

**Rules of Procedure  
for the Supervisory Board  
of  
alstria office REIT-AG**

**as amended on March 21, 2022**

**1. General**

- 1.1 The Supervisory Board of alstria office REIT-AG (“**Company**” and all together with the companies affiliated pursuant to Sec. 15 German Stock Corporation Act, (*Aktiengesetz, AktG*) (“**Group Companies**”) the “**Group**”) advises the Management Board on the running of the Group and monitors the Management Board's management activities.
- 1.2 The Supervisory Board carries out its business in accordance with the law, the articles of association and these rules of procedure. In the performance of its duties, the Supervisory Board shall cooperate with the other corporate bodies of the Company on a basis of mutual trust in the best interest of the Company.
- 1.3 Its members have the same rights and duties unless provided otherwise by law, the articles of association and these rules of procedure. They are not bound by instructions and orders (*Aufträge und Weisungen*).

**2. Composition**

- 2.1 The Supervisory Board of the Company consists of six members who are elected by the general meeting of shareholders. The tenure of office of the members is determined by the relevant resolution of the general meeting of shareholders regarding their election and may not exceed the term stipulated in the articles of association of the Company.
- 2.2 The members of the Supervisory Board shall be reliable and possess the knowledge, competence and professional experience necessary to properly carry out their duties as Supervisory Board members.
- 2.3 The Supervisory Board creates a profile for the Supervisory Board, which contains a diversity concept (including a general rule for age limitation for Supervisory Board members) and a profile of skills and expertise for the entire body with specific objectives regarding its composition (“**Profile for the Supervisory Board**”).
- 2.4 Pursuant to Sec. 111 para. 5 AktG the Supervisory Board determines a target quota for the share of women in the Supervisory Board and sets a period of time for achieving this target.
- 2.5 When preparing its proposals for Supervisory Board elections by the annual general meeting of shareholders, the Supervisory Board will consider the Profile for the Supervisory Board and its implementation as well as the target according to Sec. 2.4.

### **3. Chairman of the Supervisory Board and Deputy**

- 3.1 The Supervisory Board has one chairman<sup>1</sup> and one deputy chairman.
- 3.2 In the case of the chairman or his deputy no longer being available on a permanent basis before completion of their term of office, a replacement must be elected without undue delay (*unverzüglich*). No special announcement of this election is required.
- 3.3 In the case of neither the chairman nor a deputy being elected, the oldest member of the Supervisory Board in terms of age shall assume the responsibilities of the chairman, provided that the Supervisory Board does not determine otherwise.
- 3.4 The chairman shall coordinate the work of the Supervisory Board, chair the meetings of the Supervisory Board, sign the minutes, execute copies of resolutions as well as other deeds and publications of the Supervisory Board and handle the external affairs of the Supervisory Board. Declarations of the Supervisory Board shall be made by the chairman on behalf of the Supervisory Board; declarations to the Supervisory Board shall be accepted by the chairman.
- 3.5 The chairman shall discuss with the Management Board on a regular basis in particular the strategy, the business developments, the risk situation, the risk management and the compliance of the Company. Without undue delay the Management Board shall inform the chairman of all major events which are of material significance for the assessment of the situation as well as for the development and the running of the Company. To the extent required, the chairman shall then inform the Supervisory Board and call a Supervisory Board meeting, if necessary.
- 3.6 The deputy chairman shall have the same rights and duties as the chairman if and as long as the chairman is prevented from conducting his duties unless otherwise provided for by law or the articles of association.

### **4. Meetings and Resolutions**

- 4.1 The Supervisory Board shall have meetings on a regular basis, but at least four times per business year. Additional meetings shall be called if required for deliberation or the adoption of resolutions.
- 4.2 If with the conclusion of the general meeting of shareholders the tenure of office of the chairman of the Supervisory Board, his deputy and/ or a member of a committee has ended, following the general meeting of shareholders a Supervisory Board meeting takes place without a special invitation being required in order to elect the chairman of the Supervisory Board, his deputy and/ or the member of the respective committee and, in case the retired member of the Supervisory Board had been chairman of a committee, this committee's chairman. The election of the chairman is led by the Supervisory Board member with the highest age.

