



REMUNERATION REPORT OF
ADLER REAL ESTATE AKTIENGESELLSCHAFT
FOR FINANCIAL YEAR 2021

This remuneration report describes the remuneration granted and owed individually to the acting members of the Management Board and Supervisory Board of ADLER Real Estate Aktiengesellschaft in financial year 2021 in the period from 1 January 2021 to 31 December 2021. The other acting members of the Company's Management Board did not receive any remuneration from ADLER Real Estate Aktiengesellschaft, but received third-party benefits in accordance with section 162(2) no. 1 of the AktG. The report provides a detailed and individualised explanation of the structure and amount of the individual components of Executive Board and Supervisory Board compensation. The remuneration report was prepared jointly by the Executive Board and the Supervisory Board and is based on the requirements of the German Stock Corporation Act (§ 162 AktG) and complies with the applicable recommendations of the German Corporate Governance Code (DCGK). Clear, comprehensible and transparent reporting is very important to both the Executive Board and the Supervisory Board.

A detailed description of the remuneration systems for the members of the Management Board and Supervisory Board of ADLER Real Estate Aktiengesellschaft can be found on our website at <https://adler-ag.com/investor-relations/>.

Berlin, 30 April 2022

Compensation of the members of the Management Board of ADLER Real Estate Aktiengesellschaft

The remuneration of the members of the Management Board of ADLER Real Estate Aktiengesellschaft (hereinafter: Management Board members) for the financial year 2021 described below is based on the remuneration system resolved by the Supervisory Board in its meeting on 27 October 2021 pursuant to § 87a (1) AktG and approved by the Annual General Meeting on 14 December 2021 with a majority of 99.39 percent of the votes cast. Pursuant to § 120a (1) sentence 1 AktG, the Annual General Meeting of a listed company shall resolve on the approval of the remuneration system for the members of the Management Board presented by the Supervisory Board whenever there is a material change to the remuneration system, but at least every four years, i.e. at the latest at the Annual General Meeting in 2025. The remuneration system shall apply to all Management Board employment contracts that are extended or newly concluded by ADLER Real Estate Aktiengesellschaft after the approval by the Annual General Meeting on 14 December 2021. For financial year 2021, the new remuneration system has not yet been applied to any member of the Executive Board, as all Executive Board contracts were concluded or extended before 1 October 2021. A full description of the Executive Board remuneration system is publicly available at <https://adler-ag.com/investor-relations/>.

Strategy and compensation

As a leading residential property company in Germany with a focus on affordable housing, ADLER Real Estate Aktiengesellschaft's portfolio consists primarily of properties in large and growing metropolitan areas in northern, eastern and western Germany as well as their outlying districts, and offers significant potential for appreciation in terms of valuation gains, vacancy reduction and rent increases. The business strategy is to let flats on a long-term basis and generate sustainable cash flows. It is complemented by selected development projects, preferably in A-cities. In order to ensure profitability in the long term, ADLER Real Estate Aktiengesellschaft supplements or changes its residential property portfolio through acquisitions and sales when the opportunity arises. The Executive Board's remuneration system is designed to promote the implementation of the corporate strategy and long-term development of the Company while avoiding disproportionate risks. To this end, the right incentives are to be set for increasing earnings and revenue growth as well as other relevant strategic issues aimed at the Company's sustainable development.

In designing the remuneration system for Executive Board members, the Supervisory Board was guided by the following principles:

- Compliance with the provisions of stock corporation law as well as the principles of good corporate governance;
- Focus on performance-related compensation based on clear and unambiguous criteria;
- Alignment of variable compensation with the business strategy of ADLER Real Estate Aktiengesellschaft;
- Consideration of the remuneration of comparable companies in the real estate sector;
- Promotion of a sustainable and long-term development of ADLER Real Estate Aktiengesellschaft; and
- Consideration of market practice and remuneration levels within the Group, where appropriate.

Change in the composition of the Executive Board and the Supervisory Board

Thierry Beaudemoulin, born in Montreuil in 1971, Master in Regional and Urban Strategy (Institut d'Etudes Politiques de Paris), has been a member of the Management Board of ADLER Real Estate Aktiengesellschaft since 1 April 2021. He has taken over the role of Co-CEO alongside Maximilian Rienecker, as well as the sole role of Chief Operating Officer (COO) from fellow Executive Board member Sven-Christian Frank. Sven-Christian Frank, who has been a member of the Executive Board since 9 June 2016, now performs the function of Chief Legal Officer (CLO) as of 1 April 2021.

