



## **Corporate Governance Declaration pursuant to Section 161 AktG**

**dated February 10, 2025**

“Since its last Corporate Governance Declaration on February 27, 2024, alstria office REIT-AG has complied with the recommendations of the ‘Government Commission German Corporate Governance Code’ in the version which entered into force on June 27, 2022 (“GCGC”) apart from the exceptions stated below. alstria intends to continue to comply with the GCGC recommendations to the same extent.

### ***Management Board Remuneration System 2022***

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

### ***Non-financial performance criteria, G. 1 GCGC***

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

### ***Share based remuneration and deferral, G. 10 GCGC***

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

***Candidate proposals by nomination committee, D. 4 GCGC***

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

As part of the reduction in the size of the Supervisory Board from six to four members, the Nomination and Remuneration Committee was terminated for reasons of efficiency. Since then, the selection of candidates for the election of Supervisory Board members by Annual General Meeting is made directly by the full Supervisory Board.

***Supervisory Board Remuneration System 2023, G. 17 GCGC***

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

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

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

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

Hamburg, February 10, 2025

Brad Hyler

Chairman of the Supervisory Board

Olivier Elamine

Chairman of the Managing Board