

CORPORATE GOVERNANCE REPORT AND DECLARATION ON CORPORATE GOVERNANCE

In this declaration, TLG IMMOBILIEN AG (hereinafter also referred to as: the Company), in accordance with section 289f of the German Commercial Code (HGB) on the principles of corporate governance and in accordance with section 161 of the German Stock Corporation Act (AktG) and the German Corporate Governance Code (DCGK, hereinafter the Code), reports on the corporate governance of the Company. Besides a declaration of compliance with the Code, the declaration contains information on management practices as well as the composition and methods of the Management Board and Supervisory Board and Supervisory Board committees.

IMPLEMENTATION OF THE CODE

Corporate governance denotes the responsible management and control of a company with a view to generating value over the long term. The management and the corporate culture of TLG IMMOBILIEN AG comply with the statutory provisions and – with a few exceptions – the supplementary recommendations of the Code. The Management Board and Supervisory Board feel committed to ensuring good corporate governance, and all divisions of the company adhere to this objective. The Company focuses on values such as expertise, transparency and sustainability.

In the 2020 financial year, the Management Board and Supervisory Board worked carefully to meet the requirements of the Code. They took into account the recommendations of the Code from 7 February 2017 and 20 March 2020 and, pursuant to Sec. 161 AktG, they issued their declaration of compliance with the recommendations of the Code for the 2020 financial year accompanied by statements regarding the few deviations. The declaration is published on the company's website at <https://ir.tlg.eu/declaration-of-compliance>.

DECLARATION OF COMPLIANCE

In December 2020, the Management Board and Supervisory Board of the Company issued the following joint declaration of compliance pursuant to Sec. 161 of the German Stock Corporation Act (AktG):

The Management Board and Supervisory Board of TLG IMMOBILIEN AG declare that TLG IMMOBILIEN AG (hereinafter referred to as the “**Company**”) has fulfilled the recommendations of the amended German Corporate Governance Code dated 7 February 2017 (published on 24 April 2017 and corrected on 19 May 2017, hereinafter referred to as the “**Code 2017**”) since the last declaration of compliance in November 2019, subject to the following exceptions in section 1. TLG IMMOBILIEN AG also complies with all recommendations of the Code dated 16 December 2019 (entered into force on 20

March 2020, hereinafter referred to as “**Code 2020**”), with the exception of the following deviations in section 2, and shall continue to comply with these, subject to the stated exceptions.

1.

Recommendation 5.1.2 (2) sentence 3 of the Code 2017: Age limit for Management Board members

According to recommendation 5.1.2 (2) sentence 3 of the Code 2017, the Supervisory Board shall specify an age limit for the members of the Management Board.

The Company does not consider the specification of a general age limit a reasonable criterion for the selection of suitable Management Board members. An age limit is not currently an issue between the persons currently appointed to the Management Board. Additionally, with regard to decisions affecting the composition of a functional, effective Management Board, the appointment of a member with many years of experience can be in the interest of the Company, rendering the specification of a general age limit regardless of the candidate in question unreasonable in the eyes of the Company.

Recommendation 5.4.1 (4) sentence 1 of the Code 2017: Consideration for targets for the share of female members

According to Recommendation 5.4.1 (4) sentence 1 of the Code 2017, proposals by the Supervisory Board to the general meeting shall take the targets for the share of female members on the Supervisory Board into account.

In its meeting on 23 May 2017, the Supervisory Board set the target proportion of women on the Supervisory Board at 16.67 %. The Supervisory Board is not currently meeting this target and was unable to take these targets into account in its proposals to the general meeting due to a lack of available female candidates.

Recommendation 7.1.2 sentence 3 of the Code 2017: Publication dates for consolidated financial statements and interim financial reporting

Recommendation 7.1.2 sentence 3 of the Code 2017 recommends that Company reports should be published within 90 days (annual financial statements) or 45 days (interim financial statements) following the end of the relevant reporting period.

The Company has not complied with this specification regarding the annual and consolidated financial statements for the financial year 2019 and interim financial reporting for 2020 in light of the fact that following the considerable share taken by the Company in Aroundtown SA towards the end of 2019, there were many questions that needed to be answered in relation to the consolidation of Aroundtown SA in the Company’s financial statements. Specifically, publication of the Company’s financial statement before the publication of Aroundtown SA’s financial statements was ruled out. The same applies to the Company’s interim financial statements in 2020.

