

INVITATION

to the annual general meeting of
alstria office REIT-AG
Thursday, April 23, 2020



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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

Thursday, April 23, 2020 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, 2019, the report of the supervisory board and the recommendation of the management board on the appropriation of the annual net profit for the 2019 financial year**

The above-mentioned documents (including the explanatory reports of the management board on the information in accordance with section 289a paragraph 1 and 315a paragraph 1 of the German Commercial Code (*Handelsgesetzbuch*, "**HGB**") in the version valid on December 31, 2019) may be viewed on the internet at **www.alstria.com ► Investors ► Annual General Meeting**. These documents will also be on display at the annual general meeting.

With resolution dated February 24, 2020 the supervisory board approved the annual financial statements and consolidated financial statements prepared by the management board on February 18, 2020; the annual financial statements are thus adopted. 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 section 176 paragraph 1 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, "**AktG**" in the version valid on December 31, 2019) without requiring a separate resolution in this regard.

2. Appropriation of the annual net profit for the 2019 financial year

The management board and supervisory board hereby propose appropriating the annual net profit generated in the 2019 financial year in the amount of EUR 105,000,000.00 as follows:

in EUR

Distribution of a dividend of EUR 0.52 per no-par value share entitled to dividends	92,348,579.44
Transfer to revenue reserves	0.00
Profit carried forward	12,651,420.56
Annual net profit	105,000,000.00

The proposal reflects the 177,593,422 no-par value shares of the Company 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 2019 financial year before the date of the ordinary annual general meeting 2020, 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 2019 financial year as well as suitably amended amounts for the sum to be distributed and the profit carried forward.

In accordance with section 58 paragraph 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 April 28, 2020.

3. Green Dividend: Increase of the dividend by partial amendment of the profit carried forward under agenda item 2 or (in case of rejection) investment into Green Projects

Under agenda item 2, management board and supervisory board proposed that the annual general meeting shall resolve to distribute to the shareholders a dividend of EUR 0.52 per share entitled to dividends and that an amount of EUR 12,651,420.56 shall be carried forward.

The Company would also like to offer to its shareholders the opportunity to resolve on its "Green Dividend" proposal.

The shareholders of alstria office REIT-AG shall have the opportunity to decide, whether the distribution of EUR 0.52 per dividend entitled share adopted under agenda item 2 shall be increased by EUR 0.01 to EUR 0.53 per dividend-entitled share, or – if the proposed resolution is rejected – these funds are to be invested into the projects which are described as appended to the agenda under "Information on the Green Projects in the context of the Green Dividend according to agenda item 3" ("**Green Projects**").

Therefore, it shall now be resolved whether part of the profit carried forward shall be distributed to the shareholders to increase the dividend adopted under agenda item 2. In case the annual general meeting would reject this proposal, the management board undertakes to invest this amount within the next 24 months into the Green Projects.

Against this background, management board and supervisory board propose adopting the following resolution:

As a partial amendment of the resolution of the annual general meeting under agenda item 2 with respect to the amount of the profit carried forward, the management board and supervisory board hereby propose appropriating the profit carried forward in the amount of EUR 12,651,420.56 as follows:

in EUR

Distribution of a dividend of EUR 0.01 per no-par value share entitled to dividends	1,775,934.22
Transfer to revenue reserves	0.00
Profit carried forward	10,875,486.34

The proposal reflects the 177,593,422 no-par value shares of the Company 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 2019 financial year before the date of the ordinary annual general meeting 2020, the proposal will be amended accordingly and presented for resolution at the annual general meeting, with an unchanged dividend of EUR 0.01 on each no-par value share entitled to the dividend for the 2019 financial year as well as suitably amended amounts for the sum to be distributed and the profit carried forward.

In accordance with section 58 paragraph 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 April 28, 2020. The distribution resolved under agenda item 3 will be paid out in one sum with the dividend resolved under agenda item 2.

4. Formal approval of the actions of the members of the management board for the 2019 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 2019 financial year for this period.

5. Formal approval of the actions of the members of the supervisory board for the 2019 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 2019 financial year for this period.

6. Appointment of the auditors and the group auditors for the 2020 financial year as well as the auditors for the review of the half-year financial report as at June 30, 2020, of further interim financial reports for the 2020 financial year and for the 2021 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 2020 financial year, as auditors to review the half-year financial report as at June 30, 2020 as well as for further interim financial reports in the 2020 financial year and in the 2021 financial year until the next annual general meeting.

In its recommendation, the audit committee has stated that its recommendation is free from undue influence by a third party and no clause restricting the choice within the meaning of Art. 16 paragraph 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.

7. Election of supervisory board members

With the close of the ordinary annual general meeting on April 23, 2020, the terms of office of the supervisory board members Dr. Johannes Conradi and Marianne Voigt end. The supervisory board highly appreciates the work of both members and welcomes their availability for a further term of office.

Pursuant to section 96 paragraph 1, section 101 paragraph 1 AktG and section 9 paragraph 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.

The supervisory board has agreed to propose to the annual general meeting a term of office of three years for the election of supervisory board members as a general rule. Two members of the supervisory board have parallel terms of office, so that the annual general meeting elects two supervisory board members each year and decides on the composition of the supervisory board.

In line with this rule, the chairman of the supervisory board Dr. Johannes Conradi has offered to be available for the Company for one last mandate of three years. This proposal is also based on the expectation that several existing supervisory board members will retire from office within the next 24 months. The supervisory board wants to entrust Dr. Conradi to manage succession and transition as it requires a high level of experience, knowledge and leadership skills. At the end of the proposed term of Dr. Conradi the Company will have a renewed supervisory board.

Dr. Johannes Conradi and Marianne Voigt shall each be reappointed for a further term of three years.

At the recommendation of its nomination and remuneration committee, the supervisory board proposes to resolve as follows:

- a) Dr. Johannes Conradi, Lawyer and Partner at Freshfields Bruckhaus Deringer LLP, residing in Hamburg, Germany, is 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 formally approves the actions of the supervisory board for the financial year 2022.

- b) Ms. Marianne Voigt, Managing Director of bettermarks GmbH, residing in Berlin, Germany, is 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 formally approves the actions of the supervisory board for the financial year 2022.

It is intended to hold the elections to the supervisory board as individual elections.

Dr. Johannes Conradi is intended to be chairman of the supervisory board and chairman of the nomination and remuneration committee. Marianne Voigt is intended to be chairman of the audit committee.

