

- Convenience translation -

Annual general meeting of alstria office REIT-AG on April 23, 2020

Information on shareholders' rights

(pursuant to section 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 of the German Stock Corporation Act (*Aktiengesetz*, AktG))

The convening of the Annual General Meeting includes details on shareholders' rights pursuant to section 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 German Stock Corporation Act (*Aktiengesetz*, AktG), which - pursuant to section 121 paragraph 3 No. 3 AktG - are largely limited to deadlines for exercising these rights. The following information is intended for further clarification purposes:

1. Request to add items to the agenda, section 122 paragraph 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 (the latter corresponds to 500,000 shares) may request pursuant to section 122 paragraph 2 AktG that items be placed on the agenda and published.

Persons submitting a request must prove in accordance with section 122 paragraph 1 sentence 3, paragraph 2 sentence 1 AktG that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management board decides on the request, with section 70 AktG being applicable when calculating the time for which shares have been held. The date of receipt of the request will not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB") shall not be applied accordingly. For purposes of proof, the requestor needs to provide confirmation issued by the custodian bank.

A justification or resolution proposal must be enclosed for each new item. The request is to be directed in writing (section 126 BGB) to the management board of alstria office REIT-AG. Such request must be received by the Company, together with the proof that the shareholder holds the minimum number of shares, by no later than 30 days prior to the meeting, i.e., by no later than **March 23, 2020 at 24:00 hours**. Requests received after this date will not be considered.

Please send any requests for additions to the following address:

alstria office REIT-AG
-Management board-
Reference: Motions for the Annual General Meeting 2020
Steinstaße 7
20095 Hamburg
Germany

Unless already published with the convocation, any additions to the agenda which need to be published will be published directly upon the Company's receipt of the request in the 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 in the Internet at www.alstria.com → Investors → Annual General Meeting and will be communicated to the shareholders in accordance with section 125 paragraph 1 sentence 3 AktG.

The provisions of the Stock Corporation Act underlying these shareholder rights are as follows:

Section 122 paragraph 1 and paragraph 2 AktG - Convening of a meeting at the request of a minority

- (1) *The shareholders' meeting shall be called if shareholders whose aggregate shareholdings equal or exceed one-twentieth of the share capital, demand such meeting in writing, stating the purpose of and reasons for such a meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. The requestors have to prove that they were owners of the shares minimum 90 days prior to the day the request was received and that they hold the shares until a decision by the management board on the request was made. Section 121 paragraph 7 applies respectively.*
- (2) *In the same manner, shareholders whose aggregate shareholdings amount to one twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000.00 may demand that items are placed on the agenda and published. Each new item shall be accompanied by an explanation or a draft resolution. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.*

Section 121 paragraph 7 AktG - Calculation of the period

For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied accordingly. In the case of non-listed companies, the articles of association may determine a different calculation of the period.

Section 70 AktG - Calculation of the period of shareholding

If the exercise of rights arising from the share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution or an enterprise operating under section 53 paragraph 1 sentence 1 or section 53b paragraph 1 sentence 1 or section 53b paragraph 7 of the German Banking Act (KWG) shall be deemed equivalent to ownership. The period during which the share has been owned by a predecessor shall be attributed to the shareholder if he/she has acquired the share without consideration, from his/her trustee, as full legal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Loan Associations Act.

2. Countermotions and nominations, section 126 paragraph 1 and section 127 AktG

Every shareholder has the right to submit countermotions against the proposals of the management board and/or the supervisory board regarding a certain item of the agenda, section 126 paragraph 1 AktG.

According to section 126 paragraph 1 AktG every shareholder is entitled to his/her countermotion being made accessible to the persons listed in section 125 paragraph 1 to paragraph 3 AktG based on the requirements stipulated therein, if such countermotion is received by the Company together with proof of capacity as shareholder no later than by 14 days prior to the meeting, i.e., by **April 8, 2020, 24:00 hours**, at the following address:

alstria office REIT-AG
Reference: Motions for the Annual General Meeting 2020
Steinstraße 7
20095 Hamburg
Germany
Fax: +49 (0) 40 226 341 224
Email: hv@alstria.de

Countermotions addressed otherwise will not be made accessible. Subject to section 126 paragraph 2 and paragraph 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 potential justifications which are to be made accessible as well as 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.

Furthermore, each shareholder is entitled to submit in the annual general meeting a countermotion on the agenda items without prior notification to the Company. According to section 124 paragraph 4 sentence 2 AktG no publication is required for the passing of a resolution for motions relating to items on the agenda.

Pursuant to section 127 AktG, these provisions apply analogously to a shareholder's proposal to elect supervisory board members (provided that this is an item on the agenda of the annual general meeting) or auditors. However, such proposals do not have to be justified. In addition to the grounds specified in section 126 paragraph 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 section 125 paragraph 1 sentence 5 AktG.

The provisions of the Stock Corporation Act underlying these shareholder rights, which also specify under which conditions counterproposals and nominations need not be made available, are as follows:

Section 126 AktG - Motions by shareholders

(1) *Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to section 125 paragraph 1 to 3 under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a countermotion regarding a proposal of the management board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, publishing shall be made via the company's website. Section 125 paragraph 3 shall apply correspondingly.*

(2) *A countermotion and its grounds need not be published*

- 1. as far as the management board would by reason of such communication become liable to prosecution;*
- 2. if the countermotion would result in a resolution of the shareholders' meeting which would be against the law or the articles of association;*
- 3. if the grounds contain statements which are manifestly false or misleading in material respects or which are offensive;*
- 4. if a countermotion by one shareholder based on the same facts has already been published with respect to a shareholders' meeting of the company pursuant to section 125;*
- 5. if the same countermotion of such shareholder on essentially identical grounds has already been published pursuant to section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings of the company less than one twentieth of the share in capital represented has voted in favour of such countermotion;*
- 6. if the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting, or*
- 7. if within the past two years at two shareholders' meetings the shareholder has failed to file a countermotion in person or by proxy previously announced by him.*

The grounds do not need to be made available for third parties, if they exceed the amount of 5,000 characters.

