

Convocation notice of the Annual General Meeting

Dear Shareholders¹,

We hereby invite you to the Annual General Meeting of Instone Real Estate Group SE on

**11 June 2025,
at 10:00 CEST
(Entry beginning at 09:00 CEST)**

**in the ATLANTIC Congress Hotel Essen,
Messeplatz 3, 45131 Essen.**

The Annual General Meeting will be held as a physical meeting.

¹= For the sole purpose of better readability, this convocation notice does not use any gender-specific notation. All personal designations and terms are to be understood as gender-neutral in the sense of equal treatment.

Instone Real Estate Group SE, Essen

German Securities Code number (Wertpapier-Kennnummer): A2NBX8

ISIN: DE000A2NBX80

Overview of disclosures pursuant to Section 125 of the German Stock Corporation Act (Aktiengesetz – AktG) in conjunction with Table 3 of the Commission Implementing Regulation (EU) 2018/1212

A. Specification of the message

A1	Unique identifier of the event	Annual General Meeting of Instone Real Estate Group SE on 11 June 2025; in the format pursuant to the Commission Implementing Regulation (EU) 2018/1212: 4967da1f1cedef11b53e00505696f23c
A2	Type of message	Convocation notice of Annual General Meeting in the format pursuant to the Commission Implementing Regulation (EU) 2018/1212: NEWM

B. Specification of the issuer

B1	ISIN	DE000A2NBX80
B2	Name of the issuer	Instone Real Estate Group SE

C. Specification of the meeting

C1	Date of the General Meeting	11 June 2025 in the format pursuant to the Commission Implementing Regulation (EU) 2018/1212: 20250611
C2	Time of the General Meeting	10:00 CEST in the format pursuant to the Commission Implementing Regulation (EU) 2018/1212: 08:00 UTC
C3	Type of the General Meeting	Annual General Meeting (physical meeting) in the format pursuant to the Commission Implementing Regulation (EU) 2018/1212: GMET
C4	Location of the General Meeting	ATLANTIC Congress Hotel Essen, Messeplatz 3, 45131 Essen
C5	Record Date	20 May 2025, 24:00 CEST in the format pursuant to the Commission Implementing Regulation (EU) 2018/1212: 20250520, 22:00 UTC
C6	Uniform Resource Locator (URL)	https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html

D. Participation in the Annual General Meeting

D2	Issuer Deadline for participation	Registration for the Annual General Meeting by 4 June 2025, 24:00 CEST in the format pursuant to the Commission Implementing Regulation (EU) 2018/1212: 20250604, 22:00 UTC
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I. Agenda

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report of Instone Real Estate Group SE and the Group, the explanatory report on the information pursuant to Section 289a (1) HGB and Section 315a (1) HGB and the report of the Supervisory Board, each for the 2024 financial year**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board on 10 March 2025. The annual financial statements are therefore adopted in accordance with Section 172 AktG. A resolution by the Annual General Meeting in accordance with Section 173 (1) sentence 1 and sentence 2 AktG is therefore not required for the documents to be presented.

- 2. Appropriation of net retained profits for the 2024 financial year**

The Management Board and Supervisory Board propose that the net retained profits of the Company of EUR 26,415,158.17 for the 2024 financial year be appropriated as follows:

Distribution of a dividend of EUR 0.26 per entitled share = EUR 11,263,869.50

and carry forward of the remainder to new amount = EUR 15,151,288.67

The total dividend is based on the eligible share capital on 10 March 2025, the date of the approval of the Management Board proposal by the Supervisory Board, of 43,322,575 no-par shares. The Company is currently holding a total of 3,665,761 treasury shares in total which do not grant shareholder rights and which are therefore not eligible for a dividend. Should the number of eligible shares change until the date of the resolution on the appropriation of net retained profits, the Management Board and the Supervisory Board will propose an adjusted resolution for the appropriation of profits that will still allow for a distribution of EUR 0.26 per eligible share. The amount to be carried forward to new account will be increased accordingly.

In accordance with Section 58 (4) sentence 2 AktG, shareholders' entitlement to the dividend becomes due on the third business day after the resolution by the Annual General Meeting. The dividend is therefore to be paid on 16 June 2025.

Please note that postal votes or votes cast by or instructions to an authorised representative with regard to this agenda item 2 will remain effective if the proposal for the appropriation of net retained profits is amended due to a change in the eligible shares.

- 3. Official approval of the actions of the Management Board for the 2024 financial year**

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board in office in the 2024 financial year be approved for this period.

- 4. Official approval of the actions of the Supervisory Board for the 2024 financial year**

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2024 financial year be approved for this period.

5. Appointment of the auditor of the annual and consolidated financial statements for the 2025 financial year and the auditor to review the interim financial reports

At the recommendation of the Audit Committee, the Supervisory Board proposes appointing Deloitte GmbH Wirtschaftsprüfungsgesellschaft, with its registered office in Düsseldorf, Germany, as the auditor of the annual and consolidated financial statements for the financial year ending 31 December 2025. This auditor will also review any interim financial reports to be prepared before the next Annual General Meeting.

In its recommendation, the Audit Committee declared that its recommendation is free from any undue influence by third parties and that no restrictions were placed on it regarding the selection of a particular auditor as referred to by Article 16 (6) of Regulation (EU) 537/2014.

6. Approval of the remuneration report

In accordance with Section 120a (4) AktG as amended by the German Act Implementing the Second Shareholders' Rights Directive (Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie – ARUG II), the Annual General Meeting must pass a resolution on the approval of the remuneration report for the previous financial year prepared and audited in accordance with Section 162 AktG. The remuneration report for the 2024 financial year was prepared by the Management Board and Supervisory Board in accordance with Section 162 AktG and formally audited by the Company's auditor. It is included in the annual report for the 2024 financial year, which is available on the Company's website at <https://ir.de.instone.de/websites/instone-real/English/6000/annual-general-meeting.html>.

The Management Board and the Supervisory Board propose the approval of the remuneration report for the 2024 financial year.

7. Resolution on the approval of the remuneration system for the members of the Management Board

Section 120a (1) AktG stipulates that the Annual General Meeting of a listed company must adopt a resolution approving the remuneration system for members of the Management Board presented by the Supervisory Board whenever a material change is made, but at least every four years. The Company's Annual General Meeting last passed such a resolution on 9 June 2021. A new resolution is therefore required at the Annual General Meeting on 11 June 2025.

The Supervisory Board reviewed the remuneration system approved by the Annual General Meeting in 2021 at its meeting on 9 April 2025. Due to the consistently positive feedback from investors and proxy advisors on the remuneration system approved by a large majority at the Annual General Meeting 2021 and the positive experiences in its application to ensure alignment with long-term and sustainable corporate development, the existing remuneration system was retained in its basic structure. The minor changes and their reasons are described below:

- Inclusion of potential targets for the long-term ESG target as part of the LTI
- Adjustment of the cap for the maximum compensation of the CEO and the ordinary members of the Management Board
- Updating of information on pension benefits

The system for the remuneration of the members of the Management Board adopted by the Supervisory Board on 28 April 2025 will be available on the Company's website at <https://ir.de.instone.de/websites/instone-real/English/6000/annual-general-meeting.html> from the date on which the Annual General Meeting is convened.

