



2023 INVITATION

to the virtual annual general meeting
of alstria office REIT-AG on May 4, 2023

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

A. Specification of the message

1. Unique identifier of the event	Virtual annual general meeting of alstria office REIT-AG 2023 (Formal specification according to DVO: c161351101c3ed118143005056888925)
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	May 4, 2023 (Formal specification according to DVO: 20230504)
2. Time of the general meeting	10:00 hours (CEST) (Formal specification according to DVO: 8:00 hours UTC (Coordinated Universal Time))
3. Type of general meeting	Ordinary annual general meeting as virtual annual general meeting #without the physical attendance of shareholders or their proxies (Formal specification according to DVO: GMET)
4. Location of the general meeting	URL to the Company's shareholder portal for following the annual general meeting via audiovisual link and for exercising shareholder rights: https://alstria.com/investor/#generalmeeting Place of the meeting within the meaning of the German Stock Corporation Act: registered office of the Company, alstria office REIT-AG, Steinstraße 7, 20095 Hamburg, Germany
5. Record Date ¹	April 12, 2023 (cob) (Formal specification according to DVO: 20230412 (cob))
6. Uniform Resource Locator (URL)	https://alstria.com/investor/#generalmeeting

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

Further information on participation in the annual general meeting (block D), the agenda (block E) and specification of the deadlines regarding the exercise of other shareholder rights (block F) can be found on the Company's website at

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

¹ Please note that according to the formal requirements of the DVO, the so-called technical record date is a date that is not the same as the record date under stock corporation law within the meaning of section 123 para. 4 sentence 2 German Stock Corporation Act.

For further information on the record date under stock corporation law and its significance, please refer to the section "Further information and instructions – 4. Requirements for participating in the virtual annual general meeting and in particular for exercising the voting rights" in this invitation to the virtual annual general meeting.

Overview of the agenda

- 1. Presentation of the adopted annual financial statements of alstria office REIT-AG and the approved consolidated financial statements as well as the combined management report for alstria office REIT-AG and the group as at December 31, 2022, the report of the supervisory board and the proposal of the management board for the appropriation of the annual net profit for the 2022 financial year**
- 2. Appropriation of the annual net profit for the 2022 financial year**
- 3. Formal approval of the actions of the management board members for the 2022 financial year**
- 4. Formal approval of the actions of the supervisory board members for the 2022 financial year**
- 5. Investment into Green Projects**
- 6. Appointment of the auditors and the group auditors for the 2023 financial year as well as the auditors for the review of the half-year financial report as at June 30, 2023, of further interim financial reports for the 2023 financial year and for the 2024 financial year until the next annual general meeting**
- 7. Election of supervisory board members**
- 8. Approval of the remuneration report for the financial year ended December 31, 2022**
- 9. Amendment to the articles of association**
- 10. Amendment to the remuneration of the supervisory board members**
- 11. Authorization to acquire and to use own shares**

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

alstria office REIT-AG

Hamburg

ISIN: DE000A0LD2U1

We hereby invite our shareholders to the annual general meeting of alstria office REIT-AG ("**alstria**" or "**Company**") on
Thursday, May 4, 2023 at 10:00 hours CEST.

The annual general meeting will be held on the basis of a resolution passed by the management board pursuant to section 118a paragraph 1 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, "**AktG**") and in line with article 14 paragraph 5 of the Company's articles of association as a **virtual annual general meeting without the physical presence of the shareholders or their proxies** (with the exception of the proxies appointed by the Company).

The entire virtual annual general meeting will be broadcast by audiovisual means on the internet for the shareholders of alstria office REIT-AG who have registered in due form and time under

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

Further details can be found in the section "Further information and instructions – 2. Virtual annual general meeting and shareholder portal" following the agenda.

The place of the annual 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 members of the supervisory board will participate via audiovisual link in line with section 15 paragraph 4 of the Company's articles of association. The shareholders and their proxies are excluded from being physically present at the place of the annual general meeting (with the exception of the proxies appointed by the Company).

Agenda

1. Presentation of the adopted annual financial statements of alstria office REIT-AG and the approved consolidated financial statements as well as the combined management report for alstria office REIT-AG and the group as at December 31, 2022, the report of the supervisory board and the proposal of the management board for the appropriation of the annual net profit for the 2022 financial year

The aforementioned documents also contain the explanatory report of the management board on the disclosures pursuant to sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch*, "HGB") and can be viewed on the Company's website at

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

On February 27, 2023, the supervisory board approved the annual financial statements and consolidated financial statements prepared by the management board on February 27, 2023; the annual financial statements are thus adopted. The annual financial statements will therefore not be adopted by the shareholders in the annual general meeting. The documents specified in this item of the agenda are to be made accessible to the shareholders in the annual general meeting in accordance with section 176 paragraph 1 sentence 1 AktG without requiring a separate resolution in this regard.

2. Appropriation of the annual net profit for the 2022 financial year

The management board and supervisory board propose appropriating the annual net profit generated in the 2022 financial year in the amount of EUR 333,913,286.49 as follows:

in EUR

Distribution of a dividend of EUR 0.06 per no-par value share entitled to dividend	10,697,476.32
Transfer to revenue reserves	0.00
Profit carried forward	323,215,810.17
Annual net profit	333,913,286.49

The proposal reflects the 178,291,272 no-par value shares of the Company existing at the time of the proposal and carrying dividend rights. Should there be any change in the number of no-par value shares entitled to the dividend for the 2022 financial year before the date of the ordinary annual general meeting 2023, the proposal will be amended accordingly and presented for resolution at the annual general meeting, with an unchanged dividend of EUR 0.06 on each no-par value share entitled to the dividend for the 2022 financial year as well as accordingly amended amounts for the sum to be distributed and the profit carried forward.

In accordance with section 58 paragraph 4 sentence 2 AktG, the dividend is due on the third business day following the resolution adopted by the annual general meeting, i.e. on May 9, 2023.

3. Formal approval of the actions of the management board members for the 2022 financial year

The management board and supervisory board propose that formal approval be given to the members of the management board who were in office in the 2022 financial year for this period.

4. Formal approval of the actions of the supervisory board members for the 2022 financial year

The management board and supervisory board propose that formal approval be given to the members of the supervisory board who were in office in the 2022 financial year for this period.

5. Investment into Green Projects

The management board of alstria is responsible for managing the Company in the Company's interest. It also has the original decision-making authority on management issues (cf. sections 76 paragraph 1, 77 paragraph 1 sentence 1 AktG). The annual general meeting may decide on management issues if requested to do so by the management board (section 119 paragraph 2 AktG). The Company's management board would like to use this possibility to obtain the shareholders' approval for financially unprofitable but sustainable investments.

The management board has therefore resolved to ask the annual general meeting for approval of investments in the amount of up to EUR 1.78 million into "Green Projects" (as defined in the report on agenda item 5). For details, please refer to the report on this agenda item.

The Green Projects are investments that the Company would not make based on purely financial criteria. alstria has no legal obligation to make these investments. In particular, to the extent that the investments relate to alstria's real estate portfolio, there is also no contractual obligation to the tenants of the properties concerned and the return on the investments is not expected to cover the ongoing cost of capital. Nevertheless, alstria would like to offer its shareholders to make the investments in the Green Projects with the aim of improving the renewable energy output of alstria's assets and to participate financially in the development of carbon dioxide removal projects or technologies. Thus, these are investment opportunities which are unlikely to be financially profitable, but would – if successful – help to improve alstria's current or future carbon footprint.

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

The execution of the investments in the Company's Green Projects in the total amount of up to EUR 1.78 million is approved.

6. Appointment of the auditors and the group auditors for the 2023 financial year as well as the auditors for the review of the half-year financial report as at June 30, 2023, of further interim financial reports for the 2023 financial year and for the 2024 financial year until the next annual general meeting

The supervisory board proposes to the annual general meeting, based on the corresponding recommendation of its audit committee, to resolve as follows:

Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, is appointed as auditors and group auditors for the 2023 financial year as well as auditors to review the half-year financial report as at June 30, 2023, further interim financial reports in the 2023 financial year and in the 2024 financial year until the next annual general meeting.

In its recommendation, the audit committee has stated that its recommendation is free from undue influence by a third party and no clause restricting the choice within the meaning of Art. 16 paragraph 6 of the EU Regulation on statutory auditors or audit firms (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) has been imposed upon it ("**EU Audit Regulation**").

7. Election of supervisory board members

Pursuant to section 96 paragraph 1, section 101 paragraph 1 AktG and article 9 paragraph 1 of the Company's articles of association, the supervisory board shall consist of six members elected from among the shareholders by the annual general meeting.

Upon the end of the annual general meeting on May 4, 2023, the terms of office of the supervisory board members Karl Wambach and Rebecca Worthington will end.

Rebecca Worthington is to be re-elected for a new term of office of 5 years. In addition, Richard Hart Powers is to be elected to the Company's supervisory board for a term of office of 5 years.

The supervisory board proposes to resolve as follows:

- 7.1. Mr Richard Hart Powers, Managing Partner at Brookfield Asset Management, London, United Kingdom, is elected as supervisory board member with effect from the close of this annual general meeting to the close of the annual general meeting that formally approves the actions of the supervisory board for the 2027 financial year.
- 7.2. Ms Rebecca Worthington, Chief Financial Officer of the Canary Wharf Group, London, United Kingdom, is elected as supervisory board member with effect from the close of this annual general meeting to the close of the annual general meeting that formally approves the actions of the supervisory board for the 2027 financial year.

It is intended to hold the elections to the supervisory board as individual elections.

These proposals for election take into consideration the profile of skills and expertise and diversity concept with targets for the composition of the supervisory board ("**Profile for the Supervisory Board**") which was adopted by the supervisory board pursuant to sections 289f and 315d HGB and the recommendations of the German Corporate Governance Code in the version dated April 28, 2022 ("**GCGC**") which was in force at the date of the convocation of the annual general meeting. After the election of the proposed candidates, the Profile for the Supervisory Board would still be completely fulfilled. The latest Profile for the Supervisory Board is published under **www.alstria.com ► Company ► Supervisory Board**.

The proposed candidates ensure that they have sufficient time to perform their duties on the supervisory board. All candidates comply with the mandate limits recommended in numbers C.4 and C.5 GCGC.

Further information on the proposed candidates, in particular curricula vitae, each of which providing information on their relevant knowledge, skills and professional experience, are appended to the agenda under "Information on the supervisory board candidates proposed for election under agenda item 7". The CVs also indicate in accordance with section 125 paragraph 1 sentence 5 AktG which memberships the proposed candidates hold on other supervisory boards in Germany established pursuant to statutory law and on comparable domestic and foreign supervisory bodies of commercial enterprises.

8. Approval of the remuneration report for the financial year ended December 31, 2022

The remuneration report of alstria explains the main elements of the remuneration granted in the last financial year to the individual current or former members of the management board and supervisory board of the Company and of companies in the same group. It describes the amount and structure of the remuneration. The management board and supervisory board have jointly prepared the remuneration report and ensured that it complies with the statutory legal requirements of section 162 AktG. The remuneration report was audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft in accordance with the requirements of section 162 paragraph 3 AktG.

For further details, please refer to the remuneration report for the financial year ended December 31, 2022, which is reproduced together with the auditor's report following the agenda.

The report on the audit of the remuneration report ([www.alstria.com/auditreportremunerationreport2022](https://alstria.com/auditreportremunerationreport2022)), the current remuneration system of the management board (<https://alstria.com/remuneration-system-management-board-2022>) and the supervisory board (<https://alstria.com/remuneration-system-supervisory-board-2021>) as well as the remuneration report (<https://alstria.com/remuneration-report-2022.pdf>) are also published on the Company's website.

The management board and supervisory board propose

to approve the remuneration report of alstria office REIT-AG for the financial year ended December 31, 2022.

9. Amendment to the articles of association

Pursuant to article 9 paragraph 1 of the articles of association, the supervisory board consists of six members. For reasons of costs and efficiency, the number of supervisory board members is to be reduced from six to four members. This will be implemented by two members of the supervisory board resigning their mandate in due course.

The management board and supervisory board therefore propose to resolve as follows:

Article 9 paragraph 1 of the articles of association is amended as follows:

"The Supervisory Board shall consist of four members."

10. Amendment to the remuneration of the supervisory board members

Pursuant to section 113 paragraph 3 AktG, the annual general meeting of a listed company must adopt a resolution on supervisory board remuneration at least every four years. A resolution confirming the remuneration will suffice in this context.

At the end of the financial year, the supervisory board members receive remuneration for each full financial year, which is determined by resolution of the annual general meeting. The determination shall apply until the annual general meeting decides otherwise. Supervisory board members who have joined or left the supervisory board during the current financial year shall receive the remuneration pro rata temporis (article 13 paragraph 1 of the articles of association).

The supervisory board remuneration was last confirmed by the annual general meeting on May 6, 2021. In future, only the chair of the audit committee is to receive remuneration.

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

"The members of the supervisory board receive the following remuneration:

- a) The chair of the audit committee of the supervisory board receives a remuneration of EUR 70,000.00 p.a.
- b) The supervisory board members are reimbursed for their expenses. The expenses also include any VAT paid on the remuneration, insofar as the member of the supervisory board is entitled to charge VAT separately. The Company may, at its own expense, take out appropriate liability insurance for the benefit of the supervisory board members to cover the risks arising from the performance of their duties (D&O insurance).
- c) No further remuneration is granted."

The underlying system for the supervisory board remuneration including the information pursuant to sections 113 paragraph 3 sentence 3, 87a paragraph 1 sentence 2 AktG is described in the section "Supervisory Board Remuneration System 2023" following the agenda.

11. Authorization to acquire and to use own shares

The authorization granted to the Company by the annual general meeting on September 29, 2020 in accordance with section 71 paragraph 1 no. 8 AktG to acquire own shares shall be renewed.

The management board and supervisory board therefore propose adopting the following resolution:

a) *Authorization to acquire own shares*

The management board shall be authorized, subject to the approval of the supervisory board, to acquire own shares of the Company up to a total of 10 % of the share capital existing at the time the resolution is issued on or before May 3, 2028. The shares acquired and other own shares which are in the possession of or to be attributed to the Company pursuant to section 71a et seqq. AktG must at no time account for more than 10 % of the share capital altogether.

