

## **Verfahren für die Ausübung des Stimmrechts**

### **1. Exercise of voting rights by postal vote**

Votes can be cast by postal vote. In this case timely registration of the shareholder for the Annual General Meeting must be ensured (see above under section 5). Shareholders and their representatives can exercise their voting rights by postal vote, without actually participating in the Annual General Meeting. A postal vote may be lodged either in text form by post or e-mail or electronically via the shareholder portal (voting by electronic correspondence).

Prior to the Annual General Meeting, shareholders and their representatives may use the postal vote form that has been sent to them together with the invitation documents or the registration confirmation for postal voting in text form. In addition, the postal vote form can also be downloaded from the Company's website at

[www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/](http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/)

Postal votes may be submitted, modified or revoked solely

- at the following address: Aareal Bank AG, c/o Computershare Operations Center, 80249 Munich, or
- or by e-mail at [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

by no later than 2 May 2024 (18:00 hours CEST). Postal votes that cannot be unambiguously assigned to a shareholder will be excluded.

Before and during the Annual General Meeting, shareholders and their representatives may also submit (or modify or revoke) their vote electronically at Aareal Bank AG's shareholder portal available at

[www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/](http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/)

The exercise of the voting right by electronic postal vote via the shareholder portal is expected to be possible from 5 April 2024 until the point in time announced by the chairperson of the Annual General Meeting during the virtual Annual General Meeting on 3 May 2024. Using the shareholder portal, shareholders and their representatives can also modify or revoke any prior postal votes cast – also in another way – that they may have already submitted during the Annual General Meeting up until this point in time.

Shareholders or their representatives who exercise their voting rights by electronic postal vote will receive from the Company electronic confirmation of the votes cast in this way in accordance with the requirements of section 118 (2) sentence 2, (1) sentence 3 of the AktG in conjunction with Article 7 (1) and Article 9 (5) (1) of Commission Implementing Regulation (EU) 2018/1212. This confirmation shall be made available to the shareholder or – in the event of an authorisation – to the representative immediately after the vote is cast by electronic postal vote via the shareholder portal in the Company's shareholder portal or electronically by e-mail. The Company reserves the right to use a third party to make available the electronic confirmation of the electronic exercise of voting rights.

If votes are cast via an intermediary within the meaning of section 67a (4) of the AktG by electronic postal vote, electronic confirmation of the electronic exercise of the voting right shall be transmitted immediately by the intermediary to the shareholder.

Further information on postal voting via the shareholder portal can be found on the shareholder portal or on the form sent out together with the invitation letter or the registration confirmation which the representatives can use. Corresponding information and a detailed description of the electronic postal voting process via the shareholder portal are available at the Company's website at

[www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/](http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/)

## **2. Exercise of voting rights through voting proxies appointed by the Company and the issue of instructions**

In the exercise of their voting rights, shareholders or their representatives may arrange to be represented by a voting proxy appointed by the Company, who is bound by the voting instructions issued by the shareholder in question. In this case, too, timely registration of the shareholder for the Annual General Meeting must be ensured (see above under section 5). Voting proxies and voting instructions may be granted either in text form by mail or e-mail or electronically via the shareholder portal.

In addition to the proxy document, voting proxies appointed by the Company require express and clear instructions from the shareholders or their representatives for exercising the voting rights. Voting proxies appointed by the Company are obliged to vote in accordance with instructions given to them; they cannot exercise voting rights at their discretion. If the meeting votes on a topic for which a shareholder has not given express instructions, that shareholder's voting proxy will abstain from voting.

The voting proxies exercise their voting right solely on the basis of the instructions they have received from the shareholder. Please note that the voting proxies appointed by the Company will not accept mandates to request to speak, to lodge an objection against resolutions taken at the Annual General Meeting, to ask questions or submit motions.

Prior to the Annual General Meeting, shareholders or their representatives may use the proxy and voting instruction form sent to them by the Company together with the invitation documents or the registration confirmation to authorise and instruct the voting proxies appointed by the Company and bound by the instructions of the relevant shareholder to vote on their behalf. In addition, proxy forms may be downloaded from the Company's website at

[www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/](http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/)

Proxies and voting instructions for the voting proxies nominated by the Company and bound by the shareholder's instructions can be submitted, modified or revoked solely

- at the following address: Aareal Bank AG, c/o Computershare Operations Center, 80249 Munich, or
- by e-mail at [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

by no later than 2 May 2024 (18:00 hours CEST).