These proposals for election take into consideration the profile of skills and expertise and diversity concept with targets for the composition of the supervisory board ("**Profile for the Supervisory Board**") which was adopted by the supervisory board pursuant to section 289f, 315d HGB (in the version valid on December 31, 2019) and the recommendations of the German Corporate Governance Code. After the election of the proposed candidates, the Profile for the Supervisory Board will still be completely fulfilled. Both candidates have expertise in the fields of accounting or auditing in accordance with section 100 paragraph 5 AktG. The supervisory board considers both candidates as independent. The Profile for the Supervisory Board with the status of its implementation is published in the corporate governance statement under www.alstria.com ► **Investors** ► **Corporate Governance** ► **Corporate Governance Statement**.

The proposed candidates shall ensure that they have sufficient time to perform their duties on the supervisory board. Both candidates comply with the mandate limits recommended in number C.4 and C.5 of the German Corporate Governance Code (in the version dated December 16, 2019 ("**GCGC New Version**")).

Further information on the proposed candidates, in particular curricula vitae, each of which providing information on their relevant knowledge, skills and professional experience, are appended to the agenda under "Information on the supervisory board candidates proposed for election under agenda item 7". The CVs also indicate in accordance with section 125 paragraph 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.

8.1 Creation of a new Authorized Capital 2020 with the option to exclude subscription rights for fractional amounts and creditors of bonds, cancellation of Authorized Capital 2019 and corresponding amendment of the articles of association

The authorization granted to the management board by the annual general meeting on May 22, 2019 under agenda item 7.1 to increase, with the approval of the supervisory board, the Company's share capital until May 21, 2024 (including) 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 kind (Authorized Capital 2019) be renewed in connection with the authorization to issue bonds (agenda item 9),

whereby the option to exclude subscription rights in the event of a capital increase is to be limited to a total of 10% of the authorized share capital. Therefore, the Authorized Capital 2019 shall be replaced by a new Authorized Capital 2020, again amounting to 20% of the existing share capital and with a term of 5 years. The cancellation of the Authorized Capital 2019 shall be subject to the condition precedent that the Authorized Capital 2020 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 April 22, 2025 one or more times by up to a total amount of EUR 35,518,684.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2020).

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 and to the extent necessary in order to grant subscription rights for new shares to creditors of bonds (including participation rights) carrying conversion or option rights or a conversion or option obligation issued by the Company in the scope in which such would be entitled to upon exercising conversion or option rights or fulfilling conversion or option obligations, as the case may be.

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 2019

The authorization to increase the share capital of the Company and to exclude subscription rights in section 5 paragraph 3, paragraph 4 and paragraph 4a of the Company's articles of association, adopted by the shareholders in the annual general meeting on May 22, 2019 under item 7.1 of the agenda (Authorized Capital 2019), shall be cancelled at the time at which the Authorized Capital 2020 pursuant to the aforementioned lit. a) takes effect.

c) Amendment of the articles of association

Section 5 paragraph 3, paragraph 4 and paragraph 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 April 22, 2025 one or more times by up to a total amount of

EUR 35,518,684.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2020).

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 and to the extent necessary in order to grant subscription rights for new shares to creditors of bonds (including participation rights) carrying conversion or option rights or a conversion or option obligation issued by the Company in the scope in which such would be entitled to upon exercising conversion or option rights or fulfilling conversion or option obligations, as the case may be.

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 2020 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 2020 has not at all or not fully been utilized until the expiry of the authorization.

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 2019 only in conjunction with the creation of the new Authorized Capital 2020 in the amount of EUR 35,518,684.00 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 2019 is only to be entered into the commercial register when it has been ensured that the new Authorized Capital 2020 will be entered into the commercial register at the same time or immediately subsequently.

8.2 Authorization to exclude subscription rights for the Authorized Capital 2020 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 8.1 of the agenda, the management board and the supervisory board proposed that the annual 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 April 22, 2025 one or more

times by up to a total amount of EUR 35,518,684.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2020). Furthermore, the management board and supervisory board proposed to the annual 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 2020 presented for resolution under item 8.1 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 8.3 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 2020 (section 5 paragraph 3 of the articles of association in the version proposed under item 8.1 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 section 186 paragraph 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.

To this limit, such shares are to be credited,

- which are acquired on the basis of the authorization granted by the annual general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG;
- which are to be issued or were issued during the term of this authorization under bonds (including participation rights) with conversion or option rights or a conversion or option obligation if issued with an exclusion of subscription rights.

Shares that are granted to employees of the Company (or companies affiliated with the Company) in the context of an employee participation programme shall remain unaffected.

b) Amendment of the articles of association

Section 5 paragraph 4 of the articles of association as cancelled under item 8.1 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 2020 (section 5 paragraph 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 section 186 paragraph 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.

To this limit, such shares are to be credited,

- which are acquired on the basis of the authorization granted by the annual general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG;
- which are to be issued or were issued during the term of this authorization under bonds (including participation rights) carrying conversion or option rights or a conversion or option obligation if issued with an exclusion of subscription rights.

Shares that are granted to employees of the Company (or companies affiliated with the Company) in the context of an employee participation programme shall remain unaffected.”

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 2020 to be created under item 8.1 of the agenda is entered into the commercial register.

8.3 Authorization to exclude subscription rights for the Authorized Capital 2020 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 8.1 of the agenda, the management board and the supervisory board proposed that the annual 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 April 22, 2025 one or more times by up to a total amount of EUR 35,518,684.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or in kind (Authorized Capital 2020). Furthermore, the management board and supervisory board proposed to the annual 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 annual general meeting under item 8.2 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 8.2 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 financing of real estate or real estate portfolios or shares in companies owning essentially real estate or to repay 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 2020 (section 5 paragraph 3 of the articles of association in the version proposed under item 8.1 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 section 186 paragraph 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 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 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 financing of real estate, real estate portfolios or shares in companies owning essentially real estate or the intention to repay 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.

To this limit, such shares are to be credited,

- which are acquired on the basis of the authorization granted by the annual general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG;

- which are to be issued or were issued during the term of this authorization under bonds (including participation rights) carrying conversion or option rights or a conversion or option obligation if issued with an exclusion of subscription rights.

Shares that are granted to employees of the Company (or companies affiliated with the Company) in the context of an employee participation programme shall remain unaffected.

b) Amendment of the articles of association

Section 5 paragraph 4a of the articles of association as cancelled under item 8.1 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 2020 (section 5 paragraph 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 section 186 paragraph 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 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 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 real estate, real estate portfolios or shares in companies owning essentially real estate or the intention to repay 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.