2.

Recommendation B.1 of the Code 2020: Diversity on the Management Board

In accordance with Recommendation B.1 of the Code 2020, the Supervisory Board should take diversity into account when assembling the Management Board.

Despite efforts to that effect, it was not possible to achieve diversity in the Management Board, which consists of two members, due to a lack of available candidates.

Recommendation B.5 of the Code 2020: Age limit for Management Board members

In accordance with Recommendation B.5 of the Code 2020, an age limit should be set for members of the Management Board and indicated in the declaration on corporate governance.

The Company does not consider the specification of a general age limit a reasonable criterion for the selection of suitable Management Board members. An age limit is not currently an issue between the persons currently appointed to the Management Board. Additionally, with regard to decisions affecting the composition of a functional, effective Management Board, the appointment of a member with many years of experience can be in the interest of the Company, rendering the specification of a general age limit regardless of the candidate in question unreasonable in the eyes of the Company.

Recommendation C.1 of the Code 2020: Diversity on the Supervisory Board

According to recommendation C.1 of the Code 2020, proposals by the Supervisory Board to the general meeting shall take the targets for the composition of the Supervisory Board into account.

In its meeting on 23 May 2017, the Supervisory Board set the target proportion of women on the Supervisory Board at 16.67 %. The Supervisory Board is not currently meeting this target and was unable to take these targets into account in its proposals to the general meeting due to a lack of available female candidates.

Recommendation D.1 of the Code 2020: Rules of procedure of the Supervisory Board

According to Recommendation D.1 of the Code 2020, the Supervisory Board should set itself rules of procedure and publish them on the Company's website.

If the Company's Supervisory Board has set itself rules of procedure which govern processes within the Supervisory Board, including its approval requirements. This is, therefore, a significant instrument for the organisation of the work and functioning of the Supervisory Board. The Company and the Supervisory Board, therefore, take the view that the rules of procedure is an internal document pertaining to the Supervisory Board which is not suitable for publication.

Recommendation D.2 et seq. of the Code 2020: Committees of the Supervisory Board

According to Recommendation D.2 et seq. of the Code 2020, the Supervisory Board should form professionally qualified committees, depending on the specific circumstances of the business and the number of members.

In accordance with the Company's Articles of Association, the Company's Supervisory Board has consisted of three members since 16 November 2020. As a quorate Supervisory Board and a quorate committee consist of at least three members, the Supervisory Board takes the view that the formation of committees does not lead to more efficient performance of duties. Accordingly, in the view of the Company, there is no need to set up further committees apart from the establishment of an Audit Committee.

Recommendation F.2 of the Code 2020: Publication dates for consolidated financial statements and interim financial reporting

Recommendation F.2 of the Code 2020 recommends that Company reports should be published within 90 days (annual financial statements) or 45 days (interim financial statements) following the end of the relevant reporting period.

The Company has not complied with this specification regarding the annual and consolidated financial statements for the financial year 2019 and interim financial reporting for 2020 in light of the fact that following the considerable share taken by the Company in Aroundtown SA towards the end of 2019, there were many questions that needed to be answered in relation to the consolidation of Aroundtown SA in the Company's financial statements. Specifically, publication of the Company's financial statements before the publication of Aroundtown SA's financial statements was ruled out. The same applies to the Company's interim financial statements in 2020.

Recommendation G.8 of the Code 2020: Subsequent changes to target values

Recommendation G.8 of the Code 2020 recommends that subsequent changes to target values or comparative parameters be ruled out.

Agreements with regard to the "long-term incentive" (LTI) for the Company's Management Board members are linked to the development of the Company's "net asset value" (NAV) per share (NAV/Share). The NAV/Share is a common and widespread benchmark for measuring trends in property companies' performance. If the property portfolio is restructured in the Company or there are extensive divestitures of the property portfolio with the agreement of the Supervisory Board, this has a direct impact on the NAV/Share benchmark accordingly. This means that it must be possible for this benchmark to be subsequently readjusted in the interests of the Company and the Management Board members affected.

Recommendation G.10 of the Code 2020: Investment of variable remuneration amounts in Company shares

Recommendation G.10 of the Code 2020 recommends ensuring that the variable remuneration amounts awarded to the relevant member of the Management Board, taking into account the relevant tax burden, is mostly invested in shares in the Company or should be awarded on a shares basis accordingly.

