



Accentro Real Estate AG
(hereinafter "**Company**")

with headquarters in Berlin

ISIN DE000A0KFKB3
Security code no. A0KFKB

We invite the shareholders of our Company to the

Annual General Meeting

at

Wednesday, 7 June 2023 at 10:00 a.m.

in the premises of the

The Burrow Berlin
Lützowplatz 15
10785 Berlin

I.
Agenda

- 1. Presentation of the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board as well as the management report and the Group management report for the financial year 2022 with the report of the Supervisory Board and the report of the Executive Board with the explanatory information pursuant to Sections 289a, 315a of the German Commercial Code (HGB)**

No resolution is required for agenda item 1, as the Supervisory Board has already approved the annual financial statements and the consolidated financial statements in accordance with § 172 of the German Stock Corporation Act (AktG) and the annual financial statements have thus been adopted. The documents presented serve to inform the general meeting about the past financial year and the situation of the company and the group. All of the above documents are available from the day the Annual General Meeting is convened at www.accentro.ag/investor-relations/hauptversammlung and will be available during the Annual General Meeting.

- 2. Appropriation of the balance sheet profit**

The Executive Board and the Supervisory Board propose to carry forward the balance sheet profit of the Company for the financial year 2022 in the amount of EUR 97,624,123.21 in full to new account.

- 3. Resolution on the discharge of the Executive Board for the financial year 2022**

The Executive Board and the Supervisory Board propose that the actions of the Executive Board member in office in the 2022 financial year be ratified for this period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2022**

The Executive Board and the Supervisory Board propose that the Supervisory Board

to ratify the acts of the members of the Supervisory Board for this period.

5. Resolution via the Approval of the Remuneration Report for the 2022 financial year

The Executive Board and the Supervisory Board propose that the remuneration report for the financial year 2022 be approved.

6. Resolution via the Approval of the Amended remuneration system for the Executive Board pursuant to § 120a AktG

Pursuant to section 120a (1) sentence 1 of the German Stock Corporation Act (AktG), the Annual General Meeting decides on the approval of the system for the remuneration of the Executive Board. Most recently, the general meeting of 22 June 2021 approved the remuneration system adopted by the Supervisory Board on 6 May 2021. On 24 April 2023, the Supervisory Board decided to amend the remuneration system in three points based on the practical experience of the last two years and with a view to the future. These are (i) the addition of an opening clause for temporary deviations from the remuneration system in accordance with § 87a para. 2 sentence 2 AktG, which are necessary in the interest of the long-term well-being of the company, (ii) a supplementary regulation on the possible subsidisation of travel and accommodation costs of Executive Board members whose place of residence is not at the place of employment, and (iii) the new regulation of the LTI with adjustment of the performance targets based on the current circumstances.

The Supervisory Board proposes that the remuneration system for the members of the Executive Board, as decided by the Supervisory Board and described below, be approved.

a) Objective of the remuneration system

The new remuneration system for the Executive Board is based on the company's corporate strategy and is intended to promote the pursuit and realisation of the long-term, sustainable and success-oriented corporate goals developed by the Executive Board within the scope of its management competencies, while avoiding disproportionate risks. The goal is therefore to encourage the entire Executive Board and its individual members to achieve sustainable and long-term success by setting appropriate incentives.

The aim is to encourage the development of the company, to reward individual performance and to promote the identification of each board member with the company. At the same time, the members of the Executive Board shall be granted a competitive remuneration in line with the market so that the company can continue to attract the best candidates for the work on the Executive Board.

In addition to its current core business of privatisation, the company plans and is already in the process of further expanding the business areas of residential investor, portfolio holder and service provider. As soon as they become measurable, these goals will be taken into account, especially in the variable, long-term remuneration component, so that the successes of this strategy are directly reflected in the remuneration of the Executive Board members, thus providing incentives for effective implementation; this is not expected to be the case before 2023. As the business model becomes more diversified (moving forward), the Supervisory Board will also always decide on the selection of appropriate performance indicators. These key figures should adequately reflect the performance and efficiency of the company and the group in general, but also of the individual business units, and enable a fair assessment of the company and the group. The remuneration system therefore provides the supervisory board with the necessary flexibility to respond to changes in diversification, organisational changes and changing market conditions.

At regular intervals, the Company implements special corporate projects and individual goals that are essential for the Company's welfare. In order to provide the Executive Board with the necessary incentives in each individual situation and to reward its project and process-related efforts appropriately, the Supervisory Board will also include the achievement of corporate projects and individual goals in the remuneration structure to the extent deemed appropriate in each individual case.

The company wants to be able to grant its shareholders an attractive and sustainable return and thus participate in the success of the Group. Since this return is made up of the dividends distributed and the share price, these components should also be sufficiently taken into account in the variable remuneration of the Executive Board.

At the same time, the company intends to further expand its steadily growing real estate portfolio. In the course of the refurbishments of the properties that are often required in this context, the

real estate, the company is pursuing a sustainability strategy together with its subsidiaries which, among other things, involves paying increased attention to ESG measures, such as occupational health and safety, in asset and property management when implementing and evaluating future projects, and increasing energy efficiency by implementing energy-efficient renovation measures (installation of new heating systems and energy-saving windows, etc.). Likewise, the company intends to give preference in the future, through its operating subsidiaries, to companies that predominantly use regional building products or select the building materials to be used with regard to ecological sustainability and environmental compatibility. Furthermore, the company and its subsidiaries attach great importance to making not only the property itself but also its immediate surroundings as attractive and liveable as possible for tenants and potential buyers. The implementation of this sustainability strategy is to be made the subject of a variable remuneration component in order to reward the constant pursuit and further development of this strategy.

In the opinion of the Supervisory Board, the remuneration system is designed in such a way that the total remuneration (including fringe benefits) is commensurate with the respective tasks and performance of each member of the Executive Board as well as with the development and situation of the company.

b) Procedure for determining the remuneration system

The members of the Supervisory Board jointly develop and decide on the Executive Board remuneration system, whereby external advisors can be consulted if necessary - for example in the context of the changes brought about by ARUG II. Due to the size of the supervisory board, there are currently no committees that can be entrusted with the preparation. If there are conflicts of interest within the Supervisory Board, these are immediately reported to the Chairman of the Supervisory Board, who decides whether the Supervisory Board member is subject to a voting ban. In the most extreme case, the Supervisory Board member may be excluded from the adoption of resolutions or must resign from office - in the case of irresolvable permanent conflicts of interest. In this case, a substitute member moves up or a new supervisory board member is to be appointed in order to ensure the quorum of the supervisory board. Conflicts of interest in connection with the remuneration of the Executive Board are to be reported in the

no such occurrences in the past. The remuneration of the Executive Board is regularly reviewed by the full Supervisory Board and adjusted in particular in the event of extraordinary developments.

Pursuant to § 87a para. 2 sentence 2 AktG, the supervisory board is entitled to temporarily deviate from individual components of the remuneration system if this is necessary in the interest of the long-term well-being of the company. The particular exceptional situation and the necessity of a deviation shall be determined by a supervisory board resolution after careful analysis of the exceptional circumstances.

Particular exceptional circumstances justifying a temporary deviation exist, for example, if a long-term viability and profitability of the company would be impaired, such as due to a severe economic or financial crisis, a corporate crisis, the need for the (temporary) appointment of a crisis manager, reorganisation expert or interim board member in the context of a corporate, operational or other corporate reorganisation/restructuring of the company as well as comparable circumstances. The mere enlargement or downsizing of the board, the recruitment of a desired candidate or merely unfavourable market developments (which do not lead to a corporate crisis) do not justify a temporary deviation.

