

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

## **Explanations regarding the Rights of Shareholders pursuant to Section 122 para. 2, Section 126 para. 1 and Section 127 of the German Stock Corporation Act as well as Article 2 Section 1 of the COVID-19 Mitigation Act**

The invitation to the Virtual General Meeting already contains information on shareholders' rights pursuant to Section 122 para. 2, Section 126 para. 1 and Section 127 of the German Stock Corporation Act (the "**Stock Corporation Act**"), as well as Article 2 Section 1 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law ("**COVID-19 Mitigation Act**").

The following information complement the information already contained in the invitation to the Virtual General Meeting and serve as an additional explanation of the shareholders' rights.

### **1. Motions by shareholders to supplement the agenda pursuant to Section 122 para. 2 of the German Stock Corporation Act**

Shareholders whose shares, alone or in aggregate, represent one-twentieth of the share capital or amount to EUR 500,000.00 may demand that items are added to the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution.

Motions to supplement the agenda must be received by the company in writing at least 30 days before the general meeting – not taking into account the date of receipt and the date of the general meeting – i.e., no later than by the end of

**September 6, 2020**  
(24:00 CEST).

Motions to supplement the agenda received thereafter will not be taken into account. The shareholders are kindly asked to direct such motions to supplement the agenda to the following address:

TLG IMMOBILIEN AG  
The Management Board  
Attn.: Office for the General Meeting 2020  
Hausvogteiplatz 12  
10117 Berlin  
Germany

Applicants have to prove that they have held the shares for at least 90 days prior to the date the motion is received by the company and that they hold the shares until the management board decides on the motion,

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with Section 70 of the German Stock Corporation Act being applicable when calculating the time for which shares have been held. A postponement from a Sunday, Saturday or a public holiday to a preceding or subsequent business day is not possible. Sections 187 to 193 of the German Civil Code are not applied accordingly.

Motions to supplement the agenda that must be published – assuming they were not published along with the convocation already – will be published in the Federal Gazette and will be submitted for publication to such media for which it can be expected that they will disseminate the information across the European Union promptly after receipt of the motion. They will also be announced on the website of TLG IMMOBILIEN AG at

<http://ir.tlg.eu>

under the “General Meeting” section and will be communicated to the shareholders.

The provisions of the German Stock Corporation Act underlying these shareholders’ rights are as follows:

*Section 122 of the German Stock Corporation Act – Convocation at the request of a minority (excerpt)*

- (1) A shareholders’ meeting must be convened if shareholders whose shares in aggregate amount to at least one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such request must be addressed to the management board. The articles of association may provide that the right to request a shareholders’ meeting requires another form and the holding of a lower portion of the share capital. Applicants must prove that they have held the shares for at least 90 days prior to the date the motion is received and that they hold the shares until the management board decides on the motion. Section 121 para. 7 applies mutatis mutandis.
- (2) In the same manner, shareholders whose combined shares amount to one-twentieth of the share capital or a proportionate ownership of at least EUR 500,000 may request that items be placed on the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of publicly listed companies no later than 30 days prior to the meeting; the day of receipt is not to be taken into account.

*Section 70 of the German Stock Corporation Act – Calculation of the period of shareholding*

If the exercise of rights arising from the share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution or an enterprise operating under Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or Section 53b

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para. 7 of the German Banking Act is deemed equivalent to ownership. The period during which the share has been owned by a predecessor is attributed to the shareholder if he has acquired the share without consideration, from his trustee, as a full legal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to Section 13 of the German Insurance Supervision Act or Section 14 of the German Building Loan Associations Act.

### **2. Countermotions and election proposals pursuant to Sections 126, 127 of the German Stock Corporation Act**

Shareholders may also submit countermotions to proposals from the management board and/or the supervisory board for specific agenda items to the company and submit proposals for the election of the auditor (agenda item 5) and for the election of members of the supervisory board (agenda item 12). Countermotions must include a reasoning; proposals for election do not require a reasoning.

Countermotions and election proposals by shareholders that have been received by the company at the address specified below at least 14 days before the general meeting – the date of receipt and the date of the general meeting are taken into account –, i.e. no later than by the end of

**September 22, 2020**  
(24:00 CEST)

will promptly be made available on the website of TLG IMMOBILIEN AG at

<http://www.ir.tlg.eu>

under the “General Meeting” section along with the name of the shareholder, a possible statement of reason and any comment by the administration (Sections 126 para. 1 sentence 3, 127 sentence 1 of the German Stock Corporation Act).

The company may refrain from making available a countermotion (including any reasoning) or election proposal if circumstances for exclusion set forth in Section 126 para. 2 of the German Stock Corporation Act (for countermotions and election proposals) or Section 127 sentence 3 of the German Stock Corporation Act (for election proposals) apply.

