



2022

# INVITATION

to the virtual extraordinary general meeting of  
alstria office REIT-AG on August 31, 2022

# Overview containing information in accordance with table 3 of the annex of the Implementing Regulation (EU) 2018/1212 (“DVO”) for the notification pursuant to Section 125 of the German Stock Corporation Act (“AktG”)

## A. Specification of the message

1. Unique identifier of the event	Virtual extraordinary general meeting of alstria office REIT-AG 2022 (Formal specification according to DVO: 25094810e400ed118130005056888925)
2. Type of message	Notice of annual general meeting (Formal specification according to DVO: NEWM)

## B. Specification of the issuer

1. ISIN	DE000A0LD2U1
2. Name of issuer	alstria office REIT-AG

## C. Specification of the meeting

1. Date of the general meeting	August 31, 2022 (Formal specification according to DVO: 20220831)
2. Time of the general meeting	11:00 hours (CEST) (Formal specification according to DVO: 9:00 hours UTC (Coordinated Universal Time))
3. Type of general meeting	Extraordinary general meeting as virtual general meeting without the physical attendance of shareholders or their proxy representatives (Formal specification according to DVO: XMET)
4. Location of the general meeting	URL to the Company’s shareholder portal for following the general meeting in video and audio and for exercising shareholder rights: <a href="https://alstria.com/investor/#generalmeeting">https://alstria.com/investor/#generalmeeting</a>  Place of the meeting within the meaning of the German Stock Corporation Act (AktG): registered office of the Company, alstria office REIT-AG, Steinstraße 7, 20095 Hamburg, Germany
5. Record Date	August 9, 2022 (cob) (Formal specification according to DVO: 20220809 (cob))
6. Uniform Resource Locator (URL)	<a href="https://alstria.com/investor/#generalmeeting">https://alstria.com/investor/#generalmeeting</a>

## Further information on the notice of the annual general meeting (blocks D through F of table 3 of the annex of DVO)

Further information on participation<sup>1</sup> in the annual general meeting (block D), the agenda (block E) and specification of the deadlines regarding the exercise of other shareholders rights (block F) can be found on the Company’s website at

<https://alstria.com/investor/#generalmeeting>

## Overview of the agenda

1. Amendment of the resolution on the appropriation of the annual net profit for the 2021 financial year to pay a further dividend
2. Amendment of the articles of association

<sup>1</sup> The term “participation” is used here exclusively in the meaning of the DVO and is not identical to “participation” in the meaning of section 118 AktG.

**This is a convenience translation of the original German document which is available under:  
<https://alstria.de/investoren/#hauptversammlung>  
Only the german version is legally binding.**

**alstria office REIT-AG**

**Hamburg**

**ISIN: DE000A0LD2U1**

We hereby invite our shareholders to the extraordinary general meeting of alstria office REIT-AG ("**alstria**" or "**Company**") on

**Wednesday, August 31, 2022, at 11:00 a.m. CEST.**

The general meeting will be held on the basis of a resolution passed by the management board with the approval of the supervisory board as a **virtual general meeting without the physical presence of the shareholders or their proxies** (with the exception of the proxies appointed by the Company). The basis for this decision is section 1 paragraph 2 sentence 1 and paragraph 6 sentence 1 of the German Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID 19 Pandemic dated March 27, 2020, as last amended by article 15 of the Act for the Establishment of a Special Fund "Development Aid 2021" and on the Temporary Suspension of the Insolvency Filing Obligation Due to Heavy Rainfall and Floods in July 2021 as well as to Amend Other Laws of September 10, 2021 ("**COVID 19 Act**"). It is not a virtual general meeting within the meaning of Sec. 118a of the German Stock Corporation Act (Aktiengesetz, "**AktG**") as amended by the Act on the Introduction of Virtual Shareholders' Meetings of Stock Corporations and Amendment of Other Provisions.

The entire virtual general meeting will be broadcast by means of video and audio transmission on the internet for the shareholders of alstria office REIT-AG who have registered in due form and time. Registered shareholders can exercise their voting rights by means of electronic communication (namely by electronic postal vote) and proxy. Registered shareholders will be given the right to ask questions via electronic communication (until August 29, 2022, 24:00 hours CEST). Shareholders who have exercised their voting rights may, in deviation from section 245 number 1 AktG, file an objection to resolutions of the general meeting without having to appear at the general meeting.

Further details can be found in the section "Further information and instructions – Particularities of the virtual general meeting" following the agenda.