Deviations may be made from the following remuneration components: (i) the short-term variable remuneration components and related expense caps, (ii) the agreement of a long-term remuneration component, (iii) the target and maximum remuneration (expense caps) as such, (iv) the relative ratio of variable remuneration components and fixed salary, and (v) the fringe benefits agreed in detail. Instead of the variable remuneration components provided for in this remuneration system, other variable remuneration components may be agreed in individual cases, provided that this appears appropriate to the Supervisory Board in individual cases in order to ensure the sustainable development of the Company.

In the event of a deviation, the remuneration must continue to be oriented towards the long-term and sustainable development of the company and be in line with the company's success and the performance of the Executive Board. The supervisory board shall take into account both the proportionality of the remuneration in the

comparison to other measures taken under these circumstances as well as the shareholders' interests. The duration of the deviation is determined by the circumstances of the individual case, but should generally not exceed two years. Deviations that go beyond this period, for example due to prolonged corporate crises, require the inclusion of a special justification in the supervisory board resolution. In the remuneration report of the following year, information must be provided on the deviations, their necessity and the specific components from which deviations were made.

If necessary, the remuneration system as such shall be adjusted. In such cases, but at the latest every four years, the current remuneration system shall again be submitted to the general meeting for approval.

c) Remuneration components

In addition to a fixed remuneration, the remuneration system provides for variable remuneration components based on financial and non-financial key figures selected on the basis of the aforementioned goals and strategies. Within the framework of the fixed remuneration, the members of the Executive Board are granted additional fringe benefits in line with market practice, such as a lump sum for official travel, allowance for health and long-term care insurance and accident insurance. In addition, during the first year of appointment, reasonable allowances may be granted for such costs as arise due to a not insignificant distance travelled between the place of work and the place of residence; these may be allowances due to double housekeeping or commuting costs, for example. If the specific circumstances of the individual case, taking into account the interests of all parties, make it necessary from the point of view of the supervisory board, the supervisory board may also grant the aforementioned allowances beyond the first year of appointment. Such an exceptional case exists, for example, if the recruitment of a crisis manager or restructuring expert is necessary for the good of the company. There is no company pension scheme, but subsidies for a private pension scheme may be granted. Based on the remuneration system, the Supervisory Board determines the target and maximum remuneration (expense caps) for the Executive Board at the beginning of each year. The expense cap for the entire Executive Board - based on two Executive Board members per financial year - amounts to a total of EUR 2.5 million.

The Board of Directors may adjust the number of Board members to the new circumstances or temporarily deviate from the maximum remuneration.

The Supervisory Board may determine that Executive Board members, after appointment to the Executive Board, must invest a percentage of their respective annual remuneration in shares of the Company within a period to be determined by the Supervisory Board and depending on the period of appointment. The shares acquired within this framework are subject to a holding period until the departure of the respective Executive Board member. This is intended to promote the identification of the Executive Board members with the company. At the same time, the Executive Board members show their confidence in the future of the company.

d) Criteria for determining the total remuneration

In determining the remuneration system, the Supervisory Board took into account not only the situation of the company but also the remuneration of the Management Board of comparable listed companies from the "Residential Industry/Real Estate" sector and the SDAX. Furthermore, the Supervisory Board attaches importance to the fact that the remuneration of the Management Board is in a balanced relationship, in particular to the company's employees at the upper management level of the company as well as to the entire workforce. While the income of the management level is assessed in direct relation to the remuneration of the Executive Board, the development of the annual average earnings, divided into various groups, was considered with regard to the Group-wide workforce and set in relation to the remuneration of the Executive Board. In the case of adjustments or the development of Executive Board remuneration, the Supervisory Board therefore also considers the salary development of the entire workforce, so that the development of salaries at Executive Board level and among the workforce do not diverge in an inappropriate ratio.

In addition, the Supervisory Board takes into account, among other things, the individual experience levels of the Executive Board member as well as his or her Executive Board function when determining the individual Executive Board salaries. This is to ensure that the supervisory board, within the scope of its dutiful discretion, can also, for example, reward outstanding positions, such as that of the chairman of the executive board.

In order to provide both short-term and long-term incentives for good corporate governance, in future not only the maximum amount of total remuneration to be achieved but also a balanced mix of short-term and long-term variable remuneration components (so-called short term incentives (STI) and long term incentives (LTI)) are to be taken into account when assessing appropriateness. The share of the LTI ranges from 25 to 35% and that of the STI from 15 to 25% of the maximum total remuneration, depending on current market practice, the situation of the company and the development of the relevant markets as well as individually for each Executive Board member. The share of the fixed remuneration (including fringe benefits) should accordingly amount to around 45% of the maximum total remuneration.

VERGÜTUNGSKOMPONENTEN DES VORSTANDS



The basis for the short-term remuneration component are the Executive Board targets to be set annually by the Supervisory Board at its discretion, which relate to the individual performance of the respective Executive Board member as well as sustainable and financial key figures according to the criteria mentioned at the beginning.

The following management board targets may be used by the supervisory board and weighted differently according to dutiful discretion: (i) EBIT, (ii) consolidated net income, (iii) the ratio of the loan amount to the market value of a property ("loan to value - "LTV"), (iv) project-, process- and strategy-related targets, (vi) the achievement of individual objectives.

The targets set are aimed at a target achievement of 100%. The effective payout amount depends on the target achievement of all subcomponents mentioned in the target. For the STI, the Supervisory Board always sets a maximum amount (expense cap STI), which cannot be exceeded even if the target is exceeded. By setting short-term targets, the supervisory board provides an additional incentive to achieve the corporate goals set by the executive board within the scope of its management competence as well as individual goals in this context. The individual targets are always set in such a way that their fulfilment can be objectively verified by everyone on the basis of hard financial indicators and - in the case of soft, non-financial indicators - are specified and agreed upon with the members of the executive board in such a way that the criteria by which the supervisory board measures fulfilment are clear and specific and the degree of fulfilment can be comprehensibly justified by the supervisory board.

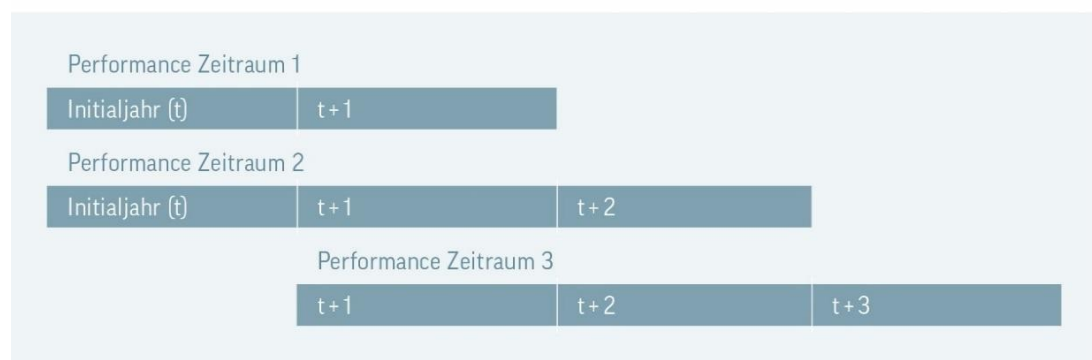
The annual bonus is paid annually in cash. The Supervisory Board may adjust the annual bonus upwards and downwards by up to 20 percentage points at its own discretion, irrespective of the specific target achievement, but not beyond the respective expense cap STI. This is intended to give the Supervisory Board the opportunity to take into account special good or bad performance that is not necessarily reflected in the set key figures and thus contribute to the appropriateness of the. In the opinion of the Supervisory Board, there is no need for an additional possibility to reclaim the STI.

