

## 5. Dependency report and overall assessment

In financial year 2017/2018, DKR was temporarily a company dependent on Obotritia Capital KGaA. In accordance with the statutory provisions, the Management Board of DKR prepared a report on relations with affiliated companies (dependency report) for the period in which DKR was a subsidiary dependent on Obotritia Capital KGaA and finally stated in the following:

*“In accordance with § 312 (3) AktG, we hereby declare that, in the transactions described in the above report on relationships with affiliated companies, our Company received appropriate consideration for each legal transaction under the circumstances known to us at the time the legal transactions were conducted. No action was taken or omitted at the initiative or in the interest of Obotritia Capital KGaA or its affiliates. “*

## 6. Takeover-relevant information

in accordance with § 289a (1) HGB

### Composition of the share capital, voting rights and special rights

The share capital of the Company is divided into 27,236,313 no-par-value bearer shares. As of the balance sheet date, the Company holds no treasury shares. All shares have the same rights and obligations. Each share represents one vote in the Annual General Meeting. The shares may be freely transferred in accordance with the legal provisions applicable to bearer shares. No shares were issued with special rights conferring control powers. Insofar as employees are involved in the Company, they directly exercise their control right.

### Shareholdings of 10% or more of the voting rights

No shareholder may hold 10% or more of the shares or voting rights directly in accordance with § 11 (4) REITG (maximum participation limit). In the event that the maximum participation limit is exceeded, the shareholder concerned must provide evidence of the reduction of his direct participation in an appropriate form within two months of the request of the Management Board. A continued breach of the maximum participation limit may, according to the Articles of Association, result in the transfer without compensation of the shares in excess of the maximum participation limit or in the compulsory collection of such shares without compensation. As of the balance sheet date, no shareholder holds 10% or more of the voting rights.

### Authorisation of the Management Board to acquire own shares and to issue new shares

#### Authorised capital

By resolution of the Annual General Meeting of 8 March 2018, registered in the commercial register on 5 April 2018, the Management Board was authorised to issue the share capital of the Company until 7 March 2023, with the approval of the Supervisory Board, by issuing new no-par value bearer shares against cash or a contribution in kind once or several times to increase up to a total of EUR 13,618,156.00 (Authorised Capital 2018). Shareholders must in principle be granted a subscription right within the scope of the authorised capital. However, the Management Board is authorised to exclude the subscription rights of shareholders in accordance with the Articles of Association and the approval of the Supervisory Board in certain cases. The authorised capital 2017 was cancelled.

#### Conditional capital

The Management Board was authorised by the Annual General Meeting on 8 March 2018, with the approval of the Supervisory Board, to issue until 7 March 2023 single or multiple bearer bonds with warrants or convertible bonds (together “Notes”) with a total nominal value of up to EUR 150,000,000.00 with or without a maturity restriction and grant or impose to the holders of bonds with warrants option rights or obligations and the holders of convertible bonds conversion rights or obligations for bearer shares of the Company with a proportionate amount of capital stock in the amount of EUR 1.00 each according to more details of the conditions of the Notes. Further details can be found in the announcement in the Federal Gazette.

The share capital is conditionally increased by up to EUR 11,238,014.00 through the issue of up to 11,238,014 new bearer shares (Contingent Capital I). The conditional capital increase will only be carried out to the extent that option or conversion rights from the aforementioned convertible bonds are exercised.

Conditional Capital II of EUR 2,380,142.00 (Conditional Capital II) serves to grant shares to the holders of the existing convertible bonds 2015/2020 for a total nominal amount of EUR 37,000,000.00, for which the Management Board was authorised at the Annual General Meeting on 9 March 2017.

#### Repurchase of treasury shares

At the Annual General Meeting on 20 April 2016, the Company authorised the Management Board to hold treasury shares of up to 10% of the share capital at the time of the resolution or, if this amount is lower, of the share capital at the time of exercise to acquire the existing authorisation for any authorised purpose within the scope of the legal restrictions until 19 April 2021.

The treasury shares may be acquired at the discretion of the Management Board via the stock exchange or by means of a public purchase offer addressed to all shareholders. The equivalent consideration per share (excluding incidental acquisition costs) may not exceed or fall below the average of the last share price (closing price) of the Company’s stock in XETRA trading on the Frankfurt Stock Exchange on the last ten trading days prior to the date of the commitment to purchase or the date of publication of the offer by more than 10%.

#### Amendment to the Articles of Association

Amendments to the Articles of Association require the majority of 75 % of the voting rights represented at the Annual General Meeting, as required by the German Stock Corporation Act.

#### Appointment and revocation of members of the Management Board

The determination of the number as well as the appointment of the ordinary members of the Management Board and Deputy Management Board members, the conclusion of the employment contracts and the revocation of the appointment are made by the Supervisory Board.