

[Convenience translation. Only the German version shall prevail.]



TLG IMMOBILIEN AG

Berlin

ISIN DE000A12B8Z4

WKN A12B8Z

Convocation of the Annual General Meeting 2023

The shareholders of our Company are hereby invited to the Annual General Meeting to be held on

Tuesday, 4 July 2023

at 10:00 a.m. (CEST)

at the premises "The Burrow", Karl-Heinrich-Ulrichs-Straße 22/24, 10785 Berlin

Annual General Meeting 2023

("Annual General Meeting").

I. Agenda

1. **Presentation of the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board as of 31 December 2022, the management reports for the Company and the Group, including the report of the Supervisory Board for the 2022 financial year.**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board. The annual financial statements are thus adopted. A resolution of the Annual General Meeting on this agenda item 1 is therefore neither intended nor necessary. The aforementioned documents are merely to be made available to the Annual General Meeting and explained by the Management Board or - in the case of the report of the Supervisory Board - by the Chairman of the Supervisory Board.

2. **Resolution on the appropriation of the net profit for the financial year 2022 of TLG IMMOBILIEN AG**

The Management Board and the Supervisory Board propose that the retained earnings of EUR 414,399,988.17 shown in the approved annual financial statements for the financial year ending 31 December 2022 be appropriated as follows:

Distribution to the shareholders:

Distribution of a dividend in the amount of EUR 0.93 per no-par value share entitled to dividend for the financial year 2022; with 106,762,554 no-par value shares entitled to dividend, this corresponds to a total of

	EUR	99,289,175,22
Profit carried forward	EUR	315,110,812,95
Balance sheet profit	EUR	<u>414,399,988.17</u>

The amounts stated for the distribution of profits and the profit carried forward were based on the no-par value shares existing on 19 May 2023 were taken as a basis. Should the number of no-par value shares entitled to dividends for the 2022 financial year increase by the date of the Annual General Meeting, in particular also due to settlement requests from outside shareholders of WCM Beteiligungs- und Grundbesitz-Aktiengesellschaft under the control agreement existing between the Company and WCM Beteiligungs- und Grundbesitz-Aktiengesellschaft and corresponding issues of new shares of the Company from the Conditional Capital 2017/III (Article 7a of the Articles of Association of the Company), the Management Board and the Supervisory Board will submit to the Annual General Meeting a resolution proposal adjusted to this increase, which will provide for an unchanged dividend amount of EUR 0.93 per no-par value share entitled to dividend. If the number of no-par value shares entitled to dividends and thus the total amount of the dividend distributed increases by EUR 0.93 per new share issued, the profit carried forward will be reduced accordingly.

If a corresponding resolution is passed, the entitlement to the dividend is due on the third business day following the Annual General Meeting resolution, i.e. on 7 July 2023, in accordance with section 58 (4) sentence 2 of the German Stock Corporation Act.

3. Resolution on the discharge of the members of the Management Board for the financial year 2022

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board in office in the financial year 2022 be ratified for that financial year.

4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2022

The Management Board and the Supervisory Board propose that the acts of the members of the Supervisory Board holding office in the financial year 2022 be ratified for that financial year.

5. Resolution on the appointment of the auditor of the financial statements and the auditor of the consolidated financial statements as well as the auditor for a possible audit review of additional interim financial information

The Supervisory Board proposes, based on a recommendation of its Audit Committee, that FAIR AUDIT GmbH Wirtschaftsprüfungsgesellschaft, Raboisen 38, 20095 Hamburg,

- a) as auditor and group auditor for the financial year 2023; and

- b) in the event of a review of additional interim financial information for the first quarter of the 2024 financial year, as auditor for such a review

to order.

The Audit Committee has stated in its recommendation that this is free from undue influence by third parties and that it has not been imposed any clause limiting the selection options within the meaning of Article 16(6) of the EU Statutory Auditors Regulation (Regulation (EU) No 537/2014).

FAIR AUDIT GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, has declared to the Supervisory Board that no business, financial, personal or other relationships exist between it, its Management bodies and audit managers on the one hand and the company and its Management body members on the other hand that could give rise to doubts about its independence.

