

**Statement of the Supervisory Board of VIB Vermögen AG on the supplementary request of the shareholder Elisabeth Auersperg-Breunner to the agenda of the Annual General Meeting on August 14, 2024<sup>1</sup>:**

**A.**

**On the request for additions to agenda item 9:**

**I.**

There is no reason for the special audit. The measures and legal transactions of VIB Vermögen AG (hereinafter referred to as "**VIB**" or the "**Company**") mentioned in the supplementary request for agenda item 9 were in the interests of the Company. There are no indications of any economic damage or disadvantage to VIB as a result of these measures and legal transactions. There are therefore no indications of breaches of duty or violations of stock corporation law by the Executive Board or Supervisory Board of VIB (hereinafter also jointly referred to as the "**bodies of the Company**").

The Supervisory Board of VIB cannot comment on facts relating to the level of information and developments at BRANICKS Group AG (hereinafter referred to as "**Branicks**").

**II.**

In detail:

1. Development of the *Institutional Business* segment:

The measures taken by VIB's Executive Board in connection with the development of the *Institutional Business* segment, in particular the launch of the VIB Retail Balance I real estate fund, are part of the further development of the business strategy in 2022. The goal was in particular to further expand the Company's existing positive cash flow.

At the end of 2022, the Executive Board decided to dispose of seven food retail properties and retail centers in its own portfolio, thereby reducing the Company's Retail segment. Since 2022, VIB's strategy has also included the sale of properties at the proper time, the so-called 360 degree approach. These properties were earmarked for the *transact* segment. The seven commercial properties were therefore sold to the newly launched VIB Retail Balance I real estate fund. This enabled the Executive Board to generate a sustainable source of income by generating management fees through the use of the existing asset management teams and without the risk of capital commitment.

Where contracts exist between VIB subsidiary companies and Branicks subsidiary companies, the existing expertise of the Branicks Group in this business segment is utilized. Synergies can also be leveraged from the existing Group relationship with Branicks. In the view of the Executive Board, comparable services would not be available on the market at a more favorable price. The structure of the contracts is customary in the market and the contracts would also have been concluded with a third party.

The business strategy for the development of the *Institutional Business* segment was explained to the Supervisory Board and submitted for review. It approved its

<sup>1</sup> Convenience translation; German version is legally binding.

implementation. Therefore, there are no indications of any disadvantages to the detriment of VIB, particularly in view of the synergies that have been achieved.

2. Expansion of the business strategy in 2023:

Due to further changes in the market environment in 2023, the Company adapted and expanded its business strategy in 2023. The goal is to minimize risks by optimizing and diversifying VIB's existing portfolio across various asset classes. The goal is to position the Company as a balanced portfolio holder of commercial real estate with a focus on logistics and offices in Germany and neighboring countries, thereby continuing the long-term and sustainable growth strategy that has been in place for decades.

The purchase and sale of real estate is the purpose of the Company. The properties acquired by Branicks fit structurally into VIB's portfolio and serve the Company's diversification strategy, which has already begun. The sale of the twelve logistics and light industrial properties to P3 Logistic Parks is also part of the expanded business strategy.

3. Acquisition of eight properties from Branicks in March 2024:

The decision to acquire majority interests in seven real estate companies affiliated with Branicks was made after a careful examination by the Executive Board and the Supervisory Board of VIB based on a dutiful entrepreneurial decision on the best possible use of the liquidity available at VIB and taking into account alternative uses.

Branicks approached VIB to find out whether it was interested in the eight properties. VIB's Executive Board then looked into acquiring majority interests in seven real estate companies affiliated with Branicks in order to indirectly acquire the eight properties held by these companies.

To this end, the Executive Board of VIB obtained advice from external legal and examining advisors at an early stage and in advance, namely,

- a. the corporate law firm, Rödl GmbH Rechtsanwaltsgesellschaft Steuerberatungsgesellschaft (hereinafter referred to as "**Rödl & Partner**") and
- b. the auditing firm, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (hereinafter referred to as "**PwC**"),

in order to ensure that actions are taken in accordance with the law and the articles of association for the benefit of the Company and thus, in particular, in the interests of all VIB shareholders.

Finally, the Executive Board of VIB has carefully ascertained that,

- a. he has an adequate basis of information regarding the objects of purchase,
- b. he acts for the benefit of the Company by signing the share purchase and transfer agreement and the other contractual documentation (hereinafter jointly referred to as the "**contractual documentation**"),
- c. the acquisition is covered by the purpose of the Company as set out in the articles of association, and
- d. it makes its decision free of conflicts of interest.

Specifically, the Executive Board has ensured the following in particular, using the standards of a prudent manager faithfully complying with the relevant duties:

- a. In good time before signing the contractual documentation, the Executive Board obtained expert opinions by means of standard technical, legal and tax due diligence reviews and a fairness opinion from PwC on the appropriateness of the purchase price. It has thus obtained an appropriate basis of information about the target companies and the properties held by them.