ERFOLGSABHÄNGIGE VARIABLE KURZFRISTIGE VERGÜTUNG:
STI - STRUKTUR



In addition to the STI, each member of the Executive Board is entitled to an LTI oriented to the long-term and sustainable development of the company. The LTI is based on a share-based remuneration component in the form of a virtual stock option programme according to the following provisions: The share-based programme is designed for an assessment period of at least two years, whereby the length of the assessment period is essentially based on the term of appointment of the respective Executive Board member. In order to take sufficient account of a balanced mix between the development of the company at the end of the assessment period and the development within the assessment period and to cushion fluctuations due to external events, the assessment period may be divided into up to three observation periods (performance periods). These performance periods may, but need not, overlap.

ERFOLGSABHÄNGIGE VARIABLE LANGFRISTIGE VERGÜTUNG:
LTI - PERFORMANCE ZEITRÄUME



For the assessment period or each individual performance period, the Supervisory Board shall determine key performance indicators which are based on the objectives set out in letter a) and which are considered for each performance period and converted into virtual shares on the basis of the following calculation. The relevant performance targets for the LTI, which may be used and weighted by the Supervisory Board at its entrepreneurial discretion, are: (i) EBIT, (ii) consolidated net income, (iii) the development of the Company's share price compared to the relevant index, EPRA Germany, (iv) project-, process- and strategy-related targets, (v) the successful completion of the LTI, and (vi) the performance of the Company.

special corporate projects and (vi) the achievement of individual goals.

Both the determination of the underlying target parameters and their proportional relationship to each other are derived from the corporate planning at the beginning of the performance period.

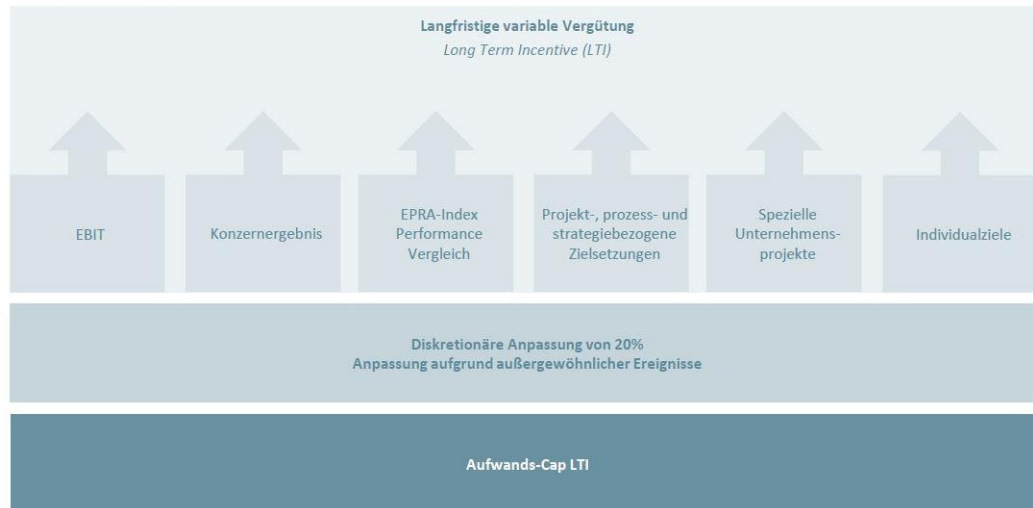
In the opinion of the Supervisory Board, EBIT and, alternatively, net profit are the key figures that best reflect the company's medium to long-term goals. The inclusion of the index comparison is also intended to show how the company is developing in comparison to the rest of the industry. At the same time, external fluctuations over which the Executive Board has no influence can be partially adjusted. Insofar as individual targets are agreed within the framework of the LTI, these can be set separately for each performance period and should be oriented not only to the success of the company but also to its sustainable development. As a rule, individual company projects are to be implemented that are of considerable importance for the welfare of the company.

Insofar as the relevant performance targets relate to financial ratios of the company, the achievement of the targets shall be determined on the basis of the audited and approved consolidated financial statements of the company for the relevant performance period. With regard to project, process and strategy-related targets as well as the achievement of individual targets, the Supervisory Board shall establish concrete assessment parameters based on the specific circumstances of the individual case, taking into account the current situation of the Company, which adequately reflect the respective overall circumstances.

At the beginning of the LTI, the supervisory board determines a base value that may be slightly below the current stock market price (average of the last 30 XETRA trading days prior to the beginning of the LTI) (base value). At the same time, the supervisory board determines a cash value to be granted to the executive board in the respective assessment period based on an assumed target achievement of 100% (target cash value).

Erfolgsabhängige Variable Langfristige Vergütung

LTI-Struktur



In a first step, the respective target cash value is divided by the base value. The quotient calculated in this way corresponds to the number of virtual share options to be granted to the Executive Board if the target is achieved by 100%. In a second step, the number of virtual share options is adjusted, i.e. reduced or increased, depending on the target achievement for each performance period. Offsetting takes place within a performance period in such a way that the underachievement of one performance target can be offset by an overachievement of another performance target in proportion to its share of the overall target. There is no offsetting across the individual performance periods. In the third step, the earned number of virtual share options is then multiplied by the respective current stock market price (average value of the last three years).

30 Xetra trading days prior to the end of the relevant assessment or measurement period. performance period). The product corresponds to the calculated cash value, which may not exceed the maximum amount of the target compensation (expense cap LTI) determined for the respective assessment period. These steps 2 and 3 are repeated for each performance period. In a

In step 4, the present values of the performance periods, weighted according to their proportion in the assessment period, are then added together. The sum corresponds to the total earned cash value that is paid out after the end of the assessment period.

As a rule, the assessment period shall be four years, divided into three, possibly overlapping, performance periods. If the members of the Executive Board are appointed for a shorter period than four years, the assessment period and the number of performance periods shall be adjusted accordingly. For example, the following calculation example (fictitious figures) results from a new appointment of an Executive Board member for three years and a performance-related variable long-term remuneration decided by the Supervisory Board based on the Group result (30%), the index comparison (30%) and the achievement of individual targets (40%): Two non-overlapping performance periods (performance period I: 1 year and II: 2 years, total assessment period 3 years):

- **Step 1**

Determination of the Underlying: EUR 1.60

Target cash value: EUR 320,000.00 if target is achieved 100% (expense cap LTI EUR 416,000.00)

corresponds to virtual shares: 200,000 shares (calculation: $320,000 / 1.6 = 200,000$)

- **Step 2 for Performance Period I:**

Target achievement in performance period I: Group result 90%, index comparison 130% and achievement of individual targets 105% (corresponds to weighted overall target achievement of 108%, (calculation: $90 \times 30 + 130 \times 30 + 105 \times 40$)/. 100 = 108)

Corresponds to virtual shares: 216,000 (Calculation: $108\% \times 200,000 = 216,000$)

- **Step 3 for Performance Period I**

(Notional) relevant stock exchange price at the end of the assessment period: EUR 1.90 Interim value for later calculation: EUR 410,400.00 (Calculation: $1.9 \times 216,000 = 410,400.00$)

- **Step 2 for Performance Period II:**

Target achievement in performance period II: Group result 90%, index comparison 130% and achievement of individual targets 105%.

