

**ADLER Group S.A.**

**55, Allée Scheffer, L-2520 Luxembourg**

**Grand Duchy of Luxembourg**

**RCS Luxembourg: B 197554**

# 2023

**REVISED REMUNERATION REPORT  
FOR THE FINANCIAL YEAR 2023**

## I. INTRODUCTION

The remuneration report of ADLER Group S.A. for the financial year ending 31 December 2023 was approved on an advisory basis by the annual general meeting held on 25 June 2024 (the "**Previous Remuneration Report**"). However, the Previous Remuneration Report contained an error regarding the remuneration of the chief legal officer of ADLER Group S.A. - the remuneration (base salary) paid by ADLER Group S.A. was mistakenly excluded in sections (iii) and section (v). The Previous Remuneration Report has now been revised to correct this error and to reflect that the consolidated financial statements and annual accounts of ADLER Group S.A. for the financial year ending 31 December 2024 are audited.

### **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 2023 (the "**FY 2023**") (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 2023 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 2023 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 14 October 2024 and shall be submitted to the ordinary general meeting of shareholders of the Company (the "**OGM**") expected to be held on 27 November 2024 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 2023.

While the variable remuneration which the Senior Management was entitled to earn during FY 2023 was neither paid out nor awarded during 2023, in the interests of transparency, Section VI provides a brief explanation of the expected basis and targets for FY 2023 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 2022, 31 December 2021, 31 December 2020 and 31 December 2019 ("**FY 2022**", "**FY 2021**", "**FY 2020**" and "**FY 2019**"), 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 2019, FY 2020, FY 2021 and FY 2022 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 21 June 2023, the AGM approved a remuneration policy and that remuneration policy was applicable in respect of FY 2023, i.e. the period covered by this remuneration report (the "**Remuneration Policy**").

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

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

At the upcoming OGM, the Company shall submit a revised Remuneration Policy for an advisory vote to confirm that remuneration of members of the Board shall only be composed of annual fixed remuneration and no additional fee for attendance of the Board of committee meetings shall be added.

### ***Highlights of FY 2023***

The Company concluded the FY 2023 with a robust operational performance, underlined by a strong like-for-like rental growth of 5.1% over the financial year and a vacancy rate of just 1.1%. The average residential rent per square meter increased to EUR 7.60 compared to EUR 7.58 in 2022 despite the disposal of the "Wasserstadt" portfolio in Berlin, with c.700 new built units not falling under the Mietspiegel. By year-end 2023, the rental portfolio amounted to 25,043 units, of which 17,738 units are in the Berlin area.

The FY 2023 results reflect Company's successful disposals of portfolio assets, in order to generate liquidity, cover financial maturities and to reposition the portfolio. The disposal of the Berlin-based "Wasserstadt" rental portfolio was one of the largest transactions in the German residential sector last year.

However, given the tough transaction market environment, disposals are lagging the original plans. In response, the Company is proactively revising its restructuring framework, focusing on two key pillars: (i) a revised business plan to restructure the Group's most difficult assets and to participate in the expected market recovery, and (ii) a financial restructuring which improves the Group's cash position, stabilises the debt structure by postponement of maturities beyond 2026/27 and provides a sufficient equity position until maturity of Company's prolonged debt in order to provide a solid foundation for the Group's going concern for at least, but not limited to the next two years.

Net rental income was EUR 210,000,000 compared to EUR 245,000,000 in FY 2022, a decrease which was mainly due to asset disposals, both in FY 2022 and FY 2023. Hence, the Company met its FY 2023 guidance of EUR 207,000,000 to EUR 219,000,000. Adjusted EBITDA from rental income was EUR

110,000,000 (FY 2022: EUR 148,000,000). For FY 2024, Group expects net rental income in the range of EUR 200,000,000 to EUR 210,000,000.

The gross asset value (GAV) of the yielding portfolio came down from EUR 5,200,000,000 as per December 2022 to EUR 4,200,000,000 as per December 2023 (of which EUR 3,600,000,000 in Berlin), driven by both disposals and the portfolio revaluations. The I-f-I yielding portfolio revaluation amounted to minus 12.8%. However, the pace of devaluation slowed down significantly in the second half of 2023 compared to the first half.

