

# Invitation to the ordinary Annual General Meeting of Aareal Bank AG, Wiesbaden on 3 May 2024

Information in accordance with section 125 of the German Public Limited Companies Act (Aktiengesetz – AktG) in conjunction with Article 4 and Table 3 of Commission Implementing Regulation (EU) 2018/1212 (“CIR”)

## Information in accordance with section 125 of the German Public Limited Companies Act (Aktengesetz – AktG) in conjunction with Article 4 and Table 3 of Commission Implementing Regulation (EU) 2018/1212 (“CIR”)

### A. Specification of the message

1.	Unique identifier of the event	Ordinary (virtual) Annual General Meeting of Aareal Bank AG 2024 In the format pursuant to the CIR: 6209053958d5ee11b53000505696f23c
2.	Type of message	Convening the General Meeting In the format pursuant to the CIR: NEWM

### B. Specification of the issuer

1.	ISIN	DE000A37FT90
2.	Name of issuer	Aareal Bank AG

### C. Specification of the Annual General Meeting

1.	Date of the Annual General Meeting	3 May 2024 In the format pursuant to the CIR: 20240503
2.	Time of the Annual General Meeting	10:30 hrs (CEST) In the format pursuant to the CIR: 08:30 hrs UTC
3.	Type of General Meeting	Annual General Meeting as a virtual General Meeting without the physical presence of the shareholders or their representatives (except for the voting proxy appointed by the Company) at the location of the Annual General Meeting. In the format pursuant to the CIR: GMET
4.	Location of the General Meeting	<b>URL of the Company’s shareholder portal to follow the video and audio of the General Meeting and to exercise shareholder rights:</b> <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a> <b>In the format pursuant to the CIR:</b> <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a> <b>Location of the Annual General Meeting within the meaning of the AktG (no physical presence of the shareholders or their representatives possible):</b> Aareal Bank AG business premises, Paulinenstrasse 15, 65189 Wiesbaden
5.	Record date	26 April 2024, 24:00 hrs (CEST) Shareholder rights in relation to the Company pursuant to section 67 (2) sentence 1 of the AktG can only be exercised by shareholders recorded in the share register. What is decisive for the voting rights and other shareholder rights to which a duly registered shareholder at the Annual General Meeting is entitled is therefore the status of a shareholder’s recording in the share register at the day of the Annual General Meeting. For labour-related reasons, however, during the period from the end of 26 April 2024 (“technical record date”) until the close of the Annual General Meeting no re-registration or initial registration may take place (so-called transmission stop for re-registration and initial registration). The status of recording in the share register on the day of the Annual General Meeting therefore corresponds to the status after the last re-registration/initial registration on 26 April 2024. In the format pursuant to the CIR: 20240426; 22:00 hrs UTC
6.	Uniform Resource Locator (URL)	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>

### D. Participation\* in the Annual General Meeting – following the audio-visual transmission

1.	Method of participation by shareholder	The audio-visual transmission can be followed (including through proxy) and will be live-streamed via the access-protected shareholder portal: <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a> In the format pursuant to the CIR: VI
2.	Issuer deadline for the notification of participation	Registration for the General Meeting by the deadline, 26 April 2024, 24:00 hrs (CEST) In the format pursuant to the CIR: 20240426, 22:00 hrs UTC, the time of receipt will be decisive
3.	Issuer deadline for voting	3 May 2024, until the time for voting specified by the chairperson for the respective vote during the virtual General Meeting In the format pursuant to the CIR: 20240503, until the time for voting specified by the chairperson for the respective vote during the virtual General Meeting

### D. Participation in the General Meeting – voting by postal vote

1.	Method of participation by shareholder	Voting by postal vote In the format pursuant to the CIR: EV
2.	Issuer deadline for the notification of participation	Registration for the General Meeting by 26 April 2024, 24:00 hrs (CEST) In the format pursuant to the CIR: 20240426, 22:00 hrs UTC
3.	Issuer deadline for voting	For voting and for cancelling or amending votes outside the shareholder portal: 2 May 2024, 18:00 hrs (CEST) In the format pursuant to the CIR: 20240502, 16:00 hrs UTC For voting and for cancelling or amending votes via the shareholder portal at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a> : 3 May 2024, until the time for voting specified by the chairperson for the respective vote during the virtual General Meeting In the format pursuant to the CIR: 20240503, until the time for voting specified by the chairperson for the respective vote during the virtual General Meeting

