

DIC ■

INVITATION TO THE  
**ANNUAL GENERAL MEETING**  
OF DIC ASSET AG,  
FRANKFURT AM MAIN

Thursday, 24. March 2022 | 10:00 a.m.

/// virtual General Meeting ///

ISIN: DE 000A1X3XX4  
WKN: A1X3XX

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DIC Asset AG

Frankfurt am Main

ISIN: DE 000A1X3XX4

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### Convocation of the Shareholders' Meeting<sup>1</sup>

We invite our shareholders to the Annual General Meeting to be held on **Thursday, 24 March 2022, 10:00 a.m. (CET)** (= 9:00 a.m. UTC (Coordinated Universal Time)), which will be held as a virtual general meeting without the physical presence of shareholders or their authorized representatives.

The Annual General Meeting will be held at Gesellschaftshaus Palmengarten, Palmengartenstraße 11, 60325 Frankfurt am Main, Germany, and will be broadcast in full length in audio and video format for shareholders or their authorized representatives who have registered for the Annual General Meeting in due time and form via the password-protected AGM portal at

<https://www.dic-asset.de/annual-general-meeting/>

The access data for the AGM portal will be sent together with the personal invitation documents.

Shareholders and their authorized representatives (with the exception of proxies appointed by the company) are not entitled to physically attend the Annual General Meeting.

Shareholders and their authorized representatives are requested to comply with the special instructions on participation in the virtual Annual General Meeting on following the video and audio transmission of the Annual General Meeting as well as on exercising voting rights (no electronic participation) and on the rights of shareholders in Section III. "Further information on the convocation".

<sup>1</sup> Convenience translation; the German text is legally binding.

## I. Agenda

1. **Presentation of the adopted annual financial statements of DIC Asset AG and the approved consolidated financial statements as of 31 December 2021, the combined management report and group management report, the report of the Supervisory Board for the financial year 2021 and the explanatory report of the Management Board on the information pursuant to Sections 289a, 315a of the German Commercial Code (HGB)**

The documents submitted with respect to item 1 of the agenda can be viewed on the company's website at <https://www.dic-asset.de/annual-general-meeting/> from the time the Annual General Meeting is convened and during the Annual General Meeting. The same applies to the proposal of the Management Board for the appropriation of the balance sheet profit. The documents will be explained verbally at the Annual General Meeting. The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board in accordance with Sections 171, 172 of the German Stock Corporation Act (AktG). The annual financial statements are thus adopted. In accordance with the legal provisions, a resolution of the Annual General Meeting on item 1 of the agenda will not be required.

2. **Resolution on the appropriation of the balance sheet profit**

The Management Board and the Supervisory Board propose to appropriate the balance sheet profit of DIC Asset AG in the total amount of EUR 63,219,015.78 reported as of 31 December 2021 as follows:

Distribution of a dividend of EUR 0.75 per share entitled to dividend with a payment date of 2 May 2022	EUR	61,395,872.25
Carried forward to new account	EUR	1,823,143.53
<b>Balance sheet profit</b>	<b>EUR</b>	<b>63,219,015.78</b>

The dividend will be paid, at the choice of the shareholder, either (i) exclusively in cash or (ii) for part of the dividend to settle the tax liability in cash and for the remaining part of the dividend in the form of no-par value shares of the

company (hereinafter also referred to as "**Scrip Dividend**") or (iii) for part of his shares in cash and for the other part of his shares as Scrip Dividend. The details of the cash distribution and the shareholders' option to choose the Scrip Dividend will be set out in a separate document in accordance with Article 1 (4) lit. h), (5) subpara. 1 lit. g) of Regulation (EU) 2017/1129 (prospectus exempting document). This document will be made available to shareholders on the company's website at <https://www.dic-asset.de/annual-general-meeting/> and will include, in particular, information on the number and type of shares and explanations of the reasons for and details of the share offer.

The total dividend amount and the amount to be carried forward to new account in the above resolution proposal on the appropriation of profits are based on a share capital entitled to dividends of EUR 81.861.163,00 divided into 81,861,163 no-par value shares at the time the Annual General Meeting is convened.

The number of shares entitled to dividends may change up to the time of the resolution on the appropriation of the balance sheet profit. In this case, the Management Board and the Supervisory Board will submit to the Annual General Meeting a correspondingly adjusted resolution proposal on the appropriation of profits, which will continue to provide for the distribution of a dividend of EUR 0,75 per no-par value share entitled to dividend; the offer to receive the dividend as a scrip dividend instead of in cash remains unaffected. The adjustment will be carried out as follows: If the number of shares entitled to dividend and thus the total dividend amount decreases, the amount to be carried forward to new account increases accordingly. If the number of shares entitled to dividend and thus the total dividend amount increases, the amount to be carried forward to new account decreases accordingly.

If the resolution proposed by the Management Board and the Supervisory Board is adopted, the following applies to the payment of the dividend:

For the distribution of dividends for the financial year 2021, the company's fiscal deposit account within the meaning of Section 27 of the German Corporation Tax Act (Körperschaftsteuergesetz) (deposits not paid into the nominal capital) shall generally not be deemed to have been used. Therefore, the dividend is generally fully subject to taxation in accordance with the tax regulations applicable to the respective shareholder, regardless of how the shareholder exercises his option.

**3. Resolution on the formal approval of the actions of the members of the Management Board for the financial year 2021**

The Management Board and the Supervisory Board propose to formally approve the actions of the members of the Management Board for the financial year 2021.

**4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2021**

The Management Board and the Supervisory Board propose to formally approve the actions of the members of the Supervisory Board for the financial year 2021.

It is intended that the Annual General Meeting will vote on the formal approval of the actions of the Chairman of the Supervisory Board, Prof. Dr. Gerhard Schmidt, separately by way of an individual formal approval and on the formal approval of the actions of the other members of the Supervisory Board as a whole by way of an overall formal approval.

**5. Presentation of the remuneration report for the financial year 2021 for discussion**

Pursuant to the Act Implementing the Second Shareholders' Rights Directive (ARUG II), the Management Board and Supervisory Board must prepare a remuneration report annually in accordance with Section 162 of the German Stock Corporation Act (AktG) and submit it to the Annual General Meeting for approval in accordance with Section 120a (4) of the German Stock Corporation Act (AktG) or, under the conditions of Section 120a (5) of the German Stock Corporation Act (AktG), for discussion. The Management Board and the Supervisory Board have prepared a remuneration report on the remuneration granted and owed to each member of the Management Board and the Supervisory Board in the financial year 2021.

The remuneration report was audited by the auditor in accordance with Section 162 (3) of the German Stock Corporation Act (AktG) and issued with an audit certificate. Since the company, as a medium-sized corporation within the meaning of Section 267 (2) of the German Commercial Code (HGB), fulfils the requirements of Section 120a (5) of the German Stock Corporation Act (AktG), the remuneration report will not be submitted to the Annual General



Meeting for approval, but for discussion under a separate agenda item. A resolution of the Annual General Meeting on item 5 of the agenda is therefore not required.

The remuneration report for the financial year 2021, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), and the auditor's certificate on its audit are set out in Section II "Reports to the Annual General Meeting and other information on the agenda" under item II 1. of this invitation and are available from the convocation of the Annual General Meeting and during the Annual General Meeting on the company's website at

<https://www.dic-asset.de/annual-general-meeting/>

**6. Election of the auditor and group auditor for the financial year 2022 and of the auditor for the audit review of the half-year financial report and a possible audit review of additional financial information**

The Supervisory Board proposes to resolve:

BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as the auditor and group auditor for the financial year 2022 and as the auditor for the audit review of the condensed financial statements and interim management report for the first half of the financial year 2022 (Sections 115 (5), 117 of the German Securities Trading Act (WpHG)). In addition, BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as auditor if the Management Board decides on a review of additional financial information within the meaning of Section 115 (7) of the German Securities Trading Act (WpHG) for the financial year 2022 or the financial year 2023, insofar as these are drawn up before the Annual General Meeting in the financial year 2023.

The election proposal is based on the recommendation and preference of the Audit Committee. On the basis of a selection procedure carried out in accordance with Article 16 of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements for the statutory audit of public interest entities and repealing Commission Decision 2005/909/EC ("Statutory Audit Regulation"), the Audit Committee has recommended to the Supervisory Board to propose to the Annual General Meeting to elect either BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, or Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, as auditor and group auditor for the financial year 2022. In doing so, the Audit Committee

communicated and justified its preference for BDO AG Wirtschaftsprüfungsgesellschaft.

The Audit Committee has stated that its recommendation is free from undue influence by third parties and, in particular, that no clause restricting the selection options within the meaning of Article 16 (6) of the Statutory Audit Regulation has been imposed upon it.

## **7. Elections to the Supervisory Board**

Pursuant to Sections 95 clause 2, 96 (1) last case, 101 (1) of the German Stock Corporation Act (AktG) and Section 8 (1) of the Articles of Association, the Supervisory Board of the company is composed of six members to be elected by the shareholders' meeting. The term of office of Prof. Dr. Gerhard Schmidt (Chairman of the Supervisory Board), Klaus-Jürgen Sontowski (Deputy Chairman of the Supervisory Board) and Eberhard Vetter as members of the Supervisory Board ends with the conclusion of the Annual General Meeting on 24 March 2022. New elections are therefore required for three positions on the Supervisory Board.

The Supervisory Board proposes to resolve:

The following persons are elected to the Supervisory Board as shareholder representatives:

- 7.1 Prof. Dr. Gerhard Schmidt, Glattbach, lawyer, tax advisor and partner at the law firm Weil, Gotshal & Manges LLP
- 7.2 Mr. Eberhard Vetter, Nauheim, Head of Investments of RAG Foundation and Member of the Board of Directors of RSBG SE
- 7.3 Dr. Angela Geerling, Munich, Senior Asset Manager, Schroders Real Estate Asset Management GmbH

The election shall in each case be for a term of office from the conclusion of the Annual General Meeting on 24 March 2022 until the conclusion of the Annual General Meeting which resolves on the formal approvals of the actions of the Supervisory Board for the fourth financial year after the beginning of the term of office, whereby the financial year in which the term of office begins shall not be counted.

The elections shall be conducted by way of separate ballots.

The election proposals take into account the objectives set by the Supervisory Board for its composition and seek to further fulfil the competence profile for the body as a whole. The Supervisory Board has satisfied itself that the proposed candidates can devote the expected amount of time.

In its current composition, the Supervisory Board includes at least two members, Prof. Dr. Ulrich Reuter and Prof. Dr. Gerhard Schmidt, who is proposed for re-election, who have expertise in the field of accounting and auditing within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG).

Following the vote of the Supervisory Board, Prof. Dr. Gerhard Schmidt intends to stand again for the chairmanship of the Supervisory Board, if he is elected by the Annual General Meeting.

Curricula vitae of the candidates including the information pursuant to Section 125 (1) clause 5 of the German Stock Corporation Act (AktG) and information pursuant to recommendation C.13 of the German Corporate Governance Code can be found below in Section II. of this invitation under item II.2. This information is also available at

<https://www.dic-asset.de/annual-general-meeting/>

and will also be accessible there during the Annual General Meeting.

**8. Resolution on the cancellation of the existing Authorized Capital 2021 and creation of a new Authorized Capital 2022 with the option to exclude subscription rights as well as the corresponding amendment of the Articles of Association**

The authorization of the Management Board resolved by the Annual General Meeting on 24 March 2021 to increase, with the approval of the Supervisory Board, the share capital of the company by up to EUR 16,117,405.00 by issuing new registered no-par value shares against contributions in cash and/or in kind (Authorized Capital 2021) shall be cancelled and renewed.

A new authorized capital of up to EUR 16.372.232,00, corresponding to approximately 20% of the current share capital, shall be created (Authorized Capital 2022).

Before the cancellation of the Authorized Capital 2021 and the new Authorized Capital 2022 taking effect, it is intended to use the existing Authorized Capital 2021 for granting subscription rights to shareholders, to the extent required to grant a scrip dividend in accordance with the resolution to be adopted under agenda item 2.

Management Board and Supervisory Board propose to resolve:

**a) Cancellation of the existing Authorized Capital 2021**

The authorization of the Management Board resolved by the Annual General Meeting on 24 March 2021 under item of 7 its agenda to increase the share capital of the company, with the approval of the Supervisory Board, by up to EUR 16.117.405,00 until 23 March 2026 by issuing new registered no-par value shares against contributions in cash and/or in kind (Authorized Capital 2021) is cancelled with effect from the date the new authorized capital to be resolved under lit. b) below and the amendment to the Articles of Association to be resolved under lit. c) below are entered in the company's commercial register, insofar as it has not yet been or will not have been used at the time this cancellation becomes effective.

**b) Creation of a new Authorized Capital 2022**

The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital by up to EUR 16.372.232,00 until 23 March 2027 by issuing once or on multiple occasions new registered no-par value shares against contributions in cash and/or in kind (Authorized Capital 2022). The number of shares must increase in the same proportion as the share capital.

Generally, shareholders shall be granted subscription rights. The shares may also be taken up by one or more credit institutions or companies within the meaning of Section 186 (5) clause 1 of the German Stock Corporation Act (AktG) designated by the Management Board with the obligation to offer them to the shareholders for subscription (indirect subscription right).

However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights,

- to exclude fractional amounts from shareholders' subscription rights;
- if the new shares are issued against cash contributions and the issue price of the new shares is not significantly lower than the stock market price of shares already listed with essentially equivalent features. The number of

shares issued in this way under exclusion of subscription rights may not exceed 10% of the share capital, neither at the time the authorization takes effect nor at the time it is exercised. Other shares issued or sold during the term of this authorization under exclusion of subscription rights in direct or corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) shall be counted towards the maximum limit of 10% of the share capital. Also to be counted are shares to be issued to service option and/or conversion rights or obligations under options and/or convertible bonds and/or profit-participation rights, provided that such bonds or profit-participation rights are issued during the term of this authorization under exclusion of subscription rights in corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG);

- if the capital increase is made against contribution in kind, in particular for the purpose of acquiring enterprises, parts of enterprises, equity interests in enterprises or other assets related to an acquisition project or in the context of business combinations or
- to the extent required to grant holders or creditors of option bonds and/or convertible bonds with option or conversion rights or option or conversion obligations previously issued by the company or companies in which the company directly or indirectly holds a 100% interest, subscription right to bonds to the extent they would be entitled as shareholders after exercising the option or conversion rights or after fulfilling option or conversion obligations.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the content of the share rights, the further details of the capital increase as well as the conditions of the share issue, in particular the issue price.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly following the use of the authorized capital or expiry of the period for using of the authorized capital.

**c) Amendment to the Articles of Association**

Section 5 of the Articles of Association is repealed and reworded as follows:

**"Section 5**

**Authorized capital**

The Management Board is authorized, with the approval of the Supervisory Board, to increase the share capital by up to EUR 16.372.232,00 until 23 March 2027 by issuing once or on multiple occasions new registered no-par value shares against contributions in cash and/or in kind (Authorized Capital 2022). The number of shares must increase in the same proportion as the share capital.

Generally, shareholders shall be granted subscription rights. The shares may also be taken up by one or more credit institutions or companies within the meaning of Section 186 (5) clause 1 of the German Stock Corporation Act (AktG) designated by the Management Board with the obligation to offer them to the shareholders for subscription (indirect subscription right).

However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights,

- to exclude fractional amounts from shareholders' subscription rights;
- if the new shares are issued against cash contributions and the issue price of the new shares is not significantly lower than the stock market price of shares already listed with essentially equivalent features. The number of shares issued in this way under exclusion of subscription rights may not exceed 10% of the share capital, neither at the time the authorization takes effect nor at the time it is exercised. Other shares issued or sold during the term of this authorization under exclusion of subscription rights in direct or corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) shall be counted towards the maximum limit of 10% of the share capital. Also to be counted are shares to be issued to service option and/or conversion rights or obligations under options and/or convertible bonds and/or profit-participation rights, provided that such bonds or profit-participation rights are issued during the term of this authorization under exclusion of subscription rights in corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG);
- if the capital increase is made against contribution in kind, in particular for the purpose of acquiring enterprises, parts of enterprises, equity interests in enterprises or other assets related to an acquisition project or in the context of business combinations or
- to the extent required to grant holders or creditors of option bonds and/or convertible bonds with option or conversion rights or option or

conversion obligations previously issued by the company or companies in which the company directly or indirectly holds a 100% interest, subscription right to bonds to the extent they would be entitled as shareholders after exercising the option or conversion rights or after fulfilling option or conversion obligations.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the content of the share rights, the further details of the capital increase as well as the conditions of the share issue, in particular the issue price.

The Supervisory Board shall be authorized to amend the wording of the Articles of Association accordingly following the use of the authorized capital or expiry of the period for using of the authorized capital."

**d) Instruction**

The Management Board is instructed to file the resolutions and amendments to the Articles of Association pursuant to a), b) and c) above for registration with the Commercial Register only after the registration of the implementation of the capital increase required for granting the scrip dividend pursuant to agenda item 2. In the event that no resolution is passed on agenda item 2 regarding the appropriation of profits with the granting of a scrip dividend or if a capital increase for the implementation of a scrip dividend is ultimately not carried out, the instruction pursuant to the preceding sentence shall not apply.

