TRANSFER REPORT

Report of
BPG Holdings Bermuda Limited
as the Majority Shareholder of
alstria office REIT-AG

on the conditions for the transfer of the shares of the Minority Shareholders of alstria office REIT-AG to BPG Holdings Bermuda Limited

and on the appropriateness of the cash compensation determined in accordance with Section 327c para. 2 sentence 1 of the German Stock Corporation Act (AktG)

18 December 2024

TABLE OF CONTENTS

LIST OF ATTACHMENTS

Annex 1	Expert opinion of ValueTrust Financial Advisors Deutschland GmbH
Annex 2	Transfer request letter from BPG Holdings Bermuda Limited dated 18 September 2024 and 13 December 2024 to the Management Board
Annex 3	Cash confirmation by Landesbank Baden-Württemberg dated 13 December 2024 in accordance with Section 327b (3) AktG
Annex 4	Deposit confirmations of HSBC dated 12 December 2024
Annex 5	List of shareholdings of alstria office REIT-AG
Annex 6	Overview of the companies affiliated with BPG Holdings Bermuda Limited

DEFINITIONS

Transfer Report

A Overview

Pursuant to Section 327a of the German Stock Corporation Act ("**AktG**"), the general meeting of a stock corporation may, at the request of a shareholder who owns shares amounting to 95% of the share capital ("**Majority Shareholder**"), resolve to transfer the shares of the remaining shareholders ("**Minority Shareholders**") to the Majority Shareholder in return for appropriate cash compensation (exclusion of Minority Shareholders or squeeze-out under stock corporation law).

BPG Holdings Bermuda Limited, an *exempted company with liability limited by shares* under the laws of Bermuda with its registered office in Hamilton, Bermuda, and registered with the *Bermuda Registrar of Companies* under registration number 48464 ("**BPG Holdings**" or "**Majority Shareholder**"), holds indirectly through companies affiliated with BPG Holdings ("**Brookfield Group**") a shareholding of 170,291,615 no-par value bearer shares in alstria office REIT-AG, a stock corporation incorporated under German law with its registered office in Hamburg, Germany, registered with the commercial register of the local court of Hamburg under HRB 99204 ("**Company**", together with its direct and indirect subsidiaries, the "**alstria Group**"). The shareholding of BPG Holdings can be traced on the basis of the overview of the shareholding structure attached as **Annex 6** and the evidence of the respective direct and indirect shareholdings attributable to BPG Holdings pursuant to Sections 327a para. 2, 16 para. 4 AktG attached as **Annex 4.** At the time of signing this transfer report, BPG Holdings itself has purchased 10 alstria Shares, the (direct) acquisition of which will be completed shortly.

The share capital of the Company amounts to EUR 178,561,572.00 and is divided into 178,561,572 no-par value bearer shares, each representing a nominal amount of the share capital of EUR 1.00 per share ("**alstria Shares**"). The Company currently does not hold any treasury shares. The indirect shareholding of BPG Holdings therefore corresponds to 95.37% of the Company's share capital as of today. BPG Holdings is therefore the Majority Shareholder of the Company within the meaning of Section 327a para. 1 AktG.

In this capacity, BPG Holdings has decided to make use of the legal option to squeeze-out the Company's Minority Shareholders in return for appropriate cash compensation in accordance with Sections 327a et seq. AktG ("**Squeeze-out**").

By letter dated 18 September 2024, BPG Holdings submitted the (first) request according to Section 327a para. 1 sentence 1 AktG to the management board of the Company (the "**Management Board**") to convene a general meeting of the Company and to have this general meeting resolve on the transfer of the alstria Shares of the Minority Shareholders to BPG Holdings in return for an appropriate cash compensation. The Company announced the receipt of this request in an ad hoc announcement dated 18 September 2024.

After determining the amount of the cash compensation on the basis of the expert opinion prepared by ValueTrust Financial Advisors Deutschland GmbH, Theresienstraße 1, 80333 Munich ("**ValueTrust**"), to determine the appropriate cash compensation in connection with the planned transfer of the alstria Shares of the Minority Shareholders pursuant to Sections 327a et seq. AktG, BPG Holdings submitted a (second) specifying request within the meaning of Section 327a para. 1 sentence 1 AktG by letter dated 13 December 2024, stating the cash compensation it had determined in the amount of EUR 5.11 per share. ValueTrust's expert opinion on the determination of the appropriate cash compensation is attached to this transfer report as **Annex 1** ("**ValueTrust Report**"), the copies of the transfer requests are attached to this transfer report as **Annex 2**.

The Company announced the specific request of BPG Holdings and the amount of the cash compensation in an ad-hoc announcement on the same day.

The resolution on the transfer of the alstria Shares of the Minority Shareholders is to be adopted at an extraordinary general meeting of the Company expected to be convened on 11 February 2025. The squeeze-out of the Minority Shareholders of the Company will become effective upon registration of this resolution with the commercial register of the local court of Hamburg. The Minority Shareholders will receive an appropriate cash compensation, which was determined by BPG Holdings on the basis of, *inter alia*, the ValueTrust Report. BPG Holdings fully adopts the ValueTrust Report, which is an integral part of this transfer report.

At the request of BPG Holdings dated 1 October 2024, the Hamburg Regional Court appointed IVA VALUATION & ADVISORY AG, Wirtschaftsprüfungsgesellschaft ("**IVA**") by order dated 8 October2024 (file no.: 412 HKO 105/24) and was selected and appointed as expert auditor of the appropriateness of the cash compensation in accordance with Section 327c para. 2 sentence 3 AktG. IVA will audit the appropriateness of the cash compensation in accordance with Section 327c para. 2 sentence 2 AktG and will issue a separate written audit report on this.

BPG Holdings has received a declaration from Landesbank Baden-Württemberg ("**LBBW**") within the meaning of Section 327b para. 3 AktG dated 13 December 2024, in which LBBW has assumed the guarantee for the fulfillment of the obligation of BPG Holdings as Majority Shareholder of the Company to pay the specified cash compensation to the Minority Shareholders of the Company immediately after registration of the transfer resolution. This cash conformation is attached to this transfer report as **Annex 3**. In accordance with the statutory provisions, this cash confirmation was submitted to the Management Board on 13 December 2024 and thus before the convening of the extraordinary general meeting that is to resolve on the exclusion of the Minority Shareholders.

BPG Holdings submits the present written report within the meaning of Section 327c para. 2 sentence 1 AktG, in which the Minority Shareholders are informed about the conditions for the transfer of their alstria Shares and the appropriateness of the cash compensation is explained and justified.

B alstria office REIT-AG and the alstria Group

I. Company history of alstria office REIT-AG

1. History

The Company is a German stock corporation in the legal form of a real estate investment trust (*REIT*) that invests in office properties in the major German economic centers.

The Company buys, owns and manages German office and commercial real estate. The alstria Group, based in Hamburg, was founded in 2006 and was the first German company to be converted into a REIT-AG under German law in October 2007.

In 2015, the Company acquired 94.6% of the shares in its competitor DO Deutsche Office AG:

90.6% were acquired by way of a voluntary public takeover offer (in the form of an exchange offer). Additional 4.0% were acquired by way of execution of a call option. After the change of legal form of DO Deutsche Office AG and the sale of shares, the Company still holds approx. 89% of today's alstria office Prime Portfolio GmbH & Co. KG.

The Company was admitted to the MDAX on 24 September 2018.

Following the takeover offer by Alexandrite Lake Lux Holdings S.à r.l., Luxembourg, a private limited liability company (*société à responsabilité limitée)* incorporated under Luxembourg law with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Register of Commerce and Companies (*Registre de Commerce et des Sociétés*, "**RCS**") under registration number B 258124 (hereinafter referred to as "**Alexandrite**"), dated 13 December 2021, the proportion of freely tradable alstria Shares fell below ten percent, so that the Company dropped out of the MDAX in February 2022.

The Company's REIT status will cease with effect as of 1 January 2025. In light of the Squeeze-out, the Company will not be compliant with the requirements under the Act on German Real Estate Stock Corporations with Listed Shares (*REIT-Gesetz, REITG*) and therefore expects to lose its status as a REIT stock corporation as the Squeeze-out excludes any alternative option of restoring the distribution of shares of at least 15% in free float required for a REIT stock corporation (Sections 11 para. 1, 18 para. 3 REITG).

2. Acquisition of majority stake in alstria office REIT-AG by Alexandrite Lake Lux Holdings S.à r.l.

On 13 December 2021, Alexandrite published a public takeover offer to all shareholders of the Company to acquire all alstria Shares ("**Takeover Offer**"), which was successfully completed in 2022.

Until the publication of the Takeover Offer on 13 December 2021, Alexandrite directly held 54,951,676 alstria Shares (*i.e.*, approximately 30.87% of the share capital and voting rights in the Company). Regarding further 783,981 alstria Shares on-market purchases were completed (*i.e.*, approximately 0.44% of the share capital and voting rights in the Company), which were executed on 13 December 2021. Until the publication of the Takeover Offer on 13 December 2021, Lapis Luxembourg Holdings S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of Luxembourg, with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 248139 ("**Lapis**") indirectly held 18,213,868 alstria Shares (*i.e.*, approximately 10.23% of the share capital and voting rights in the Company), and Lapis Luxembourg Holdings II S.à r.l., a private limited liability company (*société à responsabilité limitée*) incorporated under the laws of Luxembourg with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 259238 ("**Lapis II**") held 3,090,823 alstria Shares (*i.e.* approximately 1.74% of the share capital and voting rights in the Company).

In addition, the Brookfield Group has also acquired further 93,251,277 alstria Shares since the publication of the Takeover Offer. These acquisitions resulted in the current shareholding of 95.37% of the current share capital of the Company (see also the evidence of the respective direct and indirect shareholdings attributable to BPG Holdings pursuant to Sections 327a para. 2, 16 para. 4 AktG attached as **Annex 4**).

II. Registered office, financial year and corporate purpose of the Company

The Company is a stock corporation under German law with its registered office in Hamburg, Germany, registered in the commercial register of the local court of Hamburg under HRB 99204, with its business address at Steinstraße 7, 20095 Hamburg.

The current version of the Articles of Association of the Company is dated 12 July 2024 ("**Articles of Association**").

The financial year corresponds to the calendar year in accordance with Section 3 para 1 of the Articles of Association.

Section 2 of the Articles of Association defines the purpose of the Company as follows:

(1) The object of the company is

1. Ownership of or rights in rem to

a) domestic immovable assets within the meaning of the REIT Act with the exception of existing residential rental properties within the meaning of the REIT Act,

b) foreign immovable assets within the meaning of the REIT Act, insofar as these may be owned by a REIT corporation, REIT association of persons or REIT asset pool or a corporation, association of persons or asset pool comparable to a REIT in the country in which they are located, and

c) other assets within the meaning of Section 3 (7) of the REIT Act

to acquire, hold, manage and sell within the scope of letting, leasing and leasing including necessary real estate-related ancillary activities, and

2. to acquire, hold, manage and sell shares in real estate partnerships within the meaning of the REIT Act,

3. to acquire, hold, manage and sell shares in REIT service companies within the meaning of the REIT Act,

4. to acquire, hold, manage and sell shares in foreign property companies within the meaning of the REIT Act,

5. to acquire, hold, manage and sell shares in corporations that are personally liable partners of a real estate partnership within the meaning of the REIT Act and do not hold an asset interest in the latter.

(2) The company may undertake all transactions and measures that appear suitable to promote the object of the company.

III. Bodies and representatives

1. Management Board

In accordance with Section 7 para. 1 of the Articles of Association, the Management Board consists of one or more persons. In accordance with Section 7 para. 2 sentence 1 of the Articles of Association, the supervisory board determines the number of Management Board members.

The Management Board currently consists of one (1) member:

- Olivier Elamine, as Chief Executive Officer (CEO)

The Company is represented by two (2) Management Board members jointly or by one (1) Management Board member together with an authorized signatory in accordance with Section 8 (1) sentence 1 of the Articles of Association. If only one (1) Management Board member has been appointed, this member shall represent the Company alone in accordance with Section 8 para. 1 sentence 2. Pursuant to Section 8 para. 2 sentence 1 of the Articles of Association, the supervisory board may regulate representation differently and, in particular, grant members of the Management Board individual power of representation.

2. Supervisory Board

In accordance with Section 9 para 1 of the Articles of Association, the Company's supervisory board consists of four (4) members.

The members of the supervisory board are:

- Brad Hyler, as chairman of the supervisory board;
- Jan Sucharda, as deputy chairman of the supervisory board;
- Richard Powers; and
- Becky Worthington.

IV. Share capital, shares, shareholder structure of the Company and stock exchange trading

1. Share Capital

The Company's share capital amounts to EUR 178,561,572.00 and is divided into 178,561,572 no-par value bearer shares, each with a nominal value of EUR 1.00 per share. There are no different classes of shares. Each share entitles the holder to one vote.

2. Authorized Capital

The Management Board is authorized in accordance with Section 5 para 3 of the Articles of Association, with the approval of the supervisory board, to increase the Company's share capital by up to EUR 89,280,786.00 on one (1) or more occasions until 5 June 2029 by issuing new no-par value bearer shares in return for contributions in cash and/or kind ("**Authorized Capital 2024**"). The Company's shareholders are generally entitled to a subscription right to the new shares, unless the Management Board excludes the subscription right in the cases listed in Section 5 para. 3 of the Articles of Association.

3. Conditional Capital

On 6 June 2024, the general meeting resolved to conditionally increase the Company's share capital by up to EUR 89,280,786.00 by issuing up to 89,280,786 new no-par value bearer shares ("**Conditional Capital 2024**"). The Conditional Capital 2024 may only be used for the granting of shares to the holders of convertible bonds or option bonds, profit participation rights or participating bonds (or combinations of these instruments) issued by the Company or an alstria Group Company until 5 June 2029 in accordance with the authorization of the general meeting of 6 June 2024. No new shares were issued as part of the Conditional Capital 2024. Furthermore, no convertible bonds and/or bonds with warrants were issued under the aforementioned authorization. There are no conversion and/or subscription rights to alstria Shares under the Conditional Capital 2024.

4. Shareholder structure of the Company

At the time of signing this transfer report, BPG Holdings indirectly holds 170,291,615 alstria Shares or 95.37% of the share capital of the Company. The shareholding of BPG Holdings can be traced on the basis of the overview of the shareholding structure attached as **Annex 6** and the evidence of the respective direct and indirect shareholdings attributable to BPG Holdings pursuant to Sections 327a para. 2, 16 para. 4 AktG attached as **Annex 4**. At the time of signing this transfer report, BPG Holdings itself has purchased 10 alstria Shares, the (direct) acquisition of which will be completed shortly. The remaining alstria Shares are in free float. The Company does not hold any treasury shares at the time of signing this transfer report.

V. Structure and business activities of the alstria Group

1. Legal structure and significant shareholdings

The Company is the parent company of the alstria Group. At the time of signing this transfer report, the alstria Group includes 36 affiliated companies worldwide.

A list of the Company's shareholdings at the time of signing this transfer report is attached to this transfer report as **Annex 5**.

2. Business activities of the alstria Group

Alstria Group invests in office properties in the major German economic centers. As of 31 December 2023, the real estate portfolio comprised a total of 106 buildings with a lettable area of 1.4 million m² and a total value of EUR 4 billion. The properties are predominantly located in the major German office markets of Hamburg, Dusseldorf, Frankfurt, Stuttgart and Berlin, which the Company defines as its core markets and in which the Company is represented by local and operationally active offices. As a fully integrated Company with a long-term focus, the Company actively manages the buildings over their entire life cycle.

VI. Business development and earnings situation of the alstria Group

An overview of the most important key data on the business development and earnings situation of the alstria Group according to the audited consolidated financial statements for the financial years ending 31 December 2023, 31 December 2022 and 31 December 2021 is set out in the following.[1] Further information can be found in the ValueTrust Report, to which reference is made.

1. Key financial figures for the financial years 2023, 2022 and 2021

Key financial figures in TEUR	2023	2022	2021
Consolidated Profit/Loss	-653.374	-74.614	209.678
Revenue	192.026	182.819	183.670
Funds from operations (FFO) after minorities	87.972	106.562	116.455
Net operating result	-605.514	-36.168	236.454

Asset/capital structure in kEUR	2023	2022	2021
Balance sheet total	4.237.518	5.163.774	5.234.372
Non-current assets	4.095.220	4.757.358	4.839.119
Current assets	142.298	406.416	395.253
Equity capital	1.617.547	2.571.400	3.367.983
Equity ratio in percent	38,2%	49,8%	64,3%
Non-current financial liabilities	2.300.780	2.162.414	1.784.357
Current financial liabilities	319.191	429.960	82.932

Employees	2023	2022	2021
Number (as at the reporting date)	181	178	163
Number (annual average)	175	173	162

[1] The financial information is taken from the consolidated financial statements. The consolidated financial statements were prepared in accordance with IFRS and the additional requirements of Section 315a para. 1 of the German Commercial Code ("HGB") and the supplementary provisions of German commercial law. Unless otherwise stated, the figures are rounded in accordance with standard commercial practice.

2. Business development and results of operations of the alstria Group in the financial year 2022 and 2023

2022:

Although the consequences of the Russian war of aggression on Ukraine had a significant impact on the German economy, Company's results of operations developed according to plan in the financial year 2022. Revenues and earnings reflected the high quality of the real estate portfolio and the efficient corporate structure. The financial position and net assets were impacted by a slight depreciation of the real estate portfolio, reflecting in particular the environment of increased interest rates and a resulting pressure on commercial real estate prices. The liquidity situation proved to be comfortable at all times during the course of the 2022 financial year.

2023:

Despite the weak macroeconomic development, persistent inflation and a significant rise in interest rates, Company's earnings position developed above plan in the 2023 financial year. Revenues and earnings reflected the high quality of the real estate portfolio and the efficient corporate structure. The financial position and net assets were adversely affected by a market-related devaluation of the real estate portfolio, reflecting in particular the environment of rising interest rates and the resulting pressure on commercial real estate prices. The liquidity position was sufficient at all times during the 2023 financial year.

VII. Employees and co-determination of the alstria Group

As at the reporting date of 31 December 2023, the alstria Group employed 181 people worldwide (previous year: 178), of whom all were employed in Germany. On a twelve-month average, 175 people were employed worldwide in the 2023 financial year (previous year: 173).

The Company has neither corporate nor operational co-determination.

The Company is not bound by collective agreements. A work council has not been established.

C The Majority Shareholder BPG Holdings

I. Legal form, registered office, object of the Company and financial year

BPG Holdings was registered with the *Bermuda Registrar of Companies* on 5 December 2013 under registration number 48464. The principal activity of BPG Holdings is the investment in real estate assets.

The authorized share capital of BPG Holdings amounts to EUR 1,575,000,000.00.

The financial year of BPG Holdings corresponds to the calendar year.

II. Corporate bodies of BPG Holdings and representatives

BPG Holdings currently has three directors:

- James A. Bodi, as alternative director to Gregory Ea Morrison;
- Gregory N. McConnie; and
- Gregory E Morrison, as alternative director to James A. Bodi.

III. Corporate structure of BPG Holdings

An overview of the companies affiliated with BPG Holdings (**Brookfield Group**) is attached to this transfer report as **Annex 5:**

1. Parent Companies

BPG Holdings is indirectly and ultimately owned by Brookfield Corporation, a stock corporation incorporated under Canadian law, an *Ontario Business Corporation* with its registered office in Ontario, Canada, registered in the *Ontario Business Registry* under registration number 1644037 ("**Brookfield**").

2. Subsidiaries (BSREP III strand)

The Majority Shareholder is the sole shareholder of BSREP III Bermuda GP of GP Limited, an *exempted limited company* under the laws of Bermuda with its registered office in Hamilton, Bermuda, and registered with the *Bermuda Registrar of Companies* under registration number 53100 ("**BSREP III**"),

BSREP III is the sole general *partner* of BSREP III Bermuda GP L.P, an *exempted limited partnership* organized under the laws of Bermuda with its registered office in Hamilton, Bermuda, and registered with the *Bermuda Registrar of Companies* under registration number 53111 ("**BSREP III GP L.P**").

BSREP III GP L.P is the sole general *partner* of BSREP III Fornax Pooling L.P, an *exempted limited partnership* organized under the laws of Bermuda with its registered office in Hamilton, Bermuda, and registered with the *Bermuda Registrar of Companies* under registration number 55198 ("**BSREP III Pooling**").

BSREP III Pooling is the sole shareholder of Savoy Luxembourg Holdings Sà r.l., a private limited liability company under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B248220 ("**Savoy Luxembourg**").

Savoy Luxembourg is the sole shareholder of Lapis, which directly holds a 9.99% stake in the Company.

Savoy Luxembourg is also the sole shareholder of Lapis II, which directly holds a 1.92% stake in the Company.

3. Subsidiaries (BSREP IV strand)

The Majority Shareholder is also the sole shareholder of BSREP IV Bermuda GP of GP Limited, an *exempted limited company* under the laws of Bermuda with its registered office in Hamilton, Bermuda, and registered with the *Bermuda Registrar of Companies* under registration number 56297 ("**BSREP IV**").

BSREP IV is the sole general *partner* of BSREP IV Bermuda GP L.P, an *exempted limited partnership* organized under the laws of Bermuda with its registered office in Hamilton, Bermuda, and registered with the *Bermuda Registrar of Companies* under registration number 56298 ("**BSREP IV GP L.P**").

BSREP IV GP L.P is the general *partner* of BSREP IV Alexandrite Pooling L.P, an *exempted limited partnership* under the laws of Bermuda with its registered office in Hamilton, Bermuda, and registered with the *Bermuda Registrar of Companies* under registration number 56351 ("**BSREP IV Pooling**").

BSREP IV Pooling is the sole shareholder of Alexandrite Master LuxCo S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 258035 ("**Alexandrite Master**").

Alexandrite Master is the sole shareholder of Alexandrite Holdings I LuxCo S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B261111 ("**Alexandrite LuxCo I**").

Alexandrite LuxCo I is the sole shareholder of Alexandrite Holdings II LuxCo S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 261175 ("**Alexandrite LuxCo II**").

Alexandrite LuxCo II is the sole shareholder of Alexandrite Lake GP S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 261255 ("**Alexandrite Lake GP**").

Alexandrite LuxCo II is also the 66% limited partner of Alexandrite Lake Lux Holdings 2 SCS, a limited partnership (*société en commandite simple*) incorporated under Luxembourg law with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 261942 ("**Alexandrite Lake Lux**").

Alexandrite Lake GP is the sole general *partner* of Alexandrite Lake Lux.

Alexandrite Lake Lux is the sole shareholder of Alexandrite Lake Pledge Mezz Borrower S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 262180 ("**Alexandrite Pledge Borrower**").

Alexandrite Pledge Borrower is the sole shareholder of Alexandrite Lake Mezz Borrower S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 262241 **(**"**Alexandrite Mezz Borrower**").

Alexandrite Mezz Borower is the sole shareholder of Alexandrite Lake Pledge BidCo Borrower S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 262429 ("**Alexandrite BidCo**").

Alexandrite BidCo is the sole shareholder of Alexandrite Lake Lux Holdings S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 258124 ("**Alexandrite Lux Holdings**").

The following companies each hold a direct interest of 9.27% in the Company:

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings I S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 279968 ("**Lake Lux Holdings I**").

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings II S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 279969 ("**Lake Lux Holdings II**").

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings III S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 279972 ("**Lake Lux Holdings III**").

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings IV S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 279973 ("**Lake Lux Holdings IV**").

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings V S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 279975 ("**Lake Lux Holdings V**").

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings VI S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 279979 ("**Lake Lux Holdings VI**").

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings VII S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 279980 ("**Lake Lux Holdings VII**").

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings VIII S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 279981 ("**Lake Lux Holdings VIII**").

Alexandrite Lux Holdings is the sole shareholder of Alexandrite Lake Lux Holdings IX S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (*société à responsabilité limitée*) with its registered office at 26A, boulevard Royal, L-2449 Luxembourg, Grand Duchy of Luxembourg, registered with the RCS under registration number B 280034 ("**Lake Lux Holdings IX**").

IV. Background Information on Brookfield

Brookfield Asset Management is a leading global investor with over USD 1 trillion in assets under management across real estate, infrastructure, renewable energy, private equity, and credit. With a history spanning more than a century, Brookfield is headquartered in Toronto and operates in over 30 countries. Brookfield's real estate business is among the largest globally, encompassing a diversified portfolio of office, retail, residential, logistics, and hospitality properties.

Europe is a core market for Brookfield. The company focuses its real estate investments on acquiring high-quality, sustainable assets in key markets such as London, Paris, and Berlin, enhancing their value through active management and development expertise.

Brookfield manages assets on behalf of public and private pension funds, endowments, sovereign wealth funds, financial institutions, insurance companies and private investors.

D Background to the Squeeze-out of Minority Shareholders

BPG Holdings would like to make use of the option provided for in Sections 327a et seq. AktG to have the alstria Shares of the Minority Shareholders transferred to as Majority Shareholder of the Company in return for an appropriate cash compensation. The main reasons for the transfer request are set out below.

I. Cost savings

With the Squeeze-out the stock market listing is terminated. As a result, it is no longer subject to the more time-consuming and costly market disclosure regime, meaning that reporting obligations such as interim reports and ad-hoc disclosure requirements no longer apply. Furthermore, the costs for the preparation and holding of the annual general meeting can be significantly reduced.

II. Increased flexibility

After the Squeeze-out, there will only be a limited number of shareholders of the Company, which are all indirectly and ultimately owned by Brookfield. For this reason, resolutions of the general meeting can in future be passed at short notice and without observing the formal and deadline requirements applicable to a public general meeting and without observing protective provisions in favor of the Minority Shareholders. This will allow the shareholders to react quickly and effectively to changing circumstances and market conditions in future. Measures that require the involvement of the general meeting can be planned more flexibly and implemented more quickly and cost-effectively.

III. Increased transaction security

Alternative structural measures, such as domination and profit and loss transfer agreements, mergers, asset transfers or voluntary takeover offers, cannot achieve the same advantages as a squeeze-out. Domination and profit and loss transfer agreements enable financial integration, but minority shareholders with rights remain, creating administrative burdens. Mergers are complex and require high approval quotas. Asset transfers do not result in full ownership consolidation and can result in disputes over asset valuation. Voluntary takeover offers depend on shareholder approval, do not guarantee full control and can be costly. A squeeze-out, on the other hand, provides a legally unambiguous, efficient, and definitive solution for full ownership consolidation that these alternatives cannot achieve.

IV. No alternative structural measures

A Squeeze-out provides a legally clear, efficient, and final solution for full ownership consolidation, which alternative structural measures, such as domination and profit transfer agreements, mergers, asset transfers, or voluntary buyout offers, cannot achieve. Domination and profit transfer agreements allow financial integration but formal requirements with respect to public general meetings remain. Mergers are complex, do not fully achieve the goal of reducing administrative burdens, and may trigger real estate transfer tax. Asset transfers fail to achieve full ownership consolidation and may result in disputes over asset valuation. Voluntary takeover offers do not guarantee full control and can be costly.

E Conditions for the transfer of the alstria Shares of the Minority Shareholders

I. Overview of the legal regulations

In accordance with Section 327a para. 1 sentence 1 AktG, the general meeting of a stock corporation may, at the request of a shareholder who owns shares amounting to 95 % of the share capital (Majority Shareholder), resolve to transfer the shares of the other shareholders (Minority Shareholders) to the Majority Shareholder in return for appropriate cash compensation.

The Majority Shareholder must submit a request to the Management Board for the general meeting to resolve on the transfer of the Minority Shareholders' shares to the Majority Shareholder in return for appropriate cash compensation (Section 327a para. 1 sentence 1 AktG).

The amount of the cash compensation is determined by the Majority Shareholder. It must take into account the circumstances of the Company at the time the resolution is passed by the general meeting, Section 327b para. 1 sentence 1 AktG. The appropriateness of the cash compensation must be reviewed at the request of the Majority Shareholder by one or more expert auditors selected and appointed by the competent regional court (Section 327c para. 2 sentences 2 to 4 AktG). The expert auditor(s) must submit a written report on the results of their audit (Section 327c para. 2 sentence 4 AktG in conjunction with Section 293e para. 1 sentence 1 AktG).

The Majority Shareholder must submit a written report to the general meeting in which the conditions for the transfer are set out and the appropriateness of the cash compensation is explained and justified according to Section 327c para. 2 sentence 1 AktG).

Pursuant to Section 327b para. 3 AktG, prior to convening the general meeting, the Majority Shareholder must provide the management board with a declaration from a credit institution authorized to do business within the scope of the AktG, by which the credit institution guarantees the fulfillment of the Majority Shareholder's obligation to pay the Minority Shareholders the specified cash compensation for the transferred shares immediately after the transfer resolution has been entered in the commercial register. This cash confirmation by the bank is provided by way of a genuine contract in favor of third parties within the meaning of Section 328 BGB, in this case in favor of the Minority Shareholders, so that they acquire a direct claim for payment against the bank in the event that the Majority Shareholder does not pay the cash compensation or does not pay it on time.

In accordance with Section 327c para. 3 AktG, (i) the draft transfer resolution of the general meeting, (ii) the annual financial statements and management reports for the last three (3) financial years of the Company, (iii) the transfer report of the Majority Shareholder and (iv) the report of the court-appointed expert auditor must be made available for inspection by shareholders at the Company's offices from the time the general meeting is convened. Each shareholder may request to be provided with a copy of these documents immediately and free of charge (Section 327c para. 4 AktG). According to Section 327c para 5 AktG, these aforementioned obligations do not apply if the aforementioned documents are available on the Company's website from the time the general meeting is convened. In addition, these documents must be made available at the general meeting (Section 327d sentence 1 AktG). Furthermore, Section 327d sentence 2 AktG provides that the management board may give the Majority Shareholder the opportunity to explain the draft transfer resolution and the calculation of the amount of the cash compensation orally at the beginning of the meeting.

The general meeting must resolve on the transfer of the Minority Shareholders' shares to the Majority Shareholder, Section 327a para. 1 sentence 1 AktG. In accordance with Section 20 para. 1 of the Articles of Association in conjunction with Section 133 para. 1 AktG, a simple majority of the votes cast is sufficient to pass a resolution.

The Management Board must apply for the transfer resolution passed by the general meeting to be entered in the commercial register (Section 327e para. 1 sentence 1 AktG). Upon entry of the transfer resolution in the commercial register, all shares held by Minority Shareholders are transferred by law to the Majority Shareholder in accordance with Section 327e para. 3 sentence 1 AktG. In return, the Minority Shareholders acquire a claim against the Majority Shareholder for payment of the specified cash compensation. If share certificates have been issued for the shares, they only securitize the claim to the cash compensation until they are handed over to the Majority Shareholder (Section 327e para. 3 sentence 2 AktG).

Finally, it should be noted that Section 327f AktG precludes a challenge to the transfer resolution based on Section 243 para. 2 AktG or on the grounds that the cash compensation determined by the Majority Shareholder is not appropriate. Rather, if there is disagreement about the appropriateness of the cash compensation, it will be reviewed by the court in so-called appraisal proceedings upon application. The same applies if the Majority Shareholder has not offered a cash compensation or has not offered it properly and an action for avoidance based on this has neither been filed, withdrawn nor finally dismissed within the avoidance period.

II. Participation of BPG Holdings in the share capital of the Company

The Company's share capital of EUR 178,561,572.00 is divided into 178,561,572 no-par value bearer shares, each with a notional interest in the share capital of EUR 1.00 per share. As the Company has issued no-par value shares, the required shareholding of 95% of the share capital is determined by the number of shares. 95% of the Company's share capital corresponds to 169,633,493.4 no-par value shares.

At the time of signing this transfer report, BPG Holdings indirectly holds a total of 170,291,615 alstria Shares and thus 95.37% of the share capital of the Company according to the depositary receipts of HSBC attached to as **Annex 4**.

At the time of signing this transfer report, BPG Holdings itself has purchased 10 alstria Shares, the (direct) acquisition of which will be completed shortly. The 170,291,615 alstria Shares, which are directly held by Lapis, Lapis II and Lake Lux Holdings I to IX (see Section C.III.3), are attributed to BPG Holdings. The attribution is based on Sections 327a para. 2, 16 para. 2 and 4, 17 AktG. All subsidiaries of BPG Holdings are dependent companies within the meaning of Section 17 AktG, as BPG Holdings can exercise a controlling influence on them directly or indirectly. Therefore, the alstria Shares held by the dependent companies Lapis, Lapis II and Lake Lux Holdings I to IX are deemed to be shares held by BPG Holdings in accordance with Section 16 para. 4 AktG.

BPG Holdings is therefore the Majority Shareholder of the Company within the meaning of Section 327a para. 1 sentence 1 AktG.

III. Request of BPG Holdings for transfer of the alstria Shares of the Minority Shareholders

By letter dated 18 September 2024, BPG Holdings sent a formal request pursuant to Section 327a para. 1 sentence 1 AktG to the Management Board to have the general meeting resolve on the transfer of the alstria Shares of the Minority Shareholders of the Company to it as Majority Shareholder of the Company in return for an appropriate cash compensation.

In a letter dated December 13, 2024, to the Management Board of the Company, BPG Holdings specified this request by stipulating that the Squeeze-out will be carried out by BPG Holdings and that the appropriate cash compensation will be EUR 5.11 per alstria Share. It has also requested that the resolution on the Squeeze-out be put on the agenda of the extraordinary general meeting of the Company to be convened at short notice.

IV. Determination of the cash compensation

Pursuant to Section 327b para. 1 sentence 1 clause 1 AktG, the Majority Shareholder determines the amount of the cash compensation. Pursuant to Section 327b para. 1 sentence 1 clause 2 AktG, the amount of the cash compensation must take into account the circumstances of the Company at the time of the resolution by the general meeting on the transfer of the Minority Shareholders' shares to the Majority Shareholder.

The appropriate cash compensation was determined on the basis of the ValueTrust expert opinion, which BPG Holdings has adopted as its own and which is attached to this transfer report as **Annex 1**. The main details of the calculation and determination of the appropriate cash compensation are set out in section G explained and justified.

Based on this, BPG Holdings as Majority Shareholder of the Company has determined the amount of the cash compensation for the transfer of the alstria Shares of the Minority Shareholders to

EUR 5.11 per alstria Share.

V. Cash confirmation by the bank in accordance with Section 327b para. 3 AktG

On 13 December 2024, LBBW issued a cash confirmation guaranteeing the fulfillment of the obligation of BPG Holdings as Majority Shareholder of the Company to pay the Minority Shareholders of the Company the specified cash compensation for the transferred alstria Shares without undue delay after the registration of the transfer resolution in the commercial register. The payment by LBBW is not subject to any further conditions or time limits. Objections and defenses of LBBW arising from its relationship with BPG Holdings vis-a-vis the Minority Shareholders are excluded.

This cash confirmation was made by way of a genuine contract in favor of third parties in accordance with Section 328 para. 1 BGB, so that each Minority Shareholder has a direct claim for payment vis-a-vis LBBW. In accordance with the statutory directives, the cash confirmation includes the determined cash compensation. It therefore does not include the interest to be paid in addition to the cash compensation in accordance with Section 327b para. 2 AktG and the difference in the event of any subsequent increase in the cash compensation by the court in the award proceedings, Section 327f sentence 2 AktG.

In accordance with Section 327b para. 3 AktG, BPG Holdings submitted LBBW's cash confirmation to the Management Board on 13 December 2024 and thus before the convening of the extraordinary general meeting that is to decide on the Squeeze-out.

LBBW's cash confirmation is attached to this transfer report as **Annex 3**.

VI. Transfer report of the Majority Shareholder

As the Majority Shareholder of the Company, BPG Holdings must submit this transfer report to the general meeting of the Company pursuant to Section 327c para. 2 sentence 1 AktG. In accordance with the statutory directives, this transfer report sets out in particular the conditions for the transfer of the alstria Shares of the Minority Shareholders and explains and justifies the appropriateness of the cash compensation.

VII. Examination of the appropriateness of the cash compensation, Section 327c para. 2 sentences 2 to 4 AktG

Pursuant to Section 327c para. 2 sentence 2 AktG, the appropriateness of the cash compensation must be reviewed by one or more expert auditors. By order dated 8 October 2024 (file no.: 421 HKO 105/24), the Regional Court of Hamburg selected and appointed IVA as expert auditor of the appropriateness of the cash compensation pursuant to Section 327c para. 2 sentence 3 AktG at the request of BPG Holdings.

In accordance with Section 327c para. 2 sentence 4 AktG in conjunction with Section 293 e para. 1 sentence 1 AktG. Section 293e para. 1 sentence 1 AktG, IVA will prepare a separate report on the result of the review of the appropriateness of the cash compensation. The report will be published in accordance with Section 327c para. 3 no. 4 in conjunction with Section 327c para. 5 AktG. Section 327c para. 5 AktG, the report will be made available on the Company's website from the day on which the general meeting resolving on the exclusion of Minority Shareholders is convened.

VIII. Making the documents for the general meeting available

From of the convening of the general meeting that is to resolve on the Squeeze-out, the following documents will be made available on the Company's website at https://alstria.com/investor/#generalmeeting, Section 327c para. 3 in conjunction with Section 327c para. 5 AktG. Section 327c para. 5 AktG, and are available for download free of charge:

(1) the draft transfer resolution of the general meeting;

(2) the annual financial statements, the consolidated financial statements and the combined management reports of the Company for the financial years 2023, 2022 and 2021;

(3) This transfer report of BPG Holdings including its annexes, namely

- the ValueTrust report (Annex 1),
- of the transfer requests of BPG Holdings (Annex 2),
- LBBW's cash confirmation (Annex 3),

- the deposit confirmations of HSBC (Annex 4),
- the list of the Company's shareholdings (Annex 5), and
- the overview of the Brookfield Group (Annex 6); and

(4) the audit report by IVA as court-selected and appointed expert auditor.

IX. Transfer resolution of the general meeting

The extraordinary general meeting of the Company shall resolve on 11 February 2025 to transfer the alstria Shares of the Minority Shareholders of the Company to the BPG Holdings as Majority Shareholder of the Company.

The draft transfer resolution has the following wording:

"*The no-par bearer shares held by the other shareholders of alstria office REIT-AG (minority shareholders) will be transferred in accordance with the procedure for the exclusion of minority shareholders (Sections 327a et seqq. AktG) in return for a cash compensation to be paid by BPG Holdings Bermuda Limited, an exempted company with liability limited by shares under the laws of Bermuda, with its registered seat in Hamilton, Bermuda, and registered with the Bermuda Registrar of Companies under registration number 48464 (principal shareholder), in the amount of EUR 5.11 for each no-par value bearer share to the principal shareholder*."

The transfer resolution requires a simple majority of votes in accordance with Section 133 para. 1 AktG in conjunction with Section 15 para. 5 of the Articles of Association, whereby the Majority Shareholder is also entitled to vote.

X. Entry of the transfer resolution in the commercial register

After the extraordinary general meeting of the Company scheduled for 11 February 2025 has resolved to transfer the alstria Shares of the Minority Shareholders to the BPG Holdings, the Management Board has to file the transfer resolution for registration with the commercial register of the local court of Hamburg pursuant to Section 327e para. 1 sentence 1 AktG. Upon registration of the transfer resolution in the commercial register, all alstria Shares of the Minority Shareholders will be transferred by operation of law to the Majority Shareholder, Section 327e para. 3 sentence 1 AktG.

When registering, the management board must declare in accordance with Section 327e para. 2 in conjunction with Section 319 para. 5 sentence 1 AktG. Section 319 para. 5 sentence 1 AktG, the management board must declare that an action against the validity of the transfer resolution has not been brought or has not been brought in due time or that such an action has been finally dismissed or withdrawn is (negative declaration). If this negative declaration cannot be submitted or is not available, the transfer resolution may not be registered.

A lack of a negative declaration does not prevent registration if an action has been brought against the validity of the transfer resolution, but the competent Higher Regional Court of Hamburg has determined by order at the request of the Company that the filing of the action does not prevent registration, Section 327e para. 2 AktG in conjunction with Section 319 para. 6 AktG. Section 319 para. 6 AktG. This so-called release decision is incontestable and is issued if (i) the action is inadmissible or manifestly unfounded , (ii) the plaintiff has not provided documentary evidence within one week of service of the application that he has held a pro rata amount of the share capital of at least EUR 1,000, or (iii) the immediate effectiveness of the transfer resolution appears to take precedence because the material disadvantages for the Company and its shareholders presented by the applicant outweigh the disadvantages for the defendant, unless there is a particularly serious violation of the law.

F Consequences of the Squeeze-out of Minority Shareholders

I. Transfer of the alstria Shares to the Majority Shareholder

Upon registration of the transfer resolution in the commercial register of the local court of Hamburg, the ownership of all alstria Shares held by Minority Shareholders will be transferred by operation of law to BPG Holdings as the Majority Shareholder of the Company pursuant to Section 327e para. 3 sentence 1 AktG. A separate transfer of the alstria Shares by the Minority Shareholders is neither required nor possible. The Minority Shareholders lose their legal status as shareholders by operation of law and receive a claim for payment of the appropriate cash compensation by BPG Holdings, which also arises upon registration of the transfer resolution in the commercial register.

The derecognition of the alstria Shares by the respective custodian bank is irrelevant for the point in time of the transfer of the alstria Shares; the only relevant factor in this regard is the entry of the transfer resolution in the commercial register (Section 327e para. 3 sentence 1 AktG).

Following the transfer of ownership of the alstria Shares of the Minority Shareholders to the BPG Holdings, the global certificates deposited with Clearstream Banking AG, Frankfurt am Main ("**Clearstream**"), insofar as they are co-owned by the previous Minority Shareholders, no longer represent the previous membership right, but now exclusively the claim against BPG Holdings for payment of an appropriate cash compensation (Section 327e para. 3 sentence 2 AktG).

II. Entitlement of Minority Shareholders to payment of appropriate cash compensation

The cash compensation claim of the Minority Shareholders against BPG Holdings arises with the registration of the transfer resolution in the commercial register and the resulting transfer of ownership of the alstria Shares of the Minority Shareholders to BPG Holdings. The transfer of the alstria Shares will be effective step by step against transfer of the cash compensation via the Clearstream system. Each Minority Shareholders of the Company will receive an amount of EUR 5.11 for each alstria Share.

This entitlement of Minority Shareholders is secured by the cash confirmation of LBBW described above in section E, subsection V.

Pursuant to Section 327b para. 2 AktG, the cash compensation, including any subsequent increase in the appraisal proceedings, shall bear interest at an annual rate of five percentage points above the respective base interest rate within the meaning of Section 247 BGB from the date of the court announcement of the entry of the transfer resolution in the commercial register. In accordance with Section 10 HGB, the registry court will officially announce the entry in the electronic information and communication system (*www.registerbekanntmachungen.de*) determined by the state administration of justice. With the electronic announcement, the entry is deemed to have been published.

III. Bank processing of the payment of the cash compensation

BPG Holdings has commissioned LBBW to process the cash compensation to be paid out.

Due to the exclusion of the shareholders' right to securitization of their shares in Section 6 para. 2 of the Articles of Association, the Company's share capital is securitized exclusively in global certificates. These certificates are deposited with Clearstream.

The payment of the cash compensation to the Minority Shareholders will be made without undue delay after the registration of the transfer resolution in the commercial register of the Company to the account of the respective shareholder at his depositary bank, simultaneously against derecognition of the alstria Shares. BPG Holdings has fulfilled its obligation to pay the cash compensation *vis-a-vis* the respective Minority Shareholders upon crediting the respective cash compensation owed (including statutory interest, if applicable) to the account of the respective custodian institution of the Minority Shareholders at Clearstream. It is the responsibility of the respective custodian bank to credit the cash compensation owed to the account of the respective Minority Shareholders. The Minority Shareholders will be informed of this separately by their custodian bank.

The receipt of the cash compensation and the crediting to the account of the respective Minority Shareholders will be arranged by the respective custodian bank; the Minority Shareholders do not have to make any arrangements in this respect. The derecognition against cash compensation shall be free of costs and expenses for the Minority Shareholders. BPG Holdings will therefore reimburse the custodian banks a standard market amount for commissions and expenses.

Further details of the cash compensation will be communicated to the Minority Shareholders separately by public announcement in the Federal Gazette (*Bundesanzeiger*) immediately after the transfer resolution takes effect.

IV. Tax implications for Minority Shareholders in Germany

1. Preliminary remarks

The transfer of alstria Shares to the BPG Holdings against payment of the agreed cash compensation may have relevant tax consequences.

The following explanations relate to the taxation of capital gains and only deal with some aspects of income, corporation and trade tax that may be relevant for Minority Shareholders of the Company. The following explanations take into account that the Company's REIT status will cease to apply with effect from 1 January 2025, and that the Company will therefore qualify as a regular taxable corporation for tax purposes. The presentation does not claim to be exhaustive and cannot replace individual tax advice. In principle, the summary only refers to the income and corporation tax, capital gains tax and trade tax as well as solidarity surcharge and church tax arising from the taxation of capital gains of Minority Shareholders in Germany. Only a few selected aspects of these types of tax are dealt with. Furthermore, the tax implications for shareholders who hold their shares via an investment fund within the meaning of the Investment Tax Act are not the subject of the following explanations. The individual tax circumstances of the respective Minority Shareholders are not discussed. No guarantee is given for the completeness or accuracy of this summary. The tax explanations in this transfer report are no substitute for personal tax advice. Only advice from a person authorized to provide unrestricted assistance in tax matters in accordance with Section 3 Steuerberatungsgesetz (*German Tax Advisory Act*) guarantees that the special tax circumstances of the individual Minority Shareholders are also taken into appropriate consideration.

The following presentation relates to possible tax consequences for Minority Shareholders who are subject to unlimited tax liability in Germany within the meaning of the German Income Tax Act, *i.e.* those Minority Shareholders who have their place of residence or habitual abode or their management or registered office in Germany.

The transfer of alstria Shares against payment of a cash compensation is deemed to be a sale for tax purposes. Gains arising from the transfer of alstria Shares against the cash compensation payable pursuant to Section 327a para. 1 AktG are therefore subject to the provisions on the taxation of capital gains for the Minority Shareholders concerned.

The following explanations contain a brief summary of some important German taxation principles that may be relevant in connection with the Squeeze-out of the Company's Minority Shareholders for the Company's shareholders with unlimited tax liability in Germany.

Tax implications for shareholders of the Company who do not have unlimited tax liability in Germany are not explained below. The tax implications for these shareholders depend, among other things, on special provisions of German tax law, the tax law of the country in which the respective shareholder is resident , as well as on the provisions of any existing and applicable treaty for the avoidance of double taxation.

This summary is based on the German tax law applicable at the time of signing this transfer report. This may change - possibly with retroactive effect.

2. Taxation of severance payments for Minority Shareholders

BPG Holdings as Majority Shareholder has determined the amount of the cash compensation for the transfer of the alstria Shares by the Minority Shareholders at EUR 5,11 per alstria Share on the basis of a business valuation carried out by ValueTrust as neutral valuer.

The transfer of the alstria Shares to the BPG Holdings against receipt of the cash compensation constitutes a sale of their alstria Shares for the Minority Shareholders of the Company for tax purposes.

A capital gain is realized if and to the extent that the cash compensation less any selling costs exceeds the tax acquisition costs or the tax book value for the respective shareholder for the share in question. If the cash compensation less any disposal costs is less than the tax acquisition costs or the tax book value of the shares for the shareholder, a disposal loss is incurred.

The tax recognition of a capital gain or the tax assertion of a capital loss depends in particular on whether the shares are to be allocated to the private or business assets of the shareholder concerned and when they were acquired.

3. Shares in private assets

In the case of alstria Shares held by a shareholder as private assets (directly or via an asset-managing partnership), taxation also depends on the size of the respective shareholder's stake in the Company.

a) Participation of less than 1%

If the shareholder did not directly or indirectly hold at least 1% of the Company's capital at any time during the five years preceding the sale, the following rules apply. If the shareholder acquired the shares free of charge, the period of ownership and the shareholding quota of the legal predecessor - or in the case of several successive free-of-charge acquisitions of all of its legal predecessors - are also taken into account.

In the case of alstria Shares acquired by the shareholder prior to 1 January 2009, a capital gain is generally not subject to German income tax. Accordingly, capital losses are also not taken into account for tax purposes.

If the shareholder acquired the shares after 31 December 2008 and the above-mentioned requirements regarding the amount of the investment of always less than 1% are met, the capital gain is subject to income tax at a special tax rate of 25% (flat-rate withholding tax - plus solidarity surcharge of 5% on this and, if applicable, church tax), regardless of the holding period. Capital losses can only be offset against other capital gains from the sale of shares. The shareholder can deduct as income-related expenses at a flat rate EUR 1,000.00 (jointly assessed spouses and registered partners at a flat rate EUR 2,000.00). A deduction of the actual income-related expenses is excluded.

If the shares are held in a domestic securities custody account, income tax is generally settled with the capital gains tax deduction (flat-rate withholding tax). However, upon application and under certain other conditions, the settlement payments can be included in an income tax assessment as income from capital assets, particularly if this results in lower taxation with income tax than the flat-rate withholding tax for the shareholder.

b) Participation of at least 1% within the previous five years

If the shareholder directly or indirectly held at least 1% of the Company's capital at any time during the five years preceding the sale, 60% of the capital gain is subject to the individual, progressive income tax rate (plus 5%, 5% solidarity surcharge on this and, if applicable, church tax). Correspondingly, only 60% of the capital loss and business expenses incurred in connection with the sale are tax-deductible.

A potential capital gains tax deduction has no final effect in these cases. This must be corrected as part of the income tax assessment. The seller must declare the sale transaction in his income tax return. The capital gains tax is credited against the income tax liability and can be refunded if it exceeds the income tax.

4. Shares in business assets

In the case of shares that are attributable to the business assets of a shareholder of the Company, taxation depends on whether the seller is subject to corporation tax or is an individual or a partnership.

a) Shareholder is subject to corporation tax

If the shareholder is a corporation, 95% of the capital gain is generally exempt from corporation tax, the solidarity surcharge and trade tax. Accordingly, 5% of the capital gain is subject to corporation tax, the solidarity surcharge of 5%, 5% and trade tax.

Capital losses and other reductions in profits associated with the shares sold may not be deducted as operating expenses.

b) Shareholder is a natural person

If the shareholder is a natural person, the capital gain is generally subject to 60% the individual, progressive income tax of the natural person (plus 5%, 5% solidarity surcharge on this and, if applicable, church tax) and trade tax. Trade tax is generally credited against the shareholder's personal income tax using a flat-rate procedure.

Any capital losses and any business expenses incurred in connection with the sale are deductible at 60% unless other loss deduction restrictions apply.

c) Shareholder is a partnership

The income or corporation tax (plus 5.5% solidarity surcharge and, if applicable, church tax) on the capital gain is only levied at the level of the respective partner of the partnership. The tax treatment therefore generally depends on whether the partner of the partnership is subject to corporation tax or income tax. Taxation is generally based on the rules already described for these taxes, which would apply if the partner were a direct shareholder of the Company.

In the case of a commercial partnership, a capital gain is subject to trade tax at the level of the partnership if the shares are part of domestic business assets. The amount of the capital gain subject to trade tax depends on the tax status of the individual partners. If the co-entrepreneurs/partners of the partnership are corporations with unlimited tax liability, 95% of the capital gain is generally exempt from trade tax at the level of the co-entrepreneurship. If a natural person is a co-entrepreneur, 40% of the capital gain is generally exempt from trade tax. In this case, the trade tax is credited against the co-entrepreneur's personal income tax according to a flat-rate procedure.

Capital losses are not taken into account for trade tax purposes at partnership level if the co-entrepreneurs are corporations with unlimited tax liability. If natural persons are co-entrepreneurs, a capital loss of 60% is generally taken into account for trade tax purposes.

5. Capital gains tax on severance payments

The settlement payments are generally subject to capital gains tax if the redeemed shares were acquired after 31 December 2008 and are held in a domestic securities account at a domestic credit institution, financial services institution, securities trading Company or securities trading bank. This paying entity handling the sale must generally withhold a withholding tax (capital gains tax / flat-rate withholding tax) of 25% plus a solidarity surcharge of 5, 5% thereon (*i.e.* a total of 26.375%) from the compensation payments for the account of the Minority Shareholders and, if applicable, withhold church tax on the capital gains and pay it to the competent tax office. Insofar as any capital gains are included in the assessment for income or corporation tax, the tax amounts paid as part of the withholding tax are generally credited or refunded in the amount of any surplus.

Capital gains tax is generally not deducted if the shares are not held in one of the above-mentioned domestic securities accounts. If the shares are held in a domestic custody account, the paying agent will refrain from withholding capital gains tax if (i) the Minority Shareholders is a corporation, association of persons or estate domiciled in Germany, or (ii) the shares are part of the Minority Shareholders's domestic business assets and this is notified to the paying agent using the officially required form. In addition, in the case of natural persons who hold the shares as private assets, the deduction of capital gains tax can be waived upon request under further conditions. This applies in particular if the saver's lump sum (so-called exemption order) is undercut or if a so-called non-assessment certificate is available.

6. Special rules for certain companies in the financial and insurance sector

If the shareholder is a credit institution or financial services institution within the meaning of the German Banking Act (*Kreditwesensgesetz; KWG*) and the shares are to be allocated to the shareholder's trading book in accordance with Section 340e para. 3 HGB, a capital gain is subject to taxation in full. Correspondingly, a capital loss is deductible. The same applies to shares in financial companies within the meaning of the German Banking Act, in which credit institutions or financial services institutions directly or indirectly hold more than 50% of the shares, which are to be reported as current assets at the time of acquisition, and to shares that are to be allocated to the investments of a life or health insurance company or pension fund.

G Explanation and justification of the appropriate cash compensation

The shares of the Minority Shareholders will be transferred in return for appropriate cash compensation. In accordance with Section 327b para. 1 sentence 1 AktG, the main shareholder determines the amount of the cash compensation. This must take into account the circumstances of the Company at the time of the resolution of its general meeting on the exclusion of Minority Shareholders. The appropriateness of the cash compensation must be reviewed by an expert auditor (Section 327c para. 2 sentence 2 AktG).

The date of the planned extraordinary general meeting of the Company to resolve on the transfer of the alstria Shares of the Minority Shareholders to BPG Holdings, is February 11, 2025 ("**Valuation Date**").").

I. Amount of the appropriate cash settlement

BPG Holdings has set the appropriate cash compensation at an amount of

EUR 5,11

per alstria share

is determined. The determination of the appropriate cash compensation is explained below.

1. Overview of the calculation of the cash settlement

BPG Holdings has commissioned ValueTrust to assist it in determining the appropriate cash compensation to be granted to the Company's Minority Shareholders in accordance with Section 327a para. 1 AktG. BPG Holdings has understood the content of the ValueTrust report and fully endorses it. It is attached to this transfer report as Exhibit 1 and forms an integral part of this transfer report.

To determine the cash settlement, BPG Holdings primarily took into account the case law of the highest courts (BGH, decision of January 31, 2024, II ZB 5/22; BGH, decision of February 21, 2023 - II ZB 12/21) with regard to the relevance of the Company's stock market price and had a corresponding stock market price analysis carried out.

According to case law, the average share price in the three months prior to the announcement of the measure ("**3M-VWAP**") is decisive. BPG Holdings announced on September 18, 2024 that it intends to carry out a squeeze-out. ValueTrust has calculated the 3m-VWAP of the alstria Shares ending on the day prior to the announcement of the squeeze-out, i.e. September 17, 2024, based on the stock exchange prices on the regulated market of the Frankfurt Stock Exchange and the analysis of the liquidity of the alstria Shares. The 3M-VWAP calculated by BaFin for this reference period amounts to EUR 3.49 per share. This corresponds to a market capitalization of the Company of EUR 623.2 million (para. 451 of the ValueTrust report).

The determination of the cash compensation pursuant to section 327a para. 1 AktG on the basis of the stock exchange price is recognized by case law and is also considered sufficient if all public information can be processed in the stock exchange price and the stock exchange price can therefore reflect the market value of the alstria Shares.

The issuer must publish sufficient information and trading in the share must be sufficiently liquid for this information to be adequately reflected in the share price. ValueTrust has examined the informative value of the share price on the basis of various criteria. The Company was listed on the regulated market during the reference period of the 3M-VWAP and was subject to the applicable disclosure requirements, which were complied with. As a result, there are no relevant information asymmetries that would rule out the relevance of the stock market price. Furthermore, the stock market price analysis included a price trend analysis, an analysis of the volatility and liquidity of the alstria Shares as well as the bid-ask spreads. ValueTrust's analysis also took into account that the free float of the alstria Shares decreased to approximately 8.4% after completion of the takeover offer on February 21, 2022 and was below 5.0% in the reference period from June 18, 2024 to September 17, 2024 (see para. 449 et seq. of the ValueTrust report).

In order to verify the results of the share price analysis, ValueTrust performed a fundamental valuation. For this purpose, ValueTrust determined a range of the objectified enterprise value for the Company per alstria share based on the "Principles for the Performance of Business Valuations" of the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer in Deutschland e.V.) in its current version dated April 2, 2008 ("**IDW S 1**"), taking into account IDW Practice Note 2/2017 "Assessment of corporate planning in valuation, restructuring, due diligence and fairness opinion", as a neutral valuer on the basis of the discounted earnings method. This is a business valuation method that is recognized in practice and academia alongside other valuation methods.

ValueTrust has also indicatively calculated the net asset value ("**NAV**"), which, in ValueTrust's opinion, is not relevant for determining the cash compensation (see points 299 f. and 553 ff. of the ValueTrust report).

When determining the cash compensation, the main shareholder also took into account that the Company will pay compensation for the loss of REIT status to the remaining Minority Shareholders at the beginning of January 2025 in accordance with the Company's Articles of Association. The loss of REIT status means that the exemption from corporation and trade tax ends and the Company is therefore a stock corporation subject to regular taxation. In accordance with Section 20 of the Company's Articles of Association, the Minority Shareholders are entitled to compensation in the event of the termination of the tax exemption in accordance with Section 18 para. 3 of the REIT Act. This compensation was calculated by KPMG in accordance with the IDW S 1 valuation standard. KPMG has determined a value for the compensation of EUR 2.81 per alstria share. This is based on the calculation of a capitalized earnings value before loss of REIT status of EUR 7.48 and EUR 4.81 after loss of REIT status as of December 31, 2024.[2]

ValueTrust concludes that the calculated equity value using a market risk premium after personal taxes of 5.75% and a sustainable growth rate of 1.74% after personal taxes amounts to EUR 911.8 million or EUR 5.11 per alstria share. In the sensitivity calculation, the value amounts to EUR 761.9 million or EUR 4.27 per alstria share (paragraph 566 of the ValueTrust report). This is in line with the valuation result of KPMG, which was published by the Company in an ad-hoc announcement on December 13, 2024.

ValueTrust carried out the valuation work on which the determination of the enterprise value is based by December 13, 2024. The main results for the calculation of the cash compensation are summarized below. For a more detailed explanation and justification of the appropriateness of the cash compensation, please refer to the ValueTrust report.

II. Stock market price as a suitable basis for measuring the cash settlement

[2] Cf. KPMG, alstria Office REIT AG - Expert opinion on a possible distribution disadvantage pursuant to section 20 para. 2 of the articles of association, Hamburg, December 2, 2024.

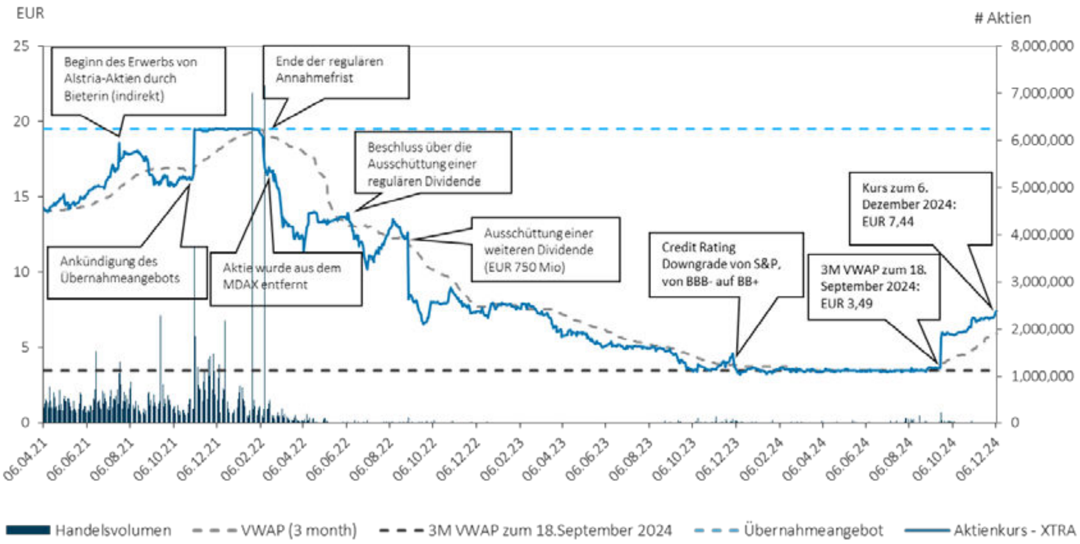
According to recent supreme court rulings, the stock market price as a market-oriented valuation is generally suitable for determining the true value of the shareholding and thus the appropriate cash compensation (BGH, decision of January 31, 2024, II ZB 5/22; BGH, decision of February 21, 2023 - II ZB 12/21). According to the principles of case law, recourse to the stock market price is only ruled out if it cannot be assumed in the specific case that market participants are able to make an effective information valuation. This may be the case if the market has been tight for a longer period of time and there has been virtually no trading in the Company's shares. Indications of the existence of a narrow market may be low trading volumes, trading only on a few trading days or a low free float of the shares. The stock market price also lacks sufficient informative value if there are inexplicable price fluctuations or price manipulation or if capital market disclosure obligations have not been complied with.

During the reference period, the alstria Shares were traded on the regulated market of the Frankfurt Stock Exchange (*Prime Standard*), as well as over-the-counter on the stock exchanges in Berlin, Düsseldorf, Hamburg, Hanover, Munich, Stuttgart, Tradegate Exchange, London, Luxembourg, SIX Swiss Exchange and the Vienna Stock Exchange, among others

1. Analysis of the liquidity of alstria Shares

In the past, jumps in the alstria share price were mainly due to information on regular and special dividend payments, the impact of global crises on the interest rate market or office real estate market, such as the global COVID-19 pandemic or the conflict in Ukraine, as well as the publication of real estate portfolio and credit ratings. The following chart shows how alstria Shares have reacted to significant capital market information in recent years.

Share price development of alstria Shares
in EUR / in #



Source: S&P Capital IQ, ValueTrust Analysis

Overall, Value Trust made the following findings in its analysis of the stock market price (Exhibit 1 para. 482 ff)

- The statutory liquidity criteria pursuant to section 5 para. 4 WpÜG-AngebV are fulfilled. In particular, the alstria share was actively traded on all days during the reference period. Trading took place on 66 of 66 possible days and thus on more than one third of the total trading days.

- Furthermore, the share price development of the alstria share in the reference period did not show an accumulation of consecutive share prices that deviated from each other by more than 5%.

- After completion of the takeover offer, the free float of alstria Shares was approximately 4.3% and thus below the threshold of 5.0%.

- In the reference period, an average of around 18.1 thousand shares were traded per day, which corresponds to 0.01% of the total number of shares and is therefore lower than 0.018%. Furthermore, around 1.2 million shares were traded cumulatively over the reference period. This corresponds to 0.67% of the outstanding alstria Shares.[3]

Value Trust concluded that the alstria share is characterized by sufficient liquidity. Even though the free float prior to the announcement of the squeeze-out was low and the trading volume comparatively low, there was continuous trading in the alstria share. Taking into account the stock exchange price development, which was mainly characterized by Company-specific and macroeconomic factors and not by a generally low volatility prior to the announcement of the squeeze-out, Value Trust has no fundamental reservations against the use of the stock exchange price as a benchmark for the determination of the compensation. Furthermore, there are no indications of market manipulation or breaches of publicity regulations.

2. Capitalized earnings value according to IDW S1

In order to check the plausibility of the suitability and relevance of the stock market price as the sole valuation method, ValueTrust determined the objectified enterprise value in accordance with the contract, taking into account supreme court rulings and IDW pronouncements.

ValueTrust has based its valuation on the corporate planning for the years 2025 to 2029 assuming the loss of REIT status, which was adopted by the management board of alstria AG on December 5, 2024 and approved by the supervisory board on December 10, 2024.

[3] See OLG Stuttgart, decision of October 17, 2011, 20 W 7/11, para. 395.

ValueTrust has extended the detailed planning phase by a 4-year convergence phase because alstria is not yet in a steady state at the end of the detailed planning period in financial year 2029. This is mainly due to the fact that alstria plans to invest in the development of the real estate portfolio up to and including 2029 and the corresponding revenue growth or value appreciation of the properties will only be realized after 2029.

When determining an objectified value in accordance with IDW S 1, the tax circumstances of the shareholders must be standardized. In this standardization, the perspective of a domestic natural person with unlimited tax liability is to be adopted and the corresponding personal income taxes are to be taken into account both when determining the cash flow figure to be discounted and when determining the capitalization interest rate (so-called tax CAPM).

Due to the consideration of personal taxes as part of the discounted earnings method in accordance with IDW S 1, additional assumptions regarding the dividend distribution policy and dividend payout ratio are relevant. In order to consistently take typified personal tax consequences into account, it is necessary to differentiate the distributions remaining after the necessary reinvestments based on the planning assumptions regarding the investment program, the required changes in net current assets and the capital structure into a dividend portion and a portion of notional reinvestments for valuation purposes, as dividends and capital gains, represented by notional reinvestments, are effectively subject to a different tax burden at shareholder level. In the detailed planning and convergence phase, a full distribution of the surplus cash and cash equivalents is assumed, taking into account the limited distributable profit. In the perpetuity phase, a payout ratio of 50% derived from the peer group is assumed (see section 4.5).

