

A. CORPORATE GOVERNANCE STATEMENT

In this statement, the Management Board and Supervisory Board of alstria office REIT-AG (“alstria” or “Company”) report on the corporate governance at the Company pursuant to Sections 289f and 315d of the German Commercial Code (*Handelsgesetzbuch*, HGB) and as prescribed in Principle 23 of the German Corporate Governance Code (“Code”).

I. MANAGEMENT BOARD AND SUPERVISORY BOARD

The German stock corporation is legally required to have a dual management system, which provides a strict personnel and functional separation between the Management Board as the management body, and the Supervisory Board as the monitoring and advising body. Within this dual management system, the Management Board and Supervisory Board cooperate closely and faithfully in the Company’s interest.

1. MANAGEMENT BOARD

The Management Board is responsible for managing the enterprise in its own best interests. In particular, the Management Board develops the enterprise’s strategy, coordinates it with the Supervisory Board and ensures its implementation. Furthermore, the Management Board ensures an appropriate internal control and risk management system as well as the observation of legal provisions and internal guidelines and works towards their observance in the enterprise (Compliance).

The Company’s Articles of Association stipulate that alstria’s Management Board consists of one or more members. The Supervisory Board appoints the members of the Management Board and determines their number.

Management Board members are jointly responsible for the management of the Company. Fundamental matters or financially significant material matters stipulated by law, by the Articles of Association or by the rules of procedure for the Management Board, are decided by the Management Board as a whole. Resolutions of the Management Board are passed by a simple majority, whereby a unanimous vote shall generally be sought.

Significant business transactions stipulated in the rules of procedure for the Management Board require the approval of the Supervisory Board. The Supervisory Board’s approval is required, for example, for the acquisition or disposal of real estate property and for the conclusion of new financing agreements with a consideration or volume of more than EUR 30 million, or for modernization measures not included in the budget approved by the Supervisory Board and exceeding a total annual amount of EUR 2 million. Furthermore, transactions with related parties pursuant to Section 111 b para.1 of the German Stock Corporation Act (*Aktiengesetz*, AktG) require the approval of the Supervisory Board.

The Management Board provides the Supervisory Board regularly and promptly with comprehensive information on all issues relevant to the Company and the Group relating to questions of the strategy,

the development of the business and financial position of the Company, planning, material business transactions as well as on the risk position, risk management and compliance of the Company. At least once a year, the Management Board reports on the planned business policy and on other fundamental issues of corporate planning for the Company and the Group. At least quarterly, the Management Board reports on the state of business, in particular sales revenues and income, material accounting indicators, REIT and EPRA indicators and the development of the net assets, financial position and results of operations. The work of the Management Board, the reporting and information obligations to the Supervisory Board and the transactions requiring Supervisory Board approval are detailed in the rules of procedure for the Management Board.

In financial year 2022, the Management Board of alstria office REIT-AG was composed of the following members:

Member		Term of office (in years)	Appointed until
Olivier Elamine	Chief Executive Officer	16	31.12.2027
Alexander Dexne	Chief Financial Officer	15	31.12.2022

Alexander Dexne's appointment as member of the Management Board ended at the close of December 31, 2022.

The Management Board's members are committed to the Company's interest and do not pursue personal interests in their decisions or take advantage of business opportunities to which the Company is entitled. They must immediately disclose any conflicts of interest to the Chair of the Supervisory Board. In particular, a member of the Management Board shall not directly compete with the Company through private real estate investments; real estate transactions between the Company and a member of the Management Board are forbidden. Major business transactions between the Company on the one hand and a Management Board member, related parties, companies or associations within the meaning of Section 111a AktG on the other hand, require the Supervisory Board's approval. All such transactions must be concluded under customary commercial conditions. A Management Board's member requires the Supervisory Board's approval to conduct secondary activities, particularly memberships in supervisory boards of companies not affiliated with the Group.

The members of alstria's Management Board had no conflicts of interest in the reporting period. There were also no agreements or transactions between the Company and members of the Management Board and related parties. With the approval of the Supervisory Board, Management Board members sit on boards of companies outside the Group. A list of the memberships of the Management Board members in supervisory boards of listed companies or companies with comparable requirements pursuant to Section 285 No. 10 HGB can be found on page 152 of the Company's Annual Report.