The written report of the Management Board pursuant to Sections 203 (2) clause 2, 186 (4) clause 2 of the German Stock Corporation Act (AktG) on the reasons for authorizing the Management Board to exclude shareholders' subscription rights when using the Authorized Capital 2022 is set out below in Section II. "Reports to the Annual General Meeting and further information on the agenda" under item II.3.

9. **Resolution on the cancellation of the existing authorization to issue convertible bonds and/or option bonds, the creation of a new authorization to issue convertible bonds and/or option bonds with the option to exclude subscription rights and the cancellation of the existing Conditional Capital 2020 and the creation of a new Conditional Capital 2022 as well as the corresponding amendment of the Articles of Association**

The Annual General Meeting of the company authorized the Management Board on 8 July 2020 under item 10 of its agenda to issue convertible bonds and/or option bonds in a total nominal amount of up to EUR 500,000,000.00 and resolved on a Conditional Capital 2020 in the amount of up to EUR 15.814.309,00 to secure them. No use has been made of the authorization to date. The existing authorization and the existing Conditional Capital 2020 shall be cancelled and replaced by a new authorization and a new Conditional Capital 2022. The Conditional Capital 2022 shall have a volume of up to a total of EUR 16.372.232,00, corresponding to approximately 20% of the current share capital.

Management Board and Supervisory Board propose to resolve:

- a) **Cancellation of the existing authorization to issue convertible bonds and/or option bonds**

The authorization of the Management Board to issue convertible bonds and/or option bonds resolved by the Annual General Meeting on 8 July 2020 under item 10 of its agenda is cancelled from the time the new authorization of the Management Board to issue convertible bonds and/or option bonds to be resolved below under lit. b) becomes effective.

- b) **New authorization to issue convertible bonds and/or option bonds**

- aa) **General**

The Management Board is authorized, with the approval of the Supervisory Board, to issue once or on multiple occasions registered or bearer convertible bonds and/or option bonds (collectively "bonds") with or without a limited term up to a total nominal amount of EUR 600.000.000,00 and to grant the holders or creditors of bonds conversion or option rights (also with conversion or option obligation) to registered no-par value shares of the company with a with a pro rata amount of the share capital of up to a total of EUR 16.372.232,00 in accordance with the more specified provisions of the conditions of the convertible bonds or option bonds (collectively also the



"bond conditions"). The bonds may only be issued against cash payment. The bonds may be issued in euros or - limited to the corresponding equivalent value - in a foreign legal currency, for example of an OECD country. They may also be issued by group companies in which the company directly or indirectly holds a 100% interest; in such a case, the Management Board is authorized, with the approval of the Supervisory Board, to assume the guarantee for the bonds on behalf of the company and to grant the holders or creditors conversion or option rights (also with conversion or option obligation) to no-par value registered shares of the company.

The bond issues may be divided into partial bonds.

**bb) Convertible bonds and option bonds**

In the event of an issue of convertible bonds, the holders or creditors shall receive the right to convert their partial bonds into registered no-par value shares of the company in accordance with the more specific conditions of the convertible bonds to be determined by the Management Board. The conversion ratio shall be calculated by dividing the nominal amount or the issue price below the nominal amount of a partial bond by the conversion price determined for one no-par value registered share of the company. Provision may be made for the conversion ratio to be variable. The conversion ratio may be rounded up or down to a full number; furthermore, an additional payment to be made in cash may be determined. Furthermore, provision may be made for fractional amounts to be combined and/or settled in cash. The proportionate amount of the share capital attributable to the shares to be subscribed per convertible bond may not exceed the nominal amount of the partial bond. Section 9 (1) and Section 199 (2) of the German Stock Corporation Act (AktG) shall remain unaffected.

In the case of an issue of option bonds, one or more warrants shall be attached to each partial bond, which entitle the holder or creditor to receive no-par value registered shares of the company in accordance with the option conditions to be determined by the Management Board. The option conditions may provide that the option price may also be satisfied in whole or in part by the transfer of partial bonds and, if applicable, an additional cash payment. The proportionate amount of the share capital attributable to the shares to be subscribed per partial bond may not exceed the nominal amount of the partial bond. Section 9 (1) and Section 199 (2) of the German Stock Corporation Act (AktG) shall remain unaffected. The term of the option right may not exceed

the term of the option bond. Furthermore, it may be provided that fractional amounts shall be combined and/or compensated in cash.

**cc) Conversion or option obligation**

The bond conditions may also provide for a conversion or option obligation at the end of the term (or at an earlier point in time). The proportionate amount of the share capital of the no-par value shares of the company to be issued per partial bond may not exceed the nominal amount of the partial bond. Section 9 (1) and Section 199 of the German Stock Corporation Act (AktG) shall remain unaffected.

**dd) Tender right and substitution right**

The bond conditions may provide for the right of the company or the group company issuing the bonds to grant the holders or creditors of the bonds, in whole or in part, new shares or treasury shares in the company or shares in another listed company instead of payment of a cash amount due.

The bond conditions may further provide that, in the event of a conversion or exercise of an option, treasury shares of the company or shares of another listed company may also be granted at the option of the company or the group company issuing the bonds. Furthermore, it may be provided that the company or the group company issuing the bond shall not grant shares of the company to the conversion or option holder, but shall pay (also in part) a cash amount to be determined for the number of shares otherwise to be delivered in accordance with lit. ee) below.

**ee) Conversion or option price**

The conversion or option price to be determined in each case must - subject to the following provision for bonds with a conversion or option obligation, a substitution right or a tender right of the issuer of the bonds for the delivery of shares - also in the case of a variable conversion or option price and when applying the following provisions on protection against dilution - be at least 80% of the volume-weighted average stock exchange price of the shares of the company in the XETRA closing auction (or a comparable successor system) on the Frankfurt Stock Exchange, namely

- on the last ten stock exchange trading days prior to the day of the final resolution of the Management Board on the issue of convertible bonds and/or option bonds or
- if subscription rights to the bonds are traded, on the days of subscription rights trading with the exception of the last two stock exchange trading days of subscription rights trading, or, if the amount of the conversion or option price is finally fixed by the Management Board already prior to the start of subscription rights trading, in the period pursuant to the above indent.

In the case of bonds with a conversion or option obligation, a substitution right or a tender right of the issuer of the bonds for the delivery of shares, the conversion or option price to be determined must be at least equal to either the above-mentioned minimum price or the volume-weighted average stock exchange price of the shares in the XETRA closing auction (or a comparable successor system) on the Frankfurt Stock Exchange on the ten trading days before or after the day of final maturity of the bonds, even if the last-mentioned average price is below the minimum price mentioned above.

In any case, the proportionate amount of the share capital of the shares of the company to be issued per partial bond may not exceed the nominal amount of the partial bond. Section 9 (1) and Section 199 of the German Stock Corporation Act (AktG) shall remain unaffected.

**ff) Dilution protection**

If, during the conversion or option period, the company increases its share capital and grants subscription rights to its shareholders or issues further convertible bonds or option bonds or grants or guarantees conversion or option rights and does not grant subscription rights to the holders of existing conversion or option rights as would be due to them as shareholders after exercising their conversion or option rights or fulfilling their conversion or option obligations, or if the share capital is increased by means of a capital increase from Company funds, the conditions of the convertible bonds or option bonds shall ensure that the economic value of the existing conversion or option rights remains unaffected by adjusting the conversion or option rights in a manner that preserves their value, unless the adjustment is already mandatorily regulated by law. This shall apply mutatis mutandis in the event of a capital reduction or other capital measures, restructurings, an acquisition of control by third parties, an extraordinary dividend or other comparable measures that may lead to a dilution of the value of the shares. Section 9 (1) and Section 199 of the German Stock Corporation Act (AktG) shall remain unaffected.

**gg) Subscription right and exclusion of subscription right**

The shareholders are generally entitled to a subscription right, i.e. the convertible bonds and/or option bonds are generally to be offered to the shareholders of the company for subscription. The bonds may also be taken over by one or more credit institutions or companies determined by the Management Board within the meaning of Section 186 (5) clause 1 of the German Stock Corporation Act (AktG) with the obligation to offer them to the shareholders for subscription (indirect subscription right). If bonds are issued by a group company in which the company directly or indirectly holds 100% of the shares, the company shall ensure that subscription rights are granted correspondingly for the shareholders of the company.

However, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights to bonds,

- for fractional amounts resulting from the subscription ratio;
- in case the Management Board, after due examination, comes to the conclusion that the issue price of the bonds is not significantly lower than the theoretical market value of the bonds established in accordance with recognized financial mathematical methods. However, this authorization

to exclude subscription rights shall only apply to bonds with a conversion or option right (also with a conversion or option obligation) for shares to which a total pro rata amount of no more than 10% of the share capital existing at the time this authorization becomes effective or - if this value is lower - at the time this authorization is exercised is attributable. Shares issued or sold during the term of this authorization under exclusion of subscription rights in direct or corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) shall be counted towards this maximum limit of 10% of the share capital. Also to be counted are shares to be issued to service option and/or conversion rights or option and/or conversion obligations arising from convertible bonds and/or option bonds and/or profit-participation rights, provided that these bonds or profit-participation rights are issued during the term of this authorization on the basis of another authorization excluding subscription rights in accordance with Section 186 (3) clause 4 of the German Stock Corporation Act (AktG), or

- to the extent necessary to grant holders or creditors of option bonds and/or convertible bonds with option or conversion rights or option or conversion obligations previously issued by the company or companies in which the company directly or indirectly holds a 100% interest a subscription right to bonds to the extent to which they would be entitled after exercising the option or conversion rights or after fulfilling option or conversion obligations.

#### **hh) Further configuration options**

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the issue and features of the bonds, in particular the interest rate and type of interest, issue price, term and denomination, anti-dilution provisions, conversion or option period as well as the conversion and option price, or to determine them in agreement with the bodies of the group companies issuing the bonds.

**c) Cancellation of the Conditional Capital 2020**

The Conditional Capital 2020 resolved by the General Meeting of the company on 8 July 20 under item 10 of its agenda and regulated in Section 6 of the Articles of Association shall be cancelled for the time as of the coming into effect of the Conditional Capital to be resolved under lit. d) below.

**d) Creation of a Conditional Capital 2022**

The share capital shall be conditionally increased by up to EUR 16,372,232.00 by issuing up to 16,372,232 new registered no-par value shares (Conditional Capital 2022). The conditional capital increase shall only be carried out to the extent that the holders or creditors of conversion and/or option rights or conversion and/or option obligations existing under the convertible bonds and/or option bonds issued by the company or by group companies in which the company directly or indirectly holds a 100% interest by 23 March 2027 on the basis of the above authorization resolution exercise their conversion or option rights, or the holders or creditors of the convertible bonds issued by the company or by group companies in which the company directly or indirectly holds a 100% interest, who are obliged to convert or subscribe on the basis of the above authorization resolution until 23 March 2027, fulfil their conversion or subscription obligation, or if the company or the group company issuing the bond exercises an option to grant new no-par value shares of the company in whole or in part instead of the cash amount due, in each case to the extent that the conditional capital is required in accordance with the conditions of the convertible bonds or option bonds. The new shares shall be issued at the conversion or option price to be determined in accordance with the aforementioned authorization resolution. The new shares participate in the profits from the beginning of the financial year in which they are issued due to the exercise of conversion or option rights or the fulfilment of conversion or option obligations. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

**e) Amendment of the Articles of Association**

Section 6 of the Articles of Association shall be repealed and reworded as follows:

## "Section 6

### Conditional capital

The share capital is conditionally increased by up to EUR 16,372,232.00 by issuing up to 16,372,232 new registered no-par value shares (Conditional Capital 2022). The conditional capital increase is only be carried out to the extent that the holders or creditors of conversion and/or option rights or conversion and/or option obligations existing under the convertible bonds and/or option bonds issued by the company or by group companies in which the company directly or indirectly holds a 100% interest by 23 March 2027 on the basis of the authorization resolution of the Annual General Meeting on 24 March 2022 exercise their conversion or option rights, or the holders or creditors of the convertible bonds issued by the company or by group companies in which the company directly or indirectly holds a 100% interest, who are obliged to convert or subscribe on the basis of the above authorization resolution until 23 March 2027, fulfil their conversion or subscription obligation, or if the company or the group company issuing the bond exercises an option to grant new no-par value shares of the company in whole or in part instead of the cash amount due, in each case to the extent that the conditional capital is required in accordance with the conditions of the convertible bonds or option bonds. The new shares are issued at the conversion or option price to be determined in accordance with the aforementioned authorization resolution. The new shares participate in the profits from the beginning of the financial year in which they are issued due to the exercise of conversion or option rights or the fulfilment of conversion or option obligations. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase."

The written report of the Management Board pursuant to Sections 221 (4) clause 2, 186 (4) clause 2 of the German Stock Corporation Act (AktG) on the reasons for authorizing the Management Board to exclude shareholders' subscription rights when issuing convertible bonds and/or option bonds is set out below in Section II. "Reports to the Annual General Meeting and further information on the agenda" under item II.4.

We would like to point out that, in addition to the Conditional Capital 2022 proposed above and the new Authorized Capital 2022 proposed under agenda item 8 above, the company will have neither further authorized nor further conditional capital. Under agenda item 10 a new authorization is proposed to

acquire treasury shares in the amount of up to EUR 8,186,116,00. Treasury shares acquired on the basis of this authorization could also be sold to the same extent under exclusion of shareholders' subscription rights.

**10. Resolution on the cancellation of the existing authorization to acquire treasury shares and a new authorization to acquire and use treasury shares as well as to exclude the tender right when acquiring and the subscription right when using treasury shares**

In order to acquire treasury shares, the company requires a special authorization by the Annual General Meeting in accordance with Section 71 (1), no. 8 of the German Stock Corporation Act (AktG), unless the acquisition is expressly permitted by law. The authorization to acquire treasury shares last granted by the Annual General Meeting on 24 March 2021 shall be renewed and extended to 10% of the meanwhile increased share capital.

The Management Board and the Supervisory Board propose to resolve:

**a) Cancellation of the existing authorization**

To the extent not yet utilized, the authorization granted by the Annual General Meeting on 24 March 2021 to acquire treasury shares, shall be cancelled from the time the authorization becomes effective pursuant to the lit. b) and c) below.

**b) Authorization to acquire treasury shares**

The Management Board shall be authorized until 23 March 2027, with the prior approval of the Supervisory Board, to acquire treasury shares up to a total of 10% of the share capital of the company existing at the time of the resolution or - if this value is lower - at the time of the utilization of the authorization. Together with other treasury shares held by the company or attributable to it pursuant to Sections 71a et seq. of the German Stock Corporation Act (AktG), the acquired shares may at no time account for more than 10% of the share capital. The authorization may not be used for the purpose of trading in treasury shares.

The authorization may be exercised in whole or in part, once or on multiple occasions, in pursuit of one or multiple purposes by the company or by companies dependent on it or majority-owned by it or by third parties acting for their account or for the account of the company.



### c) Types of acquisition

The acquisition may, at the discretion of the Management Board and with the prior approval of the Supervisory Board, be effected (1) on the stock exchange or (2) on the basis of a public purchase offer made to all shareholders or on the basis of a public invitation to all shareholders to submit offers for sale.

- (1) If the shares are acquired via the stock exchange, the purchase price per share paid by the company (excluding ancillary acquisition costs) may not exceed or fall short of the price determined by the opening auction in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the trading day by more than 10%.
- (2) If the acquisition is made on the basis of a public purchase offer addressed to all shareholders or on the basis of a public invitation to submit offers for sale addressed to all shareholders,
  - in case of a public purchase offer addressed to all shareholders, the purchase price offered per share (excluding ancillary acquisition costs), or
  - in case of a public invitation to all shareholders to submit offers for sale, the limits of the purchase price range determined by the company (excluding ancillary acquisition costs)

may not exceed or fall short of the average closing price of the shares of the company in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last five trading days prior to the day of the public announcement of the public purchase offer or the public invitation to submit offers for sale by more than 10%.

In the event of significant deviations in the relevant price after publication of a public purchase offer addressed to all shareholders or a public invitation to all shareholders to submit offers for sale, the purchase offer or the invitation to submit offers for sale may be adjusted. In this case, the average closing price of the company's shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange during the last five trading days prior to the public announcement of the adjustment shall be decisive.

The volume of the public purchase offer addressed to all shareholders or the public invitation to all shareholders to submit offers for sale may

be limited. If, in the case of a public purchase offer or a public invitation to submit offers for sale, the volume of shares tendered exceeds the intended repurchase volume, the purchase may be made in proportion to the shares subscribed or offered in each case; the shareholders' right to tender their shares in proportion to their shareholdings is excluded to this extent. Preferential acceptance of small numbers of up to 100 tendered shares per shareholder and commercial rounding to avoid arithmetical fractions of shares may be provided for. Any further right of shareholders to tender shares is excluded in this respect.