The Supervisory Board proposes the approval of the remuneration system for the members of the Management Board adopted by the Supervisory Board on 28 April 2025 with effect from 1 July 2025.

8. Resolution on the remuneration of the members of the Supervisory Board

In accordance with Section 113 (3) AktG, the Annual General Meeting of a listed company must adopt a resolution approving the remuneration of Supervisory Board members at least every four years, whereby a resolution confirming the remuneration is permissible. The Annual General Meeting of the Company last passed a resolution on the remuneration of the members of the Supervisory Board on 9 June 2021. The resolution on the remuneration of the Supervisory Board members must therefore be passed at the ordinary Annual General Meeting in 2025.

The remuneration of the members of the Supervisory Board is regulated in Article 14 of the Company's Articles of Association. It consists exclusively of fixed remuneration. The specific amount of the fixed remuneration is based on the duties of the respective member of the Supervisory Board or its committees. The wording of Article 14 of the Articles of Association and the information pursuant to Sections 113 (3) sentence 3, 87a (1) sentence 2 AktG are available on the Company's website at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html> from the time the Annual General Meeting is convened and are presented there in more detail. The Management Board and Supervisory Board continue to consider the remuneration to be appropriate, both in terms of its structure and its amount.

The Management Board and Supervisory Board therefore propose that the remuneration of the Supervisory Board members, as set out in Article 14 of the Articles of Association, be confirmed.

9. Supplementary election to the Supervisory Board

Sabine Georgi and Christiane Jansen have each resigned from their positions as members of the Supervisory Board with effect from the end of the Annual General Meeting in 2025. In view of the reduction of the Supervisory Board to five members proposed under agenda item 10, the election of a new member of the Supervisory Board is therefore necessary. One of the vacant positions on the Supervisory Board shall now be filled with a representative of the largest individual shareholder, Activum SG Capital Management Limited ("**Activum**").

In accordance with Article 40 (2) and (3) and Article 9 (1) lit. (c) of the Council Regulation (EC) No. 2157/2001 (SE Regulation) in conjunction with Section 17 of the SE Implementation Act (SEAG) and Section 12 (1) of the Articles of Association, the Supervisory Board currently is composed of six members elected by the Annual General Meeting. Upon the amendment to the Articles of Association proposed under agenda item 10 to reduce the size of the Supervisory Board taking effect, the Supervisory Board will be composed of five members elected by the Annual General Meeting in accordance with Article 40 (2) and (3) and Article 9 (1) lit. c) of the Council Regulation (EC) No. 2157/2001 (SE Regulation) in conjunction with Section 17 of the SE Implementation Act (SEAG) and Section 12 (1) of the Articles of Association of the Company.

The Supervisory Board proposes, based on the corresponding recommendation of the Nomination Committee, to elect

David S. Beardsell, Managing Director and Head of Asset Management at Activum, Eindhoven, Netherlands,

as member of the Supervisory Board for the period until the end of the Annual General Meeting which resolves on the ratification of the actions of the members of the Supervisory Board for the fiscal year 2025.

The nomination was made on the basis of the recommendations of the German Corporate Governance Code, fulfils the objectives of the Supervisory Board with respect to its composition, competency profile and diversity concept published at <https://ir.de.instone.de/websites/instonereal/English/5650/supervisory-board.html>, which the Supervisory Board has updated with regard to reducing the future objective for the proportion of female members and is based on a

corresponding recommendation by the Nomination Committee. The Supervisory Board has assured itself that the proposed candidate is able to commit the time required for the position.

David S. Beardsell is a member of the following (a) other statutory Supervisory Boards and (b) comparable domestic and foreign supervisory bodies of commercial enterprises:

- (a) None
- (b) None

David S. Beardsell is Managing Director and Head of Asset Management at Activum. There are therefore business relationships between him and a shareholder who directly or indirectly holds more than 10% of the Company's shares within the meaning of Recommendation C.13 of the German Corporate Governance Code. In the opinion of the Supervisory Board, there are no other business relationships between David S. Beardsell on the one hand and the company or its group companies, the company's bodies or a shareholder holding directly or indirectly more than 10% of the voting shares in the company on the other hand that an objectively judging shareholder would consider relevant to his or her voting decision.

David S. Beardsell has declared vis-à-vis the Company to waive his remuneration as member of the Supervisory Board in the event of his election.

The candidate's curriculum vitae, including an overview of his main activities, is printed under item II.1 of this invitation as an annex to agenda item 9 and is also available on the company's website at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html>.

10. Resolution on the reduction of the size of the Supervisory Board and the corresponding amendment to Section 12 (1) of the Articles of Association

The Supervisory Board currently is composed of six members elected by the Annual General Meeting in accordance with Article 40 (2) and (3) and Article 9 (1) lit. (c) of the Council Regulation (EC) No. 2157/2001 (SE Regulation) in conjunction with Section 17 of the SE Implementation Act (SEAG) and Section 12 (1) of the Articles of Association. The number of Supervisory Board members last increased from five to six by the Annual General Meeting on 14 June 2023. The Management Board and Supervisory Board now believe that the expertise required by the Supervisory Board can be adequately provided by a Supervisory Board consisting of five members. For reasons of cost and efficiency, and also in light of the changed economic conditions, the number of Supervisory Board members is therefore to be reduced back to five.

The Management Board and Supervisory Board therefore propose the following resolution:

Section 12 (1) of the Articles of Association shall be replaced by the following:

"12.1 The Supervisory Board shall consist of five members."

In all other respects, Section 12 of the Articles of Association shall remain unchanged.

11. Resolution on the renewal of the authorisation of the Management Board to hold virtual Annual General Meetings and corresponding amendment to the Articles of Association

The authorisation of the Management Board to hold Annual General Meetings without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting), which was resolved at the Annual General Meeting on 14 June 2023 in accordance with Section 118a AktG and anchored in Article 19 (7) of the Articles of

Association, was limited to two years and expires this year. The Management Board has not made use of this authorisation.

Even if the Management Board still intends to hold Annual General Meetings as in-person events as a matter of principle, it should still be possible to decide flexibly on the format of the Annual General Meeting in future. This would ensure that the Annual General Meeting can be held safely, particularly in situations comparable to the Covid-19 pandemic. The authorisation of the Management Board to determine the format of the Annual General Meeting is therefore to be renewed. In order to ensure the greatest possible acceptance of the decision in favour of the virtual format, this should require the approval of the Supervisory Board.

