



# alstria

## INVITATION

to the annual general meeting of  
**alstria office REIT-AG**  
Tuesday, April 24, 2012  
Für die deutsche Version bitte wenden.



 **alstria**  
First German REIT

**This is a convenience translation of the original German document.**

alstria office REIT-AG

Hamburg

ISIN: DE000A0LD2U1

Securities Identification No.: A0LD2U

## **Invitation to the annual general meeting**

We hereby invite the shareholders of our Company to the annual general meeting on

**Tuesday, April 24, 2012 at 10:00 a.m.**

**at the Hamburg Chamber of Skilled Crafts and Small Businesses**

**(*Handwerkskammer*),**

**Holstenwall 12, 20355 Hamburg,**

**Room 304.**

## **Agenda of the annual general meeting**

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management reports of alstria office REIT-AG and the consolidated group as at December 31, 2011 and the explanatory report of the management board on the information in accordance with Sec. 289 para. 4 and 315 para. 4 of the German Commercial Code (*Handelsgesetzbuch*, HGB), the recommendation of the management board on the appropriation of the annual net profit and the report of the supervisory board for the 2011 financial year**

The above-mentioned documents may be viewed on the Internet at **[www.alstria.com](http://www.alstria.com) -> Investors -> Annual General Meeting**. These documents will also be on display at the annual general meeting.

The supervisory board approved the annual financial statements and consolidated financial statements prepared by the management board on February 14, 2012 with resolution dated February 21, 2012 and thus adopted the annual financial statements. The annual financial statements will therefore not be adopted by the shareholders in the annual general meeting. The documents specified in this item of the Agenda are to be made accessible to the shareholders in the annual general meeting in accordance with Sec. 176 para. 1 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, AktG) without requiring a separate resolution in this regard.

## **2. Appropriation of the annual net profit for the 2011 financial year**

The management board and supervisory board hereby propose appropriating the annual net profit from the 2011 financial year in the amount of EUR 35,000,000.00 as follows:

- a) Distribution of EUR 34,704,554.28 to the shareholders, i.e., a dividend of EUR 0.44 per no-par value share entitled to dividends.
- b) Transfer to revenue reserves in the amount of EUR 0.00.
- c) Profit carried forward in the amount of EUR 295,445.72.

## **3. Formal approval of the actions of the members of the management board for the 2011 financial year**

The management board and the supervisory board hereby propose that formal approval be given to the members of the management board who were in office in the 2011 financial year for this period.

## **4. Formal approval of the actions of the members of the supervisory board for the 2011 financial year**

The management board and the supervisory board hereby propose that formal approval be given to the members of the supervisory board who were in office in the 2011 financial year for this period.

## **5. Appointment of the auditors and group auditors for the 2012 financial year and for the review of the half-year financial report as at June 30, 2012**

At the recommendation of its audit committee, the supervisory board hereby proposes adopting the following resolutions:

- a) Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Hamburg branch, shall be appointed as auditors of the annual and the consolidated financial statements for the 2012 financial year.
- b) Deloitte & Touche GmbH Wirtschaftsprüfungsgesellschaft, Hamburg branch, shall also be appointed as auditors to review the half year financial report 2012.

## **6. Election of members of the supervisory board**

Mr. Daniel Quai resigned from his office as member of the Company's supervisory board as per March 31, 2012. Ms. Marianne Voigt was appointed as member of the supervisory board by court in October 2011.

Pursuant to Sec. 96 para. 1 AktG and Sec. 9 para. 1 of the articles of association, the supervisory board shall consist of six members of shareholders elected by the shareholders in annual general meeting. The shareholders in annual general meeting shall not be bound to nominations.

At the recommendation of its nomination and remuneration committee, the supervisory board hereby recommends resolving as follows:

The following persons are hereby elected as members of the supervisory board of alstria office REIT-AG until the close of the annual general meeting which resolves upon approval of the actions of the supervisory board members in the 2015 financial year:

- a) Ms. Marianne Voigt, Managing Director at bettermarks GmbH, Berlin, Germany
- b) Mr. Benoît Hérault, Managing Director at Chambres de l'Artemise SARL, Hameau de Saint Médières, France

Elections shall be held as individual elections. Both candidates are intended to be independent financial experts.

Information in accordance with Sec. 125 para. 1 sentence 5 AktG:

The candidates nominated for election to the supervisory board are members of the supervisory board(s) of the companies listed under lit. i) below as to be established by law and are members of a comparable German or foreign supervisory body of the financial companies listed under lit. ii) below:

- a) Ms. Marianne Voigt
  - i) none
  - ii) none
- b) Mr. Benoît Hérault
  - i) none
  - ii) none

## **7. Creation of a new Authorized Capital 2012 and corresponding amendment of Articles of Association**

As from the expiration of the term on March 14, 2012, the Company will no longer have any authorized capital.

The management board and supervisory board therefore propose adopting the following resolutions:

*a) Authorization*

The management board shall be authorized, with the approval of the supervisory board, to increase the share capital of the Company on or before October 23, 2013 one or more times by up to a total amount of EUR 39,436,993.00 through the issuance of new, no-par value bearer shares in return for cash contributions and/or contributions in kind (Authorized Capital 2012).

