

Virtual General Meeting of TLG IMMOBILIEN AG on December 28, 2021

Explanations regarding the Rights of Shareholders pursuant to Section 122 para. 2, Section 126 para. 1 and Sections 127, 131 para. 1 of the German Stock Corporation Act as well as Section 1 GesRuaCOVBekG

The invitation to the Virtual General Meeting already contains information on shareholders' rights pursuant to Section 122 para. 2, Section 126 para. 1 and Sections 127, 131 para. 1 of the German Stock Corporation Act (the "**Stock Corporation Act**"), as well as Section 1 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of 27 March 2020, last amended by Article 15 of the law of 10 September 2021 ("**GesRuaCOVBekG**").

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 Stock Corporation Act

Shareholders whose shares, alone or in aggregate, amount to EUR 500,000.00 (Note: The other alternative provided by the Stock Corporation Act, that "Shareholders whose shares, alone or in aggregate represent one-twentieth of the share capital [...]" – which for TLG IMMOBILIEN AG equals EUR 5,655,711.00 or 5,655,711 no-par-value shares at the time of the convocation of the general meeting) may demand that items are added to the agenda and published. In accordance with Section 122 para. 2 sentence 2 Stock Corporation Act, 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

November 27, 2021
24:00 hrs. (CET).

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
Office for the General Meeting 2020
Hausvogteiplatz 12
10117 Berlin
Germany

Petitioners 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, with Section 70 of the German Stock Corporation Act being applicable when calculating the time for which shares have been held. An advancement or 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 – 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 without undue delay after receipt of the motion. They will also be announced on the website of TLG IMMOBILIEN AG at

<https://ir.tlg.de/websites/tlg/German/5000/hauptversammlung.htm>
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and will be communicated to the shareholders.

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

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

- (1) A general 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 general meeting requires another form and the holding of a lower portion of the share capital. Petitioners 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 121 Stock Corporation Act General provisions (excerpt)

- (7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

Section 124 Stock Corporation Act – Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)

- (1) Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, section 121 (4a) shall apply mutatis mutandis. The notice is to be published and forwarded in the same way as the invitation convening the general meeting.

Section 70 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 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 Stock Corporation Act

Shareholders may also submit countermotions to one or several 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 6).

Countermotions within the meaning of Section 126 Stock Corporation Act and election proposals within the meaning of Section 127 Stock Corporation Act 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 not taken into account –, i.e. no later than by the end of

December 13, 2021
24:00 hrs. (CET)

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

<https://ir.tlg.de/websites/tlg/German/5000/hauptversammlung.htm>
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along with the name of the shareholder, a possible statement of reason, which is at least not required for election proposals, and any comment by the administration (Sections 126 para. 1 sentence 3, 127 sentence 1 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 Stock Corporation Act (for countermotions and election proposals) or Section 127 sentence 3 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

Countermotions/election proposals addressed otherwise will not be made available.

Shareholders are asked to prove their shareholding as of the date they submit the countermotion or election proposal.

Countermotions or election proposals by shareholders which are to be made available in accordance with Sections 126, 127 Stock Corporation Act shall be deemed to have been made at the general meeting if the shareholder making the motion or submitting the nomination has duly proven his shareholding and has registered for the general meeting.

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

Section 126 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 counterproposal 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 counterproposal and its supporting information need not be made available if:
 1. the management board would become criminally liable by granting accessibility;
 2. the counterproposal 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 counterproposal 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 counterproposal 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 counterproposal;
 6. such shareholder indicates that he will neither attend nor be represented at the general meeting; or
 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 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 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.

Section 1 para. 2 sentence 3 GesRuaCOVBekG

Motions or nominations by shareholders which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the Annual General Meeting.