At the discretion of the management board, the shares may be acquired (1) via a stock exchange, (2) by means of a public offer directed at all shareholders (hereinafter **“Acquisition Offer”**), or (3) through the use of derivatives (put or call options or a combination of both).

- aa) If the shares are acquired via a stock exchange, the consideration paid by the Company for each share of the Company may not exceed by 20% or fall below by more than 20% the average closing price of one alstria share in XETRA trading on the Frankfurt Stock Exchange during the last three exchange trading days prior to the acquisition of the shares (not including incidental acquisition costs).
- bb) If the shares are acquired by way of an Acquisition Offer, the Company may determine either a purchase price or a purchase price range at or within which it is prepared to acquire the shares. The purchase price may, however, – subject to an adjustment during the offer period – not exceed by more than 20% or fall below by more than 20% the average unweighted closing price of one alstria share in XETRA trading on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the public announcement of the Acquisition Offer (not including incidental acquisition costs).

If, after the public announcement, there are significant fluctuations in the relevant share price, the purchase price may be adjusted accordingly. In this case, the average unweighted closing price of one alstria share in XETRA trading on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the public announcement of any such adjustment shall be decisive.

The Acquisition Offer may stipulate additional terms and conditions.

In the event the Acquisition Offer is oversubscribed, the shares must be accepted in proportion to the respective shares offered. However, a preferred acceptance of small offers or small parts of offers of up to a maximum of 100 shares shall be permissible.

- cc) If the shares are acquired through the use of derivatives in the form of put or call options or a combination thereof, the option transactions must be entered into with a financial institution or via the stock exchange at conditions that are close to the market, for the determination of which, inter alia, the purchase price payable upon exercise of the option, i.e., the strike price, shall be taken into account. At any rate, own shares up to a maximum of, in total, 5% of the share capital may be acquired through the use of derivatives in the form of put or call options or a combination thereof. The term of the options may not exceed 18 months and shall end no later than on May 3, 2028. In analogous application of section 186 paragraph 3 sentence 4 AktG, shareholders shall not be entitled to the right to enter into such option transactions with the Company in this regard. The strike price may not exceed by more than 20% or fall below by more than 20% the average closing price of one alstria share in XETRA trading on the Frankfurt Stock Exchange during the last three exchange trading days prior to entering into the relevant option transaction (not including incidental acquisition costs, but taking into account the option premium paid or received).

The authorizations under lit. aa) to cc) above may be exercised in pursuance of one or several purposes by the Company but also by subsidiaries or by third parties for the account of the Company or such subsidiaries in whole or in part, once or repeatedly.

b) Exclusion of subscription rights

Besides selling shares via the stock exchange or by making an offer connected to the granting of subscription rights to all shareholders, the management board shall furthermore be authorized, subject to the approval of the supervisory board, to use the shares of the Company, which are acquired on the basis of the authorization issued under lit. a) above or another authorization, while excluding the subscription right of the shareholders, as follows:

- aa) The above-mentioned shares of the Company may be sold and transferred in return for cash consideration provided the sale price is not significantly lower than the stock exchange price of the Company's shares at the time of the sale. The management board may only use this authorization in such a manner that the sum of the (i) sold shares pursuant to this authorization, (ii) shares issued utilizing the authorized capital (article 5 paragraph 3, 4 and 4a of the articles of association) and (iii) conversion and option rights for shares granted upon issuance of debentures with conversion or option rights or conversion obligations – in each case with the exclusion of the shareholders' subscription rights – does not exceed 10% of the share capital at the time the resolution on the sale of the shares is passed.
- bb) The above-mentioned shares of the Company may be sold and transferred in return for contributions in kind, in particular also in the context of mergers or the acquisition of companies, business units, shareholdings, or other assets. A sale and transfer, as used here, shall also include the granting of conversion or subscription rights as well as purchase options and the lending of shares in the context of a securities lending transaction.
- cc) The above-mentioned shares of the Company may be used in order to satisfy the rights of holders of debentures with conversion or option rights or conversion obligations issued by the Company or by its subsidiaries.
- dd) The above-mentioned shares of the Company may be offered for acquisition and transferred to individuals employed by the Company or a subsidiary of the Company.
- ee) The above-mentioned shares of the Company may be used for distributions in kind to the shareholders, also a so-called scrip dividend, meaning the shareholders' right to choose shares of the Company instead of a cash dividend.

The management board shall furthermore be authorized to redeem the above-mentioned shares without such redemption or implementation thereof requiring another resolution by the shareholders in the annual general meeting.

c) Informing the annual general meeting

In each case, the management board shall inform the shareholders in the annual general meeting of the reasons for and the purpose of the acquisition of own shares, the number of own shares acquired, and the amount of the share capital attributable to them, their share in the share capital, and the equivalent value of the shares. Should the XETRA system on the Frankfurt Stock Exchange be replaced by a comparable successor system, the latter shall take the place of the above-mentioned XETRA system in this authorization.

d) Revocation of the authorization from 2020

The uthorization to purchase own shares granted by the shareholders in the annual general meeting on September 29, 2020 in item 13 of the agenda expiring on September 28, 2025 is to be rescinded at the time this new authorization comes into force.

Reports of the management board to the shareholders in the annual general meeting

1. Report on item 5 of the agenda

(Investment into Green Projects)

Sustainability is an integral part of alstria's business strategy, governance, and operations. The integration of sustainability into the design, construction, and operation of its properties helps the Company to ensure that its buildings continue to match the needs of their tenants and surrounding communities while also minimizing the Company's environmental impacts.

Sustainability is part of alstria's corporate DNA. This includes all measures alstria takes to promote and protect the environmental, social and economic interests of its stakeholders in the long term. In particular in the area of ecology, the management board believes it is time to strive for further improvements. After all, tackling the climate change crisis is one of the biggest challenges the world's economies have faced in years and alstria is committed to limiting the impact of its operations on the overall environment to the best extend possible. alstria and its employees conduct an open, objective and comprehensive dialogue with the public and its business partners and also work closely with the authorities and inform our stakeholders adequately on relevant energy topics. Shareholders are also to be increasingly involved in this dialogue. This is intended to contribute to better mutual understanding.

alstria aims at decarbonizing its portfolio. Therefore, alstria's policy and approach is not to build new buildings, but to focus on modernizing existing properties in its portfolio. In order to accelerate the pace of decarbonization, alstria has established low-carbon design principles, amongst others. The low-carbon design principles are the basis for construction activities to decarbonize the portfolio. alstria will continue to pursue its strategy of making any investment that generates a positive financial return and is sustainably beneficial. As such, the underlying business model of alstria offers sample opportunities to achieve both attractive financial returns while improving the overall environmental impact of the Company, and alstria is taking on all these opportunities.

In order to be able to better manage and control the impact that the move to a decarbonized economy will have on the business, alstria has defined the Real Estate Carbon Accounting Principles (RECAP, available at www.recap.wiki), and publishes since 2019 unaudited carbon accounts (available at www.alstria.com). The 2022 carbon accounts show that the cost of carbon used (but unpaid, by the Company) was EUR 3.25 million². The Company therefore is proposing to allocate EUR 0.01 per share (or EUR 1,78 million) to Green Projects as part of its Green Dividend program.

The Green Dividend program is used to fund for investments into projects, which the Company would not undertake on purely financial criteria, but would help to accelerate the decarbonization of the Company's portfolio and/or to develop tools that could – if successful – assist in the same respect in the future.

At the annual general meetings in financial years 2021 and 2022, alstria's shareholders resolved with a great majority to approve the investment into the green projects "Renewable Energy Generation – Installation of Solar Panels" and "Promotion of CO₂ Removal Projects" proposed by the management board and the supervisory board.

Since the annual general meeting 2021, which first approved investments into green projects, a total amount of approximately EUR 2,2 million has been allocated for investments into solar panels representing a total of 1,591 KWP of installation. The installation of solar panels continues to be implemented. In addition, the Company provided around EUR 0,93 million to support project Vesta which aims to remove carbon from the atmosphere using weathering techniques. The resolved investments in CO₂ removal projects have thus been implemented. The management board will report in detail on those implementation measures at the annual general meeting.

The Company intends to continue this path and has identified further green projects described in more detail below, which the Company would not undertake based on purely financial criteria, but which would help to accelerate the decarbonization of the Company's portfolio and/or develop tools which, if successful, could help in the same respect in the future ("**Green Projects**"). Therefore, alstria is asking for a vote on whether to make an investment in the following Green Projects. There is no legal obligation for alstria to make these investments.

Green Projects:

The Company intends to pursue the following Green Projects:

1. Renewable energy generation and/or storage in the amount of up to EUR 1.25 million (including VAT): The Company will invest into projects that would allow for further renewable energy generation and/or storage either on-site (in its buildings) or off-site.
2. Contribution to carbon removal projects in the amount of up to EUR 0.75 million: The Company will seek investments into Seed Funding Rounds up to Serie A Funding Rounds of start-ups or projects that would allow for carbon capture and storage for diffuse sources of emissions (such as real estate assets). These projects can use multiple carbon and capture technologies including weathering technics.

The Company will report on the progress or these projects in the following annual general meeting(s).

² See page 12 of the Company's carbon accounting report: https://alstria.de/wp-content/uploads/2023/02/alstria_Carbon_Accounting_Report_2022.pdf

Total investment amount of up to EUR 1.78 million

The total investment amount for the Green Projects is up to EUR 1.78 million. This total investment amount shall be split between investments for renewable energy generation and/or storage in the amount of up to EUR 1.25 m (including VAT) (see under number 1 above) and contributions to carbon removal projects in the amount of up to EUR 0.75 million (see under number 2 above).

2. Report on item 11 of the agenda

(Authorization to buy back shares of the Company, report pursuant to sections 71 paragraph 1 no. 8 in connection with section 186 paragraph 4 sentence 2 of the AktG)

The authorization is intended to continue to give the Company the opportunity to acquire its own shares and use such shares within the framework of such authorization for sale against cash payment, i.e., to pay the purchase price for acquisitions, fulfil claims of holders of debentures with conversion or option rights or conversion obligations or for an allocation to the employees of the Company or the employees of a subsidiary of the Company. As stipulated in the authorization, such shares may be redeemed or be resold (with or without subscription rights for shareholders) or become distributions in kind.

The management board will be guided solely by the interests of the shareholders and the Company in its decisions regarding the use of the Company's own shares. The management board will report to the shareholders in the annual general meeting regarding the use of the proposed authorization.

With regard to the various acquisition and sale and transfer activities of the proposed authorization, the management board would like to elaborate as follows:

Acquisition by way of Acquisition Offer

In addition to the acquisition via a stock exchange, the Company is to continue to have the option to acquire own shares by way of a public purchase offer to be directed at the shareholders of the Company.

In the event shares are acquired by way of an Acquisition Offer, the Company may determine either a purchase price or a purchase price range at or within which it is prepared to acquire the shares. The authorization stipulates certain limitations for the determination of the purchase price. The purchase price may, however, – subject to an adjustment during the offer period – not exceed the average unweighted closing price of one alstria share in XETRA trading on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the public announcement of the Acquisition Offer, by more than 20 % or fall below such average closing price by more than 20 % (not including incidental acquisition costs). If, after the public announcement, there are significant fluctuations in the relevant share price, the purchase price may be adjusted. In such event, the average unweighted closing price of the alstria share in XETRA trading on the Frankfurt Stock Exchange on the last three stock exchange trading days prior to the public announcement of any such adjustment shall be decisive.

The principle of equal treatment is to be observed in the acquisition of the Company's own shares by way of a public Acquisition Offer.

In the event a public Acquisition Offer is oversubscribed, the shares must be accepted in proportion to the respective shares offered. However, a preferred acceptance of small offers or small parts of offers of up to a maximum of 100 shares is permissible. This option serves to avoid fractions in the determination of the proportions to be acquired and small residual amounts and thus to facilitate the technical processing.

Acquisition via derivatives (put and/or call options)

The authorization furthermore stipulates that derivatives in the form of put or call options or a combination thereof may be used within the framework of the acquisition of the Company's own shares. Own shares up to a maximum total of 5 % of the share capital of the Company may be acquired if derivatives are used in the form of put or call options or a combination thereof. With this additional alternative, the Company expands its options to optimally structure the acquisition of its own shares.

It can be beneficial for the Company to sell put options or acquire call options instead of directly acquiring shares in the Company.

By granting a put option, the Company grants the acquirer of the put option the right to sell shares of the Company to the Company at the price specified in the put option (strike price). As option writer, the Company is obligated to acquire the quantity of shares stipulated in the put option at the strike price in the event the put option is exercised. As consideration for granting the put option, the Company receives an option premium. It is financially expedient for the bearer to exercise a put option in the event the price of the share of the Company is less than the strike price. In the event the put option is exercised, the liquidity flows on the date the option is exercised. The option premium paid by the acquirer of the put option reduces the consideration paid by the Company as a whole for the acquisition of the share. If the option is not exercised, the Company may not acquire any additional own shares in this manner. The Company however is still left with the option premium it received on the conclusion of the option.

In the acquisition of a call option, in return for the payment of an option premium, the Company receives the right to purchase a predetermined quantity of shares at a predetermined price (strike price) from the seller of the option, the option writer. Thus the Company buys the right to acquire its own shares. As consideration for acquiring the call option the Company grants an option premium to the option writer. It is financially expedient for the Company to exercise its call option in the event the price of the share of the Company is higher than the strike price because it can then buy the shares at the lower strike price from the option writer. The Company can protect itself from an increasing share price through the acquisition of call options. The liquidity of the Company is additionally protected because the specified purchase price must not be paid until the call options are exercised.

The term of any individual option may not exceed a period of 18 months as per the date of the conclusion thereof and shall in any case cease with the term of the authorization, i.e., on May 3, 2028.

The strike price (not including incidental acquisition costs but taking into account the option premium paid or received) for the acquisition of the shares by the Company upon the exercise of options may not exceed the average closing price of an alstria share in XETRA trading on the Frankfurt Stock Exchange on the last three exchange trading days prior to the conclusion of the relevant option transaction by more than 20% or fall below such price by more than 20%.

