

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	Annual general meeting of alstria office REIT-AG 2024, held in presence (Formal specification according to DVO: cb4d5f794df7ee11b53100505696f23c)
2. Type of message	Notice of general meeting (Formal specification according to DVO: NEWM)

B. Specification of the issuer

1. ISIN	DE000AOLD2U1
2. Name of issuer	alstria office REIT-AG

C. Specification of the meeting

1. Date of the general meeting	June 6, 2024 (Formal specification according to DVO: 20240606)
2. Time of the general meeting	10:00 hours (CEST) (Formal specification according to DVO: 08:00 hours UTC (Coordinated Universal Time))
3. Type of general meeting	Annual general meeting with the physical attendance of shareholders and/or their proxies (Formal specification according to DVO: GMET)
4. Location of the general meeting	House of the Patriotic Society (<i>Haus der Patriotischen Gesellschaft</i>), 1st floor, Reimarus-Saal, entrance: Trostbrücke 6, 20457 Hamburg, Germany
5. Record Date ¹	May 15, 2024, 2023 (cob) (Formal specification according to DVO: 20240515 (cob))
6. Uniform Resource Locator (URL)	https://alstria.com/investor/#generalmeeting

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

Further information on participation in the 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 For further information on the record date under stock corporation law and its significance, please refer to the section “Further information and instructions – 2. Requirements for participating in the general meeting and for exercising the voting rights” in this invitation to the 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, 2023, and the report of the supervisory board for the 2023 financial year**
- 2. Formal approval of the actions of the management board for the 2023 financial year**
- 3. Formal approval of the actions of the supervisory board for the 2023 financial year**
- 4. Appointment of the auditors and the group auditors for the 2024 financial year as well as the auditors for the review of the half-year financial report as at June 30, 2024, of further interim financial reports for the 2024 financial year and for the 2025 financial year until the next annual general meeting**
- 5. Approval of the remuneration report for the financial year ended December 31, 2023**
- 6. Creation of a new Authorized Capital 2024 against contributions in cash and/or kind with authorization to exclude subscription rights, cancellation of Authorized Capital I 2020 and corresponding amendments to the articles of association**
- 7. Authorization for the issue of convertible or option bonds, profit participation rights or participating bonds with exclusion of subscription rights, creation of a new Conditional Capital 2024, cancellation of the authorization dated September 29, 2020 for the issue of convertible or option bonds, profit participation rights or participating bonds and cancellation of Conditional Capital I 2020 and Conditional Capital III 2020, amendments to the articles of association**
- 8. Amendments to the articles of association regarding the general meeting (record date, chair and place)**

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

alstria office REIT-AG

Hamburg, Germany

ISIN: DE000A0LD2U1

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

Thursday, June 6, 2024 at 10:00 hours CEST

at the House of the Patriotic Society (*Haus der Patriotischen Gesellschaft*), 1st floor, Reimarus-Saal,
entrance: Trostbrücke 6, 20457 Hamburg, Germany.

Agenda of the general meeting

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, 2023, and the report of the supervisory board for the 2023 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>.

The documents will also be available in hard copy at the general meeting.

On March 7, 2024, the supervisory board approved the annual financial statements and consolidated financial statements prepared by the management board on March 1, 2024; the annual financial statements are thus adopted. The annual financial statements will therefore not be adopted by the general meeting. The documents specified in this item of the agenda are to be made accessible to the general meeting in accordance with section 176 paragraph 1 sentence 1 of the German Stock Corporation Act (*Aktiengesetz*, "AktG") without requiring a separate resolution in this regard.

2. **Formal approval of the actions of the management board for the 2023 financial year**

The management board and supervisory board propose that formal approval be given to the member of the management board who was in office in the 2023 financial year for this period.

3. **Formal approval of the actions of the supervisory board for the 2023 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 2023 financial year for this period.

4. **Appointment of the auditors and the group auditors for the 2024 financial year as well as the auditors for the review of the half-year financial report as at June 30, 2024, of further interim financial reports for the 2024 financial year and for the 2025 financial year until the next annual general meeting**

The supervisory board proposes to the 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 2024 financial year as well as auditors to review the half-year financial report as at June 30, 2024, further interim financial reports in the 2024 financial year and for the 2025 financial year until the next annual general meeting.

In its recommendation, the audit committee has stated that this 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) ("**EU Audit Regulation**") has been imposed upon it.

5. **Approval of the remuneration report for the financial year ended December 31, 2023**

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, 2023, which is reproduced together with the auditor's report following the agenda.

The report on the audit of the remuneration report (<https://www.alstria.com/audit-report-remuneration-report-2023>), 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-2023>) as well as the remuneration report (<https://alstria.com/remuneration-report-2023.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, 2023.

6. Creation of a new Authorized Capital 2024 against contributions in cash and/or kind with authorization to exclude subscription rights, cancellation of Authorized Capital I 2020 and corresponding amendments to the articles of association

The authorization granted to the management board by the general meeting on September 29, 2020 under agenda item 8.1 to increase, with the approval of the supervisory board, the Company's share capital on or before September 28, 2025 one or more times by up to a total amount of EUR 35,198,684.00 through the issuance of new, no-par value bearer shares against contributions in cash and/or kind (Authorized Capital I 2020) shall be renewed. The Authorized Capital I 2020 shall therefore be replaced by a new Authorized Capital 2024.

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

a) Authorization

The management board shall be authorized, with the approval of the supervisory board, to increase the share capital of the Company on or before June 5, 2029 by up to EUR 89,280,786.00 through the issuance, one or more times, of up to 89,280,786 new, no-par value bearer shares against contributions in cash and/or kind (authorized capital pursuant to sections 202 *et seq.* AktG, "**Authorized Capital 2024**"). In principle, the shareholders are to be granted subscription rights. The statutory subscription right may also be exercised in such manner that the new shares are acquired by a financial institution or a similar entity pursuant to section 186 paragraph 5 sentence 1 AktG or a syndicate of such financial institutions or entities with an obligation to offer such shares to the shareholders for subscription (indirect subscription right).

However, the management board shall be authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights either completely or partially if shares are issued against cash contributions in an amount of up to 20% of the share capital at the time this authorization takes effect or, if this value is lower, at the time this authorization is exercised. If the subscription right is excluded, the issue price of the new shares must not be significantly lower than the stock market price (section 186 paragraph 3 sentence 4 AktG). If other authorizations to issue or dispose of shares of the Company or to issue rights which enable or oblige to subscribe for shares of the Company are exercised during the term of this authorization up to its utilization under exclusion of the subscription right pursuant to or in accordance with section 186 paragraph 3 sentence 4 AktG, this must be counted towards the aforementioned 20% limit.

In addition, the management board shall be authorized, with the approval of the supervisory board, to exclude the shareholders' subscription right either completely or partially in the case of shares issued against contributions in kind, in particular for the purpose of acquiring companies, business units, interests in companies or other assets or claims.

The management board shall also be authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights for fractional amounts either completely or partially and to exclude the subscription rights also to the extent necessary in order to grant subscription rights for new shares to creditors of bonds (including participation rights) carrying conversion or option rights or a conversion or option obligation issued by the Company in the scope in which they would be entitled to upon exercising conversion or option rights or fulfilling conversion or option obligations, as the case may be.

The management board shall furthermore be authorized, with the approval of the supervisory board, to stipulate the further content of the share rights and the terms and conditions for the issuance of the shares.

b) Cancellation of Authorized Capital I 2020

The authorization to increase the share capital of the Company (Authorized Capital I 2020) and to exclude subscription rights, adopted by the shareholders in the annual general meeting on September 29, 2020 under items 8.1, 8.2 and 8.3 of the agenda, shall be cancelled at the time at which the Authorized Capital 2024 pursuant to the aforementioned paragraph a) takes effect.

c) Amendments to the articles of association

Section 5 paragraph 3 and 4 of the articles of association shall be revised as follows:

"(3) The management board is authorized, with the approval of the supervisory board, to increase the share capital of the Company on or before June 5, 2029 by up to EUR 89,280,786.00 through the issuance, one or more times, of up to 89,280,786 new, no-par value bearer shares against contributions in cash and/or kind (authorized capital pursuant to sections 202 *et seq.* AktG, Authorized Capital 2024). In principle, the shareholders are to be granted subscription rights. The statutory subscription right may also be exercised in such manner that the new shares are acquired by a financial institution or a similar entity pursuant to section 186 paragraph 5 sentence 1 AktG or a syndicate of such financial institutions or entities pursuant to section 186 paragraph 5 with an obligation to offer such shares to the shareholders for subscription (indirect subscription right).

However, the management board is authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights either completely or partially if shares are issued against cash contributions in an amount of up to 20% of the share capital at the time this authorization takes effect or, if this value is lower, at the time this authorization is exercised. If the subscription right is excluded, the issue price of the new shares must not be significantly lower than the stock market price (section 186 paragraph 3 sentence 4 AktG). If other

authorizations to issue or dispose of shares of the Company or to issue rights which enable or oblige to subscribe for shares of the Company are exercised during the term of this authorization up to its utilization under exclusion of the subscription right pursuant to or in accordance with section 186 paragraph 3 sentence 4 AktG, this must be counted towards the aforementioned 20 % limit.

In addition, the management board is authorized, with the approval of the supervisory board, to exclude the shareholders' subscription right either completely or partially in the case of shares issued against contributions in kind, in particular for the purpose of acquiring companies, business units, interests in companies or other assets or claims.

The management board is also authorized, with the approval of the supervisory board, to exclude the shareholders' subscription rights for fractional amounts either completely or partially and to exclude the subscription rights also to the extent necessary in order to grant subscription rights for new shares to creditors of bonds (including participation rights) carrying conversion or option rights or a conversion or option obligation issued by the Company in the scope in which they would be entitled to upon exercising conversion or option rights or fulfilling conversion or option obligations, as the case may be.

