

ADLER Group S.A.

55, Allée Scheffer, L-2520 Luxembourg

Grand Duchy of Luxembourg

RCS Luxembourg: B 197554

2022

REMUNERATION REPORT
FOR THE FINANCIAL YEAR 2022

I. INTRODUCTION

Summary of legal basis and summary of content

This remuneration report constitutes the report on the remuneration which was awarded or due by ADLER Group S.A. (the **"Company"**) and other entities of the same group (the **"Group"**) to the members of the board of directors (the **"Board"** and each member a **"Director"**) and senior management (**"Senior Management"**) of the Company during the financial year ending 31 December 2022 (the **"FY 2022"**) (the **"Remuneration Report"**).

Pursuant to the Luxembourg law of 24 May 2011 on the exercise of certain rights of shareholders in general meetings of listed companies, as amended (the **"Luxembourg Shareholder Rights' Law"**), the Company is required to submit to its general meeting of shareholders (the **"General Meeting"**), each year, a report on **the remuneration awarded or due to Directors** in the preceding financial year. This Remuneration Report has therefore been prepared in accordance with the specific requirements of the Luxembourg Shareholder Rights' Law and, to the extent possible, the non-binding draft guidelines of the European Commission on the standardised presentation of the remuneration report under Directive 2007/36/EC, as amended by Directive (EU) 2017/828 (the **"EC Guidelines"**).

Furthermore, pursuant to the Luxembourg law of 10 August 1915 on commercial companies, as amended, (the **"Luxembourg Company Law"**) the Board is required to report to the General Meeting on **the remuneration paid/awarded to any persons who hold the position of daily managers** (*délégué(s) à la gestion journalière*) of the Company (the **"Daily Manager"**). This Remuneration Report therefore also covers the remuneration paid/awarded in FY 2022 to the Daily Managers who held office during that year.

In the interests of transparency, while not a legal requirement, this Remuneration Report includes the remuneration awarded/due during FY 2022 to all **members of Senior Management of the Company** who held office during that year, including those who are neither Directors nor Daily Managers.

This Remuneration Report has been approved by the Board on 15 May 2023 and shall be submitted to the annual general meeting of shareholders of the Company (the **"AGM"**) expected to be held on 21 June 2023 for an advisory vote.

In accordance with the applicable laws and the EC Guidelines, this Remuneration Report discloses in detail only the **remuneration actually awarded or due** during FY 2022.

While the variable remuneration which the Senior Management was entitled to earn during FY 2022 was neither paid out nor awarded during 2022, in the interests of transparency, Section VI provides a brief explanation of the expected basis and targets for FY 2022 variable remuneration.

Public availability of this Remuneration Report and information regarding approval of previous remuneration reports

This Remuneration Report, together with remuneration reports for financial years ending 31 December 2021 and 31 December 2020 (**"FY 2021"** and **"FY 2020"**), shall remain publicly available on the Company's website free of charge, at the following link:-

<https://www.adler-group.com/en/investors/corporate-governance/remuneration>

The remuneration reports of FY 2020 and FY 2021 were each submitted for an advisory vote of the General Meeting and were duly approved.

Remuneration policy

Pursuant to the Luxembourg Shareholder Rights Law, the Company is required to establish a remuneration policy on the remuneration to be paid to Directors and to submit such remuneration policy to the General Meeting for an advisory vote. The Company has opted, since the General Meeting held in 2021, to establish its remuneration policy such that it describes not only the remuneration of Directors, but also, the remuneration of members of Senior Management.

On 29 June 2021, the AGM approved a remuneration policy and that remuneration policy was applicable in respect of FY 2022, i.e. the period covered by this remuneration report (such version of the remuneration policy, the **"Relevant Remuneration Policy"**).

The Relevant Remuneration Policy is available on the Company's website:-

<https://www.adler-group.com/en/investors/corporate-governance/remuneration>

At that upcoming AGM, the Company shall submit a revised Remuneration Policy for an advisory vote (the **"Revised Remuneration Policy"**).

Highlights of FY 2022

FY 2022 was characterized by a challenging market environment with rising interest rates and prices as well as the ongoing shortage of materials and skilled labour, placing a particular burden on real estate companies. The Company's FY 2022 was characterised by these macroeconomic developments and the wider global uncertainties and all their corresponding implications.

FY 2022 can also be characterised by the strategic portfolio disposals that were initiated back in 2021 and which continued to be implemented throughout FY2022. The agreement reached with the Company's bondholders in November 2022 marked the decisive milestone on the way to securing the Group's financial stability, with the vast majority of the bondholders supporting the Company's approach. After the decision of The High Court of Justice of England and Wales on 13 April 2023, which approved the restructuring plan of AGPS BondCo PLC (the **"Restructuring Plan"**), a 100% subsidiary of the Company, the Company can now move forward with the implementation of that Restructuring Plan.

This implementation of the Restructuring Plan will be challenging and will impact the Company which may face further liquidity constraints. As part of its strategic realignment, the Company will evolve over the next two years into a Berlin focused residential real estate company with limited development exposure that will diminish over that time. The Restructuring Plan envisages the active disposal of selected portfolios and of development projects beyond projects, which are already planned or firmly agreed for sale (e.g. as part of forward sales). Regarding individual developments, the Company is aiming for a disposal in a sensible fashion reflecting the fundamental value of the assets. Following the implementation of the proposed amendments pursuant to the Restructuring Plan, the Company is not permitted to declare or pay any dividends to shareholders for the year 2022 and thereafter.