- b. The Executive Board acted in the best interest of the Company by negotiating an appropriate purchase price and contractual documentation that is customary in the market and would also have been concluded with a third party. Rödl & Partner provided legal support during the negotiations of the contractual documentation. Where deficiencies were identified during the due diligence reviews carried out by the advisors, these were reflected in the contractual documentation by means of standard market conditions that would also have been concluded with a third party.

In addition, prior to signing the contractual documentation, the Company's Executive Board carefully checked that any other use of the liquid funds provided would not promise better business opportunities on the basis of the current market situation. Monitoring current market events and investment opportunities is part of the VIB Executive Board's core activity. In doing so, the Executive Board also considers attractive investment opportunities that arise at affiliated companies. The Executive Board did not identify any better investment opportunities on the market. The Company believes that the return on investment of the indirectly acquired properties is in line with the market. The Executive Board has therefore sufficiently considered the profitability of the transaction for the Company. The transaction was therefore in the interests of the Company and therefore also in the interests of all VIB shareholders.

- c. The acquisition of the seven majority shareholdings was covered by the purpose of the Company as set out in the articles of association.
- d. The Executive Board has made its decision free of conflicts of interest. Neither member of the Executive Board of VIB is a member of the Executive board or the Supervisory Board of Branicks.

The Supervisory Board of VIB arranged to be provided with and briefed on the documentation prepared by the Executive Board and its external advisors. The Supervisory Board of VIB dealt with existing conflicts of interest and approved the purchase after careful examination. The relevant resolutions of VIB's Executive Board and Supervisory Board were passed by a majority. There are therefore no indications of any breaches of duty or violations of stock corporation law by VIB's Executive Board or Supervisory Board.

4. Acquisition of three properties from Branicks in June 2024:

The acquisition of majority interests in three other real estate companies, each of which holds a property in Mannheim, Frankfurt and Düsseldorf, from Branicks in June 2024 was carried out under the same conditions as the transaction in March 2024. The Company believes that the return on investment on the indirectly acquired properties is in line with the market. In this respect, the Executive Board and Supervisory Board have taken the same precautions and carried out the same examinations. In this respect, reference should be made to the statements under section 3 above. There are therefore no indications of breaches of duty or violations of stock corporation law by the Executive Board or Supervisory Board of VIB.

5. Acquisition of a majority interest in DIC Objekt Langenhagen GmbH from Branicks in June 2023:

In June 2023, Branicks acquired a commercial property from a third party at standard market conditions as part of a forward deal. In May 2023, the Executive Board of VIB was offered the opportunity to acquire 89.9% of the property company that acquired the

property. The purchase price of the real estate acquisition was passed on in accordance with the interest in the property company.

The Executive Board of VIB carefully examined the conditions offered for the acquisition of the property by Branicks and considered them to be economically appropriate. The property company has acquired a fully let logistics property in a good location with DGNB Gold certification. The property has an appropriate return on investment, adequate financing at the time the contract was concluded, a decent cash flow and solid results from operating activities.

The Executive Board has obtained an appropriate basis of information with the help of its expertise and the employees of VIB and has prepared corresponding documentation. On the basis of the economic data and after careful examination, the Executive Board ultimately decided to acquire this property indirectly on the terms negotiated with a third party.

There are no indications of any economic damage or disadvantage to VIB as a result of these measures and transactions. This applies in particular in view of the fact that the acquisition conditions were negotiated with a third party at standard market conditions. There are therefore no indications of breaches of duty or violations of stock corporation law by VIB's Executive Board or Supervisory Board.

#### 6. Sale of twelve logistics properties to P3 Logistic Parks in July 2024:

The Executive Board of the Company examined the sale of twelve logistics properties to P3 Logistic Parks with the standards of a prudent manager faithfully complying with the relevant duties. This was a classic sales process.

The real estate agent, CBRE, and the buyer, P3 Logistic Parks, were carefully selected for this transaction as part of a competitive selection process. The Executive Board also carefully examined other sales opportunities. Finally, on the basis of a dutiful entrepreneurial decision, the Executive Board came to the conclusion that the sale of the twelve logistics properties to P3 Logistic Parks is advantageous for VIB.

In the context of this transaction, the Executive Board also addressed the need for an ad hoc announcement. However, the transaction was a transaction in the ordinary course of business of a real estate management company and our communicated business model, the so-called 360 degree approach.

The Supervisory Board of VIB arranged to be provided with and briefed on the documentation prepared by the Executive Board and its advisors. The Supervisory Board of VIB approved the sale after careful examination. The resolution on the acquisition was passed unanimously by VIB's Executive Board and by a majority on VIB's Supervisory Board. There are therefore no indications of breaches of duty or violations of stock corporation law by the Executive Board or Supervisory Board of VIB.