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<sup>1</sup> For the purpose of linguistic simplification and better readability this text only uses the male versions, however persons of all gender are included.

- 4.3 The meetings of the Supervisory Board are to be called by the chairman with a notice period of at least two weeks. In urgent cases, the chairman may shorten this period to two days; the notice period may be shortened further if a quorum of members of the Supervisory Board agrees during the meeting. In the invitation, the time and venue of the meeting as well as the individual items on the agenda shall be announced. The invitation shall be made to the contact details most recently notified in text form (e. g. by e-mail). Other meeting documents can be made available to the members of the Supervisory Board in a cloud, on a platform or via other IT infrastructures; they shall be deemed received once they have been made available for inspection and the access code (if any) was transmitted in in text form.
- 4.4 Documents required for the adoption of a resolution shall be sent to the members of the Supervisory Board as timely as possible prior to the meeting. Documents which are sent at least 48 hours prior to the respective meeting of the Supervisory Board or are provided pursuant to Sec. 4.3. sentence 6 of these rules of procedure are deemed to be supplied in a timely manner, whereby the sending 48 hours prior to the respective Supervisory Board meeting shall not be the usual case. Audit reports by the auditor commissioned by the Supervisory Board are to be sent to the members of the Supervisory Board as timely as possible prior to the Supervisory Board meeting which addresses the audit of the financial report.
- 4.5 If documents or information regarding an agenda item are not made available to the Supervisory Board members in a timely manner and such agenda item does not have to be immediately resolved upon or dealt with, the agenda item may be removed from the agenda. The decision shall be made by the chairman; it is to be recorded in the minutes.
- 4.6 Issues or motions which are not on the agenda or which were not notified to the Supervisory Board members in line with Sec. 4.3 and 4.4 of these rules of procedure shall only be admitted for resolution if no Supervisory Board member present at the meeting objects and if the absent Supervisory Board members are given the opportunity to subsequently cast their vote within a reasonable period to be determined by the chairman which shall not exceed 48 hours.
- 4.7 The members of the Management Board shall attend the meetings of the Supervisory Board upon request of the chairman.
- 4.8 The chairman may also allow other guests which are not members of the Management Board or Supervisory Board to attend the discussion on individual agenda items.
- 4.9 The Supervisory Board shall constitute a quorum if its members were invited at the contact details most recently notified in text form or by telephone or other ways of audio transmission and, if so provided in the Company's articles of association, more than half of its statutory members, including the chairman or his deputy, take part in passing the resolution. An abstention of voting is counted as participating in taking a resolution.
- 4.10 Supervisory board members may attend meetings of the Supervisory Board in person or via telephone, video conference or similar audio-visual means. This shall apply also for members of the Management Board and other guests attending meetings of the Supervisory Board in accordance with Sec. 4.7 or 4.8 of these rules of procedure.