In the context of the overwhelming concentration of Company shares in the hands of a single shareholder, the Company does not believe defining the use of remuneration components in this way to be advisable.

Recommendation G.13 of the Code 2020: Exit compensation cap

Recommendation G.13 of the Code 2020 recommends that payments to a member of the Management Board in the event of premature termination of Management Board activities should not exceed the value of two years' remuneration (exit compensation cap).

Agreements with the Company's Management Board members make provisions to limit remuneration in the event of early termination of their membership of the Management Board to only the remainder of the duration of their contract. There is an additional exit compensation cap. In light of the time limit on the Company's current Management Board membership terms prescribed in accordance with Recommendation B.3 of the Code 2020, it is not expected that the exit compensation cap shall be significantly exceeded, which is why there is no corresponding separate agreement.

MANAGEMENT PRACTICES

TLG IMMOBILIEN AG is managed in the following way:

WORKING PRACTICE OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

As an Aktiengesellschaft (stock corporation) incorporated under German law, TLG IMMOBILIEN AG has a dual management system consisting of the Management Board and the Supervisory Board. They work closely together to further the interests of the Company. The Management Board runs the Company whilst the Supervisory Board advises and monitors it. The shareholders of TLG IMMOBILIEN AG exercise their rights in the general meeting.

MANAGEMENT BOARD

The Management Board is responsible for the management of the Company in accordance with the statutory provisions, the Articles of Association and the rules of procedure for the Management Board. It is obliged to serve the interests of the Company. The Management Board develops the strategy of the Company, coordinates it with the Supervisory Board and ensures that it is implemented. It is also responsible for reasonable risk management and control and for submitting regular, prompt and comprehensive reports to the Supervisory Board.

The Management Board performs its management duties as a collegial body in which the members of the Management Board hold the same voting rights. The Board's overall responsibility for management notwithstanding, the members of the Management Board manage the divisions to which each has been assigned by the Management Board on their own authority. Mr Roy Vishnovizki is now the CEO of the Management Board, a position previously held by Mr Barak Bar-Hen. The divisions are divided between the members of the Management Board as set out in the rules of procedure for the Management Board and are adjusted in the event of a change in composition of the Management Board in accordance with the competences of the respective members of the Management Board.

The work of the Management Board is governed in more detail by rules of procedure. The rules of procedure stipulate that the strategic orientation of the Company and the strategic allocation of resources are determined by the entire Management Board. Additionally, measures and transactions which are of extraordinary significance to the Company and/or Group companies, or which involve an

extraordinarily high economic risk, require the prior approval of the entire Management Board. Furthermore, the rules of procedure and Articles of Association require certain transactions of fundamental significance to be approved by the Supervisory Board in advance.

The Management Board provides the Supervisory Board with regular, prompt and comprehensive reports on all relevant matters of strategy, planning, business development, risk, risk management and compliance.

The Company does not consider the specification of a general age limit for members of the Management Board to be a reasonable criterion for the selection of suitable Management Board members. An age limit is not currently an issue between the persons currently appointed to the Management Board. Additionally, with regard to decisions affecting the composition of a functional, effective Management Board, the appointment of a member with many years of experience can be in the interest of the Company, rendering the specification of a general age limit regardless of the candidate in question unreasonable in the eyes of the Company.

SUPERVISORY BOARD

The Supervisory Board monitors and advises the Management Board. It works closely with the Management Board to further the interests of the Company and is involved in all decisions of fundamental importance.

Its rights and duties are determined by the statutory provisions, the Articles of Association, the rules of procedure for the Supervisory Board and the rules of procedure for the Management Board. It appoints and dismisses the members of the Management Board and, together with the Management Board, ensures long-term succession planning.

The work of the Supervisory Board takes place in plenary sessions. In line with its rules of procedure, the Supervisory Board must convene at least twice every six months. Otherwise, it convenes whenever the interests of the Company require it. Four Supervisory Board meetings are currently scheduled for the 2021 calendar year.

In accordance with the Company's Articles of Association, the Company's Supervisory Board has consisted of three members since 16 November 2020. As a quorate Supervisory Board and a quorate committee consist of at least three members, the Supervisory Board takes the view that the formation of committees does not lead to more efficient performance of duties. Accordingly, in the view of the Company, with the exception of the establishment of an Audit Committee, there is currently no need to set up any other committee. The Audit Committee was newly established on 19 March 2021.

