



Recorded

at Frankfurt am Main on June 13, 2019

By the undersigned notary

Peter Andreas Müller

seat in Frankfurt am Main

At the request of the Board of Management of ERWE Immobilien AG, the notary public today went to Herriot's, Herriotstraße 1, 60528 Frankfurt am Main, to attend the Annual General Meeting of ERWE Immobilien AG convened there for 10.00 a.m. today.

ERWE Immobilien AG, Frankfurt am Main,

AG Frankfurt am Main, HRB

113320, WKN A1X3WX;

ISIN DE000A1X3WX6

to keep the minutes.

A.

The following were present at the Annual General Meeting

1. the Management Board of the Company with the members
 - a) Mr Axel Harloff
 - b) Mr. Heinz-Rüdiger Weitzel

2. the Supervisory Board of the Company with the members
 - a) Dr. Olaf Hein, Chairman of the Supervisory Board
 - b) Dr. Holger Henkel, Deputy Chairman of the Supervisory Board
 - c) Mr Carsten Wolff

3. the shareholders and shareholder representatives as they appear from the list of participants drawn up at the Annual General Meeting and made available to the shareholders and shareholder representatives during the Annual General Meeting.

The question of the notary regarding a prior referral within the meaning of Section 3 (1) no. 7 BeurkG was answered no by the Chairman of the Supervisory Board, Dr. Olaf Hein.

Before the start of the meeting, the undersigned had an employee of the AGM service provider Computershare explain and demonstrate the operation of the electronic vote counting system using the "HV-Win" software program.

B.

In accordance with Section 18 of the Company's Articles of Association, the meeting was chaired by the Chairman of the Supervisory Board, Dr. Olaf Hein. He opened the Annual General Meeting at 10.04 a.m., welcomed all those present and introduced the notary and the members of the administration present.

He first established that the convening of today's Annual General Meeting had been duly published in the Federal Gazette of 03 May 2019 and - as required - published throughout Europe. A receipt for the publication of the convening notice was handed over to the undersigned notary public. It is attached to these minutes as **Annex 1**.

The Chairman further explained that the notifications required by section 125 of the AktG had also been arranged by the Executive Board. The documents required by Sections 124a, 175 and 176 of the German Stock Corporation Act had been available on the Company's website from the day the Annual General Meeting was convened and had also been available for inspection at the Company's offices. The Company had not been notified of any motions to supplement the agenda pursuant to Sections 122 (2), 124 (1) AktG, so that no supplementary agenda had to be published. The company had also been notified within the statutory period of notice.

No countermotions were received in accordance with section 126 (1) sentence 1 AktG.

The Chairman noted that the Annual General Meeting had thus been convened and the notifications required by law had been made in due form and time.

Mr. Manfred Klein, Saarbrücken, voting card no. 09019 entered an objection to the determination that the meeting had been convened in due form and time.

The Chairman then acquainted those present with the details of the proceedings of the Annual General Meeting.

The Chairman explained that only the room in which the General Meeting was held was part of the meeting room and that this room constituted the attendance area of the General Meeting. Only shareholders and shareholder representatives who were present in this room participated in the General Meeting. The foyer, the corridors to the side and the sanitary facilities are not part of the attendance area and are not subject to sound. With the exception of the back office for taking questions, the speeches from the lectern and the statements by the Management Board and Supervisory Board would therefore not be transmitted to other rooms.

The Chairman then pointed out that neither stenographic minutes nor audio or visual recordings of the Annual General Meeting would be made by the Company. He also asked shareholders to refrain from making such recordings and representatives of the press to respect the personal rights of those present.

The Chairman explained that the list of participants was currently being drawn up. As soon as he had it, he would announce attendance and hand it over to the notary before the first vote at the latest.

A duplicate of the list of participants was also available for inspection at the registration table.

The list of participants would be updated on an ongoing basis. These updates would also be made available in the form of addenda at the table for requests to speak.

He then pointed out that only those shareholders and shareholder representatives who had registered their admission cards at the entrance control would be recorded as participants in the Annual General Meeting. He asked the meeting participants who wanted to leave the meeting permanently to hand in their voting cards again at the admission control upon leaving the meeting.

If shareholders and shareholder representatives only wanted to leave the Annual General Meeting temporarily and return to the Annual General Meeting at a later date, they could also hand in their voting card at the exit control. They would then receive the voting card back against return of the attendance check slip handed out.

He then pointed out the possibility of issuing a proxy and instructions for voting and explained how this could be done with the help of the staff at the entrance and exit control.

The Chairman then briefly explained the voting procedure.

In accordance with section 18 (2) of the Articles of Association, the chairman of the meeting determines the order in which the items on the agenda are dealt with and the form of voting. Each no-par value share is entitled to one vote.

Voting would take place in the so-called addition procedure.

Here the YES votes and the NO votes would be collected and counted.

ABSTENTIONS would not be counted, as they would not be relevant for the determination of the respective majority.

At the end of the debate, he would call each agenda item to a vote and then ask those present to have their voting stubs ready, which would then be collected in a collection process.

He also asked that only the called ballot stubs be used and placed in the ballot boxes handed by the poll workers.

Voting stubs not called would be ignored in the count.

An electronic data processing system would be used to calculate the voting results. The voting results would be determined under notarial supervision with the help of this data processing system.

He also pointed out that the instructions issued to the proxy prior to or at this Annual General Meeting would also be carried out by the proxy at these votes.

He would explain the voting procedure in more detail before the vote.

Irrespective of this, he reserved the right to determine a different method of voting if this should prove to be appropriate.

The Chairman pointed out once again that this room was the only voting room.

With regard to the majority requirements, the Chairman stated that all resolutions on agenda items 2 to 8 required a simple majority of the votes cast in accordance with section 133 of the German Stock Corporation Act. In addition, the resolutions on agenda items 6 to 8 required a majority of at least 75% of the share capital represented in addition to the simple majority of votes.

The Chairman referred to the exclusion of voting rights pursuant to sec. The Chairman pointed out the exclusion of voting rights pursuant to Section 136 (1) of the German Stock Corporation Act (AktG) with regard to the discharge of the Executive Board and the Supervisory Board and stated that the Company had taken the necessary measures to ensure compliance with these provisions.

The Chairman then announced that, in the interest of a speedy conduct of the Annual General Meeting, the discussion of all items on the agenda would take the form of a general debate following the report of the Executive Board on agenda item 1. He asked all shareholders and shareholder representatives who wished to speak to register as early as possible at the table for the floor. He explained the modalities to be observed there for requesting to speak and gave instructions on speaking time.

Thereafter, the agenda was completed as follows:

The Chairman explained that the agenda with the management's proposed resolutions had been duly published and was also available at the request to speak table. He therefore assumed that it was known and dispensed with reading it out again.

The shareholder, Manfred Klein, Saarbrücken, voting card no. 09019, stated for the record that he was adopting section 125 of the AktG. He stated that all motions, questions and objections raised by fellow shareholders as well as allegations of a factual nature were to be understood exclusively as questions and were to be answered within the scope of the shareholders' duty to provide information. He

moved that the full agenda be read.

The chairman of the meeting then read out the agenda, limiting himself to the text of the agenda items, i.e. without the management's proposed resolutions, and otherwise referring to the agenda on display with the proposed resolutions.

The chairman of the meeting then moved on to item 1 of the agenda, which was the

Presentation of the adopted financial statements for the year ended 31 December 2018, the management report for the financial year ended 31 December 2018 and the report of the Supervisory Board for the financial year ended 31 December 2018.

provided for.

The Chairman noted that the annual financial statements as at 31 December 2018 and the management report, including the accounting, had been audited by the auditing firm Ebner Stolz GmbH & Co. KG, Hamburg, that the audit had not given rise to any objections, and that the auditor had issued an unqualified audit opinion in each case.

The Supervisory Board was provided with the annual financial statements together with the management report and the respective auditor's report. For its part, the Supervisory Board had examined the annual financial statements submitted by the Management Board together with the management report for the financial year ended 31 December 2018 and approved them at its meeting on 17 April 2019. The annual financial statements were thus adopted in accordance with 172 of the German Stock Corporation Act. He further noted that the documents he had referred to for this agenda item had been submitted to the Annual General Meeting since the date of convening on May 3, 2019, pursuant to Section 172 of the German Stock Corporation Act (AktG). The Chairman of the Supervisory Board is of the opinion that the resolutions of the Annual General Meeting in accordance with section 175 (2) sentence 4 AktG were made available on the Company's website and were available for inspection at the speakers' table at today's Annual General Meeting. The Company had thus complied with the requirements of the German Stock Corporation Act, which he expressly stated.

Reports of the Management Board and the Supervisory Board

Axel Harloff, member of the Management Board, then reported on behalf of the Management Board. He first explained the 2018 annual financial statements presented. In particular, he explained the Company's development following the implementation of the non-cash capital increase in December 2017, which took effect in May 2018, and set out the Management Board's intention with regard to the proposed resolutions on agenda items 5 to 8.

In the subsequent report by Executive Board member Hans-Rüdiger Weitzel, the company's business development since the last Annual General Meeting was presented. The Management Board member went into more detail on the company's current projects in Speyer, Friedrichsdorf, Lübeck, Krefeld and Frankfurt/Airport, explaining the strategy that the Management Board is pursuing with the projects ("A-location properties in B-cities, investments also in retail space, concept change and conversion from office to hotel, for example). He also provided an outlook for the company's development in 2019.

The Chairman of the Supervisory Board then presented the report of the Supervisory Board, in particular that the Supervisory Board had adopted the annual financial statements and approved the consolidated financial statements.

