

# Articles of Association

INSTONE REAL ESTATE GROUP SE

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# I. General provisions

## § 1 LEGAL FORM AND COMPANY NAME; REGISTERED OFFICE; FINANCIAL YEAR

- 1.1. The company is a European company (Societas Europaea); the name of the company is **Instone Real Estate Group SE**.
- 1.2. The registered office of the company is in Essen.
- 1.3. The financial year is the calendar year.

## § 2 PURPOSE OF THE COMPANY

- 2.1. The purpose of the company is the acquisition, development, construction, leasing, management and sale or other use of land and buildings as well as equity investments in other companies that are active in this field of business.
- 2.2. The company is authorised to conduct all transactions and to take all measures that are connected with the purpose of the company pursuant to article 2.1 or that are suitable for indirectly serving this purpose. It may acquire and sell developed and undeveloped properties as well as land rights in this connection.
- 2.3. The company is authorised to establish, to acquire or to invest in other companies, especially companies where their business purpose extends in full or in part to the business purpose of the company pursuant to article 2.1. The company may establish branches in Germany and abroad.
- 2.4. The company can sell each of its equity investments or split off its business or assets in full or in part or transfer the business or assets to affiliated companies. The company can furthermore combine companies in which it has an equity interest under its management and/or limit itself to administering the equity interest(s) and enter into company agreements of all kinds as well as spin off its operations in full or in part to companies in which it has a majority equity interest or transfer these operations to such companies.
- 2.5. The company can limit itself to fulfilling only parts of the business purpose.

## § 3 NOTICES; TRANSMISSION OF INFORMATION

- 3.1. The notices of the company are made in the Federal Gazette, unless otherwise stipulated by mandatory provisions of the law.
- 3.2. In accordance with section 49(3) of the Wertpapiershandelsgesetz (WpHG – German Securities Trading Act), the company is entitled to send information to the shareholders by means of electronic data transfer.

# II. Share capital and shares, authorised/contingent capital

## § 4 SHARE CAPITAL

- 4.1. The share capital of the company amounts to **forty-six million nine hundred and eight-eight thousand three hundred and thirty-six euros (EUR 46,988,336)**.
- 4.2. The share capital of the company has been paid in full by way of the conversion of Instone Real Estate AG into a European company (SE).
- 4.3. The share capital is divided into forty-six million nine hundred and eighty-eight thousand three hundred and thirty-six (46,988,336) no-par value shares. The notional amount of the share capital attributable to each no-par value shares is one euro (EUR 1.00).

## § 5 FORM OF THE SHARES; SHARE CERTIFICATION

- 5.1. The shares are bearer shares. Shares from a capital increase are also bearer shares, unless otherwise provided for in the resolution on the capital increase.
- 5.2. The company is authorised to issue certificates for individual shares (individual certificates) or for several shares (global certificates). The right of the shareholders to be issued with certificates for their respective shares is excluded in so far as this is permitted by law and the issuing of a certificate is not required in accordance with the rules of the stock exchange on which the shares are admitted.
- 5.3. The form and content of the share certificates as well as of any dividend warrants and renewal coupons are determined by the Management Board in consultation with the Supervisory Board. The same applies for bonds and promissory notes.
- 5.4. During a capital increase, the profit participation of the new shares can be regulated in divergence from section 60(2) sentence 3 of the Aktiengesetz (AktG – German Stock Corporation Act).

## § 6 AUTHORISED CAPITAL

- 6.1. 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 eight million four hundred and fifty thousand euros (EUR 8,450,000.00) by issuing up to eight million four hundred and fifty thousand (8,450,000) new no-par value bearer shares against cash and/or non-cash contributions (Authorised Capital 2018) by the twenty-eighth of June two thousand and twenty-three (28 June 2023).