In particular, the members of the Supervisory Board are selected by virtue of their expertise, abilities and professional suitability. In its rules of procedure and profile of skills and expertise, the Supervisory Board has set itself the objective of taking the following into consideration with regard to its composition and as part of the specific situation of the Company: shareholder structure, current and potential conflicts of interest and competitive relationships, other professional activities, the number of independent members, an age limit of 75, a regular limit of the term of office of 15 years or three terms and the diversity

of the members of the Supervisory Board. Besides the statutory requirements (Sec. 100 AktG), the proposals of the Supervisory Board regarding the appointment of members of the Supervisory Board adhere to the regulations of the German Corporate Governance Code as amended concerning the personal requirements of Supervisory Board members and the composition targets set by the Supervisory Board. At least one member of the Supervisory Board must have expertise in the fields of accounting or auditing (Sec. 100 (5) clause 1 AktG). According to Sec. 100 (5) clause 2 AktG, the members of the Supervisory Board must also be familiar in their entirety with the sector in which the Company operates. The Company has followed the specific recommendations of the Code which concern the composition of the Supervisory Board under certain criteria (competence profile), the inclusion of these objectives in the recommendations of the Supervisory Board and the publication of the objectives and their implementation status in the Corporate Governance Report.

The Supervisory Board conducted a self-assessment (efficiency review) in December 2019 and chose the self-evaluation via evaluation form with the support of an external service provider for this purpose. To this end, the external service provider first determined the requirements of TLG IMMOBILIEN AG and created a company-specific evaluation form. This evaluation form was completed by the members of the Supervisory Board and subsequently evaluated by the external service provider, and the results of the evaluation were presented to and discussed with the Supervisory Board.

PROPORTION OF WOMEN

In its meeting on 23 May 2017, the Supervisory Board set the target proportion of women on the Supervisory Board at 16.67 %. The Supervisory Board is not currently meeting this target and was unable to take these targets into account in its proposals to the general meeting due to a lack of available female candidates.

The minimum target proportion of women on the Management Board of TLG IMMOBILIEN AG is zero.

In its meeting on 29 June 2017, the Management Board set the minimum proportion of women on the first management level below the Management Board at 10 % and the minimum proportion of women on the second management level below the Management Board at 30 %; the proportion of women on these management levels may not fall below this target before 30 June 2022.

COMPOSITION OF THE MANAGEMENT BOARD AND SUPERVISORY BOARD

Pursuant to the Articles of Association, the Management Board consists of at least two people. The Supervisory Board specifies the number of members. In the 2020 financial year, the Management Board initially consisted of three persons: two members and a CEO. From April to October 2020, the Management Board consisted of only one CEO and one member. From November 2020 to February 2021, the Management Board then consisted of two members. Since February 2021, the Management Board has again had a CEO and a member of the Management Board.

Pursuant to the Articles of Association, the Supervisory Board has consisted of three members since November 2020. It is not subject to any employee participation. All of the members are elected by the general meeting as representatives of the shareholders.

Mr Klaus Krägel stepped down from the Supervisory Board with effect from the end of the annual general meeting 2020 on 7 October 2020. Mr Jonathan Lurie and Mr Helmut Ullrich also resigned from office at their own request when the registration of the amendment to the Articles of Association of TLG IMMOBILIEN AG regarding the reduction of the Supervisory Board from six to three members became effective, i.e. on 16 November 2020.

On 7 October 2020, the annual general meeting of TLG IMMOBILIEN AG elected Mr Frank Roseen as a new member of the Supervisory Board. Mr Roseen was appointed as a member of the Supervisory Board until the end of the general meeting that resolves on the exoneration of the Supervisory Board for the fourth financial year after the start of his term of office, not counting the financial year in which his term of office started.

Mr Sascha Hettrich also stepped down from his office as Chairperson of the Supervisory Board on 30 November 2020 and from his office as a member of the Supervisory Board of TLG Immobilien AG on 31 December 2020. As a result, the Supervisory Board elected Mr Frank Roseen as its Chairperson on 30 November 2020.

Mr David Maimon was appointed as a new member of the Supervisory Board by the local court of Berlin Charlottenburg in January 2021 until the end of the annual general meeting 2021.

