

LEG Immobilien AG, Düsseldorf

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Document containing information pursuant to Article 1 (4) lit. h), (5) subpara. 1 lit. g) Regulation (EU) 2017/1129

**dated 9 July 2020, supplemented on 4 September 2020 and on 15 September
2020**

for the new shares to be issued under the Rights Issue Capital Increase (as defined below) against contribution of dividend entitlements (as defined below), in accordance with the resolution on appropriation of profits approved by the annual general meeting of LEG Immobilien AG on 19 August 2020.

I. Purpose

The annual general meeting of LEG Immobilien AG ("**LEG Immobilien**" or the "**Company**") (more information about LEG Immobilien can be found at <https://www.leg-wohnen.de/en/corporation>) on 19 August 2020 resolved under agenda item 2 (resolution on the appropriation of profits of the 2019 financial year of LEG Immobilien AG) to pay out a dividend in the amount of EUR 3.60 for each no-par value share carrying dividend rights (the "**Resolution on Appropriation of Profits**"). The dividend shall be paid, at the discretion of the shareholders, (i) in cash (the "**Cash Dividend**") or (ii) in the form of shares in LEG Immobilien (the "**Scrip Dividend**").

The Management Board and the Supervisory Board resolved to issue the necessary shares by making partial use of the authorized capital pursuant to Section 4.1 of the Articles of Association of LEG Immobilien, which was entered in the commercial register of LEG Immobilien on 16 June 2017 ("**Authorized Capital 2017**"), against contributions in-kind. The dividend entitlements which arose from the Resolution on Appropriation of Profits were contributed as a contribution in-kind by those shareholders who opted for the Scrip Dividend.

This document has been created to fulfill the requirements of Article 1 (4) lit. h), (5) subpara. 1 lit. g) Regulation (EU) 2017/1129 (Regulation (EU) 2017/1129, including all

relevant transposition measures, the "Prospectus Regulation") which states that there is no obligation to publish a prospectus for the public offering, Article 1 (4) lit. h) Prospectus Regulation, and admission to trading, Article 1 (5) subpara. 1 lit. g) Prospectus Regulation, of dividends paid out to shareholders in the form of shares provided that a document is made available containing information on the number and nature of the shares and the reasons for and details of the offer or allotment.

Neither the subscription rights, nor the new shares are, or will be, registered in accordance with the U.S. Securities Act of 1933, as amended (the "**Securities Act**"), or with the securities regulators of individual states or other territories of the United States of America. The subscription rights and new shares may not at any time be offered, sold, exercised, pledged or transferred, either directly or indirectly, to or within the United States of America, except to qualified institutional buyers ("**QIBs**") as defined in Rule 144A of the Securities Act, pursuant to Section 4 (a)(2) of the Securities Act or due to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, provided this does not constitute a breach of applicable securities legislation of the individual states of the United States of America.

II. Subject Matter of the Document and Shareholders' Right of Choice

The subject matter of this document are the new shares which will be issued in way of a capital increase against contribution in-kind with subscription rights (the "**Rights Issue Capital Increase**") by means of the contribution of the dividend entitlements (as defined below) (the "**New Shares**"). With this step, LEG Immobilien gave shareholders who owned no-par value registered shares of LEG Immobilien at 11:59 p.m. CEST on the evening of 19 August 2020, and who had not already sold them by this time, the choice of receiving the dividend on these shares in cash or as Scrip Dividend.

Shareholders had the following options:

- The shareholder opted to receive the **Cash Dividend** and notified his depositary bank of this choice, or did not do anything up to the end of the subscription period for the New Shares.

In this case, he receives a Cash Dividend payment of EUR 3.60 per no-par value share held after the end of the subscription period and a technically required settlement period, which will be on or about 22 September 2020 (29 September 2020 at the latest).

- The shareholder opted to receive the **Scrip Dividend**. In this case, he had to notify his depositary bank in good time using the form that the bank had provided him with for this purpose (the "**Declaration of Subscription and Assignment**") and had to assign his dividend entitlements in the amount of EUR 3.60 per no-par value share held by him to Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany ("**Deutsche Bank AG**"). The final number of dividend entitlements that had to be assigned in order to subscribe for one New Share was published on

4 September 2020. After the end of the subscription period and the technically required settlement period, which will be on or about 22 September 2020 (29 September 2020 at the latest), the shareholder will receive New Shares, taking into account the subscription ratio, to the extent that his assigned dividend entitlements (in total) cover the fixed subscription price per New Share (in total based on the number of whole New Shares to be granted). To the extent that assigned dividend entitlements or portions thereof exceed the subscription price for the New Shares subscribed to (in total), the shareholder will receive the corresponding dividend in cash, rounded down to the nearest whole euro cent, on or about 22 September 2020 (29 September 2020 at the latest). For further details please see sections IV. 2. d) and IV. 4. f) cc).