There are still risks that threaten the Company's liquidity such as the fact that the Company has still not engaged an approved statutory auditor (since KPMG Luxembourg terminated their mandate in May 2022) as well as higher than anticipated restructuring expenses. Indeed, to meet its cost reduction targets, the Group has unfortunately had to lay off some employees.

Notwithstanding all of the above, the Company achieved its targets concerning the development of its operating business in the financial year ending 31 December 2022. The development of the financial figures (unaudited) reflects the sale of larger portfolios closed in the years 2021 and 2022.

Net rental income amounted EUR 244.5m in 2022 (2021: EUR 346.2m) exceeding the guidance of EUR 233-242m. **Funds from operations from rental activities (FFO 1)** amounted to EUR 86.8m in 2022 (2021: EUR 137.1m), which was in line with the guidance range of EUR 84-88m. For 2022, the FFO 1

translates into a per share basis of EUR 0.74 (2021: EUR 1.17). **EBITDA from rental activities** was at EUR 148.2m (2021: EUR 227.7m).

The **average rent per square-meter** for the core portfolio comprising 26,202 units increased from EUR 7.45 to EUR 7.58 over the course of the year. With a sustained low **vacancy rate** of 1.3% at the end of the year and **growth in rental income** on a like-for-like basis of 1.5%, the Company's core portfolio has again confirmed its quality.

At the end of the financial year 2022, on a like-for-like basis, the **fair value of the yielding portfolio** decreased by 1.9% compared to the end of previous year and amounted to EUR 5.2bn, based on an independent third-party valuation. Mainly due to the non-cash effective negative revaluation of the Group's real estate assets as well as the one-off impairment of receivables, the **net result** amounted to EUR -1,674.8m for the fiscal year 2022 (EUR -1,165.0m in FY21). The **EPRA NTA** amounted to EUR 2,440.1m (EUR 20.77 per share) at the end of fiscal year 2022, compared to EUR 4,268.6m (EUR 36.33 per share) at year-end 2021.

As of 31 December 2022, the newly adopted **EPRA Loan-to-value (LTV)** ratio of the Company stood at 74.5% (2021: 62.7%). The incurrence-based bond covenant LTV for FY 2022 was at 60.9%.

Following significant disposals made from the yielding asset portfolio, the Company expects to generate net rental income in the range of EUR 207-219 million in 2023. The Company refrained from providing a FFO 1 guidance for the year 2023, as the Group's current focus is on steering its liquidity position and deleveraging through asset and portfolio disposals. The agreement with the bondholders provides sufficient time to complete planned disposals.

For further information on the FY 2022 financial figures of the Company and the Group, reference is made to the annual report (including unaudited stand-alone and consolidated accounts and management report) of the Company for the FY 2022 which is available on the Company's website:-

<https://www.adler-group.com/en/investors/publications/financial-results>

Deviations from the Remuneration Policy

As regards the remuneration actually awarded or due to Directors and Senior Management during FY 2022, there were no significant deviations from the Relevant Remuneration Policy.

Regarding the variable remuneration which the Senior Management are entitled to earn during FY 2022 but which was neither awarded or due in FY 2022 (and therefore is not covered in detail in this Remuneration Report), reference is made to Section VI below.

II. REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS OF THE COMPANY

As at the date of publication of this Remuneration Report for the purpose of its approval by the General Meeting, the Board is composed of the following four Directors who held office for the entirety of FY 2022 except as indicated below:

- Prof. Dr. Stefan Kirsten (non-executive independent Director and chairman of the Board, in office since 16 February 2022)
- Mr. Thierry Beaudemoulin (executive Director)
- Mr. Thilo Schmid (non-executive independent Director)
- Mr. Thomas Zinnöcker (non-executive independent Director)

The following persons, who are no longer Directors, each held office as Director for a period during the FY 2022:

- Dr. Peter Maser (former non-executive independent Director and deputy chairman of the Board; resigned on 30 April 2022)
- Mr. Maximilian Rienecker (former executive Director; resigned on 30 April 2022)
- Ms. Arzu Akkemik (former non-executive independent Director; resigned on 30 April 2022)
- Mr. Claus Jørgensen (former non-executive Director; resigned on 30 April 2022)
- Dr. Michael Bütter (former non-executive Director; resigned on 31 January 2022)

The remuneration of Directors is determined by the General Meeting.

On 29 September 2020 the General Meeting approved the following gross remuneration of the Directors which is applicable from the start of FY 2020 and shall remain applicable until there is a subsequent General Meeting amending same:

- an annual fixed remuneration in a gross amount of EUR 150,000 for the role as the chairman of the Board;
- an annual fixed remuneration in a gross amount of EUR 100,000 for the role as the deputy chairman of the Board;
- an annual fixed remuneration in a gross amount of EUR 75,000 for the role as a Director of the Company (excluding the chairman and deputy chairman of the Board);
- an additional annual fixed remuneration in a gross amount of EUR 25,000 for any Director who also acts as the chairman of any committee of the Company;
- an additional fee in a gross amount of EUR 1,500 per attendance of a Director at any meeting of the Board or any meeting of a committee of the Company, of which the Director is a member.

