

## Explanations of the rights of the shareholders

(in accordance with sections 122 (2), 126 (1), 127 AktG and section 1 (2) sentence 1 no. 3 and 4, sentence 2 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)

### Request by a minority to supplement the agenda pursuant to section 122 (2) AktG

Shareholders whose aggregate shares reach one twentieth of the share capital or a proportional amount of the share capital of EUR 500,000 may request that items be placed on the agenda and published. The request must be made in writing and sent to the Managing Board of HAMBORNER REIT AG at the following address:

Managing Board of HAMBORNER REIT AG  
Goethestraße 45  
47166 Duisburg  
Fax: +49 (0) 203 54405-49

and must reach the Company no later than 5 April 2020 (midnight CEST). A statement of grounds therefor or proposed resolution must accompany each new agenda item.

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.

Requests for additions to the agenda that must be published, if not already announced with the call, are published immediately upon receipt of the request in the Bundesanzeiger (German Federal Gazette) and supplied for publication to such media where it can be assumed that they will distribute the information throughout the entire European Union. Additionally, they will be published and communicated to the shareholders at the internet [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/de/2020/HAMBORNER_REIT_AG_Ergaenzungs-_und_Gegenantraege_2020.pdf).

The provisions of the German Stock Company Act underlying these shareholder rights read as follows:

#### Section 122 Calling of a meeting at the request of a minority (excerpt)

- (1) <sup>1</sup>An Annual General Meeting shall be called if shareholders whose holding in the aggregate equals or exceeds one-twentieth of the share capital request such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the

Managing Board. <sup>2</sup>The Articles of Association may provide that the right to request an Annual General Meeting be in another form and require the holding of a smaller proportion of the share capital. <sup>3</sup>Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the Managing Board decides on the request. <sup>4</sup>Section 121 (7) shall be applied accordingly.

- (2) <sup>1</sup>In the same manner, shareholders with shares aggregating one-twentieth of the share capital or the proportional amount of EUR 500,000 may request that items be placed on the agenda and published. <sup>2</sup>A statement of the grounds therefor or a proposed resolution must accompany each new item. <sup>3</sup>The request within the meaning of the first sentence must reach the company at least 24 days (30 days in the case of listed companies) before the meeting; the day of receipt shall not be counted.

#### Section 121 General Provisions (excerpt)

- (7) <sup>1</sup>In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. <sup>2</sup>Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. <sup>3</sup>§§ 187 to 193 of the German Civil Code shall not be applied analogously. <sup>4</sup>In case of unlisted companies, the articles may provide for a different calculation of the deadline.

#### Section 70 Calculation of the period of possession of the share of stock

<sup>1</sup>Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. <sup>2</sup>The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG).

#### **Motions and nominations by shareholders pursuant to sections 126 (1) and 127 AktG**

Every shareholder is entitled to submit counter-motions on items of the agenda and nominations for the election of Supervisory Board members or the appointment of auditors. Motions and nominations that are to be made accessible shall immediately be made accessible together with the name of the shareholder, the grounds therefor and any position of the Managing Board and/or Supervisory Board at [https://www.hamborner.de/fileadmin/user\\_upload/004\\_investor\\_relations/hauptversammlung/okumente/de/2020/HAMBORNER\\_REIT\\_AG\\_Ergaenzungs-\\_und\\_Gegenantraege\\_2020.pdf](https://www.hamborner.de/fileadmin/user_upload/004_investor_relations/hauptversammlung/okumente/de/2020/HAMBORNER_REIT_AG_Ergaenzungs-_und_Gegenantraege_2020.pdf), if the company, not later than 21 April 2020 (midnight CEST), receives a counter-motion against a proposed resolution on a specific agenda item with grounds therefor or a nomination which does not need grounds at the following address:

HAMBORNER REIT AG  
Vorstandssekretariat  
Goethestraße 45  
47166 Duisburg  
Fax: 0203 54405-49.

The company may refrain from publishing a counter-motion and its grounds or a nomination under the requirements specified in section 126 (2) AktG. The above rules for counter-motions likewise

apply by analogy to nominations of a shareholder for the election of Supervisory board members or appointment of the auditor; grounds are not needed for nominations.

Shareholders are requested to provide proof of their shareholder status when sending the counter-motion 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.