- 4.11 With respect to the passing of resolutions the following shall apply:
- 4.11.1 Resolutions of the Supervisory Board are taken with the majority of votes of the number of members of the Supervisory Board stipulated in the articles of association, unless otherwise provided by law. If there is a tie of votes, the chairman shall have the casting vote;
  - 4.11.2 The chairman shall decide upon the procedure for and the order of the casting of votes and shall determine the order of the items to be addressed; and
  - 4.11.3 Absent Supervisory Board members may take part in voting procedures of the Supervisory Board by submitting their written votes via other Supervisory Board members acting as messenger (Bote).
- 4.12 Resolutions of the Supervisory Board may also be adopted outside of meetings by means of written communication, by telephone or by means of electronic communication (including e-mail and video conference) if the chairman so determines in an individual case. In this case, sufficient confidentiality and reliability of the transmission process shall be ensured.
- 4.13 Minutes of the results shall be taken at every meeting of the Supervisory Board and whenever a resolution is adopted, also where such resolution is adopted outside a meeting. The minutes shall be signed by the chairman of the Supervisory Board meeting; an electronically transmitted signature is sufficient. A copy of the minutes shall be submitted to all members of the Supervisory Board without undue delay (*unverzüglich*). The minutes shall be deemed approved if the chairman of the Supervisory Board meeting does not receive within four weeks of the date of distribution of the minutes any objection from a member of the Supervisory Board in text form. A non-member of the Supervisory Board may be appointed by the chairman of the Supervisory Board as keeper of the minutes at every meeting of the Supervisory Board and whenever a resolution is adopted, also where such resolution is adopted outside a meeting, to assist with minute taking and the proper recording of the decisions of the Supervisory Board.
- 4.14 Any documents and information shall be made available in English language and, as required, additionally in German language.

## **5. Responsibilities**

- 5.1 It is the responsibility of the Supervisory Board to regularly advise and supervise the Management Board in the running of the Group. The Management Board and the Supervisory Board shall cooperate closely in the interests of the Company.
- 5.2 The Supervisory Board is entitled to invite external experts for consultation, in particular to obtain legal and tax advice, in connection with the performance of its duties if the Supervisory Board considers this to be necessary and reasonable. The Company shall bear the costs.
- 5.3 To the extent that the Supervisory Board has not delegated the responsibilities imposed on it by law or the articles of association in accordance with Sec. 6 of these rules of procedure to the committees specified therein, such responsibilities shall be fulfilled by the Supervisory Board in plenary session. This shall apply, in

particular, with regard to the following responsibilities imposed on it by the articles of association or the law:

- 5.3.1 Appointment and dismissal of Management Board members (Sec. 84 AktG) including preparation thereof;
  - 5.3.2 Calling of extraordinary general meetings of shareholders (Sec. 111 para. 3 AktG);
  - 5.3.3 Review of the annual financial statements (Sec. 171 AktG);
  - 5.3.4 Granting of approval of the conclusion of enterprise agreements pursuant to Sec. 291 *et seq.* AktG (*Unternehmensverträge*);
  - 5.3.5 Granting of approval of loans pursuant to Sec. 89 AktG;
  - 5.3.6 Granting of approval of loans pursuant to Sec. 115 AktG;
  - 5.3.7 Commissioning the auditor to conduct the audit, including the agreement on the remuneration for conducting the audit;
  - 5.3.8 Making alterations of the articles of association which merely relate to their wording;
  - 5.3.9 Representation of the Company vis-à-vis Management Board members (Sec. 112 AktG); the declarations required in this regard shall be made by the chairman of the Supervisory Board on the basis of the resolutions of the Supervisory Board;
  - 5.3.10 Personnel affairs regarding the members of the Management Board, namely the creation of a remuneration system for the Management Board members (Sec. 87a AktG), the conclusion, the alteration and termination of their service contracts, pension and other agreements, including stipulations regarding their remuneration;
  - 5.3.11 Creation of a remuneration report (Sec. 162 AktG);
  - 5.3.12 Granting of approval of activities within the meaning of Sec. 88 para. 1 AktG and to the acceptance of Supervisory Board memberships in other entities (*Handelsgesellschaft*) by Management Board members;
  - 5.3.13 Conclusion of the agreements set forth under Sec. 8.8 and 8.9 of these rules of procedure; and
  - 5.3.14 Stipulation of additional transactions requiring its approval (Sec. 111 para. 4 AktG).
- 5.4 The Supervisory Board shall review the annual and consolidated financial statements, the corresponding management reports and the recommendation of the Management Board on the profit appropriation. The review shall be based on the results of the preliminary plausibility check performed by the audit committee. The auditor shall participate in the discussion of these documents by the Supervisory Board and shall report on the principal results of the audit, in particular on substantial weaknesses of the internal control and risk management system regarding the accounting process. The Supervisory Board shall adopt the

