



**INVITATION
TO THE
ANNUAL GENERAL
MEETING**

AGM 2020
ON 8 OCTOBER 2020

Address: Goethestrasse 45
47166 Duisburg, Germany
Tel.: +49 203 54405-0
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Management Board: Niclas Karoff (Chairman), Hans Richard Schmitz
Chairwoman of the Supervisory Board: Bärbel Schomberg
Registered office of the company: Duisburg-Hamborn
Commercial register: Duisburg District Court HRB 4

NOTICE TO SHAREHOLDERS

Duisburg, August 2020

Dear Shareholders,

The Annual General Meeting of our company, to which you are cordially invited, will be held on

Thursday, 8 October 2020, at 10:00 a.m.

In light of the coronavirus pandemic, this year's Annual General Meeting will be held as a **virtual Annual General Meeting** without shareholders or their authorised representatives attending in person.

The audio-visual stream of the entire meeting will be accessible to properly registered shareholders or their authorised representatives on the company's website at

<https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html>

via the access-protected shareholder portal.

The invitation including the agenda and the proposals for resolutions published on 26 August 2020 in the *Bundesanzeiger* (German Federal Gazette), and in such media of which it can be assumed that they will distribute the information throughout the entire European Union, can be found overleaf.

At its meeting on 18 March 2020, the Supervisory Board approved and thereby adopted the annual financial statements of the company as at 31 December 2019 prepared by the Management Board and approved the IFRS separate financial statements.

You may choose to exercise your voting rights by way of electronic postal voting using the shareholder portal stated above. The access data will be sent together with the registration confirmation for the virtual Annual General Meeting.

Your custodian bank will be happy to provide you with the documents required to participate in the Annual General Meeting. Please notify your bank of your wishes as quickly as possible to ensure that these documents are sent in a timely manner.

Sincerely,

HAMBORNER REIT AG



Niclas Karoff



Hans Richard Schmitz

HAMBORNER REIT AG

Duisburg

– ISIN: DE0006013006 // SCN: 601 300 –

We hereby invite the shareholders of our company to our
ANNUAL GENERAL MEETING on
Thursday, 8 October 2020, at 10:00 a.m.

On the basis of the *Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* (COVMG – the German 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, by way of resolution of the Management Board of 21 July 2020 and with the approval of the Supervisory Board on 29 July 2020, the Annual General Meeting will be held as a

VIRTUAL ANNUAL GENERAL MEETING

without shareholders or their authorised representatives attending in person.

The audio-visual stream of the entire meeting will be accessible to properly registered shareholders or their authorised representatives on the company's website at

<https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html>

via the access-protected shareholder portal; this broadcast does not enable participation in the Annual General Meeting as referred to by section 118(1) sentence 2 of the Aktiengesetz (AktG – German Stock Corporation Act).

The location of the broadcast of the Annual General Meeting and therefore the location of the Annual General Meeting as referred to by the German Stock Corporation Act is the Town Hall at Theodor-Heuss-Platz 1, 45479 Mülheim/Ruhr (Banquet Hall).

Shareholders and their authorised representatives (with the exception of voting right representatives of the company and the members of executive bodies) do not have a right or the option to be present at the location of the Annual General Meeting.

AGENDA

with proposals for resolutions

1) Presentation of the adopted annual financial statements and the approved IFRS separate financial statements as at 31 December 2019 together with the combined management report in accordance with commercial law and IFRS for the 2019 financial year and the report of the Supervisory Board for the 2019 financial year

The Supervisory Board approved the annual financial statements and the IFRS separate financial statements on 18 March 2020. The annual financial statements are therefore adopted in accordance with section 172 AktG. In accordance with the statutory provisions, a resolution is not planned for item 1 of the agenda. The management report also contains the explanatory report of the Management Board on the information required in accordance with section 289a(1) of the *Handelsgesetzbuch* (HGB – German Commercial Code; version applicable to the management report for the 2019 financial year).

2) Appropriation of the net retained profits

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

€37,467,293.15 of the net retained profits for the 2019 financial year are to be appropriated for the distribution of a dividend of €0.47 per share. The dividend will be due for payment on 9 November 2020.

At the shareholder's choice, the dividend will be paid either (i) entirely in cash; or (ii) in cash for some of the dividend to settle the tax liability and in the form of shares of the company (also referred to below as the "stock dividend") for the remainder of the dividend; or (iii) in cash for a portion of the shareholder's shares and as a stock dividend for the other portion of the shareholder's shares. The details of the cash distribution and shareholders' option for choosing the stock dividend are explained in a separate document in accordance with Article 1(4) (h), (5) (g) of the EU Prospectus Regulation (Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017), which is available to shareholders on the company's website at

<https://www.hamborner.de/en/investor-relations/scrip-dividend>

and which, in particular, contains information on the number and type of shares, explanations of the reasons and the details of the stock offer and its tax treatment.

The cash dividend is expected to be distributed on 9 November 2020. Shareholders who choose the stock dividend are expected to receive the new shares of the company on 9 November 2020 as well.

The Management Board and the Supervisory Board wish to point out that they will only offer and carry out the stock dividend if, following due consideration and taking into account the interests of the company and its shareholders, this appears reasonable. In particular, this decision will be largely influenced by the development of the company's share price in relation to its current financial performance indicators. If the Management Board and the Supervisory Board decide against a stock dividend, the option for payment of the dividend in shares will not apply/will be deleted, and the dividend will be paid exclusively in cash. The dividend would then be paid immediately after such a decision, or no later than 9 November 2020.

