

WE GENERATE VALUE

ANNUAL GENERAL MEETING 2019



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TLG IMMOBILIEN AG

Berlin

ISIN DE000A12B8Z4

WKN A12B8Z

Convocation of the Annual General Meeting 2019

The shareholders of our company
are hereby invited to attend the

Annual General Meeting

taking place on

Tuesday, May 21, 2019

at 10:00 a.m. (CEST)

at Rocket Tower, Konferenzbereich,
Charlottenstraße 4, 10969 Berlin.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the consolidated financial statements as of December 31, 2018 approved by the supervisory board, the management reports for the company and the group, including the report of the supervisory board for the fiscal year 2018 and the explanatory report of the management board on the information pursuant to Sections 289a para. 1, 289f para. 1 and 315a para. 1 of the German Commercial Code**

The supervisory board has approved the annual financial statements prepared by the management board and the consolidated financial statements. Therefore, the annual financial statements are adopted. Consequently, a resolution by the general meeting regarding Agenda Item 1 is neither intended nor necessary. However, the aforementioned documents must be made available to the general meeting and explained by the management board and – in the case of the report of the supervisory board – by the chairperson of the supervisory board, respectively. As part of their right to information, shareholders will have the opportunity to ask questions regarding the documents presented.

2. Resolution on the utilization of net profits for the fiscal year 2018 of TLG IMMOBILIEN AG

The management board and the supervisory board propose that the net profits in the amount of EUR 95,641,497.66, as reported in the adopted annual financial statements for the fiscal year ended December 31, 2018, be utilized as follows:

Distribution to the shareholders:

Distribution of a dividend in the amount of EUR 0.91 for each bearer share with the ISIN DE000A12B8Z4 with dividend rights for the fiscal year 2018; for 103,445,279 bearer shares, this corresponds to an aggregate amount of EUR 94,135,203.89

Profits carried forward	EUR 1,506,293.77
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Net profits	EUR 95,641,497.66
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The amounts stated for profit distributions and profits carried forward are based on the no par value shares with dividend rights existing at the time of publication of this convocation. Should the number of no par value shares with dividend rights for the fiscal year 2018 with ISIN DE000A12B8Z4 increase until the date of the general meeting on account of compensation requests from outside shareholders of WCM Beteiligungs und Grundbesitz Aktiengesellschaft pursuant to the domination 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 (Section 7a of the articles of association of the company), the management board and the supervisory board will submit a proposal to the general meeting that is adjusted to this increase, while still providing for a dividend of EUR 0.91 per no par value share with

dividend rights. If the number of no par value shares with dividend rights and thus the aggregate amount of the dividend distributed increases by EUR 0.91 per newly issued share, the profits carried forward will decrease accordingly.

The dividend will be paid in full from the tax recognized contribution account within the meaning of Section 27 of the German Corporate Tax Act (contributions not paid into nominal capital). Therefore, it will be paid without deductions for capital gains tax or solidary surcharge. The dividend paid 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 are due on the third business day following the resolution of the general meeting, i.e., May 24, 2019, pursuant to Section 58 para. 4 sentence 2 of the German Stock Corporation Act.

3. Resolution on the discharge of the members of the management board for the fiscal year 2018

The management board and the supervisory board propose that the members of the management board in office in the fiscal year 2018 be discharged for said fiscal year.

4. Resolution on the discharge of the members of the supervisory board for the fiscal year 2018

The management board and the supervisory board propose that the members of the supervisory board in office in the fiscal year 2018 be discharged for said fiscal year.

5. Resolution on the appointment of the annual auditor and group auditor as well as the auditor for the audit review, if any, of the condensed financial statements and the interim management report and for the audit review, if any, of additional interim financial information

Following the recommendation of its audit committee, the supervisory board proposes to appoint Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Stuttgart, Berlin Office,

- a) as annual auditor and group auditor for the fiscal year 2019;
- b) in case of an audit review of the condensed financial statements and the interim management report (Sections 115 para. 5, 117 no. 2 of the German Securities Trading Act) for the first half of the fiscal year 2019, as auditor for such audit review; as well as
- c) as auditor in case of an audit review of additional interim financial information (Section 115 para. 7 of the German Securities Trading Act) for the first and/or third quarter of the fiscal year 2019 and/or for the first quarter of the fiscal year 2020, as auditor for such audit review.

6. Resolution on the election of members of the supervisory board

Pursuant to Sections 95, 96 para. 1, 101 para. 1 of the German Stock Corporation Act and Section 11.1 of the articles of association, the supervisory board comprises six members, to be elected by the shareholders. The general meeting is not bound by election proposals.

Dr. Claus Nolting resigned from his position on the supervisory board with effect from December 31, 2018. By court order of February 15, 2019, the local court of Charlottenburg appointed Mr. Jonathan Lurie as a member of the supervisory board until the end of the annual general meeting 2019. Furthermore, the supervisory board mandates of Mr. Michael Zahn and Dr. Michael Bütter will expire with effect from the end of the annual general meeting 2019.

Following the recommendation of the presidential and nomination committee and taking into account the objectives for the composition of the supervisory board, the supervisory board therefore proposes to elect the following persons as shareholder representatives to the supervisory board:

- Mr. Jonathan Lurie, senior advisor, real estate, McKinsey & Company, London, resident in London, United Kingdom;
- Mr. Klaus Krägel, chairman of the management board (chief executive officer) of DIM Holding Ag, resident in Hamburg, Germany; and
- Mr. Lars Wittan, member of the management board (chief operating officer) of Deutsche Wohnen SE, resident in Trebbin, Germany.

Each appointment is effective from the end of the general meeting on May 21, 2019 until the end of the general meeting that resolves on the discharge of the members of the supervisory board for the fourth fiscal year after the beginning of their term, provided that the fiscal year in which the term begins is not taken into account.

Given that a significant part of the supervisory board is up for election, the current supervisory board has so far not discussed the succession of Mr. Michael Zahn as chairman of the supervisory board. Consequently, there is no election proposal regarding the chairman of the supervisory board that would have to be published pursuant to Clause 5.4.3 sentence 3 of the German Corporate Governance Code.

The recommendations of the presidential and nomination committee and the corresponding election proposals of the supervisory board on this Agenda Item 6 take into account the objectives resolved by the supervisory board with respect to its composition and therefore at the same time take into account the completion of the competency profile prepared by the supervisory board for the entire board. This also implements the diversity concept developed by the supervisory board with respect to its composition. The current objectives resolved by the supervisory board and the competency profile, including the status of implementation, are published in the corporate governance report for the fiscal year 2018. The diversity concept is also published in the corporate governance report for the fiscal year 2018. The corporate governance report will be made available to the general meeting and is also already available on the company's website at

<https://ir.tlg.de/corporategovernance>

ahead of the convocation of the general meeting.

