



Instone Real Estate Group SE, Essen

German Securities ID: A2NBX8

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**Annual General Meeting of
Instone Real Estate Group SE
on 14 June 2023 in Essen**

Information pursuant to section 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act concerning the Rights of Shareholders pursuant to Art. 56 SE-VO, section 50 para. 2 SEAG, sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act

The convocation of the General Shareholders' Meeting of Instone Real Estate Group SE already includes details on shareholders' rights pursuant to Art. 56 of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European Company (SE) (*SE-Verordnung - SE-VO*), section 50 para. 2 of the SE Implementation Act (*SE-Ausführungsgesetz – SEAG*), sections 122 para. 2, 126 para. 1, 127 and 131 para.1 of the German Stock Corporation Act (*Aktiengesetz – AktG*). The following information is intended for further explanations pursuant to section 121 para 3 sentence 3 No. 3 of the German Stock Corporation Act.

1. Additional agenda items requested by a minority pursuant to Art. 56 SE-VO, section 50 para. 2 SEAG in conjunction with section 122 para. 2 of the German Stock Corporation Act

Shareholders whose shares amount in aggregate to a proportional amount of the share capital of at least EUR 500,000.00 or one twentieth of the share capital, respectively, may request that items be included on the agenda and published. Since the proportional amount of the share capital of EUR 500,000.00 of Instone Real Estate Group SE is lower than one twentieth of the share capital, for a request of additional agenda items it is sufficient to equal the proportional amount of the share capital of EUR 500,000.00. Such amount corresponds to 500,000 no-par value shares of the Company with a proportional amount of the share capital of EUR 1.00 each. Each new agenda item must be accompanied by the reasons to it or a proposed resolution. The request must be sent in writing (section 126 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*)) to

Instone Real Estate Group SE's Management Board and must be received by the Company at least 30 days before the General Shareholders' Meeting (not including the day of the General Shareholders' Meeting and the day of receipt), i.e. at the latest on **14 May 2023 (midnight, CEST)** at the following address:

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

Additional agenda items for publishing – as far as these have not already been published together with the convocation of the meeting – are to be published in the Federal Gazette (*Bundesanzeiger*) without undue delay after the Company receives them and forwarded to such media where it is conceivable that the information will be distributed across the entire European Union.

Furthermore, they will be made accessible on the website of the Company under

<https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html>

and communicated to the shareholders.

2. Shareholders' counter-motions and proposals for election pursuant to sections 126 para. 1 and 127 of the German Stock Corporation Act

Shareholders of the Company may file counter-motions against proposals made by the Management Board and the Supervisory Board to individual agenda items. Counter-motions have to be justified. Besides this, shareholders may submit proposals for election of Supervisory Board members or auditors of the Company. Proposals for election do not have to be justified. Counter-motions (including the reasons) and proposals for election are to be sent exclusively to the following address:

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

Counter-motions and proposals for elections addressed otherwise will not be considered. All counter-motions and proposals for election sent to the address mentioned above by **30 May 2023 (midnight, CEST)** at the latest will be made available to the other shareholders on the internet at:

<https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html>

including the name of the shareholder and the reasons in case of a counter-motion if the other requirements for a publication are met.

A counter-motion shall not be made accessible if it does not contain the reasons to it. Further, there is no obligation to publish counter-motions and its reasons to the extent one of the following exclusions pursuant to section 126 para. 2 of the German Stock Corporation Act applies:

- If the Management Board would, by reason of such communication, become criminally liable (section 126 para. 2 sentence 1 No. 1 of the German Stock Corporation Act);
- if the counterproposal would result in a resolution of the shareholders' meeting which would be illegal or would violate the Articles of Association (section 126 para. 2 sentence 1 No. 2 of the German Stock Corporation Act);
- if the reasons contain statements which are manifestly false or misleading in material respects or which are libellous (section 126 para. 2 sentence 1 No. 3 of the German Stock Corporation Act);
- if a counter-motion of such shareholder based on the same facts has already been published with respect to a shareholders' meeting of the Company pursuant to section 125 of the German Stock Corporation Act (section 126 para. 2 sentence 1 No. 4 of the German Stock Corporation Act);
- if the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 of the German Stock Corporation Act to at least two shareholders' meetings of the Company within the past five years, and at such shareholders' meetings less than one twentieth of the share capital represented voted in favour of such counter-motion (section 126 para. 2 sentence 1 No. 5 of the German Stock Corporation Act);
- if the shareholder indicates that he or she will neither attend nor be represented at the shareholders' meeting (section 126 para. 2 sentence 1 No. 6 of the German Stock Corporation Act); or
- if, within the past two years, at two shareholders' meetings the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him (Section 126 para. 2 sentence 1 No. 7 of the German Stock Corporation Act).

The statement of the reasons does not need to be published if its total length is more than 5,000 characters.

The Management Board reserves the right to combine counter-motions and their reasons if several shareholders file counter-motions in respect of the same resolution.

The above-mentioned provisions apply accordingly to making accessible the proposals for the election of Supervisory Board members or auditors. Besides the exclusions pursuant to section 126 para. 2 of the German Stock Corporation Act, a proposal for election also does not have to be made accessible if it does not include the information required pursuant to section 124 para. 3 sentence 4 and section 125 para. 1 sentence

5 of the German Stock Corporation Act, i.e. if the proposal does not state the name, profession and place of residence of the proposed person or, in the event of a proposal for election of Supervisory Board members, if the proposal is not accompanied by details on the membership of the proposed candidate of other supervisory boards whose establishment is required by law pursuant to section 125 para. 1 sentence 5 of the German Stock Corporation Act. Details on membership of the proposed candidate of comparable domestic and foreign controlling bodies of economic enterprises should also be provided, but do not have to be provided.

Please note that countermotions and election proposals within the meaning of sections 126 para. 1 and 127 of the German Stock Corporation Act can only be put to the vote at the Annual General Meeting if they are also put to the vote at the Annual General Meeting. Otherwise, shareholders may submit motions on agenda items at the Annual General Meeting which have not already been submitted in advance of the Annual General Meeting as a counter-motion or election proposal within the meaning of sections 126 para. 1 and 127 of the German Stock Corporation Act.

3. Shareholders' right to ask questions pursuant to section 131 para. 1 of the German Stock Corporation Act

Pursuant to section 131 para 1 of the German Stock Corporation Act (AktG), each shareholder may request information from the Management Board at the Annual General Meeting on the Company's affairs, the Company's legal and business relations with an affiliated company, and the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary for a proper evaluation of the item on the agenda.

The Management Board does have a right of refusal pursuant to section 131 para. 3 of the German Stock Corporation Act,

- to the extent that providing such information is, according to sound business judgement, likely to cause material damage to the Company or an affiliated company (section 131 para. 3 No. 1 of the German Stock Corporation Act);
- to the extent that such information relates to tax valuations or the amount of certain taxes (section 131 para. 3 No. 2 of the German Stock Corporation Act);
- with regard to the difference between the value at which items are shown on the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements (section 131 para. 3 No. 3 of the German Stock Corporation Act);
- with regard to the methods of accounting and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the Company's assets, financial position and profitability within the meaning of section 264 para. 2 of the German Commercial Code (HGB); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements (section 131 para. 3 No. 4 of the German Stock Corporation Act);
- if provision of such information would render the Management Board criminally liable (section 131 para. 3 No. 5 of the German Stock Corporation Act);

- if the information is continuously available on the Company's website at least seven days prior to the shareholders' meeting as well as at all times during the meeting (section 131 para. 3 No. 7 of the German Stock Corporation Act).

Pursuant to section 20 para. 2 sentences 3 and 4 of the Articles of Association, the chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak. In particular, he may set a reasonable time limit for the course of the meeting, the discussion of the individual agenda items and the individual speeches or questions.
