



General Meeting of TLG IMMOBILIEN AG on May 21, 2019

Proposal of the Management Board regarding the Utilization of the Net Profits for 2018

The management board proposes that the net profits in the amount of EUR 95,641,497.66, as reported in the adopted annual financial statements for the fiscal year ended December 31, 2018, be utilized as follows:

Distribution to the shareholders:

Distribution of a dividend in the amount of EUR 0.91 for each bearer share with the ISIN DE000A12B8Z4 with dividend rights for the fiscal year 2018; for 103,445,279 bearer shares, this corresponds to an aggregate amount of	EUR	94,135,203.89
Profits carried forward	EUR	1,506,293.77
Net profits	EUR	<hr/> 95,641,497.66

The amounts stated for profit distributions and profits carried forward are based on the no-par value shares with dividend rights existing at the time of publication of this convocation. Should the number of no-par value shares with dividend rights for the fiscal year 2018 with ISIN DE000A12B8Z4 increase until the date of the general meeting on account of compensation requests from outside shareholders of WCM Beteiligungs- und Grundbesitz-Aktiengesellschaft pursuant to the domination agreement between TLG IMMOBILIEN AG and WCM Beteiligungs- und Grundbesitz-Aktiengesellschaft and corresponding issuances of new shares of TLG IMMOBILIEN AG from the Contingent Capital 2017/III (Section 7a of the articles of association of the company), the management board and the supervisory board will submit a proposal to the general meeting that is adjusted to this increase, while still providing for a dividend of EUR 0.91 per no-par value share with dividend rights. If the number of no-par value shares with dividend rights and thus the aggregate amount of the dividend distributed increases by EUR 0.91 per newly issued share, the profits carried forward will decrease accordingly.

The dividend will be paid in full from the tax-recognized contribution account within the meaning of Section 27 of the German Corporate Tax Act (contributions not paid into nominal capital). Therefore, it will be paid without deductions for capital gains tax or solidary surcharge. The dividend paid is not subject to taxation for shareholders with a tax residence in Germany. There is no tax refund or tax credit option associated with the dividend. In the opinion of the German tax authorities, the distribution reduces the acquisition costs of the shares for tax purposes.

Assuming a corresponding resolution is passed, the dividend rights are due on the third business day following the resolution of the general meeting, i.e., May 24, 2019, pursuant to Section 58 para. 4 sentence 2 of the German Stock Corporation Act.

Berlin, April 2019

TLG IMMOBILIEN AG

– The management board –