### D. Participation in the General Meeting – the Company's voting proxies

1.	Method of participation by shareholder	Voting by granting voting proxy and issuing instructions to the voting proxies nominated by the Company In the format pursuant to the CIR: PX
2.	Issuer deadline for the notification of participation	Registration for the General Meeting by 26 April 2024, 24:00 hrs (CEST) In the format pursuant to the CIR: 20240426, 22:00 hrs UTC
3.	Issuer deadline for voting	For granting voting proxy and issuing voting instructions to the voting proxies nominated by the Company and for cancelling or amending these outside the shareholder portal: 2 May 2024, 18:00 hrs (CEST) In the format pursuant to the CIR: 20240502, 16:00 hrs UTC For granting voting proxy and issuing voting instructions to the voting proxies nominated by the Company and for cancelling or amending these via the shareholder portal at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a> : 3 May 2024, until the time for voting specified by the chairperson for the respective vote during the virtual General Meeting In the format pursuant to the CIR: 20240503, until the time for voting specified by the chairperson for the respective vote during the virtual General Meeting

\* The term "participation" is used solely in the sense defined in the CIR and is not identical to participation as defined in section 118 of the AktG.

## D. Participation\* in the General Meeting – participation through proxy

1.	Method of participation* by shareholder	Voting through proxy In the format pursuant to the CIR: PX
2.	Issuer deadline for the notification of participation*	Registration for the General Meeting by 26 April 2024, 24:00 hrs (CEST) In the format pursuant to the CIR: 20240426, 22:00 hrs UTC
3.	Issuer deadline for voting	<p>For voting by proxy and for cancelling or amending by correspondence outside the shareholder portal:</p> <p>2 May 2024, 18:00 hrs (CEST) In the format pursuant to the CIR: 20240502, 16:00 hrs UTC</p> <p>For voting by proxy and for cancelling or amending via the shareholder portal at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a> :</p> <p>3 May 2024, until the time for voting specified by the chairperson for the respective vote during the virtual General Meeting</p> <p>In the format pursuant to the CIR: 20240503, until the time for voting specified by the chairperson for the respective vote during the virtual General Meeting</p> <p>If the proxy casts votes by means of a sub-proxy granted to the voting proxies nominated by the Company, the deadlines specified under "D. Participation in the General Meeting – voting proxies of the Company", No. 3 apply.</p>

## E. Agenda – agenda item 1

1.	Unique identifier of the agenda item	1
2.	Title of the agenda item	Presentation of the confirmed Annual Financial Statements and the approved consolidated financial statements, the management report for the Company and the Group as well as the Report by the Supervisory Board for the 2023 financial year
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
4.	Voting	No voting
5.	Alternative voting options	N/A

## E. Agenda – agenda item 2

1.	Unique identifier of the agenda item	2
2.	Title of the agenda item	Passing of a resolution on the appropriation of net retained profit for the 2023 financial year
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
4.	Voting	Binding vote In the format pursuant to the CIR: BV
5.	Alternative voting options	YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB

### E. Agenda – agenda item 3

1.	Unique identifier of the agenda item	3
2.	Title of the agenda item	Passing of a resolution on the formal approval of the members of the Management Board for the 2023 financial year
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
4.	Voting	<p><b>Agenda item 3.1 (individual formal approval of Jochen Klösches):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 3.2 (individual formal approval of Marc Hess):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 3.3 (individual formal approval of Nina Babic):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 3.4 (individual formal approval of Christof Winkelmann):</b> Binding vote In the format pursuant to the CIR: BV</p>
5.	Alternative voting options	<p><b>Agenda item 3.1 (individual formal approval of Jochen Klösches):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 3.2 (individual formal approval of Marc Hess):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 3.3 (individual formal approval of Nina Babic):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 3.4 (individual formal approval of Christof Winkelmann):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p>

### E. Agenda – agenda item 4

1.	Unique identifier of the agenda item	4
2.	Title of the agenda item	Passing of a resolution on the formal approval of the members of the Supervisory Board for the 2023 financial year
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
4.	Voting	<p><b>Agenda item 4.1 (individual formal approval of Sylwia Bach):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.2 (individual formal approval of Henning Giesecke):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.3 (individual formal approval of Denis Hall):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.4 (individual formal approval of Thomas Hawel):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.5 (individual formal approval of Petra Heinemann-Specht):</b> Binding vote In the format pursuant to the CIR: BV</p>