The Management Board will decide on the format of the Annual General Meeting at its own discretion based on the relevant objective criteria. Among other things, it will take into account the items on the agenda, the objective of the broadest possible and flexible participation of shareholders (in particular international investors), cost aspects and sustainability considerations as well as health protection issues, if applicable, when making its decision. In any case, the rights of shareholders are adequately safeguarded due to the legal requirements. In particular, a decision in favour of a virtual Annual General Meeting would ensure that the shareholders' participation rights are equivalent to those at an in-person Annual General Meeting. Advance submission of questions is not to be used so that shareholders can ask their questions, including any follow-up or supplementary questions, by means of electronic communication during the virtual meeting, thus ensuring that it runs in parallel to the physical meeting.

In the event of a virtual Annual General Meeting, the Management Board intends to disclose the reasons for holding a virtual Annual General Meeting in the invitation.

The Management Board and Supervisory Board therefore propose the following resolution:

Article 19 (7) of the Company's Articles of Association shall be reworded as follows:

"The Management Board is authorised, with the approval of the Supervisory Board, to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting) for Annual General Meetings held until the end of 30 June 2027."

12. Resolution on the cancellation of the Authorised Capital 2021 and the creation of new authorised capital and the corresponding amendment to the Articles of Association

In accordance with Article 6a of the Articles of Association, the Management Board is authorised, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions until 8 June 2026 by a total of up to eight million euros by issuing up to eight million new no-par value bearer shares in return for cash and/or non-cash contributions (Authorised Capital 2021). The Management Board has not yet made use of this authorisation. To ensure that the Company continues to have the option of flexibly increasing the share capital to this extent in the future, this authorised capital is to be renewed in good time before it expires next year.

The Management Board and Supervisory Board propose the following resolution:

- (1) Cancellation of the authorisation to increase the share capital

The authorisation of the Management Board contained in Article 6a of the Articles of Association to increase the Company's share capital with the approval of the Supervisory Board on one or more occasions until 8 June 2026 by a total of up to 8 million euros by issuing up to eight million new no-par value bearer shares in return for cash and/or non-cash contributions (Authorised

Capital 2021) is revoked with effect from the date of entry of the new Article 6a of the Articles of Association in the commercial register (as provided for under (3) below).

(2) Creation of new Authorised Capital 2025

- (i) The Management Board shall be authorised, with the approval of the Supervisory Board, to increase the share capital of the Company on one or more occasions by up to eight million euros (EUR 8,000,000.00) by issuing up to eight million (8,000,000) new no-par value bearer shares in return for cash and/or non-cash contributions (Authorised Capital 2025) by 10 June 2030.
- (ii) Shareholders shall in principle be granted subscription rights. In accordance with Section 186 (5) AktG, the shares can also be acquired by one or more credit institutions or entities operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the Kreditwesengesetz (KWG – German Banking Act) with the obligation to offer them to the shareholders of the Company for subscription (indirect subscription rights). The Management Board shall be authorised, however, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights for one or more capital increases as part of the Authorised Capital 2025:
 - (a) in order to exclude fractional amounts from the shareholders' subscription rights;
 - (b) to issue shares against cash contributions if the issue amount of the new shares is not significantly less, within the meaning of Sections 203 (1) and (2) and 186 (3) sentence 4 AktG, than the market price of the shares that are already listed and the notional amount in the share capital attributed to the new shares issued subject to the exclusion of the subscription rights in accordance with Section 186 (3) sentence 4 AktG does not in total exceed ten percent (10%) of the share capital either at the time this authorisation comes into effect or at the time that it is exercised. If, during the term of this authorisation until it is exercised, use is made of another authorisation to issue or sell shares in the Company or to issue rights that entitle or oblige the holder to exchange for or subscribe to shares in the Company and subscription rights are excluded pursuant to or in accordance with Section 186 (3) sentence 4 AktG, this must be offset against the aforementioned 10 percent limit;
 - (c) to issue shares in return for non-cash contributions in particular for – but not limited to – the purposes of acquiring (also indirectly) companies, parts of companies, equity investments in companies or other assets (including receivables), properties and property portfolios in connection with an acquisition project; or
 - (d) to carry out a stock dividend, in the course of which shares of the Company are used (also in part and/or optionally) to fulfil the shareholders' dividend claims.

Under this authorisation, shares can be issued subject to the exclusion of the subscription rights only if the total of the new shares together with new shares from authorised capital or treasury shares that have been issued or disposed of by the Company during the term of this authorisation up to the time it is utilised by utilising another authorisation where the shareholders' subscription rights are excluded, and also together with rights that are issued during the term of this authorisation up to the time it is utilised by utilising another authorisation where the subscription rights are excluded and that allow or require the exchange into or the subscription for shares of the Company, do not account for a notional amount of the share capital of more than 10% in total of the share capital. The key factor for calculating the limit of 10% of the share capital is the amount of the share capital at the time that this authorisation comes into effect. If the amount of the

share capital is lower at the time that this authorisation is exercised, this lower value shall be used.

- (iii) The Management Board will be authorised, with the approval of the Supervisory Board, to define the further content of the share rights (including a profit participation for the new shares deviating from Section 60 (2) sentence 3 AktG) and the terms and conditions of the share issue. The Supervisory Board will be authorised, after the Authorised Capital 2025 is utilised or after the deadline for utilising the Authorised Capital 2025 has elapsed, to amend the wording of the Articles of Association.
- (3) Amendment to the Articles of Association

Article 6a of the Articles of Association is revised as follows:

"§ 6a Authorised capital 2025

- 6a.1 The Management Board is authorised, with the approval of the Supervisory Board, to increase the share capital of the company on one or more occasions by up to eight million euros (EUR 8,000,000.00) by issuing up to eight million (8,000,000) new no-par value bearer shares in return for cash and/or non-cash contributions (**Authorised Capital 2025**) by 10 June 2030.
- 6a.2 Shareholders shall in principle be granted subscription rights. In accordance with Section 186 (5) AktG, the shares can also be acquired by one or more credit institutions or entities operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the Kreditwesengesetz (KWG – German Banking Act) with the obligation to offer them to the shareholders of the company for subscription (indirect subscription rights). The Management Board is authorised, however, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights for one or more capital increases as part of the Authorised Capital 2025:
 - (a) in order to exclude fractional amounts from the shareholders' subscription rights;
 - (b) to issue shares against cash contributions if the issue amount of the new shares is not significantly less, within the meaning of Sections 203 (1) and (2) and 186 (3) sentence 4 AktG, than the market price of the shares that are already listed and the notional amount in the share capital attributed to the new shares issued subject to the exclusion of the subscription rights in accordance with Section 186 (3) sentence 4 AktG does not in total exceed ten percent (10%) of the share capital either at the time this authorisation comes into effect or at the time that it is exercised. If, during the term of this authorisation until it is exercised, use is made of another authorisation to issue or sell shares in the company or to issue rights that entitle or oblige the holder to exchange for or subscribe to shares in the company and subscription rights are excluded pursuant to or in accordance with Section 186 (3) sentence 4 AktG, this must be offset against the aforementioned 10 percent limit;
 - (c) to issue shares in return for non-cash contributions in particular for – but not limited to – the purposes of acquiring (also indirectly) companies, parts of companies, equity investments in companies or other assets (including receivables), properties and property portfolios in connection with an acquisition project; or
 - (d) to carry out a stock dividend, in the course of which shares of the company are used (also in part and/or optionally) to fulfil the shareholders' dividend claims.