In the fourth quarter 2023, Group placed EUR 191,000,000 of 1.5 lien notes with annual PIK interest amount of 21% due end July 2025. Gross proceeds from disposals amount to EUR 530,000,000 with associated debt repaid of EUR 270,000,000 and net cash generation of EUR 200,000,000. The total cash position at year end 2023 amounts to EUR 377,000,000.

The financial results were, however, negatively impacted by extraordinary expenses related to the restructuring program and its financing. Legal and consultancy costs as well as interest expenses were particularly noticeable, as well as the significant devaluations of the real estate assets. Overall, the aforementioned expenses resulted in a loss from operating activities of EUR 1,464,000,000 in FY 2023 (previous year: minus EUR 1,272,000,000). In addition, there was a negative financial result of EUR 497,000,000 (previous year: minus EUR 535,000,000).

The negative earnings situation is also reflected in the key figures FFO, EPRA NTA and EPRA LTV. For the first time, FFO I was negative at minus EUR 43,000,000 (previous year: plus EUR 87,000,000) due to the increasing interest burden. The EPRA NTA amounted to EUR 529,000,000, or EUR 3.49 per share, as of 31 December 2023, compared to EUR 2,400,000,000 / EUR 20.77 per share as of 31 December 2022. EPRA LTV was 97.6% (74.5% at the end of FY 2022).

For further information on the FY 2023 financial figures of the Company and the Group, reference is made to the annual report (including stand-alone and consolidated accounts and management report) of the Company for the FY 2023 which is available on the Company's website:-

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

### ***Deviations from the Remuneration Policy***

There were no deviations from the Remuneration Policy with respect to the remuneration awarded or due to Directors and Senior Management during FY 2023.

## **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 2023 except as indicated below:

- Mr. Stefan Brendgen (non-executive independent Director and chairman of the Board, in office since 21 June 2023)
- Mr. Thierry Beaudemoulin (executive Director)
- Mr. Thomas Echelmeyer (executive Director, in office since 21 June 2023)
- Dr. Heiner Arnoldi (non-executive independent Director, in office since 21 June 2023)
- Mr. Thilo Schmid (non-executive independent Director)
- Mr. Thomas Zinnöcker (non-executive independent Director)

The following person, who is no longer Directors, held office during the FY 2023:

- Prof. Dr. A. Stefan Kirsten (former non-executive independent Director and chairman of the Board; resigned on 19 February 2024).

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 2023, 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 2023 is in a gross amount of EUR 704,250 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
	Annual fixed remuneration	Attendance fees	
<b>Mr. Stefan Brendgen*</b>	2023	2023	2023
non-executive independent Director and chairman of the Board member and chairman of the nomination and compensation committee member of the audit committee member of the investment and financing committee *position of director held from 21 June 2023 *position of the chairman of the Board held from 19 February 2024	52,500	34,500	87,000
<b>Mr. Heiner Arnoldi*</b>	2023	2023	2023
non-executive independent Director member and chairman of the investment and financing committee member of the audit committee *position held from 21 June 2023	52,500	39,000	91,500
<b>Mr. Thilo Schmid*</b>	2023	2023	2023
non-executive independent Director member and chairman of the audit committee member of the nomination and compensation committee *position held from 29 September 2020, re-appointed on 29 June 2022	100,000	70,500	170,500
	2022	2022	2022
	97,106	108,000	205,106
<b>Mr. Thomas Zinnöcker*</b>	2023	2023	2023
non-executive independent Director member of the investment and financing member of the nomination and compensation committee *position held from 29 September 2020, re-appointed on 29 June 2022	86,875	57,000	143,875
	2022	2022	2022
	100,000	108,000	208,000

The following table displays the total remuneration (in gross figures in Euro) paid out to the **current 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	
<b>Mr. Thierry Beaudemoulin*</b>  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 chief executive officer and Daily Manager is explained in the next section of this Remuneration Report</i>	2023	2023	2023
	100,000	48,000	148,000
	2022	2022	2022
	100,000	81,000	181,000
<b>Mr. Thomas Echelmeyer*</b>  executive Director and chief financial officer  member of the ad hoc committee of the Company  *position of the Director held from 21 June 2023  <i>Note: the remuneration related to this Director's mandate as chief financial officer is explained in the next section of this Remuneration Report</i>	2023	2023	2023
	39,375	24,000	63,375*

In accordance with the Remuneration Policy in effect from June, 2023, any remuneration received by a senior manager of the Company for his mandate as a director of the Company (i.e. annual fees and fees for attendance at meetings of the Board or committees of the Company) shall be **deducted** from the remuneration to be paid under the respective senior manager's agreement for his or her role as senior manager or daily manager (*délégué à la gestion journalière*) of the Company.