The option transactions described herein must be concluded with a financial institution or via a stock exchange at conditions close to the market, whereby inter alia the strike price to be paid upon the exercise of the option is to be taken into consideration thereby. Shareholders' claims to conclude such option transactions with the Company are excluded in analogous application of section 186 paragraph 3 sentence 4 AktG. Unlike an offer to acquire the options directed at all shareholders, this puts the management in a position to conclude option transactions at short notice. Through the described determination of option premiums and strike prices, the shareholders are not at a financial disadvantage in the acquisition of own shares through the use of put and call options. Because the Company receives or pays a fair market price, the shareholders not involved in the option transactions do not lose value for their shareholdings. This corresponds to the position of the shareholder in the event of a share buyback through the stock exchange in which not all shareholders can actually sell shares to the Company. Thus the prerequisites of section 186 paragraph 3 sentence 4 AktG have been met, in accordance with which the exclusion of subscription rights is justified in the event the financial interests of the shareholders are protected due to fixed prices close to the market.

Resale of the acquired shares at a price close to the market

Within the framework of the resale of acquired own shares, the authorization stipulates that such shares can only be sold for cash at a price close to the market. The sales price may only be insignificantly lower than the current market price at that time. This authorization allows the management board to, for example, sell its own shares specifically and quickly to new groups of shareholders in Germany and abroad. The management board will be guided solely by the interests of the Company and its shareholders in such sales.

The management board may only use this authorization in such a manner that the total of the (i) shares sold in accordance with this authorization, (ii) shares issued utilizing the authorized capital (article 5 paragraph 3, 4 and 4a of the articles of association) and (iii) conversion and option rights for shares granted upon issuance of debentures with conversion or option rights or conversion obligations – in each case with the exclusion of subscription rights of the shareholders – does not exceed 10% of the share capital at the time the resolution regarding the sale of shares is passed.

Resale of the acquired shares inter alia in return for contributions in kind

The authorization furthermore stipulates the exclusion of subscription rights for the sale of shares in return for contributions in kind, in particular, also in the context of mergers or the acquisition of companies, business units, shareholdings or other assets (such as, for example, real estate). In the course of corporate acquisitions, companies are increasingly requesting to contribute their own shares as consideration in acquisition transactions. The authorization we recommend gives the Company the necessary flexibility to be able to quickly and flexibly acquire companies or shareholdings therein in return for its own shares without capital measures. Such shares may also just as flexibly be used as consideration for the acquisition of real estate.

Resale of the acquired shares within the framework of convertible bonds and bonds with warrants

The authorization furthermore stipulates that the Company's own shares can be used to fulfil conversion or option rights or conversion obligations of holders of debentures issued by the Company or its subsidiaries under the exclusion of shareholders' subscription rights. This can be practical in order to use the Company's own shares in whole or in part to fulfil the conversion or option rights or fulfil conversion obligations in the event of a capital increase.

The acquired own shares are also intended to be able to be used under the exclusion of shareholders' subscription rights in order to offer such shares to employees of the Company or of its affiliates for acquisition.

Dividends in kind

Own shares can also be used as dividends in kind and as scrip dividend. Within the framework of a scrip dividend, the shareholders receive the right to choose to receive a cash dividend or the equivalent value in shares of the Company.

Redemption of own shares

In addition, the Company can redeem its own shares without a new resolution of the shareholders in the annual general meeting. The management board will, however, only utilize this authorization in the event, after duly reviewing all relevant circumstances, it is of the opinion that the redemption of the Company's own shares is in the interest of the Company and thus its shareholders.

Information on the supervisory board candidates proposed for election under agenda item 7

(Agenda item 7: Election of supervisory board members)

Richard Hart Powers

Managing Partner, Brookfield Asset Management, London, United Kingdom

London, United Kingdom

* September 1963

Nationality: British and US-American

Career

- 1987 to 1998: Head of International Real Estate at GE Capital, United Kingdom
- 1999 to 2011: Partner at Goldman Sachs (Co-Head of European/U.S. Real Estate), United Kingdom and USA
- 2011 to 2018: Managing Member at Grand Street Investments, USA
- 2018 to 2022: Managing Partner at O-Zone Partners, USA
- Since 2022: Managing Partner at Brookfield Asset Management, United Kingdom

Education

Bachelor of Arts, Yale University, USA

Information in accordance with section 125 paragraph 1 sentence 5 AktG

Memberships in other mandatory supervisory boards in Germany:

- none

Memberships in comparable boards of business enterprises in Germany and abroad:

- none

Mr. Richard Hart Powers is not a member of the management board of a listed company. Therefore, number C.4 GCGC provides for a maximum of five supervisory board mandates or comparable functions for him. This requirement has been met.

Information in accordance with number C.6 paragraph 2, C.9 paragraph 2 and C.13 GCGC

The supervisory board considers Mr. Richard Hart Powers to be independent of the Company and its management board within the meaning of number C.6 paragraph 2 GCGC. Mr. Richard Hart Powers has, based on the supervisory board's evaluation, no personal and/or business relations with alstria office REIT-AG or its affiliates or its governing bodies. The supervisory board does not consider Mr. Richard Hart Powers to be independent from the controlling shareholder of the Company pursuant to number C.9 para. 2 GCGC. Mr. Richard Hart Powers has a business relation with the controlling shareholder of alstria office REIT-AG and belongs to its governing bodies.

The Profile for the Supervisory Board sets out further criteria for the composition of alstria's supervisory board. These criteria are met by Mr. Richard Hart Powers. The current Profile for the Supervisory Board is published under **www.alstria.com**
► **Company** ► **Supervisory Board**.

Rebecca “Becky” Worthington

Chief Financial Officer, Canary Wharf Group, London, United Kingdom

Chair of the audit committee, member of the supervisory board of alstria office REIT-AG
Beginning of term of office: 2022

London, United Kingdom

* October 1971

Nationality: British

Career

1994 to 1997:	Qualification as chartered accountant at PriceWaterhouseCoopers (Coopers & Lybrand), United Kingdom
1997 to 1998:	Financial Controller at Britton Group PLC, United Kingdom
1998 to 2012:	Different positions at Quintin Estates and Development Plc, lastly Deputy Chief Executive, United Kingdom
2012 to 2015:	Founder and Chief Executive Officer at Lodestone Capital Partners LLP, United Kingdom
2015 to 2018:	Group Chief Financial Officer at Countryside Properties PLC, United Kingdom
2018 to 2019:	Group Chief Operating Officer at Countryside Properties PLC, United Kingdom
2019 to 2021:	Chief Financial Officer at IQ Student Accommodation, United Kingdom
Since 2021:	Chief Financial Officer at Canary Wharf Group, United Kingdom

Education

1990 to 1993: Joint Honours degree Economics and Philosophy, University of Nottingham, United Kingdom

Information in accordance with section 125 paragraph 1 sentence 5 AktG

Memberships in other mandatory supervisory boards in Germany:

- none

Memberships in comparable boards of business enterprises in Germany and abroad:

- none

Ms. Rebecca Worthington is not a member of the management board of a listed company. Therefore, number C.4 GCGC provides for a maximum of five supervisory board mandates or comparable functions for her. This requirement has been met.

Information in accordance with number C.6 paragraph 2, C.9 paragraph 2 and C.13 GCGC

The supervisory board considers Ms. Rebecca Worthington to be independent from the Company and its management board and independent from a controlling shareholder within the meaning of number C.6 paragraph 2 and number C.9 paragraph 2 GCGC. Ms. Rebecca Worthington has, based on the supervisory board's evaluation, no personal or business relations with alstria office REIT-AG, its affiliates, its governing bodies or a controlling shareholder. An affiliated company of the controlling shareholder of alstria office REIT-AG is holding 50 % of the shares in Canary Wharf Group, London, United Kingdom, where Ms. Rebecca Worthington is Chief Financial Officer.

The Profile for the Supervisory Board sets out further criteria for the composition of alstria's supervisory board and the chairperson of the audit committee. These criteria are met by Ms. Rebecca Worthington. She is financial expert for accounting and audit. The current Profile for the Supervisory Board is published under **www.alstria.com ► Company ► Supervisory Board**.

Remuneration report for the financial year ended December 31, 2022

(Agenda item 8: Approval of the remuneration report for the financial year ended December 31, 2022)

The remuneration report of alstria office REIT-AG (**alstria**) explains the main elements of the remuneration of the Company's Management Board and Supervisory Board members. It describes the amount and structure of the remuneration. The Management Board and the Supervisory Board have jointly created this remuneration report and ensured that it corresponds with the legal requirements of section 162 German Stock Corporation Act (**AktG**). The remuneration report was audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft in accordance with the requirements of section 162 (3) AktG.

The note of the audit of this remuneration report (<http://www.alstria.com/auditreportremunerationreport2022>), the current remuneration system for the Management Board (<https://alstria.com/remuneration-system-management-board-2022>) and the Supervisory Board (<https://alstria.com/remuneration-system-supervisory-board-2021>) as well as this remuneration report (<https://alstria.com/remuneration-report-2022.pdf>) are published on the website of the Company.

The remuneration of the Management Board for the financial year 2022 was based on the revised remuneration system 2022, which was put to vote at the annual general meeting of shareholders on June 10, 2022 and approved by 99.5% of votes cast (**Management Board Remuneration System 2022**). The remuneration report 2021 was approved by 99.8% of votes cast. Given the high approval at the annual general meeting, we do not see reason for changes to the remuneration report and remuneration system. We will continue the high level of disclosure already established in the remuneration report 2021.

1. VIEW ON THE FINANCIAL YEAR 2022

- Russian attack on Ukraine: burden for the German economy
- Letting markets still difficult
- Sharp rise in interest rates slows down transaction activities
- Continuous investment in the existing portfolio
- Takeover by Brookfield and changes in the Supervisory Board
- Introduction of Management Board Remuneration System 2022 with premature termination and payout of LTIPs

The fiscal year 2022 was dominated by the consequences of the Russian attack on Ukraine, which led to a slowdown of economic growth, increased inflation and a sharp rise in interest rates. The commercial letting market continued to be difficult given the uncertainties in the economic environment. Despite the weak commercial leasing market, alstria achieved a leasing performance (in terms of new lettings, lease renewals and option drawings) of 107,300 sqm.

In 2022, alstria invested a total of EUR 113 million in the existing portfolio. The lion's share of this sum (EUR 87 million) was spent on development investments, which significantly improved the quality of the space in order to achieve higher rents for new leases. Development investments maintained on a high level in 2022, because alstria still sees the best return opportunities in these properties. The current development portfolio comprises 21 projects with a total lettable area of 377,100 sqm.

alstria's investment decisions are based on the knowledge of the local markets, individual consideration of the respective building in terms of location, size and quality compared to direct competitor properties, as well as long-term value enhancement potential.

alstria's strategy is to build what it considers to be a lucrative portfolio size in the respective locations (concentration on "Big 7" office markets in Germany), but also sell mature or non-core assets to optimize its capital allocation. In this context, five assets for a total consideration of EUR 188 million were sold in the course of the year. The sales proceeds were mainly used to finance the development measures in the existing portfolio.

The financial year 2022 was also characterized by the changes resulting from the takeover of more than 95% of the shares in alstria by Brookfield (**Takeover**) which occurred in January 2022. These changes affected the composition of the Supervisory Board, in which alstria's major shareholder Brookfield is now represented through Brad Hyler, Jan Sucharda and Karl Wambach.

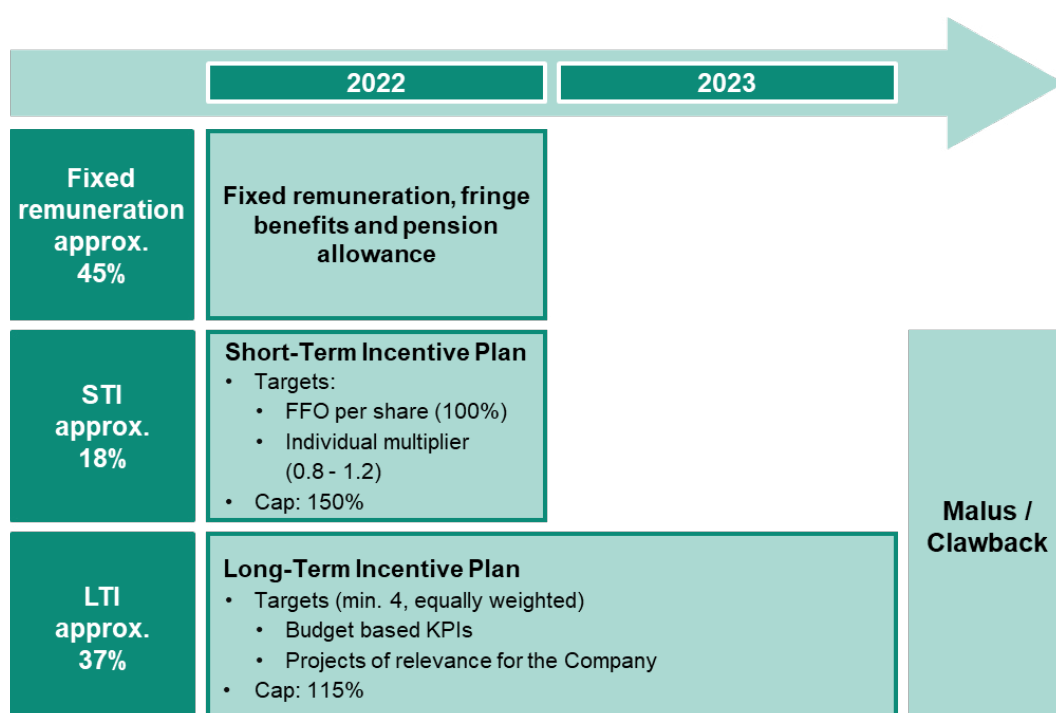
In this context, the remuneration system for the Management Board members was adjusted to allow for a continued pay-for-performance connection. At the time the Management Board remuneration system 2021 was resolved, alstria had a very diverse shareholder structure which made the share price one of the key indicators to measure the shareholder value and, hence, the performance of the Management Board members by using alstria's share price performance in the Long-Term Incentive (**LTI**). After the Takeover, alstria's share price had become severely restricted by the high level of the shareholding of alstria's major shareholder and the relatively low number of other shareholders. As a consequence, the share price was considered no longer a suitable indicator for the performance of the Management Board members. In order to further allow for a significant pay-for-performance connection regarding the Management Board on the one hand, and to also ensure remuneration alignment throughout the organization on the other hand, the LTI under the Management Board Remuneration System 2022 was designed to follow the structure of the long-term incentive scheme for alstria's eligible employees as described below.