All of the members of the Supervisory Board are also familiar with the commercial real estate sector.

The Supervisory Board developed a profile of skills and expertise in 2019.

Pursuant to Sec. 285 no. 10 HGB, more information on the members of the Management Board and Supervisory Board can be found in the notes to the annual financial statements of TLG IMMOBILIEN AG (pages 19 and 20).

COLLABORATION BETWEEN THE MANAGEMENT BOARD AND SUPERVISORY BOARD

The Management Board and Supervisory Board work closely together to further the interests of the Company. The intensive, continuous dialogue between the two Boards serves as the basis of efficient, strategic corporate management. The Management Board develops the strategy of TLG IMMOBILIEN AG, coordinates it with the Supervisory Board and ensures that it is implemented.

The Management Board discusses the progress of the implementation of its strategy with the Supervisory Board at regular intervals. The Chairperson of the Supervisory Board is in regular contact with the Management Board and provides it with guidance on matters of strategy, planning, business development, the risk situation, risk management and compliance. The Management Board reports to the Chairperson of the Supervisory Board without undue delay on significant events that are of key relevance to an assessment of the situation and developments and to the management of the company and its Group companies. The Chairperson of the Supervisory Board then notifies the Supervisory Board and, if necessary, convenes an extraordinary meeting of the Supervisory Board. In the 2020 financial year, the work between the Management Board and Supervisory Board focused primarily on the strategy and business development of the Company, as well as the merger with Aroundtown SA.

In accordance with the Articles of Association and rules of procedure of the Management Board, transactions of fundamental significance are subject to the approval of the Supervisory Board.

The members of the Management Board must report any conflicts of interest to the Supervisory Board and their fellow Management Board members without undue delay. Significant transactions between members of the Management Board or related parties and the Company require the approval of the Supervisory Board, as does any secondary employment outside of the Company.

A D&O group insurance policy has been taken out for the members of the Management Board and Supervisory Board. This policy contains an excess for the members of the Management Board that meets the requirements of Sec. 93 (2) sentence 3 AktG and of the Code.

COMMITTEES OF THE SUPERVISORY BOARD

In the 2020 financial year, the Supervisory Board initially had four committees: the Presidential and Nomination Committee, the Audit Committee, the Capital Market and Acquisitions Committee and the Project Development Committee. Due to the reduction of the statutory size of the Supervisory Board to three members, the Supervisory Board no longer has committees, with the exception of an Audit Committee. The Management Board as a whole combines the required qualifications and the necessary independence specified for committees to be formed.

The Supervisory Board as a whole has the knowledge required of a company in the real estate sector and corresponds to the competence profile it has given itself. The members of the Supervisory Board are selected by virtue of their expertise, abilities and professional suitability. In its rules of procedure and profile of skills and expertise, the Supervisory Board has set itself the objective of taking the following into consideration with regard to its composition and as part of the specific situation of the Company: shareholder structure, current and potential conflicts of interest and competitive relationships, other professional activities, the number of independent members, an age limit of 75, a regular limit of the term of office of 15 years or three terms and the diversity of the members of the Supervisory Board. Besides the statutory requirements (Sec. 100 AktG), the proposals of the Supervisory Board regarding the appointment of members of the Supervisory Board adhere to the regulations of the German Corporate Governance Code as amended concerning the personal requirements of Supervisory Board members and the composition targets set by the Supervisory Board. At least one member of the Supervisory Board must have expertise in the fields of accounting or auditing (Sec. 100 (5) clause 1 AktG). According to Sec. 100 (5) clause 2 AktG, the members of the Supervisory Board must also be familiar in their entirety with the sector in which the Company operates.

PRESIDENTIAL AND NOMINATION COMMITTEE

The Presidential and Nomination Committee provides advice on its areas of expertise and prepares resolutions for the Supervisory Board, especially concerning the following matters:

- a) Appointing and dismissing members of the Management Board;
- b) Concluding, amending and terminating the employment contracts of members of the Management Board;

- c) The structure of the remuneration system for the Management Board, including the key contractual elements and the total remuneration for each member of the Management Board;
- d) Supervisory Board recommendations for the general meeting in connection with the election of suitable members of the Supervisory Board;
- e) Principles of financing and investments, including the capital structure of TLG IMMOBILIEN AG Group companies and dividend payments;
- f) Principles of acquisition and disposal strategies, including the acquisition and disposal of individual share- holdings of strategic significance.