#### 7. Absence of disadvantages at transactions with Branicks:

Through the measures described above, the Executive Board and Supervisory Board of VIB have ensured that the transactions described between VIB and Branicks do not constitute disadvantageous transactions within the meaning of group law. Therefore, it was and is not necessary to pay, demand or monitor compensation.

In addition, the Supervisory Board of VIB refers to the recently published documents and information on the 2024 Annual General Meeting.

### III.

The Supervisory Board of VIB therefore considers the supplementary request by shareholder Elisabeth Auersperg-Breunner under agenda item 9 to be completely unfounded.

**The Supervisory Board proposes that the resolution proposed by shareholder Elisabeth Auersperg-Breunner under agenda item 9 on the appointment of a special auditor to investigate breaches of duty and violations of stock corporation law by the Executive Board and Supervisory Board of VIB Vermögen AG in legal transactions and measures, including but not limited to in relation to BRANICKS Group AG or its affiliated companies be rejected.**

## B.

### On the request for additions to agenda item 10:

#### I.

There is no reason for the special audit. The raising of debt capital through the conclusion of the syndicated loan agreement in February 2023, the granting of the loan to Branicks in July 2023 and the measures in connection with the granting of the loan were the interest of VIB. There are no indications of any economic damage or disadvantage to VIB. There are therefore no indications of breaches of duty or violations of stock corporation law by the Executive Board or Supervisory Board of VIB.

The Supervisory Board of VIB cannot comment on facts relating to the level of information and developments at Branicks.

#### II.

In the fall of 2022, the Company's Executive Board began to consider replacing the bank financing in place and initiated refinancing through a comprehensive portfolio loan. As a result, the existing bank financing of EUR 245 million was replaced in February 2023 and a new syndicated loan was taken out. The goal was to have sufficient liquidity to pursue the business strategy defined by the Executive Board by concluding a collective refinancing agreement. VIB's bodies of the Company carefully examined the economic effects of the early repayment of the existing bank financing and the raising of a new loan as well as existing alternatives. The prepayment penalties to be paid upon redemption are to be classified as marginal and the conclusion of several individual financing arrangements would not have been possible at the favorable conditions of the portfolio loan concluded in February 2023.

The repayment of the existing loan and the conclusion of new bank financing in February 2023 are therefore unrelated to the loan granted to Branicks at a significantly later date.

#### III.

The decision to grant the loan to Branicks was made after a careful examination by the Executive Board and the Supervisory Board of VIB based on a dutiful entrepreneurial decision on the best possible use of the liquidity available at VIB and taking into account alternative uses.

To this end, the Executive Board of VIB obtained advice from external legal and examining advisors at an early stage and in advance, namely

- a. the corporate law firm Rödl & Partner and
- b. the auditing firm PwC,

in order to ensure that actions are taken in accordance with the law and the articles of association for the benefit of the Company and thus, in particular, in the interests of all VIB shareholders.

Finally, the bodies of the Company have carefully ensured that the conditions of the loan are advantageous from the Company's point of view, are in line with market conditions and are adapted to the specific situation of the Group and the borrower, Branicks. In addition to its own careful examination, the Executive Board also took into account the IDW S11 expert report provided by Branicks, which was prepared by an internationally renowned auditing firm. In this IDW S11 expert report, the liquidity of Branicks was certified for a period of at least twelve months from the granting of the loan and the absence of a specific default risk was attested. This careful examination also included the guarantee of the full value of the repayment claim,

an analysis of the liquidity risk, other business risks and other investment opportunities as well as the agreement of an appropriate interest rate. Furthermore, the bodies of the Company again carried out these examinations completely when concluding the addendum on the increase in the loan amount by EUR 50 million.

Since the loan agreement was signed, the Executive Board of VIB has continuously reviewed whether the agreed covenants in the loan agreement are being complied with and whether the full value of the loan repayment claim is guaranteed. This also applied in particular at the time of the initiation of the StaRUG proceedings at Branicks. Due to any deterioration in Branicks' rating, the interest rate was increased by a total of 150 basis points on the basis of the existing contractual provisions of the loan agreement. The Executive Board regularly informs the Supervisory Board of the results of its review.

For further information on the granting of the loan to Branicks, the Supervisory Board of VIB refers to its Statement on agenda item 8 of the 2024 Annual General Meeting published on the Company's website at

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

in the section Investor Relations/Annual General Meeting.

In addition, the Supervisory Board of VIB refers to the recently published documents and information on the 2024 Annual General Meeting.

IV.

The Supervisory Board of VIB therefore considers the supplementary request by shareholder Elisabeth Auersperg-Breunner under agenda item 10 to be completely unfounded.

**The Supervisory Board proposes that the resolution proposed by shareholder Elisabeth Auersperg-Breunner under agenda item 10 on the appointment of a special auditor to investigate the circumstances of VIB Vermögen AG's debt capital borrowing and the granting of loan by VIB Vermögen AG to BRANICKS Group AG be rejected.**

**VIB Vermögen AG**  
The Supervisory Board