To this limit, such shares are to be credited,

- which are acquired on the basis of the authorization granted by the annual general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG;
- which are to be issued or were issued during the term of this authorization under bonds (including participation rights) carrying conversion or option rights or a conversion or option obligation if issued with an exclusion of subscription rights.

Shares that are granted to employees of the Company (or companies affiliated with the Company) in the context of an employee participation programme shall remain unaffected.”

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 2020 to be created under item 8.1 of the agenda is entered into the commercial register.

9. Authorization for the issue of convertible or option bonds, profit participation rights or participating bonds and to exclude subscription rights, creation of a new Conditional Capital I 2020 and corresponding amendment of the articles of association

Convertible or option bonds, profit participation rights or participating bonds can be essential instruments for securing sufficient capital resources as vital foundation for the development of a company. When using such financial instruments, the Company receives capital which it may possibly retain as equity capital later on.

The Company's management board was last authorized by resolution of the annual general meeting on May 29, 2013 to issue convertible or option bonds, profit participation rights or participating bonds and to exclude subscription rights. The term of this authorization is expired. Therefore, a new authorization shall be granted, which shall also have a term of five years in line with the authorization for Authorized Capital 2020 provided under agenda item 8.

The authorization to exclude subscription rights in the context of all capital increases shall be limited in principle to a total of 10% of the share capital.

Therefore, management board and supervisory board propose resolving as follows:

a) *Authorization for the issue of convertible or option bonds, profit participation rights or participating bonds (respectively combinations of these instruments)*

aa) *Term of authorization, nominal amount*

The management board shall be authorized, subject to the approval of the supervisory board, to issue bearer convertible or option bonds, profit participation rights or participating bonds and/or combinations of these instruments (together "**Bonds**") once or several times on or before April 22, 2025, with a total nominal amount of up to EUR 418,750,000.00 and to grant the holders or creditors of Bonds (" **Holders**") conversion or option rights to a total of up to 16,750,000 no-par value bearer shares in the Company with a proportionate amount of the share capital in the total amount of up to EUR 16,750,000.00 in accordance with the more detailed provisions of the terms and conditions of the Bonds. The Bonds may be issued against contribution in cash or kind, in particular investments in other companies.

The terms and conditions may also include a conversion obligation or an obligation to exercise an option at the end of the term or at an earlier date.

Different durations may be stipulated for the terms of the Bonds. In addition to issuances in Euros, the Bonds may also be issued in the legal currency of any OECD country, limited to the appropriate equivalent amount in Euros. Upon issuance in a currency other than Euro, the respective equivalent, as calculated on the basis of the Euro reference rate of the European Central Bank on the day before the resolution to issue the Bonds is passed, is to be used as basis.

bb) Subscription rights, exclusion of subscription rights

Shareholders shall in principle be entitled to subscription rights for the Bonds. The statutory subscription right may also be granted in such manner that the Bonds are assumed by a financial institution or a similar entity pursuant to section 186 paragraph 5 sentence 1 of the German Stock Corporation Act or a syndicate of such financial institutions or entities with an obligation to offer them to the shareholders for subscription.

However, the management board shall be authorized, subject to the approval of the supervisory board, to exclude the shareholders' subscription rights

- for fractional amounts;
- to the extent necessary in order to grant subscription rights for new shares to the Holders of Bonds carrying conversion or option rights or a conversion or option obligation issued by the Company in the scope in which such would be entitled to upon exercising conversion or option rights or fulfilling conversion or option obligations, as the case may be;
- to the extent Bonds (i) are issued against cash payment and the issue price is not significantly lower than the theoretical market value of the Bonds determined according to recognised principles of financial mathematics and (ii) to the extent Bonds are issued against a contribution in kind, provided the value of the contribution in kind is in a reasonable proportion to the market value of the Bonds to be determined in accordance with above (i). However, this authorization to exclude subscription rights only applies to Bonds with rights to shares representing a proportionate amount of the share capital of no more than 10% of the share capital, neither at the time this authorization takes effect nor if this value is lower on the date this authorization is exercised.

To the aforementioned 10 percent limit such shares are to be credited,

- which are issued during the term of this authorization from an authorized capital with an exclusion of subscription rights pursuant to section 186 paragraph 3 sentence 4 AktG or against contributions in kind,

- which are to be issued or were issued during the term of this authorization under Bonds carrying conversion or option rights or a conversion or option obligation if issued with an exclusion of subscription rights;
- which are acquired on the basis of the authorization granted by the annual general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG.

Shares that are granted to employees of the Company (or companies affiliated with the Company) in the context of employee participation programmes shall remain unaffected.

To the extent that profit participation rights or participating bonds without conversion rights/obligations or option rights/obligations are issued, the management board shall be authorized, subject to the approval of the supervisory board, to exclude the shareholders' subscription rights in their entirety if the terms and conditions applicable to such profit participation rights or participating bonds are similar to that of obligatory relationships, i.e., if they do not confer any membership rights in the Company, grant no right to participate in the liquidation proceeds and the interest rate is not calculated on the basis of the amount of the net income, annual net profit or dividends. In such event, in addition, the interest rate and the issue price of the profit participation rights or participating bonds have to correspond to current market conditions at the time of the issue.

cc) Conversion rights, conversion obligations

If Bonds carrying conversion rights and/or conversion obligations are issued, the Holders will have the right or the obligation to convert their Bonds in accordance with the more detailed terms and conditions of the Bonds determined by the management board with the approval of the supervisory board into no-par value bearer shares of alstria office REIT-AG. The pro rata amount of the share capital of the shares in the Company to be issued per Bond upon conversion may not exceed the nominal amount of the Bonds. Section 9 paragraph 1 in conjunction with section 199 paragraph 2 AktG must be observed. The exchange ratio shall be calculated by dividing the nominal value of the Bond by the determined conversion price for one share of the Company.

dd) Option rights, option obligations

If Bonds carrying option rights and/or option obligation, one or more warrants shall be attached to each partial bond, entitling or requiring the Holders to subscribe for no-par value bearer shares of alstria office REIT-AG in accordance with the more detailed terms and conditions of the Bonds to be determined by the management board with the approval of the supervisory board. With respect to option bonds denominated in Euros issued by alstria office

REIT-AG, the terms and conditions of the Bonds may stipulate that the payment of the option price may also be effected in kind, particularly by the transfer of partial bonds (trade-in) and, if necessary, an additional cash premium. The proportional amount of the share capital attributable to the shares to be subscribed for each partial bond may not exceed the nominal value of the partial bonds.

ee) Conversion or option price

If Bonds carrying conversion rights and/or conversion obligations and/or Bonds carrying option rights and/or option obligation are issued, the conversion or option price, as the case may be, may amount to at least EUR 1.00.