The place of the general meeting, where the chairman of the meeting, the notary public certifying the minutes of the meeting and the management board as well as the proxies appointed by the Company are located, is the registered office of the Company, Steinstraße 7, 20095 Hamburg, Germany. The participation of members of the supervisory board may occur, based on a decision taken by the management board with the approval of the supervisory board in accordance with section 1 paragraph 1 and paragraph 6 sentence 1 COVID 19 Act in conjunction with section 118 paragraph 3 sentence 2 AktG, by means of video and audio transmission. Shareholders and their proxies (with the exception of the proxies appointed by the Company) have no right or opportunity to be present at the place of the general meeting.

## Agenda

### 1. Amendment of the resolution on the appropriation of the annual net profit for the 2021 financial year to pay a further dividend

The Company's annual general meeting on June 10, 2022 resolved to use an amount of EUR 7,121,319.88 of the annual net profit generated in the 2021 financial year in the amount of EUR 1,060,000,000.00 to distribute a dividend of EUR 0.04 per no-par value share entitled to dividend and to carry forward the remaining amount of EUR 1,052,878,680.12.

In a publication dated April 8, 2022, the Company had announced its intention to raise debt capital and to use the proceeds for a return of capital to shareholders in the amount of approx. EUR 1 billion in the form of a share buyback or in the form of a special distribution.

In the meantime, the Company has borrowed funds in the amount of approx. EUR 500 million. The proceeds are now to be used for a special distribution to shareholders in the total amount of approx. EUR 500 million.

Against this background, the management board and supervisory board propose to amend the resolution on the appropriation of the annual net profit adopted by the annual general meeting on June 10, 2022 as follows:

Of the amount of EUR 1,052,878,680.12 carried forward to new account in accordance with the resolution of the annual general meeting on June 10, 2022, an amount of EUR 500,272,721.57 shall be used to distribute a further dividend for the financial year 2021 to the shareholders. This results in a further dividend of EUR 2.81 per no-par value share entitled to dividend and the following appropriation of the annual net profit for the 2021 financial year:

#### in EUR

Distribution of a dividend of EUR 0.04 per no-par value share entitled to dividend, as resolved on the annual general meeting on June 10, 2022	7,121,319.88
Distribution of a further dividend of EUR 2.81 per no-par value share entitled to dividend	500,272,721.57
Total distribution	507,394,041.45
Transfer to revenue reserves	0.00
Profit carried forward	552,605,958.55
<b>Annual net profit</b>	<b>1,060,000,000.00</b>

The proposal reflects the 178,032,997 no-par value shares of the Company with dividend entitlement existing at the time of the recommendation. Should the number of no-par value shares carrying dividend rights for the 2021 financial year change before the time the resolution on agenda item 1 is adopted, a correspondingly adjusted resolution proposal will be put to the vote at the general meeting, which will provide for an unchanged further dividend of EUR 2.81 per no-par value share carrying dividend rights for the 2021 financial year as well as correspondingly adjusted amounts for the dividend payout with regard to the further dividend and the total distribution as well as the profit carried forward.

In accordance with section 58 paragraph 4 sentence 2 AktG, the further dividend is due on the third business day following the resolution adopted by the general meeting, i.e. on September 5, 2022.

The Company further intends to take up additional debts in the amount of up to EUR 350 million via unsecured and/or secured financing instruments and to use the proceeds for a return of capital to its shareholders in the amount of a further approx. EUR 500 million in the form of a share buyback in accordance with the existing authorization or – subject to an additional decision by a general meeting of the Company – in the form of a special dividend payment.

### 2. Amendment of the articles of association

Against the background of the adoption of the Act on the Introduction of Virtual Shareholders' Meetings of Stock Corporations and Amendment of Other Provisions, the possibility of holding virtual shareholders' meetings shall be provided for in the Company's articles of association.

The management board and supervisory board therefore propose that the following resolutions be adopted:

2.1. Section 14 of the articles of association is supplemented by the following paragraph 5; the previous paragraph 5 becomes paragraph 6:

"For a period of five years after the entry of this amendment of the articles of association, the management board is further authorized to hold the general meeting without the physical presence of the shareholders or their proxies at the location of the general meeting (virtual general meeting). The management board is authorized to make provisions for the procedure pursuant to sentence 1. Any use of this procedure and the provisions made for it must be announced when the general meeting is convened."