3) Formal approval of the actions of the Management Board for the 2019 financial year

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

The actions of the members of the Management Board who were in office in the 2019 financial year are granted formal approval for this period.

4) Formal approval of the actions of the Supervisory Board for the 2019 financial year

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

The actions of the members of the Supervisory Board who were in office in the 2019 financial year are granted formal approval for this period.

5) Election of the auditor of the financial statements and of the auditor for the audit review for the 2020 financial year

At the recommendation of the Audit Committee, the Supervisory Board proposes electing Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Düsseldorf, as the auditor of the financial statements for the 2020 financial year and as the auditor for the review of the half-year report and the quarterly interim reports for the 2020 financial year.

6) Election of new members of the Supervisory Board

In accordance with section 96(1) AktG, sections 1(1) and 4(1) of the Drittelbeteiligungsgesetz (German One-third Employee Representation Act) in conjunction with Article 9(1) of the Articles of Association, the Supervisory Board is composed of six members elected by the Annual General Meeting and three members elected by the employees.

The term of office of all members of the Supervisory Board appointed by the Annual General Meeting ends at the end of this Annual General Meeting. Mr Claus-Matthias Böge, Mr Rolf Glessing, Mr Ulrich Graebner, Ms Christel Kaufmann-Hocker and Dr Andreas Mattner are to be proposed to the Annual General Meeting for re-election. The Chairwoman of the Supervisory Board, Ms Bärbel Schomberg, has informed the company that she will not be standing for re-election. Ms Maria Teresa Dreo will be proposed to the Annual General Meeting for election in her place.

The Supervisory Board's proposals are each based on recommendations of its Nomination Committee. They are consistent with the skills profile for the Supervisory Board, the targets for its composition and the requirements of the German Corporate Governance Code. The Annual General Meeting is not bound by these nominations. It is intended to hold the elections for the Supervisory Board individually.

- a. The Supervisory Board proposes that

Mr Claus-Matthias Böge,

Hamburg,

Managing Director of CMB Böge Vermögensverwaltung GmbH, Hamburg,

be elected to the Supervisory Board as a shareholder representative.

His election is effective from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts the resolution on formal approval of her actions for the fourth financial year after the start of her term of office, not including the financial year in which her term of office begins.

Mr Claus-Matthias Böge is a member of the following German statutory supervisory boards:

- / Bijou Brigitte modische Accessoires AG

Mr Claus-Matthias Böge is a member of the following similar executive bodies of business enterprises in Germany and abroad:

- / None

b. The Supervisory Board proposes that

Mr Rolf Glessing,

Illerkirchberg,

Managing Partner of Glessing Management und Beratung GmbH, Illerkirchberg,

be elected to the Supervisory Board as a shareholder representative.

His election is effective from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts the resolution on formal approval of her actions for the fourth financial year after the start of her term of office, not including the financial year in which her term of office begins.

Mr Rolf Glessing is a member of the following German statutory supervisory boards:

/ None

Mr Rolf Glessing is a member of the following similar executive bodies of business enterprises in Germany and abroad:

/ FCF Fox Corporate Finance GmbH

/ Wohninvest Holding GmbH

c. The Supervisory Board proposes that

Mr Ulrich Graebner,

Bad Homburg vor der Höhe,

partner in Cara Investment GmbH, Frankfurt/Main,

be elected to the Supervisory Board as a shareholder representative.

His election is effective from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts the resolution on formal approval of her actions for the fourth financial year after the start of her term of office, not including the financial year in which her term of office begins.

Mr Ulrich Graebner is a member of the following German statutory supervisory boards:

/ None

Mr Ulrich Graebner is a member of the following similar executive bodies of business enterprises in Germany and abroad:

/ Gepaco S.A.

d. The Supervisory Board proposes that

Ms Christel Kaufmann-Hocker,

Düsseldorf,

management consultant

be elected to the Supervisory Board as a shareholder representative.

Her election is effective from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts the resolution on formal approval of her actions for the fourth financial year after the start of her term of office, not including the financial year in which her term of office begins.

Ms Christel Kaufmann-Hocker is a member of the following German statutory supervisory boards:

/ None

Ms Christel Kaufmann-Hocker is a member of the following similar executive bodies of business enterprises in Germany and abroad:

/ Stiftung Mercator GmbH

e. The Supervisory Board proposes that

Dr Andreas Mattner,

Hamburg,

Managing Director of ECE Offices & Industries GmbH, Hamburg,

Managing Director of Verwaltung ECE Office Traffic Industries GmbH, Hamburg,

Managing Director of ECE Logistics GmbH, Hamburg,

be elected to the Supervisory Board as a shareholder representative.

His election is effective from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts the resolution on formal approval of her actions for the fourth financial year after the start of her term of office, not including the financial year in which her term of office begins.

Dr Andreas Mattner is a member of the following German statutory supervisory boards:

/ EUREF AG (Deputy Chairman)

Dr Andreas Mattner is a member of the following similar executive bodies of business enterprises in Germany and abroad:

/ None

f. The Supervisory Board proposes that

Ms Maria Teresa Dreo,

Vienna,

CEO of ARWAG Holding – Aktiengesellschaft, Vienna,

be elected to the Supervisory Board as a shareholder representative.

Her election is effective from the end of this Annual General Meeting until the end of the Annual General Meeting that adopts the resolution on formal approval of her actions for the fourth financial year after the start of her term of office, not including the financial year in which her term of office begins.