Without prejudice to section 9 paragraph 1 AktG, the conversion or option price may undergo a dilution protection adjustment in the event of the financial dilution of the value of the option right/obligation or conversion rights/obligations in accordance with the more detailed provisions of the Bond unless such adaption is already stipulated by law. This shall also apply in particular in the event of a capital increase or capital reduction or the payment of dividends to the shareholders of the Company. The customary market adaption of the conversion or option price or the reduction of the duration of the rights may otherwise be stipulated if a third party gains control of the Company. Dilution protection or adjustments can be provided for in particular by granting subscription rights, by changing the conversion or option price and by changing or granting cash components.

ff) Other provisions including conversion or option obligations

The terms and conditions of the Bonds may stipulate the right of the Company to pay a cash amount instead of issuing new shares in case a conversion right or option right is exercised. The terms and conditions of the Bonds may also stipulate that the conversion or option rights of the Holders or the fulfilment of claims in the event of mandatory conversion or exercise of mandatory options may, at the discretion of the Company, be fulfilled either by delivering own shares of the Company or by issuing new shares from conditional capital.

The conversion or subscription ratio may, in accordance with the terms and conditions of the Bonds, be rounded up or down to whole numbers. The terms and conditions of the Bonds may provide for fractional amounts to be added up and/or offset against cash; moreover, an additional payment in cash may be provided for.

The management board shall be authorized, with the approval of the supervisory board, to determine the further details relating to the issue and the terms and conditions of the Bonds, in particular the interest rate, issue price, term and denomination, dilution protection provisions, the conversion or option price and conversion periods and periods in which options may be exercised.

b) *Creation of a new Conditional Capital I 2020*

The share capital shall be conditionally increased by up to EUR 16,750,000.00 through the issuance of up to 16,750,000 new no-par value bearer shares with a proportionate amount of the share capital of EUR 1.00 (Conditional Capital I 2020). The conditional capital increase shall serve the purpose of granting no-par value bearer shares to the holders of convertible or option bonds, profit participation rights or participating bonds (respectively combinations of these instruments), in each case carrying option rights, conversion rights, option obligations and/or conversion obligations which are issued on or before April 22, 2025 by alstria office REIT-AG on the basis of the authorization resolved by the shareholders in the annual general meeting on April 23, 2020 under item 9 of the agenda. The issuance of the new shares is effected at the conversion or option price to be determined, in each case, in accordance with the aforementioned authorization resolution.

The conditional capital increase shall only be carried out to the extent that conversion or option rights are being exercised or, as the case may be, bond holders obliged to conversion or exercise the option fulfil their conversion obligation or, as the case may be, their obligation to exercise the option and that no cash settlement is granted and no own shares are being used to satisfy such claims. In accordance with section 6 paragraph 3 sentence 2 of the articles of association and at variance from section 60 paragraph 2 AktG, the management board shall be authorized to determine the entitlement to dividends for the new shares issued on the basis of the exercise of the conversion or option rights or the fulfilment of a conversion or option obligation.

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

c) *Modification of the articles of association*

Section 5 paragraph 5 of the articles of association shall be revised as follows:

“(5) The share capital is conditionally increased in an amount of up to EUR 16,750,000.00 by the issuance of up to 16,750,000 no-par value bearer shares (Conditional Capital I 2020). The conditional capital increase is to be carried out to the extent that the holders of option or conversion rights or persons obliged to conversion under option or conversion bonds, profit participation rights or participating bonds which were issued by alstria office REIT-AG on the basis of the authorization resolved by the shareholders in the annual general meeting on April 23, 2020 under item 9 of the agenda exercise their option or conversion rights or, if they are obliged to conversion or exercise of the option, fulfil their conversion obligation or, as the case may be, their obligation to exercise the option and that no cash settlement is granted and no own shares are being used to satisfy such claims. The issuance of the new shares is effected at the conversion or option price to be determined, in each case, in accordance with the aforementioned authorization resolution.

In accordance with section 6 paragraph 3 sentence 2 of the articles of association and at variance from section 60 paragraph 2 AktG, the management board shall be authorized to determine the entitlement to dividends for the new shares issued on the basis of the exercise of the conversion or option rights or the fulfilment of a conversion or option obligation. The management board is hereby authorized, with the approval of the supervisory board, to determine the further details of the implementation of the conditional capital increase."

d) *Authorization to modify the articles of association*

The supervisory board shall be authorized to make adjustments to the wording of the articles of association in accordance with the respective issue of new shares in each individual case and to make all other related amendments to the articles of association that only affect the wording of the latter. This shall also apply in the event the authorization to issue convertible or option bonds, profit participation rights or participating bonds granted by the annual general meeting on April 23, 2020 under item 9 of the agenda is not utilized after the expiration of the authorization period and in the event the Conditional Capital I 2020 is not used after the expiration of the periods for the exercise of conversion or option rights or for the fulfilment of conversion or option obligations.

10. Authorization for the issuance of convertible profit participation certificates to the employees, creation of a new Conditional Capital III 2020 and corresponding amendment of articles of association

The existing authorization to issue profit participation certificates to employees (but not to members of the Management Board) resolved by the annual general meeting on May 16, 2017 has already been largely utilised. It should be renewed. The profit participation certificates are one of the Company's key elements for the remuneration and retention of its talents. To enable the Company to continue the employee participation program the shareholders in the annual general meeting shall be asked to grant a new authorization.

The management board and supervisory board therefore propose resolving as follows:

a) *Authorization to issue convertible profit participation certificates*

The management board shall be authorized to issue on or before April 22, 2025, once or repeatedly, a total of up to 1,000,000 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 third 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 third 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 third 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 section 9 paragraph 1 AktG, 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 option bonds entitling or obligating 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 2020

The share capital shall be conditionally increased in an amount of up to EUR 1,000,000.00 by the issuance of up to 1,000,000 no-par value bearer shares (Conditional Capital III 2020). 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) on or before April 22, 2025. 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

Section 5 of the articles of association shall be supplemented with the following new paragraph 8:

“8) The share capital is conditionally increased in an amount of up to EUR 1,000,000.00 by the issuance of up to 1,000,000 no-par value bearer shares (Conditional Capital III 2020). The conditional capital increase exclusively serves the granting of shares to the holders of convertible profit participation certificates which are issued by the Company on or before April 22, 2025, in accordance with the authorization of the annual general meeting held on April 23, 2020. The shares are issued at the conversion price in accordance with the authorization of the annual general meeting held on April 23, 2020. The conditional capital increase is only 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

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.”