6.2. Shareholders shall in principle be granted subscription rights. In accordance with section 186(5) AktG, the shares can also be acquired by one or more credit institutions or entities operating in accordance with section 53(1) sentence 1 or section 53b(1) sentence 1 or (7) of the Kreditwesengesetz (KWG – German Banking Act) with the obligation to offer them to the shareholders of the company for subscription (indirect subscription rights). The Management Board is authorised, however, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights for one or more capital increases as part of the Authorised Capital 2018:

- (a) in order to exclude fractional amounts from the shareholders' subscription rights;
- (b) if this is necessary in order to grant to holders of conversion or option rights arising from or in connection with bonds, profit participation rights and participating bonds or creditors of bonds furnished with conversion obligations (or a combination of these instruments) that have been or will be issued by the company or by companies dependent on or majority-owned by the company a subscription right to new no-par value bearer shares of the company in the extent to which they would be entitled after the option or conversions rights are exercised or after conversion obligations are fulfilled, or if the company exercises an option in respect of such bonds, profit participation rights and participating bonds to grant shares in the company in full or in part instead of paying the cash amount that is due.
- (c) to issue shares against cash contributions if the issue amount of the new shares is not significantly less, within the meaning of sections 203(1) and (2) and 186(3) sentence 4 AktG, than the market price of the shares that are already listed and the notional amount in the share capital attributed to the new shares issued subject to the exclusion of the subscription rights in accordance with section 186(3) sentence 4 AktG does not in total exceed ten percent (10%) of the share capital either at the time this authorisation comes into effect or at the time that it is exercised. Shares that are issued or that are to be issued to serve conversion or option rights arising from or in connection with bonds, profit participation rights and participating bonds or creditors of bonds furnished with conversion obligations or a combination of these instruments or when an option is exercised by the company to grant shares in the company instead of paying the cash amount due from or in connection with bonds, profit participation rights and participating bonds or creditors of bonds furnished with conversion obligations shall be deducted from this number if these bonds were issued in application mutatis mutandis of section 186(3) sentence 4 AktG subject to the exclusion of the subscription rights during the term of this authorisation. Furthermore, treasury shares of the company that are disposed of during the term of this authorisation subject to the exclusion of the shareholders' subscription rights in accordance with section 71(1) no. 8 sentence 5, second half of the sentence in conjunction with section 186(3) sentence 4 AktG shall also be deducted from the maximum limit of ten percent (10%) of the share capital;
- (d) to issue shares in return for non-cash contributions in particular for – but not limited to – the purposes of acquiring (also indirectly) companies, parts of companies, equity investments in companies or other assets (including receivables), properties and property portfolios in connection with an acquisition project, or to serve conversion or option rights and conversion obligations arising from or in connection with bonds, profit participation rights and participating bonds or creditors of bonds furnished with conversion obligations or a combination of these instruments that are issued in return for non-cash contributions; or
- (e) to carry out a stock dividend, in the course of which shares of the company are used (also in part and/or optionally) to fulfil the shareholders' dividend claims.

6.3. The Management Board is authorised, with the approval of the Supervisory Board, to define the further content of the share rights (including a profit participation for the new shares deviating from section 60(2) sentence 3 AktG) and the terms and conditions of the share issue. The Supervisory Board will be authorised, after the Authorised Capital 2018 is utilised or after the deadline for utilising the Authorised Capital 2018 has elapsed, to amend the wording of the Articles of Association.

## § 6a AUTHORISED CAPITAL 2021

6a.1. 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 eight million euros (EUR 8,000,000.00) by issuing up to eight million (8,000,000) new no-par value bearer shares in return for cash and/or non-cash contributions (**Authorised Capital 2021**) by 8 June 2026.