Following the presentation of the Supervisory Board's report, the chairman of the meeting announced that he now had the list of attendees with the attendance figures. According to this, a total of 15,503,623 of the company's share capital of € 16,562,922.00, divided into 16,562,922 no-par value shares, were represented with the same number of votes. This corresponds to 93.6% of the share capital. The Chairman pointed out that the list of attendees was available for inspection at the registration table with immediate effect. It is attached to these minutes as **Annex 2**.

General debate

Mr. Helmut Hufnagel, Mr. Dennis Watz for the Solventis Group, and Mr. Hufnagel for the Solventis Group participated in the subsequent general debate with contributions and numerous questions.

Beteiligungs GmbH, Mr. Manfred Klein, Mr. Nowatka for the Deutsche Schutzvereinigung für Wertpapierbesitz and Ms. Schütz.

Mr. Manfred Klein put on record a reprimand that the meeting room had not been 9.00 a.m., as announced in the invitation, but only at 9.45 a.m.. Mr. Klein also asked that it be recorded in the minutes that the chairman of the meeting had given an incorrect answer to the reprimand. The chairman of the meeting stated that he had not yet answered the question.

After a break of about 45 minutes, the questions of the participants were answered by the members of the Management Board and by the chairman of the meeting as the chairman of the Supervisory Board. There were further questions from Mr. Klein and Ms. Schütz.

Mr. Klein asked that the question about the incorrect invitation to Berlin be answered by the chairman of the meeting to the effect that four shareholders had in fact received an incorrect admission ticket for the Annual General Meeting of another company in Berlin. This was due to an error on the part of the AGM service provider. The 4 shareholders had received correct admission tickets in good time. In addition, the chairman of the meeting referred to the notice of the meeting that had been duly published in the Federal Gazette. Mr. Klein did not consider the question to have been answered sufficiently.

Mr. Klein further requested that it be noted that, with regard to the question of the level of Supervisory Board remuneration to date, the Chairman of the meeting pointed out that the remuneration was at the lower end of the usual remuneration. In view of the newly introduced business model and the accelerated growth course and the associated increased requirements, the management considered the increase in remuneration to be appropriate. Mr. Klein did not consider the question to have been answered sufficiently.

Mr Klein further asked that a rebuke be recorded to the effect that the order of speakers had not been observed. The chairman of the meeting pointed out that he could determine the order of speakers and that, moreover, the non

compliance with the order was due to an oversight, for which he apologised. Mr Klein considered that the question had not been answered sufficiently.

The Management Board adopted the Supervisory Board's answers to the questions.

Mr. Klein also asked that it be recorded in the minutes that the Management Board had not answered one question sufficiently, namely the question about a lender to the company. The Management Board had answered that the venture capitalist was an industrialist who could not be named because confidentiality had been agreed with him.

After another 30-minute break, the Management Board and the Supervisory Board answered further questions from shareholders Ms. Schütz and Mr. Klein.

Mr. Klein then put on record a countermotion to agenda item 5, according to which the remuneration of the Supervisory Board should only be increased by 50% instead of 100%. It should therefore be resolved that § 13 (1) sentence 1 of the Articles of Association be reworded as follows:

"The members of the Supervisory Board shall receive remuneration in the amount of EUR 15,000.00 for each full fiscal year of service on the Supervisory Board."

The Management Board and Supervisory Board declared their agreement with this countermotion.

The chairman of the meeting then asked whether there were any further requests to speak. This was not the case. He stated that he assumed that all questions from the participants had been answered. There was no objection to this from the meeting. The Chairman then declared the general debate closed.

Conduct of the votes

The Chairman then explained the voting procedure once again. First of all, he pointed out that this was the last opportunity to grant power of attorney and issue instructions to the proxy appointed by the Company. Of course, third parties could also be appointed to exercise voting rights.

He then explained once again the addition procedure in which the votes were carried out. For this purpose, there were voting sections for each agenda item on the voting section sheet handed out to each participant, which were each marked with the numbers of the agenda items. He explained that voting assistants would go through the rows with two urns in which the respective voting stubs could either be thrown into the urn marked "YES" (for the YES votes) or into the urn marked "NO" (for the NO votes). Anyone who did not place the ballot papers in either of the urns abstained from voting.

The vote on agenda items 2-8 would take place en bloc, i.e. in one voting process, after these agenda items had been called up.

The chairman of the meeting then asked if there were any questions regarding this procedure. This was not the case and the chairman of the meeting stated this.

The chairman of the meeting then called up the individual resolutions that were to be put to the vote:

TOP 2 (Resolution on the discharge of the Management Board for the financial year 2018)

The Executive Board and the Supervisory Board have proposed that the following resolution be adopted:

"That the members of the Board of Directors in office during the 2018 fiscal year be discharged from liability for that fiscal year."

He had already referred to the statutory voting prohibitions pursuant to section 136 of the German Stock Corporation Act.

pointed out.

Anyone wishing to vote for or against the proposed resolution must use voting slip 2, detach it from the voting card and have it ready. It would be collected after all the items on the agenda had been called up.

TOP 3 (Resolution on the discharge of the Supervisory Board for the financial year 2018)

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

"That the acts of the members of the Supervisory Board in office during the 2018 financial year be ratified for that financial year."

Reference has already been made to the statutory voting prohibitions pursuant to Section 136 AktG.

Anyone wishing to vote for or against this proposal for a resolution by the administration must use voting slip 3 with the inscription TOP 3, separate it from the voting card and have it ready. It would be collected after all items on the agenda had been called up.

TOP 4 (Election of the auditor of the financial statements and the consolidated financial statements for the 2019 financial year as well as the auditor for any review of the half-year financial report)

The Supervisory Board proposed that the following resolution be adopted:

"The auditing firm Ebner Stolz GmbH & Co. KG, Hamburg, is elected as auditor of the financial statements and auditor of the consolidated financial statements for the fiscal year 2019 and as auditor for any review of the half-year financial report in the fiscal year 2019."

There is no Audit Committee on whose recommendation the proposed resolution could be based.

Anyone wishing to vote for or against the resolution proposed by the administration should use voting slip 4 marked TOP 4 and separate it from the voting card and have it ready. It would be collected after all items on the agenda had been called up.

Item 5 (Resolution on the amendment to the Articles of Association to increase the remuneration of the Supervisory Board)

The Management Board and the Supervisory Board have proposed that the following resolution be adopted:

Section 13 (1) sentence 1 of the Articles of Association shall be replaced as follows:

"The members of the Supervisory Board shall receive remuneration in the amount of EUR 20,000 for each full financial year of their membership of the Supervisory Board."

Section 13 of the Articles of Association remains unchanged in all other respects.

As you have heard, shareholder Klein has proposed - contrary to the proposal of the management - that Section 13 (1) Sentence 1 of the Articles of Association be reworded as follows:

"The members of the Supervisory Board shall receive remuneration of EUR 15,000 for each full financial year of their membership of the Supervisory Board."

Since the Board of Management and the Supervisory Board had also spoken in favor of this counter-motion, he would first put this motion to the vote.

Anyone wishing to vote for or against the counter-motion of shareholder Klein should use voting slip 5 marked TOP 5 and detach it from the voting card and have it ready. It would be collected after all agenda items had been called.

Item 6 (Resolution on the authorisation to acquire and use treasury shares pursuant to section 71 (1) no. 8 AktG with the option to exclude the subscription right and any right to offer shares and to cancel treasury shares)

In order to enable the Company to acquire and sell treasury shares (e.g. as acquisition currency), a corresponding authorization to acquire and use treasury shares is to be resolved.

The Executive Board and the Supervisory Board have therefore proposed that the proposed resolution on the authorization to acquire and use treasury shares pursuant to Section 71 (1) no. 8 AktG with the option to exclude the subscription right and any right to offer shares and to redeem treasury shares, as published in the Federal Gazette (Bundesanzeiger) in the convening notice of May 3, 2019 under agenda item 6, be approved.

The corresponding proposal for a resolution was available at the table for the floor and he assumed that everyone was aware of the exact wording of the resolution and that he could dispense with reading out the proposal for a resolution. There was no objection to this at the Annual General Meeting.

Anyone wishing to vote for or against the administration's proposed resolution must use voting slip 6 with the inscription TOP 6, separate it from the voting card and have it ready. It would be collected after all items on the agenda had been called up.

Item 7 (Resolution on the creation of new authorized capital with authorization to exclude subscription rights and corresponding amendment to the Articles of Association)

In order to enable the Company to flexibly take advantage of opportunities to raise equity capital, authorized capital is to be created.

The Executive Board and the Supervisory Board have therefore proposed that the proposed resolution on the creation of new authorized capital with authorization to exclude subscription rights and the corresponding amendment to the Articles of Association published in the Federal Gazette under agenda item 7 in the convening notice of May 03, 2019 be approved.

The corresponding proposal for a resolution was available at the table for requests to speak and the chairman of the meeting assumed that everyone was aware of the exact wording of the resolution, which is why he could dispense with reading it out.

There was no objection to this at the Annual General Meeting.

Anyone wishing to vote in favour of or against the resolution proposed by the administration should use voting slip 7, marked agenda item 7, and detach it from the voting card and have it ready. It would be collected after all items on the agenda had been called up.

Item 8 (Resolution on the adjustment of the existing authorization to issue convertible bonds and bonds with warrants and on the increase of the conditional capital)

On July 12, 2018, the Annual General Meeting of the Company had authorized the Executive Board under agenda item 8 to issue convertible bonds or bonds with warrants in a total nominal amount of up to EUR 100,000,000.00, to be issued in a total of

5,081,250 new no-par value bearer shares of the Company may be converted and corresponding conditional capital of up to EUR 5,081,250.00 created.