### **Former Directors**

The total remuneration paid to the former non-executive and executive Directors in respect of FY 2023 is in a gross amount of EUR 257,500, 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 2023**, 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	
<b>Prof. Dr. A. Stefan Kirsten*</b>  Former non-executive independent Director and chairman of the Board  Former member and chairman of the nomination and compensation committee  Former member of the audit committee  Former member of the investment and financing committee  * resigned on 19 February 2024	2023	2023	2023
	175,000	82,500	257,500
	2022	2022	2022
	146,027	75,000	221,027

### 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; 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;
- **Mr. Sven-Christian Frank** (chief legal officer ("CLO")), position held from 1 September 2020; and
- **Mr. Hubertus Kobe** (chief restructuring officer ("CRO")), position held from 19 June 2023.

#### **General framework**

The Senior Management remuneration system in place for the FY 2023 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, and a travel allowance.



### **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 800,000 per annum;
- Mr. Thomas Echelmeyer - EUR 700,000 per annum (in FY 2023, part of which was paid pursuant to a service agreement with Adler Properties GmbH);
- Mr. Sven-Christian Frank - EUR 600,000 per annum (in FY 2023, part of which was paid pursuant to a service agreement with Adler Properties GmbH and ADLER Real Estate AG);
- Mr. Hubertus Kobe - EUR 600,000 per annum (in FY 2023, part of which was paid pursuant to a service agreement with Adler Properties GmbH).

### **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.

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.
- Mr. Hubertus Kobe - EUR 300,000 per annum.

### **LTI-Bonus – general framework**

The current members of Senior Management are eligible to earn an LTI-Bonus.

The LTI bonus attributable to a given financial year (the "**Relevant Year**") shall be generally settled by the Company during the first four months of the financial year commencing two years after the close of the Relevant Year.

So long as it is in accordance with the remuneration policy of the Company, the LTI remuneration may be structured so that it shall be awarded by reference to an amount which is settled directly in cash or shares (at the discretion of the Company); it may also be virtual share-based whereby virtual shares are awarded (which gives a notional stake in the Company), the value of which can appreciate or depreciate based on determinable factors; the virtual shares (if applicable) may be settled in cash or shares (at the discretion of the Company). The Company shall determine, at the time of settlement of the LTI bonus, whether to settle the LTI bonus in cash or in 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;
- Mr. Hubertus Kobe - EUR 200,000 per annum.

### Discretionary bonus

The Board may decide to attribute an additional bonus for outstanding performances without a prior agreement.

### Total remuneration of current members of Senior Management

The total remuneration **awarded or due to the current members of Senior Management during FY 2023** is in a gross amount of EUR 3,543,350, 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 2023 were also paid out. However, for the LTI-Bonus, even though it was decided upon during FY 2023 (in respect of the work completed during FY 2022), it shall only be paid out during the first four months of the financial year commencing two years after the close of the relevant year. **The STI-Bonus and LTI-Bonus earned during FY 2023 are not reported on in the table below because they were not awarded or paid out during FY 2023.**

The following table displays the total remuneration (in gross figures in Euro) **awarded or due in FY 2023 to current members of senior management** who held office during the FY 2023, split out by component:-

Name and position	Fixed remuneration		Variable remuneration		Extraordinary items	Total	Proportion of fixed and variable remuneration  NOTE: proportion does not include extraordinary items
	Base salary	Fringe benefits	STI-Bonus	LTI-Bonus			
<b>Mr. Thierry Beaudemoulin*</b>	2023	2023	2023	2023	2023	2023	2023
Executive director and Daily Manager  chairman and member of the ad hoc committee of the Company  * position held from 10 December 2019	646.667  * remuneration in an amount of EUR 70,000 for mandate as a director was deducted  * a further remuneration in an amount of EUR 13,833 for mandate as a director was	59,500  *car allowance; travel allowance; health insurance	350,000  <b>STI-Bonus for the FY 2022</b>  STI-Bonus for FY 2023 – the amount will be determined and will be payable only after the close of	350,000  <b>LTI-Bonus for the FY 2022</b>  A confirmatory assessment will be made following the issue of an audit report on the standalone annual	N/A	1,406,167	50%/50%