The compensation of the members of the Management Board is presented in the Remuneration Report on pages 193 to 214 of the Company's Annual Report. The Remuneration Report, together with the other documents required by Section 289 f HGB, is also available on the Company's website at www.alstria.com → Company → Corporate Governance → Remuneration.

2. PROFILE FOR THE MANAGEMENT BOARD

The Supervisory Board appoints and dismisses the members of the Management Board and, with the support of its Nomination and Remuneration Committee and the Management Board, ensures long-term succession planning. The Supervisory Board strives for a Management Board composition that ensures that all the knowledge, skills and experience necessary to best manage the Company are available on the Management Board. Therefore, with due consideration of alstria's specific situation, on March 21, 2022 the Supervisory Board last established this profile of skills and expertise and diversity concept with targets for the composition of the Management Board (**Profile for the Management Board**), pursuant to Section 289 f HGB, Section 76 para. 3 AktG and to the German Corporate Governance Code.

The Company's Articles of Association provide that the Management Board shall consist of one or more members. The Supervisory Board decides on the exact number of Management Board members, the Management Board's individual staffing and the Management Board's chairman. Acting members of the Management Board will only be reappointed more than one year before the end of their term of office and their current appointment terminated at the same time, if there are special circumstances.

2.1. Requirements for all management board members

All Management Board members shall have the personal qualification for being a member on the Company's Management Board and shall each meet the legal as well as the following requirements:

- a managerial mindset,
- integrity,
- a capacity for interaction and teamwork,
- leadership skills and persuasive power,
- communication skills,
- an ability to balance risk appetite and risk avoidance,
- relevant education and sufficient professional experience and
- an age of up to 65 years, as a general rule.

2.2. Requirements for the entire Management Board

Viewed as a whole, the members of the Management Board shall have all knowledge, skills and experience needed. In particular, at all times at least one Management Board member shall have due / be duly:

- expertise regarding real estate management (ideally in the management of office properties, acquired in a comparable company);
- knowledge of the German real estate market;
- skills in the sectors real estate transactions, asset management/letting, project development, real estate valuation and all other relevant business divisions;
- experience in defining, setting and executing corporate strategy and an ability to implement profound change and ensure good communication;

- familiarity with the requirements concerning corporate governance and investor communication, gained within a listed company (ideally with a comparable market capitalization);
- experience in leadership and corporate management (ideally acquired in a comparable company) and
- experience in corporate finance and capital markets (ideally acquired in a comparable company).

The composition of the Management Board shall also reflect internationality in terms of diverse cultural backgrounds and international experience of the Management Board members.

2.3. Diversity

- The members of the Management Board shall complement one another in terms of their backgrounds, professional experience and expertise in order to let the leadership benefit from diverse sources of experience, skills and points of view on corporate challenges.
- In the recruitment process, the candidates are treated neutrally in terms of sex and age and will be assessed according to their qualifications.

2.4. Status of implementation

In its current composition, the Management Board meets all the requirements of the Profile for the Management Board.

3. SUPERVISORY BOARD

The Supervisory Board supervises and advises the Management Board in the management of the enterprise. Supervision and advice also include sustainability issues, in particular. The Supervisory Board reviews the annual and consolidated financial statements along with the combined management report of alstria, adopts the annual financial statements and approves the consolidated financial statements and the combined management report. It examines the proposal for the profit appropriation and, with the Management Board, submits it to the Annual General Meeting for resolution. On the substantiated recommendation of the Audit Committee, the Supervisory Board proposes the auditors for election by the Annual General Meeting. After the corresponding resolution is passed by the Annual General Meeting, the Audit Committee awards the contract to the auditors and monitors the audit of the financial statements together with the independence and quality of the auditors. Details of the activities of the Supervisory Board in the reporting year are contained in the report by the Supervisory Board on pages 167 to 174 of the Company's Annual Report.

In accordance with the Company's articles of association, the Supervisory Board consist of six members, which are generally elected by the Annual General Meeting. The Company's Supervisory Board is composed exclusively of shareholder representatives.

