

CORPORATE GOVERNANCE STATEMENT

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

I. MANAGEMENT BOARD AND SUPERVISORY BOARD

German stock corporations are required by law to have a dual management system (two-tier board), which provides a strict separation of personnel and functions between the Management Board as the management body, and the Supervisory Board as the monitoring and advising body. Within this dual management system, Management Board and Supervisory Board cooperate closely and faithfully in the Company’s interests.

1. MANAGEMENT BOARD

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

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

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

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

The Management Board regularly and promptly provides the Supervisory Board with comprehensive information on all issues relevant to the Company and the Group relating to the strategy, development of the business and financial position of the Company, planning, material business transactions as well as on the risk situation, risk management and compliance of the Company. At least once a year, the Management Board reports on the planned business policy and on other fundamental issues of corporate planning for the Company and the Group. At least quarterly, the Management Board reports on the course of business, in particular revenues and income, material accounting indicators, the REIT and EPRA indicators and the development of the net assets, financial position and results of operations. The work of the Management Board, the reporting and information obligations to the Supervisory Board and the transactions requiring Supervisory Board approval are governed by rules of procedure for the Management Board.

In financial year 2023, the Management Board of alstria office REIT-AG consisted of one member:

Member		Term of office (in years)	Appointed until
Olivier Elamine	Chief Executive Officer	17	31.12.2027

Management Board members are committed to the Company's interests and do not pursue personal interests in their decisions or take advantage of business opportunities to which the Company is entitled. The rules of procedure for the Management Board stipulate that conflicts of interest must immediately be disclosed to the Chair of the Supervisory Board. A member of the Management Board shall also not directly compete with the Company through private real estate investments; real estate transactions between the Company and a member of the Management Board are prohibited. Significant transactions between the Company on the one hand and a Management Board member or related parties within the meaning of Section 111a AktG on the other hand, require the Supervisory Board's approval. All such transactions must be concluded under customary commercial conditions. A Management Board member requires the Supervisory Board's approval to conduct secondary activities, particularly memberships in supervisory boards of companies outside the Group. In the reporting period, there were no conflicts of interest involving the CEO that were not reported to the Supervisory Board. There were also no agreements or transactions between the Company on the one hand and the CEO or parties related to him pursuant to Section 111a AktG on the other hand. With the approval of the Supervisory Board, the CEO holds a mandate in the board of a company outside the Group. A list of the CEO's memberships in supervisory boards of listed companies or companies with comparable requirements pursuant to Section 285 No. 10 HGB can be found on page 156 of the Company's Annual Report.

The compensation of the Company's CEO is presented in the Remuneration Report on pages 194 to 217 of the Company's Annual Report. The Remuneration Report, together with the other documents required by Section 289 f HGB, is also available on the Company's website at www.alstria.com → Company → Corporate Governance → Remuneration.

2. PROFILE FOR THE MANAGEMENT BOARD

The Supervisory Board appoints and dismisses the members of the Management Board and, with the support of the Management Board, ensures long-term succession planning. The Supervisory Board strives for a Management Board composition that ensures that all the knowledge, skills and experience necessary to best manage the Company are available on the Management Board. Therefore, with due consideration of alstria's specific situation, on July 19, 2023 the Supervisory Board last established this profile of skills and expertise and diversity concept with targets for the composition of the Management Board (**Profile for the Management Board**), pursuant to Section 289 f HGB, Section 76 para. 3 AktG and to the German Corporate Governance Code.

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

2.1. Requirements for all management board members

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

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

2.2. Requirements for the entire Management Board

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

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

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

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

2.3. Diversity

The members of the Management Board shall complement one another in terms of their backgrounds, professional experience and expertise in order to let the leadership benefit from diverse sources of experience, skills and points of view on corporate challenges.

In the recruitment process, the candidates are treated neutrally in terms of sex and age and will be assessed according to their qualifications.