As the share price was no longer considered a suitable indicator for Management Board performance, the Management Board Remuneration System 2022 also provided to terminate the LTI tranches with performance periods reaching beyond 2022. Therefore, the LTI tranches 2019–2023, 2020–2024 and 2021–2025 were terminated early and paid out in 2022.

The main changes in the Management Board Remuneration System 2022 are summarized in the following figure:

Significant changes in the Management Board Remuneration System 2022	
Performance targets	<ul style="list-style-type: none"> Focus on internal targets (FFO per share in the STI, operating KPIs in the LTI) Cancellation of ESG performance targets in the STI
Long-Term Incentive Plan (LTI)	<ul style="list-style-type: none"> Performance Share Plan transformed into Performance Cash Plan Reduction of performance period Reduction of payout opportunity
Share orientation	<ul style="list-style-type: none"> Cancellation of share-based performance targets in the LTI Removal of share ownership guidelines due to the changes in ownership structure of alstria

The revised Management Board Remuneration System 2022 continues to be performance-based and geared towards promoting sustainable company performance. It is systematically depicted in the diagram below and its main features are described in the following.



2. REMUNERATION OF THE MANAGEMENT BOARD MEMBERS

2.1. Remuneration Governance

The Supervisory Board is responsible for determining, implementing and reviewing the remuneration of the Management Board. The nomination and remuneration committee formed from among the members of the Supervisory Board discusses and reviews the remuneration system for the Management Board at regular intervals and whenever necessary and prepares resolutions on changes. Therefore, changes or relevant updates for the remuneration system will generally be prepared by the nomination and remuneration committee. However, the whole Supervisory Board is responsible for the final decision. The remuneration system will be submitted to the annual general meeting of shareholders for approval in the event of significant changes, but at least every four years.

Total remuneration of the individual Management Board members is determined by the Supervisory Board and covers all activities within the alstria Group. Criteria for the appropriateness of the remuneration include the duties of the individual Management Board member, the personal performance, the economic situation, the success and future prospects of alstria, as well as the customary nature of the remuneration, taking into account the competitive environment and the remuneration structure otherwise applicable in alstria.

To assess the appropriateness of the total remuneration of the members of the Management Board compared to other companies, the Supervisory Board regularly conducts a remuneration benchmark using a suitable peer group of comparable companies, e.g. relevant competitors in the Real Estate business. When the Supervisory Board revised the remuneration system for the Management Board in financial years 2020/2021, this peer group comprised the following companies of the EPRA Germany Index (ADO Properties, Aroundtown, Deutsche Euroshop, Deutsche Wohnen, Grand City Properties, Hamborner REIT, LEG Immobilien, TAG Immobilien, TLG Immobilien, Vonovia), and, in addition, for the European perspective, the companies of the EPRA Developed Europe Office Index. In order to reflect national market practice and company size, MDAX companies were also considered.

In order to assess the customary nature of remuneration within alstria, the ratio of Management Board remuneration to the remuneration of senior management reporting directly to the Management Board and of all employees is taken into account. Thereby, alstria regularly compares the remuneration levels (fixed salary, bonus, long-term incentive, excluding pension and healthcare) and reviews and publishes the CEO pay ratio, which shows the CEO target remuneration in relation to the median target remuneration of all employees and managers. The table below shows the respective compensations as well as the development of the CEO pay ratio since 2020.

CEO pay ratio

	2020	2021	2022
CEO ¹⁾	1,127,000 €	1,267,000 €	1,259,000 €
Employees + managers ²⁾	73,928 €	77,412 €	77,000 €
	15.2 : 1	16.4 : 1	16.4 : 1

1) Calculated as the CEO target all-in compensation without insurance and pension benefits in relation to the median all-in compensation of all employees and managers. The numbers differ from the published numbers in the social data part of the ESG report due to different calculation bases.

2) Median target compensation of employees and managers of alstria was considered, therefore deviating from the average compensation awarded and due in the comparative presentation.

A lack of independence and conflicts of interest of members of the Supervisory Board and its nomination and remuneration committee may prevent independent advice and supervision when determining the remuneration of the Management Board. The Supervisory Board considers its members and the members of its nomination and remuneration committee as independent from the Company and its Management Board. The Supervisory Board considers its members Dr Frank Pörschke, Elisabeth Stheeman and Rebecca Worthington as independent from the controlling shareholder. Furthermore, the members of the Supervisory Board and the nomination and remuneration committee are required by law, the German Corporate Governance Code in its current version as of April 28, 2022 (GCGC) and the internal rules of procedure for the Supervisory Board to disclose immediately any conflicts of interest they may have. In such cases, the Supervisory Board takes appropriate measures to take account of the conflict of interest. For example, the members concerned do not participate in discussions and resolutions.

The remuneration in the financial year 2022 is fully in line with the Management Board Remuneration System 2022. The details of the application in the financial year are presented hereafter.

2.2. Management Board Remuneration System

The following table summarizes the essential remuneration components and further contractual provisions of the Management Board Remuneration System 2022, which are described in more detail below, and compares them to the previous remuneration system. Main changes compared to the previous system are highlighted by underlining.

Remuneration system for the Management Board		
New remuneration system (applied for the financial year 2022)	Remuneration element	Previous remuneration system (applied for the financial year 2021)
Fixed remuneration		
• Annual base salary paid in twelve monthly installments	Annual base salary	• Annual base salary paid in twelve monthly installments
• Use of company cars and insurance premiums	Fringe benefits	• Use of company cars and insurance premiums
• Monthly grants of cash for private pension purposes	Pension allowance	• Monthly grants of cash for private pension purposes
Variable remuneration		
<ul style="list-style-type: none"> Target bonus model Performance period: 1 year Target: <ul style="list-style-type: none"> FFO per share (<u>100%</u>) Individual multiplier (0.8 - 1.2) Cap: 150% Payout in cash 	Short-Term Incentive Plan	<ul style="list-style-type: none"> Target bonus model Performance period: 1 year Targets: <ul style="list-style-type: none"> FFO per share (80%) ESG targets (20%) Individual multiplier (0.8 - 1.2) Cap: 150% Payout in cash
<ul style="list-style-type: none"> <u>Long-Term target bonus</u> Performance period: <u>2 years</u> Targets: <ul style="list-style-type: none"> At least 4 targets (equally weighted), including <u>Budget based KPIs or Company relevant projects</u> Cap: <u>115%</u> Payout in <u>cash</u> 	Long-Term Incentive Plan	<ul style="list-style-type: none"> Stock award plan Performance period: 4 years Targets: <ul style="list-style-type: none"> Absolute TSR (25%; target achievement 0 - 150%) Relative TSR (75%; target achievement 0 - 150%) compared to FTSE EPRA/NAREIT developed Europe Index Cap: 250% Payout in shares
Other contract and system components		
<ul style="list-style-type: none"> CEO: EUR 2,600,000 p.a. CFO: EUR 2,100,000 p.a. 	Maximum remuneration	<ul style="list-style-type: none"> CEO: EUR 2,600,000 p.a. CFO: EUR 2,100,000 p.a.
• Reduction of variable remuneration which has not been paid out and reclaim of variable remuneration which has been paid out in cases of compliance violations and/or incorrect consolidated financial statements	Malus & Clawback	• Reduction of variable remuneration which has not been paid out and reclaim of variable remuneration which has been paid out in cases of compliance violations and/or incorrect consolidated financial statements
-	Share Ownership Guidelines	• Management Board members are obliged to hold shares amounting to three times annual gross base salary
• Management Board members are considered not responsible for a withdrawal for up to 12 months after a change of control	Termination in case of change of control	• Management Board members are considered not responsible for a withdrawal for up to 12 months after a change of control
<ul style="list-style-type: none"> Comprehensive post-contractual non-competition clause for a period of six months after termination of the service agreement, irrespective of the reason for termination Compensation in the amount of 100% of the last annual base salary for the duration of the non-competition clause 	Post-Contractual Non-Compete Obligation	<ul style="list-style-type: none"> Comprehensive post-contractual non-competition clause for a period of six months after termination of the service agreement, irrespective of the reason for termination Compensation in the amount of 100% of the last annual base salary for the duration of the non-competition clause

2.2.1. Target Remuneration and Remuneration Structure

The target remuneration of the Management Board members for the financial years 2022 and 2021, which is contractually defined as payable upon 100 % target achievement, and the resulting remuneration structure are presented below. The target remuneration has not been increased in the last year, therefore the structure of the total target compensation remains nearly identical for both members of the Management Board.

Target remuneration

	Olivier Elamine (CEO)			Alexander Dexne (CFO)		
	2022		2021	2022		2021
	in T€	in %	in T€	in T€	in %	in T€
Annual base salary	500	37	500	400	36	400
Fringe benefits	19	2	28	28	3	33
<i>Company car</i>	9	-	17	19	-	24
<i>Insurances</i>	10	-	11	9	-	9
Pension allowance	88	6	88	73	7	73
Short-Term Incentive	250	18	250	200	18	200
<i>STI 2021</i>	-	-	250	-	-	200
<i>STI 2022</i>	250	-	-	200	-	-
Long-Term Incentive	500	37	500	400	36	400
<i>LTI 2021-2025</i>	-	-	500	-	-	400
<i>LTI 2022-2023</i>	500	-	-	400	-	-
Total target remuneration	1,357	100	1,366	1,101	100	1,106

The sum of the fixed and variable remuneration elements constitutes the total target remuneration in the event of 100 % target achievement by a Management Board member. The focus on the long-term and sustainable development of alstria pursuant to section 87 (1) sentence 2 AktG is ensured by the higher weighting of the Long-Term Incentive Plan compared to the Short-Term Incentive Plan. The share of the Short-Term Incentive Plan in the variable remuneration amounts to around 33 %, whereas the share of the Long-Term Incentive Plan accounts for around 67 % of the variable remuneration.

2.2.2. Fixed Remuneration

Annual Base Salary

The annual base salary is paid in twelve equal monthly installments at the end of each month. If the service contract begins or ends during a financial year, the annual base salary for that financial year is payable on a pro rata temporis basis.

Fringe Benefits

Members of the Management Board also receive fringe benefits; these mainly consist of insurance premiums and the private use of company cars. As a remuneration component, these ancillary benefits are taxable. In principle, all Management Board members are equally entitled to them, while the amount of use varies depending on their personal situations. The fringe benefits are included in the maximum remuneration and therefore capped.

Furthermore, the company has taken out a D&O insurance (Directors & Officers Liability Insurance) for the benefit of the members of the Management Board with a deductible of 10 % of the damage up to the amount of one and a half times the annual fixed remuneration of the respective Management Board member.

Pension Allowance

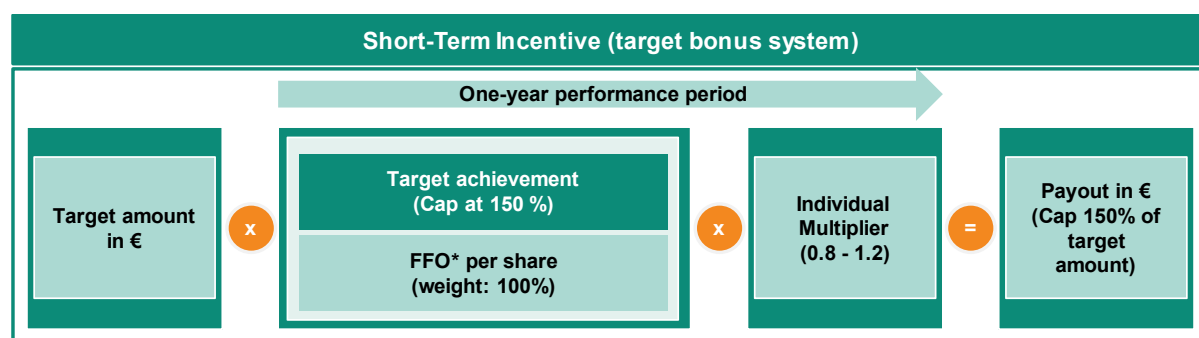
In addition, the Company grants the members of the Management Board monthly cash payments for pension purposes in form of a pension allowance. These pension benefits amount to approximately 18 % of the members' annual fixed salaries.

2.2.3. Variable Remuneration

Short-Term Incentive (STI)

As a short-term performance-based remuneration component, the STI is linked to the development of the quantitative performance target Funds from Operations (**FFO**) per share. It is designed as a target bonus system. A possible STI payout amount is calculated as the overall target achievement times the individual target amount as indicated in the respective service contract; it is capped at 150 % of the individual target amount (cap) and is paid out in cash. In addition to the performance target, an individual multiplier ranging between 0.8 to 1.2 is applied to determine the final payout.

The STI functions as follows:



* Funds From Operations.

Performance target

The STI performance target is the Funds From Operations per share. FFO are a key metric of alstria's strategy since they define the cash flow from operations. FFO per share is a non-GAAP metric which is frequently used for real estate companies in lieu of earnings per share. alstria annually publishes its FFO and FFO per share as well as a detailed reconciliation with its IFRS accounts.

The impact that acquisitions or disposals and changes to alstria's share capital have on the FFO per share for a financial year, will be disregarded by the Supervisory Board to guarantee a fair and well-balanced incentive.

The payout amount of the STI depends on the degree of target achievement for the FFO per share. The ratio of the FFO per share actually achieved during the financial year is measured against the budgeted FFO per share. Target achievement can range between 0 % and 150 %. For a payout to occur, at least 70 % of the performance target value must be achieved (threshold). If the actually achieved FFO per share is equal to the budgeted FFO per share the target achievement will be 100 %. A maximum of 130 % of the performance target value can be achieved (cap) and results in a target achievement of 150 %.

