

## PROFILE FOR THE SUPERVISORY BOARD

alstria office REIT-AG's Supervisory Board shall ensure proper consultation with and control of the Management Board. Therefore, Supervisory Board members shall have the knowledge, skills and experience necessary to properly fulfill their duties and complement one another. For this reason, the Supervisory Board has established this profile of skills and expertise and diversity concept with targets for the composition of the Supervisory Board ("**Profile for the Supervisory Board**") according to Sec. 289 f of the German Commercial Code and the German Corporate Governance Code. Thereby, the Supervisory Board has especially considered alstria's specific situation and shareholder structure.

### General profile of qualification

- Managerial or operational experience
- Availability and willingness to dedicate sufficient time
- Discretion and integrity
- Capacity for interaction and teamwork
- Leadership skills and persuasive power
- Willingness to engage in regular and independent advanced training
- Age of up to 70 years, as a rule;
- Maximum duration of board membership of 20 years, as a rule;
- No board membership, no advisory function excluding independence with and no personal relationship to a significant competitor of the Company.

### Overboarding

Including their membership on alstria's Supervisory Board, our Supervisory Board members shall, as a rule, not permanently have more than five board mandates at listed companies with registered seats in Germany and abroad. For the purposes of calculating this limit, a Supervisory Board mandate or a comparable function in non-listed companies is counted as one mandate, with a supervisory board chair being counted as two; management board mandates at listed companies are counted as three and should not be held by the Chairman of our Supervisory Board.

### Qualification and diversity

- The members of the Supervisory Board shall complement one another in terms of background, professional experience and skills in order to provide the Supervisory Board with the most diverse sources of experience and skills possible.
- Viewed as a whole, the members must be familiar with the real estate sector. At least two members shall have due expertise in the office real estate market.
- At least two members shall have strong international backgrounds. At least two members shall have strong German backgrounds.
- At least one member shall have experience as a management board member (ideally as the chief executive officer of a listed company) and be familiar with stakeholder management.

- The Chairman of the Audit Committee shall have gained special expertise and experience either in accounting, the application of accounting principles and internal control systems or in the auditing of annual statements (e.g., as the chief financial officer of a comparable company or as the principal of an audit firm).

### Independence

A Supervisory Board member is independent from the Company and its management as long as it has no personal or business relationships with the Company or its Management Board, which could cause a substantial and not merely temporary conflict of interest.

A Supervisory Board member is independent from a controlling shareholder if the Supervisory Board member or a close relative is neither a controlling shareholder, nor a member of the executive governing body of the controlling shareholder and does not have a business or personal relationship with the controlling shareholder that may cause a substantial and not merely temporary conflict of interest.

The Supervisory Board has determined the following requirements for the independence of its members from the Company and its management. The Supervisory Board regularly reviews at its reasonable discretion, whether its members are independent in its assessment. Thereby, the Supervisory Board particularly considers if a Supervisory Board member or one of their close relatives

- was a member of the Management Board in a Group company in the three years before its appointment (for Supervisory Board members themselves, a five-year period shall apply);
- has, or had within the 3 years up to his appointment, a material business relationship with the Group or a member of the Management Board (e.g., as a tenant, lender or advisor), either directly or as a shareholder, director or senior employee of a non-group entity that has such a relationship with the Group (acceptance of payment in excess of EUR 50,000 p.a. is considered as material);
- is a close relative of one of the members of the Management Board of the Company;
- has been a member of the Supervisory Board for more than 12 years;
- is affiliated with a not-for-profit entity that receives significant contributions from the Company; or
- was a partner or employee of the Company's outside auditor during the past three years (only applicable to Supervisory Board members themselves).

Should the Supervisory Board come to the conclusion that a Supervisory Board member is independent even though there are opposing criteria, the Supervisory Board will give reasons for this assessment in the corporate governance statement. A membership of more than 12 years in the Supervisory Board does not exclude independence as long as there are no further criteria for a missing independence.

### *Independence in the plenum and committees:*

The Supervisory Board has determined the following requirements for the independence regarding the composition of the plenum and the committees:

- At least four members of the Supervisory Board shall be independent from the Company and its Management Board.
- Should the Company have a controlling shareholder, at least three members of the Supervisory Board shall be independent from the controlling shareholder.
- No more than two Supervisory Board members shall be former members of the Management Board.
- The **Chairman of the Supervisory Board** shall be independent from the Company and its Management Board as well as from a controlling shareholder. The Chairman of the audit committee shall not chair the Supervisory Board.
- The Chairman as well as the majority of the members of the **Audit Committee** shall be independent from the Company and its Management Board and from a controlling shareholder.
- The Chairman as well as the majority of the members of the **Nomination and Remuneration Committee** shall be independent from the Company and its Management Board.

### *Succession planning and annual elections to the Supervisory Board*

alstria appoints Supervisory Board members using a structured process. The Supervisory Board submits nominations to the Annual General Meeting for each vacant Supervisory Board position. The Supervisory Board's Nomination and Remuneration Committee then prepares these recommendations for an election.

The Supervisory Board chooses the candidates whom it recommends to the Annual General Meeting for an election as follows: Annually, the Supervisory Board assesses the effectiveness of its work - every three years this is done by an external advisor - and checks the composition of the Supervisory Board and whether the targets laid down in the Profile for the Supervisory Board are being met. The Supervisory Board also checks whether the targets need to be adjusted in light of alstria's situation and circumstances, which might have evolved. Given such results, the Supervisory Board assesses in the first place whether it would be appropriate to recommend to the Annual General Meeting to reappoint the Supervisory Board member whose term of office will end with the next Annual General Meeting. Otherwise, the Supervisory Board will search for external candidates for the vacant position with the help of an external advisor and thereby strives to fulfil the Profile for the Supervisory Board.

