



Remuneration systems for the Executive Board and Supervisory Board

of

TTL Beteiligungs- und Grundbesitz-AG

I. Remuneration system for members of the Supervisory Board of TTL Beteiligungs- und Grundbesitz-AG

The remuneration of the members of the Supervisory Board of TTL Beteiligungs- und Grundbesitz-AG is set out in § 14 of the Articles of Association.

Section 14 of the Articles of Association reads as follows:

"§ 14

Expenses and remuneration

- (1) The members of the Supervisory Board shall receive a fixed remuneration of EUR 25,000.00 for each full financial year of their membership of the Supervisory Board, payable after the end of the financial year. The Chairman of the Supervisory Board shall receive double this amount and the Deputy Chairman of the Supervisory Board shall receive 1.5 times this amount. Supervisory Board members who belong to a Supervisory Board committee that has met at least once during the fiscal year shall receive additional remuneration of EUR 5,000.00 per committee for each full fiscal year of their membership in this committee, up to a maximum of EUR 10,000.00 in total. The chairperson of a committee shall receive double this additional remuneration.*
- (2) In the years in which they take office or leave office, Supervisory Board members shall receive remuneration on a pro rata temporis basis. In the years*

in which a function associated with increased remuneration is assumed or terminated, sentence 1 shall apply mutatis mutandis with regard to the portion of the remuneration associated with the function in question.

(3) In addition to the remuneration pursuant to paragraph 1, each member of the Supervisory Board shall be reimbursed for their expenses and any value added tax payable on the remuneration. The company may, at its own expense, take out liability insurance for the benefit of the members of the Supervisory Board, which covers the statutory liability for financial losses arising from the activities of the Supervisory Board.

The remuneration system for the members of the Supervisory Board is set out below in accordance with Sections 113 (3) sentence 3 and 87a (1) sentence 2 of the German Stock Corporation Act (AktG): The Management Board and Supervisory Board propose that the following be resolved:

The remuneration system takes into account the responsibilities and scope of activities of the members of the Supervisory Board. By monitoring the management of the Executive Board, the Supervisory Board contributes to the promotion of the business strategy and the long-term development of the company.

In addition to reimbursement of their expenses and the applicable sales tax on their remuneration, the members of the Supervisory Board receive a fixed annual remuneration. No variable remuneration or financial or non-financial performance criteria are provided for. This best reflects the independent control and advisory function of the Supervisory Board, which is geared not to short-term corporate success but to the long-term development of the company.

The respective amount of the fixed remuneration takes into account the specific function and responsibilities of the members of the Supervisory Board. In particular, the greater amount of time required of the Chairman of the Supervisory Board, the Deputy Chairman of the Supervisory Board, and the chairpersons and members of committees is also taken into account appropriately. The remuneration structure complies with the recommendations of the German Corporate Governance Code.

Remuneration is payable at the end of the respective financial year. Supervisory Board members who only belong to the Supervisory Board or a committee for part of the financial year, or who hold the chairmanship or deputy chairmanship of the Supervisory Board or the chairmanship of a committee, receive a lower remuneration in proportion to the time spent.

Due to the special nature of Supervisory Board remuneration, which is granted for the activity performed and which differs fundamentally from the activity of the

employees of the company and the group, a so-called vertical comparison with employee remuneration is not considered.

The remuneration of the members of the Supervisory Board at TTL Beteiligungs- und Grundbesitz-AG is specified in the Articles of Association. The remuneration was last adjusted in Section 14 of the Articles of Association by resolution of the Annual General Meeting on May 10, 2019. The remuneration and the remuneration system for the Supervisory Board are reviewed regularly by the management. The time commitment of the members of the Supervisory Board and the remuneration granted to supervisory boards by other comparable companies are particularly relevant in this context. If the Management Board and Supervisory Board see a need to adjust the remuneration or the remuneration system, they will submit a corresponding resolution proposal to the Annual General Meeting; In any case, a resolution proposal on remuneration, including the underlying remuneration system, is submitted to the Annual General Meeting at least every four years. The rules applicable to the avoidance and handling of conflicts of interest are also observed in the procedure for determining and implementing the remuneration system.