- The shareholder opted to receive the Cash Dividend for a part of his shares and the Scrip Dividend for the remaining part of his shares. In this case, both procedures described above will apply to the respective shares for which the shareholder has opted for.

III. Reasons for the Scrip Dividend

Giving shareholders the choice between a Cash Dividend and a Scrip Dividend is common practice at an international level and is chosen by more and more listed companies in Germany. Granting such an option gives the shareholders the opportunity to easily reinvest their dividends into shares of the Company. If the shareholder opted to receive the Scrip Dividend, he was able to avoid his percentage shareholding in LEG Immobilien being reduced as a result of the Rights Issue Capital Increase. For LEG Immobilien, the outflow of liquidity from the dividend payment will be reduced to the extent that dividend entitlements are reinvested in the Company and shares are delivered instead of a Cash Dividend.

IV. Details

1. Present Share Capital and Shares of LEG Immobilien

The registered share capital of LEG Immobilien as of 4 September 2020 was EUR 71,379,836.00, divided into 71,379,836 registered no-par value shares (shares without nominal value) with a notional interest in the share capital of EUR 1.00 attributable to one no-par value share. Each share entitles the holder to one vote at the annual general meeting of the Company.

The existing shares of LEG Immobilien are admitted to trading on the regulated market and to the sub-segment with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange.

The existing shares of LEG Immobilien are evidenced in several global certificates deposited with Clearstream Banking AG, Frankfurt, Germany ("**Clearstream**"). Pursuant to Section 3.6 of the Company's Articles of Association, the right of shareholders to certification of their respective shares is precluded.

All shares issued by LEG Immobilien are assigned the same rights.

The Company's shares are freely transferable. Announcements of the Company are published in the German Federal Gazette in accordance with the Articles of Association of the Company. In accordance with the Articles of Association, LEG Immobilien is entitled to transmit information to shareholders by means of remote data transmission to the extent permitted by law. Notifications concerning the shares of the Company are also published in the German Federal Gazette or, as the case may be, via media suitable for distribution across the European Economic Area. The paying agent within the meaning of Section 48 (1) No. 4 German Securities Trading Act ("**WpHG**") is Deutsche Bank AG.

2. Details of the Rights Issue Capital Increase

a) Rights Issue Capital Increase against Contribution in-kind out of Authorized Capital 2017

The Management Board and the Supervisory Board resolved to create the New Shares, which are the subject matter of this document and which shall be issued in the course of the Rights Issue Capital Increase by means of the contribution of dividend entitlements, by making partial use of the Authorized Capital 2017.

b) Number of New Shares

The number of New Shares totals 716,107. It is the result of the shareholders' exercise of their right to opt to receive the Scrip Dividend.

c) Features of the New Shares

The New Shares will be created in accordance with German law. They will carry the same rights as any other shares of the Company and will not confer any additional rights or benefits. Each of the New Shares entitles the holder to one vote at the general meeting of the Company. There are no restrictions on voting rights, except in specific cases prescribed by law. Nor are there different voting rights for certain shareholders of the Company. The New Shares will carry full dividend entitlement from 1 January 2020.

The New Shares participate in any liquidation proceeds in proportion to their notional interest in the share capital.

The New Shares will be evidenced in a global certificate, with a global profit share certificate, and deposited with Clearstream. The New Shares will be delivered via collective safe custody. The New Shares will be freely transferable.

d) Rights Issue Capital Increase

The capital increase to create the New Shares is a capital increase with subscription rights. To simplify the transaction, each shareholder was only able to exercise his subscription right by commissioning and authorizing Deutsche Bank AG within the Subscription Period (as defined below) as third-party trustee – as further specified in the subscription offer and upon the shareholder assigning his dividend entitlements – to subscribe to the New Shares the shareholder wished to subscribe to in accordance with his choice to receive the Scrip Dividend at the Subscription Ratio and at the Subscription Price, in its own name but on the

shareholder's account and, following the subscription and entry of the execution of the Rights Issue Capital Increase in the commercial register, to have the New Shares subscribed to in this process transferred to the shareholder. Deutsche Bank AG have been also obliged towards LEG Immobilien to contribute the dividend entitlements assigned to Deutsche Bank AG in trust as contribution in-kind and to have the shares subscribed to in trust on the basis of the Subscription Ratio and the Subscription Price transferred to the shareholders in accordance with the respective choice they have made. For any dividend entitlements which are not needed for the subscription of shares, the corresponding Cash Dividend payment will be made by the depositary banks.

