

Disclosures and the explanatory report pursuant to Sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch, "HGB"*)

COMPOSITION OF SUBSCRIBED CAPITAL

On the balance sheet dated December 31, 2020, the share capital of alstria office REIT-AG ("alstria") amounted to EUR 177,792,747.00, divided into 177,792,747 no-par value bearer shares. All shares are fully paid in and have equal rights and obligations. Each share entitles the bearer to one vote at the Annual General Meeting and is decisive for the shareholder's share in the profits of the Company. The individual rights and duties of the shareholders result from the provisions of the German Stock Corporation Act (*Aktiengesetz, "AktG"*), particularly Sections 12, 53a *et seq.*, 118 *et seq.*, and 186.

RESTRICTIONS ON VOTING RIGHTS OR THE TRANSFER OF SHARES

The exercise of voting rights and the transfer of shares are based on statutory requirements and alstria's Articles of Association; the latter basis does not restrict either of these activities. According to Sections 71b and 136 of the AktG, for example, the voting rights of the affected shares are excluded by law. Other restrictions as to voting rights or the transfer of shares do not exist, or, as far as they arise from agreements between shareholders, are not known to the Management Board.

SHAREHOLDINGS EXCEEDING 10% OF VOTING RIGHTS

On the balance sheet date as of December 31, 2020, alstria was not aware of any shareholders directly holding more than 10% of voting rights.

SHARES WITH SPECIAL RIGHTS

There are no shares with special rights of control.

SYSTEM OF CONTROL FOR ANY EMPLOYEE SHARE SCHEME IN WHICH EMPLOYEES DO NOT DIRECTLY EXERCISE CONTROL RIGHTS

Employees who hold alstria shares exercise their rights of control as any other shareholders do, in accordance with the applicable law and the Articles of Association.

APPOINTMENT AND DISMISSAL OF MANAGEMENT BOARD AND AMENDMENTS TO THE ARTICLES OF ASSOCIATION

alstria's Management Board consists of one or more members who may be appointed or dismissed in accordance with Sections 84 and 85 of the AktG. The Articles of Association do not contain any special provisions in this respect. Pursuant to Section 84 of the AktG, members of the Management Board are appointed by the Supervisory Board for a maximum term of five years. Reappointment or extension of the term of office is permitted for a maximum of five years in each case.

Amendments to the Articles of Association are made pursuant to Sections 179 and 133 of the AktG. Pursuant to Section 12, para. 2 of the Articles of Association, the Supervisory Board is also authorized to make changes and amendments to the Articles of Association that merely affect the wording without passing a shareholder resolution in at General Meeting.

In addition, the Supervisory Board is, by resolution of the Annual General Meetings on May 16, 2017, and September 29, 2020, authorized to adapt the wording of the Articles of Association to the utilization of the Company's authorized and conditional capitals and after expiration of the applicable authorization periods.

Pursuant to Section 15, para. 5 of the Articles of Association, in conjunction with Sections 179 paras. 2 and 133 of the AktG, shareholders may make resolutions regarding such amendments at a general meeting with a simple majority of the votes cast and a simple majority of the share capital represented. Insofar as a larger majority is prescribed by law, such a majority shall be decisive.

The Articles of Association were last amended in the reporting year by a resolution passed by the Supervisory Board on December 8, 2020: Section 5, paras. 1, 2, and 7 of the Articles of Association were formally adapted to a capital increase executed from the Company's Conditional Capital III 2017. Section 5, para. 6 of the Articles of Association was deleted because Conditional Capital III 2015 had become obsolete.

AUTHORITY OF MANAGEMENT BOARD REGARDING THE ISSUE AND BUYBACK OF SHARES

1. Authorized Capital

On December 31, 2020, there were three authorized capitals (pursuant to Sections 202 et seq. of the German Stock Corporation Act), which are regulated in Section 5, paras. 3, 4, 4 a, 4 b, and 4 c.

1.1. Authorized Capital I 2020

The Articles of Association authorize the Management Board, with the approval of the Supervisory Board, to increase the share capital on or before September 28, 2025, by issuing new no-par value bearer shares against contributions in cash and/or in kind one or more times, up to a total amount of EUR 35,198,684.00. Further details are governed by Section 5, paras. 3, 4, and 4a of the Articles of Association.