ValueTrust has derived the financial surpluses after personal taxes on the basis of the planning calculation and the convergence phase:

With regard to the cost of capital according to Tax-CAPM, the risk-free basic interest rate and the market risk premium are each to be determined after personal taxes. The risk-free basic interest rate after personal taxes amounted to 1.84% on the date of the Value Trust appraisal. For valuation purposes, Value Trust assumed a market risk premium after personal taxes of 5.75%. Taking into account the direct typification, the effective personal taxes on the growth-related retention are deducted, so that the growth discount before personal taxes of 2.00% amounts to 1.74% in the after-tax consideration.

Based on an unlevered beta factor of 0.50, this results in the following levered cost of equity after personal taxes:

ValueTrust derived the cost of equity after personal taxes as follows:

	Planung					Konvergenz				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Risikoloser Basiszinssatz (vor pers. Steuern)	2,50%	2,50%	2,50%	2,50%	2,50%	2,50%	2,50%	2,50%	2,50%	2,50%
Persönliche Steuern (26,38%)	*-0,66%*	*-0,66%*	*-0,66%*	*-0,66%*	*-0,66%*	*-0,66%*	*-0,66%*	*-0,66%*	*-0,66%*	*-0,66%*
Risikoloser Basiszinssatz (nach pers. Steuern)	**1,84%**	**1,84%**	**1,84%**	**1,84%**	**1,84%**	**1,84%**	**1,84%**	**1,84%**	**1,84%**	**1,84%**
Marktrisikoprämie (nach pers. Steuern)	5,75%	5,75%	5,75%	5,75%	5,75%	5,75%	5,75%	5,75%	5,75%	5,75%
Verschuldeter Betafaktor	1,52	1,37	1,28	1,20	1,11	1,05	1,03	1,01	0,98	0,98
Verschuldete Eigenkapitalkosten (nach pers. Steuern)	10,60%	9,71%	9,20%	8,75%	8,20%	7,88%	7,78%	7,65%	7,47%	7,47%
Wachstumsabschlag (nach pers. Steuern)	-	-	-	-	-	-	-	-	-	1,74%
Verschuldete Eigenkapitalkosten (nach pers. Steuern) nach Wachstumsabschlag	**10,60%**	**9,71%**	**9,20%**	**8,75%**	**8,20%**	**7,88%**	**7,78%**	**7,65%**	**7,47%**	**5,74%**

Source: Company information, ValueTrust analysis

The debt-equity costs after personal taxes range from a rounded 10.6% to 7.5% or 5.74% after deducting the growth discount of 1.74% in perpetuity.

Applying an unlevered beta factor of 0.50 after personal taxes results in an income value of EUR 885.7 million as at December 31, 2024:

The earnings attributable to minority interests and special values totaling EUR 15.6 million must be added to the capitalized earnings value of EUR 885.7 million. The value of alstria's equity after personal taxes as of December 31, 2024 totals EUR 901.3 million and as of February 11, 2025 totals EUR 911.8 million. With an outstanding number of approximately 178.6 million alstria Shares-, this results in a value of EUR 5.11 per alstria- share:

Value per alstria share after personal taxes

in EUR million

Marktwert des Eigenkapitals zum 31. Dezember 2024	885,7
Sonderwerte	15,6
Wertbeitrag aus steuerlichen Einlagekonto	23,2
Minderheiten	-7,6
Marktwert des Eigenkapitals inkl. Sonderwerte zum 31. Dezember 2024	901,3
Aufzinsungsfaktor	1,01
Marktwert des Eigenkapitals zum 11. Februar 2025	911,8
Anzahl der ausstehenden Aktien (in Mio.)	178,6
Wert je Aktie (in EUR)	5,11

Source: Company information, ValueTrust analysis

3. Other valuation methods

To check the plausibility of the earnings value, ValueTrust carried out a comparative valuation based on the multiples of the peer group companies using analyst estimates. These average estimates serve as a representative measure of the EBIT and EBITDA expectations on which the capital market bases its valuation of the peer group companies. Value Trust has also carried out a valuation based on NAV.

a) Multiplier evaluation

In order to derive multiples for alstria, Value Trust first compared the Company's projections with the analysts' estimates for the peer group companies. Rental revenues and EBIT as well as the real estate-specific reference value of the NAV multiple were selected as suitable reference values in order to ensure the broadest possible basis for the multiple valuation.

The stock market multiples consist of two central components. Firstly, they comprise the rental income and EBIT multiples, which take into account the total enterprise value. The interest-bearing liabilities of EUR 2,445.7 million must be deducted when reconciling the total enterprise value with the equity value.

The second component of the multiplier valuation is the NAV multiplier, which reflects the equity value of the Company, as the debt capital has already been deducted and only the equity is taken into account.

The value derivation using stock market multiples (total Company value + equity multiples) gives the following picture:

in EUR million

Börsenmultiplikatoren-Bandbreite	Min	Max
Wert des Eigenkapitals (Mieterlöse + EBIT)	441,3	1.005,2
Wert des Eigenkapitals (NAV)	931,9	1.011,3
Wert des Eigenkapitals	**441,3**	**1.011,3**
Aktienanzahl in Mio. Stk.	178,6	178,6
Wert je Aktie (in EUR)	**2,47**	**5,66**

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

b) NAV method

To determine the NAV, the fair values of the assets are added together and reduced by the fair values of the liabilities. Assets and liabilities not recognized in the balance sheet are also taken into account. In particular, the present value of (general, non-property-related) management costs is deducted. In this way, the fair value of equity is determined on the basis of an estimate.

The starting point for deriving the NAV is the carrying amount of equity as at September 30, 2024 in the amount of EUR 1,452.9 million (balance of assets - liabilities as at September 30, 2024).

The carrying amount of equity as of September 30, 2024 already includes the value of the investment properties as of September 30, 2024 in the amount of EUR 4,070.9 million adjusted by alstria on the basis of the carrying amount as of December 31, 2023 and the investments made. Based on the revaluation of the portfolio as of December 31, 2024 by the real estate appraiser BNP, the carrying amount of the properties had to be adjusted to the determined value of EUR 4,142.7 million. The BNP valuation involves determining the fair value of the properties for accounting purposes in accordance with IFRS. This is an individual valuation of alstria's 106 real estate properties.

Value Trust has made adjustments to this carrying amount:

- Administrative expenses include holding costs that are not property-specific and are therefore not included in the BNP valuation of the properties. These holding costs consist of personnel expenses and general administrative expenses. In 2025, the corresponding expenses amount to EUR 11.1 million for administrative expenses (excluding depreciation and amortization) and EUR 11.9 million for personnel expenses. According to the approved corporate planning, this results in a total of EUR 23.0 million in 2025. The present value of future administrative expenses was calculated by Value Trust using the unlevered cost of equity as the discount rate.

- As alstria will be subject to corporate income tax and trade tax once the REIT status ceases to apply, the corresponding tax burden must be taken into account when considering the net asset value. The tax burden assuming the immediate sale of all properties at the adjusted carrying amount leads to a deferred tax liability of EUR 373.9 million. KPMG has determined the capitalized earnings value before and after the loss of REIT status for the calculation of the REIT cash compensation. The difference in the amount of EUR 501.8 million or EUR 2.81 per share essentially corresponds to the decrease in the enterprise value of alstria due to the tax burden incurred. Therefore, this value can be deducted from the required adjustments instead of the deferred tax liability. This is an appropriate assumption as the Minority Shareholders actually received this amount from alstria prior to the squeeze-out.

- Deferred tax assets of EUR 5.8 million must be deducted from the carrying amount of equity.

Based on the adjustments made, Value Trust has calculated a NAV range of EUR 720.2 million to EUR 903.3 million, which would correspond to a range of EUR 4.03 to EUR 5.06 per share.

III. Determination of the appropriate cash compensation

Based on the directives of the jurisdiction and the stock market price analyses of ValueTrust, the cash compensation can be based on the 3M-VWAP prior to the announcement of the squeeze-out on September 18, 2024. The 3M VWAP amounts to EUR 3.49.

There is a connection in terms of time and subject matter between the execution of the squeeze-out and the loss of REIT status. The method for determining the compensation payment due to the loss of REIT status, which will be paid out at the beginning of January 2025, is prescribed by the Company's articles of association and amounts to EUR 2.81. In favor of the Minority Shareholders, BPG Holdings, as the main shareholder, has decided to offer the cash settlement instead of the 3M-VWAP on the capitalized earnings value of EUR 5.11 determined in accordance with IDW S-1. In favor of the Minority Shareholders, BPG Holdings as the main shareholder has decided to base the cash settlement on the capitalized earnings value of EUR 5.11 determined according to IDW S-1 instead of the 3M-VWAP. The method of determining the cash compensation is consistent with the method of determining the compensation payment due to the loss of REIT status. There is no legal obligation for this decision because there is no most-favored-nation principle.

The Minority Shareholders will therefore receive a total of EUR 7.92.

The main shareholder, on the other hand, does not consider the NAV to be an appropriate method for determining the cash compensation due to the squeeze-out. This applies regardless of how this value is determined or adjusted.

In the opinion of the main shareholder, the appropriate cash compensation for the loss of an investment in a Company should generally be based either on the stock market price, which reflects the capital market's assessment of the profitability and risks of the business model, or on the present value of the Company's future financial surpluses, but not on the sum of the individual surpluses of its individual assets. The future surpluses of a real estate Company do not depend on the fair value of the individual properties determined for accounting purposes in accordance with IFRS. They depend on the financial surpluses that the Company plans to realize with the real estate portfolio in the future. At Company level, the availability of capital to finance investments and the associated property sales, long-term maintenance investments in the properties, holding and development costs and, in particular, corporate taxes incurred must be taken into account. These factors are only included in an overall view of the Company based on corporate planning. In addition, the inflows to shareholders are reduced by the tax burden on future income at the level of the Company or the individual subsidiaries. The tax burden cannot be recognized at the level of the individual assets, as these are not taxable entities. Taxes that reduce the financial surpluses for all shareholders are not fully recognized. This applies in particular in the present case, in which compensation has already been paid for the loss of REIT status. This compensation compensates for the loss of tax privileges. However, in the subsequent valuation for determining the cash compensation for the loss of the Company's shareholding as a result of the squeeze-out, the tax burden to which the Company is subject for the future must then be recognized. A valuation method may not be selected where this is not or only partially the case. The principle of equality of methods must apply.

H Review of the appropriateness of the cash compensation

The appropriateness of the cash compensation was audited by IVA as the court-selected and appointed auditor in accordance with Section 327c para. 2 sentence 2 AktG. IVA issues a separate written report on the results of this audit.

If Minority Shareholders are nevertheless of the opinion that the amount of the cash compensation determined by the Majority Shareholder is inappropriately low, it is possible to have the appropriateness reviewed in appraisal proceedings in accordance with Section 327f sentence 2 AktG and the German Appraisal Proceedings Act. An application pursuant to Section 327f sentence 2 AktG in conjunction with Section 1 No. 4 SpruchG can only be filed in accordance with Section 4 para. 1 sentence 1 No. 4 SpruchG within three months of the date on which the transfer of all shares of the Minority Shareholders to the Majority Shareholder became effective through the entry of the transfer resolution in the commercial register of the local court of Hamburg. The deadline is also met if the application is filed with a court that does not have subject matter or local jurisdiction, Section 4 para. 1 sentence 3 SpruchG. Attorneys are required for the award proceedings, Section 5a SpruchG.

Pursuant to Section 13 sentence 2 SpruchG, the court decision also applies for and against the other Minority Shareholders. Should the court therefore determine that the cash compensation determined by the BPG Holdings is inappropriate, all Minority Shareholders who have left the Company can demand the increased cash compensation from BPG Holdings.

Bermuda, 18 December 2024

James Bodi
- Director -
BPG Holdings Bermuda Limited

Annex 1

Expert opinion

of ValueTrust Financial Advisors Deutschland GmbH

ValueTrust

Expert report

Determination of the equity value of the

alstria office REIT-AG, Hamburg

to determine the adequate cash compensation in connection with the planned transfer of the shares of the minority shareholders pursuant to Sections 327a et seq. of the German Stock Corporation Act (AktG)

as of 11 February 2025

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13 December 2024

Table of contents

Table of contents

List of abbreviations

Abbreviation		Meaning
AG	=	Public limited company
German Stock Corporation Act	=	Stock Corporation Act
APV	=	Adjusted present value
BaFin	=	Federal Financial Supervisory Authority
BGH	=	Federal Court of Justice
GDP	=	Gross domestic product
BVerfG	=	Federal Constitutional Court
BvR	=	Reference number of the Federal Constitutional Court
CAC 40 ESG	=	Cotation Assistée en Continu (ESG Index France)
CAGR	=	Compound Annualised Growth Rate
CAPEX	=	Capital Expenditures
CAPM	=	Capital Asset Pricing Model
CDAX	=	Composite DAX
CDP	=	Carbon Disclosure Project
DAX	=	German share index
DCF	=	Discounted cash flow
DVFA	=	German Association for Financial Analysis and Asset Management
EBIT	=	(Operating) earnings before interest and taxes
EBITDA	=	(Operating) earnings before interest, taxes, depreciation and amortisation
EBT	=	(Operating) earnings before taxes

EPRA	=	European Public Real Estate Association
EUR	=	Euro
ECB	=	European Central Bank
FAUB	=	Expert Committee for Business Valuation and Business Administration of the IDW
FBI	=	Fiscale Beleggingsinstelling (Dutch tax status)
FFO	=	Funds from operations
FTSE 250	=	Financial Times Stock Exchange 250 Index
GFC	=	Groupement pour le Financement de la Construction
Ltd.	=	Limited liability company
GPE	=	Great Portland Estates plc
GRESB	=	Global Real Estate Sustainability Benchmark
P&L	=	income statement
HGB	=	Commercial Code
IDW	=	Institute of Public Auditors in Germany e.V.
IDW S 1	=	IDW Standard: "Principles for conducting business valuations" (IDW S 1 as amended in 2008)
IFRS	=	International Financial Reporting Standards
ISIN	=	International Securities Identification Number
IMF	=	International Monetary Fund
KAGB	=	German Investment Code
LTM	=	Last twelve months
LTV	=	Loan-to-value
m^2	=	Square metre
ManCo	=	Management company
MDAX	=	Midcap DAX

million.	=	million
bn.	=	Billions
MRP	=	market risk premium
MSCI	=	Morgan Stanley Capital International
NAV	=	Net asset value
NN	=	Double Net rental agreement
NTA	=	Net tangible assets value
OECD	=	Organisation for Economic Cooperation and Development
REIT	=	Real Estate Investment Trust
REITG	=	REIT Act
S&P	=	Standard & Poor's (rating agency)
S&P 500	=	Standard & Poor's 500 (American share index)
S.A.	=	Société Anonymous
S.à.r.l	=	Société à responsabilité limitée
SBTi	=	Science Based Targets Initiative
SDAX	=	Small-Cap DAX
SE	=	Societas Europaea
swot analysis	=	Model for analysing strengths and weaknesses of the business model as well as opportunities and of the market and competitive environment
TCF	=	Total cash flow
thousand	=	Thousand
TV	=	Terminal Value
USA	=	United States of America
VWAP	=	Volume-Weighted Average Price
WACC	=	Weighted average cost of capital

WAULT	=	Weighted Average Unexpired Lease Term (average remaining term of the leases)

1 Mandate and execution of mandate

1.1 Engagement

1. By letter dated 13 August 2024, BSREP III Fornax Pooling L.P. ("BSREP III") and BSREP IV Alexandrite Pooling L.P. ("BSREP IV"), (together "BSREP LP" or "Principals"), have instructed ValueTrust Financial Advisors Deutschland GmbH, Munich ("ValueTrust"), in connection with a potential transfer of the shares of the minority shareholders of alstria office REIT-AG, Hamburg ("alstria AG" as the company and "alstria" as alstria office REIT-AG including all group companies) against adequate cash compensation and thus the exclusion of the minority shareholders (squeeze out) pursuant to sections 327a et seq. AktG[1] to prepare an expert report on the equity value of alstria AG and the adequate cash compensation to be offered ("Compensation"). On 18 September, BPG Holdings Bermuda Limited ("BPG Holdings"), a subsidiary of Brookfield Corporation (the "Majority Shareholder" or "Brookfield"), also like the principals, submitted a transfer request pursuant to sections 327a et seq. of the German Stock Corporation Act.
2. The reason for the valuation is the implementation of the squeeze out of the minority shareholders of alstria AG under stock corporation law by its majority shareholder BPG Holdings. In this context, we support the management of BSREP LP in determining the adequate cash compensation pursuant to section 327a AktG.
3. On 13 December 2024, BPG Holdings submitted a formal request within the meaning of section 327a para. 1 sentence 1 AktG to the management board of alstria AG to convene an extraordinary general meeting of the company and to have this general meeting resolve on the transfer of the alstria shares of the minority shareholders to BPG Holdings in return for adequate cash compensation.
4. The squeeze out requires the approval of the annual general meeting of alstria AG, which is scheduled to take place on 11 February. The day of the annual general meeting is also the valuation date.
5. The expert report shall be the basis for the "Report of BPG Holdings as principal shareholder of alstria office REIT-AG on the conditions for the transfer of the shares of the minority shareholders of alstria office REIT-AG to BPG Holdings and on the adequacy of the determined cash compensation pursuant to section 327c para. 2 sentence 1 of the “German Stock Corporation Act"

[1] For the applicability of the law of the country of domicile, see Art. 9 para. 1 lit. c) ii) of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE), OJ No. L 294 p. 1 ("SE Regulation"). In the following, no reference is made to the SE Regulation when referring to the laws applicable to national stock corporations.

("Transfer Report"), which will be published in connection with the invitation to the extraordinary general meeting of alstria AG convened to adopt resolutions.

6. In order to determine the cash compensation, we primarily took into account the supreme court case law regarding the relevance of the stock price of alstria AG and analysed the stock price and the liquidity of the shares of alstria AG ("alstria -share").

7. In addition, we have determined ranges of the equity value of alstria AG on the basis of the valuation methods recognised in business valuation practice and case law. To determine the objectified business value, we have taken into account the pronouncements of the Institut der Wirtschaftsprüfer in Deutschland e.V. (hereinafter also referred to as "IDW"), in particular IDW Standard 1 "Principles for the Performance of Business Valuations" (in the version dated 2nd April 2008, hereinafter referred to as "IDW S 1"). In accordance with this pronouncement, we issue our expert report in the function of a neutral expert. In addition to the principles of objectified business value in accordance with IDW S 1, we take into account the principles of business valuation developed in German case law for structural measures under stock corporation law.

8. The equity value determined in accordance with IDW S 1 in this expert report as a neutral expert represents an intersubjectively verifiable future success value that results from the continuation of the company on the basis of the existing business concept with all realistic future expectations within the framework of the market opportunities, risks and financial possibilities of the company as well as other influencing factors (so-called "objectified business value"). In accordance with IDW S 1 and case law, we have carried out a plausibility check of the business plan, taking into account, among other things, IDW Practice Note 2/2017 "Assessment of business planning for valuation, restructuring, due diligence and fairness opinion".

9. Furthermore, we have taken into account the "Best Practice Recommendations for Business Valuation" of the Deutsche Vereinigung für Finanzanalyse und Asset Management e.V. (as of December 2012, "DVFA Recommendations"). In accordance with the DVFA Recommendations, we issue our expert report in the capacity of an independent expert. The DVFA recommendations are aimed at determining the market value and are based on the valuation concept of the typical market acquirer as a standardisation measure for determining the fundamental value. This means that the empirically widespread approach of real company acquirers is used to a greater extent to determine the value from the perspective of the company acquirer.

10. The terms of engagement documented in the engagement letter apply to the execution of the engagement and our responsibility, including in relation to third parties. This expert report is intended exclusively for internal use by the clients and for the purpose of implementing the squeeze out. In addition to information purposes for the management board and the supervisory board of alstria AG, the majority shareholder and the co-investor, the internal use also includes the publication in connection with the preparation and organisation of the extraordinary general meeting of alstria AG as well as the use in connection with potentially related legal

proceedings, provided that our expert report is passed on in full and with all attachments. Furthermore, our Expert Report serves as a basis for the transfer report of the management of BPG Holdings, which refers to our Expert Report and may reproduce it in part or in full.

11. Furthermore, this expert report may not be made accessible or disclosed to third parties without our prior written consent. In no case, regardless of whether consent has been given or not, do we accept any liability towards third parties for the expert report.

1.2 ORDER EXECUTION

12. We carried out our work in our offices until 13 December 2024. The information listed in Appendix 1 "Directory of essential documents and information used" was essentially available to us for the order execution. The valuation is based on our knowledge of the net assets, financial position and earnings situation of the valuation object and its future development as of 13 December 2024 and capital market data as of 6 December 2024 ("capital market data reference date").

13. In addition, as part of our plausibility procedures, we held discussions with the CEO of alstria AG, Olivier Elamine, on the general business activities, the current and forecast financial position and the future strategic orientation of alstria and in this context received verbal information and explanations from alstria and its advisors.

14. In principle, our valuation is based on the documents provided by alstria for the valuation. We have critically assessed the information received, but have not performed an audit in accordance with sections 316 et seq. HGB.

15. The legal representatives of alstria AG and the legal representatives of BPG Holdings have issued a representation letter to us dated 13 December 2024 stating that all information relevant for the preparation of this expert report has been provided to us correctly and completely.

16. We emphasise that there are usually differences between the expected and actual results, as events may occur differently than originally planned. These differences can be material. We therefore assume no liability or responsibility for the realisation of the assumptions and results assumed in the business plan and/or the measures to be implemented or the result of the entrepreneurial activity. Likewise, we make no statement regarding the achievability of the planning results, or the accuracy and completeness of the assumptions, results and information assumed in the business plan.

17. We would like to point out that the calculations presented below to derive the equity values are generally shown in millions of euros with one decimal place. We have rounded the results of our calculations accordingly. As the calculations were carried out using the exact values, the addition or subtraction of table values may lead to deviations in the subtotals or totals shown.

2 VALUATION OBJECT

18. The definition or delimitation of the valuation object is the basis of every business valuation. In order to be able to assess the growth opportunities, business plans and risk potential of the company to be valued, it is necessary to understand the historical background, business model and market position of the company. In the following, the legal and tax situation as well as the company history are presented first. The economic circumstances, the business model, the corporate strategy and the market and competitive environment are then explained. The strengths and weaknesses of alstria's business model as well as the opportunities and of the market environment are then worked out, taking into account the historical earnings and asset situation of the last three financial years prior to the valuation date, in order to concretise alstria's opportunity/risk profile on this basis (swot analysis). In conjunction with the presentation of comparable companies (peer group), this forms a suitable starting point for the assessment of the business plan with regard to the amount and timing of the cash flows characterised by forecast uncertainty, their risk profile and the derivation of the capital market-based valuation assumptions.

2.1 LEGAL AND TAX SITUATION

19. The valuation object is alstria office REIT-AG ("alstria AG") together with its subsidiaries ("alstria"), with registered office at Steinstraße 7, Hamburg, Germany. alstria is planning a reorganisation in the course of which the head office is to be relocated to Luxembourg.

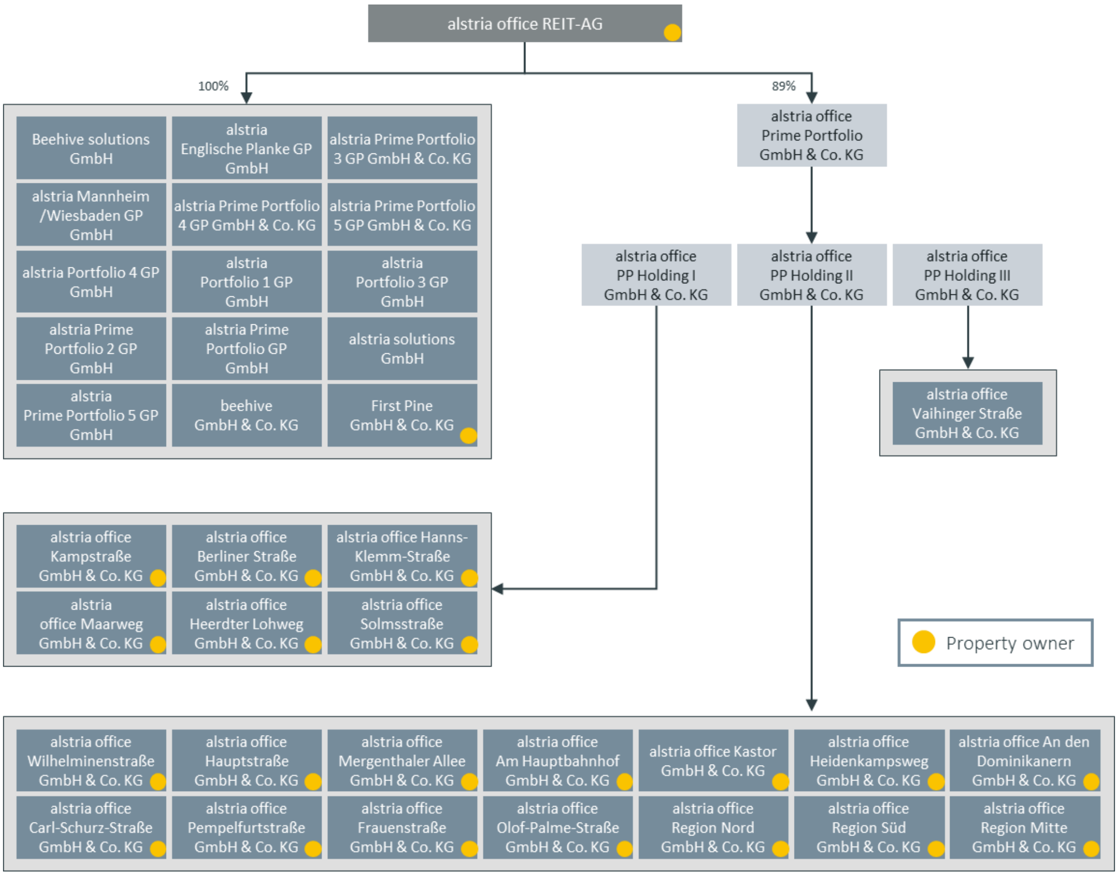
20. Until 31 December 2024, alstria AG is a stock corporation incorporated under German law in the form of a real estate investment trust (REIT) within the meaning of the German REIT Act ("REITG"), registered in the commercial register of the Hamburg Local Court under HRB 99204. alstria will lose its REIT status as of 1 January 2025 and will change its name to a regular stock corporation, as the requirements of the REITG are no longer met.

21. As of 30 September 2024,[2] , alstria consisted of the parent company alstria AG and 36 direct and indirect subsidiaries. Operational decisions are made in the parent company. In view of the upcoming restructuring, alstria AG plans to migrate to Luxembourg to benefit from tax and organisational advantages. This restructuring includes the possible transfer of administrative

[2] According to theQ3 Interim Statement of alstria office REIT-AG as of 30 September 2024

activities to a separate management company (ManCo) and adjustments in the legal structure to improve efficiency and tax optimisation within the group.

Organisation chart



Source: alstria Annual Report 2023, p. 82f.

22. In addition to alstria office REIT-AG itself, the central portfolio holders include the subsidiary First Pine GmbH & Co. KG. In addition, the portfolio holders include all subsidiaries of alstria office PP Holding I GmbH & Co. KG and alstria office PP Holding II GmbH & Co. KG.

23. In addition to alstria office REIT-AG, other limited partners hold minority interests in the subsidiary alstria office Prime Portfolio GmbH & Co. KG (hereinafter referred to as "alstria office Prime"), which is included in the consolidated financial statements. From a Group perspective, these limited partner interests are recognised as liabilities in accordance with IFRS. They are recognised in the consolidated balance sheet under the item "Limited partner contributions of non-controlling shareholders". alstria office REIT-AG holds an 89% interest in alstria office Prime. The remaining 11% interest is held by other limited partners as minority shareholders, of which 10% is held by a Dutch foundation. The investment of the Dutch foundation was financed by a long-term loan with a term of 15 years from alstria.

24. alstria is an office real estate company with a focus on investments in office buildings in the major German economic centres of Hamburg, Düsseldorf, Frankfurt, Stuttgart and Berlin. As of 31 December 2024, the real estate portfolio consisted of a total of 106 buildings with a lettable area of 1.4 million square metres (sqm) and a total value of around EUR 4.1 billion.

25. The object of the company is in accordance with Article 2 of the Articles of Association:

26. According to its articles of association, the purpose of the company is to acquire, hold, manage (including letting, leasing and property-related ancillary activities) and sell property or rights in rem to use domestic and foreign immovable assets and other assets in accordance with the REIT Act. In addition, the purpose of the company includes the acquisition, holding, management and sale of shares in:

    1. Real estate partnerships,
    2. REIT service companies,
    3. foreign property companies and
    4. Corporations that act as personally liable partners in property partnerships without holding an asset interest in them.
    5. These activities are carried out in accordance with the provisions of the REIT Act.

27. The sole member of the Management Board of alstria AG is Oliver Elamine (Chief Executive Officer).

28. In accordance with the articles of association, the supervisory board of alstria AG consists of four members who are elected by the annual general meeting. The supervisory board is quorate if at least three members, including the chairman of the supervisory board or his deputy, participate in the passing of resolutions. The four current members of the Supervisory Board are Brad Hyler (Chairman), Jan Sucharda (Deputy Chairman), Richards Powers and Becky Worthington.

29. The financial year of alstria corresponds to the calendar year.

30. The share capital of alstria amounts to EUR 178,561,572.00 as of the valuation date and is divided into 178,561,572 no-par value common bearer shares. The management board is authorised, with the approval of the supervisory board, to increase the share capital of alstria on one or more occasions until 5 June 2029 (inclusive) by up to a total of EUR 89,280,786.00 by issuing new no-par value bearer shares against contributions in cash and/or in kind (Authorised Capital I 2024). In accordance with Section 6 (1) of the company's Articles of Association, each share grants one vote at the annual general meeting.

31. The shares of alstria AG (ISIN DE000A0LD2U1) have been listed on the Frankfurt Stock Exchange since 2007. On 13 December 2021, Alexandrite Lake Lux Holdings S.à.r.l. ("Alexandrite") published its decision to offer to the shareholders of alstria AG to acquire their no-par value bearer shares in alstria AG by way of a voluntary public takeover offer. By the end of the acceptance period on 3 February 2022, the total number of alstria shares to be considered for the minimum acceptance threshold was exceeded and amounted to 91.63% of the share capital. The total number of alstria shares to be taken into account for the minimum acceptance threshold was

already reached for the first time on 11 January 2022. This corresponded to 50.50% of the share capital. As a result, the company was included in the consolidated financial statements of Brookfield, the ultimate parent company of BPG Holdings, for the first time on 11 January 2022.

32. In connection with Brookfield's majority stake in alstria, alstria will lose its REIT status as of 1 January 2025. In this context, Brookfield will restructure the group structure, which includes a migration of alstria to Luxembourg. With the loss of its REIT status, alstria will be exempt from the REIT minimum equity and minimum distribution requirements. In addition, alstria will become taxable.

33. In addition, the requirements regarding the composition of assets and revenues no longer apply: While REIT companies are required to invest at least 75% of their assets in immovable assets and to generate at least 75% of their revenue from letting and leasing, these requirements are now no longer binding for alstria. Also, the distribution obligation, according to which alstria must pay out at least 90% of the annual net income as dividend to the shareholders, will no longer be relevant.

34. The loss of alstria's REIT status will also result in the termination of the exemption from corporate income tax and trade tax and alstria will therefore be a regularly taxed stock corporation. According to §20 of alstria's articles of association, minority shareholders are entitled to compensation in case of termination of the tax exemption pursuant to §18 para. 3 of the REIT Act. This compensation was determined by KPMG taking into account the principles for the performance of business valuations (IDW S 1) of the Institut der Wirtschaftsprüfer in Deutschland e.V. (Institute of Public Auditors in Germany). KPMG determined a value for the compensation per share of EUR 2.81. This is based on the calculation of an earnings value. This is based on the calculation of a dividend value before loss of REIT status of EUR 7.48 and EUR 4.81 after loss of REIT status as of 31 December 2024. [3]

35. As expected, alstria has no tax loss carryforwards as of the valuation date 11 February 2025 following the loss of REIT status.

36. In addition, alstria maintains a tax contribution account in accordance with section 27 KStG, the value of which amounts to EUR 362.1 million as of 31 December 2023.

[3] Cf. KPMG, alstria Office REIT AG Expert determination of a possible distribution disadvantage pursuant to section 20 (2) of the articles of association, Hamburg 2 December 2024.

2.2 COMPANY HISTORY

37. The property company alstria office GmbH was founded in 2006. In October 2007, alstria AG was the first German property company to go public on the Frankfurt Stock Exchange. At the same time, alstria was entered in the commercial register as the first German REIT (Real Estate Investment Trust).

38. In 2007, alstria took significant steps in its development. The company was originally founded as a GmbH and was converted into a German REIT-AG in October 2007. This conversion became effective retroactively as of 1 January 2007 and the name was changed to "alstria office REIT-AG". However, the company's strategic objectives announced at the time of the listing in 2007 had to be temporarily suspended due to the global financial crisis triggered by the subprime mortgage crisis in the USA. The planned expansion of the property portfolio was not resumed until 2010, when market conditions stabilised.

39. In 2011, the company completed a further capital increase to support the financing of new acquisitions. In the following years, alstria continued its expansion strategy and acquired a large number of office properties across the German market. In 2018, the company was admitted to the MDAX, marking alstria's rise into the ranks of major German property companies. In 2015, alstria acquired DO Deutsche Office AG in a share swap from Oaktree Capital Group, LLC to strengthen its position in the German office property market.

40. In 2022, alstria was acquired by Brookfield through an investment vehicle held by investment funds managed by Brookfield. After the end of the first offer period on 18 January 2022, Brookfield declared the successful acquisition of the majority of shares in alstria AG and at the end of the second offer period on 3 February 2022, the new majority shareholder's shareholding stood at 91.6%. Since the takeover in 2022, Brookfield has further increased its shareholding and, according to the voting rights notification published on 29 December 2023, holds 95.4% of the shares in alstria AG directly and indirectly through various companies and funds managed by Brookfield. Brookfield has committed to support the management board in the further implementation of the company's business strategy and to further promote the growth of the company. In particular, the focus will be on implementing value-enhancing modernisation and repositioning opportunities that offer the potential for sustainable value creation. Practical asset management will be used to future-proof the portfolio and drive forward the ongoing process of decarbonisation.

2.3 ECONOMIC FUNDAMENTALS

2.3.1 BUSINESS MODEL

41. alstria invests in office properties in the "top 7" German office markets and, as a long-term property portfolio holder, primarily generates income from letting the properties it acquires. alstria focuses on the acquisition, ownership and management of office properties in Germany.

42. As part of property management, a key component of the business model is to modernise properties in order to reduce vacancy rates and generate higher rents. This activity is accompanied by the opportunistic purchase and sale of suitable properties. When purchasing, the focus is on office properties with an area of ideally 5,000 to 25,000 m², including listed buildings, industrial estates and former factories. Long lease terms, high vacancy rates or a need for maintenance or modernisation are accepted as part of the opportunity and risk assessment. This is also reflected in the tenant structure, where more than 26% of tenants are state institutions.

43. A distinction must therefore be made between two groupings for the existing portfolio:

    - **Portfolio of existing properties**: This includes purchased, older existing buildings that have been let but not yet developed, as well as properties that have already been let and fully developed. Comparatively low maintenance expenses and investments are incurred for these properties during the letting period.

    - **Development portfolio**: Properties whose rental agreements have expired, and which are undergoing modernisation. This involves investing heavily in the buildings in order to bring them up to a modern and attractive standard for potential tenants. Once the development has been completed and the property has been re-let, these buildings are transferred back to the existing portfolio. Depending on market conditions, they may be sold opportunistically in order to realise the return on the development measures carried out.

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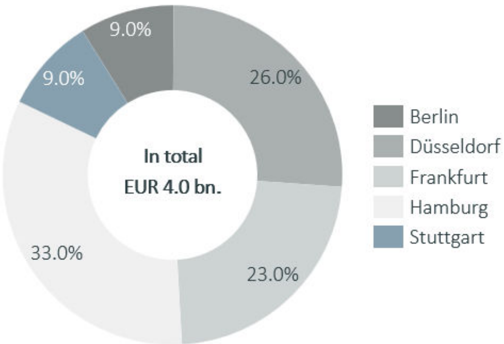
44. alstria's property portfolio is spread across five of the "Top 7" cities in Germany. At the end of 2024, the property portfolio in % of alstria's fair value in Germany was distributed as follows

Distribution of the property portfolio 2023
in %



Source: Annual report alstria 2023

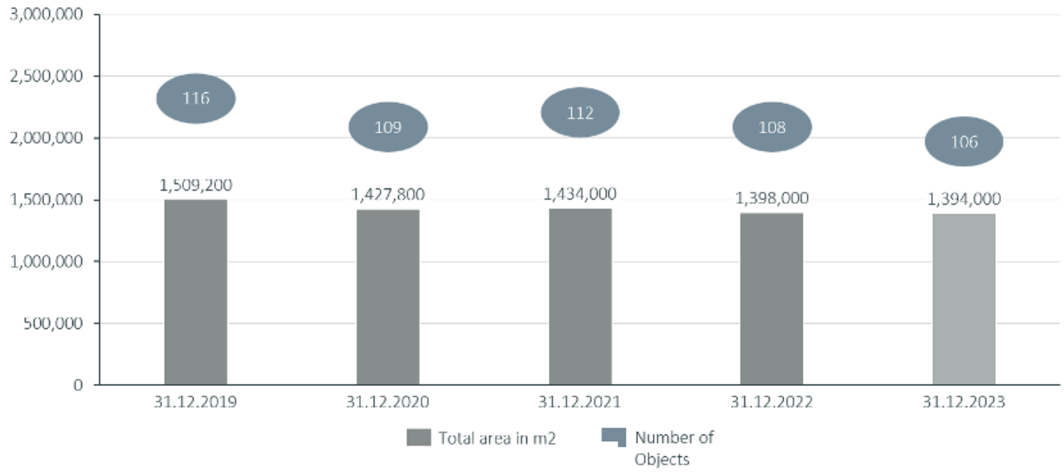
45. alstria's tenant structure shows a strong concentration on the main locations and their surroundings, Hamburg, Düsseldorf and Frankfurt am Main, which together account for around 83.0% of rental income. As major German office centres, these locations offer comparatively high average rents and contribute significantly to the stability of alstria's income structure.

46. The portfolio has declined in recent years, mainly due to more disposals than acquisitions. While alstria still had 116 office properties in its portfolio as of 31 December 2019, it still had

106 office properties as of 31 December 2023. There were no sales in 2024. The total space also decreased during this period due to some sales:[4]

Development of the total area

in m^2



Source: Annual reports alstria

47. The total area of the property portfolio fell from 1,509,200 m² (average 13,010 m² per property) on 31 December 2019 to 1,394,000 m² (average 13,151 m² per property) on 31 December 2023. Between 31 December 2019 and 31 December 2023, the total area fell by an average of around 1.9% per year. As of 31 December 2024, the total area of the property portfolio was 1,395,531 m² (an average of 13,165 m² per property).

48. alstria's revenues have shown a largely stable development over the last few years. In 2019, the company generated rental revenues of EUR 187.5 million, before these fell slightly to EUR 177.1 million in 2020. Revenue recovered steadily in the following years: EUR 183.7 million in 2021 and EUR 182.9 million in 2022. In 2023, the company generated revenue of EUR 192.0 million. In 2024, annual revenue totalled EUR 197.5 million.

[4] See Annual Report 2023 alstria REIT-AG, p.3; Annual Report 2019 alstria REIT-AG, p.6.

49. The total area of the portfolio in 2024 consists of various types of space. As the focus is on letting existing properties in the office sector, it is mainly office space:

Overview of lettable space

in EUR m/m^2 /units/%

	Rental income		Rentable space		Rentable units	
	in EUR Mio.	in %	in m^2	in %	in units	in %
Office	163.4	81.87%	1,138,517.0	81.58%	0	0.00%
Parking	12.8	6.41%	0.0	0.00%	19,297	99.45%
Retail	8.1	4.08%	47,872.9	3.43%	0	0.00%
Others	7.6	3.80%	83,844.4	6.01%	45	0.23%
Storage	6.4	3.19%	114,692.1	8.22%	0	0.00%
Medical practice	0.7	0.36%	4,290.3	0.31%	0	0.00%
Residential	0.3	0.16%	6,314.5	0.45%	0	0.00%
Antenna	0.2	0.09%	0.0	0.00%	24	0.12%
Advertising	0.1	0.03%	0.0	0.00%	38	0.20%
Grand total	199.5	100.00%	1,395,531.1	100.00%	19,404	100.00%

Source: alstria company information (reporting date: 13/09/2024).

50. The large share of office space in the total space is recognisable, which amounts to over 81% both in terms of the share of rental income and the share of total space. The next largest item in terms of annual rental income is car parks, which account for 6.4% of the contractual annual rental income. These are mainly car parks within the office properties.

51. alstria's tenant structure is characterised in particular by public sector tenants and large national and international companies. The focus on solvent tenants enables alstria to generate steady income, which is primarily used for reinvestment in the portfolio. As of 31 December 2023, the ten largest tenants are as follows

Top ten tenants

in %

Tenant	Sector	% of rent
City of Hamburg	Public administration	13.0%
Federal agency for real estate	Public administration	5.0%
Mercedes-Benz AG	Automotive industry	4.0%
City of Frankfurt am Main	Public administration	3.0%
GMG Generalmietgesellschaft	Telecommunications	3.0%
HOCHTIEF AG	Construction companies	2.0%
Commerzbank AG	Banking	2.0%
Hamburger Hochbahn AG	Transportation company	2.0%
Deutsche Post Real Estate	Real estate company	2.0%
City of Berlin	Public administration	2.0%
Top ten tenants		**38.0%**
Other tenants		**62.0%**

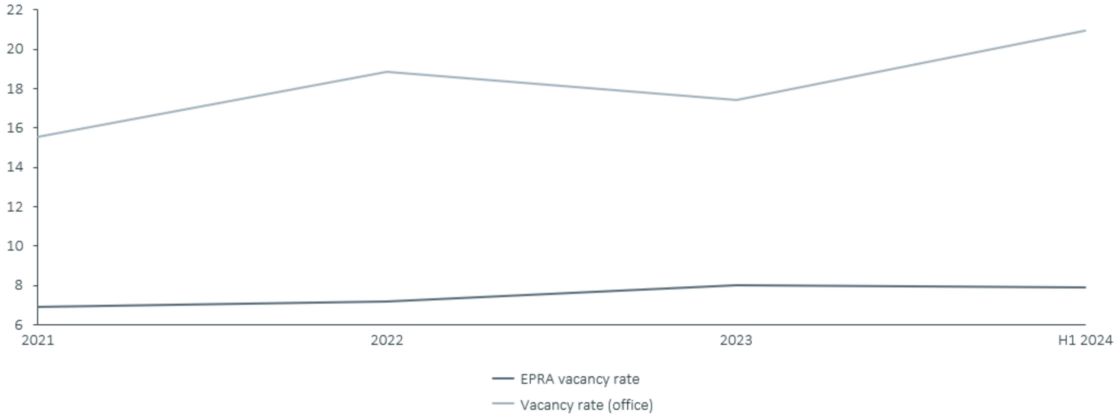
Source: Annual reports alstria, 2023

52. The top ten tenants account for 38% of alstria's rental income. Particularly noteworthy is the high share of public administration, which alone accounts for 23%. The City of Hamburg is the largest tenant and generates 13% of total rental income. The high government share contributes to the high planning security of alstria's rental income.

53. The occupancy rate for all of alstria's commercial space was 92.0% on 31 December 2023, which corresponds to a vacancy rate of 8.0%.[5] In the following year 2024 7.9%.[6]

Vacancy rate

in %



Source: Annual reports alstria

54. alstria's EPRA vacancy rate showed a slight increase from 6.9% to 7.9% between 2021 and 2024[7], indicating a stable development. In contrast, the vacancy rate for the entire portfolio, including development properties, is significantly higher, rising from 15.6% to 21.0% over the same period.

55. Commercial tenancy agreements usually have a limited term that is agreed in the respective tenancy agreement. Around 41% of the rental agreements in the entire portfolio will expire

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[5] See Annual Report 2023 alstria REIT-AG, p.3.

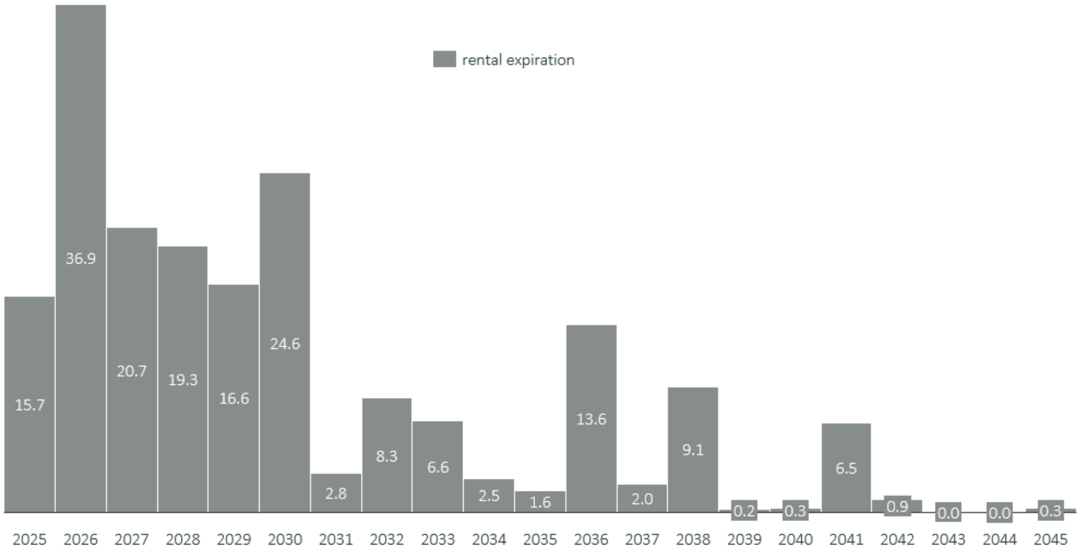
[6] The EPRA vacancy rate of 7.9% corresponds to the value from Q3 2024, as no forecast is available for 2024.

[7] The EPRA vacancy rate of 7.9% corresponds to the value from Q3 2024, as no forecast is available for 2024.

within the next three years. Based on the existing rental agreements, the following table shows the rental expiry in EUR million per year:

Rent expiry over time

in EUR m



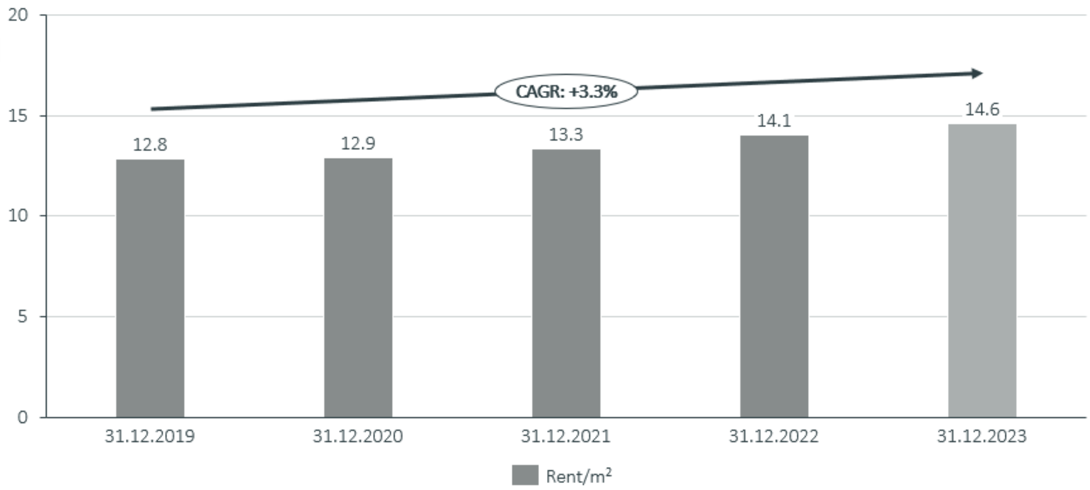
Source: alstria company information (reporting date: 13/09/2024).

56. The weighted average unexpired lease term (WAULT) was 5.3 years as of 31 December 2023. As of 30 September 2024, the WAULT was unchanged at 5.3 years. This indicates a risk that a concentration of lease expiries in the coming years could lead to negotiations on new lettings, potential vacancies and the associated uncertainty regarding future income.

57. A look at the rent per square metre shows that it has risen continuously in recent years:

Development of rent/m² per month

in EUR



Source: Annual reports alstria, 2023

58. As of 31 December 2023, the rent was EUR 14.6/m². As of 30 September 2024, the rent was EUR 15.1/m². A high proportion of the rents are index-linked and therefore increase automatically in line with the contractually agreed index and over the defined intervals. The 3.5% corresponds to the compound annual growth rate (CAGR) of rents per square metre.

59. As an integrated and long-term orientated company, alstria actively manages the buildings over their entire life cycle. In addition to the ongoing management and letting of the portfolio, this mainly includes the modernisation of the properties as well as the potential acquisition and sale of properties. alstria pursues a long-term strategy to increase the value of its portfolio through continuous modernisation measures. The continuous investment in property quality helps to create further developed office space for tenants and to ensure the long-term competitiveness of the properties. This is intended to sustainably increase the value of the property and optimise the portfolio for future rental income. In addition, alstria relies on selective and opportunistic acquisitions and disposals in order to expand the portfolio in a targeted manner and realise returns on completed development projects.

2.3.2 CORPORATE STRATEGY

60. Access to capital and comprehensive operational know-how are elementary success factors of alstria's corporate strategy. alstria's corporate strategy includes active asset and portfolio management in the major German office markets as well as maintaining and expanding long-term relationships with tenants and relevant decision-makers. Solvent tenants guarantee steady income, which in turn is used for reinvestment in the portfolio. In doing so, alstria focuses on the long-term increase in property value and utilises existing potential within the portfolio by carrying out extensive refurbishment measures on its properties. By investing in the quality of the property portfolio, rental income and property values are increased and the energy efficiency of the buildings is improved at the same time.

61. alstria will continue to pursue a consistent and sustainable growth strategy in the coming years. In doing so, alstria selectively invests in properties in attractive locations with the aim of either directly increasing funds from operations ("FFO") per share or increasing the value and improving FFO per share over time by repositioning and/or modernising the properties.

62. alstria's investment decisions are based on analyses of local markets, an individual assessment of the building in comparison to the competition and the long-term potential for value appreciation. Depending on the assessment of the market situation, properties are bought or sold in order to achieve risk-adjusted corporate growth and a return in line with the market over the property cycle.

63. alstria's investment decisions are based on various purchase criteria. First and foremost, attention is paid to whether the buildings are offices with or without retail on the ground floor. These can be either single-tenant or multi-tenant buildings with high third-party usability. Ideally, the size of the property should be between 5,000 m² and 25,000 m². The exclusion criteria of alstria include buildings with a residential use of more than 25%, specialist stores, shopping centres,

condominiums, operator properties (hotels, nursing homes, student accommodation, etc.). alstria's preferred transaction size starts at EUR 7 million for individual properties and EUR 20 million for property portfolios.

64. Due to the existing leases and the high proportion of tenants with strong credit ratings, alstria expects rental revenues to increase to around EUR 197.5 million in 2024 despite the subdued overall economic development. On the other hand, FFO is expected to decline to EUR 71 million. This development reflects in particular the increased financing costs due to higher interest rates and higher debt levels.[8]

2.3.3 MACROECONOMIC SITUATION AND OUTLOOK

65. In order to assess the economic situation as of the valuation date and the future development of alstria, a fundamental analysis of the (macro) economic environment and an estimate of the further economic development is required.

2.3.3.1 DEVELOPMENT OF GROSS DOMESTIC PRODUCT

66. In this context, the macroeconomic environment is analysed on the basis of the growth of real gross domestic product (hereinafter "GDP"), consumer price indices and population growth in the relevant regions. alstria generates its revenues in five of the seven major real estate locations in Germany: Berlin, Düsseldorf, Frankfurt, Hamburg and Stuttgart. Germany is therefore analysed in more detail below, together with the eurozone as a benchmark. The eurozone consists of all countries that use the euro as their currency. This is essentially based on information from the International Monetary Fund (hereinafter "IMF").[9]

Change in real gross domestic product

in %

									Estimates					
	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
World	3.3	3.8	3.6	2.9	-2.7	6.6	3.6	3.3	3.2	3.2	3.3	3.2	3.1	3.1
Euro area	1.8	2.6	1.8	1.6	-6.1	6.2	3.3	0.4	0.8	1.2	1.5	1.4	1.3	1.2
Germany	2.3	2.7	1.1	1.0	-4.1	3.7	1.4	-0.3	0.0	0.8	1.4	1.1	0.8	0.7

Source: International Monetary Fund, World Economic Outlook, October 2024

67. The Covid-19 pandemic significantly reduced global and European economic output in 2020. Lockdowns, factory closures, uncertainty on the capital markets, complications in supply and logistics chains and many other factors led to significant declines in the supply of and demand for certain goods and services in most economies, causing economic growth to plummet. In the eurozone, GDP fell by 6.1% in 2020 compared to 2019, even exceeding the 4.5% decline in GDP caused by the global financial crisis in 2009. GDP in Germany also fell significantly in 2020 compared to the previous year, albeit less sharply than in the eurozone. The government aid programmes and economic stimulus packages in response to particularly hard-hit companies cushioned the decline in GDP in some European countries. In Germany, for example, a temporary

[8] See Annual Report 2023 alstria REIT-AG, p.24 and p.25.

[9] See International Monetary Fund, World Economic Outlook, October 2024.

reduction in VAT in 2020 led to an increase in citizens' purchasing power and thus to increased demand for companies' products.

68. Part of the decline in GDP due to the Covid-19 pandemic was already compensated for in 2021. There were significant catch-up effects on demand in the eurozone, which led to an increase in GDP of 6.2% compared to the previous year.

69. Since 24 February 2022, the general conditions for the economy in the eurozone have deteriorated with the start of the war in Ukraine. Depending on the military and political events surrounding the war in Ukraine, the economic conditions may still change rapidly. Assumptions about geopolitical developments are required to assess the macroeconomic consequences. The war in Ukraine is still ongoing and there are no indications that it will end in the foreseeable future. The conflict continues to contribute to economic uncertainty, which is reflected in particular in subdued GDP growth and persistently high, albeit declining, inflation. These uncertainties are also reflected in the continued volatility on the capital markets. The main drivers of these developments continue to be the rise in energy, commodity and food prices as well as the sanctions and trade restrictions against Russia.

70. According to the IMF report, the eurozone recorded a slowdown in economic growth in 2023, with actual GDP growth of 0.4%. This slowdown was more pronounced than originally expected and is attributable to several factors. The main reasons were the ongoing uncertainty caused by the war in Ukraine, which kept energy prices high and caused distortions on the energy markets. Despite a decline in energy prices compared to the highs of 2022, they remained at a level that weighed on production costs. The ECB raised key interest rates significantly in 2023 to combat high inflation, which had risen sharply in previous years. This restrictive monetary policy led to higher financing costs for companies and households, which restricted investment and consumer spending. The property market and other interest rate-sensitive sectors in particular felt the effects of the interest rate hikes. The global tightening of monetary policy helped to reduce inflation, but key challenges remained. While price pressure in energy-dependent sectors eased, underlying inflation remained high in other areas. The labour market remains tight in many countries and the interest rate hikes are increasingly showing side effects in the banking sector, which has revealed weaknesses. This raised concerns about potential contagion effects, particularly for financial institutions outside the banking sector. However, policymakers reacted decisively and took measures to stabilise the banking system, which contained the immediate risks for the financial sector.

71. Some of the key economic challenges of 2023 will continue in 2024, albeit with a different intensity. Debt levels remain high, which restricts the fiscal capacity of many governments. Commodity prices, which had risen sharply following Russia's invasion of Ukraine, have stabilised, but the war continues, and geopolitical strengths remain high. The IMF has revised its economic forecasts for the eurozone and Germany. A slight recovery of 0.8% is expected in the eurozone in 2024, but this will be slowed by structural challenges such as demographic change and the ongoing economic strains. In the long term, the unfavourable demographic development in the eurozone countries and the strong euro and the associated negative effects on exports will

continue to slow GDP growth. The long-term forecast for 2029 therefore anticipates GDP growth of 1.2% in the eurozone.[10]

72. The subdued development of the global economy and persistently high inflation are reducing demand for goods and services. In addition, construction activity is being burdened by higher financing costs. Due to these effects, the ifo Institute and the IMF expect German GDP to remain unchanged in 2024. In addition, there are considerable uncertainties in 2024, which have been exacerbated by the uncertain outcome of the US elections. Following the re-election of Donald Trump as US President, protectionist measures such as the introduction of import tariffs are to be expected, which could have a negative impact on German exports. These developments contribute to economic uncertainty and could impact the recovery of the German economy. However, the IMF expects GDP to recover by 0.8% in 2025 as energy prices stabilise due to government price brakes. According to the ifo Institute, GDP is even forecast to grow by 0.9% in 2025.[11] In the long term, Germany is expected to record GDP growth of 0.7% in 2029.[12]

73. There is a correlation between economic growth, as measured by GDP, and overall employment growth, suggesting that office employment could also increase as GDP rises. Studies show that a 2% increase in GDP is typically accompanied by a 1% increase in the employment rate.[13] This relationship illustrates how economic growth can influence the demand for labour, also in the office sector. For companies like alstria, which rely heavily on demand for office space, this relationship plays a key role. Stable economic growth can boost demand for office jobs and thus for the properties on offer in the long term.

10 See International Monetary Fund, World Economic Outlook, October 2024.

11 See Ifo Institute, Economic Forecast Autumn 2024.

12 See International Monetary Fund, World Economic Outlook, October 2024.

13 Cf. The Effect of GDP per Capital on Employment Growth in Germany, Austria and the Czech Republic: Macroeconomic Analysis

2.3.3.2 DEVELOPMENT OF THE CONSUMER PRICE INDICES

74. The macroeconomic environment is also analysed on the basis of the development of the consumer price indices:

Change in the consumer price index

in %

									Estimates					
	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
World	2.7	3.2	3.6	3.5	3.3	4.7	8.6	6.7	5.8	4.3	3.6	3.4	3.3	3.2
Euro area	0.2	1.5	1.8	1.2	0.3	2.6	8.4	5.4	2.4	2.0	2.0	1.9	2.0	2.0
Germany	0.4	1.7	1.9	1.4	0.4	3.2	8.7	6.0	2.4	2.0	2.0	2.0	2.0	2.0

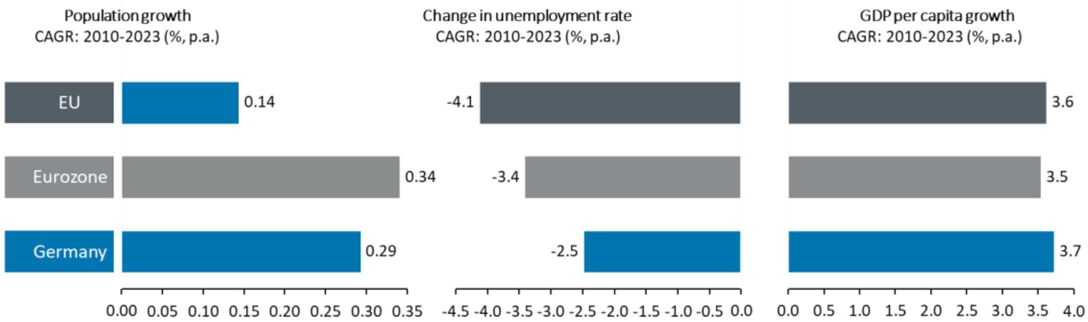
Source: International Monetary Fund, World Economic Outlook, October 2024

75. Global inflation reached a high level in 2022, triggered by several key factors. A key driver was the massive rise in energy prices as a result of the war in Ukraine as well as bottlenecks in global supply chains, which drove up production costs and posed major challenges for companies worldwide. Although inflation was at an exceptionally high level in 2022, it began to fall from the end of 2022, particularly in the eurozone due to lower fuel and energy prices. This development marks an initial trend towards normalisation, but price increases remain at a high level. Most central banks around the world have raised their interest rates since 2021 in order to effectively combat inflation. This more restrictive monetary policy has led to a slowdown in residential construction in many countries. With the decline in energy prices and a gradual stabilisation of supply chains, inflationary pressure is gradually easing, but inflation remains at an elevated level due to strong wage growth and high demand for services.

76. The IMF assumes that inflation will continue to slow until 2025, with the rate of 2.0% then close to the inflation target of 2.2%. The IMF calculates a consumer price index of 6.0% for Germany and 5.4% for the eurozone in 2023, which represents a significant decline compared to the previous year. In Germany, the IMF forecasts an inflation rate of 2.4% for 2024. This forecast reflects the effects of the restrictive monetary policy that central banks are continuing to pursue in order to counteract inflation. The consumer price index shows a return to normalisation, especially compared to previous years, which were characterised by sharp price increases due to supply chain problems and geopolitical tensions. The IMF emphasises that the labour market will continue to stabilise without a significant wage-price spiral being expected. Inflationary pressure, which was still influenced by high energy prices and the consequences of the war in Ukraine in 2023, is expected to weaken in 2024. The long-term inflation forecasts also remain stable, with the IMF expecting a long-term inflation rate of 2.0% for Germany by 2029.

77. To round off the analysis of alstria's macroeconomic environment, the population growth, the change in the unemployment rate and the GDP growth per capita of the European Union ("EU"), the eurozone and Germany are illustrated below.

Population growth and change in the unemployment rate
in %



Source: Source: Eurostat, Demographic change, 2023; Federal Statistical Office, 2023; WKO, Unemployment rates, 2023; Eurostat, Unemployment data by gender and age, 2023; Federal Employment Agency, Monthly report on the labour and training market, 2023; Eurostat, Main aggregates of GDP per capita, 2023; Federal Statistical Office, National accounts, 2023.

78. The chart on socio-economic development in the EU, the eurozone and Germany shows a differentiated development in recent years. Despite the ageing population in Europe, Germany has recorded slight population growth of 0.27% CAGR (2010-2023), which is largely supported by immigration. In comparison, the population in the EU is growing at 0.15% and in the eurozone at 0.19% per year. Particularly striking is the significant decline in the unemployment rate in the EU, which fell from 10.1% to 6.1% in the same period. This indicates a stable and robust development of the labour market, which is proving to be resilient despite numerous economic challenges, such as the coronavirus pandemic and the economic consequences of the war in Ukraine. By way of comparison, the unemployment rate in the EU fell by 4.25% and in the eurozone by 3.65% over the same period. The growth of gross domestic product (GDP) per capita also shows a positive trend in Germany. With annual growth of 3.72%, it is above the EU average (3.50%) and that of the eurozone (3.41%). This development underlines the relative strengths of the German economy, which continues to benefit from the industrial sector and a stable domestic economy. Despite inflation and geopolitical uncertainties, the German economy is thus proving resilient, which speaks in favour of continued economic stability.[14]

79. Overall, based on the macroeconomic analyses, real growth rates of between around 0.0% and 1.4% can be expected in the years 2024 to 2029 and annual price increases of around 2.0% and more in alstria's relevant sales markets in the long term from 2025. Future phases of crisis and exogenous shocks may occur that cannot be directly taken into account in the forecasts pre-

[14] See Federal Statistical Office, National Accounts 2024

sented and may dampen growth expectations. The topic of average nominal growth expectations is taken up again in chapters 4.5 and 5.2 to derive the sustainable growth rate of the financial surpluses of the valuation object.

2.3.4 MARKET AND COMPETITIVE ENVIRONMENT

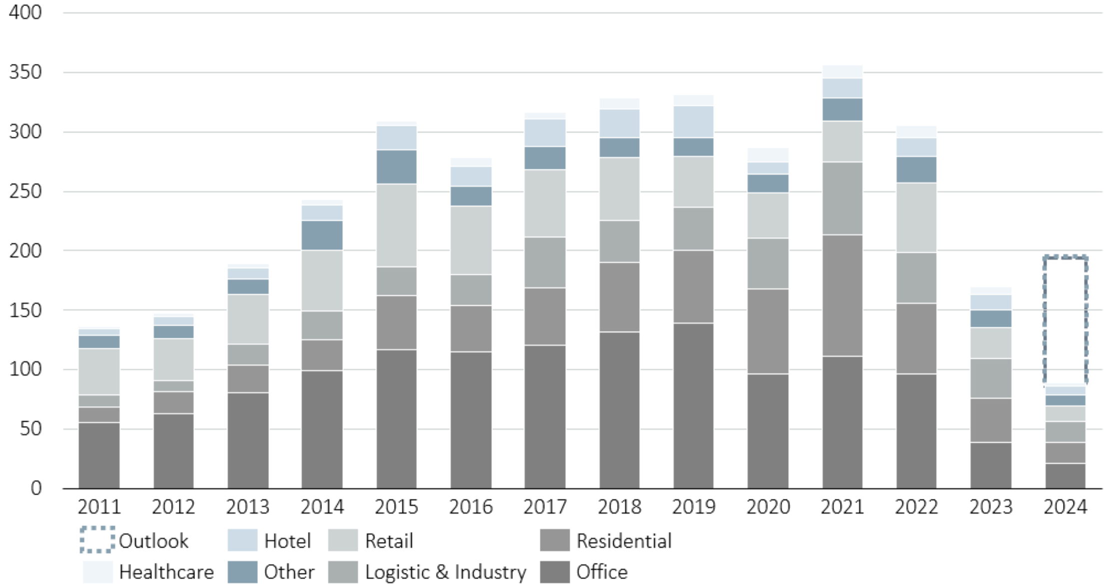
80. Against the background of alstria's strategic orientation and the economic situation, alstria's market and competitive environment is analysed in the following chapter. Future market prospects and prospects for the competitive situation allow conclusions to be drawn about future earnings and cash flows. The regulatory and legal environment and its changes are of particular importance.

