

Virtual General Meeting of TLG IMMOBILIEN AG on October 7, 2020

Proposal of the Management Board regarding the Utilization of the Net Profits for 2019

The Management Board proposes propose that the net retained profit of EUR 109,000,000.00, as reported in the adopted annual financial statements for the financial year ended on December 31, 2019, be utilised as follows:

Distribution to the shareholders:

Payment of a dividend of EUR 0.96 per bearer share with the ISIN DE000A12B8Z4 with dividend rights for the 2019 financial year; for 112,180,502 bearer shares, this corresponds to a total of

	EUR	107,693,281.92
Profits carried forward	EUR	1,306,718.08
Net retained profit	EUR	109,000,000.00

The amounts presented for the appropriation of profit and profits carried forward are based on the no-par shares with dividend rights existing at the time of publication of this convocation. Should the number of no-par shares with dividend rights for the 2019 financial year with ISIN DE000A12B8Z4 increase by the date of the general meeting on account of compensation requests from outside shareholders of WCM Beteiligungs- und Grundbesitz-Aktiengesellschaft pursuant to the control agreement between TLG IMMOBILIEN AG and WCM Beteiligungs- und Grundbesitz-Aktiengesellschaft and corresponding issuances of new shares of TLG IMMOBILIEN AG from the Contingent Capital 2017/III (Section 7a of the Articles of Association of the company), the Management Board and Supervisory Board shall submit a proposal to the general meeting that is adjusted based on this increase, while still providing for a dividend of EUR 0.96 per no-par share with dividend rights. If the number of no-par shares with dividend rights and therefore the total amount of the paid dividend increases by EUR 0.96 per newly issued share, the profits carried forward will decrease accordingly.

The dividend will be paid in full from the tax-recognised contribution account within the meaning of Section 27 of the German Corporate Tax Act (KStG; contributions not paid into nominal capital). Therefore, it will be paid without deductions for capital gains tax or solidarity surcharge. The dividend is not subject to taxation for shareholders with a tax residence in Germany. There is no tax refund or tax credit option associated with the dividend. In the opinion of the German tax authorities, the distribution reduces the acquisition costs of the shares for tax purposes.

Assuming a corresponding resolution is passed, the dividend rights mature on the third business day following the resolution of the general meeting, i.e. October 12, 2020, pursuant to Section 58 para. 4 sentence 2 of the German Stock Corporation Act (AktG).

Berlin, August 2020

TLG IMMOBILIEN AG

– The Management Board –