

VIB Vermögen AG
Neuburg a. d. Donau
ISIN DE000A2YPDD0 / WKN A2YPDD¹

Dear shareholders,

in accordance with Section 122 para. 2 German Stock Corporation Act (AktG), the shareholder Elisabeth Auersperg-Breunner has requested that the following items be added to the agenda for the Annual General Meeting of VIB Vermögen AG to be held on Wednesday, August 14, 2024, starting at 10:00 a.m. (CEST), as published in the Federal Gazette (*Bundesanzeiger*) on July 8, 2024, and that these items be announced:

The agenda published on July 8, 2024, is therefore supplemented by the following agenda items 9 and 10, while retaining the previous agenda items 1 to 8, and is hereby announced:

“9. Resolution on the appointment of a special auditor to investigate breaches of duty and violations of stock corporation law by the Executive Board and the Supervisory Board of VIB Vermögen AG in subsequent legal transactions and measures, including but not limited to in relation to BRANICKS Group AG or its affiliated companies

The shareholder Elisabeth Auersperg-Breunner proposes to adopt the following resolution:

A special audit pursuant to Section 142 para. 1 AktG shall be carried out to examine management transactions of VIB Vermögen AG (“**VIB**”) and to uncover breaches of duty and violations of stock corporation law by the Executive Board and the Supervisory Board of VIB, including but not limited to legal transactions and measures in relation to BRANICKS Group AG (“**BRANICKS AG**”) or its affiliated companies (BRANICKS AG and its affiliated companies together also referred to as “**BRANICKS**”).

The special audit shall examine the management transactions listed below:

¹ Convenience Translation; German version is legally binding.

- The entire sales process of '12 logistics properties in North Rhine-Westphalia, Saxony and Southern Germany to P3 Logistic Parks' [cf. VIB press release dated July 1, 2024] (information status of the Executive Board and the Supervisory Board, content of the data room, due diligence, valuation of the properties for sale, contract negotiations, consultation), in particular the transaction process and whether and when the Executive Board of VIB dealt with the necessity of an ad hoc announcement and whether a resolution was passed to delay an ad hoc announcement. In the event that a resolution was passed to delay an ad hoc announcement, it should be examined at what point in time VIB's Executive Board examined whether the conditions for such a delay were still met. It should also be examined whether the Executive Board and the Supervisory Board have considered, how the timing of the sale will affect the achievable sales proceeds and whether and what reasons were discussed for the sale of the 12 logistics properties despite the difficult market environment. In the event that the sale of the 12 logistics properties was intended to cover an increased liquidity requirement with the proceeds from the sale, the extent to which this increased liquidity requirement resulted from transactions with BRANICKS should be examined. Furthermore, the selection of the real estate agent CBRE is to be examined in particular; especially on the basis of which criteria the Executive Board and the Supervisory Board selected this real estate agent and which other real estate agents were considered. In this context, it should also be examined whether there are indications that the buyer P3 Logistics Parks may have already been the preferred buyer at the beginning of the transaction and whether the transaction was not addressed to a broad group of interested parties for timing or other reasons that are not customary in the market.

- The entire acquisition process regarding the acquisition of 'three properties in Mannheim, Frankfurt and Dusseldorf from Branicks' [cf. VIB press release dated June 28, 2024] (information status of the Executive Board and the Supervisory Board, content of the data room, due diligence, valuation of the purchase properties, contract negotiations, consultation), in particular whether this transaction stands up to a third-party comparison, especially in view of the existing situation on the real estate market. It should be examined how and on what terms the acquisition of the three properties was financed, whether the acquisition was in VIB's best interest (in particular whether and, if so, which alternatives for investing the purchase price were examined) and to what extent the impetus for this acquisition came from BRANICKS. Furthermore, it should be examined which measures have been taken by the Executive Board and the Supervisory Board and which results these measures achieved to avoid conflicts of interest. In addition, it should be examined how the purchase price was ensured to be in line with the market.

- The entire acquisition process regarding the acquisition of 89.9% of ‘seven real estate entities with eight properties’ [cf. VIB press release dated March 26, 2024] from BRANICKS for a purchase price of approximately EUR 99 million (information status of the Executive Board and the Supervisory Board, content of the data room, due diligence, valuation of the target companies, contract negotiations, consultation), in particular whether this transaction, especially in view of the existing situation on the real estate market, stands up to a third-party comparison. It should be examined how and on what terms the acquisition of the real estate entities was financed, whether the acquisition was in VIB's best interest (in particular, whether and, if so, which alternatives for investing the purchase price were examined) and to what extent the impetus for this acquisition came from BRANICKS. Furthermore, it should be examined which measures have been taken by the Executive Board and the Supervisory Board and which results these measures achieved to avoid conflicts of interest. In addition, it should be examined how the purchase price was ensured to be in line with the market.