---

**Agenda item 4.6 (individual formal approval of Barbara Antonia Knoflach):**  
 Binding vote  
 In the format pursuant to the CIR: BV

**Agenda item 4.7 (individual formal approval of Jan Lehmann):**  
 Binding vote  
 In the format pursuant to the CIR: BV

**Agenda item 4.8 (individual formal approval of Hans-Hermann Anton Lotter)**  
 Binding vote  
 In the format pursuant to the CIR: BV

**Agenda item 4.9 (individual formal approval of Marika Lulay):**  
 Binding vote  
 In the format pursuant to the CIR: BV

**Agenda item 4.10 (individual formal approval of Jean Pierre Mustier):**  
 Binding vote  
 In the format pursuant to the CIR: BV

**Agenda item 4.11 (individual formal approval of Klaus Novatius):**  
 Binding vote  
 In the format pursuant to the CIR: BV

**Agenda item 4.12 (individual formal approval of Sylvia Seignette):**  
 Binding vote  
 In the format pursuant to the CIR: BV

**Agenda item 4.13 (individual formal approval of José Sevilla Álvarez):**  
 Binding vote  
 In the format pursuant to the CIR: BV

**Agenda item 4.14 (individual formal approval of Prof. Dr Hermann Wagner):**  
 Binding vote  
 In the format pursuant to the CIR: BV

---

## 5. Alternative voting options

**Agenda item 4.1 (individual formal approval of Sylwia Bach):**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

**Agenda item 4.2 (individual formal approval of Henning Giesecke):**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

**Agenda item 4.3 (individual formal approval of Denis Hall):**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

**Agenda item 4.4 (individual formal approval of Thomas Hawel):**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

**Agenda item 4.5 (individual formal approval of Petra Heinemann-Specht):**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

**Agenda item 4.6 (individual formal approval of Barbara Antonia Knoflach):**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

**Agenda item 4.7 (individual formal approval of Jan Lehmann):**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

**Agenda item 4.8 (individual formal approval of Hans-Hermann Anton Lotter)**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

**Agenda item 4.9 (individual formal approval of Marika Lulay):**  
 YES, NO, abstention  
 In the format pursuant to the CIR: VF, VA, AB

---

Agenda item 4.10 (individual formal approval of Jean Pierre Mustier):

YES, NO, abstention

In the format pursuant to the CIR: VF, VA, AB

Agenda item 4.11 (individual formal approval of Klaus Novatius):

YES, NO, abstention

In the format pursuant to the CIR: VF, VA, AB

Agenda item 4.12 (individual formal approval of Sylvia Seignette):

YES, NO, abstention

In the format pursuant to the CIR: VF, VA, AB

Agenda item 4.13 (individual formal approval of José Sevilla Álvarez):

YES, NO, abstention

In the format pursuant to the CIR: VF, VA, AB

Agenda item 4.14 (individual formal approval of Prof. Dr Hermann Wagner):

YES, NO, abstention

In the format pursuant to the CIR: VF, VA, AB

### E. Agenda – agenda item 5

1.	Unique identifier of the agenda item	5
2.	Title of the agenda item	Passing of a resolution on the appointment of the auditors and Group auditors and on the auditors to review, if applicable, additional financial information during the year
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
4.	Voting	Binding vote In the format pursuant to the CIR: BV
5.	Alternative voting options	YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB

### E. Agenda – agenda item 6

1.	Unique identifier of the agenda item	6
2.	Title of the agenda item	Passing of a resolution on the transfer of shares held by minority shareholders of Aareal Bank AG to Atlantic BidCo GmbH against payment of an appropriate cash compensation pursuant to sections 327a ff. of the AktG
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
4.	Voting	Advisory vote In the format pursuant to the CIR: AV
5.	Alternative voting options	YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB

### E. Agenda – agenda item 7

1.	Unique identifier of the agenda item	7
2.	Title of the agenda item	Passing of a resolution on the election of the members of the Supervisory Board
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>

4.	Voting	<p>Agenda item 7.1 (election of Maximilian Rinke): Binding vote In the format pursuant to the CIR: BV</p> <p>Agenda item 7.2 (election of Denis Hall): Binding vote In the format pursuant to the CIR: BV</p> <p>Agenda item 7.3 (election of Hans-Hermann Anton Lotter): Binding vote In the format pursuant to the CIR: BV</p>
5.	Alternative voting options	<p>Agenda item 7.1 (election of Maximilian Rinke): YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p>Agenda item 7.2 (election of Denis Hall): YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p>Agenda item 7.3 (election of Hans-Hermann Anton Lotter): YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p>

