

RULES OF PROCEDURE FOR THE MANAGEMENT BOARD OF PATRIZIA AG

(Version of 19 December 2019)

§ 1 General

- 1.1. The Management Board manages the Company on its own responsibility. The members of the Management Board shall protect and promote the interests of the Company.
- 1.2. The members of the Management Board shall conduct the business of the Company with the due care and diligence of a prudent businessman in accordance with applicable laws, the Articles of Association, these Rules of Procedure (including Annexes), the Code of Values and the Compliance Manual of PATRIZIA AG, as well as in accordance with their individual service contracts. They shall adhere to the relevant regulations set out in the published German Corporate Governance Code (in the latest applicable version) to the extent that the annual declaration made by the Management Board pursuant to section 161 of the German Stock Corporation Act (AktG) states that these regulations are adhered to. The Management Board cooperates with the other corporate bodies of the Company on a basis of trust for the benefit of the Company.
- 1.3. The attached “Schedule of Responsibilities” determines the allocation of business and the delegation of the individual area of responsibility to each members of the Management Board. The “Schedule of Responsibilities” shall be prepared jointly by all members of the Management Board. The adoption, amendment or cancellation of the Schedule of Responsibilities shall require a unanimous resolution passed by the Management Board, as well as approval by the supervisory board. If no unanimous resolution can be passed by the full Management Board, the supervisory board shall finally decide on the “Schedule of Responsibilities”.

§ 2 Overall and individual management

- 2.1 The members of the Management Board shall be collectively responsible for the overall management of the Company. They shall work together and inform each other of key measures and transactions in their area of business on an ongoing basis. Each member of the Management Board shall be obliged to request for a resolution to be passed by the Management Board as a whole in the event such member of the Management Board has serious concerns regarding a matter relating to the business area allocated to the responsibility of another member of the Management Board, unless the concern can be resolved by discussing the matter with the other member of the Management Board.
- 2.2 The Management Board as a whole shall decide
 - a) on all matters for which a resolution must be passed by the Management Board as a whole by statutory law, in accordance with the Articles of Association or in line with these rules of procedure, in particular also on
 - aa) the preparation of the annual financial statements, the consolidated financial statements and the respective management reports;
 - bb) the calling of the annual general meeting and the proposals for resolutions to be passed by the Annual General Meeting, as well as decisions on a request for a resolution to be passed in accordance with section 119 para 2 AktG;
 - cc) reporting to the Supervisory Board at periodic intervals;
 - dd) any transactions requiring the consent of the Supervisory Board;
 - ee) the declarations pursuant to section 161 AktG;

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- b) on the determination of the Company's policy and its annual strategic and operational objectives, including adoption and amendment of the annual budget;
 - c) on the principles and organisation of risk management within the Company and the passing of other cross-divisional guidelines;
 - d) on differences of opinion between individual members of the Management Board regarding the definition of the business areas;
 - e) on all matters presented to the Management Board for resolution by the Chairman or a member of the Management Board; and
 - f) on all matters that are not allocated to a business area of a specific member of the Management Board by the Schedule of Responsibilities.
- 2.3 Individual members of the Management Board shall manage the business area allocated to them, within the framework of the resolutions of the Management Board, on their own responsibility. This shall not affect the collective responsibility of all members of the Management Board for the business areas of other members of the Management Board. To the extent measures or transactions affecting one business area also affect another business area or several other business areas at the same time, then the affected member of the Management Board must consult the other members of the Management Board affected by the measure or transaction in advance. If no agreement is reached, then every affected member of the Management Board is obliged to arrange for a resolution to be passed by the Management Board.
- 2.4 Measures and transactions relating to a particular business area that are of exceptional importance to the Company, or that are associated with an exceptional financial risk, shall require the prior consent of the Management Board. The same applies to measures and transactions in respect of which the Chairman of the Management Board requests that a prior resolution be passed by the Management Board.
- 2.5 The member of the Management Board may take the measures/execute the transactions of the nature specified in section 2.3 sentences 3 and section 2.4 without the prior consent of the Management Board or – in the case set out in section 2.3 sentence 3 – without consulting the other members involved first if this is necessary, based on the member's own due discretion, to avert imminent, serious disadvantages for the Company. The Management Board is to be informed of such action without delay.

