

**Declaration of alstria office REIT-AG on the
German Corporate Governance Code
according to Section 161 German Stock Corporation Act**

Management and Supervisory Boards of alstria office REIT-AG declare:

I. alstria office REIT-AG (“Company”) complies with all recommendations of the ‘Government Commission German Corporate Governance Code’ in the version which entered into force on March 20, 2020 (“GCGC”) with the following exception. The Company intends to comply with all recommendations of the GCGC in future, except for the temporary deviation mentioned below.

Number of mandates outside the group, C. 4 GCGC

According to the recommendations of the GCGC, a supervisory board member who is not a member of any management board of a listed company shall not accept more than five supervisory board mandates at non-group listed companies or comparable functions with an appointment as chair of the supervisory board being counted twice. The Supervisory Board, based on the recommendation of its nomination and remuneration committee, will recommend Dr Frank Pörschke to the Company’s Annual General Meeting on May 6, 2021 for election to the Supervisory Board. Dr Pörschke has declared that he will terminate most of his current external mandates effective June 30, 2021 and thus will meet the requirements set out in C. 4 GCGC.

II. The Company has - apart from the exceptions stated below - complied with the recommendations of the GCGC since its last Declaration of Compliance on December 3, 2020 with the following exceptions.

Publication of rules of procedure for the Supervisory Board, D.1 GCGC

The rules of procedure for the Supervisory Board of alstria office REIT-AG have been revised and adapted to the current regulatory framework. Since the completion of the revision, the rules of procedure for the Supervisory Board are being published on the Company website.

Remuneration of the Management Board

Compared to the previous version, Section G.I. of the GCGC contains new recommendations on the remuneration of the Management Board. The Company’s Management Board remuneration system, which was approved by the Annual General Meeting of alstria office REIT-AG on May 16, 2017 complied largely, but not fully with these new recommendations. At the beginning of financial year 2021, the Supervisory Board has revised and adapted the Management Board compensation system to the new

regulatory requirements, also implementing the requirements of the GCGC. The Company will present the adjusted remuneration system for the Management Board to the Annual General Meeting of the Company in financial year 2021 for approval and has implemented it as per January 1, 2021, subject to the approval of the Annual General Meeting.

Determination of a maximum compensation, G.1 GCGC

The remuneration system for the Management Board which was in place until December 31, 2020 specified maximum amounts for the remuneration, these did not yet include fringe benefits for Company cars and insurance benefits. As part of the introduction of the remuneration system for the Management Board 2021, a maximum remuneration has been determined for each Management Board position which includes any and all fringe benefits.

Determination of performance targets for variable remuneration elements, G.7 GCGC

The Supervisory Board is in agreement that it will determine the performance targets for all Management Board members and all variable remuneration elements before the start of each respective financial year. However, due to the implementation of the Management Board remuneration system 2021, this was not possible for the variable remuneration elements for financial year 2021. The Supervisory Board has set these targets at the beginning of financial year 2021.

Change of performance targets for elements of variable remuneration, G.8 GCGC

In the Management Board remuneration system as applicable until December 31, 2020, the short-term incentive remuneration element of the Management Board was mainly based on the achievement of a funds from operations per share (“FFO per share”) target. In the event that the achieved FFO per share in a financial year was impacted by real estate acquisitions and disposals, the Supervisory Board adjusted the FFO per share target accordingly. In doing so, the Supervisory Board ensured the Management Board was not incentivized to enter into acquisitions by means of achieving personal short-term benefits. The impact of any real estate transaction on the management remuneration was solely linked to multi-year remuneration elements, therefore aligning the interest of the Management Board with those of the Company and its shareholders. Furthermore, the FFO per share target was being adjusted to changes in the Company’s share capital carried out in the relevant financial year. The Management Board remuneration system 2021 still provides the FFO per share target, cleared up by the effects mentioned above. However, a case-by-case decision of the Supervisory Board is no longer necessary.

Possibility to retain or reclaim variable compensation, G.11 GCGC

The remuneration system for the Management Board as applicable until December 31, 2020 did not provide for a possibility to entirely retain or reclaim variable remuneration components. As part of the revision of the Management Board compensation system, these possibilities have been introduced.



The German version shall prevail.

Hamburg, March 12, 2021

Dr Johannes Conradi
Chairman of the Supervisory Board

Olivier Elamine
Chairman of the Management Board