

Supplement

dated 12 December 2024

to the

Securities Prospectus

dated 22 November 2024

**for the public offering
in the Federal Republic of Germany**

of

**53,416,548 newly issued ordinary registered shares with no par value
("New Shares")**

of

The Grounds Real Estate Development AG
Berlin, Germany

from the capital increase against cash contributions resolved by the Annual General Meeting on
19 September 2024,

each such share representing a proportionate amount of EUR 1.00 of the share capital and carrying
full dividend rights as from 1 January 2024.

International Securities Identification Number (ISIN): DE000A40KXL9

German Securities Identification Number (WKN): A40KXL

Stock Exchange Symbol: AMMN

This supplement (“**Supplement**”) published due to a material inaccuracy relating to the information contained in the securities prospectus constitutes a prospectus supplement within the meaning of Article 23 (1) of REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC (“**Prospectus Regulation**”), and is to be read in conjunction with the securities prospectus dated 22 November 2024 for the public offering of 53,416,548 newly issued ordinary registered shares with no par value (“**New Shares**”) of the The Grounds Real Estate Development AG, Berlin („**Issuer**“), (“**Prospectus**”), which was approved by Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) on 25 November 2024.

This Supplement has been approved by BaFin as the competent authority in accordance with the Prospectus Regulation. BaFin approves this Supplement only with respect to the standards of completeness, comprehensibility and consistency pursuant to the Prospectus Regulation. Such approval should not be regarded as an endorsement of the Issuer, who is the subject of this Supplement. Nor should such approval be deemed to be an endorsement of the quality of the securities that are the subject of this Supplement. Investors should make their own assessment of the suitability of such securities for investment. The approved Supplement can be viewed at and downloaded on the Issuer's website <https://www.thegroundsag.com/de/>.

Terms used in this Supplement shall have the same meaning as in the Prospectus.

Except for the information set forth in this Supplement, there are no significant new circumstances, material misstatements or inaccuracies relating to the information contained in the Prospectus that have arisen or been identified since the publication of the Prospectus.

I. CIRCUMSTANCES TRIGGERING THE OBLIGATION TO A SUPPLEMENT

The Issuer reports the following material inaccuracy contained in the Prospectus dated 22 November 2024, as approved on 25 November 2024, which was first noticed by the Issuer on 28 November 2024:

The wording on pages 25 and 26 of the Prospectus states that the conditions for the subscription obligation of the Anchor Investor for at least 40,000,000 New Shares as set forth in the Pre-Subscription agreement have, with the exception of the conversion of the Public Bond 2021/2027 into a zero-coupon bond and the extension of the expiring loans or credits granted to the Issuer, already been met on the date of the approval of the Prospectus on 25 November 2024.

Contrary to the wording in the Prospectus (and as explained for some of the conditions in other part of the Prospectus), only the following of the conditions was fulfilled on 25 November 2024:

- the merger of the Issuer and H.I.G. was approved by the German Federal Cartel.

II. AMENDMENTS TO THE PROSPECTUS DUE TO THE OBLIGATION TO SUPPLEMENT

Due to the aforementioned circumstances, the Issuer announces the following amendments with regard to the published Prospectus dated 22 November 2024:

1. The last paragraph of section V. 2. a) iii) on pages 25 and 26 of the Prospectus is amended and restated as follows:

“With exception of the approval of the merger of the Issuer and H.I.G. by the German Federal Cartel Office, all aforementioned conditions precedent were still open and had not been met on 25 November 2024.

To the best of the Issuer's knowledge, there were no material adverse circumstances for H.I.G. up to the date of the prospectus. However, the Anchor Investor will only make a final binding assessment of this condition immediately prior to the subscription.

The Issuer expects the fulfilment of all conditions by the end of the subscription period.”

III. DECLARATION OF LIABILITY

The Grounds Real Estate Development AG, Berlin, is responsible for the information contained in this Supplement and the Prospectus. It herewith declares that, to the best of its knowledge, the information in this Supplement and in the Prospectus is correct and that the Supplement and the Prospectus contain no omissions that could distort the information in the Supplement and the Prospectus.

IV. RIGHT OF WITHDRAWAL

Those investors who have already agreed to purchase or subscribe for the securities offered prior to the publication of this Supplement have the right, pursuant to Article 23 (2) of the Prospectus Regulation, to withdraw their acceptances within three working days of the publication of the Supplement, i.e. in the period from 13 December 2024 to 17 December 2024 (inclusive), to withdraw their commitments, provided that the significant new circumstance, material misstatement or inaccuracy, which is subject of this Supplement, arose or was discovered prior to the expiry of the offer period or, if earlier, prior to delivery of the securities.

The withdrawal does not have to contain any reasons and must be declared in text form to The Grounds Real Estate Development AG, Charlottenstraße 79-80, 10117 Berlin. Timely dispatch is sufficient to comply with the period.

Berlin, 12 December 2024

The Grounds Real Estate Development AG