2.3.4.1 DEVELOPMENT OF THE PROPERTY MARKETS IN EUROPE

81. Until 2019, the European property markets benefited in particular from the positive trend in transaction volumes for commercial and residential properties. From 2020 onwards, transaction volumes in the office segment in particular declined:[15]

Transaction volumes in the eurozone

in EUR bn.



Source: CBRE, Quarterly Investment Volumes Q2 2024

82. From 2011 to 2015, the investment volume in the eurozone rose so sharply that it more than doubled during this period. The main driver of this development on the European property market between 2011 and 2015 was the persistently low interest rate level, which not only led to a significantly lower interest burden on typical mortgages, but also made German property investments attractive for both German and foreign investors due to the low returns on alternative forms of investment and the financial market environment characterised by increased uncertainty. For this reason, investors focussed on core assets, particularly in large cities and

[15] See CBRE Quarterly Investment Volume Q2 2024.

metropolitan regions.[16] Following a decline in the investment volume in 2016, the investment volume rose above the 2015 level again in the following years and stagnated at this high level. Due to the Covid-19 pandemic, the transaction volume in Europe fell by around 13% in 2020 compared to the previous year. While the transaction volume of residential property remained relatively unchanged in 2020 compared to the previous year, the decline was primarily caused by commercial property. The investment volume for office property fell the most due to the uncertainties surrounding the home office regulations for many employers. Investments in properties in the hotel industry and certain areas of retail also fell significantly in 2020 due to the Covid-19 pandemic. However, the Covid-19 pandemic did not have a negative impact on all property classes. Increased sales in e-commerce, for example, led to a rise in demand for logistics and industrial property in the eurozone. After the investment volume of logistics and industrial properties rose by around 15% in 2020, this effect was further amplified in 2021 in particular with an increase of over 40%. Investment volumes in the other asset classes also recovered in 2021 compared to the previous year. Residential properties in particular reached a record volume of over EUR 100 billion in 2021, partly due to the continued favourable interest rate environment and stable rental income.

83. Over the course of 2022, property has become less attractive to investors due to the rise in interest rates in Europe. Against the backdrop of high inflation in all European countries, the ECB raised its key interest rate to 3.5% in mid-March in order to reduce economic price increases, for example, which had a negative impact on investment volumes in the European property market.[17] For capital-intensive sectors such as the property industry in particular, rising borrowing costs have a negative impact on investment volumes. In addition, the rise in interest rates led to a devaluation of the market value of property. For this reason, the investment volume in Europe fell by 14.8% in 2022 compared to 2021.

84. The main driver of high inflation was the rise in energy prices in the wake of the war in Ukraine, which led to higher demand for energy-efficient buildings. As a result, fewer energy-efficient existing properties are being retrofitted, which is reflected in rising investment costs for owners of existing properties. Another driver of inflation was the shortage of raw materials, particularly building materials, which was also triggered by the war in Ukraine and led to rising construction and maintenance costs. However, rising construction costs in turn supported the prices of existing properties.

85. The year 2023 saw a sharp decline in transaction volumes throughout the eurozone and across all property sectors. Commodity costs remained at a high level, triggered by the war in Ukraine, which had a negative impact on the market for new construction and thus for core properties. The crisis in the US office property market, which is characterised by high levels of debt and an increasing migration of tenants to the home office sector, added to the uncertainty and

[16] See UBS, Eurozone Real Estate Outlook, 1H17, p. 4.

[17] See https://www.businessinsider.de/wirtschaft/leitzinsen-notenbanken-fed-ezb-bank-of-england-erhoehen-zinsend-fragen-und-antworten/, status: 20/04/2023.

weighed on sentiment in the global office property market. The office property market in particular has suffered heavy losses due to a variety of factors that are not only attributable to a trend towards new work concepts but are also clearly linked to Europe's negative economic forecasts and increasing ESG pressure.[18]

86. Interest rate trends, inflation and European economic growth remain the biggest challenges for many market participants in 2024. However, market sentiment appears to be recovering, as shown by the forecast increase in European transaction volumes, and investors appear to be regaining confidence in the property business.[19] In addition, the European Central Bank showed the first signs of easing its interest rate policy after reducing the key interest rate by 0.25 percentage points for the first time in nine months in June 2024 due to lower inflation.[20] In September 2024, the European Central Bank (ECB) cut the key interest rate again by 0.25 percentage points to 3.5%, which represents a continuation of its easing of interest rate policy.[21]

2.3.4.2 DEVELOPMENT OF THE PROPERTY MARKETS IN GERMANY

87. If we take a look at the transaction volume in Germany and its development over the last ten years, the investment volume increased at an average annual growth rate of around 34.0% between 2013 and 2015, in line with the eurozone. However, the trend in 2016 is declining due to the lack of large transactions in the residential property sector. This is the first decline in the transaction volume since the financial and economic crisis in 2009. The decline in the overall volume is largely due to the fall in the transaction volume in the residential property sector from EUR 23.5 billion to EUR 13.2 billion.[22]

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18 See PWC and Urban Land Institute, Emerging Trends in Real Estate® 2024, p. 4

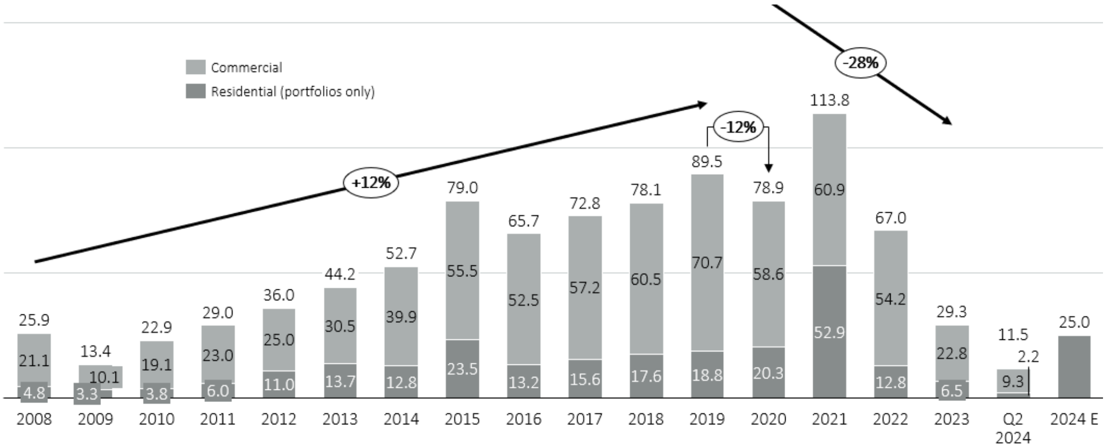
19 See PWC and Urban Land Institute, Emerging Trends in Real Estate® 2024, p. 4

20 Cf. https://www.ecb.europa.eu/press/blog/date/2024/html/ecb.blog240608~aa46b5f2a0.de.html, 05.08.2024

21 See https://www.ecb.europa.eu/press/pr/date/2024/html/ecb.mp240912~67cb23badb.de.html, 18.10.2024

22 See Ernst & Young, Trend Barometer Property Investment Market Germany 2017, p.9.

Transaction volumes in Germany
in EUR bn.



Source: Ernst & Young, Trend Barometer Real Estate Investment Market Germany 2024; JJL Investment Market Overview Q2, 2024

88. From 2017 to 2019, transaction volumes for both commercial and residential property increased annually and reached a record volume of EUR 89.5 billion in 2019. For the same reasons as in the eurozone, the Covid-19 pandemic led to a decline in investment volume of over 11.0% in the German property market in 2020, which was primarily caused by a sharp drop in investments in the commercial property asset class. Another record volume was achieved in 2021, which was significantly influenced by the takeover of Deutsche Wohnen by Vonovia. A total transaction volume of EUR 113.8 billion was achieved. In 2022, transaction activity declined significantly due to the war in Ukraine, cost increases and the turnaround in interest rates. A further decline to around EUR 50.0 billion to EUR 55.0 billion was expected for 2023 due to ongoing uncertainties.[23] This was not achieved, meaning that the transaction volume fell significantly for a second year in a row to a level last seen in 2011. A slightly higher level of EUR 30.0 billion to EUR 35.0 billion is expected for 2024 compared to 2023 due to the improved sentiment on the market. In line with expectations at European level, the slightly lower interest rates are seen as a sign that market momentum will pick up in the second half of 2024.[24] In the first half of 2024, the transaction volume on the property investment market already reached EUR 15.7 billion. This represents a significant step towards the forecast EUR 30 to 35 billion for the year as a whole, which indicates a positive trend in this area. [25]

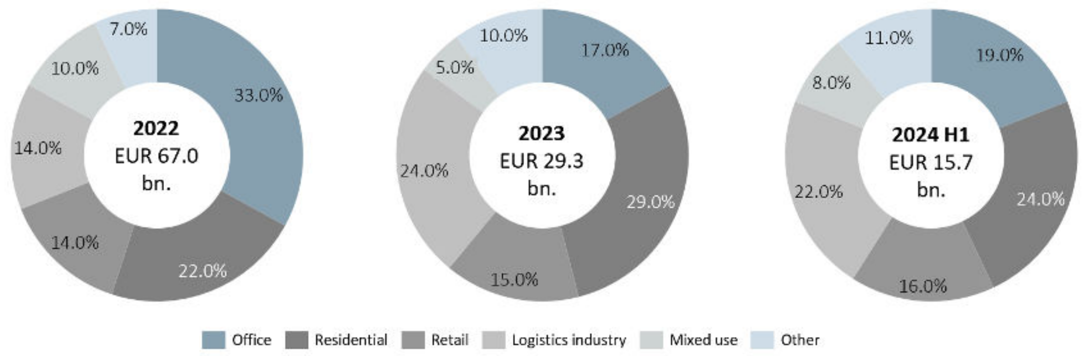
[23] See Ernst & Young, Trend Barometer Property Investment Market Germany 2023, p.8.

[24] See Ernst & Young, Trend Barometer Property Investment Market Germany 2024, p.9.

[25] See JLL, investment market overview Q2 2024

89. In the years 2022 to 2024, the total transaction volume in the German commercial property market was distributed across the various property classes as follows[26]

Transactions in the commercial property market in Germany
in %



Source: JLL, Investment market overview Germany, Q2 2024

90. In 2022, the largest share was invested in office property at 33.0%, followed by residential property at 22.0%. In contrast to the trend in the eurozone, the share of investments in logistics and industrial property as well as office property increased in Germany. Both in the eurozone and in Germany, the share of investments in residential property fell in 2022 compared to the previous year. 2023 shows a sharp decline in office transactions from total transactions, whereas the share of transactions in residential property increased. Logistics and industrial property transactions, on the other hand, recorded significant growth in terms of their percentage share of the total transaction volume. The half-year figures indicate a clear trend for 2024 as a whole. Here, the share of office transactions is increasing compared to the previous year. Residential properties, on the other hand, are declining and logistics properties are also losing weight slightly. The share of foreign investors in 2023 was only a below average 37%, the lowest figure since 2013. In previous years, international investors accounted for around half of all transactions in the German commercial property market. [27]

91. Institutional investors such as German funds, insurance companies and pension funds, which are traditionally the main buyers of property portfolios, have significantly reduced their investment activity in recent years in view of economic uncertainties and rising financing costs.[28]

[26] See JLL, Investment Market Overview Germany - Q2 2024, p.5.

[27] See BNP Paribas, Investment market Germany, Q4 2023

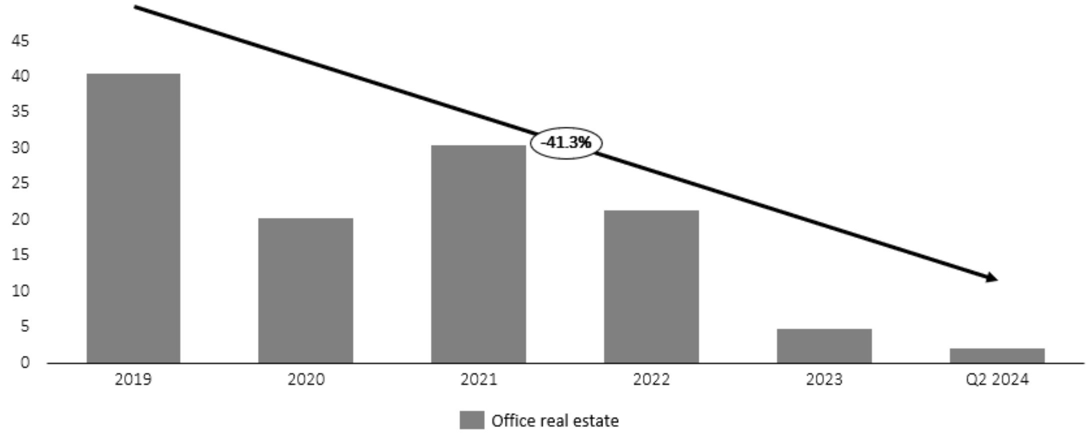
[28] See PWC, Emerging Trends in Real Estate 2024

2.3.4.3 DEVELOPMENT OF THE OFFICE PROPERTY MARKET IN GERMANY

92. A look at the transaction volumes for office properties in Germany reveals a similar trend to that in Europe:[29]

Transaction volumes for office properties in Germany

in EUR bn.



Source: Colliers International, City Survey Q2 2024

93. Between 2019 and 2023, the investment volume for office properties in Germany fell by an average of 41.3% per year. In 2020, the Covid-19 pandemic and the associated home office regulations led to a significant decline in the volume of investment in office property. In addition, the uncertainty of future developments led to a more passive attitude on the market. In 2022, there was a slight decline in the transaction volume compared to the previous year. This decline was due, among other things, to uncertainties surrounding the war in Ukraine, global recessionary trends and the changing interest rate environment. The economic downturn in 2023 has hit the office property market in Germany. Historically, the office property asset class has been particularly sensitive to unfavourable economic forecasts, economic fluctuations and the growing trend towards working from home. These characteristics lead to increased risk exposure in this asset class, which reacts more cyclically than other property classes.[30]

94. In terms of demand for office space, the average take-up between 2015 and 2019 was around 3.9 million metres^2. The high demand in these years was primarily due to economic growth and a high employment rate, as many companies expanded and needed additional office space. In addition, increasing digitalisation promoted modern, flexible office space. In 2020, the COVID-19 pandemic led to a slump in demand of more than 33% as many companies switched to working from home and reduced their space requirements. In the years up to 2022, the market recovered moderately with an average annual growth rate of around 13% but remained slightly below the long-term average with average revenue of around 3.5 million m². In 2023, economic

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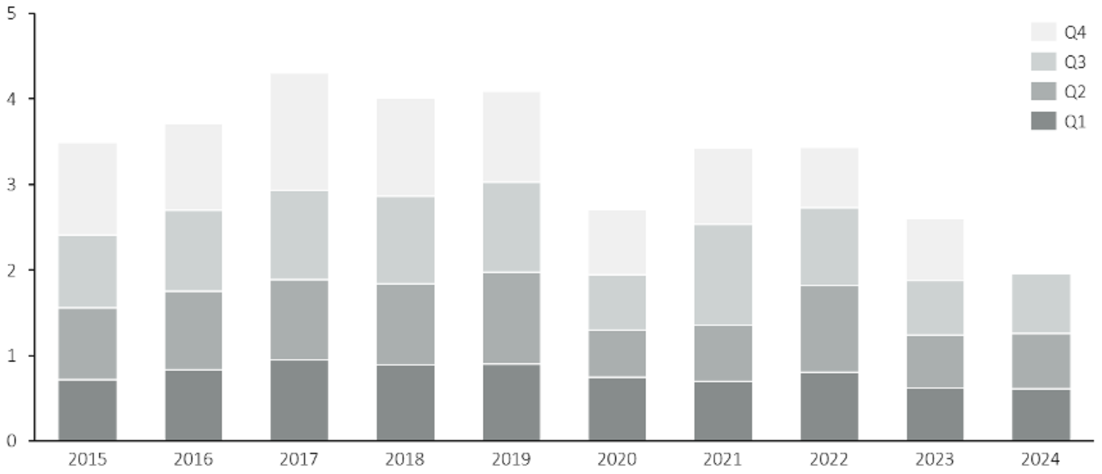
[29] See Colliers International, City Survey Q2 2024.

[30] See BNP Paribas, Office investment market Germany Q4 2023

uncertainties and rising interest rates weighed on the market, leading to a reluctance to let and a decline in take-up of over 24%.[31] Take-up in the office property market has never been as low as at the end of the period under review from 2015 to 2023. A similar level to 2023 is expected for 2024, as the economic situation is likely to stabilise only slowly.[32]

Take-up of office property

In million m^2



Source: S&P Capital IQ, company websites, ValueTrust analysis

95. Average rents for office properties rose by 3.6% per year in Germany's top 7 locations between 2010 and 2019. A significant decline of around 34% was observed in 2020. This was due to the effects of the Covid-19 pandemic, which had a particularly negative impact on the office property sector. A gradual recovery in rents has been observed since 2020.

96. In a comparison of the top 7 cities, average rents for office property have been highest in Berlin over the last five years. Berlin is more expensive than Munich and Frankfurt in terms of average rents for office properties, as the capital has seen a strong influx of companies from the technology, start-up and creative industries in recent years. These were around EUR 29.7 per sqm in 2022. In Cologne, average rents for office properties in 2022 were around EUR 17.0 per sqm, which is the lowest value of the top 7 locations. Rents in the other top 7 locations were between EUR 18.1 per sqm and EUR 23.5 per sqm in 2022.[33] For 2023, some of the top 7 locations will see a slight decline in rental growth. Berlin, Munich, Hamburg and Stuttgart are experiencing small downward adjustments in the rental trend. In 2024, average rents for office properties in Berlin were around EUR 29.10 per sqm in the third quarter. In Cologne, rents in Q3 2024 were around EUR 19.0 per sqm, marking the lowest value among the top 7 locations. Rents in the other top 7 locations ranged between EUR 20.70 per sqm in Stuttgart and EUR 25.20 per sqm

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[31] See BNP Paribas, Office market Germany Q2 2024

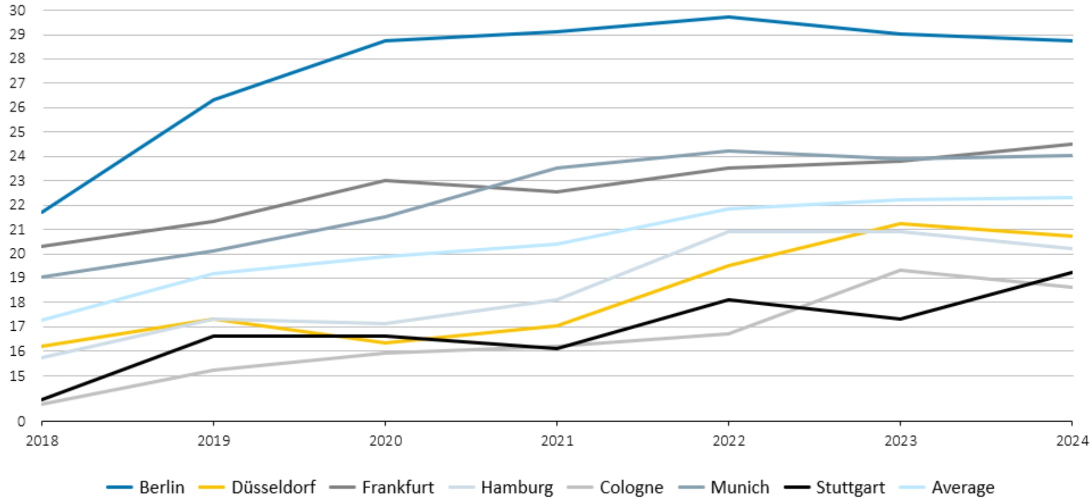
[32] See Colliers, City Survey Q3 2024

[33] See Colliers International, City Survey Q4 2022.

in 2024. According to Colliers International[34], rents are set to rise further in the medium term, as the current market situation is fuelling rising rents by complicating construction activity and thus creating a shortage of supply.[35]

Average rents in the top 7 locations for office property

in EUR/m²



Source: Colliers International, City Survey Q2 2024

97. The rising rents in A-cities can be attributed to several factors. The German economy has been stagnating for over two years and the expected economic recovery failed to materialise in 2023. This has caused many companies to postpone their growth and investment decisions, which increases uncertainty when it comes to letting office property. Companies are less willing to invest in new office space, which means that supply remains constant. There is less demand for space overall due to people working from home. However, demand for modern and energy-efficient properties in central locations is likely to increase. The decline in demand is therefore primarily affecting peripheral locations and old buildings. In addition, the comparatively high inflation in the recent past has increased rental prices.

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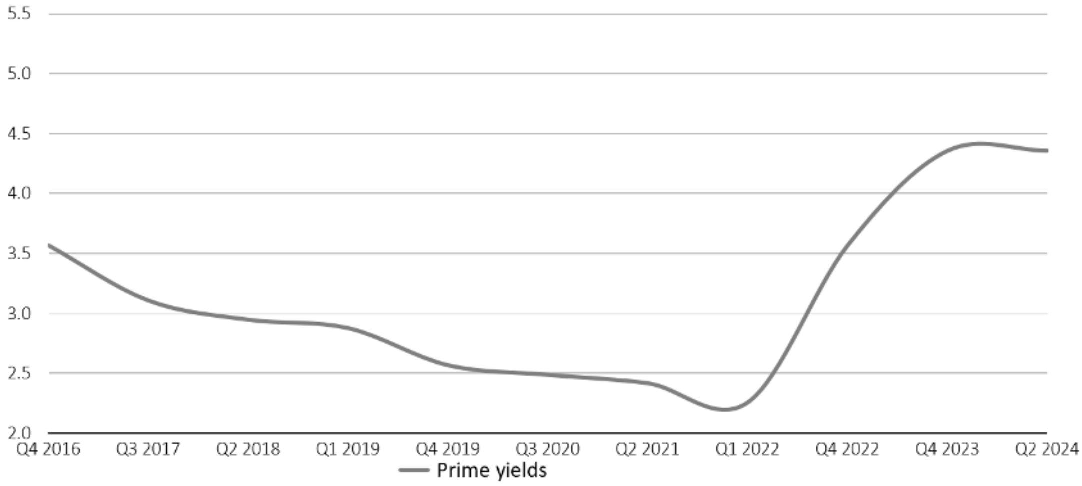
[34] See Colliers International, City Survey Q2 2024

[35] See Colliers International, City Survey Q2 2024

98. The average prime yield fell from over 3.5% to under 2.5% between Q4 2016 and Q1 2022. This was due to the fact that demand for office properties in Germany rose steadily and rents were significantly lower in relation to the rise in property prices. Due to the strong economic development, low interest rates and the comparatively scarce supply of high-quality office properties until 2022, property prices rose sharply, and yields fell accordingly. The prime yield rose significantly in 2022. The high level of uncertainty caused by the outbreak of war in Ukraine and higher interest rates have led investors to have higher yield expectations.[36] In 2024, the prime yield is relatively stable at around 4.5%.[37]

Top yields in the top 7 locations for office property

in %



Source: BNP Paribas, Investment market Germany Q3 2024

36 See CBRE, Supraregional office investment market H2 2022.

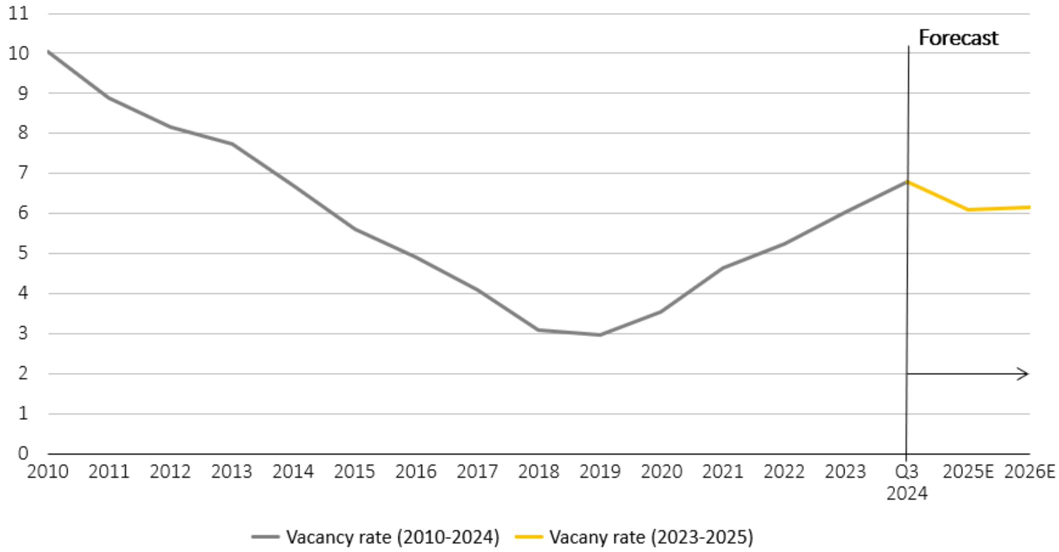
37 See CBRE, Germany Investment Market Q2 2024

99. When looking at the vacancy rate of office properties in the top 7 locations in Germany, it is noticeable that it has risen since 2019. The vacancy rate for office properties in the top 7 locations fell steadily from 2010 to 2019 to a minimal level of around 3.0% in 2019. Due to new workplace models introduced during the Covid-19 pandemic, the average vacancy rate rose to around 4.9% from 2019 to 2022. As of Q3 2024, the vacancy rate has more than doubled since 2019 and stands at almost 7.0%, which is due to the ongoing economic uncertainty and the change in the use of office space through home office models. According to estimates by BNP and Colliers for 2025 and 2026, a slight decline is expected as the market adjusts to the change in demand and fewer new buildings are realised. This could result in a stabilisation of supply and better utilisation of office space.[38]

[38] See Colliers International, Germany Colliers Outlook 2024.

Vacancy rate in the top 7 locations for office property

in %



Source: Own illustration based on Colliers International, Germany Colliers Outlook 2024, as of: Nov. 2023; BNP Paribas Office Market Germany Q3 2024

From 2013 to 2022, the construction price index for office buildings in Germany rose continuously, with a particularly strong increase in the low-interest years 2021 and 2022. Between 2013 and 2019, the increase was moderate, characterised by a constant demand for office space in urban areas and relatively stable costs for building materials and labour. The construction industry benefited from a stable economy during this period, with annual cost increases in the construction sector remaining manageable. In 2020, the COVID-19 pandemic initially led to uncertainty in the construction industry, but the sector recovered faster than expected. However, conditions worsened considerably from 2021 onwards. Global supply chain problems caused bottlenecks in construction materials such as steel, wood and other raw materials, which drove prices up significantly. The sharp rise in energy costs also had a significant impact on construction costs. These developments led to a sharp rise in the construction price index. In 2022, the war in Ukraine further exacerbated the situation. Raw material shortages and increased energy prices pushed construction costs up further. In addition, rising interest rates led to higher financing costs, which also impacted construction projects. Despite the economic uncertainties, demand for construction projects remained high, which further increased the pressure on prices. In 2023, the construction price index stood at 161.3 points, having been 40 points lower two years earlier, one of the largest increases in recent decades

100. The German property market is currently in a challenging situation, characterised by high interest rates, inflation and increased construction costs, which is making financing and investment more difficult. At the same time, demand for high-quality, ESG-compliant office space in prime locations remains high, while supply is scarce due to limited new construction activity and outdated existing properties. This shortage is driving up rents in central locations. Prime yields have stabilised at a higher level, as investors are acting and investing more cautiously in view of high prices and uncertain market prospects. Economic uncertainty, exacerbated by the war in Ukraine and home office trends, has increased the vacancy rate, particularly in A cities. A slight

recovery in the market is expected from 2024, supported by a possible easing of interest rate policy and slightly positive economic growth.

2.3.4.4 LONG-TERM TRENDS IN THE GERMAN PROPERTY MARKET

101. Long-term trends are emerging in the German property market that are having a major impact on business plans, development and investment strategies. One of the key developments is the rising cost of construction due to increased material and labour costs as well as stricter building regulations. These cost increases make the profitability of new construction projects more difficult and pose financial challenges for construction companies and investors in particular.

102. At the same time, the requirements for sustainability and decarbonisation are increasing significantly. Social and political guidelines demand climate-friendly, energy-efficient properties that reduce CO_2 emissions. This is leading to increased investment in green technologies, sustainable building materials and energy-efficient construction methods to make the property sector fit for the future.

103. New "New Work" concepts are also playing an increasingly important role, as flexible working models such as home office and co-working are changing the need for modern, adaptable office space. Companies and investors are increasingly focussing on these trends in order to make the working environment more attractive and respond to the changing demands of employees.

104. This is compounded by rising financing costs, which are primarily driven by the current restrictive monetary policy. Higher interest rates and stricter lending guidelines are making access to debt capital more difficult, making investments in the property market even more expensive and reducing the number of potential projects.

105. Finally, the declining availability of attractive properties is also having an impact on the market. Demand for high-quality property remains high, but supply is increasingly limited. This is making the search for suitable properties more difficult and is leading to more intense competition for prime locations and properties, which is also fuelling prices.

106. These long-term trends have a profound impact on the market environment and require market participants to adopt flexible, forward-looking strategies.

2.3.4.5 MARKET POSITION

107. In its acquisitions, alstria concentrates specifically on high-quality properties in the major German economic centres. The clear strategic focus is not only on the acquisition, but also on the long-term management of these properties in order to achieve stable and value-enhancing returns in the long term. alstria proceeds with foresight and precision and deliberately acquires properties in need of refurbishment with high vacancy rates in order to transform them into attractive, modern and high-quality properties through extensive and targeted renovations, which meet both current market requirements and ESG standards and thus significantly increase in value

108. When acquiring such attractive property portfolios, alstria faces intense and increasingly international competition. alstria regularly competes with well-known investors from both Germany and abroad who also want to secure attractive locations and high-yielding properties. The competition is strongly dependent on the investment volume and the specific characteristics of the

properties. The main competitors include not only other established property companies, but also large institutional investors such as private equity/real estate funds, special funds, investment and asset managers as well as global institutional investors such as pension funds and sovereign wealth funds.[39]

109. At the same time, barriers to market entry have increased as access to debt and equity has become significantly more difficult, making it more difficult for many investors to enter the market. alstria believes it is particularly well positioned to compete successfully and grow over the long term in this challenging and selective market environment. Thanks to its sound market strategy, its strong capital base and its ability to successfully master even complex refurbishment projects, alstria is able to continue to add attractive properties to its portfolio and to significantly increase the value of properties in need of refurbishment through targeted and value-enhancing refurbishments. In the competition for solvent, solvent and long-term orientated tenants for its portfolio properties, alstria competes competitively against the aforementioned investor groups and can achieve a sustainable, long-term competitive advantage through its consistent strategy.

2.3.5 RESULTS OF OPERATIONS NET ASSETS AND FINANCIAL POSITION

117. The historical analysis of the results of operations net assets and financial position forms the starting point for analysing corporate planning and for plausibility assessments.[40] For comparison purposes, the business plan for the period 2022 to 2024 has therefore already been compared with the actual figures at this point. The corporate planning for the years 2025 to 2029 is analysed in the chapter**Error! Reference source not found.** in detail.

2.3.5.1 EARNINGS SITUATION

118. The following overview shows the adjusted earnings situation of alstria for the years 2022 to 2024. In general, alstria's published IFRS figures are the basis for the adjusted results of operations net assets and financial position. These have been adjusted to improve comparability with the business plan. For the figures for 2024, the actual figures for the first nine months to 30

[39] See BNP Paribas, Office investment market Germany Q4 2022.

[40] See IDW S 1 as amended in 2008, para. 72 and DVFA recommendations, 2012, p. 23.

September 2024 were taken into account. The remaining three months from 1 October 2024 to 31 December 2024 are a projection:

Adjusted historical earnings situation

in EUR million

	Historical (adj.)			Business Plan				
	2022	2023	2024	2025	2026	2027	2028	2029
Rental income	**182.8**	**192.0**	**197.5**	**192.0**	**196.8**	**193.0**	**186.9**	**185.6**
growth (yoy)	*n/a*	*5.0%*	*2.9%*	*-2.8%*	*2.5%*	*-1.9%*	*-3.2%*	*-0.7%*
Real estate operating expenses	-29.8	-28.1	-28.9	-30.3	-31.0	-31.9	-32.6	-33.3
Net rental income	**153.0**	**163.9**	**168.6**	**161.7**	**165.8**	**161.1**	**154.3**	**152.3**
in % of rental revenues	*83.7%*	*85.4%*	*85.4%*	*84.2%*	*84.2%*	*83.5%*	*82.6%*	*82.1%*
Administrative expenses	-8.7	-9.2	-9.0	-12.6	-9.9	-10.2	-10.4	-10.6
Personnel expenses	-11.1	-10.4	-10.3	-11.9	-12.1	-12.4	-12.6	-12.9
Other operating income	0.9	0.9	0.0	1.0	1.0	1.0	1.0	1.0
Other operating expenses	-0.4	-0.2	-4.2	-4.0	-4.0	-4.0	-4.0	-4.0
Net result from fair value adjustments to investment property	-5.8	-8.2	-10.8	-10.4	-10.5	60.5	41.3	44.3
Net result from the disposal of investment property	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
EBIT	**127.9**	**136.9**	**134.3**	**123.8**	**130.3**	**196.0**	**169.6**	**170.1**
in % of rental revenues	*70.0%*	*71.3%*	*68.0%*	*64.5%*	*66.2%*	*101.5%*	*90.8%*	*91.7%*
Depreciation	1.0	1.6	1.5	1.5	1.5	1.5	1.5	1.5
EBITDA	**128.8**	**138.4**	**135.8**	**125.3**	**131.8**	**197.5**	**171.1**	**171.6**
in % of rental revenues	*70.5%*	*72.1%*	*68.8%*	*65.2%*	*66.9%*	*102.3%*	*91.6%*	*92.5%*
Financial results	-31.0	-53.7	-62.8	-79.9	-81.9	-85.3	-91.4	-90.1
Extraordinary results	-171.4	-736.7	3.6	0.0	0.0	-3.1	-13.8	-11.3
Income before tax	**-74.5**	**-653.6**	**75.1**	**43.9**	**48.4**	**107.6**	**64.4**	**68.7**
Taxes on income	-0.1	0.2	1.9	-3.1	-4.6	-17.1	-18.5	-6.6
Effective tax rate (in%)	*0.1%*	*0.0%*	*2.5%*	*-7.1%*	*-9.5%*	*-15.9%*	*-28.7%*	*-9.6%*
Defered tax	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Annual result	**-74.6**	**-653.4**	**77.0**	**40.8**	**43.8**	**90.5**	**45.9**	**62.1**

Source: alstria corporate information

Adjustments to the historical earnings situation

119. In accordance with IDW S 1 and the DVFA recommendations, the operating surpluses (EBITDA, EBIT) must be adjusted as part of the historical analysis in order to clarify the effective causes

of past performance. Any adjustments made for extraordinary influences must be explicitly explained:

Adjustments to the historical earnings situation
in EUR million

	Historical (unadj.)			Adjustments			Historical (adj.)		
	2022	2023	2024	2022	2023	2024	2022	2023	2024
Rental income	**182.8**	**192.0**	**197.5**	-	-	-	**182.8**	**192.0**	**197.5**
growth (yoy)	*n/a*	*5.0%*	*2.9%*				*n/a*	*5.0%*	*2.9%*
Real estate operating expenses	-29.8	-28.1	-28.9	-	-	-	-29.8	-28.1	-28.9
Net rental income	**153.0**	**163.9**	**168.6**	-	-	-	**153.0**	**163.9**	**168.6**
in % of rental revenues	*83.7%*	*85.4%*	*85.4%*				*83.7%*	*85.4%*	*85.4%*
Administrative expenses	-9.6	-9.2	-9.0	0.9	-	-	-8.7	-9.2	-9.0
Personnel expenses	-16.1	-10.9	-10.3	5.0	0.5	-	-11.1	-10.4	-10.3
Other operating income	16.2	21.0	3.6	-15.3	-20.1	-3.6	0.9	0.9	0.0
Other operating expenses	-3.0	-0.8	-4.2	2.6	0.7	-	-0.4	-0.2	-4.2
Net result from fair value adjustments to investment property	-179.6	-769.5	-10.8	173.8	761.3	-	-5.8	-8.2	-10.8
Net result from the disposal of investment property	2.9	0.1	0.0	-2.9	-0.1	-	0.0	0.0	0.0
EBIT	**-36.2**	**-605.5**	**137.9**	**164.1**	**742.4**	**-3.6**	**127.9**	**136.9**	**134.3**
in % of rental revenues	*-19.8%*	*-315.3%*	*69.8%*				*70.0%*	*71.3%*	*68.0%*
Depreciation	1.0	1.6	1.5	-	-	-	1.0	1.6	1.5
EBITDA	**-35.2**	**-604.0**	**139.4**	**164.1**	**742.4**	**-3.6**	**128.8**	**138.4**	**135.8**
in % of rental revenues	*-19.3%*	*-314.5%*	*70.6%*				*70.5%*	*72.1%*	*68.8%*
Financial results	-38.3	-48.1	-62.8	7.3	-5.7	-	-31.0	-53.7	-62.8
Extraordinary results	0	0	0	-171.4	-736.7	3.6	-171.4	-736.7	3.6
Income before tax	**-74.5**	**-653.6**	**75.1**	-	-	-	**-74.5**	**-653.6**	**75.1**
Taxes on income	-0.1	0.2	1.9	-	-	-	-0.1	0.2	1.9
Effective tax rate (in%)	*n/m*	*n/m*	*n/m*				*0.1%*	*0.0%*	*2.5%*
Defered tax	0.0	0.0	-219.5	-	-	219.5	0.0	0.0	0.0
Annual result	**-74.6**	**-653.4**	**-142.5**	-	-	-	**-74.6**	**-653.4**	**77.0**

Source: alstria corporate information

120. The adjustments to the earnings situation for the period from 2022 to 2024 are presented here. The adjustments were made by ValueTrust in consultation with alstria.

121. Administrative expenses for 2022 were adjusted by EUR 0.9 million. These adjustments are mainly related to legal and consulting fees in view of the changes made following the transaction with Brookfield.

122. The adjustments to personnel expenses totalled EUR 5.0 million in 2022 and EUR 0.5 million in 2023. These mainly comprised the issue of convertible profit participation certificates and effects from the restructuring of remuneration components as a result of the acquisition by Brookfield.

123. Non-cash or non-recurring other operating income includes the valuation of limited partner contributions from non-controlling interests, the reversal of impairment losses on financial assets, the valuation of accounts receivable, energy-related refurbishment grants from KfW and the recharging of special requests from a tenant, which amounted to EUR 15.3 million in 2022, EUR 20.1 million in 2023 and EUR 3.6 million in 2024.

124. Non-recurring expenses, which are included in other operating expenses, of EUR 2.6 million in 2022 and EUR 0.7 million in 2023 mainly comprise legal and consulting fees in connection with the takeover bid and value adjustments on accounts receivable.

125. The net result from the valuation of properties in the investment portfolio from fair value adjustments is adjusted to improve the comparability of the companies' operating business over time. In 2022, the adjustments totalled EUR 173.8 million, in 2023 EUR 761.3 million and in 2024 no adjustments were made.

126. The net result from the sale of properties is adjusted for better comparability of the operating business. This totalled EUR 2.9 million in 2022 and EUR 0.1 million in 2023.

127. The adjustments relating to the financial result amounted to EUR 7.3 million in 2022 and EUR -5.7 million in 2023. These are attributable to the repurchase of own corporate bonds below their issue value and the net result from the valuation of derivative financial instruments at fair value.

128. All non-recurring transactions that were previously adjusted are recognised in the extraordinary result. These repatriated adjustments totalled EUR -171.4 million in 2022, EUR -736.7 million in 2023 and EUR 3.6 million in 2024.

Description of the adjusted, historical earnings situation

129. alstria generates revenues from the letting of office properties in Germany. alstria's revenues increased from EUR 182.8 million in 2022 to EUR 192.0 million in 2023 and subsequently increased to EUR 197.5 million in 2024. In line with the structure of the business plan, revenues from recharged operating expenses are not reported separately in revenues but are offset against the operating costs allocable to tenants in property operating expenses, so that the net amount is included in this figure.

130. The increase in revenue is offset by a decrease in the number of properties from 112 as of 31 December 2021 to 106 as of 31 December 2023. As a result, the total lettable area in alstria's property portfolio decreased slightly from 1.43 million m² at the end of 2021 to 1.40 million m² in 2024. The reduction in total lettable area and the slight increase in vacancy were more than offset by rent increases, which were triggered by the predominant indexation of existing leases and new leases at higher rents. Overall, this resulted in an increase in revenue of 5% in 2023. In 2024, revenue also rose by 2.9%, mainly due to the indexation of rental agreements.

131. The market value of the real estate portfolio decreased during this period from EUR 4.8 billion in 2021 to EUR 4.7 billion in 2022. In 2023, alstria sold another property for a sales price of EUR 3.2 million and completed the sale of a property worth EUR 26.6 million in the first quarter of 2023, which was already signed in December 2022. As a result, the office space in alstria's real estate portfolio further decreased from 1.40 million sqm in 2022 to 1.39 million sqm in 2023. The market value of the property portfolio decreased from EUR 4.7 billion in 2022 to EUR 4.0 billion in 2023. In 2024, the market value of the property portfolio was EUR 4.2 billion.

132. Property operating expenses comprise the sum of allocable and non-allocable operating expenses. Compared to the presentation in alstria's annual report, property operating expenses are shown net of revenue from recharged operating expenses in line with the structure of the business plan. In accordance with IFRS 15, revenue from recharged operating expenses is recognised over the period of performance, which essentially corresponds to the time of expense recognition. alstria assumes a headmaster position with regard to ancillary costs. As a result, the operating costs passed on to tenants are recognised as revenue, but at the same time are already part of property operating expenses and almost completely offset each other in the period under review, which ultimately results in net property operating expenses of EUR -29.8 million in 2022, EUR -28.1 million in 2023 and EUR -28.9 million in 2024.

133. The second part of property operating expenses are non-allocable operating costs and include personnel expenses for property management in the amount of EUR 8.8 million in 2022 and EUR 8.7 million in 2023. Other priority items are maintenance and modernisation at EUR 7.2 million in 2022 and EUR 8.3 million in 2023. in 2023, as well as ongoing maintenance costs and non-allocable operating costs due to vacancies of EUR 4.7 million and EUR 5.7 million in 2022 and EUR 4.7 million and EUR 4.5 million in 2023. In addition, and to a lesser extent, non-allocable operating costs include ongoing costs such as legal and consultancy fees, insurance expenses and electricity costs. These costs fell from EUR 4.0 million in 2022 to EUR 3.4 million in 2023.

134. Net rental income rose from EUR 153.0 million in 2022 to EUR 163.9 million in 2023 and EUR 168.6 million in 2024. Net rental income increased due to the increase in revenue while property operating expenses remained comparatively constant, with the margin as % of total revenues rising from 83.7% in 2022 to 85.4% in 2023 and remaining constant in 2024.

135. Administrative expenses rose from EUR 8.7 million in 2022 to EUR 9.2 million in 2023 before stagnating at EUR 9.0 million in 2024. Administrative expenses include depreciation and amortisation. Depreciation and amortisation amounted to EUR 1.0 million in 2022 and increased to EUR 1.6 million in 2023, falling slightly in 2024 to EUR 1.5 million. The slight increase was mainly due to the increase in depreciation on property, plant and equipment such as furniture and fixtures as well as additions to right-of-use assets in 2023.

136. Personnel expenses for 2022 totalled EUR 11.1 million. In 2023, personnel expenses decreased by EUR 0.7 million and amounted to EUR 10.4 million. In 2024, personnel expenses decreased by EUR 0.1 million to EUR 10.3 million. This change is mainly related to efficiency improvements.

137. Other operating income after adjustments amounts to EUR 0.9 million in 2022 and 2023 and EUR 0 million in 2024.

138. The adjusted other operating expenses amounted to EUR 0.4 million in 2022, EUR 0.2 million in 2023 and EUR 4.2 million in 2024. This increase is related to the annual planned valuation result for the limited partnership contributions of non-controlling interests recognised as liabilities and the valuation of financial assets from 2024.

139. Any non-recurring valuation effects on properties were not planned business events and were therefore largely adjusted. The remaining net result amounts to EUR -5.8 million in 2022, EUR -8.2 million in 2023 and EUR -10.8 million in 2024. The remaining value is related to the accounting adjustment of Brookfield. Revenue from the sale of properties was fully adjusted.

140. Adjusted EBIT thus rose from EUR 127.9 million in 2022 to EUR 136.9 million in 2023. In 2024, adjusted EBIT amounted to EUR 134.3 million. An analysis of the margins shows an increase from 70.0% in 2022 to 71.3% in 2023, which is largely due to rising revenue combined with largely stable, if not slightly falling costs. In 2024, the margin fell again slightly to 68.0% despite a further increase in revenue. This is due to a slight increase in property operating expenses and an increase in other operating expenses from EUR 0.2 million to EUR 4.2 million. This increase is related to the valuation result for the limited partner contributions of non-controlling interests recognised as liabilities and the valuation of financial assets.

141. The adjusted EBITDA shown for information purposes increased slightly from EUR 128.8 million in 2022 to EUR 138.4 million in 2023 and EUR 135.8 million in 2024. The adjusted EBITDA margin, measured in terms of revenue, was therefore 70.5% in 2022, 72.1% in 2023 and 68.8% in 2024. The EBITDA margin increased in line with the EBIT margin during this period.

142. The adjusted financial result amounted to EUR -31.0 million in 2022, EUR -53.7 million in 2023 and EUR -62.8 million in 2024. The financial result is made up of revenue from financial instruments and other interest income, financial expenses and other expenses from financial instruments. The revenue from financial instruments and other interest income mainly resulted from loans and interest income. The decline in the financial result was mainly due to the increase in interest expenses for bank loans. Interest expenses alone rose from EUR 33.1 million in 2022 to EUR 65.9 million in 2023 and further to EUR 79.0 million in 2024. This increase resulted from taking out new loans and refinancing a corporate bond at higher interest rates. In the period from 31 December 2022 to 31 December 2023, the average interest rates for bank liabilities rose from 3.2% in 2022 to 3.8% in 2023, which represents an increase in financing costs for bank loans of 0.6 percentage points. Thus, the increase in interest expenses was due to both

the increased volume of financing and the higher interest rates as a result of the falling financial result. alstria's average interest rates have increased from 2.1%[41] in 2022 to 3.3%[42] in 2024

143. As part of the readjustment, the adjustments made are corrected so that earnings before taxes and net income for the year correspond to the actual figures reported in the annual report.

144. Due to its REIT status, alstria was exempt from corporate income tax and trade tax. Nevertheless, alstria recognised a minor tax expense in the years 2022 to 2024. This results from the subsidiaries of alstria AG, which either act as general partners of real estate partnerships or as REIT service companies. The resulting tax burden amounted to EUR -0.1 million in 2022, EUR 0.2 million in 2023 and EUR 1.9 million in 2024. The tax liabilities mainly result from the tax burden due to the realisation of hidden reserves as a result of the inclusion of the companies in the tax-exempt REIT structure. Due to the expected loss of REIT status on 1 January 2025, deferred taxes in the amount of EUR 219.5 million were recognised for the first time in the 2024 financial year and adjusted accordingly.

145. alstria generated a net loss of EUR 74.6 million in 2022, EUR 653.4 million in 2023 and EUR 142.5 million in 2024. The fluctuations as well as the strong deviation from the net rental income are due to the valuation effects of the properties and the disposal effects of the properties, as well as due to the above-mentioned first-time recognition of a deferred tax liabilities in 2024. Adjusted for the profit / loss from extraordinary results and the deferred tax expenses, alstria generates an adjusted net profit of EUR 96.7 million in 2022, EUR 83.3 million in 2023 and EUR 73.4 million in 2024. For the most part, the annual results are only slightly negatively or positively influenced by the fluctuations, but this effect is more than offset by the increasingly negative financial result.

41 Annual report alstria 2022

42 Interest expense 2024/starting balance of financial liabilities 2024

2.3.5.2 NET ASSETS AND FINANCIAL POSITION

146. The following overview shows the net assets and financial position of alstria as of 31 December of the financial years 2022 to 2024 in accordance with IFRS:

Description of the historical asset and financial position - assets

147. The following table shows the financial position of alstria as of 31 December 2022 to 2024 in accordance with IFRS:

Balance sheet - assets
in EUR million

	Historical (adj.)			Business Plan				
	2022	2023	2024	2025	2026	2027	2028	2029
Intangible assets	0.5	0.6	0.4	0.4	0.4	0.4	0.4	0.4
Investment properties	4,606.8	3,971.3	4,100.9	4,162.8	4,156.8	4,087.8	3,999.8	4,064.8
Property, plant and equipment	19.7	20.3	19.7	19.7	19.7	19.7	19.7	19.7
RoU-assets	0.5	1.1	1.1	1.1	1.1	1.1	1.1	1.1
Financial assets	129.8	111.3	102.5	102.5	102.5	102.5	102.5	102.5
Fixed assets	**4,757.4**	**4,104.6**	**4,224.6**	**4,286.5**	**4,280.5**	**4,211.5**	**4,123.5**	**4,188.5**
Accounts receivable	8.2	10.8	6.4	6.4	6.4	6.4	6.4	6.4
Other assets	6.7	5.8	10.2	10.2	10.2	10.2	10.2	10.2
Properties held for sale	26.6	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Liquid funds	365.0	116.3	73.7	1.0	7.6	66.0	103.0	60.4
Current assets	**406.4**	**132.9**	**90.3**	**17.6**	**24.2**	**82.6**	**119.6**	**77.0**
Total assets	**5,163.8**	**4,237.5**	**4,314.9**	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**

Source: alstria corporate information

148. alstria's total assets decreased from EUR 5,163.8 million in 2022 to EUR 4,237.5 million in 2023. As of 31 December 2024, total assets increased by EUR 77.4 million to EUR 4,314.9 million. Investment properties accounted for 94.9% of total assets as of 31 December 2024, 93.7% as of 31 December 2023 and 89.2% as of 31 December 2022 and thus had a significant impact on alstria's financial position.

149. In the past, the balance sheet item intangible assets was around EUR 0.5 million in 2022 and EUR 0.6 million in 2023. As of 31 December 2024, the value of intangible assets was around EUR 0.4 million. These intangible assets include licences for other rights and software licences. Their useful lives are estimated to be between one and ten years.

150. Investment properties ("property portfolio") fell from EUR 4,606.8 million in 2022 to EUR 3,971.3 million in 2023 and increased to EUR 4,100.9 million in the following year 2024. The property portfolio is recognised at fair value on the respective balance sheet date and is therefore subject to regular measurement effects. In 2022 and 2023, a loss from the valuation at fair value of EUR 179.6 million and EUR 769.5 million respectively was recognised in the income statement. The lower valuations of the properties resulted primarily from the rise in interest rates and the restrained market demand in the property sector. The main driver of the decline in the fair value of the property portfolio was the increase in the discount rate used in the valuation, which rose from 4.3% in 2022 to 5.0% in 2023. In addition, uncertainties such as inflation, the economic situation and specific factors in the property market, such as increased construction and financing costs, had a negative impact on market sentiment. In 2022, alstria sold five properties for a total sales price of EUR 188.1 million, realising a book profit of EUR 19.6 million. In 2023, two properties were sold for a total of EUR 29.8 million, resulting in a book profit of EUR 0.9 million. The initial increase in the market value of properties in recent

years was supported by the ECB's low interest rate environment until the third quarter of 2022, which led to increased investment in property and thus caused property prices to rise. The subsequent substantial devaluation affected almost the entire property portfolio and was mainly due to the significant rise in interest rates over the course of 2023, which had a major impact on the commercial property market in particular. The effect in 2024 is only slightly negative. The falling interest rates over the course of the second half of the year had a positive and thus counteracting effect on the valuation of the properties.

151. alstria utilised space in four of its office properties in Hamburg, Berlin, Düsseldorf and Frankfurt for its own administrative purposes. The land and buildings intended for own use were therefore recognised under property, plant and equipment. Additional space in Stuttgart was recognised as owner-occupied space in the balance sheet until the property is sold in 2022. In addition to owner-occupied property, plant and equipment also included right-of-use assets in accordance with IFRS 16 as well as operating and office equipment. This item also included a forest property with an area of 2,168 hectares, which was acquired in the 2021 financial year for sustainable management and use. Property, plant and equipment increased from EUR 19.7 million in 2022 to EUR 20.3 million in 2023 and then rose again to EUR 19.7 million in 2024.

152. The financial assets in the balance sheet include derivative financial instruments as part of financial assets and equity-accounted investments. Financial assets totalled EUR 129.8 million in 2022, EUR 111.3 million in 2023 and EUR 102.5 million in 2024. Financial assets represent the largest item within financial assets and accounted for 73.1% in 2022, 85.7% in 2023 and 92.1% in 2024. Derivative financial instruments exclusively comprised interest rate swaps and interest rate caps. As of 31 December 2022, derivative financial instruments in the amount of EUR 34.8 million were recognised in the balance sheet, which fell to EUR 15.9 million as of 31 December 2023. EUR 6.6 million was recognised under non-current assets and EUR 9.4 million under current assets. alstria has fully collateralised the obligations from variable interest rate loans. As of 31 December 2024, derivative financial instruments decreased further to EUR 8.1 million. Derivative financial instruments accounted for around 27.8% of total financial assets as of 31 December 2022, around 13.3% as of 31 December 2023 and around 7.9% as of 31 December 2024.

153. Accounts receivable consist mainly of rent and ancillary cost receivables arising from alstria's leases. These totalled EUR 8.2 million in 2022, rose to EUR 10.8 million in 2023 and fell again to EUR 6.4 million in 2024.

154. Other assets comprise various current receivables, including creditors with d EBIT balances, maintenance reserves, cash in transit, interest receivables, advance payments and VAT receivables. This item serves to cover short-term liquidity requirements and comprises receivables due within one year. Other assets totalled EUR 6.7 million in 2022, decreased to EUR 5.8 million in 2023 and increased to EUR 10.2 million in 2024.

155. The item properties held for sale comprises those properties that are earmarked for sale in the next financial year. As of 31 December 2022, the value of these properties amounted to EUR 26.6 million. No further properties held for sale are reported in this balance sheet item for the following years, meaning that the value will remain at EUR 0 until 2024.

156. Cash and cash equivalents mainly consist of cheques, cash in hand, balances at the Bundesbank and bank balances. Cash and cash equivalents fell from EUR 365.0 million in 2022 to EUR 116.3 million in 2023. In 2024, cash and cash equivalents fell further to EUR 73.7 million. The decline in cash and cash equivalents resulted from high special dividend payments totalling around EUR 1 billion, increased refinancing costs due to new loans and refinancing at higher interest rates.

Description of historical assets and financial position - equity & liabilities

157. The following overview presents the financial position of alstria as of 31 December of the financial years 2022 to 2024 in accordance with IFRS:

Balance sheet - equity & liabilities

in EUR million

	Historical (adj.)			Business Plan				
	2022	2023	2024	2025	2026	2027	2028	2029
Common stock	178.3	178.6	178.6	178.6	178.6	178.6	178.6	178.6
Additional paid-In capital	507.6	246.0	246.0	246.0	246.0	246.0	246.0	246.0
Retained earnings	36.1	36.1	36.1	36.1	36.1	36.1	36.1	36.1
Profit/Loss carryover	1,923.9	1,849.3	1,156.9	1,019.5	1,040.3	1,084.1	1,174.5	1,220.5
Balance sheet profit/loss	-74.6	-692.4	-137.3	20.8	43.8	90.5	45.9	62.1
Equity	**2,571.4**	**1,617.5**	**1,480.2**	**1,501.0**	**1,544.7**	**1,635.2**	**1,681.1**	**1,743.3**
Corporate bonds	1,427.0	1,077.2	980.7	645.5	311.4	0.0	0.0	0.0
Mortgage loans	893.3	1,321.5	1,419.6	1,724.1	2,016.0	2,267.0	2,171.1	2,132.7
Promissory notes	78.2	40.7	40.0	40.0	40.0	0.0	0.0	0.0
Lease liabilities	5.7	5.4	5.4	5.4	5.4	5.4	5.4	5.4
Interest-bearing liabilities	**2,404.1**	**2,444.8**	**2,445.7**	**2,415.1**	**2,372.8**	**2,272.7**	**2,176.7**	**2,138.3**
Accounts payable	3.6	4.7	3.2	3.2	3.2	3.2	3.2	3.2
Limited partners' contributions of non-controlling shareholders	121.0	98.3	96.8	95.9	95.0	94.2	93.1	91.9
Other liabilities	63.7	72.1	289.0	289.0	289.0	288.9	289.0	288.9
Non-interest-bearing liabilities	**188.2**	**175.1**	**389.0**	**388.1**	**387.2**	**386.3**	**385.3**	**384.0**
Total equity & liabilities	**5,163.8**	**4,237.5**	**4,314.9**	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**

Source: alstria corporate information

158. The equity of alstria consists of subscribed capital, additional paid-in capital and retained earnings. As of 31 December 2023, the common stock amounted to EUR 178.3 million, in 2023 and 2024 the common stock increased slightly to EUR 178.6 million. This increase is due to the conversion of convertible profit participation certificates in the second half of 2023, in which 270,300 new alstria shares were issued. As of 31 December 2022, the additional paid-in capital amounted to EUR 507.6 million, representing 19.7% of total equity. As of 31 December 2023, retained earnings decreased to EUR 246.0 million and remained unchanged in the following year 2024. Retained earnings remained constant at EUR 36.1 million over the three-year period under review and have historically been generated by positive consolidated earnings, which the company did not distribute in full in order to strengthen the equity base and maintain financial flexibility. Nevertheless, retained earnings were not sufficient to fully finance the 2023 dividends, which is why additional funds were utilised from the paid-in capital. Total equity fell from EUR 2,571.4 million in 2022 to EUR 1,617.5 million in 2023. This decline is driven by a special dividend distribution in 2022 in the amount of EUR 750 million and a further dividend distribution in the amount of EUR 750 million. and a further dividend distribution of EUR 262.5 million (of which EUR 251.7 million was a special dividend) in 2023. and the negative consolidated net result for 2023 of EUR 653.4 million, mainly due to the accumulated loss of EUR 137.3 million.

159. The liabilities of alstria consist of interest-bearing liabilities and interest-bearing liabilities.

160. Interest-bearing liabilities consist of corporate bonds, land charge loans, promissory note loans, lease liabilities and pension liabilities, whereby the development of interest-bearing liabilities is mainly driven by loan and bond liabilities. The composition of loans and bonds includes both

fixed-interest and variable-interest loans with different terms and maturities. The main maturities are structured as follows: Loans with maturities of less than one year amount to EUR 257 million, and a further EUR 500 million will fall due in 2026 and 2027. The corporate bonds have maturities in the years 2025 to 2027, with an amount of EUR 400 million in 2025 and EUR 350 million in 2026. In addition, a revolving credit line of EUR 200 million has been set up to ensure short-term liquidity. The decrease in corporate bonds and the increase in land charge loans at alstria are due to a restructuring of the financing, which takes advantage of access to more favourable financing options through secured loans (land charge loans). As land charge loans are secured by real estate, they offer more favourable interest terms compared to unsecured corporate bonds. In addition, the current market structure allows alstria to benefit from EURIBOR-linked variable interest rates on mortgage loans, which are often more flexible and attractive in a low interest rate environment compared to fixed interest rates on bonds.

161. Interest bearing liabilities increased slightly from EUR 2,404.1 million to EUR 2,444.8 million in the period from 2022 to 2023 and decreased slightly to EUR 2,445.7 million in 2024. This moderate increase resulted from strategic adjustments such as restructuring and refinancing. alstria took the opportunity to partially repay existing bonds and at the same time take out new loans with more favourable interest rates in order to secure liquidity and make the capital structure more flexible. Although interest bearing liabilities increased only slightly in the period under review, the loan-to-value (LTV) ratio changed significantly. The net LTV rose from 43.7% at the end of 2022 to 58.2% at the end of 2023, which is mainly due to the additional debt and the devaluation of the property portfolio. This increase also impacted alstria's credit rating. The credit rating agency S&P downgraded the rating from BBB (investment grade) to BB+ (speculative grade) and reduced it to BB on 19 March 2024.

162. The non-interest-bearing liabilities in the amount of EUR 389.0 million as of 31 December 2024 consist of accounts payable, limited partner contributions from non-controlling interests and other liabilities, which mainly include deferred tax liabilities. Other liabilities in turn consist largely of outstanding invoices, deposits and security deposits received, liabilities in connection with derivative financial instruments and, to a lesser extent, other current liabilities. The limited partnership contributions of non-controlling interests relate to limited partnership interests in alstria office Prime Portfolio GmbH & Co KG, which are not held by alstria. In accordance with IFRS regulations, these are recognised as liabilities in the consolidated financial statements. Accounts payable increased from EUR 3.6 million in 2022 to EUR 4.7 million in 2023 and decreased to EUR 3.2 million in 2024. Other liabilities increased from EUR 63.7 million in 2022 to EUR 72.1 million in 2023 and further increased to EUR 69.1 million in 2024. The increase in 2023 is mainly due to the development of derivative financial instruments. With the loss of REIT status at the end of 2024, deferred tax liabilities were recognised, which amounted to EUR 219.9 million at the end of 2024 and were recognised due to the existing differences between the IFRS and tax carrying amounts.

2.3.6 SWOT ANALYSIS

163. In the following, a positioning of alstria is presented from an internal perspective (company and resource analysis) based on the strengths and weaknesses of the company and from an external perspective (market and competition analysis) based on opportunities and arising from the market and competitive environment. The core competences of alstria on the one hand and the value drivers of the industry on the other hand result in company-specific opportunities and risks for alstria.

Company and resource analysis

2.3.6.1 STRENGTHS

164. The main strengths of alstria include:

165. alstria is a leading office property company in Germany and has strategically focused on the large, stable office markets in five of the "Top 7" cities: Hamburg, Berlin, Düsseldorf, Frankfurt and Stuttgart. These cities are characterised by high economic activity and stable demand for office space. One locational advantage lies in the choice of A-locations with high rental yields and stable demand.

166. As of 31 December 2023, alstria had an average remaining lease term (WAULT) of 5.3 years and an occupancy rate of around 83%[43] . alstria also has long leases with tenants with strong credit ratings. This enables stable rental income with low default risks. In addition, alstria has a solid tenant structure consisting mainly of contractual tenants with a public sector background or major international companies with an investment grade rating. The focus on a small number of high quality tenants contributes to careful risk management, which enables alstria to monitor the credit and liquidity situation of the main tenants consistently and in detail.

167. In addition, alstria is able to maximise its rental yield through its successful buy-and-manage approach. In doing so, alstria strives for organic growth by continuously increasing the value of its investments through active asset and portfolio management. An experienced team with local expertise in the real estate sector and an operational presence in the key German office markets enables alstria to implement value-enhancing measures in a targeted manner and to further optimise the portfolio with development potential. By focusing on sustainable measures in the portfolio, alstria also benefits from the growing demand for energy-efficient and ESG-compliant buildings, which strengthens its competitive position in the long term.

[43] See vacancy rate in relation to total lettable office space according to alstria corporate information.

168. alstria's efficient approach, combined with the establishment of regional investment clusters in the five most important German office property markets, enables the cost-efficient management of local property portfolios. Local teams responsible for asset and property management are located in the local offices in Düsseldorf, Frankfurt am Main, Stuttgart, Berlin and Hamburg, increasing their presence in the local property markets.

169. alstria also has extensive expertise in the investment and management of office buildings, as the company focuses mainly on office properties in major German cities.

2.3.6.2 WEAKNESSES

170. The main weaknesses of alstria include:

171. alstria's geographical focus on Germany makes the company vulnerable to negative national trends and political decisions. In addition, alstria is mainly specialised in office real estate, which makes the company more susceptible to fluctuations in this market segment. The specialisation in office properties increases the risk of market volatility in this segment, particularly due to the increasing flexibility in working models (e.g. home office).

172. The development of the market value of the properties, rental prices, achievable rental yields and acquisition activity depend, among other things, to a large extent on the development of the interest rate environment and are therefore heavily dependent on the interest rate level and realisable rental yields. In addition, the market value of the property portfolio plays a significant role with regard to the cost and availability of debt capital, as alstria has an increased net LTV of 58.3% at the end of 2023. The high level of debt makes alstria vulnerable to rising borrowing costs, especially in times of rising interest rates, which can have a significant negative impact on FFO. In addition, alstria's financing is dependent on its debt rating, which influences the terms and collateral and poses a significant risk when leverage is high.

173. In recent years, the low interest rate environment and yield compression have led to a continuous rise in property prices and high transaction volumes. Even though the purchase volume was comparatively low overall, past acquisitions were carried out at very high purchase prices in a long-term historical comparison, which increases the pressure for these investments to pay off through improved operating performance.

174. Part of alstria's real estate portfolio consists of older office buildings that require extensive modernisation when tenants change in order to remain competitive and meet modern requirements. At the same time, alstria maintains long-term leases in some cases, which provide stability but offer little flexibility to react to short-term market changes. This limits alstria's ability to adjust rents promptly in a dynamic market environment or to realise new lettings at higher market prices. Due to the age structure of the portfolio, historical rental income per m^2 of office space is still below the average rents of the top 7 locations.

175. The adaptation of the portfolio to future tenant requirements requires substantial investments in the development of the properties. The success of the investments depends on alstria correctly assessing future tenant requirements on the one hand and on the ability to carry out the planned modernisations at the planned investment costs on the other. Rising construction and material costs could delay or jeopardise the realisation of new projects and significantly reduce profitability.

176. alstria is strongly focussed on the German office market, which has experienced structural changes and weaknesses in demand since the COVID-19 pandemic. The decline in demand for office space in central locations, combined with higher interest rates and declining economic momentum, is putting alstria under greater pressure than other property groups.

