



- Convenience translation -

**Extraordinary general meeting of alstria office REIT-AG  
on December 1, 2023**

**Information on shareholders' rights**

(pursuant to sections 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 and 5  
of the German Stock Corporation Act)

The convening of the extraordinary general meeting includes details on shareholders' rights pursuant to sections 122 paragraph 2, 126 paragraph 1, 127 and 131 paragraph 1 German Stock Corporation Act (*Aktiengesetz*, "AktG"), which - pursuant to section 121 paragraph 3 no. 3 AktG - are largely limited to deadlines for exercising these rights. The following information is intended for further clarification purposes:

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

Shareholders whose combined shares amount to 20 % of the share capital or make up a prorated amount of at least EUR 500,000.00 (the latter corresponds to 500,000 shares) may request pursuant to section 122 paragraph 2 AktG that items be placed on the agenda and published.

Persons submitting a request must prove in accordance with section 122 paragraph 1 sentence 3, paragraph 2 sentence 1 AktG that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the management board decides on the request, with section 70 AktG being applicable when calculating the time for which shares have been held. The date of receipt of the request will not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB") shall not be applied accordingly. A confirmation from the custodian bank is sufficient as proof of share ownership.

A justification or resolution proposal must be enclosed for each new item. The request is to be directed in writing (section 126 BGB) to the management board of alstria office REIT-AG. Such request must be received by the Company, together with the proof that the shareholder holds the minimum number of shares, by no later than 30 days prior to the meeting, i.e., by **October 31, 2023 at 24:00 hours CET** at the latest. Requests received after this date will not be considered.

Please send any requests for additions in writing to the following address:

alstria office REIT-AG  
-Management Board-  
Reference: Motions for the Extraordinary General Meeting 2023  
Steinstraße 7  
20095 Hamburg  
Germany

Unless already published with the convocation, any additions to the agenda which need to be published will be published without undue delay (*unverzüglich*) directly upon the Company's receipt of the request in the Federal Gazette (*Bundesanzeiger*) and provided to that media for publication where it can be assumed that the information will be broadcast 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.

The provisions of the Stock Corporation Act underlying these shareholder rights are (in excerpts) as follows:

***Section 122 paragraph 1 and paragraph 2 AktG - Convening of a meeting at the request of a minority***

- (1) *The shareholders' meeting shall be called if shareholders whose aggregate shareholdings equal or exceed one-twentieth of the share capital, demand such meeting in writing, stating the purpose of and reasons for such a meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. The requestors have to prove that they were owners of the shares minimum 90 days prior to the day the request was received and that they hold the shares until a decision by the management board on the request was made. Section 121 paragraph 7 applies respectively.*
- (2) *In the same manner, shareholders whose aggregate shareholdings amount to one twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000.00 may demand that items are placed on the agenda and published. Each new item shall be accompanied by an explanation or a draft resolution. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.*

[...]

***Section 121 paragraph 7 AktG - Calculation of the period***

[...]

- (7) *For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied accordingly. In the case of non-listed companies, the articles of association may determine a different calculation of the period.*

***Section 70 AktG - Calculation of the period of shareholding***

*If the exercise of rights arising from the share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution or an enterprise operating under section 53 paragraph 1 sentence 1 or*

*section 53b paragraph 1 sentence 1 or section 53b paragraph 7 of the German Banking Act (KWG) shall be deemed equivalent to ownership. The period during which the share has been owned by a predecessor shall be attributed to the shareholder if he/she has acquired the share without consideration, from his/her trustee, as full legal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Loan Associations Act.*

## **2. Countermotions and nominations, sections 126 paragraph 1, 127 AktG**

Each shareholder is entitled to make countermotions against the proposals to the proposed resolutions regarding the items of the agenda, section 126 paragraph 1 AktG.

According to section 126 paragraph 1 AktG every shareholder is entitled to his/her countermotion being made accessible to the persons listed in section 125 paragraph 1 to paragraph 3 AktG based on the requirements stipulated therein, if such countermotion is received by the Company together with proof of capacity as shareholder no later than by 14 days prior to the meeting, i.e., by **November 16, 2023, 24:00 hours CET**, at the following address:

alstria office REIT-AG  
Reference: Motions for the Extraordinary General Meeting 2023  
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.

Furthermore, each shareholder is entitled to submit in the general meeting a countermotion on the agenda items without prior notification to the Company. According to section 124 paragraph 4 sentence 2 AktG no publication is required for the passing of a resolution for motions relating to items on the agenda.

Pursuant to section 127 AktG, these provisions apply analogously to a shareholder's proposal to elect supervisory board members or auditors (insofar as this is an item on the agenda of the general meeting). However, such proposals do not have to be justified. 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 nominated supervisory board candidates' membership in other supervisory boards to be established by law in the terms of section 125 paragraph 1 sentence 5 AktG.