Thierry Beaudemoulin worked for real estate companies in France, the Netherlands, Belgium and Spain. In Germany, he was CEO of Covivio Germany and CEO of ADO Properties S.A. before ADO Properties S.A. merged with ADLER Real Estate Aktiengesellschaft. Thierry Beaudemoulin has been active in the real estate sector for more than twenty years.

There were no changes in the composition of the company's Supervisory Board in the 2021 financial year.

Remuneration system at a glance

Pursuant to § 87 para. 1 of the German Stock Corporation Act (AktG), the supervisory board determines the total remuneration for each individual member of the executive board and defines a target total remuneration for each member of the executive board. In doing so, it ensures that the total remuneration is commensurate with the tasks and performance of the respective member of the executive board and the situation of the company and does not exceed the customary remuneration without special reasons.

In addition, the supervisory board shall ensure that the target total remuneration is geared towards the long-term and sustainable development of the company and that the long-term variable remuneration components have a multi-year assessment basis. If variable remuneration is granted, the performance criteria relevant for the variable short-term remuneration components shall be determined by the supervisory board for each member of the executive board, guided primarily by strategic objectives in addition to operational ones. In doing so, the supervisory board shall determine the extent to which targets are authoritative individually and for all members of the executive board collectively. Subsequent changes to the target values or the comparison parameters are limited to extraordinary events that lead to a significant change in the parameters of the variable short-term remuneration components, such as a merger or the acquisition or sale of significant assets. After the end of the financial year, the Supervisory Board determines the amount of the individual remuneration components to be paid out for the financial year depending on the achievement of targets. In doing so, the Supervisory Board ensures that the Executive Board remuneration is comprehensible in terms of reason and amount. The amount of the total remuneration is regularly reviewed by the supervisory board for appropriateness. In doing so, the Supervisory Board reviews the appropriateness and customary nature of the remuneration, also taking into account the remuneration structure within ADLER Real Estate Aktiengesellschaft, to the extent that this is reasonable in view of the employee structure and number, and decides on any need for adjustment.

In addition, the supervisory board reserves the right, pursuant to section 87 (2) sentence 2 AktG, to temporarily deviate from the remuneration system if this is necessary in the interest of the long-term well-being of the company. Depending on the situation of the individual case, this may concern the individual remuneration components, but also the other components of the remuneration system.

If the supervisory board deems a deviation from the remuneration system necessary in the interest of the long-term welfare of the company, the supervisory board shall pass a resolution on this, present the deviation in the remuneration report (§ 162 AktG) and inform the next ordinary general meeting about the temporary deviation and the reasons for it.

The regulations of the German Stock Corporation Act and the German Corporate Governance Code on the treatment of conflicts of interest for the members of the Supervisory Board are observed both in the course of the establishment and implementation of the remuneration system and in its ongoing review. If conflicts of interest exist, the members of the Supervisory Board concerned disclose them to the Chairman of the Supervisory Board and abstain from voting in the corresponding votes. In addition, the Chairman of the Supervisory Board reports any conflicts of interest that have arisen and how they have been handled to the Annual General Meeting of ADLER Real Estate Aktiengesellschaft. If the conflicts of interest are material and not merely temporary, they lead to a termination of the Supervisory Board mandate.

With regard to the remuneration structure, the relative shares of the individual remuneration components in the target total remuneration should be structured in such a way that the (partial) sum of the annual fixed salary, non-cash benefits and other benefits and any long-term variable remuneration components exceeds any short-term variable remuneration components. This is intended to avoid an excessively short-term orientation of the target total remuneration and at the same time to ensure that the target total remuneration as a whole is geared towards the sustainable and long-term development of the Company in accordance with ADLER's business strategy.

The total remuneration of the Executive Board may consist of the following fixed and variable remuneration components and is presented as follows:

Fixed remuneration components

	Basic remuneration	Remuneration in kind
Strategy	The basic remuneration ensures an appropriate basic income, taking into account the qualifications of the Executive Board member and the area of responsibility, to attract and retain qualified Executive Board members while avoiding inappropriate risk.	Costs incurred in direct connection with Executive Board activities are reimbursed within the scope of what is customary in the market.
Structure in the remuneration system	Annual fixed salary based on the tasks of the respective Executive Board member and taking into account the individual role of the Executive Board member within the Executive Board, experience, area of responsibility and market conditions.	<ul style="list-style-type: none"> - Company car - Communication equipment (mobile phone) - Subsidies for statutory or private social insurance (especially pension, health and long-term care insurance) - Payment of accident insurance costs in the event of death or disability
Payment	In monthly instalments	Assumption of benefits in kind and fringe benefits depending on the benefits claimed.
Application in fiscal year 2021	The basic remuneration was paid in monthly instalments.	The payment of benefits in kind was made depending on the benefits claimed.

