



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

**Proposal of the Management Board regarding the Utilization of the Net Retained Profits of  
TLG IMMOBILIEN AG for 2020 financial year**

The Management Board proposes that the net retained profit of EUR 264,052,303.49, as reported in the adopted annual financial statements for the financial year ended on December 31, 2020, be utilised as follows:

Distribution to the shareholders:

Payment of a dividend of EUR 1,02 per no-par-value share with dividend rights for the 2020 financial year; for 106,678,490 no-par-value shares, this corresponds to a total of

	EUR	108,812,059.80
Profits carried forward	EUR	155,240,243.69
Net retained profit	EUR	<u>264,052,303.49</u>

The amounts presented for the appropriation of profit and profits carried forward are based on the no-par shares with dividend rights existing at November 15, 2021. Should the number of no-par-value shares with dividend rights for the 2020 financial year increase by the date of the General Meeting, in particular 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 (Article 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 1.02 per no-par share with dividend rights. When the number of no-par shares with dividend rights and therefore the total amount of the paid dividend increases by EUR 1.02 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 (*Körperschaftsteuergesetz*, 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.*, January 3, 2022, pursuant to Section 58 para. 4 sentence 2 of the German Stock Corporation Act (*Aktiengesetz*).

In consideration of the tax effects on the company and its shareholders, the company intends to pay out the dividend prematurely on December 30, 2021 already.

Berlin, November 2021

TLG IMMOBILIEN AG

– The Management Board –