II. Remuneration system for the members of the Management Board of TTL Beteiligungs- und Grundbesitz-AG

A. Introduction

The remuneration system for members of the Management Board is clear and comprehensible. It complies with the provisions of the German Stock Corporation Act (AktG) in the version of the Act Implementing the Second Shareholder Rights Directive (ARUG II) of December 12, 2019 (Federal Law Gazette Part I 2019, No. 50).

The Supervisory Board will apply the remuneration system to all employment contracts with members of the Management Board of TTL Beteiligungs- und Grundbesitz-AG (also the "Company") that are newly concluded, amended, or extended after two months have elapsed since the remuneration system was first approved by the Annual General Meeting (Section 87a (2) sentence 1 AktG, Section 26j (1) EGAktG).

The current service contracts with the members of the Management Board remain unaffected.

B. The remuneration system in detail

I. Maximum remuneration (Section 87a (1) sentence 2 no. 1 AktG)

The total remuneration to be granted to the Management Board for a financial year (sum of all remuneration amounts paid by the company to all current members of the Management Board in the financial year, including basic annual salary, variable remuneration components, and fringe benefits) is limited to an absolute maximum amount ("maximum remuneration"), regardless of the financial year in which a remuneration element is paid out.

The maximum remuneration is EUR 900,000 for the Chair of the Management Board and EUR 800,000 for each individual ordinary member of the Management Board.

II. Contribution of remuneration to the promotion of the business strategy and the long-term development of the company (Section 87a (1) sentence 2 no. 2 AktG)

The remuneration system supports the strategic orientation of TTL Beteiligungs- und Grundbesitz-AG toward the dynamic development of its business activities as an investment company specializing in the German real estate market and of the group it manages (together, the "TTL Group").

Payments from short-term variable remuneration (Short-Term Incentive – STI) are contingent upon the TTL Group achieving a positive operating result and are therefore linked to a key performance indicator of the TTL Group. The achievement of company-related and personal annual targets is of decisive importance for the amount of possible payments from the STI. This enables incentives to be provided for specific targets that are of significant importance for the operational and/or strategic development of the company.

In addition, options on virtual shares in the company are granted as long-term incentive (LTI) variable remuneration. Taking into account a vesting period of several years, this remuneration element promotes the strategic goal of long-term value enhancement, which is also in the interests of the company's shareholders.

Overall, the compensation system provides the framework for appropriate compensation for members of the Executive Board, enabling the company to attract qualified executives and retain them at TTL Beteiligungs- und Grundbesitz-AG in the long term.

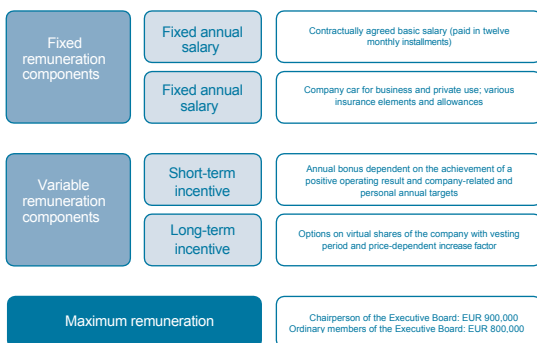
III. Remuneration components and performance criteria for variable remuneration components (Section 87a (1) sentence 2 nos. 3 and 4 AktG)

1. Overview of remuneration components and their relative shares of total remuneration

The remuneration of the members of the Management Board consists of fixed and variable remuneration components. The fixed components of the remuneration of the members of the Management Board comprise a fixed annual salary and various fringe benefits.