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 Conditional Capital III 2020 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 Conditional Capital III 2020 has not at all or not fully been utilized.

Information on the Green Projects in the context of the Green Dividend according to agenda item 3

(Green Dividend: Increase of the dividend by partial amendment of the profit carried forward under agenda item 2 or (in case of rejection) investment into Green Projects)

If the management proposal under agenda item 3 is rejected, the Company would use the amount of approximately EUR 1.8 million planned for the distribution to realize the following Green Projects within 24 months:

Asset Öjendorfer Weg 9–11 in Hamburg

Owner:	alstria office REIT-AG
Current heating consumption per year:	approx. 107 KW/m ² (approx. 35% more than average*)
Measures to reduce energy demand:	Installation of new windows/ Conversion to LED lighting
Measures for the use of renewable energies:	Installation of a system for solar power generation
Potential CO ₂ savings through implementation of the measures:	approx. 45 tCO ₂ e/year
Estimated investment costs:	approx. EUR 750,000
Estimated costs per tCO ₂ e saved/year:	approx. EUR 16,500

Asset Hammer Steindamm 129 in Hamburg

Owner:	alstria office REIT-AG
Current heating consumption per year:	approx. 97 KW/m ² (approx. 30% more than average*)
Measures to reduce energy demand:	Installation of new windows
Measures for the use of renewable energies:	Installation of a system for solar power generation
Potential CO ₂ savings through implementation of the measures:	approx. 50 tCO ₂ e/year
Estimated investment costs:	approx. EUR 950,000
Estimated costs per tCO ₂ e saved/year:	approx. EUR 19,000

*Calculated on the average heating consumption of alstria's portfolio properties in 2018

The Company would not realize the Green Projects described above if financial criteria alone were to form the basis for the decision. alstria is not legally or contractually obliged to the tenants to carry out the measures. In this respect, no material higher financial income from the assets is to be expected from the implementation of the measures.

Nevertheless, alstria would like to offer its shareholders the opportunity to reduce the carbon footprint of these assets through appropriate investments and thus improve the Company's overall carbon footprint.

Information on the supervisory board candidates proposed for election under agenda item 7

(Election of supervisory board members)

Dr. Johannes Conradi

Hamburg, Germany

* September 1962

Nationality: German

Lawyer and partner at Freshfields Bruckhaus Deringer LLP

Member of the supervisory board since January 2007

Career

- 1993: Associate of Bruckhaus Westrick Stegemann
- 1998: Partner of Bruckhaus Westrick Heller Löber, since 2000 Freshfields Bruckhaus Deringer LLP
- 2000–2006: Global Co-Head of the Real Estate Practice Group
- 2006–2012: Global Head of the Real Estate Sector Group as well as Managing Partner of the Hamburg office
- 2012–2018: Global Head of the Real Estate Practice Group

Dr. Johannes Conradi is rendering legal advice on both domestic and international investors, corporates, project developers, financial institutions as well as the public sector in all matters relating to real estate law, in particular on larger real estate transactions, project developments, real estate finance and joint ventures. He is board member of the Institution for Corporate Governance in the German real estate industry (ICG) and was appointed as Fellow of the Royal Institution of Chartered Surveyors (FRICS).

Education

1982 to 1987 legal studies at the Universities of Hamburg and Munich; 1988 First State Examination in law; 1988 to 1990 research assistant at Max-Planck-Institute for Comparative and International Private Law; 1990 trainee lawyer (*Referendar*); 1993 Second State Examination in law; 1993 Lawyer; 1997 Solicitor (England & Wales).

Information in accordance with section 125 paragraph 1 sentence 5 AktG:

Memberships in other mandatory supervisory boards in Germany:

- none

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

- Member of the advisory board
Elbphilharmonie und Laeiszhalle Betriebsgesellschaft mbH
- Member of the supervisory board
HamburgMusik gGmbH

Information in accordance with number 5.4.1 paragraph 6 to 8, 5.4.2 of the German Corporate Governance Code in the version dated February 7, 2017 or number C.6 paragraph 2 and C.13 GCGC New Version

The supervisory board considers Dr. Johannes Conradi as independent for the purpose of number 5.4.2 of the German Corporate Governance Code in the version dated February 7, 2017 ("**GCGC 2017**") or number C.6 paragraph 2 GCGC New Version.

Dr. Johannes Conradi is a trusted legal adviser in the business of real estate with a high level of specialist knowledge and industry expertise. Particularly because of this expertise, the supervisory board is of the opinion that Dr. Johannes Conradi is independent, despite having been a member of the Company's supervisory board for 13 years now. He is particularly familiar with the Company's affairs. This enables him to use his expertise to the benefit of the Company. Although, the Company occasionally engages the international law firm Freshfields Bruckhaus Deringer LLP. However, the advice given in each case concerns nonessential matters of the Company. Accordingly, the remuneration in each of the last three financial years was less than EUR 10,000.00. In addition, these mandates are exclusively handled by other lawyers and not by Dr. Johannes Conradi. In this respect, this does not affect the independence of Dr. Johannes Conradi either; this it is not a substantial business relationship.

Dr. Johannes Conradi has, based on the supervisory board's evaluation, no personal and/or business relations with alstria office REIT-AG or its affiliates, its governing bodies or significant shareholders of alstria office REIT-AG, which must be disclosed by recommendation pursuant to number 5.4.1 paragraph 6 to 8 GCGC 2017 or number C.13 GCGC New Version.

Marianne Voigt

Berlin, Germany

* March 1969

Nationality: German

Managing Director of bettermarks GmbH

Member of the supervisory board since October 2011

Career

1993 to 1999: With VEBA group in the controlling and finance Division, at last 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 IT operations and IT developments, the execution of capital measures and for the controlling and finance.

Education

Apprenticeship in banking with B. Metzler; 1992 degree at WHU Koblenz.

Information in accordance with section 125 paragraph 1 sentence 5 AktG:

Memberships in other mandatory supervisory boards in Germany:

- Member of the supervisory board
BDO AG Wirtschaftsprüfungsgesellschaft

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

- Member of the advisory board
DISQ Deutsches Institut für Service-Qualität GmbH & Co. KG

Information in accordance with number 5.4.1 paragraph 6 to 8, 5.4.2 of the German Corporate Governance Code in the version dated February 7, 2017 or number C.6 paragraph 2 and C.13 GCGC New Version

The supervisory board considers Ms. Marianne Voigt as independent for the purpose of number 5.4.2 GCGC 2017 or number C.6 paragraph 2 GCGC New Version.

