

# Invitation to the ordinary (virtual) Annual General Meeting of Aareal Bank AG on 31 August 2022

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 (hereinafter referred to as “CIR”)

## 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)

### A. Specification of the message

1.	Unique identifier of the event	Ordinary (virtual) Annual General Meeting of Aareal Bank AG 2022 In the format pursuant to the CIR: 405f36869214ed118131005056888925
2.	Type of message	Convening the General Meeting In the format pursuant to the CIR: NEWM

### B. Specification of the issuer

1.	ISIN	DE0005408116 DE000A30U9F9
2.	Name of issuer	Aareal Bank AG

### C. Specification of the Annual General Meeting

1.	Date of the General Meeting	31 August 2022 In the format pursuant to the CIR: 20220831
2.	Time of the General Meeting	11:00 hrs (CEST) In the format pursuant to the CIR: 09:00 hrs UTC
3.	Type of General Meeting	Ordinary virtual Annual General Meeting without the physical presence of the shareholders or their representatives In the format pursuant to the CIR: GMET
4.	Location of the General Meeting	URL to the Company's shareholder portal to follow the video and audio of the General Meeting and to exercise shareholder rights In the format pursuant to the CIR: <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a> Location of the Annual General Meeting within the meaning of the AktG (no physical presence of the shareholders or their representatives possible): Aareal Bank AG Head Office, Paulinenstrasse 15, 65189 Wiesbaden
5.	Record date	19 August 2022, 00:00 hrs (CEST) In the format pursuant to the CIR: 20220818
6.	Uniform Resource Locator (URL)	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>

### D. Participation\* in the General Meeting – voting by correspondence

1.	Method of participation* by shareholder	Voting by correspondence In the format pursuant to the CIR: EV
2.	Issuer deadline for the notification of participation*	Registration for the General Meeting by 24 August 2022, 24:00 hrs (CEST) In the format pursuant to the CIR: 20220824, 22:00 hrs UTC

\* 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.

3. Issuer deadline for voting	<p>For voting and for cancelling or amending outside the shareholder portal: 30 August 2022, 18:00 hrs (CEST) In the format pursuant to the CIR: 20220830, 16:00 hrs UTC</p> <p>For voting and for cancelling or amending via the shareholder portal at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a> Until the beginning of voting on 31 August 2022 In the format pursuant to the CIR: 20220831</p>
-------------------------------	--

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

1. Method of participation* by shareholder	<p>Voting by granting voting proxy and issuing instructions to the voting proxies nominated by the Company In the format pursuant to the CIR: PX</p>
2. Issuer deadline for the notification of participation*	<p>Registration for the General Meeting by 24 August 2022, 24:00 hrs (CEST) In the format pursuant to the CIR: 20220824, 22:00 hrs UTC</p>
3. Issuer deadline for voting	<p>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: 30 August 2022, 18:00 hrs (CEST) In the format pursuant to the CIR: 20220830, 16:00 hrs UTC</p> <p>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-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a> Until the beginning of voting on 31 August 2022 In the format pursuant to the CIR: 20220831</p>

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

1. Method of participation* by shareholder	<p>Voting through proxy In the format pursuant to the CIR: PX</p>
2. Issuer deadline for the notification of participation*	<p>Registration for the General Meeting by 24 August 2022, 24:00 hrs (CEST) In the format pursuant to the CIR: 20220824, 22:00 hrs UTC</p>
3. Issuer deadline for voting	<p>For voting by proxy and for cancelling or amending by correspondence outside the shareholder portal: 30 August 2022, 18:00 hrs (CEST) In the format pursuant to the CIR: 20220830, 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-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a> Until the beginning of voting on 31 August 2022 In the format pursuant to the CIR: 20220831</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>

\* 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.

**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, the disclosures in accordance with sections 289a and 315a of the German Commercial Code (Handelsgesetzbuch – HGB) as well as the Report by the Supervisory Board for the 2021 financial year
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4.	Coordination	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 2021 financial year
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4.	Coordination	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 2021 financial year
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4.	Coordination	<b>Agenda item 3.1 (individual formal approval of Mr Marc Hess):</b> Binding vote In the format pursuant to the CIR: BV <b>Agenda item 3.2 (individual formal approval of Mr Hermann J. Merkens):</b> Binding vote In the format pursuant to the CIR: BV <b>Agenda item 3.3 (individual formal approval of Mr Jochen Klösiges):</b> Binding vote In the format pursuant to the CIR: BV <b>Agenda item 3.4 (individual formal approval of Ms Dagmar Knopek):</b> Binding vote In the format pursuant to the CIR: BV <b>Agenda item 3.5 (individual formal approval of Ms Christiane Kunisch-Wolff):</b> Binding vote In the format pursuant to the CIR: BV

	<p><b>Agenda item 3.6 (individual formal approval of Mr Thomas Ortmanns):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 3.7 (individual formal approval of Mr 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 Mr Marc Hess):</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 Mr Hermann J. Merkens):</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 Mr Jochen Klösches):</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 Ms Dagmar Knopek):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 3.5 (individual formal approval of Ms Christiane Kunisch-Wolff):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 3.6 (individual formal approval of Mr Thomas Ortmanns):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 3.7 (individual formal approval of Mr 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 2021 financial year
3. Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4. Coordination	<p><b>Agenda item 4.1 (individual formal approval of Ms Jana Brendel):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.2 (individual formal approval of Mr Christof von Dryander):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.3 (individual formal approval of Mr Thomas Hawel):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.4 (individual formal approval of Ms Petra Heinemann-Specht):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.5 (individual formal approval of Ms Marija Korsch):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.6 (individual formal approval of Mr Jan Lehmann):</b> Binding vote In the format pursuant to the CIR: BV</p>