The Supervisory Board elects a Chair and a Deputy Chair from among its members. The Chair of the Supervisory Board coordinates the Supervisory Board's activities, chairs its meetings and represents its interests externally. The Chair maintains regular contact with the Management Board and discusses strategy, planning, business development, the risk situation, risk management and corporate compliance with it. The Management Board immediately informs the Chair of important events that are of material significance for assessing the situation as well as for development and management. If necessary, the Chair then informs the Supervisory Board and, when appropriate, convenes a Supervisory Board meeting.

Supervisory Board resolutions are adopted through a majority of votes by the Supervisory Board members as specified in the Articles of Association, unless otherwise required by law. Resolutions are generally passed at ordinary or extraordinary meetings. Supervisory Board members may attend Supervisory Board meetings in person or via telephone, videoconference, or similar audiovisual means. The Supervisory Board also meets regularly without the Management Board. Supervisory Board resolutions may also be adopted outside of meetings by means of written, telephonic or electronic communication if the Chair permits it for an individual case.

All Supervisory Board members are committed to the Company's interests and do not pursue personal interests in their decisions or take advantage of business opportunities to which the Company is entitled. Conflicts of interest must be disclosed to the Chair of the Supervisory Board without delay. In the case of resolutions for which a conflict of interest exists, the Supervisory Board member concerned abstains from voting. Members of the Supervisory Board shall not directly compete with the Company through private real estate investments; real estate transactions between the Company and members of the Supervisory Board are forbidden. Significant transactions between the Company on

the one hand and members of the Supervisory Board, related parties, companies or associations within the meaning of Section 111a AktG on the other hand require the approval of the Supervisory Board. In the reporting period, there were no conflicts of interest involving members of alstria's Supervisory Board and there were also no agreements on transactions between the Company on the one hand and members of the Supervisory Board and related parties on the other.

Supervisory Board members ensure that they have sufficient time to perform their duties. The members of the Supervisory Board observe the overboarding rules as defined in the Code. The Supervisory Board regularly assesses the effectiveness of the work of the full Supervisory Board and its committees. The last self-assessment has been conducted with very positive results in the 2021 financial year by means of online questionnaires.

More detailed information on the individual members of the Supervisory Board can be found on the Company's website, which contains the member's curricula vitae and an overview of their main activities in addition to their Supervisory Board mandate. A list of the memberships of the Supervisory Board members on supervisory boards or similar supervisory bodies of non-Group companies in accordance with Section 285 no. 10 of the HGB can also be found in the annual report on pages 153 to 154 of the Company's Annual Report. The rules of procedure for the Supervisory Board can also be viewed on the Company's website.

The compensation paid to the individual Supervisory Board members is presented in the Remuneration Report on pages 210 to 212 of the Company's Annual Report. The Remuneration Report, together with the other documents required by Sec. 289 f of the HGB, is also available on the Company's website at www.alstria.com → Company → Corporate Governance → Remuneration.

4. SUPERVISORY BOARD COMMITTEES

To manage its tasks efficiently, the Supervisory Board has currently two standing committees from among its members: an Audit Committee and a Nomination and Remuneration Committee. Both committees have their own rules of procedure, which further regulate the committee's affairs, tasks and decision-making powers, where appropriate.

The Supervisory Board reports on the activities of its committees' work during the 2022 financial year in its report to the Annual General Meeting on pages 172 to 173 of the Company's Annual Report.

4.1. Audit Committee

The Audit Committee deals with the Company's accounting and accounting process, risk management, internal control and audit system and compliance. In addition, the Audit Committee deals with the audit of the financial statements, in particular the selection, independence and qualification of the auditors and the additional services provided by the auditors, the issuing of the corresponding audit engagement, the determination of focal points of the audit, the fee agreement and the assessment of the audit's quality. From January 1 to February 28, 2022, the Audit Committee consisted of Marianne Voigt as Chair as well as Benoît Hérault and Dr. Frank Pörschke as additional members. From

March 21, 2022, the Audit Committee consisted of Becky Worthington as Chair as well as Brad Hyler and Dr. Frank Pörschke as additional members.