The variable remuneration components are short-term incentive (STI) and long-term incentive (LTI) based on short-term annual targets.

Key elements of Executive Board remuneration



The relative proportions of the individual remuneration components in the expected total annual remuneration ("total remuneration") are shown below, based on the respective expected annual expenditure amounts.

The proportion of fixed remuneration components (annual salary, fringe benefits) in the total remuneration is between 30% and 100%. The proportion of fringe benefits is generally between 1% and 5% of total remuneration. The proportion of STI in total remuneration is between 0% and 50%, and the proportion of LTI is between 0% and 20% of total remuneration.

The upper limit of 100% for fixed remuneration components and the lower limit of 0% for variable remuneration components

take into account the fact that if the performance criteria for the STI are not met or, depending on the relevant stock market performance of the company's shares for the LTI, the variable remuneration may be completely omitted.

2. Fixed remuneration components

2.1 Fixed annual salary

The members of the Executive Board receive a fixed annual salary in twelve monthly installments, which are paid at the end of each calendar month.

2.2 Fixed annual salary

In addition, members of the Executive Board are granted contractually agreed fringe benefits. The company may provide members of the Executive Board with an appropriate company car for private use. In addition, each member of the Executive Board is provided with a mobile phone and subsidies amounting to 50% of the contributions made by the member of the Executive Board to health and long-term care insurance and pension insurance, whereby maximum amounts may be agreed in the amount of the employer's subsidies for statutory health, long-term care, and pension insurance.

Furthermore, members of the Executive Board are covered by financial loss liability insurance (D&O insurance) with the statutory deductible and accident insurance coverage.

3. Variable remuneration components

The variable remuneration components, including the respective performance criteria, are listed below and their connection to the business strategy and long-term development of the company is explained. In addition, the methods used to assess the achievement of the performance criteria are also discussed.

3.1 Short-term incentive (STI)

The STI is granted to the members of the Executive Board as a performance-related bonus with a one-year assessment period.

Payments from the STI are based on the TTL Group achieving a positive operating result in the respective financial year. The operating result is linked to a

control variable that is of significant importance for the strategic orientation of the TTL Group.

The amount of payments from the STI depends on the achievement of company-related and personal annual targets set by the Supervisory Board. The specific amount of payments from the STI upon achievement of the annual targets is at the discretion of the Supervisory Board and is determined ex post in connection with the Supervisory Board's assessment of target achievement. The inclusion of company-related and personal annual targets enables the Supervisory Board to set additional individual or collective incentives for the achievement of specific targets that are of significant importance for the operational and strategic development of the company.

At the end of the fiscal year, the Supervisory Board assesses the achievement of the specified annual targets on the basis of appropriate quantitative or qualitative surveys and the achievement of a positive operating result on the basis of the company's consolidated financial statements, which have been audited and approved by the auditor, and decides on the amount of any payments from the STI by May 31 of the following year at the latest.

The STI is limited to 50% of total compensation.

3.2 Long-Term Incentive (LTI)

In addition, members of the Executive Board are granted options on virtual shares of the company as an equity-based remuneration component with a long-term incentive effect (LTI). The options are granted once for the agreed term of the Executive Board service contract. The number of options granted and the reference price used to calculate the cash settlement are specified in the Executive Board service contract.

The granting of options as a share-based remuneration element contributes to a greater alignment of the interests of members of the Executive Board and shareholders and promotes the strategic goal of long-term value enhancement for the company.

The options granted to members of the Executive Board are cash-settled; no shares are delivered. The options are subject to a vesting period specified in the service agreement, which is based on the term of the respective Executive Board service agreement and generally ranges from two to five years. After the vesting period has expired,

the options can be exercised within a contractually specified period (usually six months).

The amount of the cash payment is generally calculated as the positive difference between the average closing price of the company's shares over a reference period of ten trading days prior to the exercise of the options and the contractually specified comparison price.