The management board is furthermore authorized, with the approval of the supervisory board, to stipulate the further content of the share rights and the terms and conditions for the issuance of the shares.

(4) (cancelled)"

Section 5 paragraph 4a of the articles of association is cancelled.

d) *Authorization to modify the articles of association*

The supervisory board shall be authorized to modify the wording of the articles of association to reflect the scope of a capital increase from Authorized Capital 2024 carried out in any individual case and to make any related modifications to the articles of association that only affect the wording. The same applies in the event the Authorized Capital 2024 has not at all or not fully been utilized until the expiry of the authorization.

e) *Application for registration of the amendment to the articles of association*

The management board shall be instructed to apply for registration of the cancellation of the existing Authorized Capital I 2020 in the Company's commercial register only together with the creation of the new Authorized Capital 2024 in the amount of EUR 89,280,786.00 with the corresponding amendments to the articles of association adopted pursuant to paragraph c) above, with the provision that the cancellation of the Authorized Capital I 2020 is only to be entered into the commercial register if it is ensured that the new Authorized Capital 2024 will be entered into the commercial register at the same time or immediately thereafter.

7. Authorization for the issue of convertible or option bonds, profit participation rights or participating bonds with exclusion of subscription rights, creation of a new Conditional Capital 2024, cancellation of the authorization dated September 29, 2020 for the issue of convertible or option bonds, profit participation rights or participating bonds and cancellation of Conditional Capital I 2020 and Conditional Capital III 2020, amendments to the articles of association

Convertible or option bonds, profit participation rights or participating bonds can be essential instruments for securing sufficient capital resources as vital foundation for the development of a company. When using such financial instruments, the Company receives capital which it may possibly retain as equity capital later on.

The Company's management board was last authorized by resolution of the general meeting on September 29, 2020 to issue convertible or option bonds, profit participation rights or participating bonds and to exclude subscription rights. This authorization shall be renewed. In line with the authorization for Authorized Capital 2024 provided for under agenda item 6, a term of five years is likewise proposed. The authorization from 2020 for the issue of convertible bonds or option bonds, profit participation rights or participating bonds with Conditional Capital I 2020 shall be cancelled. In addition, an authorization to issue convertible profit participation certificates to employees using Conditional Capital III 2020 was created in 2020. Rights to subscribe for shares from Conditional Capital III 2020 no longer exist. Conditional Capital III 2020 shall therefore also be cancelled.

Therefore, the management board and supervisory board propose to resolve as follows:

a) *Authorization for the issue of convertible or option bonds, profit participation rights or participating bonds (or combinations of these instruments)*

aa) Term of authorization, nominal amount

The management board shall be authorized, subject to the approval of the supervisory board, to issue bearer convertible or option bonds, profit participation rights or participating bonds and/or combinations of these instruments (together "**Bonds**") once or several times on or before June 5, 2029, with a total nominal amount of up to EUR 1,786,000,000,00 and to grant the holders or creditors of Bonds ("**Holder**s") conversion or option rights to a total of up to 89,280,786 no-par value bearer shares in the Company with a proportionate amount of the share capital in the total amount of up to EUR 89,280,786.00 in accordance with the more detailed provisions of the terms and conditions of the Bonds. The Bonds may be issued against contribution in cash or kind, in particular investments in other companies.

The terms and conditions of the Bonds may also include a conversion obligation or an obligation to exercise an option at the end of the term or at an earlier date.

Different durations may be stipulated for the terms of the Bonds. In addition to issuances in Euros, the Bonds may also be issued in the legal currency of any OECD country, limited to the appropriate equivalent amount in Euros. Upon issuance in a currency other than Euro, the respective equivalent, as calculated on the basis of the Euro reference rate of the European Central Bank on the day before the resolution to issue the Bonds is passed, is to be used as basis.

bb) Subscription rights, exclusion of subscription rights

Shareholders shall in principle be entitled to subscription rights for the Bonds. The statutory subscription right may also be granted in such manner that the Bonds are acquired by a financial institution or a similar entity pursuant to section 186 paragraph 5 sentence 1 AktG or a syndicate of such financial institutions or entities with an obligation to offer them to the shareholders for subscription (indirect subscription right).

However, the management board shall be authorized, subject to the approval of the supervisory board, to exclude the shareholders' subscription rights

- for fractional amounts;
- to the extent necessary in order to grant subscription rights for new shares to the Holders of Bonds carrying conversion or option rights or a conversion or option obligation issued by the Company in the scope in which they would be entitled to upon exercising conversion or option rights or fulfilling conversion or option obligations, as the case may be;
- to the extent Bonds are issued against cash payment and the issue price is not significantly lower than the theoretical market value of the Bonds determined according to recognised principles of financial mathematics.

However, this authorization to exclude subscription rights only applies to Bonds with rights to shares representing a proportionate amount of the share capital of no more than 20% of the share capital existing either at the time this authorization takes effect or, if this value is lower, on the date this authorization is exercised. When calculating the aforementioned 20% limit, such shares are to be counted:

- which are issued during the term of this authorization from an authorized capital with an exclusion of shareholders' subscription rights pursuant to section 186 paragraph 3 sentence 4 AktG;
- which are acquired on the basis of an authorization granted by the general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG;
- to the extent Bonds are issued against contribution in kind.

To the extent that profit participation rights or participating bonds without conversion rights/obligations or option rights/obligations are issued, the management board shall be authorized, subject to the approval of the supervisory board, to exclude the shareholders' subscription rights in their entirety if the terms and conditions applicable to such profit participation rights or participating bonds are similar to that of obligatory relationships, i.e., if they do not confer any membership rights in the Company, grant no right to participate in the liquidation proceeds and the interest rate is not calculated on the basis of the amount of the net income, annual net profit or dividends. In such event, in addition, the interest rate and the issue price of the profit participation rights or participating bonds have to correspond to current market conditions at the time of the issue.

cc) Conversion rights, conversion obligations

If Bonds carrying conversion rights and/or conversion obligations are issued, the Holders will have the right or the obligation to convert their Bonds in accordance with the more detailed terms and conditions of the Bonds determined by the management board with the approval of the supervisory board into no-par value bearer shares of alstria office REIT-AG. The pro rata amount of the share capital of the shares in the Company to be issued per Bond upon conversion may not exceed the nominal amount of the Bonds. Section 9 paragraph 1 in conjunction with section 199 paragraph 2 AktG must be observed. The exchange ratio shall be calculated by dividing the nominal value of the Bond by the determined conversion price for one share of the Company.

dd) Option rights, option obligations

If Bonds carrying option rights and/or option obligations, one or more warrants shall be attached to each individual Bond, entitling or requiring the Holders to subscribe for no-par value bearer shares of alstria office REIT-AG in accordance with the more detailed terms and conditions of the Bonds to be determined by the management board with the approval of the supervisory board. With respect to option bonds denominated in Euros issued by alstria office REIT-AG, the terms and conditions of the Bonds may stipulate that the payment of the option price may also be effected in kind, particularly by the transfer of individual Bonds (trade-in) and, if necessary, an additional cash premium. The proportional amount of the share capital attributable to the shares to be subscribed for each individual Bond may not exceed the nominal value of the individual Bonds.

ee) Conversion or option price

If Bonds carrying conversion rights and/or conversion obligations and/or Bonds carrying option rights and/or option obligations are issued, the conversion or option price, as the case may be, shall amount to at least EUR 1.00.

Without prejudice to section 9 paragraph 1 AktG, the conversion or option price may undergo a dilution protection adjustment in the event of the financial dilution of the value of the option rights/obligations or conversion rights/obligations in accordance with the more detailed provisions of the Bond unless such adjustment is already stipulated by law. This shall also apply in particular in the event of a capital increase or capital reduction or the payment of dividends to the shareholders of the Company. The market-standard adjustment of the conversion or option price or a reduction of the term of the rights may also be stipulated if a third party gains control of the Company. Dilution protection or adjustments can be provided for in particular by granting subscription rights, by changing the conversion or option price and by changing or granting cash components.

ff) Potential other provisions in the terms and conditions of the Bonds

The terms and conditions of the Bonds may stipulate the right of the Company to pay a cash amount instead of issuing new shares in case a conversion right or option right is exercised. The terms and conditions of the Bonds may also stipulate that the conversion or option rights of the Holders or the claims in the event of mandatory conversion or mandatory exercise of options may, at the discretion of the Company, be fulfilled either by delivering own shares of the Company or by issuing new shares from conditional capital.

The conversion or subscription ratio may, in accordance with the terms and conditions of the Bonds, be rounded up or down to whole numbers. The terms and conditions of the Bonds may provide for fractional amounts to be added up and/or compensated in cash; moreover, an additional payment in cash may be provided for.

The management board shall be authorized, with the approval of the supervisory board, to determine the further details relating to the issue and the terms and conditions of the Bonds, in particular the interest rate, issue price, term and denomination, dilution protection provisions, the conversion or option price, and conversion periods and periods in which options may be exercised.

b) *Creation of a new Conditional Capital 2024*

The share capital shall be conditionally increased by up to EUR 89,280,786.00 through the issuance of up to 89,280,786 new no-par value bearer shares with a proportionate amount of the share capital of EUR 1.00 ("**Conditional Capital 2024**"). The conditional capital increase shall serve the purpose of granting no-par value bearer shares to the Holders of convertible or option bonds, profit participation rights or participating bonds (or combinations of these instruments), in each case carrying option rights, conversion rights, option obligations and/or conversion obligations, which are issued on or before June 5, 2024 by alstria office REIT-AG on the basis of the authorization resolved by the general meeting on June 6, 2024 under item 7 of the agenda. The issuance of the new shares is effected at the conversion or option price to be determined, in each case, in accordance with the aforementioned authorization resolution.

