

Recommendation of the management board of alstria office REIT-AG for the appropriation of the annual net profit for the 2019 financial year

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

The management board proposes 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 para. 4 sentence 2 of the German Stock Corporation Act (*Aktiengesetz, 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.

2. Green Dividend: Increase of the dividend or (in case of rejection) investment into Green Projects

The management board would like the annual general meeting to decide whether the proposed distribution of EUR 0.52 per dividend-bearing share should be increased by EUR 0.01 to EUR 0.53 or whether - if the increased distribution is not approved - these funds should be used for investment into certain sustainable projects as described in the invitation to the annual general meeting in more detail ("Green Projects").

In case the annual general meeting would reject the increase of the distribution to EUR 0.53 per dividend-bearing share, the management board undertakes to invest the amount of EUR 0.01 per dividend-bearing share into Green Projects.

- Convenience Translation -

Against this background, the management board proposes that the annual general meeting partially amends its resolution under no. 1 above with respect to the amount of the profit carried forward, and that the profit carried forward in the amount of EUR 12,651,420.56 is appropriated 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 recommended under no. 2 above will be paid out in one sum with the dividend recommended under this no. 1.

Hamburg, February 18, 2020

The management board