

AGENDA

EXTRAORDINARY GENERAL MEETING OF CTP N.V.

This extraordinary general meeting ("**EGM**") of CTP N.V. (the "**Company**" or "**CTP**") will be held virtually on 15 June 2022 at 10:00 A.M. (CEST).

AGENDA

1. **Opening**
2. **Business combination (*voting item*)***
 - a) Proposal to effect the Merger
 - b) Proposal to effect the Hive-Down
3. **Any other business**
4. **Closing**

** Agenda items 2a and 2b constitute separate resolutions. Since each of the resolutions will be required to implement the business combination, these resolutions will be put to a vote jointly as one single voting item.*

EXPLANATORY NOTES TO THE AGENDA

Agenda item 2: Business combination

On 26 October 2021, CTP and Deutsche Industrie Grundbesitz AG (previously named Deutsche Industrie REIT-AG), a public limited liability company under the laws of Germany (*Aktiengesellschaft*), with its registered statutory seat in Rostock, Germany, and registered with the commercial register of the local court (*Amtsgericht*) of Rostock, Germany, under docket number HRB 13964 ("**DIG**") entered into a business combination agreement pursuant to which:

- (i) the Company has launched a voluntary public takeover and delisting offer (the "**Offer**") within the meaning of section 29 paragraph 1 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*; the "**German Takeover Act**") in conjunction with section 39 paragraph 2 sentence 3 no. 1 of the German Stock Exchange Act (*Börsengesetz*) for the acquisition of all no-par value bearer shares in the share capital of DIG (the "**DIG Shares**");
- (ii) after the closing of the Offer, in order to complete the integration of DIG into the group of CTP, CTP and DIG intend to effect a cross-border merger pursuant to which DIG is merged with and into CTP by way of an upstream cross-border merger, with CTP being the acquiring company pursuant to sections 122a et seq. German Transformation Act (*Umwandlungsgesetz* – "**UmwG**") and title 2.7 of the Dutch Civil Code ("**DCC**"), whereby all assets and liabilities (*vermogen*) and legal relationships of DIG immediately prior to such merger becoming effective (the "**DIG Assets and Liabilities**") shall transfer to CTP under universal succession of title (*algemene titel*) and DIG shall cease to exist without liquidation (the "**Merger**"); and
- (iii) as soon as practically possible after the Merger has become effective, and subject to the Binding Ruling (as defined below), CTP intends to effect a hive-down (*afsplitsing*). Pursuant to the hive-down, the DIG Assets and Liabilities that will be acquired by CTP under universal succession of title (*algemene titel*) pursuant to the Merger are hived-down (*afgesplitst*) by universal succession of title (*algemene titel*) in accordance with title 2.7 DCC to a newly incorporated private limited liability company (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of the Netherlands, incorporated as a wholly-owned subsidiary of CTP at the occasion of the hive-down: CTP Germany B.V. ("**CTP Germany**"), and CTP continues to exist (the "**Hive-Down**").

On 7 December 2021, CTP has launched the Offer by publishing an offer document, such in conformity with sections 34, 14 paragraph 2 and 3 of the German Takeover Act in conjunction with section 39 paragraph 2 sentence 3 no. 1, paragraph 3 of the German Stock Exchange Act (*Börsengesetz*). The Offer has been settled on 3 February 2022, whereby CTP became holder of approximately 80.90% of the DIG Shares. The Merger and the Hive-Down are part of the post-Offer reorganization to complete the integration of DIG into the group of CTP.

The terms and conditions of the Merger are laid down in the common draft terms of merger dated 22 April 2022 in English, German and Dutch as drawn up by the board of directors of CTP (the "**Board**") and the management board of DIG (the "**Terms of Merger**"). In addition, the Board and the management board of DIG have drawn up a report dated 26 April 2022, explaining among other things the legal, social and economic aspects of the Merger as well as the methods for determining the Exchange Ratio (as defined below) and the Cash Compensation (as defined below) (the "**Merger Report**").

The terms and conditions of the Hive-Down are laid down in the hive-down proposal dated 22 April 2022 in English and Dutch as drawn up by the Board (the "**Hive-Down Proposal**"). In addition, the Board has drawn up a report dated 22 April 2022, explaining among other things the reasons for the Hive-Down and the legal, social and economic aspects of the Hive-Down (the "**Hive-Down Report**").

The Terms of Merger, the Merger Report, the Hive-Down Proposal, the Hive-Down Report and any other relevant documentation as required by law are made available on CTP's corporate website www.ctp.eu and for inspection at the offices of CTP.