<p><i>Note: the remuneration related to this person's mandate as director is explained in the previous section of this Remuneration Report</i></p>	<p>deducted in January, 2024, which is not reflected in the above amount</p>		<p>FY 2023 and will be reported in the next financial year</p>	<p>accounts and consolidated financial statements for the FY 2022.</p> <p>LTI-Bonus for FY 2023 – the amount will be determined only after the close of FY2023 and therefore is not reported on herein</p> <p>In December 2023, the LTI-Bonus for FY 2019 and 2020 (EUR 297,466) and 2021 (EUR 70,000) was paid to Mr. Beaudemoulin in cash. The Company reported on this LTI-Bonus in its remuneration reports for FY 2021 and 2022 and therefore this LTI-Bonus is not reported on herein,</p>			
	<p><b>2022</b></p>	<p><b>2022</b></p>	<p><b>2022</b></p>	<p><b>2022</b></p>	<p><b>2022</b></p>	<p><b>2022</b></p>	<p><b>2022</b></p>
	<p>600,000</p>	<p>37,030</p> <p>*car lease; health insurance</p>	<p>218,750</p> <p>*STI-Bonus for the FY 2021</p>	<p>70,000</p> <p>*LTI-Bonus for the FY 2021</p>	<p>156,250*</p> <p>*Discretionary bonus</p>	<p>1,082,030</p>	<p>69%/31%</p>
<p><b>Mr. Thomas Echelmeyer</b></p> <p>Director and chief financial officer</p> <p>*position held from 1 September 2022.</p> <p>*From 1 June 2022 until 31 August 2022 Mr Thomas Echelmeyer</p>	<p><b>2023</b></p>	<p><b>2023</b></p>	<p><b>2023</b></p>	<p><b>2023</b></p>	<p><b>2023</b></p>	<p><b>2023</b></p>	<p><b>2023</b></p>
	<p>652,500</p> <p>*paid/due by the Company/ Adler Properties GmbH</p> <p>*no deduction for director remuneration because no</p>	<p>56,786</p> <p>*health insurance; car allowance</p>	<p>116,986</p> <p><b>STI-Bonus for the FY 2022</b></p> <p>STI-Bonus for FY 2023 – the amount will be determined</p>	<p>116,667</p> <p>(EUR 350,000 <i>pro rata</i> ; Mr. Echelmeyer held office from 1 September 2022)</p>	<p>N/A</p>	<p>942,938</p>	<p>75%/25%</p>

acted as an interim chief financial officer	director remuneration was actually paid out		and will be payable only after the close of FY 2023 and will be reported in the next financial year	<b>LTI-Bonus for the FY 2022</b> *A confirmatory assessment will be made following the issue of an audit report on the standalone annual accounts and consolidated financial statements for the FY 2022.  LTI-Bonus for FY 2023 – the amount will be determined only after the close of FY 2023 and therefore is not reported on herein			
	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>
	200,000  *paid/due by the Company/ Adler Properties GmbH	14,000  *health insurance; car allowance	STI-Bonus for the FY 2021 – N/A	LTI-Bonus for the FY 2021 – N/A	355,987 pursuant to the consultancy agreement and termination of the consultancy agreement (with respect to the services of the interim chief financial officer)	569,987	100%/0%
<b>Mr. Sven-Christian Frank*</b>  CLO  *position held from 1 September 2020  Note: Mr. Frank had a service agreement with another Group company, ADLER Real Estate AG but any remuneration received by Mr. Frank pursuant to the ADLER Real Estate AG service agreement	<b>2023</b>	<b>2023</b>	<b>2023</b>	<b>2023</b>	<b>2023</b>	<b>2023</b>	<b>2023</b>
	575,087.50  * paid/due by the Company/Adler Properties GmbH/ ADLER Real Estate AG	17,209.03  * health insurance; car lease  * paid/due by the Company/Adler Properties GmbH/ ADLER Real Estate AG	234,657.34  STI-Bonus for the FY 2022  STI-Bonus for FY 2023 – the amount will be determined and will be payable only after the close of FY 2023 and will be	200,000  LTI-Bonus for the FY 2022  *A confirmatory assessment will be made following the issue of an audit report on the standalone annual accounts and consolidate	N/A	1,026,954	58%/42%

