




---

# INVITATION

**to the annual general meeting of  
alstria office REIT-AG  
Wednesday, May 22, 2019**

Für die deutsche Version bitte wenden.

---



## alstria office REIT-AG

### Hamburg

ISIN: DE000A0LD2U1

Securities Identification No.: A0LD2U

This is a convenience translation of the original German document.  
Only the original German document is binding.

## Invitation to the annual general meeting

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

**Wednesday, May 22, 2019 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 of alstria office REIT-AG and the approved consolidated financial statements with the management reports of alstria office REIT-AG and the consolidated group as at December 31, 2018, the report of the supervisory board and the recommendation of the management board on the appropriation of the annual net profit for the 2018 financial year**

The above-mentioned documents (including the explanatory reports of the management board on the information in accordance with Sec. 289a para. 1 and 315a para. 1 of the German Commercial Code (*Handelsgesetzbuch*, "HGB") 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.

With resolution dated February 27, 2019 the supervisory board approved the annual financial statements and consolidated financial statements prepared by the management board on February 21, 2019 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 (*Aktengesetz*, "AktG") without requiring a separate resolution in this regard.

- 2. Appropriation of the annual net profit for the 2018 financial year**

The management board and supervisory board hereby propose appropriating the annual net profit generated in the 2018 financial year in the amount of EUR 102,000,000.00 as follows:

### in EUR

|  |                       |
|--|-----------------------|
| Distribution of a dividend of EUR 0.52<br>per no-par value share entitled to dividends | 92,256,578.44         |
| Transfer to revenue reserves   | 0.00                  |
| Profit carried forward   | 9,743,421.56          |
| <b>Annual net profit</b>   | <b>102,000,000.00</b> |

The proposal reflects the 177,416,497 no-par value shares existing in the time of the recommendation. Should there be any change in the number of no-par value shares entitled to the dividend for the 2018 financial year before the date of the ordinary annual general meeting 2019, the proposal will be amended accordingly and presented for resolution at the annual general meeting, with an unchanged dividend of EUR 0.52 on each no-par value share entitled to the dividend for the 2018 financial year as well as suitably amended amounts for the sum to be distributed and the profit carried forward.

In accordance with Sec. 58 para. 4 sentence 2 AktG, the dividend is due on the third business day following the resolution adopted by the annual general meeting, i.e. on May 27, 2019.

- 3. Formal approval of the actions of the members of the management board for the 2018 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 2018 financial year for this period.

- 4. Formal approval of the actions of the members of the supervisory board for the 2018 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 2018 financial year for this period.

- 5. Appointment of the auditors and the group auditors for the 2019 financial year as well as the auditors for the review of the half-year financial report as at June 30, 2019, of further interim financial reports for the 2019 financial year and for the 2020 financial year until the next annual general meeting**

At the recommendation of its audit committee, the supervisory board hereby proposes to resolve as follows:

KPMG AG Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as auditors and group auditors for the 2019 financial year, as auditors to review the half-year financial report as at June 30, 2019 as well as for further interim finan-

cial reports in the 2019 financial year and in the 2020 financial year until the next annual general meeting.

In its recommendation, the audit committee has stated that its recommendation is free from influence by a third party and no clause restricting the choice within the meaning of Art. 16 para. 6 of the EU Regulation on statutory auditors or audit firms (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) has been imposed upon it.

## 6. Election of supervisory board members

With the close of the ordinary annual general meeting on May 22, 2019, the terms of office of the supervisory board members Benoît Hérault and Richard Mully end. The supervisory board highly appreciates the work of both members and welcomes their availability for a further term of office. Therefore, they shall be reappointed for a further term of three years.

Pursuant to Sec. 96 para. 1, Sec. 101 para. 1 AktG and Sec. 9 para. 1 of the Company's articles of association, the supervisory board shall consist of six members of shareholders elected by the shareholders in the annual general meeting.

At the recommendation of its nomination and remuneration committee, the supervisory board proposes that

- a) Mr Benoît Hérault, Managing Director Chambres de l'Artémise S.á r.l., residing in Uzès, France,
- b) Mr Richard Mully, Director Starr Street Limited, residing in Coham (Surrey), United Kingdom,

each be elected as a supervisory board member with effect from the close of this annual general meeting and until the close of the annual general meeting that approves the actions of the supervisory board for the financial year 2021.

It is intended that elections for the supervisory board will be held as a single election.

