Accentro Real Estate AG
with registered office in Berlin

(Virtual) annual general shareholders' meeting
on Tuesday, 22 June 2021

Report of the Management Board on the authorisation to exclude subscription rights within the framework of the agenda items

8. Resolution on the authorisation to acquire and sell treasury shares pursuant to § 71(1)8 of the Corporation Act with possible exclusion of the subscription rights and any right to offer shares as well as the possibility to redeem treasury shares with a reduction of the share capital

and

9. Resolution on the authorisation to acquire treasury shares pursuant to § 71(1)8 of the Corporation Act with possible exclusion of subscription rights, including via derivatives

1. At this year's general shareholders' meeting, the Company is to be authorised to acquire and use treasury shares pursuant to § 71(1)8 of the Corporation Act. For this purpose, the Company is to acquire treasury shares of up to 10% of the share capital for a period of five years and thus be able to use the legal framework for such authorisations.

2. The authorisation to acquire treasury shares is intended to enable the Company - in addition to redeeming shares - to service subscription rights under a stock option plan with treasury shares as well as options or conversion rights or conversion obligations, to issue shares to employees, to give shares to third parties as consideration in connection with acquisitions of companies and equity interests or as part of strategic partnerships, or to use treasury shares as a stock dividend, among other things.

    a) In some cases, conditional capital or authorised capital is also available. However, situations may arise in which it is not expedient to increase the share capital by issuing new shares; in such cases, treasury shares may also be used.

    b) Thus, it will be possible in the future to (partially) service stock option plans for members of the management and employees of the Company and affiliated companies using treasury shares in accordance with the resolution under Agenda Item 10, Litera b) by the shareholders in general meeting on 24 June 2020. According to the shareholder resolution, the shareholders may be entitled to subscription rights as follows:

        - current and future members of the Management Board of the Company a maximum of 1,297,517 options
        - current and future members of the management of subsidiaries a maximum of 648,759 options
        - current and future employees of the Company a maximum of 810,948 options

- current and future members of subsidiaries of the Company a maximum of 486,569 Options

The stock options are to be exercisable for the first time after four years ("waiting period") and then only if the average market price of the Company's share in XETRA Trading on the last five trading days prior to the day of the exercise of the subscription right from the stock options has increased by at least 20% compared to the subscription price ("performance target"). In addition, the shareholders in general meeting determined that the stock options must have been exercised after 10 years at the latest and defined the exercise period as follows: The exercise may only occur within 15 XETRA Trading Days starting the third XETRA Trading Day after the announcement of the financial figures for the first quarter, the first half year, the first nine months and for the entire financial year as well as after the annual general shareholders' meeting of the Company ("Exercise Period"). In the event the business figures are announced provisionally, the date of the provisional announcement shall be deemed the relevant date for the respective Exercise Period. Otherwise, the restrictions resulting from general provisions of law, in particular the Misuse of Power Ordinance and the Securities Trading Act, must be observed. The stock options may not be exercised within exercise lock-up periods defined by the shareholders in general meeting.

c) § 71(1)2 of the Corporation Act permits the offering of treasury shares to employees even without a special resolution by the shareholders in general meeting. However, the Company would also like to be able to offer shares within the framework of innovative participation models, e.g. only upon the achievement of special targets that can increase the Company's earnings. For some of these models, this resolution is proposed to the shareholders in general meeting.

d) The Company also wants to be able to agree on such innovative remuneration models with strategic partners, e.g. within the framework of development cooperations. In this case, it should be possible to pay the remuneration partly in shares, which are only transferred when certain targets are reached, e.g. a return on the development or achievement of a certain share price. In addition, it should be possible to offer treasury shares in the case of corporate acquisitions. In some cases, it may make sense not to procure the entire purchase price from the Authorised Capital 2018, but to use treasury shares for parts of the purchase price. For example, option plans of the target company sometimes have to be redeemed, or parts of the purchase price might be linked to certain targets. Here, it may be technically difficult to issue the shares using the Authorised Capital 2018 if these targets are met. Therefore, it should also be possible to offer treasury shares.