If a Director is not appointed for the entire duration of a given financial year, the annual fixed remuneration shall be paid *pro rata temporis* for the relevant period of appointment during the respective year.

Furthermore, for FY 2022, all Directors were covered by the Company's directors' & officers' liability insurance and were entitled to reimbursement of any reasonable costs incurred within the scope of their duties as Directors, upon presentation of proof of payment of such costs.

Current Directors

The total remuneration paid out or due to the executive and non-executive current Directors in respect of FY 2022 is in a gross amount of EUR 815,133 plus the value of any directors' & officers' liability insurance, expenses and VAT.

The following table displays the total remuneration (in gross figures in Euro) paid out to **current non-executive directors**, split out by component:-

Name and position	Fixed remuneration (aside from directors' and officers' insurance, no other benefits are awarded)	Total
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	Annual fixed remuneration	Attendance fees	
Prof. Dr. Stefan Kirsten*	2022	2022	2022
non-executive independent Director and chairman of the Board	146,027	75,000	221,027
member and chairman of the nomination and compensation committee			
member of the audit committee			
member of the investment and financing committee			
member of the nomination and compensation committee			
*position held from 16 February 2022, re-appointed on 29 June 2022			
Mr. Thilo Schmid*	2022	2022	2022
non-executive independent Director	97,106	108,000	205,106
member and chairman of the audit committee			
member of the nomination and compensation committee	2021	2021	2021
member of the steering committee	75,000	58,500	133,500
*position held from 29 September 2020, re-appointed on 29 June 2022			
Mr. Thomas Zinnöcker*	2022	2022	2022
non-executive independent Director	100,000	108,000	208,000
member and chairman of the investment and financing committee			
member of the audit committee	2021	2021	2021
member of the nomination and compensation committee	100,000	59,500	149,500
*position held from 29 September 2020, re-appointed on 29 June 2022			

The following table displays the total remuneration (in gross figures in Euro) paid out to the **current executive director**, split out by component:-

Name and position	Fixed remuneration (aside from directors' and officers' insurance, no other benefits are awarded)		Total
	Annual fixed remuneration	Attendance fees	
	2022	2022	2022

Mr. Thierry Beaudemoulin* executive Director and chief executive officer chairman and member of the ad hoc committee of the Company *position held from 10 December 2019, re-appointed on 29 June 2022 <i>Note: the remuneration related to this Director's mandate as co-chief executive officer and Daily Manager is explained in the next section of this Remuneration Report</i>	100,000	81,000	181,000
	2021	2021	2021
	100,000	40,500	140,500

Former Directors

The total remuneration paid to the former non-executive and executive Directors in respect of FY 2022 is in a gross amount of EUR 279,481, plus the value of any directors' & officers' liability insurance, expenses and VAT.

The following table displays the total remuneration (in gross figures in Euro) paid out to **former non-executive directors who held office in FY 2022**, split out by component:-

Name and position	Fixed remuneration (aside from directors' and officers' insurance, no other benefits are awarded)		Total
	Annual fixed remuneration	Attendance fees	
Dr. Peter Maser* Former non-executive independent Director and deputy chairman of the Board (during the FY 2021 Dr. Peter Maser acted as chairman of the Board) Former member of the audit committee Former member of the investment and financing committee Former member and chairman of the nomination and compensation committee * resigned on 30 April 2022	2022	2022	2022
	47,648	55,500	103,148
	2021	2021	2021
	175,000	79,500	254,500
Dr. Michael Bütter* Former non-executive independent Director Former member and chairman of the audit committee *resigned on 31 January 2022	2022	2022	2022
	8,333	10,500	18,833
	2021	2021	2021
	100,000	58,500	158,500
Ms. Arzu Akkemik* Former non-executive independent Director Former member of the nomination and compensation committee *resigned on 30 April 2022	2022	2022	2022
	25,000	39,000	64,000
	2021	2021	2021
	75,000	42,000	117,000

Mr. Claus Jørgensen* Former non-executive independent Director Former member of the investment and financing committee *resigned on 30 April 2022	2022	2022	2022
	25,000	18,000	43,000
	2021	2021	2021
	75,000	40,500	115,500

The following table displays the total remuneration (in gross figures in Euro) paid out to **former executive directors**, split out by component:-

Name and position	Fixed remuneration (aside from directors' and officers' insurance, no other benefits are awarded)		Total
	Annual fixed remuneration	Attendance fees	
Mr. Maximilian Rienecker* Former executive Director and co-chief executive officer Former member of the ad hoc committee of the Company *resigned on 30 April 2022 <i>Note: the remuneration related to this Director's mandate as co-chief executive officer and Daily Manager is explained in the next section of this Remuneration Report.</i>	2022	2022	2022
	25,000	25,500	50,500
	2021	2021	2021
	75,000	40,500	115,500

III. REMUNERATION OF SENIOR MANAGEMENT

The remuneration of members of the Senior Management and Daily Managers is determined by the Board (and, if applicable by the relevant governing body of the respective Group company) and is subject to individual service agreements between the Company and/or other Group entities and the respective member of Senior Management.