Variable remuneration components

	Short-term variable remuneration (Annual bonus)	Long-term variable remuneration (Share-based)
Strategy	Members of the Executive Board should consistently align their actions with the company's business strategy and focus on the goal of long-term letting of flats and the generation of sustainable cash flows. The respective individual goals take into account the special expertise and distribution of responsibilities within the Executive Board.	<p>The long-term variable compensation ensures that the members of the Management Board align their actions with a long-term increase in the value of ADLER Real Estate Aktiengesellschaft, and thus not only contribute to the implementation of the business strategy, but also serve the interests of the shareholders at the same time.</p> <p>This is ensured by the link to the share price, the formulation of demanding and objectively verifiable performance targets and, last but not least, a vesting period of several years, whereby the long-term incentive ("LTI") is used to participate in future increases in the</p>

		Company's enterprise value and, conversely, in the event of poor performance and the absence of an increase in the Company's value, a lower long-term variable remuneration is selected.
Structure in the remuneration system	<ul style="list-style-type: none"> - The Supervisory Board sets targets for each financial year and each Executive Board member - If target is exceeded - Short Term Incentive ("STI") up to 200 per cent of the agreed STI. - Non-financial performance criteria result from environmental, employee or social concerns - Financial performance criteria take into account the development of the share price, the consolidated result in relation to planning and target figures as well as the occupancy rate and the development of key figures such as EBITDA, EPRA NRV, LTV (loan to value) and weighted average cost of debt. 	If subscription rights are granted, they must relate to shares of ADLER Real Estate Aktiengesellschaft or a company affiliated with ADLER Real Estate Aktiengesellschaft in accordance with § 192 (2) no. 3 AktG. The LTI should be geared towards the long-term and sustainable development of the company and have a multi-year assessment basis. The LTI must contain ambitious and objectively verifiable performance targets, specify clearly defined acquisition and exercise periods and, in the case of share subscription rights, provide for a waiting period of at least four years before they can be exercised for the first time (cf. § 193 (2) no. 4 AktG).
	Additional bonus at the discretion of the Supervisory Board to reflect exceptional performance.	
Application in fiscal year 2021	The members of the Executive Board receive short-term variable remuneration, 60 per cent of which is based on the achievement of predefined targets for the respective financial year.	The members of the Management Board receive long-term variable remuneration, 40 percent of which is based on the achievement of predefined targets over a period of several years in order to achieve the sustainable further development of ADLER Real Estate Aktiengesellschaft. The variable remuneration is limited in amount and structured in such a way that both positive and negative developments can be taken into account.

Other essential components of the remuneration system

	Maximum remuneration	Malus /Clawback
Strategy	Avoidance of unreasonably high payouts	Creation of opportunities to reduce Executive Board remuneration
Structure in the remuneration system	The maximum remuneration per Executive Board member is limited to EUR 900,000.00 for each financial year.	In addition to the possibility of reducing Management Board compensation as regulated in § 87 (2) AktG, the employment contracts shall provide

		that in the event of culpable breaches of duty by a Management Board member that result in damage to ADLER Real Estate Aktiengesellschaft, the Supervisory Board shall be entitled to withhold or reclaim all variable compensation for the financial year in question.
Application in fiscal year 2021	No application in the 2021 financial year	No application in the 2021 financial year

	Benefits in the event of illness	Benefits in the event of termination of the activity	Secondary activities
Strategy	Cover in the event of illness should be possible after weighing up the interests of the company.	Setting an upper limit for benefits on the occasion of the premature termination of Executive Board activities in order to avoid unreasonably high compensation payments.	Secondary activities which do not conflict with the interests of the Company shall be permitted.
Structure in the remuneration system	In the event of temporary incapacity to work through no fault of the employee, the fixed annual salary may be paid for a maximum period of up to 12 months. In the event of an incapacity for work that is not merely temporary, the fixed annual salary may be paid until the end of the calendar year in question.	If the employment contract is terminated before the end of its term for reasons for which the Executive Board member is not responsible, the amount of remuneration still outstanding and to be granted shall be limited to two annual salaries. If, on the other hand, the employment contract is terminated before the end of its term for reasons for which the member of the executive board is responsible, the remuneration claims shall lapse completely.	Remuneration at affiliated companies, e.g. in the context of dual mandates on the Executive Board or comparable positions, shall not be taken into account.
Application in fiscal year 2021	No application in the 2021 financial year	No application in the 2021 financial year	No application in the 2021 financial year