4.2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee deals with the preparation of the resolutions of the full Supervisory Board on the appointment and dismissal of Management Board members (including the preparation of the Profile for the Management Board), on the Management Board's compensation system and the total compensation of individual Management Board members, on the target figures for the proportion of women on the Management Board and Supervisory Board, and on the rules of procedure for the Management Board. The Nomination and Remuneration Committee deals with ongoing succession planning for the Management Board and decides on the conclusion, amendment, extension and termination of Management Board employment contracts, on the content of contracts (with the exception of compensation), and on the approval of certain other activities of Management Board members. Finally, the Nomination and Remuneration Committee prepares the Supervisory Board's resolution on election proposals to the Annual General Meeting for suitable Supervisory Board members (including the Profile for the Supervisory Board) and on determining the compensation for the Supervisory Board, and it deals with any insider information that falls within the Supervisory Board's remit. From January 1 to February 28, 2022 the Nomination and Remuneration Committee comprised Dr. Johannes Conradi as Chair as well as Benoît Héroult and Elisabeth Steeman as further members. From March 21, 2022 the Nomination and Remuneration Committee comprised Brad Hyler as Chair as well as Elisabeth Steeman and Jan Sucharda as further members.

4.3. Further Committees

As a result of the changes in the composition of the Supervisory Board following the takeover of the Company by Alexandrite Lake Lux Holdings S.à r.l., the Supervisory Board reduced the number of its standing committees from March 21, 2022 in order to reduce complexity. Consequently, the Finance and Investment Committee, having dealt in particular with the approval of the Supervisory Board regarding financing agreements and acquisitions or disposals of real estate properties with a volume between EUR 30 million EUR 100 million as well as the ESG Committee, having dealt with environmental social governance issues, were terminated. The issues previously dealt with in the terminated committees are since then dealt with by the full Supervisory Board. The Finance and Investment Committee comprised Richard Mully as Chair as well as Dr. Frank Pörschke and Elisabeth Steeman as further members and the ESG Committee comprised Dr. Johannes Conradi as Chair as well as Richard Mully and Marianne Voigt as further members.

From March 21 to December 31, 2022, the Supervisory Board had a Special Committee Finance which was authorized to deal with approvals regarding the issuance of a corporate bond and the conclusion of a financing agreement. The Special Committee comprised Brad Hyler as Chair as well as Jan Sucharda and Becky Worthington as further members.

5. 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, on December 5, 2022 the Supervisory Board has last 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 HGB and the Code. Thereby, the Supervisory Board has especially considered alstria's specific situation and shareholder structure.

5.1. 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
- Age of up to 70 years, as a rule

5.2. 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, including such regarding sustainability issues relevant to the Company.
- Viewed as a whole, the members must be familiar with the real estate sector.
- 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 (. At least one further member shall have gained special expertise and experience in the auditing of annual statements.
- 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.

5.3. 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 two years before its appointment;
- has, or had within the year 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;
- 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;

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.

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:

- The number of members of the Supervisory Board that shall be independent from a controlling shareholder is determined taking into consideration the relative ownership of such shareholder as well as the legal requirements for independence in the committees.
- 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. The Chair of the **Audit Committee** shall be independent from the Company and its Management Board and from a controlling shareholder.
- The Chair of the **Nomination and Remuneration Committee** shall be independent from the Company and its Management Board.

5.4. Succession planning and 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 chooses the candidates whom it recommends to the Annual General Meeting for an election as follows: Whenever a Supervisory Board members' office term comes to an end, the Supervisory Board 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. The Supervisory Board 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 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.

5.5. Status of implementation

The profile of skills and expertise and diversity concept with targets for the composition of the Supervisory Board is taken into account in the election proposals to the Annual General Meeting as well as into any application to judicial appointment of Supervisory Board members, with care being taken to ensure that the profile is met for the Supervisory Board as a whole. This was most recently the case for the following personnel changes in the Supervisory Board:

Following the takeover of the Company by Alexandrite Lake Lux Holdings S.à r.l., Dr. Johannes Conradi, Benoît Hérault, Richard Mully and Marianne Voigt resigned as members of the Company's Supervisory Board with effect from February 28, 2022. At the Company's request Brad Hyler, Jan Sucharda, Karl Wambach and Becky Worthington were appointed by the Hamburg Local Court as members of the Supervisory Board of the Company with effect from March 1, 2022 and elected by the Annual General meeting on June 10, 2022 as members of the Supervisory Board until the end of the Annual General Meeting in 2023, or 2027, respectively.