The aforementioned proposals for election take into consideration the profile of skills and expertise of the supervisory board with objectives for its composition and diversity conception which was adopted by the supervisory board pursuant to Sec. 289f, 315d HGB and Sec. 5.4.1 of the German Corporate Governance Code. After the election of the proposed candidates, the profile of skills and expertise of the supervisory board would still be completely fulfilled. In particular, a further term of office would be in line with the Company's provisions regarding maximum term and age limit in the supervisory board of alstria office REIT-AG. The profile of skills and expertise with the status of its implementation is published in the corporate governance statement under **[www.alstria.com](http://www.alstria.com) ► Investors ► Corporate Governance ► Corporate Governance Statement.**

Based on the supervisory board's evaluation the proposed candidates have no personal and/or business relations with alstria office REIT-AG or its affiliates, its managing bodies or significant shareholders of alstria office REIT-AG,

which must be disclosed by recommendation pursuant to Sec. 5.4.1 of the German Corporate Governance Code. The supervisory board considers both candidates independent.

The supervisory board has checked with the proposed candidates that they will be able to provide the time expected for the position.

CVs describing the relevant knowledge, skills and experience of the proposed candidates are appended to the Agenda under "Information on the supervisory board candidates proposed for election under agenda item 6". The CVs also indicate in accordance with Sec. 125 para 1 sentence 5 AktG which memberships the proposed candidates hold on other supervisory boards in Germany established pursuant to statutory law and on comparable domestic and foreign supervisory bodies of commercial enterprises.

## 7.1 Creation of a new Authorized Capital 2019 with the option to exclude subscription rights for fractional amounts, cancellation of Authorized Capital 2018 and corresponding amendment of the articles of association

The authorization granted to the management board by the annual general meeting on April 26, 2018 under agenda item 6.1 to increase, with the approval of the supervisory board, the Company's share capital until April 25, 2023 one or more times by up to a total amount of EUR 33,950,413.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or kind (Authorized Capital 2018) shall be renewed. Therefore, the Authorized Capital 2018 shall be replaced by a new Authorized Capital 2019, again amounting to 20% of the existing share capital and with a term of 5 years. The cancellation of the Authorized Capital 2018 shall be subject to the condition precedent that the Authorized Capital 2019 is registered with the Company's commercial register.

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

### 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 May 21, 2024 one or more times by up to a total amount of EUR 35,483,299.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2019).

In principle, the shareholders are to be granted subscription rights. The statutory subscription right may also be granted in such manner that the new shares are assumed by one or more financial institutions with an obligation to offer such shares to the shareholders for subscription. The management board shall be authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights for fractional amounts.

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 issuance of the shares.

b) *Cancellation of Authorized Capital 2018*

The authorization to increase the share capital of the Company and to exclude subscription rights in Sec. 5 para. 3, para. 4 and para. 4a of the Company's articles of association, adopted by the shareholders in the general meeting on April 26, 2018 under item 6.1 of the agenda (Authorized Capital 2018), shall be cancelled at the time at which the Authorized Capital 2019 pursuant to the aforementioned lit. a) takes effect.

c) *Amendment of the articles of association*

Sec. 5 para. 3, para. 4 and para. 4a of the articles of association shall be revised 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 May 21, 2024 one or more times by up to a total amount of EUR 35,483,299.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2019).

In principle, the shareholders are to be granted subscription rights. The statutory subscription right may also be granted in such manner that the new shares are assumed by one or more financial institutions with an obligation to offer such shares to the shareholders for subscription. The management board is authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights for fractional amounts.

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 issuance of shares.

(4) (cancelled)

(4a) (cancelled).”

d) *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 Authorized Capital 2019 carried out in any individual case and to make any related modifications to the articles of association that only affect the wording. The same applies in the event the Authorized Capital 2019 has not at all or not fully been utilized.

e) *Application for registration of the amendment of the articles of association*

The management board shall be instructed to apply for registration of the cancellation of the existing Authorized Capital 2018 only in conjunction with the creation of the new Authorized Capital 2019 in the amount of EUR 35,483,299.00 with the corresponding amendments of the articles of association adopted pursuant to the aforementioned lit. c), with the provision that the cancellation of the Authorized Capital 2018 is only to be entered into the commercial register when it has been ensured that the new Authorized Capital 2019 will be entered into the commercial register at the same time or immediately subsequently.

**7.2 Authorization to exclude subscription rights for the Authorized Capital 2019 against contributions in cash or against contributions in kind in an amount of up to 5% of the share capital and corresponding amendment of the articles of association**

Under item 7.1 of the agenda, the management board and the supervisory board proposed that the general meeting shall authorize the management board, with the approval of the supervisory board, to increase the share capital of the Company on or before May 21, 2024 one or more times by up to a total amount of EUR 35,483,299.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2019). Furthermore, the management board and supervisory board proposed to the general meeting to authorize the management board, with the approval of the supervisory board, to exclude the subscription rights for fractional amounts.

In order to be able to flexibly use the Authorized Capital 2019 presented for resolution under item 7.1 of the agenda, it shall also be resolved upon the further option to exclude subscription rights.