Before and during the Annual General Meeting, shareholders or their representatives may also grant voting proxies and issue instructions to the voting proxies appointed by the Company at Aareal Bank AG's shareholder portal, which can be reached at the Internet address

[www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/](http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/)

The grant of voting proxies and instructions via the shareholder portal is expected to be possible from 5 April 2024 until the point in time announced by the chairperson of the Annual General Meeting during the virtual Annual General Meeting on 3 May 2024. Via the shareholder portal, any prior voting proxies or instructions that may have already been submitted – including via different channels – may be modified or revoked during the Annual General Meeting up until that point in time.

Further information on granting a proxy and issuing voting instructions to the voting proxies named by the Company can be found on the shareholder portal or on the form sent out together with the invitation letter or the registration confirmation which is sent to the representatives. Corresponding information and a detailed description of the process for issuing proxies and voting instructions to the voting proxies nominated by the Company via the shareholder portal are available at the Company's website at

[www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/](http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/)

### **3. Granting proxies to third parties to exercise voting rights and other rights**

Shareholders entered on the share register may also authorise a third party (**authorised third party**), e.g. an intermediary, a shareholder association or a proxy advisor to exercise their voting right or other rights. In this case, too, timely registration of the shareholder must be ensured (see above under section 5). Authorised third-party proxyholders may then exercise the voting rights by postal vote or voting proxy by issuing voting instructions to the voting proxies appointed by the Company (see above). If a shareholder appoints more than one person as a proxyholder, the Company is entitled to reject one or more of these proxyholders in accordance with section 134 (3) sentence 2 of the AktG.

A voting proxy must be granted or revoked or proof provided of such voting proxy to a third party in text form served on the Company (section 126g of the BGB) if no voting proxy is granted in accordance with section 135 of the AktG. Special rules generally apply if voting proxies are granted to third parties in accordance with section 135 of the AktG (voting proxies granted to intermediaries (particularly credit institutions), shareholder associations, proxy advisors or persons who accept voting proxies from shareholders at the Annual General Meeting on a commercial basis). Shareholders who wish to grant voting proxies in accordance with section 135 of the AktG are asked to inquire with the proxyholder in question to be authorised about the applicable conditions and to agree on these with the proxyholder.

Intermediaries (particularly credit institutions), shareholder associations, proxy advisors or persons who accept voting proxies from shareholders at general meetings on a commercial basis who represent a majority of shareholders are recommended to contact the shareholder hotline (see below in the section "Technical details concerning the virtual Annual General Meeting") or the registration office at the above-mentioned address ahead of the Annual General Meeting with regard to the exercise of voting rights.

If voting proxies are not issued to an intermediary (particularly credit institutions), shareholder associations, proxy advisors or persons who accept voting proxies from shareholders at the Annual General Meeting on a commercial basis, the voting proxy may be served directly on the Company or directly on the authorised third-party proxyholder (in which case proof of the grant of the voting proxy must be served on the Company in text form). Notice of the voting proxy served on the Company or evidence of the voting proxy served on the Company must reach the Company

- at the following address: Aareal Bank AG, c/o Computershare Operations Center, 80249 Munich

– or by e-mail at [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

This also applies to a revocation of the voting proxy.

Where a proxy is granted, proof of such proxy provided, or a proxy revoked by way of a declaration to the Company by regular post or e-mail, the Company must, for organisational reasons, receive such declaration by no later than 2 May 2024 (18:00 hours CEST).

Shareholders wishing to issue a voting proxy to a third party should use the proxy form provided by the Company together with the invitation documents for this purpose and attached to the voting card. In addition, the proxy form can be downloaded from the Company's website at

[www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/](http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/)

Proxies are expected to be granted, amended and revoked starting from 5 April 2024 up to the close of the Annual General Meeting electronically as well using the shareholder portal. The same applies to proxies granted previously in other ways.

Further information on the granting of a proxy to third parties can be found on the shareholder portal or on the form sent out together with the invitation letter or registration confirmation which is sent to the representatives. Corresponding information and a detailed description of the process for granting voting proxies via the shareholder portal are available at the Company's website at

[www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/](http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/)

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