Executive Board Remuneration System until 14 December 2021

Prior to the introduction of the current remuneration system, the remuneration of the Executive Board members was carried out in accordance with the principles outlined below, whereby the system was applied exclusively to Mr Sven-Christian Frank in the 2021 financial year. The other acting members of the Executive Board did not receive any remuneration from the company in the 2021 financial year, but received remuneration from Group companies.

Remuneration of the Executive Board consists of a non-performance-related fixed annual salary, which is paid out as a salary in equal monthly instalments, and the non-cash benefit from the provision of company cars and the reimbursement of health and long-term care insurance. In addition, the Executive Board receives reimbursement for expenses incurred in the exercise of the office in a proven amount.

In addition to the basic annual remuneration, the members of the Management Board receive variable remuneration, 60 percent of which is based on the achievement of predefined targets for the respective financial year and 40 percent of which is based on the achievement of predefined targets with a multi-year observation period in order to achieve the sustainable further development of ADLER Real Estate Aktiengesellschaft.

The variable remuneration for a financial year consists of an annual bonus (STI) and a multi-year bonus (LTI). The STI is intended to reward the achievement of targets in the respective bonus year and the LTI is intended to ensure that targets are achieved on a sustainable basis.

The variable remuneration for Mr. Frank amounts to a total of EUR 250,000.00 per bonus year, i.e. for STI and LTI together, assuming a target achievement level of 100 percent.

The degree of target achievement can range from 0 percent to 125 percent. In the case of several individual targets, the average of the degrees of target achievement for all individual targets is taken as the basis for the degree of target achievement. If the degree of target achievement is less than 80 percent, there is no entitlement to variable remuneration. In the event that the respective agreed targets are exceeded, i.e. a degree of target achievement of more than 100 percent in total is achieved, the amount of variable remuneration is limited to a maximum of 125 percent of the variable remuneration amount.

In determining the degree of target achievement, the Supervisory Board has a margin of judgement within the limits of fairness. In addition, the Supervisory Board is entitled at any time to grant an additional bonus at its discretion.

Target agreement/setting

The Supervisory Board concludes a written target agreement with the Executive Board members in the planning meeting in December of the year preceding the bonus year, taking into account the Executive Board's plans. In case of the occurrence of extraordinary circumstances, the target agreement can be adjusted in the joint balance sheet meeting (usually in March of the following year).

The target agreement contains the respective targets and target values for the STI and LTI as well as, in the case of several targets, a percentage weighting of the targets in relation to each other. These criteria result from the importance of the targets for ADLER Real Estate Aktiengesellschaft and the strategy in the respective financial year.

If an agreement on targets is not reached within one month of the date on which you received the targets, the Supervisory Board may unilaterally determine the targets, target sizes and the weighting of the targets in relation to each other at its reasonable discretion.

Short Term Incentive (STI)

60 percent of the variable remuneration is allocated to the STI. This is intended to reward the achievement of targets in the respective bonus year.

The STI is calculated and paid out by 31 March of the respective following year after the degree of target achievement has been determined (due date).

Long Term Incentive (LTI)

40 percent of the variable remuneration is allocated to the LTI. The objective of the LTI is the sustainable performance of ADLER Real Estate Aktiengesellschaft. The LTI is calculated after determining the degree of target achievement by 31 March of the respective following year.

Payment of the LTI is deferred and is then made in annual instalments of one third of the total amount. The annual instalment is due for payment no later than 31 March of the respective calendar year, for the first time one year after the determination of the degree of target achievement (payment date).

A prerequisite for the payment of each instalment is that the target achievement to be rewarded by the LTI continues to have a sustainable effect at the respective payment date.

