VIB Vermögen AG
Neuburg a. d. Donau
ISIN DE000A2YPDD0 / WKN A2YPDD[1]

Annual General Meeting 2026

Countermotions and Election Proposals by Shareholders

Below you will find all countermotions and election proposals from shareholders, as required by Sections 126 and 127 of the German Stock Corporation Act (*AktG*), regarding the agenda items for the virtual Annual General Meeting of VIB Vermögen AG on 31 August 2026.

Dear Shareholders,

any countermotion or election proposal received by 16 August 2026 (Sunday), 24:00 hours, which is required to be made available pursuant to Sections 126 and 127 of the German Stock Corporation Act (*AktG*), shall be deemed to have been submitted at the time it was made available. Voting rights may be exercised for these motions after timely registration in the ways described in the convocation to the Annual General Meeting. The right of the chairperson of the Annual General Meeting to first put the management's proposals to a vote remains unaffected. If the shareholder, which submitted the countermotion or election proposal, is not registered in the share register as a shareholder of the company and has not properly registered for the Annual General Meeting, the motion is not required to be considered at the Annual General Meeting.

Below you will find the countermotions and election proposals in the chronological order in which they have been submitted to us and that have to be made available, as well as any additional motions from shareholders that we have made available. Motions and election proposals that are not limited to the rejection of a management proposal are marked in capital letters. If you support or oppose such motions and election proposals, you may cast your vote using the reply form provided with the

[1] Convenience Translation; German version is legally binding.

convocation to the Annual General Meeting resp. available on our website, or via the InvestorPortal for the respective motion or election proposal. Since the motion or election proposal may not be put to a vote in case the respective management proposal receives the required majority or if the shareholder submitting the motion is not listed in the company's share register and has not properly registered for the Annual General Meeting, please be sure to vote on the corresponding agenda item as well. Countermotions and election proposals that merely reject the management's proposals are not designated by letters. You can support these motions or election proposals by voting "No" on the respective agenda item. The motions, election proposals, and justifications reflect the views of the authors as communicated to us. Statements of fact and references to third-party websites have also been posted online unchanged and without verification by us.

Neuburg a. d. Donau, August 2026

VIB Vermögen AG

The Management Board

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Motion regarding Agenda Item 6:

Election Proposals A and B from shareholder DIC Real Estate Investments GmbH & Co. Kommanditgesellschaft auf Aktien

DIC Real Estate Investments GmbH & Co.
Limited Partnership with Share Capital

VIB Vermögen AG
Attn: The Executive Board
Tilly-Park 1
86633 Neuburg an der Donau

Frankfurt, 13 August 2026

Annual General Meeting on 31 August 2026
Proposals for the election of supervisory board members pursuant to Sections 126 and 127 of the German Stock Corporation Act (*AktG*)

Dear Sir or Madam,

DIC Real Estate Investments GmbH & Co. KGaA, Neue Mainzer Str. 32–36, 60311 Frankfurt am Main, Germany (***DIC***) is a shareholder of VIB Vermögen AG (***Company***). A corresponding confirmation from the custodian bank regarding DIC's shareholding is attached to this letter.

On 24 July 2026, the convocation to the Company's Annual General Meeting on 31 August 2026 was published in the Federal Gazette (*Bundesanzeiger*), together with the corresponding agenda. The Annual General Meeting will be held as a virtual meeting without the physical presence of shareholders or their proxies. Agenda item 6 of the published agenda provides for a resolution on the election of three members of the Company's supervisory board to be elected by the Company's Annual General Meeting.

DIC is duly registered as a shareholder in the company's share register. DIC assures that it has also duly registered for the aforementioned Annual General Meeting in a timely manner prior to the meeting in text form (Section 126b of the German Civil Code (*BGB*)). DIC further intends to participate in or be represented at this Annual General Meeting and to exercise its shareholder rights.

With regard to the Annual General Meeting convened for 31 August 2026, which will be held in a virtual format, DIC hereby submits, pursuant to Section 127 in conjunction with Section 126 Subsection (1) and (4) of the German Stock Corporation Act (*AktG*), the following countermotions regarding the agenda item 6, which differ from the supervisory board's proposal

Election proposals:

1. DIC proposes that, in place of Mr. Stefan Schnurbusch, named under agenda item 6, Section 2, **[Election Proposal A]**

   Dr. Johannes Conradi, attorney at law, managing director of BLACKLAKE GmbH, BLACKLAKE Management Partners GmbH, and BLACKLAKE Restructuring Partners GmbH, residing in Hamburg,

   to be elected as a member of the company's supervisory board,

2. DIC proposes, in place of Mr. Markus Schürmann, named under agenda item 6, Section 3, **[Election Proposal B]**

   Dr. Matthias Danne, financial manager, managing director of MDC Matthias Danne Consulting GmbH and Refence GmbH, and senior advisor at Sentris Capital, Estonia, residing in Frankfurt am Main,

   to be elected as a member of the company's supervisory board,

in each case for the period upon this Annual General Meeting until the end of the Annual General Meeting that resolves on the ratification of the supervisory board for the financial year 2030, in accordance with Section 6 Subsection (1) of the Company's articles of association.