The supervisory board has confirmed with all candidates that they will be able to meet the expected expenditure of time for service on the supervisory board.

Further information on the candidates proposed for election to the supervisory board, in particular curricula vitae of the candidates, information on other mandates within the meaning of Section 125 para. 1 sentence 5 of the German Stock Corporation Act as well as on Clause 5.4.1 para. 4 to 6 of the German Corporate Governance Code, can be found after the Agenda under Section II.1.

7. Resolution on the creation of an Authorized Capital 2019 with the option to exclude subscription rights as well as the corresponding amended of the articles of association

Based in each case on a separate resolution of the management board, with the consent of the supervisory board, the company wants to enable shareholders to henceforth receive dividends either (i) in cash, (ii) in the form of shares of TLG IMMOBILIEN AG (hereafter also referred to as "Share Dividend") or (iii) for a portion of the shares in cash and for the other portion of the shares as a Share Dividend, depending on the selection of the respective shareholder. To allow for the issuance of the new shares required for the Share Dividend, a new authorized capital is to be resolved and the articles of association are to be amended accordingly.

The management board and the supervisory board therefore propose to adopt the following resolution:

a) Creation of an Authorized Capital 2019 with the option to exclude subscription rights for share fractions

The management board is authorized, with the consent of the supervisory board, to increase the company's share capital once or several times until May 20, 2024 by up to EUR 10,000,000.00 through the issuance of up to 10,000,000 new no par value bearer shares against contributions in kind in order to execute a Share Dividend (scrip dividend) whereby shares of the company (also partially and/or optionally) are issued from the Authorized Capital 2019 against contributions of dividend claims of shareholders (Authorized Capital 2019).

Shareholders must generally be granted subscription rights. Pursuant to Section 186 para. 5 of the German Stock Corporation Act, shares may also be acquired by one or more financial institutions with the obligation to offer such shares to the shareholders of the company for subscription (so called indirect subscription rights).

However, the management board is authorized, with the consent of the supervisory board, to exclude shareholders' subscription rights for one or several capital increases from the authorized capital in order to exclude share fractions from subscription rights.

The management board is authorized, with the consent of the supervisory board, to determine the further content of share rights and the conditions of the share issuance.

b) Amendment to the articles of association for a new Section 6a

For the Authorized Capital 2019, the articles of association will be supplemented by a new Section 6a as follows:

“Section 6a

- (1) The management board is authorized, with the consent of the supervisory board, to increase the company's share capital by up to EUR 10,000,000.00 once or several times until May 20, 2024 through the issuance of up to 10,000,000 new no par value bearer shares against contributions in kind in order to execute a Share Dividend (scrip dividend), whereby shares of the company (also partially and/or optionally) are issued from the authorized capital against contributions of dividend claims of shareholders (the “**Authorized Capital 2019**”).
- (2) Shareholders must generally be granted subscription rights. Pursuant to Section 186 para. 5 of the German Stock Corporation Act, the shares may also be acquired by one or more financial institutions with the obligation to offer such shares to the shareholders of the company for subscription (so called indirect subscription rights).
- (3) However, the management board is authorized, with the consent of the supervisory board, to exclude shareholders' subscription rights for one or several capital increases from the authorized capital in order to exclude share fractions from subscription rights.
- (4) The management board is also authorized, with the consent of the supervisory board, to determine the further contents of share rights and the conditions of the share issuance.”

c) Application for registration in the commercial register

The management board is instructed to register the Authorized Capital 2019 resolved under letters a) and b) for entry in the commercial register. The management board is authorized to register the Authorized Capital 2019 for entry in the commercial register irrespective of the remaining resolutions of the general meeting.

8. Resolution on the authorization to acquire treasury shares and for the utilization of such shares, including an authorization for a redemption of acquired treasury shares and a capital reduction as well as the cancellation of the corresponding existing authorization

Pursuant to Section. 71 para. 1 no. 8 of the German Stock Corporation Act, the company needs a special authorization from the general meeting, unless expressly provided otherwise by law. The existing authorization for the acquisition and utilization of treasury shares resolved by the extraordinary general meeting on September 25, 2014 will expire on September 24, 2019. In order to allow for a flexible acquisition and utilization of treasury shares in the future, a resolution is to be proposed to the general meeting to provide the company with a new authorization for the acquisition and utilization of treasury shares.

The management board and the supervisory board therefore propose to adopt the following resolution:

a) Cancellation of the existing authorization

The authorization to acquire and utilize treasury shares resolved by the extraordinary general meeting on September 25, 2014 is cancelled with

effect from the new authorization proposed under letters b) through e) of this Agenda Item 8 becoming effective.

b) Creation of a new authorization

Until May 20, 2024, the management board is authorized, with the consent of the supervisory board and in compliance with the principle of equal treatment (Section 53a of the German Stock Corporation Act), to acquire shares of the company in an aggregate amount of up to 10% of the share capital of the company at the time of the resolution or – if lower – at the time of the exercise of the authorization. At no point in time must the shares acquired on the basis of this authorization, together with other treasury shares of the company previously acquired by company and still held by it or shares attributable to it pursuant to Sections 71 et seq. of the German Stock Corporation Act, exceed 10% of the respective share capital of the company.

The authorizations may be exercised once or several times, in full or for partial amounts in pursuit of one or several objectives by the company, but also by companies of the group or by third parties for the account of the company or of the companies of the group.

The authorization must not be exercised for the purpose of trading in treasury shares.

c) Manner and method of the acquisition of treasury shares

At the election of the management board, the acquisition of treasury shares takes place (i) through the stock exchange, (ii) by a public purchase offer addressed to all shareholders of the company or by a public invitation to the shareholders to submit sales offers (the acquisition pursuant to (ii)

hereinafter referred to as **“Public Tender Offer”**), or (iii) through a public offer or a public invitation to submit an offer to exchange liquid shares admitted to trading on an organized market within the meaning of the German Securities Acquisition and Takeover Act (hereinafter referred to as **“Exchange Shares”**) against shares of the company (the acquisition according to (iii) hereinafter referred to as **“Public Exchange Offer”**).

aa) Acquisition of shares through the stock exchange

If the acquisition of the treasury shares is effected through the stock exchange, the purchase price per share paid by the company (excluding ancillary purchase costs) must not exceed or fall below the price per share of the company in Xetra trading (or a corresponding successor system), ascertained by the opening auction on the trading day, by more than 10%.

bb) Acquisition of shares through a Public Tender Offer

In case of an acquisition through a Public Tender Offer, the company may set a fixed purchase price or a purchase price range per share (excluding ancillary purchase costs), within which it is prepared to purchase shares. In the Public Tender Offer, the company may set a period for the acceptance or submission of the offer and the option and the conditions for the adjustment of the purchase price range during the period in the event of price changes that are not insignificant. In case of a purchase price range, the purchase price will be determined based on the sales prices stated in the acceptance or offer declarations of the shareholders and the acquisition volume determined by the management board after the end of the offer period.

