VIB Vermögen AG

Neuburg a. d. Donau

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Supplementation to the
Invitation to the Annual General Meeting

Dear shareholders,

in accordance with Section 122 Subsection 2 German Stock Corporation Act (AktG), the shareholder Mann Vermögensverwaltung eGbR has requested that the following items be added to the agenda for the Annual General Meeting of VIB Vermögen AG to be held on Monday, 31 August 2026, starting at 10:00 a.m. (CEST), as published in the Federal Gazette (*Bundesanzeiger*) on 24 July 2026, and that these items be announced:

The agenda published on 24 July 2026, is therefore supplemented by the following agenda items 7 through 8, while retaining the previous agenda items 1 through 6, and is hereby announced:

7. Resolution on the assertion of claims to compensation pursuant to Section 147 Subsection (1) of the German Stock Corporation Act (*AktG*) against the members of the management board and the supervisory board of VIB Vermögen AG, as well as against BRANICKS Group AG and its management board members, and DIC Real Estate Investments GmbH & Co. KGaA and its general partner in connection with the conclusion of a lock-up agreement and the support of the restructuring of BRANICKS Group AG's liabilities

MANN Vermögensverwaltung eGbR proposes to adopt the following resolution:

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

The general meeting resolves, pursuant to Section 147 Subsection (1) Sentence 1 of the German Stock Corporation Act (*AktG*), that VIB Vermögen AG (hereinafter "**VIB**" or **"**the **Company**") shall assert the Company's claims against

- the members of the Company's management board Dirk Oehme, Nicolai Greiner, and Christian Fritzsche pursuant to Sections 93 and 117 Subsection (2) of the German Stock Corporation Act (*AktG*), as well as against the members of the Company's supervisory board Professor Dr. Gerhard Schmidt, Stefan Mattem, and Jürgen Overath pursuant to Sections 116 and 93 of the German Stock Corporation Act (AktG*),*

- the indirectly controlling company BRANICKS Group AG ("**BRANICKS**") pursuant to Sections 317 of the German Stock Corporation Act (*AktG*), as well as against the members of the management board of BRANICKS, Sonja Wärntges and Johannes von Mutius, pursuant to Section 317 Subsection (3) of the German Stock Corporation Act (*AktG*), and

- the directly controlling company DIC Real Estate Investments GmbH & Co. KGaA ("**DIC REI KG**") pursuant to Section 317 of the German Stock Corporation Act (*AktG*), as well as the general partner of DIC REI KG, DIC Real Estate Investments Beteiligungs GmbH, pursuant to Section 317 Subsection (3) of the German Stock Corporation Act (*AktG*),

each individually and, where applicable, jointly and severally, based on the following facts:

BRANICKS is the indirect controlling entity of VIB and holds approximately 68 % of VIB's share capital. The direct controlling entity is DIC REI KG, in which, according to the annual report 2024 of BRANICKS, BRANICKS holds 100 % of the capital interests. The largest shareholder of BRANICKS is Deutsche Immobilien Chancen AG & Co. KGaA. According to the annual report 2024 of BRANICKS, Professor Dr. Gerhard Schmidt is the indirect principal limited liability shareholder of Deutsche Immobilien Chancen AG & Co. KGaA. Based on a majority vote at the general meeting, Professor Dr. Gerhard Schmidt controlled BRANICKS until 1 August 2024.Until 31 July 2026, Professor Dr. Gerhard Schmidt served as chairperson of the supervisory board of BRANICKS. Professor Dr. Gerhard Schmidt served as chairperson of the supervisory board of VIB and is currently a member of the supervisory board according to VIB's list of members of the supervisory board dated 4 August 2026. In this position, Professor Dr. Gerhard Schmidt was and remains able to exert influence over BRANICKS and VIB. The German business magazine „*Wirtschaftswoche*" describes Professor Dr. Gerhard

Schmidt as *the guiding force* behind BRANICKS (Wirtschaftswoche, 11 August 2024, *"VIB Vermögen und die Branicks Group – Ein problematisches Mutter-Tochter-Verhältnis*"). Ms. Sonja Wärntges is the chairperson of the management board of BRANICKS and chairperson of the supervisory board of DIC REI KG. Mr. Johannes von Mutius is a member of the management board of BRANICKS and a member of the supervisory board of DIC REI KG. Mr. Jürgen Overath is a member of the supervisory board of VIB and, according to VIB's list of supervisory board members filed with the commercial register on 4 August 2026, is now chairperson of the supervisory board. He is also a member of the supervisory board of DIC REI KG.