The conditional capital increase shall only be carried out to the extent that conversion or option rights are exercised or, as the case may be, Holders obliged to convert their Bonds or to exercise their options fulfill their conversion obligation or, as the case may be, their obligation to exercise the option and no cash settlement is granted and no own shares are being used to satisfy the relevant claims. In accordance with section 6 paragraph 3 sentence 2 of the articles of association, the management board shall be authorized to determine the entitlement to dividends for the new shares issued on the basis of the exercise of the conversion or option rights or the fulfillment of a conversion or option obligation in a manner different to that provided for in section 60 paragraph 2 AktG.

The management board shall be authorized to determine the further details of the implementation of the conditional capital increase with the approval of the supervisory board.

- c) *Cancellation of the authorization of September 29, 2020 for the issue of convertible or option bonds, profit participation rights or participating bonds as well as Conditional Capital I 2020 and Conditional Capital III 2020*

The authorization resolved by the general meeting on September 29, 2020 under agenda item 11 for the issue of convertible or option bonds, profit participation rights or participating bonds as well as Conditional Capital I 2020 and Conditional Capital III 2020 shall be cancelled once the authorization pursuant to paragraph a) takes effect.

- d) *Amendments to the articles of association*

Section 5 paragraph 4 of the articles of association shall be revised as follows:

“(4) The share capital is conditionally increased in an amount of up to EUR 89,280,786.00 by the issuance of up to 89,280,786 no-par value bearer shares (Conditional Capital 2024). The conditional capital increase is to be carried out to the extent that the holders of option or conversion rights or persons obliged to conversion under option or conversion bonds, profit participation rights or participating bonds which were issued by alstria office REIT-AG on the basis of the authorization resolved by the shareholders in the annual general meeting on June 6, 2024 under item 7 of the agenda exercise their option or conversion rights or, if they are obliged to conversion or exercise of the option, fulfill their conversion obligation or, as the case may be, their obligation to exercise the option and that no cash settlement is granted and no own shares are being used to satisfy such claims. The issuance of the new shares is effected at the conversion or option price to be determined, in each case, in accordance with the aforementioned authorization resolution.

In accordance with Sec. 6 para. 3 sentence 2 of the articles of association, the management board shall be authorized to determine the entitlement to dividends for the new shares issued on the basis of the exercise of the conversion or option rights or the fulfilment of a conversion or option obligation in a manner different to that provided for in section 60 paragraph 2 AktG. The management board is hereby authorized, with the approval of the supervisory board, to determine the further details of the implementation of the conditional capital increase.”

Section 5 paragraph 5 to 8 are cancelled.

- e) *Authorization to modify the articles of association*

The supervisory board shall be authorized to modify the wording of the articles of association in accordance with the respective issue of new shares in each individual case and to make any related modifications to the articles of association that only affect the wording. The same applies in the event the authorization resolved by the general meeting on June 6, 2024 under item 7 of the agenda is not utilized after the expiration of the authorization period and in the event the Conditional Capital 2024 is not used after the expiration of the periods for the exercise of conversion or option rights or for the fulfilment of conversion or option obligations.

- f) *Application for registration of the amendment to the articles of association*

The management board shall be instructed to apply for registration of the cancellation of Conditional Capital I 2020 and Conditional Capital III 2020 in the commercial register only together with the resolved creation of Conditional Capital 2024 with the corresponding amendments to the articles of association pursuant to paragraph d) above, with the provision that the cancellation of Conditional Capital I 2020 is only to be entered in the commercial register if it is ensured that the new Conditional Capital 2024 will be entered in the commercial register at the same time or immediately thereafter.

8. Amendments to the articles of association regarding the general meeting (record date, chair and place)

- a) *Adjustment of the record date*

Section 133 paragraph 4 AktG has been amended by the German Financing for the Future Act (*Zukunftsförderungsgesetz*). For listed companies, proof of shareholding must now refer to the close of business on the 22nd day prior to the meeting, and not, as previously, to the start of the 21st day prior to the meeting. This is not a substantive change to the act. However, since the Company's articles of association currently reflect the previous wording of section 123 paragraph 4 AktG, the articles are to be amended accordingly.

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

Article 14 paragraph 3 sentence 1 of the Company's articles of association is restated as follows:

“The confirmation must refer to the close of business on the 22nd day prior to the general meeting.”

b) Chairing the general meeting

Article 15 paragraph 1 of the Company's articles of association provides that the general meeting is chaired by the chairman of the supervisory board or, in the case of him being prevented, by another member of the supervisory board appointed by him, or, if no such appointment has been made, by his deputy. In the event that neither the chairman of the supervisory board nor a member of the supervisory board appointed by him or his deputy chairs the meeting, the chairman of the meeting is to be elected by the supervisory board. It is to be clarified that the general meeting may also be chaired by a person elected by the supervisory board irrespective of whether or not the chairman of the supervisory board or his deputy are prevented from attending.

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

Section 15 paragraph 1 of the articles of association is restated as follows:

"(1) The supervisory board appoints a member of the supervisory board or a third person to chair the general meeting. If this is not the case, the chairman of the supervisory board or a member of the supervisory board appointed by him will act as chairman of the general meeting."

c) Venue of the general meeting

Article 14 paragraph 1 sentence 2 of the Company's articles of association provides that the general meeting takes place at the Company's registered office or at the location of a German stock exchange. This is in line with section 121 paragraph 5 sentences 1 and 2 AktG. However, in section 121 paragraph 5 sentence 3 the AktG provides that these provisions do not apply to virtual general meetings. This is now to be clarified also in the Company's articles of association:

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

Article 14 paragraph 1 sentence 2 of the Company's articles of association is restated as follows:

"Unless it is a virtual general meeting, it shall take place at the Company's registered office or at the location of a German stock exchange."

Reports of the management board to the general meeting

1. Report on item 6 of the agenda

(Creation of a new Authorized Capital 2024 against contributions in cash and/or kind with authorization to exclude subscription rights, cancellation of the Authorized Capital I 2020 and corresponding amendments to the articles of association; report pursuant to sections 203 paragraph 2 sentence 2, 186 paragraph 4 sentence 2 AktG)

Under item 6 of the agenda, management board and supervisory board propose to replace the existing Authorized Capital I 2020 by a new Authorized Capital 2024 with a term running until on or before June 5, 2029, amounting to up to 50% of the Company's share capital and thus in the amount of up to EUR 89,280,786.00 ("**Authorized Capital 2024**"). The existing Authorized Capital I 2020 shall be cancelled. The Authorized Capital 2024 will have a term of 5 years.

alstria office REIT-AG must be able to act quickly and flexibly in the ever-changing real estate markets at all times in the interest of its shareholders. The management board thus considers it to be its duty to ensure that the Company always has the necessary instruments to procure capital irrespective of concrete utilization plans. Since decisions regarding the coverage of capital requirements must generally be made at short notice, it is important for the Company to not have to depend on time-consuming and expensive convocations of general meetings. Legislators have allowed for this necessity in the instrument of authorized capital. The most common reasons for utilizing authorized capital are to strengthen a company's equity base and to finance the acquisition of shareholdings (at alstria office REIT-AG, primarily in the form of the acquisition of real estate).

In accordance with the authorization proposed by management board and supervisory board under item 6 of the agenda, as a general rule, the shareholders are to be entitled to subscription rights with regard to the utilization of the Authorized Capital 2024. In order to facilitate the technical processing, the Company is intended to be given an option to allow a financial institution or a similar entity pursuant to section 186 paragraph 5 sentence 1 AktG or a syndicate of such financial institutions or entities to subscribe shares with the obligation of offering the shares to shareholders in accordance with the latter's subscription rights (indirect subscription right in the terms of section 186 paragraph 5 AktG).

However, the shareholders' subscription rights may be excluded either completely or partially, with the approval of the supervisory board, in the case of cash capital increases in an amount of up to 20% of the share capital at the time this authorization takes effect or, if this value is lower, at the time this authorization is exercised by the management board. If this is the case, the new shares must be issued at a price not significantly lower than the stock market price in accordance with section 186 paragraph 3 sentence 4 AktG. If other authorizations to issue or dispose of shares of the Company or to issue rights which enable or oblige to subscribe for shares of the Company are exercised during the term of this authorization up to its utilization under exclusion of the subscription right pursuant to or in accordance with section 186 paragraph 3 sentence 4 AktG, this must be counted towards the aforementioned 20% limit.

Not only does this exclusion of subscription rights enable the Company to act promptly, but the shares may also be placed at a price close to the stock market price. Section 186 paragraph 2 AktG permits the publication of the subscription price up to the third-last day of the subscription period but given the often observable volatility of the equity markets, there is still a market risk for several days, which may lead to safety margins being applied when determining the subscription price and hence result in conditions that are not close to the market. Furthermore, if subscription rights are granted, a successful placement with third parties is made more difficult or entails additional expenses, given the uncertainty regarding the exercise of the subscription rights (subscription behaviour). Finally, when granting subscription rights the Company is unable to react to changes in market conditions at short notice because of the duration of the subscription period, but is exposed to possible declining stock prices during the subscription period which may lead to the Company procuring capital on unfavourable terms. Furthermore, the Company may aim to attract new shareholder groups with such a placement. As the new shares will be issued at a price close to the stock market price, each shareholder as a general rule has an opportunity to acquire the shares necessary to maintain its shareholding interest at nearly the same conditions via the stock exchange. In line with section 186 paragraph 3 sentence 4 AktG, it is thus ensured that the financial and voting right interests are reasonably safeguarded in the utilization of the Authorized Capital 2024 with the exclusion of subscription rights while the Company is given additional latitude for action in the interest of all shareholders.