The values of FFO per share set for the financial year 2022 as well as the actually achieved value and the resulting overall target achievement are shown in the following table:

STI 2022	FFO per share ¹⁾
Threshold	0.42 €
Target value	0.59 €
Maximum	0.77 €
Actual value ²⁾	0.62 €
Target achievement ²⁾	108%

¹⁾ Before minorities.

²⁾ Preliminary numbers at the time of the preparation of this report.

Multiplier

The preliminary payout value achieved is then multiplied with an individual multiplier ranging between 0.8 and 1.2. This enables the Supervisory Board to take into account the personal performance of the individual Management Board member in addition to the achievement of financial performance.

The Supervisory Board set the individual modifier for the financial year 2022 on 1.0 for both Olivier Elamine and Alexander Dexne. Thus, the Supervisory Board takes into account the excellent operational performance in financial year 2022 in difficult market conditions and against the background of the Takeover.

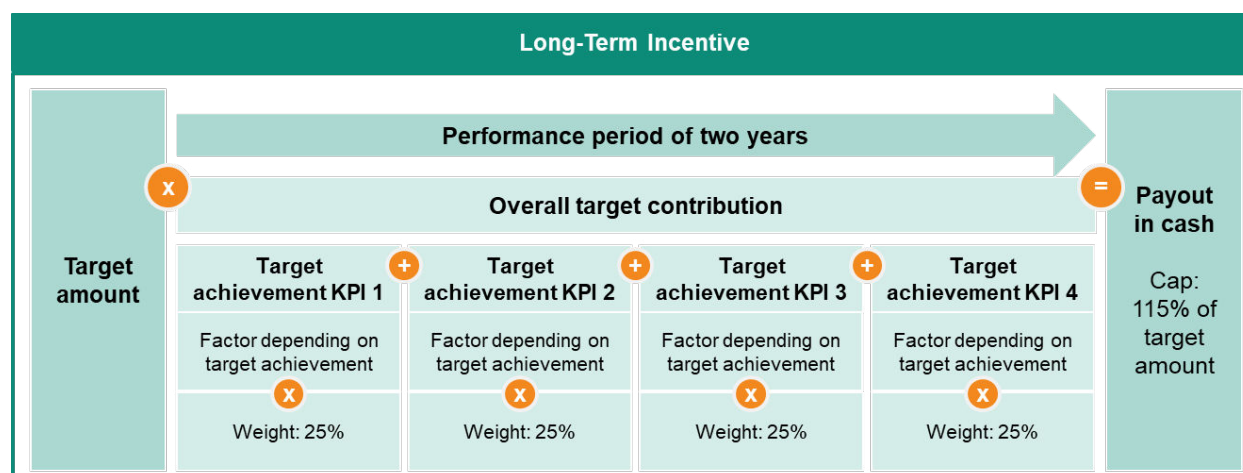
The target achievement of the individual performance criterion as well as the resulting overall target achievement after application of the individual modifier is shown in total below:

STI Target achievement 2022	Target achievement FFO per share	Multiplier	Total target achievement
Olivier Elamine	108%	1.0	108%
Alexander Dexne	108%	1.0	108%

Long-Term Incentive 2022–2023

The Long Term Incentive Plan is constructed as an incentive scheme to reward general performance and overall achievement of alstria and is issued in annual tranches with a performance period of two years. The Supervisory Board sets at least 4 Key Performance Indicators (KPI), the achievement of which during the performance period will determine the final payout amount of the LTI. LTI KPIs correspond to either an explicit quantifiable target in the multi-year business plan or the achievement of a project of relevance within the respective performance period.

The following picture shows how the LTI functions:



For the period 2022–2023, the LTI KPIs are defined as follows:

LTI 2022 - 2023 – KPIs	
Income Management	• Value of new leases, option and lease renewal to be achieved over the period
Capital structure	• Value of debt to be financed over the period
Capital recycling	• Value of assets to be sold over the period
Capital growth	• Number of development projects to be delivered (at a given cost) during the period

After the end of the performance period, the performance achieved for each LTI KPI is determined by dividing the actually achieved KPIs by the KPI target value. The resulting performance achievement of each KPI is then multiplied with a factor in accordance with the following rule:

- If the performance achievement is lower than 90 %, the factor is zero.
- If the performance achievement lies between 90 % and 110 %, then the factor increases linearly between 0.85 and 1.15
- If the performance achievement is higher than 110 %, the factor is 1.15.

The respective target achievements resulting from the multiplication of performance achievement and factor are then multiplied with the respective weighting of the KPI to determine each KPI contribution to the final payout amount of the respective tranche. The final payout amount is the sum of each individual LTI KPI contribution multiplied with the target value of each LTI granted.

The LTI will be paid out no later than in the month following the adoption of the financial statements of the performance period and is capped at 115 % of the individually granted target amount.

The payment is made pro rata temporis, taking into account the number of active months of the respective Management Board member in the performance period.

The initially granted LTI 2022–2026 under the previous remuneration system 2021 was transferred to the LTI under the new Management Board Remuneration System 2022. The target value for the LTI 2022–2023 is reported in the table displaying target remuneration.

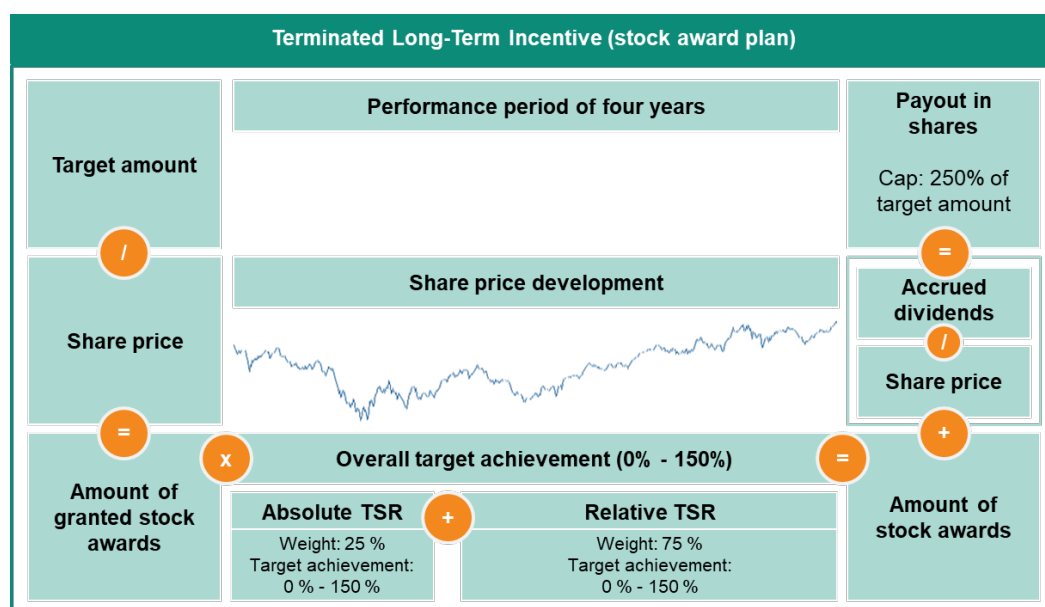
LTI 2018–2022 and terminated Long-Term Incentive Tranches

As the LTI 2018–2022 was paid out in the financial year 2022, its functioning and the determination of the target achievement are explained in the following. The performance period of the LTI 2018–2022 ended regularly on March 4, 2022.

Furthermore, given the Takeover by Brookfield, alstria's share price performance was no longer conclusive, leaving the calculation of the remaining LTI plans, which were granted before the financial year 2022 and the regular performance periods of which had not yet come to an end (i.e. LTI 2019–2023, LTI 2020–2024, LTI 2021–2025, together the **"Terminated LTI Tranches"**), without functioning. Against this background the introduction of the new Management Board Remuneration System 2022 also provided that the performance periods of those Terminated LTI Tranches were ended early. The termination was made with effect as of February 3, 2022 (the last day of the acceptance period of the Takeover offer) and paid out in cash after the annual general meeting of shareholders 2022 had approved the new Management Board Remuneration System 2022.

The LTI 2018–2022 as well as the Terminated LTI Tranches consisted of so-called virtual stock awards, which were converted into alstria shares after a four-year performance period. In each financial year, the members of the Management Board were granted a long-term variable remuneration element with a target amount determined in the service contract. The number of stock awards granted was based on the target amount divided by the arithmetic mean of the alstria share price during the 60 trading days prior to the grant date. The number of stock awards granted was then adjusted depending on the performance of alstria's share during the performance period both in absolute and relative terms compared to a peer group. As shown in the figure below, the performance targets implemented in the LTI were the absolute TSR with a weighting of 25 % as well as the relative TSR with a weighting of 75 %. The overall target achievement was capped at 150 %, the payout of the Long-Term Incentive was capped at 250 % of the target amount.

The following picture shows how the LTI for the Terminated LTI Tranches functioned:



The following table provides an overview of the target achievement resulting for the LTI 2018–2022, which ended regularly and was paid out in 2022:

LTI Tranche 2018 - 2022

	alstria office REIT-AG	FTSE EPRA/NAREIT developed Europe Index
Absolute TSR p.a.	14.13%	-
Target achievement absolute TSR		150%
Development 2018 - 2022	69.59%	26.07%
Outperformance		43.52%
Target achievement relative TSR		144%
Overall target achievement		145%
LTI Target value (in T€)		
Olivier Elamine		440
Alexander Dexne		360

In addition, the target achievement resulting from the Terminated LTI Tranches is presented in the table below. As the Terminated LTI Tranches were terminated early with effect of February 3, 2022, share price development up until that point was used for the calculation of the target achievement. These tranches were also paid out in 2022.

Terminated LTI Tranches	LTI Tranche 2019 - 2023		LTI Tranche 2020 - 2024		LTI Tranche 2021 - 2025	
	alstria office REIT-AG	FTSE EPRA/NAREIT developed Europe Index	alstria office REIT-AG	FTSE EPRA/NAREIT developed Europe Index	alstria office REIT-AG	FTSE EPRA/NAREIT developed Europe Index
Absolute TSR p.a.	19.86%	-	10.42%	-	46.04%	-
Target achievement absolute TSR	150%		150%		150%	
Development	69.75%	28.93%	21.00%	4.19%	42.01%	19.24%
Outperformance	40.82%		16.81%		22.77%	
Target achievement relative TSR	141%		117%		123%	
Overall target achievement	143%		125%		130%	
LTI Target value (in T€)						
Olivier Elamine	440		440		500	
Alexander Dexne	360		360		400	

2.2.4. Malus & Clawback

As a rule, all variable remuneration components of the Management Board members are only paid out after the end of the regular performance period. In the event that a Management Board member deliberately commits a material breach of

- a material duty of care within the meaning of section 93 German Stock Corporation Act (AktG)
- or
- a material duty under the service contract,

the Supervisory Board may at its reasonable discretion (section 315 of the German Civil Code (*Bürgerliches Gesetzbuch*, “BGB”)) reduce the unpaid variable remuneration in the performance period of which the breach occurred in part or in full (“**Malus**”) or reclaim parts or all of the gross amount of any variable remuneration already paid out (“**Clawback**”).

Notwithstanding the above, Management Board members must repay any variable remuneration already paid out if and to the extent that

- it turns out after the payment that the audited and approved consolidated financial statement on which the calculation of the payment amount was based was incorrect and must therefore be publicly restated according to legal requirements and the relevant accounting standards, and
- based on the restated, audited consolidated financial statement and the relevant remuneration system, a lower or no payment amount would have been owed from the variable remuneration.

In the financial year 2022 no Malus or Clawback regulations were applied.

2.2.5. Remuneration Related Legal Provisions

Explanations of the post-contractual non-competition obligations agreed on with the members of the Management Board, the provisions in the event of premature contract termination, and the information required under section 162 (2) AktG on possible third-party benefits are provided below.

Third-Party Benefits

The Members of the Management Board were not awarded any third-party benefits in the financial year 2022 for their activities as a Management Board member of alstria.

Contract Termination Provisions

In the event of resignation from office by the member of the Management Board or a withdrawal of the appointment as member of the Management Board pursuant to section 84 paragraph 3 AktG, the service contract ends after the expiration of the notice period of section 622 BGB. The right of alstria and the Management Board member to terminate the service contract for good cause (“*wichtiger Grund*”) pursuant to section 626 paragraph 1 BGB remains unaffected.

In case of an early termination of the service contract by mutual agreement, the Management Board member will receive the remuneration for the rest of the term of the service contract, but no more than the value of two years’ full remuneration in any case calculated on the basis of the total remuneration for the foregoing full financial year (severance payment). The same shall apply in case of a withdrawal of the appointment according to section 84 paragraph 3 AktG, (but not in case of resignation by the Management Board member), if the withdrawal of appointment occurred for reasons the Management Board member is not responsible for.

Any withdrawal of the appointment occurring within a period of up to twelve months following a change of control, shall be considered as a withdrawal the Management Board member is not responsible for, unless the withdrawal is for good cause (“*wichtiger Grund*”) pursuant to section 626 paragraph 1 BGB).

In case within a period of up to twelve months after a change of control the position as member of the Management Board is materially negatively impacted (e.g., by a material reduction of his responsibilities), the Management Board member has the right to resign from office and to terminate the service contract with a notice period of three months to the end of a month. In this case, the Management Board member will receive the severance payment.

A change of control occurs if (i) a third party acquires at least 30% of the voting rights in alstria pursuant to sections 29, 30 German Takeover Law (*WpÜG*) or (ii) alstria as a dependent entity, concludes a corporate agreement within the meaning of section 291 et seq. AktG or (iii) alstria is merged with a non-affiliated entity pursuant to section 2 et seq. of the German Reorganization Act (*UmwG*), unless the enterprise value of the other entity is, at the time the merger decision is made by the transferring company, less than 20% of alstria's enterprise value.

In the event of a contract termination, the STI shall be forfeited in case the contract is terminated by alstria for good cause or the Management Board member has terminated the service relationship without notice and without good cause ("*wichtiger Grund*"). In any other cases, the STI shall remain unaffected.