6a.2. Shareholders shall in principle be granted subscription rights. In accordance with section 186(5) AktG, the shares can also be acquired by one or more credit institutions or entities operating in accordance with section 53(1) sentence 1 or section 53b(1) sentence 1 or (7) of the Kreditwesengesetz (KWG – German Banking Act) with the obligation to offer them to the shareholders of the company for subscription (indirect subscription rights). The Management Board is authorised, however, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights for one or more capital increases as part of the Authorised Capital 2021:

- (a) in order to exclude fractional amounts from the shareholders' subscription rights;
- (b) to issue shares against cash contributions if the issue amount of the new shares is not significantly less, within the meaning of sections 203(1) and (2) and 186(3) sentence 4 AktG, than the market price of the shares that are already listed and the notional amount in the share capital attributed to the new shares issued subject to the exclusion of the subscription rights in accordance with section 186(3) sentence 4 AktG does not in total exceed ten percent (10%) of the share capital either at the time this authorisation comes into effect or at the time that it is exercised. Shares that are issued or that are to be issued to serve conversion or option rights arising from or in connection with bonds, profit participation rights and participating bonds or creditors of bonds furnished with conversion obligations or a combination of these instruments or when an option is exercised by the company to grant shares in the company instead of paying the cash amount due from or in connection with bonds, profit participation rights and participating bonds or creditors of bonds furnished with conversion obligations shall be deducted from this number if these bonds were issued in application mutatis mutandis of section 186(3) sentence 4 AktG subject to the exclusion of the subscription rights during the term of this authorisation. Furthermore, treasury shares of the company that are disposed of during the term of this authorisation subject to the exclusion of the shareholders' subscription rights in accordance with section 71(1) no. 8 sentence 5, second half of the sentence in conjunction with section 186(3) sentence 4 AktG shall also be deducted from the maximum limit of ten percent (10%) of the share capital;
- (c) to issue shares in return for non-cash contributions in particular for – but not limited to – the purposes of acquiring (also indirectly) companies, parts of companies, equity investments in companies or other assets (including receivables), properties and property portfolios in connection with an acquisition project; or
- (d) to carry out a stock dividend, in the course of which shares of the company are used (also in part and/or optionally) to fulfil the shareholders' dividend claims.

Under this authorisation, shares can be issued subject to the exclusion of the subscription rights only if the total of the new shares together with new shares from authorised capital or treasury shares that have been issued or disposed of by the company during the term of this authorisation up to the time it is utilised by utilising another authorisation where the shareholders' subscription rights are excluded, and also together with rights that are issued during the term of this authorisation up to the time it is utilised by utilising another authorisation where the subscription rights are excluded and that allow or require the exchange into or the subscription for shares of the company, do not account for a notional amount of the share capital of more than 10% in total of the share capital. The key factor for calculating the limit of 10% of the share capital is the amount of the share capital at the time that this authorisation comes into effect. If the amount of the share capital is lower at the time that this authorisation is exercised, this lower value shall be used.

6a.3. The Management Board will be authorised, with the approval of the Supervisory Board, to define the further content of the share rights (including a profit participation for the new shares deviating from section 60(2) sentence 3 AktG) and the terms and conditions of the share issue. The Supervisory Board will be authorised, after the Authorised Capital 2021 is utilised or after the deadline for utilising the Authorised Capital 2021 has elapsed, to amend the wording of the Articles of Association.

## §7 CONTINGENT CAPITAL 2021

- 7.1. The share capital of the company is contingently increased by up to EUR 4,698,833.00 (in words: four million six hundred and ninety-eight thousand eight hundred and thirty-three euros) by issuing up to 4,698,833 (in words: four million six hundred and ninety-eight thousand eight hundred and thirty-three) new no-par value bearer shares with dividend rights from the start of the financial year in which they are issued (**Contingent Capital 2021**).
- 7.2. The contingent capital increase serves to grant shares to the bearers or creditors of warrant or convertible bonds that are issued by the company or other companies dependent on or majority-owned by the company in accordance with the authorisation of the Annual General Meeting of 9 June 2021 under item 8 (2) of the agenda. It will be carried out only to the extent that the option or conversion rights under the warrant and convertible bonds referred to above are exercised or conversion obligations from such bonds are fulfilled and to the extent that they are not served by treasury shares or new shares from the authorised capital. The issue amount of the new shares is equal here to the option or conversion price to be set in accordance with the specified authorisation.
- 7.3. The Management Board is authorised to stipulate the further details of the implementation of the contingent capital increase.