177. alstria's tenant base is not very diversified in terms of economic sectors, lease terms, utilisation profile and geographical focus, which means that there is currently a major cluster risk. In addition, rental income only comes from a limited number of tenants, with 38% of the total rent as of 31 December 2023 attributable to just a few main tenants. This concentration creates a certain dependency, as alstria is heavily dependent on the credit and liquidity situation of these tenants. Non-renewal of leases or payment defaults could therefore have a significant impact on the company's financial stability and income situation. At the same time, 35% of rental income is attributable to government tenants, which mitigates the risk of potential rent defaults.

178. Furthermore, the upcoming loss of the REIT status will result in costs. After the loss of the REIT status, alstria will become taxable and will have to pay corporate income tax and trade tax, which will lead to an additional burden.

2.3.6.3 OPPORTUNITIES

Market and competition analysis

179. From a market and competitive perspective, the following key opportunities arise for alstria:

180. Rising energy costs and growing pressure from ESG standards are driving demand for energy-efficient office space. alstria could benefit from this trend by upgrading existing properties to energy-efficient standards and thus increasing their attractiveness for potential tenants. alstria could sustainably reduce refinancing costs by optimising its financing strategy as interest rates fall. In addition, further potential could be realised through increased development activity and targeted acquisitions and sales of properties, especially when interest rates are low and the transaction market recovers. This would ease the burden on loan-to-value (LTV) covenants and further strengthen financial stability. However, the focus would be on securing stable rental income from existing contracts and flexibly adapting the properties to the changing demand for space in order to promote long-term tenant loyalty.

181. For companies, the location of the office and the facilities of the office space play an increasingly important role in the recruitment of skilled labour, among other things. The demand for high-quality, prestigious space could therefore increase. alstria could benefit from the increased demand as it could achieve higher rents with this space.

182. Despite the rise in inflation and significant increases in interest rates, property could continue to represent a solid and stable asset class due to the long-term historical comparison. In addition, acquisitions could be favoured again at a later date by better availability of equity and debt capital, although this is not yet the case. However, this could come about if interest rates fall and institutional investors in particular return to the office property market. In this context, the increasing demand for attractive investment opportunities could open up opportunities for the opportunistic sale of properties at good conditions, provided that transaction volumes increase again.

183. Due to its solid development in the past and its good standing in the German market, alstria is increasingly perceived as a reliable and long-term orientated real estate partner. This could provide better opportunities to extend leases in the future and also open up access to further acquisition opportunities.

184. Focussing on ESG-compliant measures could open up opportunities for alstria to attract tenants with strong long-term credit ratings and increase rental income. Instead of prioritising new construction projects, alstria could focus on the ecological and cost-conscious further development of existing properties. This approach would not only improve sustainability and meet the increasing demand for sustainable real estate but could also promote a more economical utilisation of the existing portfolio and potentially offer higher returns. In this way, alstria could position its buildings more attractively and reap the benefits of an ESG-compliant focus.

2.3.6.4 THREATS

185. From a market and competitive perspective, the following material threats arise for alstria:

186. As the commercial property market is comparatively susceptible to fluctuations in the economy as a whole, macroeconomic trends, political developments and changes to the regulatory framework influence a wide range of factors. For example, the occupancy rate, the development of rental prices or the creditworthiness of potential tenants and property buyers could be affected by deteriorating economic conditions. Due to the Covid-19 pandemic, working from home has become widespread in Germany. Many companies have decided to allow their employees to work from home more in the future. However, this means that companies are tending to reduce their office space instead of expanding it (new work concepts).

187. The German economy is currently facing recession worries and uncertainty regarding the further development of inflation and interest rates. In addition to the consequences of the war in Ukraine, factors such as ongoing supply chain problems and the ECB's restrictive interest rate policy continue to contribute to the uncertain situation. The commercial lettings market is stable despite the challenging economic environment, while transaction volumes could remain subdued due to ongoing market uncertainties. The ongoing supply chain problems are resulting

in bottlenecks for components, raw materials and intermediate products. For alstria, there is a threat of delays in development projects.

188. The clearly expansive monetary policy was ended by the central banks, which initially led to rising interest rates. This led to lower property valuations, which would worsen the opportunities and conditions for future borrowing. However, borrowing costs are now falling again due to the ECB's first interest rate cuts. Nevertheless, the ECB is not returning to its previous bond-buying programme, which kept interest rates particularly low in the past and offered favourable financing options. Rising borrowing costs in the long term could reduce the potential returns on property and slow down activity in the property sector.

189. One risk to the implementation of the growth strategy through acquisitions is that sellers may continue to maintain excessive purchase price demands and the transaction market may therefore not return to a higher level of activity. A lack of attractive properties for sale - particularly those that are strategically located, in good condition or already partially let - or a limited availability of acquisition financing could limit the attractiveness of potential purchases and thus the growth strategy. In addition, excessive purchase prices in the office property sector, which are no longer justified by the operational development of the properties, could have a significant negative impact on realisable returns. Finally, this would also make opportunistic sales to finance necessary developments more difficult.

190. In addition, significant price increases for construction services were observed due to high demand, labour shortages, increased material and energy costs, supply bottlenecks and shortages of raw materials for new private and commercial buildings. These price increases not only make the planned refurbishment of existing properties more difficult, but also harbour the risk that modernisation work that has already begun will not be carried out with sufficient profit or will be significantly delayed. There is also the risk that potential tenants will no longer want to commit to pre-letting after modernisation due to increased rental costs, which could make it more difficult to re-let. Furthermore, there is a risk in re-letting in the coming years, particularly if properties are not modernised and not adapted to the changed demand, which can lead to possible vacancy costs and re-letting costs.

191. The property sector is characterised by intense competition, meaning that there is a of increasing price pressure with lower margins. Rising energy prices could also have a negative impact on the development of net cold rents, as the development of total costs is fundamentally relevant for tenants and higher energy costs limit the increase in net cold rents. An economic slowdown in Germany could also lead to a decline in employment and thus reduce demand for office space, which could result in vacancies or lower rental income for alstria.

192. There are also risks for alstria, such as changes in legislation, which could have an impact on key regulatory requirements and the corporate structure of alstria companies. New legal regulations in this area could lead to higher costs due to increasing regulatory requirements. Overall, the risks in the legal environment are still classified as low compared to the previous year. alstria has realised the loss of the REIT status as of the valuation date. The loss of REIT status is accompanied by considerable tax consequences, as the company will become liable for tax and the taxes to be paid will therefore have a negative impact on liquidity.

2.3.6.5 AGGREGATED OPPORTUNITY/RISK PROFILE

Opportunities

193. For alstria, the combination of internal strengths and market opportunities results in the following significant opportunities as of the valuation date:

194. With regard to the German property market, opportunities could arise in particular for property sales. alstria's property portfolio is located in the most attractive German office property market, which could potentially generate attractive sales proceeds.

195. Structured, active asset and property management is the basis for a positive tenant relationship. In addition, the small number of tenants makes it possible to respond specifically to the requirements of existing tenants. The company has the knowledge and resources to deliver solutions and fulfil tenants' requirements. Especially in uncertain times, it is important to have long average lease terms and a low vacancy rate. A positive tenant relationship could secure sustainable and long-term cash flows.

196. alstria's properties have a competitive advantage due to the high level of investment made to optimise the fit-out and condition of the buildings and to make them more energy efficient. Potential tenants are looking for energy-efficient space, primarily due to the rise in energy costs. In addition, awareness of the sustainability contribution of property investments is growing and could therefore additionally increase the demand for certified office buildings that meet the sustainability requirements of the market.

197. In addition, sustainable, value-enhancing development opportunities could offer the chance to increase rental income and make it easier to attract tenants with good credit ratings when tenants change.

198. The solid tenant structure and the focus on long-term contracts provide alstria with stable, reliable income and a strengthened market position. Thanks to the focus on tenants with strong credit ratings - including major international companies and public institutions as main tenants - default risks are low. This should give alstria a high degree of resilience even in economically challenging times.

199. alstria could continuously optimise existing real estate assets through a buy-and-manage approach and strategically sell properties when market conditions are favourable in order to realise profits. This approach could make it possible to maximise returns while increasing cash

flow through the sale of selected properties. This could increase flexibility and create financial resources for further investments.

200. By focussing on the large, stable office markets of the "Top 7" cities in Germany (Hamburg, Berlin, Düsseldorf, Frankfurt, Stuttgart and Cologne) and by investing in ESG-compliant and energy-efficient properties, alstria could further increase the occupancy rate. A-locations in these cities are in demand even in times of crisis, which should lead to lower vacancy rates and higher rental income. This demand for centrally located, sustainable office space could secure a good market position for alstria and could attract additional tenants.

201. Thanks to its solid financing strategy and good credit rating, alstria has the opportunity to further reduce its borrowing costs in the event of a decline in interest rates. This would relieve the operating cash flow and provide alstria with additional financial headroom. The leeway gained could be used strategically to repay existing debt in a targeted manner or to reinvest in new investment projects. By optimising its capital structure in this way, alstria could increase its profitability and sustainably strengthen its position in the market, which would have a direct positive impact on the income statement.

Risks

202. On the other hand, alstria is exposed to risks arising from a combination of weaknesses and on the market. The main risks are

203. The macroeconomic challenges posed by the Covid-19 pandemic have been exacerbated by the conflict in Ukraine. The current economic slowdown in the German market could therefore have a medium to long-term impact on the German office property market, as a decline in the number of employees could result in lower demand for office space. As alstria specialises almost exclusively in office properties, this could lead to lower rental income.

204. As a property company, alstria has been operating in an environment of sharply rising interest rates in recent years, which has led to low transaction volumes, differing purchase price expectations on the part of buyers and sellers, rising rents and falling yields. What was favourable for the development of the market value of properties during the previous period of low interest rates has been reversed by the current rise in interest rates. A devaluation of properties ultimately has a negative impact on refinancing options. In addition, alstria's rising debt-to-equity ratio could further increase financing costs.

205. There is also a risk that growth potential will be restricted. The high purchase prices may not be justified by the operational development of the properties and the expected returns may not be realised.

206. Furthermore, important development measures could be significantly delayed. Rising construction costs, the availability of raw materials and skilled labour could slow down the implementation of value-enhancing redevelopment and repositioning opportunities.

207. In order to ensure the competitiveness of older office buildings in the portfolio, comprehensive modernisation measures are often required when tenants change. These refurbishments, which must take into account sustainability and energy efficiency standards in particular, can entail high capital investments (capex) and could have a negative impact on the profitability of the portfolio. There is also the risk that the large number of long-term tenancy agreements makes it difficult to adapt promptly to market changes and rising rents, which could limit the flexibility to react quickly to a dynamic market environment.

208. alstria has lost its tax-favoured REIT status. The loss of REIT status means that alstria will be subject to German corporate income tax and trade tax, which could lead to significant additional tax burdens. The tax liability has a direct impact on the company's financial flexibility.

209. Furthermore, alstria is heavily dependent on a small number of main tenants, which account for a significant portion of its rental income. This concentration on a small number of tenants entails the risk that the default or cancellation of a long-term lease with one of these main tenants could have a significant financial impact. If a main tenant does not renew the rental agreement or is no longer able to pay the rent, this could lead to a short-term loss of income and an increase in vacancies. Such a loss of income would affect the stability of rental income.

210. The opportunity-risk profile of alstria is also used to assess the plausibility of the business plan and the selection of the group of comparable companies (peer group).

2.3.7 COMPARABLE COMPANIES (PEER GROUP COMPANIES)

211. Information on peer group companies (so-called "peer group") is regularly used to analyse and check the plausibility of the earnings power and to assess the risk of the expected payments of the valuation object. The peer group is an essential component of a business valuation, as it is required for the industry comparison of the business plan (so-called benchmarking analysis), for the market-oriented valuation (e.g. multiple method) and the derivation of capital costs (e.g. beta factor).

2.3.7.1 APPROACH AND SELECTION OF PEER GROUP COMPANIES

212. Companies in the same sector or with a comparable product and market structure are generally suitable for the selection of the peer group. It is neither possible nor necessary for the companies selected according to these criteria to be absolutely identical to the valuation object. However, the future cash flows of the companies selected as comparable and the company to be valued should result from a largely identical business model. However, capital market data is required for the market-oriented valuation (e.g. multiple method) and the derivation of capital costs (e.g. beta factor). For this reason, and in view of the generally limited (public) availability

of information and relevant data on unlisted companies, in practice the peer group primarily includes companies listed on the capital market.

213. Listed companies with a comparable business model and range of services were analysed for the selection of the peer group. Based on a broad population of companies that essentially operate as property portfolio holders, a large number of national and international companies were identified for comparison purposes on the basis of qualitative factors. The selection of the comparable companies that can ultimately be used is based on a scoring model, which is used to assess the comparability of the peer group companies with the valuation object. As part of the scoring model, the relevant companies were analysed according to qualitative and quantitative criteria and compared with the valuation object.

214. The qualitative criterion "operational comparability" was used to check whether the peer group companies come from the same or a similar industry or have a similar business model. This is intended to ensure that the companies are subject to similar operational influences and trends. The second criterion, "regional comparability", ensures the geographical reference to the valuation object. Companies in different markets may be subject to different political, economic and cultural influences and may therefore not be directly comparable with one another. The qualitative criteria of operational and regional comparability are measured on a 5-point scale ranging from "none" to "very high".

215. alstria's business model is characterised by its focus on the management and letting of office properties. Based on this, 47 companies were identified as potential peer group companies (longlist) on the basis of qualitative and quantitative factors. Firstly, all listed companies with "office" or "commercial" in their business description were recorded. The next step was to select companies that are property portfolio holders and generate at least 30% of their rental income from letting office properties. In addition, care was taken to ensure that at least 50% of their portfolio consisted of commercial property. The peer group comprises companies that fulfil these criteria in full, including the condition that at least 20% of their revenue is generated in the DACH region.

216. In addition, the peer group includes companies that do not fulfil all quantitative criteria but were included due to a particularly high level of operational comparability and manual research. These companies have an office share of at least 75%, but in some cases do not fulfil other factors, such as the turnover criteria in the DACH region. They were integrated into the peer group due to their high comparability with the business model and their relevance for the analysis.

217. The analysis of the comparable companies ultimately led to a selection of 16 peer group companies. As part of a scoring analysis, the identified companies were valued using selected quantitative criteria such as size (revenue), profitability (expected EBITDA margin), growth prospects

(expected revenue growth, CAGR), net LTV and net rental yield. These criteria are based on fundamental analysis and empirically increase the quality of purely qualitative selection criteria.

218. All the criteria listed above, both qualitative and quantitative, are given equal weight in the scoring analysis. The analysis of the peer group companies ultimately leads to the following result:[44]

Comparable companies	Country	Rental revenue growth p.a. 2023-2024	EBITDA margin 2023	EBIT margin 2023	Net LTV 2023	Net rental yield 2023
PSP Swiss Property AG	Switzerland	5.4%	89.7%	83.0%	37.2%	3.2%
CA Immobilien Anlagen AG	Austria	3.3%	108.4%	59.7%	39.6%	3.5%
Hamborner REIT AG	Germany	1.4%	73.7%	71.4%	45.3%	5.2%
EPIC Suisse AG	Switzerland	3.8%	80.2%	76.7%	40.5%	3.9%
Aroundtown SA	Luxembourg	n/a	66.6%	79.3%	42.9%	3.8%
IREIT Global	Singapore	11.3%	65.3%	65.3%	34.5%	5.4%
Inovalis Real Estate Investment Trust	Canada	n/a	11.5%	56.0%	49.0%	4.8%
Sirius Real Estate Limited	Guernsey	7.0%	64.4%	61.3%	33.8%	7.6%
CLS Holdings plc	United Kingdom	n/a	77.8%	61.6%	45.6%	4.4%
Gecina	France	3.9%	76.8%	78.4%	34.7%	3.3%
NSI N.V.	Netherlands	2.2%	70.1%	69.1%	30.2%	5.1%
Inmobiliaria Colonial, SOCIMI, S.A.	Spain	4.2%	82.9%	80.4%	41.0%	3.0%
Vitura SA	France	n/a	80.9%	81.5%	58.1%	3.6%
Derwent London Plc	United Kingdom	0.1%	72.9%	70.3%	26.7%	3.9%
Helical plc	United Kingdom	-23.2%	50.5%	n/a	34.0%	n/a
Great Portland Estates Plc	United Kingdom	n/a	48.8%	25.9%	41.0%	3.1%
alstria office REIT-AG	Germany	2.9%	72.1%	71.3%	54.3%	3.8%
Average		1.8%	71.4%	68.0%	39.6%	4.2%
Median		3.8%	75.3%	70.3%	40.0%	3.9%

Source: S&P Capital IQ, ValueTrust analysis

2.3.7.2 PEER GROUP OVERVIEW

219. The companies included in the peer group, in particular their respective business activities, can be summarised as follows:

PSP Swiss Property Ltd

220. PSP Swiss Property is one of the leading property companies in Switzerland, founded in 1999 and headquartered in Zug. The company specialises in the management and development of office properties in central locations in Switzerland's main economic centres, particularly in Zurich and Geneva. PSP Swiss Property pursues a long-term strategy aimed at acquiring, managing and holding high-quality properties to ensure sustainable growth and stability. At the end of June 2024, the company employed a total of 98 people, corresponding to 87 full-time positions. As of 30 June 2024, PSP Swiss Property's real estate portfolio comprised a total of 157 proper-

[44] Appendix 2 "Peer group selection" shows the population of the peer group, in which all relevant companies are listed that were analysed and compared according to qualitative and quantitative criteria as part of the scoring model.

ties as well as 10 sites and development projects. Of these 157 properties, 64% are office properties, while the remainder are divided between retail, gastronomy and other types of use. The total balance sheet value of the portfolio is CHF 9.7 billion.

CA Immobilien Anlagen AG

221. CA Immobilien Anlagen AG, founded in 1987, is a leading property company headquartered in Vienna, Austria. The company specialises in the letting and development of high-quality office properties, particularly in the central capitals of Germany, Austria and the CEE region. The focus is on creating a high-quality, high-yield property portfolio that ensures long-term value creation. As of 30 June 2024, CA Immobilien Anlagen AG's property portfolio comprised assets worth EUR 5.1 billion. Around 66% of this portfolio is located in Germany, which underlines the importance of this market for the company. Overall, the portfolio consists mainly of office properties, which account for around 95% of the total value, while the remainder is split between retail and hotel properties. The company recorded an occupancy rate of 88.1% in the first half of 2024 with a total usable space of over 1.1 million square metres.

CLS Holding plc

222. CLS Holding plc, founded in 1987, is a property investment and management company listed on the London Stock Exchange and based in London, UK. The company focuses on commercial property investments with a particular emphasis on office properties in the economic centres of the UK, Germany and France. CLS aims to achieve long-term value growth through the strategic management and development of its property portfolio, with a focus on sustainable and profitable lettings. As of 30 June 2024, CLS Holding's property portfolio comprised a total of 81 office properties with a total lettable area of 587,000 square metres. The total value of this portfolio amounted to GBP 1.9 billion.

Hamborner REIT-AG

223. Hamborner REIT-AG, based in Duisburg, Germany, is a listed property company organised as a real estate investment trust (REIT) and listed on the SDAX. The company was founded in 1953 and focuses primarily on the acquisition and management of office and retail properties. The company had a total of 52 employees at the end of June 2024. Hamborner REIT-AG's property portfolio is diversified across Germany and comprises a total of 67 properties with a total value of around EUR 1.46 billion as of 30 June 2024, including 28 office properties with a value of EUR 640.5 million. The company also holds 39 retail properties, which play a significant role in its portfolio.

Aroundtown SA

224. Aroundtown SA is a Luxembourg-based property company that focuses on high-quality properties with strong potential for value appreciation. The company invests primarily in centrally located properties in major European cities, particularly in Germany, the Netherlands and London. Founded in 2004, the company has grown strongly and now has a diverse portfolio that includes both commercial and residential property. Aroundtown's property portfolio consists of 39% office buildings, mainly in prime locations in cities such as Berlin, Frankfurt and Munich, making Aroundtown one of the largest office landlords in these cities. The market value of the portfolio as of 30 June 2024 is EUR 24 billion. The company focuses on long-term rental agreements with stable rental income.

IREIT Global

225. IREIT Global, founded in 2014, is a Singapore-based real estate investor specialising in income-producing properties in Europe. The company is headquartered in Singapore and its investment strategy focuses on long-term capital appreciation and stable rental income. IREIT invests primarily in office, retail, logistics and industrial properties, with a particular focus on markets in Western Europe. As of 30 June 2024, IREIT's current portfolio comprises 53 properties in Germany, France and Spain with a total lettable area of around 425,000 square metres. Around 76% of this is office property, while the remaining 24% is mainly retail space. The valuation of the portfolio is EUR 866.5 million.

Inovalis Real Estate Investment Trust

226. Inovalis REIT is a perpetual property investment trust incorporated under the laws of the Province of Ontario and domiciled in Toronto, Canada. It was sponsored by Inovalis S.A. and listed on the Toronto Stock Exchange on 10 April 2013. The company focuses on generating income for its shareholders through the acquisition and ownership of office properties in Europe. It invests primarily in France, Germany and Spain, focussing on income-producing office buildings. As of 31 December 2023, Inovalis REIT's portfolio comprised a total of 13 office properties with a gross lettable area of around 143,000 square metres. Of the total of 13 properties, 6 were located in France, 6 in Germany and 1 in Spain. The company plans to sell two of its portfolio properties in Germany in order to release capital and reinvest in new, higher-yielding office properties. At the end of 2023, the value of the entire portfolio was estimated at CAD 413.0 million.

Sirius Real Estate Limited

227. Sirius Real Estate, founded in 2007 and based in Saint Peter Port, Guernsey, is a leading owner, developer and operator of business parks, industrial complexes and office space in Germany and the United Kingdom. The company focuses on logistics, industrial and office property and offers a wide range of workspaces, from flexible to conventional office space. Sirius Real Estate Limited pursues a value-enhancing investment strategy, investing in underutilised or sub-optimal space to create long-term value for its tenants and shareholders. As of 31 March 2024, the company had a property portfolio valued at EUR 2.2 billion, an increase of 3.8% compared to

the previous year. The portfolio comprises 142 properties with a total lettable area of 2.2 million square metres. Office properties account for 44% of this, with the remainder divided between warehouse, production and logistics space.

EPIC Suisse AG

228. EPIC Suisse AG is a Swiss property company based in Zurich that was founded in 2004. The company focuses on the acquisition, development and management of high-quality commercial properties, mainly in the economically important regions of Switzerland, such as the Lake Geneva region and the Zurich economic area. Since its IPO on the SIX Swiss Exchange in May 2022, EPIC Suisse has established itself as a leading investor in office, retail and logistics properties. As of 30 June 2024, the company's portfolio consisted of 25 high-quality office buildings with a total area of 324,538 square metres. The market value of these properties totalled CHF 1.6 billion, with 42% of the portfolio invested in office properties. The company has a total of 22 employees working in various areas to ensure the management and optimisation of the properties.

Gecina

229. Gecina is a leading property company headquartered in Paris, which was founded in 1959 as Groupement pour le Financement de la Construction (GFC). The company specialises in the development, management and long-term value enhancement of real estate. Gecina focuses on high-quality office properties as well as residential and student residences in central locations in the Paris region. At the end of 2023, Gecina's portfolio comprised 1.7 million square metres, including 1.2 million square metres of office space, representing 79% of assets. The total value of the portfolio was EUR 17.2 billion, with 97% of the properties located in the Paris region. In addition to office space, the portfolio also includes EUR 3.5 billion worth of residential and student residences. Gecina pursues an innovation strategy that focuses both on sustainability and on improving the quality of life in urban areas. This objective is supported by the customer-oriented YouFirst brand and the "UtilesEnsemble" programme, which reflects the company's social and environmental commitment. As a French real estate investment trust (REIT), Gecina is listed on Euronext Paris and is represented in leading indices such as SBF 120, CAC Next 20, CAC Large 60 and CAC 40 ESG. The company is also regularly recognised as one of the best performers in its sector by sustainability rankings such as GRESB, Sustainalytics, MSCI and CDP.

NSI N.V.

230. NSI N.V. is a leading property company headquartered in the Netherlands and was founded in 1992. The company specialises in high-quality office properties in economically strong growth regions in the Netherlands and is listed on the stock exchange as a Real Estate Investment Trust (REIT). The portfolio of NSI N.V. comprises a total of 350,700 square metres and is entirely focused on office properties. The total value of the portfolio amounts to EUR 1.0 billion, with 56% of the properties located in the Amsterdam metropolitan area (EUR 588 m), 29% in the other G4 cities of Utrecht, Rotterdam and The Hague (EUR 301 m) and 15% in other regions of the Netherlands (EUR 154 m). NSI has a clear strategy to maximise shareholder returns through proactive portfolio management, value-enhancing measures and disciplined asset rotation. A

solid balance sheet also provides the company with capacity for internal and external growth. By investing in attractive locations and providing a high level of service to its customers, NSI generates stable income that enables a sustainable dividend payout. As a Dutch REIT ("Fiscale Beleggingsinstelling", FBI), NSI is expected to retain its tax-favoured status until the end of 2024. The company has already taken measures to adapt to legislative changes that will restrict direct investment by FBIs in Dutch property from 2025.

Inmobiliaria Colonial, SOCIMI, S.A.

231. Inmobiliaria Colonial, SOCIMI S.A., is a leading property company headquartered in Spain and founded in 1946. The company specialises in high quality office properties in prime locations and operates as a listed Real Estate Investment Trust (REIT), known as Socimi in Spain. Colonial has a strong presence in the central business areas of Barcelona, Madrid and Paris. At the end of 2023, Inmobiliaria Colonial managed a portfolio of 70 properties with a total area of 1,585,059 square metres. The total value of the portfolio is EUR 11.3 billion, with 99% of the assets located in central business districts in Barcelona, Madrid and Paris. The portfolio consists exclusively of office properties that fulfil high quality standards. In addition, the company has a project pipeline of 154,228 square metres spread over eight properties. Inmobiliaria Colonial focuses on efficient management and a sustainable business policy in order to continuously improve the quality of its portfolio and the satisfaction of its tenants. The company has been listed on the stock exchange since 1999 and expanded its international focus with the acquisition of the French property company Société Foncière Lyonnaise (SFL) in 2004.

Vitura SA

232. Vitura S.A. is a leading property company headquartered in France, which was founded in 2006. The company is recognised as a Société d'Investissement Immobilier Cotée (SIIC), which corresponds to REIT (Real Estate Investment Trust) status. Vitura specialises in high-quality office properties in Paris and the greater Paris area. Vitura's portfolio comprises six office buildings with a total area of 200,000 square metres. The total value of the portfolio was valued at EUR 1.3 billion at the end of 2023. The company attaches great importance to sustainability and was recognised as the world's leading listed office company in the latest GRESB (Global Real Estate Sustainability Benchmark) ranking. Vitura has also received two Gold Awards from the EPRA (European Public Real Estate Association) for the quality and transparency of its financial and non-financial communication. Vitura has been listed on Euronext Paris since March 2006.

Derwent London Plc

233. Derwent London plc is the largest real estate investment trust (REIT) specialising in office properties in London. The company is headquartered in London, UK, and is listed on the London Stock Exchange. It manages a portfolio of 66 properties, most of which are located in central London. As of 31 December 2023, Derwent London's portfolio had a total value of GBP 4.9 billion (as of 31 December 2024) and comprises a total area of 492,386 square metres. Derwent London's portfolio consists almost exclusively of office properties. Some of these buildings are designed as mixed-use properties and also contain retail space that is integrated into the office complexes. These are spread across 13 central London neighbourhoods, including the West End and the Tech Belt. Prominent buildings in the portfolio include 1 Soho Place W1, 80 Charlotte Street W1, Brunel Building W2 and White Collar Factory EC1. Derwent London has a sustainable development strategy and is committed to becoming a zero-carbon business by 2030. It was the first UK REIT to sign a revolving credit facility with a "green" tranche. The company is also a member of the "RE100" programme and uses only renewable energy sources. The company's science-based carbon targets have been validated by the Science Based Targets Initiative (SBTi).

Helical plc

234. Helical plc is a property company specialising in office property with its headquarters in London, UK. Founded in 1919, the company focuses on the development, investment and letting of high-quality office space in central London. Helical has been registered as a Real Estate Investment Trust (REIT) since April 2022. Helical's portfolio consists almost exclusively of office properties that are either completed or in the development pipeline. Completed office buildings make up 83.3% of the portfolio, while 16.6% is focused on office developments, including a large project of 17,837 square metres at 100 New Bridge Street. In total, the development pipeline comprises 73,394 square metres. Some of the office buildings also integrate restaurant and retail space, creating modern, mixed-use working environments. The total value of the portfolio is GBP 839.5 million. Helical's strategy focuses on growth in central London, particularly in areas with strong tenant demand and high potential for prime office developments. These properties are ideally connected to major transport hubs such as the Elizabeth Line,

which further enhances their attractiveness. The company pursues an innovative and flexible development strategy aimed at creating sustainable and future-orientated office space. Helical is a leader in the multi-let office space segment and is continuously working to strengthen its position in the central London market.

Great Portland Estates Plc

235. Great Portland Estates plc (GPE) is a leading property investment and development company focusing on high quality office and retail property in central London. The company is a FTSE 250 index member and is registered as a Real Estate Investment Trust (REIT), which offers tax advantages and maximises efficiency for investors. GPE's portfolio has a total value of GBP 2.4 billion and comprises 241,548 square metres of space. The focus is on office property, which accounts for 78% of the space. The portfolio also includes retail space (14%) and residential property (5%), often in mixed-use developments. GPE pursues a proactive management strategy in which activities are specifically adapted to the property cycle in London.

3 GENERAL VALUATION PRINCIPLES

3.1 DETERMINATION OF COMPENSATION IN ACCORDANCE WITH §327 AKTG

236. The transfer of shares at the request of a shareholder in accordance with Section 327a AktG requires the granting of adequate cash compensation. The cash compensation is determined by the main shareholder in accordance with Section 327b AktG. It must take into account the circumstances of the company at the time the resolution is passed by the annual general meeting. The compensation must replace the true value of the shareholding in the company.45 The value is determined by means of an estimate in accordance with Section 287 (2) sentence 1 ZPO. The market-oriented valuation based on the stock price is generally suitable for estimating the value of a shareholding. This is based on the assumption that the market participants correctly assess the earning power of the company on the basis of the information available to them and that the market valuation is reflected in the stock price.[46]

237. Recourse to the stock price is ruled out if there is no functioning capital market. This may be the case if the market has been tight for a longer period of time and there has been virtually no trading in the company's shares.[47] Indications of the existence of a narrow market may be low trading volumes, trading only on a few trading days or a low free float of the shares. Stock prices also lack sufficient informative value if there are inexplicable price fluctuations or price manipulation or if capital market disclosure obligations have not been complied with.[48]

238. According to the most recent case law of the Federal Court of Justice, determining the value of a shareholding based on the stock price does not require the capital market to be fully information-efficient, i.e. a situation in which all accessible public and non-public information is correctly processed in the prices. Only if it cannot be assumed in a specific case that market participants are able to effectively evaluate information may the share value not be determined on the basis of the stock price.[49]

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[45] See BVerfG, decision of 27 April 1999 - 1 BvR 1613/94, 305f.; BGH, decision of 21 February 2023 - II ZB 12/21, para. 19.

[46] See BGH, decision of 31 January 2024, II ZB 5/22 para. 25; BGH decision of 21 February 2023 - II ZB 12/21, para. 20.

[47] See BVerfG, decision of 27 April 1999 - 1 BvR 1613/94, 309; BGH, decision of 12 March 2001 - II ZB 15/00, 116.

[48] See BVerfG, decision of 26 April 2011 - 1 BvR 2658/10, para. 25; BGH, decision of 21 February 2023 - II ZB 12/21, para. 51; BGH decision of 31 January 2024, II ZB 5/22 para. 27.

[49] See BGH decision of 21 February 2023 - II ZB 12/21, para. 20, BGH decision of 31 January 2024 - II ZB 5/22, DB 2024 p. 1196 para. 26.

239. In accordance with our engagement, we therefore first analyse the stock price. In addition, we have been commissioned to perform an independent valuation of alstria as of 11 February 2025, taking into account IDW S 1 and the DVFA recommendations. The valuation principles set out below are now recognised in theory and practice for business valuation and are reflected in the literature, in the pronouncements of the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer), in particular in IDW S 1 and the DVFA recommendations. They are also generally recognised by case law in Germany.

240. In accordance with supreme court rulings, the stock price alone can be used to determine the adequate cash compensation in appropriate cases. In this respect, the fundamental valuation carried out in accordance with the order on the basis of the principles of IDW S 1 and the DVFA recommendations serves to verify the market value of the alstria shares determined on the basis of the stock exchange price analysis.

241. The transfer of shares at the request of a shareholder in accordance with Section 327a AktG requires the granting of adequate cash compensation. The cash compensation is determined by the main shareholder in accordance with Section 327b AktG. It must take into account the circumstances of the company at the time the resolution is passed by the annual general meeting.

242. In valuation practice and case law, the equity value of alstria is determined at the time of the annual general meeting resolving on the squeeze out. As a possible procedure for determining the business value, the courts accept the principles for determining an objectified business value in accordance with IDW S 1. In accordance with the recommendations of the IDW's Expert Committee for Business Valuation and Business Administration ("FAUB"), a fundamental valuation must also be carried out by the court-appointed auditor of the adequacy of the cash compensation, which is based on IDW S 1 in accordance with the professional guidelines of the IDW.[50]

243. The objectified business value represents an intersubjectively verifiable future success value from the shareholders' perspective. This results from the continuation of the company on the basis of the existing corporate concept and with all realistic future expectations in the context of the market opportunities, risks and financial possibilities of the company as well as other influencing factors. Due to the value relevance of personal income taxes, typifications of the

[50] Cf. FAUB, FAUB on the relevance of the stock price, https://www.idw.de/idw/themen-branchen/unternehmensbewertung-bwl/boersenkurse.html, accessed 17 April 2024.

tax situation of the shareholders are required to determine the objectified business value depending on the reason for the valuation.

244. In addition, valuation in accordance with the DVFA recommendations is a possible approach.

3.2 ENTERPRISE VALUE CONCEPT ACCORDING TO IDW S 1 AND DVFA

245. The equity value is determined by the purposeful interaction of all tangible and intangible assets present in the company. The valuation object does not have to be identical to the legal boundaries of the company; rather, the valuation object defined by the contract, often according to economic criteria, should be used as a basis.

246. The equity value must be determined as at the valuation date. The valuation must therefore only take into account the level of information that could have been obtained with reasonable care on the valuation date. In addition, only those factors are to be taken into account that had already been initiated or had already been sufficiently concretised on the valuation date (so-called root cause theory).[51]

247. In general, a distinction is made in business valuation between overall and individual valuation methods. Overall valuation methods include company valuation methods based on capital value calculations, such as the different variants of the discounted cash flow method ("DCF method"), the dividend discount value method and the multiple method. Individual valuation methods include, for example, the liquidation value and the net asset value. [52]

248. The equity value in accordance with IDW S 1 is determined by the present value of the financial surpluses to the company owners (so-called future earnings value) plus the value of any non-operating assets, assuming only financial objectives. The value is generally determined on the assumption that the company will continue as a going concern. To derive the present value of the financial surpluses, capital costs are used, which represent the return on an alternative investment that is adequate for the investment in the company being valued. Accordingly, the objectified value of the company is derived solely from its earning power, i.e. its ability to generate financial surpluses for the company owners.[53] In theory and practice, the dividend discount value method and variants of the DCF method are used for this purpose. Only in the

[51] See IDW S 1 margin no. 22, 32

[52] See Ballwieser/Hachmeister, 2013, p. 8.

[53] See IDW S 1 para. 25.

event that the present value of the financial surpluses resulting from the liquidation of the entire company (so-called liquidation value) exceeds the going concern value is the liquidation value considered as the equity value. [54]

249. The future success value depends primarily on the company's ability to generate financial surpluses. A business valuation therefore requires a forecast of the company's withdrawable future financial surpluses. However, only those financial surpluses of the company that are at the disposal of the owners are decisive for the value (so-called inflow principle).

250. The equity value can therefore be determined directly by net capitalisation using the so-called dividend discount value method or the equity approach as a variant of the DCF method (so-called "cash flow to equity approach") (so-called "equity approaches"). Alternatively, the equity value can also be determined indirectly by gross capitalisation according to the concept of the weighted average cost of capital (WACC) using the so-called WACC approach, the adjusted present value approach or the total cash flow approach (APV approach or TCF approach) (so-called "entity approaches"). While in the direct calculation, the (total) financial surpluses reduced by the borrowing costs are discounted in one step, the discounting in the indirect calculation relates to the financial surpluses from business activities and a subsequent reduction of the total enterprise value or entity value calculated in this way by the market value of the interest bearing liabilities.

251. When determining the equity value in accordance with IDW S 1, the capital structure must be derived on the basis of the business concept documented on the valuation date. An optimisation of the capital structure that could be implemented due to the influence of the majority shareholder, for example, is not relevant for determining the equity value in accordance with IDW S 1.

252. When calculating compensation in the context of structural measures under stock corporation law, case law regularly refers to the relevance of the value of personal taxes, so that in this expert report the value of the equity is also determined on the assumption of direct standardisation in accordance with IDW S 1, i.e. with standardised consideration of personal income taxes (value of equity after personal taxes) from the perspective of a domestic natural person with unlimited tax liability as a shareholder.

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[54] See IDW S 1 para. 101.

253. According to the DVFA recommendations, the valuation concept of the "typical market acquirer" is to be used as a standard for determining the fundamental value to be derived. The DVFA recommendations thus focus much more strongly on the empirically observable perspective of real company acquirers. This is concretised in the principle of method diversity, i.e. that the multiple method is basically on an equal footing with the cash flow-oriented discounting methods. Value ranges and specific assumptions regarding the approach of the typical market acquirer must be presented transparently. Personal income taxes are not included.

3.3 VALUATION USING THE DIVIDEND DISCOUNT VALUE OR DCF METHOD

254. In accordance with IDW S 1, the equity value can be determined on the basis of one or more variants of the DCF method or the dividend discount value method.[55] If applied appropriately and with consistent assumptions, the choice of valuation method within the DCF methods (cash flow-to-equity, WACC, APV and total cash flow approach) or the dividend discount value method has no influence on the equity value. In accordance with IDW S 1, these valuation methods based on net present value calculations are therefore to be regarded as equivalent.[56]

255. The business plan for the financial surpluses is usually carried out in at least two phases. The first phase, known as the detailed planning phase, usually covers a period of three to five years and is generally based on a detailed business plan for the valuation object. As the valuation object is usually not yet in the "steady state" required for the continuation phase at the end of the detailed planning phase, corresponding assumptions must be made in the second phase, the so-called "convergence phase", for example with regard to longer-term investment or product life cycles to derive the sustainable financial surpluses. The third phase, the so-called continuation phase ("terminal value" or "TV" or "perpetuity" for short), assumes a state of equilibrium or steady state for the valuation object. In this phase, the annual financial surpluses are assumed to be constant or growing at a constant rate.[57]

256. In the context of structural measures under stock corporation law, the determination of the dividend discount value after personal taxes in accordance with IDW S 1 is the valuation method generally accepted in case law. Accordingly, the equity value of alstria is determined below using the objectified business value in accordance with IDW S 1 on the basis of the capitalised earnings method after personal taxes. In addition, the equity value of alstria is determined using the DCF method before personal taxes in accordance with the DVFA recommendations.

[55] See IDW S 1, margin no. 7.

[56] See IDW S 1, margin no. 101.

[57] See IDW S 1, margin no. 75 ff.

3.3.1 DETERMINATION OF THE DIVIDEND DISCOUNT VALUE (AFTER PERSONAL TAXES)

257. With the dividend discount value method, the dividend discount value is calculated directly by discounting the distributions due to the equity providers after personal taxes with the cost of equity after personal taxes as at the valuation date. The equity value results from the dividend discount value less the value attributable to non-controlling shareholders ("minorities") and plus the special items.

258. With the dividend discount value method after personal taxes, the cash flow relevant to the valuation is determined on the basis of the annual result (before minorities). Net investments in fixed assets, investments in net current assets and the increase / (decrease) in interest bearing liabilities resulting from the planned capital structure are deducted from this, which in total corresponds to the retention of earnings.

Operating result (EBIT)

-/+Financial and investment result

- Taxes on income and earnings

= **Annual result (before minorities)**

-Profit retention

= **Financial surplus**

of which dividend distribution (less withholding tax + solidarity surcharge (26.4%))

of which notional reinvestments (less half withholding tax + solidarity surcharge (13.2%))

= **Financial surplus after personal taxes**

259. Due to the consideration of personal taxes as part of the dividend discount value method in accordance with IDW S 1, assumptions regarding the dividend distribution policy or dividend distribution ratio are required.

260. The consistent consideration of standardised personal tax consequences requires a valuation-based division of the financial surpluses (after profit retention, i.e. necessary retention based on the planning assumptions for the investment programme and capital structure) into a dividend portion on the one hand and a notionally retained portion on the other. This distinction is necessary as dividends and capital gains (notional retained earnings) are subject to different effective tax rates at shareholder level.

Minorities

261. As minorities are initially not taken into account when deriving the financial surpluses, a separate valuation of the financial surpluses attributable to minorities is carried out. The value of minorities is determined by discounting at the cost of equity. The present value determined in this way is then deducted from the calculated dividend discount value.

Special items

262. Items that cannot or only incompletely be reflected in the determination of the dividend discount value must be valued separately. In particular, non-operating assets are eligible as special items. Non-operating assets are assets that are not required to generate financial surpluses as part of the company's actual operating activities. These include, for example, cash and cash equivalents not required for operations, property no longer in use or works of art.

263. Furthermore, special tax items can also be determined as special items for reasons of transparency or complexity.

Equity value or equity value

264. The consideration of minorities and special items in addition to the dividend discount value leads to the equity value ("company value") of the valuation object.

Dividend discount value after personal taxes

- minorities

+/-Special items

=Equity value ("enterprise value")

3.3.2 DETERMINATION OF THE DCF VALUE (BEFORE PERSONAL TAXES)

265. In addition to the determination of the capitalised earnings value after personal taxes, the equity value of alstria is determined using the DCF method before personal taxes in accordance with DVFA recommendations.

266. In the cashflow-to-equity approach, the DCF value is calculated directly by discounting the cashflows to equity (FTE) attributable to the equity providers with the cost of equity as at the valuation date.

267. In the cash flow-to-equity approach, the cash flow relevant to the valuation is determined on the basis of the annual result (before minorities). Gross investments in fixed assets less depreciation and amortisation, investments in net current assets and the increase / (decrease) in

interest bearing liabilities resulting from the planned capital structure, which in total correspond to the retention of earnings, are deducted from this.[58] In addition, the changes in equity resulting from capital increases and decreases must be taken into account.

Operating result (EBIT)

-/+Financial and investment result

-Taxes on income and earnings

=Annual result (before minorities)

+depreciation and amortisation

-capex (CAPEX) in fixed assets

-/+Change in net current assets (incl. operating cash and cash equivalents)

-/+Increase / (decrease) in interest bearing liabilities

- Profit retention

=Cash flow to equity or financial surplus

268. As the cash flow-to-equity corresponds to the financial surpluses to be distributed to the equity providers, the cash flow-to-equity must be discounted using the cost of equity. The DCF value is calculated before personal taxes of the shareholders and thus takes into account the so-called indirect standardisation in accordance with IDW S 1.

269. Similar to the determination of the dividend discount value after personal taxes, minorities are also initially not taken into account when deriving the financial surpluses in the pre-tax analysis. The value of minorities is determined by discounting with the cost of equity and deducted from the calculated DCF value.

270. Furthermore, items that cannot or only incompletely be reflected in the calculation of the DCF value must always be valued separately as part of the calculation of a special item.

271. The consideration of minorities and special items in addition to the DCF value leads to the equity value ("enterprise value") of the valuation object.

DCF value before personal taxes

- minorities

+/-Special items

=Equity value ("enterprise value")

[58] This only applies if no equity measures are to be considered.

3.3.3 COMPARATIVE VALUATION USING THE MULTIPLE METHOD

272. In addition to deriving the equity value based on the dividend discount value method after personal taxes or the DCF method before personal taxes, equity values can also be determined using the multiple method.

273. The multiple method represents a comparative market valuation. According to this method, the value of the company is calculated as the product of a reference value (often revenue or earnings figures) of the company with the corresponding multiple, which is regularly derived from comparable companies (peer group companies). So-called "enterprise multiples" and "equity multiples" can be used in analogy to the DCF and dividend discount value method. In the case of enterprise multiples, the total enterprise value is determined first, which is reconciled to the equity value by deducting interest bearing liabilities and minorities and taking special items into account. In the case of equity multiples, on the other hand, it is not necessary to deduct interest bearing liabilities.

274. According to the principles of IDW S 1, the multiple method is not a business valuation method of equal rank, but merely a simplified pricing method. According to the principles of IDW S 1, the multiple method can only be used to check the plausibility of the results of the valuation using the dividend discount value or DCF method.[59]

275. The DVFA recommendations are based on the perspective of the typical market acquirer, who applies various valuation methods, generally multiple-based methods and valuation methods based on net present value calculations, alongside each other and makes decisions on the basis of various analyses. In the DVFA recommendations, the multiple-based valuation is therefore generally of equal importance to other methods,[60] unless industry-specific, company-specific or valuation occasion-specific characteristics justify favouring a particular method.

276. The theoretical foundation of multiple valuation is the so-called "Law of One Price", which states that identical goods should be traded on the same market at the same price, as otherwise there would be arbitrage opportunities. In a broader sense, it can also be understood to mean that comparable assets (e.g. companies or company shares) should be traded at comparable prices.

277. In the valuation using multiples, value-forming reference figures of peer group companies, usually earnings and surplus figures such as revenue, EBITDA and EBIT etc., are set in relation to their observable market prices and the ratios determined in this way (the multiples) are transferred to the company to be valued. It is assumed that there is a proportional relationship between the underlying reference values and the total enterprise value. The aforementioned reference figures are used as an alternative, as no forecasts are regularly prepared and published by analysts for cash flow and return on capital (especially for the peer group). A key feature of

59 See IDW S 1, margin no. 143 ff.

60 See DVFA recommendations, 2012.

the multiple method is that observable prices serve as the starting point for the valuation. However, in order to establish the necessary equivalence with the company to be valued, these prices are adjusted in order to obtain an estimate of the total fundamental value of the company. Such adjustments may be necessary, particularly in the event of distorted market pricing due to external shocks (e.g. as a result of the financial and economic crisis).

278. One advantage of multiple-based business valuation is its strict market orientation. The underlying price ratios are observable and are actually paid on capital markets and/or in company transactions. On the other hand, this valuation method (as well as the derivation of capital costs from capital market data) is also subject to market imperfections and inefficiencies, which can lead to deviations between observable prices and intrinsic values and must be corrected by the appraiser. Particularly in times of crisis, the available market prices must be critically assessed due to possible distortions and special situations.

279. In the following, internal business plans and information are therefore used for the multiple-based valuation, as is the case for the discounting method. The multiples determined for the peer group companies are applied to the reference values realised and those planned by the company management (on the basis of the same business plan used in the DCF or multiple method). However, the period available for the forecast is significantly shorter than when using valuation methods based on net present value calculations.

280. The multiple is the ratio of the price to the reference value of the peer group companies. Analyses are regularly based on multiples of the past twelve months or the past year (so-called "LTM multiples" or "key date multiples") as well as the following years (so-called "forward multiples"). In principle, forward-looking multiples are preferable for market price-oriented valuation. Historical multiples, such as LTM multiples, can be distorted by special effects. Forward-looking multiples, on the other hand, are typically based on normalised estimates by analysts, while LTM multiples are based on actual values. LTM multiples are primarily used for transaction multiples in order to maintain time congruence.

3.3.4 Consideration of synergies in the context of IDW S 1 and DVFA

281. According to both IDW S 1 and the DVFA recommendations, synergies must be recognised accordingly in the business valuation.

282. According to IDW S 1, synergy effects are defined as the change in financial surpluses that arise from the economic combination of two or more companies and differ from the sum of the isolated surpluses. Furthermore, to determine an objectified business value in accordance with IDW S 1, a distinction must be made between so-called non-genuine and genuine synergies.[61] Non-genuine synergies are characterised by the fact that they can also be realised without the implementation of the measure on which the valuation is based. The financial surpluses resulting from non-genuine synergies are generally to be taken into account when determining an objectified business value, but only insofar as the synergy-generating measures have already

[61] See IDW S 1 as amended in 2008, margin no. 33 ff.

been initiated on the valuation date, are documented in the business concept or have already been sufficiently concretised.[62] In contrast to this, real synergy effects only result from the measure on which the valuation is based and are not to be taken into account in the business valuation.

283. The typical market acquirer will not take its purely buyer-specific synergies or value-determining factors into account in an assumed fictitious negotiation situation when determining the purchase price offered. Purely buyer-specific synergies are independent of the definition of genuine or non-genuine synergies in IDW S 1. Thus, purely buyer-specific synergies represent the share of the total synergy potential that is exclusively attributable to the specific buyer or majority shareholder, regardless of the reason for the valuation. These are not to be taken into account in the valuation. In contrast, synergies that can be realised by any typical market acquirer must be taken into account in the valuation ("market participant synergies").

3.3.5 Liquidation value and net asset value

284. Liquidation values and net asset values are referred to in the literature as individual valuation methods, in contrast to overall valuation methods such as the dividend discount value or DCF method. The liquidation value is used as a lower value limit in the principles of IDW S 1 and the DVFA recommendations. This is explicitly based on the "most favourable" realisation possible.[63] The liquidation value must therefore be compared with the results of the valuation methods described above.

285. If it proves to be more advantageous overall to sell the individual assets or self-contained parts of the business separately than to continue the business as a going concern, the sum of the net proceeds that can be realised as a result should generally be taken into account as the liquidation value, provided there are no legal or factual constraints to the contrary.[64]

[62] See IDW S 1 as amended in 2008, margin no. 34; also in contrast to IDW S 1 as amended in 2005.

[63] See DVFA recommendations, 2012 p.8.

[64] See IDW S 1, para. 5, 140 f.

286. The value of the assets to be liquidated is determined by the sales market for the assets to be liquidated. Intangible assets, land and buildings as well as technical equipment and inventories can be of particular importance here, as significant hidden reserves can be expected in these assets.

287. In addition, the assumed speed of liquidation has a significant influence on the value of the assets. In principle, an accelerated liquidation within a short period of time ("break-up") means that, on the one hand, the financial surpluses from the break-up accrue relatively early, but on the other hand, negative effects on the conditions of sale, in particular the expected price level, are also to be expected. In contrast, in the case of a scheduled liquidation over several years ("wind-up"), there are generally more favourable conditions for disposal, but the liquidation proceeds generated in the process are sometimes generated much later and must be discounted to the time of liquidation for reasons of comparison.

288. Existing liabilities must be deducted from the asset value determined in this way at their redemption amount. Liability items that only arise as a result of the liquidation, e.g. social plan obligations, as well as obligations that are cancelled as a result of liquidation, such as provisions for expenses and goodwill, must be taken into account accordingly when determining the value. In a further valuation step, the surpluses are reduced by expected liquidation costs incurred in connection with the sale and to be borne by the company to be liquidated, as well as income taxes on any liquidation gain.

289. There is no liquidation intention on the part of alstria. Furthermore, the liquidation is not favourable compared to the dividend discount value and is therefore not relevant. This already results from the fact that the sale of the property portfolio with a total value of EUR 4.1 billion would not be possible in the current market environment without price discounts. [65]

290. In business management theory and valuation practice, it is undisputed that the value of a company is determined by the present value of the net cash flows to the company owners associated with ownership of the company.[66] Companies generate financial surpluses through a purposeful combination of tangible and intangible assets. The value of the company is not determined by the individual or isolated values of the individual components of the assets and liabilities, but by the interaction of all values.[67] Accordingly, according to IDW S 1 as amended in 2008, the equity value is to be determined as a future success value using the dividend discount model (or a discounted cash flow method), i.e. according to a so-called "total valuation method".[68]

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[65] Cf. RICS Valuation Global Standard, p. 154, point 2.6. in relation to the valuation of individual assets and the valuation of portfolios.

[66] See IDW S 1 in the 2008 version, para. 4.

[67] See IDW S 1 in the 2008 version, para. 18.

[68] See IDW S 1 as amended in 2008, para. 7.

291. The net asset value has no independent significance for determining the overall value of a going concern.[69] The net asset value approach is common practice at European investment and analyst level and is codified in Germany as a statutory valuation rule for open-ended property funds in Section 168 KAGB. In addition, the standardised NAV figures of the European Public Real Estate Association ("EPRA") are widely used as a voluntary element of external reporting by property portfolio holders, in particular the EPRA NTA (Net Tangible Assets Value). The EPRA NTA denotes the net asset value of a property company. It is calculated as the sum of total assets less total liabilities and, where applicable, the share of equity attributable to third parties. In addition, the balance of certain deferred taxes associated with the properties, the balance of the fair value of derivative financial instruments held as assets and liabilities, as well as goodwill and intangible assets, must be eliminated.

292. However, as the EPRA NTA only takes into account future financial surpluses that are directly attributable to the properties when determining the fair value of the property assets, other income and costs at company level are not taken into account when determining the equity value.

293. The EPRA NTA must be distinguished from the net asset value ("NAV"), which is sometimes (additionally) used for purely asset-managing property companies and other asset-managing companies. The business activities of asset management companies are generally limited to the investment of assets (e.g. in securities or property).[70]

294. To determine the NAV, the fair values of the assets are added together and reduced by the fair values of the liabilities.[71] Assets and liabilities not recognised in the balance sheet are also taken into account. In particular, the present value of (general, non-property-related) administrative expenses is deducted.[72] In this way, the fair value of the equity is determined. To determine the reasonableness of the compensation, the future financial surpluses of the company must be taken into account and not the sum of the singular surpluses of its individual assets. However, the NAV method does not provide sufficient information on this.[73] In this respect, the above-mentioned limitations of the EPRA NTA essentially also apply to the NAV method.

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69 See e.g. Ballwieser/Hachmeister, 2013, p. 207 and IDW S 1 as amended in 2008, para. 6.

70 See Creutzmann, BWP 2017, pp. 74, 75 for detailed information on the characteristics of asset management companies.

71 For the valuation of individual assets and liabilities, see Creutzmann, BWP 2017, pp. 75, 77.

72 See OLG Karlsruhe, 30 July 2024, 12 W 26/23, decision text p. 18; BayObLG, 18 May 2022, 101 ZBR 97/20, para. 40 et seq. (BeckRS), BayObLG, 23 August 2023, 101 W 184/21, para. 77 (BeckRS); OLG Karlsruhe, 25 May 2020, 12 W 17/19, para. 45 (BeckRS); OLG Frankfurt a. M., 8 September 2016, 21 W 36/15, para. 55 (BeckRS); OLG Hamburg, 31 March 2022, 13 W 20/21, decision text p. 21; OLG Frankfurt a.M., 8 September 2016, 21 W 36/15, para. 55 (BeckRS).

73 OLG Frankfurt a.M., 3 November 2020, 21 W 76/19, para. 21 (BeckRS).

295. In contrast to the dividend discount value or DCF method, the NAV method lacks an integrated consideration of the company's cash flows and capital costs. In particular, the planning assumptions of the company to be valued as a company may differ from the planning assumptions at the level of the individual assets. The perspective of a purely hypothetical arm's length buyer adopted for the valuation of the individual assets is not the perspective of the company or the shareholders participating in the company's cash flows that is relevant for the business valuation.[74] As an example, it can be pointed out that the tax burden on future income can be determined at the level of the company or the individual subsidiaries. However, such a calculation cannot be made at the level of the individual assets, as these are not taxable entities. Taxes that reduce the financial surpluses for all shareholders are not recognised in full. They reduce the value of the investment. This applies in particular in the present case, in which compensation has already been paid for the loss of REIT status. This compensation compensates for the loss of tax privileges. In the subsequent valuation for the compensation, however, the tax burden that the company will be subject to in the future must be recognised. A valuation method may not be chosen where this is not the case. The principle of equal treatment must apply.

296. In this respect, a reconciliation from the NAV method to the dividend discount value or DCF method is always only an isolated consideration of individual aspects of the business valuation, but never the integrated consideration of business planning and capital costs that is carried out in the dividend discount value or DCF method.

297. In principle, adjustments could be made to the NAV method until all income and expenses and capital cost effects taken into account are equivalent to the equity value based on the dividend discount value or DCF method. If the NAV method is interpreted in this way, it is nothing more than a sum-of-the-parts approach that corresponds to the dividend discount value or DCF value determined (on the basis of Group planning and corresponding capital costs) under consistent assumptions.

[74] Cf. RICS Valuation Global Standard, p. 154, point 2.4. in relation to the valuation of individual assets and the valuation of portfolios.

298. No obligation can be derived from case law to use the NAV in addition to the dividend discount model for real estate companies or asset management companies or even to give it priority over other valuation methods.[75]

299. In the specific case of alstria, the equity value cannot be derived from the fair value of alstria's property portfolio based on the NAV without adjustment in accordance with the above-mentioned procedure. Among other things, the availability of capital to finance investments and the associated property disposals, long-term maintenance investments in the properties, holding and development costs and taxes after the cancellation of the REIT status must be taken into account at the company level of alstria.

300. In particular, in the specific case of alstria, it must be taken into account that alstria will lose its status as a REIT company as of 31 December 2024 and that the REIT compensation of EUR 2.81 determined by KPMG in accordance with the articles of association will be paid to the shareholders prior to the valuation date of the squeeze out. KPMG determines the REIT compensation on the basis of the dividend value according to IDW S1 as of 31 December 2024 before loss of the REIT status (without consideration of corporate taxes) in the amount of EUR 7.48 per alstria share and the dividend value after loss of the REIT status (with consideration of applicable corporate taxes on the basis of alstria's business plan) in the amount of EUR 4.81. The REIT compensation corresponds to the difference between these two dividend values. In this respect, it corresponds to the difference in the dividend values resulting from the consideration of corporate taxes. The NAV method must be adjusted for the payment of the REIT compensation or the resulting deferred tax burden on the real estate portfolio, as the dividend value of alstria is reduced by the consideration of corporate taxes after the loss of the REIT status. This is already integrated in the dividend discount value or DCF through the business plan for corporate taxes in accordance with the reporting date principle. In this respect, the determination of the REIT compensation and the squeeze out compensation in the present case must be based on the dividend discount value after personal taxes or the DCF method in order to ensure that the methods used are the same. Despite its irrelevance as a valuation method, an indicative NAV derivation is presented in section 6.5.

301. In addition, it can be observed for listed real estate companies in general and for alstria's peer group in particular that their market capitalisations have been below the EPRA NTA for a longer period of time at the time of preparing this statement.

[75] See OLG Düsseldorf, 15 August 2016, 26 W 17/13 (AktE), para. 37 (BeckRS); OLG Munich, 30 July 2018, 31 Wx 122/16, decision text, p. 14.

4 CORPORATE PLANNING OF THE VALUATION OBJECT

4.1 STANDARD FOR CHECKING THE PLAUSIBILITY OF CORPORATE PLANNING

IDW S 1

302. In accordance with IDW S 1, the objectified business value represents an intersubjectively verifiable future success value from the shareholders' perspective. This results from the continuation of the company on the basis of the existing business concept and with all realistic future expectations in the context of market opportunities and risks, the financial possibilities of the company and other influencing factors.[76] Thus, the valuation of a company is based on the earning power existing on the valuation date and includes the chances of success that arise on the valuation date from measures already initiated or sufficiently concretised as part of the existing business concept. Possible measures that have not yet been sufficiently concretised and the financial surpluses that are likely to result from them are not taken into account when determining objectified business values.[77] Furthermore, the plausibility of the forecast of future financial surpluses must be assessed by the valuation report.[78] The future financial surpluses must be derived from a consistent and integrated business plan (financial model), consisting of an income statement, balance sheet planning and cash flow statement.[79]

303. In addition, IDW Practice Note 2/2017[80] specifies which standards should be applied when checking the plausibility of corporate planning. The plausibility check of the business plan should be carried out in the following three areas:

- Mathematical and formal plausibility,
- Internal plausibility,
- External plausibility.

304. The first step is usually the mathematical and formal review of the business plan. This involves checking the accuracy of the calculations and the consistency of the assumptions between the sub-plans. The first assessment of the content then takes place during the internal plausibility check. On the one hand, this consists of comparing the corporate planning with the strategic and operational objectives of the management. On the other hand, a company analysis should be carried out, i.e. an analysis of the past and an assessment of the company's potential and its

76 See IDW S 1 as amended in 2008, margin no. 29.

77 See IDW S 1 as amended in 2008, margin no. 32.

78 See IDW S 1 as amended in 2008, margin no. 81.

79 See IDW S 1 in the 2008 version, margin no. 27 in conjunction with margin no. 81. para. 81.

80 See IDW Practical Note: Assessment of corporate planning in valuation, restructuring, due diligence and fairness opinion, 2/2017.

consistency with the corporate planning. Finally, corporate planning must also be checked for plausibility using external benchmarks. This includes both general market analyses and the analysis of the specific competitive environment of the company to be valued. The external plausibility check ensures that the business plan prepared by the company does not contradict macroeconomic, sales market-specific and competition-relevant developments and forecasts. In particular, the swot analysis, in which the key internal and external factors are analysed in a condensed form, is essential for the external plausibility check of the business plan.

DVFA recommendations

305. In accordance with our mandate, we have carried out an assessment of the business planning under the value concept of a "typical market acquirer" as provided for in the DVFA recommendations for business valuation. According to this, the typical market acquirer values the company on the basis of an assumed company policy planned for the future. In addition to planned investments in fixed and current assets, acquisitions and/or divestments, this also includes assumptions regarding the company's financing policy and capital structure. These assumptions must be consistent with regard to the typical market acquirer, whereby the acquirer would not take into account purely buyer-specific synergies or value-determining factors when determining the purchase price offered.[81] The basis is the integrated corporate planning (consisting of the income statement, balance sheet planning and cash flow statement) based on the actual expectations and the level of knowledge of the assumed typical market acquirer on the valuation date, taking into account the value realisation principle.[82]

306. The DVFA standard to be applied with regard to the business plan on which the valuation is based thus relates to the mathematical accuracy, the consistency of the premises on which the planning assumptions are based, the consistency and the analysis of whether the business plan is consistent with the fictitious assumptions of a typical market acquirer.

307. For further interpretation of the concept of the typical market acquirer and the corporate planning to be assumed by the acquirer, the concept of the usual market participants (so-called market participants) established by the IFRS 13 accounting standard for determining fair values (so-called fair value measurement) can be used.[83] According to this concept, the fair value of an asset is measured on the basis of the assumptions that market participants would make when pricing the asset, whereby the market participants act in their best economic interest.[84] At the same time, the market participant's ability to generate economic benefits from the use of the asset must be taken into account.[85] Assuming a fictitious negotiation situation, a rational

[81] See DVFA recommendations, 2012, p. 11.

[82] See DVFA recommendations, 2012, p. 13.

[83] See IFRS 13, Appendix A: The standard defines fair value on the basis of a "disposal price" and introduces a fair value hierarchy, which leads to a market-based and not company-specific valuation. According to IFRS 13, fair value is "the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date."

[84] See IFRS 13, note 22.

[85] See IFRS 13, note 27.

buyer in a typical market will determine his marginal price for the acquisition of the asset under the assumption of optimal economic utility. However, a rational buyer typical of the market will only pay a premium to the extent necessary to secure the acquisition of the shares and thus to optimise his own value. In this respect, purely buyer-specific synergies are not to be taken into account in corporate planning and valuation when assuming a typical market acquirer. The assumption of optimal economic utilisation of the asset by the typical market acquirer is not to be understood as a most-favoured-nation principle, which would lead to a business plan that is no longer realistic, plausible or based on consistent premises. At the same time, optimal economic utilisation does not exist if the planning assumptions on which it is based turn out to be obviously conservative, pessimistic or even too optimistic or are even based on false facts. In this respect, the DVFA recommendations are in line with the business literature, which calls for the use of expected values to derive equity values with risk-adjusted capital costs.

Standard for checking the plausibility of corporate planning

308. In the following, we analyse the basic structure of the business plan, the planning process and past planning reliability in order to check the plausibility of the planning. The relevant standard with regard to the business plan on which the business valuation is based is confirmed and concretised by the supreme court rulings of the Federal Constitutional Court. According to this, planning expectations must be based on accurate information, build on realistic assumptions and must not be contradictory.[86] As an independent determination of the equity value is to be carried out in accordance with the order, the plausibility of the business plan was checked accordingly.

309. In line with IDW S 1, the DVFA recommendations and case law, the plausibility standard for the business plan on which the valuation is based relates to the arithmetical accuracy, consistency and consistency of the premises on which the plan is based.

[86] Cf. BVerfG, 1 BvR 3221/10 of 24 May 2012, para. 12.

310. Key figure-based analyses of historical and planned results are carried out with reference to the business strategy and the general market environment. The analyses include benchmarking with historical results and a comparison with analyst estimates for the peer group companies.

4.2 ANALYSIS OF THE PLANNING PROCESS AND STRUCTURE OF THE BUSINESS PLAN

311. The underlying business plan of alstria for the years 2025 to 2029 is based on a bottom-up/top-down planning of the income statement and balance sheet prepared by alstria as part of the regular planning process. The process, which takes place annually from July to November, translates the organisation's strategic and operational objectives into a detailed financial plan. The business plan is prepared in euros and is prepared in accordance with International Financial Reporting Standards (IFRS). Once the planning process has been completed, the final version is adopted by the Executive Board and approved by the Supervisory Board in December of each year. The planning process combines detailed bottom-up planning at property level with a top-down analysis at company level to ensure systematic coordination between the levels as well as regular reviews and adjustments.