2.4. Status of implementation

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

3. SUPERVISORY BOARD

The Supervisory Board advises and supervises the Management Board in the management of the enterprise. Advice and supervision also include sustainability issues. The Supervisory Board reviews the annual and consolidated financial statements along with the combined management report of alstria, adopts the annual financial statements and approves the consolidated financial statements and the combined management report. It examines the proposal for the profit appropriation and, with the Management Board, submits it to the Annual General Meeting for resolution. On the substantiated recommendation of the Audit Committee, the Supervisory Board proposes the auditors for election by the Annual General Meeting. After the corresponding resolution is passed by the Annual General Meeting, the Audit Committee awards the contract to the auditors and monitors the audit of the financial statements together with the independence and quality of the auditors. Details of the activities of the Supervisory Board in the reporting year are contained in the report by the Supervisory Board on pages 170 to 176 of the Company's Annual Report.

The number of statutory members of the Supervisory Board was reduced from six to four in the 2023 financial year by resolution of the Annual General Meeting on May 4, 2023. The Company's Supervisory Board is composed exclusively of shareholder representatives, which are generally elected by the Annual General Meeting.

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

Supervisory Board resolutions are adopted by a majority of votes of the Supervisory Board members as specified in the Articles of Association, unless otherwise required by law. Resolutions are generally passed at ordinary or extraordinary meetings. Supervisory Board members may participate in meetings of the Supervisory Board in person or via telephone, video conference, or similar audiovisual means. The Supervisory Board also meets regularly without the Management Board. Supervisory Board resolutions may also be adopted outside of meetings by means of written, telephonic or electronic communication (including e-mail and video conference) if the Chair so determines in individual cases.

All Supervisory Board members are obliged to act in the Company's interests and do not pursue personal interests in their decisions or take advantage of business opportunities to which the Company is entitled. The rules of procedure for the Supervisory Board stipulate that conflicts of interest must be disclosed to the Chair of the Supervisory Board without delay. In the case of resolutions for which a conflict of interest exists, the Supervisory Board member concerned abstains from voting. Members of the Supervisory Board shall also not directly compete with the Company through private real estate investments; real estate transactions between the Company and members of the Supervisory Board are prohibited. Significant transactions between the Company on the one hand and members of the Supervisory Board or related parties within the meaning of Section 111a AktG on the other hand require the approval of the Supervisory Board. In the reporting period, there were no conflicts of interest involving members of alstria's Supervisory Board that were not disclosed and there were also no such agreements on transactions between the Company on the one hand and members of the Supervisory Board and related parties on the other.

Each member of the Supervisory Board ensures that it has sufficient time available to fulfill its duties. The members of the Supervisory Board observe the overboarding rules as defined in the Code. The Supervisory Board regularly assesses how effectively the full Supervisory Board and its committees fulfill their duties. The last self-assessment has been conducted by means of online questionnaires in the 2021 financial year with very positive results.

More detailed information on the individual members of the Supervisory Board can be found on the Company's website, which contains the member's curricula vitae and an overview of their main activities in addition to their Supervisory Board mandate.

A list of the memberships of the Supervisory Board members on supervisory boards or similar supervisory bodies of non-Group companies in accordance with Section 285 no. 10 of the HGB can also be found in the annual report on pages 156 to 157 of the Company's Annual Report. The rules of procedure for the Supervisory Board can also be viewed on the Company's website under www.alstria.com → Company → Corporate Governance.

The compensation paid to the individual Supervisory Board members is presented in the Remuneration Report on pages 211 to 215 of the Company's Annual Report. The Remuneration Report, together with the other documents required by Section 289 f of the HGB, is also available on the Company's website at www.alstria.com → Company → Corporate Governance → Remuneration.

4. SUPERVISORY BOARD COMMITTEES

During the reporting period, the Supervisory Board initially had two standing committees from among its members: an Audit Committee and a Nomination and Remuneration Committee. As a result of the reduction in the number of Supervisory Board members from six to four, the Nomination and Remuneration Committee was dissolved with effect from July 19, 2023 for reasons of efficiency.

The Supervisory Board reports on the activities of its committees' work during the 2023 financial year in its report to the Annual General Meeting on pages 174 to 175 of the Company's Annual Report.