If a Management Board member retires from service with alstria for reasons of reaching the retirement age, invalidity, occupational disability, early retirement, or death the payment for the LTI is made *pro rata temporis*, taking into account the number of active months of the respective Management Board member in the performance period. If the service contract with alstria is terminated by alstria for good cause ("*wichtiger Grund*") subject to section 626 BGB, the LTI forfeits. The same applies in the event that the Management Board member has resigned from office without good cause.

In the financial year 2022 no change-of-control provisions were applied with regards to the possibility of an early termination of the service agreements of the Management Board members. Due to the change of control, the LTI tranches 2019–2023, 2020–2024 and 2021–2025 were terminated early.

Post-Contractual Non-Compete Obligation

Post-contractual non-compete-obligations are agreed on with the Management Board members. For the duration of six months after the termination of the service contract (for whatever reason), the Management Board member may not exercise any professional activity for an enterprise which is in direct or indirect competition to alstria. The Management Board member also undertakes, for the duration of six months, not to set up or to acquire or to participate in such a company directly or indirectly. alstria may waive the post-contractual non-compete-obligation at any time, and with the expiration of a period of notice of six months.

For the duration of the post-contractual non-compete-obligation, alstria shall pay to the Management Board member a remuneration amounting to 100 % of his last base salary. Payment of this remuneration is due at the end of each month. Remuneration from any professional activity which is not in competition to alstria shall be set off against accordingly. Furthermore, any severance payment to a Management Board member will be offset against any payments according to the post-contractual non-compete-obligation as far as the severance payment is due for the duration of the post-contractual non-compete-obligation.

3. INDIVIDUALIZED DISCLOSURE OF THE REMUNERATION OF THE MANAGEMENT BOARD

The following table shows on an individual basis the remuneration awarded and due in accordance with section 162 AktG for the members of the Management Board. Furthermore, the compliance with the maximum remuneration according to section 87a AktG is reported.

The service contract of Alexander Dexne has regularly been terminated at the end of the financial year 2022. Since then, he is subject to the post-contractual non-compete obligation under the terms described in this remuneration report. He does not receive any severance payments. The STI 2022 and the LTI 2022–2023 will not be terminated early but will be settled after the regular end of the performance periods.

3.1. Remuneration Awarded and Due

As part of the individualized disclosure of the remuneration awarded and due to the members of the Management Board for the financial year 2022, the following specific remuneration elements are reported:

- The base salary as well as the fringe benefits and the pension allowance that were paid in the financial year 2022
- The STI 2022 assessing performance in 2022 that will be paid out in the financial year 2023
- The LTI tranche 2018–2022, as the performance period ended in 2022 and it was paid out in financial year 2022
- The LTI tranches 2019–2023, 2020–2024 and 2021–2025 that were terminated prematurely and paid out in the financial year 2022.

To allow for a transparent disclosure, the respective remuneration amounts for the financial year 2021 are included as additional information.

Remuneration awarded and due

	Olivier Elamine (CEO)			Alexander Dexne (CFO)		
	2022		2021	2022		2021
	in T€	in %	in T€	in T€	in %	in T€
Annual base salary	500	26	500	400	26	400
Fringe benefits	19	1	28	28	1	33
Company car	9	-	17	19	-	24
Insurances	10	-	11	9	-	9
Pension allowance	88	5	88	73	5	73
Short-Term variable remuneration	269	14	266	215	14	213
STI 2021	-	-	266	-	-	213
STI 2022 ¹⁾	269	-	-	215	-	-
Long-Term variable remuneration	1,040	54	936	851	54	765
LTI 2017-2021	-	-	936	-	-	765
LTI 2018-2022	1,040	-	-	851	-	-
Total remuneration	1,916	100	1,818	1,567	100	1,484
Terminated Long-Term variable remuneration	2,595	-	-	2,106	-	-
LTI 2019-2023	1,034	-	-	846	-	-
LTI 2020-2024	650	-	-	532	-	-
LTI 2021-2025	911	-	-	729	-	-
Total remuneration incl. terminated LTIs	4,511	-	1,818	3,673	-	1,484

1) Preliminary numbers at the time of the preparation of this report.

3.2. Maximum Remuneration according to section 87a AktG

Pursuant to section 87a paragraph 1 sentence 2 number 1 AktG, the Supervisory Board is required to set a maximum remuneration for all remuneration elements, comprising base salary, fringe benefits, pension allowance and short-term variable as well as long-term variable remuneration.

For the CEO, the maximum remuneration that can be paid in relation to any given year is EUR 2,600,000. For the CFO and potential future Ordinary Management Board members, maximum remuneration that can be paid in relation to any given year is set at EUR 2,100,000. Extraordinary performance is required to actually achieve these maximum amounts.

The total of all payments resulting from commitments for the 2022 financial year can only be determined after the expiry of the two-year performance period of the Long-Term Incentive. However, in compliance with the maximum remuneration pursuant to section 87a paragraph 1 sentence 2 number 1 AktG it can already be ensured today, that even in the event of a payout of the Long-Term Incentive amounting to 115% of the target amount (cap) the total of all remuneration components would be below the maximum remuneration. A detailed report on compliance with the maximum remuneration of the remuneration granted for the financial year 2022 will be provided in the remuneration report for the corresponding year after the end of the performance period of the LTI tranche 2022–2023.

Given the premature termination of the LTI tranche 2021–2025 and the respective payout in the financial year 2022, compliance with the maximum remuneration for the financial year 2021 can now be assessed. It can be confirmed that the maximum remuneration in accordance with §87a AktG for CEO and CFO for the financial year 2021 was not exceeded.

Regarding the financial year 2018 as well as the financial years 2019 and 2020 (LTI tranche 2018–2022 ended regularly and was paid out in 2022, LTI tranches 2019–2023 and 2020–2024 were terminated early and paid out in 2022), no compliance with maximum remuneration can be determined as no maximum remuneration had been set at the time of grant. However, it can be noted that the remuneration paid for those financial years does also lie within the currently defined maximum remuneration according to § 87a AktG.

4. REMUNERATION OF THE SUPERVISORY BOARD MEMBERS

The remuneration system of the Supervisory Board as well as the individual remuneration awarded and due to the members of the Supervisory Board in the financial year 2022 are shown below.

4.1. Remuneration system for the Supervisory Board Members

4.1.1. Remuneration governance

After the end of the fiscal year, the members of the Supervisory Board receive remuneration for that fiscal year, which is determined by resolution of the annual general meeting. The remuneration for the members of the Supervisory Board was last confirmed by the annual general meeting of shareholders in 2021 by 99.7% of votes cast (**Supervisory Board Remuneration System 2021**). The determination shall apply until the annual general meeting decides otherwise. At least every four years or in case of a change, the remuneration system of the members of the Supervisory Board is resubmitted to the annual general meeting of shareholders for resolution. In the event that the annual general meeting of shareholders does not approve a remuneration system put to the vote, a revised remuneration system shall be presented at the latest at the following annual general meeting of shareholders.

4.1.2. Remuneration system

The remuneration of the Supervisory Board members is not performance-related. It consists of a fixed remuneration and a likewise fixed remuneration for committee work. The company reimburses the expenses of the members of the Supervisory Board. The company has, at its own expense, taken out an appropriate liability insurance (D&O insurance) for the benefit of the members of the Supervisory Board to cover the risks arising from the performance of their duties (Art. 13 par. 2 of the Articles of Association).

Members of the Supervisory Board each receive an annual fixed remuneration of EUR 50,000. The chair of the Supervisory Board receives an additional annual amount of EUR 100,000 (factor 3); the deputy chair receives an additional amount of EUR 25,000 (factor 1.5).

Membership in the audit committee entitles a member to an additional remuneration of EUR 10,000, while the chair of the audit committee receives EUR 20,000 per year (factor 2). Membership in the nomination and remuneration committee entitles a member to an additional annual remuneration of EUR 7,500 while the chair of this committee is compensated with additional EUR 15,000 per year (factor 2). The same applies to the finance and investment committee, which was dissolved effective March 21, 2022. Membership in temporary committees does not entitle a member to additional remuneration.

Members who belong to the Supervisory Board respectively one of its committees for only part of a year receive a *pro rata temporis* remuneration. Variable remuneration elements do not exist and no attendance fees are paid.

The following table shows the remuneration structure for the supervisory board.

Remuneration element	Remuneration of the Supervisory Board
Annual fixed remuneration	Chair: EUR 150,000 Deputy Chair: EUR 75,000 Supervisory Board Member: EUR 50,000
Committee remuneration	Audit Committee: EUR 10,000 / EUR 20,000 (Chair) Nomination and Remuneration Committee: EUR 7,500 / EUR 15,000 (Chair) Finance and Investment Committee: EUR 7,500 / EUR 15,000 (Chair) ¹⁾

¹⁾ The Finance and Investment Committee was dissolved effective March 21, 2022.

4.2. Individualized Disclosure of the Remuneration of the Supervisory Board

Following the Takeover of Brookfield, the Supervisory Board members Dr. Johannes Conradi, Marianne Voigt, Benoît Hérault and Richard Mully terminated their Supervisory Board membership as per February 28, 2022. Brad Hyler, Jan Sucharda, Karl Wambach and Rebecca Worthington have been appointed as members of the Supervisory Board of the Company by court order in accordance with section 104 AktG with effect from March 1, 2022. They were subsequently elected and confirmed by the annual general meeting 2022.

The remuneration awarded and due to the current and former members of the Supervisory Board in the 2022 financial year is presented in the following. A distinction is made between fixed remuneration and committee remuneration.

Supervisory Board Remuneration	2022					2021				
	Fixed remuneration		Committee remuneration		Total remuneration	Fixed remuneration		Committee remuneration		Total remuneration
	in T€	in %	in T€	in %	in T€	in T€	in %	in T€	in %	in T€
Brad Hyler (Chair) ¹⁾	- ²⁾	-	- ²⁾	-	-	-	-	-	-	-
Jan Sucharda (Deputy Chair) ¹⁾	- ²⁾	-	- ²⁾	-	-	-	-	-	-	-
Karl Wambach ¹⁾	- ³⁾	-	- ³⁾	-	-	-	-	-	-	-
Rebecca Worthington ¹⁾	41.9	73	15.7	27	57.6	-	-	-	-	-
Dr. Frank Pörschke	50.0	81	11.6	19	61.6	32.9	74	11.5	26	44.4
Elisabeth Stheeman	50.0	85	9.1	15	59.1	32.9	77	9.9	23	42.8
Dr. Johannes Conradi ⁴⁾	24.2	91	2.4	9	26.7	150.0	91	15.0	9	165.0
Richard Mully ⁴⁾	12.1	83	2.4	17	14.5	75.0	83	15.0	17	90.0
Marianne Voigt ⁴⁾	8.1	71	3.2	29	11.3	50.0	71	20.0	29	70.0
Benoît Hérault ⁴⁾	8.1	74	2.8	26	10.9	50.0	74	17.5	26	67.5
Sum	194.5	-	47.4	-	241.8	390.8	-	88.9	-	479.7

¹⁾ Elected by court order with effect from March 1, 2022 and elected by the annual general meeting 2022.

²⁾ The supervisory board member waived the payment of the fixed annual remuneration for the membership in the Company's supervisory board and its committees. alstria paid taxes.

³⁾ The supervisory board member waived the payment of the fixed annual remuneration for the membership in the Company's supervisory board and its committees.

⁴⁾ Resigned their membership early in course of the execution of the takeover offer with effect from February 28, 2022.

In order to allow for more comprehensibility of the committee compensation above, the following table gives an overview over the committee work of the current and former Supervisory Board members for the year 2022.

	2022					
	Committee work ³⁾					
	Audit Committee		Nomination and Remuneration Committee		Finance and Investment Committee ⁴⁾	
	Membership	Duration of membership	Membership	Duration of membership	Membership	Duration of membership
Brad Hyler (Chair) ¹⁾	M	21.03. - 31.12.2022	C	21.03. - 31.12.2022	-	-
Jan Sucharda (Deputy Chair) ¹⁾	-	-	M	21.03. - 31.12.2022	-	-
Karl Wambach ¹⁾	-	-	-	-	-	-
Rebecca Worthington ¹⁾	C	21.03. - 31.12.2022	-	-	-	-
Dr. Frank Pörschke	M	01.01. - 31.12.2022	-	-	M	01.01. - 21.03.2022
Elisabeth Stheeman	-	-	M	01.01. - 31.12.2022	M	01.01. - 21.03.2022
Dr. Johannes Conradi ²⁾	-	-	C	01.01. - 28.02.2022	-	-
Richard Mully ²⁾	-	-	-	-	C	01.01. - 28.02.2022
Marianne Voigt ²⁾	C	01.01. - 28.02.2022	-	-	-	-
Benoît Hérault ²⁾	M	01.01. - 28.02.2022	M	01.01. - 28.02.2022	-	-

1) Elected by court order with effect from March 1, 2022 and elected by the annual general meeting 2022.

2) Resigned their membership early in course of the execution of the takeover offer with effect from February 28, 2022.

3) M = Member, C = Chair.

4) Until March 21, 2022.

5. COMPARATIVE PRESENTATION OF REMUNERATION AND COMPANY PERFORMANCE

In addition to the individualized disclosure of the remuneration of the Management Board and Supervisory Board, section 162 (1) sentence 2 of the German Stock Corporation Act (AktG) also requires a comparative presentation thereof with the remuneration of the workforce as well as the Company's performance. The following table therefore compares the remuneration awarded and due to members of the Management and Supervisory Board with the average employee remuneration and the key financial figures revenues and FFO per share, which were selected on the basis of their central management function for the Company.