The public purchase offer addressed to all shareholders or the public invitation to submit offers for sale addressed to all shareholders may provide for further conditions.

**d) Use of treasury shares**

The Management Board is authorized, with the prior approval of the Supervisory Board, to use the treasury shares acquired on the basis of the authorization pursuant to lit. b) and c) above for all purposes permitted by law, in particular and without limitation for the following purposes:

- (1) The shares may be redeemed without the redemption or its implementation requiring a further resolution of the general meeting. They may also be redeemed in a simplified procedure without a capital reduction by adjusting the proportional arithmetical amount of the remaining no-par value shares in the share capital of the company. If the redemption is carried out in a simplified procedure, the Management Board is authorized to adjust the number of no-par value shares in the Articles of Association.
- (2) The shares may also be sold in a manner other than via the stock exchange or on the basis of an offer to all shareholders if the purchase price to be paid in cash is not significantly lower than the stock exchange price of the shares already listed with essentially equivalent features. The number of shares sold in this manner under exclusion of subscription rights may not exceed 10% of the share capital, neither at the time this authorization becomes effective nor at the time it is exercised. Other shares issued or sold during the term of this authorization under exclusion of the subscription right in direct or corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act shall be counted towards the maximum limit of 10% of the share capital. Also to be counted are shares to be issued to

service option and/or conversion rights or obligations under option bonds and/or convertible bonds and/or profit-participation rights, provided that these bonds or profit-participation rights are issued during the term of this authorization under exclusion of subscription rights in corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG).

- (3) The shares may be sold against contribution in kind, in particular in the context of mergers of companies, for the purpose of acquiring companies, parts of companies, equity interests in companies or other assets or claims to the acquisition of other assets including claims against the company.
- (4) The shares may be used to carry out a so-called *scrip dividend*, where shares of the company (also partially and optionally) are used to fulfil dividend claims of the shareholders.
- (5) The shares may be used to fulfil subscription and conversion rights arising as a result of the exercise of conversion and/or option rights or the fulfilment of conversion and/or option obligations arising from convertible bonds and/or option bonds issued by the company or one of its group companies in which DIC Asset AG directly or indirectly holds a 100% interest.
- (6) The shares may be used to be issued to employees of the company or employees of a company affiliated with the company or members of the management of a company affiliated with the company in the context of share participation or other share-based programs, provided the employment relationship with the company or the board relationship or employment relationship with a company affiliated with the company exists at the time of the commitment to issue the shares. The number of shares issued in this manner under exclusion of subscription rights may not exceed a total of 3% of the share capital, neither at the time this authorization becomes effective nor at the time it is exercised.

The above authorizations may be exercised once or on multiple occasions, in whole or in part, individually or jointly. The authorizations under (2), (3), (4), (5) and (6) may also be exercised by dependent companies or companies majority-owned by the company or by third parties acting for their account or for the account of the company.

The subscription right of shareholders to treasury shares acquired on the basis of this authorization shall be excluded insofar as they are used pursuant to the above authorizations under (2), (3), (4), (5) and (6) in any manner other than by a sale via the stock exchange or by an offer for sale to all shareholders. Moreover, in the event of a sale of treasury shares by means of an offer for sale to all shareholders, the shareholders' subscription rights may be excluded for fractional amounts.

The written report of the Management Board pursuant to Section 71 (1) no. 8 clause 5 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (4) clause 2 of the German Stock Corporation Act (AktG) on the reasons for the authorization of the Management Board to exclude the shareholders' tender rights in the case of the acquisition and the shareholders' subscription rights in the case of the use of treasury shares is set out below in Section II. "Reports to the Annual General Meeting and further information on the agenda" under item II.5.

## **II. Reports to the Annual General Meeting and further information on the agenda**

### **1. Remuneration report pursuant to Section 162 of the German Stock Corporation Act (AktG) including audit opinion (agenda item 5)**

This remuneration report in accordance with section 162 of the German Stock Corporation Act (Aktiengesetz – AktG) explains the amount and structure of the remuneration for the members of the Management Board and Supervisory Board in the 2021 financial year. The recommendations of the German Corporate Governance Code (GCGC) as amended on 16 December 2019 have also been taken into account pursuant to the Declaration of Compliance..

#### **Review of the 2021 financial year from a remuneration perspective**

Based on the previous remuneration system for Management Board members, the Supervisory Board on 8 February 2021 adopted a system for the remuneration of Management Board members in accordance with section 87a AktG and on 24 March 2021 submitted it to the General Shareholders' Meeting for approval. The General Shareholders' Meeting approved the remuneration system for the Management Board members with a vote of 85.26 percent. The 2021 General Shareholders' Meeting also confirmed the remuneration for the members of the Supervisory Board and the remuneration system on which it is based (sections 113 (3), 87a (1) sentence 2 AktG) with a vote of 85.39 percent.

The new remuneration system for Management Board members applies to all service agreements with Management Board members that are newly entered into, amended or renewed two months after the General Shareholders' Meeting approved the remuneration system. All of the current service agreements of Management Board members were entered into in 2020, i.e. before the new remuneration system came into effect. Accordingly, the new remuneration system (section 87a AktG) as such was not yet applicable to the existing Management Board service agreements in the 2021 financial year.

However, the new remuneration system in principle corresponds to the previously applicable remuneration system, taking into account the new legal requirements as defined in section 87a AktG. Irrespective of the fact that existing agreements are not yet subject to the applicability of the new remuneration system, the existing Management Board service agreements therefore largely correspond to the new remuneration system. The same applies to the remuneration components granted or

owed in the 2021 financial year in accordance with the existing agreements. Any remaining deviations are noted below.

### **The new remuneration system for the Management Board**

The remuneration system for the Management Board complies with the requirements of the German Stock Corporation Act and contains in particular the stipulations provided for in section 87a AktG.

The remuneration system provides for both fixed and variable remuneration elements as components of the total remuneration for the Management Board members. The total remuneration comprises (i) a fixed remuneration and fringe benefits, (ii) an annual performance-related bonus as a short-term incentive (STI), and (iii) options on phantom stocks of the Company as a share-based remuneration element with a long-term incentive (LTI). The total remuneration adequately reflects the tasks of each member of the Management Board, their personal performance, the economic situation, the success and future prospects of DIC Asset AG, and it is also appropriate when measured against its peer group and the Company's overall remuneration structure. The remuneration structure on which the remuneration system is based establishes long-term behavioural incentives particularly through share-based payments and is generally focused on achieving a sustainable and long-term development of the Company. At the same time, remuneration is focused in such a way that it is competitive.

The Supervisory Board reviews the remuneration system and the adequacy of the Management Board's remuneration at its due discretion on a regular basis – and, if necessary, also on an ad hoc basis – but in any case at least once every four years. To this end, a vertical comparison is made between the remuneration of the Management Board and the remuneration of the management level below the Management Board as well as that of the overall workforce of DIC Asset AG and its Group companies. In order to assess whether the specific total remuneration of Management Board members is in line with usual levels compared to other enterprises, the Supervisory Board also determines an appropriate peer group of other third-party entities in the property sector. The key criterion considered for comparing DIC Asset AG with these peer group companies is their market position. For this purpose, various remuneration data of listed companies with a focus on commercial real estate investments have recently been used, including Aroundtown SA, alstria office REIT-AG, Hamborner REIT AG and DEMIRE Deutsche Mittelstands Real Estate AG.

The basic components of the remuneration system and their specifics are summarised in the following table:

#### Overview of Remuneration Components (Remuneration System)

Remuneration component	Basis for determining the amount of remuneration
<b>Non-performance-related remuneration</b>	
Fixed annual salary	The amount of the fixed remuneration is set out in the service agreement  Remuneration is paid in equal monthly instalments
Fringe benefits	Fringe benefits include the provision of a company vehicle, limited subsidies for health, long-term nursing care and pension insurance, and other market-based benefits
<b>Performance-related remuneration</b>	
STI: Annual bonus	The Supervisory Board sets company-related or personal STI targets when preparing the annual budget  Achievement of a contractually defined figure (funds from operations (FFO) generated annually in the DIC Asset Group) as an additional payment prerequisite  The amount of the STI payment is determined by the Supervisory Board at its discretion, taking into account the achievement of targets
LTI: Options on phantom stocks	Share-based remuneration element as a long-term incentive  One-time granting of options on phantom stocks for the respective term of the Management Board service agreement (usually 3–5 years)  A share-price-dependent increase factor reflecting a positive performance of the share price (maximum tripling of the payout amount)
<b>Other remuneration arrangements</b>	
Maximum remuneration	Maximum amount of the annual expense for total remuneration of each individual member of the Management Board <ul style="list-style-type: none"> <li>• Chair of the Management Board: EUR 3.0 million</li> <li>• Regular members of the Management Board: EUR 2.5 million</li> </ul>

## **Fixed remuneration components**

### **Fixed annual salary**

The members of the Management Board receive the contractually agreed fixed annual salary in twelve monthly instalments, payable at the end of each calendar month.

The fixed annual salary granted to each Management Board member in the 2021 financial year is shown in the table below (Individual disclosure of remuneration granted and owed (Management Board)).

### **Fringe benefits**

In addition to their fixed annual salary, the members of the Management Board are granted contractually defined fringe benefits. These include an appropriate company vehicle and a mobile phone for official and private use.

The members of the Management Board are also granted subsidies amounting to 50% of the premiums paid by the respective Management Board member for health and long-term nursing care insurance as well as pension insurance (currently a maximum of EUR 550.00 per month). The members of the Management Board are furthermore covered by a directors' and officers' liability insurance (D&O insurance) with the deductible required by law, and by accident insurance.

The option of paying a relocation allowance for new appointments of Management Board members was not used in the 2021 financial year.

The expense incurred for the fringe benefits granted to the Management Board members in the 2021 financial year is shown in the table below (Individual disclosure of remuneration granted and owed (Management Board)).

### **Short-Term Incentive (STI)**

The Management Board members are granted a performance-related bonus as short-term variable remuneration (short-term incentive - STI) with a one-year assessment period.

For Chief Executive Officer (CEO) Sonja Wärntges and Chief Investment Officer (CIO) Johannes von Mutius, the amount of the STI is based on the extent to which corporate and personal targets were achieved whereas the bonus amount applicable to the other Management Board members is based on achieving personal targets. Furthermore, members of the Management Board are granted a payment under the



STI only if the DIC Asset Group meets the level of FFO defined for the respective financial year in their director's contract.

The amount of the STI is not contractually capped (within the scope of the remuneration system, however, the maximum remuneration specified therein applies). The Supervisory Board decides on the bonus once a year by 31 May of the following year. The amount of the payments is determined by the Supervisory Board at its discretion, taking into account the successful achievement of targets. The bonus is paid on the last bank working day of the month in which the Supervisory Board makes its decision on the bonus.

### **Contribution to the long-term development of DIC Asset AG**

Payments under the STI depend on achieving a certain level of funds from operations (FFO), which serves as the operating result from property management. This means that STI is linked to a key performance indicator for the strategic orientation of the DIC Asset AG Group. Defining personal and collective annual targets also allows incentives for achieving specific targets of key significance for the Company's operational and strategic development to be set.

### **Timing of the reported STI remuneration**

In the reporting year (2021), the STI (annual bonus) awarded for the work done in the previous financial year 2020 was paid out. The corresponding payment amounts are therefore deemed to have been "granted" in the reporting year (2021) as defined in section 162 (1) sentence 1 AktG and are listed in the tables below of the individual remuneration granted and owed to the Management Board members as defined in section 162 (1) AktG. Explanations of the STI paid out in the reporting year can also be found in the remuneration report for the 2020 financial year (still referred to there as "variable remuneration" to differentiate it from "share price-related remuneration"). As explained above, the STI granted in the reporting year is not yet formally governed by the new remuneration system, but its content is basically identical. The application of the performance criteria for the STI granted (i.e. paid out) in the reporting year is also explained or indicated below.

With regard to the STI (annual bonus) awarded for the work done in the reporting year (2021), the achievement of the target will only be determined by the Supervisory Board in the current financial year (2022). Since the STI will be paid out by 31 May 2022, the legal due date is not in the reporting year (2021). The STI awarded for the work done in the reporting year (2021) is therefore in principle neither to be regarded

as remuneration "granted" in the 2021 financial year nor as remuneration "owed" (i.e. received or at least due) in the 2021 financial year.

### **Target achievement and payout (STI paid out in 2021)**

The performance of the Management Board members in the 2020 financial year was assessed based on targets of major importance for the operational and strategic development of the Company as explained below. These targets were defined in advance by the Supervisory Board when the budget for the 2020 financial year was prepared. After the end of the 2020 financial year, the Supervisory Board assessed the achievement of the targets and determined the respective payment amounts, taking into account the corresponding weighting.

The initial prerequisite for receiving payments under the STI is that FFO of EUR 90 million (DIC Asset AG Group) is reached. Given that FFO of EUR 96.5 million was generated by the Group in the 2020 financial year, this minimum figure has been exceeded and the initial prerequisite has accordingly been met.

For the 2020 financial year, the Supervisory Board set the achievement of the budget as one relevant performance criterion for the annual bonus (STI) for Chief Executive Officer Sonja Wärntges and Chief Investment Officer Johannes von Mutius. With regard to this target, full target achievement (100%) has been determined after the end of the financial year. Taking into account a weighting of 50%, payment amounts of EUR 187,500.00 for Sonja Wärntges and EUR 150,000.00 for Johannes von Mutius were determined with regard to this target.

As a further target for 2020, the Supervisory Board set personal targets for each of the four Management Board members in relation to the following areas:

- \* Strategy/finance (Sonja Wärntges)
- \* Acquisitions/sales (Johannes von Mutius)
- \* Capital market/M&A (Patrick Weiden)
- \* Institutional Business unit (Christian Bock)

The individual targets set for the four members of the Management Board in their respective business areas were each achieved 100% in terms of strategy implementation/optimisation of the financing structure (Sonja Wärntges), acquisition volume and sales success (Johannes von Mutius), M&A activities and capital

market/investor relations work (Patrick Weiden) and growth in assets under management (Christian Bock).

With regard to this target, payment amounts of EUR 187,500.00 for Sonja Wärntges, EUR 150,000.00 for Johannes von Mutius, 187,500.00 for Patrick Weiden and EUR 93,750.00 for Christian Bock were determined.

For the 2020 financial year, the Supervisory Board accordingly determined the following payment amounts in relation to the STI (total):

#### **Overview of payments (STI paid out in 2021)**

Management Board member	Amount paid out
Sonja Wärntges	EUR 375,000.00
Johannes von Mutius	EUR 300,000.00
Patrick Weiden	EUR 187,500.00
Christian Bock	EUR 93,750.00

The achievement of targets and payment of the STI awarded for the work done in the reporting year (2021) will be reported in the remuneration report for the current financial year (2022).

#### **Long-term incentive (LTI)**

The members of the Management Board are granted options on so-called "phantom" stocks in DIC Asset AG as a share-based remuneration element with a long-term incentive (LTI). The options are granted once for the agreed term of the respective Management Board member's service agreement.

The number of options granted is specified in individual contracts and capped. The options are designed such that they only grant the right to cash payment. No shares are delivered. The exercise of the options is linked to a specific number of service years (vesting period). The duration of the vesting period is regulated by contract and is based on the term of the respective Management Board service agreement, which usually is three to five years. When the options are exercised, the special remuneration is generally determined as the positive difference between the average of the closing prices during a reference period of ten trading days preceding the exercise of the options and the exercise price agreed in the respective director's contract. In addition, an increase factor dependent on the reference price is applied to options granted in 2020, with the amount paid out as special remuneration being capped at three times the original amount.

The legacy options granted to Sonja Wärrntges and Johannes von Mutius were paid out in the 2021 financial year (more on this below).

In addition to the options previously granted to the members of the Management Board, no new options on phantom stocks of DIC Asset AG were granted to the members of the Management Board in the 2021 financial year. The current number of options allocated to the individual members of the Management Board is shown in the "Options on phantom stocks" later in this section.

### Contribution to the long-term development of DIC Asset AG

Granting the options on phantom stocks as a share-based remuneration element enables the members of the Management Board to benefit from increases in the share price. This means that the LTI contributes to a stronger alignment of the interests of the members of the Management Board and shareholders, thereby promoting and the strategic goal of increasing the Company's value in the long term.

### Payout of legacy options

In accordance with the service agreements entered into with the Management Board members Sonja Wärrntges and Johannes von Mutius, there were also legacy options (75,000 options for Ms Wärrntges and 45,000 options for Mr von Mutius) reported in the remuneration report for the 2020 financial year. The respective legacy options were exercisable as of 31 December 2020 (end of the vesting period). The following amounts were paid to Ms Wärrntges and Mr von Mutius in the 2021 financial year after the options had been exercised:

#### Payout of legacy options for Sonja Wärrntges

Number of legacy options	75,000
Start of vesting period	01.10.2017 <sup>1</sup>
End of vesting period	31.12.2020
Underlying	DIC Asset AG no-par value shares
Comparison price (base price) <sup>2</sup>	EUR 5.82
Exercise price <sup>3</sup>	EUR 15.13
Cash settlement (amount paid out)	EUR 697,950.00

<sup>1</sup> The legacy options were granted under the service agreement entered into on 18 September 2017.