Ms Maria Teresa Dreo is a member of the following German statutory supervisory boards:

/ None

Ms Maria Teresa Dreo is a member of the following similar executive bodies of business enterprises in Germany and abroad:

/ None

In accordance with item 5.4.3 of the German Corporate Governance Code (version on which the company's last declaration of compliance in accordance with section 161 AktG is based), please be aware that, if elected, Dr Andreas Mattner intends to stand as a candidate for Chairman of the Supervisory Board.

In accordance with item 5.4.1 of the German Corporate Governance Code (version on which the company's last declaration of compliance in accordance with section 161 AktG is based), in its election recommendations to the Annual General Meeting, the Supervisory Board must disclose the personal and business relations of each individual candidate with the company, the executive bodies of the company and with a shareholder holding a material interest in the company. The disclosure recommendation is limited to such circumstances that, in the opinion of the Supervisory Board, an objective shareholder would consider relevant to his or her election decision. Within the meaning of this recommendation, shareholders holding a material interest are shareholders who directly or indirectly hold more than 10% of the voting shares of the company. In the opinion of the Supervisory Board, none of the proposed candidates have personal or business relations with the company, the executive bodies of the company or a shareholder holding a material interest in the company for which disclosure is recommended.

The CVs of the candidates proposed by the Supervisory Board, complete with information on their relevant expertise, skills and experience, can be found on the Internet at:

- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_CV_Claus-Matthias_Boege_2020.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_CV_Rolf_Glessing_2020.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_CV_Ulrich_Graebner_2020.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_CV_Christel_Kaufmann-Hocker_2020.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_CV_Dr._Andreas_Mattner_2020.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_CV_Maria_Teresa_Dreo_2020.pdf

7) Conversion of the shares of the company into registered shares

The shares of the company are bearer shares. The Management Board and the Supervisory Board are of the opinion that registered shares allow more effective communication by the company with its shareholders than bearer shares. In light of this, the company's shares, which are currently bearer shares, are to be converted into registered shares. The conversion of the bearer shares into registered shares also requires an adjustment of the existing authorised capitals and the existing contingent capital.

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

a. Conversion into registered shares

The (previously) bearer shares of the company are to be converted into registered shares. The Management Board will be authorised to make all necessary arrangements for the conversion of the bearer shares into registered shares.

b. Amendment of Article 3(3) of the Articles of Association

Article 3(3) of the Articles of Association is revised as follows:

"The shares are no-par value registered shares."

c. Amendment of Article 3(5) sentence 1 of the Articles of Association (Authorised Capital I) and the underlying authorisation resolution

Article 3(5) sentence 1 of the Articles of Association will be revised as follows:

"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 a total of €7,971,764 (in words: seven million nine hundred and seventy one thousand seven hundred and sixty-four euro) by issuing new registered shares against cash or non-cash contributions (Authorised Capital I) by 9 May 2022."

The authorisation resolution of the Annual General Meeting of the company on 10 May 2017 (item 7) on which Authorised Capital I is based, provided it has not yet been exercised, is to be amended on the condition that it remains unchanged until the new version of Article 3(5) sentence 1 of the Articles of Association is entered. The words "bearer shares" are to be replaced by the words "registered shares".

d. Amendment of Article 3(6) sentence 1 of the Articles of Association (Authorised Capital II) and the underlying authorisation resolution

Article 3(6) sentence 1 of the Articles of Association will be revised as follows:

"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 a total of €31,887,058 (in words: thirty-one million eight hundred and eighty-seven thousand and fifty-eight euro) by issuing new registered shares against cash contributions (Authorised Capital II) by 9 May 2022."

The authorisation resolution of the Annual General Meeting of the company on 10 May 2017 (item 8) on which Authorised Capital II is based, provided it has not yet been exercised, is to be amended on the condition that it remains unchanged until the new version of Article 3(6) sentence 1 of the Articles of Association is entered. The words "bearer shares" are to be replaced by the words "registered shares".

e. Amendment of Article 3(7) sentences 1 and 2 of the Articles of Association (Contingent Capital) and the underlying authorisation resolution

Article 3(7) sentences 1 and 2 of the Articles of Association will be revised as follows:

“The share capital is contingently increased by up to €31,887,058 (in words: thirty-one million eight hundred and eighty-seven thousand and fifty-eight euro) divided into up to 31,887,058 no-par-value registered shares (Contingent Capital 2018).

The contingent capital increase is only to be implemented to the extent that the bearers/creditors of bonds with warrants or convertible bonds (Bonds) issued by the company by 25 April 2023 on the basis of the authorisation of the Management Board by the resolution of the Annual General Meeting on 26 April 2018 exercise their option/conversion rights, or the bearers/creditors of Bonds required to satisfy option/conversion obligations do so, or the company exercises a right bestowed on it to issue new no-par-value registered shares of the company in full or in part instead of paying a monetary amount owed, and to the extent that cash settlement is not offered and treasury shares are not used.”