The Subscription Price was determined on Friday, 4 September 2020, at EUR 118.08. It was published in the German Federal Gazette and on the website of LEG Immobilien (<https://www.leg-wohnen.de/en/corporation/investor-relations>) on the same day. It is the result in Euro of dividing the reference price by EUR 3.60, less a discount set by the Company in the subscription offer of 4.0% of this result, then rounded down to one decimal place after the decimal point and multiplied by EUR 3.60. The reference price has been the volume-weighted average price (VWAP) of the shares of LEG Immobilien in Euro in the Xetra trading system on the Frankfurt Stock Exchange on the trading day preceding the determination of the Subscription Price ("**Reference Price**"). The Reference Price has been EUR 123.2775. The relevant trading day for fixing the Reference Price was 3 September 2020. The Subscription Price was fixed on 4 September 2020. The number of dividend entitlements to be contributed in order to subscribe for one New Share equals the thus determined Subscription Price divided by EUR 3.60. The Subscription Ratio is the ratio of the Subscription Price divided by EUR 3.60 and then rounded down to one decimal place after the decimal point, to one New Share. It is 32.8 : 1. The Subscription Ratio was published on 4 September 2020 in the German Federal Gazette and on the website of LEG Immobilien (<https://www.leg-wohnen.de/en/corporation/investor-relations>). To the extent the number of dividend entitlements or portions thereof for which a shareholder has opted to receive the Scrip Dividend is not sufficient to cover the subscription of one (additional) whole New Share, such shareholder will receive the corresponding Cash Dividend on these remaining dividend entitlements. If this calculation leads to an amount in Euro with more than two decimals after the decimal point, the result shall be rounded down to whole euro cents. The amount resulting from this rounding, and that therefore is not paid out, will always be lower than EUR 0.01 per share portfolio. Any commercial rounding which Clearstream and/or the depositary banks may apply due to technical reasons remains unaffected and shall not be done on account of the Company nor on account of Deutsche Bank AG.

Example Calculation:

- **Reference Price:** EUR 123.2775.
- **Subscription Price:** EUR 118.08.
- **Subscription Ratio:** 32.8 : 1, i.e., one New Share could be subscribed to for 32.8 existing shares (and dividend entitlements as contribution in-kind).

- If a shareholder assigned dividend entitlements from 34 existing shares, he assigned 1.2 dividend entitlements too many based on this example calculation. 1.2 dividend entitlements are equal to EUR 4.32 (1.2 x EUR 3.60 = EUR 4.32). This amount shall then be rounded down to whole euro cents and paid out to the shareholder in cash. In this example, the shareholder hence receives one New Share for 34 dividend entitlements and EUR 4.32 in cash.

Although the subscription rights were transferable, they could only be transferred together with the dividend entitlements, because the subscription right could only be exercised if the corresponding dividend entitlement were assigned.

There were no plans for allowing the subscription rights to be traded on the stock exchange.

The dividend entitlements and the inseparably linked subscription rights from the shares of the Company, all of which are held in collective safe custody, were booked automatically to the depository banks on 24 August 2020 according to the status as of the evening of 21 August 2020 (Record Date) by Clearstream. The dividend entitlement posting (ISIN DE000LEG1201 / WKN LEG120) also included the associated subscription rights. The existing shares of the Company were listed "ex dividend" and hence also "ex subscription right" on the regulated market of the Frankfurt Stock Exchange, from 20 August 2020 onwards.

The subscription period started on 21 August 2020 and lasted until 7 September 2020 (inclusively in either case) ("**Subscription Period**"). Subscription rights that were not exercised within the prescribed period expired without compensation – in this case shareholders will receive the Cash Dividend. The subscription agent is Deutsche Bank AG.

The subscription right was exercised for a total of 23,488,309.6 dividend entitlements. On 15 September 2020, the Management Board therefore resolved, with the approval of the Supervisory Board, to increase the share capital by EUR 716,107.00 to EUR 72,095,943.00.