<sup>2</sup> Adjusted for dilutive effects

<sup>3</sup> Average closing prices (Xetra) on the last ten trading days preceding the exercise.

### **Payout of legacy options for Johannes von Mutius**

Number of legacy options	45,000
Start of vesting period	01.10.2017 <sup>1</sup>
End of vesting period	31.12.2020
Underlying	DIC Asset AG no-par value shares
Comparison price (base price) <sup>2</sup>	EUR 5.82
Exercise price <sup>3</sup>	EUR 15.13
Cash settlement (amount paid out)	EUR 418,770.00

<sup>1</sup> The legacy options were granted under the service agreement entered into on 17/18 September 2017.

<sup>2</sup> Adjusted for dilutive effects

<sup>3</sup> Average closing prices (Xetra) on the last ten trading days preceding the exercise.

### **Malus / clawback**

There is no clawback provision regarding variable remuneration components and, accordingly, no amounts were clawed back.

### **Maximum remuneration**

In accordance with the statutory requirement contained in section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board in the remuneration system set a maximum remuneration for the members of the Management Board which limits the total remuneration to be granted for a financial year (sum total of all remuneration amounts expensed by the Company in the financial year, including annual base salary, variable remuneration components and fringe benefits), irrespective of the financial year in which the corresponding remuneration element is paid. The maximum remuneration for the Chairwoman/Chairman of the Management Board is EUR 3,000,000.00 and for the other regular members of the Management Board EUR 2,500,000.00 each.

The existing service agreements with the Chairwoman of the Management Board, Sonja Wärntges, and the other members of the Management Board, Johannes von Mutius, Patrick Weiden and Christian Bock, were each entered into before the new remuneration system came into effect. Accordingly, the remuneration system, including the maximum remuneration stipulated therein, does not apply to the Management Board service agreements currently in place. As soon as the existing service agreements become subject to the new remuneration system (for example in

the event of a contract renewal), contractual provisions will be included which ensure compliance with the maximum remuneration.

### **Third-party benefits**

In the 2021 financial year, no Management Board member was promised or granted benefits by a third party with regard to their work as a member of the Management Board.

### **Arrangements regarding the termination of director's contracts**

The service agreements of the Management Board members do not expressly provide for severance pay. To the extent possible, the Supervisory Board takes care that any payments made to a Management Board member due to early termination of their director's contract shall not exceed twice the annual remuneration (severance cap) and shall not constitute remuneration for more than the remaining term of the employment contract.

If a Management Board member dies during the term of their Management Board service agreement, the fixed annual salary and the variable remuneration are to be paid pro rata temporis to their surviving dependants for a period of six months after the end of the month in which the Management Board member died. If a Management Board member becomes permanently incapable of working during the term of their Management Board service agreement, the contract will end three months after the end of the half-year in which the member's permanent incapacity was established. In the event of illness, the benefits will be paid for a term of six months, but no longer than until the Management Board service agreement ends.

Management Board members have not been promised a post retirement employee benefit.

### **Disclosure of the remuneration granted and owed to the Management Board**

The following table shows the fixed and variable remuneration components granted and owed to the current members of the Management Board in the financial year ended (2021), including the respective relative share pursuant to section 162 AktG. Accordingly, the table contains all amounts that were actually received by the individual members of the Management Board in the reporting year (2021) ("remuneration granted"), and all remuneration that is legally due but has not yet been received by the Management Board members ("remuneration owed").

The respective previous year's figures (remuneration granted and owed in 2020) are shown in context in each case. The respective relative share of the individual remuneration elements (in %) are presented in relation to the total remuneration reported in each case.

Regarding STI remuneration, the bonus (STI) paid ("granted") in the reporting year (2021) is presented. This is compared to the bonus (STI) paid in the previous financial year (2020).

Regarding LTI remuneration (long-term share price-related remuneration in the form of options on phantom stocks), payments made in the reporting year (2021) are shown. This is compared to any payments made under the LTI in the previous financial year (2020).

#### Individual disclosure of the remuneration granted and owed (Management Board)

Management Board member, position	Fixed remuneration				Variable remuneration				Other		Total
	Annual salary		Fringe benefits		STI		LTI				
	in EUR	in %	in EUR	in %	in EUR	in %	in EUR	in %	in EUR	in %	in EUR
Sonja Wärrntges, CEO, 2021	900,000.00	45	26,011.46	1	375,000.00	19	697,950.00	35	-	0	1,998,964.46
2020	868,333.00	61	26,370.67	2	520,000.00	37	0.00	0	-	0	1,414,703.67
Johannes von Mutius, CIO, 2021	600,000.00	45	28,892.98	2	300,000.00	22	418,770.00	31	-	0	1,347,662.98
2020	582,500.00	58	28,908.06	3	390,000.00	39	0	0	-	0	1,001,408.06
Patrick Weiden <sup>1</sup> , CCMO, 2021	500,000.04	71	19,886.62	3	187,500.00	27	-	0	-	0	707,386.66
2020	375,000.00	58	41,350.26	7	-	0	-	0	225,000.00 <sup>4</sup>	35	641,350.26
Christian Bock <sup>2</sup> , CIBO, 2021	450,000.00	80	19,152.79	3	93,750.00	17	-	0	-	0	562,902.79
2020	187,500.00	96	7,549.59	4	-	0	-	0	-	0	195,049.59
Total 2021	2,450,000.04	53	93,943.85	2	956,250.00	21	1,116,720.00	24	-	0	4,616,913.89
2020 <sup>3</sup>	2,013,333.00	44	104,178.58	2	910,000.00	20	-	-	225,000.00	5	3,252,511.58

<sup>1</sup> from 1 April 2020

<sup>2</sup> from 1 August 2020

<sup>3</sup> Adjusted prior-year figure (disclosure of total amounts for the current members of the Management Board)

<sup>4</sup> One-time payment upon commencement of employment.

Work done by the members of the Management Board in executive management and/or supervisory functions for DIC Asset AG's subsidiaries or investees are covered by the Management Board remuneration paid for DIC Asset AG.

### **Overview of current options on phantom stocks**

The tranches contractually agreed with the members of the Management Board as at 31 December 2021 are shown below.

#### **Options on phantom stocks**

	Number of stock options	Exercisable from
Sonja Wärntges	180,000	31.12.2023
Johannes von Mutius	100,000	31.12.2023
Patrick Weiden	60,000	30.06.2023
Christian Bock	60,000	30.06.2023

### **Benefits paid to former Management Board members in financial year 2021**

No remuneration was granted or owed to former members of the Management Board of DIC Asset AG in the financial year ended.

### **Remuneration of Supervisory Board members in financial year 2021**

Remuneration of Supervisory Board members is based on article 10 of the Articles of Association of DIC Asset AG. The Articles of Association regulate both the specific remuneration for the members of the Supervisory Board of DIC Asset AG and the remuneration system on which it is based (sections 113 (3) sentence 3, 87a (1) sentence 2 AktG). The remuneration for the members of the Supervisory Board was confirmed by the General Shareholders' Meeting on 24 March 2021.

In accordance with article 10 of the Articles of Association of DIC Asset AG, each member of the Supervisory Board receives appropriate remuneration for their work that is composed of fixed remuneration and variable performance-related remuneration. The members of the Supervisory Board receive fixed remuneration of EUR 50,000.00 for each full financial year of membership of the Supervisory Board. Such remuneration shall be payable after the end of the financial year and shall be posted as an expense. Each member also receives EUR 2,500.00 annually for each



percentage of the dividend over the rate of ten percent, calculated on the amount of the share capital that is distributed, but no more than EUR 50,000.00. The Chairman is paid twice the fixed and variable remuneration, and the Vice Chairman is paid one-and-a-half times the fixed and variable remuneration.

Supervisory Board members who are members of a Supervisory Board committee that has met at least once during the financial year receive an annual remuneration of EUR 10,000.00 per committee for each full financial year of their membership of this committee, but no more than EUR 20,000.00 in total. The Chairman of a Supervisory Board committee receives double this amount of additional remuneration. In years in which their term of office begins or ends, Supervisory Board members receive this remuneration on a pro rata basis.

In addition to the remuneration, each member of the Supervisory Board receives reimbursement of their expenses, including value added tax.

By containing fixed remuneration that reflects the Supervisory Board members' functions, remuneration for the Supervisory Board takes into account the monitoring task of the Supervisory Board. By including variable remuneration that is capped and based on the dividend payout as a key performance indicator for the shareholders, the remuneration of Supervisory Board members also makes an additional contribution to promoting the Company's business strategy and long-term development.

In the 2021 financial year, all of the remuneration granted and owed to the members of the Supervisory Board was paid in accordance with the unchanged remuneration system and article 10 of the Articles of Association.

The respective previous year's figures (remuneration granted and owed in 2020) are shown in context in each case. The remuneration amounts paid to the Supervisory Board members in 2020 were still based on the remuneration amounts applicable prior to the increase in Supervisory Board remuneration adopted at the General Shareholders' Meeting on 8 July 2020.

### **Disclosure of the remuneration granted and owed to the members of the Supervisory Board**

The following table shows the fixed and variable remuneration granted and owed to the members of the Supervisory Board in the reporting year (2021), including the respective relative share pursuant to section 162 AktG. The remuneration of the Supervisory Board is paid after the end of each financial year. This means that the remuneration paid in the reporting year (2021) relates to the work of the Supervisory

Board done in the previous 2020 financial year. Due to a change in legal requirements, the corresponding remuneration of the Supervisory Board members was also included in last year's remuneration report for the 2020 financial year. The variable remuneration component takes into account the dividend distribution of EUR 0.70 per no-par value share carrying dividend rights (a total of EUR 56,410,919.60) adopted at the 2021 General Shareholders' Meeting, resulting in the respective maximum amount of variable remuneration described above. There is no clawback provision regarding variable remuneration components and, accordingly, no amounts were clawed back.

#### Individual disclosure of the remuneration granted and owed (Supervisory Board)

Supervisory Board member, position	Fixed remuneration		Variable remuneration		Remuneration for committee memberships		Total in EUR
	in EUR	in %	in EUR	in %	in EUR	in %	
Prof Dr Gerhard Schmidt (Chairman), 2021	100,000.00	47.6	100,000.00	47.6	10,000.00	4.8	210,000.00
prev. year (2020)	50,000.00	47.6	50,000.00	47.6	5,000.00	4.8	105,000.00
Klaus-Jürgen Sontowski (Vice Chairman), 2021	75,000.00	50.0	75,000.00	50.0	0.00	0.0	150,000.00
prev. year (2020)	37,500.00	50.0	37,500.00	50.0	0.00	0.0	75,000.00
Michael Zahn <sup>1</sup> (Vice Chairman), 2021	24,246.58	50.0	24,246.58	50.0	0.00	0.0	48,493.16
prev. year (2020)	-	-	-	-	-	-	-
Prof Dr Ulrich Reuter, 2021	50,000.00	41.7	50,000.00	41.7	20,000.00	16.6	120,000.00
prev. year (2020)	25,000.00	41.7	25,000.00	41.7	10,000.00	16.6	60,000.00
Eberhard Vetter, 2021	50,000.00	50.0	50,000.00	50.0	0.00	0.0	100,000.00
prev. year (2020)	25,000.00	50.0	25,000.00	50.0	0.00	0.0	50,000.00
René Zahnd, 2021	50,000.00	49.7	50,000.00	49.7	655.75	0.6	100,655.75
prev. year (2020)	15,410.96	50.0	15,410.96	50.0	0.00	0.0	30,821.92
Dr Anton Wiegers, 2021	25,819.67	45.5	25,819.67	45.5	5,163.93	9.0	56,803.27
prev. year (2020) <sup>2</sup>	25,000.00	45.5	25,000.00	45.5	5,000.00	9.0	55,000.00
Total 2021	375,066.25	47.7	375,066.25	47.7	35,819.68	4.6	785,952.18
prev. year (2020) <sup>3</sup>	177,910.96	47.3	177,910.96	47.3	20,000.00	5.4	375,821.92

<sup>1</sup> Since 8 July 2020

<sup>2</sup> Until 7 July 2020

<sup>3</sup> Adjusted prior-year figure (disclosure of total amounts for Supervisory Board members who were granted or owed remuneration in the year under review (2021))

A total of EUR 149 thousand (previous year: EUR 33 thousand) in remuneration for services purchased was paid to the law firm of Weil, Gotshal & Manges LLP, of which the Chairman of the Supervisory Board, Prof. Dr. Gerhard Schmidt, is a partner. The Supervisory Board had approved of this retention, with the Chairman of the Supervisory Board abstaining from the vote. The fees paid for services in financial year 2021 concerned issues of corporate and labour law in connection with optimising the remuneration system for employees.

### **Comparative presentation of remuneration and earnings over time**

The following comparative presentation shows the percentage annual change in the remuneration granted and owed to members of the Management Board and Supervisory Board, the earnings performance of DIC Asset AG (consolidated and single-entity financial statements) and the remuneration of employees on a full-time equivalent basis. For the latter, the average wages and salaries of the total workforce of DIC Asset AG and its Group companies in Germany are compared. The table shows the changes for the past five financial years compared to the respective previous financial year (with the exception of employee remuneration, which is shown for the first time and thus only for the past financial year 2021 compared to the financial year 2020 in accordance with statutory provisions (section 26j (2) sentence 2 EGAktG)). Since the terms used in section 162 (1) sentence 1 AktG apply to the remuneration granted or owed to the members of the Management Board and Supervisory Board, the presentation shows the remuneration received or due in the respective financial year. Because LTI options are not granted annually, the remuneration of Management Board members may fluctuate significantly due to amounts received under the LTI options on phantom stocks after the respective vesting period has expired.

**Comparative presentation of the remuneration of Management Board and Supervisory Board members and earnings over time**

	Change in 2021 vs.2020 (in %)	Change in 2020 vs.2019 (in %)	Change in 2019 vs.2018 (in %)	Change in 2018 vs.2017 (in %)	Change in 2017 vs. 2016 (in %)
<b>Management Board members</b>					
Sonja Wärntges	41	24	30	-7	38
Johannes von Mutius	35	17	26	-2	43
Patrick Weiden <sup>1</sup>	10	-	-	-	-
Christian Bock <sup>1</sup>	189	-	-	-	-
<b>Supervisory Board members</b>					
Prof Dr Gerhard Schmidt (Chairman)	100	0	0	0	81
Klaus-Jürgen Sontowski (Vice-Chairman)	100	0	0	0	80
Michael Zahn <sup>1</sup> (Vice-Chairman)	100	-	-	-	-
Prof Dr Ulrich Reuter	100	2	7	0	296
Eberhard Vetter <sup>2</sup>	100	33	100	-	-
René Zahnd <sup>3</sup>	227	100	-	-	-
Dr Anton Wieggers <sup>4</sup>	3	2	8	0	260
<b>Results of operations (% change)</b>					
FFO	10	2	40	13	28
Profit for the year	6	11	55	-23	55
<b>Employees (% change)</b>					
Average wage	5	-	-	-	-

<sup>1</sup> Took post during 2020

<sup>2</sup> Took post during 2018

<sup>3</sup> Took post during 2019

<sup>4</sup> Member of the Supervisory Board until 7 July 2020

## **Independent Auditor's report**

To DIC Asset AG, Frankfurt am Main, Germany

### ***Opinion***

We have formally audited the remuneration report for the financial year from January 1, 2021 to December 31, 2021 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

### ***Basis for the opinion***

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870) (08.2021). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard – IDW QS 1]. We have complied with the professional duties pursuant to the the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer – BS WP/vBP], including the requirements for independence.

### ***Responsibility of the Management Board and the Supervisory Board***

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that 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.