The main terms and conditions of the options granted, including the number and value, are presented in the annual compensation report.

IV. Deferral periods for the payment of remuneration components (Section 87a (1) sentence 2 no. 5 AktG)

The options granted as LTIs may only be exercised after expiry of a period agreed in the service contract, which is generally based on the term of the management board service contract. Please refer to the relevant explanations under section 0.

V. Share-based remuneration (Section 87a (1) sentence 2 no. 6 AktG)

The options on virtual shares of the company granted as LTIs and described in Section 0 are to be regarded as share-based remuneration components within the meaning of Section 87a (1) sentence 2 no. 7 AktG. For further information in this regard, please refer to the presentation in Section 0.

VI. Remuneration-related legal transactions (Section 87a (1) sentence 2 no. 8 AktG)

1. Terms and conditions for the termination of remuneration-related legal transactions, including the respective notice periods (Section 87a (1) sentence 2 no. 8 a) AktG)

Executive board service contracts are concluded for a fixed term and therefore do not provide for ordinary termination. The executive board service contracts of the current executive board members have the following fixed terms:

The management contract of CEO Theo Reichert ends on September 30, 2027.

2. Severance payments (Section 87a (1) sentence 2 no. 8 b) AktG)

The management contracts do not provide for any severance payments or other severance compensation.

3. Pension provisions (Section 87a (1) sentence 2 no. 8 c) AktG)

No pension is granted. As explained in Section III.2.2, only a pension insurance subsidy is granted.

VII. Consideration of the remuneration and employment conditions of employees when determining the remuneration system (Section 87a (1) sentence 2 no. 9 AktG)

The Supervisory Board regularly reviews the appropriateness of the remuneration of the members of the Management Board, among other things, by comparing it with the internal remuneration structure of the company (vertical comparison). When assessing appropriateness from a vertical perspective, the remuneration of the Management Board is compared with the remuneration of the employees of TTL Beteiligungs- und Grundbesitz-AG and its group companies. This vertical comparison takes particular account of the ratio of Management Board remuneration to employee remuneration over time.

VIII. Procedure for determining, implementing, and reviewing the compensation system (Section 87a (1) sentence 2 no. 10 AktG)

The Supervisory Board decides on a clear and comprehensible remuneration system for the members of the Management Board and submits the agreed remuneration system to the Annual General Meeting for approval.

The Supervisory Board reviews the remuneration system and the appropriateness of the remuneration of the Management Board at regular intervals and, if necessary, on an ad hoc basis, at its discretion , but at least every four years. To this end, a vertical comparison of the remuneration of the Management Board with the remuneration of employees is carried out (see already under section VII). In addition, the level and structure of remuneration is compared with a peer group defined by the Supervisory Board, consisting of companies in the real estate sector that are generally listed on the stock exchange (so-called horizontal comparison).

The rules applicable to the avoidance and handling of conflicts of interest are also observed in the procedure for determining and implementing the remuneration system.

In the event of significant changes, but at least every four years, the remuneration system shall be resubmitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve the system submitted, the Supervisory Board shall submit a revised remuneration system to the Annual General Meeting for approval at the latest at the next Annual General Meeting.

The Supervisory Board may temporarily deviate from the remuneration system (procedures and regulations governing the remuneration structure) and its individual components or introduce new remuneration components if this is necessary in the interests of the long-term well-being of the company. Under the circumstances mentioned above, the Supervisory Board also has the right to grant new members of the Management Board special payments to compensate for salary losses from a previous employment relationship or lump-sum relocation expenses in the event of a change of location. Deviations may also temporarily lead to a different maximum remuneration amount. A deviation from the remuneration system is only possible on the basis of a corresponding resolution by the Supervisory Board, which determines the exceptional circumstances and the necessity of a deviation. In the event of a deviation, the remuneration report must specify the specific components of the remuneration system from which the deviation was made (Section 162 (1) sentence 2 no. 5 AktG).



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