- (1) In case of a public purchase offer of the company, the offered purchase price or the purchase price range may not exceed or fall below the volume weighted average price for a share of the company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days price prior to the day of the public announcement of the offer by more than 10%. In case of an adjustment of the purchase price range by the company, the last five (5) stock exchange trading days prior to the public notification of the adjustment are relevant.

- (2) In case of a public invitation to shareholders to submit sales offers, the purchase price (excluding ancillary purchase costs) per share of the company ascertained on the basis of the offers submitted may not exceed or fall below the volume weighted average price for a share of the company in Xetra trading (or a corresponding successor system) on the last five (5) stock exchange trading days prior to the day of the publication of the invitation to submit sales offers by more than 10%. In case of an adjustment of the purchase price range by the company, the last five (5) stock exchange trading days prior to the public notification of the adjustment are relevant.

The volume of the purchase offer or the invitation to sell can be limited. If the shares offered by the shareholders for acquisition exceed the total amount of the purchase offer or the invitation to sell of the company, they will be taken into account or accepted based on the relation between the total amount of the purchase offer or the invitation to sell and the total shares offered by the shareholders. However, it is possible to provide that smaller amounts of up to 100 shares offered per

shareholder will be acquired in preference. The purchase offer or the invitation to sell can provide other conditions

cc) Acquisition of treasury shares through Public Exchange Offer

In case of an acquisition through a Public Exchange Offer, the company can either set an exchange ratio or a corresponding exchange range at which it is prepared to acquire the shares of the company. Cash payments can be made as additional payments or in compensation for fractional amounts. In the Public Exchange Offer, the company can determine a period for acceptance or for submitting of the offer and the option and conditions for adjusting the exchange range during the period in case of price changes that are not insignificant. In case of an exchange range, the exchange ratio will be ascertained based on the exchange ratio and/or other data stated in the declarations of acceptance or offer of the shareholders and the acquisition volume set by the management board after the end of the offer period.

- (1) In case of a public exchange offer of the company, the offered exchange ratio or exchange range may not exceed the relevant value of a share of the company by more than 10% or fall below the said value by more than 20%. In each case, the volume weighted average price of an Exchange Share and a share of the company in Xetra trading (or a corresponding successor system) or on an organized market within the meaning of the German Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public announcement of the offer are to be taken into account. In case of an adjustment of the exchange range by the company, the

last five (5) stock exchange trading days prior to the public announcement of the adjustment are relevant.

- (2) In case of a public invitation to the shareholders to submit offers for the exchange of liquid shares, the exchange ratio may not exceed the relevant value of a share of the company by more than 10% or fall below such value by more than 20%. In each case, the volume weighted average an Exchange Share and a share of the company in Xetra trading (or a corresponding successor system) or on an organized market in the meaning of the German Securities Acquisition and Takeover Act on the last five (5) stock exchange trading days prior to the day of the public announcement of the offer are relevant. In case of adjustment of the exchange range by the company, the last five (5) stock exchange trading days prior to the public announcement of the adjustment are relevant.

The volume of the exchange offer or the invitation to submit exchange offers can be limited. If the shares offered by the shareholders for exchange exceed the total amount of the exchange offer or the invitation of the company to submit exchange offers, they will be taken into account or accepted based on the ration between the total volume of the exchange offer or invitation to submit exchange offers to the total number of shares of the company offered by the shareholders. However, it is possible to provide that smaller amounts of up to 100 shares offered per shareholder will be acquired in preference. The exchange offer or invitation to submit exchange offers can provide other conditions.

d) Authorization of the management board to sell and to otherwise utilize the acquired shares

Apart from a sale through a stock exchange or by means of an offer to all shareholders, the management board is authorized to utilize the treasury shares acquired on the basis of the above authorizations in the following manner:

- aa) They can be redeemed and the share capital of the company can be reduced by the amount of share capital attributable to the redeemed shares, without the redemption or its implementation requiring a further resolution by the general meeting. The management board may also redeem the shares through the simplified procedure without reducing the share capital so that the proportion of the remaining shares in the share capital is increased by the redemption. If the redemption of the shares takes place through the simplified procedure without a reduction of the share capital, the management board is authorized to adjust the number of shares in the articles of association of the company.

- bb) They can be offered and transferred to third parties, with the consent of the supervisory board, in return for contributions in kind, in particular in the course of mergers or acquisitions of companies, plants, parts of company or interests. In addition, the aforementioned shares can also be utilized to end or settle corporate law appraisal proceedings at affiliates of the company.

- cc) They can be sold to third parties against cash payments, with the consent of the supervisory board, if the price at which the shares of the company are sold does not significantly fall below the stock exchange price of a share of the company at the time of the sale (Section 186 para. 3 sent. 4 of the German Stock Corporation Act).
- dd) They can be utilized to fulfill acquisition obligations or acquisition rights to shares of the company arising from and in connection with convertible bonds and option bonds, or participation rights with conversion or option rights, issued by the company or one of its group companies.

The shares utilized based on the authorizations under letters d) cc) and dd) above, to the extent they are issued in analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act (with the exclusion of subscription rights for cash contributions not significantly below the stock exchange price), may not exceed 10% of the share capital, neither at the time of the passing of the resolution or – if lower – at the time of the exercise of the authorization. Shares issued or sold in direct or analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act during the period of this authorization until such point in time are to be credited against this restriction. Shares issued or to be issued to serve convertible bonds or option bonds, or participations rights with conversion or option rights, are also to be credited to the extent such bonds were issued during the period of this authorization according to Section 186 para. 3 sentence 4 of the German Stock Corporation Act.

e) Other provisions

The authorizations to utilize the company's treasury shares stated under letter d) above may be utilized in full or for part of the acquired treasury shares of the company, once or several times, individually or together. The authorizations stated under letter d) above can also be exercised by independent companies or companies in the majority ownership of the company, or by third parties for the account of the company or for its dependent companies or companies in the majority ownership of the company.

9. Resolution on the authorization to utilize equity derivatives when acquiring treasury shares

In addition to the authorization resolved on under Agenda Item 8 of this general meeting, it is also intended that the company be authorized to acquire treasury shares while utilizing equity derivatives.

