

Accentro Real Estate AG

with headquarters in Berlin

Annual General Meeting on Wednesday, 07 June 2023

Explanations on the rights of shareholders pursuant to §§ 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG

1. Request for additions to the agenda (section 122 (2) AktG)

Pursuant to § 122 para. 2 of the German Stock Corporation Act (AktG), shareholders whose combined shareholdings amount to at least 5% of the share capital, which currently corresponds to 1,621,896 no-par value shares, or the pro rata amount of EUR 500,000.00, which corresponds to 500,000 no-par value shares, may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be received by the Company in writing or in electronic form pursuant to § 126a of the German Civil Code (BGB) at least 30 days prior to the Annual General Meeting, i.e. by the end of 7 May 2023 (24:00 CEST) at the latest, at the following address:

Accentro Real Estate AG
Kantstraße 44/45
10625 Berlin
E-mail: ir@accentro.ag

The regulations of the Stock Corporation Act underlying these shareholder rights are as follows:

§ Section 122 (2) of the German Stock Corporation Act (AktG)

(2) In the same manner, shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of 500,000 euros may demand that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the day of receipt shall not be counted.

§ Section 122 (1) sentences 3 and 4 AktG

The applicants shall prove that they have been holders of the shares for at least 90 days prior to the day of receipt of the request and that they hold the shares until the decision of the executive board on the request. § Section 121 (7) shall apply accordingly.

§ Section 121 (7) AktG

(7) In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. The

§§ Sections 187 to 193 of the Civil Code shall not apply mutatis mutandis. In the case of non-listed companies, the articles of association may provide for a different calculation of the time limit.

§ 126a German Civil Code (BGB) Electronic form

(1) If the legally prescribed written form is to be replaced by electronic form, the issuer of the declaration must add his or her name to it and provide the electronic document with a qualified electronic signature in accordance with the Digital Signature Act.

(2) In the case of a contract, the parties shall each electronically sign an identical document in the manner specified in subsection (1).

2. Countermotions and election proposals pursuant to §§ 126 para. 1, 127 AktG

Countermotions by shareholders against a proposal by the Executive Board and Supervisory Board on a specific agenda item pursuant to section 126 AktG or election proposals by shareholders for the election of auditors or Supervisory Board members pursuant to section 127 AktG must also be sent exclusively to the above address.

Countermotions with any reasons and election proposals from shareholders that are received at the above address at least 14 days prior to the day of the Annual General Meeting, i.e. by the end of 23 May 2023 (24:00 hours CEST) at the latest, will be made available to all shareholders on the internet at www.accentro.ag/investor-relations/annual-general-meeting without undue delay, including any statement by the management, provided that the other requirements for an obligation to publish pursuant to section 126 or section 127 of the German Stock Corporation Act (AktG) are met, in particular provided that proof of shareholder status is submitted. Countermotions of shareholders addressed otherwise shall be disregarded.

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Except in the cases of § 126 section 3 of the German Stock Corporation Act (AktG), the Executive Board need not make election proposals of shareholders accessible even if they do not contain the information pursuant to § 124 section 3 sentence 4 of the German Stock Corporation Act (name, profession and place of residence of Supervisory Board members or auditors proposed for election) and § 125 section 1 sentence 5 of the German Stock Corporation Act (memberships in other statutory supervisory boards as well as memberships in comparable domestic and foreign supervisory bodies of business enterprises of Supervisory Board members proposed for election).

The regulations of the Stock Corporation Act underlying these shareholder rights are as follows:

§ Section 126 AktG Motions by shareholders

(1) Motions of shareholders, including the name of the shareholder, the statement of grounds and any statement of the administration, shall be made available to the entitled persons referred to in § 125 paras. 1 to 3 under the conditions stated therein, if the shareholder has sent a counter-motion against a proposal of the executive board and the supervisory board on a specific item of the agenda, including the statement of grounds, to the address communicated for this purpose in the notice convening the meeting at least 14 days before the meeting of the company. The day of receipt shall not be counted. In the case of listed companies, such access shall be made available on the company's website. § 125 par. 3 shall apply mutatis mutandis.