In consultation with the Management Board, the Presidential and Nomination Committee regularly advises on long-term succession planning for the Management Board.

AUDIT COMMITTEE

The Audit Committee predominantly monitors the accounting process, the effectiveness of the internal control system and audit system, the audit of the financial statements – especially the independence of the auditor – the additional services rendered by the auditor, the selection of an auditor, the identification of main audit points, the auditor's fee and compliance.

The Audit Committee prepares the resolutions of the Supervisory Board on the annual financial statements (and, if necessary, the consolidated financial statements), i.e. it is primarily responsible for the preliminary audit of the documents of the annual financial statements and consolidated financial statements, the preparation of their approval/adoption and the proposed appropriation of profits by the Management Board. Furthermore, the Audit Committee prepares the agreements with the auditor (especially the awarding of the audit contract, the definition of focal points for the audit and the agreed fees) as well as the appointment of the auditor by the general meeting. This also involves the verification of the necessary degree of independence, in which regard the Audit Committee takes reasonable steps to determine and monitor the independence of the auditor. In lieu of the Supervisory Board, the Audit Committee approves contracts with auditors for additional consultancy services if such contracts require consent. The Audit Committee discusses the principles of compliance, risk documentation, risk management and the suitability and effectiveness of the internal control system with the Management Board.

The Chairperson of the Audit Committee was independent and had particular knowledge and experience in the application of GAAP and internal control processes, and, therefore, met the requirements of Sec. 100 (5) clause 1 AktG. The members of the Audit Committee were experts in accounting and auditing, and the composition of the committee meets all independence requirements in terms of the European Commission Regulation of 15 February 2005 on the role of non-executive or supervisory directors of listed companies and on the committees of the (supervisory) board (2005/162/EC), as well as the recommendations of the Code.

CAPITAL MARKET AND ACQUISITIONS COMMITTEE

The committee advises the Management Board on transactions relating to the capital markets and acquisitions. It grants any necessary approvals in lieu of the plenary session.

PROJECT DEVELOPMENT COMMITTEE

The committee advises the Supervisory Board on development projects.

MANAGEMENT BOARD COMMITTEES

The Management Board has not formed any committees. The Management Board performs its management duties as a collegial body with a chairperson, although the individual members of the Management Board are responsible for their own divisions.

GENERAL MEETING AND SHAREHOLDERS

The shareholders of TLG IMMOBILIEN AG can exercise their rights in the general meeting, including their voting rights. Every share in the Company grants one vote.

The general meeting takes place annually, usually within the first eight months of the financial year. In 2020, due to the special situation caused by the global coronavirus pandemic, the general meeting was not held until October and only as a virtual general meeting. The agenda of the general meeting and the reports and documents required for the general meeting are published on the Company's website at <https://ir.tlg.eu/agm>.

Fundamental resolutions are passed in general meetings. These include resolutions on the appropriation of profits, the exoneration of the Management Board and Supervisory Board, the election of members to the Supervisory Board, the appointment of the auditor, amendments to the Articles of Association and capital measures. The general meeting is an opportunity for the Management Board and Supervisory Board to come face to face with the shareholders and discuss the future course of the Company. Unfortunately, TLG IMMOBILIEN AG was only able to fulfil its obligations with regard to the shareholders' right to ask questions to a limited extent in the context of the virtual 2020 general meeting.

In order to make it easier for them to exercise their rights, TLG IMMOBILIEN AG provides its shareholders with a proxy who is bound to follow their instructions; the proxy remains available during the general meeting. The invitation to the general meeting explains how instructions can be issued in the run-up to the general meeting. Additionally, the shareholders are free to have an authorised representative of their choice represent them in the general meeting.

OTHER MATTERS OF CORPORATE GOVERNANCE

REMUNERATION OF THE MANAGEMENT BOARD

The remuneration system for the Management Board is regularly the subject of consultation, examination and revision in the plenary sessions of the Supervisory Board.