In the first instance, the option to exclude subscription rights in the context of capital increases against contributions in cash or in kind shall be limited to up to an amount of 5% of the share capital (but see also under item 7.3 of the agenda).

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

a) *Authorization*

The management board shall be authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights with regard to the Authorized Capital 2019 (Sec. 5 para. 3 of the articles of association in the version proposed under item 7.1 of the agenda) in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. The shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5% of the share capital of the Company, neither at the time this authorization takes effect nor at the time this authorization is exercised.

b) *Amendment of the articles of association*

Sec. 5 para. 4 of the articles of association as cancelled under item 7.1 of the agenda shall be revised as follows:

“(4) The management board is authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights with regard to the Authorized Capital 2019 (Sec. 5 para. 3 of the articles of association) in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. The shares issued with the exclusion of subscription rights



pursuant to this authorization may not exceed a total of 5% of the share capital of the Company, neither at the time this authorization takes effect nor at the time this 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 shall be entered in the commercial register only after the Authorized Capital 2019 to be created under item 7.1 of the agenda is entered into the commercial register.

**7.3 Authorization to exclude subscription rights for the Authorized Capital 2019 against contributions in cash or against contributions in kind in an amount of up to another 5% of the share capital and corresponding amendment of the articles of association**

Under item 7.1 of the agenda, the management board and the supervisory board proposed that the general meeting shall authorize the management board, with the approval of the supervisory board, to increase the share capital of the Company on or before May 21, 2024 one or more times by up to a total amount of EUR 35,483,299.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2019). Furthermore, the management board and supervisory board proposed to the general meeting to authorize the management board, with the approval of the supervisory board, to exclude the subscription rights for fractional amounts.

Moreover, the management board and supervisory board proposed to the general meeting under item 7.2 of the agenda to exclude the subscription rights but only, in principle, for issued shares up to an amount of 5% of the share capital.

In addition, the subscription rights shall be excluded in the context of capital increases against contributions in cash or in kind up to an amount of another 5% of the share capital (and therefore, along with the authorization under item 7.2 of the agenda, it shall be possible to exclude subscription rights for shares up to an amount of 10% of the share capital) if the Company intends to use the shares or the cash contributions of the corresponding capital increase for the acquisition or to finance the acquisition of real estate or real estate portfolios or shares in companies owning essentially real estate or to repay unsecured financial liabilities of the Company or an affiliated company.

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

*a) Authorization*

The management board shall be authorized, with the approval of the supervisory board, to exclude the subscription rights with regard to the Authorized Capital 2019 (Sec. 5 para. 3 of the articles of association in the version proposed under item 7.1 of the agenda) in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. In the context of a

capital increase against contributions in kind, the shares shall be used for the acquisition of real estate or real estate portfolios. In the context of a capital increase against contributions in cash, the cash contributions shall be used to finance the acquisition of real estate, real estate portfolios, or shares in companies owning essentially real estate (share of the real estate and cash in the latest balance sheet is at least 75%) or to repay unsecured financial liabilities of the Company or an affiliated company. The corresponding resolutions of the management board with approval of the supervisory board that record the intention of the Company to acquire or to finance the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate or the intention to repay unsecured liabilities shall be submitted as a proof. The shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5% of the share capital of the Company, neither at the time this authorization takes effect nor at the time this authorization is exercised.

*b) Amendment of the articles of association*

Sec. 5, para. 4a of the articles of association as cancelled under item 7.1 of the agenda shall be revised as follows:

“(4a) The management board is authorized, with the approval of the supervisory board, to exclude the subscription rights with regard to the Authorized Capital 2019 (Sec. 5 para. 3 of the articles of association) in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind. In the context of a capital increase against contributions in kind, the shares shall be used for the acquisition of real estate or real estate portfolios. In the context of a capital increase against contributions in cash, the cash contributions shall be used to finance the acquisition of real estate, real estate portfolios, or shares in companies owning essentially real estate (share of the real estate and cash in the latest balance sheet is at least 75%) or to repay unsecured financial liabilities of the Company or an affiliated company. The corresponding resolutions of the management board with approval of the supervisory board that record the intention of the Company to acquire or to finance the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate or the intention to repay unsecured liabilities shall be submitted as a proof. The shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5% of the share capital of the Company, neither at the time this authorization takes effect nor at the time this 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 shall be entered in the commercial register only after the Authorized Capital 2019 to be created under item 7.1 of the agenda is entered into the commercial register.

## Information on the supervisory board candidates proposed for election under agenda item 6

*(Election of supervisory board members)*

### **Benoît Héroult**

Uzès, France

\* May 1967

Nationality: French

Managing Director, Chambres de l'Artémise S.à r.l.