3. Costs and benefits of the offer for LEG Immobilien

LEG Immobilien did not receive any cash as a result of the Rights Issue Capital Increase but received dividend entitlements as contribution in-kind. To the extent to which shareholders opted to receive the Scrip Dividend, they contributed their dividend entitlements (upon assignment of their dividend entitlements to Deutsche Bank AG), which will reduce the dividend amount to be paid out in cash by LEG Immobilien for the 2019 financial year. The Scrip Dividend was chosen for 23,488,309.6 dividend entitlements. This corresponds to EUR 84,557,914.56.

The costs of the offer for LEG Immobilien, including the remuneration to be paid to Deutsche Bank AG, which is processing the transaction, are expected to amount to around EUR 500,000.00 (net).

4. Information about Exercising the Right of Choice

a) Entitled Shareholders

aa) Shareholders

The right to opt to have the Cash Dividend or the Scrip Dividend existed for all holders of no-par value registered shares in LEG Immobilien.

bb) Relevant Date

Shareholders who owned no-par value registered shares of LEG Immobilien at 11:59 p.m. CEST on the evening of 19 August 2020 and had not sold them by this time, received a dividend entitlement of EUR 3.60 per no-par value share, to which a subscription right were inseparably linked.

b) Expected Schedule

18 August 2020	Resolution of the Management Board with consent of the Supervisory Board in relation to the Right Issue Capital Increase
19 August 2020	Annual general meeting of LEG Immobilien
20 August 2020	Commencement of the LEG Immobilien share trade <i>ex</i> dividend and <i>ex</i> subscription right
20 August 2020	The subscription offer and the dividend announcement are published on the website of LEG Immobilien and in the German Federal Gazette
21 August 2020	Commencement of the Subscription Period
24 August 2020	Dividend entitlements are posted to deposit account at Clearstream-level with their inseparably linked subscription rights according to the depository account balance as of the evening of 21 August 2020 (Record Date)
3 September 2020	Relevant day for determination of the Reference Price for the Subscription Ratio (volume-weighted average price in Xetra trade, VWAP)
4 September 2020	Subscription Price and Subscription Ratio will be fixed and announced in the German Federal Gazette and on the website of LEG Immobilien
7 September 2020	End of the Subscription Period; end of the period during which shareholders have the right to exercise a choice
14 September 2020	Determination of the total number of New Shares to be issued

15 September 2020	Concretizing resolution of the Management Board with consent of the Supervisory Board on the execution of the Right Issue Capital Increase
17 September 2020	Entry of the execution of the Rights Issue Capital Increase in the commercial register at the local court of Düsseldorf
On or about 18 September 2020 (25 September 2020 at the latest)	Admission to trading of the New Shares to the regulated market on the Frankfurt Stock Exchange (Prime Standard)
On or about 22 September 2020 (29 September 2020 at the latest)	Payout of the Cash Dividend for all dividend entitlements which were not used for subscription of shares
On or about 22 September 2020 (29 September 2020 at the latest)	Book transfer of the New Shares
On or about 22 September 2020 (29 September 2020 at the latest)	First day of trading, incorporation of the New Shares in the existing listing of LEG Immobilien

c) Partial Exercise of the Right of Choice

Shareholders did not need to make the choice for all their shares uniformly (even if they are held in a single securities deposit account) but were free to choose to receive the dividend in cash or as Scrip Dividend for each share separately.

d) Irrevocability of Choice

Shareholders who had exercised their right of choice were not able to revoke their choice once it had been made.

e) Information on Choosing the Cash Dividend

aa) Information about the Cash Dividend

The annual general meeting of LEG Immobilien on 19 August 2020 resolved a dividend on each share in LEG Immobilien of EUR 3.60. The dividend is expected to be paid out on or about 22 September 2020 (29 September 2020 at the latest), through the depositary banks.

bb) Exercising the Right of Choice to Receive the Cash Dividend

Shareholders who opted to receive their dividend in cash did not need to take any action.

f) Information on Choosing the Scrip Dividend

aa) Information about the New Shares

For information about the New Shares, see IV. 2.

bb) Calculating the Subscription Price for the New Shares

The Subscription Price was published on Friday, 4 September 2020, in the German Federal Gazette and on the website of LEG Immobilien (<https://www.leg-wohnen.de/en/corporation/investor-relations>). It is the result in Euro of dividing the Reference Price by EUR 3.60, less a discount set by the Company in the subscription offer of probably 4.0% of this result, then rounded down to one decimal place after the decimal point and multiplied by EUR 3.60. It amounts to EUR 118.08.

cc) Calculating the Dividend Entitlements Required for Subscription and the Subscription Ratio

The number of dividend entitlements that had to be contributed in order to subscribe for one New Share equals the Subscription Price divided by EUR 3.60, hence 32.8, and then rounded down to one decimal place after the decimal point, to one New Share, resulting in the Subscription Ratio of 32.8 : 1.