§ 3 Chairman of the Management Board

- 3.1 The Chairman of the Management Board is responsible for the coordination of all the business areas within the Management Board. He shall endeavour to ensure the uniform management of all business areas in line with the objectives set out in the resolutions of the Management Board. The Chairman of the Management Board is entitled to request that members of the Management Board provide him with information on individual matters relating to their business areas at any time, and he may request to be informed on certain types of transactions from the outset.
- 3.2 The Chairman of the Management Board shall represent the Management Board and the Company vis-à-vis the public, vis-à-vis associations, business organisations and publication media. He can also transfer these

duties to another member of the Management Board in individual cases with regard to matters of a certain nature.

- 3.3 The Chairman of the Management Board has lead responsibility for liaising with the Supervisory Board and its members.
- 3.4 Where the Chairman of the Management Board is unable to do so, the Deputy Chairman shall assume the rights and obligations of the Chairman. If no Deputy Chairman has been appointed, then the longest-serving member of the Management Board present shall assume the rights and obligations of the Chairman where the latter is unable to do so. This shall not apply to the Chairman's right to a casting vote pursuant to section 4.5 sentence 2.

§ 4 Meetings and resolutions

- 4.1 The Management Board shall generally pass its resolutions at meetings that shall be held at least twice a month and convened by the Chairman of the Management Board. Each member can request the convocation of a meeting, specifying the subject matter to be discussed. The Chairman of the Management Board shall inform the members of the Management Board of the items on the agenda in good time before the meeting.
- 4.2 The meetings shall be chaired by the Chairman of the Management Board. He shall determine the order in which the items on the agenda are to be addressed, as well as the type and sequence of voting. He can decide that individuals who are not members of the Management Board may attend meetings to discuss individual issues. The Chairman can postpone the discussion of, and passing of resolutions on, individual items on the agenda.
- 4.3 The Management Board is quorate when all members of the Management Board have been invited and at least half of the members of the Management Board attend the meeting. Absent members of the Management Board can cast their votes in writing, by telex, by fax, by e-mail or by telephone. The absent members of the Management Board shall be informed on the resolutions passed in their absence without delay.
- 4.4 Upon the instruction of the Chairman of the Management Board, resolutions can also be passed outside of meetings by way of votes cast in writing, by telex, by fax or by telephone or by e-mail provided that no member of the Management Board objects to this procedure within a reasonable time period set by the Chairman of the Management Board. Votes cast by telephone are to be confirmed in writing.
- 4.5 At meetings, the Management Board shall pass resolutions with a simple majority of the votes cast. Outside of meetings, resolutions shall be passed with a simple majority of the members of the Management Board. In the event of a tie, the Chairman of the Management Board shall have the casting vote. Discussions should only be held, and decisions only made, on matters relating to the business area of an absent Management Board member in urgent, exceptional cases. The absent member of the Management Board is to be informed of the outcome of the resolution passed. If the absent Management Board member does not agree with the outcome of the resolution passed, the member of the Management Board must raise an objection with the Chairman of the Management Board without delay. In such cases, the subject matter of the resolution is to be discussed again at the next meeting on the basis of the objection raised, providing grounds verbally or in writing, and a decision is then to be made.

- 4.6 Minutes are to be kept on the meetings of the Management Board showing the location and date of the meeting, the participants, the agenda and the wording of the resolutions. The minutes are to be signed by the Chair of the meeting, another member of the Management Board or by the keeper of the minutes. The minutes are deemed approved if no member of the Management Board objects to them at the next meeting following the receipt of the minutes. The resolutions passed by the Management Board outside of meetings are to be included in the minutes of the following meeting of the Management Board unless these resolutions are documented separately in minutes on resolutions passed outside of meetings.