<p>was netted against the remuneration he received pursuant to the service agreements with the Company/ADLER Properties GmbH. In 2024, the service agreements with ADLER Real Estate AG was transferred to Consus Real Estate AG.</p>			<p>reported in the next financial year</p>	<p>d financial statements for the FY 2022.</p> <p>LTI-Bonus for FY 2023 – the amount will be determined only after the close of FY2023 and therefore is not reported on herein.</p> <p>In December 2023, the LTI-Bonus for 2020 (EUR 51,808) and 2021 (EUR 31,000) was paid to Mr. Frank in cash. The Company reported on this LTI-Bonus in its remuneration reports for FY 2021 and 2022 and therefore this LTI-Bonus is not reported on herein..</p>			
	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>
	<p>463,872</p> <p>* paid/due by the Company/Adler Properties GmbH/ ADLER Real Estate AG</p>	<p>15,927</p> <p>* health insurance; car lease</p> <p>* paid/due by the Company/Adler Properties GmbH/ ADLER Real Estate AG</p>	<p>109,500</p> <p>*STI-Bonus for the FY 2021</p>	<p>31,000</p> <p>*LTI-Bonus for the FY 2021</p>	N/A	<p>620,299</p>	<p>77%/23%</p>
<p><b>Mr. Hubertus Kobe</b></p> <p>chief restructuring officer</p> <p>*position held from 19 June 2023</p>	<b>2023</b>	<b>2023</b>	<b>2023</b>	<b>2023</b>	<b>2023</b>	<b>2023</b>	<b>2023</b>
	<p>320,000</p> <p>*paid/due by the Company/ Adler Properties GmbH</p>	<p>43,125</p> <p>*health insurance; car allowance</p>	<p>N/A</p> <p>STI-Bonus for FY 2023 – the amount will be determined and will be payable only after the close of FY 2023 and will be reported in the next financial year</p>	<p>N/A</p> <p>LTI-Bonus for FY 2023 – the amount will be determined only after the close of FY 2023 and therefore is not reported on herein</p>	N/A	<p>363,125</p>	<p>100%/0%</p>

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#### IV. COMPLIANCE WITH THE REMUNERATION POLICY

##### **Remuneration of Directors**

The remuneration actually paid out to the Directors during the FY 2023 complied with the Remuneration Policy.

In accordance with the 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 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.

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. In accordance with the Remuneration Policy, in FY 2023, the members of Senior Management were awarded with an STI-Bonus and LTI-Bonus for the FY 2022 based on the achievement of certain targets.

Certain fringe benefits were provided to Senior Management in accordance with the 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 members of Senior Management between the FY 2023 and the FY 2022 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 between the FY 2023 and the FY 2022, FY 2022 and the FY 2021, FY 2021 and the FY 2020, the FY 2020 and the FY 2019.

Annual Change	FY 2023 vs FY 2022	FY 2022 vs FY 2021	FY 2021 vs FY 2020	FY 2020 vs FY 2019	FY 2023
	<b>Directors and members of Senior Management</b>				
<b>Prof. Dr. Stefan Kirsten*</b>  Former non-executive independent Director and	EUR 257,500 vs. EUR 221,027  +17%	N/A	N/A	N/A	EUR 257,500