4.1. Audit Committee

The Audit Committee has its own rules of procedure, in which its matters, tasks and decision-making powers are regulated in more detail. It deals with the Company's accounting and accounting process, risk management, internal control and audit system and compliance. In addition, the Audit Committee deals with the audit of the financial statements, in particular the selection, independence and qualification of the auditors and the additional services provided by the auditors, the issuing of the corresponding audit engagement, the determination of focal points of the audit, the fee agreement and the assessment of the audit's quality. From January 1 to May 31, 2023, the Audit Committee consisted of Becky Worthington (Chair) as well as Brad Hyler and Dr. Frank Pörschke. From June 1, 2023, the Audit Committee consisted of Becky Worthington (Chair), Brad Hyler, Jan Sucharda and Richard Powers.

4.2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee, which was dissolved with effect from July 19, 2023, was responsible for the preparation of the resolutions of the full Supervisory Board on the appointment and dismissal of Management Board members (including the preparation of the Profile for the Management Board), on the Management Board's compensation system and the total compensation of individual Management Board members, on the target figures for the proportion of women on the Management Board and Supervisory Board, and on the rules of procedure for the Management Board. The Nomination and Remuneration Committee also used to deal with the succession planning for the Management Board and decide on the conclusion, amendment, extension and termination of

Management Board employment contracts, on the content of contracts (with the exception of compensation), and on the approval of certain other activities of Management Board members. Finally, the Nomination and Remuneration Committee was responsible for preparing the Supervisory Board's resolution on election proposals to the Annual General Meeting for suitable Supervisory Board members (including the Profile for the Supervisory Board) and on the determination of the compensation for the Supervisory Board, and it was responsible for dealing with any insider information that fall within the Supervisory Board's remit. These issues are now dealt with by the full Supervisory Board. From January 1 until its dissolution on July 19, 2023 the Nomination and Remuneration Committee comprised Brad Hylar (Chair) as well as Elisabeth Stheeman and Jan Sucharda, whereby Elisabeth Stheeman had already resigned from the Supervisory Board with effect from May 31, 2023.

5. PROFILE FOR THE SUPERVISORY BOARD

alstria office REIT-AG's Supervisory Board shall ensure proper consultation with and control of the Management Board. Therefore, Supervisory Board members shall have the knowledge, skills and experience necessary to properly fulfil their duties and complement one another. For this reason, on July 19, 2023 the Supervisory Board has last established this profile of skills and expertise and diversity concept with targets for the composition of the Supervisory Board ("**Profile for the Supervisory Board**") according to provisions in Section 289 f HGB and in the Code. Thereby, the Supervisory Board has especially considered alstria's specific situation and shareholder structure.

5.1. General profile of qualification

- Managerial or operational experience
- Availability and willingness to dedicate sufficient time
- Discretion and integrity
- Capacity for interaction and teamwork
- Leadership skills and persuasive power
- Age of up to 70 years, as a rule

5.2. Qualification and diversity

- The members of the Supervisory Board shall complement one another in terms of background, professional experience and skills in order to provide the Supervisory Board with the most diverse sources of experience and skills possible, including such regarding sustainability issues relevant to the Company.
- Viewed as a whole, the members must be familiar with the real estate sector.
- At least two members of the Audit Committee, including the Chair, shall be financial experts: At least one member shall have gained special expertise and experience in accounting, the application of accounting principles and internal control systems. At least one further member shall have gained special expertise and experience in the auditing of annual statements.

- The members of the Supervisory Board shall complement one another in terms of gender. At least one member shall be female. At least one member shall be male.

5.3. Independence

A Supervisory Board member is independent from the Company and its management as long as it has no personal or business relationships with the Company or its Management Board, which could cause a substantial and not merely temporary conflict of interest.

A Supervisory Board member is independent from a controlling shareholder if the Supervisory Board member or a close relative is neither a controlling shareholder, nor a member of the executive governing body of the controlling shareholder and does not have a business or personal relationship with the controlling shareholder that may cause a substantial and not merely temporary conflict of interest.