As at the date of publication of this Remuneration Report for the purpose of its approval by the General Meeting, the Senior Management of the Company is composed of:-

- **Mr. Thierry Beaudemoulin** (director and chief executive officer ("CEO"), position held from 10 December 2019; noting that until 30 April 2022 he acted as a co-CEO together with Mr. Maximilian Rienecker; Mr Thierry Beaudemoulin is also appointed as a Daily Manager.
- **Mr. Thomas Echelmeyer** (chief financial officer ("CFO")), position held from 1 September 2022. From 1 June 2022 until 31 August 2022 Mr Thomas Echelmeyer acted as an interim chief financial officer; and
- **Mr. Sven-Christian Frank** (chief legal officer ("CLO")), position held from 1 September 2020.

The following persons were members of Senior Management for a period during the FY 2022 but are no longer members of Senior Management:

- **Mr. Maximilian Rienecker** (former Director, co-CEO and Daily Manager) resigned with effect as of 30 April 2022.

- **Dr. Bernd Schade** (former member of the Senior Management and chief development officer) resigned with effect as of 7 June 2022.

General framework

The Senior Management remuneration system in place for the FY 2022 provided for a fixed annual salary, a short-term incentive ("**STI-Bonus**") and a long-term incentive ("**LTI-Bonus**"). Members of Senior Management were also entitled to receive certain fringe benefits and were covered by the directors' & officers' liability insurance. In addition, the Senior Management was entitled to reimbursement of any reasonable costs incurred within the scope of their duties as senior executives, upon presentation of proof of payment of such costs.

Annual base remuneration – general framework

Pursuant to the service agreements with the Company and/or other Group companies, the current members of Senior Management are entitled to receive the following gross fixed annual remuneration (*pro rata temporis* as applicable):

- Mr. Thierry Beaudemoulin - EUR 600,000 per annum.
- Mr Thomas Echelmeyer - EUR 600,000 per annum (part of which is paid pursuant to a service agreement with Adler Properties GmbH);
- Mr. Sven-Christian Frank - EUR 500,000 per annum (part of which is paid pursuant to a service agreement with Adler Properties GmbH and ADLER Real Estate AG).

Pursuant to the respective service agreements with the Company and/or other Group companies, the following former members of Senior Management were entitled to receive the following gross fixed annual remuneration (*pro rata temporis* as applicable):

- Mr Maximilian Rienecker - EUR 600,000 per annum (part of which was paid pursuant to a service agreement with Adler Properties GmbH).
- Dr. Bernd Schade - EUR 400,000 (which was paid pursuant to a service agreement with Consus Real Estate AG).

STI-Bonus – general framework

The STI-Bonus is an annual payment dependent on the achievement of certain targets, which are agreed between the relevant member of Senior Management and the Company. The Board may also decide to attribute a discretionary bonus.

Pursuant to the respective service agreements with the Company and in some cases, other Group entities, the maximum STI-Bonus payable to current members of Senior Management *pro rata temporis* (as applicable) is as follows:

- Mr Thierry Beaudemoulin - EUR 350,000 per annum.
- Mr Thomas Echelmeyer - EUR 350,000 per annum.
- Mr Sven-Christian Frank - EUR 300,000 per annum (EUR 150,000 per annum until 8 June 2022).

As regards the former members of Senior Management who held office for only a part of FY 2022:-

- Pursuant to (i) the service agreement between Mr. Maximilian Rienecker and the Company and (ii) the service agreement between Mr. Maximilian Rienecker and Adler Properties GmbH, the

maximum STI-Bonus payable to Mr. Maximilian Rienecker (*pro rata temporis* as applicable) was EUR 350,000 per annum.

- Pursuant to the service agreement between Dr. Bernd Schade and Consus Real Estate AG, the STI-Bonus would be calculated based on the base value for the respective financial year multiplied with the respective overall target achievement level of 50% to a maximum of 150%. The base value for calculating the STI-Bonus was: (i) for the first year: EUR 200,000; and (ii) for each of the next two years: EUR 150,000 which had to be calculated for each financial year on a *pro rata temporis* basis.

LTI-Bonus – general framework

The following current members of Senior Management - Mr Thierry Beaudemoulin, Mr Thomas Echelmeyer and Mr Sven-Christian Frank - are eligible to earn an LTI-Bonus, to be settled in shares of the Company (if the Company can issue said shares) or in cash (if the Company cannot issue shares).

Pursuant to the respective service agreements with the Company and in some cases, other Group entities, the maximum LTI-Bonus payable to members of Senior Management (*pro rata temporis* as applicable) is as follows:

- Mr Thierry Beaudemoulin - EUR 350,000 per annum.
- Mr Thomas Echelmeyer - EUR 350,000 per annum;
- Mr Sven-Christian Frank - EUR 200,000 per annum (EUR 155,000 per annum until 8 June 2022).

As regards the former members of Senior Management who held office for only a part of FY 2022:-

- Pursuant to (i) the service agreement between Mr. Maximilian Rienecker and the Company and (ii) the service agreement between Mr. Maximilian Rienecker and Adler Properties GmbH, the maximum LTI-Bonus payable to Mr. Maximilian Rienecker (*pro rata temporis* as applicable) was EUR 350,000 per annum.
- Pursuant to the service agreement between Dr. Bernd Schade and Consus Real Estate AG, Dr. Schade would have been entitled to a LTI-Bonus – a virtual participation in Consus Real Estate AG in an amount of EUR 500,000 after a waiting period of three years as of the date of commencement of his service agreement and if certain conditions defined in the service agreement were fulfilled.