Member of the supervisory board since 2012

#### ***Career:***

1992 admission to bar; 1990 to 1996 lawyer with Gide Loyrette Nouel in Paris, France, and 1996 to 2000 General Counsel and vice-CEO with Archon Group France in Paris, France; 2000 to 2011 European CFO of Whitehall Funds (Goldman Sachs) in London, United Kingdom and member of the Audit, Business Practices and Compliance Committees of Goldman Sachs, London, United Kingdom.

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

#### ***Education:***

1989 MBA from HEC Paris, France

1991 LL.M from Université Paris II Panthéon-Assas, France

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

Memberships in other mandatory supervisory boards in Germany:

- none

Memberships in comparable boards of business enterprises in Germany and abroad:

- Independent Director, Batipart Immo Long Terme, Luxembourg
- Independent Director, Shaftesbury Fund Management, Luxembourg

### **Richard Mully**

Cobham (Surrey), United Kingdom

\* July 1961

Nationality: British

Director, Starr Street Limited

Member of the supervisory board since 2007

#### ***Career:***

1992 to 1998 Founder and Head of Bankers Trust's European Real Estate Investment Banking Group, responsible for the management of all aspects of this business; 1998 to 2000 Chief Executive Officer of European Property Partners Limited and Managing Director and Head of European Merchant Banking for Prudential Insurance Company of America; 2000 to 2011 Co-Founder and Managing Partner of Grove International Partners LLP, responsible for investment strategy and management in Europe; 2008 to 2009 Member of Supervisory Board of Hypo Real Estate Holding AG.

#### ***Education:***

Graduated in Economics (BS) from University College London, United Kingdom

Master's degree (MBA) in Finance from Cass Business School, London, United Kingdom

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

Memberships in other mandatory supervisory boards in Germany:

- none

Memberships in comparable boards of business enterprises in Germany and abroad:

- Director, Arlington Business Parks LLC, United Kingdom
- Director, Standard Life Aberdeen PLC, United Kingdom
- Non-executive Director, Great Portland Estates PLC, United Kingdom

## **Report of the management board to the shareholders in the annual general meeting regarding items 7.1, 7.2 and 7.3 of the agenda**

*(Creation of a new Authorized Capital 2019, cancellation of the Authorized Capital 2018, authorizations to exclude subscription rights with regard to the Authorized Capital 2019 and corresponding amendments of the articles of association)*

### **Item 7.1 of the agenda**

Management board and supervisory board propose under item 7.1 of the agenda to replace the existing Authorized Capital 2018 by a new Authorized Capital 2019 with a term running until May 21, 2024, amounting to 20% of the existing share capital and thus in the amount of EUR 35,483,299.00 (Authorized Capital 2019). The existing Authorized Capital 2018 shall only be cancelled once it is certain that the new Authorized Capital 2019 is available. The new Authorized Capital 2019 will have a term of 5 years.

alstria office REIT-AG must be able to act quickly and flexibly in the ever-changing real estate markets at all times in the interest of its shareholders. The management board thus considers it to be its duty to ensure that the Company always has the necessary instruments to procure capital irrespective of concrete utilization plans. Since decisions regarding the coverage of capital requirements must generally be made at short notice, it is important for the Company to not have to depend on time-consuming and expensive convocations of general meetings. Legislators have allowed for this necessity in the instrument of authorized capital. The most common reasons for utilizing authorized capital are to strengthen a Company's equity base and to finance the acquisition of shareholdings (at alstria office REIT-AG, primarily in the form of the acquisition of real estate).

In accordance with the authorization proposed by management board and supervisory board under item 7.1 of the agenda, as a general rule, the shareholders are entitled to subscription rights with regard to the utilization of the Authorized Capital 2019. In order to facilitate the technical processing, the Company is intended to be given an option to allow one or more financial institutions to subscribe shares with the obligation of offering the shares to shareholders in accordance with the latter's subscription rights (indirect subscription right in the terms of Sec. 186 para. 5 AktG).

Subject to the approval of the supervisory board, the subscription rights shall be excluded for fractional amounts in accordance with the authorization proposed by management board and supervisory board under item 7.1 of the agenda. This facilitates the use of the authorization sought by rounded amounts and simplifies the technical processing of the issue.

### **Item 7.2 of the agenda**

In accordance with the authorization proposed by management board and supervisory board under item 7.2 of the agenda, subscription rights shall furthermore be excluded, subject to the approval of the supervisory board, if the new shares issued in the course of a cash capital increase are issued at an amount not significantly lower than the stock exchange price in accordance with Sec. 186 para. 3

sentence 4 AktG. Not only does the exclusion of subscription rights enable the Company to act promptly, but the shares may also be placed at a price close to the market price. Sec. 186 para. 2 AktG permits the publication of the subscription price up to the third-last day of the subscription period but given the often observable volatility of the equity markets, there is still a market risk for several days, which may lead to security discounts when determining the subscription price and hence resulting in conditions that 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 the subscription rights (subscription behavior). Finally, when granting subscription rights the Company is unable to react to changes in market conditions at short notice because of the duration of the subscription period, but is exposed to possible declining stock prices during the subscription period which may lead to unfavorable financing. The Company may aim to allure new shareholder groups with such a placement.