In order to improve the financing possibilities for the Company, the number of shares into which conversion is possible is to be adjusted to the meanwhile increased share capital and increased from 5,081,250 to 8,000,000.

The Executive Board and the Supervisory Board have therefore proposed that the proposed resolution on the adjustment of the existing authorization to issue convertible bonds and bonds with warrants and increase the conditional capital by way of a corresponding amendment to the Articles of Association, which was published in the Federal Gazette under agenda item 8 in the convening notice of May 3, 2019, be approved.

The corresponding proposal for a resolution was available at the table for requests to speak and the chairman of the meeting assumed that everyone was aware of the exact wording of the resolution, which is why he could dispense with reading it out.

There was no objection to this at the Annual General Meeting.

Anyone wishing to vote for or against the resolution proposal of the administration should use voting section 8 with the inscription TOP 8 for this purpose and should detach it from the voting card and have it ready.

After the chairman of the meeting had finished his remarks, the voting slips that he had mentioned for the individual items on the agenda were collected in a single pass. The Chairman then reassured himself that everyone had had the opportunity to cast their vote and then closed the voting process, stating that he would announce the result of the vote as soon as he had it. The General Meeting was not interrupted.

Subsequently, the ballot boxes with the voting stubs were taken to the back office for counting, where the data processing system of the AGM service provider Computershare was located. There, under the supervision of the undersigned, first the NO votes were scanned and counted and then the voting stubs from the ballot box with the YES votes were counted. The responsible employee of the AGM service provider then handed over the voting results for agenda items 2 - 8 to the undersigned in duplicate, who handed one of the copies to the chairman of the meeting. The chairman then resumed the Annual General Meeting and announced the voting results.

He first noted that, according to the first supplement to the list of attendees, 15,488,323 no-par value shares (corresponding to 93.51% of the share capital) were present for the vote, with the same number of votes. The amended list of attendees is attached to these minutes as **Annex 3**. He then announced that he would publish the results of the resolution pursuant to § 130 (2) sentence 3 AktG. He then announced that he would announce the results of the resolutions in abbreviated form pursuant to § 130 (2) sentence 3 AktG, provided there were no objections to this at the Annual Shareholders' Meeting. This meant that he would only read out whether a resolution had been adopted with the required majority or not. He would not read out the individual voting results - i.e. how many shareholders voted for or against a proposed resolution or abstained from voting and the respective percentages in relation to the share capital represented; however, this data would be available on the notice table.

for inspection.

He asked if there was any opposition to this, his intended course of action. This was not the case.

The chairman of the meeting then stated separately for each resolution on agenda items 2 - 8 and announced that the respective resolution had been adopted by the Annual General Meeting with the required majority.

The Chairman then noted that all resolutions had been passed in the manner he had determined and announced by him. This concluded the agenda. There were no further motions. The Chairman closed the meeting at 5.10 pm.

It is stated by me, the notary Peter Andreas Müller, that

1. the agenda was available for inspection during the entire duration of the Annual General Meeting in the version shown in **Annex 1**,
2. all resolutions were passed in the proposed form of voting, with the individual results shown in **Annex 4** and with the results of the voting announced by the Chairman (in abbreviated form) with regard to the legal consequences,
3. the result of the votes and the resolutions adopted were in each case established by the Chairman and announced as set out above, and
4. unless stated otherwise in these minutes, the inclusion of questions and other comments in the minutes was not requested.


The Notary Public satisfied himself that the following circumstances existed at the General Meeting:

The counting of votes is carried out by a HV service provider with the aid of an electronic data processing system. For this purpose, he submitted a software program with which the attendance recording and the vote counting were carried out according to the addition method.

- Shareholders were able to vote on each agenda item by placing their voting stubs in the YES or NO ballot boxes provided for this purpose.
- The Chairman announced the voting results on the basis of result lists (in short form) submitted to him.
- The votes blocked in accordance with section 136 (1) of the AktG were not counted in the voting on items 2 and 3.

The transcript was prepared by the notary public on June 13, 2019, and this fair copy was signed by his own hand on June 19, 2019, as follows:




Peter Andreas Müller, Notar



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ERWE Real Estate AG

Frankfurt on the Main

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Invitation to the Annual General Meeting 2019

Dear Shareholders, Dear
Shareholders,

We hereby invite you to the Annual General Meeting of ERWE Immobilien AG
on June 13, 2019, at 10:00 a.m., at "Herriot's", Herriotstraße 1, 60528 Frankfurt am Main.

Agenda

Submission of the adopted financial statements, the management report, the report of the Supervisory Board and the explanatory report of the Executive Board to the Annual General Meeting

Abol. 1, 315 para. HGB, Jewelb flir du Geochlfujabr 2018

The Supervisory Board has already approved the annual financial statements prepared by the Executive Board and thus adopted the annual financial statements. The report of the Supervisory Board and the report of the Board of Management, together with the explanatory notes on the information required by law, are to be made available to the Annual General Meeting without the need for a resolution in accordance with the German Stock Corporation Act. These documents can be downloaded from the Internet at

<http://www.erwe-ag.com>

They will also be available at the Annual General Meeting, where they will be explained in more detail.

2. Resolution on the Evaluation of the Vontaad mr da, Geschlujlbr 2011

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

The members of the Board of Directors in office in the financial year 2018 are discharged for the year. The acts of the members of the Board of Directors in the fiscal year 2018 are ratified.

3. Resolution on the discharge of the Supervisory Board for the financial year 2018

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

The acts of the members of the Supervisory Board in office in the 2018 financial year are ratified for this financial year.

4. **Election of the auditor of the financial statements and the group auditor for the financial year 2019** as well as **the auditing of the financial statements in accordance with the applicable audit regulations.**

Half-Year Report

The Supervisory Board proposes to adopt the following resolution:

Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, is elected as the auditor and group auditor for the fiscal year 2019 and as the auditor for any review of the half-year financial statements in the fiscal year 2019.

5. **Amendment to the Articles of Association to increase the Aufwandsvergütung**

As a result of the newly introduced business model and the company's accelerated growth strategy, the demands on the Supervisory Board have increased considerably. It should therefore be increased to EUR 20,000 for an ordinary member of the Supervisory Board, and to EUR 40,000 for the Chairman of the Supervisory Board and to EUR 30,000 for the Deputy Chairman of the Supervisory Board, Vontand and

the Supervisory Board therefore propose that the following resolution be adopted:

§ 13 Abs. 1 S. 1 of the Articles of Association is replaced as follows:

The members of the Supervisory Board receive a remuneration of EUR 20,000 for each full year of service on the Supervisory Board.

Article 13 of the Articles of Association remains unchanged in all other respects.

6. Resolution on the authorization to acquire and transfer own shares pursuant to Section 71 (1) No. 8 AktG with the option to exclude the subscription right, **and any right of acquisition and to redeem** treasury shares

In order to enable the Company to acquire and sell treasury shares (e.g. as acquisition currency), a corresponding authorization to acquire and use treasury shares is to be resolved.

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

- a) The Executive Board is **authorized**, subject to the consent of the Supervisory Board, to increase the number of shares in the Company by up to a total of 10% of the Company's share capital existing at the time the resolution is adopted. The authorization takes effect at the end of the Annual General Meeting on June 13, 2019 and is valid until June 12, 2024. The authorization may be exercised in full or in partial amounts, on one or more occasions. It may also be exercised by the company or by third parties acting for the account of the Company or a concern.

The shares acquired, together with other treasury shares that the Company has already acquired (a) and still holds or that are to be attributed to it in accordance with §§ 7 laff. AktG, may at no time account for more than 10% of the Company's share capital. The Company may not use the authorization for the purpose of trading in its own shares.

The acquisition of treasury shares may, at the Company's discretion, be effected on the stock exchange or by means of a public purchase offer addressed to all shareholders:

- (i) If the treasury shares are acquired on the stock exchange, the consideration paid by the Company per share (excluding incidental acquisition costs) may not be more than 10% higher or lower than the average closing price of the Company's shares on the XETRA trading platform (or a comparable successor system) of Deutsche Börse AG on the last five trading days prior to the date of acquisition or the date on which the obligation to acquire the shares is entered into,
 - (ii) If the acquisition is made by way of a public purchase offer by the Company to all shareholders, the purchase price offered or the limits of the purchase price range offered per share (excluding incidental costs) may not be more than 10% higher or lower than the closing price of the Company's **shares on the** fourth trading day prior to the date of publication of the offer in the XETRA trading system (or a comparable successor system) of Deutsche Börse AG. The volume of the offer may be limited. If the number of shares offered for purchase by the shareholders exceeds this volume, acceptance will be in proportion to the number of shares offered for purchase. Preferential acceptance of small numbers of up to 100 shares offered for purchase per shareholder and rounding in accordance with commercial principles to avoid arithmetical fractions of shares may be provided for. Any further right of shareholders to tender shares is excluded in this respect.
- b) The Executive Board is authorized, subject to the consent of the Supervisory Board, to purchase shares of the Company acquired on the basis of the above authorization in addition to the shares may be sold on the stock exchange or by way of an offer to all shareholders, excluding the shareholders' subscription rights, as follows:
- (i) for sale in return for non-cash contributions & insofar as this is done for the purpose of acquiring companies, parts of companies, equity interests in companies or other assets, or for carrying out business combinations;
 - (ii) This authorization is limited to a maximum of 10% of the Company's share capital at the time of the resolution by the Annual General Meeting on this authorization or - if this value is lower - to 10 ¾ of the share capital at the time of the sale of the shares. The redemption volume shall be reduced by the pro rata amount of the Company's share capital attributable to shares or to which option or conversion rights or obligations under bonds relate that have been issued or sold since the granting of this authorization to the exclusion of the shareholders' subscription rights in direct or analogous application of Section 186 (3) sentence 4 AktG;
 - (iii) to issue shares to employees and members of the Executive Board of the Company to the extent that they are to be used to service subscription rights to shares in the Company granted to employees and members of the Executive Board of the Company. To the extent that treasury shares are to be transferred to members of the Executive Board of the Company in this context, the Supervisory Board of the Company shall decide;
 - (iv) in order to discharge the obligations arising from securities loans/securities borrowed for the purpose of issuing shares to employees and members of the Executive Board of the Company in accordance with item (i:i) above;