The sustainability is verified by an ex-post evaluation of the target achievement, which can lead to a reduction of the outstanding partial amounts or even to their complete forfeiture (malus regulation); an increase of the LTI through the ex-post evaluation is excluded. A reduction / forfeiture within the framework of the ex-post consideration is possible in particular in the event of

- a significant decline in the financial performance of ADLER Real Estate Aktiengesellschaft,
- the existence of evidence of misconduct or serious misconduct on the part of a member of the Management Board, in particular with regard to rules or regulations which either (i) serve the purpose of avoiding the taking of unreasonable risks, (ii) serve the implementation of ADLER Real Estate Aktiengesellschaft's risk management, (iii) serve the purpose of complying with or protecting the business strategy, objectives, values, interests of ADLER Real Estate AG or its shareholders, or (iv) serve the purpose of avoiding or combating conflicts of interest and comparable unethical or illegal conduct. (iv) serves to avoid or combat conflicts of interest and comparable unethical or illegal conduct, whether or not this has led to disciplinary measures, and (viii) serves to prevent or combat conflicts of interest and comparable unethical or illegal conduct, whether or not this has led to disciplinary measures, as well as
- the significant failure of the functional area assigned to the Executive Board member for management within the business distribution.

In determining whether and to what extent the partial amounts of the LTI due for payment should be reduced, the Supervisory Board may take into account whether and to what extent the Management Board member had influence on or control over management responsibility for or supervisory responsibility for the achievement of results or targets, whether internal control systems failed, in particular if the Management Board member violated internal risk limits, processes or procedures, and what economic consequences the Management Board member's conduct had for ADLER Real Estate Aktiengesellschaft.

In addition to the above factors, the Supervisory Board considers all relevant factors and circumstances of the individual case when deciding whether to adjust the partial amounts of the LTI.

The Supervisory Board may further decide that during an ongoing investigation the payment of the LTI is suspended until the investigation is completed.

If the aforementioned conditions for a reduction/adjustment exist, the supervisory board may also decide to reclaim partial amounts of the LTI already paid.

The variable remuneration is also subject to revocation and amendment in order to be able to react appropriately to circumstances or conditions affecting the business of ADLER Real Estate Aktiengesellschaft. In this context, the Supervisory Board reserves the right to adjust the maximum amount of variable remuneration, targets and objectives not yet due for payment at its reasonable discretion. Such an adjustment may be triggered in particular by the above-mentioned reasons.

If an employment relationship ends before the end of the bonus year, the respective Executive Board member is entitled to a pro rata variable STI remuneration (pro rata temporis) in accordance with the target achievement on the

regular due date. LTI partial amounts that have not yet fallen due are then due for payment on the specified payment dates.

The variable remuneration is reduced pro rata temporis for absences exceeding a period of three months.

The remuneration of Mr Sven-Christian Frank is currently based on the model described.

Target remuneration and remuneration structure

In the planning meeting in December of the year preceding the 2021 business year, the Supervisory Board determined a written target remuneration with the Executive Board members, taking into account the plans (especially the future guidance) of the Executive Board. In doing so, the Supervisory Board took into account the function of the individual Executive Board member and, accordingly, the different requirements and tasks. This can be adjusted in the event of extraordinary circumstances occurring in the joint balance sheet meeting (usually in March of the financial year in question).

The remuneration of the Management Board of ADLER Real Estate Aktiengesellschaft consists primarily of fixed and variable components. The target total compensation is a target compensation amount that is paid upon the achievement of predefined targets and is intended to provide incentives for good corporate performance as well as collective and individual performance.

Target compensation Sven-Christian Frank (CLO) at a target achievement level of 100 percent

	2021		2020	
	in EUR	in %	in EUR	in %
Basic remuneration	375,000.00	59.06	375,000.00	59.06
Ancillary benefits	10,000.00*	1.57	10,000.00*	1.57
Total	385,000.00	60.63	385,000.00	60.63
STI 2020	-	-	150,000.00	-
STI 2021	150,000.00	23.62	-	23.62
LTI 2020 - 2023	-	-	100,000.00	-
LTI 2021 - 2024	100,000.00	15.75	-	15.75
Total remuneration	635,000.00	100	635,000.00	100

*) Payment of benefits in kind and fringe benefits is not limited in amount and is paid depending on the benefits claimed

The basic remuneration and the variable remuneration are limited in amount, the fringe benefits and expense reimbursements are granted according to utilisation.

Appropriateness of Executive Board remuneration

In accordance with the remuneration system, the Supervisory Board conducts a review of the market appropriateness of the Executive Board's remuneration at regular intervals, taking into account market appropriateness and remuneration levels within the Group, as far as this is reasonable.

Maximum remuneration

The currently valid remuneration structure for the Executive Board members provides for a fixed basic remuneration. Fringe benefits and expense reimbursements are granted according to utilisation.

