

## Issue a proxy and voting instructions to the Company's proxies

If you are unable to attend the Annual General Meeting (AGM) personally, you can authorise the Company's proxies to exercise your vote in accordance with your instructions now, that is to say before the AGM. The registration form and proof of eligibility to attend the annual general meeting must also be lodged within the specified period and in the specified form notwithstanding the nomination of a proxy as published in the notice of the AGM in the Federal Gazette (see "III. 2. Conditions for participation and exercising voting rights"). Subject to the aforementioned restrictions to the period in which authorisation may be granted to the voting proxy designated by the Company, this does not exclude the possibility of designating a proxy after the registration form and proof of eligibility have been lodged.

To issue a proxy and voting instructions to the Company's proxies, please fill in this form with the proxy and the instructions to the Company's proxies and return it. Evidence that the Company's proxies have been appointed along with the attendant instructions shall, for organisational reasons, be received at the following postal address, fax number or e-mail address (e.g. as a pdf file) no later than **by the end of 15 May 2017**:

TAG Immobilien AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

**or by fax to:** +49 (0)89 889 690 655  
**or by e-mail:** tag-ag@better-orange.de

### Proxy (please fill in)

I/We (Surname, name or company of the shareholder): \_\_\_\_\_  
herewith authorise, if applicable under revoking a former authorisation of a proxy, the proxies of TAG Immobilien AG, Mrs Sabine Szago, Hamburg, and Mrs Undine Seefeldt, Hamburg, to represent me/us individually with disclosure of my/our name at the AGM of TAG Immobilien AG on 16 May 2017 with the power to delegate the authorisation to another person(s) and to exercise my/our vote inherent in the

(Number of shares): \_\_\_\_\_ shares pursuant to admission ticket No. \_\_\_\_\_  
in accordance with the following **instructions** (please complete):

- I/We vote in favor of the resolutions proposed by the Company's Management **for all items** on the agenda as published in the notice of the AGM in the Federal Gazette.
- I/We herewith **instruct the proxies** to vote as follows on the **individual** resolutions proposed by the Company's Management and published in the notice of the AGM in the Federal Gazette:

Individual voting instructions for agenda item:	YES	NO	ABSTENTION
2. Proposal for the appropriation of profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution to ratify the actions of the Management Board for 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution to ratify the actions of the Supervisory Board for 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of auditors for the annual financial statements and consolidated financial statements for fiscal 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution to create new Authorised Capital 2017, to exclude the shareholders' pre-emptive subscription rights and to amend the Articles of Incorporation accordingly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution to authorise the issue of convertible bonds and/or option bonds, to create new Contingent Capital 2017/I, to exclude the shareholders' pre-emptive subscription rights, and to amend the Articles of Incorporation accordingly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Passing of a resolution to cancel earlier authorisations for the issuance of convertible bonds and/or option bonds and the related conditional capital – Amendments to the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We herewith confirm that I/we have read and accepted the following "Legal notes concerning the issue of proxy and voting instructions to the Company's proxies".

\_\_\_\_\_  
City Date Signature(s) or Person making the declaration (legible)

If you have any queries, please give me/us a call on: \_\_\_\_\_

## **Legal notes concerning the issue of proxy and voting instructions to the Company's proxies**

The Company offers to designate a proxy, who will exercise voting rights in accordance with shareholders' specific instructions, prior to the annual general meeting. The voting proxy will exercise the voting rights solely in accordance with the instructions issued by the shareholder and is authorised to issue subproxies. The authorisation granted to the voting proxy designated by the Company and the voting instructions must be in text form. In the absence of any express instructions or if the instructions granted are contradictory or unclear, the voting proxy designated by the Company shall abstain from casting a vote on the item of the agenda concerned.

The voting proxy designated by the Company cannot accept instructions to address the meeting, submit objections to resolutions passed at the annual general meeting, ask questions or submit motions either before or during the annual general meeting.

If the Company's proxies receive several proxies with voting instructions from one individual shareholder and/or through different channels, the last valid proxy received will be considered binding with the corresponding voting instructions.

Proxies, the revocation of proxies and proof of authorisation can also be presented on the day of the annual general meeting at the admission point. Shareholders wishing to designate a proxy may use the form sent to duly registered persons together with the admission ticket. The form authorising and instructing the voting proxy designated by the Company will also be sent to shareholders together with the admission ticket to the annual general meeting. Corresponding forms are also available on the Company's web site at <http://www.tag-ag.com/en/investor-relations/general-meeting/>.

In addition, shareholders and proxies attending the AGM will also have the option to appoint the Company's proxies during the AGM and have them exercise their voting right as instructed.