

## Explanations of the rights of the shareholders

(in accordance with sections 122 (2), 126 (1), 127 AktG and section 1 of the *Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* (hereinafter "**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))

### 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:

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

and must reach the company no later than Monday, 28 March 2022 (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. This evidence can be provided using the share register. Sections 121 (7) and 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/en/general-shareholder-meeting>

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 countermotions 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/en/general-shareholder-meeting>

if the company, not later than 13 April 2022 (midnight CEST), receives a countermotion 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: +49 (0) 203/54405-49.

The company may refrain from publishing a countermotion and its grounds or a nomination under the requirements specified in section 126 (2) AktG. The above rules for countermotions 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 countermotion or nomination.

Section 1 (2) sentence 2 COVMG stipulates that motions and nominations to be made available under sections 126 (1), 127 AktG are deemed to have been made at the meeting if the shareholder making the countermotion or nomination has provided proper proof of eligibility and has registered for the Annual General Meeting.

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 countermotions 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 countermotion 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 countermotion 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 countermotion 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 countermotion 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 countermotion 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 countermotion;
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 countermotion 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 countermotions for resolution in respect of the same subject matter, the Managing Board may combine such countermotions 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.

## **Right to ask questions by means of electronic communication**

Shareholders and their authorised representatives (with the exception of voting right representatives appointed by the company) have the right to question by means of electronic communication in accordance with section 1(2) sentence 1 no. 3 COVMG. The right to question 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 one day before the virtual Annual General Meeting, i.e. no later than 26 April 2022, midnight CEST (receipt), exclusively by way of electronic communication via the access-protected shareholder portal at

<https://www.hamborner.de/en/general-shareholder-meeting>

In accordance with section 1 (2) sentence 2 COVMG, the Management Board will decide at its due discretion how it will answer questions. It can combine questions.

The provisions of COVMG underlying shareholders’ option to ask questions and the amending law read as follows:

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

- (2) <sup>1</sup>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.

## **Submitting video messages via the shareholder portal**

Where a General Meeting is held as a virtual meeting without the physical presence of shareholders or their authorised representative, they do not have the opportunity to comment on the agenda at the Annual General Meeting. The Management Board has therefore decided, with the approval of the Supervisory Board, to give shareholders or their authorised representatives the opportunity – going beyond the requirements of the COVMG – to comment on the agenda by means of video messages.

Shareholders duly registered for the Annual General Meeting or their authorised representatives can submit their video messages electronically, stating their name, via the shareholder portal, accessible via the company’s website at

<https://www.hamborner.de/en/general-shareholder-meeting>.

Video messages may be submitted via the access-protected shareholder portal from Thursday, 31 March 2022, until Tuesday, 26 April 2022, 24:00 CET. The duration of such video message should not exceed five minutes. Furthermore, only such video messages are permitted in which the

shareholder or his/her authorised representative appears in person.

It is generally intended to publish the submitted video messages, disclosing the name of the submitting shareholder or authorised representative, on the access-protected shareholder portal, accessible via the company's website, prior to the Annual General Meeting. The company also reserves the right to show submitted video messages during the Annual General Meeting. Further, it is pointed out that there is no legal claim to the publication of a video message. The company reserves the right, in particular, not to publish video messages with insulting, discriminatory, criminally relevant or obviously false or misleading content, as well as those without any reference to the agenda or in a language other than German. This also applies to video messages longer than five minutes or those that do not meet the technical requirements, as well as those video messages that have not been submitted by the aforementioned deadline. Only one video message will be published per shareholder or authorised representative.

The video messages are intended to give shareholders or their authorised representatives an opportunity to comment. In contrast, with regard to questions as well as counter motions and election proposals, the procedure described above applies. It should be noted that questions, counter motions or election proposals contained in a video message but not submitted as described above will be disregarded.

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

Properly registered 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/general-shareholder-meeting>

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 28 April 2022 from the start of the virtual Annual General Meeting until it is closed by the chairperson.

The provisions of COVMG and the amending law underlying shareholders' right to object read as follows:

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

(2) <sup>1</sup>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

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

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) 2 of the Articles of Association of HAMBORNER REIT AG

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.

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.