## §8 TWO-TIER SYSTEM, EXECUTIVE BODIES

The company has a two-tier system. The executive bodies of the company are the management organ (Management Board), the supervisory organ (Supervisory Board) and the Annual General Meeting.

# III. Management Board

## § 9 COMPOSITION; ADOPTION OF RESOLUTIONS; RULES OF PROCEDURE

- 9.1. The Management Board consists of no fewer than two persons.
- 9.2. The Supervisory Board appoints the members of the Management Board and determines how many members there shall be. It can appoint substitute Management Board members. The Supervisory Board can appoint a Chair of the Management Board as well as a Deputy Chair of the Management Board.
- 9.3. The members of the Management Board are appointed for a period of no more than five years. They can be reappointed.
- 9.4. The Management Board is quorate only when all of its members have been invited and at least half of the members, including the Chair of the Management Board or the Chief Financial Officer, attend the meeting and take part in the voting on combined resolutions and resolutions outside of meetings. A Management Board consisting of only two people is quorate only if all members of the Management Board take part in the resolution.
- 9.5. The Management Board adopts resolutions on all matters by a simple majority of the votes cast, unless otherwise stipulated by law. Each Management Board member has one vote. Abstentions are regarded as votes that have not been cast. In the event of a tie, the Chair of the Management Board shall have the casting vote, if at least three Management Board members are appointed.
- 9.6. The Supervisory Board has the right to issue rules of procedure for the Management Board. If the Supervisory Board does not issue rules of procedure for the Management Board, the Management Board draws up rules of procedure for itself by a unanimous resolution of the Management Board members; these rules require the approval of the Supervisory Board.

## § 10 MANAGEMENT

- 10.1. The Management Board is independently responsible for managing the company. It has to conduct the business in accordance with the legal provisions, these Articles of Association and the rules of procedure laid down for the Management Board.
- 10.2. The following types of business transactions may be conducted only with the approval of the Supervisory Board:
  - (a) commencement of new lines of business or material changes, expansions or restrictions of existing lines of business of the company (unless these have been submitted to the Annual General Meeting for approval);
  - (b) the annual planning, including the financial and investment planning and the personnel development estimated on this basis; and
  - (c) the formation, acquisition, sale or winding-up of companies or parts of companies (including mergers, asset transfers and conversions) as well as the acquisition and disposal of equity investments in companies (including changes to the equity share) outside of the investment plan that has been approved; an exception to this is provided for measures that concern project companies.

10.3. The Supervisory Board can make specific other types of business transactions of the Management Board subject to its approval.

10.4. The Supervisory Board can issue approval in advance for a specific group of business transactions generally or for the event that the individual transaction satisfies certain conditions; this approval is revocable.

## **§ 11 REPRESENTATION**

The company is represented by two members of the Management Board or by one member of the Management Board together with an authorised signatory. The Supervisory Board can decide that all or individual members of the Management Board are authorised to represent the company on their own. The members of the Management Board are authorised to enter into legal transactions in the name of the company with themselves as representatives of a third party (exemption from the prohibition on multiple agency of section 181, 2nd alternative, of the Bürgerliches Gesetzbuch (BGB – German Civil Code)).