e) The sale of treasury shares is also to be possible in return for non-cash contributions, subject to the exclusion of shareholders' subscription rights. In appropriate specific cases, such as in connection with the acquisition of companies, participations in companies or other assets, it may be necessary to provide shares rather than money as consideration. In such cases, the possibility of being able to offer treasury shares as consideration often creates an advantage in the competition for interesting acquisition objects as well as the necessary leeway to be able to take advantage of opportunities that arise for the acquisition of companies, participations in companies or other assets in a way that preserves liquidity and is thus also in the interests of the shareholders.

f) In all these cases, the shareholders' subscription rights to these shares must be excluded so that the shares can be used as described. There will be no dilution of voting rights for any shareholders who were already shareholders of the Company prior to the acquisition of the treasury shares, as they will be placed in the same position after the sale of the treasury shares as they were in prior to the acquisition by the Company. For the other shareholders, too, the risk of dilution of voting rights is only slight, not least because of the low free float. The (partial) servicing of stock option plans using treasury shares can also be useful, for example, to limit the capital dilution effect often associated with the issue of new shares. Excessive value-related dilution is to be avoided as far as possible through the specified price framework of this authorising resolution. Here, too, the Management Board will always weigh the shareholders' interests against the interests of the Company before using this authorisation. In deciding on the exclusion of subscription rights, the Management Board will be guided by the interests of the shareholders and will carefully consider whether such exclusion is necessary in the interests of the Company. Only in this case will the subscription right be excluded or the authorisation be exercised.

g) In addition, it should be possible to sell the acquired treasury shares outside the stock exchange for cash while excluding the subscription rights. As a prerequisite, the shares would have to be sold for cash at a price that is not significantly lower than the stock market price of shares in the Company at the time of the sale. This authorisation makes use of the option to simplify the exclusion of subscription rights as permitted by § 71(1)8 of the Corporation Act in corresponding application of § 186(3), Sentence 4 of the Corporation Act. The idea of protecting shareholders against dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant stock market price. The final determination of the sale price for the treasury shares will be made shortly before the sale. The Management Board will keep any discount from the market price as low as possible. However, this authorisation will only apply subject to the condition that the shares issued with the exclusion of subscription rights pursuant to § 186(3), Sentence 4 of the Corporation Act may not exceed a total of 10% of the share capital either at the time this authorisation takes effect or at the time this authorisation is exercised. This limit is to be reduced by those shares issued or sold during the term of this authorisation up to the time of its utilisation based on other corresponding authorisations, to the exclusion of subscription rights in indirect or corresponding application of § 186(3), Sentence 4 of the Corporation Act, to the extent that such a reduction is required by law. With this restriction and the fact that the issue price has to be based on the market price, the asset and voting right interests of the shareholders are adequately protected. In principle, shareholders have the option of maintaining their shareholdings at comparable conditions by purchasing shares on the stock exchange. The authorisation is in the interest of the Company because it gives the

Company greater flexibility. It makes it possible, for example, to sell treasury shares to institutional investors or to tap into new groups of investors.

h) Furthermore, according to Litera d) of the authorisation proposed under Agenda Item 8, in the event of a sale of treasury shares by means of a public offer to all shareholders, it will be possible to exclude the subscription right for fractional amounts in order to facilitate the settlement.

3. The proposed resolutions provide for various ways of acquiring the shares. In addition to the established channels via the stock exchange, it should also be possible, for example, to acquire shares directly from shareholders who are willing or obliged to sell them or by means of put options.

   a) In the future, the Company would like to make use of the possibility of linking parts of the purchase price to certain performance targets in appropriate cases. To the extent the purchase price consists of shares, these shares will revert to the Company if the targets are not met. Among other things, in order to permit this reversion in all scenarios, the Management and Supervisory Boards propose the authorisation of the acquisition in these situations, i.e. from shareholders subject to the duty to surrender shares. In such cases, a tender right of the other shareholders would significantly increase the volume which the Company would have to acquire, so that the exclusion of such a tender right is necessary in the interest of the Company to enable this procedure.