The shareholders are to be granted subscription rights. The management board shall be authorized, subject to the approval of the supervisory board, to exclude shareholders' subscription rights for fractional amounts. The shares may be assumed by one or more credit institutions with the obligation to offer such shares to the shareholders for subscription.

The management board shall furthermore be authorized, with the approval of the supervisory board, to stipulate the further content of the share rights and the terms and conditions for the issue of the shares.

*b) Amendment of the Articles of Association*

Sec. 5 para. 3 of the Articles of Association shall be amended as follows:

“(3) The management board is authorized, with the approval of the supervisory board, to increase the share capital of the Company on or before October 23, 2013 one or more times by up to a total amount of EUR 39,436,993.00 through the issuance of new, no-par value bearer shares in return for cash contributions and/or contributions in kind (Authorized Capital 2012).

The shareholders are to be granted subscription rights. The management board is authorized, subject to the approval of the supervisory board, to exclude shareholders’ subscription rights for fractional amounts. The shares may be assumed by one or more credit institutions with the obligation to offer such shares to the shareholders for subscription.

The management board is furthermore authorized, with the approval of the supervisory board, to stipulate the further content of the share rights and the terms and conditions for the issue of shares.”

Sec. 5 para. 4 of the Articles of Association shall be deleted.

*c) Authorization to adapt the Articles of Association*

The supervisory board shall be authorized to adapt the wording of the Articles of Association to the scope of a capital increase from the Authorized Capital 2012 carried out in any individual case and to make any related modifications to the Articles of Association that only affect the wording.

**8. Authorization to exclude subscription rights for the Authorized Capital 2012 against contributions in cash in an amount of 10% of the registered share capital**

Under Item 7 of the Agenda, the management board and supervisory board proposed that the general meeting authorizes the management board, with the approval of the supervisory board, to increase the share capital of the Company on or before October 23, 2013 one or more times by up to a total amount of EUR 39,436,993.00 through the issuance of new, no-par value bearer shares in return for cash contributions and/or contributions in kind (Authorized Capital 2012). Furthermore, management board and supervisory board proposed that the general meeting authorizes the management board, with the approval of the supervisory board, to exclude subscription rights for fractional amounts.

In order to be able to flexibly use the Authorized Capital 2012 presented for resolution under Item 7 of the Agenda, the management board and supervisory board furthermore propose that the general meeting adopts the following resolutions:

a) *Authorization*

The management board shall be authorized, with the approval of the supervisory board, to exclude the subscription rights of the shareholders with regard to the Authorized Capital 2012 (Sec. 5 para. 3 of the Articles of Association in the version proposed in Item 7 of the Agenda) in the context of capital increases in return for cash contributions provided the issue price of the shares is not significantly lower than the market price pursuant to Sec. 186 para. 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*, AktG). The issued shares may not exceed 10% of the share capital, neither at the time this authorization takes effect nor on the date the authorization is exercised. The management board may only utilize this authorization in such a manner that the sum of the (i) Company's own shares sold, (ii) shares issued in utilization of this authorization and (iii) conversion and option rights for shares granted upon issuance of partial debentures with conversion or option rights and/or contribution obligations in return for cash contribution – in each case under exclusion of the subscription rights of the shareholders in accordance with Sec. 186 para. 3 sentence 4 AktG – does not exceed 10% of the share capital at the time the resolution on the issuance of the shares is passed.

b) *Amendment of the Articles of Association*

The following new paragraph 4a shall be inserted into Sec. 5 of the Articles of Association:

“(4a) The management board is authorized, with the approval of the supervisory board, to exclude the subscription rights of the shareholders with regard to the Authorized Capital 2012 (Sec. 5 para. 3 of the Articles of Association) in the context of capital increases in return for cash contributions provided the issue price of the shares is not significantly lower than the market price pursuant to Sec. 186 para. 3 sentence 4 AktG. The issued shares may not exceed 10% of the share capital, neither at the time this authorization takes effect nor on the date the authorization is exercised. The management board may only utilize this authorization in such a manner that the sum of the (i) Company's own shares sold, (ii) shares issued in utilization of this authorization and (iii) conversion and option rights for shares granted upon issuance of partial debentures with conversion or option rights and/or contribution obligations in return for cash contribution – in each case under exclusion of the subscription rights of the shareholders in accordance with Sec. 186 para. 3 sentence 4 AktG – does not exceed 10% of the share capital at the time the resolution on the issuance of the shares is passed.”

c) *Application for registration of the amendment of the Articles of Association*

The management board shall be instructed to apply for registration of the amendment of the Articles of Association with the Commercial Register with the provision that the amendment be entered into the Commercial Register only after the Authorized Capital 2012 to be created under Item 7 of the Agenda is entered into the Commercial Register.



## **9. Additional authorization to exclude subscription rights for the Authorized Capital 2012 against contributions in cash or kind in an amount of 10% of the registered share capital**

Under Item 7 of the Agenda, the management board and supervisory board proposed that the general meeting authorizes the management board, with the approval of the supervisory board, to increase the share capital of the Company on or before October 23, 2013 one or more times by up to a total amount of EUR 39,436,993.00 through the issuance of new, no-par value bearer shares in return for cash contributions and/or contributions in kind (Authorized Capital 2012). Furthermore, management board and supervisory board proposed that the general meeting authorizes the management board, with the approval of the supervisory board, to exclude subscription rights for fractional amounts.