The management board and the supervisory board therefore propose to adopt the following resolution:

In addition to the authorization resolved under Agenda Item 8 of this general meeting, the management board is authorized, with the consent of the supervisory board, to acquire treasury shares for up to a total of 5% of the share capital existing at the time of the passing of the resolution by utilizing derivatives (put or call options or a combination of both instruments) up to November 20, 2020. The acquisitions of shares are to be taken into account when calculating the 10% limitation pursuant to letters b through e under Agenda

Item 8 of the authorization to acquire the treasury shares resolved on by the general meeting.

a) Conditions of the acquisition

When acquiring treasury shares while utilizing derivatives in the form of put and call options or a combination of both instruments, the option contracts must be entered into with a financial institution or through a stock exchange on conditions close to market, taking into account, inter alia, the purchase price for the shares payable upon exercise of the options (the “**Exercise Price**”). In any event, the company may acquire no more than a total of 5% of the share capital by utilizing derivatives in the form of put and call options or a combination of both instruments. The duration of the options must be selected to ensure that the acquisition of shares from the exercise of the options is completed by November 20, 2020 at the latest. In analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act, the shareholders have no right to enter into such option transactions with the company. The Exercise Price (excluding ancillary purchase costs, but taking into account the option premium paid or received, respectively) may not exceed the volume weighted average price of a share of the company in Xetra trading (or a corresponding successor system) during the last five (5) trading days prior entering into the relevant option transaction by more than 10% or fall below such price by more than 20%.

b) Tender rights

Shareholders have a right to tender their shares only to the extent that the company is under an obligation to them to purchase the shares resulting from the derivative transactions. Further tender rights, if any, are excluded.

c) Utilization of acquired treasury shares

For the utilization of treasury shares acquired by the company while utilizing equity derivatives, the provisions contained in the authorization resolved under Agenda Item 8 of this general meeting apply *mutatis mutandis*.

d) Miscellaneous

The authorization may be exercised once or several times, in full or for partial amounts, in pursuit of one or several objectives, by the company but also by companies of the group or by third parties for the account of the company or the companies of the group.

II. Further information on the supervisory board candidates proposed for election under Agenda Item 6 and reports by the management board

1. Further information on the supervisory board candidates proposed for election under Agenda Item 6

a) Mr. Jonathan Lurie, senior advisor, real estate, McKinsey & Company, London, resident in London, United Kingdom

Jonathan Lurie was born in Baltimore in 1976 and holds a B.A. in economics from Princeton University as well as an M.B.A. from the Wharton School of the University of Pennsylvania. In 1998, Mr. Lurie began his career as an analyst with Morgan Stanley, from where he joined Tishman Speyer as a director in 2004. From 2007, he was executive director and head of real estate

investment management Europe at Goldman Sachs in London and Frankfurt am Main. In 2012, Mr. Lurie joined Blackstone, London, where he led the real estate division in Europe. Since 2018, he is now a senior advisor in the real estate segment of McKinsey & Company, London.

Mr. Lurie is currently not a member of any other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 of the German Stock Corporation Act. Mr. Lurie also is currently not a member of any comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 of the German Stock Corporation Act. He has, however, been proposed as a candidate for election to the supervisory board of Corestate Capital Holding S.A. by the general meeting of Corestate Capital Holding S.A. scheduled to take place on April 26, 2019.

Mr. Lurie currently performs the following other significant activities within the meaning of Clause 5.4.1 para. 5 sentence 2 clause 2 of the German Corporate Governance Code:

- McKinsey & Company, London (senior advisor, real estate); and
- Realty Corporation Limited (Director).

The supervisory board believes that there are no personal or business relationships between Mr. Lurie on the one hand and the companies of the TLG IMMOBILIEN AG group, their executive bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in the company on the other hand that are relevant for the election decision of the general meeting, meaning that Mr. Lurie is considered independent within the meaning of Clause 5.4.2 of the German Corporate Governance Code.

b) Mr. Klaus Krägel, chairman of the management board (chief executive officer) of DIM Holding Ag, resident in Hamburg, Germany

Klaus Krägel was born in Waldorf in 1960 and began his career with Jones Lang LaSalle GmbH, where he most recently headed the Berlin branch as managing director. In 2002, Mr. Krägel joined AGIV Real Estate AG as an authorized officer. From 2004 to 2007, he assumed the office of chairman of the management board of Deutsche Real Estate AG, from where he joined Archon Group Deutschland GmbH in 2008. Holding this function, he headed asset management for key parts of the properties acquired in Germany by the Whitehall Funds and in 2015 assumed the management of Goldman Sachs Realty Management Europe GmbH and Goldman Sachs Realty Management GmbH. Since 2007, Mr. Krägel has been the chairman of the management board of DIM Holding GmbH.

Mr. Krägel is currently not a member of any other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 of the German Stock Corporation Act. Mr. Krägel is currently not a member of any comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 of the German Stock Corporation Act.

Mr. Krägel currently performs the following other significant activities within the meaning of Clause 5.4.1 para. 5 sentence 2 clause 2 of the German Corporate Governance Code:

- DIM Holding AG (chairman of the management board);
- GIV Management GmbH (managing director); and

- Golden Route GmbH (managing director).

The supervisory board believes that there are no personal or business relationships between Mr. Krägel on the one hand and the companies of the TLG IMMOBILIEN AG group, their executive bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in the company on the other hand that are relevant for the election decision of the general meeting, meaning that Mr. Krägel is considered independent within the meaning of Clause 5.4.2 of the German Corporate Governance Code.

c) Mr. Lars Wittan, member of the management board (chief operating officer) of Deutsche Wohnen SE, resident in Trebbin, Germany

Lars Wittan was born in Luckenwalde in 1977 and obtained a master in business administration from Berufsakademie Berlin in 2000. During that same year, Mr. Wittan started his career with accounting firm Arthur Andersen, from where he joined Ernst & Young AG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft in 2002 in the course of the merger. In 2006, he completed the exam to become a chartered accountant. Since 2007, Mr. Wittan has held various functions at Deutsche Wohnen SE group and was elected to the management board of Deutsche Wohnen SE in 2011, where he currently serves as chief operating officer and deputy chairman of the management board.

Mr. Wittan is currently a member of the following other statutory supervisory boards within the meaning of Section 125 para. 1 sentence 5 clause 1 of the German Stock Corporation Act:

- Eisenbahn Siedlungs Gesellschaft Berlin mit beschränkter Haftung (chairman of the supervisory board).

