

DECLARATION OF COMPLIANCE

In November 2017, the Management Board and Supervisory Board of the Company issued the following joint declaration of compliance pursuant to Sec. 161 of the German Stock Corporation Act (AktG):

The Management Board and Supervisory Board of TLG IMMOBILIEN AG declare that TLG IMMOBILIEN AG (the "Company") has fulfilled the recommendations of the amended German Corporate Governance Code (the "Code") dated 5 May 2015 (published in the Federal Gazette on 12 June 2015) (the "Code 2015") since the last declaration of compliance in March 2017, with the exceptions of recommendation 4.2.1 sentence 1 of the Code 2015 (no spokesperson for the Management Board), recommendation 5.1.2 (2) sentence 3 of the Code 2015 (no age limit for members of the Management Board) and recommendation 5.4.1 (2) sentence 1 of the Code 2015 (regular limit of length of membership for members of the Supervisory Board).

Additionally, the Management Board and Supervisory Board declare that the Company fulfils the recommendations of the amended German Corporate Governance Code dated 7 February 2017 (published on 24 April 2017 and corrected on 19 May 2017) (the "Code 2017"), subject to the following exceptions, and intends to fulfil all of the recommendations in the future.

- [RECOMMENDATION 4.2.1 SENTENCE 1 OF THE CODE 2017: THE MANAGEMENT BOARD SHALL HAVE A CHAIR OR SPOKESPERSON](#)

Recommendation 4.2.1 (1) sentence 1 of the Code 2017 recommends that the Management Board have a chair or spokesperson.

The Company does not believe that it would be advisable to appoint a Management Board chair or spokesperson in light of the corporate governance system in place within the Company. As the Management Board consists of just two members, and given their long-term, collegial collaboration, the members of the Management Board are able to work together closely and productively and allocate fields of responsibility properly even without a chair or spokesperson.

- [RECOMMENDATION 5.1.2 \(2\) SENTENCE 3 OF THE CODE 2017: THE SUPERVISORY BOARD SHALL SPECIFY AN AGE LIMIT FOR THE MEMBERS OF THE MANAGEMENT BOARD](#)

According to recommendation 5.1.2 (2) sentence 3 of the Code 2017, the Supervisory Board shall specify an age limit for the members of the Management Board.

The Company does not consider the specification of a general age limit a reasonable criterion for the selection of suitable Management Board members. An age limit is not currently an issue between the persons currently appointed to the Management Board. Additionally, with regard to decisions affecting the composition of a functional, effective Management Board, the appointment of a member with many years of experience can be in the interest of the Company, rendering the specification of a general age limit unreasonable in the eyes of the Company, regardless of the candidate in question.

- [RECOMMENDATION 5.4.1 \(2\) SENTENCE 2 OF THE CODE 2017: REGULAR LIMIT OF THE TERM OF OFFICE FOR THE MEMBERS OF THE SUPERVISORY BOARD](#)

According to recommendation 5.4.1 (2) sentence 2 of the Code 2017, the Supervisory Board should specify a regular limit of the term of office for the members of the Supervisory Board.

The Company does not consider such a regular limit appropriate. For the Supervisory Board to be functional and effective, it must consist of a healthy mixture of experienced and newly appointed members. Experienced, long-standing members of the Supervisory Board lose neither their independence nor their access to new ideas through the passage of time alone. The general diversity for which recommendation 5.4.1 calls must also apply in terms of the term of office of members of the Supervisory Board and therefore the experience of its members. The specification of a regular limit of length of membership contradicts this call.

- [RECOMMENDATION 5.4.1 \(2\) SENTENCE 1 OF THE CODE 2017: THE SUPERVISORY BOARD SHALL PREPARE A PROFILE OF SKILLS AND EXPERTISE](#)

According to recommendation 5.4.1 (2) sentence 1 of the Code 2017, the Supervisory Board should prepare a profile of skills and expertise.

Generally speaking, the Company considers the preparation of an additional profile of skills and expertise a reasonable instrument for the selection of suitable members of the Supervisory Board. The Supervisory Board intends to prepare a profile of skills and expertise over the course of 2018.

Furthermore, the Company voluntarily fulfils the recommendations of the Code 2017 with the following exception:

According to recommendation 2.3.3 of the Code 2017, the Company should make arrangements to allow shareholders to follow the general meeting using modern means of communication (e.g. the Internet). In order to preserve the character of the general meeting as a personal meeting of its shareholders, the Company has decided not to follow this recommendation. Instead, the results of votes and the presentation of the Management Board are published on the website of the Company.

Berlin, November 2017

The Management Board

The Supervisory Board