6. Resolution on the amendment of the Articles of Association for the possibility of holding virtual general meetings

Through the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Cooperative and Insolvency and Restructuring Law Provisions (Federal Law Gazette I No. 27 2022, p. 1166 et seq.), the virtual general meeting has been permanently regulated in the Stock Corporation Act. Pursuant to § 118a para. 1 sentence 1 AktG, the articles of association may provide or authorise the board to provide that the general meeting be held as a virtual general meeting, i.e. without the physical presence of the shareholders or their proxies at the place of the general meeting. Such authorisation of the Board shall be resolved. For future general meetings, it shall be decided separately in each case, taking into account the circumstances of the respective individual case, whether to make use of the authorisation and to hold a general meeting as a virtual general meeting.

The Management Board and the Supervisory Board therefore each propose to resolve:

- a) § 18 of the Articles of Association of the Company shall be supplemented by the following § 18.7:

"The Management Board is authorized to provide that the General Meeting shall be held without the physical presence of the shareholders or their proxies at the place of the General Meeting (virtual General Meeting). The authorization shall apply to the holding of virtual general meetings in a period of five years after the registration of this provision of the articles of association in the commercial register of the company. All provisions of the Articles of Association for general meetings shall apply to the virtual general meeting, unless the law mandatorily provides otherwise, or these Articles of Association expressly provide otherwise."

- b) § 19.2 sentence 3 of the Articles of Association of the Company shall be reworded as follows:

"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, make enquiries and speak."

- c) The following sentence 4 shall be added to section 21 of the Articles of Association of the Company:

"Members of the Supervisory Board who do not chair the Annual General Meeting shall, in agreement with the Chairman of the Supervisory Board, be permitted to participate in the Annual General Meeting by means of video and audio transmission in those cases in which their physical presence at the location of the Annual General Meeting would not be possible or would only be possible at considerable expense due to legal restrictions, their residence abroad, their necessary residence at another location in Germany or due to an unreasonable travel time, or if the Annual General Meeting is held as a virtual Annual General Meeting."

The Management Board is instructed to file the amendments to the Articles of Association resolved under agenda item 6 with the Commercial Register independently of the other resolutions of the Annual General Meeting.

II. Further information on the convocation

1. Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time of convocation of the Annual General Meeting, the share capital of the company amounts to EUR 113,196,100.00 and is divided into 113,196,100 no-par value shares. Each no-par share grants one vote at the Annual General Meeting. At the time of convening the Annual General Meeting, the company holds 6,433,546 treasury shares from which it has no voting rights.

2. Requirements for participation in the Annual General Meeting and the exercise of voting rights

Only those shareholders who have registered in due time are entitled to attend the Annual General Meeting and to exercise their voting rights. The registration must therefore be received by the Company no later than Tuesday, 27 June 2023, 24:00 CEST, at the following address:

TLG IMMOBILIEN AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
E-Mail: anmeldung@better-orange.de

and the shareholders must have provided the Company with special proof of share ownership that they were shareholders of the Company at the beginning of the 21st day prior to the Annual General Meeting, i.e. on Tuesday, 13 June 2023, 00:00 hours CEST ("**record date**"). For the proof of shareholding, a special proof of shareholding issued by the last intermediary shall be sufficient.

It is pointed out that in the notifications pursuant to section 125 of the Stock Corporation Act, which are to be drawn up in form and content in accordance with EU Regulation 2018/1212, a recording date is to be indicated in field C5 of Table 3 of the EU Regulation. This recording date (in the present case 12 June 2023, 22:00 (UTC) (Coordinated Universal Time)) is not identical with the record date to be designated pursuant to section 123(4) sentence 2 of the Stock Corporation Act (in the present case 13 June 2023, 0:00). In doing so, the Company follows a recommendation of the Implementation Guide of the Association of German Banks on the Second Shareholder Directive (Directive (EU) 2017/828 of the European Parliament and of the Council

of 17 May 2017 amending Directive 2007/36/EC as regards the promotion of long-term shareholder participation) for the German market.

The proof of shareholding must be received by the Company at the aforementioned address no later than Tuesday, 27 June 2023, 24:00 hours CEST. The registration and the proof of shareholding must be in text form (§ 126b of the German Civil Code) and must be in German and/or English.

After proper registration, admission tickets for the Annual General Meeting will be sent by the Company. In order to ensure timely receipt of the admission tickets, shareholders are requested to register early and to send the proof of their shareholding to the Company.

3. Significance of the record date

In relation to the Company, only those persons shall be deemed to be shareholders for the purpose of exercising voting rights who have provided specific proof of share ownership. The extent of the voting right is determined exclusively by the shareholding on the record date. The record date does not imply any block on the saleability of the shareholding. Even in the event of a complete or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is decisive for the scope of the voting right (i.e. sales of shares after the record date have no effect on the scope of the voting right). The same applies to acquisitions and additional acquisitions of shares after the record date. Persons who do not hold any shares on the record date and only become shareholders thereafter shall only be entitled to vote for the shares held by them if and to the extent that they are authorised by the person entitled on the record date or have themselves authorised to exercise the right.