### *Auditor's Responsibilities*

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

### *Dealing with any misleading representations*

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

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

Nuremberg, February 8, 2022

Rödl & Partner GmbH

Wirtschaftsprüfungsgesellschaft  
Steuerberatungsgesellschaft

Landgraf

Luce

Wirtschaftsprüfer

Wirtschaftsprüfer

[German Public Auditor]

[German Public Auditor]

2. **Curricula vitae of the candidates for election to the Supervisory Board including the information pursuant to Section 125 (1) clause 5 of the German Stock Corporation Act (AktG) and information pursuant to recommendation C.13 of the German Corporate Governance Code (agenda item 7)**

**2.1 Prof Dr Gerhard Schmidt**

**Curriculum vitae**

First elected to the Supervisory Board of DIC Asset AG: 2002

Chairman of the Supervisory Board of DIC Asset AG since: 2002

Member of the Audit Committee of DIC Asset AG

Place of residence: Glattbach

Current position: Attorney-at-law, tax advisor and partner of the law firm Weil, Gotshal & Manges LLP

*Personal details*

Year of birth: 1957

Nationality: German

*Professional career*

2002 to date Lawyer/ Managing Partner at Weil, Gotshal & Manges LLP, Frankfurt am Main/Munich

1994 to 2001 Lawyer/ Partner at BBLP Beiten Burkhardt Mittl & Wegener, Frankfurt am Main

1987 to 1993 Lawyer/Partner at Gleiss & Partner, Frankfurt am Main

1985 to 1987 Lawyer at Peat Marwick Mitchell & Co. OHG, Frankfurt am Main

*Education*

Studies of law at the Universities of Erlangen-Nuremberg, Lausanne and Strasbourg (State Examination in Law 1982; Dr. jur. 1984)

Studies in business administration (M.B.A. 1984) at the Institut Européen d'Administration des Affaires (INSEAD), Fontainebleau, France

Admitted to the bar in 1986 and as a tax advisor in 1988

**Mandate information pursuant to Section 125 (1) clause 5 of the German Stock Corporation Act (AktG)**

Membership in other statutory supervisory boards:

- TTL Beteiligungs- und Grundbesitz-AG, Munich (Chairman of the Supervisory Board) \*
- Deutsche Immobilien Chancen AG & Co. Kommanditgesellschaft auf Aktien, Frankfurt am Main (Chairman of the Supervisory Board)\*.
- Deutsche Immobilien Chancen Beteiligungs AG, Frankfurt am Main, (Chairman of the Supervisory Board)\*
- DICP Erste Family Office Beteiligungsgesellschaft mbH & Co. KGaA, Munich (Chairman of the Supervisory Board)\*
- DICP Asset Management Beteiligungsgesellschaft mbH & Co. KGaA, Munich (Chairman of the Supervisory Board)\*

\* group mandates within the meaning of Section 100 (2) clause 2 of the German Stock Corporation Act (AktG)

Membership in comparable domestic and foreign supervisory bodies of business enterprises:

- DICP Capital SE, Munich (Chairman of the Board of Directors / Managing Director)

**Disclosures in accordance with recommendation C.13 of the German Corporate Governance Code (DCGK):**

Prof. Dr. Gerhard Schmidt is currently attributed approximately 34.77% of the voting rights in the company pursuant to Section 34 of the German Securities Trading Act (WpHG), which are held, among others, by Deutsche Immobilien Chancen AG & Co. Kommanditgesellschaft auf Aktien, TTL Real Estate GmbH and DIC Opportunistic GmbH. In addition to the aforementioned companies,



the attribution to Prof. Schmidt is through other subsidiaries of Prof. Schmidt; Prof. Schmidt is a member of various bodies of his subsidiaries in different functions.

Business relationships exist between some of these companies and DIC Asset AG and its group companies (in particular in the form of service agreements, joint venture real estate investments and loan relationships). All of these business relationships are described in the chapter "Related party disclosures" in the notes to the consolidated financial statements as of 31 December 2021 (pages 208 ff of the Annual Report for the financial year 2021 (German Version)).

Prof. Schmidt maintains business relations with the member of the Supervisory Board Mr Klaus-Jürgen Sontowski; after Mr Sontowski's term of office ends at the conclusion of the Annual General Meeting on 24 March 2022, there will no business relations with other members of DIC Asset AG's executive bodies.

Prof. Schmidt is a partner in the law firm Weil, Gotshal & Manges LLP, from which the company obtains legal advice on a case-by-case basis and subject to the approval of the Supervisory Board.

## **2.2 Mr Eberhard Vetter**

### **Curriculum vitae**

First elected to the Supervisory Board of DIC Asset AG: 2018

Place of residence: Nauheim

Current position: Head of Capital Investments of the RAG Foundation  
Member of the Board of Directors of RSBG SE

#### *Personal details*

Year of birth: 1962

Nationality: German

#### *Professional career*

2008 until today RAG Foundation, Essen  
Head of Capital Investments

2014 to 2021	RAG-Stiftung Beteiligungsgesellschaft mbH Executive Director
2019 to 2021	Managing Director of RSBG SE
2021 to date	Member of the Board of Directors of RSBG SE

*Education*

1989	Magister Artium, Catholic Theology, German Studies
1996	REFA Controlling  Further training in capital investments and risk controlling

**Mandate disclosures pursuant to Section 125 (1) clause 5 of the German Stock Corporation Act (AktG)**

Membership in other statutory supervisory boards:

- Scope SE & Co. KGaA, Berlin (Member of the Supervisory Board)

Membership in comparable domestic and foreign supervisory bodies of business enterprises:

- KINEO Finance AG, Basel, Switzerland (Member of the Board of Directors)
- Vertical Topco S.à.r.l, Luxembourg (Member of the Supervisory Board)
- HQ Capital (Deutschland) GmbH, Bad Homburg (Member of the Advisory Board)
- RSBG SE, Essen (Member of the Board of Directors)

**Disclosures in accordance with recommendation C.13 of the German Corporate Governance Code (DCGK):**

Mr Eberhard Vetter is Head of Investments of RAG Foundation, which last reported a share of voting rights in DIC Asset AG of 10.01% in accordance with Section 21 (now Section 33) of the German Securities Trading Act (WpHG).

The Supervisory Board considers the candidate proposed for election to the Supervisory Board, Mr Eberhard Vetter, to be independent within the meaning of recommendation C.6 of the DCGK.

### 2.3 Ms Dr Angela Geerling

#### Curriculum vitae

Place of residence: Munich, Germany

Current position: Senior Asset Manager, Schroders Real Estate Asset Management GmbH

#### *Personal details*

Year of birth: 1970

Nationality: German

#### *Professional career*

2019 to date Schroders Real Estate Asset Management GmbH,  
Munich

#### Senior Asset Manager Commercial Real Estate

2009 to 2019 BLUE Asset Management GmbH, Munich  
Senior Asset Manager and Legal Counsel, commercial  
real estate

2005 to 2009 Babcock & Brown GmbH, Munich  
Legal Counsel in Commercial Real Estate  
Transactions

2001 to 2004 Clifford Chance, Frankfurt  
Real Estate Law

1998 to 2001 Pünder, Volhard, Weber & Axster, Berlin and New  
York  
Real Estate Law, Leasing

#### *Education*

1998 Second State Examination in Law , Berlin Court of  
Appeal

1995	Doctorate Dr. iur. on the subject of factoring, University of Heidelberg
1994	First State Examination in Law, Ruprecht-Karls- University Heidelberg

**Mandate disclosures pursuant to Section 125 (1) clause 5 of the German Stock Corporation Act (AktG)**

Membership in other statutory supervisory boards:

- None

Membership in comparable domestic and foreign supervisory bodies of business enterprises:

- EKF Finanz Frankfurt GmbH, Hofheim Wallau (Member of the Supervisory Board)

**Disclosures in accordance with recommendation C.13 of the German Corporate Governance Code (DCGK):**

Ms Dr Angela Geerling proposed for election to the Supervisory Board does not have any personal or business relations with the Company, its group companies, the Company's executive bodies or shareholders with a material interest in the Company.

The Supervisory Board considers the candidate proposed for election to the Supervisory Board to be independent within the meaning of recommendation C.6 of the DCGK.

**3. Written report of the Management Board pursuant to Sections 203 (2) clause 2, 186 (4) clause 2 of the German Stock Corporation Act (AktG) on item 8 of the agenda regarding the reasons for authorizing the Management Board to exclude shareholders' subscription rights when using the Authorized Capital 2022**

The authorization of the Management Board resolved by the Annual General Meeting on 24 March 2021 to increase, with the approval of the Supervisory Board, the share capital of the company by up to EUR 16,117,405.00 by

issuing new registered no-par value shares against contributions in cash and/or in kind (Authorized Capital 2021) shall be cancelled and renewed.

Before the cancellation of the Authorized Capital 2021 and the new Authorized Capital 2022 become effective, it is intended to utilize the existing Authorized Capital 2021 for granting subscription rights to shareholders to the extent it is required to grant a scrip dividend in accordance with the resolution to be adopted under agenda item 2.

The Management Board and the Supervisory Board propose to the Annual General Meeting under agenda 8 item the creation of a new Authorized Capital 2022 in Section 5 of the Articles of Association of up to EUR 16.372.232,00, corresponding to approximately 20% of the current share capital.

For reasons of flexibility, the new Authorized Capital 2022 is to be used for capital increases both in cash and in kind. In case of capital increases from the Authorized Capital 2022, the company's shareholders generally have subscription rights. The shares may also be taken up by one or more banks or companies designated by the Management Board within the meaning of Section 186 (5) clause 1 of the Stock Corporation Act (AktG), with the obligation to offer them to the shareholders for subscription (indirect subscription right).

However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights,

- to exclude fractional amounts from shareholders' subscription rights;
- if the new shares are issued against cash contributions and the issue price of the new shares is not significantly lower than the stock market price of shares already listed with essentially equivalent features. The number of shares issued in this way under exclusion of subscription rights may not exceed 10% of the share capital, neither at the time the authorization takes effect nor at the time it is exercised. Other shares issued or sold during the term of this authorization under exclusion of subscription rights in direct or corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) shall be counted towards the maximum limit of 10% of the share capital. Also to be counted are shares to be issued to service option and/or conversion rights or obligations under options and/or convertible bonds and/or profit-participation rights, provided that such bonds or profit-participation rights are issued during

the term of this authorization under exclusion of subscription rights in corresponding application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG);

- if the capital increase is made against contribution in kind, in particular for the purpose of acquiring enterprises, parts of enterprises, equity interests in enterprises or other assets related to an acquisition project or in the context of business combinations or
- to the extent required to grant holders or creditors of option bonds and/or convertible bonds with option or conversion rights or option or conversion obligations previously issued by the company or companies in which the company directly or indirectly holds a 100% interest, subscription right to bonds to the extent they would be entitled as shareholders after exercising the option or conversion rights or after fulfilling option or conversion obligations.

With regard to this authorization to exclude shareholders' subscription rights with the approval of the Supervisory Board, the Management Board submits the following report pursuant to Section 203 (2) clause 2, 186 (4) clause 2 of the German Stock Corporation Act (AktG):

First, it should be possible to exclude the subscription right for fractional amounts. This authorization serves to ensure that a practicable subscription ratio can be presented with regard to the amount of the respective capital increase. Without the exclusion of the subscription right with regard to the fractional amount, the technical implementation of the capital increase would be considerably more difficult, in particular in the case of a capital increase by round amounts. The new shares excluded from the shareholders' subscription rights as fractional amounts will be realized by the company as best possible, either by way of sale on the stock exchange or in another manner. Management Board and Supervisory Board therefore consider the authorization to exclude subscription rights adequate.

It should furthermore be possible to exclude subscription rights if the new shares are issued in accordance with Section 203 (1) clause 1, 186 (3) clause 4 of the German Stock Corporation Act (AktG) against cash contributions in an amount not significantly lower than the stock market price, and if the total pro rata amount of the share capital represented by the issued shares does not exceed 10% of the share capital, either at the time the authorization takes effect or at the time it is exercised. The authorization enables the company to meet capital requirements even at short notice and in this way, to quickly and

flexibly use market opportunities. The exclusion of subscription allows for very quick action without having to complete the subscription rights procedure, which is both more costly and time-consuming, and for placements close to the stock market price, i.e. without the usual discount for subscription issues. Such capital increases will furthermore enable the company to attract new investors in Germany and abroad. When exercising the authorization, the Management Board - with the approval of the Supervisory Board - will set the discount on the stock market price as low as possible in accordance with the market conditions prevailing at the time when the issue price is finally determined. The discount on the stock market price will in no case exceed 5% of the exchange price.

In addition, the extent of the cash capital increase under exclusion of subscription rights in accordance with Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) is limited to 10% of the share capital when the authorization takes effect or, if this amount is lower, when the authorization to exclude subscription rights is exercised. This 10% limit of the share capital is to include the shares issued or sold during the term of this authorization, under exclusion of subscription rights, in direct or analogous application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG), e.g. treasury shares. Similarly, shares to be issued to service option and/or conversion rights or conversion and/or option obligations under option bonds and/or convertible bonds and/or profit participation rights are also to be included, provided that such bonds or profit participation rights are issued during the term of this authorization, under exclusion of subscription rights, in analogous application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG). This cap takes into account the shareholders' need for protection against dilution of their shareholdings. As the new shares will be placed close to the stock market price, each shareholder will be able to acquire shares on the market on approximately the same terms in order to maintain their shareholding quota.

In addition, there should be the option to exclude shareholders' subscription rights if the capital increase is made against contributions in kind, in particular, for the purpose of acquiring enterprises, parts of enterprises, equity interests in enterprises or other assets related to an acquisition project, or in the context of business combinations. This provides the company the scope required to utilize any upcoming opportunities to acquire other enterprises, equity interests in enterprises or in parts of enterprises, as well as for business combinations, but also for the acquisition of other assets that are essential to

the company and related to an acquisition project, in a quick and flexible manner and in a way that preserves liquidity in order to improve the company's competitive position and strengthen its earning power. In the context of such transactions, frequently extremely high consideration has to be paid, which should or can no longer be paid in cash. In parts, the owners of attractive enterprises or other attractive acquisition targets also proactively demand shares in the purchaser as consideration. For the company to be able to acquire such enterprises or other acquisition targets, it must be able to offer shares as consideration. Since this type of acquisition usually takes place at short notice, it usually cannot be resolved by the shareholders' meeting, which generally convenes only once a year. This requires the creation of authorized capital which the Management Board - with the approval of the Supervisory Board - is able to access quickly. In such a case, the Management Board ensures that the shareholders' interests are safeguarded adequately when determining the valuation ratios. In so doing, the Management Board takes into account the stock market price of the company's shares. The Management Board will use this authorization only if subscription rights are excluded in the company's best interest in a particular case. Currently, there are no specific acquisition projects for which the option of capital increases against contributions in kind under exclusion of subscription rights granted by the proposed authorization is to be used.

Finally, the subscription right should be excluded to the extent required to grant the holders or creditors of option bonds and/or convertible bonds previously issued by the company or group companies in which the company directly or indirectly holds a 100% stake, by using the authorized capital, a subscription right to new shares that is equivalent to the subscription right they have after having exercised the option or conversion right or after fulfilling a conversion and/or option obligation arising from these bonds. In order to make bonds easier to place on the capital market, the corresponding option or bond terms usually include dilution protection. One possibility to provide dilution protection is to give the holders or creditors of the bonds a subscription right to the new types of shares to which they are entitled in the event of subsequent share issues. They are put in the same position they would have had if they had been shareholders already. In order to provide the bonds with such a dilution protection, the shareholders' subscription right for new shares must be excluded. This is done to facilitate the placement of the bonds and thus to protect the interest of the shareholders in the best-possible financial structure for the company.



Alternatively, it is possible to reduce just the option or conversion price to achieve such dilution protection but only to the extent the option or bond terms allow this. However, this would be more complicated and costly for the company in terms of the settlement of these bonds. It would also reduce the inflow of capital from the exercise of option and conversion rights or conversion and option obligations. Another possibility would be to issue bonds without dilution protection. These would be much less attractive to the market, however.

In each individual case, the Management Board and the Supervisory Board will carefully consider whether they will exercise any of the authorizations to increase the capital and exclude the subscription rights of shareholders. They will only take advantage of this possibility if, in the opinion of the Management Board and the Supervisory Board, this is in the best interest of the company and therefore its shareholders.

The Management Board will report on the use of the authorization at the Annual General Meeting following any issue of shares of the Company from the Authorized Capital 2022 with exclusion of subscription rights.

**4. Written report of the Management Board in accordance with Section 221 (4) clause 2 and Section 186 (4) clause 2 of the German Stock Corporation Act (AktG) regarding item 9 of the agenda regarding the reasons for the authorization of the Management Board to exclude the subscription right of shareholders when issuing convertible bonds and/or option bonds**

The Annual General Meeting of the company authorized the Management Board on 8 July 2020 under item of 10 its agenda to issue convertible bonds and/or option bonds in a total nominal amount of up to EUR 500,000,000.00 and resolved on a Conditional Capital 2020 in the amount of up to EUR 15.814.309,00 to secure them. No use has been made of the authorization to date. The existing authorization and the existing Conditional Capital 2020 shall be cancelled and replaced by a new authorization and a new Conditional Capital 2022. The Conditional Capital 2022 shall have a volume of up to a total of EUR 16.372.232,00, corresponding to approximately 20% of the current share capital.

In addition to the traditional options available for borrowing and raising equity, issuing bonds offers the opportunity to use attractive financing alternatives on the capital market, depending on the market situation. The company usually

obtains debt capital at low interest rates, which may later be retained as equity. In order to preserve this low-interest debt financing option for the company, a new authorization to issue convertible and/or option bonds is to be created.

The authorization proposed in item 9 of the agenda for the issuance of convertible and/or option bonds (collectively also referred to as “bonds”) in the total nominal amount of up to EUR 600,000,000.00 and the creation of the corresponding conditional capital of up to EUR 16.372.232,00 should, with the approval of the Supervisory Board, pave the way to flexible and quick financing possibilities that are in the interest of the company, in particular in the event of favorable capital market conditions. If this authorization is fully exercised, bonds could be issued which, when issued, would grant subscription rights for up to around 20% of the current share capital. The authorization is valid until 23 March 2027.