The provisions of the German Stock Company Act underlying these shareholder rights, which also specify the conditions upon which it is possible to refrain from making counter-motions and nominations accessible, read as follows:

#### Section 126 Motions by shareholders

(1) <sup>1</sup>Motions by shareholders, including the name of the shareholder, the grounds therefor and any position taken by management must be made accessible to the entitled parties named in section 125 (1) through (3) if the shareholder at least 14 days before the meeting of the company has sent a counter-motion against a recommendation by the Managing Board and Supervisory Board on a certain item of the agenda with grounds therefor to the address communicated for this in the call. <sup>2</sup>The day of receipt is not counted. <sup>3</sup>For listed companies, the accessibility must occur on the website of the company. <sup>4</sup>Section 125 (3) applies accordingly.

(2) <sup>1</sup>A counter-motion and the grounds therefor need not be made accessible:

1. if the Managing Board would become criminally liable by reason of such communication;
2. if the counter-motion would result in a resolution of the Annual General Meeting which would be illegal or would violate the Articles of Association;
3. if the grounds contain statements which are manifestly false or misleading in material respects or which are libellous;
4. if a counter-motion of such shareholder based on the same facts has already been made accessible with respect to an Annual General Meeting of the company pursuant to section 125;
5. if the same counter-motion of such shareholder on essentially identical grounds has already been made accessible pursuant to section 125 to at least two Annual General Meetings of the company within the past five years and at such Annual General Meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion;
6. if the shareholder indicates that he will neither attend nor be represented at the Annual General Meeting; or
7. if, within the past two years at two Annual General Meetings, the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.

<sup>2</sup>The statement of the grounds need not be made accessible if it exceeds five thousand characters.

(3) If several shareholders make counter-motions for resolution in respect of the same subject matter, the Managing Board may combine such counter-motions and the respective statements of the grounds.

#### Section 127 Nominations by shareholders (excerpt)

<sup>1</sup>Section 126 shall apply analogously to a nomination by a shareholder for the election members of the supervisory board or the appointment of auditors. <sup>2</sup>The nomination need not be supported by a statement of the grounds therefor. <sup>3</sup>The Managing Board also need

not communicate such nomination if it fails to contain the particulars required by section 124 (3) fourth sentence and section 125 (1) fifth sentence.

### **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/investor-relations/hauptversammlung.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/investor-relations/hauptversammlung.html> and, in such event, not to answer these questions if asked again during the virtual Annual General Meeting.

The provisions of COVMG underlying shareholders' option to ask questions read as follows:

#### Section 1 Stock corporations; partnerships limited by shares; European companies (SEs); mutual insurance companies (excerpt)

- (2) 1 The Management Board may decide to hold the Annual General Meeting as a virtual Annual General Meeting without shareholders or their authorised representatives attending in person, if
3. shareholders are given the opportunity to ask questions by means of electronic communication,

<sup>2</sup>The Management Board will decide at its due discretion which questions will be answered and how; it may also stipulate that questions be submitted by means of electronic communication no later than two days prior to the 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/investor-relations/hauptversammlung.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.

The provisions of COVMG underlying shareholders' right to object read as follows:

Section 1 Stock corporations; partnerships limited by shares; European companies (SEs); mutual insurance companies (excerpt)

- (2) 1 The Management Board may decide to hold the Annual General Meeting as a virtual Annual General Meeting without shareholders or their authorised representatives attending in person, if
  4. the shareholders that have exercised their voting rights in accordance with no. 2 are – in derogation from section 245 no. 1 AktG – granted the opportunity to object to an Annual General Meeting resolution without being required to be physically present at the Annual General Meeting.

The provisions of AktG underlying shareholders' right to object read as follows:

Section 245 Authority to bring an action for avoidance (excerpt)

The following shall have authority to bring an action for avoidance:

1. Any stockholder attending the Annual General Meeting, provided he has purchased the shares of stock already prior to the agenda having been published by notice and

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In addition, the chairman of the meeting is entitled to adopt various rules of order at the Annual General Meeting. The underlying provisions of the Articles of Association of the company read as follows:

Section 16 of the Articles of Association of HAMBORNER REIT AG (excerpt)

The chairman of the meeting may specify an order of business that deviates from the announced agenda. He shall determine the manner and form of voting.