- The entire acquisition process relating to the acquisition of 89.9% of the shares in DIC Objekt Langenhagen GmbH for an equivalent value of approximately EUR 26 million (information status of the Executive Board and the Supervisory Board, content of the data room, due diligence, contract negotiations, consultation), in particular whether this transaction stands up to a third-party comparison, especially in view of the existing situation on the real estate market. It should be examined how and on what terms the acquisition was financed, whether the acquisition was in VIB's best interest (in particular whether and (if so) which alternatives for investing the purchase price were examined) and to what extent the impetus for this acquisition came from BRANICKS. Furthermore, it should be examined which measures have been taken by the Executive Board and the Supervisory Board and which results these measures achieved to avoid conflicts of interest. In addition, it should be examined how the purchase price was ensured to be in line with the market.

- Management measures taken by the Executive Board and the Supervisory Board in connection with the development of the Institutional Business segment, in particular the launch of VIB Retail Balance I real estate fund. In this context, it is necessary to examine which audit procedures the Executive Board and the Supervisory Board performed prior to the development of the business segment and whether an adequate risk assessment was performed. In particular, the contractual relationships between VIB Fund Balance GmbH and BRANICKS Institutional Real Estate Management GmbH, VIB Fund Management GmbH and DIC Fund Balance GmbH as well as BK Immobilien Verwaltung

GmbH and DIC Asset AG are to be examined. In this context, it must be determined whether the agreements concluded between the aforementioned companies stand up to a third-party comparison, who initiated the conclusion of the agreements and what alternatives the Executive Board of VIB has examined or considered. Furthermore, it should be examined which measures have been taken by the Executive Board and the Supervisory Board and which results these measures achieved to avoid conflicts of interest in connection with the development of the Institutional Business segment and the conclusion of the aforementioned agreements.

- The special audit should also determine whether VIB has suffered a disadvantage under group law as a result of the aforementioned transactions at the instigation of BRANICKS AG and whether this disadvantage has been properly determined by the Executive Board and the Supervisory Board and fully compensated by BRANICKS and whether the Executive Board and the Supervisory Board have dutifully demanded and monitored this.

The Annual General Meeting appoints the Rechtsanwalt Dipl.-Kfm. Jochen Jahn, c/o Krammer Jahn Rechtsanwälte PartG mbB, Telemannstraße 1, 95444 Bayreuth as special auditor (“**Special Auditor**”). The Special Auditor is authorized to engage suitable auxiliary persons for the audit. For this purpose, the Special Auditor is entitled to conclude mandate and remuneration agreements with legal and economic advisors at standard market conditions at the expense of VIB. He must be enabled to exercise his rights comprehensively, including through the involvement of auxiliary persons. The Special Auditor or its assistants must be provided with all documents that the Special Auditor considers necessary for the performance of the special audit. In order to clarify the above audit subjects, the Special Auditor is authorized, at its own discretion, to question persons and to access all documents (including in electronic form) of VIB and its affiliated companies, in particular documentation of the Executive Board and the Supervisory Board meetings, correspondence (including in electronic form) between the bodies of the company, members and employees of the company and correspondence (including in electronic form) between the company and its legal advisors and other consultants, including all statements and expert opinions. The special audit also expressly refers to whether and to what extent documents (including electronic documents) in connection with the above audit items were subsequently changed or removed or whether instructions were given to do so. The Special Auditor is entitled to reimbursement of expenses and customary remuneration. The Special Auditor may request advance payments for reimbursable expenses and for expenses necessary for the execution of the engagement as well as payments on account for partial services already rendered.

A corresponding contract shall be concluded with the Special Auditor without delay. Should the Special Auditor not accept the mandate or be unable to complete the task, Professor Dr. Christian Zwirner, c/o Kleeberg Valuation Services GmbH WPG, Augustenstraße 10, 80333 Munich, will be appointed as a replacement.

10. Resolution on the appointment of a special auditor to investigate the circumstances of VIB's debt capital borrowing and the granting of loans by VIB to BRANICKS AG

The shareholder Elisabeth Auersperg-Breunner proposes to adopt the following resolution:

A special audit pursuant to Section 142 para. 1 AktG shall be carried out to investigate the circumstances of the conclusion of the syndicated loan agreement of approximately EUR 505 million on February 28, 2023 and the granting of the loan by VIB Vermögen AG ("**VIB**") to BRANICKS Group AG ("**BRANICKS AG**") in July 2023 as well as all other measures taken by the Executive Board and the Supervisory Board of VIB in connection with the granting of the loan and serves to uncover breaches of duty and violations of stock corporation law by the Executive Board and the Supervisory Board of VIB.

