

*This document is a convenience translation of the German original.  
In case of discrepancy between the English and German versions, the German version shall prevail.*

Regarding the ongoing COVID-19-Pandemic the ordinary Annual General Meeting of ADLER Real Estate Aktiengesellschaft convened for August 31, 2022 will be held in the form of a virtual Annual General Meeting in accordance with "German Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic" and thus without the physical presence of the shareholders or their proxies. Proper registered shareholders have the opportunity to follow the Annual General Meeting via video and audio transmission live at the internet via the password-protected Annual General Meeting portal accessible at <https://adler-ag.com/investor-relations/hauptversammlung/ordentliche-hauptversammlung-2022/>.

### Information for use of the Authorisationform

Please mark with a cross your chosen option and send the filled-in and signed form in time by post to the following address:

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

Or by e-mail to [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

Alternatively you may use the corresponding functions of the password-protected Annual General Meeting portal accessible at <https://adler-ag.com/investor-relations/hauptversammlung/ordentliche-hauptversammlung-2022/>.

### Authorisation of and instructions to the proxy holders nominated by the Company

As a special service we offer our shareholders the possibility to authorise the bound by instructions proxy holders nominated by the Company. Therefor please complete and sign the first page of the Authorisationform and send it to the post- or e-mail address given above until **August 30, 2022, 6:00 p.m. (CEST) (inbound)**. Via the Annual General Meeting portal accessible at <https://adler-ag.com/investor-relations/hauptversammlung/ordentliche-hauptversammlung-2022/> the proxy can even be declared on the day of the Annual General Meeting until the formal closure of the possibility to exercise the voting right by the Chairman of the Annual General Meeting after the Question and Answer session.

The proxy holders must be granted power of attorney as well as explicit and clear instructions for the exercise of voting rights on each agenda item. The proxies are obliged to vote in accordance with your instructions. In the absence of explicit and clear instructions, the proxies will abstain from voting on the respective voting item. They will not accept orders to ask questions, to make motions or election proposals, or to declare objections to resolutions of the Annual General Meeting.

### Power of attorney

You can declare power of attorney to a third person on the upper third of the second page of the Authorisationform. Please send the filled-in form to the post- or e-mail address given above until **August 30, 2022, 6:00 p.m. (CEST) (inbound)**. Via the Annual General Meeting portal accessible at <https://adler-ag.com/investor-relations/hauptversammlung/ordentliche-hauptversammlung-2022/> the proxy can even be declared on the day of the Annual General Meeting until the formal closure of the possibility to exercise the voting right by the Chairman of the Annual General Meeting after the Question and Answer session.

Proxies (except the proxy holders nominated by the Company) can not participate physically in the Annual General Meeting. They can exercise the voting rights delegated by the shareholder only via electronical absentee voting or by declaration of a (sub-)proxy and instructions to the proxy holders nominated by the Company. Therefor please forward your votingrightcard with the access data for the Annual General Meeting portal to your authorised representative.

### Revocation

You can declare the revocation of a given authorisation on the second page of the Authorisationform. Please send the filled-in form to the post- or e-mail address given above until August 30, 2022, 6:00 p.m. (CEST) (inbound). Via the Annual General Meeting portal accessible at <https://adler-ag.com/investor-relations/hauptversammlung/ordentliche-hauptversammlung-2022/> the revocation can even be declared on the day of the Annual General Meeting until the formal closure of the possibility to exercise the voting right by the Chairman of the Annual General Meeting after the Question and Answer session.

### Technical information regarding the virtual Annual General Meeting

You will need an Internet connection and an Internet-enabled terminal device to follow the virtual Annual General Meeting and to use the Annual General Meeting portal and exercise shareholder rights. In order to be able to reproduce the video and audio transmission of the Annual General Meeting optimally, a stable Internet connection with sufficient transmission speed is recommended. If you use a computer to receive the video and audio transmission of the virtual Annual General Meeting, you will need a browser and speakers or headphones.

To access the Company's Annual General Meeting portal, you will need your personal access data, which you will receive with your votingrightcard, which you will receive automatically after proper registration. In order to avoid the risk of restrictions on the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, it is recommended - as far as possible - to exercise shareholder rights (in particular voting rights) prior to the Annual General Meeting. Shareholders will receive further information about the Annual General Meeting portal and the terms of registration and use with their votingrightcard or will find these at <https://adler-ag.com/investor-relations/hauptversammlung/ordentliche-hauptversammlung-2022/>.

**Please also note the information given in the invitation of the Annual General Meeting.**

## Authorisationform

This form does not replace the proper registration for the Annual General Meeting.  
Please note the information on use of the Authorisationform.