312. The annual planning process is carried out by the property managers in collaboration with Finance & Controlling and the Executive Board, validated and ultimately approved by the Supervisory Board. Adjustments during the year are generally only made in the event of significant new findings.

313. The starting point for the business plan is the business figures for the last completed financial year and the quarterly figures already available. The bottom-up planning is based on assumptions regarding the development of the individual properties in the property portfolio, including the development pipeline and planned maintenance, which are prepared individually for each property by the property managers.

314. Rental revenue is planned on the basis of the business plans for the individual properties. Location-specific rental prices from the last completed quarter and annual indexation as well as vacancy rates are taken into account. Rental income and costs are planned on the basis of a standardised Group-wide inflation expectation derived from Bundesbank data. For expiring rental agreements, assumptions are made regarding re-letting, vacancy costs and expected re-letting periods.

315. In addition to letting activities, alstria's development projects are also planned using a bottom-up/top-down approach.

316. The aggregated business plans for the properties are then supplemented by company-wide costs and financing assumptions based on specific bond and loan conditions. In addition, the bottom-up business plan is supplemented by top-down management specifications from the perspective of strategic portfolio management as a whole. This concerns, for example, the availability of liquid funds for investments or the assumptions for sales. The income statement and balance sheet for the next five years are derived from this, with the development of the property portfolio and financing planning being the focus of balance sheet planning.

317. As alstria will lose its REIT status as of 31 December 2024, alstria has prepared a business plan with and without REIT status as part of this year's planning process. In particular, in the event of the loss of REIT status, the corporate taxes then incurred were planned as well as the expected long-term administrative costs in connection with the necessary restructuring of the group structure.

318. The management board of alstria AG adopted the business plan for the years 2025 to 2029 assuming the loss of the REIT status by resolution dated 5 December 2024. It was also approved by the Supervisory Board on 10 December 2024.

319. As the squeeze out will take place after the payment of the compensation required for the loss of the REIT status, the five-year planning of alstria after the loss of the REIT status - consisting of income statement, balance sheet and cash flow statement - was used to determine the cash compensation for the squeeze out.

320. The valuation was based on the business plan with the exception of two valuation adjustments. On the one hand, the deferred tax liabilities for valuation purposes were constantly updated in deviation from alstria's business plan, as the cash tax expenses were recognised in the income statement for valuation purposes. Secondly, the planned hedging paydowns were recognised in the income statement in the extraordinary result, as no other comprehensive income was planned for valuation purposes.

4.3 ANALYSIS OF PLANNING ACCURACY

321. In addition to analysing the structure of the planning and the planning process, the plausibility check of the planning also includes an analysis of planning accuracy in the past to gain insights into future planning accuracy. To assess the historical planning accuracy, a period of three years was considered and, in addition to the revenue from letting, income from operating and ancillary costs and personnel expenses, earnings before income taxes as well as the annual result and FFO for the 2021 and 2023 financial years were also analysed. The analysis was carried out based on the annual results and the respective business plan. In addition, the plan/actual variances were analysed based on the quarterly results and the latest available planning figures. As

the plan/actual deviations are attributable to the same developments in each case, the plan/actual deviation analysis is compared below on the basis of the actual figures for the financial year with the first year of the respective business plan:

Analysis of planning accuracy

in EUR million

	2021			2022			2023		
	Plan	Actual	Deviation	Plan	Actual	Deviation	Plan	Actual	Deviation
Revenues	**176.5**	**183.7**	**7.2**	**183.1**	**182.8**	**-0.3**	**190.1**	**192.0**	**1.9**
Property operating expenses	-22.0	-20.4	1.6	-26.2	-23.9	2.3	-30.3	-28.1	2.2
Net rental income	**154.5**	**163.3**	**8.8**	**156.9**	**158.9**	**2.0**	**159.8**	**163.9**	**4.1**
Administrative expenses	-8.0	-8.3	-0.3	-8.5	-10.4	-1.9	-9.4	-9.2	0.2
Personnel expenses	-19.2	-19.8	-0.6	-21.8	-27.0	-5.2	-11.2	-10.9	0.3
Other operating income	1.5	5.9	4.4	-	16.2	16.2	2.1	21.0	18.9
Other operating expenses	-1.8	-14.6	-12.8	-22.0	-3.0	19.0	-2.9	-0.8	2.1
Net result from fair value adjustments on IP	-	94.8	94.8	-	-173.8	-173.8	75.0	-769.5	-844.5
Result on IP disposal	-	15.1	15.1	-	2.9	2.9	1.4	0.1	-1.3
EBIT	**127.0**	**236.4**	**109.4**	**104.6**	**-36.2**	**-140.8**	**214.8**	**-605.4**	**-820.2**
Financial result	-25.8	-26.1	-0.3	-26.1	-38.4	-12.3	-60.3	-48.1	12.2
Pre-tax income	**101.2**	**210.3**	**109.1**	**78.5**	**-74.5**	**-153.0**	**154.5**	**-653.5**	**-808.0**
Taxes	-	-0.6	-0.6	-	-0.1	-0.1	-	0.2	0.2
Earnings before minorities	**101.2**	**209.7**	**108.5**	**78.5**	**-74.6**	**-153.1**	**154.5**	**-653.3**	**-807.8**
FFO adjustments	9.0	-90.8	-99.8	27.5	185.5	158.0	-71.8	745.2	817.0
FFO	110.2	118.9	8.7	106.0	110.9	4.9	82.7	91.9	9.2

Source: alstria corporate information

322. The analysis of planning accuracy for 2021 shows significant deviations between the planned and actual values. The higher rental revenue, which was EUR 176.5 million in the plan and EUR 183.7 million in the actual, is striking, resulting in a deviation of EUR 7.2 million. This increase is mainly due to additional transactions and higher than planned lettings, although no transactions are generally planned unless they are already finalised. Other operating expenses were budgeted at EUR 1.8 million and increased to EUR 14.6 million in actual terms, mainly due to the Brookfield acquisition and increased minority interests. The operating result, which was budgeted at EUR 127.0 million, reached a value of EUR 236.4 million, which represents a significant positive deviation of EUR 109.4 million. This is due to the revaluation of the portfolio in the amount of EUR 94.8 million. The planned FFO in 2021 was EUR 110.2 million and the actual value was EUR 118.9 million. This deviation of EUR 8.7 million is mainly due to the higher than planned net rental income.

323. In 2022, there were also significant deviations between the planned and actual values in various items. At EUR - 10.4 million, administrative expenses were EUR 1.9 million higher than planned. This is due to increased expenses in connection with the takeover by Brookfield and additional staff recruitment. Personnel costs also significantly exceeded the plan and totalled EUR -27.0 million, which represents a deviation of EUR 5.2 million. In addition to dividend distributions, this cost increase was primarily due to higher salaries and the cash redemption of virtual shares. In addition, other operating expenses deviated significantly from the plan with an increase of EUR 19.0 million. This is primarily due to rent compensation and various unplanned subsidies. By contrast, other operating income totalled EUR 16.2 million and was higher than planned, mainly due to recurring compensation payments and other charges passed on. The operating result, which was planned at EUR 104.6 million, totalled EUR -36.2 million. This is mainly due to the unplanned revaluation of the portfolio in the amount of EUR -173.8 million, which was triggered by the deterioration in the market environment. The planned FFO in 2022 was EUR 106.0 million and the actual value was EUR 110.9 million. The deviation of EUR 4.9 million is mainly due to a lower financing result, which was more than offset by other

operating income, in particular recurring compensation payments and other recharges and grants from KfW loans for green investments.

324. The analysis of planning accuracy for 2023 also shows deviations between the planned and actual figures. There are also significant differences in the operating result, which recorded a negative result of EUR - 605.4 million, which corresponds to a deviation of EUR - 820.2 million compared to the planned figure. This deviation is mainly due to non-valuation effects totalling EUR -844.5 million, which arose in connection with fair value adjustments to properties and were not included in the plan. Other operating income was planned at EUR 2.1 million for 2023 and totalled EUR 21.1 million, which was EUR 18.9 million higher than expected due to one-off effects. The deviations in this other operating income are mainly due to valuation effects from the limited partner contributions of non-controlling interests. The planned FFO in 2023 was EUR 82.7 million and the actual figure was EUR 91.9 million. The deviation of EUR 9.2 million is mainly due to a lower financing result than originally planned.

325. Overall, the main planned/actual deviations are due to the valuation result, acquisitions and disposals not planned by alstria and the costs of the takeover and were not foreseeable as they were one-off or special effects. In addition, no other operating expenses or income were planned in 2022 and 2023. The operating result from letting, which is represented by FFO, does not show any significant deviations, meaning that a high degree of planning accuracy can be assumed overall. The business plan can therefore be used and represents a suitable starting point for the business valuation, as it considers the corporate strategy, and the objectives and expectations derived from it and was prepared and adopted as part of an institutionalised process.

4.4 ANALYSIS OF THE BUSINESS PLAN

326. The analysis of the business plan of alstria is analysed on the basis of further assessment measures - in particular with the help of time-related key figure and benchmarking analyses to the peer group - in order to be able to ensure a consistent derivation of future cash flows and growth rates:

Analysis of the business plan
in EUR million

	Historical (adj.)			Business Plan					CAGR
	2022	2023	2024	2025	2026	2027	2028	2029	2024-29
Rental income	**182.8**	**192.0**	**197.5**	**192.0**	**196.8**	**193.0**	**186.9**	**185.6**	***-1.2%***
growth (yoy)	*n/a*	*5.0%*	*2.9%*	*-2.8%*	*2.5%*	*-1.9%*	*-3.2%*	*-0.7%*	*n/a*
Real estate operating expenses	-29.8	-28.1	-28.9	-30.3	-31.0	-31.9	-32.6	-33.3	*2.9%*
Net rental income	**153.0**	**163.9**	**168.6**	**161.7**	**165.8**	**161.1**	**154.3**	**152.3**	***-2.0%***
in % of rental revenues	*83.7%*	*85.4%*	*85.4%*	*84.2%*	*84.2%*	*83.5%*	*82.6%*	*82.1%*	*n/a*
Administrative expenses	-8.7	-9.2	-9.0	-12.6	-9.9	-10.2	-10.4	-10.6	*3.3%*
Personnel expenses	-11.1	-10.4	-10.3	-11.9	-12.1	-12.4	-12.6	-12.9	*4.6%*
Other operating income	0.9	0.9	0.0	1.0	1.0	1.0	1.0	1.0	*n/a*
Other operating expenses	-0.4	-0.2	-4.2	-4.0	-4.0	-4.0	-4.0	-4.0	*-1.0%*
Net result from fair value adjustments to investment property	-5.8	-8.2	-10.8	-10.4	-10.5	60.5	41.3	44.3	*n/m*
Net result from the disposal of investment property	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	*n/a*
EBIT	**127.9**	**136.9**	**134.3**	**123.8**	**130.3**	**196.0**	**169.6**	**170.1**	***4.8%***
in % of rental revenues	*70.0%*	*71.3%*	*68.0%*	*64.5%*	*66.2%*	*101.5%*	*90.8%*	*91.7%*	*n/a*
Depreciation	1.0	1.6	1.5	1.5	1.5	1.5	1.5	1.5	*0.0%*
EBITDA	**128.8**	**138.4**	**135.8**	**125.3**	**131.8**	**197.5**	**171.1**	**171.6**	***4.8%***
in % of rental revenues	*70.5%*	*72.1%*	*68.8%*	*65.2%*	*66.9%*	*102.3%*	*91.6%*	*92.5%*	*n/a*
Financial results	-31.0	-53.7	-62.8	-79.9	-81.9	-85.3	-91.4	-90.1	*7.5%*
Extraordinary results	-171.4	-736.7	3.6	0.0	0.0	-3.1	-13.8	-11.3	*n/a*
Income before tax	**-74.5**	**-653.6**	**75.1**	**43.9**	**48.4**	**107.6**	**64.4**	**68.7**	***-1.8%***
Taxes on income	-0.1	0.2	1.9	-3.1	-4.6	-17.1	-18.5	-6.6	*n/m*
Effective tax rate (in%)	*0.1%*	*0.0%*	*2.5%*	*-7.1%*	*-9.5%*	*-15.9%*	*-28.7%*	*-9.6%*	*n/a*
Defered tax	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	
Annual result	**-74.6**	**-653.4**	**77.0**	**40.8**	**43.8**	**90.5**	**45.9**	**62.1**	***-4.2%***

Source: alstria corporate information

4.4.1 REVENUE

327. alstria expects rental revenues to decrease from EUR 197.5 million in 2024 to EUR 185.6 million in 2029. This development corresponds to an average annual growth rate of -1.2%. The business plan for rental income includes the sale of properties, existing lease terms, inflation indexation and assumptions regarding extensions or new leases and vacancies. These planning assumptions are generally made by alstria at property level.

328. The decline in revenue in the planning period is due to the planned sales of properties totalling EUR 790 million to finance investments in the remaining portfolio. The annual sales volume fluctuates in the planning period between EUR 80.0 million in 2025 and EUR 250.0 million in 2027 and 2028. The increase in the sales volume is characterised by the continued low transaction volume for office properties in the planning period but should lead to catch-up effects in the course of the planning period when the market recovers. The sale of properties also

means that alstria is planning a decline in the number of properties at the end of the plan period.

329. Chapter 2.3.4 has already outlined the key historical developments and growth expectations for the office property transaction market in Europe and Germany.

330. Rental income is planned on the basis of the existing rental agreements in accordance with the existing conditions. Inflation indexation of rents, which is planned for around 90% of the leases, is taken into account separately. In doing so, alstria takes into account inflation estimates of the Deutsche Bundesbank. According to the current estimates of the Deutsche Bundesbank, the inflation rate for 2025 is around 2.7% and for 2026 around 2.2%.

331. It is also assumed that some expiring rental agreements will be extended, and new rental agreements will be concluded. It is assumed that lease extensions and new leases will be based on standardised German commercial leases with a term of 5+5 years and the usual commercial lease terms (e.g. "double net lease" (NN)).

332. For newly concluded rental agreements over the plan period, it is assumed that rents will be renegotiated with an annual inflationary price adjustment, in contrast to the varying adjustment periods for existing contracts.

Breakdown of revenues

in EUR m

	Business Plan				
	2025	2026	2027	2028	2029
Revenues	**192.0**	**196.8**	**193.0**	**186.9**	**185.6**
Existing contracts	185.3	160.5	131.5	112.9	95.4
Lease extensions	1.6	13.1	31.3	42.2	62.6
New leases	4.1	23.8	37.0	45.7	55.6
Turnover rent	0.9	0.9	0.9	0.9	0.9
Indexations	2.5	6.3	8.8	12.9	16.7
Revenues before disposals	**194.4**	**204.6**	**209.5**	**214.6**	**221.2**
Disposals	-2.4	-7.8	-16.5	-27.7	-35.6
Investment properties	4,162.8	4,156.8	4,087.8	3,999.8	4,064.8
Gross rental yield	4.6%	4.7%	4.7%	4.6%	4.6%

Source: alstria corporate information

333. In addition to planned disposals, the business plan provides for the development of the properties through significant investments in the modernisation of the properties. A significantly higher vacancy rate is planned for the relevant properties during the refurbishment. However, after completion, the properties are to be let again at higher market rents and lower vacancy rates.

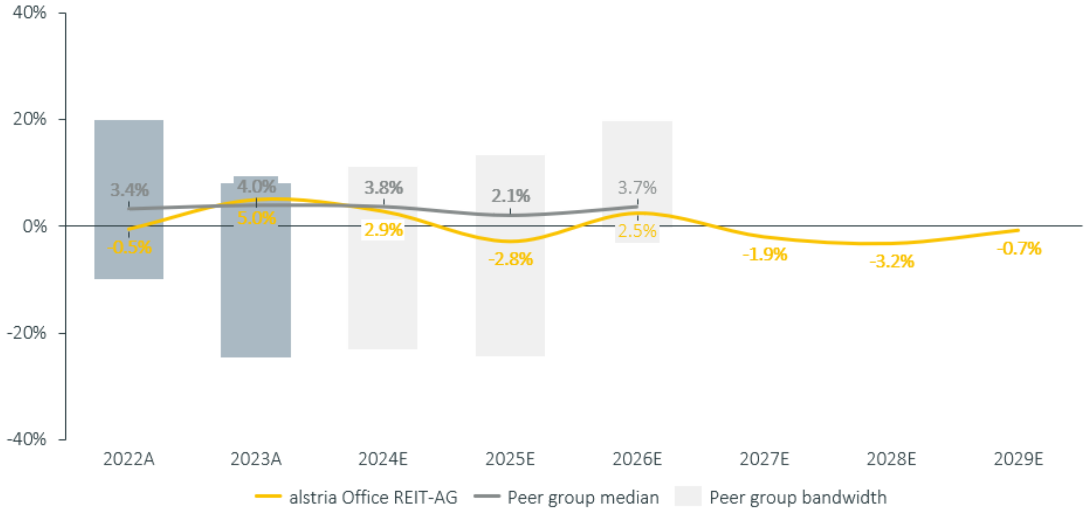
334. As expected, alstria's gross rental yield decreases in the business plan from 4.9% in 2024 to 4.6% in 2025. This development is primarily due to the planned reduction in rental income, while the fair value of the property portfolio increases slightly over the same period. The gross rental yield of alstria is initially planned to increase to 4.7% in the years 2026 to 2029 before falling continuously to 4.6% in the further course. In 2022 and 2023, the gross rental yield was 3.9% and 4.5% respectively. The gross rental yield is calculated on the average property portfolio from the fair value of the current year and the previous year. The gross rental yield of alstria was slightly below average compared to the peer group. Over the historical period under review, the peer group's gross rental yield rose from 4.6% in 2022 to 4.9% in 2023. Chapter

2.3.4 has already presented the main historical developments and growth expectations for the office property market in Europe and Germany. The prime yields in the top 7 locations for office properties in Germany were around 4.5% in Q3 2024. Viewed in the market context, alstria's current and planned gross rental yields are slightly above the prime rental yields observed on the market in the top 7 locations for office properties in Germany.

335. In a further step, the planned growth of alstria's revenues is compared with analysts' forecasts for the peer group companies:

Benchmarking the growth of total revenues from letting[87]

in %



Source: alstria company information, Capital IQ, ValueTrust analysis

336. In the historical period under review, alstria's revenue growth showed a growth rate of -0.5% in 2022, followed by an increase to 5.0% in 2023. In 2024, revenues increased by 2.9%. Compared to the median of the peer group, alstria's revenue growth remained at a lower level, especially in 2022, where the deviation was more pronounced. The median growth rate within the peer group was around 3.4% in 2022, increased to 4.0% in 2023 and amounted to 3.8% in 2024. However, alstria's revenue growth was historically and, in the business, plan mainly characterised by acquisitions and disposals, while otherwise comparatively stable growth rates are shown across the overall portfolio.

87 Peer group data for 2027, 2028 and 2029 are not included due to reduced data availability.

337. alstria's business plans show a growth profile that is largely in line with the historical pattern. For 2025, revenue is initially forecast to decrease by 2.8% year-on-year before increasing by 2.5% in the following year. According to analyst estimates, a moderate increase in rental revenues is forecast for the peer group companies, which is expected to be 2.1% in 2025 and 3.7% in 2026. The planned revenue growth of alstria is thus below the median of the peer group companies, which was already observed in the historical period. Nevertheless, the revenue growth is within the range of the estimates.

338. Compared to the peer group companies, however, the assumptions regarding property acquisitions and sales as well as property modernisations at alstria in particular must be taken into account, which can lead to a cyclical development of revenue growth rates.

339. Excluding the planned disposals, alstria initially forecasts a decrease in revenues of 2.8% in 2025, followed by an increase of 2.5% in 2026. The company further forecasts an annual decrease in revenues of 1.9% in 2027, 3.2% in 2028 and 0.7% in 2029, mainly based on the reduced sales proceeds.

4.4.2 EARNINGS BEFORE INTEREST AND TAXES (EBIT)

340. As part of the analysis of the business plan, the expense items that lead to alstria's operating result are analysed below.

341. The letting result is an important key figure for the profitability of property companies. This is generally calculated as the difference between revenue and operating costs and maintenance costs. Operating costs and maintenance costs are broken down into maintenance costs, apportionable operating costs and non-apportionable operating costs.

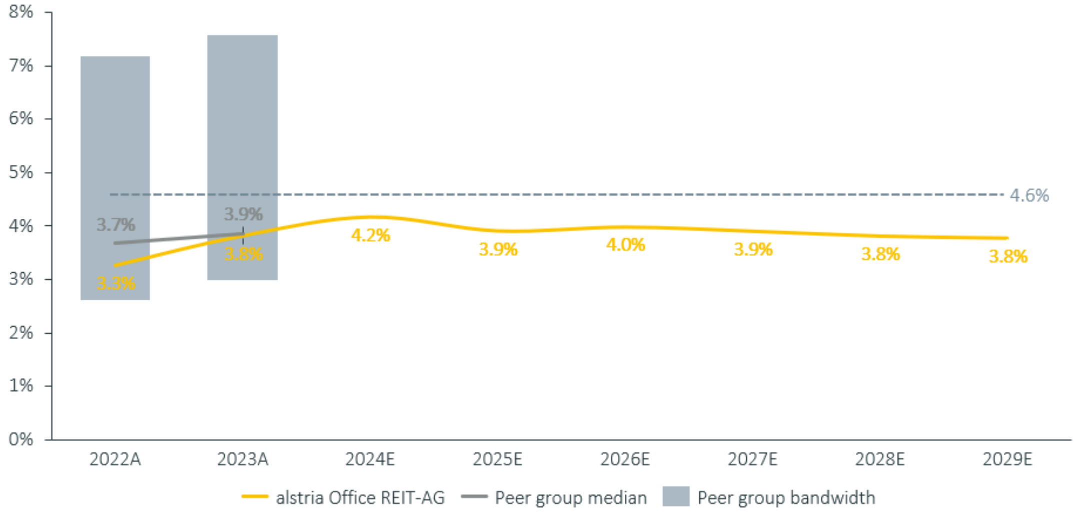
342. Property operating expenses increase constantly over the plan period from EUR 28.9 million in 2024 to EUR 33.3 million in 2029, which corresponds to an average annual growth rate of 2.9%. The revenue from recharged operating expenses is not recognised separately in revenue but is offset against the operating costs allocable to tenants in property operating expenses, so that the net amount is included in the latter. The main cost items under property operating expenses include personnel expenses for property management, expenses for repairs and modernisation, ongoing maintenance and non-allocable operating costs due to vacancies. Property operating expenses also include expenses for health, fire protection and safety measures, as well as those required by legal or regulatory requirements. The measures are developed in collaboration with the teams responsible for the properties and are subject to prioritisation. Some of the property operating expenses are fixed costs that are subject to inflation and therefore increase over the period of the business plan. In addition, property operating expenses increase over the plan period as additional properties are developed, which leads to a higher vacancy

rate. Vacancy costs vary depending on the property and tend to fall as they are developed, for example due to reduced heating and cleaning costs.

343. Due to the relatively constant rental income overall combined with rising property operating expenses, the planned net rental income will fall from EUR 168.6 million in 2024 to EUR 152.3 million in 2029. The average annual growth rate is therefore -2.0%.

Benchmarking the net rental yield

in %



Source: alstria company information, Capital IQ, ValueTrust analysis

344. As no analyst estimates are available for the net rental yield of the peer group companies, the analysis is based exclusively on historical values. While the average net rental yield of the peer group increased from 3.7% to 3.9% between 2022 and 2023, alstria's net rental yield increased from 3.3% to 3.8% in the same period. A further increase to 4.2% is forecast for alstria in 2024. The main reason for the increase in alstria's rental yield in the historical period under review is the depreciation of the fair value of the property portfolio. The net rental yield in 2024 is slightly below alstria's average of 4.6% over the last 10 years. In 2024, net rental income is expected to increase to EUR 168.6 million. The planned net rental yield in 2029 is 3.8%, which is at a historic level.

345. Administrative expenses are expected to increase as planned from EUR 9.0 million in 2024 to EUR 10.6 million, which corresponds to an average annual growth rate of 3.3%. However, alstria expects increased administrative expenses of EUR 12.6 million in 2025 due to one-off intragroup restructuring costs in connection with the loss of REIT status in the amount of EUR 2.9 million. In the business plan, the company assumes a reduction in administrative expenses of approximately EUR 0.4 million per year due to the delisting. However, this is offset by increased administrative costs resulting from the increased complexity of the Group structure and a resulting partial loss due to the VAT refund, totalling around EUR 1.2 million per year.

346. Personnel expenses will increase from EUR 10.3 million in 2024 to EUR 12.9 million in 2029. The average annual growth rate is therefore 4.6%. alstria forecasts personnel expenses based on the figures for 2024, taking into account only the replacement costs for existing staff without including an increase in the number of employees in the business plan. Wages and salaries are planned on the assumption of inflation indexation and therefore increase in each planning year at the expected inflation rate. The additional costs envisaged in the business plan due to the loss of REIT status have also been taken into account and are estimated at around EUR 1.6 million according to the business plan.

347. The business plan envisages that other operating income will remain constant at EUR 1.0 million per year in the period from 2025 to 2029. Among other things, this income is related to expected compensation payments from prematurely cancelled rental agreements. Other operating expenses are expected to remain constant at EUR 4.0 million per year. This is the sum of the expected revaluation of the minority interests in the subsidiary Prime Portfolio KG and the dividend payments to minority shareholders. The expenses are expected to be cancelled in 2032, as the long-term loan to the Dutch foundation will fall due and be repaid at this time. The limited partnership shares in Prime Portfolio KG currently held by the Dutch foundation will be repurchased with the repayment amount. The interest income paid by the Dutch foundation to alstria on the long-term loan and the dividend payments to the Dutch foundation will largely offset each other.

348. The planned fluctuation in the net result in the property portfolio valuation item from EUR -10.4 million to EUR 60.5 million is influenced in particular by the expected appreciation of the property portfolio. In addition, expenses are included as an offsetting entry to the capitalised vacancy and development costs, which neutralises the capitalised costs in the income statement. These are almost constant and increase from EUR 10.4 million in 2025 to EUR 10.7 million in 2029. No effects from the valuation of the property portfolio are planned in the first two planning years. From 2027 onwards, the investments made in the properties in previous periods are expected to lead to an increase in value of 50% in relation to the investment amount. The increase in value is expected after two years in each case upon completion of the project development.

349. Earnings before interest and taxes (EBIT) will therefore increase from EUR 134.3 million in 2024 to EUR 170.1 million in 2029.

(Adjusted) EBIT margin

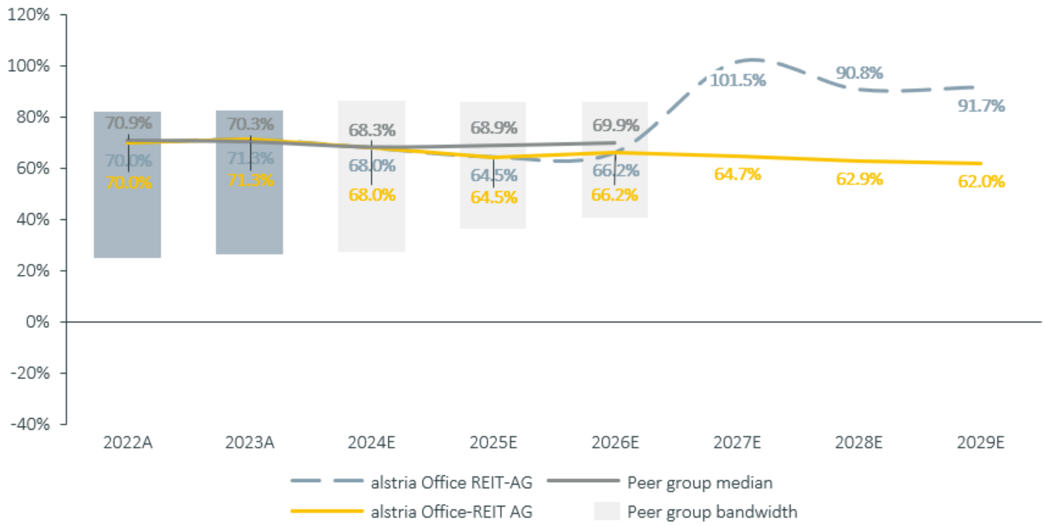
In EUR m

	Historical (adj.)			Business Plan				
	2022	2023	2024	2025	2026	2027	2028	2029
EBIT	127.9	136.9	134.3	123.8	130.3	196.0	169.6	170.1
in % of rental revenues	*70.0%*	*71.3%*	*68.0%*	*64.5%*	*66.2%*	*101.5%*	*90.8%*	*91.7%*
Capital appreciation/capital gains	0	0	0	0	0	71.0	52.0	55.0
Adjusted EBIT	127.9	136.9	134.3	123.8	130.3	125.0	117.6	115.1
in % of rental revenues	*70.0%*	*71.3%*	*68.0%*	*64.5%*	*66.2%*	*64.7%*	*62.9%*	*62.0%*
Depreciation	1.0	1.6	1.5	1.5	1.5	1.5	1.5	1.5
Adjusted EBITDA	128.8	138.4	135.8	125.3	131.8	126.5	119.1	116.6
in % of rental revenues	*70.5%*	*72.1%*	*68.8%*	*65.2%*	*66.9%*	*65.5%*	*63.7%*	*62.8%*

Source: alstria company information, ValueTrust analysis

Benchmarking the development of the (adjusted) EBIT margin

in %



Source: alstria company information, Capital IQ, ValueTrust analysis

350. In order to ensure a basis for comparison between alstria and the peer group companies, the planned but non-cash increase in the value of the property portfolio for the years 2027 to 2029 was adjusted.

351. The adjusted EBIT margin of alstria shows a slight decline over the entire planning period from 2025 to 2029 and is expected to decrease from 68.0% in 2024 to 62.0% in 2029. Overall, the adjusted EBIT margin is at the average level of the peer group companies between 70.9% and 68.3% in the period 2022 to 2024. While alstria's adjusted EBIT margin decreases to 62.0% over the planning period, the EBIT margins of the peer group also decrease, on average to 69.9%. This means that alstria's adjusted EBIT margin is still within the peer group range. The decline is mainly due to the decrease in revenues as a result of the disposals as well as the fixed cost structures in property operating expenses and personnel and administrative expenses. Taking into account the increase in the value of the properties from development activities and the investments made, the EBIT margin rises from 64.5% in 2025 to 91.7% in 2029, which is well above the adjusted range of the peer group companies. This shows that alstria can realise significant value increases compared to the earnings contribution from property letting even in the long term if the development activities are successfully implemented and thus increase the EBIT margin above the peer group level.

4.4.3 FINANCIAL RESULT

352. The planned financial result of alstria consists of interest expenses for the interest bearing liabilities and interest income from the assumed minimum operating liquidity and a long-term loan.

353. According to the business plan, the financial result is expected to fall from EUR -62.8 million in 2024 to EUR -90.1 million in 2029. The decline is primarily due to higher refinancing costs, which will lead to an increase despite the planned reduction in interest-bearing liabilities.

354. Interest bearing liabilities consist of liabilities to banks, bonds, promissory note loans and liabilities from leases. The majority of interest expenses are attributable to interest-bearing liabilities and are subject to an average effective interest rate of around 3.4% in 2025 to 4.3% in 2029. The business plan for the net financial result is based on the existing debt and hedging structure and assumes the current forward Euribor curve. Maturing liabilities are refinanced at maturity. Liabilities are repaid when assets are sold. Refinancing is carried out at an estimated 5-year forward swap rate plus a margin of 175 basis points, corresponding to the current marginal borrowing costs. Interest expenses are expected to increase from EUR -79.0 million in 2024 to EUR -94.5 million in 2029. The planned interest rates for refinancing existing liabilities are between 3.7% and 4.1% in the plan period. An average interest rate of around 4.0% is expected for the refinancing of corporate bonds maturing between April 2025 and November 2027. The total refinancing volume of the corporate bonds is EUR 816.2 million. The average interest rate for land charge loans, with a refinancing volume of EUR 971.5 million in the planning period, is planned at around 3.9%.

355. The company also expects an increase in interest income both on cash holdings and from the long-term loan to a Dutch foundation, which is expected to increase from EUR 3.3 million in 2025 to EUR 4.7 million over the plan period. The increase is due to the expected higher interest on the minimum fund. The interest income from the long-term loan to the Dutch foundation is planned to remain constant.

356. Overall, the financial result will fall from EUR -62.8 million in the 2024 financial year to EUR -90.1 million in the 2029 financial year.

357. Earnings before income taxes will fall from EUR 75.1 million in 2024 to EUR 68.7 million in 2029. However, as the higher interest expense will be offset by the increase in EBIT, in particular due to the described increase in value from property investments made in the portfolio properties in previous periods, the decline in results from ordinary activities will be less pronounced.

4.4.4 PROFIT / LOSS FROM EXTRAORDINARY RESULTS

358. For valuation purposes, the planned cash outflows in connection with the hedge paydowns were recognised as profit / loss from extraordinary results in our valuation model in the business plan. According to alstria's business plan, this item is recognised in the consolidated cash flow statement. No cash outflow related to the hedge paydowns is projected for the years 2025 and 2026. The expected cash outflow to settle the existing hedge positions amounts to EUR 3.1 million in 2027, EUR 13.8 million in 2028 and EUR 11.3 million in 2029 according to the business plan.

4.4.5 INCOME TAXES

359. As a REIT company, alstria is tax-exempt until 31 December 2024. Due to the expected loss of the REIT status of alstria office REIT-AG as of 1 January 2025, corporate income tax and trade tax will be incurred for the German companies for the first time as of 1 January 2025. The reorganisation of alstria carried out in this context, including the relocation of the registered office of alstria AG to Luxembourg, is assumed. Based on the planned earnings before taxes (EBT) according to IFRS, a simplified business plan of the taxable EBT is made and the corresponding trade and corporate income taxes are derived. Tax depreciation and amortisation of the properties, tax loss carryforwards and the limited tax deductibility of interest expenses due to the so-called interest barrier are taken into account.

360. The company has not only planned cash taxes, but also deferred taxes resulting from differences between the carrying amounts according to the tax balance sheet and IFRS. We have not taken deferred taxes into account in the planning of income taxes or in the planning of deferred tax assets and liabilities. The reason for this is that deferred taxes do not generate a tax benefit

from debt financing ("tax shield") and are not cash-effective and therefore not relevant when deriving the financial surpluses.

361. alstria continues to be subject to limited corporate income tax liability on its domestic income after the reorganisation. For the purposes of corporate income tax and solidarity surcharge, a tax rate of 15.825% was applied.

362. In addition, a tax rate of 16.45% was assumed on current trade income. Due to alstria's project development activities, trade tax is assumed to be incurred on 80% of the planned disposal volume due to the close temporal connection to investments.

363. As a result, cash taxes on income will be incurred in the plan period in the amount of EUR 3.1 million in 2025 and will increase to EUR 4.6 million by 2026. Due to the increased sales volume in the following two years, income taxes will increase significantly in the two subsequent years and are expected to amount to EUR 17.1 million in 2027 and EUR 18.5 million in 2028. In 2029, income taxes will decrease again to EUR 6.6 million, resulting in an effective tax rate (in %) of EBT of 9.6%. The reason for the increased income taxes is the increased revenue from the sale of properties in the portfolio, which results in an increased tax burden.

4.4.6 ANNUAL RESULT

364. After a negative annual result for 2022 and 2023 due to the valuation of the property portfolio at fair value, alstria also expects a net loss for 2024. In 2024, the annual result was significantly influenced by the first-time recognition of deferred tax liabilities. In 2025, a positive annual result of EUR 40.8 million is forecast for the year. This will increase to EUR 62.1 million by the end of the plan period in 2029, with the annual result for 2027 being higher at EUR 90.5 million due to the increase in the value of the property portfolio and higher rental income from previous investments, among other things. Furthermore, no effects from revaluations, such as changes in the discount rate, were considered.

4.4.7 BALANCE SHEET PLANNING

365. As part of the valuation activities, alstria's IFRS balance sheet planning for the years 2025 to 2029, on which the valuation is based, was reconstructed and analysed below. The balance sheet values refer to 31 December of the respective financial year:

Balance sheet Business plan Assets alstria 2025-2029

in EUR million

	Historical (adj.)			Business Plan					CAGR
	2022	2023	2024	2025	2026	2027	2028	2029	2024-29
Intangible assets	0.5	0.6	0.4	0.4	0.4	0.4	0.4	0.4	*0.0%*
Investment properties	4,606.8	3,971.3	4,100.9	4,162.8	4,156.8	4,087.8	3,999.8	4,064.8	*-0.2%*
Property, plant and equipment	19.7	20.3	19.7	19.7	19.7	19.7	19.7	19.7	*0.0%*
RoU-assets	0.5	1.1	1.1	1.1	1.1	1.1	1.1	1.1	
Financial assets	129.8	111.3	102.5	102.5	102.5	102.5	102.5	102.5	*0.0%*
Fixed assets	**4,757.4**	**4,104.6**	**4,224.6**	**4,286.5**	**4,280.5**	**4,211.5**	**4,123.5**	**4,188.5**	***-0.2%***
Accounts receivable	8.2	10.8	6.4	6.4	6.4	6.4	6.4	6.4	*0.0%*
Other assets	6.7	5.8	10.2	10.2	10.2	10.2	10.2	10.2	*0.0%*
Properties held for sale	26.6	0.0	0.0	0.0	0.0	0.0	0.0	0.0	*n/a*
Liquid funds	365.0	116.3	73.7	1.0	7.6	66.0	103.0	60.4	*-3.9%*
Current assets	**406.4**	**132.9**	**90.3**	**17.6**	**24.2**	**82.6**	**119.6**	**77.0**	***-3.1%***
Total assets	**5,163.8**	**4,237.5**	**4,314.9**	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**	***-0.2%***

Source: alstria corporate information

Fixed assets

366. Total assets are forecast to fall by an average of -0.2% per year over the plan period from EUR 4,314.9 million in 2024 to EUR 4,265.5 million in 2029. The main driver for this expected decline is the planned development of fixed assets. Fixed assets mainly consist of investment property, the holdings of which were recognised as declining in the plan period due to planned disposals.

367. alstria's property, plant and equipment comprises owner-occupied land and buildings accounted for in accordance with IAS 16, a forest property with an area of 2,168 hectares, which was acquired in the financial year 2021 for the purpose of sustainable management and use, furniture and fixtures as well as other rights of use in accordance with IFRS 16. alstria's business plan assumes that property, plant and equipment will remain unchanged at EUR 19.7 million over the entire plan period.

368. Financial assets consist of a long-term loan with a term until the end of the 2032 financial year in the amount of EUR 102.5 million and the recognised fair value of the derivative financial instruments held in the amount of EUR 8.1 million. The financial assets are also taken into account unchanged in the business plan. The interest income resulting from the loans is recognised as part of interest income planning.

369. A key component of balance sheet planning is driven by the development of the property portfolio. As investment properties are recognised annually at fair value, they are not subject to regular depreciation and amortization. The development is subject to the planning assumptions for disposals and the planned increase in the value of the property portfolio due to investment activities. The increases in value represent the delayed impact of investments. alstria plans investments of EUR 142 million in 2025, EUR 104 million in 2026 and EUR 110 million in the years from 2027 to 2029, including refurbishment and modernisation and re-letting investments. Re-letting investments are planned to remain relatively constant and range between EUR 38.5 million and EUR 51.1 million over the plan period and are primarily incurred for the

re-letting of office space. In contrast, refurbishment and modernisation investments vary between EUR 100.4 million in 2025 and EUR 52.9 million in 2026, rising to EUR 71.5 million in 2029. Refurbishment and modernisation investments include far-reaching measures as part of alstria's development activities, which will bring the properties to an attractive level for re-letting. As a result of the extensive refurbishment and modernisation investments, alstria plans to increase the value of the properties by 50% of the investments with a time lag of two years. As a result, no valuation effects are initially planned in the first two planning years. The planned increase in the value of the properties is EUR 71.0 million in 2027, EUR 52.0 million in 2028 and EUR 55.0 million in 2029. The increase in value will lead to an increase in the value of the investment properties. In addition, the planned sale of properties totalling EUR 790.0 million is expected to take place during the plan period. The annual sales volume will increase in the planning period from EUR 80.0 million in 2025 to EUR 250.0 million in 2027 and 2028 and takes into account a catch-up effect due to the very low transaction volume generally observed on the property market in recent years. As extensive development activity and investments took place during this period, alstria has a comparatively high number of fully developed properties in its property portfolio that can be sold.

370. In the past, the balance sheet item intangible assets totalled around EUR 0.4 million, which will remain constant over the entire plan period.

Current assets

371. In the business plan, alstria assumes that accounts receivable will remain constant at EUR 6.4 million over the entire plan period. In the past, the item planned as a lump sum consisted of rent receivables and ancillary cost receivables. The development of energy prices is of implicit significance for incidental rental costs, as these are related to the advance rental payments received. However, the difference is only temporary in nature and accounts for a small percentage of total assets. Therefore, no specific planning assumptions were taken into account. The picture is similar for rent receivables, which show no significant variation over the plan period and are therefore planned to remain constant.

372. Other assets were also recognised as a constant lump sum of EUR 10.2 million over the plan period. As already described in section 2.3.5, other receivables consist of various current receivables, such as creditors with d EBIT balances, maintenance reserves, cash in transit, interest receivables or advance payments made and VAT receivables. Thus, alstria does not plan any change to the values in 2024.

373. alstria's current assets, less cash and cash equivalents, are assumed to remain constant in the business plan and are extrapolated at EUR 16.6 million in 2024 over the entire plan period.

374. Cash and cash equivalents initially decrease from EUR 73.7 million in 2024 to EUR 1.0 million in 2025 and then increase to EUR 103.0 million in 2028. In 2029, cash and cash equivalents decrease again to EUR 60.4 million. According to management statements, the minimum operating cash is around EUR 30.0 million. alstria's business plan does not provide for any distributions to shareholders in the form of dividend payments for the years 2025 to 2029. The distribution to minority shareholders for the compensation of the loss of REIT status was recognised in cash, as the compensation is paid separately to minority shareholders, it was not recognised in the cash flow to equity.

Equity and liabilities

375. In addition to interest-bearing and non-interest-bearing liabilities, the liabilities side of the balance sheet also includes provisions and equity, which is derived on the basis of the integrated business plan:

Balance sheet Business plan Equity & liabilities alstria 2025-2029
in EUR million

	Historical (adj.)			Business Plan					CAGR
	2022	2023	2024	2025	2026	2027	2028	2029	2024-29
Equity	**2,571.4**	**1,617.5**	**1,480.2**	**1,501.0**	**1,544.7**	**1,635.2**	**1,681.1**	**1,743.3**	*3.3%*
Corporate bonds	1,427.0	1,077.2	980.7	645.5	311.4	0.0	0.0	0.0	*n/a*
Mortgage loans	893.3	1,321.5	1,419.6	1,724.1	2,016.0	2,267.0	2,171.1	2,132.7	*8.5%*
Promissory notes	78.2	40.7	40.0	40.0	40.0	0.0	0.0	0.0	*n/a*
Lease liabilities	5.7	5.4	5.4	5.4	5.4	5.4	5.4	5.4	*0.0%*
Interest-bearing liabilities	**2,404.1**	**2,444.8**	**2,445.7**	**2,415.1**	**2,372.8**	**2,272.7**	**2,176.7**	**2,138.3**	***-2.7%***
Accounts payable	3.6	4.7	3.2	3.2	3.2	3.2	3.2	3.2	*0.0%*
Limited partners' contributions of non-controlling shareholders	121.0	98.3	96.8	95.9	95.0	94.2	93.1	91.9	*-1.0%*
Other liabilities	63.7	72.1	289.0	289.0	289.0	288.9	289.0	288.9	*0.0%*
Non-interest-bearing liabilities	**188.2**	**175.1**	**389.0**	**388.1**	**387.2**	**386.3**	**385.3**	**384.0**	***-0.3%***
Total equity & liabilities	**5,163.8**	**4,237.5**	**4,314.9**	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**	***-0.2%***

Source: alstria corporate information

Equity

376. Equity will grow in the planning period from EUR 1,480.2 million in financial year 2024 to EUR 1,743.3 million in financial year 2029. No distributions are planned in the planning period, as the cash and cash equivalents are required to carry out the investments and thus to develop and modernise the properties. The distribution assumption of alstria was adopted in the business plan used for the valuation.

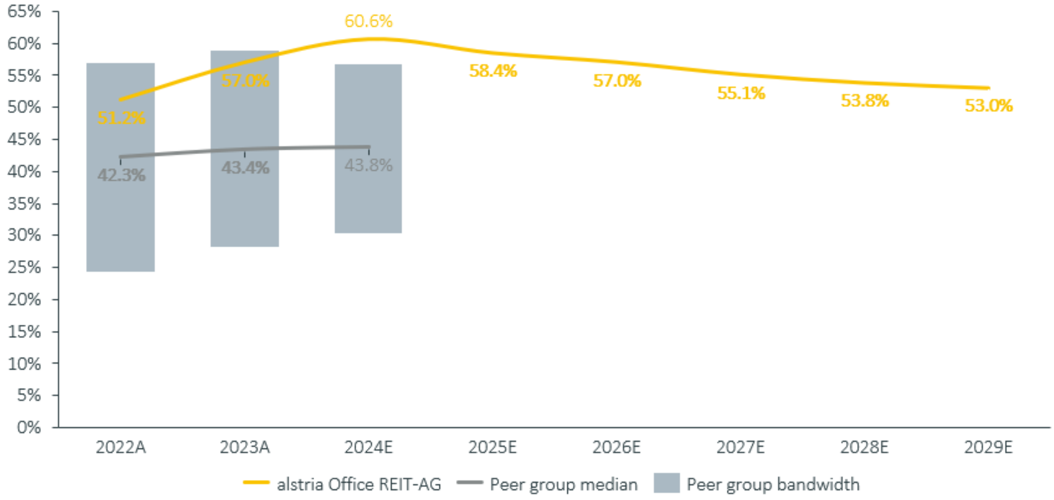
Interest bearing liabilities

377. All of alstria's interest bearing liabilities consist of financial instruments with bullet maturities. The business plan assumes that expiring loans and maturing corporate bonds will be refinanced or repaid by taking out new loans in accordance with their maturity structure. In addition, corporate bonds are to be repaid by 2026 and replaced by land charge loans. alstria also plans to repay a portion of the outstanding liabilities that fall due as a result of the sale of the collateralised properties. It is assumed that the mortgage loans are financed with a loan-to-value ratio of 60% and that the sale of the properties triggers the repayment of these liabilities. Repayments are therefore planned in each case depending on the sales volume and amount to EUR 30.7 million in 2025, repayments of EUR 42.2 million are planned in 2026, EUR 95.9 million in 2027 and 2028 and EUR 38.4 million in 2029.

378. In addition to interest-bearing liabilities, interest-bearing liabilities also include lease liabilities. The business plan shows a decrease in interest-bearing liabilities from EUR 2,445.7 million in 2024 to EUR 2,138.3 million in 2029.

Gross LTV benchmarking (ValueTrust calculation)[88]

in %



Source: alstria company information, Capital IQ, ValueTrust analysis

379. No analyst estimates are available for the plan period, so alstria's planned values can only be compared with historical values. In the years 2022 to 2023, alstria's gross LTV ratio was at the upper end of the peer group ranges with values between 51.2% and 57.0%. It reflects alstria's capital structure after dividend payments and new borrowings and the resulting high level of debt. The increase of around 6 percentage points in 2023 was additionally caused by the reduction in the fair value of the property portfolio. The peak of the gross LTV ratio for 2024 was 60.6%, well above the peer group level and even slightly above the range. In the further course, alstria plans to reduce the gross LTV ratio from 58.4% in 2025 to 53.0% at the end of the planning horizon. The repayment of debt and the appreciation of the properties through investments will have a positive effect here. However, the LTV ratio is still at the upper end of the peer group range at the end of the planning period. Due to the already high level of debt, the raising of additional debt capital is limited.

88 The calculation of the gross LTV ratio is based on the total interest bearing liabilities divided by the average value of the property portfolio in the current year and the previous year.

Non-interest-bearing liabilities

380. Non-interest-bearing liabilities consist of accounts payable, limited partner contributions from non-controlling interests and other liabilities. The significant increase in other liabilities from EUR 72.1 million in 2023 to EUR 289.0 million in 2024 is due to the recognition of deferred tax liabilities due to the expected loss of the REIT status of alstria Office REIT-AG at the end of 2024. In the planning years from 2025 to 2029, non-interest-bearing liabilities will decrease from EUR 389.0 million in 2024 to EUR 384.0 million. In contrast to the company's business plan, deferred tax liabilities were recognised on a constant basis, as cash taxes on income are recognised in the income statement.

4.4.8 RESULT OF THE ANALYSIS OF THE BUSINESS PLAN

381. To ensure the consistent derivation of future cash flows and growth rates, the key assumptions and premises of the business plan were analysed and checked for plausibility as part of a benchmarking analysis.

382. alstria's business plan is initially based on bottom-up planning, which is derived at property level and supplemented by top-down management assumptions. Existing rental agreements and conditions, price indexation, contract extensions, new lettings and vacancy assumptions are taken into account. The planned development activities for the development portfolio and sales to finance investments are also taken into account. The decline in revenue is due to the planned sales. The planned gross rental yield also shows that the rental assumptions are plausible compared to average prime yields observed on the market for office properties in the top 7 cities. Adjusted for valuation effects due to the fixed cost structures in the non-recoverable operating expenses, personnel expenses and additional administrative costs due to the reorganisation of the Group structure following the elimination of REIT status, the planned EBIT margin decreases over the course of the planning period. However, it is plausible compared to alstria's historical margin and the margins of the peer group as a whole. In addition, the project development results in value increases of the properties, which increase the EBIT margin above the peer group range. Historically, alstria has also been able to generate increases in the value of the developed properties. However, this took place in a much more favourable real estate environment. In view of the success of the current development projects and the increases in construction costs and a shortage of construction capacity, the business plan for value increases also appears plausible. At the same time, property development leads to additional risks that go beyond the risk profile of pure property portfolio holders.

383. In the past, alstria's gross LTV ratio was at the upper end of the observable range of peer group companies. At the end of the plan period, the gross LTV ratio is projected to remain at a high level, albeit historically achieved. This corresponds to the capital structure of alstria since the distribution of dividends and the raising of new debt capital. The business plan for interest expenses takes into account the contractual interest rate conditions, interest rate hedges via derivatives and follow-up financing at market reference rates and margins. The decline in FFO and the FFO margin illustrates the high level of debt coupled with rising borrowing costs and the taxes to be paid as a result of the loss of REIT status.

384. alstria's balance sheet planning is largely determined by the development of the property portfolio, as investment properties are recognised annually at fair value and are therefore not subject to regular or planned depreciation and amortization. The development depends on the assumptions for disposal and the value increases due to investments. The planned investments reflect the investments required in the portfolio and those that increase the value of property development. However, the capacity for development is primarily limited by the currently restricted liquidity on the investment market. As soon as market conditions improve, an expansion of development activities and planned sales appears plausible.

385. With the exception of the hedge paydowns, which would have been recognised in the cash flow statement in accordance with alstria's planning principles, the business plan was adopted without adjustment. Based on our analyses of the market and competitive environment, the planning of the income statement and the balance sheet, the benchmarking analyses with the peer group, the discussions held with the management board and other employees of alstria and the analysis of the business plan, the business plan is considered plausible, in particular against the background of the planned increase in value of the properties through investments. Taking into account the growth rates of the property portfolio achieved in the past, the acquisition policy, which includes the acquisition of older office properties in attractive geographical locations at comparatively low prices, the strategy of letting to solvent tenants and the above-average development share of the property portfolio compared to the companies in the peer group, the underlying business plan appears plausible overall.

4.5 CONVERGENCE AND CONTINUATION PHASE

386. When determining the equity value using the dividend discount value or DCF method, a distinction is made between at least two planning phases when discounting future cash flows, assuming an unlimited life of the company. The first phase (detailed planning phase) consists of a finite number of periods and generally covers three to five financial years. Between the detailed planning phase and the continuation phase, it may be appropriate to model a further intermediate phase (known as the convergence or rough planning phase).

387. The DVFA recommendations explicitly divide the forecast period into at least two phases. The detailed planning phase generally covers 3 to a maximum of 10 financial years. Here, detailed plans for the income statement, balance sheet and future surpluses relevant to the valuation must be described. In a so-called continuation or annuity phase, which may directly follow, a continuous development of the company's surpluses over an infinite period with a constant growth rate is assumed for the determination of the going concern value. If the company is still in an adjustment phase, e.g. growth that is not yet sustainable, a convergence or rough planning phase should be modelled before the annuity phase. In this way, extraordinary effects can be adjusted in the planning and the planning can be converted into sustainable estimates. This procedure was followed. To derive the sustainable result, a convergence phase for the period 2030 to 2033 was first taken into account and then a perpetual annuity was applied.

4.5.1 CONVERGENCE PHASE

388. At the end of the detailed planning period in the financial year 2029, alstria is not yet in a steady state, so that the planning period was extended by a 4-year convergence phase. This is mainly due to the fact that alstria plans to invest in the development of the property portfolio up to and including 2029 and that the corresponding revenue growth or value increases of the properties will only be realised after 2029. In addition, the ongoing development activities will also be recognised in the convergence phase after 2029. In principle, alstria can participate in the comparatively stable economy with a high level of employment in the top 7 German cities in the long term. With regard to the future demand for office space, however, the trend towards working from home and the adapted customer requirements continue to give rise to great uncertainty. In the long term, however, alstria should be able to adapt its property portfolio to changing demand from home offices or new work concepts following refurbishment or modernisation. However, this is offset by high development and investment risks. In the long term, it is assumed that vacancy rates and potential rents will increase following modernisation, leading to revenue growth in convergence.

389. At the end of the business plan period in 2029, alstria's property portfolio contains around 90 properties as a result of the assumed sales. In the convergence phase, this portfolio will continue to be planned with constant space. To derive the sustainable result, alstria's vacancy rate is reduced to around 7% compared to the detailed planning period, which is still characterised by higher development activity. The sustainable vacancy rate is calculated on the basis of the vacancy rate related to development activity and the vacancy rate of the existing portfolio Based on alstria's internal analyses, the vacancy rate has historically been between around 15% and 20% in relation to the lettable office space in the period 2021 to 2024.[89] A significant reduction in vacancy compared to historical figures is therefore planned. In addition, an increase in rents per square metre is expected due to higher potential rents and rent indexation. Overall, revenue will increase from EUR 185.6 million in 2029 to EUR 288.3 million in 2034 with an annual growth rate of 9.2%. As the floor space is assumed to remain constant, a significant increase in average rents per square metre is assumed. This growth is higher than the historically

[89] The vacancy figures are based on alstria's internal analyses. These are not comparable with the EPRA vacancy rate.

realised growth rates, but also reflects the increase in hidden reserves due to investments in the detailed planning period. In addition, a comparison with the average prime yields observed on the market for office properties in the top 7 cities, which are around 4.5%, shows that the gross rental yields of 6.6% planned in the convergence phase are above average in a market comparison.

390. The property operating expenses planned in the convergence phase are calculated on the basis of the average ratio in the plan period and amount to 15.0% of revenue on a sustainable basis. An increase in the ratio from 15.8% in 2025 to 17.9% in 2029 is planned for the plan period. Part of the property operating expenses consists of fixed costs that are subject to inflation. Another part is made up of variable costs that are incurred depending on the vacancy rate. The amount of vacancy costs varies depending on the property. The specific vacancy costs, maintenance costs and allocated personnel costs were taken into account in order to ensure a realistic depiction of administrative costs. As a reduction in vacancy is planned in the convergence phase, a sustained reduction in the property operating expenses ratio is planned. The ratio is therefore below the historical figure of 15.2% achieved between 2022 and 2024.

391. With regard to net rental income, it is assumed that the net rental yield will increase to a sustainable level of 5.6%.[90] The long-term achievable net rental yield is thus significantly higher than the net rental yield realised in the past and planned in alstria's business plan. In the last ten years, alstria's net rental yield was approximately 4.6% and in the plan period an average of 3.9%. In addition, the sustainably planned net rental yield is at the upper end of the peer group range and significantly above the peer group average of 3.9% calculated on the basis of the available financial statements.

392. In addition to the pure letting of the property portfolio, alstria's ongoing development activities, consisting of acquisitions and disposals as well as the modernisation of properties, are also taken into account in the derivation of the financial surpluses. It is assumed that around 10% of the property portfolio will be under development in the long term. This requires a constant number of properties to be purchased, modernised and subsequently sold on a sustainable basis. In the past, alstria has purchased an average of around 2 properties per year over the last 15 years. Historically, more properties were sold, but these were increasingly properties that were not modernised by alstria

[90] Note: The net rental yield is calculated on the basis of the value of the property portfolio developed in line with the investments.

393. The properties are purchased at comparatively low purchase prices, which reflect the development potential of the properties. Once refurbishment and modernisation have been completed, the properties are assumed to be sold with an increase in value from the investments. An annual capital gain totalling EUR 30 million is taken into account in the long term. This is higher than the capital gains realised historically, which, calculated as the difference between the sales proceeds and the carrying amounts, have averaged around EUR 7.5 million per year since 2008.

394. alstria's adjusted EBITDA margin[91] is expected to increase from the level of 62.8% reached at the end of the detailed planning period in 2029 to a sustainable margin of 72.6%. The reason for this is the expected economies of scale due to the planned decrease in the vacancy rate as well as a reduction in other operating expenses in 2032 due to the planned redemption of alstria office Prime shares. In comparison, an adjusted EBITDA margin of 68.8% to 72.1% was achieved in the three previous financial years 2022 to 2024. Depreciation and amortisation mainly relate to operating and office equipment as well as depreciation and amortization in connection with right-of-use assets. The level of these balance sheet items is constantly updated in the detailed planning phase. Similar to the adjusted EBITDA margin, the adjusted EBIT margin will also be adjusted from a level of 62.0% to a sustainable margin of 71.9% at the end of the detailed planning period in 2029. This means that the sustainable adjusted EBIT margin is above alstria's average historical level of 69.7% in the period from 2022 to 2024. The adjusted EBIT(DA) margins were adjusted for the disposal proceeds and the planned increase in the value of the property portfolio due to investments. The planned (unadjusted) EBIT margin, which takes into account the planned capital gains, is planned to increase sustainably to 82.6% and is therefore well above the peer group median and at the upper end of the peer group range.

395. The sustainable financial result was planned depending on the average debt level and an interest rate of 4.3%. This interest rate is the average of the value planned by alstria in 2029 and was derived on the basis of the three-month EURIBOR rate plus a margin of 175 basis points. In the long term, it is assumed that the financial result will develop in line with the sustainable growth rate.

396. As in the detailed planning phase, only the taxes affecting liquidity were recognised for taxes on income. These were calculated on the basis of detailed tax planning in the convergence phase. The tax rate shifts depending on the planned rental income and capital gains. In the long term, the effective tax rate on the IFRS results from ordinary activities is 10.8% in relation to the taxes affecting liquidity. During the convergence phase, alstria's detailed tax planning was further developed during the convergence phase. Accordingly, deferred tax expenses arising from the valuation result of investment property are not recognised.

[91] Note: The adjustments relate to the increase in value of the property portfolio in the years 2027 to 2029 and the capital gains from the sale of properties.

397. The extrapolation of the balance sheet with regard to property assets is essentially based on the assumption that acquisitions and disposals of properties will converge to a sustainable level from 2029. Annual acquisitions in the amount of EUR 49 million are planned and additional refurbishment and modernisation investments in the amount of EUR 53 million. In the long term, the acquisitions and disposals offset each other in terms of amount, so that effectively only the gain on disposal is included in the derivation of sustainable cash flows in a value-enhancing manner. In addition, it is assumed that alstria's maintenance investments will continue to develop in line with commercial space and expected inflation. Annual maintenance investments in the amount of EUR 53 million are planned to ensure the sustainable maintenance of the building fabric and the lettability of the properties. Maintenance investments of around EUR 36 per square metre have been planned. This business plan is based on the remaining useful life and wear and tear of the existing buildings as well as on investment costs based on new construction costs and the refurbishment and modernisation costs planned by alstria; it is assumed that these investments will recur after the end of the total useful life. For the sake of simplicity, the other asset items were planned as constant or as a function of revenue. This also corresponds to alstria's approach in the detailed planning phase. The long-term operating minimum cash balance is derived on the basis of the peer group companies and the historical ratios as well as the ratios assumed in the business plan and should amount to 15.9% of total revenues in the long term. The minimum cash balance must be sufficient to ensure the financing of the long-term investments of around EUR 155 million p.a. if a sale does not take place and the investments have already been contractually agreed. Both the common stock and the additional paid-in capital are planned to remain constant. The distributions have been planned in such a way that all surplus liquidity is distributed in full to the shareholders.

398. Interest bearing liabilities to banks are amortised on a constant basis from the last year of the detailed planning phase. In the convergence phase, the development of interest bearing liabilities was taken into account in accordance with the maturity structure with the existing conditions and refinancing at market conditions was assumed at the respective time. Planned acquisitions are to be financed from proceeds from the sale of the existing portfolio and from operating cash flow, without additional borrowing. This reduces the gross LTV ratio to a level of 51.5%, which is at the lower end of the historical values since the acquisition by Brookfield and the planned values of alstria. The ratio seems plausible considering the company's debt target. In the long term, interest bearing liabilities will increase in line with equity at the sustainable growth rate.

399. For the sake of simplicity, the other liability items were planned as constant or in % of total revenues. This also corresponds to alstria's approach in the detailed planning phase.

400. The business plan for the income statement, the balance sheet and the cash flows that can be derived from them is fully integrated during the continuation phase.

401. The base scenario assumes an increase in revenue of EUR 100 million from the last planning year 2029 to the continuation phase in 2034. Compared to the historically realised sales growth and the growth rates of the peer group, this growth appears ambitious and there is an increased risk that the increase in rental income and reduction in vacancies cannot be realised from a portfolio perspective. In a sensitivity analysis, it is therefore assumed that the increase in revenues will be lower due to a higher vacancy rate of around 15%, in line with alstria's historical vacancy rates. Historically, the vacancy rate was around 19% according to alstria's internal analysis in relation to the total lettable office space in the period from 2022 to 2024. In contrast, a reduction in vacancy is assumed. Accordingly, revenues will increase by EUR 70 million in the same period with unchanged sustainable development profits. The planned long-term gross rental yield is 6.0%, which is also higher than the prime rental yields of around 4.5% observed in the top 7 office locations. In order to maintain the risk equivalence of the assumptions made in the base scenario and in the sensitivity analysis, the different risks are taken into account in the capital costs.

4.5.2 CONTINUATION PHASE

402. The continuation phase then describes an estimate of a sustainable level of earnings with constant growth.[92] This sustainable growth rate of financial surpluses is the rate at which all planning items must grow in order to reflect a sustainable and steady state of the company. The uniform growth of all items in the income statement and all balance sheet items at carrying amounts ensures constant sustainable operating profitability as well as constant asset turnover, gearing and return on capital.

403. alstria's business plan is a nominal business plan. When discussing the sustainable growth of financial surpluses for the perpetuity approach, nominal growth must be taken into account. In economic terms, this is made up of price increases or inflation-related growth and real growth. Real growth, in turn, can include volume growth and structural effects (product mix shifts). In valuation practice, only inflation-related growth is regularly assumed in the forecast for the going concern phase.[93] Real growth beyond the detailed planning phase is often not taken into account. However, as the nominal industry growth rate and the company's market position are relevant for estimating the sustainable growth rate, other components - in particular volume-

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[92] See Ballwieser/Hachmeister, 2013, p. 63 ff.

[93] See WP Handbook Edition "Valuation and Transaction Advice" (2018): Part A, para. 427

induced growth - must also be included in addition to price-related growth when estimating the sustainable, nominal growth rate.

404. When discussing expected price growth, it must be taken into account that individual sectors or individual companies may be subject to individual inflation rates that deviate from consumer price indices. Various studies by the International Monetary Fund and the Organisation for Economic Co-operation and Development ("OECD") as well as other institutions such as the respective central banks are used to assess the long-term growth rate. The basis for estimating long-term inflation rates is provided by the corresponding inflation targets of the central banks, which are pursued with the aid of monetary policy measures.

405. As of the valuation date, alstria operates exclusively in the German office property market. alstria's business plans are prepared in Euro, so that inflation must be based on this currency. The European Central Bank pursues an inflation target of 2.0% for Europe. In the recent past, inflationary growth has been at a higher level, but the IMF expects it to normalise again, so that an inflation rate of 2% seems appropriate in the long term and is at the level of the target value specified by the central banks. An introductory analysis of this has already been provided in the "Macroeconomic situation and outlook" chapter. Overall, based on the macroeconomic analyses, real growth rates of between around 0.0% and 1.4% can be expected in the years 2024 to 2029 and annual price increases of around 2.0% and more in alstria's relevant sales markets in the long term from 2025. Future phases of crisis and exogenous shocks may occur that cannot be directly taken into account in the forecasts presented and may dampen growth expectations. In the long-term forecast, it can be assumed that inflation will normalise again (see section 2.3.3).

406. In an overall assessment of all growth components, particular account was taken of expected inflation and the assumption that price increases would be passed on for the most part in the case of largely index-linked rental agreements, as well as constant space without further volume growth. A sustainable, sector-specific, nominal growth rate of 2.0% (before personal taxes) was therefore applied. The corresponding terminal growth rate for determining the dividend discount value after personal taxes is 1.74%.

4.5.3 OVERVIEW OF KEY FIGURES AND VALUE DRIVERS

407. Finally, the adjusted income statements and balance sheets of alstria, which are relevant for the derivation of the financial surpluses, are presented and summarised by the overview of financial value drivers (key figures).

