

## **ADDENDUM TO EXPLANATORY NOTES TO THE AGENDA**

This is an addendum to the explanatory notes for the agenda of the annual general meeting of shareholders of Instone Real Estate Group N.V. (the "**Company**") to be held on 29 June 2018 (the "**AGM**").

Agenda item 7 of the AGM, which is a voting item, relates to the conversion of the Company from a *naamloze vennootschap* under Dutch law into an *Aktiengesellschaft* under German law (the "**Conversion**") and, in connection therewith, (i) amendment of the Company's articles of association, (ii) authorization to implement such amendment, (iii) determination of founders, (iv) appointment of supervisory board members and (v) appointment of auditor.

In the explanatory notes for the agenda of the AGM, it was proposed that the Company's current supervisory board members be appointed as supervisory directors (*Aufsichtsratsmitglieder*) of Instone Real Estate Group AG as of the moment of the Conversion becoming effective for a term of office until the closing of the annual general meeting of Instone Real Estate Group AG that resolves upon the discharge for the fourth financial year after the beginning of his/her term of office, including the financial year in which the term of office commences (the "**SB Appointment**").

For technical reasons under German law, which requires the supervisory board of Instone Real Estate Group AG to carry out certain legal acts prior to the Conversion, the Company has been informed that its management board members, who are also shareholders of the Company, intend to submit a motion at the AGM with respect to the SB Appointment. This motion shall entail that the SB Appointment shall not be subject to the condition precedent of the Conversion becoming effective (but such motion shall not affect any other aspect of the agenda or explanatory notes for, or resolutions to be passed at, the AGM).

If the resolution proposed under agenda item 7 of the AGM is passed at the AGM then, to the extent allowed under applicable law, such resolution shall be considered to have been revised in accordance with the motion described above.