annual financial statements. It shall resolve upon the recommendation of the Management Board on the profit appropriation and the report of the Supervisory Board to the general meeting of shareholders. The Supervisory Board shall acknowledge the auditor's report pursuant to Sec. 1 para. 4 of the German Act on German Real Estate Stock Corporations with Listed Shares (*Gesetz über deutsche Immobilien-Aktiengesellschaften mit börsennotierten Anteilen* – G-REIT Act) with the REIT statement of the Company. The Supervisory Board also deals with the Company's intra-year financial information.

- 5.5 The Supervisory Board shall assess the effectivity of its activities as well as the activities of its committees once per year. For this purpose, the Supervisory Board shall review in particular the structure, size and composition of its committees, the coordination and cooperation between the committees and the effectivity of its own working methods and procedures; in this context, the Supervisory Board shall determine any necessary improvements and shall make corresponding alterations to the rules of procedure for the Supervisory Board and its committees, if required. In general, every three years the Supervisory Board conducts an external assessment of the effectivity of its work.
- 5.6 The Company shall take out appropriate D&O insurance at its own expense for the benefit of the Supervisory Board members in order to cover the risks of the Supervisory Board members arising from performing their tasks.

## 6. Committees

- 6.1 The Supervisory Board shall establish from among its members
- 6.1.1 an audit committee, which, in particular, deals with the audit of the Company's financial statements and intra-year financial information, accounting and accounting process, risk management, internal control and audit system as well as compliance (the "**Audit Committee**");
  - 6.1.2 a nomination and remuneration committee which, in particular, deals with the appointment of Management and Supervisory Board members, the Management and Supervisory Boards' compensation systems and the ongoing succession planning for the Management and Supervisory Boards (the "**Nomination and Remuneration Committee**"); as well as
  - 6.1.3 such other committees as may be required by law or which it deems necessary to properly fulfil its duties. The Supervisory Board can in particular establish a committee pursuant to Sec. 107 para. 3 AktG for transactions with related parties pursuant to Sec. 111a AktG.
- 6.2 When electing the committee members, the Supervisory Board shall take into account the requirements for the composition of committees as set out in the Profile for the Supervisory Board and, at the same time, appoint a chairman for each committee.

- 6.3 The chairman of a committee shall inform the Supervisory Board of the deliberations and resolutions of the respective committee. The principal results of the work of the committees shall be recorded in the relevant minutes of the Supervisory Board meeting.
- 6.4 Irrespective of the formation and the work of Supervisory Board committees, the Supervisory Board and its members shall remain responsible for their decision-making on the basis of proper information and advice by a committee. To the extent that tasks were transferred to a committee, the Supervisory Board and its members shall be responsible for monitoring the work of the committee. The Supervisory Board shall be entitled at any time for present or future decisions to reassume, in an individual case or permanently, tasks which were transferred to a committee.
- 6.5 The Supervisory Board may determine rules of procedure for the committees including the catalogue of responsibilities. To the extent that the Supervisory Board does not determine the rules of procedure, the committee may adopt its own rules of procedure by resolution. Unless provided otherwise in these rules of procedure for the Supervisory Board or in the rules of procedure for a committee, the rules for the Supervisory Board shall apply for a committee *mutatis mutandis*. The Supervisory Board may override the rules of procedure of a committee by resolution.
- 6.6 Each committee shall have at least three members; they shall constitute a quorum if at least three members, including the chairman of the committee, take part in the voting. In deviation from this rule, mere preparatory or consulting committees shall have at least two members.
- 6.7 The committees shall make their decisions with the majority of the votes cast. In the case of a tie the vote of the chairman of the committee shall have the casting vote.