- (v) to satisfy option and/or conversion rights or obligations arising from bonds with warrants and/or convertible bonds issued by the Company or its Group companies and/or to grant subscription rights to treasury shares to holders or creditors of bonds with warrants and/or convertible bonds issued by the Company or its Group companies in the order to which they would be entitled after exercising an option or conversion right granted to them or after the creation of an option or conversion obligation as a shareholder and which can be offered to them for the purpose of protection against dilution in accordance with the bond or option terms and conditions. after the exercise of an option or conversion right granted to them or after the creation of an option or conversion obligation as a shareholder and can be offered for the purpose of dilution protection in accordance with the bond or option terms and conditions;
- (vi) for fractional amounts in the event of the sale of treasury shares in the context of an offer for sale to all shareholders.
- c) The Executive Board is also authorized, with the consent of the Supervisory Board, to redeem all or part of the Company's own shares without the redemption or its cancellation requiring a further resolution by the Annual General Meeting. The treasury shares may also be redeemed in accordance with section 23 7 (3) no. 3 of the AktG in a simplified procedure without a capital reduction by adjusting the pro rata amount of the share capital attributable to a share in this case, the Executive Board is authorized to adjust the number of no-par value shares in the Articles of Association
- d) The authorisations referred to in points (b) and (c) may be exercised once or several times, in whole or in part, individually or jointly,

**1. Report of the Executive Board pursuant to § 71 (1) no. 8 sentence 5 in conjunction with § 186 (4) sentence 2 AktG V.U.T-e---daun11> item 6 liber the reasons for the exclusion of subscription rights
Of the shares in the event of the redemption of treasury shares and the exclusion of any right of first refusal:**

The Company currently no longer has any authorization to purchase its own shares. In item 6 of the agenda, the Annual General Meeting is proposed to authorize the Executive Board, with the consent of the Supervisory Board, to acquire treasury shares of up to 10% of the Company's share capital existing at the time of the resolution by the Annual General Meeting, pursuant to section 71 (1) no. 8 of the AktG.

The acquisition of treasury shares may be effected on the basis of the proposed authorization either on the stock exchange or by means of a public purchase offer addressed to all shareholders. If treasury shares are acquired by means of a public purchase offer addressed to all shareholders, the proposed authorization provides that, if the total number of shares offered for acquisition (tendered) exceeds a volume determined by the Executive Board, the acquisition will be made in proportion to the number of shares tendered (tender quotas). Now if, in principle, an acquisition can take place according to tender ratios instead of shareholding ratios, the acquisition procedure can be technically handled within an economically reasonable framework. In addition, it should be possible to provide for preferential acceptance of small amounts of up to 100 shares tendered per shareholder. This possibility serves, on the one hand, to prevent small residual holdings which could result in a possible de facto disadvantage of small shareholders. It also serves to simplify the technical processing of the acquisition procedure. Finally, it should be possible in all cases to provide for rounding in accordance with commercial principles in order to avoid arithmetical fractions of shares. In this respect, the acquisition quota and/or the number of shares to be acquired by the individual tendering shareholder may be commercially rounded as necessary in order to represent the acquisition of whole shares in terms of processing. In the aforementioned cases, the exclusion of any further tender rights is necessary and, in the opinion of the Executive Board and the Supervisory Board, justified for the aforementioned reasons and reasonable for the shareholders.

According to the proposed resolution, the Executive Board is authorized, subject to the consent of the Supervisory Board, to use, and in particular to sell, the treasury shares partially excluding the shareholders' subscription rights. The sale of treasury shares shall be possible in the following cases and for the following reasons with the exclusion of shareholders' subscription rights:

It should be possible to exclude shareholders' subscription rights in the event of the sale of treasury shares by way of a non-cash capital increase if this is done for the purpose of acquiring companies, parts of companies or equity interests in companies or other assets. The subscription right is to be excluded in the case of the sale of own shares against payment in kind, if this takes place for the purpose of acquiring companies, parts of companies, shareholdings in companies or other assets, or for carrying out mergers. International competition and the globalization of the economy increasingly require different forms of acquisition financing. The authorization proposed here is therefore intended to give the Company the necessary flexibility to take advantage of opportunities that arise to make appropriate acquisitions of companies or interests in companies or other assets. The Company should therefore be given the necessary flexibility to take advantage of any opportunities that may arise for the acquisition of companies or interests or other assets in a timely and flexible manner. There are currently no concrete plans to make use of this authorization. In the course of

In determining the valuation ratios, the Board will ensure that the shareholders' interests are adequately safeguarded.

The value of the shares given as consideration shall be based on their stock exchange price. A schematic link to a stock exchange price is also provided for, in particular in the following cases when once obtained negotiation results are not to be affected by fluctuations in the stock exchange rate.

The proposed resolution also provides that the Executive Board may sell the treasury shares for cash in a form other than via the stock exchange or by way of an offer to all shareholders, provided that this is done at a price that is not significantly lower than the market price of the Company's shares at the time of the sale. With this authorization, use is made of the option to simplify the exclusion of subscription rights permitted by section 71 (1) no. 8 of the AktG in accordance with section 186 (3) sentence 4 of the AktG. This authorisation allows the Company to respond to offers and to take up shareholdings that serve the Company's business purpose.

to be able to respond to investor demand at short notice. In the interest of the enrichment of the company, it shall in particular be the possibility of

The aim is to create an opportunity for institutional investors in Germany and abroad to acquire shares in the Company and/or to open up new investor markets.

The authorization to exclude subscription rights in accordance with Section 186 (3) sentence 4 AktG is limited to a maximum of 10% of the Company's share capital at the time of the resolution by the Annual General Meeting on this authorization or - if this amount is lower - to 10% of the share capital at the time of the sale of the shares. The authorization volume shall be reduced by the pro rata amount of capital stock represented by shares or to which option or conversion rights or obligations under bonds relate that have been issued or sold since the granting of this authorization to the exclusion of shareholders' subscription rights in direct or analogous application of Section 186 (3) sentence 4 AktG.

186 (3) sentence 4 AktG if this would result in the shareholders' subscription rights being excluded for a total of more than 10% of the share capital in direct or corresponding application of section 186 (3) sentence 4 AktG.

The shareholders' interests in the assets and the concept of protection against dilution are also taken into account by the fact that the sale may only take place at a price that is not significantly lower than the stock market price in accordance with Section 186 (3) sentence 4 AktG. The final determination of the selling price for the treasury shares will be made shortly before the sale. The Executive Board will endeavor - taking into account the current market conditions - to keep a discount on the market price as low as possible.

Furthermore, the Executive Board is to be authorized to use the acquired treasury shares to service subscription rights to shares in the Company granted to employees and members of the Executive Board. The proposed exclusion of the shareholders' subscription rights primarily serves the purpose of being able to make use of this possibility in the future. To the extent that treasury shares are to be issued to members of the Executive Board in this context, the Supervisory Board of the Company shall decide in accordance with the allocation of responsibilities under stock corporation law.

In order to facilitate the processing of the issue of shares to employees and members of the Executive Board of the Company for the purpose of servicing subscription rights granted to them in respect of shares in the Company, the Company is also to be enabled to procure the shares required for this purpose by means of securities lending/borrowing and, if necessary, to use treasury shares also for the purpose of satisfying the claims of the lenders.

In addition, the Executive Board is to be entitled to use the treasury shares to satisfy option and/or conversion rights or obligations of the holders or creditors under bonds with warrants and/or convertible bonds issued by the Company or its Group companies. The proposed exclusion of the shareholders' subscription rights is intended to enable the Company to decide flexibly whether, upon the exercise of these rights or obligations, it wishes to grant new shares from conditional capital, treasury shares which it has acquired on the basis of the proposed authorization resolution, or a cash compensation. Whether and to what extent the authorization to use treasury shares is exercised or new shares are granted from conditional capital or a cash compensation is granted, the Company will decide in each case taking into account the prevailing market and liquidity conditions in the interest of the shareholders and the Company. In doing so, it will also take into

Include in the decision options for the use of any treasury shares acquired

In addition, the authorization creates the possibility to exclude the shareholders' subscription right in favor of the holders of option and/or convertible bonds in order to offer the shares to the holders or creditors of existing option or conversion rights or obligations in accordance with the respective option or bond terms and conditions for the purpose of dilution protection. This has the advantage that the per option or conversion price for the holders of existing option or conversion rights or obligations does not have to be calculated in accordance with the option or bond terms and conditions in order to offer the holders or creditors of these rights or obligations any protection against dilution provided for therein.

Furthermore, the Executive Board shall be entitled to exclude shareholders' subscription rights for fractional amounts in the event of a sale of the Company's own shares in the context of an offer for sale to the Company's shareholders. The possibility of excluding subscription rights for fractional amounts serves to establish a technically feasible subscription ratio. The treasury shares excluded from the shareholders' subscription rights as fractional shares will either be sold on the stock exchange or otherwise disposed of in the best possible way for the Company. The possible dilution effect is low due to the restriction to fractional amounts.