Under this authorisation, shares can be issued subject to the exclusion of the subscription rights only if the total of the new shares together with new shares from authorised

capital or treasury shares that have been issued or disposed of by the company during the term of this authorisation up to the time it is utilised by utilising another authorisation where the shareholders' subscription rights are excluded, and also together with rights that are issued during the term of this authorisation up to the time it is utilised by utilising another authorisation where the subscription rights are excluded and that allow or require the exchange into or the subscription for shares of the company, do not account for a notional amount of the share capital of more than 10% in total of the share capital. The key factor for calculating the limit of 10% of the share capital is the amount of the share capital at the time that this authorisation comes into effect. If the amount of the share capital is lower at the time that this authorisation is exercised, this lower value shall be used.

- 6a.3 The Management Board will be authorised, with the approval of the Supervisory Board, to define the further content of the share rights (including a profit participation for the new shares deviating from Section 60 (2) sentence 3 AktG) and the terms and conditions of the share issue. The Supervisory Board will be authorised, after the Authorised Capital 2025 is utilised or after the deadline for utilising the Authorised Capital 2025 has elapsed, to amend the wording of the Articles of Association."

13. Resolution on the authorisation to acquire and use treasury shares

The Company's Annual General Meeting last resolved an authorisation to acquire and use treasury shares in 2019. Under this authorisation, the Company acquired a total of 3,665,761 treasury shares in 2022 and 2023. These are still held by the Company. The authorisation to acquire and use treasury shares expired at the end of its term in 2024. In order to enable the Company to acquire treasury shares again in the future, a new authorisation to acquire and use treasury shares is to be created.

The Management Board and Supervisory Board therefore propose the following resolution:

Authorisation to purchase treasury shares

- a) The Management Board is authorised, subject to the consent of the Supervisory Board, beginning with the end of the General Shareholders' Meeting at the 11 June 2025 up to the 10 June 2030, to purchase treasury shares up to a total amount equal to no more than 10% of the registered share capital. Decisive for the threshold of 10% is the registered share capital figure on the date when this authorisation becomes effective. If the registered share capital figure is lower at the time when this authorisation is exercised, such lower value shall be decisive. The authorisation can be practiced in whole or in part, once or several times. In this connection, the shares purchased on the basis of this authorisation together with other shares of the Company which the Company has already purchased and still holds shall not exceed 10% of the respective registered share capital existing at any one time. The authorisation may also be exercised by companies which are controlled by the Company or in which it holds a majority interest or by third parties for the account of the Company or companies controlled by it or in which it holds a majority interest. Finally, the Company may agree with one or more credit institutions or other companies meeting the requirements of Section 186 (5) sentence 1 AktG that they will deliver to the Company within a predefined period a predetermined number of shares or a predetermined euro equivalent in shares of the Company, whereby the price at which the Company acquires these shares shall in each case be a discount to the arithmetic mean of the volume-weighted average prices of the Company's shares in XETRA trading (or a comparable successor system) reported at the Frankfurt Stock Exchange over a predetermined number of stock exchange trading days. The credit institutions or other companies meeting the requirements of Section 186 (5) sentence 1 AktG must undertake to purchase the shares to be delivered on the stock exchange at prices that lie within the range that would apply if

the Company had directly acquired the shares via the stock exchange in accordance with this authorisation.

- b) The purchase shall be effected on the stock market or by way of public purchase offer to all shareholders of the Company.

- aa) Purchase via stock market

If the purchase of the shares is effected on the stock market, the purchase price (excluding ancillary purchasing costs) should meet the arithmetic mean of the share prices (Closing auction prices of the shares of the Instone Real Estate Group SE in XETRA-Trading or on any comparable trading system substituting XETRA) at the Frankfurt Stock Exchange within the last three stock exchange trading days prior to the purchase or the entering into an obligation to purchase by no more than 10 % above or below this amount.

- bb) Purchase via public offer

If the purchase is effected via a public purchase offer, the Company may either publish a formal offer or publicly request shareholders to submit offers to sell. The offered purchase price (excluding ancillary purchasing costs) or the limits of the purchase price range per share determined by the Company (excluding ancillary purchasing costs) in each case may not be more than 10% higher or lower than the arithmetic mean value of the closing prices (closing prices of the share of Instone Real Estate Group SE as determined in XETRA trading or on any comparable trading system substituting XETRA) on the Frankfurt am Main Stock Exchange for the last three trading days preceding the publication of the purchase offer or the request to submit offers. In the event of an adjustment of the offer, the day of publication of the purchase offer shall be the day of publication of the adjustment of the offer. If the Company publicly requests the submission of sales offers, the day of acceptance of the sales offers shall replace the day of publication of the purchase offer or the day of adjustment of the purchase offer. The repurchase volume may be limited. To the extent the shares offered for purchase by the shareholders exceed the total amount of the Company's purchase offer, acceptance shall be in proportion to the number of shares tendered by each shareholder. In addition, it may also be provided that preferential acceptance is given for smaller numbers of up to 100 offered shares per shareholder and to avoid fractions of mathematical amounts rounding according to commercial principles. The purchase offer or request to submit offers may contain further terms and conditions. Any further tender rights of shareholders are excluded.

- c) The authorisation may be exercised for any purpose permitted by law, in particular, to pursue one or more of the objectives specified under d) and e). Trading in treasury shares is excluded.