Corresponds to virtual shares: 216,000

(Notional) relevant stock exchange price at the end of the assessment period: EUR 1.40

- **Step 3 for Performance Period II**

(Notional) relevant stock exchange price at the end of the assessment period: EUR 1.40
 Interim value for later calculation: EUR 302,400.00 (Calculation: 1.4 X 216,000 = 302,400.00)

- **Step 4:**

Addition of the weighted intermediate values: EUR 410.400,00
 X 33,33% + EUR 302,400.00 X 66,66% = EUR 322,827.24

Cash payment: EUR 322,827.24

Erfolgsabhängige Variable Langfristige Vergütung

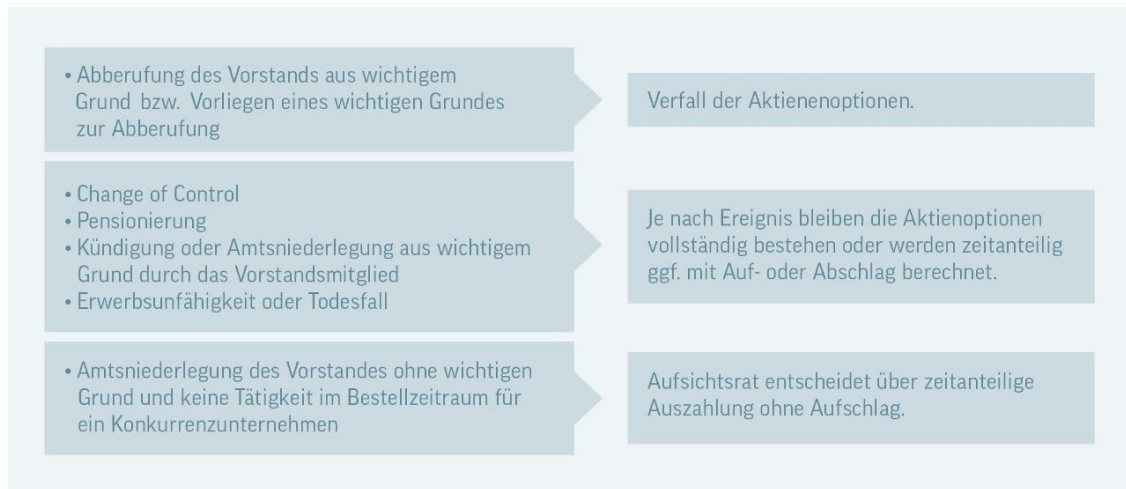
LTI-Beispielkalkulation

Schritt 1	Performance Zeitraum 1	Performance Zeitraum 2	Schritt 4
Festlegung: <ul style="list-style-type: none"> • Basiswert: 1,60 EUR • Zielbarwert bei 100%-Zielerreichung: 320.000 EUR (entspricht Virtuellen Aktien: 200.000 Stk.) • Aufwands-Cap LTI: 416.000 EUR 	Schritt 2 Zielerreichung: Konzernergebnis 90% und Index-Vergleich 130% und Erreichung Individualziele 105% = 108% gewichtete Gesamtzielerreichung (entspricht Virtuellen Aktien: 216.000 Stk.)	Schritt 2 Zielerreichung: Konzernergebnis 90% und Index-Vergleich 130% und Erreichung Individualziele 105% = 108% gewichtete Gesamtzielerreichung (entspricht Virtuellen Aktien: 216.000 Stk.)	Schritt 4 Addition der gewichteten Zwischenwerte (410.400 EUR x 33,33%) + (302.400 EUR x 66,66%) = 322.827,24 EUR
	Schritt 3 (Fiktiver) relevanter Börsenkurs am Ende des Bemessungszeitraums: 1,90 EUR Zwischenwert für spätere Berechnung: 410.400 EUR (1,9 EUR x 216.000 = 410.400 EUR)	Schritt 3 (Fiktiver) relevanter Börsenkurs am Ende des Bemessungszeitraums: 1,40 EUR Zwischenwert für spätere Berechnung: 302.400 EUR (1,4 EUR x 216.000 = 302.400 EUR)	
	Zwischenwert: 410.400 EUR	Zwischenwert: 302.400 EUR	Barauszahlung: 322.827,24 EUR

The Supervisory Board has the right to adjust the LTI for the individual performance periods or at the end of the assessment period in total at its discretion by up to 20% upwards or downwards without exceeding the expense cap LTI. In the case of extraordinary events, the discretionary adjustment by the Supervisory Board is not limited in percentage terms. In particular, in the event of the acquisition or sale of companies, parts of companies or participations in companies or in the event of mergers with other companies, if such a measure requires the approval of the supervisory board, the supervisory board may adjust the targets of the respective performance periods or the assessment period in such a way that a special effect resulting from the measure is eliminated. In the opinion of the supervisory board, there is no need for an additional possibility to reclaim the LTI on the basis of these regulations.

The entitlement to payment of the cash amount generally exists at the end of the assessment period if the performance targets are met. In the event of a change of control, retirement of a member of the Executive Board, termination/resignation by the Executive Board member for good cause, disability or death, the stock options do not expire in full, even if these events occur before the end of the assessment period. Depending on the event, the stock options remain in full or are calculated pro rata temporis, if necessary with a premium or discount. This does not apply if, in addition to the aforementioned events, there is also good cause for dismissing the Executive Board member. In the event that a member of the Executive Board resigns from office without good cause and does not become active for a competitor company within the actual appointment period, the Supervisory Board may, at its own discretion and taking into account the circumstances of the individual case, also provide for a pro rata payment without premium.

**ERFOLGSABHÄNGIGE VARIABLE LANGFRISTIGE VERGÜTUNG:
LTI - VERFALLSBEDINGUNGEN**



e) Further remuneration components and remuneration-related legal transactions

Insofar as the members of the Executive Board assume supervisory board mandates with third parties, the Supervisory Board decides whether and to what extent any remuneration for these activities is offset against the Executive Board remuneration. Supervisory board mandates or other mandates of executive board members within the own group are not remunerated separately or, if remuneration is paid, it is generally offset in full against the executive board remuneration.

As a rule, a post-contractual non-competition clause of twelve months is agreed with the Executive Board members, whereby waiver options can be regulated at the same time. For the duration of this non-competition clause, the respective Executive Board member receives compensation amounting to 50% of his average contractual performance. The calculation of the average is generally based on the previous three years. The Executive Board member must have any other income credited to the compensation.

The relevant regulations on Executive Board remuneration are set out in the Executive Board service contracts. The term of the service contract corresponds to the appointment period of the respective Executive Board member. In the event of a dismissal from

good cause that does not at the same time justify termination for cause, both the company and the Executive Board member may terminate the contract subject to a notice period in accordance with section 622 (1) and (2) of the German Civil Code (BGB), whereby the extension of the notice period also applies to the termination by the Executive Board member. In this case, the supervisory board may provide for a severance payment in the amount of the appropriately discounted fixed remuneration and appropriately discounted target amount of the STI for the remaining period of the original term of the executive board service contract. Otherwise, ordinary termination is excluded.

The targets and conditions of the STI are determined separately each year by the supervisory board; they are binding for the period of validity of the STI (one financial year). In the event that the Supervisory Board does not decide on targets in due time even after written request by the Executive Board member, the Executive Board member is entitled to an annual bonus corresponding to 100% target achievement of the previous year's bonus. The LTI is concluded by separate agreement between the Executive Board member and the Supervisory Board based on the criteria set out herein. The conditions outlined above apply in the event of termination of the Executive Board activity before the end of the assessment period.

The Supervisory Board is currently considering introducing a company pension scheme for Executive Board members. Until a corresponding concept is developed and this remuneration system is adjusted, commitments to subsidise a private pension plan can be made within the framework of the Executive Board employment contract. In this respect, there are no particularities to the aforementioned explanations.