In addition, the variable remuneration is limited in amount to a target achievement level of 125 percent.

The remuneration of the Executive Board members in the 2021 financial year did not exceed this limit in each case.

Fixed remuneration in the 2021 financial year

The members of the Executive Board received the following fixed remuneration from the company in the 2021 financial year:

Member of the Board	Basic remuneration (fix)
Sven-Christian Frank	EUR 375.000.00

Variable remuneration in the 2021 financial year

The variable remuneration paid in 2021 relates to the Executive Board activities in 2020. According to the resolution of the Supervisory Board, the targets for 2020 were met in full, resulting in the entitlement to the variable remuneration. For the 2021 financial year, no target agreement within the meaning of the employment contract between the Supervisory Board and the Executive Board has been concluded to date. Rather, the payment of variable remuneration was completely terminated after the target agreement and an amount of EUR 166,666.67 was agreed as the final payment for the 2021 financial year in order to settle the claim to the long-term incentive for the past in accordance with the Supervisory Board resolution. This agreement does not provide for any further payments from the termination of the agreement for the following financial years.

In the 2021 financial year, no use was made of the option to reclaim variable remuneration components.

Third-party benefits pursuant to section 162 (2) no. 1 AktG

In the financial year 2021, Mr Maximilian Rienecker received benefits exclusively from ADO Properties GmbH and Adler Group S.A. in the amounts shown below.

In the financial year 2021, Mr Thierry Beaudemoulin exclusively received benefits from Adler Group S.A. in the amounts shown below.

In addition to the Company's benefits, Mr. Sven-Christan Frank also received benefits from Adler Properties GmbH in the amount of a fixed monthly sum of EUR 200.00 in the 2021 financial year and additionally invoiced Adler Group S.A. for receivables in the amount of a fixed monthly sum of EUR 3,500.00. The benefits and benefits granted and owed are shown in their entirety in the table below.

The services provided by ADO Properties GmbH and Adler Group S.A. are services within the Group and thus third-party benefits pursuant to section 162 (2) no. 1 of the AktG.

Adler Group S.A. is the parent company of the Adler Group. Adler Properties GmbH is in turn a 100 percent subsidiary of Adler Group S.A. Adler Real Estate AG is a 96.72 percent subsidiary of Adler Group S.A.

Remuneration granted and owed in the 2021 financial year

Pursuant to the provisions of § 162 para. 1 sentence 1 AktG, the remuneration report must report on the remuneration granted and owed to each individual current or former member of the executive board and supervisory board in the last financial year.

Accordingly, granted remuneration comprises the de facto inflow into the assets of the board member, irrespective of the legal basis and its effectiveness. The term remuneration owed includes remuneration that has become due in the past financial year but has not yet accrued in this financial year.

The remuneration granted and owed to the members of the Executive Board in the 2021 financial year is shown in the following table:

	Company	Sven-Christian Frank		Maximilian Rienecker		Thierry Beaudemoulin	
		absolute	in %	absolute	in %	absolute	in %
Fix	Adler Group S.A.*	42,000.00	70.55	60,000.00	60.57	600,000.00	65.09
	Adler Real Estate	375,000.00		0.00			
	Adler Properties	2,400.00		540,000.00			
In kind	Adler Group S.A.*	0.00	1.41	42,000.00	4.24	34,332.00	3.72
	Adler Real Estate	8,392.11		0.00			
	Adler Properties	0.00		0.00			
STI	Adler Group S.A.*	0.00	16.82	256,027.00	31.45	287,408.00	31.19
	Adler Real Estate	100,000.00*		0.00			
	Adler Properties	0.00		55,533.00**			
LTI	Adler Group S.A.*	0.00	11.22	0.00	3.74	0.00	0.00
	Adler Real Estate	66,670.00**		0.00			
	Adler Properties	0.00		37,022.00**			
Other Incentives	Adler Group S.A.*	0.00	0.00	0.00	0.00	0.00	0.00
	Adler Real Estate	0.00		0.00			
	Adler Properties	0.00		0.00			
SARs	Adler Group S.A.*	0.00	0.00	0.00	0.00	0.00	0.00
	Adler Real Estate	0.00		0.00			
	Adler Properties	0.00		0.00			
Total		594,462.11	100.0	990,582.00	100.0	921,740.00	100.00

¹⁾ The benefits are benefits within the Group and thus third-party benefits pursuant to § 162 para. 2 no. 1 of the German Stock Corporation Act (AktG).
^{**}) The entitlement to these payments already arose in 2020, the payment was only made in the 2021 financial year.