- d) Cancellation of the shares

The Management Board is hereby authorised, subject to the consent of the Supervisory Board, to cancel the treasury shares purchased on the basis of this authorisation pursuant to Section 71 (1) no. 8 AktG without adopting another resolution of the General Shareholders' Meeting. The cancellation may be restricted to part of the shares purchased. The authorisation to effect cancellation may be exercised more than once. As a general rule, the cancellation shall result in a capital reduction. In derogation from this, the Management Board may stipulate that the registered share capital remains unchanged and that instead the proportion of the remaining shares in the registered share capital be increased as a result of the cancellation pursuant to Section 8 (3)

AktG. In this case the Management Board is hereby authorised to adjust the corresponding number in the Articles of Association.

e) Use of the shares

The Management Board is hereby authorised, subject to the consent of the Supervisory Board, to use the shares purchased on the basis of this authorisation by means other than by a sale via the stock market or an offer to all shareholders subject to full or partial exclusion of subscription rights of the shareholders as follows,

- aa) to exclude fractional amounts resulting from the subscription ratio from the statutory subscription right of the shareholders;
- bb) for sale against non-cash contribution, in particular – but without limitation – to acquire companies, divisions of companies or equity interests in companies;
- cc) for sale against cash payment provided that this takes place at a price that is not substantially lower than the market price of the Company's shares at the time of the sale (simplified exclusion of subscription rights pursuant to Sections 186 (3) sentence 4, 71 (1) no. 8 sentence 5 half-sentence 2 AktG) and the notional interest in the share capital attributable to the shares sold with the exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG does not exceed a total of ten percent (10%) of the share capital, either at the time this authorisation becomes effective or at the time it is exercised. If, during the term of this authorisation until it is exercised, use is made of another authorisation to issue or sell shares in the Company or to issue rights that entitle or oblige the holder to exchange for or subscribe to shares in the Company and subscription rights are excluded pursuant to or in accordance with Section 186 (3) sentence 4 AktG, this must be offset against the aforementioned 10 percent limit);
- dd) to fulfill obligations of the Company arising from warrants and conversion options or the conversion obligations from warrant-linked or convertible bonds (or combinations of these instruments) which have been issued by the Company or by companies which are controlled by it or in which it holds a majority interest;
- ee) to grant to holders of warrant-linked bonds or convertible bonds (or combinations of such instruments) issued by the Company or by companies which are controlled by it or in which the Company holds a majority interest, subscription rights in the scope to which they would be entitled after exercise of the rights or obligations under such instruments. The authorisations under aa) to ee) may also be exercised by companies which are controlled by the Company or in which it holds a majority interest or by third parties for the account of the Company or companies controlled by it or in which it holds a majority interest.

//. Additional information on items of the agenda

1. Additional information on agenda item 9 – Curriculum vitae of the Supervisory Board candidate

David S. Beardsell
 Place of residence: Eindhoven, Netherlands
 Year of birth: 1975
 Nationality: USA / Netherlands

Independence: (-)

Main occupation

Managing Director and Head of Asset Management,
 Activum SG Capital



Professional career

Since March 2012	COO / Head of Asset Management, Activum SG Capital
2007 to 2011	Director of Asset Management, Lehman Brothers Real Estate Partners / REPE Capital Partners, London
2002 to 2007	Associate, Merrill Lynch Global Principal RE Investments, London
2000 to 2001	Consultant, Accenture Capital Markets/Financial Services, New York
1998 to 2000	Analyst, Merrill Lynch, New York

Education

1993 to 1998	Studies in Finance at the Wake Forest University (North Carolina), degree as Bachelor of Science in Analytical Finance with Double Major in German
1995 to 1996	Freie Universität Berlin, full year grant / scholarship

Memberships in other statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises:

- None

Special knowledge according to the competence matrix of the Supervisory Board including Managing or supervising medium-sized or large companies or complex organisations, familiarity with the real estate sector and the project development business, Finance, accounting treatments and accounting and capital market instruments and bank financing:

David Beardsell has 20+ years experience in the real estate sector and currently oversees all strategic asset and portfolio management activities for Activum in Europe. David has worked across a broad range of asset classes including office, retail, hotels, residential developments and corporates. He brings a broad knowledge base, and deep experience working through complicated assets and companies. He also serves on the management boards of several portfolio companies of Activum in the Netherlands.

2. Report to the Annual General Meeting in accordance with Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG (item 12)

In accordance with Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG, the Management Board submits the following report on item 12 of the agenda concerning the reasons for the authorisation of the Management Board to issue, with the approval of the Supervisory Board, shares with shareholders' subscription rights disappplied.

The Management Board is to be authorised to disapply subscription rights for fractional amounts in order to allow a practical subscription ratio with regard to the amount of the respective capital increase. This facilitates the technical implementation of the capital increase, in particular for a capital increase by a round amount. The new shares arising as unassigned fractional amounts from the disapplication of shareholders' subscription rights will be disposed of either by sale on the stock exchange or otherwise in the best possible way for the Company.

In the event of a capital increase against cash contributions, the Management Board is also to be authorised to disapply subscription rights when the issue amount of the new shares is not significantly less than the market price. This allows management to place the new shares promptly and at a price close to market, i.e. without the haircut typically required for rights issues. This enables higher issue proceeds, which serves the interests of the Company.

Shareholders' requirement for the protection of their shareholdings against dilution is taken into account by the restriction on the size of the capital increase and the issue price of the shares being close to market. The proposed authorisation merely grants the Management Board the option of disapplying subscription rights when the shares issued in accordance with Section 186 (3) sentence 4 AktG do not exceed 10% of the share capital in total either at the time of this authorisation becoming effective or at the time it is exercised. This limit must include shares of the Company (i) issued or sold during the term of this authorisation until the time of its utilisation with subscription rights disappplied in accordance with Section 186 (3) sentence 4 AktG with the corresponding changes; and (ii) relating to the conversion/subscription rights of warrant or convertible bonds/profit participation rights or participating bonds with option or conversion rights, issued during the term of this authorisation until the time of its utilisation with subscription rights disappplied in accordance with Section 186 (3) sentence 4 AktG or with the corresponding changes. This ensures that the statutory maximum of 10% of share capital for such a simplified disapplication of subscription rights (Section 186 (3) sentence 4 AktG) is not exceeded. Within this framework, as a result of the issue price of the shares being close to market and the restriction on the size of the capital increase with subscription rights disappplied, the legislator considers it possible and reasonable for shareholders to maintain their shareholding, possibly by acquiring shares on the stock market at virtually the same conditions.

It is also proposed to authorise the Management Board to disapply shareholders' subscription rights when increasing the share capital against non-cash contributions. Thus, among other things, this allows the Management Board to use shares of the Company in suitable individual cases for the acquisition of companies, parts of companies, investments in companies or other assets. For example, it may be reasonable or even necessary in negotiations to offer consideration in the form of shares rather than money. The ability to offer shares of the Company as consideration thereby creates a competitive advantage for interesting acquisition targets and the necessary headroom to take advantage of opportunities to acquire companies, parts of companies, investments in companies or other assets as they arise while preserving liquidity. Granting shares can also be reasonable in terms of optimising the financing structure. The Company does not incur any disadvantage as a result as issuing shares against non-cash contribution requires that the value of the non-cash contribution is appropriately in proportion to the value of the shares. When determining the valuation ratio, the Management Board will ensure that the interests of the Company and its shareholders remain protected and that an appropriate issue amount is achieved for the new shares.