# IV. Supervisory Board

## § 12 COMPOSITION; ELECTION

- 12.1. The Supervisory Board consists of five members.
- 12.2. The members of the Supervisory Board are each elected for the period up to the end of the Annual General Meeting that resolves on the granting of formal approval for the fourth financial year after the term of office begins, unless the Annual General Meeting decides on a shorter term of office for all or individual Supervisory Board members at the time of the election. The financial year in which the term of office begins is not included in the calculation of the term of office. Members of the Supervisory Board can be re-elected.
- 12.3. Substitute members can be elected for all or individual Supervisory Board members at the same time as the Supervisory Board members are elected; the substitute members take the place of the Supervisory Board member who resigns before the term of office ends and for whom they have been elected as substitute member, unless a new Supervisory Board member is elected by the Annual General Meeting before the resignation becomes effective. The term of office of a substitute member who takes the place of the Supervisory Board member who has resigned expires at the end of the next Annual General Meeting at which a new Supervisory Board member is elected. The term of office of the substitute members expires at the latest upon the expiry of the term of office of the Supervisory Board member who has resigned.
- 12.4. The successor to a member who resigns before their term of office expires is appointed for the remainder of the term of office of the member who has resigned, unless the Annual General Meeting determines a different term of office as set out in article 12.2.
- 12.5. Each member of the Supervisory Board and each substitute member can resign from office by giving written notice to the company, represented by the Management Board. It is sufficient if the notice is submitted to one member of the Management Board. Two weeks' notice has to be given for the resignation. The Management Board can agree to shorten the notice period or to waive the need to comply with the notice period. Resignation with immediate effect is possible in any event if there is good cause.

## § 13 CHAIR; DEPUTY; COMMITTEES

- 13.1. The Supervisory Board elects the Chair and their deputy from among its members. The election is held at a meeting that is held without being specially convened following the Annual General Meeting at which the members of the Supervisory Board are elected. The term of office of the Chair and of their Deputy is the same as their term of office as members of the Supervisory Board, unless a shorter term of office is decided at the time of the election. If the Chair or their Deputy resign from office before the end of their term of office, the Supervisory Board has immediately to conduct a new election for the remaining term of the member who has resigned.
- 13.2. The oldest present member of the Supervisory Board in terms of age chairs the election of the Chair of the Supervisory Board.
- 13.3. The Deputy has the rights and duties of the Chair (only) when the Chair is prevented from performing their function unless otherwise stipulated by law, these Articles of Association or the rules of procedure of the Supervisory Board.

13.4. The Supervisory Board can set up committees, in particular an Audit Committee, from among its members and delegate specific tasks to them. The Supervisory Board determines the duties and procedures of the committees in its rules of procedure or by separate resolution.

## **§ 14 REMUNERATION**

14.1. The members of the Supervisory Board receive basic fixed annual remuneration of of seventy five thousand euros (EUR 75,000.00). The Chair of the Supervisory Board receives double this amount, the Deputy Chair receives one and a half times this amount.

14.2. Members of the Audit Committee receive additional fixed annual remuneration of fifteen thousand euros (EUR 15,000) and members on other committees of the Supervisory Board receive additional fixed annual remuneration of seven thousand five hundred euros (EUR 7,500.00). The Chair of each committee receives double the relevant fixed remuneration.

14.3. All the remuneration specified above is payable after the end of the financial year. Supervisory Board members who have been members of the Supervisory Board or of a committee of the Supervisory Board only for part of the financial year receive the corresponding remuneration pro rata temporis for this financial year. The company reimburses to the members of the Supervisory Board the value added tax to be paid on their remuneration.

14.4. The company reimburses to the members of the Supervisory Board the reasonable expenses incurred in the performance of their official duties. The value added tax is reimbursed by the company if the members of the Supervisory Board are entitled to invoice the value added tax separately to the company and exercise this right.

14.5. The company provides the members of the Supervisory Board with insurance protection, in particular in the form of liability insurance (D&O insurance), to cover the statutory liability arising from the Supervisory Board work.

## **§ 15 MEETINGS**

15.1. The Chair of the Supervisory Board, in their absence the Deputy Chair, convenes the meetings of the Supervisory Board, indicating the items of the agenda at the same time. Motions on items of the agenda must be announced in such good time before the meeting that it is also possible for members of the Supervisory Board who do not attend the meeting to cast a written vote.

15.2. The invitation convening the meeting can be sent in writing, by e-mail or by fax.

15.3. At the request of the Supervisory Board, the Management Board is required to attend meetings and to report to the Supervisory Board on an ongoing basis in the scope laid down by law, these Articles of Association and the rules of procedure of the Management Board.