Furthermore, it is intended to grant the option to exclude subscription rights either completely or partially for capital increases in return for contributions in kind. This allows the management board in suitable individual cases to have shares of the Company available, among others, for utilization in connection with the purchase of companies, shareholdings or other assets. For example, it may very well become necessary in negotiations to provide consideration in shares in lieu of cash. This option gives the Company an advantage in the competition for interesting acquisition targets and the necessary leeway to be able to use arising opportunities for the acquisition of real estate or shareholdings without burdening its liquidity. The issuance of shares may also be expedient in terms of an optimal financing structure. The Company is not at a disadvantage because the issuance of shares in return for contributions in kind requires the value of the contributions in kind to be in reasonable proportion to the value of the shares.

Subject to the approval of the supervisory board, the subscription rights may also be excluded either completely or partially by the management board for fractional amounts. This facilitates the use of the authorization sought by round amounts and simplifies the technical processing of the issue.

In addition, subscription rights may be excluded either completely or partially to the extent necessary to grant creditors of bonds (including participation rights) with conversion or option rights or a conversion or option obligation issued by the Company a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights or a conversion or option obligation. The terms and conditions of such bonds generally provide for protection against dilution. If, after the bond issue, shares are issued with subscription rights at a price below the current stock market price of the share, the value of the conversion or option rights of the creditors of bonds or profit-participation rights is reduced, even where all other conditions remain unchanged. In order to protect the creditors of the bonds or profit-participation rights, they will generally be granted either a reduction in the conversion or option price in the event of a subsequent share issue with shareholders' subscription rights; alternatively, creditors may be granted a subscription right to new shares in accordance with the terms and conditions of the bonds, as shareholders are also entitled to. The creditors of the bonds are thus placed in the same position as if they had already exercised their conversion or option rights or a conversion or option obligation had been fulfilled. In order to enable the Company to do so, it is necessary to exclude shareholders' subscription rights. The possibility of granting shares to creditors instead of a reduction of the conversion or option price may be economically more advantageous for the Company. By granting shares instead of reducing the conversion or option price, the Company can achieve a higher issue price for the shares to be issued upon conversion or option exercise.

The management board will inform the general meeting of the use of the authorization.

2. Report on item 7 of the agenda

(Authorization for the issue of convertible or option bonds, profit participation rights or participating bonds with exclusion of subscription rights, creation of a new Conditional Capital 2024, cancellation of the authorization dated September 29, 2020 for the issue of convertible or option bonds, profit participation rights or participating bonds and cancellation of Conditional Capital I 2020 and Conditional Capital III 2020, amendments to the articles of association; report pursuant to section 221 paragraph 4 sentence 2, section 186 paragraph 4 sentence 2 AktG)

The Company's management board was last authorized by resolution of the general meeting on September 29, 2020 to issue convertible or option bonds, profit participation rights or participating bonds and to exclude subscription rights. This authorization shall be renewed. In line with the authorization for Authorized Capital 2024 provided for under agenda item 6, the management board and the supervisory board are to be authorized to issue convertible or option bonds, profit participation rights or participating bonds likewise for a term of five years. The authorization scheduled to expire in 2025 is to be cancelled.

The management board is to be authorized, with the approval of the supervisory board, to issue once or several times on or before June 5, 2029 bearer convertible or option bonds, profit participation rights or participating bonds, or of a combination of these instruments ("**Bonds**"), in a total nominal amount of up to EUR 1,786,000,000.00. The Conditional Capital 2024 in the amount of up to EUR 89,280,786.00 is to be created for this purpose. This is intended to ensure that the options as described in more detail below will continue to be available to alstria office REIT-AG for the financing of its activities. The management board is to be given access, with the approval of the supervisory board, to a flexible and timely financing, which is in the best interests of the Company, in particular if favourable capital market conditions exist. By issuing Bonds, the Company can use attractive financing opportunities, taking into account the market situation, to provide the Company with adequate capital resources and thus ensure a decisive basis for the Company's development. In addition, the issue of Bonds (in combination with other measures, if necessary) provides the opportunity to tap new investor groups, in particular so-called anchor investors. Furthermore, the issue of Bonds provides the Company with capital which may later be retained as equity.

The Company is to be entitled to raise funds through the issue of Bonds in Euros or – limited to the corresponding Euro equivalent – in other legal currencies of OECD countries. If the Bonds are issued in a currency other than Euro, the corresponding equivalent value calculated according to the Euro reference rate of the European Central Bank on the day before the resolution on the issue of the Bonds is passed is to be used as a basis. The Bonds should also stipulate the possibility of an obligation to exercise conversion and option rights at the end of the term or at an earlier point in time.

As a general rule, the shareholders are entitled to the statutory subscription rights for Bonds with option or conversion rights or conversion or option obligations (section 221 paragraph 4 in connection with section 186 paragraph 1 AktG). In order to facilitate the technical processing of the issue, it is intended to grant the Company the option of issuing the Bonds to a financial institution or a similar entity pursuant to section 186 paragraph 5 sentence 1 AktG or a syndicate of such financial institutions or entities, subject to an obligation to offer the Bonds to the shareholders in accordance with their subscription rights (indirect subscription right pursuant to section 186 paragraph 5 AktG).

The exclusion of subscription rights for fractional amounts facilitates the utilization of the authorization sought in round amounts. This simplifies the technical processing of the shareholders' subscription rights.

The market-standard exclusion of subscription rights for the benefit of Holders of Bonds with conversion or option rights or conversion or option obligations that have already been issued has the advantage that the conversion or option price for the conversion or option rights or conversion obligations already issued does not have to be reduced and that, thus, a higher total inflow of funds can be achieved.

The management board will furthermore be authorized, with the approval of the supervisory board, to exclude the subscription rights of the shareholders if the issue of the Bonds with option or conversion rights or conversion or option obligations is carried out in return for cash payment at an issue price which is not significantly lower than the market price of these Bonds. This gives the Company the opportunity to quickly and flexibly make use of market opportunities and to obtain better conditions for the determination of the interest rate and the issue price of the Bonds by stipulating terms and conditions which are more closely related to the market environment. A stipulation of terms and conditions that are closely related to the market environment and a smooth placement would not be possible if subscription rights had to be observed. Section 186 paragraph 2 AktG allows for the publication of the subscription price (and, thus, the terms and conditions of these Bonds) until the third last day of the subscription period. However, given the often observable volatility of the equity markets, there is still a market risk for several days, leading to safety margins being applied when determining the terms and conditions of the Bonds and hence resulting in terms that are not close to market conditions. Furthermore, if the subscription rights are granted, a successful placement with third parties is made more difficult or entails additional expenses, given the uncertainty regarding the exercise of the subscription rights (subscription behaviour). Finally, when granting subscription rights the Company is unable to react to changes in market conditions on short notice because of the duration of the subscription period, but is exposed to declining stock prices during the subscription period which may lead to the Company procuring capital on unfavourable terms.

Pursuant to section 221 paragraph 4 sentence 2 AktG, the provision in section 186 paragraph 3 sentence 4 AktG applies accordingly to this case of exclusion of subscription rights. This authorization to exclude subscription rights only applies to Bonds with rights to shares representing a proportionate amount of the share capital of no more than 20% of the share capital existing either at the time this authorization takes effect or, if this value is lower, on the date this authorization is exercised. When calculating the aforementioned 20% limit, such shares are to be counted:

- which are issued during the term of this authorization from an authorized capital with an exclusion of shareholders' subscription rights pursuant to section 186 paragraph 3 sentence 4 AktG;
- which are acquired on the basis of an authorization granted by the general meeting and are disposed of during the term of this authorization with an exclusion of subscription rights pursuant to section 71 paragraph 1 number 8 sentence 5 in conjunction with section 186 paragraph 3 sentence 4 AktG.

Section 186 paragraph 3 sentence 4 AktG further stipulates that the issue price of a share in a capital increase may not be significantly lower than the stock market price. This provision is intended to ensure that the value of the shares is not significantly diluted. Whether or not such dilution effect occurs in the event of an issue of Bonds with conversion or option rights or conversion or option obligations without granting subscription rights may be determined by calculating the theoretical market value of the Bonds in accordance with generally accepted financial mathematical methods and comparing it to the issue price of the Bond. If in the process of a duly conducted examination this issue price is found to be only insignificantly lower than the theoretical market value at the time of the issue of the Bonds, the exclusion of subscription rights is permissible in accordance with the spirit and purpose of the provision in section 186 paragraph 3 sentence 4 AktG because the difference is merely insignificant. This would result in the imputed value of a subscription right being close to zero, thus ensuring that the shareholders will not suffer any material economic disadvantages from the exclusion of the subscription rights. Independently from this examination conducted by the management board, a determination of terms and conditions which are closely related to market conditions – and thus the avoidance of a significant dilution of the value – is ensured in cases where a book-building procedure is conducted. In the course of this procedure, the value of the Bonds is stipulated on the basis of the purchasing orders submitted by investors, thus leading to a determination of a total value of the Bonds which is close to market conditions. All this ensures that the exclusion of subscription rights does not lead to a significant dilution of the value of the shares.

In addition, in order to maintain the proportion of their stake in the share capital of the Company, shareholders additionally have the option of acquiring shares through the stock market at any time – even after the exercise of conversion or option rights or the occurrence of conversion or option obligations. In contrast, the authorization to exclude subscription rights facilitates the determination of terms and conditions close to market conditions, the highest possible extent of security regarding a placement with third parties and the utilization of favourable market situations at short notice by the Company.