At the initiative of BRANICKS, VIB has entered together with BRANICKS into a lock-up agreement on 30 June 2026 with (i) a group of bondholders regarding the unsecured bond issued by BRANICKS with a then-outstanding principal amount of € 400 million and maturing on 22 September 2026, as well as (ii) a group of holders of promissory note loans and registered bonds, each issued by BRANICKS, with a current total outstanding principal amount of € 179.5 million and maturities ranging from 2026 to 2031.

For this purpose, VIB shall raise bridge financing in the amount of € 60 million at an interest rate of 10 % to enable parallel financing by BRANICKS in the amount of € 35 million. In this context VIB will pay a *backstop-fee* amounting to € 1.9 million, which will be capitalized. This bridge financing shall respectively be converted into long-term financing with regard to VIB and BRANICKS under identical economic terms (the bridge financing and the long-term financing with regard to VIB collectively referred to as "**VIB New Money**"). In addition to interest, the following terms apply to the VIB New Money: (i) a one-time fee of 200 bps on any principal outstanding amount of the VIB New Money as of 31 December 2028, that has not been repaid by 31 December 2028, payable on 31 December 2028; and (ii) a 100 bps exit fee, payable upon repayment or refinancing of the VIB New Money. Early repayment of the long-term New Money is subject to a *make-whole clause*.

The further restructuring of the bond and the promissory note loans with regard to BRANICKS is intended to secure VIB through a comprehensive collateral package, which provides, among other things, for the implementation of a two-tier LuxCo structure and the pledge of shares therein, as well as the pledge of shares in material subsidiaries of BRANICKS and their subsidiaries. This also includes respective guarantees from major subsidiaries. Another provision of the agreement is that VIB will file for registration of a control and profit transfer agreement entered into with DIC REI KG on 5 January 2026.

As early as March 2026, BRANICKS had announced that it would elaborate a comprehensive financing plan for a “comprehensive solution for liabilities” of BRANICKS. Despite repeated announcements of upcoming agreements, BRANICKS was forced to continually postpone the “comprehensive solution for liabilities”. An agreement could only be reached by including VIB as a party to the lock-up agreement and the subsequent restructuring agreements.

The obligations assumed under the lock-up agreement have caused VIB to suffer disadvantages without receiving any compensation. The terms of the VIB New Money do not correspond to VIB’s risk profile. Based on the valuation expert’s assessment in the expert opinion regarding the enterprise values of VIB and BRANICKS and for determining the appropriate compensation and settlement in connection with the planned conclusion of a control and profit transfer agreement, a refinancing interest rate of approximately 6% for unsecured debt and an interest rate of 5 % for secured debt were applied (expert opinion of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, dated 2 January 2026, para. 374).

The management board and supervisory board of VIB were involved in the preparation and implementation of the conclusion of the lock-up agreement to the benefit of the controlling company BRANICKS, either in their capacity as acting members of the management board or through their insufficient oversight as members of the supervisory board. The breaches of duty in the preparation and implementation of the conclusion of the lock-up agreement result from the unreasonably high interest rate as well as the assumption of liabilities for the benefit of the controlling company and the securing of its liabilities. On the one hand, this results in a special advantage for BRANICKS and DIC REI and, on the other hand, a disadvantage for VIB that cannot be individually offset.

The management board of BRANICKS and BRANICKS itself induced VIB and its governing bodies to enter into the lock-up agreement and to assume the resulting obligations to secure the restructuring of BRANICKS’ financial liabilities, thereby causing a disadvantage.

As an intermediate holding company, DIC REI KG indirectly benefits from the securing of the restructuring of BRANICKS’ financial liabilities. Furthermore, DIC REI KG directly holds the shares in VIB and may pledge them as collateral for BRANICKS’ refinancing. Due to the dual mandates with regard to DIC REI KG and VIB, it can be presumed that adverse influence was exerted.

