

Management board and supervisory board of alstria office REIT-AG

Declaration of alstria office REIT-AG on the German Corporate Governance Code according to Sec. 161 German Stock Corporation Act

Management board and supervisory board of alstria office REIT-AG declare:

The recommendations of the 'Government Commission German Corporate Governance Code' as amended on May 26, 2010 were complied with since the prior declaration of compliance dated May 18, 2011 with the following exceptions. The Company intends to continue to comply with the recommendations of the Code as amended on May 26, 2010 to the same extent.

Deductible for D&O insurance for the supervisory board, no. 3.8.

The D&O insurance for the supervisory board of alstria office REIT-AG does not include a deductible. The management board and supervisory board believe that the members of the supervisory board carry out their duties responsibly without any such deductible.

Change of performance targets for variable remuneration elements, Section 4.2.3

The short term incentive of the management board is mainly based on the achievement of a funds from operations ("FFO") target. As the FFO achieved in financial year 2011 was positively and materially impacted by new acquisitions, the supervisory board has changed the FFO target with the aim of neutralizing the impact of the acquisitions. In doing so, the supervisory board is making sure that the management board is not incentivized to do acquisitions for short term personal benefit. The impact of any acquisition on the management remuneration is solely linked to the multi-year remuneration elements, therefore aligning the interest of the management board with those of the company and its shareholders. The supervisory board intends to also adapt the FFO target in future financial years in order to neutralize the impact of acquisitions or disposals. The short term incentive awarded to the management board for financial year 2011 was lower than what it would have been if the FFO target had not been adjusted.

Performance-related compensation for supervisory board members, no. 5.4.6.

The members of the supervisory board do not receive any performance-related remuneration in addition to their fixed compensation. The management board and supervisory board believe that the members of the supervisory board carry out their duties responsibly without any such performance-related compensation.

Discussion of the half-year and quarterly financial reports between the supervisory board or its audit committee and the management board prior to publication, no. 7.1.2.

Prior to their publication, the half-year and quarterly financial reports will be made available to the supervisory board. Furthermore, the financial reports will be discussed with the supervisory board in detail and soon after their publication. In the event that there are considerable differences to the budget or business plan authorised by the supervisory board, the supervisory board will have the opportunity to discuss the figures with the management board before they are published. The management board and supervisory board consider this approach appropriate and adequate.

The German version shall prevail.

Hamburg, March 1, 2012

Olivier Elamine
Chief Executive Officer

Alexander Stuhlmann
Chairman of the supervisory board