2.2. Section 15 paragraph 2 sentence 2 and 3 of the articles of association is revised as follows by expressly stating that the chairman of the general meeting can limit the shareholder's right to ask follow-up questions in a reasonable manner:

"The chairman may set an appropriate time limit for shareholders' right to speak and ask questions or follow-up questions; this also applies to the virtual general meeting in accordance with Sec. 14 para. 5 of the articles of association. He can, in particular, appropriately determine, at the beginning as well as in the course of the general meeting, the length of the entire general meeting and the time allotted for discussing individual items on the agenda or for any individual questions, follow-up questions or comments."

2.3. Section 15 paragraph 4 of the articles of association is supplemented as follows at the end of the paragraph:

"When holding a virtual general meeting in accordance with Sec. 14 para. 5 of the articles of association, the members of the supervisory board can also participate by way of video and audio transmission; however, this does not apply to the chairman of the meeting if he is a member of the supervisory board."

## Further information and instructions

### Total number of shares and voting rights

As per the date of the convocation of the extraordinary general meeting, the share capital of the Company is EUR 178,032,997.00 and is divided into 178,032,997 no-par value bearer shares. Each of the 178,032,997 no-par value shares entitles the bearer to one vote in the general meeting (section 6 paragraph 1 sentence 2 and section 15 paragraph 3 sentence 1 of the articles of association).

### Time data in this convocation

All time information in this convocation refers to the Central European Summer Time (CEST). With regard to the coordinated universal time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

### Virtual general meeting without physical presence of shareholders or their proxies

Based on the decision of the management board with the approval of the supervisory board pursuant to section 1 paragraph 2 sentence 1 and section 6 sentence 1 COVID 19 Act, the general meeting will be held as a virtual general meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company).

The holding of the general meeting as a virtual general meeting on the basis of the COVID 19 Act leads to some modifications in the course of the meeting and the exercise of shareholders' rights. We therefore ask shareholders to pay particular attention to the following indications on the transmission of the meeting in video and audio, the exercise of voting rights, the right to ask questions and other shareholders' rights.

### Registration for the virtual general meeting and exercise of voting rights

In accordance with section 14 paragraph 2 and 3 of the articles of association, only those shareholders who are Company shareholders at the commencement of the 21st day prior to the general meeting, i.e., **August 10, 2022, 0:00 hours CEST ("Record Date")**, and register for the general meeting are entitled to exercise voting rights. The registration must reach the Company by no later than the expiration of **August 24, 2022, 24:00 hours CEST** at the following address together with a separate proof of shareholdings on the Record Date issued by the custodian bank:

#### Registration office:

alstria office REIT-AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The registration must be made and proof of shareholdings must be provided in text form (section 126b BGB) and must be in German or English. The proof may also be provided by the ultimate intermediary according to section 67c paragraph 3 AktG. Shareholders with registered office abroad may request for information and forms for registration and proof of shareholding in English at **hv@alstria.de**.

After receipt of the registration and the proof of their shareholding by the Company, the shareholders will receive registration confirmations on which the number of their votes is recorded and the required access data for the internet-based general meeting and voting system ("**Shareholder Portal**") is printed.

Normally the custodian banks submit the registration and proof of shareholding on behalf of their customers. To ensure the timely receipt of the registration confirmations, we ask that the shareholders request a registration confirmation for the access to the Shareholder Portal from their custodian banks as early as possible.

## Free disposability of the shares

The voting rights are determined solely according to the shareholdings of the shareholders on the Record Date. The Record Date does not coincide with a vesting period for the availability of the shareholdings for sale. Even if the shareholdings are sold in whole or in part after the Record Date, exclusively the shareholdings of shareholders on the Record Date shall be decisive for the scope of the voting rights; i.e., the sale of shares after the Record Date has no effect on the eligibility to exercise voting rights and the scope of voting rights. This also applies to the purchase of shares after the Record Date. Persons who do not hold any shares as per the Record Date and only later become shareholders are not eligible to vote.

## Particularities of the virtual general meeting

Pursuant to section 1 paragraph 2 sentence 1 and paragraph 6 sentence 1 COVID 19 Act, the management board of alstria office REIT-AG has decided, with the approval of the supervisory board, to hold the extraordinary general meeting of the Company on August 31, 2022 as virtual general meeting.

The holding of the extraordinary general meeting as a virtual meeting without the physical participation of the shareholders or their proxies does not allow for participation in the general meeting within the meaning of section 118 paragraph 1 sentence 2 AktG (participation by way of electronic communication).

The duly registered shareholders and their proxies have the options described in letters a) to d) below to exercise their shareholder rights via the Shareholder Portal.