3. Right to ask questions by means of electronic communication in accordance with Section 1 para. 2 sentence 1 no. 3, sentence 2 GesRuaCOVBekG

Pursuant to Section 131 para. 1 Stock Corporation Act, each shareholder can request information on corporate affairs in the general meeting, including legal and business relationships of the company with an affiliated enterprise, the situation of the group and the enterprises included in the consolidated financial statements, insofar as this is required in order to appropriately adjudge the item of business set out in the agenda and no right to refuse the request exists.

Due to the general meeting on December 28, 2021 being held as virtual general meeting without the presence of the shareholders and their agents, shareholders cannot request information at the location of the general meeting. Therefore Section 1 para. 2 sentence 1 no. 3, sentence 2 GesRuaCOVBekG applies to the virtual general meeting. The shareholders are granted a right to ask questions by means of electronic communication in accordance with Section 1 para. 2 sentence 1 no. 3, GesRuaCOVBekG. In accordance with Section 1 para. 2 sentence 2 GesRuaCOVBekG, the management board decides

at its duty-bound, free discretion how it wishes to respond to the questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting.

In the case at hand, shareholders who properly registered for the virtual annual general meeting and provided a confirmation of their shareholding may personally or through their agents submit questions by means of electronic communication in connection with the virtual annual general meeting.

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

December 26, 2021
24:00 hrs. (CET)

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

<https://ir.tlg.de/websites/tlg/German/5000/hauptversammlung.html>

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.de/websites/tlg/German/5000/hauptversammlung.html>

prior to the meeting.

The provisions of the Stock Corporation Act, the Articles of Association and the GesRuaCOVBekG underlying these shareholders' rights, which also govern under which circumstances the management board may refuse to answer questions, are as follows:

Section 131 Stock Corporation Act - Stockholder's right to request information

- (1) The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266 (1), third sentence, section 276, or section 288 of the Commercial Code (HGB), then each stockholder may request that, at the general meeting

deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. The obligation of the management board of a parent company to provide information (section 290 subsections (1) and (2) of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.

- (2) The information provided is to correspond to the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow him to make further determinations concerning the details in this regard.
- (3) The management board may refuse a request for information:
 1. Inasmuch as the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
 2. Inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
 3. Regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;
 4. Regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of section 264 (2) of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;
 5. Inasmuch as the management board would be liable to punishment under law were it to provide the information;
 6. Inasmuch as, in the case of a credit institution or financial services provider, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;
 7. Inasmuch as such information is continuously accessible on the company's website for at least seven (7) days prior to commencement of the general meeting, and also in its course.

Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) Where information has been provided to a stockholder because of his capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. The management board may not refuse to provide the information in accordance with subsection (3), first sentence, nos. 1 to 4. The first and second sentences shall not apply if a subsidiary company (section 290 subsections (1) and (2) of the Commercial Code (HGB)), a joint venture (section 310 (1) of the Commercial Code (HGB)) or an associated enterprise (section 311 (1) of the Commercial Code (HGB)) issues the information to a parent company (section 290 subsections (1) and (2) of the Commercial Code (HGB)) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.
- (5) Where a stockholder's request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting.

Article 19 of the Articles of Association of TLG IMMONBILIEN AG

- (1) The General Meeting shall be chaired by the Chairman of the Supervisory Board or another Supervisory Board member to be appointed by him. If the Supervisory Board member designated to chair the meeting is unable to do so, the Supervisory Board members present at the General Meeting shall elect the Chairman of the Meeting. If an election cannot be held in accordance with the above procedure, the Chairman of the meeting shall be elected by the General Meeting. In the cases of sentence 2 and sentence 3, a person who is not a member of the Supervisory Board may also be elected.
- (2) The chairman of the meeting shall chair the meeting. He determines the order in which the items on the agenda are dealt with and the type and order of voting. The chairman of the meeting may determine the order of speeches and is authorized to impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he is authorized at the beginning of the General Meeting or during its course to set a reasonable time limit for the entire course of the General Meeting, for individual agenda items or for individual questions or speeches.