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

The provisions of the Stock Corporation Act underlying these shareholder rights, which also specify under which conditions counterproposals and nominations need not be made available, are (in extracts) as follows:

**Section 126 AktG paragraphs 1 to 3 - Motions by shareholders**

- (1) *Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to section 125 paragraph 1 to 3 under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a countermotion regarding a proposal of the management board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, publishing shall be made via the company's website. Section 125 paragraph 3 shall apply correspondingly.*
- (2) *A countermotion and its grounds need not be published*
  1. *as far as the management board would by reason of such communication become liable to prosecution;*
  2. *if the countermotion would result in a resolution of the shareholders' meeting which would be against the law or the articles of association;*
  3. *if the grounds contain statements which are manifestly false or misleading in material respects or which are offensive;*
  4. *if a countermotion by one shareholder based on the same facts has already been published with respect to a shareholders' meeting of the company pursuant to section 125;*
  5. *if the same countermotion of such shareholder on essentially identical grounds has already been published pursuant to section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings of the company less than one twentieth of the share in capital represented has voted in favour of such countermotion;*
  6. *if the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting, or*
  7. *if within the past two years at two shareholders' meetings the shareholder has failed to file a countermotion in person or by proxy previously announced by him.*

*The grounds do not need to be made available for third parties, if they exceed the amount of 5,000 characters.*

- (3) *If several shareholders make countermotions for resolution in respect to the same subject*

matter, the management board may combine such countermotions and the respective statements of the grounds.

[...]

#### **Section 127 sentences 1 to 3 AktG - Election proposals by shareholders**

Section 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or auditors. The election proposal needs not be supported by grounds. The management board also needs not publish such election proposal if it fails to contain the details required by section 124 paragraph 3 sentence 4 and section 125 paragraph 1 sentence 5. [...]

#### **Section 124 paragraph 3 sentence 4, paragraph 4 sentence 2 AktG - Publication of requests for additions; proposals for resolution**

- (3) [...] The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence. [...]
- (4) [...] No notice need be published for resolutions to be adopted regarding a motion made at the meeting to convene a general meeting, regarding motions made concerning items of business set out in the agenda, and regarding deliberations that do not result in a resolution being adopted.

#### **Section 125 paragraph 1 sentences 1, 2 and 5, paragraph 3 AktG - Communications to shareholders and supervisory board members**

- (1) At the latest 21 days prior to the general meeting, the management board of a company that not exclusively issued registered shares is to notify
1. the intermediaries, that have shares of the company in custody,
  2. the shareholders and intermediaries that demanded such notice be given to them, and
  3. the associations of shareholders, that demanded such notice be given to them or that had exercised voting rights at the last general meeting

that the general meeting is being convened. The day of receipt shall not be included in this calculation. [...] In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

- (3) Each member of the supervisory board may request that the management board provides the same information to him.

[...]

### **3. Right to information, section 131 paragraph 1 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.

Section 131 paragraph 4 sentence 1 AktG provides that if information has been disclosed to a shareholder outside the 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.

According to section 15 paragraph 2 sentence 2 of the articles of association of alstria office REIT-AG the chairman may set an appropriate time limit for the shareholders' right to speak and ask questions. He can, in particular, appropriately determine, at the beginning as well as in the course of the general meeting, the length of the entire general meeting and the time allotted for discussing individual items on the agenda or for any individual questions or comments.

The provisions underlying these shareholder rights are (in extracts) as follows:

**Section 131 paragraph 1, 2, 3 and 4 sentence 1 AktG - Right of shareholders to obtain information**

(1) *Each shareholder shall upon request be provided with information in the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to section 266 paragraph 1 sentence 3, section 276 or section 288 of the Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used without such simplifications. The duty of the management board of a parent company (section 290 paragraph 1 and paragraph 2 of the Commercial Code) to provide information in the shareholders' meeting to which the consolidated financial statement and management report are submitted shall extend to the general situation and outlook of the group and the companies included in the consolidated financial statement.*

[...]

(2) *The information provided shall comply with the principles of diligent and accurate accounting. The articles of association or the rules of procedure pursuant to section 129 may authorise the chairman of the meeting to limit the questions and speaking rights of shareholders as appropriate in time and to lay down detailed rules thereon.*

(3) *The management board may refuse to provide information*

1. *to the extent that providing such information, according to sound business judgment, is likely to not cause insignificant damage to the company or an affiliated enterprise;*
2. *to the extent that such information relates to tax valuations or the amount of certain taxes;*
3. *with regard to the difference between the value at which items are shown on the annual balance sheet and the higher value of such items, unless the shareholders' meeting is to approve the annual financial statements;*

4. *with regard to the methods of classification and valuation, insofar as disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and profitability within the meaning of section 264 paragraph 2 of the Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
5. *insofar as the provision thereof would make the management board liable to prosecution;*
6. *insofar as in the case of a credit institution or financial services institution or a securities institution information on the applied accounting and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report need not be given;*
7. *insofar as the information is continuously available on the company's website at least seven days prior to the shareholders' meeting as well as at all times during the meeting.*

*The information may not be refused for other reasons.*

- (4) *If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder in the shareholders' meeting, even if such information is not necessary to properly evaluate an item on the agenda. [...]*

**Section 15 paragraph 2 sentences 2 first half sentence and 3 of the articles of association of alstria office REIT-AG**

- (2) *[...] The chairman may set an appropriate time limit for shareholders' right to speak and ask questions. He can, in particular, appropriately determine, at the beginning as well as in the course of the general meeting, the length of the entire general meeting and the time allotted for discussing individual items on the agenda or for any individual questions or comments.*

**4. Denial included in the minutes, section 131 paragraph 5 sentence 1 AktG**

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 general meeting (cf. section 131 paragraph 5 sentence 1 AktG).

The provisions of the Stock Corporation Act underlying these shareholder rights are (in extracts) as follows:

**Section 131 paragraph 5 sentence 1 AktG - Right of shareholders to obtain information**

[...]

- (5) *If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting. [...]*