The authorisation resolution of the Annual General Meeting of the company on 26 April 2018 (item 7b) on which the Contingent Capital is based, provided it has not yet been exercised, is to be amended on the condition that it remains unchanged until the new version of Article 3(7) sentences 1 and 2 of the Articles of Association is entered. The words “bearer shares” are to be replaced by the words “registered shares”.

f. Amendment of Article 15 of the Articles of Association

Article 15(2) of the Articles of Association is revised as follows:

“Shareholders who are entered in the share register of the company on the day of the Annual General Meeting and who have registered at the address provided for the invitation to the Annual General Meeting in written or electronic form at least six days in advance are admitted to participate in the Annual General Meeting and to exercise their voting rights. The invitation to the Annual General Meeting can stipulate a shorter period to take the form of a number of calendar days. Neither the day the registration is received nor the day of the Annual General Meeting are included when determining the registration period. Registration details, together with the invitation to the Annual General Meeting, can be found in the Federal Gazette.”

Article 15(3) and (4) of the Articles of Association are deleted. Article 15(5) of the Articles of Association will become Article 15(3).

g. Registration of the above amendments to the Articles of Association

The Management Board will be instructed not to register the above amendments to the Articles of Association for entry in the commercial register until the stock dividend has been carried out or the Management Board, with the approval of the Supervisory Board, has decided not to proceed with the stock dividend. If the amount of the authorised capital in accordance with Article 3(5) sentence 1 or Article 3(6) sentence 1 of the Articles of Association or the amount of the contingent capital in accordance with Article 3(7) sentence 1 and 2 of the Articles of Association have changed by the time of registration in the commercial register as a result of the corresponding authorised or contingent capital being utilised, the Management Board will be instructed to register the above amendments to the Articles of Association with the commercial register with the amounts of capital updated accordingly.

A comparison of the current version of the Articles of Association of the company and the new version with the amendments intended by this item 7 and item 8 below with tracked changes will be published on the company’s website at https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/de/2020/HAMBORNER_REIT_AG_Satzungsänderungen_2020.pdf from the day the Annual General Meeting is convened.

8) Resolution on amendments to the Articles of Association

The Articles of Association are to be modernised in general and adapted to modern means of communication – particularly in terms of the activities of the Supervisory Board. Furthermore, the German wording of the Articles of Association is to be harmonised.

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

a. Deletion of Article 2(4) sentence 4 of the Articles of Association

Article 2(4) sentence 4 of the Articles of Association will be deleted.

b. Amendment of Article 5(2) of the Articles of Association

Article 5(2) of the Articles of Association is revised as follows:

“Information can also be sent to the bearers of the company’s securities by way of data transfer.”

c. Amendment of Article 6(2) sentence 2 of the Articles of Association

Article 6(2) sentence 2 of the Articles of Association will be revised as follows:

“The calculation is based on sections 34 and 35 of the Wertpapierhandelsgesetz (WpHG – German Securities Trading Act).”

d. Amendment of Article 6(3) sentence 2 of the Articles of Association

Article 6(3) sentence 2 of the Articles of Association will be as follows:

“A violation of the free float ratio must be determined on the basis of the voting rights notification in accordance with section 33 WpHG.”

e. Amendment of Article 9(3) of the Articles of Association

The following new (3) sentence 1 will be inserted in Article 9 of the Articles of Association:

“The members of the Supervisory Board can resign from office at any time by way of written declaration to the chairperson of the Supervisory Board or the Management Board with notice of two weeks.”

The previous Article 9(3) of the Articles of Association will become Article 9(3) sentence 2.

f. Amendment of Article 10 of the Articles of Association

Article 10 of the Articles of Association is revised as follows:

“Article 10 CHAIRPERSON

The Supervisory Board elects its chairperson and a deputy chairperson.”

g. Amendment of Article 11 of the Articles of Association

Article 11 of the Articles of Association is revised as follows:

“Article 11 CONVENING MEETINGS, MANAGEMENT, QUORUM, VOTING

- 1) The Supervisory Board sets its own Rules of Procedure. The following provisions apply to the convening of meetings, quorum and voting; supplementary provisions can be made in the Rules of Procedure.
- 2) Supervisory Board meetings should typically be held quarterly. The Supervisory Board must also be convened for a meeting as often as there is a business reason to do so.
- 3) The chairperson or – if the chairperson is unable to do so – the deputy chairperson convenes the meetings of the Supervisory Board and determines the form of meetings (meeting in person, conference call or video conference) and furthermore – if the meeting is to be held in person – determines the venue for the meeting. Meetings can be convened in writing, by telephone, fax or other customary means of communication (e.g. e-mail). Invitations must be issued with notice of two weeks and, if possible, must specify the individual items of the agenda. The notice period for convening a meeting can be reduced in urgent cases. The Supervisory Board has a quorum if, after all members have been invited, half of its members participate in the resolution. Unless stipulated otherwise in the Articles of Association, resolutions are adopted by a majority of the votes cast. In the event of a tie, the motion must be discussed again at the next meeting of the Supervisory Board. Absent Supervisory Board members can participate in resolutions by the Supervisory Board and its committees by having written votes submitted by other Supervisory Board members. Votes cast by fax or other customary means of communication (e.g. e-mail) are also deemed written votes.
- 4) At the chairperson’s instigation, a resolution of the Supervisory Board can also be adopted by votes cast orally, by telephone, in writing, by fax or other customary means of communication (e.g. e-mail). Such resolutions are determined in writing by the chairperson and forwarded to all members.
- 5) A resolution on matters that have not been announced at least one week before the meeting can only be adopted with a majority of two thirds of all Supervisory Board members. Moreover, votes on such matters are permitted only if no member of the Supervisory Board objects to the vote. In such cases, absent members have the opportunity to object to the resolution within a reasonable period determined by the chairperson. The resolution becomes effective only if no absent member objects by the end of this period.
- 6) The Supervisory Board can form one or more committees from among its members, namely to prepare its discussions and resolutions or to oversee the execution of its resolutions.
- 7) Minutes of the Supervisory Board’s discussions and resolutions must be taken and retained. The chairperson must sign the minutes.
- 8) Declarations of intent of the Supervisory Board must be issued in the name of the Supervisory Board by the chairperson or – if the chairperson is unable to do so – the deputy chairperson.”