The Supervisory Board has determined the following requirements for the independence regarding the composition of the plenum and the Audit Committee:

- The number of members of the Supervisory Board that shall be independent from a controlling shareholder is determined taking into consideration the relative ownership of such shareholder as well as the legal requirements for independence in the committees.
- No more than two Supervisory Board members shall be former members of the Management Board.
- The **Chair of the Supervisory Board** shall be independent from the Company and its Management Board. The **Chair of the Audit Committee** shall be independent from the Company and its Management Board and from a controlling shareholder.

5.4. Succession planning and elections to the Supervisory Board

alstria appoints Supervisory Board members using a structured process. The Supervisory Board submits nominations to the Annual General Meeting for each vacant Supervisory Board position.

The Supervisory Board chooses the candidates whom it recommends to the Annual General Meeting for an election as follows: Whenever a Supervisory Board members' office term comes to an end, the Supervisory Board checks the composition of the Supervisory Board and whether the targets laid down in the Profile for the Supervisory Board are being met. The Supervisory Board also checks whether the targets need to be adjusted in light of alstria's situation and circumstances, which might have evolved. Given such results, the Supervisory Board assesses in the first place whether it would be appropriate to recommend to the Annual General Meeting to reappoint the Supervisory Board member whose term of office will end with the next Annual General Meeting. When doing so, the Supervisory Board takes into consideration the criteria for independence mentioned above. The Supervisory Board strives to fulfil the Profile for the Supervisory Board.

In its election proposals to the Annual General Meeting, the Supervisory Board discloses the personal and business relationships of every candidate with the Company, the Management and Supervisory Boards and any shareholders with a material interest in the Company. The election proposals go along with a curriculum vitae, providing information on each candidate's relevant knowledge, skills and professional experience and an overview of the candidate's material activities in addition to the Supervisory Board mandate.

The Annual General Meeting of shareholders elects each member of the Supervisory Board individually. Where an application is made for the appointment of a Supervisory Board member by a court, the term of that member will be limited until the next Annual General Meeting.

5.5. Status of implementation

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

The terms of office of the Supervisory Board members Karl Wambach and Rebecca Worthington expired at the end of the Company's Annual General Meeting on May 4, 2023. Rebecca Worthington and Richard Powers were elected to the Supervisory Board by the Annual General Meeting for a (further) term of office of five years. The Annual General Meeting also reduced the statutory number of members of the Supervisory Board from six to four. As part of this reduction in the size of the Supervisory Board, Supervisory Board members Dr Frank Pörschke and Elisabeth Stheeman each resigned from office with effect from May 31, 2023.

The current composition of the Supervisory Board fulfills all the objectives set out in the Profile for the Supervisory Board. In the opinion of the Supervisory Board, all current members of the Supervisory Board are independent from the Company and its Management Board. Furthermore, the Chair of the Audit Committee, Rebecca Worthington, is independent from the controlling shareholder. Brad Hyler, Jan Sucharda and Richard Powers each have a business relation with group companies of Brookfield, the controlling shareholder of alstria. Brad Hyler and Richard Powers also belong to the governing bodies of Brookfield.

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

With many years of experience as a director on several boards of Brookfield's property portfolio companies, Brad Hyler has professional expertise in the field of accounting, namely special knowledge and experience in the application of accounting principles and internal control and risk management systems. Through his work as Chairman of the Company's Supervisory Board, Brad Hyler has also gained experience in sustainability reporting and its audit and assurance.

Status of implementation of the Profile for the Supervisory Board:

	Brad Hyler ¹⁾	Jan Sucharda	Richard Powers	Becky Worthington ²⁾
<i>Year of birth</i>	1978	1960	1963	1971
<i>Term of office in years³⁾</i>	2	2	1	2
<i>Appointed until</i>	2027	2027	2028	2028
Diversity				
Gender	m	m	m	f
Nationality	US-American	Canadian	British & US-American	British
Independence				
Term of office for more than 12 years ⁴⁾	no	no	no	no
Personal relationship with Management Board ⁵⁾	no	no	no	no
Material business relationship ⁶⁾	no	no	no	no
Relationship with controlling shareholder ⁷⁾	yes	yes	yes	no
Knowledge and experience				
Industry background	Real Estate	Real Estate	Real Estate	Real Estate
Real estate sector	X	X	X	X
Financial expert accounting	X			X
Financial expert audit				X
ESG				X