Remuneration of former Executive Board members in the 2021 financial year

Former members of the company's Executive Board did not receive any remuneration in the 2021 financial year.

Remuneration of the Supervisory Board

The remuneration of the company's Supervisory Board is governed by Article 17 of the Articles of Association and is as follows:

§ 17 Remuneration of the Supervisory Board

1. Each member of the Supervisory Board shall receive an annual remuneration in addition to the reimbursement of his expenses. The amount of the remuneration shall be determined by the general meeting. The General Meeting shall decide for the first time on the amount of the remuneration of the Supervisory Board for the financial year ending on 31 December 2016, which may be paid in quarterly instalments.
2. The Company shall also pay the insurance premiums for the liability insurance covering the activities of the members of the Supervisory Board.
3. If the remuneration and the reimbursement of expenses are subject to value added tax, this shall be reimbursed by the company if it can be invoiced separately by the member of the supervisory board.

The Annual General Meeting last passed a resolution on the amount of remuneration for the members of the Supervisory Board on 7 June 2017 as follows, and the Annual General Meeting of the Company on 14 December 2021 confirmed this remuneration.

In addition to reimbursement of their expenses, each member of the Supervisory Board receives annual remuneration of EUR 50,000.00 for the current 2017 financial year and subsequent financial years.

The Chairman of the Supervisory Board receives EUR 100,000.00.

The Deputy Chairman of the Supervisory Board receives EUR 75,000.00.

The system underlying the remuneration of the Supervisory Board is as follows:

The remuneration of the Supervisory Board is purely fixed in accordance with the suggestion G.18 sentence 1 of the GCGC. There are no variable remuneration components.

The fixed remuneration currently amounts to EUR 50,000.00 per year, with the Chairman of the Supervisory Board receiving twice this amount and his deputy receiving one and a half times this amount. Additional annual remuneration for chairmanship and membership of a committee is not granted.

With this arrangement, in accordance with recommendation G.17 of the GCGC, the higher time expenditure of the chairperson and deputy chairperson of the Supervisory Board is appropriately taken into account. No attendance fee is paid. There are no remuneration-related agreements between the company and the Supervisory Board members that go beyond the provision of the Articles of Association. There is no further compensation in the event of resignation or a provision regarding compensation after the term of office. ADLER Real Estate Aktiengesellschaft reimburses each member of the Supervisory Board for expenses reasonably incurred in the exercise of their Supervisory Board mandate as well as any value-added tax payable on their remuneration and expenses. In addition, the members of the Supervisory Board are included in a pecuniary loss liability insurance policy for board members maintained by the Company, the premium for which is paid by ADLER Real Estate Aktiengesellschaft. The structure of the Supervisory Board's remuneration, which provides exclusively for fixed compensation, strengthens the independence of the Supervisory Board. The amount of Supervisory Board remuneration is in line with the market, taking into account the Supervisory Board remuneration of other listed companies in Germany. Thus, the Supervisory Board remuneration promotes the long-term development of ADLER Real Estate Aktiengesellschaft. The Supervisory Board reviews at regular intervals, at the latest every four years, whether the remuneration of its members is appropriate, taking into account their duties and the Company's situation. The Supervisory Board has the option of making a horizontal market

comparison and/or a vertical comparison with the remuneration of the Company's employees. Due to the special nature of the work of the supervisory board, a vertical comparison with the remuneration of the company's employees is generally not used when reviewing the remuneration of the supervisory board. Depending on the outcome of a review, the supervisory board, together with the executive board, may submit a proposal to the general meeting to adjust the supervisory board's remuneration. The rules for dealing with conflicts of interest set out in the rules of procedure for the Executive Board and the Supervisory Board are observed in the procedures for establishing, implementing and reviewing the remuneration system.

For the individual members of the Supervisory Board, the following remuneration resulted in accordance with § 162 para. 1 sentence 1 of the German Stock Corporation Act (AktG) for the 2021 and 2022 financial years. Accordingly, the Supervisory Board remuneration for the 2021 financial year is considered to be granted remuneration, and the remuneration for the 2022 financial year is considered to be owed remuneration.