Finally, it should be possible for the Company to redeem its own shares without a new resolution by the Annual General Meeting. This is also to be possible without a capital reduction being triggered by the redemption. The redemption of treasury shares without a capital reduction increases the pro rata amount of capital stock per share attributable to the remaining shares and reduces the number of no-par value shares into which the capital stock is divided. The Executive Board is therefore to be authorized to make the necessary amendments to the Articles of Association as a result of this amendment. Section 237 (3) no. 3 of the German Stock Corporation Act (AktG) expressly provides for the possibility of such an authorization.

Having considered all of the above circumstances, the Executive Board and the Supervisory Board consider the exclusion of the subscription right in the above cases to be necessary and appropriate in the interests of the Company and, for the reasons set out above, both objectively justified and reasonable for the shareholders.

The Executive Board will exercise the authorization with the approval of the Supervisory Board. The terms and conditions will be determined in due course in such a way that the interests of the shareholders and the interests of the Company are adequately safeguarded, taking into account the respective circumstances. The Executive Board will report to the Annual General Meeting on the details of any use of the authorization to repurchase treasury shares or on their use.

Resolution on the creation of new authorized capital with authorization to issue new shares and corresponding amendments to the Articles of Incorporation

In order to enable the Company to flexibly take advantage of opportunities to raise equity capital, authorized capital is to be created.

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

- a) The Management Board is authorised, with the consent of the Supervisory Board, to increase the Company's share capital on one or more occasions on or before 12 June 2024 by up to a total of EUR 8,000,000.00 against cash and/or non-cash contributions by issuing new no-par value bearer shares (Authorised Capital 20 J 9). Shareholders are generally to be granted subscription rights. The statutory subscription right may also be safeguarded in such a way that the new shares are underwritten by a syndicate of banks with the obligation to offer them indirectly to the shareholders for subscription within the meaning of Section 186 (5) of the German Stock Corporation Act (AktG). The Executive Board is, however, authorized, with the approval of the Supervisory Board, to exclude the shareholders' statutory subscription right in the following cases:
- (i) insofar as it is necessary to compensate for fractional amounts resulting from the subscription ratio;
 - (ii) if the capital increase is effected against cash contributions and the amount of share capital attributable to the new shares for which the subscription right is excluded does not exceed a total of 10 % of the share capital, neither at the time this authorization becomes effective nor - if this amount is lower - at the time this authorization is exercised. The issue price of the new shares may not be significantly lower, within the meaning of Sections 203 (1) and (2) and 186 (3) sentence 4 of the German Stock Corporation Act, than the market price of shares of the same class and with the same rights that are already listed at the time of the final determination of the issue price. The maximum limit of 10 % of the share capital shall include shares that are issued or to be issued to service convertible bonds or bonds with warrants, if such shares are issued or to be issued in accordance with the provisions of Section 186 (3) sentence 4 AktG, subject to the approval of the Supervisory Board. 4 AktG under the umbrella of the Bozugsr "his au,gcscbcn. The limit of 10 % of the share capital shall also include shares of Oc5::etl.schul', o.ncchnen, which are sold with the lu(tcit of the authorized capital under exclusion of the shareholders' subscription rights pursuant to Sections 71 (1) No. 8 Sentence 5, 186 (3) Sentence 4 AktG;
 - (iii) in the case of capital increases against contributions in kind for the granting of shares for the purpose of acquiring companies, parts of companies or equity interests in Ualemhmen and other assets;
 - (iv) to the extent necessary to grant the holders of conversion or option rights or conversion obligations issued by the Company subscription rights to new shares in the Company to compensate for dilution to the extent to which they would be entitled as shareholders after exercising their conversion or option rights or after fulfilling their conversion obligations;
 - (v) to issue employee shares to employees and pensioners and, as part of the variable remuneration determined by the Supervisory Board, to the Executive Board of the Company and its affiliated companies.

The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the capital increase. The Supervisory Board is authorized to adjust § 4 (1) and (4) of the Articles of Association in accordance with the respective utilization of the authorized capital and to cancel § 4 (4) of the Articles of Association in the event that the authorized capital expires.

- b) The following new Article 4(4) of the Articles of Association shall be created:

(4) The Executive Board is authorized, with the consent of the Supervisory Board, to increase the Company's share capital on one or more occasions up to and including June 12, 2024 by up to a total of EUR 8,000,000.00 against &- uod/oder S,choinlagen by AuoJlI'be of new. our the Inhaber lamendc SllWItJlktien ohne NonnboJ'U'g (Stückaktien) ... c,rhOhen (Oenehmi tcs Ko1pita1 2019). The ac11on ren is gru tly eia BCZIIa,rtc.h1 in gcwthrcn. D,u; legal: Bezug:src. c.b1k nu also

in such a way that the new shares are offered to a banking syndicate with the obligation to offer them to the shareholders indirectly within the meaning of Section 186 (5) of the German Stock Corporation Act (AktG). However, the Executive Board is authorized, with the consent of the Supervisory Board, to exclude the shareholders' statutory subscription rights in the following cases:

- (i) to the extent necessary to compensate for fractional amounts resulting from the subscription ratio;
- (ii) if the capital increase is effected against cash contributions or if the pro rata amount of the share capital attributable to the new shares for which the subscription right is excluded does not exceed 10% of the share capital in total, neither at the time the authorization becomes effective nor - if this amount is lower - at the time this authorization is exercised. The issue price of the new shares may not exceed the stock market price of the new shares issued in return for cash contributions or, if this amount is lower, at the time this authorization is exercised. In this context, the issue price of the new shares may not significantly exceed the stock exchange price of the shares of the same class and type already listed at the time of the final determination of the issue price within the meaning of the German Stock Corporation Act.
§§ 203 (1) and (2), 186 (3) sentence 4 AktG. The maximum limit of 10 % of the share capital shall include shares that are used for the
The capital increase shall also include any treasury shares issued or to be issued to service convertible bonds or bonds with warrants, provided that such bonds were issued during the term of the authorized capital in accordance with Section 186 (3) sentence 4 AktG, excluding the subscription right. Furthermore, those own shares that are sold during the term of the authorized capital under exclusion of the shareholders' subscription rights in accordance with Sections 71 (1) No. 8 Sentence 5, 186 (3) Sentence 4 of the German Stock Corporation Act shall be counted towards the maximum limit of 10% of the share capital;
- (iii) in the case of capital increases against contributions in kind for the purpose of granting shares for the acquisition of companies, parts of companies or interests in companies as well as other assets;
- (iv) to issue employee shares to employees and pensioners and, as part of the variable remuneration determined by the Supervisory Board, to the Management Board of the Company and its affiliated companies.
- (v) to issue employee shares to employees and pensioners and, as part of the variable remuneration determined by the Supervisory Board, to the Management Board of the Company and its affiliated companies.

The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the capital increase. The Supervisory Board is authorized to amend § 4 (1) and (4) of the Articles of Association in accordance with the respective utilization of the authorized capital and to repeal § 4 (4) of the Articles of Association in the event that the authorized capital expires."

Report of the Executive Board pursuant to section 203 (2) sentence 2 in conjunction with section 186 (4) sentence 2 of the AktG on agenda item 7. Section 186 (4) sentence 2 AktG on agenda item 7 on the reasons for the exclusion of subscription rights

Pursuant to section 203 (2) AktG in conjunction with section 186 (4) sentence 2 AktG, the Executive Board has submitted a written report on the reasons for the exclusion of the subscription right and the issue amount. Section 186 (4) sentence 2 AktG, the Executive Board has submitted a written report on the reasons for the exclusion of subscription rights and the issue amount. The report is published as follows:

The Management Board is to be authorised, with the approval of the Supervisory Board, to increase the share capital of the Company on one or more occasions up to and including 12 June 2024 by up to a total of EUR 8,000,000.00 against cash and/or contributions in kind by issuing new no-par value bearer shares (Authorised Capital 2019).