### Person(s) making the declaration

First name*	Number of shares*
Last name*	Number of votingrightcard*
City of residence*	*Mandatory fields (Please find this requested information on your votingrightcard, which you will receive after proper registration.)

### Authorisation of and instructions to the proxy holders nominated by the Company

I/We authorise the proxy holders nominated by ADLER Real Estate Aktiengesellschaft, Mr Jörg Engmann and Mr Bernhard Orlik, both employees of Link Market Services GmbH, Munich, each individually and with the right to delegate this authorisation, to represent me/us in the above-mentioned Annual General Meeting and to exercise or have exercised my/our voting rights pursuant to the instructions as indicated below.

### Information for the Proposal by the management to adjourn the resolution on the discharge of the Management Board and Supervisory Board for the fiscal year 2021

With regard to the Annual General Meeting convened for August 31, 2022, the Management Board and the Supervisory Board came to the conclusion not to adhere to the proposed resolutions on agenda items 2 (Discharge of the members of the Management Board for fiscal year 2021) and 3 (Discharge of the members of the Supervisory Board for fiscal year 2021) and instead as a preferred option to propose to the Annual General Meeting to adjourn the resolution on the discharge of the Management Board and the Supervisory Board with respect to both agenda items until the general meeting that resolves on the discharge for the fiscal year 2022.

Adler Group S.A. as majority shareholders supports the approach of the management and, as a precautionary measure, adopts such request as a corresponding motion pursuant to Section 126 AktG.

Resolutions published in the German Gazette and Motions	YES	NO	ABSTAIN
2. Resolution on the formal approval of the actions of the members of the Management Board for the 2021 fiscal year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion A: Proposal by the management and countermotion by Adler Group S.A. on agenda item 2 for the adjournment of the formal approval of the actions of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion C: Countermotion by SdK on agenda item 2 to reject approval of the actions of the Management Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion E: Countermotion of SdK to agenda item 2 on the appointment of a special auditor pursuant to Section 142 para. 1 sentence 1 AktG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution on the formal approval of the actions of the members of the Supervisory Board for the 2021 fiscal year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion B: Proposal by the management and countermotion by Adler Group S.A. on agenda item 3 for adjournment of the formal approval of the actions of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion D: Countermotion by SdK on agenda item 3 to reject the formal approval of the actions of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion F: Countermotion of SdK to agenda item 3 on the appointment of a special auditor pursuant to Section 142 para. 1 sentence 1 AktG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Resolution on the approval of the compensation report for the financial year 2021 prepared and audited pursuant to section 162 of the German Stock Corporation Act ( <i>Aktiengesetz</i> , " <b>AktG</b> ")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election to the Supervisory Board: Thomas Zinnöcker, Business Economist, Potsdam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution authorizing the sale and transfer of assets owned by the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Motion G: Countermotion by Whitebox Multi-Strategy Partners LP, MAN FUNDS VI PLC as well as ATLAS MACRO MASTER FUND LTD on agenda item 6 to remove agenda item 6 from the agenda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**X**

Place/date

Signature(s)/ person(s) making the declaration pursuant to § 126b BGB  
 (German Civil Code)

**Power of attorney**

**Sub-power of attorney**

I/We hereby authorise Mr/Ms

I/We hereby authorise Mr/Ms

First name\*

First name\*

Last name\*

Last name\*

Postcode/City of residence\*

Postcode/City of residence\*

to represent me/us disclosing my identity, with the right to delegate this authorisation, at the Annual General Meeting of ADLER Real Estate Aktiengesellschaft convened for August 31, 2022 in Berlin and to exercise my/our shareholder's rights, especially the voting rights.

to represent me/us disclosing my identity, with the right to delegate this authorisation, at the Annual General Meeting of ADLER Real Estate Aktiengesellschaft convened for August 31, 2022 in Berlin and to exercise my/our shareholder's rights, especially the voting rights.

**X**

Place/date Signature(s)/ person(s) making the declaration pursuant to § 126b BGB (German Civil Code)

Place/date Signature(s)/ person(s) making the declaration pursuant to § 126b BGB (German Civil Code)

\*Mandatory fields

**Revocation**

I/We hereby revoke the power of attorney I/we issued

to the proxy holders nominated by ADLER Real Estate Aktiengesellschaft, Mr Jörg Engmann and Mr Bernhard Orlik, both employees of Link Market Services GmbH, Munich,

to \_\_\_\_\_  
 First name last name, City of residence

to represent me/us at the Annual General Meeting of ADLER Real Estate Aktiengesellschaft convened for August 31, 2022, and to exercise my/our voting rights.

**X**

Place/date

Signature(s)/ person(s) making the declaration pursuant to § 126b BGB  
 (German Civil Code)