Finally, the Management Board is to be authorised to disapply shareholders' subscription rights in connection with a scrip dividend. A scrip dividend can be performed as a true rights issue, in particular in compliance with the provisions of Section 186 (1) AktG (minimum subscription period of two weeks) and Section 186 (2) AktG (announcement of the issue amount no later than three days before the end of the subscription period). Shareholders will be offered only whole shares for subscription; regarding the portion of the dividend entitlement that falls short of (or exceeds) the subscription price for a whole share, shareholders will be advised of the cash dividend and will thus be unable to subscribe to shares; there are no plans to offer partial rights or to institute trading in subscription rights or fractions thereof. As the shareholders thus receive a cash dividend in place of new shares, this appears justified and reasonable. Specifically, depending on the capital market situation, it may be preferable to offer and prepare to grant a scrip dividend in order not to be bound by the restrictions of Section 186 (1) AktG (minimum subscription period of two weeks) and Section 186 (2) AktG (announcement of the issue amount no later than three days before the end of the subscription period). The Management Board is therefore also to be authorised to offer new shares for subscription by all shareholders entitled to dividends while observing the general principle of equal treatment (Section 53a AktG) against contribution of their dividend entitlement, though only to disapply shareholders' subscription rights overall with the approval of the Supervisory Board. The performance of a scrip dividend with subscription rights formally disappplied allows more flexible terms for performing the capital increase. In view of the fact that all shareholders are offered the new shares and excess partial dividend amounts are settled by paying the cash dividend, the disapplication of subscription rights thus also appears justified and appropriate.

In order to place narrow bounds on any impairment of existing shareholders' interests, the total number of shares that can be issued utilising authorised capital with subscription rights disappplied, taking into account other shares sold by the Company with subscription rights disappplied utilising another authorisation after 11 June 2025 or issued from authorised capital or to be issued on the basis of rights issued after 11 June 2025 with subscription rights disappplied establishing conversion rights or obligations for shares of the Company, is limited to 10% of the share capital in total. The limit of 10% shall be calculated based on the amount of share capital as at the date that this authorisation becomes effective. If the share capital is lower at the time that this authorisation is exercised, this lower value shall be used.

In each individual case, the Management Board will carefully check whether it will exercise the authorisation to increase capital with subscription rights disappplied, and will only do so if, in its opinion and in the opinion of the Supervisory Board, this is in the interests of the Company and thus its shareholders. The disapplication of subscription rights always requires the approval of the Supervisory Board. The Management Board will report to the Annual General Meeting on any utilisation of the proposed authorisation.

3. Report of the Management Board on agenda item 13 pursuant to Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (4) sentence 2 AktG

Pursuant Section 71 (1) no. 8 sentence 5 in conjunction with Section 186 (4) sentence 2 AktG, the Management Board hereby submits the following report on item 13 of the agenda with regard to the reasons for the proposed authorisation of the Management Board, subject to the consent of the Supervisory Board, to exclude the shareholders' right to offer shares when acquiring and the shareholders' subscription right when selling treasury shares in the Company acquired in accordance with the authorisation under agenda item 13.

If the acquisition is carried out by means of a public purchase offer or a public invitation to submit offers to sell, the volume of the offer or the invitation to submit offers to sell may be limited. The number of shares of the Company offered by the shareholders may exceed the number of shares requested by the Company. In this case, the allocation must be based on quotas. In this context, it should be possible to make an allotment according to the ratio of the shares tendered (tender ratio) instead of the participation ratio, because it facilitates the technical settlement of the acquisition procedure within an economically reasonable framework. In addition, it should be possible to provide for preferential acceptance of small numbers of shares up to 100 tendered shares per shareholder. The purpose of this approach is to avoid fractional amounts when determining the ratios to be acquired and small residual amounts, thus facilitating the technical settlement of the share buyback. This also helps to avoid a de facto impairment of small shareholders.

The contemplated exclusion of the subscription right for fractional amounts allows for the requested authorisation to be exercised using full amounts. Such exclusion of subscription rights is sensible and customary in practice because the costs of trading in subscription rights in the case of fractional amounts normally are not in reasonable proportion to the related advantages for the shareholders. Since fractional amounts are limited, the potential dilution effect is confined to within negligible limits. The shares thus excluded from the subscription right are thus realised in the best possible way in favour of the Company.

The authorisation under agenda item 13 provides that the purchased treasury shares may be sold to third parties against non-cash contribution subject to exclusion of the subscription right of the shareholders, e. g. for the purpose of acquiring companies, divisions of companies and/or equity interests in companies. The Management Board is to be enabled to offer shares of the Company as consideration for the purchase of assets and/or to grant the holders of warrant-linked and/or convertible bonds shares to fulfil their claims without having to perform a capital increase for this.

To compete for attractive acquisition opportunities both nationally and internationally, it is becoming increasingly necessary to be able to offer not cash, but shares as consideration for the acquisition of companies or equity interests in other companies. The authorisation proposed

under agenda item 13 gives the Company the necessary flexibility to use treasury shares e.g. as an acquisition currency, thus enabling it to respond quickly and flexibly to those offers for the acquisition of companies, equity interests in other companies or other assets which are advantageous for the Company. This is duly taken account of by the proposed authorisation to exclude the subscription right of the shareholders.

The proposed authorisation to use treasury shares moreover provides for the sale of treasury shares to third parties by means other than via the stock market or through a public offer to all shareholders provided that the sale of treasury shares is effected against cash payment and at a price which is not substantially lower than the relevant market price. In this way the Company is to be enabled to deliver shares to institutional investors, financial investors or other cooperation partners, thereby achieving the highest possible purchase prices and thus strengthening the equity to the greatest possible extent by setting prices that are as close as possible to the market price. This type of sale involves an exclusion of the subscription right of the shareholders, which, however, is legally permissible because it constitutes a facilitated exclusion of subscription rights pursuant to Section 186 (3) sentence 4 AktG. The authorisation proposed under agenda item 13 may be exercised only up to an amount equal to 10% of the registered share capital at the time when such authorisation becomes effective or when such authorisation is exercised, whichever is lower. This 10% threshold is to include shares and rights conferring the entitlement or creating the obligation to conversion into and/or subscription of shares of the Company which are issued or sold by the Company in direct or analogous application of Section 186 (3) sentence 4 AktG during the term of the authorisation to purchase and to use treasury shares until its exercise. This ensures that the legally permissible threshold of 10% of the registered share capital for such facilitated subscription rights exclusion (Section 186 (3) sentence 4 AktG) is not exceeded.

The Management Board is further authorised, subject to the exclusion of the subscription right, to fulfil claims of holders of warrant-linked or convertible bonds which are issued by the Company, or companies which are controlled by it or in which it holds a majority interest, with treasury shares.