### E. Agenda – agenda item 8

1.	Unique identifier of the agenda item	8
2.	Title of the agenda item	Passing of a resolution on the increase in the upper limit for the variable remuneration of the Management Board members of Aareal Bank AG in accordance with section 25a (5) sentence 5 of the KWG
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
4.	Voting	Binding vote In the format pursuant to the CIR: BV
5.	Alternative voting options	YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB

### E. Agenda – agenda item 9

1.	Unique identifier of the agenda item	9
2.	Title of the agenda item	Approval of the merger agreement between Aareal Bank AG and Aareal Estate AG
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
4.	Voting	Binding vote In the format pursuant to the CIR: BV
5.	Alternative voting options	YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB

### F. Specification of the deadlines regarding the exercise of other shareholder rights – additions to the agenda

1.	Object of deadline	Submission of a request for an extension of the agenda (section 122 (2) AktG)
2.	Applicable issuer deadline	8 April 2024, 24:00 hrs (CEST) In the format pursuant to the CIR: 20240408, 22:00 hrs UTC



#### F. Specification of the deadlines regarding the exercise of other shareholder rights – countermotion

1.	Object of deadline	Submission of a counter-motion on the proposals for the items of the agenda (section 126 (1) of the AktG)
2.	Applicable issuer deadline	18 April 2024, 24:00 hrs (CEST) In the format pursuant to the CIR: 20240418, 22:00 hrs UTC

#### F. Specification of the deadlines regarding the exercise of other shareholder rights – nomination proposals

1.	Object of deadline	Submission of a proposal for the election of members of the Supervisory Board or external auditors (section 127 of the AktG)
2.	Applicable issuer deadline	18 April 2024, 24:00 hrs (CEST) In the format pursuant to the CIR: 20240418, 22:00 hrs UTC

#### F. Specification of the deadlines regarding the exercise of other shareholder rights – submission of statements pursuant to section 130a (1) to (4) of the AktG

1.	Object of deadline	Submission of statements on the items of the agenda by means of electronic communications via the shareholder portal available at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
2.	Applicable issuer deadline	27 April 2024, 24:00 hrs (CEST) (time of receipt will be decisive) In the format pursuant to the CIR: 20240427, 22:00 hrs UTC

#### F. Specification of the deadlines regarding the exercise of other shareholder rights – speaking rights pursuant to sections 118a (1) sentence 2 number 7, 130a (5) and (6) of the AktG

1.	Object of deadline	Right to speak at the Annual General Meeting by means of video communications via the shareholder portal available at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
2.	Applicable issuer deadline	On 3 May 2024 during the period stipulated by the chairperson for this during the Annual General Meeting via the shareholder portal  In the format pursuant to the CIR: 20240503, during the period stipulated by the chairperson for this during the Annual General Meeting via the shareholder portal

#### F. Specification of the deadlines regarding the exercise of other shareholder rights – right to request information pursuant to sections 118a (1) sentence 2 number 4 of the AktG

1.	Object of deadline	Right to request information concerning the Company's affairs at the general meeting via the shareholder portal available at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
2.	Applicable issuer deadline	On 3 May 2024 during the period stipulated by the chairperson for this during the Annual General Meeting via the shareholder portal  Requests for information in accordance with section 131 (4) and (5) of the AktG can also be submitted by shareholders attending the Annual General Meeting electronically via the shareholder portal.  In the format pursuant to the CIR: 20240503, during the period stipulated by the chairperson for this during the Annual General Meeting via the shareholder portal

---

**F. Specification of the deadlines regarding the exercise of other shareholder rights – objection to resolutions adopted by the Annual General Meeting pursuant to section 118a (1) sentence 2 number 8 in conjunction with section 245 of the AktG**

---

1.	Object of deadline	Submission of objections to the resolutions passed at the Annual General Meeting via the shareholder portal available at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2024/</a>
2.	Applicable issuer deadline	On 3 May 2024, from the start until the closure of the General Meeting by the chairperson via the shareholder portal In the format pursuant to the CIR: 20240503, from the start until the closure of the General Meeting by the chairperson

---

**Aareal**  
YOUR COMPETITIVE ADVANTAGE.