Termination of service agreements during FY 2022

Termination of service agreements with Mr. Maximilian Rienecker

The Company, Adler Properties GmbH and Mr. Maximilian Rienecker signed a termination by common consent agreement whereby the parties agreed to mutually terminate the service agreements and to pay as full and final settlement all remuneration which Mr. Rienecker was entitled to pursuant to the respective service agreements: STI-Bonus for the FY 2021, LTI-Bonus for the FY 2020 and FY 2021, and a severance payment in an amount equal to two annual salaries (annual fixed salary, STI-Bonus and LTI-Bonus) capped to that amount which he would have been entitled to earn for the remaining term of the service agreement (9 December 2023) if it was not terminated prematurely. The settlement followed the principle of *pacta sunt servanda*.

Termination of service agreements with Dr. Bernd Schade

Consus Real Estate AG and Dr. Bernd Schade signed a termination agreement whereby the parties agreed to mutually terminate the service agreement and to pay as full and final settlement all remuneration which Dr. Schade was entitled to pursuant to his service agreement: STI-Bonus for the FY 2021 and FY 2022 and a lump sum settlement payment for the sake of settling all remuneration claims.

Total remuneration of current members of Senior Management

The total remuneration **awarded or due to the current members of Senior Management during FY 2022** is in a gross amount of EUR 2,272,316, plus insurance premium for directors' & officers' liability insurance, expenses and VAT.

Note that the reference to "due" in this context is important as regards the LTI-Bonus. For all other remuneration described in this Remuneration Report, all amounts which became due in FY 2022 were also paid out. However, for the LTI-Bonus, even though it was decided upon during FY 2022 (in respect of the work completed during FY 2021), it shall only be paid out at termination of the relevant service agreements..

The STI-Bonus and LTI-Bonus earned during FY 2022 are not reported on in the table below because they were not awarded or paid out during FY 2022.

The following table displays the total remuneration (in gross figures in Euro) **awarded or due in FY 2022 to current members of senior management** who held office during the FY 2022, split out by component:-

Name and position	Fixed remuneration		Variable remuneration		Extraordin ary items	Total	Proportion of fixed and variable remuneration NOTE: does not include extraordinary items
	Base salary	Fringe benefits	STI- Bonus	LTI- Bonus			
Mr. Thierry Beaudemoulin* Executive director and Daily Manager chairman and member of the ad hoc committee of the Company * position held from 10 December 2019 <i>Note: the remuneration related to this person's mandate as director is explained in the previous section of this Remuneration Report</i>	2022	2022	2022	2022	2022	2022	2022
	600,000	37,030 *car lease; health insurance	218,750 *STI-Bonus for the FY 2021 STI-Bonus for FY 2022 - the amount will be determined and will be payable only after the close of FY2022 and will be reported in the next financial year	70,000 *LTI-Bonus for the FY 2021 LTI-Bonus for FY 2022 - the amount will be determined only after the close of FY2022 and therefore is not reported on herein	156,250* *Discretionary bonus	1,082,030	69%/31%
	2021	2021	2021	2021	2021	2021	2021
	600,000	34,332 *car lease; health insurance	338,908* *STI-Bonus for the FY 2020. A small portion of this amount related to	297,466* *LTI-Bonus for the FY 2020. A small portion of this amount related to	N/A	1,270,706	50%/50%

			the period 10 December 2019 – 31 December 2020 but the decision on granting this bonus was taken for the entire period 10 December 2019 to 31 December 2020 in 2021 *maximum bonus - all predetermin ed targets set for the FY 2020 were achieved	the period 10 December 2019 – 31 December 2020 but the decision on granting this bonus was taken for the entire period 10 December 2019 to 31 December 2020 in 2021 *maximum bonus - all predetermin ed targets set for the FY 2020 were achieved *payable on or about the time of terminatio n of the appointme nt			
Thomas Echelmeyer Chief financial officer *position held from 1 September 2022. *From 1 June 2022 until 31 August 2022 Mr Thomas Echelmeyer acted as an interim chief financial officer	2022 200,000 *paid/due by the Company/ Adler Properties GmbH	2022 14,000 *health insurance; car allowance	2022 STI-Bonus for the FY 2021 – N/A STI-Bonus for FY 2022 - the amount will be determined and will be payable only after the close of FY2022 and will be reported in the next financial year	2022 LTI-Bonus for the FY 2021 – N/A LTI-Bonus for FY 2022 - the amount will be determined and will be payable only after the close of FY2022 and will be reported in the next financial year	2022 355,987 pursuant to the consultancy agreement and termination of the consultancy agreement (with respect to the services of the interim chief financial officer)	2022 569,987	2022 100%/0%
Mr. Sven-Christian Frank* CLO *position held from 1 September 2020 Note: Mr. Frank has a service agreement with another Group company,	2022 463,872 * paid/due by the Company/Adler Properties GmbH/ ADLER Real Estate AG	2022 15,927 * health insurance; car lease * paid/due by the Company/Adler Properties GmbH/	2022 109,500 *STI-Bonus for the FY 2021 STI-Bonus for FY 2022 - the amount will be determined	2022 31,000 *LTI-Bonus for the FY 2021 LTI-Bonus for FY 2022 - the amount will be determined	2022 N/A	2022 620,299	2022 77%/23%