Countermotions (including any reasoning) and election proposals by shareholders for the general meeting must be directed exclusively to the following address:

TLG IMMOBILIEN AG  
Investor Relations  
Hausvogteiplatz 12  
10117 Berlin  
Germany  
Email: [ir@tlg.de](mailto:ir@tlg.de)

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Counter motions/election proposals addressed otherwise will not be made available. Shareholders are requested to prove their shareholding as of the date they submit the counter motion or election proposal.

Counter motions or election proposals cannot be brought during the virtual annual general meeting.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, which also specify under which conditions counter proposals and election proposals need not be made available, are as follows:

### *Section 126 of the German Stock Corporation Act – Motions by shareholders*

- (1) Motions by shareholders, including the shareholder's name, the reasoning, and the management's position, if any, must be made available to the beneficiaries mentioned in Section 125 para. 1 through 3 under the conditions specified therein, if the shareholder transmitted to the company a counter proposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with a reasoning, to the address designated for this purpose in the convocation at least 14 days prior to the meeting. The day of receipt is not taken into account. For publicly listed companies, the accessibility is to be provided over the website of the company. Section 125 para. 3 applies mutatis mutandis.
- (2) A counter proposal and its supporting information need not be made available if:
  1. the management board would become criminally liable by granting accessibility;
  2. the counter proposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;
  3. the reasoning contains statements which are obviously false or misleading in material respects or if it contains insults;
  4. a counter proposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
  5. the same counter proposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counter proposal;
  6. such shareholder indicates that he will neither attend nor be represented at the general meeting; or

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7. within the past two years at two general meetings such shareholder has failed to submitted, or cause to be submitted, a counterproposal he transmitted.

The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.

### *Section 127 of the German Stock Corporation Act – Election proposals by shareholders (excerpt)*

Section 126 applies mutatis mutandis to a nomination by a shareholder for the election of members of the supervisory board or auditors. Such nomination need not be supported by a reasoning. The management board is not required to make such nomination accessible if the nomination does not contain information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5.

### *Section 124 para. 3 sentence 4 of the German Stock Corporation Act:*

The proposal for the election of members of the supervisory board or auditors must state their names, practiced profession and place of residence.

### *Section 125 para. 1 sentence 5 of the German Stock Corporation Act:*

In the case of publicly listed companies, any nomination for the election of members of the supervisory board must be accompanied by information on the membership in other legally required supervisory boards; information on their membership in comparable domestic and foreign controlling bodies of business enterprises should also be provided.

### **3. Right to ask questions by means of electronic communication in accordance with Article 2 Section 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 Mitigation Act**

Pursuant to the requirements of Article 2 Section 1 para. 2 sentence 1 no. 3, sentence 2 of the COVID-19 Mitigation Act, shareholders who properly registered for the virtual annual general meeting and provided a confirmation of their shareholding may submit questions by means of electronic communication in connection with the virtual annual general meeting; however, this possibility to ask questions does not constitute a right to receive answers in accordance with Section 131 of the Stock Corporation Act.

The management board, with the consent of the supervisory board, has resolved that all questions must be submitted ahead of the virtual general meeting and no later than by

**October 5, 2020**  
(24:00 CEST)

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by means of electronic communication in the German language through the password protected online portal on the Company's website at

<https://ir.tlg.eu>

under the "General Meeting" section using the designated procedure.

It will not be possible to submit questions after this date or during the Virtual Annual General Meeting. Responses will be given at the meeting, unless questions have been answered on the Company's website at

<https://ir.tlg.eu>

under the "General Meeting" section prior to the meeting.

By way of derogation from Section 131 of the Stock Corporation Act, the Management Board decides at its duty-bound, free discretion which questions it wishes to respond to. The Management is not required to answer all questions. It can summarize and select those questions that are meaningful taking into account the interests of the other shareholders. It can give preference to shareholders' associations and institutional investors with significant shareholdings. The name of a shareholder submitting a question may be included in the response to such question unless the shareholder has not expressly objected to this disclosure.

The provisions of the COVID-19 Mitigation Act underlying these shareholders' rights, which also govern under which circumstances the management board may refuse to answer questions, are as follows:

### *Article 2 Section 1 para. 2 of the COVID-19 Mitigation Act (Excerpt)*

(2) The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting
2. provision is made for shareholders to exercise their voting right by means of electronic communication (absentee vote or electronic participation) and to grant a power of attorney
3. shareholders are given the opportunity to ask questions by means of electronic communication;
4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from Section 245 no. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.

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The management board decides at its duty-bound, free discretion which questions it wishes to respond to; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.

Berlin, August 2020

TLG IMMOBILIEN AG  
– The Management Board –

## ***Disclaimer***

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