Comparative presentation

	2022	2021	Development 2022/2021	Development 2021/2020
	in T€	in T€	in %	in %
Management Board				
Olivier Elamine	4,511	1,818	148	-15
Alexander Dexne	3,673	1,484	148	-16
Supervisory Board				
Brad Hyler (Chair) ¹⁾	-	-	-	-
Jan Sucharda (Deputy Chair) ¹⁾	-	-	-	-
Karl Wambach ¹⁾	-	-	-	-
Rebecca Worthington ¹⁾	58	-	-	-
Dr. Frank Pörschke	62	44	39	-
Elisabeth Stheeman	59	43	38	-
Dr. Johannes Conradi ²⁾	27	165	-84	0
Richard Mully ²⁾	15	90	-84	0
Marianne Voigt ²⁾	11	70	-84	0
Benoît Hérault ²⁾	11	68	-84	0
Employees				
Average remuneration	95	96	-1	8
Company performance				
Revenues	182,819	183,670	0	4
FFO per share (in EUR) ³⁾	0.62	0.67	-7	8

1) Elected by court order with effect from March 1, 2022 and elected by the annual general meeting 2022.

2) Resigned their membership early in course of the execution of the takeover offer with effect from February 28, 2022.

3) Before minorities.

For the average employee remuneration, all employees of alstria are considered, with the exception of trainees, interns, working students and marginally employed employees. In addition, employees who were not employed for the entire year under review or who were absent for more than two months during the year under review are also not included. The remuneration stated comprises the base salary and the bonus (each extrapolated to full-time equivalents) for the year in question, the long-term variable remuneration amount paid out during the year in question as well as contributions to the pension scheme. Furthermore, fringe benefits such as payments for a job ticket or allowances for a company car are also taken into account. The remuneration stated does not include the profit the employees made from a disposal of the shares, which they received in the 2022 financial year as long-term incentive, to the Takeover bidder at a disposal price equal to the offer price paid in the course of the Takeover. In the investment agreement made in the context of the Takeover, the bidder had agreed with the Company to acquire the employees' shares which were to be granted in the 2022 and the 2023 financial years at the offer price. If this disposal profit was added to the average employee remuneration in 2022, the average employee remuneration would be EUR 115k and would have increased by 20% compared to the 2021 financial year.

Looking at the remuneration development from 2021 to 2022, it shall be pointed out that the increase in remuneration for the Supervisory Board members Dr Pörschke and Ms. Stheeman arises from their election in the annual general meeting 2021 and therefore the pro-rated remuneration for the financial year 2021. With regard to the Management Board members, it shall further be noted that the significant increase of 148% results from the implementation of the new Management Board Remuneration System 2022 as approved by the Annual General Meeting in 2022 and the corresponding early termination of the LTI tranches in financial year 2022 that are reported as part of the remuneration awarded and due. The adjusted development, not taking into account the early terminated LTI tranches, would be at 5% for Mr. Elamine and 6% for Mr. Dexne. This development, in turn, is due to the slightly higher payout of the LTI tranche 2018–2022 in comparison to the LTI tranche 2017–2021 as the relevant share price development of alstria was slightly better.

Looking at the corporate development in the reporting period, revenues were EUR 182.8 million (compared to EUR 183.7 million in 2021). The decline of 0.5% is primarily the result of the scheduled expiry of rental agreements and transaction-related changes in revenue, which were largely offset by an increase in revenue from new leases, indexations and proceeds from leases of the properties acquired in fiscal 2021. The FFO (before minorities) amounted to EUR 110.9 million (prior year: EUR 118.7 million). The decline in FFO was due to higher financing costs, which are a reflection of the higher indebtedness of the Company. In addition, alstria recorded an increase in personnel expenses mainly related to the transaction with Brookfield in 2022. The FFO per share (before minorities) declined from EUR 0.67 to EUR 0.62 per share.

Hamburg, February 2023

alstria office REIT-AG

The Supervisory Board

Brad Hyler
Chairman of the Supervisory Board

The Management Board

Olivier Elamine
CEO

REPORT OF THE INDEPENDENT AUDITOR ON THE AUDIT OF THE REMUNERATION REPORT IN ACCORDANCE WITH SECTION 162 (3) AKTG

To alstria office REIT-AG, Hamburg/Germany

Audit Opinion

We conducted a formal audit of the remuneration report of alstria office REIT-AG, Hamburg/Germany, for the financial year from January 1 to December 31, 2022 to assess whether the disclosures required under Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the accompanying remuneration report. Our audit opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and in compliance with the *IDW Auditing Standard: Audit of the Remuneration Report pursuant to Section 162 (3) AktG (IDW AuS 870 (08.2021))*. Our responsibilities under those requirements and this standard are further described in the "Auditor's Responsibilities" section of our report. Our audit firm has applied the *IDW Quality Assurance Standard: Requirements for Quality Assurance in the Audit Firm (IDW QS 1)*. We have fulfilled our professional responsibilities in accordance with the German Public Auditor Act (WPO) and the Professional Charter for German Public Auditors and German Sworn Auditors (BS WP/vBP) including the requirements on independence.

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. In addition, they are responsible for such internal control as they consider necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report, and to express an opinion on this in a report.

We planned and conducted our audit so as to be able to determine whether the remuneration report is formally complete by comparing the disclosures made in the remuneration report with the disclosures required under Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have neither audited the correctness of the contents of the disclosures, nor the completeness of the contents of the individual disclosures, nor the adequate presentation of the remuneration report.

Handling of possible misrepresentations

In connection with our audit, our responsibility is to read the remuneration report taking into account our knowledge obtained in the financial statement audit while remaining attentive to any signs of misrepresentations in the remuneration report regarding the correctness of the disclosures' contents, the completeness of individual disclosures' contents or the reasonable presentation of the remuneration report.

If, based on the work we have performed, we conclude that there is such a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Hamburg/Germany, February 27, 2023

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

Annika Deutsch

Wirtschaftsprüferin
(German Public Auditor)

Maximilian Freiherr v. Perger

Wirtschaftsprüfer
(German Public Auditor)

Supervisory Board Remuneration System 2023

(Agenda item 10: Amendment to the remuneration of the members of the supervisory board)

1. Principles of the remuneration system for supervisory board members

Pursuant to section 113 paragraph 3 AktG, a remuneration system must be developed for the supervisory board members and submitted to the annual general meeting for voting.

The structure of the supervisory board remuneration will follow the following guidelines in future:

Some members of the supervisory board have waived their supervisory board remuneration. The Company wishes to take this development into account. Therefore, in future, remuneration shall be granted only to the chair of the audit committee, in particular to reflect the demands of this activity on the supervisory board. The further members of the supervisory board receive no remuneration; the reimbursement of expenses remains unaffected.

The granting of fixed (and not variable) remuneration exclusively to the chair of the audit committee ensures that in particular the chair of the audit committee of the supervisory board can exercise the supervisory and advisory function independently. In addition, the non-granting of remuneration or granting of fixed remuneration ensures that all members of the supervisory board will be able to carry out their activities independently of the short-term success of alstria. In this way, the supervisory board can concentrate primarily on its activities with regard to the long-term development of alstria.

The level of remuneration for the chair of the audit committee reflects the function and the area of responsibility and is appropriate to the situation of alstria. In particular, the greater amount of time required to be spent by the chair of the audit committee and the higher technical skills they need to possess are adequately taken into account.

The provisions of the German Stock Corporation Act provide the regulatory framework for the remuneration system

2. Procedure for determining and implementing the remuneration system

The annual general meeting resolves on the remuneration of the supervisory board members.

At least every four years or in case of changes, the remuneration system for the supervisory board members is submitted to the annual general meeting for voting. In the event that the annual general meeting does not approve a remuneration system put to the vote, a revised remuneration system shall be submitted at the latest at the following annual general meeting.

3. Structure of the remuneration system for supervisory board members

Of the supervisory board members, only the chair of the audit committee of the supervisory board receives a fixed remuneration of EUR 70,000.00 p.a. Members who chair the audit committee for only part of a year receive remuneration pro rata temporis.

All supervisory board members are reimbursed for their expenses (in particular travel, accommodation, meal and subsistence and telecommunications costs) incurred in the course of their work for alstria. The expenses also include any VAT paid on the remuneration, insofar as the member of the supervisory board is entitled to charge VAT separately. The Company may, at its own expense, take out appropriate liability insurance for the benefit of the supervisory board members to cover the risks arising from the performance of their duties (D&O insurance).

4. Significant changes compared to the previous remuneration system

The annual general meeting of the Company last adopted a resolution on the remuneration system for the supervisory board members on May 6, 2021 under agenda item 9 ("Remuneration system for the supervisory board members 2021"). According thereto, all supervisory board members received fixed remuneration, with the amount being dependent on the tasks assumed by each member within the supervisory board and its committees. The remuneration system now proposed under agenda item 10, by contrast, only provides for an annual fixed remuneration for the chair of the audit committee. The further members of the supervisory board receive no remuneration; the reimbursement of expenses remains unaffected.

Increased qualification requirements are placed on the members of the audit committee. According to the Profile for the Supervisory Board, at least two members of the audit committee, including the chair, should be financial experts. At least one member should have acquired particular skills and experience in accounting, in applying accounting principles and internal controls. At least one further member should have acquired particular skills and experience in audit. In addition, the Profile for the Supervisory Board provides that the chair of the audit committee should be independent from the Company and its management board and from any controlling shareholder.

The increased requirements in terms of qualification and independence are of particular importance for the Company especially due to the scope and significance of the audit committees' work, and in particular apply to the chair of the audit committee.

According to the rules of procedure for the supervisory board, the audit committee in particular deals with the audit of the annual financial statements and intra-year financial information, accounting and the accounting process, risk management, the internal control and audit system as well as compliance.

Compared to the other members of the supervisory board and the audit committee, the chair has a higher workload, needs to spend more time and has greater responsibility. Therefore, the chair of the audit committee should continue to receive annual remuneration for this work. In addition, the remuneration for the work of the chair of the audit committee is to ensure that the Company will be able, also in future, to fill this position with competent persons.

Moreover, the new system ultimately reflects the payment of the remuneration to the members of the supervisory board and its committees in office in the 2022 financial year. In fact, under release agreements with the Company concluded in February 2023, three supervisory board members in the last financial year waived the fixed remuneration to which they were entitled under the remuneration system for the supervisory board members 2021.

The provisions on the reimbursement of expenses remain unchanged compared to the remuneration system for the supervisory board members 2021.

Further information and instructions

1. Total number of shares and voting rights

As per the date of the convocation of the annual general meeting, the share capital of the Company is EUR 178,291,272.00 and is divided into 178,291,272 no-par value bearer shares. Each of the 178,291,272 no-par value shares entitles the bearer to one vote in the annual general meeting (article 6 paragraph 1 sentence 2 and article 15 paragraph 3 sentence 1 of the articles of association).

2. Virtual annual general meeting and shareholder portal

Based on the decision of the management board pursuant to section 118a AktG in conjunction with article 14 paragraph 5 of the Company's articles of association, the annual general meeting will be held as a virtual annual general meeting. The shareholders and their proxies are excluded from being physically present at the place of the annual general meeting (with the exception of the proxies appointed by the Company).

Registered shareholders and their proxies can follow the entire virtual annual general meeting via audiovisual link live on the internet. For this purpose, a webcast is available in the password-protected internet-based annual general meeting and voting system ("**Shareholder Portal**") on the day of the annual general meeting from 10:00 hours CEST. Duly registered shareholders and their proxies can reach the **Shareholder Portal** via the link "**Access to the Shareholder Portal**" on the Company's website at

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

Shareholders will access the Shareholder Portal using the access data which they have received with their registration confirmation for the virtual annual general meeting after having fulfilled the requirements stated in section "4. Requirements for participating in the virtual annual general meeting and in particular for exercising the voting rights".

When using the Shareholder Portal for the duration of the virtual annual general meeting on May 4, 2023, the shareholders or their proxies are attending the virtual annual general meeting online.

The Company cannot guarantee that the transmission on the internet and the reception by each registered shareholder (or their proxy) will be technically uninterrupted.

3. Video communication

Shareholders or their proxies wishing to register their request to speak (including any motions, election proposals or requests for information) will require either a non-mobile end device (e.g. PC) or a mobile end device (e.g. notebook, laptop, tablet) for online access. Persons wishing to speak must ensure that their end devices have a camera and a microphone which can be accessed from the browser. The recommended browsers are Google Chrome, Mozilla Firefox and Microsoft Edge. No further software components or apps need to be installed on the end devices. Shareholders or their proxies who have registered to speak will receive an email with a link via which they are connected to the annual general meeting and can speak.

The Company reserves the right to test the functionality of the video communication between the shareholder or proxy and the Company in the annual general meeting and prior to the shareholder's speech and to refuse to allow them to speak if functionality cannot be guaranteed.

4. Requirements for participating in the virtual annual general meeting and in particular for exercising the voting rights

In accordance with article 14 paragraphs 2 and 3 of the articles of association, only those persons who are Company shareholders at the commencement of the 21st day prior to the annual general meeting, i.e. **April 13, 2023, 0:00 hours CEST ("Record Date")**, and register in a timely manner for the annual general meeting are entitled to participate in the virtual annual general meeting and in particular to exercise voting rights. The registration must reach the Company by no later than the expiration of **April 27, 2023, 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

The registration must be made and proof of shareholdings must be provided in text form (section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*; "**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 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 access to the Shareholder Portal from their custodian banks as early as possible.

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.

5. Procedure for voting

Registered shareholders and their proxies may exercise their voting rights by electronic postal vote prior to the annual general meeting and during the annual general meeting.

Votes are cast electronically and may only be cast via the Company's Shareholder Portal at **<https://alstria.com/investor/#generalmeeting>** in the "Shareholders' Rights" section **until the point in time determined by the chair in the context of voting on the day of the annual general meeting on May 4, 2023**. Up to this point in time, a voting may also be amended or revoked via the Shareholder Portal. For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

6. 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 "4. Requirements for participating in the virtual annual general meeting and in particular for exercising the voting rights" must be fulfilled for the respective shares as well.