## **7. Confidentiality Obligation**

- 7.1 The members of the Supervisory Board and other persons participating in the meetings of the Supervisory Board shall keep confidential all confidential matters and secrets of the Company of which they obtain knowledge in the course of their activities in the Supervisory Board. The confidentiality obligation shall continue to exist after the office as a member of the Supervisory Board has come to an end.
- 7.2 Reports which are marked as confidential, financial data which has not yet been published and details of the deliberations, of the course of meetings and of the adoption of resolutions in the Supervisory Board may in no case be disclosed to third parties, unless required by law. In case of doubt as to whether certain information is confidential according to the definition above, the members of the Supervisory Board must consult the chairman of the Supervisory Board prior to disclosing such information to third parties.
- 7.3 With regard to business matters which might affect stock prices and in view of the information regulations in force at various stock exchanges the members of the Supervisory Board should neither issue statements to third parties, nor should they

comment upon rumours or statements made by third parties in respect of such business matters.

- 7.4 The members of the Supervisory Board shall ensure that the persons retained by them for support in exercising their office comply with the confidentiality obligation in the same way.

## **8. Conflicts of Interest**

- 8.1 The Supervisory Board determines the requirements for the independence of its members in the Profile for the Supervisory Board. The number of Supervisory Board members being independent from the controlling shareholder will adequately reflect the participation of a controlling shareholder.
- 8.2 The members of the Supervisory Board must serve the interests of the Company and will not pursue personal interests in their decision-making. Where appropriate, the members of the Supervisory Board shall avoid any activities that could lead to conflicts of interest or are otherwise incompatible with their office as Supervisory Board members. The members of the Supervisory Board shall not use business opportunities to which the Company is entitled for themselves or third parties. The Supervisory Board members must not enter into direct competition with the Group by private investment in real estate. The Supervisory Board members must have no personal service contracts with the Group or a member of the Company's Management Board. Supervisory Board members must not enter into real estate transactions with the Group.
- 8.3 The members of the Supervisory Board shall disclose to the Supervisory Board any existing board memberships at companies with registered seat in Germany and abroad (executive and non-executive) as well as the acceptance and termination of such memberships without undue delay (*unverzüglich*). This shall apply to board memberships at listed companies and to supervisory board mandates or comparable functions at non-listed companies with registered seats in Germany and abroad.
- 8.4 Should any member of the Supervisory Board be accused in criminal proceedings, such member must disclose this circumstance to the Supervisory Board. Any conviction as well as the final and non-appealable conclusion of such proceedings must also be disclosed. This applies *mutatis mutandis* to other investigations and proceedings which are suited to seriously damage the Company's reputation, if the member of the Supervisory Board becomes aware.
- 8.5 For the purpose of disclosure pursuant to Sec. 8.3, 8.4 and 8.7 of these rules of procedure the member shall inform the chairman of the Supervisory Board, who shall decide on appropriate information of the plenary session of the Supervisory Board. In the case of disclosure with regard to the chairman of the Supervisory Board, the latter shall inform his deputy respectively.
- 8.6 If members of the Supervisory Board experience a conflict of interests and are therefore not able to make objective decisions or to otherwise properly fulfil their duties as Supervisory Board members, they will be obliged, in each individual case, to abstain from voting on individual agenda items or, where applicable, to refrain from attending the Supervisory Board meeting in which such items are discussed and voted on.