Lastly, the Company is to be given the possibility of partially excluding the subscription right of the shareholders in the case of a sale of treasury shares through an offer to all shareholders in favour of the holders of warrant-linked or convertible bonds in order to grant them subscription rights for the shares to be sold in the scope to which they would be entitled after exercise of their conversion rights or warrants or after fulfilment of their conversion obligation. In this way, a reduction in the conversion or warrant price that might otherwise occur can be avoided, thus strengthening the Company's financial resources.

III. Further information on the convocation notice

1. Total number of shares and voting rights

At the time this the Annual General Meeting is convened, the share capital of the Company amounts to EUR 46,988,336.00, divided into 46,988,336 no-par value bearer shares, each granting one vote at the Annual General Meeting. The total number of shares and voting rights thus amounts to 46,988,336. At the time of convocation, the Company holds 3,665,761 treasury shares from which it has no rights.

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

In accordance with Article 19 (3) of the Articles of Association, only the shareholders who register for the Annual General Meeting and provide proof of their shareholding are entitled to participate in the Annual General Meeting and to exercise their voting rights. Proof of share ownership, for which proof of share ownership issued in text form by the last intermediary in accordance with Section 67c (3) AktG is sufficient, must relate to the close of business on the 22nd day before the Annual General Meeting (record date), i.e. the close of business on **20 May 2025 (24:00 CEST)**, in accordance with Article 19 (4) of the Articles of Association.

The Company must receive registration in written or electronic form (Section 126b of the German Civil Code (Bürgerliches Gesetzbuch – BGB)) in German or English at the following address (by post or e-mail) at least six days before the Annual General Meeting, not including the day of the Annual General Meeting or the day of receipt, therefore by no later than the end of **4 June 2025 (24:00 CEST)**:

Instone Real Estate Group SE
c/o Computershare Operations Centre
80249 Munich
E-mail: anmeldestelle@computershare.de

The proof of shareholding must be received by the Company at the aforementioned address no later than on the sixth day prior to the General Meeting, not including the day of the General Meeting and the day of receipt, i.e. also by the end of **4 June 2025 (24:00 CEST)** at the latest.

In accordance with Section 67c AktG in conjunction with the Implementing Regulation (EU 2018/1212), registration for the Annual General Meeting can also be submitted to the Company via intermediaries in ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX) within the specified registration period. If SWIFT is used, authorisation via the SWIFT Relationship Management Application (RMA) is required.

Only those shareholders who have provided proof of their shareholding on time will be authorised to participate in the Annual General Meeting and exercise their voting rights. Authorisation to participate in the Annual General Meeting and the extent of voting rights will be exclusively determined by shareholdings as at the record date. The record date is not a restriction on disposals of shares; in particular, they can be acquired or sold regardless of the record date. Disposals of shares after the record date do not affect the right to participate or the extent of voting rights. The same applies to acquisitions of additional shares after the record date. Persons who did not hold any shares as at the record date and who only became shareholders thereafter are not entitled to participate in the Annual General Meeting on 11 June 2025 or to vote at it, unless they have been otherwise authorised to do so.

3. Procedure for voting by (electronic) postal vote

Shareholders can submit and amend their votes by way of written or electronic postal vote. In particular, votes can be sent electronically using the access-protected Investor-Portal of Instone Real Estate Group SE at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html>. This option exists until **10 June 2025 (24:00 CEST)**.

The form reproduced on the entrance card can be used to send postal votes by other means. The form for postal voting can also be downloaded on the Company's website at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html>. Votes sent by post or e-mail must be received at the following address (post or e-mail) by **10 June 2025 (24:00 CEST)** to count at the Annual General Meeting:

Instone Real Estate Group SE
c/o Computershare Operations Center
80249 Munich
e-mail: anmeldestelle@computershare.de

Postal votes sent by means other than the InvestorPortal can also be amended or revoked using the InvestorPortal.

Furthermore, pursuant to Section 67c AktG in conjunction with the Implementing Regulation (EU 2018/1212), votes can also be submitted via intermediaries in ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX) and sent to the Company. If SWIFT is used, authorisation via the SWIFT Relationship Management Application (RMA) is required.

4. Procedure for proxy voting

4.1 *Authorisation of a third party*

Shareholders can also have their voting rights or other rights in connection with the Annual General Meeting exercised by an authorised representative, e.g. by their custodian bank or a shareholder association. In the event of proxy voting as well, shareholders must register on time as set out above under “Requirements for participating in the meeting and exercising voting rights”.

Written or electronic form is required to grant or revoke power of attorney and to provide proof of authorisation (see 4.2 below for exceptions for voting representatives in accordance with Section 135 AktG). The authorisation form contained on the registration confirmation can also be used to grant power of attorney.

The authorisation form can also be downloaded on the Company’s website at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meet-ing.html>.

Power of attorney can be granted or revoked either:

- (1) by **10 June 2025 (24:00 hours CEST)** in written or electronic form sent to the Company exclusively at the following address (by post or e-mail)

Instone Real Estate Group SE
c/o Computershare Operations Centre
80249 Munich
e-mail: anmeldestelle@computershare.de

or submitted using the InvestorPortal of Instone Real Estate Group SE at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meet-ing.html>; or

- (2) in written or electronic form sent to the authorised representative.

If the power of attorney is issued to the authorised representative in written or electronic form, unless stipulated otherwise by Section 135 AktG (see 4.2), the Company must receive proof, in written or electronic form, of this authorisation. Proof of authorisation can be sent to the Company at the above address, including the electronic channel described there (e-mail). It can also be provided on the day of the Annual General Meeting at the entry of the Annual General Meeting.

Proxy forms that can be used to grant power of attorney will be sent to registered shareholders with the registration confirmation. The use of the InvestorPortal by an authorised representative requires that the authorised representative receives the access data sent with the registration confirmation from the grantor of the power of attorney, unless the access data has been sent directly to the authorised representative. The use of the access code by the authorised representative shall also be deemed proof of authorisation.

Finally, declarations relevant to the power of attorney can also be transmitted to the Company via intermediaries in ISO 20022 format (e.g. via SWIFT, CMDHDEMXXX) in accordance with Section 67c AktG in conjunction with the Implementing Regulation (EU 2018/1212). If SWIFT is used, authorisation via the SWIFT Relationship Management Application (RMA) is required.

4.2 *Proxy voting through an intermediary, shareholder association or equivalent persons (Section 135 AktG)*

If power of attorney is granted to an intermediary, a shareholder association or an equivalent person or institution in accordance with the provisions of stock corporation law, written or electronic form is not required to grant or revoke power of attorney in accordance with the statutory provisions. It is sufficient if the declaration of power of attorney is verifiably held by the author-

ised representative. Intermediaries, shareholder associations and equivalent persons or institutions in accordance with Section 135 AktG can stipulate different regulations for their own authorisation; please ask your authorised representative in this regard. The Company does not require separate proof of authorisation in such cases.

