
INFORMATION CONCERNING THE GRANTING OF AUTHORITY AND THE ISSUING OF INSTRUCTIONS TO THE VOTING REPRESENTATIVES OF THE COMPANY

ADLER Real Estate Aktiengesellschaft appoints Mr. Jörg Engmann and Mr. Bernhard Orlik, both employees of Link Market Services GmbH, Munich, as voting representatives of the Company each with the sole right of representation and with the right to appoint substitute representatives.

The voting representatives are authorized by your authority only to the extent if you have given express instructions regarding the individual resolutions proposed by the management on the agenda.

The following methods are available to you if you should wish to instruct the above-named voting representatives of the Company in a binding manner to exercise your voting rights.

Letter, fax or e-mail containing the authorization and instructions to the Company's voting representatives

Please use the form „AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES“. Use this form to authorize the above-named voting representatives of the ADLER Real Estate Aktiengesellschaft and instruct them in how your voting rights are to be exercised in relation to the resolutions proposed by the management.

Then, please send (by post or e-mail) or fax the form „AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES“ together with your admission card or mentioning the number of your admission card directly to the following address:

- By post to: ADLER Real Estate Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10, 80637 Munich, Germany
- Or by e-mail to: inhaberaktien@linkmarketservices.de
- Or by fax to the following number: +49 0 89 210 27 289

Important notes:

Please note, that you may only grant authorization and issue instructions to the voting representatives, if the admission card(s) is/are issued on your name and this form is completely filled out and reaches the Company in a timely manner at one of the above mentioned contact details, together with the admission card or by mentioning the number of your admission card until May 29, 2018, 6 p.m. (CEST) (inbound) latest.

If the voting representatives of the Company receive authorization and instructions through various channels (via regular mail, e-mail or fax), the most recently received, formally valid authorization and corresponding instructions will be considered binding. If the authorization and instruction form is filled out incorrectly, the respective votes will not be represented by the voting representatives of the Company at the General Meeting. If the shareholders grant authorization to the voting representatives of the Company he is obliged to give instructions. The voting representatives are bound to instructions given by the shareholder. Please provide an instruction for each proposed resolution. If the authorization and instruction form is filled out incompletely or incorrectly, the voting representatives will according to the respective voting procedure vote to abstain. If a motion is not marked, this will be treated as abstention, double marking of any motion will be treated as a spoiled vote and thereby invalid. If under one Agenda Item separate votes are taken on composite proposals, your instruction applies accordingly for the individual proposals. The voting representatives are bound to the issued instructions and are not allowed to exercise the voting rights transferred to them in the case of votes not announced prior to the General Meeting (e.g. procedural motions). In this case, depending on the voting procedure, the voting representatives vote to abstain. This applies accordingly to votes on counter-motions to the proposed resolutions of the management, to nominations deviating from proposed resolutions of the management as well as to proposed resolutions of the management with from the published convocation deviating resolution content.

The voting representatives of the Company cannot be authorized to file objections, propose motions or ask questions during the General Meeting. If you wish that participation rights over and above the described limits be exercised, you must personally attend the General Meeting or authorize a third party accordingly. Even though you have granted authority and issued voting instructions, you are still entitled to attend the General Meeting. Authority/Instructions will be revoked on condition of your personal attendance or the attendance of your representative at the General Meeting.

For questions concerning the granting of authority and the issuing of instructions to the voting representatives appointed by the Company you can reach our **General Meeting-Hotline**
Monday through Friday, except holidays, from 9 a.m. to 5 p.m.
at **+49 89 210 27 222**

AUTHORIZATION AND INSTRUCTIONS TO THE VOTING REPRESENTATIVES

Please send this form completely filled out **together with your admission card (or by giving your admission card number)** that you received after proper and in time registration to the General Meeting (via regular mail or e-mail or fax) until May 29, 2018, 6 p.m. (CEST) (inbound), directly to the following address:

Via regular mail:

ADLER Real Estate Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

or via fax: +49 89 210 27 289

or via e-mail: inhaberaktien@linkmarketservices.de

Authorization (please fill in)

I/We _____ hereby authorize the voting representatives

Name(s)

of ADLER Real Estate Aktiengesellschaft, Mr. Jörg Engmann and Mr. Bernhard Orlik, both employees of Link Market Services GmbH, Munich, each of them individually and with the right to delegate this authority with the same scope, to represent me/us in the General Meeting of ADLER Real Estate Aktiengesellschaft on May 30, 2018 in Berlin and to exercise my/our voting rights or have them exercised as marked below disclosing my/our name(s).

Admission card number(s)

Number of shares

Instructions resp. cast of votes (Please provide an instruction resp. cast a vote on the agenda items with regard to the management's proposals. Only one instruction resp. cast of vote can be provided for each agenda item.)

Agenda Item	Yes	No	Abstent
2. Beschlussfassung über die Entlastung des Vorstands für das Geschäftsjahr 2017			
a) Den Mitgliedern des Vorstands: Tomas de Vargas Machuca; Maximilian Rienecker; Sven-Christian Frank wird für das Geschäftsjahr 2017 Entlastung erteilt.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Die Entlastung des Mitglieds des Vorstands Herrn Arndt Krienen für das Geschäftsjahr 2017 wird vertagt.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Beschlussfassung über die Entlastung des Aufsichtsrats für das Geschäftsjahr 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Wahl des Abschlussprüfers und Konzernabschlussprüfers für das Geschäftsjahr 2018 sowie des Prüfers für eine gegebenenfalls erfolgende prüferische Durchsicht des Halbjahresfinanzberichts im Geschäftsjahr 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Neuwahlen zum Aufsichtsrat			
a) Herr Thilo Schmid	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
b) Herr Claus Jorgensen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Beschlussfassung über eine Satzungsänderung betreffend die Einberufung der Hauptversammlung	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Beschlussfassung über die betragsmäßige Anpassung der bedingten Kapitalia gemäß § 4 Abs. 4, 5 und 6 der Satzung	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note, that you may only grant authorization and issue instructions to the voting representatives, if the admission card(s) is/are issued on your name and this form is completely filled out and reaches the ADLER Real Estate Aktiengesellschaft in a timely manner at one of the above mentioned contact details, together with the admission card or by mentioning the number of your admission card until May 29, 2018, 6 p.m. (CEST) (inbound) latest.

I/We hereby confirm to have read and accept the "Information concerning the granting of authority and the issuing of instructions to the voting representatives of the company".

Place _____ Date _____ Signature(s) or another declaration according to § 126b BGB (German Civil Code)