Shareholders can reach the **Shareholder Portal** at

**<https://alstria.com/investor/#generalmeeting>**

via the link "**Access to the Shareholder Portal**".

Shareholders will access the Shareholder Portal using the access data which they have received with their registration confirmation for the virtual general meeting after having fulfilled the requirements stated in the section "Registration for the virtual general meeting and exercise of voting rights".

### a) Video and audio transmission

Registered shareholders and their proxies can follow the entire virtual general meeting via video and audio transmission on the internet. For this purpose, a webcast is available on the Shareholder Portal on the day of the general meeting from 11:00 hours CEST.

### b) Exercise of voting rights

Registered shareholders and their proxies can only exercise their voting rights by electronic postal vote or by issuing power of attorney with instructions to the proxies appointed by the Company. For this purpose, the functions "Voting by electronic postal vote" and "Issue power of attorney with instructions to the Company proxies" are available on the Shareholder Portal, each **until August 31, 2022 until the start of voting in the virtual general meeting**. For information on the authorization of proxies, see the supplementary information in the section "Procedure for voting by proxy".

### c) Right to ask questions

Registered shareholders and their proxies may ask questions until **August 29, 2022, 24:00 hours CEST**. For this purpose, the function "Ask questions" is available on the Shareholder Portal.

### d) Objection to the resolutions of the general meeting

Registered shareholders and their proxies who have exercised their voting rights in accordance with point b) may, during the general meeting, object to one or more resolutions adopted by the general meeting by waiving the attendance requirement. For this purpose, the function "File objection" is available on the Shareholder Portal during the virtual general meeting.

The Company cannot guarantee that the transmission on the internet and the reception by each registered shareholder (or his or her proxy) will be technically uninterrupted. We therefore recommend that the above-mentioned rights, in particular the exercise of voting rights, be exercised in good time.

## Voting by electronic postal vote

Registered shareholders and their proxies may exercise their voting rights by electronic postal vote. Votes may only be cast via the Shareholder Portal using the function "Voting by electronic postal vote" until **August 31, 2022 until the start of voting at the virtual general meeting**. Up to this point, a voting may also be amended or revoked via the Shareholder Portal. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual general meeting".

## Procedure for voting by proxy

Shareholders can also have their voting rights exercised by a proxy appointed by the Company or any other proxy. In this event, the requirements described in the above section "Registration for the virtual general meeting and exercise of voting rights" must be fulfilled for the respective shares as well.

### **Authorizing proxies appointed by the Company**

We offer our shareholders the option to exercise their voting rights via proxies appointed by the Company. Proxies appointed by the Company may only vote in accordance with expressly given instructions on the individual items on the agenda. Should an individual vote take place on an agenda item with joint proposals, the instructions issued for that item shall apply to each subitem.

The granting of the power of attorney (with instructions) and its revocation require at least text form (section 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in connection with section 126b BGB). Corresponding proxies (with instructions) can be transmitted electronically **via the Shareholder Portal** using the function "Issue power of attorney with instructions to the Company proxies" **until August 31, 2022 until the start of voting in the virtual general meeting**. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual general meeting".

Alternatively, powers of attorney with instructions can be issued to the proxies appointed by the Company using the forms provided by the Company for this purpose. A corresponding proxy and instruction form will be sent to shareholders who have registered in accordance with section 14 paragraph 2 and paragraph 3 of the articles of association as part of the registration confirmation. In this case, the completed forms (as well as any revocation of powers of attorney with instructions) must be sent to the Company by August 30, 2022, 24:00 hours CEST (receipt by the Company), by post or by email to the following address at the latest:

alstria office REIT-AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Email: [alstria-aoHV2022@computershare.de](mailto:alstria-aoHV2022@computershare.de)

Corresponding powers of attorney (with instructions) issued may be amended and revoked electronically via the Shareholder Portal until August 31, 2022 until the start of voting at the virtual general meeting. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual general meeting".

### **Authorizing third-party proxies**

Shareholders may also have their voting rights exercised in the virtual general meeting by a third-party proxy, e.g. the custody bank, a shareholders' association or another third party of their choice. These third-party proxies can also only exercise the voting rights by means of electronic postal voting or by issuing power of attorney with instructions to the proxies appointed by the Company.

