

– *CONVENIENCE TRANSLATION ONLY* –

**Extraordinary General Meeting of Deutsche Industrie REIT-AG, Rostock,
(virtual General Meeting)**

**Wednesday, 8 December 2021,
at 11:00 hours (CET)**

in the premises of Grünebaum Gesellschaft für Event-Logistik GmbH,
Leibnizstraße 38, 10625 Berlin, Germany

Information pursuant to § 121 (3) No. 3 Stock Corporation Act (AktG) on shareholders' rights in accordance with § 122 (2), § 126 (1) and § 127 Stock Corporation Act (AktG), § 1 (2) of the COVID-19 Act (as defined below)

The convocation of the virtual shareholders' meeting already contains information on the rights of shareholders pursuant to Section 122 (2), Section 126 (1) and Section 127 of the German Stock Corporation Act (*AktG*) and Section 1(1), (2) and (6) of the German Act on Measures in Company, Cooperative, Association, Foundation and Housing Property Law to Combat the Impact of the Covid-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) in its form as last amended by the German Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Application Due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws (*Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze*) of 10 September 2021 (“**COVID-19 Act**”).

The following comments provide further explanation of these provisions in accordance with Section 121 (3) sentence 3 no. 3 of the German Stock Corporation Act.

1. Additions to the agenda on request by a minority pursuant to Section 122(2) German Stock Corporation Act (AktG)

Shareholders whose shares, alone or in the aggregate, are at least equivalent to one twentieth of the share capital or to a pro rate amount of EUR 500,000.00 (equivalent to 500,000 shares) are entitled under

Section 122(2) German Stock Corporation Act (*AktG*) to request that items be placed on the agenda and announced.

The request is to be made to the Company's Management Board in writing and must be received by the Company at least 30 days before the Extraordinary General Meeting, i.e., no later than

7 November 2021, 24:00 hours (CET).

Please send such requests to one of the following addresses:

**Deutsche Industrie REIT-AG
-Management Board-
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich**

or in electronic form in accordance with Section 126a German Civil Code (*BGB*) via e-mail (with qualified electronic signature):

ir@deutsche-industrie-reit.de

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they have held the shares until the decision of the Management Board on the request; Sections 70 and 121(7) German Stock Corporation Act (*AktG*) apply when calculating the shareholding period.

Additions to the agenda which have to be announced will be published in the Federal Gazette without undue delay after receipt of the request and forwarded for publication to such media as may be expected to disseminate the information throughout the European Union, unless this has already been done at the time of the convocation. They will also be made available to shareholders on the Company's website at

<https://www.deutsche-industrie-reit.de/en/investor-relations/general-meeting>.

Any admissible resolution proposal, submitted together with an adequate supplemental request, will be treated in the virtual General Meeting as if it had been once again submitted in the virtual General Meeting, provided that the shareholder submitting the request is duly registered for the virtual General Meeting and has duly provided evidence of ownership of shares. listed in the Company's share register on the day of the General Meeting and has duly registered for the virtual General Meeting.

The provisions of the German Stock Corporation Act (*AktG*) on which these shareholder rights are based read as follows:

Section 122(1) and (2) of the German Stock Corporation Act (AktG) – Convening a meeting at the request of a minority (excerpt)

- (1) The shareholders' meeting shall be called if shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. 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 management Board decides on the request. Section 121 (7) shall be applied accordingly.
- (2) In the same manner, shareholders whose shares amount in aggregate to no less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may demand that items be put on the agenda and announced. Each new item shall be accompanied by an explanation or a draft Convenience Translation only proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.

Section 121(7) of the Stock Corporation Act – General provisions (excerpt)

- (7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

Section 124(1) of the German Stock Corporation Act (AktG) – Publication of requests for supplements; proposals for resolutions (excerpt)

- (1) If the minority has requested pursuant to Section 122 (2) that items be added to the agenda, these items shall be published either upon calling the meeting or immediately following receipt of the request. Section 121 (4) shall apply analogously; moreover, Section 121 (4a) shall apply analogously to listed companies. Publication and submission shall be made in the same way as applicable for calling the meeting.

Section 70 of the German Stock Corporation Act (AktG) - Calculation of the period of possession of the shares

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, a securities institution 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 (*Kreditwesengesetz - KWG*) shall be equivalent to ownership of the share of stock. 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 (*Versicherungsaufsichtsgesetz - VAG*) or Section 14 of the Act on Savings and Loan Associations (*Gesetz über Bausparkassen - BauSparkG*).