- a) The Executive Board shall initially be authorized to exclude the shareholders' subscription rights, subject to the consent of the Supervisory Board, to the extent necessary to settle fractional amounts. The exclusion of subscription rights to compensate for fractional amounts in the Authorized Capital is necessary in order to achieve a technically feasible subscription ratio. The fractional shares excluded as free fractions from the shareholders' subscription rights will be utilized for the purpose of the Company as far as possible.
- b) In addition, the Executive Board is to be authorized to exclude the subscription rights with the consent of the Supervisory Board if the volume targets and the other requirements for an exclusion of subscription rights pursuant to section 186 (3) sentence 4 of the AktG have been met. The authorization to exclude subscription rights in the event of cash capital increases gives the Executive Board the option, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights in accordance with sections 203 (1) and (2) and 186 (3) sentence 4 of the AktG for an amount of up to 10% of the share capital. This authorization allows for a share placement in the short term, i.e. without the otherwise required subscription period of at least two weeks, prior to which, in addition, a securities proxy has to be issued, while flexibly taking advantage of favorable market conditions and, due to the possibility to act more quickly, generally leads to a significantly higher inflow of funds than in the case of a share placement with subscription rights. This is due to the fact that, when determining the issue amount or price, no price change risk has to be taken into account for the period of the subscription period. It is therefore in the well-understood interest of the Company and the shareholders to enable the Executive Board to increase the equity capital under optimum conditions, which is necessary for the future development of the business. By ensuring that the issue price of the new shares is not substantially lower than the stock market price of the shares of the same class and issue already listed at the time the issue price is fixed, as defined in Sections 203 (1) and (2) and 186 (3) sentence 4 of the German Stock Corporation Act (AktG), the shareholders' interest in protection against dilution in terms of value is taken into account. The Board will set the issue price as close to the then current market price as possible, taking into account the respective situation on the capital market, and will endeavor to place the new shares in a manner that is gentle on the market.
- This possibility to exclude subscription rights is limited to a proportion of 10% of the share capital. Shares that were issued or are to be issued to service convertible bonds or bonds with warrants are to be counted towards this maximum limit, insofar as these bonds were issued during the term of the authorized capital in accordance with the application of Section 186 (4) AktG with the exclusion of subscription rights; furthermore, those treasury shares of the Company that were issued during the term of the authorized capital with the exclusion of subscription rights are to be counted towards this maximum limit of 10% of the share capital. Furthermore, those treasury shares of the Company which are sold during the term of the authorized capital under exclusion of the shareholders' subscription rights pursuant to §§ 71 para. 1 no. 8 sentence 5, 186 para. 3 sentence 4 of the German Stock Corporation Act shall be counted towards this maximum limit of 10% of the share capital. These deductions are made in the interest of the shareholders in minimizing the dilution of their shareholding.
- c) In addition, the Executive Board is to be authorized within the scope of the Authorized Capital, with the consent of the Supervisory Board, to exclude the subscription right in the event of capital increases against contributions in kind for the granting of shares for the purpose of acquiring companies, parts of companies or interests in companies as well as other assets. The purpose of this authorization is to enable the acquisition of companies, parts of companies or interests in companies as well as other assets (e.g. assets, rights, intellectual property) in return for the granting of shares in the Company. The Company is in global competition. It must always be in a position to act quickly and flexibly on the international markets in the interests of its shareholders. This also includes the option of acquiring companies, parts of companies, interests therein or other assets in order to improve its competitive position. In individual cases, the optimal implementation of this option in the interests of the shareholders and the Company consists in acquiring a company, a part of a company, an interest in a company or other assets by granting shares in the acquiring company. Practice shows that the owners of attractive acquisition objects frequently demand the provision of voting shares in the acquiring company as consideration for a sale in order to be able to participate further (indirectly) in the earnings of their assets to be sold.

In order to be able to make such acquisitions, the Company must be able to grant treasury shares as consideration. The proposed authorization to exclude subscription rights is intended to give the Company the necessary flexibility to quickly and flexibly take advantage of opportunities to acquire companies, parts of companies, interests in companies or other assets. In the event of an exclusion of subscription rights, the relative shareholding and the relative share of voting rights of the existing shareholders will decrease (but not in terms of value, as the value of the Company will increase). In the event of the exercise of a limited subscription right, however, the acquisition of companies, parts of companies, interests in companies or other assets in return for the granting of shares would not be possible and the associated benefits for the Company and the shareholders would not be achievable.

If opportunities arise for the acquisition of companies, parts of companies. If opportunities arise for the acquisition of companies, parts of companies, interests in companies or other assets, the Chairman will carefully consider whether to make use of the Authorized Capital for the purpose of acquiring companies, parts of companies, interests in companies or other assets against the issue of new shares. It will only do so if the acquisition of companies or interests in companies or other assets in exchange for shares is in the best interests of the Company. Only if this prerequisite is met will the Supervisory Board also grant its necessary approval. The basis for the valuation of the Company's shares on the one hand and the companies, parts of companies, participations in companies or other assets to be acquired on the other hand will be neutral valuations by auditing firms and/or renowned international investment banks.

- d) Furthermore, the proposed resolution provides that the Executive Board is to be authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights to the extent necessary to grant the holders of conversion or option rights or obligations under convertible bonds or bonds with warrants issued by the Company subscription rights to new shares in the Company to the extent to which they would be entitled as shareholders after exercising their conversion or option rights or after fulfilling their conversion obligations. In order to facilitate placement on the capital market, corresponding convertible bonds or bonds with warrants have anti-dilution protection which provides that the holders or creditors may be granted subscription rights to new shares in subsequent share issues in the same way as shareholders. They are thus placed in the same position as if they were already shareholders. In order to provide the Bonds with such protection against dilution, the shareholders' subscription rights to these shares must be excluded. This serves to facilitate the placement of the Bonds WJD thus the interests of the shareholders in an optimal financial structure of the Company.
- e) Finally, the Executive Board is to be authorized under the Authorized Capital, subject to the consent of the Supervisory Board, to exclude subscription rights for the purpose of issuing employee shares to employees and pensioners and, as part of the variable remuneration determined by the Supervisory Board, to the Executive Board of the Company and its affiliated companies. In the past, the issuance of employee shares has proven to be an important instrument for many listed stock corporations to strengthen the commitment and loyalty of their employees. In order to have a wide range of instruments available for employee incentives, the company must be put in a position to issue employee shares to the exclusion of shareholders' subscription rights.

Having considered all the aforementioned circumstances, the Executive Board and the Supervisory Board consider the exclusion of the shareholders' subscription rights in the aforementioned cases to be objectively justified and reasonable for the reasons set out above, also taking into account the dilutive effect to the detriment of the shareholders.

There are currently no plans to utilise the authorised capital.

The Executive Board will report to the Annual General Meeting on the utilization of the Authorized Capital 2019.

8. Adjustment of the existing authorization for the issuance of convertible and convertible bonds and increase of the conditional capital

The Ordinary General Meeting of the Company held on 12 July 2018 approved the proposal to issue convertible bonds or bonds with warrants in a nominal amount of up to EUR 100,000,000.00, which can be converted into a total of 5,081,250 new, no-par value bearer shares of the Company, as a corresponding increase of the conditional capital of up to EUR 100,081,250.00.

In order to improve the financing possibilities of the Company, the number of shares into which the shares can be converted is to be adjusted to the meanwhile increased share capital. The number of shares to be converted is to be increased from 5,081,250 to 8,000,000.

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

- a) Part 1 of the authorization resolved by the Annual General Meeting of the Company on July 12, 2018 under agenda item 8 to issue convertible bonds and bonds with warrants. The wording of the amendment to the Articles of Association shall be amended as follows:

The Board of Management is authorized, with the consent of the Supervisory Board, to issue convertible or option bonds on one or more occasions until 11 July 2023. The Board of Management is authorized, with the consent of the Supervisory Board, to issue convertible bonds or bonds with warrants in the name of the holder or a combination thereof on one or more occasions up to July 11, 2023 (hereinafter referred to as "debt prescriptions") in the amount of up to EUR 100,000,000.00 with a maturity of up to EUR 100,000,000.00 with a term of (maximum) years (to be determined by the Board of Management and the Supervisory Board (hereinafter "Management and Supervisory Board")) of convertible or option bonds with the following conditions: The number of shares to be converted is to be adjusted to the meanwhile increased share capital. The number of shares to be converted is to be increased from 5,081,250 to 8,000,000 new, no-par value bearer shares of the Company, as a corresponding increase of the conditional capital of up to EUR 100,081,250.00.

In all other respects, the authorization remains unchanged.

- b) Section 4 (5) sentence 1 of the Articles of Association shall be replaced as follows:

"The share capital of the Company is conditionally increased by up to EUR 8,000,000.00 by issuing up to 8,000,000 new no-par value bearer shares (Conditional Capital 2018)."

Please contact the Executive Board for participation in the Annual General Meeting and exercise of the voting right

Announcement

Only those shareholders who have registered by midnight (MF-SZ) on **June 6, 2019**, in accordance with the above address, are entitled to attend the Annual General Meeting and to exercise their voting rights.

ERW "E Immobilien AG
c/o Computershare Operations Center
80249 München
Fax: +49 89 30903-74675
Email: anmelde@computershare.de

have registered and provided proof, issued by their custodian bank, that they were shareholders of the Company on 23 May 2019, 0:00 hours (CEST) (Record Date). The registration and the proof of shareholding must be in text form (§ 126b BGB) and must be in German or English. The receipt of the registration by the Company is decisive for compliance with the registration deadline.

Meaning of the Nachweisstic.ht.ags

The record date is the entscheidende datum for the scope of participation and voting rights in the Annual General Meeting. In relation to the Company, the right to participate in the Annual General Meeting or to exercise voting rights as a shareholder is based on the shareholder's shareholding as of the record date. The shares are not blocked on the record date or upon registration for the Annual General Meeting; rather, shareholders may continue to freely dispose of their shares even after the record date and after registration. Even in the event of the full or partial sale of shares after the record date, only the shareholder's shareholding on the record date is relevant for participation and the scope of voting rights. Shareholders who sell all or part of their shares after the record date are therefore nevertheless entitled to attend the Annual General Meeting and exercise their voting rights, provided that they register and submit proof of share ownership in good time. The same applies to the acquisition of additional shares after the record date. Persons who do not own any shares as of the record date and who acquire their shares after the record date cannot participate in the Annual General Meeting and are also not entitled to vote, unless they are authorized to do so or have been authorized to exercise their rights. The record date is not a relevant date for any dividend entitlement.

Verfabreo for voting

Proxy voting

Each shareholder may also exercise his or her voting rights at the Annual General Meeting by proxy, e.g. a credit institution, a shareholder, a partner, another person or by proxies appointed by the Gesellschaft. The granting of proxy, its revocation and proof of authorization vis-à-vis the Company require text form (§ 126b BGB). Corresponding forms and further information will be sent to the shareholders upon their proper registration.