Mr. Lurie Wittan is currently not a member of any comparable domestic and foreign supervisory bodies of commercial enterprises within the meaning of Section 125 para. 1 sentence 5 clause 2 of the German Stock Corporation Act.

Mr. Wittan currently performs the following other significant activities within the meaning of Clause 5.4.1 para. 5 sentence 2 clause 2 of the German Corporate Governance Code:

- Deutsche Wohnen SE (member of the management board); and
- GSW Immobilien AG, a subsidiary of Deutsche Wohnen SE (chairman of the management board).

The supervisory board believes that there are no personal or business relationships between Mr. Wittan on the one hand and the companies of the TLG IMMOBILIEN AG group, their executive bodies or a shareholder directly or indirectly holding more than 10% of the voting shares in the company on the other hand that are relevant for the election decision of the general meeting, meaning that Mr. Wittan is considered independent within the meaning of Clause 5.4.2 of the German Corporate Governance Code.

2. Report of the management board regarding Agenda Item 7 (Resolution on the creation of an Authorized Capital 2019 with the option to exclude subscription rights as well as the corresponding amended of the articles of association

Regarding Agenda Item 7 of the general meeting on May 21, 2019, the management board and supervisory board propose the creation of a new authorized capital (Authorized Capital 2019) to enable Share Dividends.

Pursuant to Section 203 para. 2, sentence 2 of the German Stock Corporation Act in conjunction with Section 186 para. 4 sentence 2 of the German Stock Corporation Act, the management board presents the following report on the reasons for the authorization to exclude shareholders' subscriptions rights when issuing new shares to the general meeting regarding Agenda Item 7:

When utilizing the Authorized Capital 2019, shareholders must generally be granted subscription rights. Pursuant to Section 186 para. 5 of the German Stock Corporation Act, shares may also be acquired by one or more financial institutions with the obligation to offer such shares to the shareholders of the company for subscription (so called indirect subscription right). The issuance of shares while granting such an indirect subscription right is not considered an exclusion of subscription rights according to the law. Shareholders ultimately receive the same subscription rights as in the case of a direct subscription. Merely for reasons of technical processing, one or more financial institutions are involved in the transaction.

However, it is proposed that the management board will be authorized, with the consent of the supervisory board, to exclude shareholders' subscription rights to exclude share fractions from subscription rights.

Excluding share fractions from subscription rights facilitates the execution of an issuance where subscription rights are granted in general, because it allows for a technically feasible exchange ratio. The value of share fractions to individual shareholders is generally low, while the expenses for issuing shares with excluding subscription rights for share fractions is much higher by comparison. Therefore, the exclusion helps with practicability and facilitates the execution of the issuance. For these reasons, the management board and the supervisory board believe that the potential exclusion of subscription rights is justified and appropriate when taking into account the interests of shareholders.

3. Report of the management board regarding Agenda Item 8 (Resolution on the authorization to acquire treasury shares and for the utilization of such shares, including an authorization for a redemption of acquired treasury shares and a capital reduction as well as the cancellation of the corresponding existing authorization) and Agenda Item 9 (Resolution on the authorization to utilize equity derivatives when acquiring treasury shares)

Pursuant to Section 71 para. 1 no. 8 sentence 5 in conjunction with Section 186 para. 4 sentence 2 of the German Stock Corporation Act, the management board submits the following report on Agenda Item 8 and Agenda Item 9 of the general meeting regarding the reasons for the authorization to exclude subscription rights of shareholders in connection with the sale of acquired treasury shares:

Under Agenda Item 8, the management board and supervisory board propose that the company be authorized to acquire treasury shares of the company corresponding to up to 10% of the share capital existing at the time of the resolution of the general meeting or – if lower – at the time of the exercise of the authorization until May 20, 2024. This authorization is set to enable repurchases of shares and the utilization of acquired shares. The existing authorization on the acquisition and utilization of treasury shares resolved by the extraordinary general meeting on September 25, 2014 will expire on September 24, 2019. The treasury shares may be acquired by the company itself as well as by dependent or majority held companies (group companies) or third parties acting for the account of the company or group companies.

Under Agenda Item 9, the management board and the supervisory board propose that in addition to the options under Agenda Item 8, be authorized to utilize equity derivatives to acquire treasury shares.

The acquisition of treasury shares can take place through the stock exchange or by way of a Public Tender Offer or a Public Exchange Offer. In the course of the acquisition, the principle of equal treatment of shareholders according to Section 53a of the German Stock Corporation Act must be complied with. The proposed acquisition through the stock exchange or by way of a Public Tender Offer or Public Exchange Offer takes this into account. If the number of offered shares exceeds the purchase volume intended by the company in the course of a Public Tender Offer or Public Exchange Offer, the acquisition or exchange will take place on a pro rata basis, based on the ratio of the offered shares per shareholder. However, irrespective of the shares offered by the shareholder, a preferred purchase or exchange of a smaller number of up to 100 shares per shareholder can be provided. Shares with a price set by the shareholder at which the shareholder is prepared to sell the shares to the company and which is higher than the purchase price set by the company will not be taken into account in the acquisition. The same applies to an exchange ratio set by the shareholder by which the company would be required to deliver and transfer more Exchange Shares than in the exchange ratio set by the company for shares of the company.

- a) The proposed authorization provides that acquired treasury shares can be redeemed without any further resolution by the general meeting, or can be resold through the stock exchange or by way of a public offer to all shareholders. The redemption of treasury shares generally results in a reduction of the share capital of the company. However, the management board is also authorized to redeem the treasury shares without reducing the share capital pursuant to Section 237 para. 3 no. 3 of the German Stock Corporation Act. The proportion of the other shares in the share capital according to Section 8 para. 3 of the German Stock Corporation Act (nominal amount) would thus increase proportionally. For both sales methods, the corporate law principle of equal treatment will be complied with.