Restated income statement of alstria

	Historical (adj.)			Business Plan					Convergence				TV
	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Rental income	**182.8**	**192.0**	**197.5**	**192.0**	**196.8**	**193.0**	**186.9**	**185.6**	**208.4**	**231.3**	**254.1**	**276.9**	**282.5**
growth (yoy)	*n/a*	*5.0%*	*2.9%*	*-2.8%*	*2.5%*	*-1.9%*	*-3.2%*	*-0.7%*	*12.3%*	*11.0%*	*9.9%*	*9.0%*	*2.0%*
Real estate operating expenses	-29.8	-28.1	-28.9	-30.3	-31.0	-31.9	-32.6	-33.3	-35.9	-38.1	-40.0	-41.5	-42.4
Net rental income	**153.0**	**163.9**	**168.6**	**161.7**	**165.8**	**161.1**	**154.3**	**152.3**	**172.6**	**193.2**	**214.1**	**235.4**	**240.1**
in % of rental revenues	*83.7%*	*85.4%*	*85.4%*	*84.2%*	*84.2%*	*83.5%*	*82.6%*	*82.1%*	*82.8%*	*83.5%*	*84.3%*	*85.0%*	*85.0%*
Administrative expenses	-8.7	-9.2	-9.0	-12.6	-9.9	-10.2	-10.4	-10.6	-9.3	-9.5	-9.7	-9.9	-10.0
Personnel expenses	-11.1	-10.4	-10.3	-11.9	-12.1	-12.4	-12.6	-12.9	-13.2	-13.4	-13.7	-14.0	-14.2
Other operating income	0.9	0.9	0.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.0	1.1
Other operating expenses	-0.4	-0.2	-4.2	-4.0	-4.0	-4.0	-4.0	-4.0	-4.0	-4.0	0.0	0.0	0.0
Net result from fair value adjustments to investment property	-5.8	-8.2	-10.8	-10.4	-10.5	60.5	41.3	44.3	-10.9	-11.1	-11.3	-11.5	-11.8
Net result from the disposal of investment property	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	55.0	55.0	29.2	29.7	30.3
EBIT	**127.9**	**136.9**	**134.3**	**123.8**	**130.3**	**196.0**	**169.6**	**170.1**	**189.6**	**209.4**	**207.6**	**228.8**	**233.4**
in % of rental revenues	*70.0%*	*71.3%*	*68.0%*	*64.5%*	*66.2%*	*101.5%*	*90.8%*	*91.7%*	*91.0%*	*90.5%*	*81.7%*	*82.6%*	*82.6%*
Depreciation	1.0	1.6	1.5	1.5	1.5	1.5	1.5	1.5	1.7	1.9	2.1	2.1	2.1
EBITDA	**128.8**	**138.4**	**135.8**	**125.3**	**131.8**	**197.5**	**171.1**	**171.6**	**191.3**	**211.2**	**209.7**	**230.9**	**235.5**
in % of rental revenues	*70.5%*	*72.1%*	*68.8%*	*65.2%*	*66.9%*	*102.3%*	*91.6%*	*92.5%*	*91.8%*	*91.3%*	*82.5%*	*83.4%*	*83.4%*
Financial results	-31.0	-53.7	-62.8	-79.9	-81.9	-85.3	-91.4	-90.1	-87.8	-87.0	-89.6	-91.4	-93.2
Extraordinary results	-171.4	-736.7	3.6	0.0	0.0	-3.1	-13.8	-11.3	-7.5	-3.8	0.0	0.0	0.0
Income before tax	**-74.5**	**-653.6**	**75.1**	**43.9**	**48.4**	**107.6**	**64.4**	**68.7**	**94.3**	**118.7**	**118.0**	**137.4**	**140.1**
Taxes on income	-0.1	0.2	1.9	-3.1	-4.6	-17.1	-18.5	-6.6	-6.0	-8.9	-11.3	-14.9	-15.2
Effective tax rate (in%)	*0.1%*	*0.0%*	*2.5%*	*-7.1%*	*-9.5%*	*-15.9%*	*-28.7%*	*-9.6%*	*-6.4%*	*-7.5%*	*-9.6%*	*-10.8%*	*-10.8%*
Defered tax	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Annual result	**-74.6**	**-653.4**	**77.0**	**40.8**	**43.8**	**90.5**	**45.9**	**62.1**	**88.3**	**109.8**	**106.7**	**122.5**	**124.9**

Source: Company information, ValueTrust analysis

Adjusted balance sheet of alstria

	Historical (adj.)			Business Plan					Convergence				TV
	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Intangible assets	0.5	0.6	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4	0.4
Investment properties	4,606.8	3,971.3	4,100.9	4,162.8	4,156.8	4,087.8	3,999.8	4,064.8	4,114.5	4,165.3	4,217.0	4,269.8	4,323.7
Property, plant and equipment	19.7	20.3	19.7	19.7	19.7	19.7	19.7	19.7	19.7	19.7	19.7	20.1	20.5
RoU-assets	0.5	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1	1.1
Financial assets	129.8	111.3	102.5	102.5	102.5	102.5	102.5	102.5	102.5	102.5	8.1	8.3	8.4
Fixed assets	**4,757.4**	**4,104.6**	**4,224.6**	**4,286.5**	**4,280.5**	**4,211.5**	**4,123.5**	**4,188.5**	**4,238.2**	**4,289.0**	**4,246.3**	**4,299.7**	**4,354.1**
Accounts receivable	8.2	10.8	6.4	6.4	6.4	6.4	6.4	6.4	7.2	8.0	8.8	8.9	9.1
Other assets	6.7	5.8	10.2	10.2	10.2	10.2	10.2	10.2	11.5	12.7	14.0	14.2	14.5
Properties held for sale	26.6	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Liquid funds	365.0	116.3	73.7	1.0	7.6	66.0	103.0	60.4	33.1	36.8	40.4	41.2	42.0
Current assets	**406.4**	**132.9**	**90.3**	**17.6**	**24.2**	**82.6**	**119.6**	**77.0**	**51.8**	**57.4**	**63.1**	**64.4**	**65.7**
Total assets	**5,163.8**	**4,237.5**	**4,314.9**	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**	**4,290.0**	**4,346.4**	**4,309.4**	**4,364.1**	**4,419.8**
Equity	**2,571.4**	**1,617.5**	**1,480.2**	**1,501.0**	**1,544.7**	**1,635.2**	**1,681.1**	**1,743.3**	**1,759.2**	**1,806.9**	**1,853.1**	**1,863.0**	**1,873.1**
Corporate bonds	1,427.0	1,077.2	980.7	645.5	311.4	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Mortgage loans	893.3	1,321.5	1,419.6	1,724.1	2,016.0	2,267.0	2,171.1	2,132.7	2,132.7	2,132.7	2,132.7	2,175.4	2,218.9
Promissory notes	78.2	40.7	40.0	40.0	40.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Other credit liabilities	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Lease liabilities	5.7	5.4	5.4	5.4	5.4	5.4	5.4	5.4	5.4	5.4	5.4	5.6	5.7
Interest-bearing liabilities	**2,404.1**	**2,444.8**	**2,445.7**	**2,415.1**	**2,372.8**	**2,272.7**	**2,176.7**	**2,138.3**	**2,138.1**	**2,138.1**	**2,138.1**	**2,180.9**	**2,224.5**
Accounts payable	3.6	4.7	3.2	3.2	3.2	3.2	3.2	3.2	3.4	3.7	3.8	3.9	4.0
Limited partners' contributions of non-controlling shareholders	121.0	98.3	96.8	95.9	95.0	94.2	93.1	91.9	91.9	91.9	0.0	0.0	0.0
Other liabilities	63.7	72.1	289.0	289.0	289.0	288.9	289.0	288.9	297.3	305.8	314.3	316.2	318.1
Non-interest-bearing liabilities	**188.2**	**175.1**	**389.0**	**388.1**	**387.2**	**386.3**	**385.3**	**384.0**	**392.7**	**401.4**	**318.2**	**320.1**	**322.1**
Total equity & liabilities	**5,163.8**	**4,237.5**	**4,314.9**	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**	**4,290.0**	**4,346.4**	**4,309.4**	**4,364.1**	**4,419.8**

Source: Company information, ValueTrust analysis

Customised value drivers of alstria

	Historical (adj.)			Business Plan					Convergence				TV
	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Rental income	**182.8**	**192.0**	**197.5**	**192.0**	**196.8**	**193.0**	**186.9**	**185.6**	**208.4**	**231.3**	**254.1**	**276.9**	**282.5**
growth (yoy)	-	*5.0%*	*2.9%*	*-2.8%*	*2.5%*	*-1.9%*	*-3.2%*	*-0.7%*	*12.3%*	*11.0%*	*9.9%*	*9.0%*	*2.0%*
EBITDA	128.8	138.4	135.8	125.3	131.8	197.5	171.1	171.6	191.3	211.2	209.7	230.9	235.5
in % of rental revenues	*70.5%*	*72.1%*	*68.8%*	*65.2%*	*66.9%*	*102.3%*	*91.6%*	*92.5%*	*91.8%*	*91.3%*	*82.5%*	*83.4%*	*83.4%*
EBIT	127.9	136.9	134.3	123.8	130.3	196.0	169.6	170.1	189.6	209.4	207.6	228.8	233.4
in % of rental revenues	*70.0%*	*71.3%*	*68.0%*	*64.5%*	*66.2%*	*101.5%*	*90.8%*	*91.7%*	*91.0%*	*90.5%*	*81.7%*	*82.6%*	*82.6%*
Annual result	-74.6	-653.4	77.0	40.8	43.8	90.5	45.9	62.1	88.3	109.8	106.7	122.5	124.9
in % of rental revenues	*-40.8%*	*-340.3%*	*39.0%*	*21.2%*	*22.2%*	*46.9%*	*24.6%*	*33.5%*	*42.3%*	*47.5%*	*42.0%*	*44.2%*	*44.2%*
NOPLAT	**-44.3**	**-599.6**	**141.4**	**118.2**	**121.0**	**165.9**	**114.8**	**147.5**	**175.1**	**195.3**	**190.1**	**206.4**	**210.5**
in % of rental revenues	*-24.2%*	*-312.3%*	*71.6%*	*61.5%*	*61.5%*	*86.0%*	*61.4%*	*79.5%*	*84.0%*	*84.4%*	*74.8%*	*74.5%*	*74.5%*
Fixed Assets	**4,757.4**	**4,104.6**	**4,224.6**	**4,286.5**	**4,280.5**	**4,211.5**	**4,123.5**	**4,188.5**	**4,238.2**	**4,289.0**	**4,246.3**	**4,299.7**	**4,354.1**
growth (yoy)	-	*-13.7%*	*2.9%*	*1.5%*	*-0.1%*	*-1.6%*	*-2.1%*	*1.6%*	*1.2%*	*1.2%*	*-1.0%*	*1.3%*	*1.3%*
CAPEX	**-**	**634.3**	**-128.8**	**-63.4**	**4.5**	**67.5**	**86.5**	**-66.5**	**-51.4**	**-52.6**	**-53.8**	**-55.3**	**-56.4**
in % of rental revenues	-	*330.3%*	*-65.2%*	*-33.0%*	*2.3%*	*35.0%*	*46.3%*	*-35.8%*	*-24.7%*	*-22.7%*	*-21.2%*	*-20.0%*	*-20.0%*
Net working capital	**218.2**	**-42.2**	**-298.7**	**-370.5**	**-362.9**	**-303.7**	**-265.7**	**-307.0**	**-340.9**	**-343.9**	**-255.0**	**-255.7**	**-256.5**
growth (yoy)	-	*-119.3%*	*607.7%*	*24.0%*	*-2.0%*	*-16.3%*	*-12.5%*	*15.5%*	*11.1%*	*0.9%*	*-25.8%*	*0.3%*	*0.3%*
Invested capital (asset side)	**4,975.5**	**4,062.4**	**3,925.9**	**3,916.0**	**3,917.6**	**3,907.8**	**3,857.8**	**3,881.5**	**3,897.3**	**3,945.0**	**3,991.3**	**4,043.9**	**4,097.7**
growth (yoy)	-	*-18.4%*	*-3.4%*	*-0.3%*	*0.0%*	*-0.2%*	*-1.3%*	*0.6%*	*0.4%*	*1.2%*	*1.2%*	*1.3%*	*1.3%*
Interest-bearing debt	2,404.1	2,444.8	2,445.7	2,415.1	2,372.8	2,272.7	2,176.7	2,138.3	2,138.1	2,138.1	2,138.1	2,180.9	2,224.5
Interest-bearing debt/EBITDA	*18.8x*	*17.9x*	*18.2x*	*19.3x*	*18.0x*	*11.5x*	*12.7x*	*12.5x*	*11.2x*	*10.1x*	*10.2x*	*9.4x*	*9.4x*
Debt ratio (book values)	*46.6%*	*57.7%*	*56.7%*	*56.1%*	*55.1%*	*52.9%*	*51.3%*	*50.1%*	*49.8%*	*49.2%*	*49.6%*	*50.0%*	*50.3%*
Equity (book value) EOP	2,571.4	1,617.5	1,480.2	1,501.0	1,544.7	1,635.2	1,681.1	1,743.3	1,759.2	1,806.9	1,853.1	1,863.0	1,873.1
Equity (market value) BOP	-	-	-	718.2	824.8	933.8	1,048.6	1,169.2	1,293.5	1,352.0	1,424.4	1,502.9	1,533.0
Return on invested capital (ROIC) based on book values				**3.0%**	**3.1%**	**4.2%**	**2.9%**	**3.8%**	**4.5%**	**5.0%**	**4.8%**	**5.2%**	**5.2%**
Free cash flow (FCF)				**108.1**	**119.5**	**175.6**	**164.8**	**123.8**	**159.3**	**147.6**	**143.9**	**153.7**	**156.8**
growth (yoy)				-	*10.6%*	*47.0%*	*-6.2%*	*-24.9%*	*28.6%*	*-7.4%*	*-2.5%*	*6.9%*	*2.0%*
Flow to equity (FTE)				**-**	**-**	**-**	**-**	**-**	**72.4**	**62.1**	**60.4**	**112.6**	**114.8**
growth (yoy)				-	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	*-14.2%*	*-2.6%*	*86.3%*	*2.0%*
Loan-to-Value	**51.2%**	**57.0%**	**60.6%**	**58.4%**	**57.0%**	**55.1%**	**53.8%**	**53.0%**	**52.3%**	**51.6%**	**51.0%**	**51.4%**	**51.8%**

Source: Company information, ValueTrust analysis

5 CAPITAL COSTS

408. For the valuation of a company, the expected future financial surpluses must be discounted to the valuation date using suitable capital costs. These are formed from the (expected) return and the price of the best alternative use of capital compared to the valuation object. In economic terms, the capital costs represent the alternative decision of an investor who compares the return on his investment in a particular company with the return on a corresponding alternative investment in company shares. The capital costs then represent the return from an alternative investment that is adequate for the investment in the company to be valued if this is equivalent to the cash flow to be capitalised in terms of maturity, risk and taxation.[94]

409. The cash flow to equity approach of the DCF method is used to determine the value of equity before personal taxes according to IDW S 1. The financial surpluses or the cash flow to equity before personal taxes are applied using indirect standardisation in accordance with IDW S 1.

410. Under the dividend discount value method, the equity value after personal taxes is determined on the basis of direct standardisation in accordance with IDW S 1.

411. This valuation is based on the financial surpluses accruing to the equity providers. Accordingly, the financial surpluses accruing to the providers of equity are discounted at the cost of equity, which corresponds to the average return expected by the providers of equity.

5.1 COST OF EQUITY

412. The borrowed cost of equity before personal taxes is determined on an accrual basis as follows:

$$r_{EK}^{V;b.pers.taxes} = r_{f(b.pers.taxes)} + \beta_V \times MRP_{(b.pers.taxes)}$$

with

$r_{EQ}^{V;b.pers.taxest}$:	Cost of equity before personal taxes
$r_{f(b.pers.taxes)}$	Risk-free rate (before personal taxes)
β_V:	Leveraged beta factor ("levered beta factor")
$MRP_{(b.pers.taxes)}$	Market risk premium (before personal taxes)

94 See IDW S 1, para. 113ff.

413. The borrowed cost of equity after personal taxes is determined on an accrual basis as follows:

$$r_{EQ}^{V;a.pers.taxes} = r_{f(a.pers.taxes)} + \beta_V \times MRP_{(a.pers.taxes)}$$

with

$\mathrm{r}_{\mathrm{EQ}}^{\mathrm{V;a.pers.taxes}}$:	Cost of equity after personal taxes
$\mathrm{r}_{\mathrm{f(a.pers.taxes)}}$	Risk-free rate (after personal taxes)
β_V:	Leveraged beta factor ("levered beta factor")
$\mathrm{MRP}_{\mathrm{(a.pers.taxes)}}$	Market risk premium (after personal taxes)

414. Capital market returns for company investments (in the form of share portfolios) can be considered as a starting point for determining alternative returns. These returns can generally be broken down into a risk-free rate and a risk premium demanded by the shareholders due to the assumption of entrepreneurial risk.

5.1.1 RISK-FREE RATE

415. The risk-free rate represents the return on a (quasi) risk-free investment with an appropriate maturity. A yield curve for government bonds can be used as the basis for estimating the risk-free rate, as the maturity-adequate zero bond factors derived from the yield curve ensure compliance with the maturity equivalence. The yield curve shows the relationship between the interest rates and maturities of zero bonds without credit default risk.

416. The published yield curve data of the Deutsche Bundesbank or the ECB can be used to estimate the yield curve[95] . If a yield curve is used, the corresponding interest rate with an appropriate maturity must be discounted for each year. Alternatively, a uniform risk-free rate can be calculated and used from the yield curve over the entire period, i.e. starting with the first year (so-called present value equivalent interest rate).

417. On this basis, we assume a uniform risk-free rate of 2.50% before personal taxes using the interest rate structure data published by the Deutsche Bundesbank as at the valuation date.

418. After taking into account the flat rate withholding tax of 25% and the solidarity surcharge of 5.5%, this results in a standardised risk-free rate after personal taxes of 1.84%.

5.1.2 RISK PREMIUM

419. When determining an equity value, the risk premium is not based on the subjective risk appetite of individual company owners, but on the behaviour of the market as a whole. It must be assumed that investors perceive a particular risk when investing in companies (investor risk). The risk premium demanded for assuming this risk can be derived from the empirically determined share returns on the capital market with the help of capital market pricing models. In its standard form, the Capital Asset Pricing Model ("CAPM") is a capital market model in which capital costs and risk premiums are explained without taking into account the effects of personal income taxes.

95 Estimate using the Svensson method.

420. With regard to the capital costs after personal taxes, the so-called "Tax-CAPM" is used. Here, the market risk premium is to be converted into a figure after personal taxes.

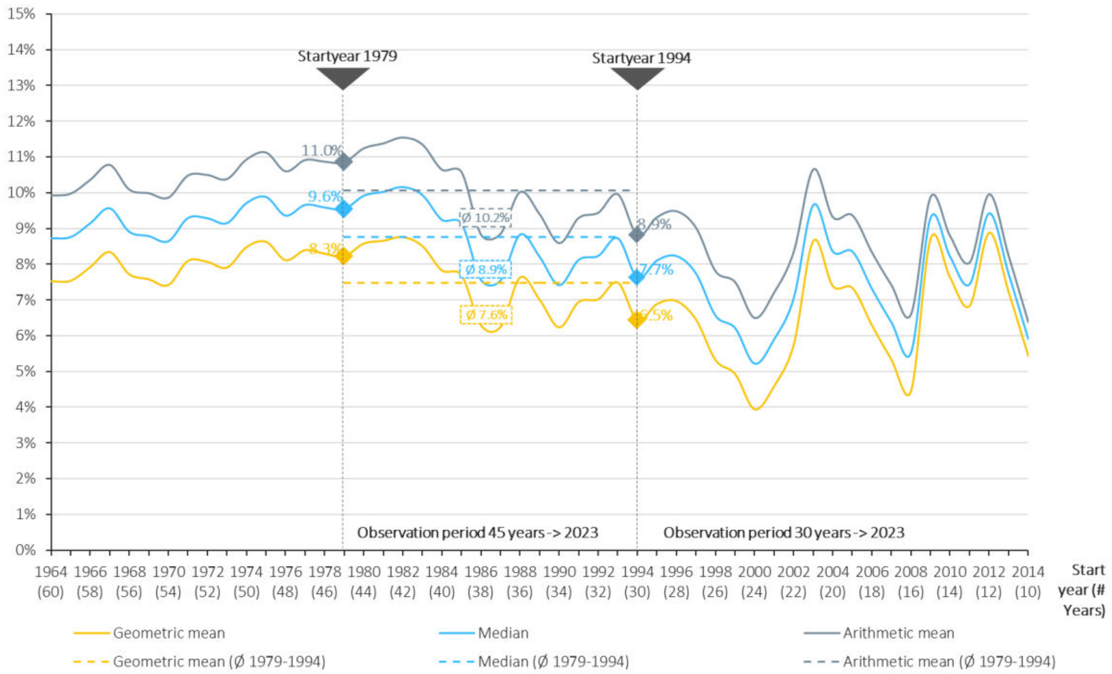
Market risk premium

421. The market risk premium is defined as the difference between the expected value of the long-term returns of a market portfolio consisting of risky securities and the current risk-free rate on the valuation date, which is represented by the risk-free rate of government bonds.

422. Capital market studies have shown that investments in shares have achieved higher returns in the past than investments in low-risk bonds. Historically observable total returns for a market portfolio range from 7.1% to 9.7% before personal taxes in the long term, depending on the period under review and the type of averaging. [96]

[96] Own analysis taking into account the CDAX as a market portfolio and various maturities.

Average annual return of the CDAX until 2023 depending on the start date of the observation period



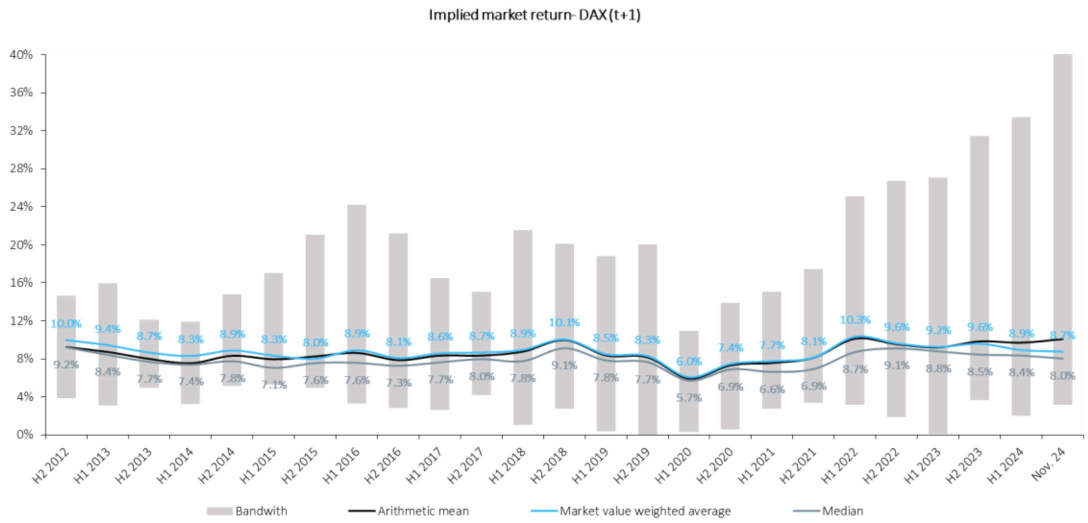
Source: ValueTrust's own analysis with data from the S&P Capital IQ database and from the Deutsche Bundesbank - yield curve (Svensson method)

423. As historically calculated total returns are dependent on the period under review and historical time series are influenced by the financial market crisis since 2007 and the phase of low interest rates, sensitivities may arise in the results. Therefore, historical implied market returns can also be derived on the basis of analysts' estimates. These are based on the market capitalisation of the companies and the analysts' earnings forecasts, whereby different forecasts can be used for the periods. The forecast t+1 refers to the current financial year (one-period model) and the forecast t+2 to the following financial year.

424. Based on the forecasts t+1, the implied market returns in the period 2013 to the valuation date for the DAX[97] is in a range of 6.0% to 10.3% before personal taxes on a market value-weighted average and amounts to 8.7% in November 2024:

Implied market return - DAX (t+1)

in %



Source: ValueTrust's own analysis with data from the S&P Capital IQ database and from the Deutsche Bundesbank - yield curve (Svensson method)

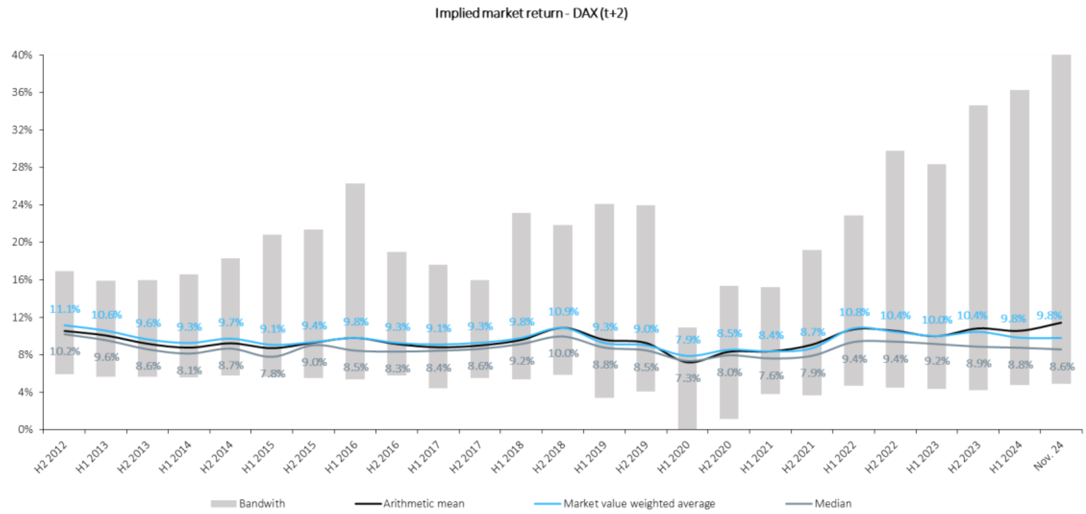
425. The low implied yields of 6.0% to 8.1% in 2020 and 2021 were due to the impact of Covid-19. The comparatively high implied yields in H1 2022 are due to the start of the Russia-Ukraine conflict. Implied market yields have remained relatively stable since H2 2022. In addition, the range of implied yields has widened compared to the periods before the Covid-19 pandemic, which indicates an increase in economic risks.

[97] Own analysis by ValueTrust. Note: As there were insufficient analyst forecasts for the CDAX companies, the DAX was used as a basis here.

426. As analysts' estimates t+1 can be characterised by very short-term economic developments, the implied market returns over the period t+2 are shown below:

Implied market return - DAX (t+2)

in %



Source: ValueTrust's own analysis with data from the S&P Capital IQ database and from the Deutsche Bundesbank - yield curve (Svensson method)

427. The implied market yield for the forecast period t+2 is 9.8% in November 2024, with the development of implied yields in the last year matching those of the period t+1. In the period from January 2024 to November 2024, the implied market return t+2 averages 9.6%.

428. The inclusion of the MDAX companies in the implied market return model confirms the analyses carried out for the DAX. The implied market returns based on analyst estimates for the DAX and MDAX for t+1 have been in a range of 8.2% to 9.1% before personal taxes on a market value-weighted average since January 2024. The implied market return was 8.7% in November 2024 and 8.6% on average in the period from January 2024 to November 2024. The range for the forecast period t+2 is 9.1% to 10.0%, with a value of 9.8% for November 2024 and an average of 9.6% for the period January 2024 to November 2024. These analyses give no indication that investors will demand a different total return in the future.

429. The historically and currently observed market returns indicate a range for the implied market return in the DAX and MDAX for t+2 of 9.1% to 10.0%. After deducting the risk-free rate before personal taxes of 2.5%, the implied returns of the DAX and MDAX result in a market risk premium before personal taxes of between 6.6% and 7.5%.

430. Based on its own studies of historical and implicit market risk premiums, the IDW's Expert Committee for Business Valuation and Economics ("FAUB") recommends a market risk premium before personal taxes of 6.0% to 8.0% in its recommendation dated 22 October 2019.[98] Even in

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[98] Cf. meeting of the IDW's Expert Committee for Business Valuation and Business Administration on 22 October 2019: https://www.idw.de/idw/idw-aktuell/neue-kapitalkostenempfehlungen-des-faub/120158.

the current situation of the war in Ukraine, the capitalisation rate according to the FAUB recommendation of 20 March 2022 is based on long-term analyses of average market returns, on the basis of which the FAUB continues to see the market risk premium in the range of 6.0% to 8.0%.[99] For the after-tax view, the FAUB recommends a range of 5.0% to 6.5%.

431. Based on our capital market analyses, a market risk premium before personal taxes of 7.0% and a market risk premium after personal taxes of 5.75% are considered appropriate. This corresponds to the current recommendation of the FAUB. In the practice of business valuation for structural measures under stock corporation law, it is common practice to use the mean value of the recommended IDW range. A market risk premium before personal taxes of 7.0% and 5.75% after personal taxes is therefore applied in the following value derivations.

Beta factor

432. The market risk premium discussed in the previous section must be modified with regard to the specific risk structure of the company to be valued. According to the CAPM, the company-specific risk is expressed in the so-called beta factor.

433. As alstria is a listed company, alstria AG's own beta factor can initially be used to estimate an appropriate beta factor, provided that this represents an adequate estimator for the risk of the business model reflected in the business plan. This is particularly true if the corporate strategy and orientation of the past will be continued essentially unchanged in the future and the share price as the basis for determining the beta factor in the relevant observation period is not distorted by special influences.

434. From the announcement of the takeover offer by Alexandrite on 4 November 2021 until the end of the further acceptance period on 3 February 2022, the alstria share price was based on the price of the offer and was decoupled from the development of the industry indices. Also, for the periods after the implementation of the takeover offer, price reactions can be observed in the share price development that are not attributable to alstria's operational risk, such as the price reactions in relation to the special dividends. Against this background, the statistical significance of the own beta after the takeover is no longer given and therefore the own beta cannot be used as of the valuation date.

[99] Cf. impact of Russia's war against Ukraine on business valuations from 20 March 2022: https://www.idw.de/blob/135162/ae068030dbc7af2e7e74d9ae1875bfab/down-ukraine-idw-fachlhin-unternehmensbewertung-data.pdf

435. A method recognised in valuation practice is to use a beta factor based on a group of companies that are as comparable as possible (peer group). For this purpose, alstria's peer group companies are used, which consists mainly of property portfolio holders in the DACH region with the highest possible proportion of the portfolio in office properties or European property portfolio holders with a predominantly office focus. This peer group beta factor - ensured by a scoring analysis - shows an operational risk comparable to the valuation object and can therefore be used as an alternative to determine the capital costs for the valuation object. The broadest local indices, which were selected according to the location of the majority of the company's property portfolio, serve as comparative indices. An analysis of the identified peer group companies with regard to the observable beta factors shows the following picture:

Peer group beta factors

		Beta levered		Leverage		Beta unlevered	
Company	Index	5 years 2023 - 2018 monthly	2 years 2023 - 2021 weekly	5 years 2023 - 2018 monthly	2 years 2023 - 2021 weekly	5 years 2023 - 2018 monthly	2 years 2023 - 2021 weekly
PSP Swiss Property AG	Swiss Performance Index (Total Return)	0.66	0.40	0.6x	0.6x	0.46	0.30
CA Immobilien Anlagen AG	STOXX Austria Total Market (Composite)	0.64	0.67	0.8x	0.9x	n.a.	0.41
Hamborner REIT AG	CDAX Index (Total Return)	0.57	0.44	1.1x	1.3x	0.35	0.28
EPIC Suisse AG	Swiss Performance Index (Total Return)	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Sirius Real Estate Limited	FTSE 100 Index	1.56	1.03	0.6x	0.7x	1.04	0.64
Aroundtown SA	S&P Luxembourg BMI Index	1.03	0.89	1.6x	2.3x	0.47	0.36
Inovalis Real Estate Investment Trust	S&P/TSX Composite Index	1.67	n.a.	1.6x	n.a.	0.71	n.a.
IREIT Global	MSCI Singapore Index	0.85	0.51	0.8x	1.0x	0.52	0.32
CLS Holdings plc	FTSE 100 Index	1.27	0.93	1.4x	2.4x	0.59	0.35
Gecina	Paris CAC 40 Index	1.12	0.84	0.8x	1.0x	0.67	0.49
NSI N.V.	STOXX Netherlands Total Market (Composite)	0.57	n.a.	0.5x	n.a.	0.43	n.a.
Inmobiliaria Colonial, SOCIMI, S.A.	STOXX Spain Total Market (Composite)	1.24	0.92	1.0x	1.2x	0.68	0.48
Vitura SA	Paris CAC 40 Index	0.95	n.a.	1.9x	n.a.	0.42	n.a.
Derwent London Plc	FTSE 100 Index	1.23	1.11	0.4x	0.5x	0.92	0.76
Helical plc	FTSE 100 Index	1.02	n.a.	0.7x	n.a.	0.64	n.a.
Great Portland Estates Plc	FTSE 100 Index	1.22	0.99	0.4x	0.6x	0.91	0.65
Min		0.57	0.40	0.4x	0.5x	0.35	0.28
Median		**1.03**	**0.89**	**0.8x**	**1.0x**	**0.62**	**0.41**
Mean		**1.04**	**0.79**	**0.9x**	**1.2x**	**0.63**	**0.46**
Max		1.67	1.11	1.9x	2.4x	1.04	0.76

Source: ValueTrust's own analysis using data from the S&P Capital IQ database and from the annual reports of the individual peer group companies

436. Unlevered beta factors are determined based on the leveraged beta factors of the respective comparable companies' observable on the capital market, taking into account the capital structure of the peer group companies (i.e. leverage) and uncertain tax advantages of debt financing. Debt betas are calculated on the basis of systematic credit spreads derived from the debt ratings of the respective company.

437. An unlevered beta factor was calculated as at the capital market reporting date of 6 December 2024, taking into account five-year and two-year observation periods. The resulting beta factor for the peer group is between around 0.4 and 0.6. A plausibility check using European sector-specific indices and the MSCI World did not reveal any indications of a deviating range.

438. As with the consideration of the own beta factor, it must also be examined in connection with the relevance of the returns determined from the stock prices of the comparable companies (peer group companies) whether the returns used to determine the beta factor are not affected by distortions in the stock prices of the respective comparable companies. As part of this analysis, the development of the shares in free float, the daily trading volume (in absolute terms and in relation to the free float) and the transaction costs (in the form of the bid-ask spread) are analysed. If the free float and trading volume are low and the share price is influenced by other non-value-related events, individual beta factors of the peer group companies are not

taken into account when determining the beta factor due to the limited "marketability" of the respective shares.

439. Based on the debt beta factors of the respective peer group companies' observable on the capital market, unlevered beta factors are determined using the Harris-Pringle formula, taking into account the capital structure (i.e. debt-equity ratio) and uncertain tax advantages of debt financing. The calculation of the debt betas themselves is based on a rating of the respective company, its transformation using corresponding credit spreads of corresponding companies and a correction of the unsystematic risk contained in the credit spreads.

440. In an overall consideration of the peer group beta factors, taking into account a five-year and two-year observation period and considering the risk profile of alstria's future financial surpluses, a beta factor of 0.50 rounded seems appropriate.

441. Based on the market risk premium of 7.0% before personal taxes described above and the unlevered beta factor of 0.50, this results in a risk premium (for the operating risk) of 3.50% before personal taxes.

442. The unlevered cost of equity before personal taxes thus amounts to:

$$2.50\% + 0.50 \times 7.0\% = 6.00\%$$

443. In the following, the unlevered cost of equity of alstria is presented after tax. Based on the previously described market risk premium of 5.75% after personal taxes and the unlevered beta factor of 0.50, this results in a risk premium (for operating risk) of 2.88% after personal taxes.

444. The unlevered cost of equity after personal taxes thus amounts to

$$1.84\% + 0.50 \times 5.75\% = 4.72\%$$

445. In the sensitivity analysis, it is assumed that the sustainable revenues are based on a vacancy rate in line with alstria's historical average. Accordingly, an unlevered beta factor of 0.45 is used as the lower end of the peer group range in the sensitivity analysis.

5.2 TERMINAL GROWTH RATE

446. In the continuation phase, the capital costs must be technically corrected by a terminal growth rate in order to take account of the planned long-term growth expectations. This sustainable growth in financial surpluses can be mapped mathematically as a terminal growth rate in the capital costs. Analogous to the derivation and approach of the 5.5, a terminal growth rate of 2.0% or 1.74% after personal taxes is applied to the capital costs in the perpetual annuity.

6 BUSINESS VALUATION

447. In accordance with supreme court rulings, the stock price alone can be used to determine the adequate cash compensation in appropriate cases. In this respect, the stock price analysis is first used to check whether the requirements for determining the cash settlement on the basis of the stock price are met.

448. Subsequently, the fundamental valuation is carried out in accordance with the principles of IDW S 1 and the DVFA recommendations for the verification of the fair value of the alstria shares determined on the basis of the stock market price analysis.

6.1 STOCK PRICE

449. The shares of alstria AG are traded under the International Securities Identification Number ("ISIN") DE000A0LD2U1 on the Regulated Market of the Frankfurt Stock Exchange (Prime Standard), as well as on the OTC markets of the stock exchanges in Berlin, Düsseldorf, Hamburg, Hanover, Munich, Stuttgart, Tradegate Exchange, London, Luxembourg, SIX Swiss Exchange and the Vienna Stock Exchange.

450. On 18 September 2024, BPG Holdings, a subsidiary of the majority shareholder, announced its intention to squeeze out the minority shareholders of alstria AG. The relevant reference period for the calculation of the three-month average share price ("3M-VWAP") of the alstria share thus covers the period from 18 June 2024 to (and including) 17 September 2024 ("Reference Period").

451. The three-month average share price calculated by BaFin for this reference period is EUR 3.49 per share. This corresponds to a market capitalisation of alstria of EUR 623.2 million.

452. The question of the liquidity of the shares, i.e. whether and to what extent sufficiently liquid stock exchange trading took place in the period in question, is decisive for assessing whether the market-oriented valuation based on the stock price can be a suitable valuation method.

453. Against this background, liquidity was analysed on the basis of trading data on the regulated market of the Frankfurt Stock Exchange.

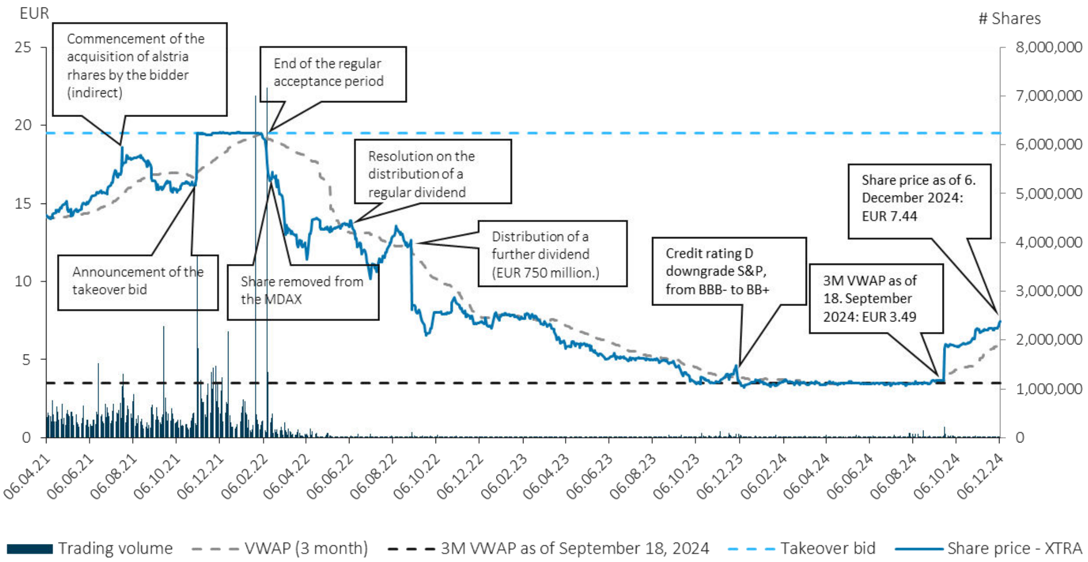
Performance of the alstria share

454. Following the announcement of the public takeover offer by Alexandrite Lake Lux Holdings S.á.r.l. ("Alexandrite"), there were some jumps in the alstria share price, which could be mainly due to information on regular and special dividend payments, the impact of global crises on the

interest rate market and office property market, such as the global COVID-19 pandemic or the conflict in Ukraine, as well as the publication of property portfolio and credit ratings.

Share price development of alstria shares

in EUR / in #



Source: S&P Capital IQ, ValueTrust Analysis

455. On 21 July 2021, alstria reacted with an ad hoc announcement[100] to rumours in the press[101] that Brookfield wanted to take over alstria. In this context, alstria denied that negotiations between alstria and Brookfield Asset Management Inc. on a takeover offer were taking place. In this context, the share price initially rose by 9% to EUR 18.58 on 21 July 2021 but fell again by 6.4% to EUR 17.40 on the following day.

456. alstria subsequently announced on 4 November 2021 that it had entered into an investor agreement with Alexandrite, which is controlled by Brookfield Asset Management. Under this agreement, Alexandrite was expected to launch a voluntary public tender offer for all outstanding alstria shares at an offer price of EUR 19.50 per share in cash. As a result of this announcement, the alstria share price increased by 17.4% to EUR 19.48 on 4 November 2021, matching the offer price for the first time.

457. Five days before the end of the regular acceptance period, which ran from 13 December 2021 to 17 January 2022, Alexandrite announced that the minimum acceptance threshold of 50% plus one share had been reached and the takeover offer was successful. The shareholding of the new majority shareholder was 166 million alstria shares, representing 91.6% of all issued alstria shares.[102] During the acceptance period, the stock price was largely based on the offer

[100] "alstria has been made aware that Brookfield may be considering a possible takeover offer but is not currently in negotiations with Brookfield regarding a possible takeover offer" Cf. ad hoc announcement pursuant to Article 17 MAR, 17 July 2021

[101] Bloomberg, *Brookfield Said to Explore Purchase of Germany's alstria Office*, published on 21 July 2021

[102] Cf. change of control notification pursuant to section 6 para. 5(b) of the terms and conditions, alstria office REIT-AG Hamburg dated 17 January 2022

price and ranged between EUR 19.37 and EUR 19.56. This price level has not been reached since.

458. After the end of the acceptance period in January 2022, the share price fell significantly from around EUR 19.50 to around EUR 12 in the period up to March 2022. The share price was therefore no longer linked to the original offer price but reacted to company-specific and economic developments.

459. The alstria share was removed from the MDAX with effect from 9 February 2022 due to the low free float after the closing of the takeover offer.[103] One of the consequences of this is that passive index funds will have to sell their shares within a short period of time.

460. On 11 February 2022, alstria was also downgraded by S&P Global Ratings to a debt rating of "BBB-". According to S&P, the reason for the downgrade was the completed acquisition by Brookfield, which could have led to an increase in the loan-to-value (LTV) target from 35% to 50-55%.

461. In addition to the company-specific factors that directly affected alstria, the geopolitical crisis in Eastern Europe had a significant impact on the global financial markets. The outbreak of the Ukraine-Russia conflict in late February 2022 caused uncertainty and sharp price declines on the stock markets as a whole. Rising interest rate risks, inflation and high energy costs also weighed on the shares of property companies in particular. The alstria share subsequently recorded several significant price declines, including a fall of 5.4% on 28 February 2022, 10.6% on 7 March 2022 and 5.1% on 24 March 2022.

462. On 8 April 2022, alstria announced its intention to raise up to EUR 850 million in debt. These funds are to be raised through unsecured or secured financing instruments, such as corporate bonds or bank loans. The revenue should be used for a share buyback or a special distribution, subject to the decision of the annual general meeting[104] . This news leads to a 10.3% increase in alstria's share price the following day.

463. On 30 August 2022, the management board of alstria AG decided to increase the dividend proposal for the extraordinary annual general meeting on 31 August 2022 from originally EUR 550 million to EUR 750 million, resulting in a special dividend of EUR 4.21 per share. This decision was taken at the annual general meeting on 31 August 2022 and the special dividend was subsequently paid out on 1 September 2022 after the company had concluded additional financing agreements totalling EUR 223 million. The distribution of a further dividend is part of the company's business plan, published on 8 April 2022, to return a total of around EUR 1 billion to shareholders via special distributions or share buybacks. The dividend payment was therefore reflected in the share price performance on the ex-dividend date. Nevertheless, even after

103 See https://www.boerse-frankfurt.de/news/mdax-ausserplanmaessige-anpassung-am-11-februar, 19 November 2024

104 See ad hoc announcement pursuant to Article 17 MAR dated 8 April 2022, alstria office REIT-AG

adjustments to the share price for the dividend amount itself, it cannot be ruled out that the share price was influenced by speculation regarding dividend payments.

464. On 13 October 2023, alstria announced that the management board and supervisory board intend to convene an extraordinary annual general meeting to distribute another special dividend of EUR 250 million to shareholders by the end of the year. In response, the alstria share price increased by 13.2% on the same day. An extraordinary annual general meeting was convened for 1 December 2023, following which the dividend was paid out on 4 December 2023. The special distribution thus amounted to EUR 1.41 per share.

465. Overall, the share price developments reflected the influence of company-specific changes and external economic factors, which caused alstria's share price to decouple significantly from its original offer price.

466. On 20 October 2023, alstria was downgraded to "BB+" by S&P Global Ratings. This rating belongs to the "speculative grade" category, which means that it is considered speculative and riskier than the previous investment grade rating. The main reason for the downgrade was the announcement of a special dividend in EUR million 250, which S&P estimates would lead to an increase in the debt-to-equity ratio to approx. 57-59%. At the same time, EBITDA interest coverage fell to below 1.8x.

467. In 2023 until mid-2024, the alstria share price fell steadily, influenced by several factors. The downgrade to "BB+" by S&P Global Ratings dampened investor confidence, while the high special dividend further increased the company's leverage ratio and worsened other financial ratios. Furthermore, the valuation of the property portfolio at fair value was EUR 769.5 million lower than in the previous year as part of the year-end valuation. Finally, the weakening macroeconomic situation and high inflation rates in Germany also had a negative impact on alstria's share price. Accordingly, the share price fell from around EUR 7.50 at the end of February 2023 to EUR 3.50 in August 2024.

468. On 18 September 2024, alstria announced that the majority shareholder, a subsidiary of Brookfield Corporation, has submitted a transfer request for the shares of the minority shareholders. The aim is a squeeze out under stock corporation law, in which the shares of the minority shareholders are transferred to the majority shareholder in return for adequate cash compensation. At the same time, it was announced that compensation for the loss of REIT status would be paid at the beginning of 2025. The amount has yet to be determined by an expert opinion. One day before the announcement, the share price was EUR 3.69. After the announcement, the share price of alstria shares increased by 55.7% within one day. As of 19 September 2024, one day after the announcement of the squeeze out, the stock price of the alstria shares was EUR 5.70. As of the capital market data cut-off date on 6 December 2024, the stock price was EUR 7.44. The stock price thus continued to rise since the announcement of the squeeze out on 18 September 2024. The VWAP in this period from 18 September 2024 to 6 December 2024 is EUR 6.10. These prices represent an indicator of the capital market expectations with regard to the expected REIT compensation and the squeeze out compensation.

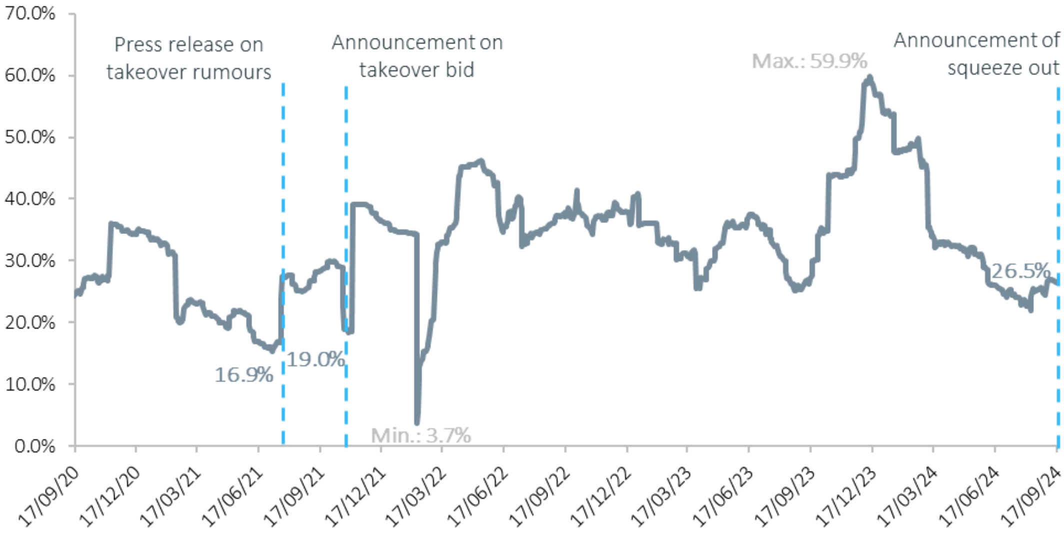
469. Overall, the alstria share price during the period under review was initially characterised by speculation surrounding the takeover offer by Brookfield. During the official acceptance period, the share price was based on the offer price of EUR 19.50. After the end of the acceptance period, however, the influencing factors changed significantly, and the stock price was increasingly influenced by external and internal developments. The Ukraine conflict, the changed financing structure, the downgrade by S&P Global Ratings, the announcement of special dividends totalling EUR 1 billion (divided into tranches of EUR 750 million and EUR 250 m) and macroeconomic developments such as rising interest rates and higher refinancing costs were the main factors behind the price movements following the takeover. These factors led to significant volatility in the share price and reflected the economic and financial conditions in which the company found itself. Overall, the share price performance does not indicate that the stock price is based on an inefficient capital market. There are also no indications of market manipulation or insider trading.

Volatility of the alstria share

470. The volatility[105] of the alstria share is analysed on the basis of the annualised standard deviation of daily returns. A comparison of the volatility before the announcement of the takeover and before the announcement of the squeeze out is carried out, which could indicate possible sticky price effects in the share price development or limited liquidity. A sticky price effect occurs when a share price no longer reacts to key information but is instead orientated towards an offer or compensation amount, for example.

[105] Volatility was measured as the standard deviation of daily share returns over a three-month period and then annualised.

Volatility trend of alstria shares calculated over a three-month period
annualised, in %



Source: S&P Capital IQ, ValueTrust Analysis

471. On 21 July 2021, alstria published a press release on takeover rumours. The annualised standard deviation was 18.7% in the three-month period prior to the day of the press release on the takeover rumours. Due to the takeover rumours, volatility rose to 26.5% on average in the three-month period prior to the announcement of the takeover bid.

472. In contrast, the three-month average volatility prior to the announcement of the squeeze out was 24.9%. This shows that volatility was not lower at the time before the squeeze out was announced than before the takeover rumours became known. In this respect, there is no evidence of sticky price effects at the time of the squeeze out announcement.

Liquidity of the alstria share

473. In connection with the relevance of the stock price, it must also be examined whether the stock price can actually represent an indicator of the equity value on the valuation date. Due to limited "marketability", it may not be possible to infer a market value of the share from the stock price.[106]

474. In addition to analysing the development of the share price, several criteria can be used to check the liquidity of the alstria share. Pursuant to section 5 para. 4 WpÜG-AngebV, the three-month average share price of BaFin is not relevant for determining the lower limit of the consideration in takeover and mandatory offers if

- in the three months prior to the publication of the offer, stock prices were determined in less than one third of the trading days and

[106] Cf. decision of the BVerfG of 27 April 1999, "DAT/Altana".

- several consecutively determined stock prices deviate from each other by more than 5%.

475. In the reference period from 18 June 2024 to 17 September 2024, alstria shares were traded on the regulated market of the Frankfurt Stock Exchange on 66 out of 66 possible trading days. Furthermore, several consecutively determined stock prices did not deviate from each other by more than five per cent during the reference period.

476. According to the two criteria of section 5 para. 4 WpÜG-AngebV set out above, there are therefore no indications of a lack of liquidity of the alstria share during the reference period. The alstria share was traded with sufficient volume on a sufficient number of trading days during the reference period, i.e. stock prices could be determined, and the stock prices did not show any significant price jumps on consecutive trading days, so that on this basis no market tightness or price manipulation can be assumed.[107]

477. In addition, further criteria for verifying liquidity have been developed in current case law[108] . If these further liquidity criteria are met, a stock price is generally not rejected and the share is considered sufficiently liquid, provided that:

- the free float is greater than 5.0%,[109]

- more than 0.018% of the total number of shares (outstanding shares) are traded per day.[110]

478. After completion of the takeover offer on 21 February 2022, the free float of alstria shares decreased to approximately 8.4%.[111] In the reference period from 18 June 2024 to 17 September 2024, the free float of alstria shares was below 5.0%.

479. In the reference period, an average of around 18.7 thousand shares were traded per day, which corresponds to 0.01% of the total number of shares as of 18 September 2024. The average trading volume was therefore around EUR 64.2 thousand in the reference period. During the same period, trading activity reached up to around 151.4 thousand shares per day, which corresponded to a trading volume of around EUR 0.5 million. Furthermore, around 1.2 million

[107] Cf. section 5 (4) WpÜG-AngebV.

[108] Cf. inter alia: BGH decision of 12 March 2001, ref. II ZB 15/00; OLG Munich, decision of 11 July 2006, ref. 31 Wx 041/05 and 06/05; OLG Frankfurt a.M., decision of 2 November 2006, ref. 20 W 233/93; LG Frankfurt a.M., decision of 17 January 2006, ref. 3.5 O 75/03.

[109] In case law, there are also judgements that this criterion is not fully applicable, particularly in the case of squeeze outs. See LG Stuttgart, decision of 3 April 2018 - 31 O 138/15, OLG Stuttgart, decision of 4 May 2011 - 20 W 11/08, para. 94; OLG Stuttgart, decision of 17 March 2010 - 20 W 9/08, para. 235; OLG Karlsruhe, decision of 12 September 2017 - 12 W 1/17, para. 38.

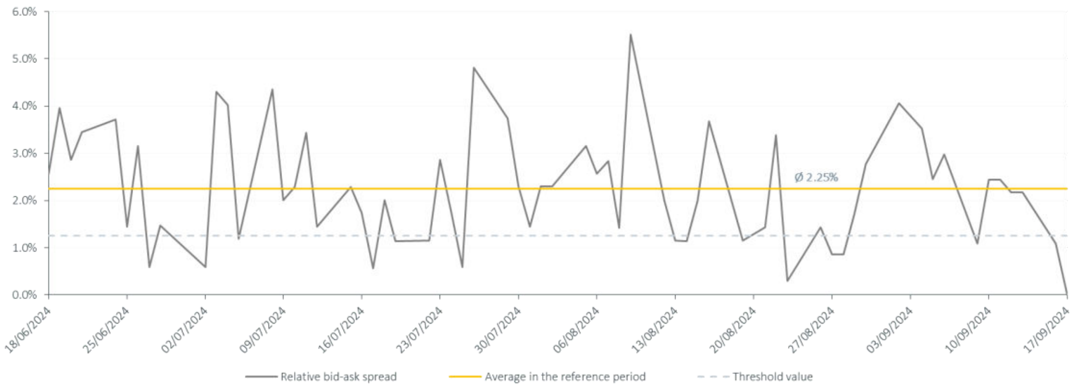
[110] OLG Stuttgart, decision of 17 October 2011, 20 W 7/11, para. 395.

[111] See Alexandrite Lake Lux Holdings S. à r. l. Announcement pursuant to section 23 para. 1 sentence 1 no. 3 WpÜG dated 8 February 2022, link: Search result - Federal Gazette

shares were traded cumulatively over the reference period. This corresponds to 0.67% of the outstanding alstria shares.

480. In addition to the legal criteria, the liquidity of the alstria share was also analysed from an economic perspective. Compared to analyses from a legal perspective, the requirements for the liquidity criteria of a share from an economic perspective are stricter. As part of the economic liquidity analysis, the transaction costs (in the form of the so-called bid-ask -spread-) are also analysed -in order to be able to assess the liquidity of the share over time. With regard to the bid-ask spread, -for example, the Munich Regional Court uses a guideline value of 1.25%. [112]

Liquidity development of alstria shares based on the bid-ask spread in the reference **period**
in %



Source: S&P Capital IQ, ValueTrust Analysis

[112] See Munich Regional Court, decision of 2 December 2016, Ref. 5HK 5781/15; limit value for bid-ask spreads is 1.25%.

481. The average bid-ask spread -in the reference period was 2.25% and was therefore below the levels that were no longer considered liquid- by the courts in Hamburg. [113]

482. For comparison purposes, the average bid-ask spreads -in the reference period for the DAX, SDAX and MDAX as well as the peer group companies ("peer group") are also shown as comparatively liquid reference values:

Standard of comparison	ø Reference period
DAX	0.187%
MDAX	0.323%
SDAX	0.535%
Peer Group	1.082%

483. Compared to the reference indices, the alstria share has a higher bid-ask spread in the reference period, so that against this background a comparatively lower liquidity of the share can be assumed.

484. In summary, the following observations can be made on the basis of the analyses carried out from a legal and economic perspective:

- The statutory liquidity criteria pursuant to section 5 para. 4 WpÜG-AngebV are fulfilled. In particular, the alstria share was actively traded on all days during the reference period. Trading took place on 66 out of 66 possible days and thus on more than one third of the total trading days.[114]

- Furthermore, the share price performance of the alstria share did not show an accumulation of consecutive stock prices deviating from each other by more than 5% during the reference period.[115]

- After completion of the takeover offer, the free float of alstria shares was approximately 4.3% and thus below the threshold of 5.0%.[116]

113 See LG Hamburg, decision of 23 February 2016, Ref. 403 HKO 152/14; bid-ask spread of 4.26% clearly speaks against the use of a beta factor based on this price.

114 Cf. section 5 (4) WpÜG-AngebV.

115 Cf. section 5 (4) WpÜG-AngebV.

116 In case law, there are also judgements that this criterion is not fully applicable, particularly in the case of

outs. See LG Stuttgart, decision of 3 April 2018 - 31 O 138/15, OLG Stuttgart, decision of 4 May 2011 - 20 W 11/08, para. 94; OLG Stuttgart, decision of 17 March 2010 - 20 W 9/08, para. 235; OLG Karlsruhe, decision of 12 September 2017 - 12 W 1/17, para. 38.

- In the reference period, an average of around 18.1 thousand shares were traded per day, which corresponds to 0.01% of the total number of shares and is therefore lower than 0.018%. Furthermore, around 1.2 million shares were traded cumulatively over the reference period. This corresponds to 0.67% of the outstanding alstria shares.[117]

485. According to the interpretation of Section 5 (4) WpÜG-AngebV, there are no indications of a lack of liquidity of the share in the reference period, as the share was traded on a sufficient number of trading days, i.e. the stock price could be determined, and the stock prices did not show any significant price jumps on consecutive trading days. [118]

486. Overall, the alstria share was characterised by sufficient liquidity. Even though the free float prior to the announcement of the squeeze out was low and the trading volume comparatively low, there was continuous trading in the alstria share. Taking into account the stock price development, which was mainly characterised by company-specific and macroeconomic factors and not by a generally low volatility prior to the announcement of the squeeze out, there are no fundamental reservations against the use of the stock price as a benchmark for the determination of the compensation. Against the background of the legal requirements and from an economic point of view, the 3M-VWAP of alstria AG represents a suitable method for determining the fair value of the shares of alstria AG as well as the adequate cash compensation pursuant to section 327b AktG.

487. In order to verify the results of the share price analysis, a fundamental valuation of alstria is carried out below.

6.2 EQUITY VALUE BEFORE PERSONAL TAXES ACCORDING TO DVFA

488. Based on the application of the DCF method or capitalised earnings method in accordance with IDW S 1, the financial surpluses are derived below on the basis of the income statements and the budgeted balance sheets and the equity value of alstria is determined. In accordance with DVFA recommendations, the value before personal taxes is first determined taking into account a market risk premium before personal taxes of 7.0%.

[117] See OLG Stuttgart, decision of 17 October 2011, 20 W 7/11, para. 395.

[118] Cf. section 5 (4) WpÜGAngebV.

489. In accordance with IDW S1, the value after personal taxes is then determined using direct standardisation and taking into account minorities and special items with a market risk premium of 5.75% after personal taxes.

490. In addition, a sensitivity analysis is presented in which a beta factor of 0.45 and a lower sales potential are assumed.

491. In addition, trading and transaction multiples are compared with the DCF values to determine the value.

6.2.1 DCF VALUE

492. In the following, the cashflows to equity (FTE) of alstria are derived on the basis of the business plan:

Derivation of cashflows to equity (FTE)

in EUR m

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
EBIT	**123.8**	**130.3**	**196.0**	**169.6**	**170.1**	**189.6**	**209.4**	**207.6**	**228.8**	**233.4**
-/(+) Financial results	-79.9	-81.9	-85.3	-91.4	-90.1	-87.8	-87.0	-89.6	-91.4	-93.2
- Taxes on income	-3.1	-4.6	-17.1	-18.5	-6.6	-6.0	-8.9	-11.3	-14.9	-15.2
+ Gain on sale of investments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
- Write-offs of capitalization development expenses	0.0	0.0	-3.1	-13.8	-11.3	-7.5	-3.8	0.0	0.0	0.0
Annual result	**40.8**	**43.8**	**90.5**	**45.9**	**62.1**	**88.3**	**109.8**	**106.7**	**122.5**	**124.9**
+ Depreciation	1.5	1.5	1.5	1.5	1.5	1.7	1.9	2.1	2.1	2.1
- Gross investments (CAPEX) in fixed assets	-63.4	4.5	67.5	86.5	-66.5	-51.4	-52.6	40.6	-55.5	-56.6
-/(+) Change in net working capital	71.8	-7.5	-59.3	-38.0	41.3	34.0	3.0	-88.9	0.7	0.7
+/(-) Increase / (Decrease) in interest bearing liabilities	-30.7	-42.2	-100.2	-95.9	-38.4	-0.1	0.0	0.0	42.8	43.6
- Compensation PMT - Loss of REIT status	-20.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Flow to equity (FTE)	0.0	0.0	0.0	0.0	0.0	72.4	62.1	60.4	112.6	114.8

Source: Company information, ValueTrust analysis

493. Based on the cash flow-to-equity, the DCF value is calculated on the basis of a rounded cost of equity of 14.8% to 9.5% or 7.5% after deduction of the terminal growth rate of 2.0% in perpetuity with a market risk premium of 7.0% before personal taxes and an unlevered beta factor of 0.50.

494. Taking into account an unlevered beta factor of 0.50, this results in a DCF value of EUR 718.2 million as of 31 December 2024:

DCF value before personal taxes

in EUR m

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Flow to equity (FTE)	0.0	0.0	0.0	0.0	0.0	72.4	62.1	60.4	112.6	114.8
Risk free rate	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%
Market risk premium	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%
Relevered beta	1.76	1.53	1.40	1.29	1.16	1.09	1.06	1.04	1.00	1.00
Levered cost of equity	14.84%	13.22%	12.29%	11.50%	10.63%	10.12%	9.95%	9.75%	9.49%	9.49%
Terminal value growth rate	-	-	-	-	-	-	-	-	-	2.00%
Levered cost of equity after growth reduction	14.84%	13.22%	12.29%	11.50%	10.63%	10.12%	9.95%	9.75%	9.49%	7.49%
Discount factor	0.9	0.8	0.7	0.6	0.6	0.5	0.5	0.4	0.4	5.1
Present value of flow to equity	0.0	0.0	0.0	0.0	0.0	36.5	28.5	25.3	43.0	585.1
Market value of equity as of December 31, 2024	718.2									

Source: Company information, ValueTrust analysis

6.2.2 SPECIAL ITEMS

495. In the course of the analyses and discussions with those responsible for planning, further matters were identified that must be taken into account as special items in the valuation of alstria.

Tax contribution account

496. As explained in section 6.3.2, the special items identified relate to alstria's tax contribution account. This is only taken into account as part of the dividend discount model after personal taxes.

Minorities

497. As part of the analyses and discussions with those responsible for planning, non-controlling interests in the attributable consolidated result were identified, which are to be taken into account as minorities in the valuation of alstria. The result attributable to minorities is not taken into account when deriving the DCF value and is instead deducted from the DCF value as a special item. Therefore, a reduction of the DCF value of alstria in the amount of the present value of the result attributable to minorities of EUR 7.6 million is necessary.

6.2.3 EQUITY VALUE BEFORE PERSONAL TAXES

498. Using a market risk premium of 7.00% before personal taxes, an unlevered beta factor of 0.50, a sustainable growth rate of 2.0% and taking into account the corresponding DCF value as of 31 December 2024 in the amount of EUR 718.2 million as well as minorities and special items in the amount of EUR -7.6 million in total, the equity value of alstria before personal taxes amounts to EUR 710.6 million as of 31 December 2024 and EUR 722.1 million as of 11 February 2025. With an outstanding number of around 178.6 million alstria shares, this results in a value of EUR 4.04 per alstria share:

DCF value per alstria share before personal taxes
in EUR m

Market value of equity as of December 31, 2024	**718.2**
Special items	**-7.6**
Non-operating assets	0.0
Minorities	-7.6
Market value of equity incl. special items as of December 31, 2024	**710.6**
Compound rate	1.02
Market value of equity as of February 11, 2025	**722.1**
Number of shares outstanding (in m)	178.6
Value per share (in EUR)	**4.04**

Source: Company information, ValueTrust analysis

6.2.4 SENSITIVITY ANALYSIS BEFORE PERSONAL TAXES

499. In addition to the valuation using a beta factor of 0.50, a sensitivity analysis is carried out using a beta factor of 0.45 in the event of lower sustainable revenues. This results in a risk premium of 3.15% for the operating risk before personal taxes.