The declaration of granting power of attorney may be made either vis-à-vis the proxy or vis-à-vis the Company. The granting of the power of attorney, its revocation and the proof of authorization vis-à-vis the Company require at least text form if neither an intermediary, a shareholders' association, a voting rights advisor nor any other person treated as such pursuant to section 135 paragraph 8 AktG is authorized (section 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in connection with section 126b BGB). These can be transmitted electronically **via the Shareholder Portal** using the "Authorize a third party" function until **August 31, 2022 until the start of voting in the virtual general meeting**. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual general meeting".

Alternatively, powers of attorney may be granted using the forms provided by the Company for this purpose. Shareholders who have registered in accordance with section 14 paragraph 2 and 3 of the articles of association will be sent a proxy form as a part of their registration confirmation. In addition, a corresponding proxy form in German or English can be downloaded from the Company's website at

**<https://alstria.com/investor/#generalmeeting>.**

The statutory provisions, in particular section 135 AktG, shall apply to the authorization of intermediary, shareholders' associations, voting rights advisor or other persons or institutions of equal status in accordance with section 135 paragraph 8 AktG and to the revocation and proof of such authorization. Intermediary, shareholders' associations, voting rights advisor and other persons of equal status pursuant to section 135 paragraph 8 AktG may stipulate special provisions for the procedure for their own authorization. The shareholders are therefore requested to contact their intended proxies in due time with regard to the form of the proxy that the proxies might require.

In this case, the completed forms (as well as any revocation or the provision of evidence of a power of attorney declared to the proxy) must be sent to the Company by post or email to the following address by August 30, 2022, 24:00 hours CEST (receipt by the Company) at the latest:

alstria office REIT-AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Email: [alstria-aoHV2022@computershare.de](mailto:alstria-aoHV2022@computershare.de)

Corresponding powers of attorney issued may be amended and revoked electronically via the Shareholder Portal until August 31, 2022 until the start of voting at the virtual general meeting. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual general meeting".

## **Further information on exercising voting rights**

If proxies and, if applicable, instructions are issued in due time by several means (letter, e-mail, electronically via the Shareholder Portal or pursuant to section 67c paragraph 1 and 2 sentence 3 AktG in conjunction with article 2 paragraph 1 and 3 and article 9 paragraph 4 DVO), and if it is not apparent which was issued last, they will be considered in the following order regardless of the time of receipt: 1. electronically via the Shareholder Portal, 2. pursuant to section 67c paragraph 1 and 2 sentence 3 AktG in conjunction with article 2 paragraph 1 and 3 and article 9 paragraph 4 DVO, 3. by e-mail, and 4. by letter.

Should declarations be received by the same means using more than one form of voting instruction, the following shall apply: Electronic postal votes shall take precedence over the granting of proxy and, if applicable, instructions to the proxies of the Company and the latter shall take precedence over the granting of proxy and instructions to an intermediary, a shareholders' association, a voting advisor pursuant to section 134a paragraph 1 no. 3 AktG and a person equivalent to these pursuant to section 135 paragraph 8 AktG.

The last revocation of a declaration received in due time shall be decisive.

## **Rights of the shareholders**

### ***Requests for additions to the agenda in accordance with section 122 paragraph 2 AktG***

Shareholders whose combined shares amount to 20 % of the share capital or make up a prorated amount of at least EUR 500,000.00 (corresponds to 500,000 shares) may request pursuant to section 122 paragraph 2 AktG that items be placed on the agenda and published. A justification or resolution proposal must be enclosed for each new item. The request is to be directed to the management board of the Company in written form (section 126 BGB). Such request, together with the proof that the shareholders hold the minimum number of shares, must be received by the Company by no later than 30 days prior to the meeting (the day of receipt is not to be counted), i.e., by **July 31, 2022 at 24:00 hours CEST** at the latest.

Any requests for additions must be sent to the following address:

alstria office REIT-AG  
- Management Board -  
Reference: Motions for the Extraordinary General Meeting 2022  
Steinstraße 7  
20095 Hamburg  
Germany

A confirmation from the custodian bank is sufficient as proof of share ownership.

Unless already published with the convocation, any additions to the agenda which need to be published will be published without undue delay (unverzüglich) upon receipt of the request in the German Federal Gazette (Bundesanzeiger) and provided to those media for publication where it can be assumed that the information will be broadcasted throughout the entire European Union. Such additions will also be published on the Company's website at

**<https://alstria.com/investor/#generalmeeting>**

and communicated to the shareholders in accordance with section 125 paragraph 1 sentence 3 AktG.