Banks, shareholders' associations and persons, institutions or companies treated as such pursuant to Section 135 (8) AktG or Section 135 (10) AktG in conjunction with Section 125 (5) AktG may provide for different rules for their own authorization. Therefore, if you appoint a bank, a shareholders' association or a person or company equivalent to these pursuant to § 135 (8) AktG or § 135 (10) AktG in conjunction with § 125 (5) AktG, please vote in favor of them. In conjunction with § 125 (5) of the German Stock Corporation Act (AktG). If shareholders wish to authorize a proxy, they must agree on the form of the proxy with the aforementioned persons.

If the shareholder authorizes more than one person, the Company may reject one or more of them. In the case of proxy voting, timely registration and proof of share ownership are also required in accordance with the above provisions.

The revocation of the proxy may also be effected by the proxy issuer attending the Annual General Meeting in person. Shareholders may use the proxy form on the back of the admission ticket they receive after registration. However, proxies may also be issued in any other form.

We offer the following address for any transmission of the authorization, proof or revocation to the Company:

ERWE Immobilien AG

c/o Computersbare Operations Center
80249 Munich
Fax: +49 89 30903-74075
E-Mail: arunoldestelle@computersbare.de

Sti., 111 rechtav, rtrrtunf durc:/r Sti-1Hllcht!lvertr, tr UF Ga, llschl11fl

In addition, we offer our shareholders the opportunity to be represented by proxies of the Company who will exercise their voting rights in accordance with the shareholders' instructions. The proxy must be issued in writing (§ 126b BGB) and must contain instructions for exercising the voting right. The form **sent to shareholders together with the admission ticket can** be used for this purpose.

If no instructions are issued for individual agenda items, the proxies will abstain from voting on these items. The further instructions on proxy

The authorization of the proxies of the Company can be found in the documents that will be sent to them after successful registration. We request that proxies with instructions be sent by **June 12, 2019 (Zuamm1** by 18:00 u-r, CEST) -n the following address:

ERWE Real Estate AG
c/o Computersh= Operations Center
80249M1lru:ben
Fax: +49 89 30903-74075
E-Moil: anmeldestelle@computer.bare.de

On the day of the Annual Shareholders' Meeting, voting rights and instructions to proxies may also be issued, cancelled or revoked in **text form** at the entrance and exit control to the Annual Shareholders' Meeting until the end of the general debate. Shareholders or their representatives entitled to participate in the Annual General Meeting will receive a corresponding form on **the 11111** day of the Annual General Meeting at the **entrance and exit control to the Annual General Meeting**.

The personal participation of a shareholder or a third party authorized by proxy is valid from the revocation of the powers of attorney and instructions previously issued to proxies.

In the event that a single vote is taken on any item on the agenda instead of a single vote, the instructions to the voting representatives on that item shall apply mutatis mutandis to each item on the agenda.

Rights of the shareholders' representatives pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG)

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Shareholders who together reach one-twentieth of the share capital of the Company or the pro rata amount of EUR 500,000 may demand of the Company pursuant to Section 122 (2) AktG that items be placed on the agenda and published. The request must be received by the Company in writing no later than May 13, 2019, 24:00 hrs (CEST). Please send your request to:

ERWE Real Estate AG
c/o ffillERMANN CONSULTING

Streit's Hof
Poststraße 14/16
20354 Hamburg

Applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will continue to hold the shares until the decision of the Supervisory Board. For the calculation of the shareholding period, Section 70 AktG applies.

Information to be made known shall be like immediately after receipt of the request in the Federal Gazette and forwarded to such media for publication as may be assumed to carry the information throughout the European Union. They have been published on the Internet site of the company.

<http://www.erwe-ag.com>

in the section "Investor Relations/Main Group".

Against the 11th Annual Meeting

Pursuant to Sections 126 and 127 of the German Stock Corporation Act (AktG), shareholders may submit counterproposals to the proposals of the Executive Board and/or the Supervisory Board and make nominations for election. Supervisory Board and make nominations for election. This also applies to proposals for the election of Supervisory Board members. Counterproposals, including any statement of reasons, as well as election proposals by members of the Supervisory Board must be sent exclusively to the following address:

ERWE Real Estate AG
c/o IDLLERMANN CONSULTING
Streit's Hof
Poststraße 14/16
20354 Hamburg

Counterproposals and election proposals received by the Company by May 29, 2019, 24:00 hours (CEST) will be published on the website of the Company.

<http://www.erwe-ag.com>

in the area of "Investor Relations/Annual General Meeting" including the name of the shareholder, any explanatory statement and any statement by the company's management.

According to the 11th Annual Meeting § 131 Abs. 1 AktG

Each shareholder shall, at the meeting of the Board of Directors, be informed of the circumstances of the case and of the legal position of the company (including the situation of the company and the company's financial position) as well as the company's financial position and the company's financial position. The company shall also be informed of the company's financial position and the company's financial position.

Under the provisions of the German Stock Corporation Act § 124a AktG

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The.<< Eitndung 7.0r Hauptvcr..ffilllung, the zugllglkb w lllll<hondon sub!- -cn and Antt ge , -on Aln nn,ren as well as other Infonnations, especially to attend the main meeting. Sllrmlung und rur Vollmochu.- und \V o i S U l)gsertailung, sieben tuch **aufder** Intemctseite der Gc.sellsrhlft unler

<http://www.erre-ag.com>

in the Investor Relations/Annual General Meeting section. The results of the voting will also be published there.
of the Annual General Meeting.

Total number of shares and voting rights

At the 7.eitpoint of the binbmifüog dt, HauptVtrs:unmlung dati Grundkop1lal dtr Gcsells'iaR 111 16,562,922 StOclt ktien cingctcTIL Each share gcw!!hn a Sllrrunc. Dio Oesel!scbaft ball at the time of the convening of the Annual General Meeting kerne own shares, so that the O,...am l2llltd of the tolnahntc and voting:c:htigtcn lutien 16,562,922 lück bc:lnlt.

HIR "ebe mm Data protection

If you register for the Annual General Meeting or appoint a proxy, we will collect personal data about you and/or your proxy. This is done to enable shareholders to exercise their rights at the Annual General Meeting.

Dio BR\VE ImmoBlion AO vcrarbeile.t lhrc Dn lcn als verantwortllich<t unter Bcachtuog dor Besliromungea der !!U-D-tenschutz-Crundsoroldnung (DSGVO) sowie aller weitereo maßl leb lich<O Qesc,t7.e_Elnzlhciteo rum Umg.ong mh your personenbewegenen Daim and %t1 your rights gcm!!lll the OSGVO önden Sio im Intemc lauf der Webseite

<http://www.erre-ag.com>

in the "Investor Relations/Annual General Meeting" section

Fntnkfurt am Main, May 2019

ERWE ImmoBUien AG

The Board of Directors

ERWE Immobilien AG, Frankfurt am Main
Annual General Meeting on 13.06.2019

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Subscriber directory

Initial presence

Sorted by: Shareholder Name
Status: 06/13/2019, 10:37 AM

Legend

SK-Nr. = Voting card number

EK-Nr. = Admission card
number

Bes.-Art - Besitzart = possession by power of
attorney

ZJA = presence change
Zu = access

E = Ownership
Departure=
Departure

F = third-party ownership
We = Change of representative

List of Participants - First Presence

Sorted by: Shareholder Name

As of 6/13/2019, 10:37 a.m.

SK-No.	EK-No.	Shareholder Location	Representative Location	Bes. Shares Art	ZJA
09036	00058	BeCon AG Salzkotten	Langhorst, Alexander Münster	1.500 E	Sync and corrections by n17i01
09026	00067	Braasch, Stefan Hamburg	Self	175.000 F	Go to
09023	00030	DSW Dt. Schutzverein. f. Wertpapierbesitz e.V. Düsseldorf	Nowotka, Jenas Frankfurt	5.000 V	Go to
09024	00077	DSW Dt. Schutzverein. f. Wertpapierbesitz e.V. Düsseldorf	Nowotka, Jenas Frankfurt	117 V	Go to
09027	00068	Ehlerding, Karl Philipp Hamburg	Braasch, Stefan Hamburg	505.263 E	Go to
09028	00069	Ehlerding, Ingrid Hamburg	Braasch, Stefan Hamburg	800.000 E	Go to
09030	00070	Ehlerding, Karl Hamburg	Braasch, Stefan Hamburg	800.000 E	Go to
09031	00051	Elbstein AG Hamburg	Hein, Dr. Olaf Hamburg	1.885.170 E	Go to
09004	00072	ERWE Real Estate GmbH Frankfurt am Main	Weitzel, Rüdiger Seeheim-Jugenheim	543.750 E	Go to
09033	00078	Hillermann, Christian Hamburg	Self	50.300 E	Go to
09021	00061	Hufnagel, Helmut Mannheim	Self	950 E	Go to
09022	00062	Hufnagel, Helmut Mannheim	Self	50 E	Go to
09019	00009	Klein, Manfred Saarbrücken	Self	300 E	Go to
09035	00039	Langhorst, Alexander Münster	Self	750 F	Go to
09034	00027	Motamed-Amini, Iris Hamburg	Self	50.380 E	Go to
09003	00060	RW Property Investment GmbH Seeheim-Jugenheim	Weitzel, Rüdiger Seeheim-Jugenheim	1.500.000 E	Go to
09005	00073	RW Property Investment GmbH Seeheim-Jugenheim	Weitzel, Rüdiger Seeheim-Jugenheim	3.540.132 E	Go to
09018	00076	Sandelmann, Michael Bremen	Self	300 E	Go to
09014	00083	Schmidt, Marcel Ober-Ramstadt	Ruzak, Zlata / Frankfurt Hillermann, Christian/ Hamburg	200 E	Go to
09032	000B2	Schmidt, Anita Ober-Ramstadt	Self	200 F	Go to
09025	00063	Schmonsees, Thorsten Beverstedt	Self	15.000 E	Go to
09020	00010	Schütz, Martina Saarbrücken	Self	300 E	Go to
09039	00071	Solventis Beteiligungen GmbH Mainz	Walz, Dennis Frankfurt	35.000 F	Go to
09002	00059	Stapelfeld KG Hamburg	Harloff, Axel Hamburg	4.259.375 E	Go to
09013	00085	Tschirschwitz, Klaus Munich	Ruzak, Zlata / Frankfurt Hillermann, Christian/ Hamburg	6.331 E	Go to
09001	00057	VGHL Management GmbH Hamburg	Harloff, Axel Hamburg	1.324.507 E	Go to
09037	00036	Wagner, Harry Mörfelden-Walldorf	Self	24 E	Go to
09038	00037	Wegner, Ulrike Mörfelden-Walldorf	Self	24 E	Go to
09017	000B4	Wilmanns, Justus Frankfurt am Main	Self	1.700 E	Go to
Sum Page:		Additions:	15.503,623	Departures:	0
Total:		Additions:	15.503.623	Departures:	0