15.4. If an item of the agenda has not been duly and properly announced, a resolution may be adopted on the item only if no Supervisory Board member present objects. In such an event, Supervisory Board members who are not present are to be given the opportunity to object to the resolution within a reasonable period to be determined by the Chair or, in their absence, by the Deputy Chair. The resolution takes effect only when the Supervisory Board members who were absent do not object within this period or when they approve the resolution.

- 15.5. The Supervisory Board must hold no fewer than two meetings every six months of the calendar year. It additionally holds meetings as often and as soon as the interests of the company require. Where justified in exceptional cases, these meetings can be conducted by conference call or video conference on the instruction of the Chair of the Supervisory Board or, in their absence, on the instruction of the Deputy Chair.
- 15.6. Each Supervisory Board member or the Management Board can request, while stating the purpose and the reasons for this, that the Chair of the Supervisory Board or, in their absence, the Deputy Chair convene the Supervisory Board without undue delay. A meeting of this kind must take place within two (2) weeks of being called. If the request is not met, the Supervisory Board member or the Management Board can themselves convene the Supervisory Board by announcing the facts and issuing an agenda.

## **§ 16 ADOPTION OF RESOLUTIONS; MINUTES**

- 16.1. The Supervisory Board is quorate during meetings when all members have been invited and at least half of the members of which the Supervisory Board has to consist participate in the adoption of the resolution. A member who abstains is also regarded as participating. Supervisory Board members who are absent can take part in the adoption of resolutions of the Supervisory board or of its committees by arranging to have their votes submitted in writing by other Supervisory Board members.
- 16.2. Unless otherwise stipulated by law or these Articles of Association, the Supervisory Board adopts its resolutions by a simple majority of the votes cast. An abstention does not count as a vote cast. If the vote is tied, a new vote is held and this also produces a tied vote, the Chair of the Supervisory Board shall have the casting vote.
- 16.3. Resolutions can furthermore be adopted by votes that are cast and submitted in writing, by telephone, by-email, by telefax or in an equivalent manner to the Chair of the Supervisory Board or, in their absence, to the Deputy Chair. Resolutions can also be adopted using a procedure where votes are submitted via various permitted communication channels as well as where some votes are cast at the meeting and some as submitted via other permitted communication channels – also at a later time – by members who are not present. Each of these cases require either that all members take part in the adoption of the resolution or the Chair of the Supervisory Board mandates a procedure of this kind for the adoption of the resolution and at least half of the members of which the Supervisory Board has to consist participate in the adoption of the resolution. The Chair of the Supervisory Board can in any event set a reasonable period for the vote. Members of the Supervisory Board do not have a right to object to instructions of the Chair pursuant to this article 16.3.
- 16.4. Minutes of the meetings and resolutions of the Supervisory Board have to be produced, which have to be signed by the Chair or, in their absence, the Deputy Chair. Copies of the minutes shall be circulated to the members of the Supervisory Board without undue delay after they are signed. The minutes shall report the place and date of the meeting, the participants, the items of the agenda items, the main content of the discussions and the resolutions of the Supervisory Board. Resolutions adopted outside of meetings are recorded in writing and signed by the Chair or, in his absence, by the Deputy Chair, or by a member designated by the Supervisory Board to do so, with copies circulated to all members of the Supervisory Board without undue delay.

## **§ 17 REPRESENTATION**

Declarations of intent of the Supervisory Board and of its committees are issued in the name of the Supervisory Board by the Chair or, in their absence, by the Deputy Chair. The Chair or, in their absence, the Deputy Chair is authorised to receive declarations for the Supervisory Board. Section 78(2) sentence 2 AktG remains unaffected.

## **§ 18 POWERS**

18.1. The duties and rights of the Supervisory Board are determined by the law and these Articles of Association. The engagement of the auditor of the financial statements following their election by the Annual General Meeting also comes under the responsibility of the Supervisory Board.

18.2. The Supervisory Board adopts rules of procedure for itself within the framework of the statutory regulations and the provisions of these Articles of Association.