Marianne Voigt has, based on the supervisory board's evaluation, no personal and/or business relations with alstria office REIT-AG or its affiliates, its governing bodies or significant shareholders of alstria office REIT-AG, which must be disclosed by recommendation pursuant to number 5.4.1 paragraph 6 to 8 GCGC 2017 or number C.13 GCGC New Version.

Reports of the management board to the shareholders in the annual general meeting

1. Report regarding item 3 of the agenda

(Green Dividend: Increase of the dividend by partial amendment of the profit carried forward under agenda item 2 or (in case of rejection) investment into Green Projects)

Under agenda item 3, management board and supervisory board propose that the distribution of EUR 52 cents per share entitled to dividends proposed under agenda item 2 shall be increased by EUR 1 cent to EUR 53 cents per share entitled to dividends. To this end, the profit carried forward in the amount of EUR 12,651,420.56, also proposed under agenda item 2, is to be partially amended.

The Company would like to provide an amount of EUR 1 cent per share of the Company entitled to dividend, i.e. a total amount of approximately EUR 1.8 million ("**Green Dividend**"), in order to accelerate the reduction of the Company's CO₂ emissions. Climate change is the biggest challenge we will have to face in the coming years. We are aware of the "embodied carbon" in the real estate industry and are committed to take up this climate change challenge and further improve our carbon footprint.

As part of the Green Dividend, the Company has therefore identified projects in which the amount of approximately EUR 1.8 million could be invested. These Green Projects are described in the section "Information on Green Projects in the context of the Green Dividend in accordance with agenda item 3" following the agenda. According to solely financial criteria, the Company would not invest in the Green Projects, as its income would not cover the current cost of capital. Furthermore, the Company is neither legally nor contractually obliged to make such investments. An investment in the Green Projects would only be made with the aim of further reducing alstria's CO₂-emissions and improving the energy balance of the properties concerned. These are therefore investment opportunities which are not financially viable but improve alstria's carbon footprint. When implementing the Green Projects, the estimated cost per tCO_{2e} saved is on average approx. EUR 17,500.

Under agenda item 3 the shareholders have the opportunity to vote for the payment of the Green Dividend and thus for the increase of the dividend by EUR 1 cent to EUR 53 cent per share entitled to dividends.

If the majority of shareholders decides in favor of paying the Green Dividend, they can invest the proceeds in a self-determined manner for example in a more efficient climate mitigation project. If the annual general meeting votes against the increase, the Company would use the funds thus retained to invest in the Green Projects. At the next annual general meeting, the management board would report on the implementation of the Green Projects.

The Management Letter in alstria's Company Report 2019 and the website www.green-dividend.com contain further information on the background of the Green Dividend. The Company Report 2019 is available on the internet at www.alstria.com ► **Investors** ► **Reports**.

2. Report regarding items 8.1, 8.2 and 8.3 of the agenda

(Creation of a new Authorized Capital 2020, cancellation of the Authorized Capital 2019, authorizations to exclude subscription rights with regard to the Authorized Capital 2020 and corresponding amendments of the articles of association; report pursuant to sections 203 paragraph 2 sentence 2, 186 paragraph 4 sentence 2 AktG)

Item 8.1 of the agenda

Management board and supervisory board propose under item 8.1 of the agenda to replace the existing Authorized Capital 2019 by a new Authorized Capital 2020 with a term running until April 22, 2025 (including), amounting to 20% of the existing share capital and thus in the amount of EUR 35,518,684.00 (Authorized Capital 2020). The existing Authorized Capital 2019 shall only be cancelled once it is certain that the new Authorized Capital 2020 is available. The new Authorized Capital 2020 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 8.1 of the agenda, as a general rule, the shareholders are entitled to subscription rights with regard to the utilization of the Authorized Capital 2020. 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 section 186 paragraph 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 8.1 of the agenda. This facilitates the use of the authorization sought by rounded amounts and simplifies the technical processing of the issue.

In addition, subscription rights may be excluded to the extent necessary to grant creditors of bonds (including participation rights) with conversion or option rights or a conversion or option obligation issued by the Company a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights or a conversion or option obligation. The terms and conditions of such bonds generally provide for protection against dilution. If, after the bond issue, shares are issued

with subscription rights at a price below the current market price of the share, the value of the conversion or option rights of the creditors of bonds or profit-participation rights is reduced, provided that the other conditions remain unchanged. In order to protect the creditors of the bonds or profit-participation rights, they will generally be granted either a reduction in the conversion or option price in the event of a subsequent share issue with shareholders' subscription rights; alternatively, creditors may be granted a subscription right to new shares in accordance with the terms and conditions of the bonds, as shareholders are also entitled to. The creditors of the bonds are thus placed in the same position as if they had already exercised their conversion or option rights or a conversion or option obligation had been fulfilled. In order to enable the Company to do so, it is necessary to exclude shareholders' subscription rights. The possibility of granting shares to creditors instead of a reduction of the conversion or option price may be economically more advantageous for the Company. By granting shares instead of reducing the conversion or option price, the Company can achieve a higher issue price for the shares to be issued upon conversion or option exercise.

Item 8.2 of the agenda

In accordance with the authorization proposed by management board and supervisory board under item 8.2 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 section 186 paragraph 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. Section 186 paragraph 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. Furthermore, 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 section 186 paragraph 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 2020 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 8.2 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.

To this limit, such shares are to be credited which are (i) acquired on the basis of the authorization granted by the annual general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG and (ii) which are to be issued or were issued during the term of this authorization under bonds (including participation rights) with conversion or option rights or a conversion or option obligation if issued with an exclusion of subscription rights.

Shares that are granted to employees of the Company (or companies affiliated with the Company) in the context of an employee participation programme shall remain unaffected.

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 8.3 of the agenda

In addition, in accordance with the authorization proposed by management board and supervisory board under item 8.3 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 section 186 paragraph 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 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 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 real estate, real estate portfolios or shares in companies owning essentially real estate or to repay 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 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 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 8.2 of the agenda.

The management board may only utilize authorization to exclude subscription rights granted under item 8.3 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 8.2 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.

