



## PROXY AND INSTRUCTIONS TO THE COMPANY PROXIES

for the Annual General Meeting of TLG IMMOBILIEN AG on 31 May 2016

We would ask you to fill out this form and send it **together with your admission ticket or specifying your admission ticket number** directly to the following address by Monday, 30 May 2016, 24:00 CEST (time of receipt):

TLG IMMOBILIEN AG  
c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany  
Fax: +49 (0)89 210 27 289  
E-mail: vollmacht@hce.de

### Please complete:

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Authorizing person's: first name, surname

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Admission ticket number          Number of shares

I/We authorize **the instruction-bound proxies designated by TLG IMMOBILIEN AG**, Mr. Jörg Engmann and Ms. Norma Laaziri, with their business address at HCE Haubrok AG, Munich, each of them individually with the right to issue sub-powers of attorney, to represent me/us at the aforementioned Annual General Meeting by disclosure of my/our name in the list of participants and to exercise my/our voting right(s) or have such voting right(s) exercised with the following instructions:

## Voting instructions to the company proxies

These instructions refer to the proposals by the Management Board and/or the Supervisory Board of TLG IMMOBILIEN AG as published in the German Federal Gazette (*Bundesanzeiger*) on 19 April 2016.

Item on the agenda	Yes	No	Abstention
2. Resolution regarding the use of the net profit for the 2015 financial year of TLG IMMOBILIEN AG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution regarding the discharge of the members of the Management Board for the 2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution regarding the discharge of the members of the Supervisory Board for the 2015 financial year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution regarding the appointment of the auditor and of the Group auditor, as well as of the auditor for the potential audit review of the condensed financial statements and of the interim management report, as well as for the potential audit review of additional infra-annual financial information	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Elections for the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution regarding the creation of an additional 2016 Authorised Capital with the option of excluding subscription rights, as well as the corresponding supplement to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Decision to grant a new authorisation to issue convertible bonds, option bonds, participation rights, and / or profit participation bonds (and combinations of these instruments) with the option of excluding subscription rights, creation of a new 2016 Contingent Capital, withdrawal of the existing authorisation for the issue of convertible and option bonds and of the existing 2014/I Contingent Capital and corresponding amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In case the company receives, within the statutorily prescribed period, motions proposed by shareholders that have to be made available, they will be accessible on the company's website at <http://ir.tlg.eu> (under „AGM“ -> „Annual General Meeting 2016“). You can also give voting instructions for these motions. To do this, please enter the name of the shareholder and, if

applicable, the request in the table below. Do not forget to give your instructions by ticking the appropriate box.

<b>Motions of shareholders</b>	<b>Yes</b>	<b>No</b>	<b>Abstention</b>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Place, Date

Signature(s) or other completion of the  
declaration in accordance with Art. 126b of  
the German Civil Code (*BGB*)

## **INFORMATION ON AUTHORIZING AND INSTRUCTING THE COMPANY PROXIES**

Holders of shares can authorize the instruction-bound proxies designated by TLG IMMOBILIEN AG, Mr. Jörg Engmann and Ms. Norma Laaziri, with their business address at HCE Haubrok AG, Munich, who can each vote on your behalf on their own. The company proxies are entitled to vote on your behalf only if you have given them specific instructions regarding the individual motions proposed by the management for the items on the agenda. The company proxies must follow your instructions when voting on the motions proposed by the management as announced in the agenda.

You have the following possibilities for authorizing and instructing the above-mentioned company proxies using the form "Proxy and instructions to the company proxies".

### **Sending of proxy to the company proxies of TLG IMMOBILIEN AG by mail, fax or e-mail:**

Please use the form "Proxy and instructions to the company proxies". With this form, you authorize the abovementioned proxies provided by TLG IMMOBILIEN AG and instruct them how your voting right(s) on the motions proposed by the management is/are to be exercised.

Then send (by mail or e-mail) or fax your form "Proxy and instructions to the company proxies" together with the admission ticket or specifying your admission ticket number directly to the following address:

By mail to: TLG IMMOBILIEN AG  
c/o HCE Haubrok AG  
Landshuter Allee 10  
80637 Munich  
Germany

Or by fax to: +49 (0)89 210 27 289

Or by e-mail to: [vollmacht@hce.de](mailto:vollmacht@hce.de)

**Important information:**

Please note that only shareholders who have registered in time and who are entitled to participate and vote are entitled to authorize and instruct the company proxies provided by TLG IMMOBILIEN AG. Please fill in and send the form to the company together with your admission ticket or specify your admission ticket number by Monday, 30 May 2016, 24:00 CEST (time of receipt).

If the company receives authorizations and instructions for company proxies by several means of transmission (mail, fax or e-mail), the last formally valid proxy with relevant instructions received will be considered binding.

If instructions are not properly filled out or not clearly given, the company proxies, depending on the voting procedure, will either abstain or not participate in the voting for the respective agenda items.

The company proxies are required to vote in accordance with your instructions and are not permitted to exercise your voting right in ballots that were not announced before the Annual General Meeting (*e.g.*, procedural motions). Depending on the voting procedure, the company proxies will either abstain or not participate in the voting in these cases. You cannot instruct the company proxies to raise an objection, file a motion or ask questions.

The personal attendance of a shareholder or an authorized third party (*e.g.*, banks or associations of shareholders) at the Annual General Meeting will be deemed to constitute a revocation of the proxy and instructions previously given to the company proxies.

If you have any questions about the proxies, please call our

**Annual General Meeting hotline**

between 9.00 and 17.00 CEST, Mondays to Fridays (except for public holidays) at

**+49 (0)89 210 27 222.**