Under Item 8 of the Agenda, the management board and supervisory board proposed that the general meeting authorizes the management board, with the approval of the supervisory board, to exclude subscription rights for shares in the total amount of up to 10% of the share capital with respect to capital increases in return for contributions in cash pursuant to Sec. 186 para. 3 sentence 4 AktG.

In order to create even more flexibility for the use of the Authorized Capital 2012, the management board and supervisory board hereby propose to be granted additional authorization to exclude subscription rights in the context of capital increases in return for cash or contributions in kind in an amount of 10% of the share capital (i.e., in addition to the authorization under Item 8 of the Agenda); provided, however, that in case of cash contributions (i) the issue price of the new shares is not significantly lower than the market price and (ii) the shares are placed in a book-building process or a similar procedure.

The management board and supervisory board thus hereby propose that the general meeting resolves as follows:

### *a) Authorization*

The management board shall be authorized, with the approval of the supervisory board, to exclude the subscription rights of the shareholders with regard to the Authorized Capital 2012 (Sec. 5 para. 3 of the Articles of Association in the version proposed in Item 7 of the Agenda) in the context of capital increases in return for cash contributions or contributions in kind provided that in case of cash contributions (i) the issue price of the new shares is not significantly lower than the market price and (ii) the shares are placed with several investors in a book-building process or a similar procedure, which is to be confirmed by letter of the financial institution that is dealing with the placement of the shares. The shares issued by using this authorization to exclude subscription rights may not exceed 10% of the share capital, neither at the time this authorization takes effect nor on the date the authorization is exercised.

*b) Amendment of the Articles of Association*

The following new paragraph 4b shall be inserted into Sec. 5 of the Articles of Association:

“(4b) The management board is authorized, with the approval of the supervisory board, to exclude the subscription rights of the shareholders with regard to the Authorized Capital 2012 (Sec. 5 para. 3 of the Articles of Association) in the context of capital increases in return for cash contributions or contributions in kind provided that in case of cash contributions (i) the issue price of the new shares is not significantly lower than the market price and (ii) the shares are placed with several investors in a book-building process or a similar procedure, which is to be confirmed by letter of the financial institution that is dealing with the placement of the shares. The shares issued by using this authorization to exclude subscription rights may not exceed 10% of the share capital, neither at the time this authorization takes effect nor on the date the authorization is exercised.”

*c) Application for registration of the amendment of the Articles of Association*

The management board shall be instructed to apply for registration of the amendment of the Articles of Association with the Commercial Register with the provision that the amendment be entered into the Commercial Register only after the Authorized Capital 2012 to be created under Item 7 of the Agenda is entered into the Commercial Register.

**10. Creation of a new Conditional Capital III 2012 and corresponding amendment of Articles of Association / Authorization for the Issuance of Convertible Profit Participation Certificates to the Employees**

As from the expiration of the authorization on March 14, 2012, the Company no longer has the possibility to issue profit participation certificates to its employees.

The management board and supervisory board therefore propose adopting the following resolution:

*a) Issuance of Convertible Profit Participation Certificates*

The management board shall be authorized to issue until April 23, 2017, once or repeatedly, a total of up to 500,000 convertible profit participation certificates (Certificates) to the employees of alstria office REIT-AG as well as to the employees of companies in which alstria office REIT-AG (Company), directly or indirectly, holds a majority interest (Beneficiaries). The shareholders' subscription rights are excluded.

The Certificates are combined with a conversion obligation for the holder. Subject to the terms and conditions of the convertible profit participation certificate program, the Certificates are converted into no-par value bearer shares in the Company.



The nominal amount of each Certificate is EUR 1.00. The price payable to the Company upon issuance of one Certificate (Offer Price) shall equal the nominal amount of one Certificate.

Each Certificate entitles to the payment of a profit share corresponding to the dividend per share of the Company for an entire business year of the Company, provided that Certificates held for less than an entire business year shall be entitled to the profit share pro rata temporis.

On the Conversion Date each Certificate is mandatorily converted into one no-par value bearer share in the Company. The prerequisite for the conversion is that the current stock exchange price of the Company's shares has exceeded the stock exchange price of the Company's shares on the Issue Date by 5% or more at least on seven non subsequent trading days prior to the Conversion Date (Performance Goal).

The Conversion Date is the second anniversary of the Issue Date of the Certificates, however, at the earliest the banking day in Frankfurt (Main), following the day of the annual general meeting of that year, provided that the Performance Goal has been attained prior to that day. If the Performance Goal has not been attained prior to that day, the Conversion Date is the third anniversary of the Issue Date of the Certificates (however, at the earliest the banking day in Frankfurt (Main) following the day of the annual general meeting of that year), provided that the Performance Goal has been attained prior to that day.

If the Performance Goal has not been attained prior to the third anniversary of the Issue Date, the Conversion Date is the fourth or fifth anniversary date of the Issue Date, respectively, (however, at the earliest the banking day in Frankfurt (Main) following the day of the annual general meeting of that year), provided that the Performance Goal has been attained prior to the respective point in time.

The Certificates shall forfeit immediately and without substitution, at the latest on the fifth anniversary of the Issue Date, if they are not converted into no-par value bearer shares of the Company. In case of forfeiture of the Certificates, the Offer Price of the respective Certificates shall be paid out to the Beneficiaries.