To this limit, such shares are to be credited which are (i) acquired on the basis of the authorization granted by the annual general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG and (ii) which are to be issued or were issued during the term of this authorization under bonds (including participation rights) with conversion or option rights or a conversion or option obligation if issued with an exclusion of subscription rights.

Shares that are granted to employees of the Company (or companies affiliated with the Company) in the context of an employee participation programme shall remain unaffected.

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 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.

3. Report regarding item 9 of the agenda

(Authorization for the issue of convertible or option bonds, profit participation rights or participating bonds and to exclude subscription rights, creation of a new Conditional Capital I 2020 and corresponding amendment of the articles of association; report pursuant to section 221 paragraph 4 sentence 2, 186 paragraph 4 sentence 2 AktG)

The proposed authorization of the management board with the consent of the supervisory board on or before April 22, 2025 for the issue of convertible or option bonds, profit participation rights or participating bonds, or of a combination of these instruments ("**Bonds**"), in a total nominal amount of up to EUR 418,750,000.00 and for the creation of the Conditional Capital I 2020 of up to EUR 16,750,000.00 is intended to expand the options, which are described in more detail below, available to alstria office REIT-AG for the financing of its activities and to grant the management board access, with the approval of the supervisory board, to a flexible and timely financing, which is in the best interests of the Company, in particular if favourable capital market conditions exist. By issuing Bonds, the Company can use attractive financing opportunities, taking into account the market situation, to provide the Company with adequate capital resources and thus ensure a decisive

basis for the Company's development. In addition, the issue of Bonds (in combination with other measures, if necessary) provides the opportunity to tap new investor groups, in particular so-called anchor investors. Furthermore, the issue of Bonds provides the Company with capital which may later be retained as equity.

The Company shall be entitled to raise funds through the issue of Bonds in Euros or – limited to the corresponding Euro equivalent – in other legal currencies of OECD countries. If the Bonds are issued in a currency other than Euro, the corresponding equivalent value, calculated according to the Euro reference rate of the European Central Bank on the day before the resolution on the issue of the Bonds is passed. The Bonds may also stipulate the possibility of an obligation to exercise conversion and option rights at the end of the term or at an earlier point in time.

As a general rule, the shareholders are entitled to the statutory subscription rights for Bonds with option or conversion rights or conversion or option obligations (section 221 paragraph 4 in connection with section 186 paragraph 1 AktG). In order to facilitate the technical processing of the issue, it is intended to grant the Company the option of issuing the Bonds to a financial institution or a syndicate of financial institutions, subject to the obligation to offer the Bonds to the shareholders in accordance with their subscription rights (indirect subscription right pursuant to section 186 paragraph 5 AktG).

The exclusion of subscription rights for fractional amounts facilitates the utilization of the authorization sought by round amounts. This simplifies the technical processing of the shareholders' subscription rights. The exclusion of subscription rights for the benefit of holders of conversion or option rights or conversion or option obligations that already have been issued has the advantage that the conversion or option price for the conversion or option rights or conversion obligations that already have been issued does not have to be reduced and that, thus, a higher total inflow of funds can be achieved.

The management board will furthermore be authorized, upon the approval of the supervisory board, to exclude the subscription rights of the shareholders if the issue of the Bonds with option or conversion rights or conversion or option obligations is carried out in return for cash payment at an issue price which is not significantly lower than the market price of these Bonds. This gives the Company the opportunity to quickly and flexibly make use of market opportunities and to obtain better conditions for the determination of the interest rate and the issue price of the Bonds by stipulating terms and conditions which are more closely related to the market environment. A stipulation of terms and conditions that are closely related to the market environment and a smooth placement would not be possible if subscription rights had to be observed. Section 186 paragraph 2 AktG allows for the publication of the subscription price (and, thus, the terms and conditions of these Bonds) 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 terms and conditions of the issue and hence resulting in terms that are not close to market conditions. Furthermore, if the 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 behaviour). Finally, when granting subscription rights the Company is unable to react to changes in market conditions on 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 the Company procuring capital on unfavourable terms.

Pursuant to section 221 paragraph 4 sentence 2 AktG, the provision in section 186 paragraph 3 sentence 4 AktG applies accordingly to the complete exclusion of subscription rights.

Section 186 paragraph 3 sentence 4 AktG further stipulates that the issue price of a share in a capital increase may not be significantly lower than the market price. This provision is intended to ensure that the value of the shares is not significantly diluted. Whether or not such dilution effect occurs in the event of an issue of Bonds with option or conversion rights or conversion or option obligations without granting subscription rights may be determined by calculating the theoretical market value of the Bonds in accordance with generally accepted financial mathematical methods and comparing it to the issue price of the Bond. If in the process of a duly conducted examination this issue price is found to be only insignificantly lower than the theoretical market value at the time of the issue of the Bonds, the exclusion of subscription rights is permissible in accordance with the spirit and purpose of the provision in section 186 paragraph 3 sentence 4 AktG because the deduction is merely insignificant. This would result in the imputed value of a subscription right being close to zero, thus ensuring that the shareholders will not suffer any material economic disadvantages from the exclusion of the subscription rights. Independently from this examination conducted by the management board, a determination of terms and conditions which are closely related to market conditions – and thus the avoidance of a significant dilution of the value – is ensured in cases where a book-building procedure is conducted. In the course of this procedure, the Bonds are being stipulated on the basis of the purchasing orders submitted by investors, thus leading to a determination of a total value of the Bonds which is close to market conditions. All this ensures that the exclusion of subscription rights does not lead to a significant dilution of the value of the shares.

In addition, in order to maintain the extent of their portion of the share capital of the Company, shareholders additionally have the option of acquiring shares through the stock market at any time – even after the exercise of conversion or option rights or the occurrence of conversion or option obligations. In contrast, the authorization to exclude subscription rights facilitates the determination of terms and conditions close to market conditions, the highest possible extent of security regarding a placement with third parties and the utilization of favourable market situations at short notice by the Company.

Furthermore, the management board will be authorized, upon the approval of the supervisory board, to exclude the subscription rights of the shareholders if the bonds are issued in exchange for considerations in kind; provided that this value is in reasonable proportion to the market value of the bond determined in accordance with the financial mathematical method described above. The authorization enables the management board, with

the approval of the supervisory board, to have shares available in order to be able to sell them in return for contributions in kind, in particular in return for company mergers or for the acquisition of companies, parts of companies and participations in companies. National and international competition and the globalization of the economy increasingly demand this form of acquisition financing. The proposed authorization is intended to give the Company the necessary room for action so that it can quickly and flexibly take advantage of opportunities to acquire companies or holdings in companies. The proposed exclusion of subscription rights takes this into account. When determining the valuation ratios, the management board will ensure that the interests of the shareholders are adequately safeguarded. As a rule, if he measures the value of the shares given as consideration, he will orientate himself on the market price of the Company's shares. The management board will report to the annual general meeting on the use of this authorization.