Agenda item 2(a): Proposal to effect the Merger

In light of the business combination, the Board proposes to effect the Merger pursuant to which CTP will acquire the DIG Assets and Liabilities by universal succession of title (*algemene titel*) from DIG, DIG will cease to exist and CTP shall grant shares in the share capital of CTP, each share with a nominal value of EUR 0.16 (the shares in the share capital of CTP: the "**CTP Shares**"), to the shareholders of DIG, excluding CTP (the "**DIG Shareholders**"). Reference is made to the Terms of Merger and the Merger Report for the full terms and conditions of the Merger. Certain key terms are described (in abbreviated form) below.

Exchange Ratio

The Merger will be effective at midnight at the beginning of the first day after the execution of the Dutch notarial deed of the Merger (the "**Merger Effective Time**"). At the Merger Effective Time, for each issued and outstanding DIG Share (other than any DIG Share held by either DIG in treasury or held by CTP), 1.25 newly issued CTP Shares (the "**Exchange Ratio**") will be granted and all DIG Shares shall cease to exist by operation of law. However, no fractional CTP Shares shall be granted and any fractional entitlements of the DIG Shareholders individually with respect to CTP Shares held in book-entry form which will be settled in connection with the Merger by each intermediary in the centralized depository and clearing systems of Euroclear Germany for cash for such DIG Shareholders' fractional entitlements.

The share capital of CTP amounts to EUR 69,250,261.60 at the date of convocation of this EGM and is divided into 432,814,135 CTP Shares. For the purpose of implementing the Merger, the share capital of CTP shall be increased by EUR 1,225,534.40, by granting 7,659,590 new CTP Shares pursuant to the Exchange Ratio to the DIG Shareholders.

This resolution includes the approval that the procedure for an improvement of the Exchange Ratio in accordance with the provisions of the German Act on Valuation Proceedings under Corporate Law (*Spruchverfahrgesetz*) shall be applicable to the Merger. Subject to such approval, section 14 paragraph 2, 15, 122h paragraph 2 UmwG applies to the Merger and each DIG Shareholder is entitled to demand that CTP provides compensation by an additional cash payment, if the Exchange Ratio is set at too low a value or the granted CTP Shares are not sufficient as consideration for the DIG Shares. The appropriate additional payment is in such case determined by the court in accordance with the provisions of the German Act on Valuation Proceedings under Corporate Law (*Spruchverfahrgesetz*) upon petition by the respective DIG Shareholder.

Cash Compensation

DIG has made an offer to each DIG Shareholder who objects to the resolution to approve the Terms of Merger in DIG's general meeting, to pay to such objecting DIG Shareholder a cash compensation in the amount of EUR 24.29 for each DIG Share or, upon the Merger becoming effective, to pay such amount for the corresponding number of CTP Shares granted in accordance with the Exchange Ratio (the "**Cash Compensation**"). The Cash Compensation has been determined by the Board and the management board of DIG jointly on the basis of the valuation report issued by ValueTrust Financial Advisor SE.

To give effect to the Cash Compensation following the Merger Effective Time, this resolution also includes the authorization of the Board, subject to the consenting vote of a majority of the Company's non-executive directors entitled to vote, to acquire any CTP Shares from DIG Shareholders entitled to receive the Cash Compensation following the Merger Effective Time. The existing authorisation to acquire CTP Shares granted at the annual general meeting of the Company on 26 April 2022 will remain in full force.

In addition, the resolution includes the approval, to the extent required, that the procedure for a court review of the Cash Compensation in accordance with the provisions of the German Act on Valuation Proceedings under Corporate Law (*Spruchverfahrgesetz*) shall be applicable to the Merger. Subject to such approval, sections 32, 34, 122i paragraph 2 UmwG apply to the Merger and each DIG Shareholder is entitled to demand the determination of an appropriate cash compensation, if the offered Cash Compensation is too low. The appropriate cash compensation is determined by the court in accordance with the provisions of the German Act on Valuation Proceedings under Corporate Law (*Spruchverfahrgesetz*) upon petition by the respective DIG Shareholder.

Agenda item 2(b): Proposal to effect the Hive-Down

The Board proposes to, as soon as practically possible after the Merger Effective Time, and subject to the Binding Ruling (as defined below), effect the Hive-Down pursuant to which CTP will, on the occasion of the Hive-Down, incorporate CTP Germany, CTP Germany will acquire the DIG Assets and Liabilities by universal succession of title (*algemene titel*), CTP continues to exist and the shares in the capital of CTP Germany are granted to CTP. Reference is made to the Hive-Down Proposal and the Hive-Down Report for the full terms and conditions of the Hive-Down.

The implementation of the Hive-Down is subject to the competent German tax authorities issuing a positive binding ruling (*verbindliche Auskunft*), from the perspective of CTP, pursuant to section 89 of the German General Tax Code (*Abgabenordnung*) ("**Binding Ruling**") in relation to certain tax aspects of the Hive-Down.