The possibility of establishing option and/or conversion obligations in addition to granting option and/or conversion rights also widens the scope for the design of this financial instrument. The authorization gives the company the necessary flexibility to place the bonds itself or through group companies in which it holds a 100% stake, either directly or indirectly. In addition to euro, bonds can also be issued with and without maturity limits in other legal currencies such as the currency of an OECD country.

The conversion or option price may not be less than a minimum issue amount, the calculation bases of which are specified. The starting point for calculating the conversion or option price when exercising conversion and/or option rights is the stock market price of the company's shares, which must correspond to at least 80% of the price of the company's no-par-value registered shares determined at the time the bonds associated with conversion or option rights are issued. In the event of a conversion and/or option obligation, a substitution right or a pre-emptive tender right of the issuer of the bonds for the supply of shares, the conversion or option price of the new shares must be at least either the aforementioned minimum price in accordance with the terms of the bond or correspond to the volume-weighted average market price of the company's shares at the XETRA closing auction (or a comparable successor system) on the Frankfurt Stock Exchange on the ten trading days before or after the date of maturity of the bonds, even if the latter average price is below the minimum price mentioned above.

Notwithstanding Section 9 (1) and Section 199 (2) of the German Stock Corporation Act (AktG), the conversion or option price may, following a more detailed determination of the conditions underlying the respective bond, be adjusted on the basis of a dilution protection or adjustment clause if, for example, the company increases its share capital and grants its shareholders a respective subscription right during the conversion or option period, or if the company issues or grants additional convertible or option bonds or guarantees conversion or option rights and does not grant the holders or creditors of existing conversion or option rights in this regard to the same extent they would be entitled to after exercising their conversion or option right or fulfilling their conversion and/or option obligations as shareholders, or if the company increases the share capital by means of a capital increase from company funds. This applies accordingly in the case of a capital reduction or other capital measures, restructuring measures, control gained by a third-party, an extraordinary dividend or other comparable measures resulting in a dilution of the value of the shares.

Generally, shareholders must be granted a subscription right. In the case of a placement via group companies, the company must also ensure that the statutory subscription right is granted to the shareholders of the company. In order to facilitate the settlement, a provision is made for the possibility to issue the bonds to one or more banks or companies specified by the Management Board within the meaning of Section 186 (4) of the German Stock Corporation Act (AktG) with the obligation to offer the bonds to shareholders in accordance with their subscription right (so-called indirect subscription right).

However, Management Board shall also, with the approval of the Supervisory Board, be authorized to exclude fractional amounts resulting from the subscription right. Such fractional amounts may result from the amount of the respective issue volume and the presentation of a practicable subscription ratio. In such cases, the exclusion of the subscription right for fractional amounts makes it easier to execute the capital measure. The fractions excluded from the shareholders' subscription right are used in a manner that is best for the company either by selling them via the stock exchange or in another way. The limitation to fractional amounts does not result in any significant dilution for the shareholders; in the opinion of the Management Board, it is objectively justified and appropriate.

The Management Board is also, with the approval of the Supervisory Board, to be authorized to exclude the subscription right on the legal basis of Section

186 (3) clause 4 of the German Stock Corporation Act (AktG), i.e., if the bonds are issued in return for cash, and the bonds are issued at a price which does not substantially fall below the theoretical market value of the bonds established by recognized financial mathematical methods. This possibility of excluding subscription rights gives the company the flexibility to benefit from favorable capital market situations in the short term and, due to the specification of terms that are close to the market price, obtain better terms with regard to interest rates and the issue price of the bonds. The decisive factor for this is that, in contrast to an issue of bonds with subscription rights, the issue price can only be specified immediately prior to the placement, which makes it possible to avoid an increased exchange rate risk for the subscription period. On the other hand, if a subscription right were granted, the subscription price would have to be published by the third last day of the subscription period. In consideration of the frequently observed volatility on the stock markets, there is therefore a market risk over several days, which leads to security discounts when the terms of the bond are specified. The subscription period also makes it difficult to react quickly to favorable market conditions. In particular in the case of bonds, the granting of a subscription right jeopardizes a successful placement with third parties or leads to additional expenses due to the uncertainty about its exercise. By not setting the issue price of the bonds in such cases substantially below their calculated market value, which is determined in accordance with recognized financial calculation methods, the objective is to meet the shareholders' need for protection with regard to an economic dilution of their shares. With an issue price at market value, the value of the subscription right practically drops to zero. Shareholders will therefore not be adversely affected by a subscription right exclusion. The Management Board will endeavor to achieve the highest possible issue price and keep the economic difference with the price at which existing shareholders can buy shares on the market as low as possible. Shareholders wishing to maintain their share of the company's share capital can achieve this by buying them on the market at roughly equal terms. From the shareholders' point of view, a relevant loss of the shareholding ratio does not apply.

The authorization to issue convertible and/or option bonds with conversion or option rights (including with conversion and/or option obligations) but without a subscription right pursuant to Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) is limited as to its volume as well: The number of shares of the company to be issued to service bonds or participation rights issued in this way during the term of this authorization under exclusion of

subscription rights (whether on the basis of this or any other authorization) may not exceed a total of 10% of the share capital, neither at the time the authorization becomes effective nor, if that amount is lower, at the time the authorization is exercised. The pro rata amount of the share capital that is attributable to shares that are issued during the term of this authorization, either on the basis of an authorization by the Management Board to exclude subscription rights in the direct or analogous application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) or that are sold as purchased treasury shares in accordance with Section 186 (3) clause 4 of the German Stock Corporation Act (AktG), must be taken into account with respect to this 10% limit. This consideration ensures that no convertible bonds and/or option bonds are issued if this would result in a situation in which the subscription right of shareholders is excluded for more than 10% of the share capital in the direct or indirect application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG). This further limitation is in the interest of shareholders who wish to maintain their shareholding as much as possible in the event appropriate capital measures are taken; their additional investment may, in such cases, be limited to a maximum of 10% of their shareholding.

Finally, the subscription right can be excluded to the extent necessary to give the holders or creditors of option bonds and/or convertible bonds issued by the company or its group companies a subscription right for bonds to the extent that they would have been entitled to if they had exercised the option or conversion right or if they had fulfilled a conversion and/or option obligation. In order to make bonds easier to place on the capital market, the corresponding option or bond terms usually include dilution protection. One possible dilution protection is to give the holders or creditors of the bonds a subscription right for the bonds from subsequent issues, which is something shareholders are entitled to. They are therefore treated as if they were already shareholders. In order to provide bonds with such dilution protection, the shareholders' subscription right to the bonds must be excluded. This is done to facilitate the placement of the bonds and is therefore in the interest of shareholders and the best-possible financial structure of the company.

Alternatively, for the purpose of dilution protection, only the option or conversion price could be reduced to the extent permitted by the terms of the bond. However, this would be more complicated and costly for the company in the terms of their settlement. It would also reduce the inflow of capital from the exercise of option and conversion rights. It would also be conceivable to

issue bonds without dilution protection. However, these would be much less attractive to the market.

In each individual case, the Management Board and the Supervisory Board will carefully consider whether they will exercise any of the authorizations to issue bonds without a subscription right for shareholders. They will only pursue this possibility if, in the opinion of the Management Board and the Supervisory Board, this is in the best interest of the company and therefore its shareholders.

The Management Board will inform the respectively next Annual General Meeting of the use of the above authorizations to exclude subscription rights.

**5. Written report of the Management Board pursuant to Section 71 (1) no. 8 clause 5 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (4) clause 2 of the German Stock Corporation Act (AktG) on item 10 of the agenda regarding the reasons for the authorization of the Management Board to exclude the shareholders' tender right when acquiring and the shareholders' subscription right when using treasury shares**

Section 71 (1) no. 8 of the German Stock Corporation Act (AktG) provides for the possibility of acquiring treasury shares up to a total of 10% of the share capital on the basis of an authorization granted by the shareholders' meeting.

In order to acquire treasury shares, the company requires a special authorization by the Annual General Meeting in accordance with Section 71 (1) no. 8 of the German Stock Corporation Act (AktG), unless the acquisition is expressly permitted by law. The authorization to acquire treasury shares last granted by the Annual General Meeting on 24 March 2021 shall be renewed and extended to 10% of the meanwhile increased share capital.

The resolution proposal regarding item 10 of the agenda provides for authorizing the Management Board to acquire, with the prior approval of the Supervisory Board, treasury shares of up to a total of 10% of the share capital existing at the time of adopting the resolution or - if lower - at the time of exercising the authorization. Such acquisition is made via the stock exchange and based on a public purchase offer made to all shareholders or a public invitation to all shareholders to submit offers for sale. The principle of equal treatment under stock corporation law must be observed in each case. In case of the public invitation to all shareholders to submit offers for sale, the addressees of this invitation may decide how many shares they wish to offer to the company and at what price (if a price range is specified).

If the acquisition is made by means of a public purchase offer addressed to all shareholders or by means of a public invitation to submit offers for sale, the volume of the offer or invitation to submit offers for sale may be limited. This may have the effect that the volume of shares in the company offered by shareholders exceeds the volume of shares requested by the company. In this case, an allocation must be made based on quotas. In so doing it should be possible to carry out a repartition based on the ratio of the respective shares subscribed or offered (tender quotas) rather than based on participation quotas, since the acquisition procedure can be technically handled better in this way within an economically reasonable framework. Moreover, it should be possible to provide for preferential acceptance of small numbers of up to 100

tendered shares per shareholder. This option serves to avoid fractional amounts when determining the quotas to be acquired and small residual amounts, and in this way to make it easier to technically handle the purchase of shares in an economically reasonable manner. A de facto impairment of small shareholders can also be avoided in this way. Finally, rounding in line with commercial principles should be possible to avoid arithmetical fractions of shares. The acquisition quota and the number of shares to be acquired from individual tendering shareholders insofar may be rounded as required to technically represent the acquisition of whole shares. Management Board and Supervisory Board consider the exclusion of any further tender rights of shareholders to be objectively justified.

The respective offered price or the limits of the purchase price range stipulated by the company per share (excl. incidental acquisition costs) may not exceed or fall short of the average closing price of the company's shares in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange on the last five trading days prior to the date of the public announcement of the offer or the public invitation to submit offers for sale by more than 10%. In case of significant deviations in the relevant price after publication of a public purchase offer addressed to all shareholders or a public invitation to all shareholders to submit offers for sale, the purchase offer or invitation to submit offers for sale may be adjusted. In this case, the average price of the five stock exchange trading days prior to the public announcement of the adjustment will be used as a basis. The purchase offer made to all shareholders or the invitation to all shareholders to submit offers for sale may be subject to further provisions.

The additionally proposed option of disposal or use of treasury shares serves to simplify the procurement of funds. Pursuant to Section 71 (1) no. 8, clause 5 of the German Stock Corporation Act (AktG), the shareholders' meeting may also authorize the Management Board to dispose of the shares in a form other than via the stock exchange or on the basis of an offer to all shareholders. According to the proposed resolution, the Management Board also requires the prior approval of the Supervisory Board for any use of the treasury shares.

In the alternative proposed here under agenda item 10 lit. d) no. (2), the prerequisite is that the treasury shares are sold in accordance with Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) at a price not significantly below the stock market price of already listed shares in the company with essentially equivalent features at the time of the sale. Hereby use is made of the option of a simplified exclusion of subscription rights, which



is permitted by law and customary in practice. The concept of protecting shareholders against dilution is taken into account by the fact that the shares may be sold only at a price that is not significantly below that of the relevant stock market price. The final determination of the selling price for treasury shares is made shortly before the disposal. The Management Board will, with the consent of the Supervisory Board, specify the discount on the stock market price as low as this is possible at the market conditions prevailing at the time of placement. The discount on the stock market price will in no case be higher than 5% of the stock market price. Given strong competition on the capital markets, the option of selling treasury shares under exclusion of subscription rights and in a form other than via the stock exchange or by means of an offer to all shareholders is in the company's interest. This opens up the option for the company to offer its treasury shares quickly and flexibly to national and international investors, to expand the shareholder base and to stabilize the value of the share. The disposal at a purchase price that is not significantly below the stock market price and also limiting the total proportion of treasury shares that may be sold by excluding subscription rights in this way to a maximum of 10% of the share capital (at the time the authorization is taking effect and when exercising the authorization) ensure that the shareholders' financial interests are adequately protected. Other shares issued or sold during the term of the authorization under exclusion of subscription rights in direct or analogous application of Section 186 (3) clause 4 of the German Stock Corporation Act (AktG) are to be counted towards the maximum limit of 10% of the share capital. Shares to be issued to service option and/or conversion rights or obligations under option bonds and/or convertible bonds and/or profit participation rights are to be included as well, provided these bond or profit participation rights are issued during the term of this authorization to exclude the subscription right in accordance with Section 186 (3) clause 4 of the German Stock Corporation Act (AktG). Since the treasury shares are placed at a price close to the stock market price, shareholders generally can purchase shares on the market at approximately the same terms in order to maintain their participation rate .

According to the resolution proposed under agenda item 10 lit. d) no. (3), the company furthermore has the option of having treasury shares at its disposal, which it may offer as consideration when acquiring assets in kind, in particular in the context of corporate mergers, the acquisition of companies, parts of companies, equity interests in companies, other assets or claims to the acquisition of other assets, including receivables from the company, if such consideration is demanded. The proposed authorization should provide the

company with the necessary room to maneuver to be able to quickly and flexibly utilize opportunities for such acquisitions or mergers as they arise. This taken into account by the proposed exclusion of subscription rights. In determining the valuation ratios, the Management Board and Supervisory Board will ensure that the shareholders' interests are adequately safeguarded. In particular, they will base their assessment of the value of the treasury shares granted as consideration on the stock market price of the company's shares. However, so as not to question any results of negotiation already achieved due to possible fluctuations in the stock market price, a systematic link to a stock market price is not provided for.

Moreover, under agenda item 10 lit. d) no. (4), the Management Board should be authorized to use treasury shares in a way other than by way of an offer to all shareholders to pay a so-called scrip dividend. In case of a scrip dividend using treasury shares, shareholders are offered the option of assigning to the company their claim to payment of the cash dividend arising under the shareholder meeting's resolution on the appropriation of profits so as to receive treasury shares in return. The implementation of a scrip dividend using treasury shares may be carried out as an offer addressed to all shareholders, observing subscription rights and in compliance with the principle of equal treatment. As regards the practical execution of the scrip dividend, only whole shares are offered to the shareholders for subscription; with regard to the portion of the dividend entitlement that does not reach the subscription price for a whole share or exceeds it, the shareholders are referred to the receiving the cash dividend and to this extent cannot subscribe for shares. As a rule, no partial rights are offered and no trade in subscription rights or fractions thereof is set up, as the shareholders receive a cash dividend on a pro rata basis instead of the subscription of treasury shares. However, the Management Board also should be authorized to exclude shareholders' subscription rights in the context of implementing a scrip dividend so as to be able to implement the scrip dividend on optimum terms. Depending on the capital market situation, it may be beneficial to structure implementing the scrip dividend using treasury shares in such a way that the Management Board indeed offers treasury shares for subscription to all shareholders entitled to dividends against assignment of their dividend claim in compliance with the general principle of equal treatment (Section 53a of the German Stock Corporation Act (AktG)), and therefore grants shareholders a subscription right in economic terms. However, in so doing, the shareholders' subscription rights to new shares will be legally excluded. This exclusion of subscription rights allows for implementing the scrip dividend on flexible terms. Given the fact

that all shareholders will be offered the treasury shares and that excess dividend amounts will be settled by way of paying the dividend in cash, an exclusion of subscription rights in this case appears to be justified and reasonable.

The authorization under agenda item 10 lit. d) no. (5) furthermore provides that the treasury shares acquired with the proposed authorization may be used under exclusion of the shareholders' subscription rights to satisfy conversion and/or option rights or conversion or option obligations under convertible bonds or option bonds issued by the company or its affiliates in which DIC Asset AG directly or indirectly holds a 100% interest. The proposed resolution does not create a new authorization to grant further conversion and/or option rights. It merely serves the purpose of giving management the option of using treasury shares to satisfy in whole or in part conversion and/or option rights or conversion and/or option obligations that have already been established on the basis of other authorizations, instead of using conditional capital. There will be no burdens on shareholders beyond the dilution effects that may be associated with an exclusion of subscription rights when issuing convertible and/or option bonds. The Management Board's flexibility instead is merely increased in that it does not necessarily need to service options and/or convertible bonds using conditional capital, but may also use treasury shares for this purpose if this appears more opportune given the specific situation in the interest of the company and its shareholders. At this time, there are not yet any conversion and/or option rights or conversion and/or option obligations that may be serviced by treasury shares; however, they might be created, for example, based on the authorization proposed under agenda item 9 to issue convertible bonds and/or option bonds.