Supervisory Board	Chairman Martin Billhardt		Deputy chairman Thilo Schmidt		Claus Joergensen	
	absolute (EUR)	in %	absolute (EUR)	in %	absolute (EUR)	in %
Fix	100,000.00	91.63	75,000.00	100.00	50,000.00	100.00
In kind	9,135.43	8.37	0.00	0.00	0.00	0.00
Total	109,135.43	100.00	75,000.00	100.00	50,000.00	100.00

The remuneration and reimbursement of expenses granted in the 2021 financial year were subject to VAT. These were each invoiced separately by the Supervisory Board members and were thus reimbursed by the company. The amount spent for this purpose totalled EUR 41,633.13.

Comparative presentation of the earnings trend and the annual change in remuneration

Pursuant to § 162 (1) sentence 2 no. 2 of the German Stock Corporation Act (AktG), the following overview presents the annual changes in the compensation granted and owed to the members of the Management Board and the Supervisory Board, as well as the annual change in the earnings performance of ADLER Real Estate Aktiengesellschaft over the past five financial years. The Company itself has no employees.

The comparison group thus consists of the employees of ADLER Real Estate Service GmbH. For the comparison group, different activities from normal business operations as well as different hierarchy levels were taken into account. To determine the average values, the total gross values for the month of April of the respective financial year were extrapolated to 12 months and then divided by the number of employees in the respective month of April.

The size of the comparison group is subject to minor fluctuations due to possible entries and exits and, from 2020 onwards, due to various staff transfers in connection with the merger. No industrial employees were taken into account in this calculation.

The key figure of ADLER Real Estate Aktiengesellschaft's net income for the year is used for the Company's earnings performance.

Earnings development

Fiscal year		2018 2018 vs. 2017	2019 2019 vs. 2018	2020 2020 vs. 2019	2021 2021 vs. 2020
Earnings development					
Consolidates net profit	Percentige change vs. previous year	133 %	11 %	-183 %	136 %

Executive Board Remuneration - Current Members

Fiscal year		2018 2018 vs. 2017	2019 2019 vs. 2018	2020 2020 vs. 2019	2021 2021 vs. 2020
Maximilian Rienecker (since 22 December 2017)		172 %	8 %	230 %	56 %*
Thierry Beaudemoulin (since 1 April 2021)		-	-	-	-
Sven-Christian Frank (since 9 June 2016)		-74 %	-15 %	71 %	-43 %
*) This is a third-party remuneration (see above).					

Executive Board Remuneration - Retired Members

Fiscal year		2018 2018 vs. 2017	2019 2019 vs. 2018	2020 2020 vs. 2019	2021 2021 vs. 2020
Arndt Krienen (until 27 December 2017)		-43 %	-	-	-
Tomas de Vargas Machuca (until 15 December 2020)		-	-8 %	-	-

Supervisory Board Remuneration - Current Members

Fiscal year		2018 2018 vs. 2017	2019 2019 vs. 2018	2020 2020 vs. 2019	2021 2021 vs. 2020
Martin Billhardt (since 20 March 2020)		-	-	-	31 %
Thilo Schmid (since 3 April 2014)		28 %	14 %	0 %	0 %
Dr. Peter Maser (since 14 March 2022)		-	-	-	-

Supervisory Board Remuneration - Retired Members

Fiscal year	2018 2018 vs. 2017	2019 2019 vs. 2018	2020 2020 vs. 2019	2021 2021 vs. 2020
Dr. Dirk Hoffmann (until 29. February 2020)	4 %	-3 %	-83 %	-
Thomas Katzuba von Urbisch (until 30 May 2018)	-58 %	-	-	-
Claus Joergensen (since 30 May 2018)	-	72 %	0 %	-9 %

Average employee compensation on a full-time equivalent basis

Fiscal year	2017	2018 2018 vs. 2017	2019 2019 vs. 2018	2020 2020 vs. 2019	2021 2021 vs. 2020
Size of the comparison group	44 %	48 %	57 %	66 %	59 %
Average annual remuneration (€)	63,665.47	64,204.30	68,321.46	72,474.09	71,083.46
Percentage change vs. previous year		0.8 %	6.4 %	6.1 %	-1.9 %

The comparison group consists of the employees of ADLER Real Estate Service GmbH. Different activities from normal business operations and different hierarchical levels were taken into account for the comparison group. To determine the average values, the total gross values for the month of April of the respective financial year were extrapolated to 12 months and then divided by the number of employees in the respective month of April.

The size of the comparison group is subject to minor fluctuations due to possible entries and exits and, from 2020 onwards, due to various staff transfers in connection with the merger. No industrial employees were taken into account in this calculation.