In the event of premature termination of the Executive Board employment contract due to a termination by the company that cannot be based on good cause within the meaning of section 626 of the German Civil Code (BGB), the Executive Board members receive a severance payment in the amount of two annual salaries (fixed salary and STI), limited to 100% of the annual fixed salary and 50% of the STI for each of the remaining terms of the Executive Board employment contract. The regulations on the LTI in the event of premature departure remain unaffected.

In the event of a change of control, the members of the Executive Board and the Company shall have a special right of termination subject to a notice period in accordance with

§ 622 paras. 1 and 2 BGB (German Civil Code). The special right of termination exists for a period of one month after knowledge of the occurrence of the change-of-control (for the

company, the knowledge of the supervisory board is decisive). In this case, the members of the Executive Board shall be entitled to a severance payment of up to two years' remuneration (fixed salary and STI) or the sum of the fixed remuneration component and 50% of the STI for the remaining term, if this amount is lower.

In the event of the death of a member of the Executive Board, the fixed remuneration for the month of death and for the three following months, at the longest until the termination of the employment contract, shall continue to be paid to his widow and/or his children who have not yet reached the age of 25 as joint and several debtors.

7. Resolution on the amendment to the Articles of Association regarding the authorisation of the Executive Board to provide for the holding of virtual General Meetings as well as the possibility for the members of the Supervisory Board to participate in virtual General Meetings by means of video and audio transmission (amendment of Articles 13 and 15 of the Articles of Association)

The new section 118a (1) sentence 1 of the German Stock Corporation Act (AktG), introduced by the "Act on the Introduction of Virtual General Meetings of Public Limited Companies and Amendment of Cooperative and Insolvency and Restructuring Law Provisions" of 20 July 2022, makes it possible to provide in the articles of association or to authorise the executive board to provide for the general meeting to be held without the physical presence of the shareholders or their proxies at the place of the general meeting (virtual general meeting).

Section 118a of the German Stock Corporation Act (AktG) significantly expands the rights of shareholders in virtual general meetings compared to the merely temporary regulations on virtual general meetings due to the COVID 19 pandemic. These now correspond to the greatest possible extent to the shareholder rights in the presence general meeting. In a virtual general meeting, therefore, among other things, the direct exchange between shareholders and administration must be guaranteed during the virtual general meeting by means of video communication. In addition, shareholders have the right to propose motions and elections during the virtual general meeting, as well as the right to speak and to receive information.

There may also be reasons in the future to hold general meetings of the Company virtually. Prior to convening a general meeting, the board of directors will

therefore examine in each individual case whether this should be held as a virtual general meeting or as an attendance general meeting. In this examination, the executive board will take into account, among other things, the goal of the broadest possible participation of the shareholders and, in addition to cost aspects, questions of health protection as well as sustainability considerations. The authorisation in the articles of association for the executive board to hold virtual general meetings shall be limited to five years after its entry in the commercial register, in accordance with the legal requirement in section 118a (3) and (5) of the German Stock Corporation Act (AktG).

The Executive Board and the Supervisory Board therefore propose that the following resolution be adopted:

- a) § 13 para. 2 of the Articles of Association shall be reworded as follows:

"The Executive Board is authorised to provide that the Annual General Meeting shall be held without the physical presence of the shareholders or their proxies at the place of the Annual General Meeting (virtual Annual General Meeting). This authorisation shall be valid for a period of five years after the registration of this provision of the Articles of Association in the commercial register of the Company. All provisions of these Articles of Association for general meetings, including Article 14 of the Articles of Association, shall apply to the virtual general meeting, unless the law mandatorily provides otherwise or these Articles of Association expressly provide otherwise."

- b) The previous § 13 section 2 of the Articles of Association is not deleted. Rather, only the numbering is adjusted to the previous addition by changing the previous § 13 para. 2 to § 13 para. 3, and the previous § 13 para. 3 to § 13 para. 4, the previous section 13(4) becomes section 13(5), the previous section 13(5) becomes section 13 subsection 6, the previous section 13 subsection 6 to section 13 subsection 7, the previous section 13 subsection 7 to § 13 para. 8.
- c) In addition, the following sentence shall be added at the end of § 15 para. 5 of the Articles of Association:

"At virtual general meetings, the members of the supervisory board shall always be permitted to participate by means of video and audio transmission."

8. Election of the Auditor and Group auditor for the financial year from 1 January to 31 December 2023

The Supervisory Board proposes that Grant Thornton AG Wirtschaftsprüfungsgesellschaft, Berlin branch, be appointed auditor and group auditor for the financial year from 1 January to 31 December 2023. Furthermore, the Supervisory Board proposes that Grant Thornton AG Wirtschaftsprüfungsgesellschaft be appointed as auditor for the review of any interim financial reports for the financial year from 1 January to 31 December 2023 in the event that the Executive Board decides to conduct a corresponding review.

II.

Remuneration report in accordance with § 162 AktG for presentation at the Annual General Meeting

This Compensation Report explains the compensation of the Management Board and the Supervisory Board of Accentro Real Estate AG ("**ACCENTRO**" or the "**Company**") in the 2022 financial year pursuant to Section 162 of the German Stock Corporation Act (AktG).

The ACCENTRO Management Board consisted of Mr Lars Schriewer as at the reporting date of 31 December 2022. The employment contract with Mr Lars Schriewer concluded in the 2020 financial year (March) with a term of three years ended prematurely at the end of 31 May 2022. The new employment contract with Mr Lars Schriewer concluded in the 2022 financial year (June) has a term of five years and will end at the end of 31 May 2027.

The Supervisory Board had decided on the current remuneration system applicable to extensions or Executive Board service contracts concluded since that date on 6 May 2021. The current remuneration system was adopted on 22 June 2021 approved by the Annual General Meeting with a majority of 99.61%. Pursuant to § 26j para. 1 sentence 3 EGAktG, the resolution adopted on 22 June 2021 for the Executive Board service agreement concluded with Executive Board member Lars Schriewer in the 2020 financial year.

1. Overview of remuneration granted and owed to the Executive Board

With regard to the short-term variable remuneration component (Short Term Incentive,

STI), the remuneration is considered to be owed in the reporting period, as the service owed was already fully rendered within the reporting period. For reasons of transparency and clarity, the STI is therefore disclosed in this reporting period, even if the actual inflow of funds does not occur until the following year.

As payments from the virtual share option programme (long-term incentive, LTI) are not paid out until the end of the assessment period (2027), the LTI is not taken into account at this point in the calculation of the total remuneration granted in the reporting period.

1.1 The only acting member of the Executive Board during the reporting period: Lars Schriewer

In the reporting period, Mr Lars Schriewer received the total remuneration promised.

1.1.1 The remuneration granted to the member of the Executive Board consisted from 1 January to

The remuneration of the Executive Board as of 31 May 2022 consisted of approx. 85% fixed and approx. 15% variable remuneration components (discretionary bonus for the period 18 March to 31 May 2022) and amounted to EUR 233,597.30 + EUR 40,860.21 (STI). As of 1 June 2022, the Executive Board remuneration consisted of approx. 70.55% fixed remuneration components and approx. 29.45% variable remuneration components and amounted to EUR 419,331.04 + EUR 175,000 (STI) without pro rata consideration of the LTI (whose target cash value for the 2022 financial year corresponds to EUR 75,000.00).

The fixed, non-performance-related remuneration (fixed remuneration) also includes benefits in kind and other fringe benefits, such as, in particular, a company car allowance, an allowance for health and long-term care insurance as well as for retirement benefits and term life insurance.