In addition, the authorization under agenda item 10 lit. d) number (6) provides for the company to use treasury shares in the context of share participation or other share-based programs to employees of the company or employees of a company affiliated with the company or members of the management of a company affiliated with the company. The use of treasury shares for issuance to employees and/or executives of the company and/or affiliated companies is privileged by law according to Section 71 (1) no. 2 of the German Stock Corporation Act (AktG) because it promotes identification with the company and supports the willingness to assume joint responsibility in the company. In addition, it should be possible to use treasury shares in the same way to members of the management of a company affiliated with the company, because there may be a need for this in the same way. The use of treasury

shares for employees and members of the management of an affiliated company serves to bind them to the company. As a result, this type of use of treasury shares can be a suitable means of promoting the motivation and willingness to perform of the beneficiaries and preventing undesired leaves or at least reducing the risk of such leaves. Share-based remuneration also offers the possibility of aligning the remuneration of employees, executives and members of the management of an affiliated company with long-term and sustainable corporate development in appropriate cases, usually by agreeing on holding periods of several years. For an issue of new shares to employees of the company, employees of a company affiliated with the company and members of the management of a company affiliated with the company, it is necessary to exclude the subscription right of the shareholders. The number of shares issued for these purposes under exclusion of subscription rights may not exceed a total of 3 % of the share capital, neither at the time this authorization becomes effective nor at the time it is exercised.

Finally, the treasury shares acquired based on this authorization resolution may be redeemed by the company according to the resolution proposed under agenda item 10 lit. d) no. (1) without the need for the shareholders' meeting to adopt a new resolution for this purpose. Pursuant to Section 237 (3) no. 3 of the German Stock Corporation Act (AktG), a company's shareholders' meeting may resolve to cancel its fully paid-up no-par value shares without this resulting in a need to reduce the company's share capital. The proposed authorization explicitly provides for this alternative in addition to a redemption with capital reduction. The redemption of treasury shares without capital reduction automatically increases the arithmetical share of the remaining no-par value shares in the company's share capital. The Management Board therefore should also be authorized to carry out the required amendment to the Articles of Association with regard to a changed number of no-par value shares due to a redemption.

The shareholders' subscription rights to acquired treasury shares will be excluded insofar as pursuant to agenda item 10 lit. d) no. (2) to (6), such shares are used in a way other than by sale at the stock exchange or by offer to all shareholders. Moreover, in case of a sale of treasury shares by way of an offer for sale to all shareholders, it should be possible to exclude shareholders' subscription rights for fractional amounts. The exclusion of subscription rights for fractional amounts is necessary in order to be technically able to execute the disposal of acquired treasury shares by way of an offer to the shareholders. The treasury shares excluded from the shareholders'

subscription right as fractions are used in a best possible manner for the company either by selling them at the stock exchange or in another way.

When deciding on an acquisition and use of treasury shares, the Management Board will be guided solely by the best interests of the shareholders and the company.

The Management Board will inform the next shareholders' meeting of the use of the above authorizations.

### **III. Further information on the convocation**

In accordance with the decision of the Management Board and with the approval of the Supervisory Board the Annual General Meeting will be held as a so-called virtual Annual General Meeting on the basis of Section 1 (2) of the Act on Measures in Company, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic of 27 March 2020 in its currently applicable version (COVID-19 Act) without the physical attendance of shareholders or their authorized representatives. Shareholders or their authorized representatives may exercise their voting rights in the virtual Annual General Meeting exclusively by way of postal vote (no electronic participation within the meaning of Section 118 (1) clause 2 of the German Stock Corporation Act (AktG)) or by granting power of attorney and issuing instructions to the proxies appointed by the company in accordance with the following provisions.

Any and all dates and times stated in the section "Further information on convocation" are indicated in Central European Time (CET) as applicable in Germany. In terms of Coordinated Universal Time (UTC), this means UTC = CET minus one hour.

#### **Online Video and audio transmission of the entire Annual General Meeting**

Shareholders who have registered for the Annual General Meeting in due form and time in accordance with the following provisions can follow the entire Annual General Meeting in audio and video via the password-protected AGM portal at

<https://www.dic-asset.de/annual-general-meeting/>

The access data for the AGM portal are sent to shareholders with the personal invitation documents.

Authorized intermediaries (e.g. credit institutions), persons or institutions equivalent pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) (voting advisors, shareholders' associations or persons acting in a business capacity) as well as other authorized representatives may also follow the entire Annual General Meeting via the password-protected AGM portal using the access data sent to the shareholder.

## **Requirements for participating in the virtual general meeting by following the video and audio transmission of the entire general meeting and exercising voting rights**

Shareholders and their authorized representatives (with the exception of the proxies appointed by the company) are not entitled to physically participate in the virtual Annual General Meeting. Pursuant to Section 12 of the Articles of Association, shareholders who are registered in the share register and have registered in time for the Annual General Meeting are entitled to participate in the virtual Annual General Meeting by following the video and audio transmission of the entire Annual General Meeting and to exercise their voting rights by postal vote (no electronic participation within the meaning of Section 118 (1) clause 2 of the German Stock Corporation Act (AktG)) or by issuing power of attorney and instructions to the proxies appointed by the company.

The registration must be in text form in German or English. Pursuant to Section 12 clause 4 of the Articles of Association, the registration period is reduced to four days, so that the registration must be received by the company at least four days prior to the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. at the latest on

**Saturday, 19 March 2022, 24:00 hours (CET) (receipt),**

either electronically using the password-protected AGM portal provided by the company at <https://www.dic-asset.de/annual-general-meeting/>.

or by post, e-mail or fax at the following address:

DIC Asset AG

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

E-mail: [namensaktien@linkmarketservices.de](mailto:namensaktien@linkmarketservices.de)

Fax: +49 89 21027 288

The access data for the password-protected AGM portal are sent to the shareholders with the invitation documents to the Annual General Meeting.

## **Free availability of shares and registrations in the share register**

In relation to the company, Section 67 (2) clause 1 of the German Stock Corporation Act (AktG) sets forth that rights and obligations from shares exist only for and against the person entered in the share register. The status of the share register on the day of the Annual General Meeting shall be decisive for participation in the virtual Annual General Meeting by following the video and audio transmission of the entire Annual General Meeting as well as for the number of voting rights to which a duly registered shareholder or his authorized representative is entitled at the Annual General Meeting. Please note that, for technical reasons, no changes in registrations will be made between the end of 19 March 2022, 24:00 hours (CET) (so-called Technical Record Date) until the end of the day of the Annual General Meeting (so-called Registration Stop). The status of the share register on the day of the Annual General Meeting therefore corresponds to the status on 19 March 2022, 24:00 hours (CET).

The shares are not suspended or blocked by a registration for the Annual General Meeting. Shareholders can therefore continue to trade their shares freely even after they have registered and despite the Registration Stop. However, purchasers of shares whose registrations applications are received by the company after 19 March 2022, may only exercise their right to follow the video and audio transmission of the entire Annual General Meeting and their voting rights from these shares if they are authorized or enabled by the shareholder still registered in the share register. All purchasers of shares in the company who are not yet registered in the share register are therefore requested to submit registration applications as soon as possible.

## **Procedure for voting by postal vote**

Within the framework described below, shareholders have the option to cast their votes by postal vote without attending the Annual General Meeting. Entry in the share register and timely registration of the shareholder in accordance with the above provisions are required in this case as well. Postal votes that cannot be attributed to a proper registration are invalid.

Votes by postal vote are cast in writing or by electronic communication. For the transmission of electronic postal votes or for their revocation or amendment, the company provides the password-protected AGM portal on the company's website at

<https://www.dic-asset.de/annual-general-meeting/>

which may be used to exercise voting rights by electronic postal voting until immediately before the start of voting (this time will be announced by the chairman



of the meeting in the video and audio transmission) on the day of the Annual General Meeting (24 March 2022).

The form sent together with the personal invitation documents may be used for written postal voting. Notwithstanding timely registration in accordance with the above provisions, written postal votes without using the AGM portal must be transmitted to the company by 23 March 2022, 24:00 hours (CET) (receipt) at the latest, by post, by e-mail or by fax as follows:

DIC Asset AG

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

E-mail: [namensaktien@linkmarketservices.de](mailto:namensaktien@linkmarketservices.de)

Fax: +49 89 21027 288

Further details on postal voting can be found in the form sent with the personal invitation documents.

Authorized intermediaries (e.g. credit institutions), persons or institutions equivalent pursuant to Section 135 (8) of the German Stock Corporation Act (voting advisors, shareholders' associations or persons acting in a business capacity manner) or other authorized representatives may also use the postal vote.

### **Procedure for voting by an authorized representatives**

Shareholders also have the option of having their voting rights exercised at the Annual General Meeting by proxies appointed by the company to the extent described below. Shareholders who wish to grant power of attorney to the proxies appointed by the company must be entered in the share register in accordance with the above provisions and must register for the Annual General Meeting in due time. The proxies appointed by the company are only available for exercising voting rights and, if authorized, will exercise the voting right exclusively in accordance with instructions. Without instructions from the shareholder, the proxies appointed by the company are not authorized to exercise the voting right. A form for granting power of attorney and issuing instructions to the proxies appointed by the company will be sent with the invitation documents for the Annual General Meeting. Such a form is also available for download on the company's website at <https://www.dic->

[asset.de/annual-general-meeting/](https://www.dic-asset.de/annual-general-meeting/). Powers of attorney and instructions to the proxies appointed by the company must be transmitted to the company in text form.

Notwithstanding timely registration, issuing of power of attorney and instructions to the proxies appointed by the company is possible via the password-protected AGM portal, which is available online at

<https://www.dic-asset.de/annual-general-meeting/>

until immediately before the start of voting at the Annual General Meeting on 24 March 2022 (this time will be announced by the chairman of the meeting in the video and audio transmission). The access data for the AGM portal are sent to the shareholders with the personal invitation documents.

Notwithstanding timely registration, powers of attorney and instructions to proxies appointed by the company that are not issued via the AGM portal must be transmitted to the company by 23 March 2022, 24:00 hours (CET) (receipt), by post, e-mail or fax as follows:

DIC Asset AG

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

E-mail: [namensaktien@linkmarketservices.de](mailto:namensaktien@linkmarketservices.de)

Fax: +49 89 21027 288

Shareholders who are registered in the share register and who do not wish to exercise their voting rights themselves at the Annual General Meeting by postal vote or by granting power of attorney and issuing instructions to the proxies appointed by the company may also have their voting rights exercised at the Annual General Meeting by an authorized representative, e.g. an intermediary (who may be a bank, for example), a shareholders' association, a proxy advisor or any other person of their choice; this generally also applies to the right of asking questions electronically and the option of objecting to a resolution of the Annual General Meeting by electronic means. In these cases, too, registration in the share register and timely registration for the Annual General Meeting are required in accordance with the above provisions. To the extent permitted by law, the authorized representative in turn may exercise the voting right only by postal vote or by (sub)authorizing and instructing the proxies appointed by the company.

The granting of power of attorney, its revocation and proof of the authorization to be provided to the company require text form pursuant to Section 134 (3) clause 3 of the German Stock Corporation Act (AktG). The text form requirement does not apply to the authorization of a shareholders' association, a credit institution or other intermediaries covered by Section 135 of the German Stock Corporation Act (AktG) or another person or institution equivalent pursuant to Section 135 of the German Stock Corporation Act (AktG), nor to the revocation or proof of such authorization, and some particulars apply. In such a case shareholders are asked to consult with the person or institution to be authorized in due time regarding any form of authorization that may be required by that person or institution as well as regarding the procedure for granting power of attorney.

A form that can be used for granting power of attorney will be sent to the shareholders with the invitation documents. Such a form is also available for download on the company's website at <https://www.dic-asset.de/annual-general-meeting/>. Authorization is also possible directly via our password-protected AGM portal at <https://www.dic-asset.de/annual-general-meeting/>.

The declaration that power of attorney was granted may be addressed to the authorized representative or to the company. Proof of a power of attorney granted to the authorized representative may be sent to the company by post, by electronic means by e-mail or by fax to the following address:

DIC Asset AG

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

E-mail: [namensaktien@linkmarketservices.de](mailto:namensaktien@linkmarketservices.de)

Fax: +49 89 21027 288

The above means of transmission as well as the AGM portal are also available if the power of attorney is to be granted by declaration vis-à-vis the company; in this case, there is no need for a separate proof that power of attorney was granted. The revocation of a power of attorney already granted can also be declared directly to the company by using the aforementioned means of transmission or the AGM portal. We kindly ask our shareholders to provide the company with all powers of attorney, proof of power of attorney and the revocation of a power of attorney, insofar as they are transmitted to the company by post or by fax, by

**Wednesday, 23 March 2022, 24:00 hours (CET) (receipt).**

If a shareholder authorizes more than one person, the company may reject one or more of them.

### **Further information on the exercise of voting rights via postal vote and power of attorney and instructions to the proxies appointed by the company**

After timely registration, in addition to the above-mentioned methods of post, e-mail and fax until 23 March 2022, 24:00 hours (CET) (receipt), our AGM portal will be available to shareholders for casting, revoking and/or amending postal votes as well as for issuing revoking and/or amending power of attorney and instructions to the proxies appointed by the company until immediately before the start of voting at the Annual General Meeting (this time will be announced in the video and audio transmission by the chairman of the meeting). The access data for the AGM portal are sent with the personal invitation documents.

The casting of votes by postal vote and issuing of proxies and instructions to the proxies appointed by the company is limited to voting on the proposed resolutions announced by the company before the Annual General Meeting (including any adjustment of the proposed resolution on the appropriation of profits to the current number of shares entitled to dividends at the time of the resolution, as announced in the proposal) as well as any voting on motions of shareholders announced pursuant to Sections 122, 126 and 127 of the German Stock Corporation Act (AktG). If an individual vote is taken on an agenda item without this having been announced prior to the virtual Annual General Meeting, the vote cast or instruction given on this agenda item as a whole shall also be deemed to be a corresponding vote or instruction for each item of the individual vote.

If multiple declarations are received, the declaration made last takes precedence (date of submission of the declaration). If different declarations are received via different means of transmission and it is not evident which declaration was made last, they will be considered in the following order: 1. by AGM portal, 2. by e-mail, 3. by fax and 4. in paper form.

Please note that shareholders and their authorized representatives cannot exercise the right to speak or ask questions at the Annual General Meeting pursuant to Section 131 of the German Stock Corporation Act (AktG) or submit motions at the Annual General Meeting, nor can they table resolutions at the Annual General Meeting, because as postal voters they will not attend the Annual General Meeting for lack of physical presence and the proxies appointed by the company are only available for exercising voting rights but not for exercising other shareholder rights.

Please note the information below under "Shareholders' Rights" as well as the information on the registration form sent together with the personal invitation documents and at

<https://www.dic-asset.de/annual-general-meeting/>.

## **Shareholders' rights**

### **Requests to supplement the agenda in accordance with Section 122 (2) of the German Stock Corporation Act (AktG)**

Shareholders whose aggregate shares represent twenty percent of the share capital or the prorated amount of EUR 500,000.00 may request that items be placed on the agenda and made public in accordance with Section 122 (2) of the German Stock Corporation Act (AktG). Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Management Board and must be received by the company at least 30 days prior to the shareholders' meeting (whereby the day of the shareholders' meeting and the day of receipt are not to be counted), i.e., at the latest by

**Monday, 21 February 2022, 24:00 hours (CET) (receipt),**

be sent to us. We request that such requests be sent to the following address:

Management Board of DIC Asset AG

Attn. Investor Relations/ Mr Peer Schlinkmann

Neue Mainzer Straße 20 - MainTor

60311 Frankfurt am Main

### **Counterproposals and nomination proposals by shareholders pursuant to Sections 126 (1), 127 of the German Stock Corporation Act (AktG) and Section 1 (2) clause 3 of the COVID-19 Act**

Shareholders may submit to the company counterproposals against a proposal from the Management Board and/or the Supervisory Board on a specific item on the agenda according to Section 126 (1) of the German Stock Corporation Act (AktG) as well as proposals for the election of Supervisory Board members or auditors according to Section 127 of the German Stock Corporation Act (AktG). Such counterproposals and nominations are to be addressed exclusively to the following address:

DIC Asset AG

Investor Relations

Mr. Peer Schlinkmann

Neue Mainzer Straße 20 • MainTor

60311 Frankfurt am Main, Germany

E-mail: [ir@dic-asset.de](mailto:ir@dic-asset.de)

Fax: +49 69 94 54 85 8 - 9399

Pursuant to Section 126 (1) of the German Stock Corporation Act (AktG), the company must make counterproposals, including the name of the shareholder, any statement of reasons and any opinion of the administration, available on the company's website under <https://www.dic-asset.de/annual-general-meeting/> if the counterproposals and any reasons for this proposal have been received by the company at the address provided above at least 14 days prior to the shareholders' meeting (whereby the day of the shareholders' meeting and the day of receipt are not to be counted), i.e., at the latest by

**Wednesday, 9 March 2022, 24:00 hours (CET) (receipt),**

Proposals sent to other addresses will not be considered. The company may refrain from publishing a counterproposal under the conditions set forth in Section 126 (2) of the German Stock Corporation Act (AktG), for example because the counterproposal would lead to a resolution of the shareholders' meeting that is contrary to the law or the Articles of Association. The statement of reasons for a counterproposal need not be made available if it exceeds a total of more than 5,000 characters. For proposals by shareholders for the election of Supervisory Board members and/or auditors, the above sentences apply in accordance with Section 127 of the German Stock Corporation Act (AktG). In addition to the cases referred to in Section 126 (2) of the German Stock Corporation Act (AktG), a publication of nominations by shareholders may also be omitted if the proposal does not include the name, occupation and place of residence of the proposed candidate. Proposals for the election of supervisory board members also do not have to be published if the proposal does not contain information on their membership in other supervisory boards to be formed by law.