In the event of the conversion of one Certificate into one no-par value bearer share, an additional payment of EUR 1.00 with respect to each Certificate to be converted has to be made in addition to the Offer Price of EUR 1.00, which has already been paid at issuance, so that the Conversion Price amounts to a total of EUR 2.00.

Notwithstanding Sec. 9 para. 1 of the German Stock Corporation Act, the Conversion Price shall be reduced pursuant to a dilution protection clause provided for in the terms and conditions of the convertible profit participation rights program if the Company increases its share capital by means of granting subscription rights to its shareholders, issues further profit participation rights or grants other options and/or

convertible bonds or warrant bonds entitling to the subscription of shares without granting subscription rights to the holders of the Certificates to the extent they would have been entitled to after the conversion had been effected. Furthermore, the terms and conditions of the convertible profit participation rights program may provide for an adjustment of the Conversion Price in case of a capital decrease. The proportionate amount in the share capital of the shares to be granted per Certificate may not exceed the nominal amount of the Certificate.

Subject to the terms and conditions of the convertible profit participation rights program, own shares of the Company may be issued to the Beneficiaries instead of new shares from the conditional capital to be resolved upon under item b) below.

The management board shall be authorized, subject to the approval of the supervisory board, to determine or, as the case may be, agree upon with the corporate bodies of the issuing group company, the further details of the issuance and features of the Certificates.

*b) Conditional Capital III 2012*

The share capital shall be conditionally increased in an amount of up to EUR 500,000.00 by the issuance of up to 500,000 no-par value bearer shares (Conditional Capital III 2012). The conditional capital increase exclusively serves the granting of shares to the holders of convertible profit participation certificates which are issued by the Company in accordance with the above-mentioned authorization under item a) until April 23, 2017. The shares are issued at the conversion price in accordance with item a). The conditional capital increase shall only be carried out to the extent that issued convertible profit participation certificates are converted into shares of the Company and no own shares are used for servicing the conversion rights. The new shares shall participate in the profits from the beginning of the business year in which they come into existence by conversion of the convertible profit participation certificates.

The management board shall be authorized to determine further details of the implementation of the conditional capital increase.

*c) Amendment of the Articles of Association*

Sec. 5 of the articles of association shall be supplemented with the following new paragraph 8 at the end:

“(8) The share capital is conditionally increased in an amount of up to EUR 500,000.00 by the issuance of up to 500,000 no-par value bearer shares (Conditional Capital III 2012). The conditional capital increase exclusively serves the granting of shares to the holders of convertible profit participation certificates which are issued by the Company until April 23, 2017, in accordance with the authorization of the general meeting held on April 24, 2012. The shares are issued at the conversion price in accordance with the authorization of the general meeting held on April 24, 2012. The conditional capital increase is only carried out to the extent that issued convertible profit participation certificates are conver-

ted into shares of the Company and no own shares are used for servicing the conversion rights. The new shares participate in the profits from the beginning of the business year in which they come into existence by conversion of the convertible profit participation certificates.”

# Reports and Notices to the shareholders in the annual general meeting

## I. Reports of the management board regarding Items 7, 8 and 9 of the Agenda

(Creation of a new Authorized Capital 2012, authorizations to exclude subscription rights for the Authorized Capital 2012 and the corresponding amendments of the Articles of Association)

### *Item 7 of the Agenda*

The Authorized Capital in Sec. 5 para. 3 and 5 para. 4 of the Articles of Association expires on March 14, 2012. The management board thus proposes under Item 7 of the Agenda to create a new authorized capital in the amount of EUR 39,436,993.00 (Authorized Capital 2012). The new Authorized Capital 2012 will have a term of 18 months and thereby will remain clearly short of the maximum permissible term of five years. The management board believes that a close and regular coordination of capital measures and authorizations with the shareholders of the Company is in their interest.

alstria office REIT-AG must always be in a position to act quickly and flexibly in the interest of its shareholders in the ever-changing real estate markets. The management board thus sees it as its duty to ensure that the Company always has the necessary instruments to create capital – irrespective of specific plans to utilize such capital. Given that decisions regarding the coverage of capital requirements have to be made at short notice as a rule, it is important for the Company to not have to depend on the time-consuming and costly calling of general meetings. Legislators have accounted for this need with the instrument of authorized capital. The most common occasions for the utilization of authorized capital are the strengthening of a company's equity base and the financing of the acquisition of shareholdings (primarily in the form of the acquisition of real estate at alstria office REIT-AG).

In accordance with the authorization proposed by the management board under Item 7 of the Agenda, the shareholders in principle are to be granted subscription rights if the Authorized Capital 2012 is utilized. Subject to the approval of the supervisory board, these subscription rights may be excluded for fractional amounts. This facilitates the use of the authorization sought by rounded amounts and simplifies the technical processing of the issue. The new shares excluded from subscription rights as "unassigned fractional amounts" will be utilized as best as possible for the Company. In order to facilitate the processing, it is furthermore intended to grant the Company the option of allowing one or more credit institutions to subscribe shares subject to the obligation to offer such shares to the shareholders in accordance with their subscription rights (indirect subscription right in the terms of Sec. 186 para. 5 of the German Stock Corporation Act (*Aktiengesetz*, AktG)).

The management board will report on the utilization of the authorization in the next general meeting.