As the new shares will be issued at a price close to the market price, each shareholder as a general rule has an opportunity to acquire the shares necessary to maintain its shareholding interest at nearly the same conditions via the stock exchange. In line with Sec. 186 para. 3 sentence 4 AktG, it is thus ensured that the financial and voting right interests are reasonably safeguarded in the utilization of the Authorized Capital 2019 with the exclusion of subscription rights while the Company is given additional latitude for action in the interest of all shareholders.

Furthermore, it is intended to grant the option to exclude subscription rights for capital increases in return for contributions in kind. This allows the management board in suitable individual cases to have shares of the Company available, among others, for utilization in connection with the purchase of companies, shareholdings or other assets. For example, it may very well become necessary in negotiations to provide consideration in shares in lieu of cash. This option gives the Company an advantage in the competition for interesting acquisition targets and the necessary leeway to be able to use arising opportunities for the acquisition of real estate or shareholdings without requiring funding. The issuance of shares may also be expedient in terms of an optimal financing structure. The Company is not at a disadvantage because the issuance of shares in return for contributions in kind requires the value of the contributions in kind to be in reasonable proportion to the value of the shares.

The management board may only utilize the authorization to exclude subscription rights granted under item 7.2 of the agenda to such extent that the total amount of the shares issued with the exclusion of subscription rights does not exceed 5% of the share capital neither at the time this authorization takes effect nor on the date this authorization is exercised. This limits the total scope of an issue of shares excluding subscription rights and in this way the shareholders will be given an additional protection against the possible dilution of their existing holdings.

The management board will duly review in each individual case whether it will utilize the authorization of a capital increase with the exclusion of shareholders' subscription rights. It will only utilize the authorization if, in the management board's and supervisory board's opinion, this is in the Company's interest and thus in the interest of the shareholders.

### Item 7.3 of the agenda

In addition, in accordance with the authorization proposed by management board and supervisory board under item 7.3 of the agenda, subscription rights shall furthermore be excluded, subject to the approval of the supervisory board, in the context of capital increases against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price of the shares already listed in accordance with Sec. 186 para. 3 sentence 4 AktG, and against contributions in kind.

In the context of a capital increase against contributions in kind, the shares shall be used for the acquisition of real estate or real estate portfolios. In the context of a capital increase against contributions in cash, the cash contributions shall be used to finance the acquisition of real estate, real estate portfolios, or shares in companies owning essentially real estate (share of the real estate and cash in the latest balance sheet is at least 75 %) or to repay unsecured financial liabilities of the Company or an affiliated company. The corresponding resolutions of the management board with approval of the supervisory board that record the intention of the Company to acquire or to finance the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate or to repay unsecured financial liabilities shall be submitted as a proof. Thereby, the flexible and prompt acquisition of real estate, real estate portfolios and shares in companies owning essentially real estate is enabled as well as the repayment of unsecured financial liabilities.

The authorization to exclude subscription rights puts the Company in particular in a position to quickly and flexibly make use of opportunities on the real estate market and to cover any arising need for capital at very short notice if necessary. If the management board uses this authorization, it will calculate the discount of the share price as low as possible in accordance with the market conditions at the time of the placement.

In case of a capital increase against contributions in cash, shares may only be issued at a price close to the market price. Thus, in general each shareholder has the chance to acquire shares over the market at approximately equal terms in order to uphold his or her shareholding quota. Due to the limited use of the contributions in cash only for the financing of real estate, real estate portfolios or shares in companies owning essentially real estate, it is ensured that the cash contributions are used for the Company's core business. The additionally included use of cash contributions for the repayment of unsecured financial liabilities can in particular serve to establish an improved financing structure.

The option to exclude the shareholders' subscription rights for capital increases in return for contributions in kind gives the necessary leeway to be able to use arising opportunities for the acquisition of real estate or real estate portfolios without requiring funding and to structure these in a flexible manner. Within this framework, the Company is at the same time enabled to expand the shareholder group by way of targeted issuance of shares. In case the seller's side prefers consideration in the form of shares, the Company can act accordingly. This can constitute a competitive advantage. The issuance of shares in the context of the acquisition of real estate or real estate portfolios may also be expedient in terms of an optimal financing structure. The Company is not at a disadvantage because the issuance of shares in return for contributions in kind requires the value of the contributions in kind to be in reasonable proportion to the value of the shares.

Furthermore, reference is made to the report for item 7.2 of the agenda.