	<p><b>Agenda item 4.7 (individual formal approval of Mr Klaus Novatius):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.8 (individual formal approval of Mr Richard Peters):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.9 (individual formal approval of Ms Sylvia Seignette):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.10 (individual formal approval of Ms Elisabeth Stheeman):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.11 (individual formal approval of Mr Dietrich Voigtländer):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 4.12 (individual formal approval of Prof. Dr Hermann Wagner):</b> Binding vote In the format pursuant to the CIR: BV</p>
5. Alternative voting options	<p><b>Agenda item 4.1 (individual formal approval of Ms Jana Brendel):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.2 (individual formal approval of Mr Christof von Dryander):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.3 (individual formal approval of Mr Thomas Hawel):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.4 (individual formal approval of Ms Petra Heinemann-Specht):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.5 (individual formal approval of Ms Marija Korsch):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.6 (individual formal approval of Mr Jan Lehmann):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.7 (individual formal approval of Mr Klaus Novatius):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.8 (individual formal approval of Mr Richard Peters):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.9 (individual formal approval of Ms Sylvia Seignette):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.10 (individual formal approval of Ms Elisabeth Stheeman):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.11 (individual formal approval of Mr Dietrich Voigtländer):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 4.12 (individual formal approval of Prof. Dr Hermann Wagner):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p>

**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-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4.	Coordination	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 approval of the remuneration system for the members of the Management Board
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4.	Coordination	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 approval of the Remuneration Report for the 2021 financial year prepared and audited in accordance with section 162 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-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4.	Coordination	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 8**

1.	Unique identifier of the agenda item	8
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-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>

4. Coordination	<p><b>Agenda item 8.1 (election of Mr Henning Giesecke):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 8.2 (election of Mr Denis Hall):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 8.3 (election of Ms Barbara Antonia Knoflach):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 8.4 (election of Ms Marika Lulay):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 8.5 (election of Mr Hans-Hermann Anton Lotter):</b> Binding vote In the format pursuant to the CIR: BV</p> <p><b>Agenda item 8.4 (election of Mr José Sevilla Álvarez):</b> Binding vote In the format pursuant to the CIR: BV</p>
5. Alternative voting options	<p><b>Agenda item 8.1 (election of Mr Henning Giesecke):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 8.2 (election of Mr Denis Hall):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 8.3 (election of Ms Barbara Antonia Knoflach):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 8.4 (election of Ms Marika Lulay):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 8.3 (election of Mr Hans-Hermann Anton Lotter):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p> <p><b>Agenda item 8.4 (election of Mr José Sevilla Álvarez):</b> YES, NO, abstention In the format pursuant to the CIR: VF, VA, AB</p>

## E. Agenda – agenda item 9

1. Unique identifier of the agenda item	9
2. Title of the agenda item	Passing of a resolution on the cancellation of the existing Authorised Capital and creation of new Authorised Capital, and on the amendment of Article 5 (4) of the Company's Memorandum and Articles of Association
3. Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4. Coordination	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 10

1.	Unique identifier of the agenda item	10
2.	Title of the agenda item	Passing of a resolution on the reduction of the existing Conditional Capital 2019, amendment of Article 5 (5) of the Company's Memorandum and Articles of Association
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4.	Coordination	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 11

1.	Unique identifier of the agenda item	11
2.	Title of the agenda item	Passing of a resolution on the approval of the conclusion of a new control and profit transfer agreement
3.	Unique Resource Locator (URL) of the materials	<a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
4.	Coordination	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	16 August 2022, 24:00 hrs (CEST) In the format pursuant to the CIR: 20220816, 22:00 hrs UTC

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

1.	Object of deadline	Submission of a countermotion on the proposals for resolution on the agenda items (section 126 (1) of the AktG in connection with section 1 (2) sentence 3 of the "Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der Covid-19-Pandemie" (Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the Covid-19 Pandemic) (C19-AuswBekG))
2.	Applicable issuer deadline	16 August 2022, 24:00 hrs (CEST) In the format pursuant to the CIR: 20220816, 22:00 hrs UTC

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

1.	Object of deadline	Submission of a proposal for the election of members of the Supervisory Board or independent auditors (section 127 of the AktG in connection with section 1 (2) sentence 3 of the C19-AuswBekG)
2.	Applicable issuer deadline	16 August 2022, 24:00 hrs (CEST) In the format pursuant to the CIR: 20220816, 22:00 hrs UTC

#### F. Specification of the deadlines regarding the exercise of other shareholder rights – right to ask questions

1.	Object of deadline	Electronic submission of questions (in accordance with section 1 (2) sentence 1 number 3 C19-AuswBekG)
2.	Applicable issuer deadline	29 August 2022, 24:00 hrs (CEST) In the format pursuant to the CIR: 20220829, 22:00 hrs UTC

#### F. Specification of the deadlines regarding the exercise of other shareholder rights – objection to resolutions

1.	Object of deadline	Electronic submission of objections to resolutions passed at the General Meeting
2.	Applicable issuer deadline	On 31 August 2022, from the beginning until the end of the General Meeting via the shareholder portal In the format pursuant to the CIR: 20220831

#### F. Specification of the deadlines regarding the exercise of other shareholder rights – following the virtual General Meeting by means of electronic streaming

1.	Object of deadline	Following the virtual General Meeting by means of electronic streaming via the shareholder portal at <a href="http://www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/">www.aareal-bank.com/en/investors-portal/equity-investors/general-meeting-2022/</a>
2.	Applicable issuer deadline	31 August 2022, from 11:00 hrs (CEST) In the format pursuant to the CIR: 20220831, 9:00 hrs UTC

**Aareal**  
YOUR COMPETITIVE ADVANTAGE.