1.1.2 For the first period after the change of the Executive Board in 2020, the Supervisory Board initially opted for continuity in the remuneration of the Executive Board. For this period, a variable remuneration component in addition to the share acquisition with a holding period on the part of the Executive Board explained below was not necessary in the view of the Supervisory Board in order to promote the long-term development of the company. However, in the Executive Board employment contract with Mr Lars Schriewer from 2022 (June), variable remuneration components were agreed in addition to the fixed remuneration. According to the current Executive Board employment contract, the remuneration of the Executive Board member includes a fixed component.

The members of the Executive Board receive an annual STI as well as an LTI in the form of the granting of virtual share options in accordance with the applicable virtual share option plan and the option conditions for Executive Board members (long-term incentive, LTI).

With regard to the STI, the annual bonus 2022 is considered "remuneration owed" below, as described at the beginning. The STI owed amounted to EUR 215,860.21 in the reporting period.

According to the new Executive Board service agreement, the Supervisory Board sets targets and conditions annually for a financial year at its discretion. The STI is generally based on the degree of target achievement, whereby the targets set by the supervisory board relate both to the individual performance of the executive board member and to sustainable and financial key figures for achieving the company's goals; the degree of target achievement can be up to 200 %, which also corresponds to the maximum amount for the STI (STI expense cap). For this purpose, the supervisory board had to propose the corresponding targets to the executive board member for the 2022 financial year within four weeks of the conclusion of the service contract.

In the event that the Supervisory Board does not adopt the targets in due time despite written request by the Executive Board member, the Executive Board member is entitled to an annual bonus corresponding to 100 % target achievement for the 2022 financial year. In the event that the target is reached during the year, the remuneration is only paid pro rata temporis. In the present case, the Supervisory Board has not resolved any targets for the 2022 financial year, so that the STI amounts to EUR 175,000.00 based on an assumed target achievement of 100 %. A discretionary bonus of EUR 40,860.21 was granted under the old Executive Board service agreement for the period from 18 March 2022 to 31 May 2022.

Under the virtual stock option programme, Mr Lars Schriewer was allocated a total of 947,318 virtual stock options at an allocation price of EUR 2.1772; this corresponds to an LTI target amount of EUR 2,062,500.00 for the entire assessment period from 1 November 2022 to 31 May 2027 and thus EUR 450,000.00 calculated over a full financial year. The assessment period is divided into three performance periods, for each of which the Supervisory Board sets performance targets, for the first performance period based on the consolidated net income, the repayment of the refinanced bonds 2020/2023 and the repayment of the bonds 2020/2023.

2021/2026 and the share price development in relation to the FTSE EPRA/NAREIT GERMANY INDEX. The LTI payout amount is limited to a total amount of EUR 2,681,250.00 and thus to a target achievement of 130% (LTI expense cap).

1.1.3 The Supervisory Board may adjust the variable remuneration with a short-term incentive effect upwards or downwards by up to 20 percentage points at its discretion, irrespective of the actual achievement of targets, whereby the respective expense cap may not be exceeded. There is no provision for the possibility of reclaiming variable remuneration components. Accordingly, no variable remuneration components were recalled in the reporting year. However, there would have been no reason to do so in the reporting year.

1.1.4 The maximum remuneration set for Mr Lars Schriewer was complied with for both fixed and variable remuneration in the 2022 financial year with the following proviso: A final report on compliance with the fixed maximum remuneration of the members of the Executive Board can only be made after all remuneration components that have been promised for a financial year have been paid out.

This means that a final report for the financial years 2022 to 2027 can only be made after the end of the respective performance period or, with regard to the LTI expense cap, at the end of the assessment period of the virtual share option programme (LTI).

1.1.5 In order to promote a long-term positive development of the company, Mr Lars Schriewer acquired 251,572 shares in the company over the counter through Anden Beteiligungs GmbH in April 2020. The shares originate from the holdings of a British group company of the company's main shareholder. In this context, a loan was granted to finance the acquisition of shares, which will become due upon termination of the term of office and can be repaid both in cash and - irrespective of the share price development - by means of the acquired shares.

It is therefore a share-based payment agreement between a third party within the meaning of § 162 para. 2 no. 1 of the German Stock Corporation Act (AktG) and the respective Executive Board member, which, like a share option, is to be measured at its fair value at the grant date in accordance with IFRS 2 and recognised as remuneration expense.

is to be recognised in the consolidated financial statements over the term. However, no benefits were promised or granted to Mr Schriewer in the reporting period as a result of this situation.

- 1.1.6 In the event of a premature termination of the Executive Board service contract due to dismissal for good cause, which does not at the same time constitute good cause within the meaning of section 626 of the German Civil Code (BGB) for termination of the Executive Board service contract without notice, or due to a change of control, the Executive Board member concerned would have received a severance payment of two annual salaries limited to the amount of EUR 400,000 gross for the original remaining term of the service contract. In the event of a change of control, the member of the Executive Board concerned would be entitled to a severance payment in the amount of two years' salary, limited to the remuneration due for the original remaining term of the employment contract, consisting of an amount of EUR 400,000.00 gross per annum and 50% of the variable remuneration due for the original remaining term of the employment contract (if applicable).

With the validity of the newly concluded service contract, the Executive Board member receives, in the event of the ordinary termination of the service contract due to a dismissal that is not at the same time based on good cause pursuant to section 626 of the German Civil Code (BGB), a severance payment in the amount of the discounted fixed remuneration and the discounted target amount of the STI for the remaining period of the original term of the service contract limited to the severance payment cap of two annual salaries. In the event of termination of the Executive Board service contract due to a change of control, the Executive Board member receives a severance payment in the amount of two years' fixed remuneration (incl. fringe benefits) and the STI for two years, limited to the sum of fixed remuneration (incl. fringe benefits) accruing for the remaining term of the service contract and 50% of the STI.

If the Executive Board service contract is terminated for good cause for which the Executive Board member is responsible, no payments shall be made.

In the event of the death of the Executive Board member during the term of the Executive Board employment contract, his widow and his children, insofar as they have not yet reached the age of 25 and are still in professional training, are entitled as joint creditors to continued payment of the fixed remuneration (since the Executive Board employment contract of June 2022 from an amount of EUR 600.000.00 gross per annum, under the old Executive Board service agreement it was an amount of EUR 400,000.00 gross per annum) for the month of death and for the three following months, but no longer than until the termination of the Executive Board service agreement.

1.1 Deviations from the applicable remuneration system

The current remuneration system was approved at the Annual General Meeting on 22 June 2021. However, this system has no effect on Executive Board service contracts already in place prior to the approval of the current remuneration system. In this respect, any deviations with regard to the service contract with Mr Lars Schriewer, which is valid until 31 May 2022, relate to the old remuneration system applicable to this Executive Board service contract: Contrary to what was initially envisaged by the Supervisory Board, no long-term performance-related remuneration was agreed.

In the service contract with Mr Lars Schriewer, which has been in effect since 1 June 2022, a variable long-term remuneration component was agreed during the year in accordance with the remuneration system approved on 22 June 2021. Mr Schriewer was also reimbursed for reasonable travel expenses from his place of residence to his place of work and for accommodation at his place of work. The decision to reimburse expenses contrary to the remuneration system, which generally only provides for such reimbursement of expenses for the first year of appointment, is based on the fact that the Executive Board member, in agreement with the Supervisory Board, does not live at the place of the place of employment for personal reasons during the relevant period. Against this background, the Supervisory Board considers it appropriate to assume the associated costs to a reasonable extent beyond the first year of appointment.

1.2 Former members of the Board of Directors

In the 2022 financial year, there are no remuneration obligations to former members of the Executive Board pursuant to § 162 para. 1 sentence 1 AktG.

