

ACCENTRO

REAL ESTATE AG

Accentro Real Estate AG
("Society")

with headquarters in Berlin

ISIN DE000A0KFKB3
Security code no. A0KFKB

Explanation of the rights of the shareholders
within the framework of the Annual General Meeting on 31 August 2022
(virtual general meeting)

The Board of Directors of the Company, with the approval of the Supervisory Board, has decided that this year's Annual General Meeting of the Company will also be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (except for the proxy appointed by the Company) in accordance with Section 1 (1), (2) of the Act on Measures in the Law of Companies, Cooperatives, Associations, Foundations and Residential Property to Combat the Effects of the COVID-19 Pandemic ("COVID-19 Act"), the validity of which has been extended until 31 August 2022.

The holding of the Annual General Meeting 2022 as a virtual Annual General Meeting in accordance with the COVID 19 Act leads to modifications in the procedures of the Annual General Meeting as well as in the rights of the shareholders. The notice of the Annual General Meeting already contains information on the rights of the shareholders within the meaning of § 121 para. 3 no. 3 of the German Stock Corporation Act.

We therefore ask our shareholders again this year to pay special attention to the following information.

Supplementary motions to the agenda by shareholders pursuant to § 122 (2) AktG

Shareholders whose shares together amount to at least one-twentieth (5%) of the share capital (currently equivalent to 1,621,897 no-par value shares) or the proportionate amount of EUR 500,000.00 (currently equivalent to 500,000 no-par value shares) may, pursuant to § 122 para. 2 of the German Stock Corporation Act (AktG), 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 submitted to the company at the following address

Accentro Real Estate AG
c/o UBJ. GmbH
Accentro HV 2022
Cape Town Ring 10
22297 Hamburg

in writing by 24:00 (CEST) on Sunday, 31 July 2022.

Pursuant to section 122 (1) sentence 3 AktG, the applicants must prove that they have held the shares for at least 90 days prior to the receipt of the request and that they will hold the shares until the decision of the board of directors on the request. Section 121 para. 7 AktG shall be applied accordingly.

Additions to the agenda that are to be announced will be published in the Federal Gazette immediately after receipt of the request and forwarded to such media for publication that can

be expected to disseminate the information throughout the entire European Union, unless they have already been announced with the convening notice. They shall also be published on the Company's website at www.accentro.ag/investor-relations/hauptversammlung.

The legal provisions underlying these shareholder rights are as follows:

§ Section 122 of the Companies Act, Convening at the request of a minority, reads as follows:

(1) The general meeting shall be convened if shareholders whose shares together amount to one-twentieth of the share capital request the convening in writing, stating the purpose and the reasons; the request shall be addressed to the executive board. The articles of association may make the right to demand the convocation of the general meeting subject to another form and to the holding of a smaller proportion of the share capital. The applicants shall prove that they have been holders of the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the decision of the executive board on the request. § Section 121 (7) shall apply accordingly.

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

(3) If the demand is not complied with, the court may authorise the shareholders who made the demand to convene the general meeting or to publish the matter. At the same time, the court may appoint the chairman of the meeting. Reference must be made to the authorisation when the meeting is convened or announced. An appeal against the decision is admissible. The applicants must prove that they hold the shares until the court's decision.

(4) The company shall bear the costs of the general meeting and in the case of subsection (3) also the court costs if the court has granted the application.

§ Section 70 of the Companies Act, Calculation of Shareholding Period, reads as follows:

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, financial services institution or an enterprise operating pursuant to section 53 para. 1 sentence 1 or section 53b para. 1 sentence 1 or para. 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Societies Act.

§ Section 121(7) of the Companies Act reads as follows:

(7) In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the Civil Code shall not apply mutatis mutandis. In the case of non-listed companies, the articles of association may provide for a different calculation of the period.

Countermotions or election proposals by shareholders pursuant to Sections 126 (1), 127 AktG

Countermotions and nominations by shareholders for the election of the auditor and - if this is an item on the agenda - for the election of the supervisory board pursuant to § 127 AktG shall be sent exclusively to the following address:

Accentro Real Estate AG
c/o UBJ. GmbH
Accentro HV 2022
Cape Town Ring 10
22297 Hamburg
Fax: 040 - 6378-5423
E-mail: hv@ubj.de

Counter-motions or election proposals addressed otherwise shall not be considered. Counter-motions or election proposals from shareholders received by the end of Tuesday, 16 August 2022, 24:00 hours (CEST), will be made available on the Internet at <https://www.accentro.ag/investor-relations/hauptversammlung/> subject to the requirements of Sections 126, 127 AktG. There you will also find any comments by the administration.

The company may refrain from making a counter-motion and its grounds available if one of the grounds for exclusion pursuant to section 126 (2) of the Stock Corporation Act applies, for example because the counter-motion would lead to a resolution of the general meeting that would be contrary to the law or the articles of association. The statement of grounds for a counter-motion need not be made available if it exceeds 5,000 characters in total. In addition to the exclusion criteria of section 126 para. 2 of the German Stock Corporation Act (AktG), an election proposal need not be made accessible if the election proposal does not contain the name, profession and place of residence of the auditor or supervisory board member proposed for election and, in the case of a proposal for the election of supervisory board members, does not additionally contain the information on memberships in other supervisory boards to be formed by law.