h. Amendment of Article 13(1) of the Articles of Association

Article 13(1) of the Articles of Association is revised as follows:

“The members of the Supervisory Board receive fixed annual remuneration payable at the end of a financial year of €22,500 (in words: twenty-two thousand five hundred euro). In addition, each member of the Supervisory Board receives an attendance fee of €500 (in words: five hundred euro) for each meeting attended in person or participated in as a conference call or video conference.”

i. Amendment of Article 14 of the Articles of Association

Article 14 of the Articles of Association is revised as follows:

“Article 14 LOCATION OF THE ANNUAL GENERAL MEETING

The Annual General Meeting must be held at the registered office of the company or any other city in the Federal Republic of Germany with a population in excess of 100,000.”

j. Amendment of Article 16 of the Articles of Association

Article 16 of the Articles of Association is revised as follows:

“Article 16 CHAIRING THE ANNUAL GENERAL MEETING

- 1) The Annual General Meeting is chaired by the chairperson of the Supervisory Board or any other person designated by the members of the Supervisory Board, who does not necessarily have to be a member of the Supervisory Board.
- 2) The chairperson of the Annual General Meeting chairs the discussions and determines the order of the items to be discussed and the order of voting, which can also differ from the order shown in the agenda. Furthermore, the chairperson determines the form, procedure and further details of voting and can also stipulate that several items be put to the vote simultaneously.
- 3) The chairperson of the Annual General Meeting can reasonably restrict shareholders' rights to speak and ask questions. In particular, at the start of or during the Annual General Meeting, the chairperson can set a reasonable time limit for the course of the meeting, for the discussion of the individual items of the agenda and for the time for speaking and asking questions in general or for individual speakers.”

k. Amendment of Article 17(2) of the Articles of Association

Article 17(2) of the Articles of Association is revised as follows:

“Unless stipulated otherwise by the Articles of Association or by law, resolutions of the Annual General Meeting are adopted by a simple majority of the votes cast and, to the extent that a capital majority is also required, by a simple majority of the share capital represented at the time the resolution is adopted.”

l. Other amendments to harmonise the German wording of the Articles of Association

The following amendments will be made to harmonise the Articles of Association:

- (1) In Article 2(1), (3), (4), Article 3(4), (5), Article 6 (3), (5), (6), (7), Article 12(2), Article 20(3) and Article 21 of the Articles of Association, the word "Absatz" will be replaced by the abbreviation "Abs." [affects German version only].
- (2) In Article 3(1) of the Articles of Association the word "Euro" after the amount will be deleted and the amount will be preceded by "EUR". In addition, in Article 13(2) of the Articles of Association, the "€" symbol after the amounts will be deleted and the amounts will be preceded by "EUR" [affects German version only].
- (3) In Article 3(1) of the Articles of Association, the abbreviation "i. W." will be replaced by "in Worten" and the word "Euro" will precede the numbers written out [affects German version only].
- (4) In Article 13(2) of the Articles of Association, the amounts stated will be followed by the numbers written out in the following form: "(in Worten: Euro fünftausend)" and "(in Worten: Euro zweitausend fünfhundert)" [affects German version only].
- (5) In Article 12(2) and Article 13(2) of the Articles of Association, the parentheses placed around the numbers shown will be deleted [affects German version only].

m. Registration of the above amendments to the Articles of Association

The Management Board will be instructed not to register the above amendments to the Articles of Association for entry in the commercial register until the stock dividend has been carried out or the Management Board, with the approval of the Supervisory Board, has decided not to proceed with the stock dividend.

A comparison of the current version of the Articles of Association of the company and the new version with the amendments intended by this item 8 and item 7 above with tracked changes will be published on the company's website at https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/de/2020/HAMBORNER_REIT_AG_Satzungsänderungen_2020.pdf from the day the Annual General Meeting is convened.

INFORMATION ON CONDUCTING THE VIRTUAL ANNUAL GENERAL MEETING

On the basis of section 1 COVMG, the Management Board of HAMBORNER REIT AG has resolved, with the approval of the Supervisory Board, to hold the Annual General Meeting of the company as a virtual Annual General Meeting without shareholders or their authorised representatives attending in person (with the exception of the voting right representatives of the company). Holding the Annual General Meeting in this way leads to modifications in the processes of the Annual General Meeting and in shareholders' rights.

We therefore ask the shareholders and their authorised representatives to pay special attention to the following information on registering for the virtual Annual General Meeting, exercising voting rights and other shareholder rights.

