

Corporate Governance Declaration pursuant to Section 161 AktG

dated April 24, 2022

“Since its last Corporate Governance Declaration on April 2, 2022, alstria office REIT-AG (“**Company**” or “**alstria**”) has complied with the recommendations of the ‘Government Commission German Corporate Governance Code’ in the version which entered into force on March 20, 2020 (“**GCGC**”) apart from the exceptions stated below. alstria intends to continue to comply with the GCGC recommendations to the same extent.

Management Board Remuneration System 2022

In April 2022, the newly composed supervisory board adjusted the management board remuneration system to the framework conditions resulting from the successful takeover of the Company by Brookfield. As the new majority shareholder Brookfield now controls more than 90% of the Company’s shares, the share price is no longer a suitable performance indicator. The supervisory board decided to introduce a new remuneration system for the management board members (“**Management Board Remuneration System 2022**”) which better reflects this new situation and no longer complies with all recommendations by the GCGC. It shall be presented to the annual general meeting 2022 for approval and enter into force as per January 1, 2022.

Non financial performance criteria, G. 1 GCGC

According to the recommendations in G. 1 GCGC, the remuneration system for the members of the management board shall define the non-financial performance criteria relevant for the granting of variable remuneration components. The Management Board Remuneration System 2022 no longer contains ESG targets for the short term incentive (STI) in order to reduce complexity of the remuneration system and simplify performance measurement. The supervisory board is convinced that alstria’s management board team is a front runner in terms of sustainable real estate management even without non financial performance criteria embedded in the remuneration system.

Setting and change of performance targets, G. 7 and 8 GCGC

Pursuant to no. G.7 GCGC, the supervisory board shall establish performance criteria for each management board member for the forthcoming financial year and pursuant to G.8 GCGC subsequent changes to the target values or comparison parameters shall be excluded. 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 2022 in the course of financial year 2022, this was not possible for financial year 2022. The supervisory board will set these targets after the approval of the Management Board Remuneration System 2022 by the annual general meeting.

Share based remuneration and deferral, G. 10 GCGC

Pursuant to G.10 GCGC, the management board members' variable remuneration shall be predominantly invested in company shares or shall be granted predominantly as share-based remuneration. Granted long-term variable remuneration components shall be accessible to management board members only after a period of four years. As the share price performance is no longer a suitable indicator for management board performance, the Management Board Remuneration System 2022 does no longer provide for a share based variable remuneration or Share Ownership Guidelines. Furthermore, the Management Board Remuneration System 2022 shortens the deferral from 4 to 2 years in order to meet the statutory provisions and fully align management board remuneration with the overall employee remuneration scheme."

The German version shall prevail.

Hamburg, April 24, 2022

Brad Hyler
Chairman of the Supervisory Board

Olivier Elamine
Chairman of the Management Board