The current composition of the Supervisory Board meets all the objectives set out in the Profile for the Supervisory Board. In the opinion of the Supervisory Board, all current members of the Supervisory Board are independent from the Company and its Management Board. Furthermore, all current members of the Supervisory Board are independent from the controlling shareholder, except for Brad Hyler, Jan Sucharda and Karl Wambach, who each have a business relation with Brookfield, the controlling shareholder of alstria. Brad Hyler also belongs to the governing bodies of Brookfield.

Having held the position as CFO at various companies for many years, Becky Worthington (as Chair of the Audit Committee) has professional expertise in the fields of accounting and auditing, namely special knowledge and experience in the application of accounting principles and internal control and risk management systems as well as special knowledge and experience in the auditing of financial statements, including sustainability reporting and its audit and assurance.

Having been a CEO of several companies, Dr. Frank Pörschke has professional expertise in the field of accounting, namely special knowledge and experience in the application of accounting principles and internal control and risk management systems, including sustainability reporting.

Status of implementation of the Profile for the Supervisory Board:

	Brad Hyler ¹⁾	Jan Sucharda	Dr. Frank Pörschke	Elisabeth Stheeman	Karl Wambach	Becky Worthington ²⁾
<i>Year of birth</i>	1978	1960	1965	1964	1980	1971
<i>Term of office in years³⁾</i>	1	1	2	2	1	1
<i>Appointed until</i>	2027	2027	2024	2024	2023	2023
Diversity						
Gender	m	m	m	f	m	f
Nationality	US-American	Canadian	German	German & British	German & American	British
Independence						
Term of office for more than 12 years ⁴⁾	no	no	no	no	no	no
Personal relationship with Management Board ⁵⁾	no	no	no	no	no	no
Material business relationship ⁶⁾	no	no	no	no	no	no
Relationship with controlling shareholder ⁷⁾	yes	yes	no	no	yes	no
Knowledge and experience						
Industry background	Real Estate	Real Estate	Real Estate	Finance	Real Estate	Real Estate
Real estate sector	X	X	X	X	X	X
Financial expert accounting	X		X	X		X
Financial expert audit						X
ESG			X	X		X

¹⁾ Chair of Supervisory Board and Nomination and Remuneration Committee

²⁾ Chair of Audit Committee

³⁾ until the close of the Annual General Meeting in the respective financial year

⁴⁾ Relating to the Supervisory Board member and his/her close relatives

⁵⁾ Former member or close relative of a member of alstria's Management Board, relating in each case to the Supervisory Board member and his/her close relatives

⁶⁾ With alstria or a member of the Management Board, directly or as a shareholder or in a responsible function of a company outside the Group, currently or within the year up to his/her appointment, relating in each case to the Supervisory Board member and his/her close relatives

⁷⁾ Member of the executive governing body of controlling shareholder and /or business or personal relationship with controlling shareholder, relating in each case to the Supervisory Board member and his/her close relatives

II. WOMEN IN LEADING POSITIONS

Employees and their development within the Company are of central importance for society to achieve sustainable success. When filling management positions in the Company, the Management Board strives for a high level of diversity among employees and a high proportion of female managers. The Management Board determined a target figure of at least 30 % for the proportion of women in the first management level below the Management Board (Head of Departments) in accordance with Section 76 para. 4 AktG. This target figure will apply until December 31, 2026 and has been achieved with 33.3 % as of December 31, 2022. Due to the lack of an additional management level with decision-making competence and budget responsibility, there was no need to determine a target figure for women's participation at the second management level.