Attendance at the Annual General Meeting

Only shareholders who register with the company at the following address in writing, by e-mail or by fax and submit proof of their shareholding in accordance with the following provisions by the end of 1 October 2020 (midnight, CEST) are entitled to participate in the Annual General Meeting and exercise their voting rights:

HAMBORNER REIT AG
c/o BADER & HUBL GmbH
Friedrich-List-Str. 4a
70565 Stuttgart
Fax: +49 (0) 711/23431833
E-mail: hauptversammlung@baderhubl.de

Proof of **shareholdings** must relate to the start of 17 September 2020 (12:00 a.m., CEST) and must be received by the company at the above address no later than by the end of 1 October 2020 (midnight, CEST). Proof of shareholdings prepared in written form (section 126b of the Bürgerliches Gesetzbuch (BGB – German Civil Code)) by the last intermediary is sufficient. The proof must be written in German or English. After the proof of shareholdings has been received, the shareholders will be sent a registration confirmation for the virtual Annual General Meeting by the registration office. The access data for the shareholder portal and forms for authorising third parties or a voting right representative of the company will be sent together with the registration confirmation. We ask that shareholders send their registration and evidence of shareholdings promptly to ensure that they receive their registration confirmation on time.

The right to participate in the Annual General Meeting and exercise voting rights is valid only for the shareholder who has provided proof of his/her shareholding. This right is based solely on the shareholding on the date to which the proof relates. Changes to the shareholding after the date to which the proof relates have no significance with respect to the extent and exercising of the right to participate and to vote. However, at the date to which the proof relates there is no restriction on selling the shares held. Even in the case of (full or partial) sale of the shares after the date to which the proof relates, the decisive factor with respect to the right is solely the shareholding at the date to which the proof relates. Conversely, any additional acquisitions of shares after the date to which the proof relates are not taken into consideration. A person who is not a shareholder on the reference date, for example, but who purchases shares before the Annual General Meeting is not entitled to participate. However, the reference date to which the proof relates is of no significance for the entitlement to receive a dividend.

Audio-visual stream of the Annual General Meeting on the Internet

The audio-visual stream of the entire meeting will be accessible to properly registered shareholders or their authorised representatives from 10:00 a.m. on 8 October 2020 via the access-protected shareholder portal at

<https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html>

The access data for the shareholder portal will be sent together with the registration confirmation for the virtual Annual General Meeting (see above "Participation in the Annual General Meeting").

Procedure for electronic postal voting

Shareholders can submit and amend their votes in the form of electronic postal voting (via the access-protected shareholder portal). Only those shareholders who have properly registered as described under "Participation in the Annual General Meeting" are authorised to vote – personally or through authorised representatives – by way of electronic postal voting. After having properly registered, the option to vote by way of electronic postal voting will be available via the access-protected shareholder portal at <https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html>. The access data necessary for the shareholder portal will be sent together with the registration confirmation for the virtual Annual General Meeting (see "Participation in the Annual General Meeting"). The option to vote by way of electronic postal voting will be available via the shareholder portal until immediately before the start of the count of votes at the virtual Annual General Meeting on 8 October 2020, or at least until 11:30 a.m. on the day of the Annual General Meeting. Postal votes can also still be amended via the shareholder portal until that time.

Further details of voting by way of electronic postal voting will be sent after proper registration for the virtual Annual General Meeting with your registration confirmation. Corresponding information can also be found on the company's website at <https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html>.

Proxy voting

Shareholders can arrange for their voting right to be exercised by authorised representatives with appropriate power of attorney, e.g. by the custodian bank, another bank, an association of shareholders or another individual of their choice. The power of attorney, its revocation and evidence of the authorisation provided to the company must be issued in written form. Where power of attorney is issued to banks, shareholder associations or other intermediaries as defined by section 135 AktG, special features generally have to be observed; information on this should be obtained from the respective authorised representative.

We offer our shareholders the opportunity to be represented by an employee nominated by the company as an authorised representative at the Annual General Meeting. In this event, the shareholder is to issue instructions on the individual items of the agenda. Details of this can be found in the documents sent to the shareholders together with the registration confirmation for the virtual Annual General Meeting.

A form for granting power of attorney to third parties or voting right representatives nominated by the company is sent to the shareholders together with the registration confirmation for the virtual Annual General Meeting and can also be downloaded from the website at https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/de/2020/HAMBORNER_REIT_AG_Vollmachtserteilung_an_Dritte_2020.pdf or https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/de/2020/HAMBORNER_REIT_AG_Vollmachtserteilung_an_Stimmrechtsvertreter_2020.pdf. Power of attorney for third parties or the voting right representatives appointed by the company must be received by the company by no later than 7 October 2020 at the following address:

HAMBORNER REIT AG
c/o BADER & HUBL GmbH
Friedrich-List-Str. 4a
70565 Stuttgart
Fax: +49 (0) 711/23431833
E-mail: hauptversammlung@baderhubl.de

Powers of attorney and instructions can also be sent to the company electronically at the above e-mail address.

In addition to the methods described above, after having properly registered (as described above under “Participation in the Annual General Meeting”), there will also be the option to grant or revoke power of attorney, and to provide evidence of this to the company, via the access-protected shareholder portal at <https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html>. The access data necessary for the shareholder portal will be sent together with the registration confirmation for the virtual Annual General Meeting (see “Participation in the Annual General Meeting”). These options will be available via the shareholder portal until immediately before the start of the count of votes at the virtual Annual General Meeting on 8 October 2020, or at least until 11:30 a.m. on the day of the Annual General Meeting. Powers of attorney already granted or of which the company has been notified (as described above) by post, fax or e-mail can also be revoked via the shareholder portal until this time.

