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Exchange offer and capital increase in connection with the announced public takeover offer by alstria office REIT-AG for all outstanding shares in DO Deutsche Office AG; conclusion of an undertaking agreement with the majority shareholders of DO Deutsche Office AG

HAMBURG, June 16, 2015 – On June 16, 2015, alstria office REIT-AG ("alstria", ISIN DE000A0LD2U1) decided to make an offer to all shareholders of DO Deutsche Office AG with seat (*Sitz*) in Cologne ("Deutsche Office") to acquire their no-par value bearer shares in Deutsche Office, each having a proportional amount of the registered share capital of EUR 1.00 (ISIN DE000PRME020) (the "Deutsche Office Shares"), by way of a voluntary public takeover offer (in the form of an exchange offer) (the "Exchange Offer"). Concurrently, alstria entered into an agreement with the majority shareholders of Deutsche Office, subsidiaries of funds managed by Oaktree Capital Management, regarding the Deutsche Office Shares held by these majority shareholders (the "Undertaking Agreement").

Public takeover offer for all outstanding Deutsche Office Shares

In exchange for one Deutsche Office Share tendered to alstria, alstria intends to offer 0.381 new no-par value bearer shares in alstria as consideration, each having a proportional amount of the registered share capital in alstria of EUR 1.00 with dividend rights as of January 1, 2015 (the "alstria Shares"). This offer will be made subject to the final determination of the minimum price and the final terms set forth in the offer document. alstria office REIT-AG will appoint trustees for the required capital increase (the "Capital Increase").

The public takeover offer will presumably be made subject to, inter alia, a minimum acceptance rate of 69.6% of the outstanding Deutsche Office Shares, the absence of a material adverse effect and of material compliance violations as well as the registration of the implementation of the Capital Increase. Otherwise, the public takeover offer will be made in accordance with the terms and conditions set out in the offer document. Insofar as legally permissible, alstria reserves the right to deviate in the final terms of the public takeover offer from the basic information described herein. The offer document will be published on the internet following clearance by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) at <http://www.alstria.de> under the heading Investors.

Undertaking Agreement with the Majority Shareholders

In connection with the Exchange Offer, alstria today entered into the Undertaking Agreement with OCM Luxembourg VII Homer Holdings S.à r.l., OCM Luxembourg EPOF II Homer Holdings S.à r.l., OCM Luxembourg OPFS Herkules Holdings S.à r.l., OCM Luxembourg EOPF Herkules S.à r.l., OCM Luxembourg POF IV Herkules Holdings and AMHERST S.à r.l. (together the "Majority Shareholders"). Pursuant to the Undertaking Agreement, the Majority Shareholders irrevocably undertake to tender their Deutsche Office Shares, except for a part of up to 5.4% of the respective share capital of Deutsche Office, into the Exchange Offer. Following the implementation of the Exchange Offer, and subject to certain restructuring measures within the Deutsche Office group that are necessary from a tax perspective, alstria has the right to demand from the Majority Shareholders

the transfer of such Deutsche Office Shares which were not tendered into the public takeover offer against the issuance of alstria Shares, to the extent that the total shareholding of alstria does not reach 94.6% of the respective issued share capital of Deutsche Office (the "Call Option"). The Majority Shareholders have the corresponding right, additionally subject to the registration of the necessary capital increase, to demand from alstria the acquisition of the Deutsche Office Shares which were not tendered into the exchange offer (the "Put Option" and together with the Call Option the "Option"). By way of the minimum acceptance rate of 69.6% together with the Call Option alstria receives access to at least 75% of the Deutsche Office Shares following the closing of the Exchange Offer. The Put Option becomes exercisable irrespective of the percentage of Deutsche Office Shares held by alstria upon the implementation of a legal structure allowing for the acquisition of the remaining Deutsche Office Shares without triggering real estate transfer tax (*Grunderwerbsteuer*) on the level of the subsidiaries of Deutsche Office.

Details of the implementation of the transaction

The new alstria Shares to be offered shall be created by way of a capital increase against contributions in kind with the exclusion of the subscription rights of the shareholders of alstria. The capital increase against contributions in kind still has to be adopted by the extraordinary general meeting scheduled for July 23, 2015. At the extraordinary general meeting the share capital, which currently amounts to EUR 86,920,334.00, divided up into 86,920,334 no-par value bearer shares, each share with a proportional amount of the share capital of EUR 1.00 (excluding the shares issued in the fiscal year 2015 from alstria's conditional capitals in connection with the exercise of conversion rights), shall be increased by up to EUR 68,781,791.00 to up to EUR 155,702,125.00 through the issuance of up to 68,781,791 no-par value bearer shares, each with a proportional amount of the share capital of EUR 1.00, against contributions in kind.