¹⁾ Chair of Supervisory Board and until July 19, 2023 Chair of the Nomination and Remuneration Committee

²⁾ Chair of Audit Committee

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

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

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

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

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

II. WOMEN IN LEADING POSITIONS

Employees and their development within the Company are of central importance for society to achieve sustainable success. When filling management positions in the Company, the Management Board strives for a high level of diversity among employees and a high proportion of female managers. The Management Board determined a target figure of at least 30 % for the proportion of women in the first management level below the Management Board (Head of Departments) in accordance with Section 76 para. 4 AktG. This target figure will apply until December 31, 2026 and has been achieved with 41.67 % as of December 31, 2023. Due to the lack of an additional management level with decision-making competence and budget responsibility, there was no need to determine a target figure for women's participation at the second management level.

The Supervisory Board had initially set a target figure of at least 30 % for the proportion of women on the Supervisory Board. In light of the reduction of the Supervisory Board from 6 to 4 members, this target was adjusted to 25% and applies until December 31, 2027. The target was reached at 25 % as of December 31, 2023. In view of the fact that Olivier Elamine has been appointed as CEO of the Company until December 31, 2027 and there are no plans to re-fill the position of CFO, the target figure for the proportion of women on the Management Board has been set at a minimum of 0%. This target will apply until December 31, 2027 and was reached as of December 31, 2023.

III. GERMAN CORPORATE GOVERNANCE CODE

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

These exceptions and the reasons for the Company's nonconformity are set out in the declaration of compliance, as last issued by the Management Board and the Supervisory Board on February 27, 2024:

Declaration of compliance dated February 27, 2024

“Since its last Corporate Governance Declaration on March 15, 2023, alstria office REIT-AG has complied with the recommendations of the ‘Government Commission German Corporate Governance Code’ in the version which entered into force on June 27, 2022 (“GCGC”) apart from the exceptions stated below. alstria intends to continue to comply with the GCGC recommendations to the same extent.

Management Board Remuneration System 2022

Following the takeover of the Company by Alexandrite Lake Lux Holdings S.à r.l., a company controlled by Brookfield Corporation (former Brookfield Asset Management) (“**Brookfield**”), the Supervisory Board had adjusted the remuneration system for the members of the Management Board (“**Management Board Remuneration System 2022**”). The annual general meeting on June 10, 2022 approved the Management Board Remuneration System 2022 with a majority of 99.55%.

Non-financial performance criteria, G. 1 GCGC

According to the recommendations in G. 1 GCGC, the remuneration system for the members of the management board shall define the non-financial performance criteria relevant for the granting of variable remuneration components. The Management Board Remuneration System 2022 does no longer contain ESG targets for the variable remuneration. The Supervisory Board is convinced that alstria’s Management Board is a front runner in terms of sustainable real estate management even without non-financial performance criteria embedded in the remuneration system.

Share based remuneration and deferral, G. 10 GCGC

Pursuant to G.10 GCGC, the management board members’ variable remuneration shall be predominantly invested in company shares or shall be granted predominantly as share-based remuneration. Granted long-term variable remuneration components shall be accessible to management board members only after a period of four years. As the share price performance is no longer a suitable indicator for management board performance following the takeover of the Company, the Management Board Remuneration System 2022 does no longer provide for a share based variable remuneration or share ownership guidelines. Furthermore, the Management Board Remuneration System 2022 shortens the deferral of the long-term variable remuneration from 4 to 2 years in order to meet the statutory provisions and fully align management board remuneration with the overall employee remuneration scheme.

Candidate proposals by nomination committee, D. 4 GCGC

Pursuant to D. 4 GCGC, the Supervisory Board shall form a nomination committee, composed exclusively of shareholder representatives, which names suitable candidates to the Supervisory Board for its proposals to the general meeting.