Furthermore, the management board will be authorized, with the approval of the supervisory board, to exclude subscription rights if the Bonds are issued in exchange for contributions in kind, provided that the value of the contribution in kind is in reasonable proportion to the market value of the Bond determined in accordance with the financial mathematical method described above. The authorization granted is to enable the management board, with the approval of the supervisory board, to have shares available in order to be able to sell them in return for contributions in kind, in particular as consideration in the context of company mergers or the acquisition of companies, parts of companies and participations in companies. National and international competition and the globalization of the economy increasingly demand this form of acquisition financing. The proposed authorization is intended to give the Company the necessary room for action so that it can quickly and flexibly take advantage of opportunities to acquire companies or participations in companies. The proposed exclusion of subscription rights takes this into account. When determining the valuation ratios, the management board will ensure that the interests of the shareholders are adequately safeguarded. The management board will report to the general meeting on the use of this authorization.

In the event profit participation rights or participating bonds without conversion or option rights or conversion or option obligations are issued, the management board is authorized, subject to the approval of the supervisory board, to exclude shareholders' subscription rights in their entirety if the terms and conditions applicable to such profit participation rights or participating bonds are similar to that of obligatory relationships, i.e., if they do not confer any membership rights in the Company, grant no right to participate in the liquidation proceeds and the interest rate is not calculated on the basis of the amount of the net income, annual net profit or dividends. In addition, it is required that the interest rate and the issue price of the profit participation rights or participating bonds have to correspond to current market conditions at the time of the issue. If these requirements are fulfilled, the exclusion of subscription rights does not cause any disadvantages for the shareholders since the profit participation rights or participating bonds do not confer any membership rights and do not grant any entitlement to the liquidation proceeds or the profits of the Company.

The Conditional Capital 2024 is required in order to be able to fulfil conversion and/or option rights or conversion or option obligations or tender rights with respect to shares of the Company, unless other forms of fulfilment are used to ensure delivery.

The management board will inform the general meeting of the use of the authorization.

Remuneration report for the financial year ended December 31, 2023

(Agenda item 5: Approval of the remuneration report for the financial year ended December 31, 2023)

The remuneration report of alstria office REIT-AG (**alstria** or **Company**) for financial year 2023 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 paragraph 3 AktG.

The audit note for this remuneration report (<https://www.alstria.com/audit-report-remuneration-report-2023>), the current remuneration systems for the Management Board (<https://alstria.com/remuneration-system-management-board-2022>) and the Supervisory Board (<https://alstria.com/remuneration-system-supervisory-board-2023>) as well as this remuneration report (<https://alstria.com/remuneration-report-2023.pdf>) are published on the Company's website.

The remuneration of the Management Board for the financial year 2023 was based on the remuneration system 2022, which was put to vote at the annual general meeting of shareholders on June 10, 2022 and approved by 99.6% of votes cast (**Management Board Remuneration System 2022**). The remuneration report 2022 was approved by 99.9% of votes cast and the revised remuneration system for our Supervisory Board (**Supervisory Board Remuneration System 2023**) was approved by 99.9% of the votes cast by our annual general meeting of shareholders on May 4, 2023. Given the high approval, we do not see reason for changes to the remuneration report and remuneration systems. We will continue the high level of disclosure already established in the remuneration reports 2021 and 2022.

1. VIEW ON THE FINANCIAL YEAR 2023

The relevant remuneration KPIs were influenced in 2023 mainly by the following effects:

- German economy stagnated in 2023 (GDP -0.3%)
- Annual inflation rate (CPI) for 2023 was 5.9%
- Difficult, but stable letting markets
- Sharp rise in interest rates brought transaction market to a standstill
- Continuous investment in the existing portfolio
- Revenues and FFO per share above plan in 2023
- Downsizing of supervisory board from 6 to 4 members and implementation of new Supervisory Board Remuneration System 2023

With a decline in GDP of -0.3%, the German economy stagnated in 2023. This was due on the one hand to the considerable loss of purchasing power among consumers as a result of the massive rise in energy and food prices, and on the other hand to the weak global economic development as a result of the ongoing geopolitical crises. The rise in interest rates as a result of monetary policy tightening also contributed to the weak economic development. The average annual inflation rate (CPI) was 5.9% in 2023. Despite the weak commercial leasing market, alstria's letting performance was stable compared to the prior year, with 106,800 sqm in terms of new lettings, lease renewals and option drawings.

The weak economic development and the sharp rise in interest rates led to a virtual standstill in the commercial transaction market and put real estate prices under pressure. The valuation of alstria's real estate portfolio by Savills Advisory Services Germany GmbH & Co. KG resulted in a write-down of EUR 769.5 million to a total valuation of EUR 4.0 billion (previous year: write-down of EUR 173.8 million) as per December 31, 2023. The new portfolio value represents an average value of EUR 2,860 per sqm and a yield of 5.0% for the portfolio, based on the ratio of contractual rent to market value.

In 2023, alstria invested a total of EUR 129 million in the existing portfolio. Half of this sum (EUR 65 million) was spent on development investments, which significantly improved the quality of the space in order to achieve higher rents for new leases. The current development portfolio comprises 20 projects with a total lettable area of 154,300 sqm.

The revenue and FFO forecast published by alstria at the beginning of 2023 was exceeded in the financial year 2023. The Group's revenues amounted to EUR k 192,026 (forecast: EUR 189 million) and FFO after minorities reached EUR k 87,972 in the reporting year (forecast: EUR 79 million, adjusted to EUR 84 million in October 2023). This translates into FFO per share of EUR 0.49 (forecast: EUR 0.44).

The financial year 2023 was also still 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 Richard Powers. In financial year 2023, the size of the supervisory board had been reduced from six to four members and the number of permanent committees has been reduced from two to one, being the audit committee. In this context, the Company implemented the new Supervisory Board Remuneration System 2023.

In financial year 2022, the Management Board Remuneration System 2022 had been implemented to allow for a continued pay-for-performance connection. 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. The new long-term incentive (LTI) under the Management Board Remuneration System 2022 also ensures remuneration alignment throughout the organization as it was designed to follow the structure of the long-term incentive scheme for alstria's eligible employees as described below.

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.

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 Supervisory Board discusses and reviews the remuneration system for the Management Board at regular intervals and whenever necessary and resolves on changes. 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 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 compensation as well as the development of the CEO pay ratio since 2021.

CEO pay ratio

	2021	2022	2023
CEO ¹⁾	1,267,000 €	1,259,000 €	1,261,000 €
Employees + managers ²⁾	77,412 €	77,000 €	77,864 €
	16.4 : 1	16.4 : 1	16.2 : 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.

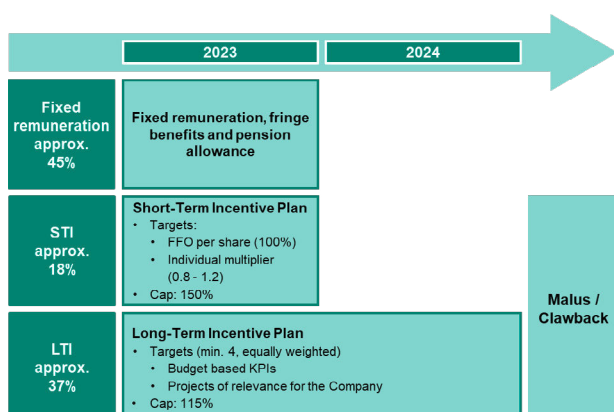
²⁾ Median target compensation of employees and managers of alstria was considered, therefore deviating from the average compensation awarded and due in the comparative presentation.

A lack of independence and conflicts of interest of members of the Supervisory Board may prevent independent advice and supervision when determining the remuneration of the Management Board. The Supervisory Board considers all its members as independent from the Company and its Management Board and its member Rebecca Worthington as also independent from the controlling shareholder. Furthermore, the members of the Supervisory Board 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 2023 is fully in line with the Management Board Remuneration System 2022. The details of the application in the financial year 2023 are presented hereafter.

2.2. Management Board Remuneration System

Management Board remuneration is granted in line with the Management Board Remuneration System 2022, which is systematically depicted in the diagram below.



The main essential remuneration components and further contractual provisions of the Management Board Remuneration System 2022 are described in more detail below.

Fixed remuneration	Annual base salary	• Annual base salary paid in twelve monthly installments	
	Pension allowance	• Monthly grants of cash for private pension purposes	
	Fringe benefits	• Use of company cars and insurance premiums	
Variable remuneration	Short-Term Incentive Plan	Type of plan	• Target bonus
		Performance period	• 1 year
		Targets	• 100% FFO per share (0% -150%) • Individual multiplier (0.8-1.2)
		Payout	• Payout 0% - 150% of target amount in cash
	Long-Term Incentive Plan	Type of plan	• Long term target bonus
		Performance period	• 2 years
		Targets	• Budget based KPIs or projects of relevance for the Company (0-115%)
		Payout	• Payout 0% - 115% of target amount in cash
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		
Termination in case of change of control	• Management Board members are considered not to be responsible for a withdrawal after a change of control for up to 12 months after a change of control		
Share Ownership Guidelines	• None		
Maximum Remuneration	• Maximum remuneration p.a. for the CEO is EUR 2,600,000 and for the CFO EUR 2,100,000.		
Post-Contractual Non-Compete Obligation	• 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 2023 and 2022, which is contractually defined as payable upon 100% target achievement, and the resulting remuneration structure are presented below. The term of office of CFO Alexander Dexne ended on December 31, 2022. The target remuneration for the Management Board has not been increased in the last year, therefore the structure of the total target compensation remains nearly identical for the CEO Olivier Elamine.

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 paragraph 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.