Derivation of cashflows to equity (sensitivity analysis)

in EUR m

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
EBIT	**123.8**	**130.3**	**196.0**	**169.6**	**170.1**	**183.8**	**197.6**	**189.6**	**204.2**	**208.3**
-/(+) Financial results	-79.9	-81.9	-85.3	-91.4	-90.1	-87.9	-87.2	-90.1	-91.9	-93.7
- Taxes on income	-3.1	-4.6	-17.1	-18.5	-6.6	-5.4	-7.6	-9.3	-12.2	-12.4
+ Gain on sale of investments	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
- Write-offs of capitalization development expenses	0.0	0.0	-3.1	-13.8	-11.3	-7.5	-3.8	0.0	0.0	0.0
Annual result	**40.8**	**43.8**	**90.5**	**45.9**	**62.1**	**83.0**	**99.0**	**90.2**	**100.2**	**102.2**
+ Depreciation	1.5	1.5	1.5	1.5	1.5	1.6	1.8	1.9	1.9	2.0
- Gross investments (CAPEX) in fixed assets	-63.4	4.5	67.5	86.5	-66.5	-51.4	-52.5	40.7	-55.3	-56.4
-/(+) Change in net working capital	71.8	-7.5	-59.3	-38.0	41.3	32.2	2.2	-89.7	0.6	0.6
+/(-) Increase / (Decrease) in interest bearing liabilities	-30.7	-42.2	-100.2	-95.9	-38.4	-0.1	0.0	0.0	42.8	43.6
- Compensation PMT - Loss of REIT status	-20.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Flow to equity (FTE)	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**65.4**	**50.5**	**43.1**	**90.2**	**92.0**

Source: Company information, ValueTrust analysis

500. The sensitivity analysis using a beta factor of 0.45 before personal taxes results in a rounded cost of equity before personal taxes of 9.3% to 14.8% or 7.3% after deducting the terminal growth rate of 2.0% in perpetuity. Taking these borrowed costs of equity into account results in a DCF value in the sensitivity analysis of EUR 597.8 million as of 31 December 2024:

DCF value before personal taxes (sensitivity analysis)

in EUR m

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Flow to equity (FTE)	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**65.4**	**50.5**	**43.1**	**90.2**	**92.0**
Risk free rate	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%
Market risk premium	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%	7.00%
Relevered beta	1.76	1.51	1.38	1.27	1.14	1.06	1.04	1.01	0.97	0.97
Levered cost of equity	14.83%	13.09%	12.14%	11.36%	10.45%	9.92%	9.78%	9.58%	9.28%	9.28%
Terminal value growth rate	-	-	-	-	-	-	-	-	-	**2.00%**
Levered cost of equity after growth reduction	14.83%	13.09%	12.14%	11.36%	10.45%	9.92%	9.78%	9.58%	9.28%	7.28%
Discount factor	0.9	0.8	0.7	0.6	0.6	0.5	0.5	0.4	0.4	5.3
Present value of flow to equity	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**33.2**	**23.4**	**18.2**	**34.8**	**488.2**
Market value of equity as of December 31, 2024	**597.8**									

Source: Company information, ValueTrust analysis

501. Taking into account the corresponding DCF value as of 31 December 2024 in the amount of EUR 597.8 million and the minorities and special items in the total amount of EUR -7.6 million, the equity value of alstria before personal taxes in the sensitivity analysis is EUR 590.2 million as of 31 December 2024 and EUR 599.7 million as of 11 February 2024. -With an outstanding number of approximately 178.6 million alstria shares, the sensitivity analysis -results in a value per share of EUR 3.36 before personal taxes as of 31 December 2024 and EUR 599.7 million as of 11 February 2024:

DCF value per alstria share before personal taxes (sensitivity analysis)
in EUR m

Market value of equity as of December 31, 2024	**597.8**
Special items	**-7.6**
Non-operating assets	0.0
Minorities	-7.6
Market value of equity incl. special items as of December 31, 2024	**590.2**
Compound rate	1.02
Market value of equity as of February 11, 2025	**599.7**
Number of shares outstanding (in m)	178.6
Value per share (in EUR)	**3.36**

Source: Company information, ValueTrust analysis

6.3 EQUITY VALUE AFTER PERSONAL TAXES IN ACCORDANCE WITH IDW S 1

6.3.1 DIVIDEND DISCOUNT VALUE

502. Against the background of the underlying reason for the valuation, the determination of a reasonableness of the compensation in accordance with Section 327a AktG, there is a significant conceptual difference between the cash flow-to-equity approach (before personal taxes) and the capitalised earnings method in accordance with IDW S 1 (after personal taxes) in the consideration of personal taxes at shareholder level. When determining an objectified value in accordance with IDW S 1 as part of the compensation and settlement calculation for structural measures under stock corporation law, the tax circumstances of the shareholders must be standardised in accordance with the principles of the objectified business value in accordance with IDW S 1. In this typification, the perspective of a domestic natural person with unlimited tax liability must be adopted and the corresponding personal income taxes must be taken into account both when determining the cash flow figure to be discounted and when determining the capitalisation rate (so-called Tax-CAPM).

503. Due to the consideration of personal taxes as part of the capitalised earnings method in accordance with IDW S 1, additional assumptions regarding the dividend distribution policy and dividend payout ratio are relevant. In order to consistently take typified personal tax consequences into account, it is necessary to differentiate the distributions remaining after the necessary reinvestments based on the planning assumptions regarding the investment programme, the required changes in net current assets and the capital structure into a dividend portion and a notional reinvestment portion for valuation purposes, as dividends and capital gains, represented by notional reinvestments, are effectively subject to a different tax burden at shareholder level. In the detailed planning and convergence phase, a full distribution of the surplus liquid funds is assumed, taking into account the distributive capacity limited by the balance sheet profit. In the perpetuity phase, a payout ratio of 50% derived from the peer group is assumed (see section 4.5).

504. In the following, the financial surpluses after personal taxes are derived on the basis of the business plan:

Derivation of financial surpluses after personal taxes

in EUR m

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Annual result	**40.8**	**43.8**	**90.5**	**45.9**	**62.1**	**88.3**	**109.8**	**106.7**	**122.5**	**124.9**
Dividend (before personal taxes)	0.0	0.0	0.0	0.0	0.0	44.1	54.9	53.3	61.2	62.5
Payout ratio	*73.58%*	*68.56%*	*33.17%*	*65.30%*	*48.28%*	*50.00%*	*50.00%*	*50.00%*	*50.00%*	*50.00%*
thereof dividend to be taxed regularly	0.0	0.0	0.0	0.0	0.0	44.1	54.9	53.3	61.2	62.5
personal taxes on regularly taxed dividend (26.38%)	0.0	0.0	0.0	0.0	0.0	11.6	14.5	14.1	16.2	16.5
Dividend after personal taxes	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**32.5**	**40.4**	**39.3**	**45.1**	**46.0**
Fictitious addition (before personal taxes)	0.0	0.0	0.0	0.0	0.0	28.2	7.2	7.1	51.3	52.4
Personal taxes on fictitious additions (13%)	0.0	0.0	0.0	0.0	0.0	3.7	0.9	0.9	6.8	6.9
Fictitious additions (after personal taxes)	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**24.5**	**6.2**	**6.2**	**44.6**	**45.5**
Financial surplus (after personal taxes)	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**57.0**	**46.7**	**45.4**	**89.7**	**91.4**
Financial surpluses to be discounted	0.0	0.0	0.0	0.0	0.0	57.0	46.7	45.4	89.7	91.4

Source: Company information, ValueTrust analysis

505. With regard to the capital costs according to Tax-CAPM, the risk-free rate and the market risk premium are each to be determined after personal taxes. The risk-free rate after personal taxes is 1.84%. For valuation purposes, a market risk premium after personal taxes of 5.75% is assumed. Taking into account the direct standardisation, the effective personal taxes on the growth-related reinvestment are deducted, so that the terminal growth rate before personal taxes of 2.00% amounts to 1.74% in the after-tax calculation.

506. Based on an unlevered beta factor of 0.50, this results in the following levered cost of equity after personal taxes:

Derivation of capital costs after personal taxes

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Risk free rate (before personal taxes)	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%
Personal taxes (026%)	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*
Risk free rate (after personal taxes)	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**
Market risk premium (after personal taxes)	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%
Levered beta factor	1.52	1.37	1.28	1.20	1.11	1.05	1.03	1.01	0.98	0.98
Levered cost of equity (after personal taxes)	10.60%	9.71%	9.20%	8.75%	8.20%	7.88%	7.78%	7.65%	7.47%	7.47%
Terminal growth rate (after personal taxes)	-	-	-	-	-	-	-	-	-	1.74%
Levered cost of equity (after personal taxes) after growth reduction	**10.60%**	**9.71%**	**9.20%**	**8.75%**	**8.20%**	**7.88%**	**7.78%**	**7.65%**	**7.47%**	**5.74%**

Source: Company information, ValueTrust analysis

507. The cost of equity after personal taxes ranges from a rounded 10.6% to 7.5%, or 5.74% after deducting the terminal growth rate of 1.74% in perpetuity.

508. Applying an unlevered beta factor of 0.50 after personal taxes results in a dividend discount value of EUR 885.7 million as of 31 December 2024:

Dividend discount value after personal taxes

in EUR m

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Financial surpluses to be discounted	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**57.0**	**46.7**	**45.4**	**89.7**	**91.4**
Levered cost of equity (after personal taxes)	10.60%	9.71%	9.20%	8.75%	8.20%	7.88%	7.78%	7.65%	7.47%	7.47%
Terminal growth rate (after personal taxes)	-	-	-	-	-	-	-	-	-	1.74%
Levered cost of equity (after personal taxes) after growth reduction	10.60%	9.71%	9.20%	8.75%	8.20%	7.88%	7.78%	7.65%	7.47%	5.74%
Present-value factor	0.9	0.8	0.8	0.7	0.6	0.6	0.6	0.5	0.5	8.3
Present-value of financial surplus after personal taxes	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**33.9**	**25.7**	**23.3**	**42.7**	**760.1**
Market value of equity as of December 31, 2024	**885.7**									

Source: Company information, ValueTrust analysis

6.3.2 SPECIAL ITEMS

509. In the course of the analyses and discussions with those responsible for planning, further matters were identified that must be taken into account as special items in the valuation of alstria.

Tax contribution account

510. The tax contribution account of alstria AG, in EUR million 362.1[119] , is relevant for the derivation of the distributions to be discounted insofar as the portion of the dividends to be classified as taxable return of capital contributions is initially not subject to dividend taxation. For tax purposes, dividends that exceed the distributable profit[120] are treated as a repayment of capital contributions and are not initially subject to withholding tax. However, the return of capital contributions for tax purposes also leads to a reduction in the acquisition costs for tax purposes, so that a capital gain is realised when the shares are sold by shareholders, which in turn is subject to withholding tax. The tax contribution account therefore only results in a tax deferral effect and not a tax saving. Analogous to the assumptions for the notional reinvestment, this tax deferral effect was taken into account by applying half of the effective tax rate (13.2%).

511. The special item of EUR 23.2 million relates to the tax contribution account of alstria. The special item for the tax contribution account was taken into account in favour of the minority shareholders, as it can actually no longer be used with the assumed migration of alstria AG to Luxembourg.

[119] To derive the value of the tax contribution account, the value as of 31 December 2023 was carried forward for the sake of simplicity, as no distributions for 2023 were made or are planned for 2024.

[120] Distributable profit is defined as: taxable equity less common stock and taxable contribution account (minimum 0).

Minorities

512. As part of the analyses and discussions with those responsible for planning, non-controlling interests in the attributable consolidated net income were identified, which are to be taken into account as minorities in the valuation of alstria. The result attributable to minorities is not taken into account when deriving the dividend discount value and is instead deducted from the dividend discount value as a special item. Therefore, a reduction of alstria's dividend discount value in the amount of the present value of the result attributable to minorities of EUR -7.6 million is necessary.

513. The special items and minorities added to the calculated dividend discount value of alstria amount to a total of EUR 15.6 million as of 31 December 2024.

6.3.3 EQUITY VALUE AFTER PERSONAL TAXES IN ACCORDANCE WITH IDW S 1

514. Using a market risk premium of 5.75% after personal taxes, an unlevered beta factor of 0.50, a sustainable growth rate of 1.74% and taking into account the corresponding dividend discount value as of 31 December 2024 in the amount of EUR 885.7 million as well as minorities and special items in the amount of EUR 15.6 million in total, the equity value of alstria after personal taxes amounts to EUR 901.3 million in total as of 31 December 2024 and EUR 911.8 million in total as of 11 February 2025. With an outstanding number of approximately 178.6 million alstria shares, -this results in a value per alstria- share -of EUR 5.11:

Value per alstria share after personal taxes
in EUR m

Market value of equity as of December 31, 2024	**885.7**
Special items	**15.6**
Non-operating assets	23.2
Minorities	-7.6
Market value of equity incl. special items as of December 31, 2024	**901.3**
Compound rate	1.01
Market value of equity as of February 12, 2025	**911.8**
Number of shares outstanding (in m)	178.6
Value per share (in EUR)	**5.11**

Source: Company information, ValueTrust analysis

6.3.4 SENSITIVITY ANALYSIS AFTER PERSONAL TAXES

515. In addition, a sensitivity analysis is carried out using a beta factor of 0.45 in the event of lower sustainable revenues. This results in a risk premium for the operating risk after personal taxes of 2.59% (compared to 2.88% previously).

516. The sensitivity analysis results in a rounded cost of equity after personal taxes of 10.54% to 7.28% or 5.55% after deduction of the terminal growth rate of 1.74% in perpetuity:

Derivation of capital costs after personal taxes (sensitivity analysis)

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Risk free rate (before personal taxes)	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%	2.50%
Personal taxes (026%)	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*	*-0.66%*
Risk free rate (after personal taxes)	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**	**1.84%**
Market risk premium (after personal taxes)	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%	5.75%
Levered beta factor	1.51	1.34	1.26	1.18	1.08	1.02	1.01	0.98	0.95	0.95
Levered cost of equity (after personal taxes)	10.54%	9.57%	9.06%	8.62%	8.04%	7.71%	7.62%	7.49%	7.28%	7.29%
Terminal growth rate (after personal taxes)	-	-	-	-	-	-	-	-	-	1.74%
Levered cost of equity (after personal taxes) after growth reduction	**10.54%**	**9.57%**	**9.06%**	**8.62%**	**8.04%**	**7.71%**	**7.62%**	**7.49%**	**7.28%**	**5.55%**

Source: Company information, ValueTrust analysis

517. The sensitivity calculation results in a dividend discount value of EUR 738.0 million as of 31 December 2024:

Dividend discount value after personal taxes (sensitivity analysis)

in EUR m

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Financial surpluses to be discounted	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**51.3**	**37.3**	**31.8**	**71.7**	**73.1**
Levered cost of equity (after personal taxes)	10.54%	9.57%	9.06%	8.62%	8.04%	7.71%	7.62%	7.49%	7.28%	7.29%
Terminal growth rate (after personal taxes)	-	-	-	-	-	-	-	-	-	1.74%
Levered cost of equity (after personal taxes) after growth reduction	10.54%	9.57%	9.06%	8.62%	8.04%	7.71%	7.62%	7.49%	7.28%	5.55%
Present-value factor	0.9	0.8	0.8	0.7	0.6	0.6	0.6	0.5	0.5	8.7
Present-value of financial surplus after personal taxes	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**30.7**	**20.8**	**16.4**	**34.6**	**635.5**
Market value of equity as of December 31, 2024	**738.0**									

Source: Company information, ValueTrust analysis

518. Taking into account the corresponding dividend discount value as of 31 December 2024 in the amount of EUR 738.0 million and the minorities and special items in the total amount of EUR 15.1 million, the equity value of alstria after personal taxes in the sensitivity analysis as of 31 December 2024 is EUR 753.2 million and as of 11 February 2025 a total of EUR 761.9 million. With an outstanding number of around 178.6 million alstria shares, the sensitivity analysis results in a value after personal taxes of EUR 4.27 per alstria share:

Value per alstria share after personal taxes (sensitivity analysis)

in EUR m

Market value of equity as of December 31, 2024	738.0
Special items	15.1
Non-operating assets	22.7
Minorities	-7.6
Market value of equity incl. special items as of December 31, 2024	753.2
Compound rate	1.01
Market value of equity as of February 12, 2025	761.9
Number of shares outstanding (in m)	178.6
Value per share (in EUR)	4.27

Source: Company information, ValueTrust analysis

6.4 COMPARATIVE VALUATION USING THE MULTIPLIER METHOD

519. In addition to deriving the value of equity value on the basis of the value of equity before personal taxes according to IDW S 1 and the DCF method applied in accordance with the DVFA recommendations, value ranges based on the multiple method are determined for further

plausibility checks. The multiple method represents a comparative market valuation. According to this method, the value of the company is the product of a reference value (often revenue or earnings) of the company and the corresponding multiple, which is regularly derived from listed peer group companies (trading multiples) and from comparable transactions (transaction multiples).

6.4.1 VALUATION BASED ON COMPARABLE LISTED COMPANIES

520. For the valuation of alstria, the stock prices observable for comparable companies on the capital market and the multiples derived from them are taken into account. In contrast to the derivation of the beta factor on the basis of a peer group, in a comparative market valuation based on trading multiples it is not the length of the historical stock market listing that is decisive, but rather the quality of the forward-looking analyst estimates of the reference figures. Therefore, all peer group companies identified in the peer group selection can initially be included in the valuation. The following analyses are based on multiples for the future financial years 2024 to 2026.

521. In the IDW S 1 concept, the comparative valuation using multiples serves to check the plausibility of the dividend discount value. In this respect, the derived multiples are not to be regarded as an independent valuation.

522. In order to derive multiples for alstria, the business plan of the valuation object is first compared with the analyst estimates for the peer group companies. As suitable reference figures, revenues from lettings and EBIT as well as the property-specific reference figure of the NAV multiple were selected in order to ensure the broadest possible basis for the multiple valuation.

523. To ensure a broad data basis for the valuation using trading multiples, the average and median of the most comparable companies from the peer group are used to determine a reliable range. The planned rental revenues and EBIT of alstria for the years 2024 to 2026 are used as reference figures.

Revenue multiples

524. Growth expectations and the EBIT margin have a high explanatory power for the revenue multiples. The growth and margin profile of the peer group companies is shown below:

Overview of revenue multiples

	Rental revenue			EBIT margin			Rental revenue multiple		
	FY2024	FY2025	FY2026	FY2024	FY2025	FY2026	FY2024	FY2025	FY2026
PSP Swiss Property AG	5.4%	2.2%	2.1%	86.5%	86.1%	86.2%	26.7x	26.1x	25.6x
CA Immobilien Anlagen AG	3.3%	1.8%	3.7%	66.9%	73.8%	n/a	20.2x	19.8x	19.1x
Hamborner REIT AG	5.1%	0.5%	2.1%	66.8%	65.9%	66.5%	12.9x	12.8x	12.5x
EPIC Suisse AG	3.8%	-100.0%	n/a	n/a	n/a	n/a	21.6x	n/a	n/a
Aroundtown SA	n/a	0.6%	-0.3%	59.8%	59.5%	60.8%	13.1x	13.0x	13.0x
IREIT Global	11.3%	-24.5%	7.8%	77.3%	73.3%	76.6%	8.8x	11.6x	10.8x
Inovalis Real Estate Investment Trust	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Sirius Real Estate Limited	7.0%	13.4%	10.4%	66.1%	66.1%	66.8%	12.9x	11.4x	10.3x
CLS Holdings plc	n/a	-2.0%	2.0%	52.5%	51.7%	51.8%	8.9x	9.1x	8.9x
Gecina	3.9%	6.5%	3.0%	78.4%	78.7%	79.0%	20.0x	18.8x	18.2x
NSI N.V.	2.2%	2.1%	3.1%	68.3%	68.9%	70.9%	10.1x	9.9x	9.6x
Inmobiliaria Colonial, SOCIMI, S.A.	4.2%	3.6%	4.2%	80.9%	80.2%	81.3%	24.7x	23.9x	22.9x
Vitura SA	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Derwent London Plc	0.1%	6.5%	9.1%	72.7%	73.4%	72.7%	17.5x	16.4x	15.0x
Helical plc	-23.2%	-4.8%	11.8%	51.0%	64.0%	66.6%	20.6x	21.6x	19.3x
Great Portland Estates Plc	n/a	10.2%	19.8%	27.2%	36.2%	40.4%	21.0x	19.1x	15.9x
alstria Office REIT-AG	2.9%	-2.8%	2.5%	68.0%	64.5%	66.2%			
Min	-23.2%	-100.0%	-0.3%	27.2%	36.2%	40.4%	8.8x	9.1x	8.9x
25% Percentile	2.2%	-2.7%	2.1%	56.1%	61.7%	62.2%	12.2x	11.5x	10.5x
Average	2.1%	-6.0%	6.1%	65.7%	67.5%	68.3%	17.1x	16.4x	15.5x
Median	3.9%	2.0%	3.7%	66.9%	68.9%	68.8%	18.7x	16.4x	15.0x
75% Percentile	2.2%	-2.7%	2.1%	56.1%	61.7%	62.2%	12.2x	11.5x	10.5x
Max	11.3%	13.4%	19.8%	86.5%	86.1%	86.2%	26.7x	26.1x	25.6x
Selection	4.5%	2.0%	3.0%	75.3%	76.5%	78.0%	21.1x	20.6x	20.0x

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

525. The revenue multiples are based on the years 2024 to 2026. The average of all peer group companies and the average of the most comparable companies from the peer group ("selection") are chosen as the range. The selection was made on the basis of the growth and margin profile. This results in a multiple range for 2024 of 17.1x to 21.1x, for 2025 of 16.4x to 20.6x and for 2026 of 15.5x to 20.0x.

EBIT multiples

526. EBIT growth expectations and the EBIT margin have a high explanatory power for the EBIT multiples. The growth and margin profile of the peer group companies is shown below:

Overview of EBIT multiples

	EBIT growth p.a.			EBIT margin			EBIT multiple		
	FY2024	FY2025	FY2026	FY2024	FY2025	FY2026	FY2024	FY2025	FY2026
PSP Swiss Property AG	9.9%	1.8%	2.1%	86.5%	86.1%	86.2%	30.8x	30.3x	29.7x
CA Immobilien Anlagen AG	15.7%	12.2%	2.6%	66.9%	73.8%	n/a	30.2x	26.9x	26.2x
Hamborner REIT AG	-1.6%	-0.9%	3.0%	66.8%	65.9%	66.5%	19.3x	19.4x	18.9x
EPIC Suisse AG	n/m	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Aroundtown SA	-0.9%	0.1%	1.9%	n/a	59.5%	60.8%	21.9x	21.8x	21.4x
IREIT Global	31.7%	-28.4%	12.8%	77.3%	73.3%	76.6%	11.3x	15.8x	14.1x
Inovalis Real Estate Investment Trust	2.8%	-18.3%	-22.4%	n/a	n/a	n/a	17.4x	21.3x	27.5x
Sirius Real Estate Limited	15.5%	13.4%	11.4%	66.1%	66.1%	66.8%	19.5x	17.2x	15.5x
CLS Holdings plc	26.1%	-3.4%	2.2%	52.5%	51.7%	51.8%	17.0x	17.6x	17.2x
Gecina	4.0%	6.8%	3.5%	78.4%	78.7%	79.0%	25.5x	23.8x	23.0x
NSI N.V.	1.1%	3.0%	6.0%	68.3%	68.9%	70.9%	14.7x	14.3x	13.5x
Inmobiliaria Colonial, SOCIMI, S.A.	4.9%	2.7%	5.6%	80.9%	80.2%	81.3%	30.6x	29.7x	28.2x
Vitura SA	n/m	n/a	n/a	n/a	n/a	n/a	n/a	n/a	n/a
Derwent London Plc	3.5%	7.5%	8.0%	72.7%	73.4%	72.7%	24.0x	22.3x	20.7x
Helical plc	-21.4%	19.5%	16.3%	51.0%	64.0%	66.6%	40.4x	33.8x	29.0x
Great Portland Estates Plc	53.7%	46.6%	33.8%	27.2%	36.2%	40.4%	n/a	n/a	n/a
alstria Office REIT-AG	-1.9%	-7.8%	5.2%	68.0%	64.5%	66.2%			
Min	-21.4%	-28.4%	-22.4%	27.2%	36.2%	40.4%	11.3x	14.3x	13.5x
25% Percentile	0.6%	-1.5%	2.2%	55.9%	61.7%	62.2%	17.2x	17.4x	16.4x
Average	10.3%	4.5%	6.2%	66.2%	67.5%	68.3%	23.3x	22.7x	21.9x
Median	4.4%	2.9%	4.5%	67.6%	68.9%	68.8%	21.9x	21.8x	21.4x
75% Percentile	0.6%	-1.5%	2.2%	55.9%	61.7%	62.2%	17.2x	17.4x	16.4x
Max	53.7%	46.6%	33.8%	86.5%	86.1%	86.2%	40.4x	33.8x	29.7x
Selection max	6.2%	3.8%	3.7%	82.0%	81.7%	82.2%	29.0x	28.0x	27.0x
Selection min	-0.3%	6.8%	6.7%	73.0%	75.6%	76.8%	28.4x	26.4x	24.7x

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

527. As with the revenue multiples, the EBIT multiples are based on the years 2024 to 2026. Average values from a selection of comparable companies are used as the range. Comparable companies are selected based on their margin and growth profile. This results in a range of 28.4x to 29.0x for the year 2024, 26.4x to 28.0x for the year 2025 and 24.7x to 27.0x for the year 2026.

NAV multiple

528. The NAV multiple[121] was also used to consider the industry-relevant NAV values. Like the EBIT multiple, this is largely driven by the growth and margin profile:

121 Note: The figure referred to as the NAV multiple is the adjusted EPRA NTA multiple. The EPRA NTA multiple was adjusted for deferred taxes so that it is a figure before tax effects.

Overview of NAV multiples

	NAV multiple
	LTM
PSP Swiss Property AG	0.95x
CA Immobilien Anlagen AG	0.74x
Hamborner REIT AG	0.65x
EPIC Suisse AG	0.88x
Aroundtown SA	0.74x
IREIT Global	0.47x
Inovalis Real Estate Investment Trust	n/a
Sirius Real Estate Limited	1.06x
CLS Holdings plc	0.36x
Gecina	0.66x
NSI N.V.	0.57x
Inmobiliaria Colonial, SOCIMI, S.A.	0.85x
Vitura SA	0.18x
Derwent London Plc	0.76x
Helical plc	0.60x
Great Portland Estates Plc	0.64x
alstria Office REIT-AG	
Min	0.18x
25% Percentile	0.54x
Average	0.69x
Median	0.70x
75% Percentile	0.54x
Max	1.12x
Selection max	0.78x
Selection min	0.74x

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

529. No analyst forecasts for NAV are available for most of the companies in the peer group. Therefore, only the NAV multiple for the 2024 financial year (LTM) is used for the valuation. When deriving the NAV multiple, care was taken to adjust deferred tax assets where necessary to ensure a consistent and comparable data basis.

530. As with the revenue and EBIT multiples, the average multiple of the most comparable companies in the peer group is used for the range of NAV multiples. The resulting range of NAV multiples is between 0.78x and 0.74x for the year 2024 (LTM).

Equity value based on trading multiples

531. For the final determination of the value range resulting from the trading multiples, we have based the following on a range between the average and the median of the most comparable companies in the peer group, as already mentioned above.

532. In the valuation using the multiple method, premiums (e.g. takeover premiums) and discounts (e.g. liquidity discount) on the range of equity values determined using trading multiples are considered in accordance with standard valuation practice.

533. Conceptually, the takeover premium assumes that trading multiples only reflect the prices of non-controlling interests, and that control of a company has a value as it can change a suboptimal business policy and realise synergies with the acquirer. Conceptually, the takeover premium must be broken down into the so-called financial control value and the so-called strategic control value,[122] whereby the latter reflects rationalisation and synergy effects. Accordingly, when considering trading multiples, the derived equity values must be adjusted by a financial control premium. The study by Grbenic/Zunk (2015), for example, works this out and suggests a control premium in the single digit to low double-digit range. Eichner (2017), on the other hand, analyses in his study the extent to which the takeover premiums observed in Europe can be broken down into different components. The results indicate that around a quarter to a third of the total takeover premium can be attributed to the financial control premium. The takeover premiums observed in the Eichner study in the range of approx. 15% to approx. 30% are in line with the results of Grbenic/Zunk. This means that, overall, a financial control premium of 10% can be justified.

534. The value ranges of the total enterprise value shown in the following illustration are based on the selected multiples. In the next step, the range of the total enterprise value shown is formed from the average of all the range values shown:

[122] See Grbenic/Zunk, The Value of Control: Transaktionsorientierte Kontrollprämien für Europa, 2015, p. 16 ff; Eichner, Übernahmeprämien bei M&A, 2017, p. 191.

Value derivation based on trading multiples (total company value multiples)[123]

in EUR m

Trading multiples	Selected multiple range		alstria Office REIT-AG metric	Value range	
	Selection min	Selection max		Min	Max
Rental revenue multiple 2024	17.1x	21.1x	197.5	3,369.9	4,170.1
Rental revenue multiple 2025	16.4x	20.6x	192.0	3,151.8	3,964.7
Rental revenue multiple 2026	15.5x	20.0x	196.8	3,046.4	3,942.4
EBIT multiple 2024	28.4x	29.0x	134.3	3,813.2	3,888.9
EBIT multiple 2025	26.4x	28.0x	123.8	3,267.1	3,461.5
EBIT multiple 2026	24.7x	27.0x	130.3	3,215.7	3,512.2
Enterprise value (Ø)				**3,310.7**	**3,823.3**
- Total debt				-2,445.7	-2,445.7
+/(-) Special items				-7.6	-7.6
Market value of equity				**857.4**	**1,370.0**
+ Control premium (10%)				85.7	137.0
- Special item: Loss REIT-Status				-501.8	-501.8
Adj. market value of equity				**441.3**	**1,005.2**
Shares outstanding (in m)				178.6	178.6
Value per share (in EUR)				**2.47**	**5.63**

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

535. The trading multiples consist of two central components. Firstly, they comprise the rental income and EBIT multiples, which consider the total enterprise value. When reconciling the total enterprise value to the equity value, interest bearing liabilities totalling EUR 2,445.7 million must be deducted.

Value derivation using trading multiples (equity multiples)[124]

in EUR m

Trading multiples	Selected multiple range		alstria Office REIT-AG metric	Value range	
	Selection min	Selection max		Min	Max
NAV Multiple LTM	0.74x	0.78x	1,771.2	1,303.4	1,375.5
Market value of equity				**1,303.4**	**1,375.5**
+ Control premium (10%)				130.3	137.5
- Special item: Loss REIT-Status				-501.8	-501.8
Adj. market value of equity				**931.9**	**1,011.3**
Shares outstanding (in m)				178.6	178.6
Value per share (in EUR)				**5.22**	**5.66**

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

[123] Note: The NAV benchmark of alstria was calculated on the basis of the EPRA NTA as of 30 September 2024, which was adjusted for deferred tax liabilities and thus represents a figure before corporate tax. This approach was consistently applied to the peer group companies.

[124] Note: The NAV benchmark of alstria was calculated on the basis of the EPRA NTA as of 30 September 2024, which was adjusted for deferred tax liabilities and thus represents a figure before corporate tax. This procedure was applied consistently for the peer group companies. In addition, the slightly higher valuation of the property portfolio by BNP was taken into account when deriving the reference figure for alstria.

536. The second component is the NAV multiple, which reflects the equity value of the company, as the debt capital has already been deducted and only the equity is considered.

537. In addition to the control premium of 10%, special items that are not included in the business plan and therefore not in the reference value must also be considered in the multiple valuation as at the valuation date. Analogous to the determination of the equity value using the dividend discount value and DCF method, special items are deducted from the present value of the earnings attributable to minorities.[125] The sum of special items and minorities thus amounts to EUR -7.6 million.

538. Overall, this results in a range for the provisional equity value after adjustments of EUR 1,303.4 million to EUR 1,375.5 million. In addition, a control premium of 10% of the provisional equity value is added to the provisional equity value. At the same time, a special item of EUR 501.8 million resulting from the loss of REIT status is deducted. On this basis, the equity value ranges from EUR 931.9 million to EUR 1,011.3 million. With an outstanding number of approximately 178.6 million alstria shares, -the value per alstria share derived from the trading multiples -ranges from EUR 5.22 to EUR 5.66.

539. An overall range is derived below based on the trading multiples that initially lead to the total enterprise value and the trading multiples that lead directly to the equity value.

Value derivation based on trading multiples (total company value + equity multiples)[126]
in EUR m

Trading multiples range	Min	Max
Adj. market value of equity (rental revenue + EBIT)	441.3	1,005.2
Adj. market value of equity (NAV)	931.9	1,011.3
Adj. market value of equity	**441.3**	**1,011.3**
Shares outstanding (in m)	178.6	178.6
Value per share (in EUR)	**2.47**	**5.66**

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

540. Overall, this results in a range for the equity value based on the trading -multiples of EUR 441.3 million to EUR 1,011.3 million. With an outstanding number of approximately 178.6 million alstria shares-, the value per alstria share -derived from the trading multiples -is in a range of EUR 2.47 to EUR 5.66. The -value per alstria share -is based on the trading multiples.

[125] Special items in the multiplier valuation may differ from the special items in the dividend discount value and DCF method, as special items are discounted in the multiplier valuation.

[126] Note: The NAV benchmark of alstria was calculated on the basis of the EPRA NTA as of 30 September 2024, which was adjusted for deferred tax liabilities and thus represents a figure before corporate tax. This approach was consistently applied to the peer group companies.

6.4.2 VALUATION BASED ON COMPARABLE TRANSACTIONS

541. In addition to the valuation based on trading multiples, transaction multiples are also used. The equity value is determined using observable transactions of peer group companies, which do not necessarily have to be listed on the stock exchange. To derive these multiples, the purchase price paid by the peer group companies is set in relation to a reference value. The difference between transaction multiples and trading multiples is that they are regularly observable for share packages and majority acquisitions.

542. Regarding the multiples derived on the basis of transaction prices, it should be noted that the purchase prices actually paid are influenced by the subjective interests of the transaction partners. For example, the transaction prices consider synergy effects and other subjective expectations that can only be realised as a result of the intended transaction. There are also interdependencies between the prices paid and the terms of the purchase agreement (e.g. guarantees, etc.). For example, purchase prices paid for majority shares may include premiums. In this context, so-called takeover premiums are regularly referred to, which take these effects into account. In contrast, trading multiples do not include such premiums if there are no prior takeover rumours. The effects mentioned are often observable in practice but cannot usually be quantified or separated individually. In some cases, negative premiums or discounts can also be observed.

543. It should be noted that the value concept in accordance with IDW S 1 does not consider individual synergies that only arise as a result of the intended transaction (so-called genuine synergies). The transaction multiples are therefore only of minor importance.

544. In addition, with transaction multiples, attention must be paid to the time reference of the transaction on the valuation date. Transaction prices with a long time lag to the valuation date are only transferable to a limited extent, as they can be subject to major (market) fluctuations.[127] In this respect, the informative value of this approach - especially compared to multiples derived from stock market prices - is limited for business valuation purposes. In addition, as with trading multiples, there is the possibility of market distortions, which can lead to transaction prices that are not meaningful, so that the criterion of the time reference to the valuation date may have to be weakened in favour of avoiding the extrapolation of temporary distortions.

545. In addition to these restrictions, the database of comparable transactions is also regularly limited, as it is based on publicly available information for which, unlike stock exchange information, there are no comparable publication obligations. From M&A transactions of comparable companies, those were selected for which the corresponding information and key figures are publicly available.[128] The period analysed covers the years from the end of 2015 to the valuation date. When selecting comparable companies, the peer group was expanded due to the

[127] Cf. Ballwieser/Hachmeister, 2013, p. 218, in addition to their criticism of trading multiples.

[128] Access to information and key figures via the S&P Global Market Intelligence database. In particular, the implied total capital values and respective reference figures are obtained from this database, and the corresponding multiples are then calculated on this basis. In addition, some of the multiples were taken from the MergerMarket database.

availability of data. Majority transactions in the commercial property sector with target companies in the DACH region and Luxembourg as well as listed companies with an "office" or "commercial" business focus were considered. The selection only includes companies from property-related sectors such as the property industry, property funds (REITs), diversified property activities and office properties. In addition, only operating companies with positive operating results were included. The final list of target companies consists of the following companies: S IMMO AG, Deutsche EuroShop AG, VIB Vermögen AG, Deutsche Industrie REIT-AG, GxP German Properties AG, Bispace Limited, CA Immobilien Anlagen AG, Godewind Immobilien AG, TLG Immobilien AG and DO Deutsche Office AG.

546. A conclusive, well-founded assessment of the respective transactions is generally not possible based on publicly available information alone. As a result, the selected transactions may not be comparable or may only be comparable to a very limited extent. Premiums or discounts paid may be directly related to guarantees granted or other obligations under the purchase agreement. Despite these limitations, the following 12 transactions were identified and, depending on the availability of data, multiples were derived from them.

Overview of the selected comparable transactions
in EUR million

Transaction details				Target LTM financials (Transaction currency)		Transaction multiples	
Buyer	Target	Target country	Closing date	Implied enterprise value	Stake acquired	Rental revenue multiple	NAV Multiple
IMMOFINANZ AG	S IMMO AG	Austria	27/12/2022	2,434.0	24.5%	18.5x	0.35x
CPI Property Group	S IMMO AG	Austria	18/11/2022	2,716.1	47.8%	20.7x	0.49x
Oaktree Capital, L.P.; Cura G.m.b.h.	Deutsche EuroShop AG	Germany	26/07/2022	2,836.0	64.4%	11.4x	0.43x
DIC Asset AG (nka:Branicks Group AG)	VIB Vermögen AG	Germany	31/03/2022	2,123.4	36.0%	23.5x	n/a
CTP N.V.	Deutsche Industrie REIT AG	Germany	25/01/2022	1,168.5	80.9%	20.1x	n/a
Paccard eight GmbH	GxP German Properties AG	Germany	22/12/2021	151.1	11.0%	10.5x	n/a
Sirius Real Estate Limited	Bizspace Limited	United Kingdom	15/11/2021	391.3	100.0%	n/a	n/a
SOF-11 Klimt CAI S.à r.l.	CA Immobilien Anlagen AG	Austria	14/07/2021	5,256.7	33.6%	20.3x	0.63x
Covivio X-Tend AG	Godewind Immobilien AG	Germany	11/05/2020	1,185.0	86.0%	33.5x	n/a
Aroundtown SA	TLG Immobilien AG	Germany	07/02/2020	5,676.8	77.5%	22.6x	0.90x
Summit Germany Limited	GxP German Properties AG	Germany	31/08/2018	162.5	72.0%	15.2x	0.68x
alstria office REIT-AG	DO Deutsche Office AG	Germany	27/10/2015	1,806.5	90.6%	17.5x	0.92x
Min				151.1	11.0%	10.5x	0.35x
Median				1964.9	68.2%	20.1x	0.63x
Average				2159.0	60.4%	19.4x	0.63x
Max				5676.8	100.0%	33.5x	0.92x
Selection current							0.42x

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

547. Based on the previously conducted analyses of the trading multiples, the valuation with transaction multiples is also based on the reference values of rental income and NAV[129] . The NAV multiples were determined by setting the NAV of the respective company in relation to the implied equity value. In contrast, the rental income multiple is based on the ratio of the respective company's annual rental income to the implied total enterprise value. This approach focuses on the company's operating earning power from letting and enables a comparison of the valuation of different companies based on their sources of income. Both approaches offer different perspectives on value measurement, with the NAV multiple focussing more on the assets and the rental income multiple on the operating performance of the company.

129 Note: NAV multiples are EPRA NTA multiples when available.

548. The observed multiples for rental income since 2015 show a median of 20.1x and an average of 19.4x. The median and average of the NAV multiples are both 0.63x. Looking at the most recent transactions since 2022, the average of the NAV multiples is 0.42x.

Equity value based on transaction multiples

549. Based on the selected transactions, the use of the corresponding multiples for alstria results in the following value range for the equity value analogous to the derivation of the equity value based on trading multiples:

Value derivation based on transaction multiples (total company value)

in EUR m

	Selected multiple range		alstria Office REIT-AG metric	Value range	
Transaction multiples	Median	Average		Min	Max
Rental revenue multiple	20.1x	19.4x	197.5	3,838.1	3,964.2
Enterprise value (Ø)				**3,838.1**	**3,964.2**
Total debt				-2,445.7	-2,445.7
+/(-) Special items				-7.6	-7.6
Equity value (Ø)				**1,384.7**	**1,510.8**
- Special item: Loss REIT-Status				-501.8	-501.8
Adj. market value of equity				**883.0**	**1,009.1**
Shares outstanding (in m)				178.6	178.6
Value per share (in EUR)				**4.94**	**5.65**

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

550. As of the valuation date, the range for the total enterprise value of alstria based on derived rental income multiples is between EUR 3,838.1 million and EUR 3,964.2 million. and other special items in the amount of EUR 7.6 million, the preliminary equity value of alstria ranges from EUR 1,384.7 million to EUR 1,510.8 million, resulting from the loss of REIT status. This results in an equity value in a range of EUR 883.0 million to EUR 1,009.1 million. Considering the number of outstanding shares of 178.6 million, this results in a range for the value per share of EUR 4.94 to EUR 5.65.

Value derivation based on transaction multiples (equity)
in EUR m

	Selected multiple range		alstria Office REIT-AG metric	Value range	
Transaction multiples	Average (current)	Average (all)		Min	Max
NAV multiple	0.42x	0.63x	1,771.2	748.7	1,111.2
Equity value (Ø)				**748.7**	**1,111.2**
+ Control premium (0)				0.0	0.0
- Special item: Loss REIT-Status				-501.8	-501.8
Adj. market value of equity				**246.9**	**609.5**
Shares outstanding (in m)				178.6	178.6
Value per share (in EUR)				**1.38**	**3.41**

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

551. Applying the NAV multiple results in a different equity value compared to the rental income multiple. When analysing the lower range of the NAV multiple, it is ensured that only the average of the most recent transactions is considered; when analysing the upper range, the average of all transactions is taken into account. Based on the selected multiple range, a range of EUR 748.7 million to EUR 1,111.2 million is derived for the preliminary equity value of alstria. Furthermore, the special items in EUR million 501.8 resulting from the loss of the REIT status must be deducted from the preliminary equity value. This results in an equity value in a range of EUR 246.9 million to EUR 609.5 million. Considering the number of shares outstanding in millions, this results in a value per share in a range of EUR 1.38 to EUR 3.41.

Value derivation based on transaction multiples (total company value + equity multiples)

Transaction multiples range	Min	Max
Equity value (rental revenue)	883.0	1,009.1
Equity value (NAV)	246.9	609.5
Adj. market value of equity	**246.9**	**1,009.1**
Number of shares in millions	178.6	178.6
Value per share (in EUR)	**1.38**	**5.65**

Source: ValueTrust's own analysis with data from the S&P Capital IQ database

552. The final equity range is derived from the calculated values of the total enterprise value and the equity value, resulting in a final range of transaction multiples of EUR 1.38 to EUR 5.65, considering all selected multiples. Only the most recent transactions were used for the lower range, while the upper range reflects the rental income multiple, which is not directly based on the most recent transactions.

6.5 NET ASSET VALUE

553. In business management theory and valuation practice, it is undisputed that the value of a company is determined by the present value of the net cash flows to the company owners associated with ownership of the company.[130] Companies generate financial surpluses through a purposeful combination of tangible and intangible assets. The value of the company is not determined by the individual or isolated values of the individual components of the assets and liabilities, but by the interaction of all values.[131] Accordingly, the equity value is to be determined in accordance with IDW S 1 as amended in 2008 as a future success value using the dividend discount model (or a discounted cash flow model), i.e. according to a so-called "total valuation method".[132] Against this background, the net asset value approach presented is not used as an independent valuation method, but at most as an indication of the equity value based on the current property portfolio to check the plausibility of the results of the DCF method.[133]

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[130] See IDW S 1 in the 2008 version, para. 4.

[131] See IDW S 1 in the 2008 version, para. 18.

[132] See IDW S 1 as amended in 2008, para. 7.

[133] See chapter 6.2.5.

554. To simplify the calculation of the NAV, we use the balance sheet as of 30 September 2024 in accordance with IFRS and take into account the (provisional) value of the property portfolio as of 31 December 2024 as determined by BNP.[134] This results in the following NAV:

Net Asset Value derivation	IFRS	NAV calculation	
in EURm	30.09.2024	Min	Max
Investment properties	4,070.9	4,142.7	4,142.7
Deferred tax assets	5.8	0.0	0.0
Other assets	247.8	247.8	247.8
Total assets	**4,324.4**	**4,390.5**	**4,390.5**
Interest-bearing liabilities	2,440.0	2,440.0	2,440.0
Deferred tax liabilities	225.3	0.0	373.9
Other liabilities	206.3	218.3	218.3
Total liabilities	**2,871.5**	**2,658.2**	**3,032.1**
Net (Assets - liabilities)	**1,452.9**	**1,732.3**	**1,358.3**
- Present value of holding costs		-510.3	-455.0
- Compensation for loss of REIT status		-501.8	0.0
Net Asset Value		**720.2**	**903.3**
in EUR per share			
Net (Assets - liabilities)		**9.70**	**7.61**
- Present value of holding costs		-2.86	-2.55
- Compensation for loss of REIT status		-2.81	0.00
Net Asset Value		**4.03**	**5.06**

555. The starting point for deriving the NAV is the carrying amount of equity as of 30 September 2024 in the amount of EUR 1,452.9 million (balance of assets - liabilities as of 30 September 2024). As not all balance sheet items provide an indication of the equity value as at the valuation date in accordance with the NAV method, the book value of equity is adjusted in several steps.

556. The carrying amount of the equity as of 30 September 2024 already includes the value of the investment property of EUR 4,070.9 million as of 30 September 2024 adjusted by alstria based on the carrying amount as of 31 December 2023 and the investments made. Based on the revaluation of the portfolio as of 31 December 2024 by the real estate appraiser BNP, the carrying amount of the properties is adjusted to the determined value of EUR 4,142.7 million.[135] The BNP valuation involves determining the fair value of the properties for accounting purposes in accordance with IFRS.[136] This is an individual valuation of the 106 real estate properties of alstria, which already conceptually cannot be transferred to the future success value of alstria as the company to be valued for the determination of the compensation.

134 See alstria quarterly report as of30 September 2024.

135 See preliminary valuation of BNP of the 106 properties as of 31 December 2024 as of 6 December 2024.

136 See Royal Institution of Chartered Surveyors, RICS Valuation - Global Standards, 2024: The property value (investment property) is a pre-tax value.

557. Furthermore, deferred tax assets in the amount of EUR 5.8 million were adjusted.

558. At the time of the preparation of the expert report, the prices of alstria's listed debt instruments are below their nominal value. However, as alstria holds these interest bearing liabilities to maturity and thus pays the contractual interest terms and repayment at nominal value, these market value fluctuations do not materialise for alstria. In this respect, they are recognised at their carrying amounts.

559. As alstria will be subject to corporate income tax and trade tax once REIT status ceases to apply, the corresponding tax burden must be considered when analysing the net asset value. This is done in a variant assuming the immediate sale of all properties at the adjusted carrying amount by considering a deferred tax liabilities in EUR 373.9 million. On the other hand, KPMG has determined the dividend discount value before and after the loss of the REIT status for the calculation of the REIT compensation. The difference in the amount of EUR 501.8 million or EUR 2.81 corresponds to the decrease in the equity value of alstria due to the tax burden incurred. In this respect, this value is deducted in the reconciliation in an alternative variant instead of the deferred tax liabilities. This is an appropriate assumption as the minority shareholders will receive this amount from alstria prior to the squeeze out.

560. Administrative expenses include holding costs that are not property-specific and are therefore not included in the BNP valuation of the properties. These holding costs are made up of personnel expenses and general administrative expenses. In 2025, the corresponding expenses amount to EUR 11.1 million for administrative expenses (excluding depreciation and amortisation) and EUR 11.9 million for personnel expenses. According to the approved business plan, this results in a total of EUR 23.0 million in 2025. Variant 1 also considers tax benefits from the tax deductibility of administrative costs, as these are not included in the deferred tax liabilities. Variant 2, on the other hand, does not take any tax benefits into account, as these have already been fully recognised in the compensation for the loss of REIT status calculated by KPMG.

561. In both variants, the present value of the administrative costs was determined using the unlevered cost of equity as the discount rate. The administrative costs were discounted using the unlevered cost of equity in accordance with the adjusted present value method of the DCF calculation, as the capital structure is already considered when determining the carrying amount of the property assets and the deduction of interest bearing liabilities. Any benefit from tax deductibility has already been deducted from the administrative costs in variant 1. In variant 2, these are already considered in the total amount of the REIT compensation.

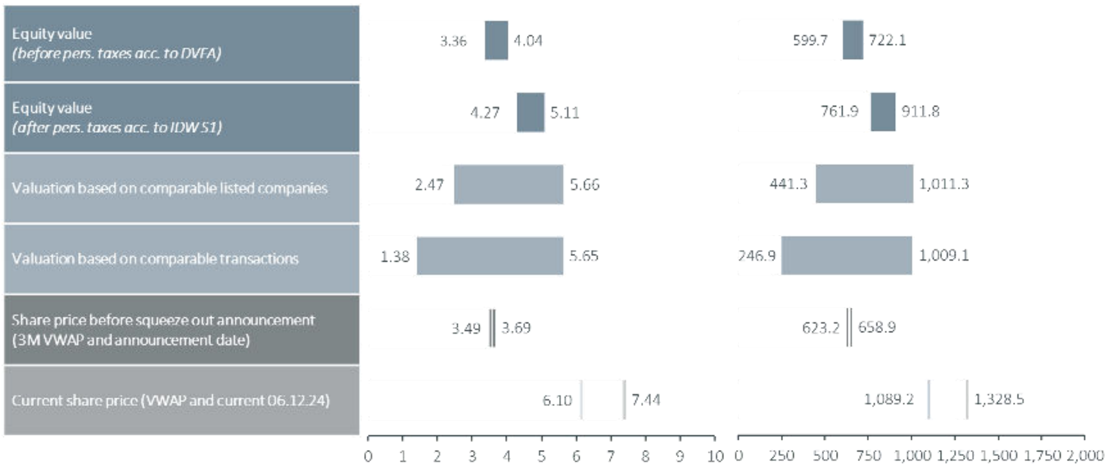
562. Based on the adjustments made, the NAV ranges from EUR 720.2 million to EUR 903.3 million, which corresponds to a range of value per share of EUR 4.03 to EUR 5.06.

563. Against this background, the value per share range of EUR 4.27 to EUR 5.11 calculated based on the capitalised earnings method appears plausible.

6.6 CONCLUSION ON THE EQUITY VALUE

564. The equity values of alstria determined from the various valuation methods and parameters are as follows as of 11 February 2025:

Equity value of alstria as of 11 February 2025
in EUR per share / in EUR m



Source: ValueTrust analysis

565. The calculated 3M-VWAP based on the trading data on the regulated market of the Frankfurt Stock Exchange amounts to EUR 3.49 per alstria share at the time before the announcement of the squeeze out and the loss of the REIT status on 17 September 2024, which corresponds to a market capitalisation of EUR 623.2 million with a number of outstanding shares (in m) of approx. 178.6. Regarding the stock price, there are no indications of market abuse or violations of disclosure requirements. The liquidity of the alstria share was sufficient in the reference period. In this respect, there are no indications that the stock price cannot be used as an indicator for the determination of the compensation. The current stock price after the announcement of the squeeze out and the loss of the REIT status amounts to EUR 7.44 as of the capital market data cut-off date on 6 December 2024 and the VWAP in the period since the announcement of the squeeze out on 18 September 2024 until 6 December 2024 amounts to EUR 6.10. The current stock price is therefore an indicator for the expected total compensation of the capital market participants, consisting of the REIT status compensation and the cash compensation for the squeeze out.

566. The equity value after personal taxes (objectified business value according to IDW S 1) is used in practice to determine the reasonableness of the compensation in the case of structural measures under stock corporation law, unless the 3M-VWAP can be used as a basis. This equity value calculated as of 11 February 2025 using a market risk premium after personal taxes of 5.75% and a sustainable growth rate of 1.74% after personal taxes amounts to EUR 911.8 million or EUR 5.11 per alstria share. In the sensitivity calculation, the value amounts to EUR 761.9 million or EUR 4.27 per alstria share. In this respect, the objectified business value

according to IDW S1 after personal taxes is higher than the 3M-VWAP as of the valuation date. In addition, the equity value of alstria before personal taxes was determined in accordance with DVFA recommendations. The resulting equity value of alstria before personal taxes amounts to EUR 722.1 million or EUR 4.04 per alstria share as of 11 February 2025 and EUR 599.7 million or EUR 3.36 per alstria share in the sensitivity analysis. The 3M-VWAP prior to the announcement of the squeeze out is within this range. Therefore, it can be assumed that the 3M-VWAP corresponds to the market value of the alstria shares.

567. The equity values of alstria were also checked for plausibility using the trading and transaction multiple method. The range of the equity value determined using the trading multiples is EUR 441.3 million to EUR 1,011.3 million or EUR 2.47 to EUR 5.66 per alstria share. The range of the equity value determined based on the transaction multiples is EUR 246.9 million to EUR 1,009.1 million or EUR 1.38 to EUR 5.65 per alstria share. The calculated ranges of the equity value before and after personal taxes are within the multiple range. Also, the 3M-VWAP before announcement of the squeeze out.

6.7 APPRAISAL OF THE VALUATION RESULTS

568. BPG Holding, as the majority shareholder of alstria AG, intends to have the shares of the remaining shareholders (minority shareholders) transferred to it in return for adequate cash compensation (squeeze out) in accordance with section 327a et seq. of the German Stock Corporation Act. The resolution is to be adopted at an extraordinary annual general meeting of alstria AG on 11 February 2025. The reasonableness of the compensation will be determined by the management of BPG Holdings.

569. When determining the reasonableness of the compensation for shares in a listed company, the stock price can be considered as the sole indicator of the market value of the share in accordance with supreme court rulings. The three-month average share price (3M-VWAP) prior to the publication of the intention to implement the squeeze out on 18 September 2024 amounts to EUR 3.49 per alstria share, which corresponds to a market capitalisation of EUR 623.2 million. From a legal and economic point of view, there are no indications that the stock price cannot be used as an indicator for the fair market value of the shares and thus for the determination of the compensation. In this respect, the 3M-VWAP of alstria AG represents a suitable method for determining the fair market value of the shares of alstria AG and the adequate cash compensation pursuant to section 327b AktG.

570. To assess the equity value of alstria AG, in addition to the stock price, we determined ranges of the equity value on the basis of the valuation methods recognised in business valuation practice and case law. Accordingly, we derived a range of objectified business values in accordance with IDW Standard 1 "Principles for the Performance of Business Valuations" (IDW S 1, as of 2 April 2008) in the function of a neutral appraiser. In addition, we have considered the "Best Practice Recommendations for Business Valuations" of the Deutsche Vereinigung für Finanzanalyse und Asset Management e.V. (DVFA) (as of December 2012). In accordance with the DVFA recommendations, we have issued the expert report in the capacity of an independent expert. In accordance with the relevant case law on the determination of reasonableness of the compensation for structural measures under stock corporation law and the valuation standards applied, we have carried out a plausibility check of the corporate planning. On this basis, we determined

values of equity according to IDW S 1 before and after personal taxes as well as according to the DVFA recommendations before personal taxes and derived ranges. In addition, comparative valuation methods such as trading and transaction multiples were applied. In practice, the equity value after personal taxes based on the dividend discount model in accordance with IDW S 1 is usually used to determine the reasonableness of the compensation for structural measures under stock corporation law. A market risk premium after personal taxes is regularly applied, which is in the middle of the range currently proposed by the FAUB of 5.0% to 6.5%.

571. Applying this average market risk premium of 5.75% after personal taxes, the value of the equity value of alstria AG amounts to EUR 911.8 million. Considering 178.6 million outstanding alstria shares, the reasonableness of the compensation pursuant to sections 327a et seq. of the German Stock Corporation Act therefore amounts to EUR 5.11 per alstria share.

572. In addition, against the background of the extensive growth in revenues in the convergence phase, we have performed a sensitivity calculation based on alstria's historical vacancy rate to date and a lower beta factor of 0.45, which results in an equity value of alstria AG of EUR 761.9 million. Taking into account 178.6 million outstanding alstria shares, the reasonableness of the compensation determined by the sensitivity calculation pursuant to sections 327a et seq. of the German Stock Corporation Act amounts to EUR 4.27 per alstria share. BPG Holdings has decided to determine the compensation at the value of EUR 5.11 per alstria share, knowing the value ranges. The compensation is thus at the upper end of this range and above the 3M-VWAP prior to the announcement of the squeeze out.

573. There were no difficulties in the valuation within the meaning of Section 293a para. 1 sentence 2 AktG.

574. Should there be any material changes in the period between the completion of our work on 13 December 2024 and the date of the resolution of the extraordinary general meeting of alstria AG on 11 February 2025 that affect the calculation of the ranges for the reasonableness of the compensation, these would have to be considered retrospectively.

575. We prepare this expert report to the best of our knowledge and belief based on our careful analyses and with reference to the documents and information provided to us.

Munich, 13 December 2024

Prof Dr Christian Aders
Senior Managing Director
ValueTrust Financial Advisors
Germany GmbH

Dennis Muxfeld
Managing Director
ValueTrust Financial Advisors
Germany GmbH

7 Attachments

7.1 DIRECTORY OF ESSENTIAL DOCUMENTS AND INFORMATION USED

Various documents were made available to us by alstria for the preparation of this expert report:

- Business plan of alstria for the financial years 2025 to 2029 dated 29 November 2024.
- Audited consolidated financial statements of alstria in accordance with IFRS for the financial years 2021 to 2023, each with an unqualified audit opinion, as well as quarterly reports.
- Audited financial statements of alstria and alstria Prime Portfolio for the financial years 2021 to 2023, each with an unqualified audit opinion.
- Overview of existing loans, bonds and interest rate hedges of alstria as of 4 September 2024.
- Projection for the income statement and balance sheet of alstria based on September 2024 for the full financial year 2024 as of 29 November 2024.
- Preliminary valuation of BNP of the 106 alstria properties as of 31 December 2024 as of 6 December 2024 and property appraisals by Savills as of 31 December 2022 and 31 December 2023.
- Expert determination of any distribution disadvantage in accordance with Section 20 (2) of the Articles of Association of KPMG, draft dated 2 December 2024.
- Articles of Association of alstria as amended on 12 July 2024.
- Extract from the commercial register of alstria dated 6 November 2024.
- Group organisational chart of alstria as of 30 September 2024.
- Tax documents of alstria as of 2021 (including the group structure after planned tax reorganisation).
- Joint reasoned statement of the management board and the supervisory board of alstria pursuant to section 27 para. 1 WpÜG on the voluntary public takeover offer of Alexandrite Lake Lux Holdings S.à.r.l. dated 13 December 2021.
- Request by BPG Holdings Bermuda Limited for a resolution on a squeeze out under stock corporation law dated 18 September 2024.
- Ad hoc announcement pursuant to §17 MAR of alstria regarding the transfer request of BPG Holdings Bermuda Limited dated 18 September 2024.

- Letter WA 16-Wp 7005/00007#00009 of BaFin on the weighted average domestic stock price of alstria's shares as of 16 October 2024.