GesRuaCOVBekG (excerpt)

Section 1 – Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies

- (1) Decisions concerning the right of shareholders to participate in the general meeting by means of electronic communication in accordance with Section 118 para. 1 sentence 2 of the German Stock Corporation Act (electronic participation), to exercise the right to cast their vote by means of electronic communication in accordance with Section 118 para. 2 of the German Stock Corporation Act (postal vote), the participation of members of the supervisory board by means of audio and video transmission in accordance with Section 118 para. 3 sentence 2 of the German Stock Corporation Act and provision for the general meeting to be broadcast by means of audio and video transmission in accordance with Section 118 para. 4 of the German Stock Corporation Act may be taken by the company's management board even without authority being granted therefore under the articles of association or rules of procedure.

- (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 (postal 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 German Stock Corporation Act, the need to be physically present at the general meeting thus being waived.

The management board decides at its duty-bound, free discretion how it wishes to respond to the questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting. Motions or nominations by shareholders which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the Annual General Meeting.

- (3) By way of derogation from Section 123 para. 1 sentence 1 and para. 2 sentence 5 of the German Stock Corporation Act, the management board may decide to convene the general meeting no later than the 21st day prior to the day of the general meeting. By way of derogation from Section 123 para. 4 sentence 2 of the German Stock Corporation Act, proof of shares held in companies listed on the stock exchange must refer to the start of the 12th day prior to the general meeting and must, in the case of bearer shares of the company, be sent to the address stated in the invitation convening the general meeting to arrive there no later than four days prior to the general meeting, unless the management board makes provision in its invitation convening the general meeting for a shorter period within which the company must be in receipt of that proof; deviating determinations made in the articles of association are irrelevant. Where an invitation convening a general meeting stipulates a shorter period than that set out in sentence 1, the notification referred to in Section 125 para. 1 sentence 1 of the German Stock Corporation Act must be made no later than 12 days prior to the general meeting and the notification referred to in Section 125 para. 2 of the German Stock Corporation Act must be made to the entity entered in the share register before the start of the 12th day prior to the general meeting. By way of derogation from Section 122 para. 2 of the German Stock Corporation Act, the company must, in the aforementioned case, be in receipt of any demands for amendments no later than 14 days prior to the general meeting.
- (4) By way of derogation from Section 59 para. 1 of the German Stock Corporation Act, the management board may decide, even without being granted authority therefore under the articles of association, to make an interim payment towards the net income to shareholders pursuant to Section 59 para. 2 of the German Stock Corporation Act. Sentence 1 applies accordingly to an interim payment towards the payment of compensation (Section 304 of the German Stock Corporation Act) made to external shareholders under an inter-company agreement.
- (5) The management board may decide, by way of derogation from Section 175 para 1 sentence 2 of the German Stock Corporation Act, that the general meeting is to be held in the course of the financial year.
- (6) The decisions of the management board as referred to in Subsections 1 to 5 require the consent of the supervisory board. By way of derogation from Section 108 para. 4 of the German Stock Corporation Act, the supervisory board may pass resolutions pertaining to its consent in writing, by telephone or by other comparable forms, regardless of the rules set out in the articles of association or rules of procedure and without the need for its members to be physically present.

- (7) Notwithstanding the rule set out in Section 243 para. 3 no. 1 of the German Stock Corporation Act, an action for avoidance of a resolution adopted by the general meeting may also not rely on breaches of Section 118 para. 1 sentences 3 to 5, para. 2 sentence 2 or para. 4 of the German Stock Corporation Act, on a breach of formal requirements in respect of notifications in accordance with Section 125 of the German Stock Corporation Act nor on a breach of Subsection 2, unless the company can be proven to have acted with intent.

[...]

Section 7 – Transitional regulations

- (1) Section 1 only applies to general meetings held and interim payments towards the net income made up to and including August 31, 2022.

[...]

Berlin, November 2021

TLG IMMOBILIEN AG
– The Management Board –