2. Overview of the remuneration granted and owed to the Supervisory Board

The remuneration of the members of the Supervisory Board for the reporting period is based on the resolution passed at the Annual General Meeting on 15 May 2017, which was also confirmed for the following financial years by resolution on 22 June 2022. The assessment of the Supervisory Board remuneration takes into account the requirements of the Supervisory Board office, the time required and the responsibility of the Supervisory Board members for the company. At the same time, the remuneration is intended to ensure that qualified and outstanding members of the Supervisory Board continue to be appointed.

to attract Supervisory Board members to the company. In this way, the remuneration of the Supervisory Board contributes to the promotion of the business strategy and the long-term development of the company.

In the reporting period, the remuneration granted corresponds to the remuneration owed to the Supervisory Board, so that no differentiation is made here in the presentation.

The Chairman of the Supervisory Board, Mr Axel Harloff, received the promised remuneration of EUR 60,000.00, the Deputy Chairman of the Supervisory Board, Mr Carsten Wolff, received the promised remuneration of EUR 45,000.00 and the Supervisory Board member Mr Natig Ganiyev received the promised remuneration of EUR 30,000.00. The Supervisory Board remuneration is generally payable after the end of the financial year. The remuneration granted for the 2022 financial year is therefore the remuneration for the activities of the Supervisory Board members in the 2021 financial year. In accordance with the current remuneration system, 100% of the remuneration of the Supervisory Board members concerned consisted of fixed remuneration components. Expenses were reimbursed to the members of the Supervisory Board to an appropriate extent.

In the 2022 financial year, there are no remuneration obligations to former members of the Supervisory Board pursuant to § 162 para. 1 sentence 1 AktG.

3. Development of total remuneration

The following table shows the development of the remuneration granted and owed to active and former members of the Executive Board and Supervisory Board, the development of selected key earnings figures for the Group and the company, and the development of the average remuneration of employees over the last three years.

	Total remuneration FY 2022	Total remuneration FY 2021	Total remuneration FY 2020
Board of Directors in office as at 31.12.2022			
Lars Schriewer	EUR 868,788.11	EUR 665,540.91	EUR 488,834.64

Members of the Executive Board who resigned in 2020/2021			
Hans-Peter Kneip Executive Board from 16.11.2020 - 30.06.2021		EUR 292,058.56	EUR 65,899.95
Jacopo Mingazzini Executive Board until 18.03.2020			EUR 589,455.06*
Members of the Supervisory Board in office as at 31.12.2022			
Axel Harloff Chairman	EUR 60,000.00	EUR 60,000.00	EUR 60,000.00
Carsten Wolff Vice-Chairman since 28.04.2020	EUR 45,000.00	EUR 45,000.00	EUR 34,000.00
Natig Ganiyev	EUR 30,000.00	EUR 30,000.00	EUR 30,000.00
Supervisory Board member who resigned in 2020			
Dirk Hoffmann Former Vice-Chairman the until 31.3.2020			EUR 11,000.00
Earnings position of the company			
Turnover in EUR million	EUR 165.2	EUR 192.7	EUR 125.2
Group result for the period in EUR million	EUR -14,2	EUR 13.1	EUR 18.1
Workers			
Average annual labour Employee remuneration per FTE in EUR	EUR 89.626,34	EUR 95.380,09	EUR 112.010,51

*Total compensation Mingazzini 2020 includes severance pay.

For the calculation of the development of the average employee remuneration, all employees and managers on a full-time equivalent basis (FTE) of the company and its subsidiaries were taken into account. The basic remuneration and any annual bonus paid in the financial year were taken into account. Among other things, the following were taken into account as fringe benefits: employer contributions to social insurance and, where relevant, the budget available for a company car.

4. Consideration of the Resolution of the Annual General Meeting on the previous year's remuneration report

The Annual General Meeting approved the remuneration report for the 2021 financial year, prepared and audited in accordance with § 162 of the German Stock Corporation Act (AktG), at the Annual General Meeting of 31 August 2022 approved.

Report of the independent auditor on the audit of the remuneration report pursuant to section 162 (3) AktG

Audit opinion

We have formally audited the remuneration report of ACCENTRO Real Estate AG, Berlin, for the financial year from 1 January 2022 to 31 December 2022 to determine whether the disclosures pursuant to section 162 (1) and (2) of the AktG have been made in the remuneration report. In accordance with section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosures required by section 162 (1) and (2) of the AktG. Our audit opinion does not cover the content of the remuneration report.

Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with section 162 (3) of the German Stock Corporation Act (AktG) and in compliance with the draft IDW auditing standard "Die Prüfung des Vergütungsberichts nach § 162 Abs. 3 AktG" (IDW EPS 870 (02.2023)). Our responsibility under that provision and standard is further described in the Auditor's Responsibility section of our report. We have applied the Requirements for Quality Management in Auditing Practice (IDW QMS 1 (09.2022)) as an auditing practice. We have complied with the professional duties pursuant to the Auditors' Code and the Professional Statutes for Auditors/Sworn Auditors, including the requirements for independence.

Responsibility of the Executive Board and the Supervisory Board

The Executive Board and the Supervisory Board are responsible for preparing the

remuneration report, including the related disclosures, which complies with the requirements of § 162 AktG.

They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error (i.e. manipulation of the accounts and misstatement of assets).

Responsibility of the auditor

Our objective is to obtain reasonable assurance about whether the disclosures pursuant to § 162 (1) and (2) AktG have been made in all material respects in the remuneration report and to express an opinion thereon in an audit report.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by section 162 (1) and (2) AktG. In accordance with section 162 (3) AktG, we did not audit the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Dealing with any misleading representations

In connection with our audit, we have a responsibility to read the remuneration report, taking into account the knowledge gained from the audit of the financial statements, and to remain alert for indications as to whether the remuneration report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that such misleading representation exists, we are required to report that fact. We have nothing to report in this regard.

Berlin, 27 April 2023

Grant Thornton AG

Wirtschaftsprüfungsgesellschaft

Niclas Rauscher Stefanie Weisner

Certified Public Accountant German

Public Auditor

III.

Further information

Submissions to the shareholders

The following documents are posted on the Company's website at <https://www.accentro.ag/investor-relations/hauptversammlung/> and will also be available to shareholders there during the Annual General Meeting:

- Adopted annual financial statements of Accentro Real Estate AG for the financial year 2022,
- Consolidated financial statements for the 2022 financial year approved by the Supervisory Board,
- Management Report and Group Management Report for the 2022 financial year,
- Report of the Supervisory Board to the Annual General Meeting on the 2022 financial year,
- Proposal of the Board of Directors for the appropriation of the balance sheet profit,
- current statutes,
- Remuneration report for the financial year 2022.

Participation in the Annual General Meeting

Shareholders must register to attend the Annual General Meeting and to exercise their voting rights. The registration must be submitted to the Company at the address:

Accentro Real Estate AG
c/o UBJ. GmbH
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg

Fax: 040-6378-5423

E-mail: hv@ubj.de

by at the latest

31 May 2023 (24:00 CEST)

in text form (§ 126b BGB) in German or English.

In order to participate in the general meeting and to exercise voting rights, proof of share ownership is also required pursuant to § 13 section 4 of the articles of association, for which proof by the ultimate intermediary pursuant to § 67c section 3 AktG is sufficient. The proof of shareholding must refer to the beginning of the 21st day before the general meeting (so-called record date), i.e. to the day of the general meeting.

17 May 2023 (0:00 CEST)

and must be notified to the Company no later than

31 May 2023 (24:00 CEST)

at the address given above for the application.