- b) In addition, it is also intended that the management board has the option to offer and transfer the treasury shares, with the consent of the supervisory board, as consideration in the course of mergers or as consideration when acquiring companies, plants, parts of companies or interests. The authorization proposed to this effect is intended to strengthen the company in competition for interesting acquisition objects and enable it to react to acquisition opportunities rapidly, flexibly and without adverse effects to its liquidity. The proposed exclusion of subscription rights of shareholders is taking this into account. The management board will decide whether treasury shares are to be utilized in any particular case, guided solely by the interests of the company and the shareholders. In the course of the valuation of the treasury shares and the consideration, the management board will ensure that the interests of the shareholders are reasonably protected. The management board will take into account the stock exchange price of the shares of the company. There is no schematic link to a stock exchange price, in particular to ensure that already achieved negotiation results are not questioned due to fluctuations in the stock exchange price.
- c) It is intended that the management board also has the option to sell acquired treasury shares, with the consent of the supervisory board, against cash payments to third parties under exclusion of subscription rights of the shareholders, if the sale price for each share does not significantly fall below the stock exchange price of shares of the company at the time of the sale. This authorization utilizes the option of a simplified exclusion of subscription rights permitted by Section 71 para. 1 no. 8 sentence 5 of the German Stock Corporation Act in analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. This enables the management board to rapidly and flexibly use the opportunities of favorable stock exchange situations and achieve the highest possible resale price by setting the price close to the market. This makes it possible to strengthen the equity capital

and access new groups of investors. The authorization is subject to the provision that shares issued under exclusion of subscription rights do not exceed a total of 10% of the share capital, neither at the time of the resolution nor at the time of the utilization of the authorization. Shares which have been issued during the term of the resale authorization in direct or analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act are to be credited against this limitation. The same applies to shares issued or to be issued to fulfill convertible bonds or option bonds, or participations rights with conversion or option rights, if these bonds were issued or sold during the term of this authorization up to this point in time under exclusion of subscription rights in analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act. The asset and voting interests of the shareholders will be sufficiently protected by this manner of selling treasury shares. In principle, shareholders have the option to maintain their proportionate participation on comparable conditions by acquiring shares through the stock exchange.

- d) The acquisition of treasury shares while utilizing derivatives in the form of put and call options or a combination of both instruments may only take place through option transactions with a financial institution or through the stock exchange at conditions close to market. To avoid a dilutive effect, the acquisition of treasury shares while utilizing derivatives in the form of put or call options or a combination of both instruments is also limited to a maximum of a total of 5% of the share capital, provided that the treasury shares acquired through derivatives are to be credited against the maximum limitation of 10% of the share capital of the company in the course of the acquisition and holding of treasury shares.
- e) In addition, it is also intended that the company be able to utilize its treasury shares to fulfill acquisition obligations or acquisition rights to shares of the company arising from and in connection with conversion bonds or option

bonds, or participations rights with conversion or option rights, issued by the company or one of its group companies. To this effect, the subscription right of shareholders must be excluded. The same applies in case of a sale of treasury shares though a public offer to all shareholders for the option to grant creditors of such instruments subscription rights to shares to the extent to which they would be entitled to if the relevant conversion or option rights had already been exercised (protection against dilution). This authorization is subject to the condition that the shares issued under exclusion of subscription rights may not exceed a total of 10% of the share capital, neither at the time of the resolution nor at the time of the exercise of the authorization. Shares which have been issued during the term of the resale authorization in direct or analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act are to be credited against this limitation. This also applies to shares issued or to be issued to serve conversion bonds or option bonds, or participations rights with conversion or option rights, if these bonds were issued or sold during the term of this authorization up to this point in time under exclusion of subscription rights in analogous application of Section 186 para. 3 sentence 4 of the German Stock Corporation Act.

Pursuant to Section 71 para. 3 sentence 1 of the German Stock Corporation Act, the management board will report at the next general meetings on each exercise of this authorization, if any.

III. Further information on the convocation

1. Total number of shares and voting rights at the time of the convocation of the general meeting

At the time of the convocation of the general meeting, the share capital of the company amounts to EUR 103,445,279.00 and is divided into 103,445,279 no par value shares. Each no par value share carries one vote at the general meeting. Therefore, the total number of shares that carry participation and voting rights amounts to 103,445,279 at the time of the convocation. The company does not hold any treasury shares at the time of the convocation.

2. Requirements for participating in the general meeting and exercising voting rights

Only those holders of bearer shares who have registered in due time are entitled to participate in the general meeting and to exercise their voting rights. Therefore, the registration must have been received by the company no later than 24:00 CEST on Tuesday, May 14, 2019, under the following address

TLG IMMOBILIEN AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Telefax: +49 89 210 27 289
E Mail: inhaberaktien@linkmarketservices.de

and the holders of bearer shares must have provided the company with special evidence of their shareholding in order to prove that they were a shareholder of the company at the beginning of Tuesday, April 30, 2019, i.e., at 0:00 CEST (record date). In order to prove such shareholding, a special evidence of the shareholding issued by the custodian bank is sufficient.

As with the registration, the evidence of shareholding must be received by the company at the aforementioned address no later than 24:00 CEST Tuesday, May 14, 2019. The registration and evidence of shareholding must be submitted in text form (Section 126b of the German Civil Code) and in the German or English language.

Significance of the record date

When it comes to participating in the general meeting and exercising voting rights, only those persons who have provided special evidence of their shareholding are considered shareholders *vis à vis* the company. The right to participate and the scope of voting rights are solely based on the shareholding as of the record date. The record date does not create any restrictions on the disposal of the shareholding. Even in the event of a full or partial disposal of the shareholding after the record date, the participation and the scope of the voting rights are solely based on the shareholding as of the record date (i.e., any disposal of shares after the record date does not affect the right to participate and the scope of voting rights). The same applies to acquisitions or additional acquisitions of shares after the record date. Persons who do not hold any shares on the record date and subsequently become shareholders only have the right to participate and vote with respect to their shares if and to the extent that they have been authorized or given the right to do so by the person entitled to exercise these rights on the record date.

3. Procedure for voting by proxy

Following the granting of a corresponding power of attorney, shareholders may also have a proxy exercise their voting rights at the general meeting, for example a bank, a shareholders' association or any other third party. Even where a shareholder is represented by a proxy, the registration of the shareholder in due time and the submission of evidence of shareholding in due time as described above are still required.

The granting of the power of attorney, its revocation and proof regarding the power of attorney vis à vis the company must be submitted in text form, unless a credit institution or a shareholders' association or persons, institutions, companies or associations equivalent to them pursuant to Section 135 para. 8 of the German Stock Corporation Act or Section 135 para. 10 of the German Stock Corporation Act in conjunction with Section 125 para. 5 of the German Stock Corporation Act are authorized to exercise such voting rights.

If proxies to exercise voting rights are granted to credit institutions, shareholders' associations or persons, institutions, companies or associations equivalent to them pursuant to Section 135 para. 8 of the German Stock Corporation Act or Section 135 para. 10 of the German Stock Corporation Act in conjunction with Section 125 para. 5 of the German Stock Corporation Act, the text form is not required. However, the authorization must be recorded by the proxy in a verifiable way. Furthermore, it must be complete and may only contain statements connected to the exercise of voting rights. Shareholders who wish to authorize a bank, a shareholders' association or persons, institutions, companies or associations equivalent to them pursuant to Section 135 para. 8 of the German Stock Corporation Act or Section 135 para. 10 of the German Stock Corporation Act in conjunction with Section 125 para. 5 of the German Stock Corporation Act to

exercise their voting rights on their behalf, are asked to coordinate on the form of the power of attorney with the person that is to act as authorized representative.