Target remuneration

	Olivier Elamine (CEO)			Alexander Dexne (CFO)		
	2023		2022	2023		2022
	in T€	in % ¹⁾	in T€	in T€	in %	in T€
Annual base salary	500	37	500	-	-	400
Fringe benefits	23	3	19	-	-	28
Company car	11	-	9	-	-	19
Insurances	12	-	10	-	-	9
Pension allowance	88	6	88	-	-	73
Short-Term Incentive	250	18	250	-	-	200
STI 2022	-	-	250	-	-	200
STI 2023	250	-	-	-	-	-
Long-Term Incentive	500	37	500	-	-	400
LTI 2022-2023	-	-	500	-	-	400
LTI 2023-2024	500	-	-	-	-	-
Total target remuneration	1,361	100	1,357	-	-	1,101

¹⁾ Numbers commercially rounded.

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

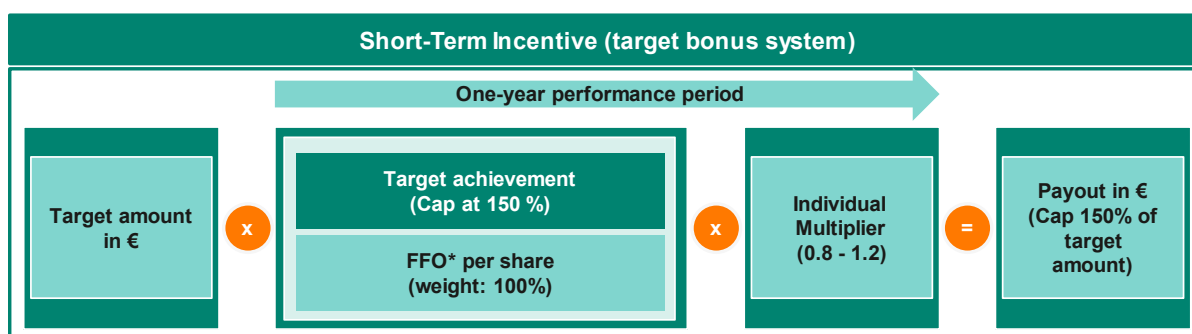
In addition, the Company grants the members of the Management Board monthly payments for pension purposes in form of a pension allowance. These pension benefits amount to approximately 18 % of the members' annual fixed salaries.

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 2023 as well as the actually achieved value and the resulting overall target achievement are shown in the following table:

STI 2023	FFO per share ¹⁾
Threshold	0.32 €
Target value	0.46 €
Maximum	0.60 €
Actual value ²⁾	0.51 €
Target achievement ²⁾	119%

¹⁾ Before minorities.

²⁾ Unaudited 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 and its responsibilities within alstria in addition to the achievement of financial performance. When determining the multiplier, the Supervisory Board will take into account extraordinary events or developments as well as unexpected significant fluctuation in financial measures.

The performance target (FFO per share) for the STI 2023 has been overachieved. The Supervisory Board has set the individual modifier for the financial year 2023 on 1.0 for Olivier Elamine. With this multiplier, the Supervisor Board recognizes the good performance in the reporting year in challenging market conditions.

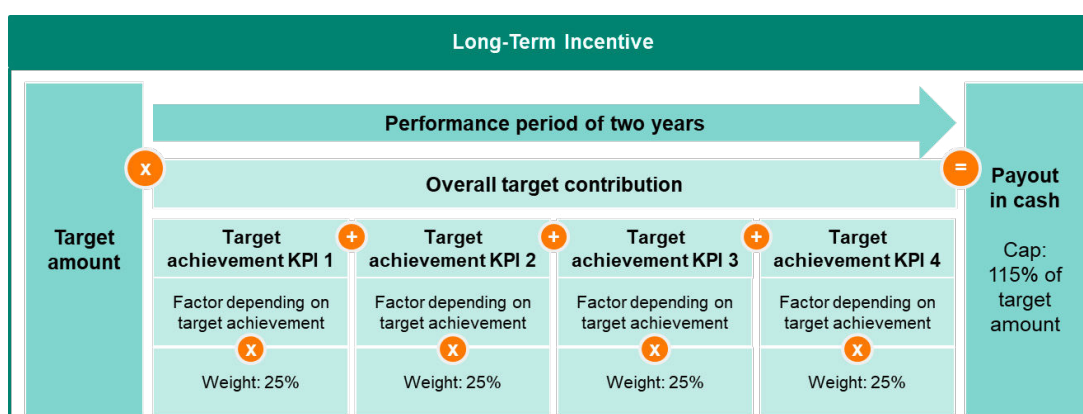
The target achievement of the individual performance criterium as well as the resulting overall target achievement after application of the individual modifier is shown in total below:

STI 2023	Target achievement FFO per share	Multiplier	Total target achievement	Target amount STI 2023 (in T€)	Payout STI 2023 (in T€)
Olivier Elamine	119%	1.0	119%	250	296

Long-Term Incentive (LTI)

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:



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.

LTI 2022–2023 and LTI 2023–2024

For the periods 2022–2023 and 2023–2024, the LTI KPIs are defined as follows:

LTI 2022 - 2023 – KPIs	
Income management	• Total annualized rental income of new leases signed, leases renewed or options taken by tenants over the period
Capital recycling	• Value of assets to be sold over the period
Capital structure	• Value of debt to be financed over the period
Capital growth	• Number of development projects to be delivered (at a given cost) during the period

LTI 2023 - 2024 – KPIs	
Income management	• Total annualized rental income of new leases signed, leases renewed or options taken by tenants over the period
Capital recycling	• Value of assets to be sold over the period
Cost control	• Cumulative SG&A over the period
Capital growth	• Number of development projects to be delivered (at a given cost) during the period

The target values for the KTI 2022–2023 and for the LTI 2023–2024 are reported in the table displaying target remuneration.

The LTI 2022–2023 assesses performance in financial years 2022 and 2023. The following table provides an overview of the target achievement resulting for the LTI 2022–2023, which will be paid out in early 2024:

LTI Tranche 2022 - 2023

		KPI target achievement	KPI multiplier	KPI contribution
Income management	Total annualized rental income of new leases signed, leases renewed or options taken by tenants over the period	0.9119	0.8678	0.2170
Capital recycling	Value of assets to be sold over the period	0.1910	0.0000	0.0000
Capital structure	Value of debt to be financed over the period	1.1000 (capped)	1.1500	0.2875
Capital growth	number of development projects to be delivered (at a given cost) during the period	1.0530	1.0795	0.2699
Overall target achievement				0.7744

	LTI target value (in T€)	Presence factor	LTI vesting value (in T€)
Olivier Elamine	500	1	387.200
Alexander Dexne	400	0.5	154.880

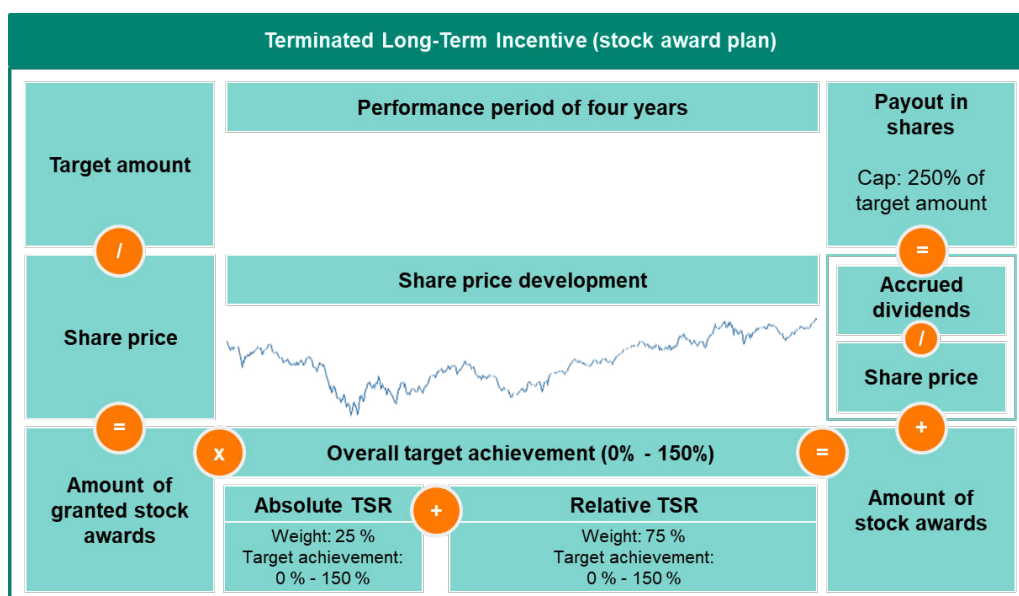
LTI 2018–2022 and terminated Long-Term Incentive Tranches

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.

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 2023 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 paragraph 2 AktG on possible third-party benefits are provided below.

Third-Party Benefits

The member of the Management Board has not been awarded any third-party benefits in the financial year 2023 for his 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 2023 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.

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.

For the first six months of financial year 2023, alstria's former CFO Alexander Dexne was subject to a post-contractual non-compete obligation and alstria paid him the contractually agreed compensation amounting to 100% of his last base salary.

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. For the first six months of financial year 2023, he was subject to the post-contractual non-compete obligation under the terms described in this remuneration report. He did not receive any severance payments. The STI 2022 was regularly paid out to him in 2023 and the LTI 2022–2023 has not be terminated early but settled after the regular end of the performance period.

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 2023, 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 2023 as well as the remuneration for the post-contractual non-compete-obligation
- The STI 2023 assessing performance in 2023 that will be paid out in the financial year 2024
- The LTI 2022–2023 assessing performance in financial years 2022 and 2023 that will be paid out in the financial year 2024

In order to allow for a transparent disclosure, the respective remuneration amounts for the financial year 2022 are included as additional information.