2. Counter-motions and election proposals by shareholders pursuant to Section 126(1), 127 German Stock Corporation Act (AktG), Section 1(2) sentence 3 COVID-19 Act

Shareholders may submit counter-motions against proposals of the Management Board with respect to a particular item on the agenda and proposals with respect to the election of members of the Supervisory Board or the selection of the statutory auditors.

Any such counter-motions and election proposals are to be submitted exclusively to one of the following contact options:

Deutsche Industrie REIT-AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

or

via e-mail: antraege@linkmarketservices.de

or

via fax: +49 (0) 89 21027-298

Counter-motions and election proposals sent to a different address will not be considered.

Any counter-motions and election proposals which are received by the Company under one of the above contact options at least 14 days prior to the general meeting – the day of receipt and the day of the general meeting are not to be considered –, i.e., by

23 November 2021, 24:00 hours (CET),

will be made accessible without undue delay to the other shareholders, including the name of the shareholder and the reasons, on the internet address of the Company available at

<https://www.deutsche-industrie-reit.de/en/investor-relations/general-meeting>.

Any statements by the Management Board and the Supervisory Board will also be published there. Any counter-motion and its reasons do not have to be made accessible if the requirements of Section 126 (2) German Stock Corporation Act (*AktG*) are met.

No counter-motions or election proposals may be submitted during the virtual General Meeting. Admissible counter-motions or election proposals of shareholders that have to be made accessible pursuant to Section 126 or Section 127 German Stock Corporation Act (*AktG*) are deemed pursuant to Section 1(2) sentence 3 COVID-19 Act as being submitted in the virtual Extraordinary General Meeting, provided that the shareholder submitting the counter-motion or election proposal has duly provided evidence of share ownership and has duly registered for the virtual Extraordinary General Meeting.

The provisions of the German Stock Corporation Act (*AktG*) on which these shareholder rights are based read as follows:

Section 126 of the German Stock Corporation Act (AktG) – Motions by shareholders

- (1) Motions by shareholders, including the shareholder's name, the reasoning, and the management's position, if any, must be made available to the beneficiaries mentioned in Section 125 para. 1 through 3 under the conditions specified therein, if the shareholder transmitted to the company a counterproposal to a proposal of the management board and the supervisory board regarding a specific item on the agenda, together with a reasoning, to the address designated for this purpose in the convocation at least 14 days prior to the meeting. The day of receipt is not taken into account. For publicly listed companies, the accessibility is to be provided over the website of the company. Section 125 para. 3 applies *mutatis mutandis*.
- (2) A counterproposal and its supporting information need not be made available if:
 1. the management board would become criminally liable by granting accessibility;
 2. the counterproposal would result in a resolution of the general meeting that would be illegal or would violate the articles of association;
 3. the reasoning contains statements which are obviously false or misleading in material respects or if it contains insults;
 4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a general meeting of the company pursuant to Section 125;
 5. the same counterproposal of such shareholder based on essentially the same reasoning was already made available pursuant to Section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favor of such counterproposal;
 6. such shareholder indicates that he will neither attend nor be represented at the general meeting;
or

7. within the past two years at two general meetings such shareholder has failed to submitted, or cause to be submitted, a counterproposal he transmitted. The supporting information need not be made available if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit counterproposals with respect to the same resolution item, the management board may combine such counterproposals and the respective reasoning.

Section 127 of the German Stock Corporation Act (AktG) – Nomination proposals by shareholders (excerpt)

Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5.

Section 124(3) sentence 4 of the German Stock Corporation Act (AktG) – Publication of request for additions to the agenda; Proposals for resolution (excerpt)

The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence.

Section 125(1) sentence 5 of the German Stock Corporation Act (AktG) – Notifications for the shareholders and to members of the supervisory board (excerpt)

In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

Section 1(2) sentence 3 of COVID-19 Act is set out below under item 4.

3. Right of shareholders to ask questions under Section 1(2) sentence 1 no. 3, sentence 2 COVID-19 Act; right of shareholders to information under Section 131 German Stock Corporation Act (AktG)

Shareholders who have registered in due form and provided evidence of share ownership in due form have the right to ask questions using electronic communications (Section 1(2) sentence 1 no. 3, sentence 2 COVID-19 Act).