18.3. The Supervisory Board is authorised to decide on amendments and additions to these Articles of Association that relate solely to their wording.

# V. Annual General Meeting

## § 19 VENUE, CONVENING

- 19.1. The Annual General Meeting is held at the registered office of the company or in another German city with at least one hundred thousand (100,000) inhabitants.
- 19.2. Unless a different period is stipulated by law, the Annual General Meeting has to be convened no fewer than thirty (30) days before the date of the Annual General Meeting by a notice published in the Federal Gazette. The minimum notice period is extended by the day of the registration deadline in section 19.3. The calculation of the period is subject to the statutory regulations.
- 19.3. Only the shareholders who register for the Annual General Meeting and furnish proof of their shareholding are entitled to participate in the Annual General Meeting and to exercise their voting rights. The registration and proof of shareholding must be received by the company no less than six (6) days before the Annual General Meeting in written or electronic form (section 126b BGB) at the address indicated for this in the invitation convening the meeting. The day of the Annual General Meeting and the day that the registration is received shall not be counted.
- 19.4. Proof of the shareholding in accordance with section 67c(3) AktG is sufficient as proof of eligibility pursuant to section 19.3. The proof has to relate to the beginning of the twenty-first day before the Annual General Meeting.
- 19.5. The Management Board is authorised to allow parts or all of the Annual General Meeting to be broadcast by means of a video and audio feed. It announces this when convening the Annual General Meeting.
- 19.6. The Management Board is authorized to stipulate that shareholders may take part in the Annual General Meeting even if they do not attend the venue and do not make use of a proxy and may exercise all or some of their rights in full or in part by means of electronic communication. If the Management Board makes use of this authorisation, it announces the further details of the procedure when convening the Annual General Meeting. Shareholders who attend the meeting in accordance with sentence 1 are neither entitled to file an objection to the resolutions of the Annual General Meeting, nor do they have the authority to contest them pursuant to section 245(1) no. 1 of the AktG

## § 20 CHAIRING OF MEETINGS

- 20.1. The Annual General Meeting is chaired by the Chair of the Supervisory Board or another member of the Supervisory Board to be designated by the Chair. If the member of the Supervisory Board designated as the chair of the meeting is prevented from performing this function, the Supervisory Board members present at the Annual General Meeting elect the chair of the meeting. If an election in accordance with the above procedure is not held, the chair of the meeting is elected by the Annual General Meeting. A person who is not a member of the Supervisory Board can also be elected in the cases described in sentence 2 and sentence 3.
- 20.2. The chair of the meeting presides over the meeting. They determine the order in which the items of the agenda are dealt with as well as the nature and order of the votes. The chair of the meeting can determine the order in which contributors speak and is authorised to impose reasonable time limits on the shareholders' right to ask questions and to speak. They are in particular entitled at the start or in the course of the Annual General Meeting to set a reasonable time frame for the full proceedings of the Annual General Meeting, for individual items of the agenda, or for individual contributors to speak or ask questions.

## § 21 VOTING

- 21.1. Each share confers one vote at the Annual General Meeting.
- 21.2. Voting rights can be exercised by proxies. The proxy, its revocation and proof of the authorisation in relation to the company must be issued in written or electronic form. The details regarding the issuing of these proxies, their revocation and the proof provided to the company are announced in the invitation convening the meeting, in which a simplification of the requirements can also be specified. Section 135 AktG remains unaffected.
- 21.3. The Management Board is authorised to stipulate that shareholders may cast their votes in writing or by means of electronic communication even if they do not attend the Annual General Meeting (postal voting). If the Management Board makes use of this authorisation, it announces the further details of the procedure for the postal vote when convening the Annual General Meeting.
- 21.4. The resolutions of the Annual General Meeting are adopted by a simple majority of the votes cast, unless a larger majority is stipulated by mandatory legal regulations. In the absence of mandatory statutory provisions to the contrary, amendments to the Articles of Association require a two thirds majority of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast. If the law stipulates that resolutions of the Annual General Meeting additionally require a majority of the share capital represented in the adoption of the resolution, a simple majority of the share capital represented in the adoption of the resolution is sufficient, if permitted by law. A motion is regarded as rejected if the vote is tied.
- 21.5. Resolutions that can be adopted under the conditions set out in article 21.4 sentence 2 by a simple majority of the votes include in particular, but are not limited to, all resolutions of the Annual General Meeting on
- (a) capital increases with subscription rights of the shareholders in return for contributions (section 182(1) AktG),
  - (b) capital increases from company funds (section 207(2) AktG in conjunction with section 182(1) AktG), and
  - (c) the issuing of convertible bonds, participating bonds and other instruments to which the shareholders have a subscription right (section 221 AktG).
- 21.6. A majority comprising at least three quarters of the votes cast is required for the removal of members of the Supervisory Board who have been elected where nominations were not binding. This also applies to any amendment of this article 21.6 itself.