(3) *If several shareholders make countermotions for resolution in respect to the same subject matter, the management board may combine such countermotions and the respective statements of the grounds.*

Section 127 Sentence 1 to 3 AktG - Election proposals by shareholders

Section 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or auditors. The election proposal need not be supported by grounds. The management board also need not publish such election proposal if it fails to contain the details required by section 124 paragraph 3 sentence 4 and section 125 paragraph 1 sentence 5. [...]

Section 124 paragraph 3 sentence 4 AktG - Publication of requests for additions; proposals for resolution

- (3) [...] *The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence. [...]*

Section 125 paragraphs 1 to 3 AktG - Communications to shareholders and supervisory board members

- (1) *The management board of a company that has not exclusively issued registered shares must notify the convening of the general meeting of shareholders at least 21 days prior to the meeting as follows:*
1. *the intermediaries who hold the company's shares in custody,*
 2. *the shareholders and intermediaries who requested the notification, and*
 3. *the associations of shareholders who requested the notification or who exercised voting rights at the last general meeting.*

The day of the notification is not counted. If the agenda is to be amended pursuant to section 122 paragraph 2, the amended agenda shall be notified in the case of listed companies. [...] In the case of listed companies, a proposal for the election of supervisory board members shall be accompanied by information on their membership in other supervisory boards to be formed by law; information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall be enclosed.

- (2) *The management board of a company that has issued registered shares must make the same notification to the person entered in the share register at the beginning of the 21st day prior to the general meeting, as well as to the shareholders and intermediaries who have requested the notification and the associations of shareholders who have requested the notification or who exercised voting rights at the last general meeting.*
- (3) *Each member of the supervisory board may request that the management board provides the same information to him.*

3. Right to obtain information, section 131 paragraph 1 AktG

Pursuant to section 131 paragraph 1 AktG, the management board is to provide each shareholder information regarding the matters of the Company upon request in the shareholders' meeting, provided such information is necessary to duly evaluate an item of the agenda and the management board has no right to decline to provide the requested information pursuant to section 131 paragraph 3 AktG. The management board's duty to provide information also extends to the legal and business relations of alstria office REIT-AG with its affiliates. In addition, the duty to provide information also concerns the situation of the alstria group and the companies included in the consolidated annual financial statements of alstria office REIT-AG.

According to section 15 paragraph 2 sentence 2 of the articles of association of alstria office REIT-AG the chairman may set an appropriate time limit for the shareholders' right to speak and ask questions. He can, in particular, appropriately determine, at the beginning as well as in the course

of the general meeting, the length of the entire general meeting and the time allotted for discussing individual items on the agenda or for any individual questions or comments.

The provisions of the Stock Corporation Act and the articles of association underlying these shareholder rights are as follows:

Section 131 AktG - Right of shareholders to obtain information

- (1) *Each shareholder shall upon request be provided with information in the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to section 266 paragraph 1 sentence 3, section 276 or section 288 of the Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used without such simplifications. The duty of the management board of a parent company (section 290 paragraph 1 and paragraph 2 of the Commercial Code) to provide information in the shareholders' meeting to which the consolidated financial statement and management report are submitted shall extend to the general situation and outlook of the group and the companies included in the consolidated financial statement.*
- (2) *The information provided shall comply with the principles of diligent and accurate accounting. The articles of association or the rules of procedure pursuant to section 129 may authorise the chairman of the meeting to limit the questions and speaking rights of shareholders as appropriate in time and to lay down detailed rules thereon.*
- (3) *The management board may refuse to provide information*
 1. *to the extent that providing such information, according to sound business judgment, is likely to not cause insignificant damage to the company or an affiliated enterprise;*
 2. *to the extent that such information relates to tax valuations or the amount of certain taxes;*
 3. *with regard to the difference between the value at which items are shown on the annual balance sheet and the higher value of such items, unless the shareholders' meeting is to approve the annual financial statements;*
 4. *with regard to the methods of classification and valuation, insofar as disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of section 264 paragraph 2 of the Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
 5. *insofar as the provision thereof would make the management board liable to prosecution;*

6. *insofar as in the case of a credit institution or financial services institution information on the applied accounting and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report need not be given;*
7. *insofar as the information is continuously available on the company's website at least seven days prior to the shareholders' meeting as well as at all times during the meeting.*

The information may not be refused for other reasons.

- (4) *If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder in the shareholders' meeting, even if such information is not necessary to properly evaluate an item on the agenda. The management board may not refuse to provide such information on the grounds of paragraph 3 sentence 1 Nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (section 290 paragraph 1, paragraph 2 of the Commercial Code), a cooperative enterprise (section 310 paragraph 1 of the Commercial Code) or an affiliate company (section 311 paragraph 1 of the Commercial Code) provides the information to a parent company (section 290 paragraph 1, paragraph 2 of the Commercial Code) for the purpose of inclusion in the consolidated annual financial statements of the parent company and the information is required for this purpose.*
- (5) *A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.*

Section 15 paragraph 2 sentences 2 and 3 of the articles of association of alstria office REIT-AG

- (2) *[...] The chairman may set an appropriate time limit for shareholders' right to speak and ask questions. He can, in particular, appropriately determine, at the beginning as well as in the course of the general meeting, the length of the entire general meeting and the time allotted for discussing individual items on the agenda or for any individual questions or comments.*