1.2. Authorized Capital II 2020

The Articles of Association authorize the Management Board, with the approval of the Supervisory Board, to increase the share capital on or before July 1, 2021 one or more times by up to a total of EUR 260,000.00 through the issuance of new no-par value bearer shares against contributions in kind. Further details are governed by Section 5, para. 4b of the Articles of Association.

1.3. Authorized Capital III 2020

The Articles of Association authorize the Management Board, with the approval of the Supervisory Board, to increase the share capital on or before July 1, 2021 one or more times by up to a total amount of EUR 60,000.00 through the issuance of new no-par value bearer shares against contributions in kind. Further details are governed by Section 5, para. 4c of the Articles of Association.

2. Conditional Capital

alstria holds three conditional capitals (pursuant to Sections 192 et seq. of the AktG), which are

regulated in Section 5, paras. 5, 7, and 8 of the Company's Articles of Association.

2.1. Conditional Capital I 2020

The share capital is conditionally increased by up to EUR 16,750,000.00 by issuing up to 16,750,000 no-par value bearer shares. The conditional capital 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 AG on the basis of the authorization resolved by the shareholders in the Annual General Meeting on September 29, 2020, under item 11 of the agenda exercise their option or conversion rights or, if they are obliged to conversion or exercise of the option, fulfill 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. Further details are governed by Section 5, para. 5 of the Articles of Association.

2.2. Conditional Capital III 2017

The share capital is conditionally increased by an amount of up to EUR 800,675.00 by issuing up to 800,675 no-par-value bearer shares. The conditional capital increase shall be used exclusively to grant shares to the holders of convertible profit participation certificates issued by the Company through May 15, 2022, in accordance with the authorization of the General Meeting held on May 16, 2017. 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 treasury shares are used to satisfy the certificates. The new shares shall participate in the Company's profits from the beginning of the financial year in which they come into existence as a result of converting of certificates.

2.3. Conditional Capital III 2020

Furthermore, the share capital is conditionally increased by an amount of up to EUR 1,000,000.00 by issuing up to 1,000,000 no-par-value bearer shares. The conditional capital increase shall be used exclusively to grant shares to the holders of convertible profit participation certificates issued by the Company on or before September 28, 2025, in accordance with the authorization of the General Meeting held on September 29, 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 treasury shares are used to satisfy the certificates. The new shares shall participate in the Company's profits from the beginning of the financial year in which they come into existence as a result of conversion of certificates.

3. Purchase of treasury shares

In the General Meeting held on September 29, 2020, the shareholders authorized the Management Board, subject to the approval of the Supervisory Board, to acquire their own shares of the Company of up to a total of 10 % of the share capital in place at the time of the authorization's issuance on or before September 28, 2025. The acquired shares and other treasury shares in the possession of,

or to be attributed to, alstria (pursuant to Sections 71a et seq. of the AktG) may at no time amount to more than 10 % of the share capital. Shares may be purchased through a stock exchange, by means of a public offer to all shareholders, or by making use of financial derivatives (put or call options, or a combination of both).

SIGNIFICANT AGREEMENTS OF ALSTRIA AG THAT TAKE EFFECT UPON A CHANGE OF CONTROL FOLLOWING A TAKEOVER BID

Some of alstria AG's financing agreements contain clauses common to such contracts regarding a change of control. In particular, the agreements entitle the lenders to request repayment of the loans or an obligation by alstria to repay the loans in the event that any person, company, or a group of persons should acquire, directly or indirectly, 50% of the voting rights or a controlling influence in alstria. However, for some financing agreements, the repayment obligation is subject to a downgrade of the Company's rating, occurring within 120 days of the control change.

The terms and conditions of the fixed-interest bonds issued by the Company in the 2016, 2017, 2019, and 2020 financial years entitle each bond holder to request the Company to redeem or purchase its bond for 101% of the principal amount plus unpaid interest accrued if any person, company, or group of persons should acquire (directly or indirectly) more than 50% of the voting rights in alstria and if, within 120 days of such change of control, the rating for the Company or the bond is downgraded.

The total volume of obligations under those agreements with corresponding change of control clauses amounted to approx. EUR 1,563 million on the balance sheet date.

COMPENSATION AGREEMENTS WITH MANAGEMENT BOARD MEMBERS AND EMPLOYEES IN CASE OF A TAKEOVER BID

No compensation agreements with Management Board members or employees are in place that will take effect in case of a takeover bid.

All these takeover provisions comply with statutory requirements or are reasonable and common practice at comparable, publicly listed companies. They are not intended to hinder potential takeover bids.

February 19, 2021

The Management Board