The Supervisory Board set a target figure of at least 30 % for the proportion of women on the Supervisory Board which will apply until December 31, 2024. This target was reached at 33.3 % as of December 31, 2022. The target for the proportion of women on the Management Board was set to at least 30% and will apply until December 31, 2024. This target was not reached as of December 31, 2022 as the appointments of the Company's CEO and CFO initially both ended at the close of December 31, 2022. Alexander Dexne was not available for a further term of office as CFO. The Supervisory Board extended the appointment of Olivier Elamine as the Company's CEO until December 31, 2027. New appointments of external candidates on the positions of the Company's CEO and CFO were not intended.

III. GERMAN CORPORATE GOVERNANCE CODE

The recommendations and suggestions of the Government Commission, as appointed by the German Federal Ministry of Justice, contain internationally and nationally accepted standards of good and responsible corporate governance. Our declarations of compliance with the recommendations of the German Corporate Governance Code pursuant to Section 161 AktG are published on the Company's website (www.alstria.com). alstria complied and complies with the recommendations of the Code with the few exceptions stated in the declaration of compliance.

These exceptions and the reasons for the Company's nonconformity are set out in the declaration of compliance, as last issued by the Management Board and the Supervisory Board on April 24, 2022:

Declaration of compliance dated April 24, 2022

“Since its last Corporate Governance Declaration on April 2, 2022, alstria office REIT-AG 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."

IV. CORPORATE MANAGEMENT PRACTICES

To achieve a value-oriented and trust-building corporate management, alstria applies management practices that go beyond the legal requirements.

1. CORPORATE GOVERNANCE

In managing the Company, the Management Board and Supervisory Board of alstria are aware of their responsibility towards the shareholders, employees, tenants and business partners of alstria. Good corporate governance strengthens the trust of our stakeholders and is therefore the basis for our decision-making and control processes. It stands for a responsible, value and long-term success-driven governance and control of the Company, a targeted and efficient cooperation between the Management Board and the Supervisory Board, respect for the interests of our shareholders and employees, transparency and responsibility in all entrepreneurial decisions as well as an appropriate risk management.

alstria has implemented large parts of the recommendations and suggestions of the Code and thus goes beyond the legal requirements. At least once a year and whenever necessary, a corporate governance officer in the Company reports to the Management Board and the Supervisory Board any changes to the Code. alstria thus ensures that these principles are observed throughout the Company.

2. INTEGRITY AND COMPLIANCE

Behavior with integrity is one of alstria's most important principles. The trust of shareholders, tenants, employees and business partners depends crucially on the conduct of each individual. The Company's Management Board has therefore implemented a compliance management system geared towards the risk situation of the Company, to ensure compliance with legal requirements and internal guidelines, and it also sets standards for fair treatment of business partners, competitors and employees.

A code of conduct for employees sets our principles of conduct, provides guidance in conflict situations (e.g. a conflict of interest) and thus serves as a model and orientation for correct behavior for all employees of the Company. The code of conduct is published on the alstria website. The Compliance Officer is responsible for communicating these values to the employees by in-house training for all employees and by answering questions on the code of conduct's implementation of the as well as internal guidelines. Compliance with the code of conduct is monitored by colleagues, superiors and the Compliance Officer, as well as by regular reviews by an auditor. Employees are given the opportunity to report violations within the Company via various reporting channels. alstria has also set up a whistleblower portal where employees and third parties can anonymously report violations of the code of conduct or the Company's internal guidelines. In addition, the Management Board regularly discusses the Company's compliance with the Audit Committee of the Supervisory Board. Violations of the code of conduct will not be tolerated and will be fully investigated and sanctioned. These may include disciplinary measures up to and including termination of employment, the assertion of a claim for damages and criminal charges.

Integrity is also an essential condition for building trusting partnerships and cooperation with our business partners. For this reason, alstria has introduced a code of conduct for its service providers, craftsmen, suppliers and business partners, which describes fundamental legal and ethical requirements. This code of conduct for service providers is published on the website of alstria and defines the Company's expectations of integrity and compliant behavior of its business partners.

3. COMMUNICATION AND TRANSPARENCY

Transparent corporate governance and good communication with the shareholders and the public help to strengthen the confidence of investors and the public in alstria's work.