### ***Counter motions und nominations, sections 126 paragraph 1, 127 AktG***

Pursuant to section 126 paragraph 1 AktG, each shareholder is entitled to send counter motions to the proposed resolutions regarding the items of the agenda. If the counter motions are to be made accessible by the Company, such must be received by the Company together with proof of capacity as shareholder no later than by 14 days prior to the meeting, i.e., by **August 16, 2022 at 24:00 hours CEST**, at the following address:

alstria office REIT-AG  
Reference: Motions for the Extraordinary General Meeting 2022  
Steinstraße 7  
20095 Hamburg  
Germany  
Email: hv@alstria.de

Counter motions addressed otherwise will not be made accessible. Subject to section 126 paragraph 2 and 3 AktG, counter motions of shareholders which are to be made accessible will be published on the Company's website at

**<https://alstria.com/investor/#generalmeeting>**

together with the name of the shareholder and the potential justification and any potential position of the administration on such counter motion. Counter motions are to be submitted in German. If they are meant to be published in English as well, a translation is to be enclosed.

Pursuant to section 127 AktG, these provisions apply analogously to a shareholder's proposal to elect supervisory board members or auditors. In addition to the grounds specified in section 126 paragraph 2 AktG, the management board does not have to make a proposal accessible inter alia if the proposal does not contain the name, profession, and residence of the candidate. Nominations for the election of supervisory board members also do not have to be made accessible if no information is included regarding the nominated supervisory board candidate's membership in other supervisory boards to be established pursuant to statutory law within the meaning of section 125 paragraph 1 sentence 5 AktG.



Pursuant to section 1 paragraph 2 sentence 3 of the COVID 19 Act, a countermotion or election proposal to be made accessible pursuant to sections 126 paragraph 1 through 3, 127 AktG shall be deemed to have been made at the virtual general meeting if the shareholder making the motion or submitting the election proposal has duly legitimized and registered for the general meeting. The right of the chairman of the meeting to vote first on the proposals made by the management remains in principle unaffected. If the proposals made by the management are then accepted with the necessary majority, the counterproposals or (deviating) election proposals will be rendered obsolete.

***Right to information or right to ask questions by electronic means of communication, section 131 paragraph 1 AktG, section 1 paragraph 2 COVID 19 Act***

Pursuant to section 131 paragraph 1 AktG, the management board is to provide each shareholder information regarding the matters of the Company upon request, provided such information is necessary to duly assess an item of the agenda and the management board has no right to decline to provide the requested information. The management board's duty to provide information also extends to the legal and business relations of alstria office REIT-AG with its affiliates. The duty to provide information in addition also concerns the situation of the alstria group and the companies included in the consolidated annual financial statements of alstria office REIT-AG.

Since the extraordinary general meeting on August 31, 2022 will be held as a virtual meeting and physical presence of shareholders is excluded, shareholders will not be able to request information about the Company's affairs within the meaning of section 131 paragraph 1 AktG from the management board at the place of the general meeting; the proxies appointed by the Company will not be available for this purpose either. For this reason, shareholders must be given the right to ask questions by electronic means of communication in accordance with section 1 paragraph 2 sentence 1 number 3 of the COVID 19 Act.

The management board has decided, with the approval of the supervisory board, in accordance with section 1 paragraph 2 sentence 1 number 3, sentence 2, paragraph 6 sentence 1 COVID 19 Act, that the registered shareholders and their proxies may submit their questions to the Company until **August 29, 2022, 24:00 hours CEST** via the Shareholder Portal using the function "Ask questions". For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual general meeting".

The management board will decide how to answer the questions, according to its own dutiful and free discretion. When questions are answered during the virtual general meeting, the name of the shareholder submitting the question will be disclosed only (insofar as individual questions are answered) if the shareholder expressed his/her consent to and desire for a disclosure of his/her name when submitting the question. The same applies to any advance publication of questions and, if applicable, answers on the Company's website prior to the general meeting. In this case, too, the names of the questioner will be disclosed only if he/she expressed his/her consent to and wish for a disclosure of his/her name when submitting the question.

***Possibility of appealing against resolutions of the virtual general meeting, section 1 paragraph 2 COVID 19 Act***

Registered shareholders and their proxies who have exercised their voting rights by electronic postal vote or by authorizing the proxies appointed by the Company are given the opportunity to object to resolutions of the general meeting in accordance with section 1 paragraph 2 sentence 1 number 4 of the COVID 19 Act during the general meeting. Such declarations can be submitted via the Shareholder Portal using the "File objection" function **from the opening of the virtual general meeting until its closing by the chairman of the meeting**. For access to the Shareholder Portal, please note the above information in the section "Particularities of the virtual general meeting".