The aforementioned candidates hold the following positions on (i) other statutory supervisory boards or (ii) comparable domestic or foreign supervisory bodies of commercial enterprises:

With regard to Dr. Johannes Conradi:

(i) Flughafen Hamburg GmbH, Hamburg, member of the supervisory board, resigned with effective date on 31 August 2026,

EUROPA-CENTER AG, Hamburg, chairperson of the supervisory board,

(ii) Hamburg Musik gGmbH, Hamburg, member of the supervisory board,

Elbphilharmonie und Laeiszhalle Betriebsgesellschaft mbH, Hamburg, member of the advisory board,

CLS Holdings plc, London, non-executive director.

With regard to Dr. Matthias Danne:

(i) None,

(ii) none.

With reference to the above-mentioned election proposals, DIC notes, in accordance with Section C.13 of the German Corporate Governance Code, that, to the best of DIC's knowledge, the two candidates proposed above have a business relationship with BRANICKS Group AG (***Branicks***), DIC's sole limited liability shareholder, in connection with Branicks' restructuring efforts, and that this consulting relationship is to be continued.

Furthermore, to the best of DIC's knowledge, it is planned that the both aforementioned poposed candidates will also be proposed for election to the supervisory board of Branicks in the future.

In DIC's assessment, there are no other personal or business relationships between the two candidates proposed above and the company, the company's governing bodies, or shareholders holding a significant amount of shares in the company that, in the supervisory board's view, an objectively judging shareholder would consider decisive for his or her voting decision, and therefore they are to be disclosed in accordance with the relevant Recommendation C.13 of the German Corporate Governance Code.

Reasons for the Election Proposals

The Company and DIC, together with Branicks — DIC's sole limited liability shareholder — are parties to two lock-up agreements entered into on 30 July 2026. In connection with these lock-up agreements, certain investors have undertaken, under certain conditions, as part of a commitment & backstop agreement also signed on 30 July 2026, to provide the Company with new financing in the amount of EUR 60 million so that the Company has the necessary funds to repay its promissory note loans totalling EUR 58 million.

This financing will initially be provided as bridge financing and will then be converted into long-term financing on identical economic terms upon closing of the restructuring of Branicks' financial liabilities. The Company's short-term maturities will therefore be refinanced through this financing, which matures on 30 September 2029, thereby resolving the immediate need for refinancing and ensuring that the company is fully funded; this provides the Company with the planning certainty required to implement the financing plan.

The aforementioned lock-up and commitment & backstop agreements provide, among other things, that the company's supervisory board shall consist of Dr. Johannes Conradi, Dr. Matthias Danne, and Jürgen Overath (***Agreed Composition***). To bring about the Agreed Composition, DIC has committed in the lock-up agreements, in its capacity as a shareholder of the Company, to submit election proposals regarding the election of supervisory board members under agenda item 6 of the Company's Annual General Meeting to be held on 31 August 2026, which reflects the Agreed Composition of the Company's supervisory board, and to make it available no later than 14 August 2026, in accordance with Sections 124 and 127 of the German Stock Corporation Act (*AktG*).

Given their many years of experience in governance, finance, and transactions in the real estate sector, Dr. Johannes Conradi and Dr. Matthias Danne exceptionally well meet the competency profile required by the Company under the current circumstances. Their professional knowledge and industry experience will be of extraordinary benefit to the future work of the supervisory board. Further information regarding their professional expertise can be found in the overview of the candidates' career histories attached as an appendix.

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The following documents are attached as appendices to the aforementioned countermotions and election proposals:

- Details regarding the professional backgrounds of the proposed supervisory board candidates.
- Statements from the proposed supervisory board candidates confirming that there are no impediments to their appointment and that they will accept the office if elected.
- Proof of shareholdings within the meaning of Section 67c Subsection (3) of the German Stock Corporation Act (*AktG*) for Commerzbank AG and Joh. Berenberg, Gossler & Co. KG, each dated 11 August 2026.

The aforementioned porposals, including the reasons for them, must be made available to the Company's shareholders in accordance with Section 126 Subsection (1) of the German Stock Corporation Act (*AktG*).

Pursuant to Section 126 Subsection (4) of the German Stock Corporation Act (*AktG*), the election proposals are deemed to have been submitted as of the date they are made available, and the Company must facilitate a vote on them.