The management board may only utilize authorization to exclude subscription rights granted under item 7.3 of the agenda in such a manner that the amount of shares issued with the exclusion of subscription rights pursuant to this authorization may not exceed a total of 5% of the share capital of the Company (and therefore, along with the authorization under item 7.2 of the agenda, it shall be possible to exclude subscription rights for shares up to an amount of 10% of the share capital), neither at the time this authorization takes effect nor at the time this authorization is exercised. Thereby, the total of an issuance excluding subscription rights is limited and additionally the shareholders are protected against a potential dilution of their shareholdings.

The management board will duly review in each individual case whether it will utilize the authorization of a capital increase with the exclusion of shareholders' subscription rights in the context of the acquisition of real estate, real estate portfolios or shares in companies owning essentially real estate or in the context of or the repayment of unsecured financial liabilities. It will only utilize the authorization if this, in the management board's and supervisory board's opinion, is in the Company's interest and thus in the interest of the shareholders.

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



## Further information and instructions

### 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 177,416,497.00 and is divided into 177,416,497 no-par value bearer shares. Each of the 177,416,497 no-par value shares 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).

### Preconditions for participation in the annual general meeting and exercise of voting rights

In accordance with Sec. 14 para. 2 and 3 of the articles of association, only those shareholders who are Company shareholders at the commencement of the 21st day prior to the annual general meeting, i.e., **May 1, 2019, 0:00 hours ("Record Date")**, and register for the annual general meeting are entitled to participate in the meeting and exercise voting rights. The registration must reach the Company by no later than the expiration of **May 15, 2019, 24:00 hours** at the following address together with a separate proof of shareholdings on the Record Date issued by the custodian bank:

#### Registration office:

alstria office REIT-AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax No.: +49 (0) 89 30903-74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The registration must be made and proof of shareholdings must be provided in text form (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 **hv@alstria.de**.

The registration office will send entry tickets for the annual general meeting to the shareholders after the receipt of their registration and proof of their shareholdings.

Normally the custodian banks submit the registration and proof of shareholding on behalf of their customers. 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.

### Free disposability of the shares

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.

### Procedure for voting by proxy

Shareholders can also have their voting rights exercised by a proxy appointed by the Company or any other proxy. In this event, the requirements for participation described in the above section "Preconditions for participation in the annual general meeting and exercise of voting rights" must be fulfilled for the respective shares as well.

### Authorizing proxies appointed by the Company

We offer our shareholders the option to exercise their voting rights via proxies appointed by the Company. Proxies appointed by the Company may only vote in accordance with expressly given instructions on the individual items on the agenda. Should an individual vote take place on an agenda item with joint proposals, the instructions issued for that item shall apply to each subitem.

The proxy (with instructions) must at least be issued and revoked in text form (Sec. 15 para. 3 sentence 3 of the articles of association, Sec. 134 para. 3 sentence 3 AktG in connection with Sec. 126b BGB). Shareholders who have registered in accordance with Sec. 14 para. 2 and 3 of the articles of association will receive, as part of their entry ticket, a form for the granting of proxy and for the voting instructions.

Shareholders who wish to authorize the proxies appointed by the Company in advance of the annual general meeting are requested, in order to facilitate the organization, to send their proxies and instructions or revocations of proxies by no later than **May 19, 2019, 24:00 hours** (receipt by the Company), by mail, fax or email to the following address:

alstria office REIT-AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax No.: +49 (0) 89 30903-74675  
Email: [alstria-hv2019@computershare.de](mailto:alstria-hv2019@computershare.de)

On the date of the annual general meeting, 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, Germany is available for the receipt of the proof of proxy (with instructions) until shortly before the start of the voting.

### Authorizing third-party proxies

Shareholders can also have their voting rights exercised in the annual general meeting by a third-party proxy, e.g. the custody bank, a shareholders' association or another third party of their choice.

The declaration of granting power of attorney may be made either vis-à-vis the proxy or vis-à-vis the Company. A proxy must be issued and revoked, and proof of proxy must be provided to the Company at least in text form 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 AktG is authorized (Sec. 15 para. 3 sentence 3 of the articles of association, Sec. 134 para. 3 sentence 3 AktG in connection with Sec. 126b BGB). Shareholders who have registered in accordance with Sec. 14 para. 2 and 3 of the articles of association will be sent a proxy form as a part of their entry ticket. This proxy form is also available in English or German on the internet at **www.alstria.com ► Investors ► Annual General Meeting**.

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.

The issuance of a proxy, its revocation and the proof of a proxy which has been declared vis-à-vis the proxy can be sent to the Company prior to the annual general meeting by mail, fax or email at the following address:

alstria office REIT-AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax No.: +49 (0) 89 30903-74675  
Email: alstria-hv2019@computershare.de

In order to facilitate the organization, shareholders are requested to send their proxies, proof of proxies and a potential revocation of proxies by no later than **May 19, 2019, 24:00 hours** (receipt by the Company) at the aforementioned address.