4. Procedure for voting by proxy

Shareholders may also have their voting rights exercised by a proxy, for example an intermediary, a shareholders' association, a voting advisor or a person who offers himself/herself in a businesslike manner to shareholders to exercise voting rights at the Annual General Meeting ("**businesslike agent**"), after granting a corresponding power of attorney. In the event of a shareholder being represented, the timely registration of the shareholder and the timely proof of shareholding as described above are also required.

The granting of the proxy, its revocation and the proof of authorizations vis-à-vis the Company require text form if neither an intermediary nor, pursuant to section 135 (8) of the German Stock

Corporation Act, a shareholders' association, a voting rights advisor or a person acting in a businesslike manner is authorized to exercise the voting right.

If a proxy to exercise voting rights is granted to an intermediary, a shareholders' association, a voting advisor or a person acting in a businesslike manner, there is no text form requirement; however, the proxy declaration must be recorded by the proxy in a verifiable manner. It must also be complete and may only contain declarations related to the exercise of voting rights. Shareholders who wish to authorize an intermediary, a shareholders' association, a proxy advisor or a person acting in a businesslike manner are requested to agree with the proxy holder on the form of the proxy.

If the shareholder authorizes more than one person, the Company may reject one or more of these proxies.

Shareholders who wish to authorize a representative are requested to use the form provided by the Company for this purpose. The proxy form will be provided by the Company after registration together with the admission ticket. In addition, a form for granting a proxy will be available on the Company's website at

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

available for download.

Evidence of the appointment of a proxy may be sent electronically to the Company at the following e-mail address:

tlg@better-orange.de

5. Procedure for the casting of votes by proxies of the Company

In addition, the Company offers its shareholders to authorize persons nominated by the Company as proxies bound by instructions. The proxies are obliged to vote in accordance with the instructions; they cannot exercise the voting rights at their own discretion. It should be noted that the proxies can only exercise the voting right on those items of the agenda on which shareholders give clear instructions and that the proxies cannot accept instructions on procedural motions either before or during the Annual General Meeting. Similarly, proxies may not accept instructions to speak, to object to resolutions of the general meeting or to ask questions or propose motions.

The granting of such a power of attorney with instructions to the proxies is only -possible in the run-up to the Annual General Meeting by means of the power of attorney -and instruction form which the duly registered shareholders receive together with the admission ticket to the Annual General Meeting. The corresponding form is also available on the Company's website at

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

ready for download.

The authorization, the issuance of instructions and their revocation to the proxies nominated by the Company must be -received by the Company in text form in German or English no later than the end of Monday, 3 July 2023, 24:00 hours CEST, by post or by way of electronic communication (by -email) at the following address:

TLG IMMOBILIEN AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
or by E-Mail: tlg@better-orange.de

6. Further rights of the shareholders

a) Motions by shareholders for additions to the agenda pursuant to § 122 (2) of the German Stock Corporation Act (AktG)

Pursuant to § 122 (2) of the Austrian Stock Corporation Act, shareholders whose shares together amount to one-twentieth of the Company's share capital or the pro rata amount of EUR 500,000.00 (this corresponds to 500,000 shares) may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution.

Such a request for a supplement must be addressed in writing to the Management Board and must be received by the Company at least 24 days prior to the General Meeting; the day of receipt and the day of the General Meeting shall not be counted. The last possible date of receipt is therefore Friday, 9 June 2023, 24:00 CEST. Requests for supplements received later will not be considered.

The shareholders concerned must prove that they have been holders of the shares for at least 90 days prior to the date of receipt of the request by the Company and that they hold the shares until the decision of the Management Board on the supplementary request, whereby section 70 of the German Stock Corporation Act shall apply for the calculation of the shareholding period. A shift of the aforementioned record date from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the Civil Code shall not apply mutatis mutandis.

Please send any requests for supplements to the following address:

TLG IMMOBILIEN AG
Management Board
Office Annual General Meeting 2023
Alexanderstraße 1
10178 Berlin
Germany

Additions to the agenda to be announced shall be published in the Federal Gazette without undue delay after receipt of the request. They will also be published on the Company's website at

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

and notified to the shareholders pursuant to section 125 (1) sentence 3, (2) of the German Stock Corporation Act.

b) Countermotions by shareholders pursuant to section 126 (1) of the German Stock Corporation Act (AktG)

Every shareholder has the right to submit a counter-motion against the proposals of the Management Board and/or the Supervisory Board on specific items of the agenda.