The exclusion of subscription rights in the case of an issue against cash or in kind contributions is limited to a total of 10% of the share capital. A corresponding stipulation in the authorization resolution likewise ensures that the 10% limit is not exceeded in the event of a capital reduction because the authorization to exclude subscription rights explicitly may not exceed 10% of the share capital neither at the time the authorization takes effect nor – if such value is lower – on the date the authorization is exercised. Such shares are to be credited to the above-mentioned 10% limit which are issued during the term of this authorization from authorized capital with an exclusion of subscription rights against cash contribution pursuant to section 71 paragraph 1 number 5 in connection with section 186 paragraph 3 sentence 4 AktG or against contributions in kind. In addition, such new shares are to be credited to the above-mentioned 10% limit which are acquired on the basis of an authorization of the shareholders in the annual general meeting and sold under the exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in connection with section 186 paragraph 3 sentence 4 AktG. Shares issued or to be issued during the term of the authorization to service bonds with conversion and option rights or a conversion or option obligation, if issued under exclusion of shareholders' subscription rights, shall also be credited.

Such shares that are issued to employees of the Company and members of the management board (or of companies affiliated with the Company) within the scope of employee participation programs are not taken into account here.

In the event profit participation rights or participating bonds without conversion or option rights or conversion or option obligations are to be issued, the management board is authorized, subject to the approval of the supervisory board, to exclude shareholders' subscription rights in their entirety if the terms and conditions applicable to such profit participation rights or participating bonds are similar to that of obligatory relationships, i.e., if they do not confer any membership rights in the Company, grant no right to participate in the liquidation proceeds and the interest rate is not calculated on the basis of the amount of the net income, annual net profit or dividends. In addition, it is required that the interest rate and the issue price of the profit participation rights or participating bonds have to correspond to cur-

rent market conditions at the time of the issue. If the above-mentioned requirements are fulfilled, the exclusion of subscription rights does not cause any disadvantages for the shareholders since the profit participation rights or participating bonds do not confer any membership rights and do not grant any entitlement to the liquidation proceeds or the profits of the Company.

The Conditional Capital I 2020 is required in order to be able to fulfil conversion and/or option rights or conversion or option obligations or tender rights with respect to shares of the Company, unless other forms of fulfilment are used to ensure delivery.

The management board will carefully consider on a case-by-case basis whether use of the authorization would be in the interests of the Company and its shareholders.

The management board will inform the annual general meeting of the use of the authorization.

4. Report regarding item 10 of the agenda

(Authorization for the issuance of convertible profit participation certificates to the employees, creation of a new Conditional Capital III 2020 and corresponding amendment of articles of association; report pursuant to section 221 paragraph 4 sentence 2, 186 paragraph 4 sentence 2 AktG)

The management board of the Company shall be authorized to issue on or before April 22, 2025, once or repeatedly, convertible profit participation certificates with conversion obligation (“**Certificates**”) with a nominal amount of up to a total of EUR 1,000,000.00 for shares with a corresponding nominal 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’ statutory 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 exclusion of the shareholders’ subscription rights is necessary to enable the Company to issue the Certificates within the context of the employee participation program.

The employee participation program links the remuneration of the employees of alstria office REIT-AG closer to the Company’s or its subsidiaries 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. By way of the employee participation program the Company cannot only recruit new qualified employees and increase the satisfaction of employees' with respect to their remuneration. The employee participation program also promotes the employees' identification with the Company and the employee retention. In addition, the employees' commitment and performance are strengthened.

For the Company, convertible profit participation certificates are a significant element of the employees' remuneration and retention. 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 obligatory 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. Upon conversion the benefits are subject to tax and social security contributions.

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 1,000,000.00, divided into 1,000,000 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. 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 1,000,000.00 (approx. 0.56% 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.

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 177,593,422.00 and is divided into 177,593,422 no-par value bearer shares. Each of the 177,593,422 no-par value shares entitles the bearer to one vote in the annual general meeting (section 6 paragraph 1 sentence 2 and section 15 paragraph 3 sentence 1 of the articles of association).

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

In accordance with section 14 paragraph 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., **April 2, 2020, 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 **April 16, 2020, 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

The registration must be made and proof of shareholdings must be provided in text form (section 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 (section 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in connection with section 126b BGB). Shareholders who have registered in accordance with section 14 paragraph 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 **April 21, 2020, 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-hv2020@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 an intermediary nor a shareholders' association nor, a voting rights advisor, nor another person of equal status in accordance with section 135 paragraph 8 AktG is authorized (section 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in connection with section 126b BGB). Shareholders who have registered in accordance with section 14 paragraph 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 section 135 AktG, shall apply to the authorization of intermediary, shareholders' associations or other persons or institutions of equal status in accordance with section 135 paragraph 8 AktG and to the revocation and proof of such authorization. Intermediary, shareholders' associations, voting rights advisor and other persons of equal status pursuant to section 135 paragraph 8 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-hv2020@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 **April 21, 2020, 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 section 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 AktG)

Requests for additions to the agenda in accordance with 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 (corresponds to 500,000 shares) may request pursuant to section 122 paragraph 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 (section 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 **March 23, 2020 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 2020
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 section 125 paragraph 1 sentence 3 AktG.

Countermotions und nominations, section 126 paragraph 1, 127 AktG

Pursuant to section 126 paragraph 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 **April 8, 2020 at 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 No.: +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 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 section 127 AktG, these provisions apply analogously to a shareholder's proposal to elect supervisory board members or auditors. 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 candidate's membership in other supervisory boards to be established pursuant to statutory law within the meaning of section 125 paragraph 1 sentence 5 AktG.

Right to 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, 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 section 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 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 March 11, 2020 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 section 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 AGM Participants about the processing of their 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 paragraph 7 of the General Data Protection Regulation ("**GDPR**") is:

alstria office REIT-AG
– Management Board –
Steinstraße 7
20095 Hamburg
Germany
Email: 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
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 section 129 paragraph 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 paragraph 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 (section 122 paragraph 2, 126 paragraph 1, 127 AktG). Similarly, alstria office REIT-AG will make counter motions 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 (section 122 paragraph 2, 126 paragraph 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 (section 129 paragraph 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, March 2020

The management board