On the date of the annual general meeting, 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, Germany is available for the receipt of the proof of proxy until shortly before the start of the voting.

#### **Rights of the shareholders (motions, proposals and requests for information pursuant to Sec. 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG)**

##### ***Requests for additions to the agenda in accordance with Sec. 122 para. 2 AktG***

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 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 to the management board of the Company in written form (Sec. 126 BGB). Such request, together with the proof that the shareholders hold the minimum number of shares, must be received by the Company by

no later than 30 days prior to the meeting (the day of receipt is not to be counted), i.e., by **April 21, 2019 at 24:00 hours** at the latest.

Any requests for additions must be sent to the following address:

alstria office REIT-AG  
– Management Board –  
Reference: Motions for the Annual General Meeting 2019  
Steinstraße 7  
20095 Hamburg  
Germany

As proof that the shareholders hold the minimum number of shares, the shareholders must submit a corresponding confirmation by their custodian bank.

Unless already published with the convocation, any additions to the agenda which need to be published will be published without undue delay (*unverzüglich*) upon receipt of the request in the German Federal Gazette (*Bundesanzeiger*) and provided to those media for publication where it can be assumed that the information will be broadcasted throughout the entire European Union. Such additions will also be published on the internet at **www.alstria.com ► Investors ► Annual General Meeting** and communicated to the shareholders in accordance with Sec. 125 para. 1 sentence 3 AktG.

##### ***Countermotions und nominations, Sec. 126 para. 1, 127 AktG***

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 proof of capacity as shareholder no later than by 14 days prior to the meeting, i.e., by **May 7, 2019 at 24:00 hours**, at the following address:

alstria office REIT-AG  
Reference: Motions for the Annual General Meeting 2019  
Steinstraße 7  
20095 Hamburg  
Germany  
Fax No.: +49 (0) 40 226 341 224  
Email: hv@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 potential justification and any potential position of the administration on such countermotion. Countermotions are to be submitted in German. If they are meant to be published in English as well, a translation is to be enclosed.

Pursuant to Sec. 127 AktG, these provisions apply analogously to a shareholder's proposal to elect supervisory board members or independent auditors. 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 candidate's membership in other supervisory boards to be established pursuant to statutory law within the meaning of Sec. 125 para. 1 sentence 5 AktG.

#### **Right to Information, Sec. 131 para. 1 AktG**

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.

#### **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 convocation of the annual general meeting was published in the Federal Gazette (Bundesanzeiger) on April 9, 2019 and has been provided to those media sources where it can be assumed that the information is broadcasted in the entire European Union.

The information to be made accessible on the internet page of the Company pursuant to Sec. 124a 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.

### **Information regarding data protection**

The protection of personal data of shareholders, shareholder representatives and guests who register to attend the annual general meeting of alstria office REIT-AG and/or who participate in it ("**AGM Participants**") is very important to us. With the following information we advise you as AGM Participants about the processing of your personal data in connection with the preparation, execution and follow-up of the annual general meeting.

#### **Who is responsible for data processing?**

Data controller pursuant to Art. 4 para. 7 of the General Data Protection Regulation ("**GDPR**") is:

alstria office REIT-AG  
– Management Board –  
Steinstraße 7  
20095 Hamburg  
Germany  
Email: [info@alstria.de](mailto:info@alstria.de)  
Tel. No.: +49 (0) 40 226 341 300

#### **How can the data protection officer be reached?**

AGM Participants can contact the data protection officer of alstria office REIT-AG as follows:

alstria office REIT-AG  
– Data Protection Officer –  
Steinstraße 7  
20095 Hamburg  
Germany  
Email: [dataprotection@alstria.de](mailto:dataprotection@alstria.de)  
Tel. No.: +49 (0) 40 226 341 300

#### **What personal data are processed?**

As part of the preparation, execution and follow-up of the annual general meeting, the following categories of personal data of shareholders are processed:

- First name and last name
- Contact data (e.g. address, email address)
- Share related data (e.g. number of shares, type of ownership)
- Annual general meeting related data (e.g. number of entry ticket and, where appropriate, instructions)
- Participation behavior related data (e.g. voting behavior and, where appropriate, information about requests for additions to the agenda, motions, nominations and requests for information).

If shareholders have appointed a third party to exercise their voting rights, personal data of the proxy (in particular first and last name as well as place of residence of the proxy) are also processed. Shareholders are requested to expressly point this out to the proxies.

Concerning guests of the annual general meeting, information about their first and last names, contact data (in particular address, email address) and, if applicable, the company for which they work are processed.