In its election proposals to the Annual General Meeting, the Supervisory Board discloses the personal and business relationships of every candidate with the Company, the Management and Supervisory Boards and any shareholders with a material interest in the Company. The election proposals go along with a curriculum vitae, providing information on each candidate's relevant knowledge, skills and professional experience and an overview of the candidate's material activities in addition to the Supervisory Board mandate. The curricula vitae of all Supervisory Board members are updated annually and published on the Company's website.

The Supervisory Board agreed on recommending at the Annual General Meeting to elect Supervisory Board members for a term of three years only - rather than for five years as permitted by law. Two members of the Supervisory Board will have equal terms of office. As a result, the Annual General Meeting of shareholders elects two members of the Supervisory Board each year and thus has the opportunity to shape the composition of the Supervisory Board every year. In this way, the legitimacy of the shareholder representatives on the Supervisory Board is annually renewed. The Annual General Meeting of shareholders elects each member of the Supervisory Board individually. Where an application is made for the appointment of a Supervisory Board member by a court, the term of that member will be limited until the next Annual General Meeting.

### Status of implementation

In line with the appointment procedure described above, the Supervisory Board members Dr. Johannes Conradi and Marianne Voigt were proposed for reelection at the Annual General Meeting of alstria office REIT-AG in September 2020 and elected to the Supervisory Board for a further term of three years. All the objectives set out in the Profile for the Supervisory Board have currently been implemented, and the Profile is being fully completed by the full Supervisory Board in terms of the set general requirements, overboarding rules, qualification and diversity, independence and conflicts of interest.

The Supervisory Board considers the members Dr. Johannes Conradi and Richard Mully to be independent despite their fourteen years of membership on the Supervisory Board of the Company. They are particularly very familiar with the Company's affairs, which enables them to use their expertise for the benefit of the Company.

The Supervisory Board also does not see any other criteria that stand against independence. Neither of the two members has a significant business relationship with the Company or any of its subsidiaries. Likewise, there are no family or other personal relationships. The occasional advice given to the Company by the law firm Freshfields Bruckhaus Deringer PartG mbB, of which Dr. Johannes Conradi is a partner, does not conflict with the independence of Dr. Johannes Conradi, as the advice given in each case concerns nonessential matters of the Company. Accordingly, the remuneration paid to Freshfields Bruckhaus Deringer PartG mbB in the last three financial years was in total less than EUR 10 k. Furthermore, these mandates are exclusively handled by other lawyers and not by Dr. Johannes Conradi. The Supervisory Board therefore continues to regard both longstanding members as independent of the Company and the Management Board, especially since both members have declared that they will not be available for a further term of office after their terms expire (Richard Mully in 2022 and Johannes Conradi in 2023).

The following table illustrates the achievement of the independence target in the Supervisory Board as of December 31, 2020:

Member <sup>1)</sup>	Term of office exceeding 12 years	Former member of alstria's Management Board	Substantial business relationship with alstria <sup>2)</sup>	Close relative of a member of alstria's Management Board	Independent <sup>3)</sup>
Dr. Johannes Conradi (Chair)	yes	no	no	no	yes
Richard Mully (Vice Chair)	yes	no	no	no	yes
Dr. Bernhard Düttmann	no	no	no	no	yes
Stefanie Frensch	no	no	no	no	yes
Benoît Hérault	no	no	no	no	yes
Marianne Voigt	no	no	no	no	yes

<sup>1)</sup> With the exception of the term of office, the information relates in each case to the Supervisory Board member and his/her close relatives.

<sup>2)</sup> Currently or in the three years up to appointment; directly or as a shareholder or in a responsible function of a company outside the Group.

<sup>3)</sup> Of the Company, the Management Board and a controlling shareholder (in the opinion of the Supervisory Board).

The following table illustrates the achievement of targets in the area of overboarding as of December 31, 2020. A Supervisory Board member should not permanently have more than five board mandates (including the membership on alstria's Supervisory Board).

Supervisory Board mandates at non-group listed companies in Germany and abroad and, due to size, internationality and complexity, comparable functions at non-listed companies are considered, with a supervisory board chair counting as two mandates; management board mandates at non-group listed companies in Germany and abroad are counting as three mandates:

Member	Management board mandates	Supervisory board mandates	Total count of	Overboarded
Dr. Johannes Conradi (Chair)		2 alstria office REIT-AG (chairman)	2/5	no
Richard Mully (Vice Chair)		3 alstria office REIT-AG (member)	3/5	no
Dr. Bernhard Düttmann	3 CECONOMY AG (CEO)	1 alstria office REIT-AG (member)	4/5	no
Stefanie Frensch		1 alstria office REIT-AG (member)	1/5	no
Benoît Hérault	3 Elaia Investment Spain SOCIMI, S.A. (CEO) (Batipart Group)	1 alstria office REIT-AG (member)	4/5	no
Marianne Voigt		1 alstria office REIT-AG (member)	1/5	no

The following table illustrates the knowledge and experience of the single members of the Supervisory Board relevant to their work on the Supervisory Board as of December 31, 2020:

Member	Nationality	Industry background	Real estate sector	Office real estate	International background	German back-ground	Experience as management board member	Financial expert
Dr. Johannes Conradi (Chair)	German	Law	X	X	X	X		X
Richard Mully (Vice Chair)	British	Finance	X	X	X		X	
Dr. Bernhard Düttmann	German	Consumer Chemistry			X	X	X <sup>1)</sup>	X
Stefanie Frensch	German	Consulting Management	X			X	X	
Benoît Héroult	French	Law Finance	X	X	X		X <sup>1)</sup>	X
Marianne Voigt	German	Controlling/ Finance, IT, Management				X	X	X

1) As CEO of a non-group, listed company