ADLER Real Estate AG but any remuneration received by Mr. Frank pursuant to the ADLER Real Estate AG service agreement is netted against the remuneration he receives pursuant to the service agreements with the Company/ADLER Properties GmbH		ADLER Real Estate AG	and will be payable only after the close of FY2022 and will be reported in the next financial year	and will be payable only after the close of FY2022 and will be reported in the next financial year			
	2021	2021	2021	2021	2021	2021	2021
	420,000 *paid/due by the Company/ Adler Properties GmbH	17,215 *car lease; health insurance *paid/due by the Company/ Adler Properties GmbH	50,137 *STI-Bonus for the FY 2020 *maximum bonus - all predetermined targets set for the FY 2020 were achieved	51,808 *LTI-Bonus for the FY 2020 *maximum bonus - all predetermined targets set for the FY 2020 were achieved *payable on or about the time of termination of the appointment	166,667 *paid by Adler Real Estate AG and relates to the STI and LTI bonus for the activities within a group for a period from 1 January 2020 until 31 August 2020, i.e. a period during which Mr. Frank had a corporate mandate in ADLER Real Estate AG and until the appointment of Mr. Frank as the CLO of the Company	705,827	62%/38%

Total remuneration of former members of Senior Management

The total remuneration **awarded or due to the former members of Senior Management during FY 2022** is in a gross amount of EUR2,380,834, plus insurance premium for directors' & officers' liability insurance, expenses and VAT.

The following table displays the total remuneration (in gross figures in Euro) awarded or due to the **former members of senior management**, split out by component:

Name and position	Fixed remuneration		Variable remuneration		Extraordinary items	Total	Proportion of fixed and variable remuneration NOTE: does not include extraordinary items
	Base salary	Fringe benefits	STI-Bonus	LTI-Bonus			
	2022	2022	2022	2022	2022	2022	2022

Mr. Maximilian Rienecker* Former executive director and co-CEO Former member of the ad hoc committee of the Company *resigned on 30 April 2022 <i>Note: the remuneration related to this person's mandate as director is explained in the previous section of this Remuneration Report</i>	200,000	16,324	175,000	70,000	1,361,260	1,822,584	47%/53%
	* paid/due by the Company/ Adler Properties GmbH.	* health insurance; car allowance	* STI-Bonus for the FY 2021	* LTI-Bonus for the FY 2021. * The LT-Bonus was paid out in the FY 2022 pursuant to the termination by common consent agreement	* pursuant to the termination by common consent agreement * paid/due by the Company/ Adler Properties GmbH		
	2021	2021	2021	2021	2021	2021	2021
	600,000	44,764	256,027	256,027	92,555	1,249,373	52%/48%
	*paid/due by the Company/ Adler Properties GmbH	*car lease; health insurance	*STI-Bonus for the FY 2020 *maximum bonus - all predetermined targets set for the FY 2020 were achieved	*LTI-Bonus for the FY 2020 *maximum bonus - all predetermined targets set for the FY 2020 were achieved * The LT-Bonus was paid out in the FY 2022 pursuant to the termination by common consent agreement	* paid by Adler Properties GmbH and relates to the STI and LTI bonus for the activities within a group for a period from 1 January 2020 until 8 April 2020, i.e. a period during which Mr. Rienecker had a corporate mandate in ADLER Real Estate AG and until the appointment of Mr. Rienecker as the co-CEO of the Company		
Dr. Bernd Schade* Former CDO *position of CDO held from 1 November 2021 *resigned on 7 June 2022	2022	2022	2022	2022	2022	2022	2022
	183,333	8,250	116,667	N/A	250,000	558,250	62%/38%
	* paid/due by Consus Real Estate AG	* paid/due by Consus Real Estate AG	* paid pursuant to the termination agreement and relates to the FY 2021 and FY 2022 * paid/due by Consus Real Estate AG		* pursuant to the termination agreement * paid/due by Consus Real Estate AG		
	2021	2021	2021	2021	2021	2021	2021
	66,667	3,000	N/A	N/A	N/A	69,667	100%/0%
	*paid/due by Consus Real Estate AG	*paid/due by Consus Real Estate AG					

IV. COMPLIANCE WITH THE RELEVANT REMUNERATION POLICY

Remuneration of Directors

The remuneration actually paid out to the Directors during the FY 2022 complied with the Relevant Remuneration Policy.

In accordance with the Relevant Remuneration Policy, in order to ensure sound corporate governance and to avoid the arising of any potential conflicts of interest, Directors did not receive any variable remuneration for their role as Directors of the Company. They only received the fixed remuneration and fees for each attendance at a meeting of the Board or committees of the Company as set out in Section II above. Furthermore, all Directors were covered by the Company's directors' & officers' liability insurance and were reimbursed of any reasonable costs incurred within the scope of their duties as Directors, upon presentation of proof of payment of such costs.

Remuneration of Senior Management

In accordance with the Relevant Remuneration Policy, the members of Senior Management received fixed remuneration (as detailed above) payable in 12 equal instalments at the end of each calendar month, for which they were in office.