7.2 PEER GROUP SELECTION

As part of the peer group selection, an initial screening resulted in a population of 120 companies, which we initially reduced to a longlist of 20 companies and finally, after analysing the companies in detail and considering the selection criteria, narrowed down to a peer group of 16 possible comparable companies):

Longlist	Shortlist
PSP Swiss Property AG	x
CA Immobilien Anlagen AG	x
Hamborner REIT AG	x
DEMIRE Deutsche Mittelstand Real Estate AG	
EPIC Suisse AG	x
Aroundtown SA	x
IREIT Global	x
Inovalis Real Estate Investment Trust	x
Sirius Real Estate Limited	x
CLS Holdings plc	x
Gecina	x
NSI N.V.	x
Inmobiliaria Colonial, SOCIMI, S.A.	x
Société Foncière Lyonnaise	
GMP Property SOCIMI, S.A.	
Vitura SA	x
Lafinca Global Assets SOCIMI, S.A.	
Derwent London Plc	x
Helical plc	x
Great Portland Estates Plc	x

7.3 INCOME STATEMENT INCL. VALUATION ADJUSTMENTS ALSTRIA

	Business plan (before adjustments)					Valuation adjustments					Business plan				
	2025	2026	2027	2028	2029	2025	2026	2027	2028	2029	2025	2026	2027	2028	2029
Rental income	**192.0**	**196.8**	**193.0**	**186.9**	**185.6**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**192.0**	**196.8**	**193.0**	**186.9**	**185.6**
growth (yoy)	*3.4%*	*2.5%*	*-1.9%*	*-3.2%*	*-0.7%*						*n/a*	*2.5%*	*-1.9%*	*-3.2%*	*-0.7%*
Real estate operating expenses	-30.3	-31.0	-31.9	-32.6	-33.3	0.0	0.0	0.0	0.0	0.0	-30.3	-31.0	-31.9	-32.6	-33.3
Net rental income	**161.7**	**165.8**	**161.1**	**154.3**	**152.3**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**161.7**	**165.8**	**161.1**	**154.3**	**152.3**
in % of rental revenues	*84.2%*	*84.2%*	*83.5%*	*82.6%*	*82.1%*						*84.2%*	*84.2%*	*83.5%*	*82.6%*	*82.1%*
Administrative expenses	-12.6	-9.9	-10.2	-10.4	-10.6	0.0	0.0	0.0	0.0	0.0	-12.6	-9.9	-10.2	-10.4	-10.6
Personnel Expenses	-11.9	-12.1	-12.4	-12.6	-12.9	0.0	0.0	0.0	0.0	0.0	-11.9	-12.1	-12.4	-12.6	-12.9
Other operating income	1.0	1.0	1.0	1.0	1.0	0.0	0.0	0.0	0.0	0.0	1.0	1.0	1.0	1.0	1.0
Other operating expenses	-4.0	-4.0	-4.0	-4.0	-4.0	0.0	0.0	0.0	0.0	0.0	-4.0	-4.0	-4.0	-4.0	-4.0
Net result from fair value adjustments to investment property	-10.4	-10.5	60.5	41.3	44.3	0.0	0.0	0.0	0.0	0.0	-10.4	-10.5	60.5	41.3	44.3
Net result from the disposal of investment property	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
EBIT	**123.8**	**130.3**	**196.0**	**169.6**	**170.1**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**123.8**	**130.3**	**196.0**	**169.6**	**170.1**
in % of rental revenues	*64.5%*	*66.2%*	*101.6%*	*90.7%*	*91.6%*						*64.5%*	*66.2%*	*101.5%*	*90.8%*	*91.7%*
Depreciation	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	n/a	n/a	n/a	n/a	n/a	1.5	1.5	1.5	1.5	1.5
EBITDA	**n/a**	**n/a**	**n/a**	**n/a**	**n/a**	n/a	n/a	n/a	n/a	n/a	**125.3**	**131.8**	**197.5**	**171.1**	**171.6**
in % of rental revenues	*n/a*	*n/a*	*n/a*	*n/a*	*n/a*	n/a	n/a	n/a	n/a	n/a	*65.2%*	*66.9%*	*102.3%*	*91.6%*	*92.5%*
Financial Results	-79.9	-81.9	-85.3	-91.4	-90.1	0.0	0.0	0.0	0.0	0.0	-79.9	-81.9	-85.3	-91.4	-90.1
Extraordinary Results	0.0	0.0	0.0	0.0	0.0	0.0	0.0	3.1	13.8	11.3	0.0	0.0	-3.1	-13.8	-11.3
Income Before Tax	**43.9**	**48.4**	**110.7**	**78.2**	**80.0**	**0.0**	**0.0**	**3.1**	**13.8**	**11.3**	**43.9**	**48.4**	**107.6**	**64.4**	**68.7**
Taxes on Income	-21.3	-22.4	-36.4	-33.6	-30.2	-18.2	-17.8	-19.3	-15.1	-23.6	-3.1	-4.6	-17.1	-18.5	-6.6
Effective Tax Rate (in %)	*-48.5%*	*-46.3%*	*-32.9%*	*-43.0%*	*-37.8%*	n/a	n/a	n/a	n/a	n/a	*-7.1%*	*-9.5%*	*-15.9%*	*-28.7%*	*-9.6%*
Annual result	**22.6**	**26.0**	**74.3**	**44.6**	**49.8**	**-18.2**	**-17.8**	**-16.2**	**-1.3**	**-12.3**	**40.8**	**43.8**	**90.5**	**45.9**	**62.1**

7.4 BALANCE SHEET INCL. VALUATION ADJUSTMENTS ALSTRIA

	Business plan (before adjustments)					Valuation adjustments					Business plan				
	2025	2026	2027	2028	2029	2025	2026	2027	2028	2029	2025	2026	2027	2028	2029
Intangible assets	0.4	0.4	0.4	0.4	0.4	0.0	0.0	0.0	0.0	0.0	0.4	0.4	0.4	0.4	0.4
Investment properties	4,162.8	4,156.8	4,087.8	3,999.8	4,064.8	0.0	0.0	0.0	0.0	0.0	4,162.8	4,156.8	4,087.8	3,999.8	4,064.8
Property, plant and equipment	20.8	20.8	20.8	20.8	20.8	1.1	1.1	1.1	1.1	1.1	19.7	19.7	19.7	19.7	19.7
RoU-assets	0.0	0.0	0.0	0.0	0.0	-1.1	-1.1	-1.1	-1.1	-1.1	1.1	1.1	1.1	1.1	1.1
Financial assets	102.5	102.5	102.5	102.5	102.5	0.0	0.0	0.0	0.0	0.0	102.5	102.5	102.5	102.5	102.5
Fixed assets	**4,286.5**	**4,280.5**	**4,211.5**	**4,123.5**	**4,188.5**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**4,286.5**	**4,280.5**	**4,211.5**	**4,123.5**	**4,188.5**
Accounts receivable	6.4	6.4	6.4	6.4	6.4	0.0	0.0	0.0	0.0	0.0	6.4	6.4	6.4	6.4	6.4
Other assets	10.2	10.2	10.2	10.2	10.2	0.0	0.0	0.0	0.0	0.0	10.2	10.2	10.2	10.2	10.2
Properties held for sale	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Liquid funds	1.0	7.6	66.0	103.0	60.4	0.0	0.0	0.0	0.0	0.0	1.0	7.6	66.0	103.0	60.4
Current assets	**17.6**	**24.2**	**82.6**	**119.6**	**77.0**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**17.6**	**24.2**	**82.6**	**119.6**	**77.0**
Total assets	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**
Equity	**1,482.8**	**1,508.8**	**1,580.1**	**1,610.9**	**1,649.4**	**-18.2**	**-35.9**	**-55.1**	**-70.2**	**-93.9**	**1,501.0**	**1,544.7**	**1,635.2**	**1,681.1**	**1,743.3**
Corporate bonds	689.9	355.8	0.0	0.0	0.0	44.4	44.4	0.0	0.0	0.0	645.5	311.4	0.0	0.0	0.0
Mortgage loans	1,290.8	1,248.6	1,152.6	1,056.7	1,018.3	-433.3	-767.4	-1,114.4	-1,114.4	-1,114.4	1,724.1	2,016.0	2,267.0	2,171.1	2,132.7
Promissory notes	0.0	0.0	0.0	0.0	0.0	-40.0	-40.0	0.0	0.0	0.0	40.0	40.0	0.0	0.0	0.0
New financings (secured/unsecured)	428.9	763.0	1,114.4	1,114.4	1,114.4	428.9	763.0	1,114.4	1,114.4	1,114.4	0.0	0.0	0.0	0.0	0.0
Lease liabilities	0.0	0.0	0.0	0.0	0.0	-5.4	-5.4	-5.4	-5.4	-5.4	5.4	5.4	5.4	5.4	5.4
Interest-bearing liabilities	**2,409.6**	**2,367.4**	**2,267.0**	**2,171.1**	**2,132.7**	**-5.5**	**-5.4**	**-5.7**	**-5.6**	**-5.6**	**2,415.1**	**2,372.8**	**2,272.7**	**2,176.7**	**2,138.3**
Accounts payable	3.2	3.2	3.2	3.2	3.2	0.0	0.0	0.0	0.0	0.0	3.2	3.2	3.2	3.2	3.2
Limited partners' contributions of non-controlling shareholders	95.9	95.0	94.2	93.1	91.9	0.0	0.0	0.0	0.0	0.0	95.9	95.0	94.2	93.1	91.9
Other liabilities	312.6	330.3	349.6	364.8	388.3	23.6	41.3	60.7	75.8	99.4	289.0	289.0	288.9	289.0	288.9
Non-interest-bearing liabilities	**411.7**	**428.5**	**447.0**	**461.1**	**483.4**	**23.6**	**41.3**	**60.7**	**75.8**	**99.4**	**388.1**	**387.2**	**386.3**	**385.3**	**384.0**
Total equity & liabilities	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**	**0.0**	**0.0**	**0.0**	**0.0**	**0.0**	**4,304.1**	**4,304.7**	**4,294.1**	**4,243.1**	**4,265.5**

7.5 CASH FLOW STATEMENT

	Business Plan					Convergence				TV
	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034
Results from ordinary activities	**43.9**	**48.4**	**110.7**	**78.2**	**80.0**	**101.8**	**122.4**	**118.0**	**137.4**	**140.1**
- Taxes on income	-3.1	-4.6	-17.1	-18.5	-6.6	-6.0	-8.9	-11.3	-14.9	-15.2
+/(-) Extraordinary income	0.0	0.0	-3.1	-13.8	-11.3	-7.5	-3.8	0.0	0.0	0.0
+/(-) Income from profit and loss transfer	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
+ Depreciation and amortisation	1.5	1.5	1.5	1.5	1.5	1.7	1.9	2.1	2.1	2.1
-/(+) Change in inventories	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
-/(+) Change in receivables and other assets	0.0	0.0	0.0	0.0	0.0	-2.0	-2.0	-2.0	-0.5	-0.5
+/(-) Change in non-interest-bearing liabilities	-0.9	-0.9	-0.9	-1.0	-1.3	8.7	8.7	-83.2	2.0	2.0
+/(-) Change in deferred tax liabilities	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Cash Flow from operating activities	**41.4**	**44.4**	**91.1**	**46.4**	**62.3**	**96.6**	**118.3**	**23.5**	**126.1**	**128.6**
(+)/- (Investments) / Desinvestments in fixed assets	-63.4	4.5	67.5	86.5	-66.5	-51.4	-52.6	-53.8	-55.3	-56.4
(+)/- (Investments) / Desinvestments in financial as	0.0	0.0	0.0	0.0	0.0	0.0	0.0	94.4	-0.2	-0.2
Cash Flow from investing activities	**-63.4**	**4.5**	**67.5**	**86.5**	**-66.5**	**-51.4**	**-52.6**	**40.6**	**-55.5**	**-56.6**
+/(-) Payments / (Proceeds) from capital measures	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
+/(-) Change in interest-bearing liabilities	-30.7	-42.2	-100.2	-95.9	-38.4	-0.1	0.0	0.0	42.8	43.6
- Distribution of dividends	-20.0	0.0	0.0	0.0	0.0	-72.4	-62.1	-60.4	-112.6	-114.8
Cash flow from financing activities	**-50.7**	**-42.2**	**-100.2**	**-95.9**	**-38.4**	**-72.5**	**-62.1**	**-60.4**	**-69.8**	**-71.2**

7.6 DEFINITION OF KEY FIGURES

$$\text{CAPEX ratio}_t = \frac{\text{CAPEX}_t}{\text{Revenue}_t}$$

$$\text{Equity ratio (at carrying amounts)}_t = \frac{\text{Carrying amount of equity}_t}{\text{Balance sheet total}_t}$$

$$\text{Debt-ratio (at market values)}_t = \frac{\text{Interest bearing liabilities}_t}{\text{Total enterprise value}_t}$$

$$\text{Return on equity}_t = \frac{\text{Annual result}_t}{\text{Carrying amount of equity}_{t-1}}$$

$$\text{Return on total capital}_t = \frac{\text{NOPLAT}_t}{\text{Carrying amount of total capital}_{t-1}}$$

$$\text{Return on Invested Capital (ROIC)}_t = \frac{\text{NOPLAT}_t}{\text{Invested capital (IC)}_{t-1}}$$

$$\text{Debt-equity ratio (Bv.)}_t = \frac{\text{Interest bearing liabilities}_t}{\text{Carrying amount of equity}_t}$$

$$\text{Debt-equity ratio (Mv.)}_t = \frac{\text{Interest bearing liabilities}_t}{\text{Equity value}^{137}{}_t}$$

$$\text{Gross Loan-to-Value}_t = \frac{\text{Interest bearing liabilities}_t}{\text{Average investment property}_{t\ \&\ t-1}}$$

$$\text{Net rental yield}_t = \frac{\text{Rental revenue}_t}{\text{Average investment property}_{\&\ t-1}}$$

[137] Equity value at market value within the DCF method or dividend discount value method

Annex 2

Transfer requests

(letters from BPG Holdings Bermuda Limited dated September 18, 2024
and December 13, 2024 to the Management Board)

Verlangen zur Beschlussfassung über einen aktienrechtlichen Squeeze-Out

An den Vorstand der
alstria office REIT-AG
Steinstraße 7
20095 Hamburg

Sehr geehrter Herr Elamine,

die BPG Holdings Bermuda Limited, eine sog. *exempted company with liability limited by shares* nach dem Recht von Bermuda mit Sitz in Hamilton, Bermuda, und eingetragen im *Bermuda Registrar of Companies* unter Registernummer 48464, hält derzeit mittelbar insgesamt 170.291.615 nennwertlose Inhaberaktien der alstria office REIT-AG, einer nach deutschem Recht gegründeten Aktiengesellschaft mit Sitz in Hamburg, Deutschland, eingetragen im Handelsregister des Amtsgerichts Hamburg unter HRB 99204 (die "**Gesellschaft**"). Die mittelbare Beteiligung der BPG Holdings Bermuda Limited kann anhand der in **Anlage 1** beigefügten Übersicht über die Beteiligungsstruktur und der in **Anlage 2** beigefügten Nachweise über die jeweiligen unmittelbaren und mittelbaren Beteiligungen, die nach §§ 327a Abs. 2, 16 Abs. 4 AktG der BPG Holdings Bermuda Limited zugerechnet werden, nachvollzogen werden.

Die Gesellschaft hat ein Grundkapital von EUR 178.561.572, das in 178.561.572 auf den Inhaber lautende Stückaktien eingeteilt ist, auf die jeweils ein rechnerischer Anteil

Demand for a resolution on a corporate law squeeze-out

To the Management Board of
alstria office REIT-AG
Steinstraße 7
20095 Hamburg
Germany

Dear Mr. Elamine,

BPG Holdings Bermuda Limited, an exempted company with limited liability under the laws of Bermuda, having its registered office in Hamilton, Bermuda, and registered with the Bermuda Registrar of Companies under registration number 48464, currently indirectly holds in the aggregate 170,291,615 no-par value bearer shares in alstria office REIT-AG, a stock corporation organized under the laws of Germany with its corporate seat in Hamburg, Germany, registered with the commercial register of the Local Court of Hamburg under no. HRB 99204 (the "**Company**"). The indirect shareholding of BPG Holdings Bermuda Limited can be identified on the basis of the overview of the shareholder structure attached as **Annex 1** and the proof of the respective direct and indirect shareholdings attached as **Annex 2**, which are attributed to BPG Holdings Bermuda Limited in accordance with sections 327a para. 2, 16 para. 4 of the German Stock Corporation Act.

The Company has a registered share capital of EUR 178,561,572, divided into 178,561,572 no-par bearer shares, each representing a notional amount of von EUR 1,00 am Grundkapital der Gesellschaft entfällt. Die Gesellschaft hält derzeit keine eigenen Aktien. Die mittelbare Beteiligung der BPG Holdings Bermuda Limited entspricht daher zum heutigen Tag 95,37 % des Grundkapitals der Gesellschaft. Die BPG Holdings Bermuda Limited ist damit jedenfalls Hauptaktionärin der Gesellschaft im Sinne des § 327a Abs. 1 AktG.

EUR 1.00 of the Company's registered share capital. The Company currently holds no treasury shares. The indirect interest of BPG Holdings Bermuda Limited therefore currently corresponds to 95.37 % of the Company's share capital. BPG Holdings Bermuda Limited is thus in any case the main shareholder of the Company within the meaning of Section 327a para. 1 AktG.

Die Durchführung des aktienrechtlichen Squeeze-Outs erfolgt entweder durch die BPG Holdings Bermuda Limited oder durch eine unmittelbare oder mittelbare Tochtergesellschaft, der ebenfalls mindestens 95% des Grundkapitals der Gesellschaft nach §§ 327a Abs. 2, 16 Abs. 4 AktG zugerechnet werden. Die konkrete Gesellschaft wird Ihnen noch separat in einem konkretisierenden zweiten Squeeze-Out Verlangen mitgeteilt.

The implementation of the corporate law squeeze-out will be carried out either by BPG Holdings Bermuda Limited or a direct or indirect subsidiary that is also attributed at least 95% of the Company's share capital in accordance with sections 327a para. 2, 16 para. 4 of the German Stock Corporation Act. The specific company will be communicated to you separately in a specifying second squeeze-out demand.

Wir richten hiermit das Verlangen an den Vorstand der Gesellschaft, über die Übertragung der Aktien der übrigen Aktionäre (Minderheitsaktionäre) der Gesellschaft auf die BPG Holdings Bermuda Limited oder eine unmittelbare oder mittelbare Tochtergesellschaft gegen Gewährung einer angemessenen Barabfindung gemäß §§ 327a ff. AktG in einer nach Zugang des konkretisierenden zweiten Squeeze-Out Verlangens noch einzuberufenden Hauptversammlung beschließen zu lassen (aktienrechtlicher Squeeze-out).

We hereby demand that the management board of the Company convenes, after receipt of the specifying second squeeze-out demand, a general meeting to pass a resolution on the transfer of the shares of the outside shareholders (minority shareholders) of the Company to BPG Holdings Bermuda Limited or a direct or indirect subsidiary against appropriate cash compensation being granted pursuant to Sec. 327a *et seqq.* AktG (corporate law squeeze-out).

Die Höhe der angemessenen Barabfindung je auf den Inhaber lautende Stückaktie der Gesellschaft werden wir unter anderem auf der Grundlage einer noch abzuschließenden Unternehmensbewertung festlegen und

We will determine the amount of the appropriate cash settlement per no-par bearer share in the Company on the basis of a business valuation yet to be con-

Ihnen noch separat in einem konkretisierenden zweiten Squeeze-Out Verlangen mitteilen.

Wir bitten Sie als Vorstand der Gesellschaft, alle für die Fassung des Übertragungsbeschlusses gemäß §§ 327a ff. AktG erforderlichen Maßnahmen zu ergreifen und uns gemäß § 327b Abs. 1 S. 2 AktG alle für die Festlegung der Barabfindung notwendigen Unterlagen zur Verfügung zu stellen und Auskünfte zu erteilen.

Vor der Einberufung der Hauptversammlung werden wir Ihnen entsprechend den gesetzlichen Bestimmungen folgende zusätzliche Unterlagen gesondert übermitteln:

- Beschlussvorlage an die Hauptversammlung zum Übertragungsbeschluss;
- Mitteilung der festgelegten Höhe der angemessenen Barabfindung je Aktie;
- Gewährleistungserklärung eines Kreditinstituts im Sinne von § 327b Abs. 3 AktG; und
- Übertragungsbericht des Hauptaktionärs im Sinne von § 327c Abs. 2 S. 1 AktG mit einer Darlegung der Voraussetzungen für die Übertragung der Aktien der Minderheitsaktionäre sowie einer Erläuterung und Begründung der Angemessenheit der Barabfindung.

Die Angemessenheit der festgelegten Barabfindung wird durch einen vom Landgericht Hamburg auszuwählenden und zu bestellenden sachverständigen Prüfer geprüft. Einen entsprechenden Antrag wird die BPG Hol-

cluded and will notify you of this separately in a specifying second squeeze-out demand.

As management board of the Company, we kindly ask you to take all appropriate measures for the transfer resolution pursuant to Secs. 327a *et seqq* AktG and to make available all necessary documents for the determination of the cash compensation to us and to provide all information in this regard pursuant to Sec. 327b para. 1 sentence 2 AktG.

Prior to the convocation of the general meeting and in accordance with statutory provisions, we will submit the following additional documents:

- Draft resolution to the general meeting on the transfer resolution;
- Amount of the appropriate cash compensation per share;
- Confirmation of a credit institution pursuant to Sec. 327b para. 3 AktG; and
- Written report by the principal shareholder pursuant to Sec. 327c para. 2 sentence 1 AktG presenting the prerequisites for the transfer and explaining and justifying the appropriateness of the cash compensation.

The appropriateness of the cash compensation will be reviewed by an auditor selected and appointed by the Regional Court of Hamburg. BPG Holdings Bermuda Limited or a direct or indirect subdings Bermuda Limited oder eine unmittelbare oder mittelbare Tochtergesellschaft zeitnah beim Landgericht Hamburg stellen.

Die deutsche Version dieses Verlangens ist verbindlich.

sidiary will file a corresponding application with the Regional Court of Hamburg shortly.

The German version of this demand shall prevail.

BPG Holdings Bermuda Limited
vertreten durch / represented by

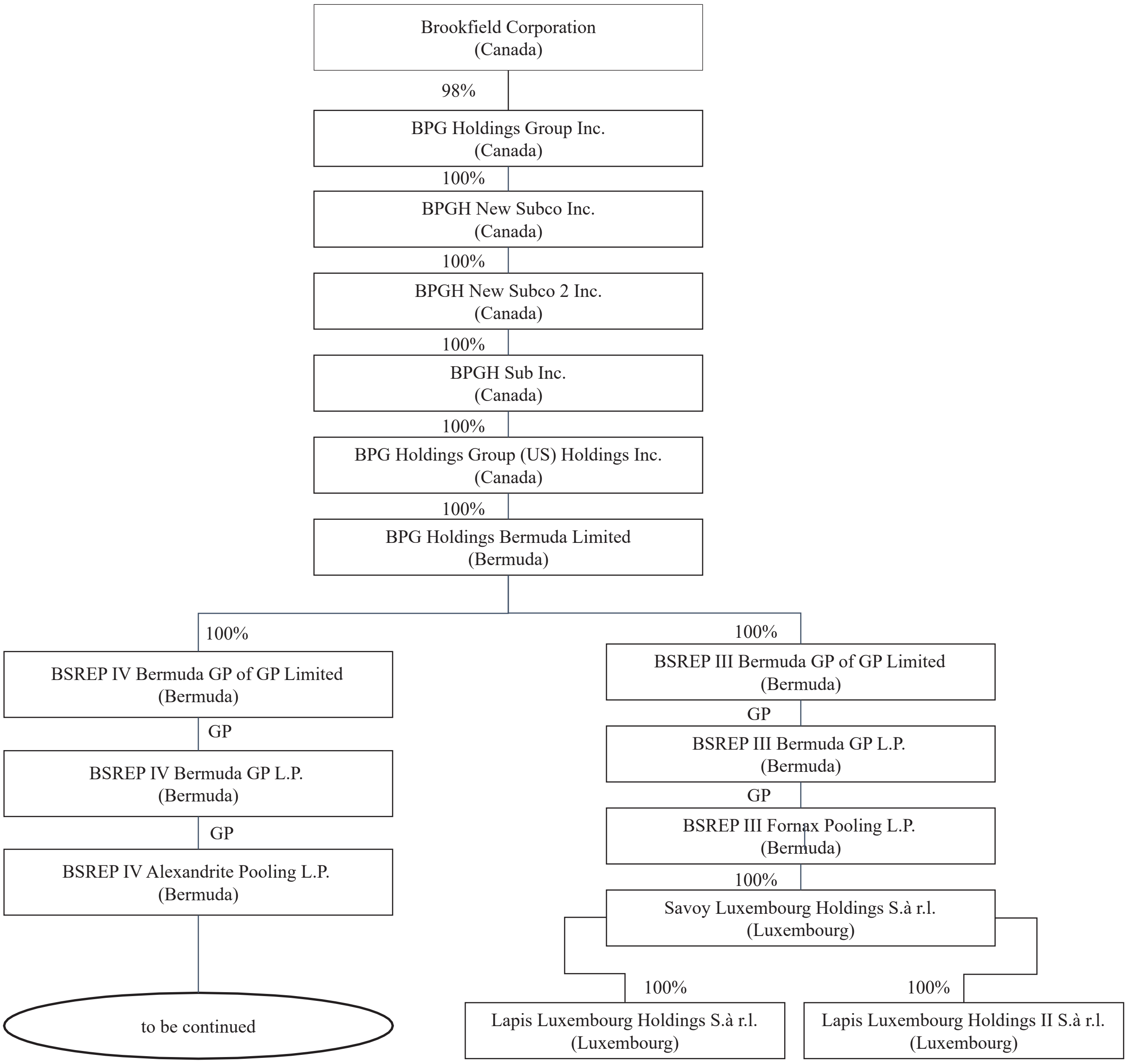
Ort, Datum / Place, date: September 18, 2024

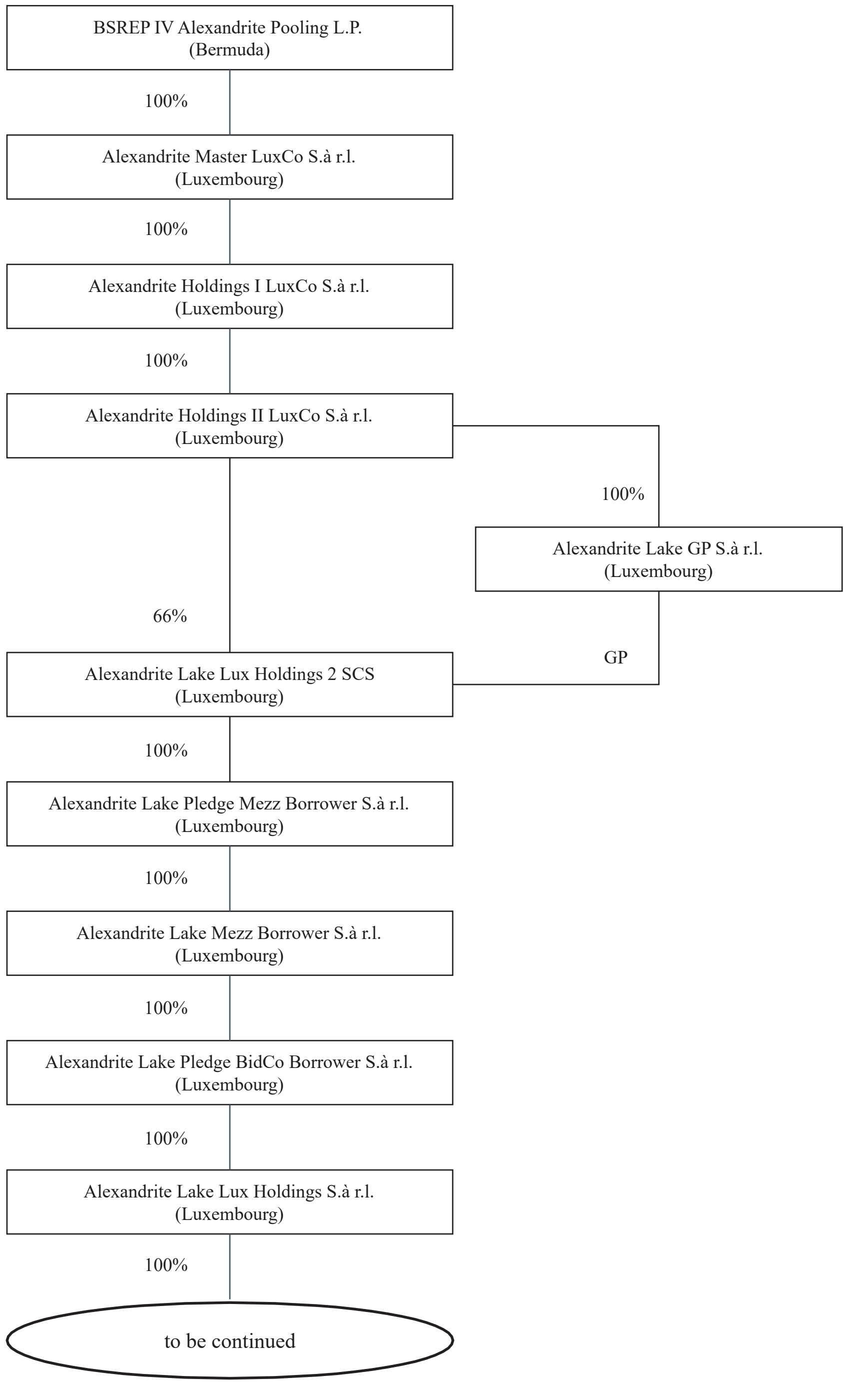
Unterschrift / Signature: James Bodi

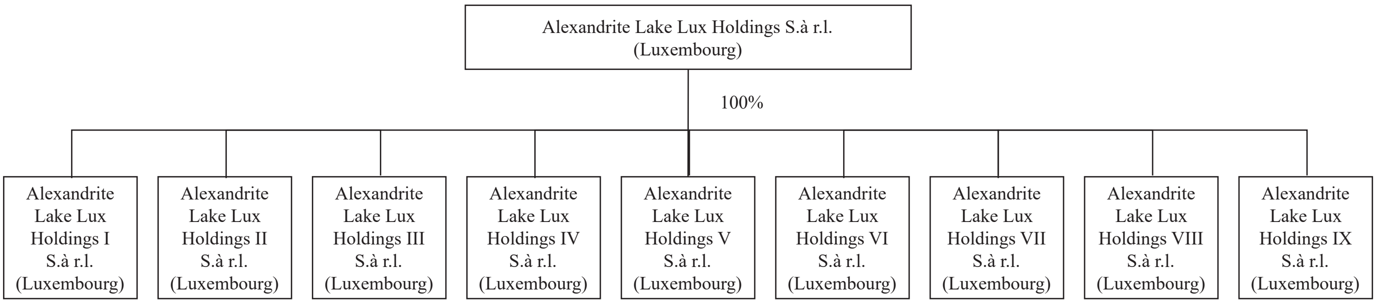
Name: James Bodi

Position / Title: Director

Anlage 1 / Annex 1
Übersicht über die Beteiligungsstruktur / Overview of Shareholder Structure


Brookfield Corporation
(Canada)
98%
BPG Holdings Group Inc.
(Canada)
100%
BPGH New Subco Inc.
(Canada)
100%
BPGH New Subco 2 Inc.
(Canada)
100%
BPGH Sub Inc.
(Canada)
100%
BPG Holdings Group (US) Holdings Inc.
(Canada)
100%
BPG Holdings Bermuda Limited
(Bermuda)
100%
BSREP IV Bermuda GP of GP Limited
(Bermuda)
GP
BSREP IV Bermuda GP L.P.
(Bermuda)
GP
BSREP IV Alexandrite Pooling L.P.
(Bermuda)
to be continued
100%
BSREP III Bermuda GP of GP Limited
(Bermuda)
GP
BSREP III Bermuda GP L.P.
(Bermuda)
GP
BSREP III Fornax Pooling L.P.
(Bermuda)
100%
Savoy Luxembourg Holdings S.à r.l.
(Luxembourg)
100%
Lapis Luxembourg Holdings S.à r.l.
(Luxembourg)
100%
Lapis Luxembourg Holdings II S.à r.l.
(Luxembourg)


BSREP IV Alexandrite Pooling L.P.
(Bermuda)
100%
Alexandrite Master LuxCo S.à r.l.
(Luxembourg)
100%
Alexandrite Holdings I LuxCo S.à r.l.
(Luxembourg)
100%
Alexandrite Holdings II LuxCo S.à r.l.
(Luxembourg)
100%
Alexandrite Lake GP S.à r.l.
(Luxembourg)
66%
GP
Alexandrite Lake Lux Holdings 2 SCS
(Luxembourg)
100%
Alexandrite Lake Pledge Mezz Borrower S.à r.l.
(Luxembourg)
100%
Alexandrite Lake Mezz Borrower S.à r.l.
(Luxembourg)
100%
Alexandrite Lake Pledge BidCo Borrower S.à r.l.
(Luxembourg)
100%
Alexandrite Lake Lux Holdings S.à r.l.
(Luxembourg)
100%
to be continued



Name			
FragCos* (aggregate amount)	83.45%	0.00%	83.45%
Lapis Luxembourg Holdings S.à r.l.	9.99%	0.02%	10.01%
Lapis Luxembourg Holdings II S.à r.l.	1.92%	0.00%	1.92%

* **FragCos refers to:** Alexandrite Lake Lux Holdings I S.à r.l., Alexandrite Lake Lux Holdings II S.à r.l., Alexandrite Lake Lux Holdings III S.à r.l., Alexandrite Lake Lux Holdings IV S.à r.l., Alexandrite Lake Lux Holdings V S.à r.l., Alexandrite Lake Lux Holdings VI S.à r.l., Alexandrite Lake Lux Holdings VII S.à r.l., Alexandrite Lake Lux Holdings VIII S.à r.l., and Alexandrite Lake Lux Holdings IX S.à r.l.

Anlage 2 / Annex 2
Nachweise der Beteiligungsverhältnisse / Proof of Shareholdings

16/09/24

Dear Client,

RE: Custody Account Balance confirmation – Project Lake

We refer to your request for information. Please note that the information given below in response, relates purely to accounts maintained with and/or activities carried out by the Issuer Services department on your behalf, and does not include any information on accounts held with or activities carried out by other areas of the HSBC Group.

Balances as at 16th September 2024				
Account Title	**Custody A/c No**	**Name of Share Held**	**ISIN**	**No of Shares Held**
Alexandrite Lake Lux Holdings I Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings II Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings III Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings IV Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings V Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings VI Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings VII Sarl [redacted]	[redacted]	ALSTRIA OFFICE	DE000A0LD2U1	

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Tel: +44 20 7991 8888 Fax: +44 345 587 0429

[redacted]		REIT ORD NPV		16,557,395.00
Alexandrite Lake Lux Holdings VIII Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
ALEXANDRITE LAKE LUX HOLDINGS IX SARL [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,394.00
Lapis Luxembourg Holdings S.à r.l [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	17,846,157.00
Lapis Luxembourg Holdings II S.à r.l [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	3,428,904.00

Please be advised that where we have provided statements of custodial holdings, units traded and settled represent notional amounts in respect of assets held in dematerialized form in a clearing system.

Where assets are fund investments, please note that the amount of units traded and settled represent the number of fund units held. Any valuation information contained in this statement is indicative only. It does not necessarily represent an accurate or current valuation of the securities listed in this statement and should in no circumstances be relied on as such. HSBC accepts no liability whatsoever for any direct, indirect or consequential loss arising from the use of valuation information contained in this statement. HSBC is under no obligation to verify or keep current the valuation information in this statement. You are solely responsible for making your own independent appraisal of and investigations into the value of the securities listed in this statement and you should not rely on any information in this statement as constituting investment advice.

In providing this information the Bank is acting solely as agent of the customer and does not assume any obligation or responsibility towards or relationship of agency or trust for or with any third-party recipient who if he places reliance on the material without verifying it does so at his own risk.

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Tel: +44 20 7991 8888 Fax: +44 345 587 0429

Konkretisiertes Verlangen zur Beschlussfassung über einen aktienrechtlichen Squeeze-Out

An den Vorstand der
alstria office REIT-AG
Steinstraße 7
20095 Hamburg

Sehr geehrter Herr Elamine,

die BPG Holdings Bermuda Limited, eine sog. *exempted company with liability limited by shares* nach dem Recht von Bermuda mit Sitz in Hamilton, Bermuda, und eingetragen im *Bermuda Registrar of Companies* unter Registernummer 48464 ("**BPG Holdings**"), hält derzeit mittelbar insgesamt 170.291.615 nennwertlose Inhaberaktien der alstria office REIT-AG, einer nach deutschem Recht gegründeten Aktiengesellschaft mit Sitz in Hamburg, Deutschland, eingetragen im Handelsregister des Amtsgerichts Hamburg unter HRB 99204 (die "**Gesellschaft**"). Die mittelbare Beteiligung der BPG Holdings kann anhand der in **Anlage 1** beigefügten Übersicht über die Beteiligungsstruktur und der in **Anlage 2** beigefügten Nachweise über die jeweiligen unmittelbaren und mittelbaren Beteiligungen, die nach §§ 327a Abs. 2, 16 Abs. 4 AktG der BPG Holdings zugerechnet werden, nachvollzogen werden.

Die Gesellschaft hat ein Grundkapital von EUR 178.561.572, das in 178.561.572 auf den Inhaber lautende Stückaktien eingeteilt ist, auf die jeweils ein rechnerischer Anteil von EUR 1,00 am Grundkapital der

Specified demand for a resolution on a corporate law squeeze-out

To the Management Board of
alstria office REIT-AG
Steinstraße 7
20095 Hamburg
Germany

Dear Mr. Elamine,

BPG Holdings Bermuda Limited, an exempted company with liability limited by shares under the laws of Bermuda, having its registered office in Hamilton, Bermuda, and registered with the Bermuda Registrar of Companies under registration number 48464 ("**BPG Holdings**"), currently indirectly holds in the aggregate 170,291,615 no-par value bearer shares in alstria office REIT-AG, a stock corporation organized under the laws of Germany with its corporate seat in Hamburg, Germany, registered with the commercial register of the Local Court of Hamburg under no. HRB 99204 (the "**Company**"). The indirect shareholding of BPG Holdings can be identified on the basis of the overview of the shareholder structure attached as **Annex 1** and the proof of the respective direct and indirect shareholdings attached as **Annex 2**, which are attributed to BPG Holdings in accordance with Sections 327a para. 2, 16 para. 4 of the German Stock Corporation Act (*AktG*).

The Company has a registered share capital of EUR 178,561,572, divided into 178,561,572 no-par value bearer shares, each representing a notional amount of EUR 1.00 of the Company's registered

Gesellschaft entfällt. Die Gesellschaft hält derzeit keine eigenen Aktien. Die mittelbare Beteiligung der BPG Holdings entspricht daher zum heutigen Tag 95,37 % des Grundkapitals der Gesellschaft. Die BPG Holdings ist damit jedenfalls Hauptaktionärin der Gesellschaft im Sinne des § 327a Abs. 1 AktG.

Mit Schreiben vom 18. September 2024 haben wir das Verlangen an den Vorstand der Gesellschaft gerichtet, über die Übertragung der Aktien der übrigen Aktionäre (Minderheitsaktionäre) der Gesellschaft auf die BPG Holdings oder eine unmittelbare oder mittelbare Tochtergesellschaft gegen Gewährung einer angemessenen Barabfindung gemäß §§ 327a ff. AktG in einer nach Zugang des konkretisierenden zweiten Squeeze-Out Verlangens noch einzuberufenden Hauptversammlung beschließen zu lassen (aktienrechtlicher Squeeze-out).

In Bestätigung und Konkretisierung dieses Verlangens vom 18. September 2024 teilen wir hiermit mit, dass die Durchführung des aktienrechtlichen Squeeze-outs durch die BPG Holdings erfolgt und richten hiermit ferner das Verlangen an den Vorstand der Gesellschaft, kurzfristig eine außerordentliche Hauptversammlung der Gesellschaft einzuberufen und den Tagesordnungspunkt

"*Beschlussfassung über die Übertragung der Aktien der Minderheitsaktionäre auf den Hauptaktionär BPG Holdings Bermuda Limited gegen Gewährung einer angemessenen Barabfindung nach §§ 327a ff. AktG (Ausschluss von Minderheitsaktionären/aktienrechtlicher Squeeze-Out)*"

share capital. The Company currently holds no treasury shares. The indirect interest of BPG Holdings therefore currently corresponds to 95.37 % of the Company's share capital. BPG Holdings is thus in any case the main shareholder of the Company within the meaning of Section 327a para. 1 AktG.

With letter dated 18 September 2024, we have demanded the management board of the Company to convene, after receipt of the specifying second squeeze-out demand, a general meeting to adopt a resolution on the transfer of the shares of the outside shareholders (minority shareholders) of the Company to BPG Holdings or a direct or indirect subsidiary against appropriate cash compensation being granted pursuant to Sec. 327a *et seqq.* AktG (corporate law squeeze-out).

To confirm and specify our demand of 18 September 2024 we hereby inform you that the implementation of the corporate law squeeze-out will be carried out by BPG Holdings and hereby demand the management board of the Company to convene an extraordinary general meeting at short notice and include the following agenda item

"*Resolution on the transfer of the minority shareholders' shares to the principal shareholder BPG Holdings Bermuda Limited in return for payment of an adequate cash compensation according to sections 327a et seqq. of the German Stock Corporation Act (exclusion of minority shareholders /*

squeeze-out under stock corporation law)"

auf die Tagesordnung dieser außerordentlichen Hauptversammlung zu setzen. Die BPG Holdings hat gemäß § 327b Abs. 1 Satz 1 AktG die angemessene Barabfindung auf EUR 5,11 je auf den Inhaber lautende Stückaktie der Gesellschaft festgesetzt.

to the agenda of this extraordinary general meeting. Pursuant to Sec. 327b para 1 sentence 1 AktG, BPG Holdings has determined the adequate cash compensation to be EUR 5.11 per no-par value bearer share of the Company.

Der vorgesehene Übertragungsbeschlusses soll wie folgt lauten:

The proposed transfer resolution shall read as follows:

„Die auf den Inhaber lautenden Stückaktien der übrigen Aktionäre der alstria office REIT-AG (Minderheitsaktionäre) werden gemäß dem Verfahren zum Ausschluss von Minderheitsaktionären (§§ 327a ff. AktG) gegen Gewährung einer von der BPG Holdings Bermuda Limited, eine sog. exempted company with liability limited by shares nach dem Recht von Bermuda mit Sitz in Hamilton, Bermuda, und eingetragen im Bermuda Registrar of Companies unter der Registernummer 48464 (Hauptaktionär), zu zahlenden Barabfindung in Höhe von EUR 5,11 für je eine auf den Inhaber lautende Stückaktie auf den Hauptaktionär übertragen."

"*The no-par bearer shares held by the other shareholders of alstria office REIT-AG (minority shareholders) will be transferred in accordance with the procedure for the exclusion of minority shareholders (Sections 327a et seqq. AktG) in return for a cash compensation to be paid by BPG Holdings Bermuda Limited, an exempted company with liability limited by shares under the laws of Bermuda, with its registered seat in Hamilton, Bermuda, and registered with the Bermuda Registrar of Companies under registration number 48464 (principal shareholder), in the amount of EUR 5.11 for each no-par value bearer share to the principal shareholder.*"

Eine Gewährleistungserklärung eines Kreditinstituts gemäß § 327b Abs. 3 AktG werden wir entsprechend den gesetzlichen Bestimmungen rechtzeitig übermitteln.

We will submit a bank guarantee pursuant to Sec. 327b para 3 AktG in good time in accordance with the statutory provisions.

Einen von der BPG Holdings erstatteten schriftlichen Bericht an die Hauptversammlung der Gesellschaft, in dem die Voraussetzungen für die Übertragung der Aktien der Minderheitsaktionäre darge-

A written report prepared by BPG Holdings to the general meeting of the Company, presenting the pre-requisites for the transfer of the shares of the minority shareholders and explaining and justifylegt und die Angemessenheit der Barabfindung erläutert und begründet werden, lassen wir Ihnen zur Vorbereitung der Hauptversammlung rechtzeitig gesondert zukommen.

ing the appropriateness of the cash compensation, will be sent to you separately in good time in preparation for the general meeting.

Ein aktueller elektronischer Handelsregisterauszug der BPG Holdings ist diesem Schreiben als **Anlage 3** beigefügt.

An up to date excerpt from the electronic commercial register of BPG Holdings is attached to this letter as **Annex 3**.

Dieses Verlangen unterliegt deutschem Recht. Die deutsche Version dieses Verlangens ist verbindlich.

This demand shall be subject to German law. The German version of this demand shall prevail.

BPG Holdings Bermuda Limited
vertreten durch / represented by

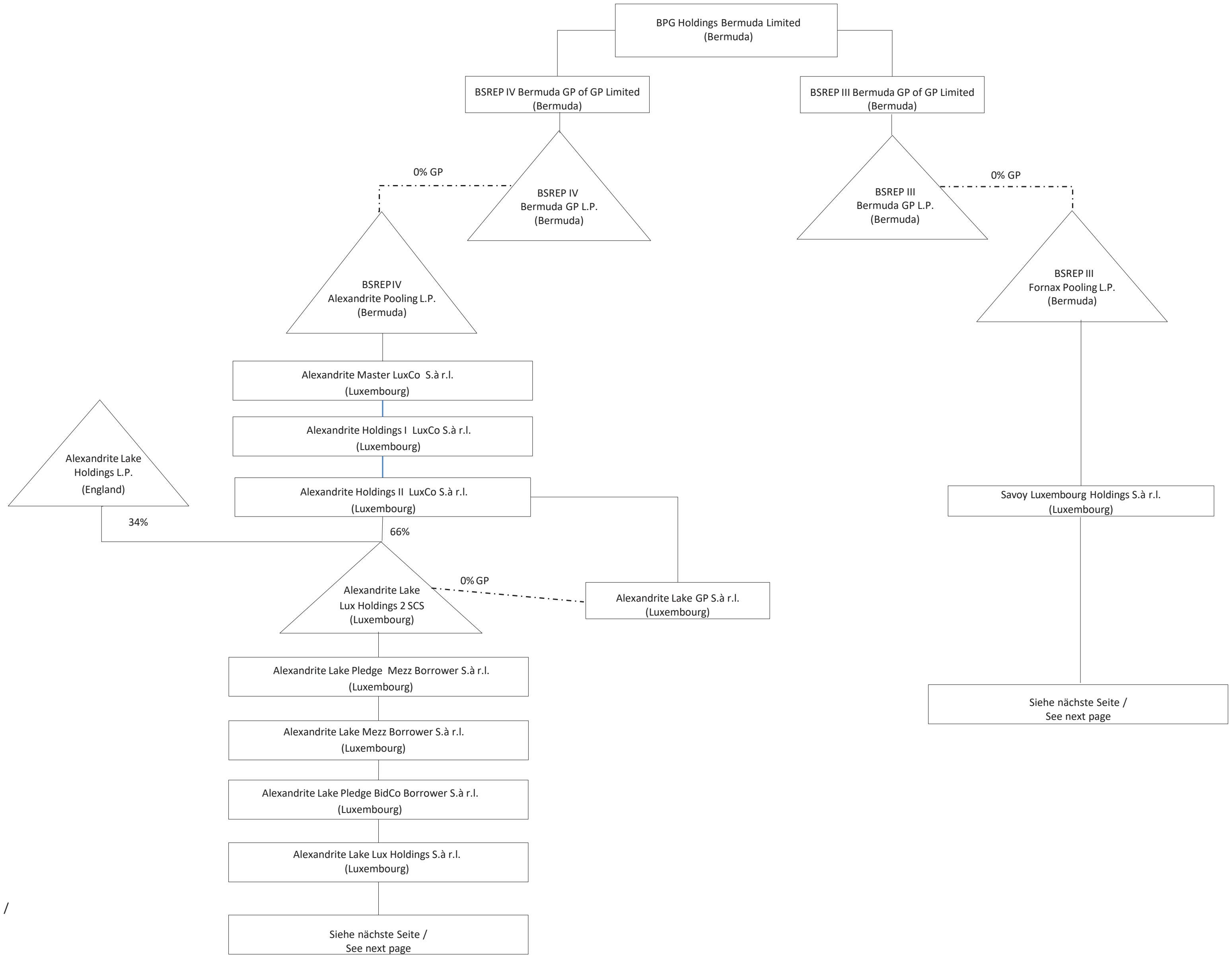
Unterschrift / Signature: James Bodi

Name: James Bodi

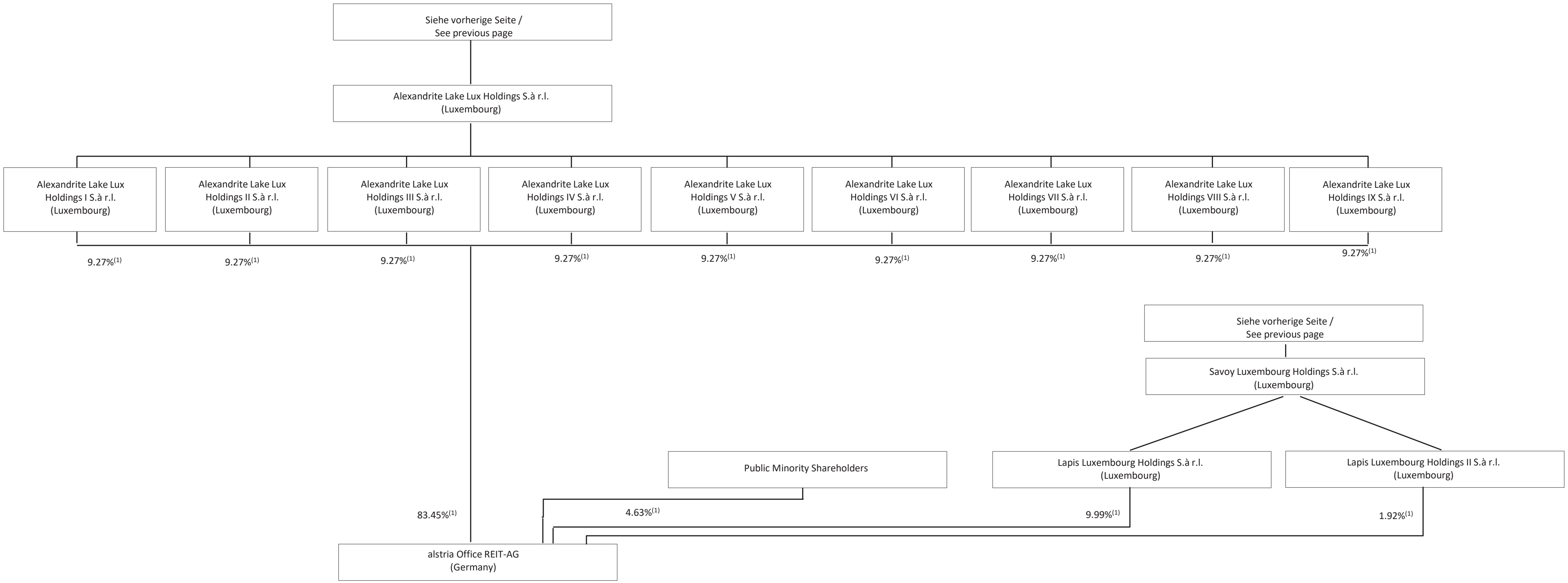
Position / Title: Director

[Unterschriftsseite zum Übertragungsverlangen]

Anlage 1 / Annex 1
Übersicht über die Beteiligungsstruktur / Overview of Shareholder Structure



Beteiligung ist jeweils 100 %, sofern nicht anders angegeben /
Ownership is 100% unless indicated otherwise.



1. Prozentzahl auf die nächsten zwei Dezimalstellen gerundet / Percentage rounded to the nearest two decimal places.

Beteiligung ist jeweils 100 %, sofern nicht anders angegeben / Ownership is 100% unless indicated otherwise.

Anlage 2 / Annex 2
Nachweise der Beteiligungsverhältnisse / Proof of Shareholdings

10/12/24

Dear Client,

RE: Custody Account Balance confirmation – Project Lake

We refer to your request for information. Please note that the information given below in response, relates purely to accounts maintained with and/or activities carried out by the Issuer Services department on your behalf, and does not include any information on accounts held with or activities carried out by other areas of the HSBC Group.

Balances as at 10th December 2024				
Account Title	**Custody A/c No**	**Name of Share Held**	**ISIN**	**No of Shares Held**
Alexandrite Lake Lux Holdings I Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings II Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings III Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings IV Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings V Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings VI Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00

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Global Banking and Markets
Issuer Services
Level 14, 8 Canada Square, London E14 5HQ
Tel: +44 20 7991 8888 Fax: +44 345 587 0429

Alexandrite Lake Lux Holdings VII Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
Alexandrite Lake Lux Holdings VIII Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
ALEXANDRITE LAKE LUX HOLDINGS IX SARL [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,394.00
Lapis Luxembourg Holdings S.à r.l [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	17,846,157.00
Lapis Luxembourg Holdings II S.à r.l [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	3,428,904.00

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PP HSBC

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Anlage 3 / Annex 3
Handelsregisterauszug der / Commercial Register Excerpt of
BPG Holdings Bermuda Limited

GOVERNMENT OF BERMUDA

Registrar of Companies

Entity Extract

Date of Extract: 12th day of December 2024

Entity Name: BPG Holdings Bermuda Limited

Registration number: 48464

Entity Group: Exempted

Type of Entity: Company Limited By Shares

Registration date in Bermuda: 5th day of December 2013

Status: Active

Registered Address:

73 Front Street
5th Floor
Hamilton Pembroke HM12 Bermuda

Registration date of registered office - Date filed: 2nd day of December 2024

Authorized share cap (USD$): $1,575,000,000.00

Directors:

James A BODI (ALTERNATE DIRECTOR TO GREGORY EA MORRISON)
73 Front Street, 5th Floor, Hamilton, Pembroke, HM 12, Bermuda

Gregory N MCCONNIE
Rendezvous Corporate Center, 2nd Floor, Rendezvous, BB15131, Barbados

Gregory Ea MORRISON (ALTERNATE DIRECTOR TO JAMES A BODI)
73 Front Street, 5th Floor, Hamilton, Pembroke, HM12, Bermuda

Annex 3

Cash confirmation of LBBW dated 13 December 2024
pursuant to Section 327b (3) AktG

LB≡BW

Kredit Neugeschäft/Agency
Auslands- und Inlandsavale
4244/MA
Andreas Graser

Dieses Dokument besteht aus 2 Seite(n)

Postanschrift:
Landesbank Baden-Württemberg
Am Hauptbahnhof 2
70173 Stuttgart

Telefon 0621 428-72288
Telefax 0711 127-6696345
DOKA_GA@LBBW.de

Zur Übermittlung an den Vorstand der

alstria office REIT-AG
Steinstr. 7
20095 Hamburg

Gewährleistungserklärung nach § 327b Abs. 3 AktG zugunsten der Minderheitsaktionäre der alstria office REIT-AG für die Barabfindungsverpflichtung der BPG Holdings Bermuda Limited
Referenznummer: LBW24BG907241

Die BPG Holdings Bermuda Limited, eine sog. *exempted company with liability limited by shares* nach dem Recht von Bermuda mit Sitz in 73 Front Street; 5th Floor; Hamilton; HM12; Bermuda, und eingetragen im *Bermuda Registrar of Companies* unter Registernummer 48464 ("**BPG Holdings**"), hat uns mitgeteilt, dass sie zum heutigen Tage mittelbar 170.291.615 der insgesamt 178.561.572 ausgegebenen auf den Inhaber lautenden Stückaktien an der alstria office REIT-AG, einer nach deutschem Recht gegründeten Aktiengesellschaft mit Sitz in Hamburg, Deutschland, eingetragen im Handelsregister des Amtsgerichts Hamburg unter HRB 99204 ("**Gesellschaft**"), und somit einen Anteil in Höhe von 95,37 % des Grundkapitals der Gesellschaft i.S.v. §§ 327a Abs. 2 i.V.m. 16 Abs. 4 AktG hält. Die Gesellschaft hält derzeit keine eigenen Aktien. Die BPG Holdings ist folglich Hauptaktionärin der Gesellschaft im Sinne von § 327a Abs. 1 Satz 1 AktG.

Die BPG Holdings hat das Verlangen an den Vorstand der Gesellschaft gerichtet, eine außerordentliche Hauptversammlung einzuberufen und die Hauptversammlung über die Übertragung der Aktien sämtlicher übriger Aktionäre ("**Minderheitsaktionäre**") auf die BPG Holdings als Hauptaktionärin gegen Gewährung einer angemessenen Barabfindung beschließen zu lassen. Die BPG Holdings hat als Barabfindung einen Betrag in Höhe von EUR 5,11 je Aktie festgelegt.

Gemäß § 327b Abs. 3 AktG hat der Hauptaktionär der Gesellschaft vor Einberufung der Hauptversammlung dem Vorstand der Gesellschaft die Erklärung eines im Geltungsbereich des Aktiengesetzes zum Geschäftsbetrieb befugten Kreditinstituts zu übermitteln, durch die das Kreditinstitut die Gewährleistung für die Erfüllung der Verpflichtung des Hauptaktionärs übernimmt, den Minderheitsaktionären der Gesellschaft nach Eintragung des Übertragungsbeschlusses in das Handelsregister der Gesellschaft unverzüglich die festgelegte Barabfindung für die übergegangenen Aktien zu zahlen.

Mit der Eintragung des Übertragungsbeschlusses in das Handelsregister der Gesellschaft gehen kraft Gesetzes alle Aktien der Minderheitsaktionäre der Gesellschaft auf die BPG Holdings über und die Minderheitsaktionäre erhalten im Gegenzug einen Anspruch gegen die BPG Holdings auf unverzügliche Zahlung der festgelegten Barabfindung.

Landesbank Baden-Württemberg

Dies vorausgeschickt, übernehmen wir, die Landesbank Baden-Württemberg, als im Geltungsbereich des Aktiengesetzes zum Geschäftsbetrieb befugtes Kreditinstitut hiermit nach § 327b Abs. 3 AktG gegenüber jedem Minderheitsaktionär der Gesellschaft unbedingt und unwiderruflich die Gewährleistung für die Erfüllung der Verpflichtung der BPG Holdings, den Minderheitsaktionären nach Eintragung des Übertragungsbeschlusses in das Handelsregister der Gesellschaft unverzüglich die festgelegte Barabfindung in Höhe von EUR 5,11 je auf die BPG Holdings übergegangene auf den Inhaber lautende Stückaktie an der Gesellschaft zu zahlen.

Jeder Minderheitsaktionär der Gesellschaft erwirbt aus dieser Gewährleistungserklärung im Wege eines echten Vertrages zugunsten Dritter im Sinne von § 328 Abs. 1 BGB einen unmittelbaren und ohne die Zustimmung des Minderheitsaktionärs nicht aufhebbaren Zahlungsanspruch gegen uns. Wir können aus dieser Gewährleistungserklärung nur insoweit in Anspruch genommen werden, als der Anspruch auf Barabfindung jeweils besteht und nicht verjährt ist. Der Anspruch eines Minderheitsaktionärs uns gegenüber aus dieser Gewährleistungserklärung wird mit dem Anspruch auf die Barabfindung gegen die BPG Holdings fällig und erlischt, wenn sein Anspruch auf die Barabfindung erlischt. Im Verhältnis zu jedem Minderheitsaktionär der Gesellschaft sind Einwendungen und Einreden aus unserem Verhältnis zur BPG Holdings ausgeschlossen.

Diese Gewährleistungserklärung im Sinne von § 327b Abs. 3 AktG unterliegt ausschließlich deutschem Recht.

Mannheim, 13. Dezember 2024

Landesbank Baden-Württemberg

Sandra Horlemann

Andreas Graser

Annex 4

Deposit confirmations

of HSBC from 12 December 2024

12/12/24

Dear Client,

RE: Custody Account Balance confirmation – Project Lake

We refer to your request for information. Please note that the information given below in response, relates purely to accounts maintained with and/or activities carried out by the Issuer Services department on your behalf, and does not include any information on accounts held with or activities carried out by other areas of the HSBC Group.

Balances as at 12th December 2024				
Account Title	**Custody A/c No**	**Name of Share Held**	**ISIN**	**No of Shares Held**
Alexandrite Lake Lux Holdings I Sarl [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	16,557,395.00
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Lapis Luxembourg Holdings II S.à r.l [redacted]	[redacted]	ALSTRIA OFFICE REIT ORD NPV	DE000A0LD2U1	3,428,904.00

Please be advised that where we have provided statements of custodial holdings, units traded and settled represent notional amounts in respect of assets held in dematerialized form in a clearing system.

Where assets are fund investments, please note that the amount of units traded and settled represent the number of fund units held. Any valuation information contained in this statement is indicative only. It does not necessarily represent an accurate or current valuation of the securities listed in this statement and should in no circumstances be relied on as such. HSBC accepts no liability whatsoever for any direct, indirect or consequential loss arising from the use of valuation information contained in this statement. HSBC is under no obligation to verify or keep current the valuation information in this statement. You are solely responsible for making your own independent appraisal of and investigations into the value of the securities listed in this statement and you should not rely on any information in this statement as constituting investment advice.

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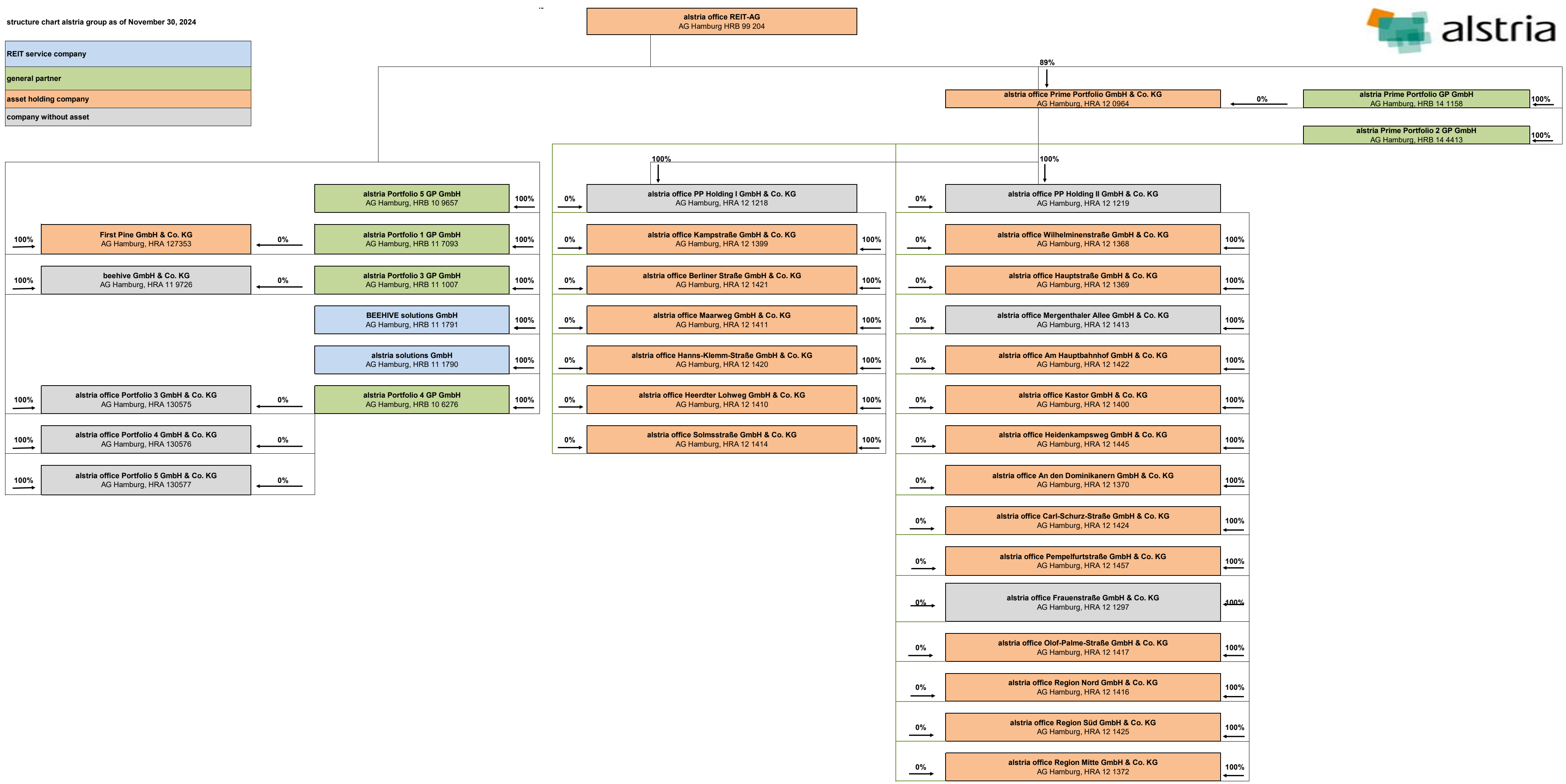
PP HSBC

HSBC Bank plc
Global Banking and Markets
Issuer Services
Level 14, 8 Canada Square, London E14 5HQ
Tel: +44 20 7991 8888 Fax: +44 345 587 0429

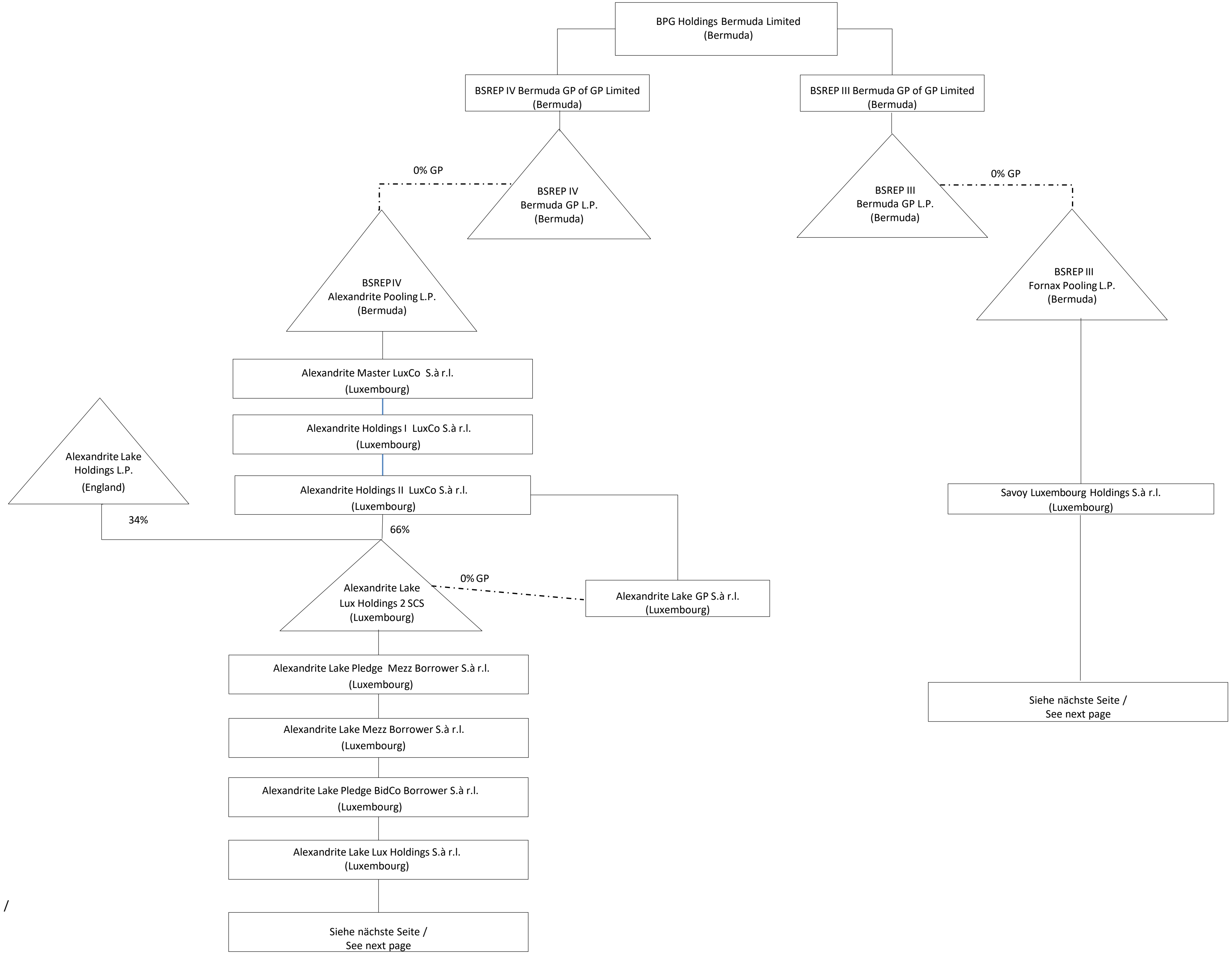
Annex 5

List of shareholdings of alstria office REIT-AG structure chart alstria group as of November 30, 2024

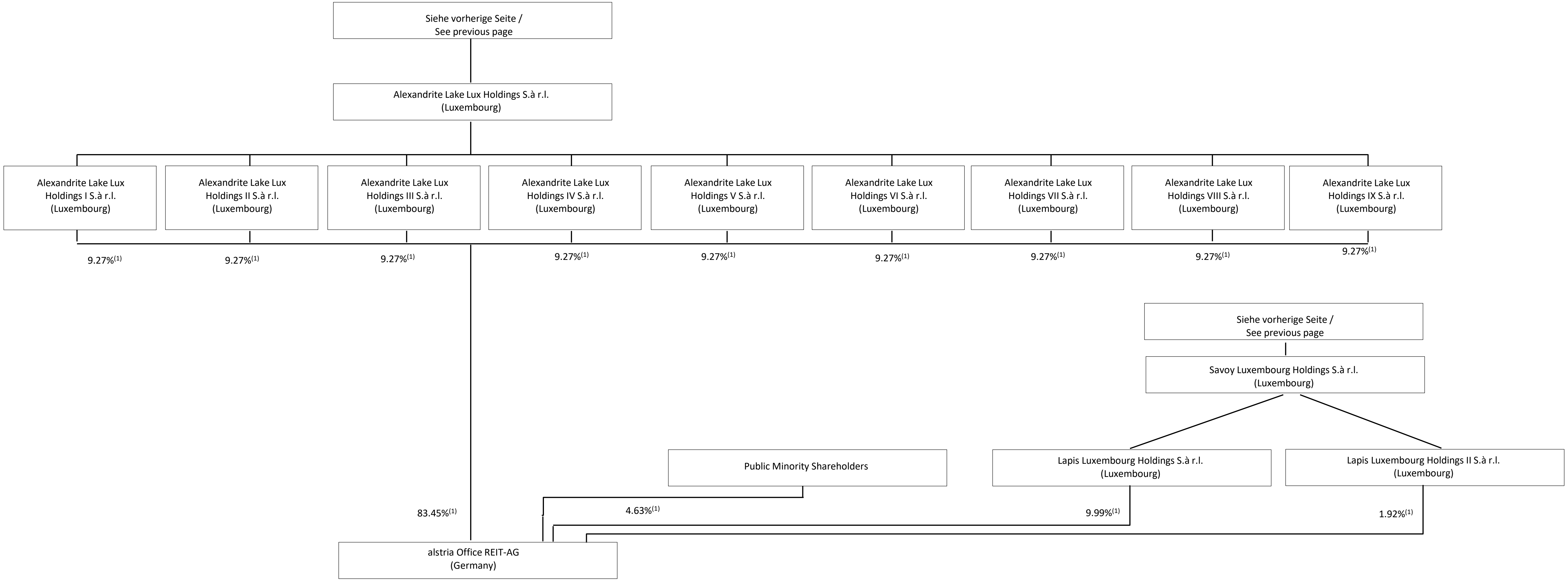


Annex 6

Overview of the companies affiliated with BPG Holdings Bermuda Limited



Beteiligung ist jeweils 100 %, sofern nicht anders angegeben /
Ownership is 100% unless indicated otherwise.



1. Prozentzahl auf die nächsten zwei Dezimalstellen gerundet / Percentage rounded to the nearest two decimal places.

Beteiligung ist jeweils 100 %, sofern nicht anders angegeben / Ownership is 100% unless indicated otherwise.