The claims for compensation to be asserted consist in particular of:

- Costs associated with the preparation of the lock-up agreement,

- the Company's claims for compensation in connection with the conclusion of the lock-up agreement, as well as claims for compensation for further losses arising from and in connection with the lock-up agreement, in particular the provision of collateral to secure the restructuring of BRANICKS' financial liabilities;

- interest losses and damages arising from fees.

All claims falling within the scope of Section 147 Subsection (1) of the German Stock Corporation Act (*AktG*) against the management board and the supervisory board of VIB, BRANICKS, DIC REI KG, and their respective legal representatives are to be asserted. The assertion of claims comprises all damages incurred by VIB as a result of the above-mentioned facts, the amount of which may be quantified, if necessary, by asserting claims for information and obtaining expert opinions.

This also expressly includes motions to determine the obligation to pay damages, to the extent that damages have not yet been definitively incurred.

8. Resolution on the appointment of a special representative pursuant to Section 147 Subsection (2) Sentence 1 of the German Stock Corporation Act (*AktG*) for the purpose of asserting the claims for compensation specified in agenda item 7

MANN Vermögensverwaltung eGbR proposes to adopt the following resolution.

The general meeting appoints attorney Dr. Daniel Lochner, c/o MEILICKE HOFFMANN & PARTNER Rechtsanwälte Steuerberater mbB, Poppelsdorfer Allee 114, 53115 Bonn, ("**special representative**") to assert the claims for compensation described above. The special representative is authorized to engage suitable agents of his choice, in particular those bound by professional confidentiality to assert the claims for compensation and to seek legal, technical, and economic advice and support. He is authorized to enter into retainer and compensation agreements with legal and business advisors on behalf of VIB and at its expense, under terms customary in the market.

The special representative is authorized to conduct his own legal and factual review of the claims for compensation. He may also assert ancillary claims for the provision of information and the rendering of accounts. The special representative shall be granted access, through the company's management board, to company personnel, and in particular to company documents pertaining to his mandate.

The special representative is entitled to reimbursement of expenses and to customary compensation. In the event that Dr. Daniel Lochner is unable to accept the office of special representative or ceases to hold it, Dr. Moritz Beneke, c/o MEILICKE HOFFMANN & PARTNER Rechtsanwälte Steuerberater mbB, Poppelsdorfer Allee 114, 53115 Bonn, shall be appointed as his replacement.

Reasons for the Supplementary Request:

The purpose of the supplementary request is evident from the requested agenda items 7 and 8 and the proposed resolutions. The general meeting shall pass resolutions regarding the assertion of the aforementioned claims for compensation and the appointment of a special representative. The shareholder has an interest in ensuring that the damages incurred by VIB Vermögen AG are compensated and that further damage is prevented.

The appointment of a special representative is necessary because, otherwise, the assertion of the claims would fall to the very governing bodies against whose members the claims are directed. The management board and the supervisory board of VIB Vermögen AG have themselves approved the lock-up agreement and are therefore not suitable for pursuing the resulting claims. The claims are also directed against the companies exercising direct and indirect control, at whose instigation and for whose benefit the disadvantageous legal transactions were carried out.

Attention is hereby drawn to the statutory voting restrictions in connection with a resolution on the requested supplementary agenda items. Pursuant to Section 136 Subsection (1) Sentence 1 of the German Stock Corporation Act (*AktG*), no person may exercise voting rights on their own behalf or on behalf of another when a resolution is being passed on whether a claim should be asserted against them. This applies to the members of the management board and the supervisory board, as well as to BRANICKS Group AG and DIC Real Estate Investments GmbH & Co. KGaA, against whom the claim is directed. Furthermore, as controlling companies within the de facto group, BRANICKS Group AG and DIC Real Estate Investments GmbH

& Co. KGaA are subject to a voting prohibition under Section 136 Subsection (1) Sentence 1 Alternative 3 of the German Stock Corporation Act (*AktG*), because the alleged breach of duty was committed at their instigation and for their benefit.

Statement of the Supervisory Board on the supplementary request submitted by Mann Vermögensverwaltung eGbR:

The supervisory board is expected to adopt a statement on the supplementary request by the shareholder Mann Vermögensverwaltung eGbR in the near future, which will then be published immediately on the website under

https://vib-ag.de/en/investorrelations/#annual_general_meeting.

Neuburg a. d. Donau, August 2026

VIB Vermögen AG
The Board of Management