§ 5 Approval of the Supervisory Board

- 5.1 Approval of the Supervisory Board is required for the execution of the following measures:
- a) Determination of the annual strategic and operational objectives, including adoption and amendment of the annual budget;
 - b) Acquisition and disposal of real property, units in special AIFMs and participation in partnerships or entities, as well as the encumbrance of the Company's own properties if the value of the transaction exceeds EUR 50,000,000 in the individual case, in case of co-investments the aforementioned threshold shall apply to the Company's equity interest;
 - c) If, in the case of acquisitions for a fund managed by a PATRIZIA entity, the Company enters into a transaction within the meaning of lit. a) for a temporary period until the entry of investors, or provides a loan or security for such a purpose for a temporary period (so-called warehousing or bridge financing), the threshold for the approval requirement in lit. a) increases to EUR 75,000,000;
 - d) The conclusion of, amendments to and the termination of enterprise agreements pursuant to sections 291 et seq AktG;
 - e) Implementation of integration and transformation measures pursuant to the German Transformation Act (UmwG) (merger, division, change of legal form)) as well as measures with comparable effects (e.g., contribution and transfer of companies and parts of companies by way of individual succession;
 - f) The borrowing by, granting or extension of financial loans in relation to persons outside of the PATRIZIA Group if the total loan amount in the individual case, or for several financially connected transactions, exceeds an amount of EUR 10,000,000;
 - g) The borrowing by, granting or extension of financial loans or the establishment of other financial liabilities, if the liability exceeds an amount of EUR 10,000,000 for one transaction or several financially connected transactions. The following are explicitly excluded:
 - The borrowing by granting of financial loans or the establishment of other financial liabilities in connection with other legal transactions that are subject to an approval requirement and in connection with the acquisition and disposal of real property, units in special AIFMs and participation in partnerships or entities, as well as the encumbrance of the Company's own properties if these are not subject to an approval requirement pursuant to (a) or (b) above;
 - Hedging and foreign exchange transactions within the ordinary course of business if these are not speculative; and

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- Supply and service relationships between the individual group companies within ordinary course of business;
- h) The granting of sureties, guarantees and other forms of securities for liabilities of third parties outside of the PATRIZIA Group, as well as the granting of credit orders outside of the ordinary course of business if the value in the individual case, or for several financially connected transactions, exceeds an amount of EUR 10,000,000;
 - i) Legal transactions between the Company and a member of the Management Board or a person or company that is related to a member of the Management Board, to the extent applicable law requires consent of the Supervisory Board;
 - j) Issuance of bonds;
 - k) Taking up of secondary activities of a member of the Management Board, in particular entry into the Supervisory Board, Board of Directors or Advisory Board of a company which is not a group company;
 - l) Granting of loans pursuant to sections 89, 115 AktG; and
 - m) Execution of contracts with members of the Supervisory Board pursuant to § 114 AktG.
- 5.2 The Supervisory Board is entitled to decide that further measures or transactions require its approval. Further, the Supervisory Board may grant approval to a certain group or type of transactions in general in advance, which may however be revoked at any time.

§ 6 Cooperation with the Supervisory Board

- 6.1 The Management Board shall report to the Chairman of the Supervisory Board, in accordance with the provisions set out in section 90 AktG, on a regular basis, in a timely manner and in full on all matters relevant to the Company, in particular relating to strategy, planning, business developments, the risk situation and risk management, compliance, the course of business and the position of the Company, as well as its affiliated companies. Within this context, it shall address deviations of business developments from the plans and objectives and explain reasons for these deviations. It shall report to the Chairman of the Supervisory Board without delay on important events and business matters that could have a material impact on the Company's position.
- 6.2 Management Board reports and documents required for decision-making purposes, in particular the annual financial statements, consolidated financial statements and the audit report, shall be sent to the members of the Supervisory Board in good time before the meeting. The Management Board reports are generally to be prepared in text form, with the exception of the report pursuant to section 90 para 1 sentence 3 AktG.
- 6.3 The Management Board shall inform the Supervisory Board and the other members of the Management Board of any conflicts of interest without delay.

§ 7 Entry into force

The Board Rules for the Management Board shall come into force once the Supervisory Board have passed it.