### *Item 8 of the Agenda*

In accordance with the proposal under Item 8 of the Agenda, subscription rights are intended to be able to be excluded with the approval of the supervisory board provided the new shares issued in the context of cash capital increases and are issued at a price that is not significantly lower than the market price. The issued shares may not exceed 10% of the share capital at the time this authorization takes effect or on the date the authorization is exercised.

The exclusion of subscription rights enables the Company to not only act quickly but to also place the shares at a price close to the market. Sec. 186 para. 2 AktG allows for the publication of a subscription price until the third last day of the subscription period. However, given the often observable volatility of the equity markets, there is still a market risk for several days, leading to security discounts when determining the subscription price and hence resulting in conditions which are not close to the market. Furthermore, if subscription rights are granted, a successful placement with third parties is made more difficult or entails additional efforts, given the uncertainty regarding the exercise of subscription rights (subscription behavior). Finally, when granting subscription rights the Company is unable to react to favorable or unfavorable developments of market conditions at short notice because of the duration of the subscription period, but is exposed to declining stock prices during the subscription period which may lead to unfavorable terms of financing for the Company. In addition, this type of placement may be used to attempt to gain new groups of shareholders.

This authorization to exclude subscription rights gives the Company the opportunity to quickly and flexibly make use of market opportunities and to meet any arising capital requirements at short notice if necessary. In utilizing this authorization, the management board will calculate the discount as low as possible given the prevailing market conditions at the time of the placement.

Shares issued under exclusion of subscription rights pursuant to Sec. 186 para. 3 sentence 4 AktG may not exceed a total of 10% of the share capital, neither at the time the authorization comes into effect nor on the date the authorization is exercised. The sale of the Company's own shares are to be credited to this limit (i.e., reduce the authorization accordingly), provided such shares are sold on or after April 24, 2012 under exclusion of subscription rights pursuant to Sec. 186 para. 3 sentence 4 AktG. In addition, those shares issued or to be issued to satisfy debentures (including participation rights) with conversion or option rights or conversion obligations, provided such debentures (or participation rights) are issued on or after April 24, 2012 under exclusion of subscription rights, will also be considered in respect of the 10% limit (i.e., also reduce the authorization accordingly) in corresponding application of Sec. 186 para. 3 sentence 4 AktG.

These guidelines account for the necessity of protecting shareholders from the dilution of their shares in accordance with the legal provisions. Since the issue price of the new shares will be close to the market price, each shareholder in principle has the opportunity to acquire via the

stock exchange such number of shares necessary to maintain his or her share quota on substantially similar terms. This ensures that the economic and voting-right-related interests of shareholders are adequately protected, in accordance with the statutory rationale of Sec. 186 para. 3 sentence 4 AktG, when shares are issued from the Authorized Capital 2012 under exclusion of subscription rights, while granting the Company additional leeway in the interest of all shareholders.

The management board will carefully consider in each individual case whether it will utilize the authorization to increase capital under exclusion of the subscription rights of the shareholders. The management board will only do so if the management board and supervisory board consider such to be in the interest of the Company and thus its shareholders.

The management board will report on the utilization of the authorization in the next general meeting.

#### *Item 9 of the Agenda*

The proposal under Item 9 of the Agenda supplements the authorization to exclude subscription rights under Item 8 of the Agenda.

In accordance with the proposal under Item 9 of the Agenda, it is intended that subscription rights can be excluded separately from the authorization under Item 8 of the Agenda in an amount of 10% of the registered share capital (i.e., in addition to the authorization under Item 8 of the Agenda) with the approval of the supervisory board for new shares issued either in the context of capital increases against contributions in cash or in kind, provided however, in case of contributions in cash, when they are issued at a price that is not significantly lower than the market price and the shares are placed in a book-building process or in a similar procedure.

As a REIT corporation, the Company is required among other things to have a minimum capital (cf. Sec. 15 of the German REIT Act, *REIT-Gesetz*). The acquisition of real estate must thus be significantly financed with equity. Hence, the Company is dependent on the acceptance of equity in particular in consideration of further growth. It is thus in the interest of alstria office REIT-AG to be able to use another part of the Authorized Capital 2012 in the amount of up to 10% of the share capital to issue new shares in return for cash or contributions in kind under exclusion of subscription rights. As expressly stipulated in the authorization, in case of contributions in cash the shares must be placed with several investors at conditions that are at market and by means of a book-building process or a comparable procedure. The management board will have the fulfilment of these requirements confirmed in writing by the banks involved in the placement of the shares. In utilizing this authorization, the management board will calculate the discount as low as possible given the prevailing market conditions at the time of the placement.

These guidelines account for the necessity of protecting shareholders from the dilution of their shareholding in accordance with the legal



provisions. Since the issue price of the new shares will be close to the market price, each shareholder in principle has the opportunity to acquire via the stock exchange such number of shares necessary to maintain his or her share quota on substantially similar terms. This ensures that the economic and voting-right-related interests of shareholders are adequately protected, in accordance with the statutory rationale of Sec. 186 para. 3 sentence 4 AktG, when shares are issued from the Authorized Capital 2012 under exclusion of subscription rights, while granting the Company additional leeway in the interest of all shareholders.