   b) If the acquisition is affected by way of a public purchase offer, the shareholders will are not to have a right to conclude option contracts to the extent that, when concluding purchase contracts, a preferential offer or a preferential allotment is provided for the acquisition in relation to small numbers of shares and, in order to avoid notional fractions of shares, rounding is provided for in accordance with commercial principles. This facilitates the settlement, and the Management and Supervisory Boards assume that the advantages of such facilitation exceed the conceivable but very minor disadvantages for the affected shareholders. This also applies to the exclusion of any right to tender if the planned acquisition volume is exceeded. In order to enable the Company to acquire treasury shares at the lowest possible price and thus also in the shareholders’ interest in a liquidity-preserving fashion, the Company may also publicly invite the shareholders to tender bids for the sale of their shares. In this case, the Company will, in its own interest, only accept those offers which, taken as a whole, lead to the most favourable acquisition of the planned acquisition volume.

   c) Direct acquisition by shareholders willing to surrender shares is also a special case. For example, if the Company acquires businesses in exchange for shares but does not want to issue new shares in exchange, it may need a larger number of shares at a particular point in time. If the Company were to attempt to acquire these shares on the stock exchange, the price of the shares might rise rapidly due to its own demand, so that the Company would have to pay a high price for these shares and the Company's liquidity would be strained. This effect is additionally reinforced by the Company’s low free float. In addition, it will often not be possible for the Company to acquire a sufficient number of treasury shares in due time for this reason. In order to be able to avoid this, the Company would like to be able to acquire larger packets directly from shareholders who are willing to sell. However, this should only be permissible if the acquisition via one of the other options would be too complex, for example too expensive, or would take too long to achieve the objectives to be pursued with the shares to be acquired. In these cases, a direct acquisition from shareholders willing to surrender shares is the significantly cheaper and more efficient solution. It goes without saying that all shareholders would be fully informed of such a measure.

4. In addition to the options to acquire treasury shares provided for in Agenda Item 8, the Company will also be able to use derivatives. It may be advantageous for the Company, for example, to sell put options or to acquire call options instead of directly acquiring shares in the Company. In this context, the Management Board intends to make use of call and put options, forward purchases or a combination of these instruments only in addition to the conventional share buyback.

    a) When selling put options, the Company grants the acquirer the right to sell shares in the Company to the Company at a price specified in the put option (strike price). In return, the Company receives an option premium which, taking into account the strike price, the term of the option and the volatility of the share, corresponds to the financial value of the right to sell. High stock market volatility therefore also allows for high option premiums. If the put option is exercised, the option premium paid by the acquirer of the put option reduces the total consideration paid by the Company for the acquisition of the share. Exercising the put option makes financial sense for the option holder if the share price at the time of exercise is below the strike price, because the option holder can then sell the shares at the higher strike price. From the Company's point of view, the share buyback using put options offers the advantage that the strike price is already fixed when the option transaction is concluded, while the liquidity does not flow out until the exercise date. In addition, the purchase price of the shares for the Company is lower than the share price at the time the option transaction was concluded due to the option premium received. If the option holder does not exercise the option because the share price on the exercise date is higher than the strike price, the Company cannot acquire treasury shares in this way, but retains the option premium received.

    b) When acquiring a call option, the Company receives the right, in return for payment of an option premium, to acquire a predetermined number of shares in the Company at a predetermined price (strike price) from the seller of the option, the writer. Exercising the call option makes financial sense for the Company if the share price on the exercise date is higher than the strike price, as it can then purchase the shares from the writer at the lower strike price. In this way, the Company hedges against rising share prices. In addition, the Company's liquidity is preserved, as the fixed purchase price for the shares does not have to be paid until the call options are exercised.

    c) In the case of a forward purchase, the Company acquires the shares in accordance with the agreement with the forward seller on a specific date in the future at the purchase price determined when the forward purchase is concluded.