Authorizing proxies appointed by the Company

We offer our shareholders and their proxies 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 (article 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in conjunction with section 126b BGB). Corresponding proxies (with instructions) can be transmitted electronically **via the Shareholder Portal** under **<https://alstria.com/investor/#generalmeeting>** in the "Shareholders' Rights" section **until the point in time determined by the chairman in the context of voting on the day of the annual general meeting on May 4, 2023**. For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

Alternatively, powers of attorney and 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 article 14 paragraphs 2 and 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 and instructions) must be sent to the Company by **May 3, 2023, 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-HV2023@computershare.de

Corresponding powers of attorney (with instructions) issued may be amended and revoked electronically via the Shareholder Portal **until the point in time determined by the chairman in the context of voting on the day of the annual general meeting on May 4, 2023**. For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

Authorizing third-party proxies

Shareholders may also have their voting rights exercised in the virtual annual general meeting by a third-party proxy, e.g. the custodian 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 persons of equal status pursuant to section 135 paragraph 8 AktG is authorized (article 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in conjunction with section 126b BGB). These can be transmitted electronically **via the Shareholder Portal** under **<https://alstria.com/investor/#generalmeeting>** in the "Shareholders' Rights" section **until the point in time determined by the chair in the context of voting on the day of the annual general meeting on May 4, 2023**. For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

Alternatively, powers of attorney may be granted using the forms provided by the Company for this purpose. Shareholders who have registered in accordance with article 14 paragraphs 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 intermediaries, shareholders' associations, voting rights advisors or other persons of equal status pursuant to section 135 paragraph 8 AktG and to the revocation and proof of such authorization. Intermediaries, shareholders' associations, voting rights advisors 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 **May 3, 2023, 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-HV2023@computershare.de

Corresponding powers of attorney issued may be amended and revoked electronically via the Shareholder Portal **until the point in time determined by the chairman in the context of voting on the day of the annual general meeting on May 4, 2023**. For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

7. Further information on exercising voting rights

If proxies and, if applicable, instructions are issued in due time by several means (letter, email, electronically via the Shareholder Portal or pursuant to section 67c paragraphs 1 and 2 sentence 3 AktG in conjunction with article 2 paragraphs 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 paragraphs 1 and 2 sentence 3 AktG in conjunction with article 2 paragraphs 1 and 3 and article 9 paragraph 4 DVO, 3. by email, 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 number 3 AktG and a person of equal status pursuant to section 135 paragraph 8 AktG.

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

8. Requests for additions to the agenda in accordance with section 122 paragraph 2 AktG

Shareholders whose combined shares amount to one twentieth of the share capital or make up a prorated amount of at least EUR 500,000.00 (corresponding 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 **April 3, 2023 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 Annual General Meeting
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 disseminated 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.

9. Countermotions and election proposals, sections 126 paragraph 1, 127, 130a paragraph 5 sentence 3, paragraph 6, 118a paragraph 1 sentence 2 number 3 AktG

Pursuant to section 126 paragraph 1 AktG, each shareholder is entitled to send countermotions to the proposed resolutions regarding the items of the agenda. If the countermotions are to be made accessible by the Company, they must be received by the Company together with proof of capacity as shareholder no later than 14 days prior to the meeting, i.e. by **April 19, 2023 at 24:00 hours CEST**, at the following address:

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

Countermotions addressed otherwise will not be made accessible. Subject to section 126 paragraphs 2 and 3 AktG, countermotions 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 countermotion. Countermotions 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. Proposals for the election of supervisory board members also do not have to be made accessible if no information is included regarding the proposed 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 sections 126 paragraph 4 sentence 1, 127 AktG, a countermotion or election proposal to be made accessible pursuant to sections 126 paragraphs 1 to 3, 127 AktG shall be deemed to have been made at the time it was made accessible. The Company must make it possible for the voting rights regarding these motions to be exercised once the shareholders are able to provide evidence of fulfilment of the requirements provided by law or in the articles of association for exercising the voting rights. If the shareholder submitting the motion has not been duly legitimized and, if registration is required, has not properly registered for the annual general meeting, the motion does not have to be dealt with by the meeting.

The chair of the meeting is generally entitled to vote first on the proposals made by the management. If the proposals made by the management are then accepted with the necessary majority, the counter-proposals or (deviating) election proposals will be rendered obsolete.

Moreover, motions and election proposals may also be made during the annual general meeting via video communication, i.e. by exercising the right to speak. Please note the information in section "12. Right to speak".

10. Right to submit statements, sections 130a paragraphs 1 to 4 AktG, 118a paragraph 1 sentence 2 number 6 AktG

Duly registered shareholders or their proxies have the right to submit statements on the agenda items prior to the meeting by way of electronic communication (cf. section 130a paragraphs 1 to 4 AktG).

Statements must be submitted by no later than five days prior to the annual general meeting, i.e. no later than by **April 28, 2023, 24:00 hours CEST**. Statements must be submitted in text form as a pdf file in the Shareholder Portal on the Company's website at <https://alstria.com/investor/#generalmeeting> in the "Shareholders' Rights" section. Statements are limited to a maximum of 10,000 characters (including spaces).

For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

The Company will make the submitted statements accessible to all duly registered shareholders or proxies by no later than four days prior to the meeting, i.e. no later than by April 29, 2023, 24:00 hours CEST, on the Shareholder Portal via the Company's website at <https://alstria.com/investor/#generalmeeting>.

Statements that were not submitted by a shareholder who is duly registered for the virtual annual general meeting, statements that comprise more than 10,000 characters or where a case as provided for in section 130a paragraph 3 sentence 4 in conjunction with section 126 paragraph 2 sentence 1 number 1, number 3 or number 6 AktG applies will not be made accessible.

If statements are made accessible, the Company will disclose the names of the statements' authors only if they expressly requested or expressly consented to such disclosure when sending the statement.

Motions and election proposals, questions and objections to general meeting resolutions included in the statements submitted as pdf files will not be taken into account at the general meeting; motions and election proposals can be submitted, the right to information asserted and objections filed against general meeting resolutions only using the methods specifically described in this invitation.

11. Right to information, sections 131, 130a paragraph 5 sentence 3, paragraph 6, 118a paragraph 1 sentence 2 number 4 AktG

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 ("**Right to 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.

The management board has decided not to make use of the statutory right under section 131 paragraph 1a AktG, according to which it can be stipulated that questions must be submitted before the annual general meeting. Questions will thus only be answered at the annual general meeting. It is envisaged that the chairman of the meeting will specify that the Right to Information can only be exercised at the annual general meeting via video communication (cf. section 131 paragraph 1f AktG), i.e. in the context of exercising the right to speak (cf. next section). Further details can be found above in section "3. Video communication".

Section 131 paragraph 4 sentence 1 AktG provides that if information has been disclosed to a shareholder outside the annual general meeting by reason of their status as a shareholder, such information must also be disclosed to any other shareholder at the general meeting upon request, even if such information is not necessary to duly assess an item of the agenda. Shareholders or their proxies attending the virtual annual general meeting online may communicate their requests to the Company during the annual general meeting via the Shareholder Portal in the "Shareholders' Rights" section. For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

12. Right to speak, sections 130a paragraphs 5 and 6, 118a paragraph 1 sentence 2 number 7 AktG

Shareholders or their proxies who attend the annual general meeting online have a right to speak via video communication (for more details, please refer to the above section "3. Video communication"). The shareholder or proxy must ensure transmission by appropriate audiovisual means. From the beginning of the annual general meeting, the shareholders or their proxies may make requests to speak via the Company's Shareholder Portal at <https://alstria.com/investor/#generalmeeting> in the "Shareholders' Rights" section. In particular, the right to speak also includes the right to submit motions and election proposals pursuant to section 118a paragraph 1 sentence 2 number 3 AktG and a request for information (section 131 paragraph 1 AktG).

For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal". Please also note the technical information in section "3. Video communication".

Pursuant to article 15 paragraph 2 of the Company's articles of association, the chair of the meeting is authorized to restrict the rights of the shareholders to ask questions and to speak to an adequate period of time.

13. Declaration of objections to the resolutions of the annual general meeting, section 118a paragraph 1 sentence 2 number 8 AktG in conjunction with section 245 AktG

Shareholders or their proxies who attend the annual general meeting online have the right to declare their objection to resolutions of the annual general meeting by way of electronic communication. Objection can be declared during the annual general meeting, i.e. **from the opening of the virtual annual general meeting until its closing by the chairman of the meeting**, via the Company's Shareholder Portal on the Company's website at <https://alstria.com/investor/#generalmeeting> in the "Shareholders' Rights" section. The Company's proxies are not entitled to declare their objection to resolutions of the annual general meeting to be recorded by the notary public certifying the minutes of the annual general meeting.

For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

14. Denial included in the minutes

If a shareholder or their proxy has been denied information, they may request that their question and the reason why the information was denied be included in the minutes of the annual general meeting (cf. section 131 paragraph 5 sentence 1 AktG). Shareholders or their proxies attending the virtual annual general meeting online may communicate their requests during the annual general meeting, i.e. **from the opening of the virtual annual general meeting until its closing by the chair of the meeting**, via the Company's Shareholder Portal on the Company's website at <https://alstria.com/investor/#generalmeeting> in the "Shareholders' Rights" section.

For access to the Shareholder Portal, please note the above information in section "2. Virtual annual general meeting and Shareholder Portal".

15. Further elaborations

Further elaborations regarding the rights of the shareholders in accordance with sections 118a, 122 paragraph 2, 126 paragraphs 1 and 4, 127, 130a and 131 AktG can be downloaded on the Company's website at

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

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

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

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

After the annual 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 annual general meeting at the email address **hv@alstria.de**.

17. Time data in this invitation

All time information in this invitation 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.

Information regarding data protection

The protection of personal data of shareholders, shareholder representatives and guests who register to attend the annual general meeting of alstria office REIT-AG (**“we, us, Company”**) 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 annual general meeting.

Who is responsible for data processing?

Data controller pursuant to article 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 annual general meeting, the following categories of personal data of shareholders are processed:

- First name and last name
- Contact data (e.g. address, email address, telephone number)
- Share-related data (e.g. number of shares, type of ownership)
- Annual general meeting-related data (e.g. number of registration confirmation and, where appropriate, instructions)
- Participation behaviour-related data (e.g. registration to the annual general meeting and to the Shareholder Portal, voting behaviour and, where appropriate, information about and content of requests for additions to the agenda, motions, election proposals, requests for information, speeches and statements)
- 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 shareholder rights, personal data of the proxy (in particular first and last name as well as place of residence of the proxy) are also processed. We ask Shareholders to expressly point this out to the proxies and to make this information regarding data protection available to them.

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

When AGM Participants register in the Shareholder Portal, further personal data is processed. We kindly ask to take note of the separate Data Privacy Notice in the Shareholder Portal.

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. speech and voting) at the annual 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 annual 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 fulfil additional statutory obligations, such as regulatory requirements as well as obligations under corporate, commercial and tax law-related requirements to retain data.

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

In addition, personal data is also processed to safeguard legitimate interests in the sense of article 6 paragraph 1 lit. f) GDPR for the efficient and digital preparation, execution and follow-up of the annual general meeting, the technical operation of the Shareholder Portal, statistics/analysis (if and as far as this is done in relation to person) and the establishment, exercise and defence of legal claims.

When an AGM Participant asks a question or wants to provide a statement and expressly agrees to be named, the name will be given based on consent in line with Art. 6 paragraph 1 lit. a) GDPR. The naming is only done, if the consent was not withdrawn before.

Which participants receive personal data?

The data of the AGM Participants are processed by the employees of alstria office REIT-AG who are involved in the organization of the annual general meeting. In addition, we partly employ different external service providers (and their subcontractors) for the preparation, execution and follow-up of the annual general meeting (general meeting service providers and IR service providers such as Computershare Deutschland GmbH & Co. KG, which are looking after the technical execution of the virtual annual general meeting 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, the Company 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 (cf. section 122 paragraph 2, 126 paragraph 1, 127 AktG). Similarly, the Company will make countermotions and election proposals by shareholders available on its website stating the name of the shareholder, provided that the conditions are met in accordance with the provisions of the German Stock Corporation Act (see the above explanation of section 122 paragraph 2, 126 paragraph 1, 127 AktG for further details). When making statements available, the Company will only disclose the name of the author, if the author expressly requested or consented to the disclosure of the name.

Other shareholders and 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), courts, arbitral tribunals or legal advisors.

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 that personal data have been provided by the shareholders in the course of the registration for the annual general meeting, alstria or the service providers engaged by it will normally receive the personal data of the shareholders via the registration office from the credit institutions of the shareholders, who have been entrusted by the shareholders 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 behaviour-related data are concerned, such as requests for information or requests for additions to the agenda, these personal data are provided by the AGM participants themselves.

Is there an obligation to provide data?

The Company must process personal data of the AGM Participants in the general meeting in order to enable them to exercise their rights at the annual general meeting. If an AGM Participant does not provide their personal data, it may not be possible for them to exercise their rights related to the general meeting.

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 evidence and retention obligations under statutory or European law (e.g. in the German Stock Corporation Act, the German Commercial Code, the German Fiscal Code (*Abgabenordnung*)) do not require us to store them any longer. For the data collected in connection with annual general meetings, the retention period is regularly up to three years. Further evidence and retention obligations result from the German Commercial Code and the German Fiscal Code, pursuant to which the retention period can amount to up to ten years.

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

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

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 article 15 GDPR
- Rectification of incorrect personal data and completion of incomplete personal data, article 16 GDPR
- Deletion of personal data, if the legal requirements are met, in particular if they are no longer required to meet the aforementioned purposes, article 17 GDPR
- Limitation of the processing of personal data if the legal requirements are met, Article 18 GDPR
- **Withdrawal of consent, article 7 paragraph 3 GDPR** (e.g. via email to dataprotection@alstria.de)
- Right to data portability of data processed by automated means based on consent or a contract, article 20 GDPR
- **Objection to the processing of personal data based on legitimate interests pursuant to article 6 paragraph 1 lit. f GDPR, article 21 GDPR**
- 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, email: mailbox@datenschutz.hamburg.de), article 77 GDPR

Hamburg, March 2023

The management board

BUILDING YOUR FUTURE

A modern office interior featuring a long white desk with several black ergonomic chairs. On the desk are multiple laptops, notebooks, and office supplies. The room has large windows on the right side, providing a view of greenery outside. A decorative wall with a geometric pattern and a warm light fixture is visible in the background. The floor is made of dark wood. A large teal graphic element is on the left side of the image, partially covering the text.

alstria office REIT-AG
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