#### **For what purposes are personal data processed and on what legal basis is data processing based?**

Personal data are used to handle the registration and participation of AGM Participants (e.g. verification of eligibility) and to enable the shareholders to exercise their rights (e.g. request to speak and voting) at the annual general meeting (including the issuing, revocation and proof of proxies and instructions).

Pursuant to Sec. 129 para. 1 sentence 2 AktG, a list of the shareholders present or represented and the shareholder representatives must be drawn up at the annual general meeting, stating their name and place of residence as well as the number of shares represented by each shareholder and their type.

In addition, personal data of the AGM Participants may also be processed to fulfill additional statutory obligations, such as regulatory requirements as well as obligations under corporate, commercial and tax law-related requirements to retain data.

The processing of personal data of the AGM Participants is therefore absolutely necessary for the proper preparation, execution and follow-up of the annual general meeting and is only carried out to the extent necessary to achieve the respective purpose.

The legal basis for the processing of personal data at the annual general meeting is Art. 6 para. 1 lit. c) GDPR.

#### **Which recipients receive personal data?**

The data of the AGM Participants are processed by the employees of alstria office REIT-AG which are involved in the organization of the annual general meeting. In addition, we partly employ different external service providers for preparation, execution and follow-up of the annual general meeting (general meeting service providers, IR service providers and consultants as well as the notary keeping the minutes) which have their seat in the European Economic Area (EEA). The service providers will only receive personal data that is necessary for the performance of the service ordered.

If a shareholder requests that items be placed on the agenda, alstria office REIT-AG will publish these items stating the name of the shareholder, provided that the conditions are met in accordance with the provisions of the German Stock Corporation Act (Sec. 122 para. 2, 126 para. 1, 127 AktG). Similarly, alstria office REIT-AG will make countermotions and election proposals by shareholders available on its website stating the name of the shareholder in accordance with the provisions of the German Stock Corporation Act (Sec. 122 para. 2, 126 para. 1, 127 AktG).

Other shareholders and AGM Participants may access data out of the list of participants during the meeting and shareholders may access the data for up to two years thereafter (Sec. 129 para. 4 AktG).

In addition, we may transmit personal data of the AGM Participants to authorities who process the data on their own responsibility (e.g. to supervisory authorities due to legal regulations).

It is not intended to transfer personal data to countries outside Europe (i.e. outside the EEA).

#### **From which sources do the data come from?**

To the extent personal data have been provided by the shareholders in the course of the registration for the annual general meeting, alstria or the service providers engaged will normally receive the personal data of the shareholders via the registration office from the credit institutions of the shareholders, who have been entrusted with the custody of the shares of the Company (so-called custodian banks). In addition, alstria or the service providers engaged may receive personal data from the AGM Participants (e.g. when filing motions).

#### **How long are the personal data stored?**

As a rule, personal data are deleted as soon as they are no longer required for the aforementioned purposes and statutory evidence and retention obligations do not require us to store them any longer. Corresponding evidence and/or retention obligations result in part from the German Stock Corporation Act (*Aktiengesetz*), the German Commercial Code (*Handelsgesetzbuch*) and the German Fiscal Code (*Abgabenordnung*). For the data collected in connection with annual general meetings, the retention period is regularly up to three years. Further evidence and/or retention obligations result from the German Commercial Code and the German Fiscal Code, pursuant to which the evidence and/or retention period can amount to up to ten years.

#### **Does automated decision-making occur in individual cases (including profiling)?**

We do not employ any automated decision-making process or profiling pursuant to Art. 22 GDPR.

#### **What rights do those affected have?**

Affected parties may contact the Company's data protection officer at any time by sending an informal message using the above contact details to exercise their rights under the GDPR. As far as the requirements pursuant to applicable law are met, those affected in particular have the following rights:

- Provision of access to the personal data concerning the affected person as well as the receipt of a copy of the processed data in accordance with Art. 15 GDPR
- Rectification of incorrect personal data and completion of incomplete personal data, Art. 16 GDPR

- Deletion of personal data, if the legal requirements are met, in particular if they are no longer required for the aforementioned purposes, Art. 17 GDPR
- Limitation processing personal data if the legal requirements are met, Art. 18 GDPR
- Lodge a complaint with a data protection authority at the choice of the affected person (e.g. the data protection authority competent for alstria:  
Der Hamburgische Beauftragte für Datenschutz und Informationsfreiheit, Ludwig-Erhard-Str 22, 7. OG, 20459 Hamburg, Germany, tel.: +49 (0) 40 428 54-4040, email: mailbox@datenschutz.hamburg.de), Art. 77 GDPR

The Company must process personal data of the AGM Participants in order to enable them to exercise their rights at the annual general meeting. If an AGM Participant for example does not provide his/her personal data, he/she may no longer be able to exercise his/her rights related to the annual general meeting.

Hamburg, April 2019

The management board