In accordance with the Relevant Remuneration Policy, in FY 2022, the members of Senior Management were awarded with an STI-Bonus for the FY 2021 based on the achievement of certain targets:

	Thierry Beaudemoulin CEO	Maximilian Rienecker Former Co-CEO	Sven-Christian Frank CLO
FFO 1 per share Weighting co-CEO - 50% Weighting CLO - 47.5%	EUR 175,00	EUR 175,000	EUR 71,250
EBITDA from sales activities Weighting co-CEO - 25% Weighting CLO - 22.5%	EUR 0	EUR 0	EUR 0
Soft goals Weighting co-CEO - 25% Weighting CLO - 30%	EUR 43,750	EUR 0	EUR 38,250
Total STI-Bonus for the FY 2021	EUR 218,750	EUR 175,000	EUR 109,500

In accordance with the Relevant Remuneration Policy, in FY 2022, the members of Senior Management were awarded with an LTI-Bonus for the FY 2021 based on the achievement of certain targets:

	Thierry Beaudemoulin CEO	Maximilian Rienecker Former Co-CEO	Sven-Christian Frank CLO
Reduction in the share price discount to the EPRA NAV per share Weighting - 50%	EUR 0	EUR 0	EUR 0
EPRA NAV per share Weighting - 20%	EUR 0	EUR 0	EUR 0
ESG Weighting - 30%	EUR 70,000	EUR 70,000	EUR 31,000
Total LTI-Bonus for the FY 2021	EUR 70,000	EUR 70,000	EUR 31,000

Furthermore, in accordance with the Relevant Remuneration Policy, the Board decided to grant Mr Beaudemoulin an additional bonus of EUR 156,250 for outstanding performance, in particular with regard to portfolio disposals in the FY 2021.

The members of the Senior Management were covered by the Company's directors' & officers' liability insurance and were reimbursed of any reasonable costs incurred within the scope of their duties, upon presentation of proof of payment of such costs.

Certain fringe benefits were provided to Senior Management in accordance with the Relevant Remuneration Policy and as contractually agreed in their service agreements, including in particular, a company car, private health insurance and other insurance policies.

V. COMPARATIVE INFORMATION

Comparative information illustrating the changes in remuneration of individual Directors and Daily Managers between the FY 2022 and the FY 2021, split out by component, is provided in Sections II and III, respectively, of this Remuneration Report.

Presented in the table below is a comparative overview of the global amounts awarded or due during a given financial year as compared to the preceding year, i.e. between the FY 2022 and the FY 2021, FY 2021 and the FY 2020, the FY 2020 and the FY 2019 .

Annual Change	FY 2022 vs FY 2021	FY 2021 vs FY 2020	FY 2020 vs FY 2019	FY 2022
Directors and Daily Manager				
Prof. Dr. Stefan Kirsten* Non-executive independent Director and chairman of the Board *position held from 16 February 2022, re-appointed on 29 June 2022	N/A	N/A	N/A	EUR 221,027
Dr. Peter Maser* Former non-executive independent director and chairman of the Board *resigned on 30 April 2022	EUR 103,148 vs EUR 254,500 Annual change: -59% For explanatory purposes <i>pro rata temporis</i> for the from 1 January 2022 until 30 April	EUR 254,500 vs EUR 215,941.26 Annual change: +18%	EUR 215,941.26 vs EUR 8,823 Annual change: +2,347% For explanatory purposes <i>pro rata temporis</i> for the period of 22 calendar days (period of appointment in	EUR 103,148

	2022 (period of appointment in 2022): 103,148 vs 84,833; change: +22%		2019): 2,980 vs 8,823; change: +47 %	
Mr. Thierry Beaudemoulin* executive director and co-CEO (as of 30 April 2022 – chief executive officer) *position held from 10 December 2019	EUR 1,263,030 vs EUR 1,402,206 Annual change: -10%	EUR 1,402,206 vs EUR 725,238.06 Annual change: +93%	EUR 725,238.06 vs EUR 40,079.73 Annual change: +1,709% For explanatory purposes <i>pro rata temporis</i> for the period of 22 calendar days (period of appointment in 2019): 43,594 vs 40,079.73; change: +9 %	EUR 1,263,030
Mr. Maximilian Rienecker* Former executive director and co-CEO *resigned on 30 April 2022	EUR 2,129,084 vs EUR 1,364,873 Annual change: +56% The Company. Adler Properties GmbH and Mr. Maximilian Rienecker signed a termination by common consent agreement	EUR 1,364,873 vs EUR 540,213.77 Annual change: +153%	N/A	EUR 2,129,084
Ms. Arzu Akkemik* Former non-executive independent director *resigned on 30 April 2022	EUR 64,000 vs EUR 117,000 Annual change: -45% For explanatory purposes <i>pro rata temporis</i> for the period of 4 months (period of appointment in 2022): 64,000 vs	EUR 117,000 vs EUR 102,000 Annual change: +17%	EUR 102,000 vs EUR 8,823 Annual change: +1,056% For explanatory purposes <i>pro rata temporis</i> for the period of 22 calendar days (period of appointment in 2019): 6,131 vs 8,823; change: -31 %	EUR 64,000