We would like to point out that it is no longer possible to submit a motion via the proxy appointed by the Company - as was the case at the last Annual General Meeting. Instead, countermotions and election proposals that are to be made accessible pursuant to section 126 or section 127 of the German Stock Corporation Act (AktG) shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or submitting the election proposal is duly authorised and registered for the Annual General Meeting.

The legal provisions underlying these shareholder rights are as follows:

§ Section 126 of the Stock Corporation Act, Motions by Shareholders, reads as follows:

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

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

1. insofar as the Executive Board would render itself liable to prosecution by making it accessible,

2. if the counter-motion would lead to a resolution of the general meeting contrary to the law or the articles of association,
3. if the statement of reasons contains information that is obviously false or misleading in essential points or if it contains insults,
4. if a counter-motion of the shareholder based on the same facts has already been made available to a general meeting of the company pursuant to section 125,
5. if the same counter-motion of the shareholder with substantially the same grounds has already been made available to at least two general meetings of the company pursuant to section 125 within the last five years and less than one-twentieth of the share capital represented voted in favour of it at the general meeting,
6. if the shareholder indicates that he will not attend the general meeting and will not be represented, or
7. if the shareholder has failed to make or cause to be made a counter-motion communicated by him at two general meetings in the last two years.

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

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

§ Section 127 of the Companies Act, Election Proposals by Shareholders, reads as follows:

Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of supervisory board members or auditors. The nomination need not be substantiated. The executive board need not make the nomination available even if the nomination does not contain the information pursuant to section 124, paragraph 3, sentence 4 and section 125, paragraph 1, sentence 5. The management board shall provide the proposal of a shareholder for the election of supervisory board members of listed companies to which the Co-Determination Act, the Coal and Steel Co-Determination Act or the Co-Determination Supplementary Act applies with the following contents:

1. reference to the requirements of section 96(2),
2. indication whether the overall fulfilment has been objected to in accordance with section 96(2) sentence 3; and
3. an indication of how many of the seats on the supervisory board must be occupied at least by women and men respectively in order to fulfil the minimum proportion requirement pursuant to section 96 (2) sentence 1.

§ 1 para. 2 sentence 3 COVID-19 Act

Motions or nominations by shareholders which are to be made available pursuant to section 126 or section 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorised and registered for the general meeting.

Right to ask questions by means of electronic communication

Pursuant to § 1 para. 1, para. 2 COVID-19 Act, shareholders are granted a right to ask questions by way of electronic communication. The Executive Board has specified that shareholders registered for the Annual General Meeting may submit their questions to the Company by way of electronic communication via the AGM shareholder portal no later than midnight (CEST) on Tuesday, 30 August 2022.

The Board of Directors will use its dutiful discretion in deciding how to answer the questions.

The legal provisions underlying these shareholder rights are as follows:

§ 1 par. 2 sentence 1 no. 3, sentence 2 COVID-19 Act:

The board of directors may decide that the meeting shall be held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided that

[...]

3. the shareholders are granted the right to ask questions by means of electronic communication,

[...]

The Executive Board shall decide in its dutiful and free discretion how to answer questions; it may also stipulate that questions must be submitted by electronic communication no later than one day before the meeting.

§ Section 1(6) of the COVID 19 Act:

The decisions of the executive board pursuant to paragraphs 1 to 5 require the consent of the supervisory board. Notwithstanding § 108 paragraph 4 of the German Stock Corporation Act, the Supervisory Board may pass the resolution on approval in writing, by telephone or in a comparable manner without the physical presence of the members, notwithstanding the provisions in the Articles of Association or the Rules of Procedure.

Explanation contradiction

Shareholders who have exercised their voting right by postal vote or through a proxy as explained above have the possibility, in deviation from § 245 no. 1 AktG, to declare an objection against one or more resolutions of the general meeting by way of electronic communication to the certifying notary without appearing at the general meeting. In addition to the requirement to vote, a valid declaration of objection requires that the shareholder or the proxy sends the objection, stating the resolution against which the objection is directed, to the notary certifying the general meeting via the AGM shareholder portal at <https://accentro.hvanmeldung.de> by the end of the general meeting.

The declaration of objection must also be accompanied by the relevant access card number as proof of shareholder status.

The legal provisions underlying these shareholder rights are as follows:

§ Section 1, subsection 2, no. 4 COVID-19 Act:

(2) The board of directors may decide that the meeting shall be held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided that (...) 4. the shareholders who have exercised their voting right pursuant to number 2 are, in deviation from section 245 number 1 of the Stock Corporation Act, granted an opportunity to object to a resolution of the general meeting by waiving the requirement to appear at the general meeting.

§ 245 no. 1 AktG:

"The following shall be entitled to contest

1. any shareholder appearing at the general meeting if he/she had already acquired the shares prior to the announcement of the agenda and has declared his/her objection to the resolution in the minutes; [...]".

Berlin, July 2022

Accentro Real Estate AG

The Board of Directors