ERWE Immobilien AG, Frankfurt am Main
Ordert e_H.!uptversammlu 13.06.2019

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Subscriber directory

Initial presence

Sorted by: Voting card no.
Status: 06/13/2019, 10:37 AM

Legend

SK-No. = Voting card number

**EK-No. - Admission card
number**

Bes.-Art = Possession type V = Power of attorney
possession

ZJA= change of pressure Zu = access

E = Ownership
Departure=
Departure

F = third-party ownership
We = Change of representative

List of Participants - First Presence

Sort by: Voting card no.

SK-No.	EK-No.	Shareholder Location	Representative Location	Shares	Bes. Art	Z/A
09001	00057	VGHL Management GmbH Hamburg	Harloff, Axel Hamburg	1.324.507	E	Go to
09002	00059	Stapelfeld KG Hamburg	Harloff, Axel Hamburg	4.259.375	E	Go to
09003	00060	RW Property Investment GmbH Seehelm-Jugenheim	Weltzel, Rüdiger Seeheim-Jugenheim	1.500.000	E	Go to
09004	00072	ERWE Real Estate GmbH Frankfurt am Main	Weitzel, Rüdiger Seeheim-Jugenheim	543.750	E	Go to
09005	00073	RW Property Investment GmbH Seeheim-Jugenheim	Weitzel, Rüdiger Seeheim-Jugenheim	3.540.132	E	Go to
09013	00085	Tschirschwiltz, Klaus Munich	Ruzek, Zlata / Frankfurt Hillermann, Christian / Hamburg	8.331	E	Go to
09014	00083	Schmidt, Marcel Ober-Ramstadt	Ruzek, Zlata / Frankfurt Hillermann, Christian / Hamburg	200	E	Syn c and correction by n17t 01
09017	00084	Wilmanns, Justus Frankfurt am Main	Self	1.700	E	Go to
09018	00076	Sandermann, Michael Bremen	Self	300	E	Go to
09019	00009	Klein, Manfred Saarbrücken	Self	300	E	Go to
09020	00010	Contacto, Martina Saarbrücken	Self	300	E	Go to
09021	00061	Hufnagel, Helmut Mannheim	Self	950	E	Go to
09022	00062	Hufnagel, Helmut Mannheim	Self	50	E	Go to
09023	00030	DSW Dt. Schutzverein. f. Wertpapierbesitz e. V. Düsseldorf	Nowotka, Jonas Frankfurt	5.000	V	Go to
09024	00077	DSW Dt. Schutzverein. f. Wertpapierbesitz e.V. Düsseldorf	Nowotka, Jonas Frankfurt	117	V	Go to
09025	00063	Schmonsees, Thorsten Beverstedt	Self	15.000	E	Go to
09026	00067	Braasch, Stefan Hamburg	Self	175.000	F	Go to
09027	00068	Ehlerding, Karl Philipp Hamburg	Braasch, Stefan Hamburg	505.263	E	Go to
09028	00069	Ehlerding, Ingrid Hamburg	Braasch, Stefan Hamburg	800.000	E	Go to
09030	00070	Ehlerding, Karl Hamburg	Braasch, Stefan Hamburg	800.000	E	Go to
09031	00051	Elbstein AG Hamburg	Hein, Dr. Olaf Hamburg	1.885.170	E	Go to
09032	00082	Schmidt, Anita Ober-Ramstadt	Self	200	F	Go to
09033	00078	Hillermann, Christian Hamburg	Self	50.300	E	Go to
09034	00027	Motamed-Amlnl, Iris Hamburg	Self	50.380	E	Go to
09035	00039	Lanhorst, Alexander	Self	750	F	Go to

Subscriber directory

1. addendum

Sorted by: Shareholder Name
Status: 06/13/2019, 4:19 PM

Legend

SK-No. = Voting card number

EK-No. = Admission ticket number

Bes.-Art = Type of possession **▼** = possession with

p
o
w
e

r of attorney

Z/A = presence change

Closed = Access

E = Ownership
Departure= Departure

F = third-party
ownership
We =
Change
of
representative

List of participants - 1st addendum

As of 6/13/2019, 4:19 PM

Sorted by: Shareholder Name

SK-No.	EK-No.	Shareholder Location	Representative Location	Bes.		ZJA
				Shares	Art	
09014	00067	Braasch, Stefan Hamburg	Ruzek, Zlata / Frankfurt Hillermann, Christian/ Hamburg	175.000	F	We
09014	00030	DSW Dt. Schutzverein. f. Wertpapierbesitz e.V. Düsseldorf	Ruzek, Zlata / Frankfurt Hillermann, Christian/ Hamburg	5.000	V	We
09014	00077	DSW Dt. Schutzverein. f. Wertpapierbesitz e.V. Düsseldorf	Ruzek, Zlata / Frankfurt Hillermann, Christian I Hamburg	117	V	We
09014	00068	Ehlerding, Karl Philipp Hamburg	Ruzek, Zlata / Frankfurt Hillermann, Christian/ Hamburg	505.263	E	We
09014	00069	Ehlerding, Ingrid Hamburg	Ruzek, Zlata / Frankfurt Hillermann, Christian/ Hamburg	800.000	E	We
09014	00070	Ehlerding, Karl Hamburg	Ruzek, Zlata / Frankfurt Hillermann, Christian / Hamburg	800.000	E	We
09040	00054	Löw, Andreas Gross-Gerau	Self	5	E	ZuAb
09034	00027	Motamed-Amini, Iris Hamburg	Hillermann, Christian Hamburg	50.380	E	K
09018	00076	Sandelmann, Michael Bremen	Self	300	E	From
09014	00082	Schmidt, Anita Ober-Ramstadt	Ruzek, Zlata / Frankfurt Hillermann, Christian / Hamburg	200	F	We
09025	00063	Schmonsees, Thorsten Beverstedt	Self	15.000	E	From
09014	00071	Solventis Beteiligungen GmbH Mainz	Ruzek, Zlata / Frankfurt Hillermann, Christian / Hamburg	35.000	F	We
09014	00036	Wagner, Harry Mörfelden-Walldorf	Ruzek, Zlata / Frankfurt Hillermann, Christian / Hamburg	24	E	We
09014	00037	Wagner, Ulrike Mörfelden-Walldorf	Ruzek, Zlata / Frankfurt Hillermann, Christian/ Hamburg	24	E	We
Sum Page:	1	Additions:	5	Departures:	15	305
Total:		Additions:	5	Departures:	15	305

Voting results - overview

TOP2	Resolution on the discharge of the Management Board for the financial year 2018 - adopted 4,320,559 shares for which valid votes were cast (= 26.09 % of the share capital)	4.320.259	Yes votes	99,99 %
		300	No votes	0,01 %
ITEM 3	Resolution on the discharge of the Supervisory Board for the financial year 2018 - adopted 13,603,153 shares for which valid votes were cast (= 82.13 % of the share capital)	13.602.853	Yes votes	99,99 %
		300	No votes	0,01 %
TOP4	Election of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the fiscal year 2019 as well as the auditor for a review of the half-year financial report, if any - adopted 15,488,323 shares for which valid votes were cast (= 93.51 % of the share capital)	15.488.023	Yes votes	99,99 %
		300	No votes	0,01 %
ITEM 5	Amendment to the Articles of Association to increase Supervisory Board remuneration - adopted 13,159,164 shares for which valid votes were cast (= 79.45 % of the share capital)	13.159.164	Yes votes	100,00 %
		0	No votes	0,00 %
ITEM 6	Resolution on the authorisation to acquire and use treasury shares pursuant to section 71 (1) no. 8 of the AktG with the option to exclude subscription rights and any right to offer shares and to cancel treasury shares - adopted 15,488,323 shares for which valid votes were cast (= 93.51 % of the share capital)	15.487.723	Yes votes	99,99 %
		600	No votes	0,01 %
ITEM 7	Resolution on the creation of new authorized capital with authorization to exclude subscription rights and corresponding amendment to the Articles of Association - adopted 15,488,323 shares for which valid votes were cast (= 93.51 % of the share capital)	15.487.723	Yes votes	99,99 %
		600	No votes	0,01 %
TOPS	Adjustment of the existing authorization to issue convertible bonds and bonds with warrants and increase of the conditional capital - adopted 15,488,323 shares for which valid votes were cast (= 93.51 % of the share capital)	15.487.723	Yes votes	99,99 %
		600	No votes	0,01 %