The selection of candidates for the election of Supervisory Board members at the 2023 Annual General Meeting was made directly by the full Supervisory Board. For cost and efficiency reasons, the Management Board and Supervisory Board proposed to the Annual General Meeting that the number of Supervisory Board members be reduced from six to four. In this context, two Supervisory Board members resigned from office with effect from May 31, 2023. As the full Supervisory Board was already intensively involved in its future composition in this context, candidates were also selected in plenary

sessions. As part of the reduction in the size of the Supervisory Board, the Nomination and Remuneration Committee, was terminated with effect from July 19, 2023 for reasons of efficiency.

Supervisory Board Remuneration System 2023, G. 17 GCGC

According to the recommendations in G. 17 GCGC, the remuneration of the supervisory board members shall take into account, in an appropriate manner, the higher time commitment of the chair and the deputy chair of the supervisory board as well as of the chairs and the members of committees.

In accordance with the resolution of the Annual General Meeting on May 4, 2023, only the chair of the Audit Committee is to be remunerated, in particular to reflect the demands of this activity on the Supervisory Board. The further members of the Supervisory Board shall receive no remuneration; the reimbursement of expenses shall remain 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 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.”

IV. CORPORATE MANAGEMENT PRACTICES

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

1. CORPORATE GOVERNANCE

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

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

2. INTEGRITY AND COMPLIANCE

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

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

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

3. COMMUNICATION AND TRANSPARENCY

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

3.1. Relationship to the shareholders

alstria respects the rights of its shareholders and guarantees to the best of its ability to exercise these rights within the legal and statutory framework. These rights include, in particular, the free acquisition and free sale of shares, participation in the Annual General Meeting, adequate satisfaction

of the need for information and adequately distributed voting rights per share (one share - one vote). Shareholders have the option of exercising their voting rights at the Annual General Meeting in person or through a proxy of their choice or a company-appointed proxy that is bound by instructions. The invitation to the Annual General Meeting explains how instructions for exercising voting rights can be issued. After holding some General Meetings virtually and others in person in the recent years, the Company is currently planning to hold the Annual General Meeting 2024 in person. The convening notice and the documents to be made available for inspection for the Annual General Meetings in accordance with the statutory provisions will be published on alstria's website together with the agenda and the additional documents pursuant to Section 124a AktG. The Chair of the Annual General Meeting aims to hold the Annual General Meeting within a time window of no more than four to six hours. Following the Annual General Meeting, the voting results will be announced on alstria's website.

3.2. Communication with the public

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

3.3. Financial reporting

alstria regularly informs shareholders and third parties during each financial year by means of the consolidated financial statements and the group management report, as well as by interim financial information. The accounting of the alstria Group is based on International Financial Reporting Standards (IFRS) as applied in the European Union. For corporate law purposes (calculation of dividends, creditor protection), financial statements for alstria office REIT-AG are prepared in accordance with the national commercial law (HGB).

The Annual General Meeting appoints an independent auditor for alstria office REIT-AG and the Group as well as for the audit review of the interim financial reports. Following the election by the Annual General Meeting, the Audit Committee of the Supervisory Board awards the mandate for the audit of the financial statements and agrees on the fee with the auditor. It is agreed with the auditors that the auditors will inform the Audit Committee without delay of all findings and events of significance for their duties which come to their attention during the performance of the audit.

In the event that the auditor, during the performance of the audit, discovers facts that indicate that the declaration of compliance with the German Corporate Governance Code issued by the Management Board and Supervisory Board in accordance with Section 161 AktG is incorrect, an obligation to provide information and disclosure in the audit report is agreed upon.

The auditor participates in the deliberations of the Audit Committee and if and as long as it does not consist of all members of the entire Supervisory Board the full Supervisory Board to discuss the financial statements of alstria office REIT-AG and the consolidated financial statements of the Group. The auditor also participates in the meeting of the Audit Committee to discuss the half-year financial report. In the meetings, the auditor presents the main results of the respective audit. Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Hamburg, was appointed to audit the annual financial statements of alstria office REIT-AG and of the Group for the 2023 financial year and for further interim financial reports until the next ordinary general meeting in 2024. WPin/StBin Annika Deutsch is the auditor responsible for auditing the financial statements of alstria office REIT-AG and the Group.

4. SUSTAINABILITY

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

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

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

February 2024

The Management Board

The Supervisory Board