

Ordinary General Shareholders' Meeting of Instone Real Estate Group AG on 9 June 2020 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 sections 122 para. 2, 126 para. 1, 127 and 131 para. 1, 293g para. 3 of the German Stock Corporation Act in conjunction with section 1 para. 2 sentence 1 no. 3, sentence 2 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID 19 Pandemic of 27 March 2020

The convocation of the General Shareholders' Meeting of Instone Real Estate Group AG already includes details on shareholders' rights pursuant to sections 122 para. 2, 126 para. 1, 127 and 131 para.1, 293g para. 3 of the German Stock Corporation Act (Aktien-gesetz – AktG). in conjunction with section 1 para. 2 sentence 1 no. 3, sentence 2 Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID 19 Pandemic of 27 March 2020 (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrechts zur Bekämpfung der Auswirkungen der COVID-19-Pandemie - COVID-19 Act). The following information is intended for further explanations pursuant to section 121 para 3 sentence 3 No. 3 of the German Stock Corporation Act.

I. ADDITIONAL AGENDA ITEMS REQUESTED BY A MINORITY PURSUANT TO SECTION 122 PARA. 2 OF THE GERMAN STOCK CORPORATION ACT IN CONJUNCTION WITH SECTION 1 PARA. 3 SENTENCE 4 OF THE COVID-19 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 AG 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 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 AG's Board of Management and must be received by the Company at least 14 days before the General Shareholders' Meeting, i.e. at the latest on **25 May 2020 (12 p.m. CEST)** at the following address:

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

The shareholders requesting the agenda item must also prove that they have been the owners of the necessary quorum of shares for at least 90 days before the day of the request has been received by the Company's Board of Management and will hold the shares until the decision on the request. For the calculation of these 90 days, certain credit options exist pursuant to section 70 of the German Stock Corporation Act to which express reference is hereby made. Further, the stipulations of section 121 para. 7 of the German Stock Corporation Act are to be applied for the calculation.

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.

II. 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 Board of Management 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 AG
Investor Relations
Grugaplatz 2-4
45131 Essen
Deutschland
Fax: +49 (0) 201 45355 904
E-Mail: ir@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 **25 May 2020 (12 p.m. 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 must not be made accessible if it does not contain the reasons to it. Further, there is no obligation to publish counter-motions including reasons if one of the following exclusions pursuant to section 126 para. 2 of the German Stock Corporation Act exists:

- ▶ To the extent the Board of Management 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 Board of Management 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 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 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.

In accordance with the legal concept of the COVID-19 Act, the right of shareholders to submit (counter-)motions and election proposals for items on the agenda as well as motions on the agenda in the virtual General Shareholders' Meeting is excluded. Submitted motions, insofar as they are not limited to the rejection of a resolution proposal of the administration, as well as election proposals will therefore not be put to the vote in the General Shareholders' Meeting and will not be dealt with in any other way.

III. SHAREHOLDERS' RIGHT TO ASK QUESTIONS PURSUANT TO SECTIONS 131 PARA. 1, 293G PARA. 3 OF THE GERMAN STOCK CORPORATION ACT IN CONJUNCTION WITH SECTION 1 PARA. 2 SENTENCE 1 NO. 3 OF THE COVID-19 ACT

As an exception, shareholders have no right to information at the virtual General Shareholders' Meeting. However, after proper registration, shareholders have the opportunity to ask questions via electronic communication. This does not imply a right to an answer. The Board of Management decides which questions it answers and how to answer them, according to its best judgment. It may summarize questions and select meaningful questions in the interest of its shareholders. Questions that are asked in languages other than German will not be answered or will not be taken into account in the selection of the Board of Management. The Board of Management reserves the right to publish answers to questions in advance on the Company's website and, in this case, to refrain from answering them again during the General Shareholders' Meeting.

Shareholders' questions must be submitted to the Company no later than two days prior to the General Shareholders' Meeting, not including the day of the General Shareholders' Meeting and the day of receipt, i.e. no later than **6 June 2020 (12 p.m. CEST)**, exclusively by way of electronic communication via the access-protected InvestorPortal of Instone Real Estate Group AG at <https://ir.de.instone.de/websites/instonereal/English/6000/annual-general-meeting.html>. No questions may be asked during the General Shareholders' Meeting.

The Board of Management will not answer such questions, for which there would normally be a right to refuse to provide information. The Board of Management would normally 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 Board of Management 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).