In addition, in case alstria holds 95% or more of the Deutsche Office Shares after the closing of the Exchange Offer, the shareholders of Deutsche Office may tender their Deutsche Office Shares to alstria during a three months period following the end of the Exchange Offer pursuant to Sec. 39c of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz, WpÜG*) (the "Right to Sell-Out"). This may result in the need to deliver further shares in alstria after the implementation of the capital increase against contributions in kind.

To enable alstria to deliver the required number of alstria Shares in the case of the exercise of the Option or of the Right to Sell-Out, additional shares shall be issued – to the extent required – by utilization of alstria's existing authorized capital. Therefore, the management board of alstria has decided today to increase the share capital against contributions in kind in the amount of up to 5% of the share capital and with the exclusion of shareholders' subscription rights. The share capital of alstria shall be increased by utilizing the Authorized Capital 2015 (*Genehmigtes Kapital 2015*). The exact amount of the capital increase will be determined by the needs arising from the exercise of the Option and the Right to Sell-Out, and will be implemented, in particular, if Deutsche Office Shares are tendered to alstria following the implementation of the ordinary capital increase against contributions in kind due to the exercise of the Right to Sell-Out or the Option.

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www.alstria.de

www.alstria.blogspot.com

www.twitter.com/alstria_REIT

About alstria:

alstria office REIT-AG is an internally managed Real Estate Investment Trust (REIT) focused solely on acquiring, owning and managing office real estate in Germany. alstria was founded in January 2006 and was converted into the first German REIT in October 2007. Its headquarters are in Hamburg. The Company owns a diversified portfolio of properties across attractive German office real estate markets. As of March 31, 2015 its portfolio comprised 74 properties with an aggregate lettable space of 873,300 sqm and is valued at approximately EUR 1.7 bn. The alstria office REIT-AG strategy is based on active asset and portfolio management as well as on establishing and maintaining good relationships with key customers and decision makers. alstria focuses on long-term real estate value creation.

Disclaimer:

This release is neither an offer to exchange nor a solicitation of an offer to exchange Deutsche Office Shares. Moreover, this release is neither an offer to purchase nor a solicitation to purchase alstria Shares. The final terms and further provisions regarding the public takeover offer will be disclosed in the offer document after the publication has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). alstria reserves the right to deviate in the final terms of the public takeover offer from the basic information described herein. Investors and holders of Deutsche Office Shares are strongly recommended to read the offer document and all documents in connection with the public takeover offer as soon as they are published, since they will contain important information.

Subject to the exceptions described in the offer document as well as any exemptions that may be granted by the relevant regulators, a public takeover offer will not be made, neither directly nor indirectly, in jurisdiction where to do so would constitute a violation of the laws of such jurisdiction.

The alstria Shares have not been nor will they be registered under the U.S. Securities Act of 1933, as amended, or with any securities regulatory authority of a state or any other jurisdiction in the USA. Therefore, subject to certain exceptions, alstria Shares must not be offered or sold within the USA or any other jurisdiction where to do so would constitute a violation of the laws of such jurisdiction. There will be no registration of the alstria Shares pursuant to the relevant laws in the USA. If and to the extent, in the opinion of alstria, alstria Shares may not be offered or delivered to a U.S. shareholder according to the U.S. Securities Act of 1933, such U.S. shareholder that validly accepts the offer will receive, in lieu of alstria Shares to which it would otherwise be entitled, the cash proceeds in Euro from the sale of the respective amount of alstria Shares.

If this release contains forward-looking statements, also with respect to the takeover offer, such statements do not represent facts and are characterized by the words "will", "expect", "believe", "estimate", "intend", "aim", "assume" or similar expressions. Such forward-looking statements express the intentions, opinions or current expectations and assumptions of alstria and the persons acting together with alstria. Such forward-looking statements are based on current plans, estimates and forecasts which alstria and the persons acting together with alstria have made to the best of their knowledge, but which do not claim to be correct in the future. Forward-looking statements are subject to risks, uncertainties and changes in the accompanying circumstances that are difficult to predict and usually cannot be influenced by alstria or the persons acting together with alstria. These expectations and forward-looking statements can turn out to be incorrect and the actual events or consequences may differ materially from those contained in or expressed by such forward-looking statements. alstria and the persons acting together with alstria do not assume an obligation to update the forward-looking statements with respect to the actual development or incidents, basic conditions, assumptions or other factors.