Countermotions received by the Company at the address indicated below at least 14 days prior to the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting, i.e. no later than Monday, 19 June 2023, 24:00 hours CEST, shall be published without undue delay, including the name of the shareholder and any statement of grounds and/or comments by the management, on the Company's website at

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

made available (cf. section 126, paragraph 1, sentence 3 of the German Stock Corporation Act).

In section 126 (2) of the Stock Corporation Act, the law states reasons why a counter-motion and its grounds, if any, do not have to be made available on the website. These reasons are published on the company's website at

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

described. Any justification need not be made available in particular if it exceeds 5,000 characters in total.

The following address shall be exclusively decisive for the transmission of counter-motions together with any justification:

TLG IMMOBILIEN AG
Alexanderstraße 1
10178 Berlin
Germany
E-Mail: antraege@better-orange.de

Counter-motions addressed otherwise will not be made available. Shareholders are requested to prove their shareholder status at the time of sending the counter-motion or election proposal.

Counter-motions shall only be deemed to have been made if they are made during the general meeting. The right of each shareholder to submit counter-motions to the various agenda items during the general meeting even without prior and timely submission to the Company shall remain unaffected.

c) **Election proposals by shareholders pursuant to Sections 126, 127 of the German Stock Corporation Act (AktG)**

Every shareholder has the right to propose candidates for the election of the auditor at the Annual General Meeting (agenda item 5) and for the election to the Supervisory Board.

Election proposals from shareholders received by the Company at the address given below at least 14 days prior to the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting, i.e. no later than Monday, 19 June 2023, 24:00 hours CEST, will be published without undue delay on the Company's website at

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

made available. Nominations by shareholders need not be made available if they do not contain the name, profession and place of residence of the proposed person. Nominations do not need to be substantiated.

Section 127 sentence 1 of the Stock Corporation Act in conjunction with section 126 paragraph 2 of the Stock Corporation Act as well as section 127 sentence 3 of the Stock Corporation Act in conjunction with section 124 paragraph 3 sentence 4 of the Stock Corporation Act specify further reasons for which the election proposals of shareholders do not have to be made available on the website. These reasons are published on the Company's website at

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

described.

The following address is decisive for the transmission of election proposals:

TLG IMMOBILIEN AG
Alexanderstraße 1
10178 Berlin
Germany
E-Mail: antraege@better-orange.de

Election proposals addressed elsewhere will not be made accessible.

The right of each shareholder to submit election proposals during the general meeting remains unaffected. Nominations shall only be deemed to have been submitted if they are submitted during the general meeting.

d) **Shareholders' right to information pursuant to section 131 (1) of the German Stock Corporation Act**

Pursuant to section 131, paragraph 1 of the German Stock Corporation Act (Aktiengesetz), the Management board must provide information on the company's affairs to any shareholder upon request at the general meeting, to the extent that such information is necessary to permit a proper evaluation of the item on the agenda. This duty of the Management board to provide information also extends to the legal and business relations of the company with an affiliated company as well as to the situation of the group and the companies included in the consolidated financial statements.

The Management Board may refuse to provide information under certain conditions set out in more detail in section 131, paragraph 3 of the German Stock Corporation Act (Aktiengesetz). A detailed description of the conditions under which the Management Board may refuse to provide information can be found on the company's website at:

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

e) **Further explanations**

Further explanations of the rights of the shareholders pursuant to § 122 (2), §§ 126 (1), 127, 131 (1) of the German Stock Corporation Act are available on the following website of the Company at

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

available.

There are also instructions on how to obtain a confirmation of the vote count pursuant to section 129(5) of the Companies Act, which the person voting may request within one month of the day of the general meeting.

7. Publications on the Company's website

As from the convening of the general meeting, the following documents in particular, which are to be made available, shall be published together with this convening notice on the website of the Company at

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

available:

Concerning the items on the agenda 1 and 2:

- The adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board as at 31 December 2022, the management report for the Company and the Group including the report of the Supervisory Board for the financial year 2022.

On agenda item 6:

- The Articles of Association of the Company

The aforementioned documents will also be accessible during the Annual General Meeting on Tuesday, 4 July 2023.

Any countermotions, election proposals and requests for supplements from shareholders received by the Company in good time within the meaning of the aforementioned deadlines and subject to publication will also be made available via the aforementioned website.