4.3 *Authorisation of voting representatives of the Company*

We offer all shareholders and their authorised representatives the opportunity to be represented by our voting representatives. If you authorise voting representatives appointed by the Company, they must be issued instructions for exercising voting rights. The authorisation and the instructions must be issued in written or electronic form. In particular, authorisations and instructions for the voting representatives of the Company can be issued, amended or revoked using the access-protected InvestorPortal of Instone Real Estate Group SE at <https://ir.de.instone.de/websites/instonereal/Eng-lish/6000/annual-general-meeting.html> until **10 June 2025 (24:00 CEST)**.

In order to authorise voting representatives by other channels, the authorisation and instruction form reproduced on the registration confirmation and available for download at the Company's website <https://ir.de.instone.de/websites/instonereal/Eng-lish/6000/annual-general-meeting.html> can also be used. Authorisations and instructions sent by post or e-mail must be received at the following address (post e-mail) by **10 June 2025 (24:00 hours CEST)** to count at the Annual General Meeting:

Instone Real Estate Group SE
c/o Computershare Operations Centre
80249 Munich
e-mail: anmeldestelle@computershare.de

Power of attorney can be revoked or instructions can be amended by post or e-mail provided that this is also received in written or electronic form at the above address by **10 June 2025 (24:00 CEST)**. Power of attorney can be revoked or instructions can be amended using the InvestorPortal even if the InvestorPortal was not used to issue the power of attorney.

On the day of the Annual General Meeting, powers of attorney and instructions to the voting representatives of the Company may also be issued, amended or revoked at the entrance and exit control to the Annual General Meeting until the beginning of the voting.

Finally, declarations relevant to the power of attorney can also be transmitted to the Company via intermediaries in ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX) in accordance with Section 67c AktG in conjunction with the Implementing Regulation (EU 2018/1212). If SWIFT is used, authorisation via the SWIFT Relationship Management Application (RMA) is required.

Voting representatives cannot be authorised to exercise shareholders' right to speak and to obtain information, put forward motions or file objections.

4.4 *Supplementary information on the exercise of voting rights*

If voting rights are exercised in due time via several channels (letter, e-mail, electronically via the InvestorPortal or pursuant to Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation ((EU) 2018/1212)) by postal vote or proxy and, if applicable, instructions are issued, these will be taken into account in the following order, irrespective of the time of receipt: 1. electronically via the InvestorPortal, 2. pursuant to Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation ((EU) 2018/1212), 3. by e-mail, 4. by letter and 5. by other means specified in the convocation notice.

If several postal votes or proxies and instructions are received in due time via the same transmission channel, the declaration received last shall be binding. A later vote as such shall not be

deemed to be a revocation of an earlier vote. The last revocation of a declaration received in due time shall be decisive.

If declarations with more than one form of voting right exercise are received in the same way, the following shall apply: postal votes shall have priority over the granting of power of attorney and, if applicable, instructions to the authorised voting representatives of the Company, and the latter shall have priority over the granting of power of attorney and instructions to an intermediary, a shareholders' association, a voting rights advisor pursuant to Section 134a AktG and a person equivalent to these pursuant to Section 135 (8) AktG.

The votes cast by postal ballot or proxy and, if applicable, instructions to the proxies of the Company on agenda item 2 (appropriation of the balance sheet profit) shall remain valid even in the event of an adjustment of the proposal for the appropriation of the profit as a result of a change in the number of shares entitled to dividends.

5. Supplementary motions for the agenda at the request of a minority in accordance with Art. 56 of the SE Regulation, Section 50 (2) of the German SE Implementation Act (SE-Ausführungsgesetz – SEAG) in conjunction with Section 122 (2) AktG

Shareholders whose combined shares constitute at least a pro rata amount of the share capital of Instone Real Estate Group SE of EUR 500,000.00 (500,000 shares) can request that items be added to the agenda and announced. Each new item must be accompanied by a statement of grounds or proposed resolution. The request must be submitted to the Management Board of Instone Real Estate Group SE and must be received by the Company at least 30 days before the Annual General Meeting (not counting the day of receipt or the day of the Annual General Meeting), therefore by no later than **11 May 2025 (24:00 CEST)**, at the following address:

Instone Real Estate Group SE
Management Board
Grugaplatz 2-4
45131 Essen
Germany

6. Counter-motions and nominations by shareholders in accordance with Sections 126 (1), 127 AktG

Counter-motions and nominations by shareholders in accordance with Sections 126, 127 AktG must be sent exclusively to the following address (by post or e-mail):

Instone Real Estate Group SE
Investor Relations
Grugaplatz 2-4
45131 Essen
Germany
E-mail: hauptversammlung@instone.de

All counter-motions and nominations to be published in accordance with Sections 126, 127 AktG will be made available to the other shareholders on the Internet at <https://ir.de.instone.de/web-sites/instonereal/English/6000/annual-general-meeting.html>, together with the name of the shareholder, the statement of grounds required for counter-motions and any position taken by management, provided that they are received at the above address by no later than **27 May 2025 (24:00 CEST)**.

7. Shareholders' right to ask questions in accordance with Section 131 (1) AktG

Upon verbal request at the general meeting, each shareholder shall be provided with information by the Management Board on the affairs of the Company, including the legal and business relations with affiliated companies, as well as on the situation of the group and the companies included in the consolidated financial statements, to the extent that the information is necessary for a proper assessment of the item on the agenda and there is no right to refuse information pursuant to Section 131(3) AktG.

In order to ensure the orderly conduct of the general meeting, the chairman of the meeting is authorised, pursuant to Article 20 (2) of the Articles of Association, to impose reasonable time limits on the shareholders' right to speak and ask questions.

8. Documents / publications on the website

From the time the Annual General Meeting is convened, all documents to be made available in accordance with Section 124a AktG will be available on the Company's website at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html>. Further explanations of shareholder rights in accordance with Art. 56 SE Regulation, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127 and 131 (1) AktG can also be found on the aforementioned website.

9. Further information on the vote

The scheduled votes on agenda items 2 to 5 and 9 to 13 are binding, while the planned votes on agenda items 6 to 8 have an advisory character within the meaning of Table 3 of the Implementing Regulation (EU) 2018/1212. In each case, there is the possibility to vote yes (in favour) or no (against) or to abstain from voting (abstention).

All times stated refer to Central European Summer Time (CEST) as applicable to Germany. In relation to Coordinated Universal Time (UTC), UTC = CEST minus two hours.

Essen, April 2025

Instone Real Estate Group SE

The Management Board

Information for shareholders on data protection regarding the collection of data for the purpose of the Annual General Meeting

On the basis of the applicable data protection provisions, in connection with the Annual General Meeting on 11 June 2025, the Company processes personal data (in particular the name, date of birth, address and other contact data for the shareholder, number of shares, type of share ownership, possibly the name and address of any shareholder representative authorised by the respective shareholder) as the controller as referred to by data protection law. Information for shareholders on data protection can be found on the Company's website at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html>.

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