Counterproposals and/or election proposals by shareholders which have been submitted in due form and time in accordance with the above provisions pursuant to Sections 126, 127 of the German Stock Corporation Act (AktG) and which have been made available by the company are deemed to have been made during the meeting pursuant to Section 1 (2) clause 3 of the COVID-19 Act if the shareholder submitting

the counterproposal or election proposal is duly authorized and registered for the shareholders' meeting.

**The right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG) and the right to ask questions pursuant to Section 1 (2) clause 1 no. 3, clause 2 of the COVID-19 Act**

Duly registered shareholders do have the right to ask questions via electronic communication in accordance with Section 1 (2) clause 1 no. 3 of the COVID-19 Act. The Management Board decides at its own discretion how to answer questions. Questions in foreign languages will not be considered.

The Management Board has decided, with the approval of the Supervisory Board, in accordance with Section 1 (2) clause 2 of the COVID-19 Act, that any questions must be submitted electronically via the password-protected AGM portal at

<https://www.dic-asset.de/annual-general-meeting/>

no later than one day prior to the general meeting, i.e. by the end of the day on 22 March 2022, 24:00 hours (CET), receipt by the company. The "Questions" button on the AGM portal is provided for this purpose. Questions received after such time or in any different way will not be considered. Likewise, no more questions can be submitted during the virtual general meeting. Beyond this shareholders have no right to request oral information from the Management Board during the virtual Annual General Meeting pursuant to Section 131 (1) and (4) of the German Stock Corporation Act (AktG).

Questions will be answered during the video and audio transmission of the virtual shareholders' meeting. When questions are answered during the virtual shareholders' meeting, the name of the person asking the question will only be disclosed (to the extent that questions are answered individually) if consent to disclosure of the name was given together with the transmission of the question. We retain the right to answer frequently asked questions in advance on the company's website.

## **Voluntary opportunity of submitting statements to be made available**

As shareholders are not able to comment on the agenda during the virtual general meeting, duly registered shareholders shall be given the opportunity, beyond the legal requirements, to submit statements regarding the agenda by 22 March 2022, 24:00 hours (CET) at the latest.

Statements must be submitted electronically in text form in the password-protected AGM portal at

<https://www.dic-asset.de/annual-general-meeting/>

and are limited to 10,000 characters. Statements submitted by other means will not be considered.

Statements received in due time will be made available immediately after examination together with the name of the shareholder, provided that the shareholder declares his consent, in the password-protected AGM portal at <https://www.dic-asset.de/annual-general-meeting/>. However, there is no legal right to making a statement available.

Corresponding with Section 126 (2) of the German Stock Corporation Act (AktG), in particular statements with insulting or otherwise criminally relevant content, as well as obviously false or misleading content, will not be made available. Illegitimate passages will not be removed from a statement, but the statement will be disregarded in its entirety. Furthermore, the company reserves the right not to make available statements without any reference to the agenda of the Annual General Meeting as well as statements exceeding 10,000 characters in length or which have not been submitted in time in the manner described above.

The Company reserves the right not only to make statements submitted in due time available in the password-protected AGM portal, but also to read them out in the context of the video and audio transmission of the Annual General Meeting, insofar as this is feasible from an organizational point of view and can be reconciled with a reasonable time frame of the Annual General Meeting. In this respect, the reading may also be limited to certain statements, which represent a larger shareholding or a larger group of shareholders. Only one text form statement per shareholder will be made available in the password-protected AGM portal.

Statements cannot be used to submit questions under Section 1 (2) clause 1 no. 3, clause 2 of the COVID-19 Act.

Questions may only be submitted by the means described above in the Section "The right to information pursuant to Section 131 (1) of the German Stock Corporation Act



(AktG) and the right to ask questions pursuant to Section 1 (2) clause 1 no. 3, clause 2 of the COVID-19 Act".

### **Publication of the speech of the Management Board**

Shareholders shall be given the opportunity to respond with their questions to the speech of the Management Board. Therefore, a preliminary version of the manuscript of the speech of the Management Board is expected to be available from 21 March 2022 on the company's website at

<https://www.dic-asset.de/annual-general-meeting/>.

The speech given during the Annual General Meeting may deviate from this preliminary version of the manuscript, especially if this becomes necessary due to current developments. The spoken word shall prevail.

### **Possibility of an electronic appeal against a resolution of the shareholders' meeting pursuant to Section 1 (2) clause 1 no. 4 of the COVID-19 Act**

Waiving the requirement to appear at the shareholders' meeting, shareholders who have exercised their voting rights on one or more resolutions of the shareholders' meeting are given the opportunity to object to a resolution of the shareholders' meeting by way of electronic communication for the notary's record. Corresponding declarations may be submitted from the start of the shareholders' meeting until it is closed by the chairman of the meeting exclusively via our password-protected AGM portal at

<https://www.dic-asset.de/annual-general-meeting/>.

### **Further explanations and information on the company's website**

Shareholders may access the information pursuant to Section 124a of the German Stock Corporation Act (AktG) of the shareholders' meeting on the company's website under <https://www.dic-asset.de/annual-general-meeting/>, where such information can also be accessed during the shareholders' meeting. Further explanations of shareholders' rights pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG) as well as Section 1 (2) clause 1 no. 3 and no. 4, clause 2 and 3 of the COVID-19 Act can also be found under <https://www.dic-asset.de/annual-general-meeting/>.

### **Total number of shares and voting rights at the time the Annual General Meeting is convened**

The share capital of the company at the time the shareholders' meeting is convened is EUR 81,861,163.00 and is divided into 81,861,163 ordinary shares (no-par-value shares), each of which carries one voting right. The total number of shares and voting rights at the time the shareholders' meeting is convened thus amounts to 81,861,163.

Frankfurt am Main, February 2022

DIC Asset AG

The Management Board

## Data Protection Information for Shareholders of DIC Asset AG

The purpose of this information sheet is to inform you, as a shareholder, about the manner in which your personal data will be processed by DIC Asset AG, Neue Mainzer Straße 20 • MainTor, 60311 Frankfurt am Main, (hereinafter also referred to as “We” or “DIC”) and about the rights you have under data protection law.

### 1. Who is responsible for the data processing?

The entity responsible for the data processing is DIC Asset AG, Neue Mainzer Straße 20 • MainTor, 60311 Frankfurt am Main, phone: +49 (0) 69 9 45 48 58-0, e-mail: info@dic-asset.de.

The data protection officer of DIC Asset AG is Dr. Christian Borchers, datenschutz süd GmbH, Wörthstraße 15, 97082 Würzburg, phone: + 49 (0) 931 30 49 76-0, e-mail: office@datenschutz-sued.de.

### 2. For what purposes and on what legal basis will your data be processed?

We process your personal data in compliance with the EU General Data Protection Regulation (GDPR), the German Federal Data Protection Act (BDSG), the German Stock Corporation Act (AktG) and all other relevant legislation.

DIC Asset AG processes your personal data only for the purposes stated in the German Stock Corporation Act. This includes the management of the share register, communication with shareholders and the organization of shareholders' meetings. In detail:

The shares of DIC Asset AG are no-par-value registered shares. With regard to such registered shares, Section 67 AktG provides that such shares must be entered in the company's share register, indicating the name, date of birth and the postal address as well as an e-mail address of the shareholder and the number of shares or share numbers. The shareholder is required to provide this information to the company. If you do not agree to provide this information, you cannot be entered in the share register and cannot exercise your rights as a shareholder.

The banks participating in the purchase, custody or sale of your DIC shares regularly forward this information as well as other information relevant to the management of the share register to the share register (e.g., nationality, gender and filing bank). This is done through Clearstream Banking AG, Frankfurt, which as the central securities depository handles the technical settlement of securities transactions as well as the custody of shares for intermediaries (such as banks).

In connection with the shareholders' meeting, DIC Asset AG processes your personal data so that shareholders can register for and participate (by following the video and audio transmission of the entire shareholders' meeting) in the shareholders' meeting (e.g. examination of eligibility) and so that shareholders can exercise their rights during the shareholders' meeting (including the issuance, the revocation or the substantiation of authorizations and instructions). If you do not provide the relevant data, you will not be able to exercise voting rights or other rights related to the meeting (in particular, following the video and audio transmission of the entire shareholders' meeting). This includes the following processing operations:

In the course of the registration of a shareholder for the shareholders' meeting, DIC Asset AG processes the data required for the share register as well as the data provided by the shareholder or transferred for this occasion by its custodian bank (in particular first and last names, place of residence or address, e-mail address, number of shares, class of shares and type of ownership).

Insofar as the exercise of rights in the context of the virtual shareholders' meeting is carried out by an authorized representative, we process the personal data of the shareholder as well as the first and last name and place of residence or address and e-mail address of the authorized representative as specified in the power of attorney. In the event authorizations and instructions are given to a proxy designated by DIC, the instructions issued are also processed, and the authorization will be kept on file by the company for three years.

At the shareholders' meeting, a list of participants with the following personal data will be kept in case of representation of voting rights by the proxies appointed by the company in accordance with Section 129 of the German Stock Corporation Act (AktG): first and last name and place of residence of the shareholder who is being represented and the shareholder's representative, number of shares, class of shares, number of voting rights and type of ownership.

If a shareholder requests that items be placed on the agenda, DIC Asset AG will, if the requirements of the stock corporation law are met, publish these items together with the name of the shareholder. In the same way, DIC Asset AG will make counterproposals and nominations of shareholders available on the website of DIC Asset AG, if the requirements of the stock exchange law are met, together with the name of the shareholder (Section 122 (2), Section 126 (1), and Section 127 AktG).

If you submit questions electronically prior to the shareholders' meeting in accordance with Section 1 (2) of the COVID-19 Act in conjunction with the requirements set out in the notice calling the virtual shareholders' meeting or if you object to resolutions of the shareholders' meeting electronically during the shareholders' meeting, we will process your name, date of birth, address and e-mail address and shareholder number as well as your access data to be able to process your question or objection.

In addition to processing in the context of maintaining the share register and conducting the shareholders' meeting, your personal data may also be processed to fulfill other legal obligations such as regulatory requirements and retention obligations under the German Stock Corporation Law, Commercial Code or Tax Code.

The legal basis for the processing of your personal data in each instance is Section 67e AktG in conjunction with Article 6 (1) lit. c) GDPR.

In some cases, DIC Asset AG also processes your information in order to safeguard the legitimate interests of DIC Asset AG or a third party in accordance with Article 6 (1) lit. f) GDPR. This is the case, for example, when, in the event of capital increases, individual shareholders must not be provided with information on subscription offers due to their nationality or residence in order not to infringe the legislation of the countries concerned. We also use your personal data to compile in-house statistics (e.g. for the presentation of shareholder development, the number of transactions or for overviews of the largest shareholders).

If you as a shareholder make use of the opportunity to submit questions in advance of the virtual shareholders' meeting and if your questions are dealt with there, your name will be mentioned only if you declare your consent to the disclosure of your name when submitting the question (Article 6 (1) lit. a) GDPR). If you as a shareholder make use of the option to submit statements in writing, these statements will be published in the password-protected AGM portal at <https://www.dic-asset.de/annual-general-meeting/>, stating your name, provided you give your consent in accordance with Art. 6 (1) lit. a) DSGVO; the statements may also be read out at the AGM. Such consent is voluntary and may be revoked at any time with effect for the future. Please address the withdrawal of consent to the contact details above. Should we intend to process your personal data for any other purpose, you will be notified accordingly in advance within the framework of the statutory provisions.

### **3. With which categories of recipients, if any, will your data be shared?**

Below, we will inform you about the categories of recipients with which we share your personal data:

**External service providers:** We use external service providers, who process your personal data according to our instructions in compliance with Article 28 GDPR, for the administration and technical management of the share register as well as for the organization of the virtual shareholders' meeting (including preparation of the video and sound recordings and streaming of the webcast).

**Shareholders/third parties:** Within the scope of the statutory right of access to the list of participants at the shareholders' meeting, shareholders may, upon request, gain access to any data collected about you in the list of participants up to two years after the shareholders' meeting. The list of participants will also be made available to attending participants of the shareholders' meeting. Your personal data will furthermore be published in accordance with the statutory provisions in the context of requests to add items to the agenda, counterproposals or nominations.

**Other recipients:** Within the scope of legal regulations, we may be required to transmit your personal data to other recipients such as authorities and courts (e.g., when publishing voting rights notices in accordance with the provisions of the German Securities Trading Act and the notification sent to authorities in order to comply with statutory notification obligations).

#### **4. How long will your personal data be stored?**

In principle, your personal data will be deleted or anonymized as soon as it is no longer necessary for the aforementioned purposes, and we are not required to keep it due to legal proof and retention obligations. Such proof and/or retention obligations arise, among other things, from the German Commercial Code, the German Tax Code and the German Anti-Money Laundering Act. For the information collected in connection with general meetings, the retention period is regularly three (3) years. Once we have become aware of the disposal of your shares, we will only store your personal data for a maximum of twelve (12) months, subject to other statutory provisions. Beyond that, we only keep personal data if this is necessary in connection with claims made against or by DIC (legal limitation period of up to 30 years).

#### **5. Do we transfer personal data to non-European countries?**

We do not transfer your personal data to non-European countries.

#### **6. Does automated individual decision-making take place (including profiling)?**

We do not use purely automated decision-making procedures in accordance with Article 22 GDPR or any profiling.

#### **7. What rights do you have?**

Insofar as we process your personal data, you have the following rights with regard to the processing of your personal data within the framework of statutory requirements:

- Right to information about the data stored by the DIC about you (Article 15 GDPR);
- Right to rectification of inaccurate data stored about you (Article 16 GDPR);
- Right to deletion of your data, in particular if it is no longer necessary for the purposes for which it was originally collected (Article 17 GDPR);
- Right to restrict the processing (blocking), in particular if the processing of your data is unlawful or the accuracy of your data is disputed by you (Article 18 GDPR);

- **Right to object to the processing of your data insofar as the processing is carried out solely to protect the legitimate interests of the company (Article 21 GDPR);**
- Right to complain: Our data protection officer is available to you under the given contact details regarding any objections you may have about the processing of your personal data. This notwithstanding, you also have the right to lodge a complaint with the competent data protection authority.

The data protection supervisory authority responsible for DIC is:

Hessischer Datenschutzbeauftragter (Data Protection Officer for the State of Hesse),  
Gustav-Stresemann-Ring 1, 65189 Wiesbaden / P.O. Box 31 63, 65021 Wiesbaden,  
Germany, <https://datenschutz.hessen.de/ueber-uns/kontakt>



**Information according to Section 125 para 2 AktG (German Stock Corporation Act) in conjunction with Section 125 para 5 AktG, Art. 4 para 1, table 3 of the Annex of the Implementation Regulation (EU) 2018/1212**

Type of information	Description
<b>A. Specification of the message</b>	
1. Unique identifier of the event	Convocation of the Annual General Meeting on 24 March 2022
	in the format pursuant to the Implementing Regulation (EU) 2018/1212: DICAssetAG_oHV_20220324
2. Type of message	Convocation of the Annual General Meeting
	in the format pursuant to the Implementing Regulation (EU) 2018/1212: NEWM

<b>B. Specification of the Issuer</b>	
1. ISIN	DE000A1X3XX4
2. Name of issuer	DIC Asset AG

<b>C. Specification of the meeting</b>	
1. Date of the General Meeting	24 March 2021
	in the format pursuant to the Implementing Regulation (EU) 2018/1212: 20220324
2. Time of the General Meeting	10:00 hours (CET)
	in the format pursuant to the Implementing Regulation (EU) 2018/1212: 9:00 hours UTC (coordinated universal time)
3. Type of General Meeting	Ordinary Annual General Meeting organised as virtual Annual General Meeting without the physical presence of shareholders or their proxies
	in the format pursuant to the Implementing Regulation (EU) 2018/1212: GMET
4. Location of the General Meeting	Venue of the Annual General Meeting within the meaning of AktG (German Stock Corporation Act): Gesellschaftshaus Palmengarten, Palmengartenstraße 11, 60325 Frankfurt am Main
	URL to the password-protected virtual venue: <a href="http://www.dic-asset.de/hauptversammlung/">http://www.dic-asset.de/hauptversammlung/</a>
5. Record Date	19 March 2022, 24:00 (CET) (corresponds to 23:00 hours UTC (coordinated universal time) - registration stop/technical record date
	in the format pursuant to the Implementing Regulation (EU) 2018/1212: 20220319
6. Uniform Resource Locator (URL)	<a href="http://www.dic-asset.de/hauptversammlung/">http://www.dic-asset.de/hauptversammlung/</a>