Sincerely

DIC Real Estate Investments GmbH & Co. KGaA,

represented by its sole general partner, DIC Real Estate Investments Beteiligungs GmbH,
which is represented by its managing directors

[redacted]

Name: Stefan Schnurbusch	Name: Markus Schürmann

Dr. Johannes Conradi

Dr. Johannes Conradi is an attorney at law and managing director of BLACKLAKE GmbH, BLACKLAKE Management Partners GmbH, and BLACKLAKE Restructuring Partners GmbH. BLACKLAKE specializes in strategy, management, and restructuring consulting in the real estate and financial sectors.

Prior to that, Dr. Conradi worked for over 30 years as an attorney at law and partner at Freshfields. As the long-standing Global Head of Real Estate, he played a key role in establishing the firm’s international real estate practice and strategically developing it further. His advisory work focused on assisting national and international investors, property owners, project developers, financial institutions, and the public sector with major real estate transactions, project developments, financings, restructurings, and joint ventures, as well as in investment and asset management.

During his many years at Freshfields, Dr. Conradi advised management boards, management teams, supervisory boards, shareholders, investors, and lenders on strategic, corporate law, and transaction-related matters, as well as on complex corporate and restructuring situations. His work encompassed national and international mandates across the entire life cycle of real estate investments and real estate companies.

Dr. Conradi has many years of experience serving on and chairing supervisory boards. He is currently chairperson of the supervisory board of EUROPA-CENTER AG and a non - executive director of CLS Holdings plc. Previously, he served for many years as chairperson of the supervisory board of alstria office REIT-AG. In addition, he serves on other supervisory and advisory boards both within and outside the real estate sector.

His key areas of expertise include strategic corporate development in the real estate sector, real estate transactions, real estate financing, project development, joint ventures, restructuring, and corporate governance. His extensive international experience and his track record of collaborating with companies, investors, financial institutions, and their governing bodies combine real estate, financial, and legal expertise.

Dr. Conradi is a Fellow of the Royal Institution of Chartered Surveyors (FRICS). He also serves as a lecturer and instructor at institutions including the Frankfurt School of Finance and Management, the London School of Economics and Political Science, the EBS Business School, and the ADI Academy of Real Estate, and is a regular speaker and author on topics related to the real estate industry, restructuring, corporate governance, and ESG.

Dr. Conradi is vice chair of the ICG - Institute for Corporate Governance in the German Real Estate Industry, chairperson of the Restructuring Working Group, and a member of the ESG Council of the ZIA Central Real Estate Committee, as well as a member of the management board of the ZUI - Center for Corporate Governance in the real estate industry.

Brief Biography

Matthias Danne

Matthias Danne is a German financial manager who has served on various management and supervisory boards.

He is currently managing director of MDC Matthias Danne Consulting GmbH i.G. and Refence GmbH i.G. MDC is a management consulting firm and Refence is a financing advisory firm specializing in defense investments. Neither company has yet commenced business operations.

From June 2020 to June 2026, he served as deputy chairperson of the management board of DekaBank and chairperson of the supervisory board of various group companies and third-party companies. He had been a member of DekaBank's management board since June 2006.

Throughout those 20 years, he was responsible for real estate asset management with assets under management (AuM) that most recently exceeded €50 billion, consisting of over 600 properties in 27 countries. Under his leadership, more than 1,100 transactions (purchases and sales) totalling more than €63 billion were completed over the 20-year period (of which more than 40% were sales). Under his leadership, the real estate assets under management grew from approximately €16 billion to just over €50 billion. From 2007 to 2016, he was also responsible for the Group's international real estate financing business, which he had initially restructured internally.

In addition, he served on the management board for 8 years as CFO, 12 years (until his departure) as group treasurer, and for several years as chief credit officer for the group's entire lending business.

For the last six years of his tenure, he was responsible for the group's entire asset management business (AuM exceeding €450 billion).

Prior to joining the management board at DekaBank, he held various executive management positions since 1997 at real estate banks such as EUROHYPO AG, Allgemeine Hypothekenbank

AG, BHW Holding AG, and RHEINHYP AG. In two of these companies, he ultimately served as spokesman of the management board.

During his many years as a member of the management board, he was often responsible for critical and complex issues, such as integrations, mergers, restructurings, divestitures, market repositioning, and international financing structures.

His roles at BHW-Holding AG and Allgemeine Hypothekenbank AG focused exclusively on restructuring, followed by the sale of the banks.

Prior to his executive roles, he gained experience primarily in the real estate lending business, financial controlling, and the sales of financial services, as well as serving as a consultant to financial institutions at McKinsey & Co.

He holds a degree in economics from the University of Hannover and a Ph.D. in political science from J. W. Goethe University in Frankfurt.

He has been a lecturer at the International Real Estate School (IREBS) in Regensburg since June 2006 and, since 2025, also at the Frankfurt School of Finance and Business, in the field of real estate banking at both institutions.

Matthias Danne was born on 8 October 1959, near Hannover in Lower Saxony (Germany). He is married, has three adult children, and has lived in Frankfurt am Main since 1986.

08 August 2026