8. Information on data protection for shareholders

The controller within the meaning of Article 4 No. 7 of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of individuals with regard to the processing of personal data, on the free movement of such data and repealing Directive 95/46/EC (**the General Data Protection Regulation**) -("GDPR"), which determines the purposes and means of the processing of personal data, is:

TLG IMMOBILIEN AG
Alexanderstraße 1
10178 Berlin

Germany

Tel.: +49 (0)30 - 2470 50

E-Mail: kontakt@tlg.de

Shareholders can contact the Company's Data Protection Officer (also for questions regarding data protection) as follows:

TLG IMMOBILIEN AG

Data Protection Officer

Jörg Ohst

Alexanderstraße 1

10178 Berlin

Germany

E-Mail: datenschutz@tlg.de

The following categories of personal data are regularly processed in the course of preparing, conducting and following up on the Annual General Meeting:

- First- and last name, title, address, E-mail address;
- Number of shares, class of shares, type of ownership of the shares and number of the voting card;
- in the case of a proxy appointed by a shareholder, also his personal data (in particular his name and place of residence as well as the contact details provided in connection with the voting);
- -if a shareholder or a representative contacts the Company, also such personal data as is necessary to respond to any concerns (such as contact details provided by shareholders or their representatives, such as telephone numbers and e-mail addresses); and
- Information on attendance, motions, election proposals and shareholder requests for the Annual General Meeting.

In the case of countermotions, election proposals or requests for additions to the agenda which are to be made accessible, these will also be published, including the name of the shareholder, on the internet at

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

published.

Apart from that, personal data will be made available to shareholders and shareholder representatives within the scope of the statutory provisions, namely via the list of participants. The list of participants may be inspected by shareholders and shareholder representatives for up to two years after the Annual General Meeting (section 129 (4) sentence 2 of the Austrian Stock Corporation Act).

Pursuant to Article 6(1)(c) of the GDPR, the legal basis for the processing of personal data is the provisions of the German Stock Corporation Act, in particular Sections 118 et seq. AktG, in order to prepare, conduct and follow up the Annual General Meeting and to enable shareholders to exercise their rights in connection with the Annual General Meeting. In addition, the processing of personal data pursuant to Article 6(1)(f) DSGVO is carried out on the basis of the Company's legitimate interest in the proper conduct of the General Meeting, including enabling the exercise of shareholders' rights as well as communication with shareholders. In addition, the processing of personal data in certain cases (e.g. when naming questioners at the Annual General Meeting) is based on the consent of the shareholder concerned pursuant to Article 6(1)(a) DSGVO.

The Company's service providers, which are used for the purpose of organising the Annual General Meeting by way of commissioned processing, shall only receive such personal data from the Company as are necessary for the performance of the commissioned service and shall process the data exclusively in accordance with the instructions of the Company.

The Company and the service providers commissioned with it usually receive the personal data of a shareholder via the registration office from the intermediary which the shareholder has commissioned to hold his shares in the Company in safe custody (so-called custodian bank).

For the data collected in connection with the Annual General Meeting, the storage period is regularly up to three years, unless legal proof -and storage regulations oblige the Company to further storage or the Company has a justified interest in storage, for example in the event of judicial or extrajudicial disputes arising from the Annual General Meeting. After expiry of the relevant period, the personal data shall be deleted.

Under certain legal conditions, shareholders have rights of access (Article 15 GDPR), rectification (Article 16 GDPR), erasure (Article 17 GDPR), restriction of processing (Article 18 GDPR) and objection (Article 21 GDPR) with regard to their personal data or the processing thereof. Furthermore, shareholders have a right to data portability pursuant to Article 20 of the GDPR and, pursuant to Article 7(3) of the GDPR, the right to revoke consent given at any time.

Shareholders may exercise these rights against the Company free of charge by contacting the Company's Data Protection Officer mentioned above.

In addition, shareholders have the right to complain to the data protection supervisory authorities -in accordance with Article 77 DGSVO.

The competent data protection supervisory authority for the Company -is:

Berlin Commissioner for Data Protection and Freedom of Information
Friedrichstraße 219
10969 Berlin
Germany
Tel.: +49 30 -138890
Fax: +49 30 2155050
E-Mail: mailbox@datenschutzberlin.de

This convocation was sent for publication to media outlets that could be expected to disseminate the information throughout the European Union.

Berlin, May 2023
TLG IMMOBILIEN AG
The Management Board