If the shareholder authorizes more than one person, the company may reject one or more of these authorized persons.

Shareholders who wish to appoint a proxy are requested to use the form provided by the company for this purpose. The power of attorney form will be provided by the company after registration, together with the ticket for admission. In addition, a proxy form will be available for download on the company's website at

<https://www.ir.tlg.de>

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Proof of the appointment of a proxy may be transmitted electronically to the company via the following e mail address:

inhaberaktien@linkmarketservices.de

4. Procedure for voting by proxies appointed by the company

Furthermore, the company offers its shareholders the opportunity to authorize employees of the company as proxy who are bound by the shareholder's instructions. The proxies are required to vote as instructed; they are not allowed to exercise the voting rights at their own discretion. It should be noted that the proxies can only vote on those items of the agenda with respect to which shareholders issue clear instructions and that the proxies cannot accept any instructions on procedural motions, neither in the run up to nor during the general meeting. Likewise, the proxies cannot accept any instructions to speak, to file objections to resolutions of the general meeting or to submit questions or motions.

Prior to the general meeting, such power of attorney with instructions to the proxies can only be granted by means of the proxy and instruction form, which the shareholders receive together with the admission ticket to the general meeting. The corresponding form is also available for download on the company's website at

<http://www.ir.tlg.de>

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Powers of attorney for proxies of the company and the instructions to them must be submitted by 24:00 CEST on Monday, May 20, 2019; they require text form. The power of attorney and the issuing of instructions to the proxies named by the company by mail, fax or electronic means (by e mail) must be sent to the following address:

TLG IMMOBILIEN AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany
Telefax: +49 (0) 89 210 27 289
E Mail: inhaberaktien@linkmarketservices.de

zum Download bereit.

5. Further rights of shareholders

a) Motions by shareholders to add items to the agenda pursuant to Section 122 para. 2 of the German Stock Corporation Act

Pursuant to Section 122 para. 2 of the German Stock Corporation Act, shareholders whose combined shareholdings amount up to one twentieth of the share capital or a proportionate amount of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a reasoning or a draft resolution.

Such a request for additional items must be submitted to the management board in writing and must be received by the company at least 30 days prior to the general meeting; the day of receipt and the day of the general meeting are not taken into account when calculating this 30 day period. Therefore, the last possible date of receipt is 24:00 CEST on Saturday, April 20, 2019. Requests for additional items received at a later point in time will be disregarded.

The relevant shareholders must prove that they have held their shares for at least 90 days prior to the date the request was received by the company and that they will hold the shares until the management board decides on the request to add additional agenda items, with Section 70 of the German Stock Corporation Act being applied to the calculation of the period of share ownership. A postponement from a Sunday, a Saturday, or a public holiday to a preceding or following working day is not possible. Sections 187 to 193 of the German Civil Code do not apply accordingly.

Please send any supplementary requests to the following address:

TLG IMMOBILIEN AG
Management Board
Office General Meeting 2019
Hausvogteiplatz 12
10117 Berlin
Germany

b) Countermotions of shareholders pursuant to Section 126 para. 1 of the German Stock Corporation Act

Each shareholder has the right to submit a countermotion to the proposals of the management board and/or the supervisory board regarding certain items of the agenda at the general meeting.

Countermotions received by the company at least 14 days prior to the meeting at the address indicated below, not taking into account the date of receipt and the date of the general meeting, i.e., by no later than 24:00 CEST on Monday, May 6, 2019, will immediately be made available on the company's website at

<http://www.ir.tlg.de>

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along with the name of the shareholder as well as a reasoning and/or comments by the management board, if any (see Section 126 para. 1 sentence 3 of the German Stock Corporation Act).

In Section 126 para. 2 of the German Stock Corporation Act, the law enumerates situations where a countermotion and the corresponding reasoning, if any, need not be made available via the website. These situations are described on the company's website at

<http://www.ir.tlg.de>

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In particular, there is no need to make the reasoning, if any, available if it comprises more than 5,000 characters.

Only the following address is relevant for the transmission of counter motions along with the respective reasoning, if any:

TLG IMMOBILIEN AG
Investor Relations
Hausvogteiplatz 12
10117 Berlin
Germany
Telefax: +49 (0) 30 2470 7446
E Mail: ir@tlg.de

Counter motions directed to any other address will not be made available.

Counter motions will only be considered submitted if they are submitted during the general meeting. This does not affect the right of each shareholder to submit counter motions to the various items of the agenda without prior and timely transmission to the company.

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

Each shareholder has the right to submit election proposals for the election of the auditor (Agenda Item 5) and for the election of members of the supervisory board (Agenda Item 6) at the general meeting.

Election proposals by shareholders received by the company at least 14 days prior to the general meeting at the address indicated below, provided that the date of receipt and the date of the general meeting are not taken into account, i.e. no later than 24:00 CEST on Monday, May 6, 2019, will immediately be made available on the company's website at

<http://www.ir.tlg.de>

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Election proposals submitted by shareholders need not be made available if they do not include the name, profession and place of residence of the proposed person. Election proposals do not require a reasoning.

Section 127 sentence 1 of the German Stock Corporation Act in conjunction with Section 126 para. 2 of the German Stock Corporation Act as well as Section 127 sentence 3 of the German Stock Corporation Act in conjunction with Sections 124 para. 3 sentence 4, 125 para. 1 sentence 5 of the German Stock Corporation Act enumerate additional reasons for when election proposals by shareholders need not be made available on the company's website. These reasons are available on the company's website at

<http://www.ir.tlg.de>

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The following address is relevant for the submission of election proposals:

TLG IMMOBILIEN AG
Investor Relations
Hausvogteiplatz 12
10117 Berlin
Germany
Telefax: +49 (0) 30 2470 7446
E Mail: ir@tlg.de

Election proposals sent to any other address will not be made available.

The right of every shareholder to submit election proposals during the general meeting remains unaffected. Election proposals are only considered submitted if they are submitted during the general meeting.

d) Shareholders' information rights pursuant to Section 131 para. 1 of the German Stock Corporation Act

Pursuant to Section 131 para. 1 of the German Stock Corporation Act and upon request, every shareholder must be provided with information by the management board regarding matters of the company at the general meeting insofar as they are necessary for the proper assessment of the relevant agenda item. This obligation of the management board to provide information also extends to legal and commercial relations of the company to any affiliated company as well as to the situation of the group and the companies included in the consolidated financial statements.