***Further elaborations***

Further elaborations regarding the rights of the shareholders in accordance with sections 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 AktG and section 1 paragraph 2 of the COVID 19 Act can be downloaded on the Company's website at

**<https://alstria.com/investor/#generalmeeting>**.

**Website via which information pursuant to section 124a AktG is accessible, voting results and confirmation of the voting count**

This convocation of the extraordinary general meeting, the documents to be made available to the general meeting on the Company's website pursuant to section 124a AktG, motions by shareholders and other information in connection with the general meeting shall be made available as soon as possible after the general meeting has been convened via the Company's website at

**<https://alstria.com/investor/#generalmeeting>**

After the general meeting, the voting results will be announced at the same internet address.

Confirmation of the vote count in accordance with section 129 paragraph 5 AktG can be requested by those voting within one month of the date of the general meeting at the Email address **hv@alstria.de**.

## Information regarding data protection

The protection of personal data of shareholders, shareholder representatives and guests who register to attend the general meeting of alstria office REIT-AG and/or who participate in it ("**AGM Participants**") is very important to us. With the following information we advise AGM Participants about the processing of their personal data in connection with the preparation, execution and follow-up of the general meeting.

### Who is responsible for data processing?

Data controller pursuant to Art. 4 paragraph 7 of the General Data Protection Regulation ("**GDPR**") is:

alstria office REIT-AG  
- Management Board -  
Steinstraße 7  
20095 Hamburg  
Germany  
Email: info@alstria.de  
Tel. No.: +49 (0) 40 226 341 300

### How can the data protection officer be reached?

AGM Participants can contact the data protection officer of alstria office REIT-AG as follows:

alstria office REIT-AG  
- Data Protection Officer -  
Steinstraße 7  
20095 Hamburg  
Germany  
Email: dataprotection@alstria.de  
Tel. No.: +49 (0) 40 226 341 300

### What personal data are processed?

As part of the preparation, execution and follow-up of the general meeting, the following categories of personal data of shareholders are processed:

- First name and last name
- Contact data (e.g. address, email address)
- Share related data (e.g. number of shares, type of ownership)
- General meeting related data (e.g. number of registration confirmation and, where appropriate, instructions)
- Participation behavior related data (e.g. voting behavior and, where appropriate, information about requests for additions to the agenda, motions, nominations and requests for information)
- if applicable, email address (e.g. when contacting us or requesting the dispatch of business documents to be made available)
- Access data for the Shareholder Portal.

If shareholders have appointed a third party to exercise their voting rights, personal data of the proxy (in particular first and last name as well as place of residence of the proxy) are also processed. Shareholders are requested to expressly point this out to the proxies.

Concerning guests of the general meeting, information about their first and last names, contact data (in particular address, email address) and, if applicable, the company for which they work are processed.

### For what purposes are personal data processed and on what legal basis is data processing based?

Personal data are used to handle the registration and participation of AGM Participants (e.g. verification of eligibility) and to enable the shareholders to exercise their rights (e.g. request to speak and voting) at the general meeting (including the issuing, revocation and proof of proxies and instructions).

Pursuant to section 129 paragraph 1 sentence 2 AktG, a list of the shareholders present or represented and the shareholder representatives must be drawn up at the general meeting, stating their name and place of residence as well as the number of shares represented by each shareholder and their type.

In addition, personal data of the AGM Participants may also be processed to fulfill additional statutory obligations, such as regulatory requirements as well as obligations under corporate, commercial and tax law-related requirements to retain data.

The processing of personal data of the AGM Participants is therefore absolutely necessary for the proper preparation, execution and follow-up of the general meeting and is only carried out to the extent necessary to achieve the respective purpose.

The legal basis for the processing of personal data at the general meeting is Art. 6 paragraph 1 lit. c) GDPR.

In addition, personal data is also processed to safeguard legitimate interests in the sense of Art. 6 paragraph 1 lit. f) GDPR. This applies in particular in relation to questions submitted in accordance with section 1 paragraph 2 sentence 1 number 3 COVID 19 Act in conjunction with the specifications in the invitation to the general meeting. When the shareholder has asked a question and the shareholder has agreed expressly to the mention of his/her name, his/her name will be mentioned based on his consent in the sense of Art. 6 paragraph 1 lit. a) GDPR. His/her name will only be mentioned if he did not withdraw his/her consent before.