- 8.7 Each member of the Supervisory Board shall inform the chairman of the Supervisory Board without undue delay (*unverzüglich*) if the member becomes aware that another member of the Supervisory Board has not duly disclosed a (potential) conflict of interest. The chairman of the Supervisory Board shall decide on the further course of action in accordance with the applicable legal provisions.
- 8.8 In particular, pursuant to Sec. 114 AktG, the prior approval of the Supervisory Board is required in respect of consultancy and other service agreements or contracts for work and services (with the exception of labour agreements) concluded between the Company on the one hand and a Supervisory Board member or any third party in which the Supervisory Board member holds interest or serves as a member of the Supervisory Board or management, on the other hand, insofar as these are not already excluded by Sec. 8.2 of these rules of procedure.
- 8.9 In addition, the conclusion by the Company of any other agreement not referred to in Sec. 8.8 of these rules of procedure with an economic value of more than EUR 500,000 or a cumulative value over 12 months of EUR 1,000,000 and concluded with third parties in which a Supervisory Board member holds a not merely insignificant interest or serves as a member of the Supervisory Board or management, shall require the approval of the Supervisory Board.
- 8.10 Members of the Supervisory Board must not in connection with their activities on the Supervisory Board demand, receive promises of, or accept unjustified benefits either for themselves or for third parties, nor offer, promise or grant unjustified benefits to third parties.
- 8.11 The provisions in Sec. 8.2, 8.8, 8.9 and 8.10 shall apply *mutatis mutandis* to the Supervisory Board members' Close Relatives (as defined in Sec. 10.3).

## **9. Obligations Related to the Capital Markets**

- 9.1 Pursuant to Article 14 of the Market Abuse Regulation (Regulation (EU) No 596/ 2014 of the European Parliament and of the Council), the members of the Supervisory Board shall not:
- 9.1.1 engage or attempt to engage in insider dealing;
  - 9.1.2 recommend that another person engage in insider dealing or induce another person to engage in insider dealing; or
  - 9.1.3 unlawfully disclose inside information.
- 9.2 Moreover, pursuant to Article 15 of the Market Abuse Regulation (Regulation (EU) No 596/ 2014 of the European Parliament and of the Council), the members of the Supervisory Board shall not engage in or attempt to engage in market manipulation.
- 9.3 In addition, pursuant to Article 19 of the Market Abuse Regulation (Regulation (EU) No 596/ 2014 of the European Parliament and of the Council), the members of the Supervisory Board as well as persons closely associated with them shall notify the Company and the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) of every transaction conducted on their own

account relating to the shares or debt instruments of the Company or to derivatives or other financial instruments (“**Financial Instruments**”) linked to them promptly and no later than within three business days after the date of the transaction. Irrespective of the respective individual personal obligation of each member of the Supervisory Board, every member shall report his dealings pursuant to sentence 1 as soon as possible and coordinate the preparation and publication of his or her notifications with the Company. Every member of the Supervisory Board will work towards his related parties, which are married partners, registered partners, dependent children, and other relatives of the Supervisory Board member which belong to his household for minimum one year during the time of their dealing (the “**Close Relatives**”), fulfilling their respective obligation in the same way. A related party is also a legal entity, trust or partnership, who is managed by the person or one of its Close Relatives, who is directly or indirectly controlled by such a person, which has been founded in favour of such a person or whose economic interest are mostly in line with those of such a person (the “**Related Party**”). Every member of the Supervisory Board will inform Related Parties of the obligation pursuant to sentence 1 in writing and keep a copy of these documents. A notification of own dealings is only required for these dealings that were executed after the overall volume of EUR 20,000 (without netting) has been reached within one calendar year.

- 9.4 Moreover, the members of the Supervisory Board shall not conduct any transactions on their own account or for the account of a third party, directly or indirectly, relating to the Financial Instruments linked to them during a closed period of 30 calendar days before the publication of a half-yearly financial report and a year-end report or respectively prior to the publication of preliminary results for the annual financial statement (prohibition on trading, so-called “**Closed Period**”).
- 9.5 Trading in Financial Instruments linked to them is also prohibited during the blackout periods of the Company (the “**Blackout Period**”). The Blackout Periods apply from the end of each quarter or business year to the third day following publication of the respective quarterly or annual financial results.
- 9.6 The members of the Supervisory Board and their Related Parties have to comply with the recommendations for trade with Financial Instruments (“**Recommendations for Share Acquisitions**”) as adopted by the Supervisory Board or issued by its chairman.

## 10. Entry into Force, Term

This version of the rules of procedure shall enter into force on March 21, 2022 and shall remain effective until its alteration or cancellation by a respective resolution of the Supervisory Board.