(2) A counter-motion and its grounds need not be made available,

1. insofar as the Executive Board would render itself liable to prosecution by making it accessible,
2. if the counter-motion would lead to a resolution of the general meeting that would be contrary to the law or the articles of association,
3. if the statement of reasons contains statements that are manifestly false or misleading in material respects or if it contains insults,
4. if a counter-motion of the shareholder based on the same facts has already been made available to a general meeting of the company pursuant to section 125,
5. if the same counter-motion of the shareholder with substantially the same grounds has already been made available to at least two general meetings of the company pursuant to section 125 in the last five years and less than one-twentieth of the share capital represented voted in favour of it at the general meeting,
6. if the shareholder indicates that he will not attend the general meeting and will not be represented, or

7. if the shareholder has not made or caused to be made a counter-motion communicated by him at two general meetings in the last two years.

The statement of reasons need not be made available if it exceeds 5 000 characters in total.

(3) If several shareholders make counter-motions on the same subject matter of the resolution, the Executive Board may combine the counter-motions and their reasons.

§ Section 127 sentences 1 to 3 AktG Election proposals by shareholders

Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of supervisory board members or auditors. The nomination need not be substantiated. The management board need not make the election proposal available even if the proposal does not contain the information pursuant to § 124 section 3 sentence 4 and § 125 section 1 sentence 5.

3. Shareholder's right to information pursuant to section 131 (1) AktG

Pursuant to section 131 (1) of the German Stock Corporation Act (AktG), each shareholder may request information from the Executive Board on the Company's affairs at the Annual General Meeting to the extent that such information is necessary for a proper evaluation of the items on the agenda.

The duty to provide information also extends to the legal and business relationships of the company with affiliated companies and to the situation of the group and the companies included in the consolidated financial statements.

The Executive Board may refrain from answering individual questions for the reasons stated in § 131 para. 3 of the German Stock Corporation Act (AktG), e.g. because the provision of the information is, according to reasonable commercial judgement, likely to cause a not inconsiderable disadvantage to the Company or an affiliated company. Pursuant to § 13 para. 4 of the Articles of Association of the Company, the chairman of the meeting is authorised to impose reasonable time limits on the shareholders' right to ask questions and speak.

The regulations of the Stock Corporation Act and the Articles of Association underlying these shareholder rights are as follows:

§ Section 131 AktG Shareholder's right to information

(1) Each shareholder shall, upon request, be provided with information at the general meeting by the executive board regarding the affairs of the company to the extent that such information is necessary to permit a proper evaluation of the item on the agenda. The duty to provide information shall also extend to the legal and business relations of the company with an affiliated company. If a company makes use of the facilitations pursuant to section 266, paragraph 1, sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the general meeting on the annual financial statements in the form they would have been presented without these facilitations. The duty of the management board of a parent company (section 290 (1), (2) of the Commercial Code) to provide information at the general meeting to which the consolidated financial statements and the group management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.

(2) The information must comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure pursuant to § 129 may authorise the chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and to determine further details in this respect.

(3) The executive board may refuse to provide the information,

1. insofar as the provision of the information is likely, according to reasonable commercial judgement, to cause a not inconsiderable disadvantage to the company or an affiliated company;

2. insofar as it relates to tax valuations or the amount of individual taxes;

3. on the difference between the value at which items have been recognised in the annual balance sheet and a higher value of such items, unless the annual general meeting adopts the annual financial statements;

4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of section 264 (2) of the German Commercial Code; this shall not apply if the annual general meeting adopts the annual financial statements;

5. insofar as the Executive Board would render itself liable to prosecution by providing the information;

6. insofar as, in the case of a credit institution or financial services institution, disclosures need not be made in the annual financial statements, management report, consolidated financial statements or group management report regarding the accounting and valuation methods applied and offsets made;

7. to the extent that the information is continuously available on the Company's website for at least seven days prior to the commencement of and during the general meeting.

Information may not be refused for other reasons.

(4) If information has been given to a shareholder outside the general meeting because of his capacity as a shareholder, it shall be given to any other shareholder at his request in the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. The executive board may not disclose the information pursuant to paragraph 3 sentence 1 no. 1 to

4. Sentences 1 and 2 shall not apply if a subsidiary (section 290 (1), (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) provides the information to a parent enterprise (section 290 (1), (2) of the Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent enterprise and the information is required for this purpose.

(5) If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting.

The underlying regulations of the Articles of Association are as follows:

§ 13 para. 4 of the Articles of Association of the Company

(4) The chairman of the meeting is authorised to impose reasonable time limits on the shareholders' right to ask questions and to speak. In particular, he shall be entitled, at the beginning of the general meeting or during its course, to reasonably determine the time frame of the right to ask questions and to speak for the entire course of the general meeting, for individual items on the agenda and/or for individual questions and speeches.