	39,000; change: +64%			
Dr. Michael Bütter* former non-executive independent director *resigned on 31 January 2022	EUR 18,833 vs EUR 158,500 Annual change: -88% For explanatory purposes <i>pro rata temporis</i> for the period of 1 month (period of appointment in 2022): EUR 18,833 vs EUR 13,208; change: +43%	EUR 158,500 vs EUR 137,500 Annual change: +15%	EUR 137,500 vs EUR 87,500 Annual change: +57%	EUR 18,833
Mr. Claus Jørgensen* Former non-executive director * resigned on 30 April 2022	EUR 43,000 vs EUR 115,500 Annual change: -63% For explanatory purposes <i>pro rata temporis</i> for the period of 4 months (period of appointment in 2022): EUR 43,000 vs EUR 38,500; change: +12%	EUR 115,500 vs EUR 26,659.84 Annual change: +233% For explanatory purposes <i>pro rata temporis</i> for the period of 94 calendar days (period of appointment in 2020): 29,745.21 vs 26,659.84; change: +12 %	N/A	EUR 43,000
Mr. Thilo Schmid* non-executive director *position held from 29 September 2020	EUR 205,106 vs EUR 133,500 Annual change: +54%	EUR 133,500 vs EUR 32,659.84 Annual change: +209% For explanatory purposes <i>pro rata temporis</i> for the period of 94 calendar days (period of appointment in 2020): 34,380.82 vs 32,659.84; change: +5%	N/A	EUR 205,106
Mr. Thomas Zinnöcker* non-executive independent director *position held from 29 September 2020	EUR 208,000 vs EUR 149,500 Annual change: +39%	EUR 149,500 vs EUR 34,546.45 Annual change: +233% For explanatory purposes <i>pro rata</i>	N/A	EUR 208,000

		<i>temporis</i> for the period of 94 calendar days (period of appointment in 2020): 38,501.37 vs 34,546.45, change: +11 %		
Mr. Sven-Christian Frank* CLO *position held from 1 September 2020	EUR 620,299 vs EUR 705,827 Annual change: -12%	EUR 705,827 vs EUR 158,047 Annual change: +347% For explanatory purposes <i>pro rata temporis</i> for the period of 152 calendar days (period of appointment in 2020): EUR 235,276 vs EUR 158,047, change: +49 %	N/A	EUR 620,299
Dr. Bernd Schade* CDO *position held from 1 November 2021 * resigned on 30 April 2022	EUR 558,250 vs EUR 69,667 Annual change: +701% Consus Real Estate AG and Dr. Bernd Schade signed the termination agreement.	N/A	N/A	EUR 558,250
Company's performance				
Criterion/ metric A – EPRA NAV	EUR 2,013,163,000 vs EUR 3,948,718,000	EUR 3,948,718,000 vs EUR 5,190,156,000	EUR 5,213,874,000 vs EUR 2,923,601,000	EUR 2,013,163,000
Criterion/ metric B – FFO1	EUR 86,779,000 vs EUR 137,072,000	EUR 137,072,000 vs EUR 107,128,000	EUR 107,128,000 vs EUR 63,173,000	EUR 86,779,000
Criterion/ metric C - vacancy rate	1.3% vs 1.1%	1.1% vs 3.4%	3.4% vs 4.0%	1.3%
Average remuneration on a full-time equivalent basis of employees				
Full-time employees of the Company <i>Notes:-</i>	EUR 88,824,65 vs. EUR 123,606,10	EUR 123,606.10 vs EUR 56.066.80	EUR 56,066.80 vs EUR 53,700	EUR 88,824,65

- the Company had four employees during the FY 2022				
Company's Group (on a consolidated basis) <i>Note: the reported amounts are calculated by dividing the total amount of payroll and related expenses by average number of full-time employees during the FY 2022</i>	EUR 33,016.17 vs EUR 49,960.33	EUR 49,960.33 vs EUR 33,748.47	EUR 33,748.47 vs EUR 46,081.92	EUR 33,016.17

VI. VARIABLE REMUNERATION (STI-BONUS AND LTI-BONUS) OF SENIOR MANAGEMENT IN RESPECT OF FY 2022

Due to the extraordinary events and in particular, the uncertainty, facing the Company in FY 2022, targets for the STI-Bonus and LTI-Bonus were not defined during the course of FY 2022. With the Restructuring Plan being approved, the Company has defined a new strategy which will focus primarily on securing financial stability and deleveraging. In line with this, a Revised Remuneration Policy shall be submitted to the upcoming AGM for approval.

In fixing the targets for FY 2022 retrospectively, the Board considered it appropriate to do so in compliance with the Revised Remuneration Policy which is better aligned with the current strategy of the Company than its predecessor.

STI-Bonus FY 2022

The Board considers that the only appropriate STI-Bonus target which could be set for FY 2022 is the maintaining of the Company's solvency. The Company faced unprecedented challenges during FY 2022 and the current members of Senior Management should be rewarded for their outstanding support to the Company which ensured that this Company is still a going concern. As a reward for their unwavering support for the Company during these tumultuous times, the Board has resolved to award the maximum STI-Bonus to the CEO, CFO and CLO for the financial year ended FY 2022, which shall be paid out at the next payroll run following the upcoming AGM.

LTI-Bonus FY 2022

To truly respect the long-term nature of an LTI-Bonus, the Board intends to set a target for FY 2022 which shall be assessed over an extended period, and which shall motivate Senior Management to increase equity value: to maximise the value of the Company's assets in view of eventual distribution to the shareholders. The precise LTI-Bonus target(s) for FY 2022 are not yet determined save that they should be aligned with the targets which shall ultimately be set for the financial year ended 31 December 2023 and those targets

shall be formulated so that they motivate Senior Management. The precise targets will be set in the coming months.

2022

REMUNERATION REPORT
FOR THE FINANCIAL YEAR 2022