Under certain conditions further specified in Section 131 para. 3 of the German Stock Corporation Act, the management board may refuse to provide information. A detailed description of the conditions where the management board may refuse to provide information can be found on the company's website at

<http://www.ir.tlg.de>

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6. Information on the website of the company pursuant to Section 124a of the German Stock Corporation Act

Following the convocation of the general meeting, in particular the following documents, together with this convocation, will be available on the company's website at

<http://www.ir.tlg.de>

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Regarding Agenda Items 1 and 2:

- The adopted annual financial statements and the consolidated financial statements as of December 31, 2018 approved by the supervisory board, the management report for the company and the group, including the report of the supervisory board for the fiscal year 2018 as well as the explanatory report of the management board on the information pursuant to Sections 289a para. 1, 289f para. 1 and 315a para. 1 of the German Commercial Code as of December 31, 2018.

Regarding Agenda Item 7:

- The report of the management board pursuant to Section 203 para. 2 sentence 2 of the German Stock Corporation Act in conjunction with Section 186 para. 4 sentence 2 of the German Stock Corporation Act.

Regarding Agenda Items 8 and 9:

- The report of the management board pursuant Section 71 para. 1 no. 8 sentence 5 of the German Stock Corporation Act in conjunction with Section 186 para. 4 sentence 2 of the German Stock Corporation Act.

The aforementioned documents will also be available for inspection during the general meeting on Tuesday, May 21, 2019.

Any countermotions, nominations and requests for the inclusion of additional items from shareholders received by the company in due time within the aforementioned periods and required to be published will also be made available via the aforementioned website.

7. Information on data protection for shareholders

The company, as the responsible body 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 natural persons with regard to the processing of personal data (the "**General Data Protection Regulation**"), processes personal data (first name and last name, title, address, e mail address, number of shares, class of shares, type of ownership of shares and number of the admission ticket)

based on applicable data protection laws. In addition, the company also processes personal data of a proxy nominated by a shareholder, if any (in particular such proxy's name and place of residence). If a shareholder or proxy contacts the company, the company also processes the personal data required to respond to any inquiries (such as the contact information provided by the shareholder or proxy, e.g., telephone numbers).

Depending on individual cases, this may also apply to additional personal data. For example, the company processes information on motions, questions, election proposals and requests from shareholders at the general meeting. In the event of counter motions and election proposals which must be made publicly available, the company will also publish such proposals together with the shareholder's name, online at

<http://www.ir.tlg.de>

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The processing of personal data of shareholders is mandatory pursuant to Sections 118 et seq. of the German Stock Corporation Act in order to prepare, carry out and follow up on the general meeting, and to enable shareholders to exercise their rights in connection with the general meeting. Without the provision of such personal data, a participation of shareholders at the general meeting and the exercise of voting rights and other rights in connection with the general meeting would not be possible. The German Stock Corporation Act in conjunction with Article 6 para. 1 c) of the General Data Protection Regulation, form the legal basis for the processing. Given that all shares in the company are bearer shares, the company does, however, point out that shareholders may be represented by a bank (Section 135 para. 5 of the German Stock Corporation Act), a shareholders' association or any other person or institution equal thereto pursuant to Section

135 para. 8 of the German Stock Corporation Act or Section 135 para. 10 in conjunction with Section 125 para. 5 of the German Stock Corporation Act, while maintaining their anonymity and without providing personal data, respectively.

The company may also process personal data to fulfil other legal obligations, such as regulatory requirements as well as obligations to retain data under stock corporation laws, securities laws, commercial laws and tax laws. The relevant statutory provisions in conjunction with Article 6 para. 1 sentence 1 c) of the General Data Protection Regulation form the legal basis for such processing.

The company's service providers that are commissioned for the purpose of organizing the general meeting only receive personal data from the company to the extent such data is required to provide the requested services and only process the data in accordance with instructions from the company.

Furthermore, personal data is made available to the shareholders and shareholder representatives in accordance with applicable laws, namely in the form of the list of participants. Shareholders and shareholder representatives have the right to inspect the list of participants during the general meeting (Section 129 para. 4 sentence 1 of the German Stock Corporation Act) and for a period of up to two years after the general meeting (Section 129 para. 4 sentence 2 of the German Stock Corporation Act).

The company does not use personal data recorded in connection with the general meeting for any decision based on automated processing (profiling) within the meaning of Article 4 no. 4 of the General Data Protection Regulation.

The company and the service providers ordered to do so, respectively, generally receive personal data of shareholders via the registration office of the credit institutions such shareholders have commissioned to hold their shares in the company (so called custodian banks).

The storage period for the data recorded in connection with the general meeting regularly amounts to up to three years, unless the company is legally required to provide evidence and retain data for a longer period of time or where the company has a legitimate interest in further retention, for example in case of judicial and extrajudicial disputes in connection with the general meeting. After the expiration of the relevant period, personal data will be deleted.

If certain statutory requirements are met, shareholders have information, correction, limitation, objection and deletion rights with respect to their personal data and the processing thereof, respectively. If personal data of shareholders is inaccurate or incomplete, such shareholders have the right to request a correction and supplement. Shareholders may at any time request the deletion of their personal data, unless the company is legally required or entitled to further process their data. Furthermore, shareholders have a right to data portability pursuant to Chapter III of the General Data Protection Regulation.

Shareholders can assert these rights vis à vis the company free of charge via the following contact details, which also allow shareholders to contact the company with respect to questions on data protection:

TLG IMMOBILIEN AG
Hausvogteiplatz 12
10117 Berlin
Germany
Telefax: +49 (0) 30 2470 50

Moreover, shareholders have the right to file a complaint with the data protection supervisory authorities pursuant to Article 77 of the General Data Protection Regulation.

The data protection supervisory authority responsible for the company is:

Berliner Beauftragte für Datenschutz und Informationsfreiheit
Friedrichstr. 219
10969 Berlin
Germany
Tel.: +49 30 13889 0
Fax: +49 30 2155050
E Mail: mailbox@datenschutz.berlin.de

The company's operative data protection officer can be contacted at:

TLG IMMOBILIEN AG
Data Protection Officer
Hausvogteiplatz 12
10117 Berlin
Germany
Telefax: +49 (0) 30 2470 50

This convocation has been provided for publication to such media as can be expected that they will disseminate the information throughout the entire European Union.

Berlin, April 2019
TLG IMMOBILIEN AG
The management board

IV. Travel Directions

Rocket Tower, Konferenzbereich
Charlottenstraße 4
10969 Berlin
Germany

Public transportation:

Subway:

U6 Kochstraße / Checkpoint Charlie

Bus:

M29 Charlottenstraße



