

Declaration of Compliance in Accordance with Section 161 of the German Public Limited Companies Act (Aktiengesetz - "AktG")

As at December 2019

Declaration of Compliance in accordance with Section 161 of the AktG

Aareal Bank AG has complied with the recommendations of the Government Commission "German Corporate Governance Code" (as amended and published in the German Federal Gazette on 24 April 2017) – except for the restriction set out below – since the last Declaration of Compliance was issued in December 2018; and will continue to do so, subject to the same restriction.

Pursuant to section 25d of the German Banking Act (Kreditwesengesetz – "KWG"), the Executive and Nomination Committee of Aareal Bank AG's Supervisory Board is required to assume additional tasks which are not supposed to be prepared by shareholder representatives on the Supervisory Board alone. Hence, the Executive and Nomination Committee also includes employee representative members, in contravention of the recommendation in section 5.3.3 of the German Corporate Governance Code (the "Code"). However, the Committee will ensure that the nomination of candidates for election by the Annual General Meeting will be determined exclusively by shareholder representatives on the Committee.

Wiesbaden, December 2019

The Management Board

Hermann J. Merkens

Marc Heß

Dagmar Knopek

Christiane Kunisch-Wolff

Thomas Ortmanns

Christof Winkelmann

For the Supervisory Board

Marija Korsch
(Vorsitzende)