Based on Section 1(2) sentence 1 no. 3, second half of the second sentence COVID-19 Act, the Management Board has decided with the consent of the Company's Supervisory Board for organizational reasons that any questions have to be submitted in accordance with the procedure provided for this purpose no later than

6 December 2021, 24:00 hours (CET),

using the designated input mask on the Company's password-protected GM Portal, which can be accessed on the Company's website at

<https://www.deutsche-industrie-reit.de/en/investor-relations/general-meeting>

under "Extraordinary General Meeting 2021". For this purpose, the Company's password-protected GM Portal provides for the button "Submit question". Questions submitted via other channels or later will not be considered. In particular, no questions can be asked during the virtual Extraordinary General Meeting. The Management Board will decide how to answer questions at its own dutiful discretion. Questions and their answers may in particular be consolidated if this appears reasonable to the Management Board. Questions on the information provided by the Management Board are excluded.

Furthermore, the shareholders and their proxies have neither the right to information pursuant to Section 131 German Stock Corporation Act (*AktG*) nor the right to speak or ask questions at and during the virtual Extraordinary General Meeting.

The Company reserves the right to state the name of the shareholder asking the question and/or his proxy when answering the question, unless the statement of the name is expressly objected to when the question is transmitted via the password-protected GM Portal of the Company. The same applies to any advance publication of questions and, if applicable, answers on the Company's website prior to the Extraordinary General Meeting.

The provisions underlying these shareholder rights pursuant to Section 1(2) sentence 1 no. 3 and sentence 2 of the COVID-19 Act are set out below under item 4.

4. Filing objections to resolutions of the Extraordinary General Meeting pursuant to Section 1(2) sentence 1 no. 4 COVID-19 Act

Shareholders who exercise or have exercised their voting right by way of Electronic Postal Vote or granting of proxy, can file objections to resolutions of the virtual Extraordinary General Meeting by way of electronic communication with the notary designated for the issuance of the protocol of the general meeting. Respective objections – provided a vote is cast – can be made from the start of the virtual Extraordinary General Meeting via the Company's password-protected GM Portal available at the internet address

<https://www.deutsche-industrie-reit.de/en/investor-relations/general-meeting>

under "Extraordinary General Meeting 2021" to the protocol, in deviation from Section 245 no. 1 of the German Stock Corporation Act (*AktG*), waiving the requirement to appear at the virtual Extraordinary General Meeting. For this purpose, the Company's password-protected GM portal provides the "Submit objection" button. The declaration is possible via the password-protected GM portal of the Company from the beginning of the virtual Extraordinary General Meeting until its end. Any other form of transmission of objections is excluded.

The shareholders rights are based on the following provisions of COVID-19 Act:

Section 1(1) and (2) COVID-19 Act – Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies (excerpt)

- (1) Decisions on the participation of shareholders in the general meeting by means of electronic communication in accordance with Section 118 (1) sentence 2 of the Stock Corporation Act (electronic participation), the casting of votes by means of electronic communication in accordance with Section 118 (2) of the Stock Corporation Act (absentee voting), the participation of members of the Supervisory Board by means of video and audio transmission in accordance with Section 118 (3) sentence 2 of the Stock Corporation Act and the approval of video and audio transmission in accordance with Section 118 (4) of the Stock Corporation Act may also be made by the management board of the company without authorization by the Articles of Association or rules of procedure.
- (2) The management board may decide that the meeting is held as a virtual general meeting without the physical presence of shareholders or their proxies, provided that
 1. the video and audio transmission of the entire meeting takes place,
 2. the exercise of shareholders' voting rights is possible via electronic communication (absentee voting or electronic participation) as well as the granting of proxies,
 3. the shareholders are given the right to ask questions by way of electronic communication,
 4. the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the general meeting, in deviation from Section 245 no. 1 of the Stock Corporation Act, waiving the requirement to appear in person at the general meeting.

The management board shall decide, at its due and sole discretion, how to answer questions; it may also stipulate that questions must be submitted by electronic communication at least one day before the meeting. Motions or nominations by shareholders which are to be made available pursuant to Section 126 or Section 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the general meeting.

[...]

- (6) The decisions of the management board as referred to in subsections (1) to (5) require the consent of the supervisory board. By way of derogation from Section 108 (4) of the Stock Corporation Act, the supervisory board may pass resolutions pertaining to its consent in writing, by telephone or by other comparable forms, regardless of the rules set out in the by-laws or rules of procedure and without the need for its members to be physically present

Potsdam, October 2021

Deutsche Industrie REIT-AG
The Management Board