<p>chairman of the Board</p> <p>*position held from 16 February 2022, re-appointed on 29 June 2022 and resigned on 19 February 2024</p>					
<p><b>Mr. Stefan Brendgen*</b></p> <p>Non-executive independent director and chairman of the Board</p> <p>* position held from 21 June 2023</p>	N/A	N/A	N/A	N/A	EUR 87,000
<p><b>Mr. Thierry Beaudemoulin*</b></p> <p>executive director and CEO</p> <p>*position held from 10 December 2019</p>	<p>EUR 1,485,667 vs EUR 1,263,030</p> <p>Annual change: +17%</p>	<p>EUR 1,263,030 vs EUR 1,402,206</p> <p>Annual change: -10%</p>	<p>EUR 1,402,206 vs EUR 725,238.06</p> <p>Annual change: +93%</p>	<p>EUR 725,238.06 vs EUR 40,079.73</p> <p>Annual change: +1,709%</p> <p>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 %</p>	EUR 1,485,667
<p><b>Mr. Thomas Echelmeyer*</b></p> <p>Executive director and CFO</p> <p>*position of the Director held from 21 June 2023; position of the CFO held from 1 September 2022</p>	<p>EUR 942,938 vs EUR 569,987</p> <p>Annual change: +65%</p> <p>For explanatory purposes: Mr. Echelmeyer held position of CFO from 1 September 2022 and from 1 June 2022 until 31 August 2022, Mr. Thomas Echelmeyer acted as an interim chief financial officer.</p>	N/A	N/A	N/A	EUR 942,938
<p><b>Dr. Heiner Arnoldi*</b></p> <p>Non-executive independent director</p> <p>*position held from 21 June 2023</p>	N/A	N/A	N/A	N/A	EUR 91,500

<b>Mr. Thilo Schmid*</b> non-executive director *position held from 29 September 2020	EUR 170,500 vs EUR 205,106 Annual change: -17%	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 170,500
<b>Mr. Thomas Zinnöcker*</b> non-executive independent director *position held from 29 September 2020	EUR 143,875 vs EUR 208,000 Annual change: -31%	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 temporis</i> for the period of 94 calendar days (period of appointment in 2020): 38,501.37 vs 34,546.45, change: +11 %	N/A	EUR 143,875
<b>Mr. Sven-Christian Frank*</b> CLO *position held from 1 September 2020	1,026,954 vs EUR 620,299 Annual change: +66%	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 1,026,954
<b>Mr. Hubertus Kobe*</b> CRO *position held from 19 June 2023	N/A	N/A	N/A	N/A	EUR 361,125
<b>Company's performance</b>					
<b>Criterion/ metric A – EPRA NAV</b>	EUR 218,123,000 vs EUR 2,013,163,000	EUR 2,013,163,000 vs	EUR 3,948,718,000 vs	EUR 5,213,874,000 vs	EUR 218,123,000



		EUR 3,948,718,000	EUR 5,190,156,000	EUR 2,923,601,000	
<b>Criterion/ metric B – FFO1</b>	EUR 42,642,000 vs EUR 86,779,000	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 42,642,000
<b>Criterion/ metric C - vacancy rate</b>	1.1% vs 1.3 %	1.3% vs 1.1%	1.1% vs 3.4%	3.4% vs 4.0%	1.1%
<b>Average remuneration on a full-time equivalent basis of employees</b>					
<b>Full-time employees of the Company</b>  <i>Note: the Company had on average 1.5 employees during the FY 2023</i>	EUR 93,738 vs EUR 88,824.65	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 93,738
<b>Company's Group (on a consolidated basis)</b>  <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 2023</i>	EUR 71,751.98 vs EUR 33,016.17	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 71,751.98

## **VI. VARIABLE REMUNERATION (STI-BONUS AND LTI-BONUS) OF SENIOR MANAGEMENT EARNED (BUT NOT AWARDED/DUE) IN RESPECT OF FY 2023**

As for FY 2022, the Board have determined that the only appropriate STI-Bonus and LTI-Bonus target which could be set for FY 2023 was the maintaining of the Company's solvency and the implementation of the restructuring plan sanctioned by the High Court of Justice of England and Wales on 12 April 2023.

These targets having been achieved as at the end of 31 December 2023, the Board has decided to award the maximum STI-Bonus to the members of Senior Management (EUR 350,000 to CEO and CFO, EUR 300,000 to CLO and CRO) and the maximum LTI-Bonus to the members of Senior Management (EUR 350,000 to CEO and CFO, EUR 200,000 to CLO and CRO).

# 2023

**REMUNERATION REPORT**  
FOR THE FINANCIAL YEAR 2023