### **Which recipients receive personal data?**

The data of the AGM Participants are processed by the employees of alstria office REIT-AG which are involved in the organization of the general meeting. In addition, we partly employ different external service providers (and their subcontractors) for preparation, execution and follow-up of the general meeting (general meeting service providers, IR service providers and consultants as well as the notary keeping the minutes) which have their residence in the European Economic Area (EEA) or meet the requirements of the provisions of Chapter 5 of the GDPR for the transfer of personal data to third countries. The service providers will only receive personal data that is necessary for the performance of the service ordered.

If a shareholder requests that items be placed on the agenda, alstria office REIT-AG will publish these items stating the name of the shareholder, provided that the conditions are met in accordance with the provisions of the German Stock Corporation Act (sections 122 paragraph 2, 126 paragraph 1, 127 AktG). Similarly, alstria office REIT-AG will make counter-motions and election proposals by shareholders available on its website stating the name of the shareholder in accordance with the provisions of the German Stock Corporation Act (sections 122 paragraph 2, 126 paragraph 1, 127 AktG).

AGM Participants may access data out of the list of participants during the meeting and shareholders may access the data for up to two years thereafter (section 129 paragraph 4 AktG).

In addition, we may transmit personal data of the AGM Participants to authorities who process the data on their own responsibility (e.g. to supervisory authorities due to legal regulations).

It is not intended to transfer personal data to countries outside Europe (i.e. outside the EEA).

### **From which sources do the data come from?**

To the extent personal data have been provided by the shareholders in the course of the registration for the general meeting, alstria or the service providers engaged will normally receive the personal data of the shareholders via the registration office from the credit institutions of the shareholders, who have been entrusted with the custody of the shares of the Company (so-called custodian banks). In addition, alstria or the service providers engaged may receive personal data from the AGM Participants (e.g. when filing motions).

As far as participation behavior related data is concerned, such as requests for information or motions, these personal data are provided by the AGM participants themselves.

### **How long are the personal data stored?**

As a rule, personal data are deleted as soon as they are no longer required for the aforementioned purposes and statutory evidence and retention obligations do not require us to store them any longer. Corresponding evidence and/or retention obligations result in part from the German Stock Corporation Act (Aktengesetz), the German Commercial Code (Handelsgesetzbuch) and the German Fiscal Code (Abgabenordnung). For the data collected in connection with general meetings, the retention period is regularly up to three years. Further evidence and/or retention obligations result from the German Commercial Code and the German Fiscal Code, pursuant to which the evidence and/or retention period can amount to up to ten years.

### **Does automated decision-making occur in individual cases (including profiling)?**

We do not employ any automated decision-making process or profiling pursuant to Art. 22 GDPR.

### **What rights do those affected have?**

Affected parties may contact the Company's data protection officer at any time by sending an informal message using the above contact details to exercise their rights under the GDPR. As far as the requirements pursuant to applicable law are met, those affected in particular have the following rights:

- Provision of access to the personal data concerning the affected person as well as the receipt of a copy of the processed data in accordance with Art. 15 GDPR
- Rectification of incorrect personal data and completion of incomplete personal data, Art. 16 GDPR
- Deletion of personal data, if the legal requirements are met, in particular if they are no longer required for the aforementioned purposes, Art. 17 GDPR
- Limitation processing personal data if the legal requirements are met, Art. 18 GDPR
- Withdrawal of consent, Art. 7 paragraph 3 GDPR (e.g. via email to [dataprotection@alstria.de](mailto:dataprotection@alstria.de))
- Lodge a complaint with a data protection authority at the choice of the affected person (e.g. the data protection authority competent for alstria:

Der Hamburgische Beauftragte für Datenschutz und Informationsfreiheit, Ludwig-Erhard-Str. 22, 7. OG, 20459 Hamburg, Germany, tel.: +49 (0) 40 428 54 – 4040, e-mail: [mailbox@datenschutz.hamburg.de](mailto:mailbox@datenschutz.hamburg.de)), Art. 77 GDPR

The Company must process personal data of the AGM Participants in order to enable them to exercise their rights at the general meeting. If an AGM Participant for example does not provide his/her personal data, he/she may no longer be able to exercise his/her rights related to the general meeting.

Hamburg, July 2022

The management board



# BUILDING YOUR FUTURE

**alstria office REIT-AG**

[www.alstria.com](http://www.alstria.com)

[info@alstria.de](mailto:info@alstria.de)