3.1. Relationship to the shareholders

alstria respects the rights of its shareholders and guarantees to the best of its ability to exercise these rights within the legal and statutory framework. These rights include, in particular, the free acquisition and free sale of shares, participation in the Annual General Meeting, adequate satisfaction of the need for information and adequately distributed voting rights per share (one share - one vote). Shareholders have the option of exercising their voting rights at the Annual General Meeting in person or through a proxy of their choice or a company-appointed proxy that is bound by instructions. The invitation to the Annual General Meeting explains how instructions for exercising voting rights can be issued. The convening notice and the documents to be made available for inspection in accordance with the statutory provisions will be published on alstria's website together with the agenda and the additional documents pursuant to Section 124a AktG. The Chair of the Annual General Meeting aims to hold the Annual General Meeting within a time window of no more than four to six hours. Following the Annual General Meeting, the voting results will be announced on alstria's website.

3.2. Communication with the public

When sharing information with persons outside the Company, the Management Board follows the principles of transparency, promptitude, comprehensibility and equal treatment of shareholders. alstria informs its shareholders and the interested public about the Company's situation, significant business events, and changes in the business outlook and risk situation in particular through financial reports, analyst and press conferences, press and ad-hoc announcements and the Annual General Meeting. The alstria website provides comprehensive information about the Company, its shares and other financial instruments and the share price development, as well as notifications of directors' dealings in accordance with Article 19 of the Market Abuse Regulation (Regulation (EC) No. 596/2014 of the European Parliament and the Council) (Directors' Dealings). Furthermore, alstria publishes a financial calendar in its financial reports and on its website, listing all dates of importance to shareholders. The notices and information are additionally published in English.

3.3. Financial reporting

alstria regularly informs shareholders and third parties during each financial year by means of the consolidated financial statements and the group management report, as well as by interim financial information. The accounting of the alstria Group is based on International Financial Reporting

Standards (IFRS) as applied in the European Union. For corporate law purposes (calculation of dividends, creditor protection), financial statements for alstria office REIT-AG are prepared in accordance with the national commercial law (HGB).

The Annual General Meeting appoints an independent auditor for alstria office REIT-AG and the Group as well as for the audit review of the interim financial reports. Following the election by the Annual General Meeting, the Audit Committee of the Supervisory Board awards the mandate for the audit of the financial statements and agrees on the fee with the auditor. It is agreed with the auditors that the auditors will inform the Audit Committee without delay of all findings and events of significance for their duties which come to their attention during the performance of the audit. In the event that the auditor, during the performance of the audit, discovers facts that indicate that the declaration of compliance with the German Corporate Governance Code issued by the Management Board and Supervisory Board in accordance with Section 161 AktG is incorrect, an obligation to provide information and disclosure in the audit report is agreed upon.

The auditor participates in the deliberations of the Audit Committee and the full Supervisory Board to discuss the financial statements of alstria office REIT-AG and the consolidated financial statements of the Group. The auditor also participates in the meeting of the Audit Committee to discuss the half-year financial report. In the meetings, the auditor presents the main results of the respective audit. Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, was appointed to audit the annual financial statements of alstria office REIT-AG and of the Group for the 2022 financial year and for further interim financial reports until the next ordinary general meeting in 2023. WPin/StBin Annika Deutsch is the auditor responsible for auditing the financial statements of alstria office REIT-AG and the Group.

4. SUSTAINABILITY

Sustainability is part of alstria's corporate DNA. This includes all actions alstria takes to promote and protect the environmental, social and economic interests of its stakeholders in the long term.

As a commercial organization, alstria's main objective is to increase the value of the Company on a sustainable basis and to generate the best possible return on its capital in the long-term. Before making any decisions, the Company weighs the risk-benefit of all three areas and adapts its actions to what it feels is the most viable course of action in each case. The result of this approach is that alstria might not always make decisions that maximize its short-term profit, but strives to follow the path that will produce the best long-term prospects for the Company.

alstria's sustainability approach and performance in the three sustainability areas, as well as its future goals, are described in detail in the Company's annual sustainability report, which is available on alstria's website.

February 2023

The Management Board

The Supervisory Board