## § 22 AUDIO AND VIDEO TRANSMISSIONS

On the instruction of the chair of the meeting, parts or all of the Annual General Meeting can be broadcast by means of a video and audio feed. The broadcast can also be conducted in a form that provides the public with unlimited access. The form of the broadcast has to be announced in the invitation convening the meeting.

# VI. Annual financial statements; appropriation of the profits

## § 23 ANNUAL FINANCIAL STATEMENTS

The annual financial statements and the consolidated financial statements are prepared, audited and approved in accordance with the statutory regulations.

## § 24 APPROPRIATION OF THE PROFITS

The Annual General Meeting decides on the appropriation of the net retained profit resulting from the approved annual financial statements. The Annual General Meeting can decide to distribute a non-cash dividend in place of or in addition to the cash dividend.

# VII. Final provisions

## § 25 PLACE OF JURISDICTION

By subscribing for or acquiring shares or interim certificates of the company, the shareholders are subject in all disputes with the company or members of the executive bodies of the company to the general place of jurisdiction of the company in the absence of any mandatory statutory regulations to the contrary. This also applies for disputes in which compensation is claimed for damage caused by public capital market information that is incorrect or misleading or has not been disclosed. Foreign courts do not have jurisdiction for disputes of this kind.

## § 26 FORMATION; FORMATION EXPENSES; COSTS OF THE CONVERSION

- 26.1. The share capital of the company is provided in the amount of thirty-six million nine hundred and eighty-eight thousand three hundred and thirty six euros (EUR 36,988,336.00) by way of the non-cash contribution resulting from the change of form of Instone Real Estate Group N.V., a Dutch public limited company (naamloze vennootschap) with its registered office in Amsterdam, entered in the Dutch commercial register (Handelsregister van de Kamer van Koophandel) under registration number 60490861.
- 26.2. The costs incurred by the creation of the company and the costs of the change of form of the company into the legal form of a public limited company are borne by the company up to an amount of one million five hundred thousand euros (EUR 1,500,000.00).
- 26.3. The company bears the costs of the formation of Instone Real Estate Group SE resulting from the conversion of Instone Real Estate Group AG into the legal form of an SE up to the amount of one million five hundred thousand euros (EUR 1,500,000).

## § 27 SEVERABILITY CLAUSE

- 27.1. Should one of the provisions of these Articles of Association or a provision incorporated in them in the future be invalid or unenforceable in full or in part or lose its validity or enforceability at a later date, the validity of the remaining provisions shall not be affected by this. The same shall apply if it should emerge that these Articles of Association contain a gap or omission in the regulations.
- 27.2. A reasonable provision shall be agreed to replace the invalid or unenforceable provision or to fill the regulatory gap that, to the extent possible in law, comes as close as possible to what the shareholders would have agreed if they had been aware that these Articles of Association were invalid, unenforceable or there was a gap or omission.
- 27.3. If the invalidity of a provision is based on a measure of performance or time (deadline or date) defined in these Articles of Association, the measure of performance (time or date) that is permitted by law and that comes as close as possible to the intention of the shareholders shall be agreed.