

**General Meeting of TLG IMMOBILIEN AG on July 10, 2024**

## **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**

The invitation to the Annual 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**").

The following information complement the information already contained in the invitation to the Annual 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 5,661,856.00 or 5,661,856 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 24 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

**June 15, 2024**  
24:00 hrs. (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  
Office for the General Meeting 2024  
Alexanderstraße 1  
10178 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 from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an enterprise operating pursuant to Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event 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. Counter motions and election proposals pursuant to Sections 126, 127 of the Stock Corporation Act**

Shareholders may also submit counter motions 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

**June 25, 2024**  
24:00 hrs. (CEST)

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  
Alexanderstraße 1  
10178 Berlin  
Germany  
Email: [ir@tlg.de](mailto: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/election proposals are only deemed to have been made if they are made during the annual general Meeting. The right of each shareholder to submit countermotions/election proposals on the various agenda items during the annual general Meeting, even without prior and timely submission to the company, shall remain unaffected.

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.

**3. Right to request information pursuant to Section 131 Stock Corporation Act**

Pursuant to Section 131 para. 1 Stock Corporation Act, the management board must provide information on the company's affairs to any shareholder upon request at the annual general meeting, to the extent that such information is necessary to permit a proper evaluation of the agenda item. 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 para. 3 Stock Corporation Act.

In addition, the chairman of the meeting is entitled to take various measures of direction and order at the general meeting in accordance with section 19 of the articles of association. These regulations are based on the regulation possibility of section 131 para. 2 sentence 2 Stock Corporation Act, which is reproduced below.

The provisions of the Stock Corporation Act on which the right to request information is based, which also determine the conditions under which the management board may refuse to provide information, 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, a financial services provider or a securities institution, 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 and, if he is prevented from doing so, by the Deputy Chairman of the Supervisory Board. The Chairman of the Supervisory Board - and if he is prevented from doing so, the Deputy Chairman of the Supervisory Board - may appoint another member of the Supervisory Board, a shareholder or shareholder representative, or another qualified person to chair the meeting in his place. In the event that neither the Chairman of the Supervisory Board nor the Deputy Chairman of the Supervisory Board are present and have not appointed another person in accordance with sentence 2, the Chairman of the Meeting shall be elected by the shareholders present by a simple majority of the votes cast.
- (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, ask follow-up 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.



Berlin, May 2024

TLG IMMOBILIEN AG  
– The Management Board –