It may be appropriate for the Company to enter into forward purchases if it wishes to secure demand for its own shares at a forward date at a particular price level. Issuing or acquiring derivatives via a European derivatives exchange, such as the European Exchange (Eurex) (or comparable successor systems), gives the Company additional flexibility to acquire its own shares in a market-friendly manner. With regard to treasury shares acquired, this is an indirect acquisition via the stock exchange. To ensure that all interested shareholders potentially have the opportunity to participate in such models, the proposed resolution provides for the shareholders to be informed prior to the issue or use of such derivatives.

d) In addition, it should also be possible to publicly offer the conclusion of call or put option transactions to all shareholders. In this variant, all shareholders are thus offered the opportunity to tender their shares to the Company at a price determined in the option agreement, or they have the opportunity to collect an option premium. This can be described as a "reverse rights issue", i.e. the shareholder is to be given the right here to deliver shares to the Company. This right may have a financial value which then benefits all shareholders. However, shareholders should not have a right to conclude option transactions if, when concluding option transactions, a preferential offer or a preferential allotment is provided for the conclusion of option transactions relating to small numbers of shares. This facilitates the handling of such a model. The Management Board assumes that the advantages of such facilitation exceed the conceivable, but very minor, disadvantages for the affected shareholders.

e) The derivative transactions may also be concluded outside the stock exchange and not as a public offer to all shareholders (including the intermediation of an issuing company). This gives the Company the necessary flexibility to react quickly to market situations. For example, it may be more expensive to issue or acquire derivatives through a stock exchange or it may take longer to make a public offer to all shareholders than such an over-the-counter transaction. There may also be other good reasons why, in the interests of the Company, it is advisable to go down the route of such an off-market transaction which is not addressed to all shareholders. In this case, the principle of equal treatment is safeguarded by the fact that, upon exercise of the derivative, the respective contracting party may only deliver shares which it has previously acquired on the stock exchange at the current market price of the share in XETRA Trading (or in a comparable successor system) on the Frankfurt Stock Exchange at the time of the stock exchange acquisition. A corresponding obligation must be part of the transaction when concluding a put option transaction or a forward purchase. When concluding a call option agreement, the Company may only exercise the option if it is ensured that the respective contracting party will only deliver shares meeting the aforementioned requirements when exercising the option. By the respective contracting party of the derivative transaction only delivering shares acquired under the aforementioned conditions, the precept of equal treatment of shareholders is to be satisfied in accordance with the provisions of § 71(1)8 of the Corporation Act.

f) A claim of the shareholders to conclude the aforementioned derivative transactions with the Company is excluded as a precautionary measure in corresponding application of § 186(3), Sentence 4 of the Corporation Act. The exclusion of the subscription right enables the Company - in contrast to an offer to all shareholders - to conclude derivative transactions at short notice. The determination of the premium and the exercise or purchase price as described above and the obligation provided for in the proposal under Agenda Item 9 b) ii) to deliver the derivative transactions only with shares previously acquired on the stock exchange are intended to exclude the possibility of shareholders being placed at a financial disadvantage when acquiring treasury shares using put or call options or forward purchases. Since the Company collects or pays a fair market price, no value is lost to shareholders not involved in the derivative transactions. This is similar to the position of shareholders in a stock market buyback, where not all shareholders can actually sell shares to the Company. Equal treatment of shareholders is ensured, as in the case of conventional buybacks via the stock exchange, by setting the price in line with the market. This is also in line with the idea of the provision in § 186(3), Sentence 4 of the Corporation Act, according to which an exclusion of subscription rights is justified if the financial interests of the shareholders are safeguarded.

g) In the case of the acquisition of treasury shares using derivatives, shareholders only have a right to tender their shares to the extent the Company is obliged to purchase the shares from them based on the derivatives. Otherwise, the use of call or put options or forward purchases when repurchasing treasury shares would not be possible and the associated advantages for the Company would not be achievable. After careful consideration of the interests of the shareholders and the interests of the Company - in agreement with the Supervisory Board - the Management Board considers the non-granting or restriction of any tender rights in such cases to be justified on the basis of the advantages resulting for the Company from the use of call or put options or forward purchases.

h) When using the proposed authorisations to acquire treasury shares, the Management Board will determine the acquisition method and the further modalities in each case after careful consideration of all aspects, particularly the interests of the shareholders and the interests of the Company. The Management Board will report on the acquisition of treasury shares and the use of derivatives to acquire treasury shares at the next general shareholders' meeting.

Berlin, May 2021

Accentro Real Estate AG

The Management Board