Remuneration awarded and due

	Olivier Elamine (CEO)			Alexander Dexne (CFO)		
	2023		2022	2023		2022
	in T€	in %	in T€	in T€	in %	in T€
Annual base salary	500	39	500	200	56	400
Fringe benefits	23	2	19	-	-	28
Company car	11	-	9	-	-	19
Insurances	12	-	10	-	-	9
Pension allowance	88	7	88	-	-	73
Short-Term variable remuneration	296	23	269	-	-	215
STI 2022	-	-	269	-	-	215
STI 2023 ¹⁾	296	-	-	-	-	-
Long-Term variable remuneration	387	30	1,040	155	44	851
LTI 2018-2022	-	-	1,040	-	-	851
LTI 2022-2023 ¹⁾	387	-	-	155	-	-
Total remuneration	1,294	100	1,916	355	100	1,567
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	1,294	-	4,511	355	-	3,673

¹⁾ Unaudited 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 a 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 remuneration paid for financial year 2022 to the CEO (EURk 1,916) and to the former CFO (EURk 1,567) was below the respective maximum remuneration pursuant to section 87a paragraph 1 sentence 2 number 1 AktG. The payments made in financial year 2022 for the prematurely terminated long term variable remuneration for financial years 2019, 2020 and 2021 (LTI 2019–2023, LTI 2020–2024 and LTI 2021–2025) have not been made for financial year 2022 and thus, may not be taken into account for the calculation of the maximum remuneration for financial year 2022.

The total of all payments resulting from commitments for the 2023 financial year can only be determined after the expiry of the two-year performance period of the Long-Term Incentive and the calculation of target achievement based on the audited financial report for 2024. 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 2023–2024 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 2023 will be provided in the remuneration report for the corresponding year after the end of the performance period of the LTI tranche 2023–2024.

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 2023 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 adjusted by the annual general meeting of shareholders on May 4, 2023 (AGM 2023) by 99.9% of votes cast (**Supervisory Board Remuneration System 2023**). 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, see section 113 paragraph 3 AktG. 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.

The remuneration in the financial year 2023 is fully in line with the applicable supervisory board remuneration systems. The Supervisory Board Remuneration System 2021 (as defined below) applied from January 1 until the Company's AGM 2023 and the Supervisory Board Remuneration System 2023 applied for the time after the AGM 2023 and December 31, 2023. The details of the application in the financial year are presented hereafter.

4.1.2. Supervisory Board Remuneration System 2023

Some members of the Supervisory Board had waived their Supervisory Board remuneration. The Company wished to take this development into account. Therefore, remuneration is now granted only to the chair of the audit committee of the Supervisory Board, in particular to reflect the demands of this activity on the Supervisory Board. The chair of the audit committee receives a remuneration of EUR 70,000.00 p.a., which is fixed and not performance related. Members who chair the audit committee for only part of a year receive remuneration *pro rata temporis*. The further members of the Supervisory Board receive no remuneration. The Company reimburses the expenses of the members of the Supervisory Board and 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 paragraph 2 of the Articles of Association). No further remuneration is granted. Variable remuneration elements do not exist and no attendance fees are being paid. 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.

4.1.3. Supervisory Board Remuneration System 2021

Until the annual general meeting on May 4, 2023, the remuneration for the members of the Supervisory Board was granted in line with the old supervisory board remuneration system as last confirmed by the annual general meeting of shareholders in 2021 by 99.7% of votes cast (**Supervisory Board Remuneration System 2021**). The remuneration granted in line with the Supervisory Board Remuneration System 2021 was not performance-related. It consisted of a fixed remuneration and a likewise fixed remuneration for committee work. The Company reimbursed the expenses of the members of the Supervisory Board. The Company had, 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 paragraph 2 of the Articles of Association). Members of the Supervisory Board each received an annual fixed remuneration of EUR 50,000. The chair of the Supervisory Board received an additional annual amount of EUR 100,000 (factor 3); the deputy chair received an additional amount of EUR 25,000 (factor 1.5).

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

Members who belonged to the Supervisory Board respectively one of its committees for only part of a year received a *pro rata temporis* remuneration. Variable remuneration elements did not exist and no attendance fees have been paid.

4.1.4. Significant changes compared to the remuneration system 2021

The following table shows the remuneration structure for the Supervisory Board in financial year 2023. Changes between the Supervisory Board Remuneration System 2021 and the Supervisory Board Remuneration System 2023 are marked in underlined lettering.

Remuneration system for the Supervisory Board		
Supervisory Board Remuneration System 2023 (applied since AGM 2023)	Remuneration element	Supervisory Board Remuneration System 2021 (applied until AGM 2023)
Fixed remuneration		
• <u>none</u>	Annual fixed remuneration	<ul style="list-style-type: none"> Chair: EUR 150,000 Deputy Chair: EUR 75,000 Supervisory Board Member: EUR 50,000
• <u>Audit Committee: EUR 70,000 (Chair)</u>	Committee remuneration	<ul style="list-style-type: none"> 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)
Variable remuneration		
• none		• none
Other components		
• Reimbursement of expenses (in particular travel, accommodation, meal and subsistence and telecommunication costs)	Expenses	• Reimbursement of expenses (in particular travel, accommodation, meal and subsistence and telecommunication costs)
• 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).	D&O insurance	• 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).

According to the Supervisory Board Remuneration System 2021, 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 Supervisory Board Remuneration System 2023, 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 receives 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 Supervisory Board Remuneration System 2023 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, three Supervisory Board members waived the fixed remuneration to which they were entitled under the Supervisory Board Remuneration System 2021 for financial year 2022.

The provisions on the reimbursement of expenses remain unchanged compared to the Supervisory Board Remuneration System 2021.

The remuneration system for the members of the Supervisory Board 2023 does not provide for any obligation of the Supervisory Board members to acquire shares in alstria. No corresponding voluntary self-commitments have been declared.

4.2. Individualized Disclosure of the Remuneration of the Supervisory Board

The composition of the Supervisory Board changed in financial year 2023: The annual general meeting on May 4, 2023 appointed Mr Richard Powers as member of the Supervisory Board of the Company. The term of office as member of the Supervisory Board of Karl Wambach terminated the same day. The annual general meeting on May 4, 2023 further resolved to downsize the Supervisory Board from six to four members. The Supervisory Board members Dr. Frank Pörschke and Elisabeth Stheeman resigned from their offices effective May 31, 2023.

The remuneration awarded and due to the current and former members of the Supervisory Board in the 2023 financial year is presented in the following. A distinction is made between fixed remuneration and committee remuneration.

Supervisory Board Remuneration	2023					2022				
	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⁾	- ³⁾	-	- ³⁾	-	-	- ³⁾	-	- ³⁾	-	-
Jan Sucharda (Deputy Chair) ¹⁾	- ³⁾	-	- ³⁾	-	-	- ³⁾	-	- ³⁾	-	-
Richard Powers ²⁾	-	-	-	-	-	-	-	-	-	-
Rebecca Worthington ¹⁾	17,0	24	53,0	76	70,0	41,9	73	15,7	27	57,6
Dr. Frank Pörschke ⁴⁾	17,0	83	3,4	17	20,4	50,0	81	11,6	19	61,6
Elisabeth Stheeman ⁴⁾	17,0	87	2,5	13	19,5	50,0	85	9,1	15	59,1
Karl Wambach ⁵⁾	- ⁶⁾	-	- ⁶⁾	-	-	- ⁶⁾	-	- ⁶⁾	-	-
Sum	51,0	-	58,9	-	109,9	141,9	-	36,4	-	178,3

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

²⁾ Elected by the annual general meeting 2023.

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. alstria paid taxes.

⁴⁾ Resigned membership in the course of the downsizing of the supervisory board from 6 to 4 members with effect from May 31, 2023.

⁵⁾ Term expired on May 4, 2023.

⁶⁾ The supervisory board member waived the payment of the fixed annual remuneration for the membership in the Company's supervisory board and its committees.

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 paragraph 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.

	2023	Development 2023/2022	2022	Development 2022/2021	2021	Development 2021/2020	2020
	in T€	in %	in T€	in %	in T€	in %	in T€
Management Board							
Olivier Elamine	1,294	-71	4,511	148	1,818	-15	2,143
Alexander Dexe ¹⁾	355	-90	3,673	148	1,484	-16	1,760
Supervisory Board							
Brad Hyler (Chair) ²⁾	- ⁴⁾	-	- ⁴⁾	-	-	-	-
Jan Sucharda (Deputy Chair) ²⁾	- ⁴⁾	-	- ⁴⁾	-	-	-	-
Richard Powers ³⁾	-	-	-	-	-	-	-
Rebecca Worthington ²⁾	70	21	58	-	-	-	-
Dr. Frank Pörschke ⁵⁾	20	-67	62	40	44	-	-
Elisabeth Stheeman ⁵⁾	20	-67	59	38	43	-	-
Karl Wambach ^{2),6)}	- ⁷⁾	-	- ⁷⁾	-	-	-	-
Employees							
Average remuneration	110	-4	115	20	96	8	89
Company performance							
Revenues	192,026	5	182,819	0	183,670	4	177,063
FFO per share (in EUR) ⁸⁾	0.51	-18	0.62	-7	0.67	8	0.62

¹⁾ Until December 31, 2022.

²⁾ Elected by the annual general meeting 2022.

³⁾ Elected by the annual general meeting 2023.

⁴⁾ 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.

⁵⁾ Resigned membership in the course of the downsizing of the supervisory board from 6 to 4 members with effect from May 31, 2023.

⁶⁾ Term expired on May 4, 2023.

⁷⁾ The supervisory board member waived the payment of the fixed annual remuneration for the membership in the Company's supervisory board and its committees.

⁸⁾ Before minorities.