The contracts of the members of the Management Board of TLG IMMOBILIEN AG contain fixed and variable remuneration components. For all members of the Management Board, the variable remuneration is adapted to the requirements of Sec. 87 (1) sentence 3 AktG. It is contingent on the achievement

of economic targets and is predominantly based on multi-year assessment principles. The variable remuneration is only payable if the course of business was sufficiently positive. The remuneration structure has been designed to ensure sustainable corporate development, which optimises the effects of risks and rewards of the variable remuneration. The detailed remuneration report of TLG IMMOBILIEN AG for the 2020 financial year is published on the website of the Company at <https://ir.tlg.eu/remuneration-report>.

REMUNERATION OF THE SUPERVISORY BOARD

The remuneration of the Supervisory Board is set out in Sec. 13 of the Articles of Association. In accordance with Sec. 13, the members of the Supervisory Board receive fixed annual remuneration of Euro 40,000. The Chairperson of the Supervisory Board receives three times this amount, and the Vice-chairperson receives one and a half times this amount. The sum of all remuneration per member of the Supervisory Board may not exceed Euro 150,000 (excluding VAT) per calendar year.

Additionally, members of the Audit Committee receive fixed annual remuneration of Euro 10,000 and members of other committees of the Supervisory Board receive fixed annual remuneration of Euro 7,500. The Chairperson of each committee receives double this fixed amount.

Additionally, the expenses of the members of the Supervisory Board are reimbursed. Additionally, the Company has added the members of the Supervisory Board to a D&O group insurance policy for corporate bodies.

No performance-based remuneration is paid to the members of the Supervisory Board. The remuneration report contains a breakdown of the remuneration of each member of the Supervisory Board.

REPORTABLE SECURITY TRANSACTIONS AND SHAREHOLDINGS OF THE MANAGEMENT AND SUPERVISORY BOARDS

Under Article 19 (1) of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (Market Abuse Regulation), the members of the Management Board and Supervisory Board of TLG IMMOBILIEN AG, including related parties, are obliged to disclose transactions involving shares of TLG IMMOBILIEN AG or financial instruments relating to said shares without undue delay, or within three working days of the date of the transaction at the latest. Pursuant to Article 19 (3) of the Market Abuse Regulation, the Company publishes these transactions without undue delay after having been informed of them, within three working days of the transaction at the latest. The disclosures are available on the Company's website at <https://ir.tlg.eu/directors-dealings>.

COMPLIANCE AS A SIGNIFICANT MANAGERIAL RESPONSIBILITY

In order to ensure adherence to the code of conduct of the Code, as well as the statutory provisions, TLG IMMOBILIEN AG has appointed a compliance officer and a capital market compliance officer. The former informs the management and employees of any relevant legal requirements. The latter maintains the insider list of the Company and informs the management, employees and business partners of the consequences of breaches of insider trading regulations.

REASONABLE RISK AND OPPORTUNITY MANAGEMENT

For TLG IMMOBILIEN AG, responsible conduct in the face of opportunities and risks is of fundamental importance. This is ensured by comprehensive opportunity and risk management which identifies and monitors significant opportunities and risks. The system is continuously enhanced and adapted based on the changing general conditions.

More detailed information on the risk monitoring system of the Company is available in the management report: The risk management system of TLG IMMOBILIEN AG is presented from page 39. Information on the Group accounting can be found on page 49.

COMMITTED TO TRANSPARENCY

As part of ongoing investor relations, at the start of the year, all dates of importance to shareholders, investors and analysts are marked in the financial calendar for the duration of each financial year. The financial calendar, which is updated continuously, is published on the website of the company at <https://ir.tlg.eu/financial-calendar>.

The Company provides information to shareholders, analysts and journalists in line with holistic criteria. The information is transparent and consistent for all capital market participants. Ad hoc announcements, press releases and presentations of press and analysts' conferences are published on the Company's website immediately.

Insider information (ad hoc publicity), voting rights notifications and securities transactions involving members of the Management and Supervisory Boards or their related parties (directors' dealings) are published by TLG IMMOBILIEN AG in line with the statutory provisions. They are also available on the Company's website at <https://ir.tlg.de/directors-dealings>.

FINANCIAL REPORTING

Once again, the Berlin office of Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart, was appointed auditor and Group auditor for 2020 by the general meeting. Before the general meeting, the auditor issued a declaration that there were no business, financial, personal or other relationships between the auditor, its bodies or audit managers and the Company or the members of its bodies which could bring the impartiality of the auditor into question.

MORE INFORMATION

More information on the activities of the Supervisory Board and its committees, and on its collaboration with the Management Board, is available in the report of the Supervisory Board.