

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## Response to potential market concerns

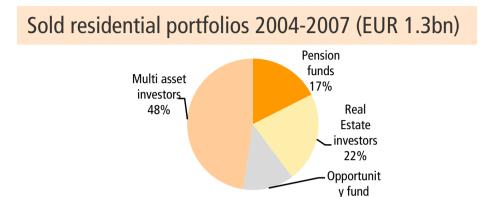
Demand

Financing

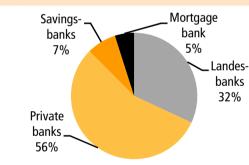
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13%

- Disposals by opportunistic investors clear the way for the next generation of strategic investors with a mid- to long-term investment horizon.
- Vivacon does see an unchanged large number of international investors, which are interested in the opportunities offered by German residential real estate assets
- Financing of real estate portfolios is funded by various German and international banks with a structure in the form of loans secured by land charges and not as leveraged buyouts.
- Vivacon enjoys unchanged relationships with various national and international banks. In 2007, 38 acquisition financing from 10 different banks in a total amount of c. EUR 507m were arranged.
- In H2 2007, Vivacon arranged 25 acquisition financing from 9 different banks in a total amount of c. EUR 387m.
- Vivacon employs a "traditional" financing structure for its portfolio acquisitions with more favorable terms than highlyleveraged multi-billion portfolio transactions



#### Arranged Financing in 2007 (EUR 507m)



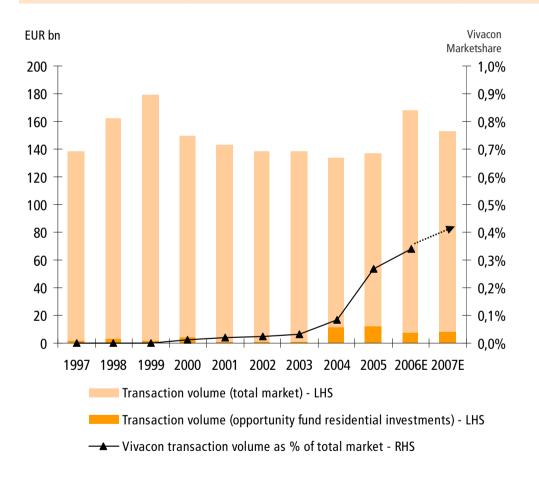
### Differences in financing structure

	Vivacon	LBO financing
LTC:	83%	90% + mezzanine financing
ICR:	1.10x-1.30x	c. 1.05x
Deal size:	EUR 50m-150m	> EUR 1bn
Margin	97bp	> 200bp

## Market potential

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#### Real estate transaction volume in Germany 1997-2007E



#### Tremendous total market size

- Over the last decade, the German real estate market has seen transaction volumes of consistently over EUR 140 bn p.a.
- Substantial market potential with sufficient room for a professional intermediary like Vivacon

#### Limited market impact by opportunity fund TA

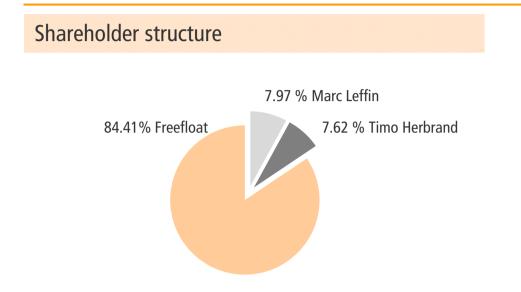
 Contrary to public opinion, opportunity fund deals of residential real estate have only had a limited impact (less than 9% of total turnover) on overall real estate market pricing & volume dynamics

#### Market Share potential for Vivacon

- Despite becoming one of the most active intermediaries in the residential real estate market in Germany, Vivacon still has only a small but quickly growing market share (from 0.08% 2004 to 0.34% 2006) with a lot of room for further expansion
- Further significant growth potential due to strong supply of mid-sized, off-market deals and high levels of demand from global investors seeking exposure to German real estate

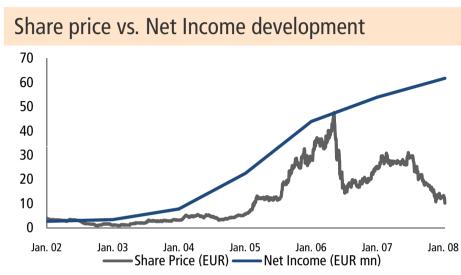
## Facts & Figures

### vivacon Ag



### Largest published shareholdings

5.03% (Filing date: 05/10/2007)
3.76% (Filing date: 29/08/2007)
3.18% (Filing date: 27/09/2007)
2.85% (Filing date: 25/10/2007)
2.81% (Filing date: 30/06/2007)
2.63% (Filing date: 30/06/2007)
2.28% (Filing date: 30/06/2007)



#### Source: Datastream and Vivacon

### Facts & Figures

Shareholders' Equity:	EUR 212 m (23% equity ratio)
Market Capitalization:	EUR ~ 210m
Shares Outstanding :	19.8m
Index Segments:	SDAX,
	FTSE EPRA/NAREIT Global Real Estate
	TISE LI NAVNANLIT GIODAI NEAI ESTATE
HQ:	Cologne
HQ: Founded:	

# Outlook and investment highlights

### vivacon AG

Transaction business	Vivacon already owns > 7,100 units, which represent almost half of the 2008 total selling pipeline of c. 16,000 units
Asset Returns & Management Income	High visibility due to > EUR 14m / p.a. of 198yr inflation-protected ground lease cash flows
Development business	EUR 350m new project volume already signed plus order backlog of > EUR 100m
Growth	<ul> <li>CAGR of 90% at net income level from 2004 to 2007E</li> </ul>
Profitability	12.9% EBIT margin, 30% ROE prove the profitability of Vivacon transaction oriented business
Market potential	The German real estate offers a yearly turnover of EUR 160 bn of which Vivacon so far captures only 0.35%
Value	With a 2008E EPS of c. EUR 3 and a market cap at close to shareholders equity, Vivacon's valuation is highly attractive



Management reiterates the communicated FY 2007 guidance of a net income of EUR 54-58m as well as dividend growth In 2008, Vivacon expects a further growth in net income to >EUR 60m

vivacon AG

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