For the average employee remuneration, all employees of alstria are considered, with the exception of interns, working students, apprentices 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 also include the profit the employees made from a disposal of the shares, which they received in the 2022 and 2023 financial years 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. Without adding this disposal profit, the average employee remuneration would be (i) EUR 93k in 2023 and would have decreased by 2% compared to the 2022 financial year and (ii) EUR 95k in 2022 and would have decreased by 1% compared to the 2021 financial year.

When looking at the remuneration development for the Management Board from 2022 to 2023, it is noticeable that the remuneration has decreased significantly. This is partly due to the fact that the term of office of the former Chief Financial Officer ended on December 31, 2022 and that there has not been a replacement. Besides this, the changes mainly result from a decrease in long-term variable remuneration. In 2022, the remuneration was impacted by 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 that are reported as part of the remuneration awarded and due in financial year 2022. The vesting values of the long-term incentive for the Management Board members for financial year 2022 (LTI 2022–2023) are below target values. The adjusted development, not taking into account the early terminated LTI tranches in financial year 2022, would show a decrease of 33% for the CEO's remuneration in the 2023 financial year (EUR 1,294k) compared to the previous year (EUR 1,916k).

The Supervisory Board remuneration is also decreasing. This was driven by the changes in the composition of the Supervisory Board over the last two years and by the introduction of the Supervisory Board Remuneration System 2023.

Looking at the corporate development in the reporting period, revenues were EUR 192 million (compared to EUR 183 million in 2022). The increase of 5% is primarily the result of revenues from the indexation of rental contracts and from new leases. The FFO per share (before minorities) amounted to EUR 0.51 (prior year: EUR 0.62). The decline in FFO per share was due to increasing financing costs.

Hamburg, February 2024

alstria office REIT-AG

The Supervisory Board

Brad Hyler
Chairman of the Supervisory Board

The Management Board

Olivier Elamine
CEO

Further information and instructions

1. Total number of shares and voting rights

As per the date of the convocation of the general meeting, the share capital of the Company is EUR 178,561,572.00 and is divided into 178,561,572 no-par value bearer shares. Each of the 178,561,572 no-par value shares entitles the bearer to one vote in the general meeting (section 6 paragraph 1 sentence 2 and section 15 paragraph 3 sentence 1 of the articles of association). The Company holds no treasury shares at the time of convening the general meeting.

2. Requirements for participating in the general meeting and for exercising voting rights

In accordance with section 123 paragraphs 2 to 4 AktG in conjunction with section 14 paragraphs 2 and 3 sentence 2 of the articles of association, only those shareholders who are Company shareholders at the close of business on the 22nd day prior to the general meeting, i.e. **May 15, 2024, 24:00 hours CEST (“Record Date”)** and register in a timely manner for the general meeting are entitled to participate in the general meeting and to exercise voting rights. The registration must reach the Company by no later than the expiration of **May 30, 2024, 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 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, admission tickets for the general meeting will be sent to the shareholders by the registration office.

Normally, the custodian banks submit the registration and proof of shareholding on behalf of their customers. To ensure the timely receipt of the admission tickets, we ask that the shareholders request an admission ticket for the participation in the general meeting from their custodian banks as early as possible.

3. Free disposability of the shares

The eligibility to participate and the scope of 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 participation and the scope of the voting rights, i.e., the sale of shares after the Record Date has no effect on the eligibility to participate 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 participate and vote.

4. 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 participation requirements described in the above section “2. Requirements for participating in the general meeting and for exercising 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 individual votes take place on proposals combined in a single agenda item, the instructions issued for that item shall apply to each sub-item.

The granting of proxy (with instructions) and its revocation require at least text form (section 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in conjunction with section 126b BGB). A corresponding proxy authorization and instruction form will be sent to shareholders who have registered in accordance with section 14 paragraphs 2 and 3 of the articles of association as part of the admission ticket.

Shareholders who wish to authorize the proxies appointed by the Company in advance of the general meeting are requested, in order to facilitate the organization, to send their proxy authorizations and instructions or revocations of proxy authorizations to the Company by **June 5, 2024, 18:00 hours CEST** at the latest (receipt by the Company), by post or by email to the following address:

alstria office REIT-AG
c/o Computershare Operations Center
80249 Munich
Germany
Email: alstria-oHV2024@computershare.de

On the date of the general meeting, the staff at the entry and exit control for the general meeting at the House of the Patriotic Society (*Haus der Patriotischen Gesellschaft*), 1st floor, Reimarus-Saal, entrance: Trostbrücke 6, 20457 Hamburg, Germany is available for the receipt of the proof of proxy (with instructions) until shortly before the start of the voting.

Authorizing third-party proxies

Shareholders may also have their voting rights exercised in the general meeting by an intermediary, proxy adviser, a person who offers himself in business to shareholders to exercise voting rights at the general meeting or any other person of their choice.

The declaration of granting proxy may be made either vis-à-vis the proxy or vis-à-vis the Company. The granting of proxy, 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 (section 15 paragraph 3 sentence 3 of the articles of association, section 134 paragraph 3 sentence 3 AktG in conjunction with section 126b BGB). Shareholders who have registered in accordance with section 14 paragraphs 2 and 3 of the articles of association will be sent a proxy form as a part of their admission ticket. 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.

The issuance of proxy, its revocation and the proof of proxy which has been declared vis-à-vis the proxy can be sent to the Company prior to the general meeting by mail, fax or email at the following address:

alstria office REIT-AG
c/o Computershare Operations Center
80249 Munich
Germany
Email: alstria-oHV2024@computershare.de

In order to facilitate the organization, shareholders are requested to send their proxy authorization, proof of proxy and a potential revocation of proxies to the Company by no later than **June 5, 2024, 18:00 hours CEST** (receipt by the Company) at the aforementioned address.

On the date of the general meeting, the staff at the entry and exit control for the general meeting at the House of the Patriotic Society (*Haus der Patriotischen Gesellschaft*), 1st floor, Reimarus-Saal, entrance: Trostbrücke 6, 20457 Hamburg, Germany is available for the receipt of the proof of proxy until shortly before the start of the voting.

5. Further information on exercising voting rights

If proxy authorizations and, if applicable, instructions are issued in due time by several means (letter, email 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. 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, 2. by email, and 3. by letter.

Should declarations be received by the same means using more than one form of voting instruction, the following shall apply: The granting of proxy and, if applicable, instructions to the proxies of the Company shall take precedence over the granting of proxy and instructions to an intermediary, a shareholders' association, a voting rights 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.

6. 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 **May 6, 2024, 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 2024
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.

7. Countermotions and election proposals, sections 126 paragraph 1, 127 AktG

Pursuant to section 126 paragraph 1 AktG, each shareholder is entitled to make 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 **May 22, 2024, 24:00 hours CEST**, at the following address:

alstria office REIT-AG
Reference: Motions for the Annual General Meeting 2024
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 management 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 (insofar as this is an item on the agenda of the general meeting). 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.

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

8. Right to information, section 131 paragraph 1 AktG

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

9. Further explanations

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

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

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

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

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

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

Confirmation of the vote count in accordance with section 129 paragraph 5 AktG can be requested by those voting within one month of the date of the general meeting at the email address

hv@alstria.de.

11. Time information in this invitation

All time information in this invitation refers to Central European Summer Time (CEST). In relation to coordinated universal time (UTC), this means UTC = CEST minus two hours.

Information regarding data protection

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

Who is responsible for data processing?

Data controller pursuant to 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?

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

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

What personal data are processed?

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

- First name and last name
- Contact data (e.g. address, email address, telephone number)
- Share-related data (e.g. number of shares, type of ownership)
- General meeting-related data (e.g. number of admission ticket and, where appropriate, instructions)
- Participation behaviour-related data (e.g. registration to the general meeting, voting behaviour and, where appropriate, information about and content of requests for additions to the agenda, motions, election proposals, requests for information and speeches)
- If applicable, email address (e.g. when contacting us or requesting the dispatch of business documents to be made available).

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

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

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

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

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

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

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

Which recipients receive personal data?

The data of the GM Participants are processed by the employees of alstria office REIT-AG who are involved in the organization of the general meeting. In addition, we engage different external service providers and their subcontractors for certain services in connection with the preparation, execution and follow-up of the general meeting (general meeting service providers and IR service providers such as Computershare Deutschland GmbH & Co. KG, which is looking after the technical execution of the 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 we engage will only receive personal data that are 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. sections 122 paragraph 2, 126 paragraph 1, 127 AktG). Similarly, the Company will make counter motions 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 sections 122 paragraph 2, 126 paragraph 1, 127 AktG for further details).

Other GM 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 GM Participants to authorities which 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 meeting participants in the course of the registration for the 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 shareholders' financial institutions which 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 by it may receive personal data from the GM 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, the personal data are provided by the GM participants themselves.

Is there an obligation to provide data?

The Company must process personal data of the GM Participants in order to enable them to exercise their rights at the general meeting. If a GM 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 longer. For the data collected in connection with 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 processes pursuant to article 22 GDPR or profiling.

What rights do data subjects have?

Meeting participants 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, meeting participants in particular have the following rights:

- Provision of access to the personal data concerning the data subject as well as 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 your consent or a contract, article 20 GDPR
- **Objection to the processing of personal data based on legitimate interests pursuant to article 6 paragraph 1 (f) GDPR, article 21 GDPR**
- Lodging a complaint with a data protection authority at the choice of the data subject (e.g. the data protection authority competent for alstria: Der Hamburgische Beauftragte für Datenschutz und Informationsfreiheit, Ludwig-Erhard-Str. 22, 7th floor, 20459 Hamburg, Germany, tel.: +49 (0) 40 428 54 – 4040, email: mailbox@datenschutz.hamburg.de), article 77 GDPR

Hamburg, April 2024

The management board

» The most sustainable building
is the one that was never built. «



alstria office REIT-AG
www.alstria.com
info@alstria.de

Building
your future