Contributions in kind are to serve the acquisition of assets. It may become necessary in negotiations to be in the position to offer shares as consideration in lieu of cash. The option of being able to offer shares in the Company as consideration gives the Company an advantage in the competition for the acquisition of interesting properties and the necessary leeway to be able to use arising opportunities to acquire real estate or shareholdings pursuant to Sec. 2 para. 1 of the Articles of Association of the Company while protecting the Company's liquidity. The Company is not at a disadvantage because the issue of shares in return for contributions in kind requires that the value of the contribution in kind adequately reflects the value of the shares.

The management board will furthermore carefully consider in each individual case whether it will utilize the authorization to increase capital under exclusion of the subscription rights of the shareholders. The management board will only do so if the management board and supervisory board consider such to be in the interest of the Company and thus its shareholders.

The management board will report on the utilization of the authorization at the next general meeting.

## **II. Report of the management board regarding Item 10 of the Agenda** (Authorization to issue convertible profit participation certificates to the employees of the Company and its subsidiaries, creation of a new Conditional Capital III 2012, amendment of the articles of association)

The management board of the Company shall be authorized to issue until April 23, 2017, once or repeatedly, convertible profit participation certificates (Certificates) with a nominal amount of up to a total of EUR 500,000.00 for shares with a corresponding notional amount in the share capital of the Company to the employees of the Company and of its subsidiaries (but not to members of the management board). The shareholders' subscription rights for these Certificates are excluded. Each Certificate with a nominal amount of EUR 1.00 issued in the course of the employee participation program entitles to one no-par value share of alstria office REIT-AG. The Certificates can be issued once or repeatedly. The Certificates entitle to the payment of a profit share corresponding to the dividend per share of the Company for an entire business year of the Company, provided that Certificates held for less than an entire business year are entitled to profit share pro rata temporis. The certificates expire after five years, unless the conversion has taken place before.

alstria office REIT-AG has used the possibility to have employees participate in the Company, which was created by the legislator, in the past already and intends to do so in the future. The Certificates issued in the course of the employee participation program can only be issued to employees of alstria office REIT-AG and employees of companies in which alstria office REIT-AG, directly or indirectly, holds a majority interest. The employee participation program links the remuneration of the employees of alstria office REIT-AG closer to the Company's economic success.

The economic success of alstria office REIT-AG is based significantly on its ability to recruit and to retain qualified employees. This is especially true for highly qualified experts and specialists, who are competed for with attractive remuneration systems sometimes internationally and across industry sectors. The participation of these employees in the Company's capital and hence their participation in the economic risks and successes is an integral part of internationally customary remuneration systems and are possible and wide spread in Germany, too.

For the Company, convertible profit participation certificates are a significant element of the employees' remuneration. Without raising the according liquid funds, an according financial advantage can be granted to the employees.

The incentive for the eligible employees correlates very significantly with the price they have to pay for a share in the event of the obligatory conversion. To achieve a participation rate as high as possible and to ensure the effect of the incentive of the employee participation program, the offer price payable at issuance was set at EUR 1.00. In the event of conversion, an additional payment of EUR 1.00 must be made. The obligatory conversion takes place after a waiting period of two years at the earliest, if the share price of alstria office REIT-AG has achieved the defined performance goal. If this is not the case, the conversion can happen on an additional cut-off date in each of the following three years. If the performance goal has not been reached after five years, the Certificates will expire and the offer price will be reimbursed to the holders.

The Certificates issued in the course of the employee participation program cannot be transferred. The personal incentive is that a conversion into a share is only possible, if the eligible individual is still in an employment relationship with alstria office REIT-AG or the respective subsidiary at the date of conversion. However, the management board can make different arrangements in special cases, namely an early termination of the employment relationship.

A newly to be created conditional capital in the amount of EUR 500,000.00, divided into 500,000 no-par value bearer shares, will be used to fulfil the beneficiaries' claims for the subscription of shares in the course of the employee participation program 2012. However, to increase the flexibility in the implementation of the obligatory conversion the resolution provides that the Company's own shares can be used, too. A capital increase in the amount of EUR 500,000.00 (approx. 0.6% of the current share capital) minimizes – also with regard to the exclusion of subscription rights in the authorization – the rise in share capital and thereby the potential dilution of the Company's shareholders as much as possible.

## Total number of shares and voting rights

As per the date of the convocation of the annual general meeting, the share capital of the Company is EUR 78,873,987.00 and is divided up into 78,873,987 no-par value bearer shares. In principle, each no-par value share entitles the bearer to one vote in the annual general meeting (Sec. 6 para. 1 sentence 2 and Sec. 15 para. 3 sentence 1 of the articles of association).

## Participation in the annual general meeting

In accordance with Sec. 14 para. 2 and 3 of the articles of association, only those shareholders who register with the Company and provide separate proof of their shareholdings from their custodian bank to the address specified below within the prescribed period prior to the annual general meeting shall be entitled to participate and exercise their voting rights in the annual general meeting:

alstria office REIT-AG  
c/o Commerzbank AG  
GS-MO 4.1.1 General Meetings  
60261 Frankfurt am Main  
Germany  
Fax No.: +49 (0) 69 136 26351  
E-Mail: [hv-eintrittskarten@commerzbank.com](mailto:hv-eintrittskarten@commerzbank.com)

The proof of shareholdings must cite the date stipulated for such in the German Stock Corporation Act (*Aktiengesetz*, AktG), i.e., the commencement of the 21st day prior to the annual general meeting (record date) and thus the **commencement of April 3, 2012, 0:00** and be received together with the registration by the Company by no later than the **expiration of April 17, 2012, 24:00** at the address specified above. The registration must be made and proof of shareholdings must be provided in writing (Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB)) and must be in German or English. Shareholders with registered office abroad may request for information and forms for registration and proof of shareholding in English at **[hauptversammlung@alstria.de](http://hauptversammlung@alstria.de)**.

