

## 1. 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 fulfil 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.

### 1.1. 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;
- No board membership, no advisory function excluding independence with and no personal relationship to a significant competitor of the Company.

### 1.2. 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 Chair of our Supervisory Board.

### 1.3. 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.
- At least two members of the Audit Committee including the Chair, shall be financial experts: At least one member shall have gained special expertise and experience in accounting, the application of accounting principles and internal control systems (e.g., as the chief financial officer of a comparable company). At least one further member shall have gained special

expertise and experience in the auditing of annual statements (e.g. as auditor in an audit firm or as chief financial officer of a comparable company).

- The members of the Supervisory Board shall complement one another in terms of gender. At least two members shall be female. At least two members shall be male.

#### 1.4. 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 **Chair of the Supervisory Board** shall be independent from the Company and its Management Board as well as from a controlling shareholder. The Chair of the audit committee shall not chair the Supervisory Board.
- The Chair 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 Chair as well as the majority of the members of the **Nomination and Remuneration Committee** shall be independent from the Company and its Management Board.

### 1.5. 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 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. When doing so, the Supervisory Board takes into consideration the criteria for independence mentioned above, especially whether the candidate is a member of the Supervisory Board for more than 12 years. The Supervisory Board will search for external candidates for the vacant position with the help of an external advisor and thereby will strive 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.