Authorised representatives cannot attend the virtual Annual General Meeting in person. They can only exercise the voting rights conveyed by the shares they represent by way of electronic postal voting (as described under “Procedure for electronic postal voting” above) or by granting (sub-) power of attorney, in particular to the voting right representatives appointed by the company. In order for an authorised representative to be able to watch the virtual Annual General Meeting via the shareholder portal, to vote by way of electronic postal voting or to grant a (sub-) power of attorney, including electronically via the shareholder portal, this authorised representative requires the shareholder’s access data for the shareholder portal. If power of attorney is granted at the same time as registering for the virtual Annual General Meeting, the access data will be sent directly to the authorised representative. Otherwise the access data must be passed on to the authorised representative by the shareholder.

Supplementary motions for the agenda at the request of a minority in accordance with section 122(2) AktG

Shareholders whose total shares account for one twentieth of the share capital or a pro rata amount of the share capital of €500,000 can demand that items be added to the agenda and announced. The request is to be submitted in writing to the Management Board of HAMBORNER REIT AG at the following address:

The Management Board of HAMBORNER REIT AG
Goethestrasse 45
47166 Duisburg, Germany
Fax: +49 (0) 203/54405-49

and must reach the company no later than 7 September 2020 (midnight, CEST). Each new item on the agenda must be accompanied by a statement of grounds or proposed resolution.

Applicants must provide evidence that they have held such shares for at least 90 days before the date on which the demand is received and that they will hold the shares until the Management Board’s decision on the motion. Section 121(7) AktG applies with the corresponding changes. Section 70 AktG must be taken into account in calculating the minimum holding period. The motion must be signed by all shareholders, or their duly appointed representatives, constituting the necessary quorum.

Motions and election nominations by shareholders in accordance with sections 126(1), 127 AktG

Every shareholder is entitled to submit countermotions to items on the agenda and nominations for the election of members of the Supervisory Board or auditors. Such motions and nominations, including the name of the shareholder, the statement of grounds and any official opinion of the Management Board or Supervisory Board, are made available immediately at https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/de/2020/HAMBORNER_REIT_AG_Ergaenzungs-_und_Gegenantraege_2020.pdf if the company receives a counter-motion to a proposed resolution for a specific item on the agenda with a statement of grounds or a nomination of a candidate, which does not require substantiation, at the following address by no later than 23 September 2020 (midnight, CEST):

HAMBORNER REIT AG, Vorstandssekretariat
Goethestrasse 45
47166 Duisburg, Germany
Fax: +49 (0) 203/5440549

The company can refrain from publishing a countermotion and its statement of grounds under the conditions stated in section 126(2) AktG. The above rules for countermotions also apply by analogy to the counterproposal of a shareholder for the election of the auditor or Supervisory Board members. The Management Board also does not have to publish a nomination if it does not contain the name, profession or place of residence of the nominee or, for Supervisory Board nomination, details of memberships in other statutory supervisory boards. Unlike for countermotions in accordance with section 126 AktG, reasons do not have to be stated for nominations. Shareholders are requested to provide proof of their shareholder status when sending their countermotion or nomination.

The company will treat admissible countermotions and nominations properly received by no later than 23 September 2020, (midnight, CEST), as if they had been made orally at the Annual General Meeting. The same applies to motions regarding items on the agenda that have been added to the agenda on the basis of an admissible request.

Opportunity to ask questions by means of electronic communication

Shareholders and their authorised representatives (with the exception of voting right representatives appointed by the company) can ask questions by means of electronic communication in accordance with section 1(2) sentence 1 no. 3 COVMG. The option to ask questions is only available to shareholders, or their authorised representatives, who have properly registered for the virtual Annual General Meeting as described under "Participation in the Annual General Meeting". Questions from shareholders must be submitted by no later than two days before the virtual Annual General Meeting, i.e. no later than 6 October 2020, midnight CEST (receipt), exclusively by way of electronic communication via the access-protected shareholder portal at <https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html>.

The Management Board will decide at its due discretion which questions will be answered and how. It can decide to combine questions or to pick out reasonable questions in the interests of other shareholders. The Management Board reserves the right to publish answers to questions in advance on the company's website at <https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html> and, in such event, not to answer these questions if asked again during the virtual Annual General Meeting.

Objections to resolutions of the virtual Annual General Meeting in accordance with section 1(2) sentence 1 no. 4 COVMG

Shareholders and authorised representatives who have exercised the right to vote can raise objections to resolutions of the virtual Annual General Meeting by way of electronic communication via the access-protected shareholder portal at <https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html> in accordance with section 245 no. 1 AktG in conjunction with section 1(2) sentence 1 no. 4 COVMG. The right to raise objections is available on 8 October 2020 from the start of the virtual Annual General Meeting until it is closed by the chairperson.

Further explanations of the rights of the shareholders

Further explanations of the rights of shareholders under section 122(2), section 126(1), section 127 AktG and section 1(2) sentence 1 no. 3 and 4, sentence 2 COVMG will be available on the company's website at <https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html> from the time at which the meeting is convened.

Total number of shares and voting rights at the time the Annual General Meeting is convened

At the time at which the Annual General Meeting is convened, the share capital of the company consists of 79,717,645 shares; each share entitles the holder to one vote, such that there are 79,717,645 voting rights on the basis of the Articles of Association at the time at which the meeting is convened. The company does not hold any treasury shares.