The eligibility to participate and the scope of the voting rights are determined solely according to the shareholdings of the shareholders on the record date. The record date does not coincide with a vesting period for the availability of the shareholdings for sale. Even if the shareholdings are sold in whole or in part after the record date, exclusively the shareholdings of shareholders on the record date shall be decisive for the participation and the scope of the voting rights; i.e., the sale of shares after the record date has no effect on the eligibility to participate or on the scope of voting rights. This also applies to the purchase of shares after the record date. Persons who do not hold any shares as per the record date and only later become shareholders are not eligible to participate or vote.

The shareholders will be sent entry tickets for the annual general meeting by the registration office after the receipt of their registration and proof of their shareholdings by the Company. In order to ensure the timely receipt of the

entry tickets, we ask that the shareholders request an entry ticket for the participation in the annual general meeting from their custodian banks as early as possible. In such case, the necessary registration and proof of the decisive shareholdings are taken care of by the custodian bank.

## **Procedure for voting by proxy**

### *Granting of proxies*

If neither a bank nor a shareholders' association nor another person or institution of equal status in accordance with Sec. 135 para. 8 and 10 of the German Stock Corporation Act (*Aktiengesetz*, AktG) is authorized, a proxy must be issued, revoked and proof of proxy provided to the Company at least in writing (Sec. 15 para. 3 sentence 3 of the articles of association, Sec. 134 para. 3 sentence 2 AktG in connection with Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB)).

We offer our shareholders the service of authorizing proxies appointed by the Company. The proxy must at least be issued and revoked in writing (Sec. 15 para. 3 sentence 2 of the articles of association, Sec. 134 para. 3 sentence 3 AktG in connection with Sec. 126b BGB). In the event proxies of the Company are authorized, instructions for the exercise of the voting rights must also be issued with the proxy. Proxies are obligated to vote pursuant to orders. The timely registration of the respective stock of shares and proof of shareholdings in accordance with the above provisions are also necessary in the event shareholders are having their voting rights exercised by a proxy.

The statutory provisions, in particular Sec. 135 AktG, shall apply to the authorization of financial institutions, shareholders' associations or other persons or institutions of equal status in accordance with Sec. 135 para. 8 and 10 AktG and to the revocation and proof of such authorization. Financial institutions, shareholders' associations and other persons of equal status pursuant to Sec. 135 para. 8 and 10 AktG may stipulate special provisions for the procedure for their own authorization. The shareholders are therefore requested to contact their intended proxies in due time with regard to the form of the proxy that the proxies might require.

### *Delivery of proxies to the Company*

The proof of the authorization must either be presented by proxy on the date of the annual general meeting or announced to the Company prior to the annual general meeting at the following address:

alstria office REIT-AG  
Reference: Annual General Meeting 2012  
Bäckerbreitergang 75  
20355 Hamburg  
Germany  
Fax No.: +49 (0) 40 226 341 224  
E-Mail: [hauptversammlung@alstria.de](mailto:hauptversammlung@alstria.de)

On the date of the annual general meeting, only the entry and exit control for the annual general meeting at the Hamburg Chamber of Skilled Crafts and Small Businesses (*Handwerkskammer*), Holstenwall 12, 20355 Hamburg is available for the receipt of the proof of proxy starting at 9:00 a.m. up until shortly before the commencement of the votes.

In order to facilitate the organization, shareholders who wish to authorize the proxies appointed by the Company in advance of the annual general meeting are requested to send their proxies and instructions by no later than **April 22, 2012, 24:00** (receipt by the Company), by mail, fax or e-mail to the following address:

alstria office REIT-AG  
Reference: Annual General Meeting 2012  
Bäckerbreitergang 75  
20355 Hamburg  
Germany  
Fax No.: +49 (0) 40 226 341 224  
E-Mail: [hauptversammlung@alstria.de](mailto:hauptversammlung@alstria.de)

#### *Provision of proxy forms*

Shareholders who have registered in accordance with Sec. 14 of the articles of association will be sent a proxy form as a part of their entry ticket. Proxy forms may also be requested in German or English at **[hauptversammlung@alstria.de](mailto:hauptversammlung@alstria.de)**.

## **Rights of the shareholders (motions, proposals, requests for information)**

### **1. Expansion of the Agenda**

Shareholders whose combined shares amount to 20% of the share capital or make up a prorated amount of at least EUR 500,000.00 (corresponds to 500,000 shares) may request pursuant to Sec. 122 para. 2 of the German Stock Corporation Act (*Aktiengesetz*, AktG) that items be placed on the Agenda and published. A justification or resolution proposal must be enclosed for each new item. The request is to be directed at the management board of the Company. Such request must be received by the Company by no later than 30 days prior to the meeting, i.e., by **March 24, 2012 at 24:00** at the latest.

