

Form for voting by proxy

This form does not replace the requirement of registering for the meeting in the proper manner. Please refer to the notes on the following page.

Person making the declaration

Last name or company*

Number of shares *

Ticket no.*

First name *

Postcode, town/city *

* Mandatory fields (this information can be found on the ticket for the meeting that you receive after registering for the meeting in the proper manner.)

Proxy and instructions for Company proxies

I/we grant proxy to Ms. Sabine Szago, of Hamburg, and Ms. Undine Seefeld, of Hamburg, (Company proxies) on disclosure of their name(s) each individually and with the right to subdelegate, to represent me/us at the TAG Immobilien AG meeting on 19 June 2015 as specified below.

This proxy is revoked on condition that the granter of the proxy, or their representative, participates in the meeting in person.

Proposed resolutions pursuant to the *Bundesanzeiger* (German Federal Gazette)

	YES	NO
2. Resolution on the appropriation of distributable profit.....	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution to ratify the actions of the Management Board for the financial year 2014	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution to ratify the actions of the Supervisory Board for the financial year 2014	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of the independent auditor for the Company and the consolidated accounts for the financial year 2015	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution to authorise the issuance of convertible bonds and/or option bonds, to create a new Contingent Capital 2015/I, exclude subscription rights and amend the Articles of Incorporation accordingly.....	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution to amend the Articles of Incorporation (Section 15 para. 2) to adjust the compensation of the Chairman of the Audit Committee	<input type="checkbox"/>	<input type="checkbox"/>
8. Resolution to amend the Articles of Incorporation (Section 7) on the term of office of the Supervisory Board.....	<input type="checkbox"/>	<input type="checkbox"/>

Date, signature(s) or otherwise submission of the statement as specified in Section 126b of the German Civil Code (BGB)

Proxy for a third party

I/we grant proxy to

Last Name or Company

First name

Place of residence

to represent me/us on disclosure of their name(s) at the meeting mentioned above. The proxy includes the revocation of any previously granted proxy and the exercise of all rights relating to the meeting, including granting a sub-proxy. It is revoked if the granter participates in the meeting in person.

Date, signature(s) or submission of the statement within the meaning of Section 126b of the BGB

Notes

Registration for the meeting

You are only permitted to attend the meeting and/or exercise your voting rights if you have registered correctly and sent proof of your ownership of the shareholding(s) as of the commencement of the 21st day before the meeting, i.e. 29 May 2015 (00:00). The registration and proof of shareholding must be received no later than **12 June 2015 (24:00)** at the following address:

Bankhaus Gebr. Martin AG
Schlossplatz 7
73033 Göppingen
Fax: +49 (0)7161 - 969317
Email: bgross@martinbank.de

The registration can be processed by your depositary bank if necessary. Receipt of your registration documents by the depositary bank shall not be deemed proper registration for the meeting; the only decisive criterion is the receipt of the registration and proof of ownership at the above address.

Assignment to a registration

This form can only be considered if it can clearly be assigned to a particular registration. If assignment is not possible due to missing or improper registration or incomplete or illegible information on this form, the proxies of the Company cannot exercise the right to vote, nor can the right to attend and vote be exercised by a proxy.

Relationship to other forms

You can also use the forms printed on the ticket for granting proxies. The ticket will be sent to you after proper registration. Using these forms ensures that they are correctly assigned to your registration.

How to use this form

Please fill out this form completely and legibly. For the information required about the person making the declaration, please refer to your ticket, which is sent to you after proper registration.

This form is not mandatory. You can also use any other declaration in writing, provided it meets the requirements set out in the remarks on assignment to a registration.

Personal participation in the meeting or representation by a third party

The ticket sent to you after proper registration allows you or a third party authorised by you to participate in the meeting. If you wish to give power of attorney to a third party you can use this proxy voting form, or complete the warrant of attorney to a third party in the upper third of the ticket (reverse side). Please give the ticket, along with this completed proxy voting form or the ticket with the completed warrant of attorney, to your authorised representative. You may also give the ticket to your representative and submit the warrant of attorney or proof of it to the address listed below. Please expressly advise your authorised representative of this fact.

Authorisation/instructions to Company Proxies

If you are not attending the meeting and are not authorising a third party representative, you can use this form to exercise your right to vote through a Company proxy. You can also use the printed form on the ticket for this purpose.

Please issue an instruction for all proposed resolutions. If you agree, please put an X in the YES section; if you oppose it put an X in the NO section. If you do not make a selection this will be regarded as an abstention. Double markings will be counted as invalid. If it comes to individual votes on proposed resolutions for a given agenda item, your instruction applies respectively for each proposed resolution. Complete the authorisation/instructions to Company proxies, e.g. by signature.

Please submit the authorisation/instructions to Company proxies and/or any amendments or revocations by no later than **18 June 2015 (12:00)** to:

TAG Immobilien AG
Investor Relations
Steckelhörn 5
20457 Hamburg
Fax: +49 (0)40 380 32-446
Email: ir@tag-ag.com

If differing declarations are received on different communication channels and it cannot be ascertained which was last issued, they will be considered in the following order: 1 by email, 2 by fax and 3 in paper form.

Company proxies may only exercise your voting rights subject to instructions. Company proxies will not execute any further tasks beyond this. If you wish to exercise your rights to participate beyond the scope described above, you must participate in the meeting or authorise a third party to do so.

If you leave the meeting before voting begins, you can grant proxy or issue instructions again.

Even after granting proxy or issuing instructions, you are entitled to attend the meeting. Proxy/instructions may be withdrawn on the condition that you or your representative participate in the meeting in person.

Shareholder proposals or nominations (counter-proposals) that are to be made accessible may be viewed on the internet at:
<http://www.tag-ag.com/investor-relations/hauptversammlung>

You can support a counter-proposal that is exclusively aimed at rejecting a proposed resolution by voting against the management proposal. You cannot vote on further motions such as counter-motions or procedural motions by issuing a proxy/instructions to Company proxies.