

Management board and supervisory board of alstria office REIT-AG

Declaration of alstria office REIT-AG on the German Corporate Governance Code according to Section 161 German Stock Corporation Act

Management board and supervisory board of alstria office REIT-AG declare:

The recommendations of the 'Government Commission German Corporate Governance Code' as amended on May 15, 2012 were complied with since the prior declaration of compliance dated March 1, 2012 with the following exceptions. The Company intends to continue to comply with the recommendations of the Code as amended on May 15, 2012 to the same extent.

Deductible for D&O insurance for the supervisory board, no. 3.8.

The D&O insurance for the supervisory board of alstria office REIT-AG does not include a deductible. The management board and supervisory board believe that the members of the supervisory board carry out their duties responsibly without any such deductible.

Change of performance targets for variable remuneration elements, Section 4.2.3.

The short term incentive of the management board is mainly based on the achievement of a funds from operations ("FFO") target. In the event the FFO achieved in a financial year was positively and materially impacted by new acquisitions, the supervisory board adjusts the FFO target accordingly. In doing so, the supervisory board is making sure that the management board is not incentivized to do acquisitions for short term personal benefit. The impact of any acquisition on the management remuneration is solely linked to the multi-year remuneration elements, therefore aligning the interest of the management board with those of the company and its shareholders. Vice versa, the supervisory board intends to also adapt the FFO target to disposals.

Discussion of the half-year and quarterly financial reports between the supervisory board or its audit committee and the management board prior to publication, Section 7.1.2.

Prior to their publication, the half-year and quarterly financial reports will be made available to the supervisory board. Furthermore, the financial reports will be discussed with the supervisory board in detail soon after their publication. In the event that there are considerable differences to the budget or business plan authorised by the supervisory board, the supervisory board will have the opportunity to discuss the figures with the management board before they are published. The management board and supervisory board consider this approach appropriate and adequate.

The German version shall prevail.

Hamburg, February 28, 2013

Olivier Elamine
Chief Executive Officer

Alexander Stuhlmann
Chairman of the supervisory board