Publications on the website and documents to be made available for inspection

This invitation to the Annual General Meeting, the documents and motions from shareholders to be made available, further explanations on the rights of shareholders under section 122(2), section 126(1), section 127 AktG and section 1(2) sentence 1 no. 3 and 4, sentence 2 COVMG plus additional information are also available on the company's website at

- / <https://www.hamborner.de/en/investor-relations/general-shareholders-meeting.html>
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_Agenda_AGM_2020.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_Annual_report_2019.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/de/2020/HAMBORNER_REIT_AG_Jahresabschluss_HGB_2019.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/de/2020/HAMBORNER_REIT_AG_Ergaenzungs-_und_Gegenantraege_2020.pdf
- / https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_Explanations_of_the_rights_of_the_shareholders_2020.pdf

They will be accessible during the virtual Annual General Meeting as well.

Copies of the following documents will also be sent to shareholders on request:

- / the invitation;
- / the adopted annual financial statements as at 31 December 2019;
- / the approved IFRS separate financial statements as at 31 December 2019;
- / the combined management report in accordance with HGB and IFRS for the 2019 financial year; and
- / the report of the Supervisory Board for the 2019 financial year.

The results of voting will be announced after the Annual General Meeting on the website at https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/dokumente/en/2020/HAMBORNER_REIT_AG_AGM_Voting_results_2020.pdf.

Data Protection

1. General information

a) Introduction

HAMBORNER REIT AG attaches great importance to data protection and privacy. The following data protection information is intended to inform our shareholders about the processing of their personal data and their rights in this regard in accordance with the applicable data protection laws, in particular Regulation (EU) 2016/679 (the General Data Protection Regulation (GDPR)), in connection with the preparation, execution and follow-up of the Annual General Meeting.

b) Controller as defined by Article 4 no. 7 GDPR

HAMBORNER REIT AG, Goethestrasse 45, 47166 Duisburg, Germany

c) Contact details of the Data Protection Officer

HAMBORNER REIT AG, Data Protection Officer, Goethestrasse 45, 47166 Duisburg, Germany
E-mail: Datenschutz@hamborner.de

2. Information on processing

a) Categories of data

In particular, we process the following categories of personal data:

- / first and last name;
- / address;
- / number of shares;
- / type of share ownership; and
- / ticket number.

Furthermore, we can also process the personal data of a proxy nominated by a shareholder (in particular the proxy's name and place of residence). If shareholders or their proxies contact us, we also process the personal data necessary to respond to any concerns (i.e. the contact details provided by the shareholder or proxy, such as e-mail address or telephone number). If necessary, we also process information on motions, questions, nominations and shareholder requests at the Annual General Meeting.

b) Purposes and legal basis of processing

We use personal data to enable shareholders to participate in and exercise their rights at the Annual General Meeting. The processing of personal data is essential for the proper preparation, execution and follow-up of the Annual General Meeting and to enable shareholders to participate in the Annual General Meeting in accordance with sections 118 et seq. AktG. The legal basis for the processing of personal data is the German Stock Corporation Act in conjunction with Article 6(1) sentence 1 c) GDPR.

Furthermore, we also process personal data to fulfil other legal obligations, such as regulatory requirements and the retention requirements of stock corporation law, securities law, commercial law and tax law. The legal basis for processing is the respective legal regulations in conjunction with Article 6(1) sentence 1 c) GDPR.

All shares of HAMBORNER REIT AG are bearer shares. As these are not registered shares, HAMBORNER REIT AG does not keep a share register within the meaning of section 67 AktG in which the shareholder's name, date of birth and address or the number of shares are entered.

c) Categories of recipients of personal data

We work with external service providers for some aspects of the preparation, execution and follow-up of the Annual General Meeting (in particular, for printing and sending the invitations to the Annual General Meeting and for registering for and executing the Annual General Meeting). Service providers engaged for the purposes of the preparation, execution and follow-up of the Annual General Meeting only receive such personal data from us as are required for the execution of the service commissioned and process the data exclusively in accordance with the instructions issued by HAMBORNER REIT AG. Each of our employees and all the employees of the external service providers who have access to or process personal data are under obligation to treat these data as confidential.

Participants in the Annual General Meeting can also view the data recorded for all participants in the Annual General Meeting in the list of participants to be made available in accordance with section 129(1) sentence 2 AktG.

d) Data sources

We, and the service providers we engage, typically receive shareholders' personal data from the credit institutions commissioned by the shareholders (custodian banks) through our registration office.

e) Retention

Data recorded in connection with the Annual General Meeting is typically retained for up to three years. Unless legal evidentiary provisions require us to retain data for longer or if longer retention is required in connection with legal proceedings, we anonymise or erase personal data. Unless longer retention is required for the above reasons, information on shareholders wishing to speak or ask questions at the forthcoming Annual General Meeting is anonymised after the contestation period.

3. Rights of data subjects

As data subjects, shareholders can contact our Data Protection Officer (details under 1.c above) to exercise their rights in accordance with the General Data Protection Regulation. There are no requirements of form for contacting the Data Protection Office. In particular, these rights are:

- / the right to obtain information on data processing and a copy of the data processed (right to information, Article 15 GDPR);
- / the right to demand the rectification of inaccurate data or the completion of incomplete data (right to correction, Article 16 GDPR);
- / the right to demand the erasure of personal data and, if the personal data were published, to inform other controllers of the application for erasure (right to erasure, Article 17 GDPR);
- / the right to demand the restriction of data processing (right to the restriction of processing, Article 18 GDPR).

Data subjects also have the right to lodge a complaint with a supervisory authority.

Duisburg, August 2020

HAMBORNER REIT AG

The Management Board

HAMBORNER REIT AG

Goethestrasse 45

47166 Duisburg

Germany

Tel.: +49 203 54405-0

Fax: +49 203 54405-49

info@hamborner.de

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