In relation to the Company, only those persons shall be deemed to be shareholders for the purpose of attending the Annual General Meeting and exercising voting rights who have provided evidence of share ownership in the manner described above; in particular, sales or other transfers of shares after the record date shall have no significance in relation to the Company for the scope and exercise of the statutory participation and voting rights of the previous shareholder. The same shall apply to the acquisition of additional shares after the record date. Persons who do not yet hold shares on the record date and only become shareholders thereafter are not entitled to participate or vote. The record date has no significance for dividend entitlement.

After receipt of the registration and the proof of shareholding by the Company, admission tickets for the Annual General Meeting will be sent to the shareholders. In order to ensure timely receipt of the admission tickets, we kindly ask the shareholders to ensure that the registration and the proof of shareholding are sent to the Company at the aforementioned address in due time.

Exercise of voting rights

Shareholders who do not attend the Annual General Meeting in person may also have their voting right(s) exercised by a proxy, for example by a bank, a shareholders' association or another person of their choice. In this case, too, timely registration and timely proof of share ownership are required. The granting of the proxy, its revocation and the proof of the authorisation vis-à-vis the Company must in principle be made in text form (section 126b of the German Civil Code) pursuant to section 134 para. 3 sentence 3 of the German Stock Corporation Act (AktG). If a credit institution, a shareholders' association or any other of the institutions listed in If a power of attorney is to be granted to institutions or persons of equal status pursuant to § 135 AktG, the form requirement shall be governed by the provisions of § 135 AktG under stock corporation law. However, we would like to point out that in these cases the institutions or persons to be authorised may require a special form of proxy because they must record the proxy in a verifiable manner pursuant to section 135 AktG. Therefore, if you wish to authorise a credit institution, a shareholders' association or another institution or person treated as equivalent pursuant to § 135 AktG, please coordinate with these institutions or persons on a possible

Form of power of attorney.

In connection with the entitlement to exercise voting rights, reference is made to any reporting obligations pursuant to Sections 33 et seq. WpHG are referred to.

Shareholders of Accentro Real Estate AG will receive a form for registering to attend the Annual General Meeting from the respective custodian bank together with the invitation to the Annual General Meeting. Using this form, a shareholder who wishes to attend the Annual General Meeting in person or to be represented there can request an admission ticket in his or her name or that of the proxy.

Shareholders who wish to authorise a proxy may - but are not obliged to - use the form provided by the Company for this purpose. A proxy form printed on the admission ticket will be sent to the shareholders together with the admission ticket. The proxy form can also be downloaded from the internet at www.accentro.ag/investor-relations/hauptversammlung.

Proof of authorisation must either be provided to the Company by the proxy on the day of the Annual General Meeting or by declaration to the Company at the following address:

Accentro Real Estate AG
Kantstraße 44/45
10625 Berlin
Fax: 030 88718111 E-
mail: ir@accentro.ag

As a special service, we offer our shareholders that they may also be represented at the Annual General Meeting by the proxy appointed by the Company, issuing instructions. The proxies are obliged to vote in accordance with the instructions; they cannot exercise the voting rights at their own discretion. Shareholders who wish to grant a power of attorney to the proxy appointed by the Company must also register for the Annual General Meeting in due time in accordance with the above conditions of participation and provide proof of share ownership. The

Furthermore, shareholders who wish to grant a power of attorney to the proxy appointed by the Company may - but are not obliged to - use the power of attorney and instruction form available on the Company's website (www.accentro.ag/investor-relations/annualmeeting) for this power of attorney and hereby issue instructions to the proxy on the exercise of voting rights. Proxy and instructions to the proxy appointed by the Company must be sent to the address indicated on the form and, for organisational reasons, must be received by the end of 5 June 2023 (24:00 CEST).

Alternatively, it is possible to authorise the Company's proxy during the General Meeting by shareholders or shareholder representatives present there.

Please note that while each shareholder has the right to appoint more than one proxy, the Company has the right to reject any one or more of them in the event of more than one proxy being appointed.

Motions and election proposals by shareholders

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

Counter motions by shareholders against a proposal of the Executive Board and the Supervisory Board

on a specific item on the agenda pursuant to section 126 AktG or election proposals by shareholders for the election of auditors or supervisory board members pursuant to

§ Section 127 of the German Stock Corporation Act (AktG) shall 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.

Shareholder's right to information

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.

Further explanations/publications on the website the company

Further explanations pursuant to § 121 para. 3 sentence 3 no. 3 of the German Stock Corporation Act (AktG) on the rights of shareholders pursuant to §§ 122 para. 2, 126 para. 1, 127 and 131 para. 1 of the German Stock Corporation Act (AktG) are available on the Internet at www.accentro.ag/investor-relations/hauptversammlung.

The information pursuant to § 124a AktG will be made available to the shareholders on the internet on the homepage of Accentro Real Estate AG at www.accentro.ag/investor-relations/annual-meeting.

Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time of the announcement of the convening of the Annual General Meeting in the Federal Gazette (Bundesanzeiger), the share capital of the Company amounts to EUR 32,437,934.00 and is divided into 32,437,934 no-par value bearer shares with a proportionate amount of the share capital of EUR 1.00 each and with one vote per no-par value share. The total number of shares and voting rights at the time of the announcement of the convening of the Annual General Meeting in the Federal Gazette is accordingly 32,437,934. No voting rights may be exercised from treasury shares held by the Company. The Company currently holds no treasury shares.

Information on data protection

The Company processes the following categories of your personal data in the course of holding the AGM: Contact data (e.g. name or the e-mail address), information about your shares (e.g. number of shares) and administrative data (e.g. the admission ticket number). The processing of personal data in the context of the Annual General Meeting is based on Art. 6 para. 1 lit. c of the General Data Protection Regulation (DSGVO). According to this, the processing of personal data is lawful if the processing is necessary for the fulfilment of a legal obligation. The company is legally obliged to hold the general meeting of shareholders. In order to comply with this obligation, the processing of the categories of personal data mentioned above is indispensable. You will not be able to register for the general meeting without providing your personal data.

The company is responsible for data processing. The contact details of the data controller are:

Accentro Real Estate AG
Kantstraße 44/45
10625 Berlin
Phone: 030 - 887181798

E-mail: datenschutz@accentro.de

Personal data concerning you will not be disclosed to third parties. In exceptional cases, third parties will also have access to this data if they have been commissioned by the Company to provide services in connection with the conduct of the Annual General Meeting. These are typical AGM service providers, such as AGM agencies, lawyers or auditors. The service providers only receive personal data to the extent necessary for the provision of the service.

The above data will be kept for up to 3 years (but not less than 2 years) after the end of the AGM, depending on the individual case, and will then be deleted, unless further processing of the data is still necessary in the individual case to process applications, decisions or legal proceedings relating to the AGM.

You have the right to obtain information about the personal data stored about you free of charge upon request. In addition, you have the right to request the correction of incorrect data, the right to request the restriction of processing of data that has been processed too extensively and the right to request the deletion of personal data that has been processed unlawfully or stored for too long (insofar as this does not conflict with any legal obligation to retain data and no other reasons pursuant to Art. 17 (3) DSGVO). In addition, you have the right to transfer all data you have provided to us in a common file format (right to "data portability").

To exercise your rights, simply send an e-mail to:

datenschutz@accentro.de

In addition, you also have the right to complain to a data protection supervisory authority.

You can reach the Accentro Real Estate AG data protection officer at the following address:

Accentro Real Estate AG
Data Protection Officer
Kantstraße 44/45
10625 Berlin
E-mail: datenschutz@accentro.de

Berlin, May 2023 Accentro

Real Estate AG The

Management Board