Dividend entitlements of a shareholder for which a dividend in New Shares was chosen but which are not sufficient to cover the subscription of one whole new share will be paid out in cash. If the calculation leads to an amount in Euro with more than two decimals after the decimal point, the result shall be rounded down to whole euro cents. The amount resulting from this rounding, and that therefore is not paid out, will always be lower than EUR 0.01 per share portfolio. This means that, taking the Subscription Ratio of 32.8 : 1, one New Share and a pro-rata dividend payment of $1.2 \times \text{EUR } 3.60 = \text{EUR } 4.32$, rounded down to whole euro cents = EUR 4.32, would be granted for 34 shares for which the Scrip Dividend was chosen. Any commercial rounding which Clearstream and/or the depositary banks may apply due to technical reasons remains unaffected and shall not be done on account of the Company nor on account of Deutsche Bank AG.

dd) Fees and Costs of Share Subscription

LEG Immobilien will reimburse the depositary banks for their services with a payment of EUR 0.80 per depositary client and additional EUR 3.00 per depositary client opting for the Scrip Dividend. Nevertheless, shareholders who opted to receive the Scrip Dividend may incur depositary bank fees. Please consult your depositary bank about the details. Fees and costs which you are charged as securities deposit account customers by depositary banks cannot be refunded by LEG Immobilien or by Deutsche Bank AG. Deutsche Bank AG, in its function as settlement agent, does not charge an additional commission to the shareholders who chose the Scrip Dividend for the settlement of the subscription rights.

ee) Exercising the Right of Choice to Receive the Scrip Dividend

Shareholders who opted to receive the Scrip Dividend had to notify, during normal business hours by 7 September 2020, their depositary bank using the Declaration of Subscription and Assignment provided by their depositary bank of the fact that they wanted to exercise their subscription right and that they were assigning the dividend entitlements on shares for which they wanted to exercise the subscription rights to Deutsche Bank AG. The dividend

entitlements were assigned to Deutsche Bank AG as third-party trustee on condition that Deutsche Bank AG contributes the assigned dividend entitlements as contribution in-kind to LEG Immobilien in consideration for the subscription to New Shares at the Subscription Ratio and Subscription Price, in its own name but on the shareholder's account, with the obligation to transfer the shares to the individual shareholders after the subscription and entry of execution of the Rights Issue Capital Increase in the commercial register.

ff) Posting the New Shares

It is expected that the New Shares will be delivered to the depositary banks for posting to the depositary accounts of shareholders who have opted for the Scrip Dividend on or about 22 September 2020 (29 September 2020 at the latest).

5. Admission to trading on the Stock Exchange

Admission of the New Shares to trading on the regulated market and to the regulated market sub-segment with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange is expected to take place on or about 18 September 2020 (25 September 2020 at the latest), subject to the entry of the execution of the Rights Issue Capital Increase in the commercial register.

Listing of the New Shares on the regulated market of the above stock exchange is expected, subsequent to admission, on or about 22 September 2020 (29 September 2020 at the latest) when the New Shares are incorporated in the listing for existing shares.

6. Tax treatment of the Dividend in Cash and the Scrip Dividend

This section does not constitute a comprehensive or complete description of taxation aspects that may be relevant to shareholders. This concise summary is therefore no substitute for consultation with a tax advisor.

The dividend for the 2019 financial year will be paid in full from the tax contribution account within the meaning of Section 27 Corporation Tax Act (*Körperschaftsteuergesetz*) (contributions not paid into the nominal capital). Therefore, no capital gains tax (*Kapitalertragsteuer*), solidarity surcharge (*Solidaritätszuschlag*) or possible church tax (*Kirchensteuer*) will be deducted. Dividends paid out in cash to shareholders in Germany are thus not subject to taxation. This applies likewise to dividends paid out in the form of shares (shareholders in Germany are not subject to taxation). Dividends do not entitle recipients to tax refunds or tax credits. In the German tax authorities' view, the dividend payment reduces the acquisition costs of the share for tax purposes. If the dividend payment exceeds the shareholder's acquisition costs, the resulting profit is taxable.

7. Later Submission of Further Information

If any, necessary adaptations of this document will be published on the website of LEG Immobilien at <https://www.leg-wohnen.de/en/corporation/investor-relations>.

Düsseldorf, 15 September 2020

LEG Immobilien AG

The Management Board

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