Please send any requests for additions to the following address:

alstria office REIT-AG  
Reference: Motions for the Annual General Meeting 2012  
Bäckerbreitergang 75  
20355 Hamburg  
Germany

Unless already published with the convocation, any additions to the Agenda which need to be published will be published directly upon receipt of the request in the electronic Federal Gazette (*Bundesanzeiger*)

and provided to that media for publication where it can be assumed that the information will be broadcast throughout the entire European Union. Such additions will also be published on the Internet at **www.alstria.com -> Investors -> Annual General Meeting**.

## **2. Countermotions und nominations**

Pursuant to Sec. 126 para. 1 AktG, each shareholder is entitled to send countermotions to the proposed resolutions regarding the items of the Agenda. If the countermotions are to be made accessible by the Company, such must be received by the Company together with justification and proof of capacity as shareholder no later than by 14 days prior to the meeting, i.e., by **April 9, 2012 at 24:00**, at the following address:

alstria office REIT-AG  
Reference: Motions for the Annual General Meeting 2012  
Bäckerbreitergang 75  
20355 Hamburg  
Germany  
Fax No.: +49 (0) 40 226 341 224  
E-Mail: [hauptversammlung@alstria.de](mailto:hauptversammlung@alstria.de)

Countermotions addressed otherwise will not be made accessible. Subject to Sec. 126 para. 2 and 3 AktG, countermotions of shareholders which are to be made accessible will be published on the Internet at **www.alstria.com -> Investors -> Annual General Meeting** together with the name of the shareholder and the justification and any position of the administration on such countermotion.

Pursuant to Sec. 127 AktG, these provisions apply analogously to a shareholder's proposal to elect supervisory board members or independent auditors. However, such proposals do not have to be justified. In addition to the grounds specified in Sec. 126 para. 2 AktG, the management board does not have to make a proposal accessible inter alia if the proposal does not contain the name, profession and residence of the candidate. Nominations for the election of supervisory board members also do not have to be made accessible if no information is included regarding the nominated supervisory board candidates' membership in other supervisory boards to be established by law in the terms of Sec. 125 para. 1 sentence 5 AktG.

## **3. Right to Information**

Pursuant to Sec. 131 para. 1 AktG, the management board is to provide each shareholder information regarding the matters of the Company upon request, provided such information is necessary to duly assess an item of the Agenda and the management board has no right to decline to provide the requested information. The management board's duty to provide information also extends to the legal and business relations of alstria office REIT-AG with its affiliates. The duty to provide information in addition also concerns the situation of the alstria group and the companies included in the consolidated annual financial statements of alstria office REIT-AG.



#### **4. Further elaborations**

Further elaborations regarding the rights of the shareholders in accordance with Sec. 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG can be downloaded on the Internet at **www.alstria.com -> Investors -> Annual General Meeting**.

### **Publication of the invitation to the annual general meeting and other documents**

The information to be made accessible on the Internet site of the Company pursuant to Sec. 124a of the German Stock Corporation Act (*Aktiengesetz*, AktG), in particular the convocation of the annual general meeting, motions of shareholders and additional information, will be available on the Internet at **www.alstria.com -> Investors -> Annual General Meeting** shortly after the convocation of the annual general meeting.

The results of the votes will be announced at the same Internet address after the annual general meeting.

The convocation of the annual general meeting was published in the electronic Federal Gazette (*Bundesanzeiger*) on March 13, 2012 and has been provided to those media sources where it can be assumed that the information is broadcasted in the entire European Union. After conducting of minor adjustments, the convocation of the annual general meeting was published again in the electronic Federal Gazette (*Bundesanzeiger*) on March 16, 2012 and has been provided to those media sources where it can be assumed that the information is broadcasted in the entire European Union. The version published on March 16, 2012 shall prevail.

**Hamburg, March 2012**

**The management board**

## Information on Item 6 of the Agenda (details regarding the candidates for election to the supervisory board)

**Marianne Voigt**



Berlin, Germany

\* March 19, 1966

Managing Director  
bettermarks GmbH

Apprenticeship in banking with B. Metzler; 1992 degree at WHU Koblenz; 1993 to 1999 with VEBA group as manager in the Corporate Planning division with Stinnes AG and as assistant to the CFO with VEBA AG in Düsseldorf; 1999 to 2008 CFO/COO with ImmobilienScout in Berlin; since 2008 start-up and development of bettermarks, an innovative online learning system for mathematics.

As CFO/COO of ImmobilienScout Ms Marianne Voigt was responsible for the development of the company, the execution of capital measures and M&A activities.

**Benoît Hérault**



Uzès, France

\* May 11, 1967

Managing Director  
Chambres de l'Artemise SARL

1989 MBA from HEC Paris; 1991 LL.M from Université Panthéon-Assas Paris; 1992 admission to bar; 1990 to 1996 lawyer with Gide Loyrette Nouel in Paris and 1996 to 2000 General Counsel and vice-CEO with Archon Group France in Paris; 2000 to 2011 European CFO of Whitehall Funds (Goldman Sachs) in London and member of the Audit, Business Practices and Compliance Committees of Goldman Sachs, London.

As CFO of the Whitehall Funds Mr Benoît Hérault was responsible for arranging debt financings as well as for acquisitions of asset portfolios in Germany and Europe.