The special audit shall examine the following management transactions:

- The entire process of concluding the syndicated loan agreement of approximately EUR 505 million on February 28, 2023 [cf. ad hoc announcement of VIB dated February 28, 2023] (information status of the Executive Board and the Supervisory Board, contract negotiations, consultation), in particular whether and which reasons were discussed in the Executive Board and the Supervisory Board for the increase in the volume of debt capital by VIB, which alternatives were examined and why these were rejected, whether and, if so, in what form BRANICKS AG exerted influence on VIB in connection with the decision to increase the debt capital, the contract negotiations and the conclusion of the syndicated loan agreement, at what conditions the loan was taken out and whether and how loan funds were used under the syndicated loan agreement.
- The repayment of the bank financing of EUR 245 million in connection with the conclusion of the new syndicated loan agreement [cf. ad hoc announcement of VIB dated February 28, 2023] (information status of the Executive Board and the Supervisory Board, contract negotiations, consultation), in particular whether and what reasons for this were discussed by the Executive Board and the Supervisory Board, what alternatives

were discussed and why these were rejected, and whether VIB suffered any losses as a result.

- The entire process of granting the loan by VIB to BRANICKS AG in July 2023 [cf. ad hoc announcement of VIB dated July 7, 2023] (information status of the Executive Board and the Supervisory Board, lender due diligence, contract negotiations, collateralization, consultation), in particular whether and how the Executive Board and the Supervisory Board examined whether loan repayment claims against BRANICKS AG were fully valid and whether the granting of the loan withstands a third-party comparison, in particular with regard to interest and collateralization. The audit should also examine who took the initiative to grant the loan to BRANICKS AG, whether BRANICKS AG influenced VIB's decision to grant the loan and what measures the Executive Board and the Supervisory Board took to avoid conflicts of interest. It should be examined whether and when the Executive Board and/or the Supervisory Board of VIB were aware prior to the granting of the loan that S&P Global intended to downgrade the rating of BRANICKS AG and whether and how this was taken into account in connection with the granting of the loan. In addition, it should be examined whether the Executive Board and the Supervisory Board were aware of or examined how BRANICKS AG would use the loan funds before the loan agreement was concluded, which alternative investment options the Executive Board of VIB examined before deciding to grant the loan to BRANICKS AG, why it rejected these and whether and which reasons for and against granting the loan to BRANICKS AG were discussed by the Executive Board and the Supervisory Board.
- The continuous monitoring of the solvency of BRANICKS AG after the granting of the loan by the Executive Board and whether and which measures the Executive Board has examined or taken to prevent economic damage to VIB due to a deterioration in the solvency of BRANICKS AG. In addition, it is to be examined which measures for monitoring the Executive Board in this context have been examined and resolved by the Supervisory Board and to what extent it is ensured that a Supervisory Board consisting solely of individuals related to BRANICKS AG monitors the Executive Board of VIB in a manner that is suitable to enforce the interests of VIB even against conflicting interests of BRANICKS AG.
- Which measures to avoid damage to VIB were examined and taken by the Executive Board and the Supervisory Board after becoming aware of the initiation of a restructuring under the StaRUG by BRANICKS.

The Annual General Meeting appoints the Rechtsanwalt Dipl.-Kfm. Jochen Jahn, c/o Krammer Jahn Rechtsanwälte PartG mbB, Telemannstraße 1, 95444 Bayreuth as special auditor (“**Special Auditor**”). The Special Auditor is authorized to engage suitable auxiliary persons for the audit. For this purpose, the Special Auditor is entitled to conclude mandate and remuneration agreements with legal and economic advisors at standard market conditions at the expense of VIB. He must be enabled to exercise his rights comprehensively, including through the involvement of auxiliary persons. The Special Auditor or its assistants must be provided with all documents that the Special Auditor considers necessary for the performance of the special audit. In order to clarify the above audit subjects, the Special Auditor is authorized, at its own discretion, to question persons and to access all documents (including in electronic form) of VIB and its affiliated companies, in particular documentation of the Management Board and the Supervisory Board meetings, correspondence (including in electronic form) between the bodies of the company, members and employees of the company and correspondence (including in electronic form) between the company and its legal advisors and other consultants, including all statements and expert opinions. The special audit also expressly refers to whether and to what extent documents (including electronic documents) in connection with the above audit items were subsequently changed or removed or whether instructions were given to do so. The Special Auditor is entitled to reimbursement of expenses and customary remuneration. The Special Auditor may request advance payments for reimbursable expenses and for expenses necessary for the execution of the engagement as well as payments on account for partial services already rendered.

A corresponding contract will be concluded with the Special Auditor without delay. Should the Special Auditor not accept the mandate or be unable to complete the task, Professor Dr. Christian Zwirner, c/o Kleeberg Valuation Services GmbH WPG, Augustenstraße 10, 80333 Munich, will be appointed as a replacement.”

Statement of the Supervisory Board on the requests for additions by the shareholder Elisabeth Auersperg-Breunner:

The Supervisory Board is expected to adopt a statement on the requests for additions by shareholder Elisabeth Auersperg-Breunner in the near future, which will then be published immediately on the website

<https://www.vib-ag.de>

in the section Investor Relations/Annual General Meeting.

Neuburg a. d. Donau, July 2024

VIB Vermögen AG
Executive Board